

**BOARD OF DIRECTORS
Meeting Minutes
December 16, 2022**

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, December 16, 2022, 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: Virginia Hall, Board President
Gloria Chadwick, Board Vice President (via Zoom)
Robert Ayres, Board Secretary
Michael Emerson, 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)
Ryan Purdy, Sharp Grossmont Hospital (via Zoom)
Jason Broad, Sharp Grossmont Hospital (via Zoom)
Cherryl Castro-Lector, San Diego Blood Bank (via Zoom)
Dr. Henry Magala, San Diego Blood Bank

A. Call to Order

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

B. Pledge of Allegiance

Director Gloria Robert “Bob” Ayres led the pledge.

C. Approval of Agenda **(00:01:10)**

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

D. Administration of Oath of Office to Director Chadwick and Director Lenac **(00:01:45)**

Director Chadwick (Zone 4) and Director Lenac (Zone 2) were both sworn into their November 8, 2022 statewide election appointments. Director Chadwick's oath was administered by Attorney Scott and Director Lenac's oath was administered by President Hall.

(Due to technical difficulties, motion was made by Director Lenac, seconded by Director Hall, to take a five-minute break in order to correct virtual viewing.)

E. Public Comment **(00:04:20 of second recording)**

There was none.

F. Consent Action Items **(00:05:15)**

1. Minutes of Regular Meeting of November 18, 2022
2. Resolution No. 20-22 Re-Ratifying the State of Emergency and Re-Authorizing Teleconference Meetings

Motion was made by Director Ayres, seconded by Director Chadwick, and unanimously carried (5-0), to approve the November 18, 2022 meeting minutes and Resolution No. 20-22 Re-Ratifying the State of Emergency and Re-Authorizing Teleconference Meetings.

G. Reports/Presentations/Discussion/Possible Action Items

1. Reports **(00:07:20)**

a) CEO Report – Christian Wallis

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

- Congratulations to the District team, both past and present, for the SDRMA “Presidents Award” for no paid claims within the past five years
- CEO Wallis and CCHO Abrams met with the “Home Program” in La Mesa, which assists people experiencing homelessness within their community
- CEO Wallis and Director Emerson both attended the Alliance Health Foundation i2 final pitch business plan presentations on December 14, 2022 for a potential partnership

2. Community Grants and Sponsorships Committee – Director Emerson (12/8/22)
(00:08:50)

Director Emerson reported that the December 8, 2022 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. San Diego Blood Bank: SDBB Bloodmobile Benefiting Our Community of Blood Donors & Patients - \$50,000 (FY21-22 \$30,000)
Recommendation: \$50,000 ***Requires 4/5 Board approval**

Director Ayres commented that San Diego Blood Bank's FY21-22 Impact Report was just published, and it gave recognition to President Hall.

- ii. Jacobs & Cushman San Diego Food Bank: Nutrition for those in Need – East County Neighborhood Distribution Support - \$20,000 (FY21-22 \$19,206) Recommendation: \$20,000
***Requires 4/5 Board approval**

Dr. Henry Magala introduced himself to the Board, thanked them for their support, and gave the following statistics: Before COVID, the Food Bank was feeding 300k people per month, but now they are feeding 500k people per month, 39k of which are active-duty military. They also now offer free diapers, to which they gave out 650k just last month.

President Hall commented that this FY22-23 program does not list Santee as a supported city and she would like to see if it can be included.

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

- **\$50,000 to San Diego Blood Bank for “SDBB Bloodmobile Benefiting Our Community of Blood Donors & Patients,” and**
- **\$20,000 to Jacobs & Cushman San Diego Food Bank for “Nutrition for those in Need – East County Neighborhood Distribution Support.”**

Not recommended for funding:

- iii. San Diego Oasis: Bridging the Digital Divide Program – Providing Healthcare - \$25,000 (No prior funding)

3. Leadership & Evaluation Committee – Director Hall **(00:15:20)**

a) Board Discussion on Proposed Changes to Committee Structure

- i. Recommendation: Consideration of Proposed Changes to Committee Structure and District Bylaws

President Hall discussed the reasoning behind the newly suggested committee structure, which would combine Investment Committee with the Finance/Audit Committee and the Strategic Plan Committee with the Risk Management Committee, going from eleven standing committees, to nine. If approved, the bylaws would also need to be updated to reflect the change. All committees still have the option of scheduling a special meeting as often as needed.

Board requested that monthly reports be given for Risk Management/Strategic Plan Committee or updated charts placed on the monthly Board agenda. Board also requested that we update the 2023 Committee Assignment chart to read that the Facilities Committee meets “GHD Bi-monthly and GHC Quarterly.” Further discussion regarding committee tier levels. Board suggested that the bylaws go back to the Policies & Procedures Committee for review to ensure that all appropriate redline changes were made via a special meeting before year end.

Motion was made (and later amended) by Director Hall, seconded by Director Chadwick, to approve the proposed changes to the District committee structure and bylaws. Amended, and carried 4-1, to approve the proposed changes to the committee structure. (Director Bob Ayres was the “nay” vote.)

4. Policies & Procedures Committee – Director Lenac **(00:45:05)**

a) Board Discussion on Policy Recommendations

- i. Recommendation: Consideration to Approve Board Policy Manual

Director Lenac suggested that this item be postponed in order for the Policies & Procedures Committee to review one last time, along with Board member comments and the bylaws regarding the committee structure. Thereafter, the new revised redlined policy manual will be emailed to the full Board for review and placed on the third Friday Board meeting agenda in January 2023 for discussion and/or approval.

The Board thanked Joan Layte at Attorney Scott’s office for her hard work on the policy manual.

5. Board Reorganization – Election of Officers **(00:55:30)**

President Hall gave her appreciation to the Board and staff for her role the past two years as President.

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

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

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

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

President-Elect Chadwick announced her appointments of Director Emerson as Board Treasurer, Chief Executive Officer (Christian Wallis) as Assistant Secretary, and Chief Administrative Officer (Tom Scaglione) as Assistant Treasurer.

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

6. Facilities Committee – Director Chadwick (11/22/22) (12/9/22)
7. Strategic Plan Committee – Director Ayres (11/22/22)
8. Library Operations Committee – Director Hall (11/22/22)
9. Public Relations & Outreach Committee – Director Chadwick (11/28/22)
10. Finance/Audit Committee – Director Ayres (12/6/22)

Director Ayres reported that the Finance/Audit Committee met with the auditor during the last committee meeting, and they will present their report in January 2023.

H. Board Member Comments/Reports **(01:02:45)**

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

Director Emerson requested potentially adding verbiage into District bylaws that would require those Directors who serve on SHC and GHC Boards, give summary reports at District Board meetings. Director Lenac expressed concern over this, as he does not feel it would best suit the District or himself, as it would be difficult to determine which items can be publicly discussed. Director Emerson suggested possibly hearing reports under closed session.

I. Convene to Closed Session **(01:06:55)**

1. Conference with Legal Counsel – Potential Litigation (Authority: Government Code, Section 54956.9(e) (1 Matter)
2. Conference with Legal Counsel Pursuant to Government Code 54957 – CEO Contract

Motion was made by Director Ayres, seconded by Director Lenac, and unanimously carried (5-0), to convene to closed session.

J. Report After Closed Session

K. Information Items

1. Committee Assignments
2. Approved and Unpaid Grants and Sponsorships as of November 2022
3. Monthly Investment Transaction Report for November 2022
4. Monthly Financial Report for November 2022
5. 2023 District Board Meeting Schedule
6. 2023 District Holiday Schedule

L. Next Regularly Scheduled Meeting(s):

1. Friday, January 20, 2023, 7:30 a.m.
2. Monday, February 6, 2023, 7:30 a.m.

M. Adjournment

There being no further business, **on motion duly made, seconded, and unanimously carried, the Board adjourned at approximately 9:45 a.m.**

Respectfully submitted,

ATTEST:

Virginia Hall, RN, Secretary

Gloria A. Chadwick, RN, President