

TEHACHAPI VALLEY HEALTHCARE DISTRICT  
BOARD OF DIRECTORS MEETING  
MINUTES

116 W E Street  
Tehachapi, CA 93561  
November 17, 2020

4:30pm

**Board Present:** Mike Nixon, President; Sam Conklin, Vice-President; Duane Moats, Treasurer; Christine Sherrill, Secretary; William Steele via teleconference

**Staff Present:** Lisa Hughes, Business Manager; Caroline Wasielewski, District Manager; Chet Beedle, CFO via Teleconference; Scott Nave, Counsel via teleconference

**Guest Speakers:** Misty Cantrell, Adventist Health

**I. CALL TO ORDER**

President Mike Nixon called the meeting to order at 4:30 pm and went directly into closed session.

**II. OPEN SESSION**

President Mike Nixon called the meeting to order at 4:30 pm and went directly into closed session.

**III. FLAG SALUTE**

**IV. CLOSED SESSION REPORT**

The Board discussed the following items:

- A. Real Estate Negotiations
- B. Performance Evaluation – District Manager

No additional items were discussed, and no action was taken.

**V. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA**

Misty Cantrell informed the Board that Adventist Health administered 56 free flu shots at their drive thru event and is conducting Covid-19 testing by appointment.

**VI. CONSENT AGENDA**

A. Approval of Minutes

- 1. Finance Meeting, 10/14/2020, Receive and File
- 2. Strategic Planning, 10/15/2020, Receive and File
- 3. Board Meeting, 10/20/2020, Receive and File

Consent Agenda Approval

MSA: STEELE/CONKLIN; ROLL CALL; 5-0, APPROVED

VI. OLD BUSINESS  
None

VII. NEW BUSINESS

A. FY2020 Audited Financial Statements

Auditor Rick Jackson explained and reported on the Financial Statements for TVHD. He noted the capital assets change which was a previous half year of depreciation versus a full year. He reviewed the liability section, and the significant change of estimated third party settlements to Adventist Health: \$1.2 Million vs. \$485,000 for 2020. There is \$410,000 more to pay. He reported that the net patient service revenue does include IGT money. Tax revenues of \$872K were used for operations. He stated interest expense will decrease each year. There were no additional questions from the Board. A motion was made by Director Moats to receive and file the audit, seconded by Director Sherrill.

**MSA; MOATS/SHERRILL; ROLL CALL 5-0 APPROVED**

B. Job Title Change for District Manager

Director Nixon proposed to change District Manger Wasielewski's title to Chief Executive Officer as to better reflect the job duties, effective immediately. A motion to accept was entered by Director Sherrill and seconded by Director Moats. Mr. Moats stated he was comfortable with the title change.

**MSA; SHERRILL/MOATS; ROLL CALL 5-0 APPROVED**

C. District Manager/CEO Compensation

Compensation will be negotiated at the time of annual review, March 2021.

D. Emergency Power Policy

Ms. Wasielewski submitted a policy for Board approval that would provide a process for constituents of the healthcare district to obtain information on planned and unplanned power outages. This policy is a requirement for the PSPS Grant that was applied for in October. A motion to approve the policy was submitted by Director Sherrill and seconded by Director Steele.

**MSA; SHERRILL/STEELE; ROLL CALL 5-0 APPROVED**

E. A Resolution Changing the Location of Regular Board Meetings

The Board agreed to a resolution formally changing the location of Board Meetings to 116 W E Street. Motion entered by Director Sherill and seconded by Director Steele.

**MSA; SHERRILL/STEELE; ROLL CALL 5-0 APPROVED**

VI. REPORTS

A. Chief Financial Officer Report (Beedle)

CFO Beedle reviewed the financials and went over the balance sheet items. He moved the Wells Fargo listing out of 'cash' and moved into 'cash with limited use', which is where the auditors have it. CFO Beedle also reported the bond reserve account was zero because TVHD never had it. Finally, the account payable category now does not include the money we paid to Adventist Health. He reviewed the remaining finance information. The Board had no additional questions.

**B. District Manager Report**

Ms. Wasielewski explained all that she had to mention was already reported on.

**C. Strategic Planning Report/ Finance Policy**

Director Nixon proposed there be a financial policy to direct the CEO to take care of the day-to-day banking, to simplify the reporting. He would like the CEO and Business manager to use QuickBooks to record daily transactions. The Board did not act on the item but advised to take it to the Finance committee for review.

**D. Ad Hoc Committee Report/AH-TVHD Partnership Opportunity**

The Ad Hoc Committee agreed that TVHD will rely on leasing medical real estate to stay in business. This will be accomplished by demolishing the old hospital building and putting up a new building that could house multiple medical offices, community meeting areas and district office space. The Strategic Planning Committee has been tasked with finding out approximate cost of the replacement and building something new. The limited funds TVHD has will go to fund this project. Misty Cantrell from Adventist Health asked the Board why they would not want to build a medical center at 1100 Magellan Drive and have a guaranteed renter. Director Moats responded that the healthcare district does not have the cash to build a \$10 million building. Neither can it pledge \$3 or \$4 million to the construction. It is not feasible to acquire revenue bonds or to get a loan at this time as it would cut into the operating capital. The Board has determined it will use its limited budget to demo the old building and construct a new one. Any other requests for cash cannot be fulfilled at this time. Director Nixon asked the Board to continue to collect pictures and ideas for the new building.

**Board of Director Travel**

None

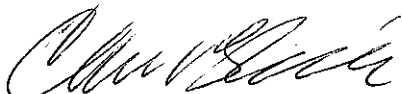
**VII. BOARD COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA**

None

**VIII. ADJOURNMENT**

Meeting adjourned at 6:00 pm

Respectfully,



Christine Sherrill  
Secretary