

**MENDOCINO COAST HEALTHCARE DISTRICT SPECIAL BOARD MEETING
MINUTES**

Members Present: Lee Finney, Paul Katzeff, Susan Savage, Sara Spring, Jade Tippet

Public Attendees: 2 persons from the public attended plus 5 persons via Zoom

DATE: April 17, 2023

TIME: 6:00 PM

PLACE: Redwoods Room, Adventist Health Mendocino Coast Hospital
700 River Dr.
Fort Bragg, CA

Call to Order – Lee

The meeting was called to order at 6:08 PM.

I. Board Comments

General comments were offered by Board members.

II. Community Comments – Lee

Comments were received from the public.

III. Approval of Agenda – Lee

It was moved by Susan, seconded by Lee to approve the agenda as submitted. Jade requested that the Board take a brief break at 7:30 PM. Sara requested the deletion of item 6.1.1, report from the ad hoc committee on office and staffing. Both were accepted as friendly amendments. Sara moved, seconded by Paul, that we not discuss bylaws without prior legal review and remove bylaws discussion from the agenda.

VOTE:

Lee: NO

Paul: YES

Susan: NO

Sara: YES

Jade: NO

The motion was defeated.

Discussion of the main motion to approve the agenda as amended was resumed.

VOTE:

Lee: YES

Paul: NO

Susan: YES

Sara: NO

Jade: YES

The agenda as amended was approved.

IV. Motion to Untable - Lee

Moved by Jade, seconded by Lee to untable items 6.1.2 Financial Reconciliation Ad Hoc Committee Report and 6.1.3 Bylaws and Policy Ad Hoc Committee Report from a previous agenda.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

The items are untabled.

V. Report from the Financial Reconciliation Ad Hoc Committee - Sara

Sara reported that the ad hoc committee has continued the work to reconcile the Moss Adams accounting report with bank statements to verify accuracy before transferring further funds to Adventist Health. Significant disparities have been found. A follow-up call has been made to Moss Adams for clarification.

VI. Report of the Bylaws and Policies Ad Hoc Committee - Susan

Susan reported that the boiler plate policy manual from the California Special Districts Association has been received and is being compared with existing policies for possible future recommendations to the Board.

VII. Public Accessibility Options for Board of Director Meetings - Lee

There was discussion of various options to provide consistent public access to Board meetings. Moved by Jade, seconded by Susan to continue meeting in the Redwoods Room at Adventist Health Mendocino Coast Hospital at 6:00 PM on designated meeting days until further notice with adequate signage advising the public of multiple access possibilities if the outpatient doors are locked, to continue providing Zoom remote access, and to continue looking for alternate meeting space.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

Motion passed.

VIII. Proposal from Marshall Brown and KAKX - Paul

Mendocino Unified School District teacher Marshall Brown discussed a proposal for the student communications program at Mendocino High School to provide video and taping coverage for our Board of Directors meetings.

Moved by Susan, seconded by Paul to authorize a letter of understanding to contract with Mr. Brown's Mendocino High School program to provide video taping of all regular Board meetings for \$400 per meeting initially, with the possibility of some reduction once the processes needed are in place.

VOTE:

Lee: YES
Paul: YES
Susan: YES
Sara: YES
Jade: YES

The letter of understanding is authorized.

IX. Motion to Untable the Proposed Updates to the Bylaws - Lee

Moved by Jade, seconded by Susan to untable the proposed updates to the Bylaws recommended by the Bylaws and Policies Ad Hoc Committee.

VOTE:

Lee: YES
Paul: ABSTAIN
Susan: YES
Sara: NO
Jade: YES

The item is untabled.

X. Recommended Bylaws Updates – Susan

The Bylaws ad hoc committee sought feedback from the committee on a number of key issues where the Bylaws might need amending as submitted for Board consideration at the meeting on March 16. There was agreement that legal counsel needs to review all revisions of the Bylaws before the Board votes to adopt. It was also recommended that whenever possible, any guiding legislative citation be included.

The committee has withdrawn the recommendation to change all references to Board of Directors to Board of Trustees.

There was general agreement to proceed with bringing exact language to amend the following sections:

Article 1 Section 5 to change the number and accessibility to copies of the Bylaws

Article 2 Section 4 to give authorization to the treasurer for bill paying

Article 2 Section 4d on maintaining minutes and digital recordings and any legal requirements for a seal.

Article 2 Section 5-f on Strategic Healthcare Plan development with the addition of the Mendocino Coast Clinics and community stakeholders

The following recommendations need further research and clarification to bring back to the Board for further consideration:

Article 2 Section 2 to clarify how and when Board members take office

Article 2 Section 4 on when officers are elected

Moved by Jade seconded by Lee to table discussion of the remaining recommendations.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

The remaining recommendations are tabled.

XI. Motion to Adjourn

It was moved by Jade seconded by Lee to adjourn.

VOTE:

Lee: YES

Paul: YES

Susan: YES

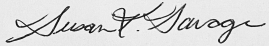
Sara: YES

Jade: YES

The meeting was adjourned at 9:00 PM.

I hereby certify that all the information contained in these minutes is true and correct.

Respectfully submitted,



Susan K Savage, Secretary

DRAFT