

**MINUTES**  
**TEHACHAPI VALLEY HEALTHCARE DISTRICT**  
**BOARD OF DIRECTORS MEETING**  
July 2, 2019  
Tehachapi Valley Healthcare District Office  
305 S. Robinson St.  
Tehachapi, CA 93561  
4:30pm

**Board Present:** Mike Nixon, President; Sam Conklin, Vice-President; Duane Moats, Treasurer; Christine Sherrill, Secretary; William Steele, attending via teleconference from Memphis City (Hooks) Library Conference Center, 3030 Poplar Ave., Memphis , TN 424-645-9372

**Staff Present:** Lisa Hughes, Business Manager; Scott Nave, Counsel; Caroline Wasielewski, District Manager

**I. CALL TO ORDER**

President Mike Nixon called the meeting to order at 4:30pm

**II. FLAG SALUTE**

**III. CONSENT AGENDA**

A. Approval of Minutes

- a. Board Meeting, 4/16/19, Receive and File
- b. Board Meeting, 5/21/2019 Receive and File
- c. Strategic Planning, 5/16/19, Receive and File
- d. Finance, 5/16/19, Receive and File

Consent Agenda Approval, **MSA: CONKLIN/SHERILL**  
**ROLL CALL 5-0 APPROVED**

**IV. REPORTS**

A. Guild

President Jane Welden had nothing to report. Board member Sherrill asked if there was a response to the TVHD request for funding regarding National Night Out. Ms. Welden said the Guild was unable to donate money because of their Bylaws.

B. Chief Financial Officer Report

Mr. Beedle was not present. District Manager Wasielewski reviewed the financials included in the packet. Ms. Wasielewski urged the Board to review the variance analysis. She then continued to review the monthly cash flow report, income statement summary and executive summary. She noted all reports are reviewed by the Finance Committee. There were no questions or comments from the Board.

C. Strategic Planning Report

District Manager Wasielewski reported TVHD would be involved in National Night Out and will be showcasing Emergency Preparedness. This is an opportunity for the District to help and be involved in the community. She also noted that all the remaining storage units and trailers are removed from the property at 115 W E St.

D. District Manager Update

Ms. Wasielewski reported TVHD continues to work past patient accounts.

**V. NEW BUSINESS**

None

**VI. OLD BUSINESS**

A. Gifting of Public Funds

Legal counsel Scott Nave reviewed a memo about the gifting of public funds. The question arose from the Board: Is the lease with the Guild legally valid and if the current \$1.00 annual rent is adequate consideration for the lease. Mr. Nave continued to explain that district funds and resources are to be used for district services. Since operations of the hospital have been turned over to Adventist, the Guild has ceased contributing to the District. The District has continued to pay for all utilities and repairs for the building. The Board must determine if the district is receiving adequate consideration. Mr. Nave mentioned consideration could be rent or some kind of comparable services. The question arose, 'is there any consideration from the Guild?' If not, then the lease is most likely not enforceable. Ms. Weldon asked Mr. Nave if the equipment the Guild is buying for Adventist Health Medical Center is consideration. Mr. Nave said no. The Guild is choosing to spend it on and benefit a private religious organization. The benefit must be for the District as an agency, not the hospital as the District is not operating it any longer. Mr. Nave talked about the Guild Bylaws. He reported that he worked on them in the past and pulled up a copy. He asked Ms. Welden if they had been revised or changed, she did not know for sure. Mr. Nave noted that there was more than one way for the Guild to support the District according to the version of the Bylaws he reviewed. Board member Christine Sherrill commented that the relationship has changed. Mr. Moats suggested that perhaps AH could contribute to the Guild for rent to be paid for the building. Mike Nixon stated that if AH were to lease the entire parcel on the corner, the Guild building would be on that parcel. Then this would no longer be an issue for TVHD. AH would pay for the utilities and repairs, but it would be offset by the donations of equipment being made by the Guild. He feels this is a viable option for all parties. Mr. Nixon then said it probably wouldn't happen because AH does not want the Guild as a tenant. Mr. Lingerfelt, AHMCTV President arrived and said that was disingenuous. Mr. Nave said he had spoken to AH legal and it was stated. Mr. Lingerfelt said the lawyer does not know the full story. Dr. Conklin asked for a definition of Fair rental value. Mr. Nave explained it was the appraised value. Mr. Lingerfelt, felt renting by parcel was a viable option, and stated it was the first he heard of it. Ms. Welden said she wouldn't work in a volunteer organization if the rent was \$3000 a month. Mr. Nixon said this is preemptive action, in the case there is a lawsuit. The Board, Mr. Nave and Mr. Lingerfelt continued to talk about the equipment that had been purchased for AH by the Guild. Mr. Nave responded that even if it was signed over to TVHD, the revenue goes to AH, and the value of ownership decreases over time. Mr. Nixon stated that there had been a process in place for the Guild to present their ideas for

donation to the TVHD board and the board would approve or disapprove. The Guild has not followed that procedure for the past two pieces of equipment. They have donated directly to AH. The conversation continued with more options from TVHD for the situation, included donations from AH to the Guild, and charging rent for the building. Mr. Lingerfelt stated he was encouraged that the current amendment to the Master Facilities Lease get approved without the extra layer.

- B. Board of Director Travel  
None

**VII. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA**  
None

**VIII. BOARD COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA**  
Sam Conklin relayed a good experience of an elderly couple and the outstanding care they received from Adventist health Medical Center. Mr. Steele said he felt it was not a good time to bring up the Guild issue. He stated the Guild is doing good work and he did not want to offend the Guild after all they have done.

**IX. CLOSED SESSION**

Open Session adjourned at 5:21 pm to go in to Closed Session.

**X. CLOSED SESSION REPORT**

Board counsel Scott Nave reported the Board discussed real property negotiations for 115 W E St. and no action was taken.

The meeting was adjourned at 5:41pm.

Respectfully,



Christine Sherrill  
Secretary