

MINUTES

MAY 29, 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

Staff - Present

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

Participants - Present

Mike Velthoen, Esq., *Ferguson Case Orr Paterson*

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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, May 29, 2018, at 12:11 p.m., by Rodger Brown, President.
 2. **Pledge of Allegiance** – Director Hiepler
 3. **Amendments to The Agenda** – None
 4. **Public Comment** – None
 5. **Presentations** – None
 6. **Discussion/Action Item** -

CEO Ralston presented the District’s Disbursements and Financial Report for the period ending April 30, 2018.

It was **MOVED** by Director Loh, **SECONDED** by Director Hiepler, and **MOTION PASSED** that the Board of Directors approve the District Disbursements for the period ending April 30, 2018.

Vote to Approve District Disbursements

For Period Ending April 30, 2018

Director Brown	Aye
Director Loh	Aye
Director Loft	Aye
Director Hiepler	Aye
Director Doria	Absent

It was **MOVED** by Director Loh, **SECONDED** by Director Loft, and **MOTION PASSED** that the Board of Directors approve the Financial Reports for the period ending April 30, 2018.

<u>Vote to Approve Financial Reports</u> <u>For Period Ending April 30, 2018</u>	
Director Brown	Aye
Director Loh	Aye
Director Loft	Aye
Director Hiepler	Aye
Director Doria	Absent

7. **Consent Calendar** - 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 Calendar as Presented</u>	
Director Brown	Aye
Director Loh	Aye
Director Loft	Aye
Director Hiepler	Aye
Director Doria	Absent

8. **Closed Session:** Entered Closed Session at 12:33 p.m.

A. 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.

B. Labor Negotiation – The Directors will conduct a closed session, pursuant to Government Code section 54957.6 with the District’s negotiator and unrepresented employee, the Chief Executive Officer. Labor negotiators for the District are Director Brown and Director Hiepler.

9. **Reconvene from Closed Session:** Reconvened at 1:29 p.m.

10. **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. No Reportable Action

B. CA Government Code 54953(c)(3) – Prior to taking final action, the legislative body shall orally report a summary of recommendation for a final action on the salaries, salary

schedules, or compensation paid in the form of fringe benefits of a local agency executive, as defined in subdivision (d) of Section 3511.1, during the open meeting in which the final action is to be taken.

It is the recommendation of the Ad Hoc Committee that the Board of Directors approve the following changes to the Chief Executive Officer Employment Agreement:

- Employment agreement effective date 7-1-18 through 6-30-21
- Compensation adjustment 9%; \$171,130
- Adjustment to clause 4.2.2

"4.2.2. In the complete discretion of the Board of Directors without cause, subject to payment of severance pay equal to a minimum of six (6) months' salary, to a maximum of twelve (12) months' salary based on a calculation of one month for every year of service as CEO to a maximum of 12 years, at the then-current salary paid to Employee. Any such severance pay shall be paid monthly commencing with the first calendar month after the employee's final employment date. In the event that such severance is otherwise due and payable to Employee, and as a condition of receipt of such severance, Employee shall be required to sign a release of claims against CHCD in a form satisfactory to CHCD in its reasonable discretion. Such termination without cause may not be effectuated during the first four (4) months after a change in control of the Board, such that at least a majority of the Board is newly elected or appointed; such four (4) months to commence from the date of election or appointment.

11. Discussion/Action Items

A. It was **MOVED** by Director Loh, **SECONDED** by Director Loft, and **MOTION PASSED** that the Board of Directors approve the newly negotiated Employment Agreement with the Chief Executive Officer, effective July 1, 2018 and incorporating changes reflected in the public announcement recorded in item 10-B.

Vote to Approve Executive Employment Agreement

Director Brown:	Aye
Director Loh:	Aye
Director Loft:	Aye
Director Hiepler:	Aye
Director Doria:	Absent

B. Consideration and approval of Resolution 18-05, Signature Authorization, and Investment Authorization in the Ventura County Treasury Pool. This resolution and Authorized Signature form are necessary for the District to Invest temporarily unexpended funds with Ventura County, in accordance with provisions of CA Government Code §53684.

It was **MOVED** by Director Loh, **SECONDED** by Director Hiepler, and **MOTION PASSED**, to approve Resolution 18-05, Signature and Investment Authorization in the Ventura County Treasury Pool.

Vote to Approve Resolution 18-05- Signature and Investment Authorization in the Ventura County Treasury Pool

Director Brown:	Aye
Director Loh:	Aye
Director Loft:	Aye
Director Hiepler:	Aye
Director Doria:	Absent

C. Discussion and consideration of the Quarterly Investment Report, for the period ending March 31, 2018.

It was **MOVED** by Director Loh, **SECONDED** by Director Loft, and **MOTION PASSED** to accept the Quarterly Investment Report for the period ending March 31, 2018.

Vote to Accept Quarterly Investment Report

Director Brown:	Aye
Director Loh:	Aye
Director Loft:	Aye
Director Hiepler:	Aye
Director Doria:	Absent

12. **CEO Report** – CEO Ralston introduced Blair Craddock, Care Services Director, who presented “Hidden At Home”, Care Management for Home Delivered Meal Clients. Blair will be presenting this program at the National Association of Nutrition and Aging Services, Program Training Conference, in Charleston, South Carolina.
13. **Board President’s Report** – None
14. Having no further business, this meeting is adjourned at 2:07 p.m.


Richard Loft
Clerk of the Board