

**DESERT HEALTHCARE DISTRICT
BOARD OF DIRECTORS
SPECIAL MEETING MINUTES
FEBRUARY 24, 2016**

A Special Meeting of the Board of Directors of the Desert Healthcare District was held in the Arthur H. "Red" Motley Boardroom, Palm Springs, CA.

Attendance:

Members

Absent

William Grimm, DO – President
Kay Hazen – Vice-President/Secretary
Mark Matthews – Treasurer
Michael Solomon MD - Director
Carole Rogers - Director

Staff

Kathy Greco, Chief Executive Officer

Legal Counsel

Robert Hargreaves

Guests

Brent Ives, BHI Consulting

CALL TO ORDER

The meeting was called to order at 5:35 p.m. by President Grimm.

APPROVAL OF AGENDA

President Grimm asked for a motion to approve the agenda.

#16-18 MOTION WAS MADE by Director Matthews and seconded by Director Rogers to approve the agenda. Motion passed unanimously.

PUBLIC COMMENTS

None

BOARD WORKSHOP

Policies for the Board Policy Manual

1. Policy BOD-4 - ATTENDANCE AT MEETINGS

Legal Counsel will review the language on the vacancy clause.

#16-19 MOTION WAS MADE by Vice-President Hazen and seconded by Director Matthews to approve Policy BOD-4 "Attendance at Meetings" with any language recommended by legal counsel regarding the vacancy clause. Motion passed unanimously.

2. Policy BOD-14 - MEMBERSHIPS IN ORGANIZATIONS, TRAINING, EDUCATION, CONFERENCES, AND REIMBURSEMENT PROCEDURE

Any specific membership, training, or conference for which a board member would like to attend needs board approval if it is not listed in the policy.

Section 2 & 3 are not tied together. Receiving reimbursement is not tied to providing a report to the Board.

This policy is just for the board members. The CEO approves any trainings or conferences for staff. Director Matthews suggested proof of car insurance when using your personal car for District business.

#16-20 MOTION WAS MADE by Vice-President Hazen and seconded by Director Matthews to approve Policy BOD-14 "Memberships in Organizations, Training, Education, Conferences, and Reimbursement Procedure "policy with any board recommendations.

Motion passed unanimously.

3. BOD-17 - ETHICS TRAINING AND EDUCATION TRAINING RELATING TO WORKPLACE HARASSMENT

Numbering needs correction.

#16-20-1 MOTION WAS MADE by Vice-President Hazen and seconded by Director Rogers to approve Policy BOD-17 "Ethics Training and Education Training Relating to Workplace Harassment" with correcting the numbering.

Motion passed unanimously.

4. BOD-18 – CONFLICT OF INTEREST CODE

#16-21 MOTION WAS MADE by Vice-President Hazen and seconded by Director Rogers to approve Policy BOD-18 "Conflict of Interest Code"

Motion passed unanimously.

5. Policy BOD-20 – PERFORMANCE EVALUATION OF THE CHIEF EXECUTIVE OFFICER

Numbering in the policy needs to be corrected. Vice-President Hazen recommended adding the Ad-Hoc CEO Evaluation Committee to the policy. When Ms. Greco was asked about the Ad-Hoc Committee she commented that best practice only evaluates the CEO on an annual basis. Having weekly meetings with the Board President, have 2 committee meeting each month with the other 4 board members and the monthly board meeting with everyone, all board members have access to the CEO. Legal Counsel added that if a committee is on-going and included in a policy, it is no longer an ad-hoc committee. President Grimm recommended not including an ad-hoc committee in the policy.

#16-22 MOTION WAS MADE by President Grimm and seconded by Director Rogers to approve BOD-20 "Performance Evaluation of the Chief Executive Officer" with noted corrections.

Motion passed unanimously.

6. OP-1 – ACCESS TO PUBLIC RECORDS

Mr. Ives recommended changes which he will incorporate in the policy.

Director Rogers suggested any/all public records requested be posted on the website with a form to request public records. Additionally, all requests should be provided as soon as possible although the law allows 10 days to respond. Mr. Ives recommended not to only have requests and responses electronically because not everyone has access to a computer or is trained to use a computer. Ms. Greco reported that we already do send request electronically if requested. Director Rogers also recommended having an on-line form on our website for public records request. Ms. Greco responded that we already do have "Contact Us" which the public has used for requests. Vice-President Hazen suggested having a specific link for public records request when we relook at the current website for changes and update.

#16-23 MOTION WAS MADE by Director Rogers and seconded by Vice-President Hazen to approve OP-1 "Access to Public Records" with noted corrections and changes.

Motion passed unanimously.

Mr. Ives will correct all policies approved today and provide the final copy for the board's review at the March board meeting.

The following policies were discussed but not voted on because they were not included in the board packet.

1. BOD-9 – BOARD MEETINGS

The language regarding when regular meetings fall on a holiday needs to be changed. Currently, we hold special board meetings in that situation. It was requested to clear up language for special board meetings and if the location of the regular meeting is changed. The policy does not codify that the board goes dark during the month of August.

Mr. Ives will provide a revised draft with all recommendations for board approval for the March board meeting.


2. BOD-12- BOARD ACTIONS AND DECISIONS

Mr. Ives recommended adding to the policy the reason for a board member abstaining from a vote. Vice-President Hazen did not understand the meaning of an informal action. Action is action or the board giving direction to staff. Mr. Ives will revise the policy with all recommendations for board approval for the March board meeting.

President Grimm requested the policy manual be completed by May without anymore special board meetings.

ADJOURNMENT

The meeting was adjourned at 6:45 p.m.

ATTEST: 

Kay Hazen, Vice President/Secretary
Desert Healthcare District Board of Directors

Minutes respectfully submitted by Steve Brown, Clerk to the Board