

# Fallbrook Regional HEALTH DISTRICT

## MINUTES

### FALLBROOK REGIONAL HEALTH DISTRICT REGULAR BOARD MEETING

Wednesday, December 12, 2018, 6:00 p.m.

**NEW MEETING LOCATION**

Fallbrook Wellness Center, Community Room, 1636 E. Mission Rd., Fallbrook

#### A. CALL MEETING TO ORDER – PLEDGE OF ALLEGIANCE

General Counsel Blaise Jackson called the meeting to order at 6:01 p.m. and led the Pledge of Allegiance.

#### B. OATH OF OFFICE ADMINISTERED TO DIRECTORS – Blaise Jackson, General Counsel

Karen “Kate” Schwartz-Frates	4-year term	December 2018 to December 2022
Jennifer Jeffries	4-year term	December 2018 to December 2022
Howard Salmon	4-year term	December 2018 to December 2022

Counsel proceeded to administer the Oath of Office to newly elected members of the Board of Directors Karen “Kate” Schwartz-Frates, Jennifer Jeffries and re-elected member Howard Salmon. Each will serve a 4-year term (December 2018 – December 2022).

#### C. OFFICERS AND COMMITTEES OF THE BOARD

##### C1. Nomination and Election of Officers of the Board

Counsel Jackson presided over the nominations for the office of President. A motion and second is required (more than one nomination can be made until there are no more nominations and the nominations are closed) and followed by a roll call vote.

**Motion:** It was moved by Director Mroz, seconded by Director Schwartz-Frates to nominate Howard Salmon to serve as President for the ensuing year. There were no other nominations and the nominations were closed.

**Action:** Roll Call Vote – Director Mroz: Aye; Director Schwartz-Frates – Aye; Director Jeffries – Aye; Director Leach – Aye. And Director Salmon – Abstain.

**Motion Carried:** 4-0 with 1 Abstention.

Vice President

President Salmon called for nominations for the office of Vice-President.

**Motion:** It was moved by President Salmon, seconded by Director Jeffries to nominate Director Mroz to serve as Vice-President. There were no other nominations and the nominations were closed.

**Action:** Roll Call Vote; Director Schwartz-Frates – Aye; Director Jeffries – Aye, Director Salmon – Aye; Director Leach – Aye and Director Mroz abstained.

**Motion carried.** 4-0 with 1 Abstention.

Secretary

President Salmon called for nominations for the office of Secretary.

**Motion:** It was moved by Director Schwartz-Frates and seconded by Director Jeffries to nominate Director Leach to serve as Secretary. There were no other nominations and the nominations were closed.

**Action:** Roll Call Vote; Director Mroz – Aye; Director Schwartz-Frates – Aye; Director Jeffries – Aye; Director Salmon – Aye and Director Leach – Abstained

**Motion carried:** 4-0 with 1 abstention.

C2. Appointment of the Treasurer (President)

President Salmon said the Bylaws require that the President appoint a Treasurer and he appointed Director Jeffries to serve as Treasurer for the ensuing year.

C3. Committee Assignment(s)

President Salmon said the committees of the board are as follows:

Facilities

Public Engagement

Strategic Planning (of the Whole?)

Finance Committee of the Whole

He then made the following appointments:

Facilities Committee: Directors Leach & Jeffries

Public Engagement: Directors Schwartz-Frates and Mroz

Strategic Planning: (of the whole?)

Finance Committee: All members of the Board

President Salmon said he is still considering assignments to committees and the above could change.

**D. ADDITIONS TO AGENDA**

No additions were requested, however legal counsel said Agenda Item H10 could be deleted from this meeting as it was prepared in advance in the event changes to the date, time, and place for regular meetings might change and requires a resolution. He said it is likely premature for this to be determined at this meeting.

**E. BOARD MEMBER AND PUBLIC COMMENTS**

President Salmon said two members of the public had completed cards to address the Board of Directors.

Jeanne Meadow congratulated the new board and those continuing to serve. She said she has lived in Fallbrook over ten years. She said she has been a licensed forensics examiner and her goal is to help the Board. She said she had three topics to address:

North County Fire Protection District (NCFPD)

She said NCFPD had recently published the poor condition of their fire stations and she said she and her husband visited them and found it to be true. She invited members of the Board to visit for themselves.

The Wellness Advisory Committee

She expressed concern regarding this committee and representation from the public on the committee. Transparency.

She expressed concern regarding the District website and transparency in all areas. She offered her assistance to the District.

Tom Frew congratulated the newly elected and serving board members. He said the National Demographics Corporation is currently working with local school districts regarding redistricting efforts and he urged the Fallbrook Regional Health District (FRHD) to do the same.

Jennifer Jeffries thanked the team at FRHD and legal counsel for excellence in providing the needed information to new board members as they assume office.

#### F. CONSENT ITEMS

- F1. Approval of October 2018 Financial Statements
- F2. Minutes of November 7, 2018 Finance Committee Meeting
- F3. Minutes of November 8, 2018 Special Board Meeting
- F4. Minutes of November 14, 2018 Regular Board Meeting
- F5. Minutes of November 16, 2018 Special Board Meeting

There was no request to pull any consent item for further discussion.

**Motion;** It was moved by Director Jeffries, seconded by Director Mroz to approve the above listed Consent Items as presented.

**Motion carried.** 5-0

#### G. REPORTS

- G1. Finance Committee – Committee of the Whole, Chair: Director Mroz  
Finance Committee Chair Barbara Mroz presented the report for the meeting of December 5, 2018. She said the financial statements through October 31 were reviewed and found to be consistent and sound. The balance in the Local Agency Investment Fund (LAIF) account was \$1,480,560 and \$6,748,516 in the CalTRUST account through October 31, 2018. Property tax revenue fiscal year-to-date was \$151,112. There was review of the proposal from National Demographics Corporation for redistricting services and the Finance Committee recommended the proposal be considered for approval by the full board at the December 12, 2018 regular meeting. There was discussion regarding the need for either roof repair or replacement at three locations (The Wellness Center, Administrative Office and Alvarado Street property). In addition, there was review of extensions for services with MedPlus Urgent Care and the District Accountant and Bookkeeper. Staff salary increases were also discussed. It was recognized that with a new board, it will be necessary to designate individuals authorized to deposit or withdraw funds in the LAIF account, as well as a recommendation from the Accountant for an amount to be transferred quarterly from LAIF to the operations account. Lastly, Centraforce submitted a proposed 2019 bridge contract for consideration. Most of these items will be considered by the full board at the next regular meeting.  
Barbara said it has been a pleasure serving at the Treasurer.
- G2. Gov't/Public Relation/Community Relations Committee  
No report
- G3. Facilities/Strategic Planning Committee  
No report
- G4. Chief Executive Officer – Bobbi Palmer MBA MSW  
CEO Bobbi Palmer said for this month she asked staff to provide an update known as the T.E.A.S. Report (Team Efforts, Achievements and Successes) which was originated and compiled by Wendy Lyon, Bookkeeper.  
(See attached report)

- G5. General Counsel – Blaise Jackson  
 Counsel reviewed the history of responsibility for medical records from Fallbrook Hospital. Community Health Systems (CHS), the entity operating the hospital from November of 1998 to its closure, had been facilitating medical records requests. They are no longer doing that, and Counsel has been helping to facilitate the process. Once the procedures are in place, it will be brought to the Board for approval and staff will handle most of the requests with the help of legal when needed, e.g. subpoenas. Mr. Jackson said the remainder of his comments would be confined to some Action/Discussion items and Closed Session.

## H. DISCUSSION/ACTION ITEMS

- H1. Retention Items – Authorization to Destroy Outdated Records (Gov Code 34090, Per Board Resolution 393)\*\*  
**Motion:** It was moved by Director Jeffries, seconded by Director Mroz, to authorize destruction of outdated District and hospital records.  
 Discussion ensued. CEO Bobbi Palmer explained the process and Linda Bannerman provided additional information.  
**Motion carried:** 5-0
- H2. Consideration of proposal from National Demographics Corporation/Election Transition. Legal Counsel said he had solicited this proposal to assist the District in the process of redistricting FRHD prior to the 2020 election. This Corporation has an excellent reputation and the cost proposal is well within the standard range. Legal Counsel recommended approval of this proposal. Counsel stated that attendance by the public was typically greater after proposed maps are developed. He noted that representatives from National Demographics Corporation are available to attend the District's next regular board meeting on January 9, 2019. Further discussion ensued regarding optional elements in the proposal.  
**Motion:** It was moved by Director Leach, seconded by Director Mroz to approve the proposal from National Demographics Corporation as presented at this time for a figure not to exceed \$28,500 (the basic fee and three other meetings at \$2,000 each) and the option to add additional services as needed.  
**Motion carried:** 5-0
- H3. Review bids for roof repairs for the Alvarado Street and Brandon Road and Wellness Center properties – Roy Moosa, Property Manager  
 Roy Moosa discussed the existing roof leaks at three properties owned by FRHD: The Wellness Center (Health Under One Roof building), the FRHD administrative office on S. Brandon Street, and the MedPlus Urgent Care building on East Alvarado. Bids had previously been received for repairs to replacements ranging from \$17,800 - \$65,000 for just one of the buildings. Those were received prior to the question being raised about whether it had been clear that "at prevailing wages" was required. If prevailing wages are required, bids for roof repair for each of the buildings would likely exceed \$25,000. Mr. Moosa asked for clarification.  
 Legal Counsel stated that under the Health & Safety Code (32132), construction and repair services with a value of \$25,000 or more must go through a public bidding

process, with a notice inviting bids from public contractors and sealed bids are then submitted. The purpose for this is to assure that each and every bid is speaking to the same process. Prevailing wages are required for public agencies. Therefore, no action can be taken on this agenda item at this time. It will require plans and specifications prior to the bidding process.

Further discussion ensued. Given it is the time of year when we typically experience rain, there was concern that perhaps repairs can be made in the interim for an amount under \$25,000.

**Motion:** It was moved by Director Jeffries, seconded by Director Leach to direct the property manager to pursue roof repair services at prevailing wage rates for each of the buildings with roof leaks, not to exceed \$25,000 per building.

**Motion carried.** 4-0 (Director Mroz had temporarily left the room)

**Motion:** It was moved by Director Leach, seconded by Director Schwartz-Frates to direct staff to prepare an RFP for an architect or engineer to develop plans and specifications for roof replacement for each of the buildings with roof leaks.

**Motion carried:** 4-0 (Director Mroz had temporarily left the room)

Mr. Moosa noted that there are repairs needed at MedPlus Urgent Care as a result of the roof leaks; specifically carpet and cabinet replacement. Discussion ensued.

**Motion:** It was moved by Director Salmon, seconded by Director Mroz to replace as needed the carpet and cabinetry damaged by leaks at the MedPlus Urgent Care following repair of the leaks.

**Motion carried:** 5-0

Mr. Moosa said there are additional issues with The Wellness Center property including water collecting in specific areas on the property and the matter of addressing a zoning change for the property. These matters will be further addressed at the Board Workshop on Saturday, January 12, 2019.

H4. Consideration of extension of support for extended hours for Med+ Urgent Care

**Motion:** It was moved by Director Jeffries, seconded by Director Mroz to approve a 90-day extension to the agreement with MedPlus Urgent Care.

Discussion ensued. Director Mroz provided a history of the District's support for urgent care services following the closure of Fallbrook Hospital. Legal Counsel said the support was originally for a one-year period and has been extended since that time. CEO Palmer stated that the last Municipal Services Review by LAFCO had strongly recommended support for emergency/urgent care with the closure of the hospital. Further discussion ensued regarding the need for additional information from the urgent care provider regarding when will the support no longer be needed.

**Motion carried:** 5-0

There was consensus by the Board to have further discuss regarding this matter at the Board Workshop on January 12<sup>th</sup>. President Salmon said he wants to add discussion of the provision of transportation services through LYFT at the Workshop as well.

- H5. Consideration of extension of contracted services for accounting/bookkeeping.  
 Director Mroz said the Finance Committee had recommended extension of the contracts for both the accountant and bookkeeper  
**Motion:** It was moved by Director Mroz, seconded by Director Schwartz-Frates, to extend the agreement with Accountant Kathy Bogle for a period of up to six months or until a replacement has been approved.  
**Motion carried:** 5-0  
**Motion:** It was moved by Director Jeffries, seconded by Director Leach to approve the 1<sup>st</sup> Amendment to the contract with Wendy Lyon for bookkeeping services, extending the contract for two-year period at a rate of \$50.00 per hour.  
**Motion carried:** 5-0
- H6. Review of staff salary increases  
 CEO Bobbi Palmer said the District's three employees, Linda Bannerman, Pamela Knox and Mireya Banuelos received their evaluations and she had recommended a 5-7 percent increase. Accountant Kathy Bogle recommended 10 percent increases for Ms. Bannerman and Ms. Knox and a 5 percent increase for Ms. Banuelos since she had not been here for a year. It was noted that Ms. Bannerman and Ms. Knox had not received an evaluation or increase for two and one-half years. Discussion ensued. CEO Bobbi Palmer recommended that Ms. Banuelos be evaluated in 60 days when her first year has been completed in order to be equitable. Discussion ensued.  
**Motion:** It was moved by Director Leach, seconded by Director Jeffries, to approve the 10 percent increase for Linda Bannerman and Pamela Knox, effective January 1, 2019 and wait to evaluate Mireya Banuelos for 60 days when her first year is completed.  
**Motion carried:** 5-0
- H7. Update designation of individuals authorized to deposit or withdraw funds in LAIF account  
 Discussion ensued regarding current designated signers.  
**Motion:** It was moved by Director Salmon, seconded by Director Mroz to remove former Director Gordon Tinker as a designated signer since he is no longer on the Board.  
**Motion carried:** 5-0  
 Designated signers will be appointed by President Salmon at a future date.
- H8. Recommendation from accountant for amount transferred quarterly from LAIF account to Citibank account  
 CEO Bobbi Palmer said the District will be moving its operating account to another bank and the January Finance Committee will interview proposals. The accountant said that expenses related to the funds obtained through the sale of the former E. Elder Street property were placed in either the LAIF or CalTRUST.  
**Motion:** It was moved by Director Mroz, seconded by Director Jeffries that funds will be transferred on a quarterly basis from either the LAIF or CalTRUST accounts to the Operating Account based on monies spent from the Operating Account for the Community Investment Fund and will be equal to the amount itemized on the Checkbook Report.

After further discussion, the following motion was made.

**Motion:** It was moved by Director Mroz, seconded by Director Jeffries to table this discussion to the regular meeting in January 2019.

**Motion carried.** 5-0

H9. Consideration of Centraforce 2019 bridge contract proposal.

**Motion:** It was moved by Director Salmon, seconded by Director Schwartz-Frates to table this item to the January 12<sup>th</sup> Workshop.

**Motion carried.** 5-0

H10. Consideration of Resolution memorializing Board Officers and Setting Date, Time and Place for Regular Board Meetings 2019

This item was removed from this meeting's agenda and can be considered at a future meeting if needed.

## I. ITEMS FOR SUBSEQUENT MEETINGS

I1. Other Director/Staff discussion items

I1a. Item(s) for future board agendas

I1b. Announcements of upcoming events:

- **NCCCHI** meeting – 1<sup>st</sup> Wednesday, **January 2**, 2:00-2:30pm, Fallbrook Wellness Center, Health Under One Roof, Rm 2,1636 E. Mission Rd. Fallbrook
- **Finance Committee of the Whole** meeting – 1<sup>st</sup> Wednesday, **January 2**, 5:00pm, Fallbrook Wellness Center, Community Room,1636 E. Mission Rd. Fallbrook
- **Woman of Wellness** meeting – 1<sup>st</sup> Thursday, **January 3**, 6pm – Fallbrook Wellness Center, Community Room,1636 E. Mission Rd., Fallbrook
- **Wellness Advisory Committee** meeting – 2<sup>nd</sup> Wednesday, **January 9**, 5:00-6:00pm, Fallbrook Wellness Center, Community Room,1636 E. Mission Rd., Fallbrook
- **Board of Directors Workshop** – Saturday, **January 12**, 8:00am – Fallbrook Wellness Center, Community Room,1636 E. Mission Rd., Fallbrook
- **Community Collaborative for Health & Wellness Committee (CCH&W)** meeting – 3<sup>rd</sup> Wednesday, **January 16**, 9:00-10:30am, Fallbrook Wellness Center, Community Room, 1636 E. Mission Rd., Fallbrook

I2. **Next Regular Board meeting** – Wednesday, **January 9**, 6:00pm, Fallbrook Wellness Center, Community Room, 1636 E. Mission Rd., Fallbrook

The board adjourned to a break at 8:22 p.m. to be followed by Closed Session.

## J. CLOSED SESSION

J1. Personnel Matters Pursuant to Government Code Section 54957 – Annual Evaluation of Chief Executive Officer.

J2. Conference with Legal Counsel Concerning Exposure to Litigation Per Government Code Section 54956.9(d)(2) – one case.

## K. RETURN TO OPEN SESSION – Report of Action taken in Closed Session (if any).

K1. The Board took no action on item J1.

K2. The Board unanimously directed Counsel to take appropriate action with respect to the item of Potential litigation.

**L. ADJOURNMENT**

There being no further business, the meeting was adjourned at 9:12 p.m.



Howard Salmon, President



Board Secretary/Clerk