

**BOARD OF DIRECTORS
Meeting Minutes
December 17, 2021**

A recording of this meeting can be found linked [here](#). These meeting minutes show the time of specific agenda items. Fast forward the recording to the item of interest to hear detailed discussion.

The Board of Directors of Grossmont Healthcare District held a regular meeting on Friday, December 17, 2021, at 7:30 a.m. via teleconference and in person. Members of the public were able to participate by telephone, Zoom, or at the Grossmont Healthcare District Conference Center, located at 9001 Wakarusa St., La Mesa, California. For purposes of these minutes, the listed items are reflected in the order set forth on the posted Agenda. In some cases, discussion of items may have taken place out of sequence during the meeting. Mis-labeled items on the agenda have been corrected in these minutes.

Directors Present: Robert Ayres
Gloria Chadwick
Michael Emerson
Virginia Hall, President
Randy Lenac

Staff Present: Jeffrey Scott, General Counsel
Christian Wallis, Chief Executive Officer
Erica Salcuni, Director of Programs & Outreach
Tom Scaglione, Interim Chief Financial Officer
Rachelle Kiefulff, Director of Library Operations

A. Call to Order

The meeting was called to order at 7:30 a.m. by President Hall.

B. Pledge of Allegiance

CEO Wallis led the pledge.

C. Approval of Agenda

Motion was made by Director Chadwick, seconded by Director Ayres, and unanimously carried (5-0) to adopt the agenda.

D. Public Comment (00:06:00)

Opportunity for citizens to speak on items of interest within the subject matter jurisdiction of the District. Persons wishing to address a matter not on the Agenda may be heard at this time; however, in accordance with California law, no Board discussion or action can be taken on items not on the Agenda. "Request to Speak" cards should be filled out in advance and presented to the Board President or recording secretary. For the record, please state your name. The Board has a policy limiting any speaker to no more than three minutes.

E. Consent Action Items

Consent Action Items are normally acted upon by a single vote encompassing all items within this section. Since the public may directly address the Board before action on any item, a member of the public may, upon request, speak to the item(s) before the vote is taken.

1. Minutes of Regular Meeting of November 19, 2021

Motion was made by Director Ayres, seconded by Director Chadwick, and unanimously carried (5-0) to approve the meeting minutes of November 19, 2021.

2. Minutes of Regular Meeting of December 6, 2021 (meeting cancelled)

F. Reports/Presentations/Discussion/Possible Action Items (00:08:25)

1. Reports

- a) CEO Report – Christian Wallis

District CEO Wallis gave a report, which included the following:

- Board Committee Assignment packets were emailed yesterday with a due date of December 23.
- Assemblymember Weber visited the District on December 1 with the Select Committee on Social Determinants of Health for use of our venue.
- Sharp will be doing a presentation regarding the retirement plan merger on January 21.
- CEO Wallis and Ms. Salcuni (Director of Programs and Outreach) went to the Lakeside Rotary on December 2 and gave a presentation about the District.
- CEO Wallis recently visited the Lakeside Fire Chief regarding a potential partnership
- Ms. Salcuni recently hosted a rural health coalition with San Ysidro Health, Cal Fire, and MEUSD for a potential partnership.

- Trying to reestablish a timeline with the contractor (in February or March - first Monday Board meetings) regarding the NDC redistricting meetings.

b) Virginia Hall's Appointee Change

CEO Wallis shared with the Board that President Hall has appointed a new designee, that he has spoken with her a few times already, and is happy to have her join us. The packet for President Hall's new designee is going to the hospital next week for approval.

2. Finance/Audit Committee – Director Chadwick (11/4/21 & 12/6/21) (00:11:11)

Director Chadwick reported that the Finance/Audit Committee met on November 4, 2021 and December 6, 2021. Attendees and discussion are listed in the Committee minutes (which are linked from the Board agenda to the District website).

a) Recommendation: Consideration to Approve Findings from CLA Audit

Interim CFO Scaglione introduced Ms. Munoz from CLA, the District's auditing firm, to the Board. The District received an unmodified opinion meaning that the financial statements fairly present, in all material respects, the results of operations and financial position of the District for the year under audit. Ms. Munoz proceeded to discuss the 2021 audit results, for year ended June 30, 2021, with a PowerPoint presentation. This included the auditors' opinion and reports, communication with those charged with governance, and CLA's scope of services. Three recommendations were made by CLA management, otherwise, audit was successful and "clean," which is the highest level an organization can receive.

Motion was made by Director Chadwick, seconded by Director Ayres, and unanimously carried (5-0) to approve the findings from the CLA Audit for year ended June 30, 2021.

b) Recommendation: Consideration to Approve Quarterly Financial Report

Interim CFO Scaglione reviewed the Quarterly Financial Report, which is for the three months ended September 30, 2021 (first quarter of this fiscal year). Results of operations were discussed by reviewing revenue and expenses for the quarter compared to prior year actual and the budget. A few major differences were discussed, due to the way the budget was previously established and how we are accounting now. Revenue and expenses were discussed in further detail regarding the four departments separately (Administrative, Community Healthcare, Library, and Facilities). Interim CFO Scaglione explained how there will be more accurate accounting of revenue expenses within departments.

Motion was made by Director Chadwick, seconded by Director Ayres, and unanimously carried (5-0) to approve the Quarterly Financial Report (for three months ended September 30, 2021).

3. Community Grants and Sponsorships – Director Ayres (12/2/21) (00:30:18)

Director Ayres reported that the Community Grants and Sponsorships Committee met on December 2, 2021. Attendees and discussion are listed in the Committee minutes (which are linked from the Board agenda to the District website).

a) Consideration of Grant Requests

Not recommended for funding:

- La Mesa Alano Club: 12-Step Recovery Support Club \$15,000 (No prior funding)

Deferred: The Committee deferred consideration of the following requests to a subsequent meeting:

- Noah Homes: Behavior/Mental Health/Electronic Charting Program \$35,000 (FY20-21 \$20,000)

Director Ayres reported that financial reporting was requested from Noah Homes and a response should be received by the Committee within the next couple of weeks. Therefore, this grant application was deferred.

b) Committee/Board Approval of Previously Recommended Grants FY21-22

- Jacobs & Cushman San Diego Food Bank: Nutrition for those in Need – East County Neighborhood Distribution Support \$19,206 (FY20-21 \$14,000) – Recommended by Committee on November 4, 2021, for \$19,206; Due to clerical error, Board only approved \$14,000 on November 19, 2021

Motion was made by Director Ayres, seconded by Director Chadwick, and unanimously carried (5-0) to approve the full amount of the grant application for Jacobs & Cushman San Diego Food Bank, totaling \$19,206.

4. Investment Committee – Director Emerson (11/8/21 & 12/13/21) (00:32:20)

a) Recommendation: Consideration of Investment Report for September 30, 2021

Interim CFO Scaglione gave the Investment Report via a PowerPoint, which discussed the restricted and unrestricted cash and investments, as of September 30, 2021. Report shows the investment description, along with

the purchase and maturity dates, gains and/or losses. Investments to date are minimal, however, once Chandler is more involved (after December 22, 2021), this will change.

Motion was made by Director Emerson, seconded by President Hall, and unanimously carried (5-0) to approve the Investment Report for September 30, 2021.

b) Recommendation: Approve and Adopt the Revised Investment Policy

Director Emerson and Interim CFO Scaglione clarified for the Board that the Investment Committee would like to replace the current version of the Investment Policy with the new recommended version. The purpose of this Policy is to identify various policies and procedures that will foster a prudent and systematic investment program designed to seek the District's objectives of safety, liquidity and return on investment through a diversified investment portfolio. The current version includes minor changes made for Bank of the West. Chandler recommends removing the Summary Table on page 5 (per best practices of CMTA). Investment consultants (Chandler) will be responsible for the authorized investments, to which staff and directors will oversee, per their fiduciary duty. This revised Policy would be effective January 1, 2022.

Motion was made by Director Emerson, seconded by President Hall, and unanimously carried (5-0) to approve and adopt the Revised Investment Policy (with District staff being able to remove the Summary Table and replace "Interim Chief Financial Officer," with the amended title).

5. Leadership and Evaluation Committee – Director Hall (12/13/21) **(01:16:10)**

President Hall reported that the Leadership and Evaluation Committee met on December 13, 2021. Attendees and discussion are listed in the Committee minutes (which are linked from the Board agenda to the District website).

a) Process to establish CEO Goals for 2022

b) Recommendation: Consideration of Employment Agreement with Thomas Scaglione

Motion was made by President Hall, seconded by Director Ayres, and unanimously carried (5-0) to approve the Employment Agreement with Thomas Scaglione.

6. Strategic Plan/Risk Management Committee – Director Lenac (11/18/21) **(01:18:40)**

Director Lenac reported that the Strategic Plan/Risk Management Committee met on November 18, 2021. Attendees and discussion are listed in the

Committee minutes (which are linked from the Board agenda to the District website).

- a) Review of Overall Strategic Plan with Outcomes (For Informational Purposes Only)

Director Lenac reported that the Strategic Plan/Risk Management Committee recently reviewed the Strategic Plan with Outcomes and made minimal changes, which is hereby submitted for Board review and informational purposes, only at this time. The Strategic Plan will be brought back to the Board for approval at a future date.

7. Government, Legal & Legislative Relations Committee – Director Emerson (11/19/21) **(01:20:30)**

- a) Legislative Tracker (For Informational Purposes Only)

Director Emerson described the Legislative Tracker with the Board and explained its purpose, which is to assist the Government, Legal & Legislative Relations Committee with receiving the filtered data that is pertinent to the District, SGH, and/or ACHD, and the various actions that need to be taken. This document will be updated frequently and brought before the Board. It was recommended to add a column on the Tracker for CSDA and for CEO Wallis to talk with a liaison from District Hospital Leadership Foundation (DHLF).

8. Board Reorganization – Election of Officers **(01:36:10)**

President Hall opened the floor for nominations for each of the respective offices: President, Vice President and Secretary for 2022.

Motion was made by Director Chadwick to nominate Director Hall as President and seconded by Director Ayres. With no further nominations, **the motion unanimously carried (5-0) to elect Director Hall as President.**

Motion was made by Director Emerson to nominate Director Chadwick as Vice-President and seconded by Director Ayres. With no further nominations, **the motion unanimously carried (5-0) to elect Director Chadwick as Vice-President.**

Motion was made by Director Chadwick to nominate Director Ayres as Secretary and seconded by Director Hall. With no further nominations, **the motion unanimously carried (5-0) to elect Director Ayres as Secretary.**

President-Elect Hall announced her appointments of Director Emerson as Board Treasurer. (Note: CEO Wallis will continue to act as Assistant Secretary and Interim Chief Financial Officer, Thomas Scaglione, will continue to act as Assistant Treasurer.)

The following items include written documentation. Committee reports may stand as written, unless a verbal report is requested by the Board.

9. Facilities Committee – Director Lenac (11/15/21 & 12/10/21)
10. Library Operations Committee – Director Hall (12/14/21) **(01:34:35)**

President Hall explained to the Board that revisions were recently made to the Library Operational Policies, which will be posted to the District website soon.
11. Policies & Procedures Committee – Director Ayres (11/17/21 & 12/6/21)
12. Public Relations & Outreach Committee – Director Chadwick (November meeting cancelled; 12/15/21)

G. Board Member Comments/Reports (01:48:45)

Monthly Stipend Report Meetings Attended – The report includes meetings from the prior month. Board Members are invited to provide brief reports on any community meetings, conferences, or trainings attended for which a stipend was paid, or for any other meetings of significance.

Discussion regarding the parking lot at the end of Wakarusa Street and the date the parking spaces are scheduled to be painted (December 20, 2021).

President Hall and CEO Wallis shared that the District recently received roughly \$47,000 from CSDA regarding a COVID grant application.

CEO Wallis shared that District Staff Accountant, Kay Ornelas, is leaving as of month end, due to a move to Arizona.

H. Information Items

1. Committee Assignments
2. Approved Grants and Sponsorships as of November 30, 2021
3. Unpaid Grants and Sponsorships as of November 30, 2021
4. 2022 GHD Board Meeting Schedule
5. 2022 GHD Holiday Schedule

I. Next Regularly Scheduled Meeting(s):

1. Monday, January 3, 2022, 7:30 a.m.
2. Friday, January 21, 2022, 7:30 a.m.

J. Adjournment

There being no further business, **on motion duly made, seconded, and unanimously carried, the Board adjourned at 9:20 a.m.**

Respectfully submitted,

ATTEST:

Gloria A. Chadwick, RN, Secretary

Virginia Hall, RN, President