

**THE IMPERIAL VALLEY HEALTHCARE DISTRICT MET IN SPECIAL SESSION ON THE 22nd OF FEBRUARY 2024 AT 275 MAIN STREET EL CENTRO, CA. CITY OF EL CENTRO ON THE DATE, HOUR AND PLACE DULY ESTABLISHED OR THE HOLDING OF SAID MEETING.**

**TO CALL ORDER:**

The meeting was called to order at 6:08pm by Katherine Burnworth and led those present in the pledge of allegiance.

**ROLL CALL-DETERMINATION OF QUARUM:**

President	Katherine Burnworth
Vice-President	Laura Goodsell
Secretary	Arturo Proctor
Treasurer	Donald W. Medart, Jr.
Trustee	Enola Berker
Trustee	Rodolfo Valdez
Trustee	James Garcia

**GUESTS:**

Tomas Virgen-Support for IVHD (AB 918)

**APPROVAL OF AGENDA:**

Motion was made by Board Member Goodsell and second by Board Member Medart to approve the agenda for February 22, 2024. Motion passed by the following vote wit:

AYES: Burnworth, Goodsell, Proctor, Medart, Berker, Valdez

NOES: None

**ADMINISTRATION OF THE OATH OF OFFICE TO NEW BOARD OF DIRECTOR OF THE IMPERIAL VALLEY HEALTHCARE DISTRICT (SEELEY/OCOTILLO APPOINTEE)**

James Garcia was sworn in as Board of Director of the Imperial Valley Healthcare District.

**CLOSED SESSION - PUBLIC EMPLOYEE APPOINTMENT (GOV.CODE 54957(B)(1))**

**TITLE: LEGAL COUNSEL**

**REPORT OUT OF CLOSED SESSION**

**-RESUME OPEN SESSION PORTION OF MEETING AT 6:00 P.M.-**

Motion was made by Board Member Berker and second by Board Member Goodsell to approve appointing an intern general counsel services from Procopio. Motion passed by the following vote wit:

AYES: Burnworth, Goodsell, Proctor, Medart, Berker, Valdez

NOES: None

Adriana Ochoa partner with Procopio introduced herself and thanked everyone and is happy to be assisting the IVHD directors with legal assistance.

**APPROVAL OF AGENDA:**

Motion was made by Board Member Goodsell and second by Board Member Berker to approve the agenda for February 22, 2024. Motion passed by the following vote wit:

AYES: Burnworth, Goodsell, Proctor, Medart, Berker, Valdez, Garcia

NOES: None

**PUBLIC COMMENT TIME:**

Kevin Smith from Brawley spoke about merger and authorizations.

Pete Rodriguez welcomed the Directors and expressed that is all for moving forward. He trusts all to work in good faith.

Katie Santillan from PMH is here because everyone here was picked for a very important, very important decision that is actually a matter of life. This is not a game. Just to put it in perspective is that she wants them to know that we cheer for everyone that does good. One thing that we are asking from all the board is transparency. Transparency meaning honesty and respect. This is not a delay and this is not a game. We are not asking for a delay. We are asking for you to do your due diligence. What is the outcome of trying to rush something when it could be a matter of not having a hospital and then you are going to be forced to go to San Diego? We have been trying to not delay and give as much information as possible as we can from Pioneers Memorial Hospital. All of our board members except for one have health experience except for one and have business and know quite a bit. We want to share. We don't want you to make the same mistakes that have happened before to Calexico and have now happened to El Centro because of disparity and because of their mistakes. Now they have the whole county involved. They went to LAFCO to do it the proper way and El Centro went the first time and they said yes and the second time around they went and got Mr. Garcia involved. Mr. Garcia is not an expert. We are asking to repair it so we don't dissolve two hospitals. We can't afford it. They are not going to have a choice and end up going to San Diego. One of the things that was talked about was having to do a feasibility study and all agreed to do it. LAFCO went ahead and did it. The board of supervisors agreed to get a mediator to find out what was going on and find out what would be the best thing to do. Now on that agreement it stated that the three hospitals Calexico, El Centro and Brawley would agree and they had to agree to get that. Brawley has agreed and Calexico and El Centro have not shared information. Mrs. Santillan shared a copy of the agreement and the information to the board for them to review.

**CONSENT CALENDAR:**

- a. Approve minutes for meetings of February 8, 2024.

Motion was made by Board Member Berker and seconded by Board Member Proctor to approve the minutes for February 8, 2024. Motion passed by the following wit:

AYES: Burnworth, Goodsell, Medart, Proctor, Berker, Valdez, Garcia

NOES: None

## **BOARD COMMENTS:**

None

## **DISCUSSION AND/OR ACTION ITEMS:**

- A. Discussion and/or Action: The Kaufman-Hall Study and the Imperial County LAFCO BAE Study.

A presentation was given via zoom on BAE Study.

Board Member Burnworth feels that it is safe to say that what this board needs are both hospitals to be very transparent and give somebody whether it be they or comment all the data to be able to do this because that data is worse than no data. She thinks we have holes in this data, and we need everybody to come together to do that and that way this board can have an unbiased opinion and a very realistic transparent opinion of this and what is going to happen, and this is what is going to cost. That way we can make the best decisions we can.

Board Member Medart requested for the Board President from Heffernan to take back to her board to request the release of that information. He also requested Mr. Oliva from El Centro Regional to take that back to his board and request for the information to be released. He does believe that it is important to be provided with the most information we can get to be truly transparent and make the best decision possible for the citizens.

Board Member Berker does think that we need a detailed report to compare and does agree that we possibly do need to ask for our own feasibility study. Board Member Medart agrees with Board Member Berker.

- B. Discussion and/or Action: Association of California Healthcare District's Membership Application and Cost.

Mr. Virgen reported that he had a conversation with Michelle from ACHD and their recommendation was that Pioneers is renewing their membership in April sometimes and she said she was going to lump us with them because they are the biggest district locally right now. They are going to try and put it together to give us a better rate because we do not have any assets yet. They are going to look and see if they can get us independent or if we have to bundle with Pioneers and work something out. They are going to get back to us with that information and hopefully have that information for the next meeting.

- C. Discussion and/or Action: Directors and Officers Liability Insurance Update/Review for Quote Requests and Costs for IVHD D&O Insurance Coverage.

Mr. Virgen reported that they sent him an application and we will fill it out in the next couple of days and it will be sent out.

- D. Discussion and/or Action: Discussion of General Counsel legal services. Authorize Request of Proposals for Legal Services.

Mr. Virgen reported that we talked about getting an RFP ready. Mr. Rivera was working on the document, but we also had a discussion on need legal sooner rather than later. Obviously having

legal on board will help us get a better grip on the legal issues that are going on and clarity. At same time helping us have something internally to move forward and find the RFP.

Board Member Burnworth wanted it noted for the record that Procopio will not be assisting in writing the RFP.

Board Member Goodsell informed everyone that Procopio will be able to bid but will not be active in the process of developing the RFP.

E. Discussion and/or Action: Request for Proposals for Chief Financial Officer for IVHD.

Mr. Virgen recommends going through our legal team to get that RFP going and define how much of a CFO do you want. Do you want somebody to interpret all this data, or do we need to get a forensic account to come in and delve into all the mathematics of this and other studies? That we get numbers from a different source or is there something that we can do with the local CFO's? At some point we did draft a document like an NDA confidentiality agreement for those and at the time one of the parties did not want to do it because they wanted to wait IVHD to request it and then we can report it to them. To develop the RFP, we need to find out the job description, full-time, part-time and what the scope of work is.

Board Member Burnworth thinks that what we first need to do is have somebody that collects all the data and thinks the two CFOs of the hospitals can do it and that way we can do a feasibility study of our own, maybe before we hire a CFO.

Board Member Berker would like to see if we are the two CFOs to compile data; it is all the same formula. Also, she thinks that in hiring a CFO that CFO can be a consulting company. Someone who actually audits hospital operations and that way they know everywhere where to look verses CFO's she knows they have their numbers and if we have someone from a consulting company that actually audits everything that is going on in the hospital and identifies deficiencies and thinks that would be better than a total CFO so maybe we can find someone that does both that would be great.

Mr. Virgen was directed to work with legal counsel to get an RFP out for a consulting firm.

Motion was made by Board Member Garcia to direct Mr. Virgen to look into hiring a consultant and to create a job statement of work and to bring back to the board to present at the next meeting and seconded by Board Member Berker. Motion passed by the following wit:

AYES: Burnworth, Goodsell, Medart, Proctor, Berker, Valdez, Garcia

NOES: None

**ITEMS FOR FUTURE AGENDA:**

Kaufman report

Proposals for consultants

Dissolution of both districts

**ADJOURNMENT:**

With no future business to discuss, Board Member Goodsell made a motion to adjourn the meeting at 7:45 p.m. Second by Board Member Medart. All in favor.