

**BOARD OF DIRECTORS
Meeting Minutes
January 20, 2023**

Recordings of this meeting can be found linked [here](#) (first ten minutes) and [here](#). These meeting minutes show the times 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, January 20, 2023, 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: Gloria A. Chadwick, RN, Board President
Robert “Bob” Ayres, Board Vice President
Virginia Hall, RN, Board Secretary
Michael Emerson, RDO, Board Treasurer
Randy Lenac, Board Member

Staff Present: Christian Wallis, Chief Executive Officer
Tom Scaglione, Chief Administrative Officer
Amy Abrams, Chief Community Health Officer
Jeffrey Scott, General Counsel

Guests: Scott Evans, Sharp Grossmont Hospital (via Zoom)
Jason Broad, Sharp Grossmont Hospital (via Zoom)
Ryan Purdy, Sharp Grossmont Hospital (via Zoom)
Dan Delaney, Chandler Asset Management (via Zoom)
Bob Callanan, CLA (via Zoom)
Ana Gonzalez Seda, MPH, Alzheimer’s Association
Beth Morgante, Grossmont Hospital Foundation/La Mesa Lions Club
Dave Shaw, La Mesa Lions Club

A. Call to Order

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

B. Pledge of Allegiance

Director Michael Emerson, RDO, led the pledge.

C. Approval of Agenda **(00:00:35)**

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

D. Public Comment **(00:01:00)**

There was none.

E. Consent Action Items **(00:01:15)**

1. Meeting Minutes of December 16, 2022
2. Consideration of Resolution No. 01-23 Re-Ratifying the State of Emergency and Re-Authorizing Teleconference Meetings

Motion was made by Director Emerson, seconded by Director Hall, and unanimously carried (5-0), to approve the meeting minutes of December 16, 2022 and Resolution 01-23 Re-Ratifying the State of Emergency and Re-Authorizing Teleconference Meetings.

F. Reports/Presentations/Discussion/Possible Action Items

1. Reports **(00:02:00)**

a) CEO Report – Christian Wallis

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

- Dr. Allsing is now the Sharp Immediate Past Chief of Staff, who replaces Dr. Abou.
- New A/V equipment in the District auditorium and lower conference room are being installed January 27 – February 28. February Board meetings will most likely be held on the Sharp Brier Patch Campus and District Committee meetings will take place in the Library.
- Workforce Development had a kickoff meeting recently with the East County Economic Development Council where a 12-month plan was developed.
- The District received good press over the holidays, which included past President Hall speaking on Title 42 with Supervisor Anderson (which aired on local television), and the San Diego Union Tribune had an article about the Cogen Plant.

2. Community Grants and Sponsorships Committee – Director Emerson (1/9/23) **(00:03:30)**

Director Emerson reported that the January 9, 2023 Committee minutes will stand in lieu of a verbal report. 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

Recommended for funding:

- i. Alzheimer's Association San Diego/Imperial Chapter – Alzheimer's Association Care & Support Programs \$25,000 (*No prior funding*) (Recommendation: \$25,000)

Motion was made by Director Emerson, seconded by Director Hall, and unanimously carried (5-0) to grant:

- **\$25,000 to Alzheimer's Association San Diego/Imperial Chapter for "Care & Support Programs"**

Ana Gonzalez Seda, MPH, Director of Programs with Alzheimer's Association San Diego/Imperial Chapter, attended and thanked the Board for the grant award.

Not recommended for funding:

- ii. Good Shepherd Ministry Center – Good Shepherd's Community Learning Garden Annex \$18,690 (*No prior funding*)
- iii. Majdal: Arab Community Center of San Diego, project of Mission Edge San Diego – Community Health Worker Program \$25,000 (*No prior funding*)
- iv. The New Children's Museum – prescription NCM \$24,850 (*No prior funding*)
- v. United Women of East Africa Support Team – Uplifting Our Youth \$24,994.48 (*No prior funding*)

Deferred - the Committee deferred consideration of the following request to a subsequent meeting:

- vi. Saddles In Service – Healing for our Frontline Nurses and Medical Staff \$20,000 (*No prior funding*)

3. Consideration of Sponsorship Requests **(00:07:50)**

Recommended for funding:

- i. Guiding Hands 13th Annual Randy Jones 5k Run/Walk – \$10,000 (Recommendation: \$10,000)
- ii. La Mesa Lions Club Dr. Ernie Shaw Memorial Italian Dinner - \$5,000 (Recommendation: \$5,000)

- iii. transcenDANCE Youth Art Project Annual CREATE Fundraising Dinner – \$10,000 (Recommendation: \$10,000)

Motion was made by Director Emerson, seconded by Director Hall, and unanimously carried (5-0) to grant:

- **\$10,000 to Home of Guiding Hands for 13th Annual Randy Jones 5k Run/Walk**
- **\$5,000 to La Mesa Lions Club for Dr. Ernie Shaw Memorial Italian Dinner**

Beth Morgante (CEO of Grossmont Hospital Foundation and La Mesa Lions Club member) and Dave Shaw (La Mesa Lions Club member) attended the Board meeting to speak on Dr. Ernie Shaw's legacy and to thank the Board for the scholarship award.

- **\$10,000 to transcenDANCE for Youth Art Project Annual CREATE Fundraising Dinner**

4. Finance/Audit/Investment Committee – Director Lenac (1/11/23) **(00:04:00 of second recording)**

The Finance/Audit/Investment Committee met on January 11, 2023. Attendees and discussion are listed in the Committee minutes (which are linked from the Board agenda to the District website).

- a) Recommendation: Consideration to Accept Investment Report for the Quarter Ended December 31, 2022 (Dan Delaney, Senior Portfolio Manager with Chandler Asset Management)

Mr. Delaney with Chandler Asset Management reported on the investments for quarter ending December 31, 2022. Mr. Delaney discussed the current status of the economy, as well as the District's investment portfolio, which is currently on track for just over \$24M. Mr. Delaney answered all questions the Committee had and thanked the Board for their partnership.

Motion was made by Director Lenac, seconded by Director Emerson, and unanimously carried (5-0), to accept the Investment Report for the Quarter Ended December 31, 2022.

- b) Recommendation: Consideration to Accept Fiscal Year 2021/22 Audit Report (Bob Callanan, Principal with CLA)

Mr. Callanan appeared via Zoom and reported the reasons for the delay with the 2021/22 audit, which consisted of health issues, new accounting standard for leases, and staffing issues. The audit opinion on this draft financial statement dated January 12, 2023 will be an unmodified opinion. There have

been no material weaknesses detected. Mr. Callanan shared the government-wide financial statements as of June 30, 2022, which includes just over \$96M in total assets and deferred outflows; with the change in net position year-over-year an increase of approximately \$9M. Mr. Callanan briefly discussed the three leases where the District is the lessee and the right-to-use assets. The financial statement balances are consistent with the prior year, with the only inconsistent part being the new Gatsby 187 impact.

Director Lenac and Mr. Callanan reported that the final report will come before the full Board in February.

- c) Recommendation: Consideration to Accept Financial Report as of and for the Six Months Ended December 31, 2022

CAO Scaglione gave the Financial Report for the six months ended December 31, 2022. Due to timing of the bonds, expenditures are greater than revenues, but this should change with the April 2023 property tax assessment.

Motion was made by Director Lenac, seconded by Director Emerson, and unanimously carried (5-0), to accept the Financial Report as of and for the Six Months Ended December 31, 2022.

- d) Recommendation: Consideration of Resolution 02-23 Adopting CalPERS Delegation of Authority to Request Disbursements

Motion was made by Director Lenac, seconded by Director Emerson, and unanimously carried (5-0), to approve Resolution 02-23 Adopting CalPERS Delegation of Authority to Request Disbursements.

- e) Recommendation: Consideration of Resolution 03-23 Authorizing Termination of the North San Diego County Health Facilities Financing Authority; Approving the Form of, and Authorizing the Execution and Delivery of, a Termination Agreement; and Authorizing the Taking of Certain Other Actions in Connection Therewith

Motion was made by Director Lenac, seconded by Director Emerson, and unanimously carried (5-0), to approve Resolution 03-23 Authorizing Termination of the North San Diego County Health Facilities Financing Authority; Approving the Form of, and Authorizing the Execution and Delivery of, a Termination Agreement; and Authorizing the Taking of Certain Other Actions in Connection Therewith.

- f) Recommendation: Consideration to Approve Committee Name Change to "Finance Committee"

Motion was made by Director Lenac, seconded by Director Chadwick, and unanimously carried (5-0), to approve the Committee Name Change from "Finance/Audit/Investment Committee" to "Finance Committee."

(Board took a five-minute break and reconvened at 00:55:39.)

5. Policies & Procedures Committee – Director Ayres (12/20/22) ***(00:55:39)***

a) Discussion and Possible Action to Approve Board Policy Manual

Director Ayres thanked the multiple players involved with the revising and editing of the Policy Manual.

Motion was made by Director Ayres, seconded by Director Hall, and unanimously carried (5-0), to approve the Policies & Procedures Manual, as presented. (Individual items emailed from Attorney Scott on January 12, 2023 will be incorporated into the Manual, if approved, as discussed below.)

Motion was made by Director Ayres, seconded by Director Lenac, and unanimously carried (5-0), to approve the Policies & Procedures Manual change from the term “Sharp Grossmont Hospital” to “our Hospital” in BOD-11.

After lengthy discussion, **motion was made (and later amended) by Director Ayres, seconded by Director Lenac, to approve the Policies & Procedures Manual change to add “who shall notify the District Board prior to voting for approval” to the end of the current sentence in BOD-14, Item 9. Amended, and unanimously carried (5-0), to approve the Policies & Procedures Manual change to add “who shall notify the District Board” to the end of the current sentence in BOD-14, Item 9.**

After lengthy discussion, **motion was made by Director Chadwick, seconded by Director Emerson, and unanimously carried (5-0), to table this agenda item and refer BOD-14, Items 12 and 13, as well as BOD-17, BOD-19, OP-03, and Director Emerson’s additional comments, back to the Policies & Procedures Committee for additional review.**

6. Leadership & Evaluation Committee – Director Chadwick (1/11/22) ***(01:36:20)***

a) Recommendation: Consideration of Approval of 2023 Amendment to Chief Executive Officer Employment Agreement

Motion was made by Director Lenac, seconded by Director Emerson, and unanimously carried (5-0), to approve the 2023 Amendment to Chief Executive Officer’s Employment Agreement.

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

7. Public Relations & Outreach Committee – Director Emerson (12/19/22)

G. Board Member Comments/Reports

1. 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.
2. Board and CEO Comments

H. Information Items

1. Monthly Grant and Sponsorship Report for December 2022
2. Monthly Investment Transaction Report for December 2022
3. 2023 Committee Assignments
4. Nelson, B. (2023, January 1) “East County’s only hospital is powered by an off-the-grid machine that’s cutting costs and emissions, report says.” The San Diego Union-Tribune.

I. Next Regularly Scheduled Meeting(s):

1. Monday, February 6, 2023, 7:30 a.m.
2. Friday, February 17, 2023, 7:30 a.m.

J. Adjournment

There being no further business, **on motion duly made, seconded, and unanimously carried, the Board adjourned at 9:25 a.m.**

Respectfully submitted,

ATTEST:

Virginia Hall, RN, Board Secretary

Gloria A. Chadwick, RN, Board President