

BOARD OF DIRECTORS
Meeting Minutes
July 17, 2025

The 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 Thursday, July 17, 2025, at 9:00 a.m., via teleconference and in person. Members of the public were able to participate by telephone, Zoom, or in-person at the Grossmont Healthcare District Conference Center, located at 9001 Wakarusa Street, La Mesa, California 91942. For the purpose 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. Any mis-labeled items on the agenda have been corrected in these minutes.

Directors Present: Robert “Bob” Ayres, Board President
 Randy Lenac, Board Vice President
 Virginia Hall, RN, Board Secretary
 Nadia Farjood, Board Member
 (Zone 4 Director – Vacant)

Staff Present: Aaron Byzak, Interim Chief Executive Officer
 Tom Scaglione, Chief Administrative Officer
 Amy Abrams, Chief Community Health Officer
 Harman Sarky, Compliance Coordinator

Guests: Gloria A. Chadwick, RN, Former Director
 Robert Tripp May, CHW Law Firm
 Andrew Hayes, Supervisor Joel Anderson’s Office
 Kyle Hermann, Senator Brian Jones’ Office
 Barry Jantz, Former District CEO
 Ron Ennis
 Minola Clark Manson
 Cindi Fuller
 Laura Fink

A. Call to Order

The meeting was called to order at 9:00 a.m. by Board President Robert “Bob” Ayres.

B. Pledge of Allegiance *(00:00:40)*

Former Director, Gloria Chadwick, led the pledge.

President Ayres asked for a moment of silence for the victims of the unfortunate happenings in Texas.

C. Approval of Agenda *(00:01:38)*

With the removal of agenda item F(1)(a)(ii) and the addition of moving agenda item F(7) to after F(2), motion was made by Director Ayres, seconded by Director Hall, and unanimously carried (4-0), to approve the agenda.

Director Farjood reasserted her standing objection to the 9:00 a.m. meeting time, advocating for evening meetings to better accommodate the public.

D. Public Comment *(00:04:59)*

Ron Ennis spoke about the need for more accessible meeting times, particularly for working community members.

E. Consent Action Items *(00:07:48)*

1. Regular Meeting Minutes of May 22, 2025
2. Regular Meeting Minutes of June 3, 2025
3. Special Meeting Minutes of June 12, 2025

Motion was made by Director Virginia Hall, seconded by Director Farjood, and unanimously carried (4-0), to approve the meeting minutes of May 22, 2025, June 3, 2025, and June 12, 2025.

4. Consideration to Authorize Interim Chief Executive Officer to Execute District Foundation Form 1023 *(00:09:32)*

Director Farjood inquired as to why the Foundation was created and what its purpose is. CAO Scaglione explained it was established for the healthcare workforce in East County (Residency Program) and allows members of the public to contribute. The Form 1023 was not executed when the Foundation was created and is required to obtain tax exempt status.

Motion was made by Director Ayres, seconded by Director Hall, and unanimously carried (4-0), to authorize Interim Chief Executive Officer to Execute District Foundation Form 1023.

F. Reports/Presentations/Discussion/Possible Action Items

1. Reports

a) Interim CEO Report – Aaron Byzak *(00:14:01)*

Interim CEO Byzak expressed his sincere appreciation of former Director Gloria Chadwick, who recently retired from the Board after 27 years of dedicated service. He thanked her for her decades of commitment to the District's mission and the residents of East County.

Interim CEO Byzak stated that today's agenda will include several key items that reflect meaningful changes to the District's operations and governance. He thanked Amy Abrams, Tom Scaglione, and the entire District staff for their insights, professionalism, and dedication, which have been critical in the development of the items on the agenda.

- The appointment of an interim General Counsel.
- The approval of rules of decorum and civility policies.
- The adoption of a new vision, mission, and values statements for the District.
- A decision related to filling the vacancy by Director Chadwick's departure.

i. Consideration of Approval of Resolution No. 07-27, Commending the Services of Gloria Chadwick

Motion was made by Director Ayres, seconded by Director Hall, and unanimously carried (4-0), to approve Resolution No. 07-27 Commending the Services of Gloria Chadwick.

President Ayres presented Gloria Chadwick with a beautiful plaque and read the resolution from the Board of Directors commending her dedication and service to the District. Multiple speakers, including Supervisor Joel Anderson's representative, Andrew Hayes, and Senator Brian Jones' representative, Kyle Herman, presented proclamations and praised Gloria Chadwick's contributions to the community. Former District CEO, Barry Jantz, expressed his appreciation for Chadwick's non-partisan approach and dedication to public service. Gloria Chadwick gave a heartfelt thank you to

everyone and expressed the importance of the work the District does to help the community and people in need.

- ii. Consideration of Approval of Resolution No. 08-25, Commending the Services of Jeffrey Scott

(This item was removed from the agenda.)

2. Leadership & Evaluation – Director Ayres **(00:29:34)**

- a) Consideration of Interim General Counsel Consulting Agreement

The Board discussed the appointment of interim general counsel following Mr. Scott’s resignation. Interim CEO Byzak presented a proposal for interim services from Colantuono, Highsmith & Whatley, PC (CHW), highlighting their expertise in public agency and healthcare district law and the appointment of Aleks Giragosian as interim general counsel. The request for proposal (RFP) for general counsel services will be released as soon as the motion is approved.

Director Hall questioned CHW on conflicting statements in the contract regarding the travel fees. Robert Tripp May, a representative from CHW attending the Board meeting, stated the contract will be adjusted to ensure consistency, and there will be no charge for travel to regular Board meetings.

With the below changes being made, motion was made by Director Ayres, seconded by Director Lenac, and unanimously carried (4-0), to approve the Interim General Counsel Consulting Agreement.

- **Adding the Consumer Price Index to Exhibit B**
- **Adding Interim CEO, Aaron Byzak, for signature**
- **Reference no charge for Board meeting travel, and**
- **Reference allowing engagement via RFP.**

3. Finance Committee – Director Lenac (05/13/25) (06/24/25) (7/8/25) **(01:08:44)**

The Finance Committee met on May 13, June 24, and July 8, 2025. Attendees and discussion are listed in the Committee meeting minutes (which are linked from the Board agenda to the District website).

- a) Recommendation: Consideration to Approve District Renovation Contracts **(01:10:54)**

- i. Design and Construction Management Services Contract (Barrie + Co. for \$293,958)
- ii. Architectural Design Services Contract (HGW for \$216,576)
- iii. Geotechnical Investigation Services Contract (American Geotechnical Inc. for \$10,000 - \$12,000)

Motion was made by Director Lenac, seconded by Director Ayres, and unanimously carried (4-0), to approve the 1) Barrie + Co. contract for \$293,958, 2) HGW contract for \$216,576, and 3) American Geotechnical for \$10k - \$12k.

- b) Recommendation and Presentation: Consideration to Approve Investment Report for the Quarter Ended June 30, 2025 (Chandler Asset Management) *(01:13:00)*

Since a representative from Chandler Asset Management was unable to attend this meeting, Director Lenac gave a summary which showed the bond market performing well and the District remaining in compliance with investment policies.

Motion was made by Director Lenac, seconded by Director Hall, and unanimously carried (4-0), to approve the Investment Quarter Report for the Quarter Ended June 30, 2025.

- c) Recommendation: Consideration to Approve Financial Report as of and for the Year Ended June 30, 2025 *(01:15:01)*

CAO Scaglione summarized the annual Financial Report for the year ended June 30, 2025. All departments are within budget. The total cash and investments for the General Fund are \$48 million (General Fund) and \$34.4 million (Debt Service).

Director Hall inquired about the reserve balance. Director Lenac explained that the District is in very good shape with reserves, and the Finance Committee asked CAO Scaglione to check with the county on their expected tax receipts and the report came back positive. There will be a recommendation coming soon to adjust the tax rate. This will be the second year in a row of adjusting the tax rate lower.

Motion was made by Director Lenac, seconded by Director Farjood, and unanimously carried (4-0), to approve the Financial Report as of and for the Year Ended June 30, 2025.

- d) Recommendation: Consideration to Adopt Fiscal Year 2025/26 Annual Investment Report *(01:19:49)*

The District is required to review the Annual Investment Report each year with the recommendation to continue with Chandler as the District's investment advisor.

Motion was made by Director Lenac, seconded by Director Hall, and unanimously carried (4-0), to adopt Fiscal Year 2025/26 Annual Investment Report.

- e) Recommendation: Consideration to Adopt Fiscal Year 2025/26 Annual Investment Policy *(01:21:46)*

The District is required to review the Investment Policy yearly. There was one change to the policy which was the addition of "Shares of Beneficial Interest Issued by Joint Powers Authority (JPA)" to authorized investments with limitations noted.

Motion was made by Director Lenac, seconded by Director Ayres, and unanimously carried (4-0), to adopt the Fiscal Year 2026/26 Annual Investment Report.

- f) Recommendation: Consideration to Adopt Financial Institution Authorization Policy (FIN-02) *(01:23:29)*

The District is required to review the Financial Institution Authorization Policy yearly. Director Ayres suggested adding an additional administrator to the Policy in case the current assigned administrator (CEO) becomes incapacitated. CAO Scaglione will explore options for adding a secondary administrator with limited rights for online account permissions. The Finance Committee will review this information at the next meeting.

Motion was made by Director Lenac, seconded by Director Ayres, and unanimously carried (4-0), to adopt the Financial Institution Authorization Policy (FIN-02). The Policy will go back to the Finance Committee for further consideration to consider adding a second Administrator.

- g) Recommendation: Consideration To Approve Revised Public Salary Schedule Showing Fiscal Year 2025/26 Board and Designee Stipend Amount *(01:27:36)*

Motion was made by Director Lenac, seconded by Director Hall, and unanimously carried (4-0), to approve the revised Public Salary Schedule, showing Fiscal Year 2025/26 Board and Designee Stipend Amount.

Director Farjood would like to discuss the staff cost-of-living adjustment cap at the next Board meeting.

(The meeting paused for a 10-minute intermission.)

4. Policies & Procedures Committee – Director Ayres (6/24/25) **(01:42:29)**

The Committee met on June 24, 2025. Attendees and discussion are listed in the Committee meeting minutes (which are linked from the Board agenda to the District website.)

- a) Recommendation: Consideration to Incorporate Board Decorum and Civility Policy Language Into Board Meeting Conduct Policy (BOD-08) and Ethics Training and Education Relating to the Workplace Policy (BOD-12)

Minola Clark Manson spoke about her appreciation of a Decorum and Civility Policy on the agenda. She would like to see it approved and followed.

Directors Ayres and Farjood thanked Interim CEO, Aaron Byzak, for his work on the Decorum and Civility Policy.

The Board discussed new ethics and governance training requirements for the Board. They clarified that the training would be in addition to existing requirements, with Board members needing to complete three approved courses within 90 days of taking office. District Compliance Coordinator, Harman Sarky, will send reminders to Board members about required training courses and track their compliance. Director Hall expressed concerns about the additional required classes that are not required by the state, but others supported the policy as a way to improve Board relationships and governance.

Motion was made by Director Ayres, seconded by Director Farjood, and carried (3-1), to incorporate the Board Decorum and Civility Policy language into the Board Meeting Conduct Policy (BOD-08) and the Ethics Training and Education Relating to the Workplace Policy (BOD-12). (Director Hall was the “nay” vote.)

5. Community Grants & Sponsorships Committee – Director Farjood (6/24/25) (7/16/25) **(01:59:13)**

The Committee met on June 24, 2025 and July 16, 2025. Attendees and discussion for June 24, 2025 are listed in the Committee meeting minutes (which are linked from the Board agenda to the District website. The July 16, 2025 meeting minutes will be hyperlinked to a subsequent Board agenda.)

- a) Potential Recommendation: Amendment to FY25-26 Grants & Sponsorships Policy to Consider Sponsorships Requests Early

The Board discussed amending the fiscal year 2025-2026 Grants and Sponsorships Policy to allow early consideration of sponsorship requests for events occurring before January 31, 2026. CCHO Abrams explained that the current policy requires all applications to be received by August 31, 2025, with funding decisions made in December 2025. Due to recent sponsorship applications applying for events being held prior to December, this request has become necessary. These applications will be brought before the Board for approval on a rolling basis.

Motion was made by Director Farjood, seconded by Director Ayres, and unanimously carried (4-0), to amend the FY25-26 Grants & Sponsorships Policy to process sponsorship applications on a rolling basis for events occurring before January 31, 2026.

- 6. Joint Strategic Plan/Risk Management Committee – Director Farjood (6/7/25) *(02:07:30)*

The Committee met on June 7, 2025. Attendees and discussion are listed in the Committee meeting minutes (which are linked from the Board agenda to the District website.)

- a) Recommendation: Consideration of Revised Vision, Mission, and Values Statements

Director Farjood read the suggested revisions to the District vision, mission, and values statements. Interim CEO Byzak submitted the revisions to seven various community organizations, as well as District staff. Discussion surrounding the suggested mission statement ensued, with Board members having differing opinions, and some preferring a shorter mission statement. The revised vision, mission, and value statements are essential to prepare for the upcoming strategic plan.

With the minor changes of updating the Core Values - Excellence portion, the statement should change from “measurable impact and meaningful results” to “measurable results and meaningful impact,” motion was made by Director Farjood, seconded by Director Lenac, and carried (3-1), to approve the revised vision, mission, and value statements. *(Director Hall was the “nay” vote.)*

7. Consideration and Approval of Process for Filling Board Vacancy *(00:40:56)*

a) Public Announcement of Final Process and Relevant Dates

Interim CEO Byzak stated the Board has 60 days to fill the vacant Zone 4 Board seat by appointment or special election. The recommendation is to move forward with the appointment process to fill the vacancy. If the motion is approved, the appointment process will begin with an announcement to the public that applications are being accepted and are due by August 14, 2025. The public will be notified of who has applied and the backgrounds of those individuals. The candidates will be interviewed at the Board meeting on August 21, 2025 and a candidate will be chosen shortly after, which will allow the process to be completed 7 days before the 60-day deadline. The candidate who is chosen will serve approximately 1½ years - until November 2026 - when the people will have the opportunity to vote on their representative for this particular district.

The public was asked for their comments. Cindi Fuller, Ron Ennis, and Laura Fink all expressed their opinions relative to preferring a special election.

The Board discussed the appropriate way to move forward to fill the vacancy. They heard public testimony advocating for a special election, rather than appointment, with concerns about public trust and the value of democratic representation. Director Farjood expressed her support for a special election and stated the value of the public participating in an open and fair election . The cost and length of time to hold a special election were acknowledged, but there was no consensus on these factors. President Ayres cited the need to maintain Board functionality and to make important decisions about the CEO and strategic plan, were reasons to move forward with the appointment process.

Director Farjood stated she will consistently advocate for public access to participate in this decision and requested that the meetings be held at a time that people can attend, with more than one meeting in the evening. The meetings should provide feedback on the application process and what materials are being requested.

Motion was made by Director Ayres, seconded by Director Lenac, and carried (3-1), to approve the notice of appointment process in order to fill the current vacancy for the new Zone 4 District Board member. *(Director Farjood was the “nay” vote.)*

8. Chief Executive Officer Recruitment Ad Hoc Committee – Director Ayres (6/25/25)
(7/10/25) **(02:24:08)**

The Committee met on June 25 and July 10, 2025. As an ad hoc body, it is not required to produce meetings; therefore, none are provided.

a) Chief Executive Officer Recruitment Update

The Committee gave an update on the search for a new Chief Executive Officer. The job description has been adopted, published, and released to the media. The Committee will review the first wave of applications at the August 8, 2025 meeting. Applicant interviews are expected to take place in late August. Director Lenac shared that working with Blair Search Partners has been very positive and they are making good progress in the search.

Interim CEO Byzak will distribute Blair Search Partners' guidelines about handling CEO applicant inquiries to all Board members and staff who have not received them.

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

9. Public Relations and Outreach Committee – Director Hall (5/14/25)

10. Facilities Committee – Director Hall (6/11/25)

11. Community Health Committee – Director Hall (June Monthly Report; July Monthly Report)

G. Memorials

1. Art Madrid (1934 – 2025) – Former Mayor of La Mesa

President Ayres gave tribute to Art Madrid, the former mayor of La Mesa, who played a key role in securing the District's current location. He was a unique individual, a former Marine, and was very well respected in the community.

H. Board Member Comments/Reports

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

2. Board and CEO Comments

Director Hall recently attended the Sharp Strategic Planning event (along with Director Lenac and Interim CEO Aaron Byzak).

Director Ayres recently attended the HESI graduation event and is in support of it.

I. Information Items *(02:30:00)*

1. Monthly Grant & Sponsorship Report for May and June 2025
2. Monthly Investment Transaction Report for May and June 2025
3. 2025 Committee Assignments

J. Next Regularly Scheduled Meetings:

1. Tuesday, August 5, 2025, 9:00 a.m.
2. Thursday, August 21, 2025, 9:00 a.m.

K. Adjournment

There being no further business on **motion duly made, seconded, and unanimously carried, the Board adjourned at 11:31 a.m.**

Respectfully submitted,

Robert “Bob” Ayres, President, Board of Directors

ATTEST:

Virginia Hall, RN, Secretary, Board of Directors