

PIONEERS MEMORIAL HEALTHCARE DISTRICT
207 West Legion Road, Brawley, CA 92227
REGULAR MEETING OF THE BOARD OF DIRECTORS

Wednesday, December 14, 2022
PMH Auditorium
5:00 pm

MINUTES

PMHD MISSION: Quality healthcare and compassionate service for families of the Imperial Valley

In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a board meeting, please contact the District at (760) 351-3250 at least 47 hours prior to the meeting.

I. CALL TO ORDER (time: 5:00 pm – 5:15 pm)

Director Aguirre called the meeting to order at 5:00 pm in the PMH Auditorium

Enola Berker and Rachel Fonseca were read the Oath of Office and sworn in as the newly elected members of the Pioneers Memorial Healthcare District Board of Directors.

A. Roll Call

BOARD MEMBERS:

Katy Santillan, President
Enola Berker, Vice President
Rachel Fonseca, Secretary
Linda Rubin, Treasurer
Nick Aguirre, Asst. Secretary/Treasurer

STAFF:

Damon Sorensen, Interim CEO
Carly Loper, CFO
Kristi Gillespie, CNO
Sally Nguyen, General Counsel

GUESTS:

Carly Zamora, Chief of Clinics
Scott Philips, CEO of El Centro Regional Medical Center

B. Election of Officers for the Board of Directors

1. President

A motion was made to elect Director Santillan as Board President by Director Rubin, seconded by Director Fonseca. **The motion was unanimously carried.**

2. Vice President

A motion was made to elect Director Berker as Board Vice President by Director Santillan, seconded by Director Aguirre. In Favor=4; Opposed=1; Abstain=0.
Motion carries.

3. Secretary

A motion was made to elect Director Fonseca as Board Secretary by Director Santillan, seconded by Director Aguirre. **The motion was unanimously carried.**

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4. Treasurer

A motion was made to elect Director Rubin as Board Treasurer by Director Santillan, seconded by Director Fonseca. **The motion was unanimously carried.**

5. Assistant Secretary/Treasurer

A motion was made to elect Director Aguirre as Board Assistant Secretary/Treasurer by Director Rubin, seconded by Director Berker. **The motion was unanimously carried.**

C. Designation of Members to Committees

1. Women's Auxiliary

Designee: Linda Rubin

2. Medical Executive Committee

Designee: Enola Berker; backup: Katy Santillan

3. LAFCo Representative

Designee: Nick Aguirre

4. Agenda Review Committee

Designee: Katy Santillan & Enola Berker

5. Ad Hoc Heffernan Committee

Designee: Will make designation if an opportunity to collaborate arises.

6. Ad Hoc Funding Requests Committee

Designee: Linda Rubin & Enola Berker

7. Ad Hoc CEO Evaluation Committee

8. Ad Hoc General Counsel Evaluation Committee

9. Ad Hoc CPO Evaluation Committee

Evaluations for the aforementioned positions will be handled by the entire Board; no Ad Hoc Committee needed.

D. Approval of Agenda

A motion was made to approve the agenda by Director Rubin, seconded by Director Fonseca. **The motion was unanimously carried.**

II. BOARD MEMBER COMMENTS

The new members to the Board were welcomed.

III. PUBLIC COMMENTS – At this time, the Board will hear comments on any agenda item and on any item not on this agenda. If any person wishes to be heard, he or she shall stand; address the chairperson and state the subject, or subjects, upon which he or she desires to comment. Time limit for each speaker is 5 minutes. A total of 15 minutes shall be allocated for each item. *(time: 5:15 pm – 5:30 pm)*

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Mr. Sorensen introduced Mr. Scott Philips, CEO of ECRMC to the Board. Mr. Philips made remarks regarding El Centro and hopes both facilities can work together.

IV. OLD BUSINESS (time: 5:30 pm – 5:40 pm)

None.

V. MEDICAL STAFF REPORT – Ramaiah Indudhara, MD, Chief of Staff, will present for Board consideration, the following matters: (time: 5:40 pm – 6:00 pm)

A. Recommendations from the Medical Executive Committee for Medical Staff Leadership Elections

There was no medical staff report as the Medical Staff does not hold a meeting in December. However, they are requesting that the Board ratify the recommendations for their leadership. A motion was made to approve the recommendations for Medical Staff leadership by Director Aguirre, seconded by Director Berker. **The motion was unanimously carried.**

VI. POLICIES/PROCEDURES/REVIEW OF OTHER ITEMS – The Board will consider and may take action on the following: (time: 6:00 pm – 6:45 pm)

A. Approval of Minutes

1. 11/2/22 Special Meeting
2. 11/16/22 Supplemental Meeting
3. 11/22/22 Regular Meeting

B. HR Report

C. Authorize Disposition of Mizuho/OSI Trios Spine Table

Contract Value: \$37,000; Contract Term: Sale; Budgeted: N/A; Budget Classification: Revenue

D. Authorize Disposition of Surgical Equipment

Contract Value: \$1,100; Contract Term: Sale; Budgeted: N/A; Budget Classification: Revenue

E. Authorize Disposition of Medtronic S8 Stealth Station Surgical Navigation System

Contract Value: \$90,000; Contract Term: Sale; Budgeted: N/A; Budget Classification: Revenue

F. Authorize Recruiting Services Agreement with Client Management Consultants

Contract Value: 20% of salary for position; Contract Term: Two (2) years; Budgeted: Yes; Budget Classification: Recruitment

G. Authorize Renewal of Service Agreement with Hologic Sales and Service, LLC

Contract Value: \$228,832; Contract Term: Four (4) years; Budgeted: Yes; Budget Classification: Repairs & Maintenance

H. Authorize Amendment to Funding Enhancement Agreement with Steve Clark & Associates

Contract Value: \$48,000; Contract Term: One (1) year; Budgeted: Yes; Budget Classification: Purchased Services

I. Authorize Updates to Pediatric On-Call Agreements for Lwbba Grissell Chait Llamas, MD, Ameen Alshareef, MD, and Luz Tristan, MD

Contract Value: estimated increase \$75,600; Contract Term: One (1) year; Budgeted: No; Budget Classification: Professional Fees

J. Authorize Revised Agreements with Imperial Heights Pending Legal Review

Contract Value: Based on gross revenue; Contract Term: Five (5) years; Budgeted: Yes; Budget Classification: Revenue

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- K. Authorize Standard Billing Services Agreement with Oncology Convergence Incorporated (OCI) Pending Legal Review
Contract Value: 5.35% of collections; Contract Term: One (1) year; Budgeted: Yes; Budget Classification: Purchased Services
- L. Authorize Renewal of Earth Movement Insurance with Alliant Insurance Services, Inc.
Contract Value: \$619,572.⁰⁸; Contract Term: One (1) year; Budgeted: Partially; Budget Classification: Insurance
- M. Authorize Second Amendment to the Administrative Services Agreement with Rady Children's Hospital – San Diego
Contract Value: Reduction of 75%; Contract Term: One (1) year; Budgeted: Yes; Budget Classification: Purchased Services
- N. Authorize Pharmacy Compounding Service Agreement with El Centro Regional Medical Center
Contract Value: based on volumes; Contract Term: on-going with 30-day out clause; Budgeted: Yes; Budget Classification: Purchased Services
- O. Authorize Addendum No. 1 to the Employee Leasing Agreement with Rady Children's Specialists of San Diego
Contract Value: \$15,000/yr.; Contract Term: Two (2) years; Budgeted: Yes; Budget Classification: Professional fees

A motion was made to approve Items A through O with the exception of Items G, I, J, & O by Director Aguirre, seconded by Director Berker. **The motion was unanimously carried.**

Item G – Ms. Loper will provide costs for mammography procedures to the Board. A motion was made to approve the agreement by Director Berker, seconded by Director Aguirre. **The motion was unanimously carried.**

Item I – Ms. Berker asked why Dr. Chait is being paid \$70/patient; feels physician should be paid the same as others. A motion was made to approve the agreement with revisions by Director Aguirre, seconded by Director Fonseca. **The motion was unanimously carried.**

Item J – There was extensive discussion regarding Imperial Heights. A motion was made to approve the agreements with Imperial Heights by Director Rubin, seconded by Director Aguirre. **The motion was unanimously carried.**

Item L – Director Rubin asked if the insurance coverage was necessary and could it be at a lower cost. Ms. Loper discussed the need for the coverage, bids received and cost. A motion was made to approve the earthquake insurance coverage by Director Berker, seconded by Director Aguirre. **The motion was unanimously carried.**

Item O – Director Berker asked what services will be provided. Ms. Zamora provided a history of the services provided by the Rady Children's employee. A motion was made to approve the addendum by Director Berker, seconded by Director Aguirre. **The motion was unanimously carried.**

VII. MANAGEMENT REPORTS – The Board will receive the following information reports and may take action. *(time: 6:45 pm – 7:30 pm)*

- A. Operations Reports – Damon Sorensen

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1. CEO Report (Interim CEO)
 - a) El Centro Update

Mr. Sorensen provided the Board with an update regarding El Centro's Board meeting.

2. Hospital operations (Chief Nursing Officer)

The transfer and throughput reports were provided in the packet.

3. Clinics operations (Chief of Clinic Operations)

Ms. Zamora reported that two employees tendered their resignations; however, they moved to other positions within the District. She updated the Board regarding grants that were awarded and are still pending.

4. Medical staff (Chief Nursing Officer)

Nothing to report.

5. Finance (Chief Financial Officer)

Ms. Loper gave a brief update on the financials. The report was not completed due to the timing of the Board meeting this month and the closing of the books.

6. Information technology (Chief Nursing Officer)

The implementation of the Cerner system is in the works.

7. Facilities, logistics, construction, support – (Chief of Logistics and Support Services)

Nothing to report.

8. Quality resources - (Director of Quality Resources)

Nothing to report.

9. Board matters

No additional Board matters.

- B. Legal Counsel Report – Sally Nguyen

1. All matters to be discussed in Closed Session

VIII. CLOSED SESSION – The following matters will be considered by the Board in closed session; the Board will reconvene in open session to announce any action taken on

SECTION

matters considered in closed session. *(time: 7:30 pm – 7:50 pm)*

A. **CONSIDERATION OF MATTERS INVOLVING TRADE SECRETS – Safe Harbor:**
Health and Safety Code §32106, subparagraph (b)

1. Based on the Board's prior findings regarding Trade Secret classification, as contained in Resolution 2019-02, consideration and discussion of possible initiation of the following:
 - a. Updating Certain District Strategic Planning Initiatives

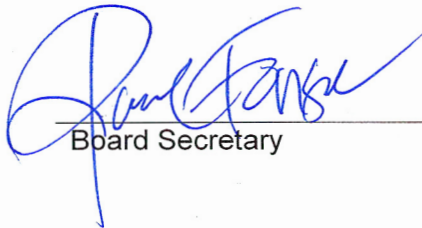
IX. **RECONVENE TO OPEN SESSION** *(time: 7:50 – 8:00 pm)*

A. Take Actions as Required on Closed Session Matters


There were no reportable actions taken in closed session.

X. **ADJOURNMENT** *(time: 8:00 pm)*

The meeting was adjourned to the next meeting.



Board Secretary



Clerk of the Board