

MINUTES

March 27, 2018

Regular Meeting of the Board of Directors

3615 E. Las Posas Road, Suites 160 & 161, Camarillo, CA 93010

Board of Directors - Present

Rodger Brown, MBA, Board President
Christopher Loh, MD, Vice President
Richard Loft, MD, Clerk of the Board
Mark Hiepler, ESQ, Director
Thomas Doria, MD, Director

Staff - Present

Kara Ralston, Chief Executive Officer
Sonia Amezcua, Chief Administrative Officer
Renee Murphy, Accounting Manager
Karen Valentine, Clerk to the Board

Participants - Present

Michael Velthoen, Esq., *Ferguson Case Orr Patterson, LLP*
Rick Wood, *CSDA Financial Services*

-
1. **Call to Order and Roll Call** - The Regular Meeting of the Camarillo Health Care District Board of Directors was called to order on Tuesday, March 27, 2018, at 12:04 p.m., by Rodger Brown, President.
 2. **Pledge of Allegiance** – Director Loh
 3. **Amendments to The Agenda** – None
 4. **Public Comment** – Steve Waldron suggested that the Ferguson lawsuit be settled for \$5,000 and the Rozanski lawsuit be settled for \$10,000.
 5. **Presentations** – None
 6. **Discussion/Action Item** -
 - A. CEO Ralston and Rick Wood presented the District’s Disbursements and Financial Report for the period ending February 28, 2018.

It was **MOVED** by Director Doria, **SECONDED** by Director Loh, and **MOTION PASSED** that the Board of Directors approve the District Disbursements and Financial Report for the period ending February 28, 2018.

**Vote to Approve Financial Report
For Period Ending February 28, 2018**

| | |
|------------------|-----|
| Director Brown | Aye |
| Director Loh | Aye |
| Director Loft | Aye |
| Director Hiepler | Aye |
| Director Doria | Aye |

7. **Closed Session:** Entered Closed Session at 12:40 p.m.
- A. Conference with Legal Counsel – Existing Litigation, one case, Government Code §54956.9(d)(1), Camarillo Health Care vs. Rozanski, Ventura County Superior Court Case No. 56-2016-00487601-CU-MC-VTA.
 - B. Conference with Legal Counsel – Existing Litigation, one case, Government Code §54956.9(d)(1), Ferguson vs. Camarillo Health Care, Ventura County Superior Court Case No. 56-2016-00478549-CU-BC-VTA.

8. **Reconvene from Closed Session:** Reconvened at 1:22 p.m.

9. **Announcement of Closed Session** – Pursuant to Government Code §54957.1 – The legislative body of any local agency shall publicly report any reportable action taken in closed session and the vote or abstention on that action of every member present.

- A. Ventura County Superior Court Case No. 56-2016-00487601-CU-MC-VTA, Camarillo Health Care vs. Rozanski - The Board of Directors of the Camarillo Health Care District has entered into a provisional settlement agreement with Jane Rozanski. The District has agreed to accept Ms. Rozanski’s offer of \$173,000 payable on or before May 1, 2018.

| | |
|---|-----|
| <u>Vote to Approve Provisional Settlement with Jane Rozanski, to be paid to the District on or before May 1, 2018.</u> | |
| Director Brown | Aye |
| Director Loh | Aye |
| Director Loft | Aye |
| Director Hiepler | Aye |
| Director Doria | Aye |

B. No Reportable Action

10. **Consent Agenda** – It was **MOVED** by Director Loh, **SECONDED** by Director Loft, and **MOTION PASSED** that the Board of Directors approve the Consent Agenda as presented.

| | |
|--|-----|
| <u>Vote to Approve Consent Agenda</u> | |
| Director Brown: | Aye |
| Director Loh: | Aye |
| Director Loft: | Aye |
| Director Hiepler: | Aye |
| Director Doria: | Aye |

11. A. The Board of Directors reviewed and approved amendments to the District Investment Policy as follows:

Section 5.5 – Responsibilities of the Board of Directors

The Board of Directors shall annually review the written Investment Policy. As provided in the Policy, the Directors shall receive, review, and accept quarterly investment reports which will be included in the Consent Calendar of the ~~next~~ regularly scheduled meeting of the Board of Directors **in the month** following the meeting of the Finance/Investment Committee.

Section 6 – Reporting

Changes to numbering and formatting.

It was **MOVED** by Director Loft, **SECONDED** by Director Brown, and **MOTION PASSED**, to approve amendments to the District Investment Policy.

Vote to Approve Amendments to the District Investment Policy.

| | |
|-------------------|-----|
| Director Brown: | Aye |
| Director Loh: | Aye |
| Director Loft: | Aye |
| Director Hiepler: | Aye |
| Director Doria: | Aye |

- B. The Board of Directors reviewed the “Compensation Agreement for Hotel Conference Center” between the City of Camarillo and the Camarillo Health Care District, and heard further review conducted by District counsel Colantuono Highsmith & Whatley (CHW), which recommends adding a section; section 3.5. CHW review indicates the compensation agreement is lawful and that the City of Camarillo accepted the proposed section 3.5.

3.5 *Nothing in this agreement amends or changes the existing constitutional and statutory allocations to each of the taxing entities of property, sales and use, and other taxes.*

It was **MOVED** by Director Hiepler, **SECONDED** by Director Doria, and **MOTION PASSED** to approve the revised “Compensation Agreement for Hotel Conference Center”.

Vote to Approve Revised Compensation Agreement

| | |
|-------------------|-----|
| Director Brown: | Aye |
| Director Loh: | Aye |
| Director Loft: | Aye |
| Director Hiepler: | Aye |
| Director Doria: | Aye |

C. The Board of Directors reviewed and discussed District Policy Number 2001 – Compensation of the Chief Executive Officer.

It was **MOVED** by Director Doria, **SECONDED** by Director Hiepler, and **MOTION PASSED** to approve District Policy Number 2001 – Compensation of the Chief Executive Officer.

Vote to Approve District Policy Number 2001

| | |
|-------------------|-----|
| Director Brown: | Aye |
| Director Loh: | Aye |
| Director Loft: | Aye |
| Director Hiepler: | Aye |
| Director Doria: | Aye |

12. **CEO Report** - Deferred.

13. **Board President's Report** – President Brown reported that electronic link to the CEO Evaluation materials would be sent to each Board Member no later than March 28, 2018. President Brown requested that all Directors have their evaluations completed and returned no later than April 15, 2018.

14. Having no further business, this meeting is adjourned at 1:41 p.m.



Richard Loft
Clerk of the Board