

THE HEFFERNAN MEMORIAL HEALTHCARE DISTRICT MET IN REGULAR SESSION ON THE 6th OF DECEMBER 2017 AT THE 601 HEBER AVE. CALEXICO, CA. THE DATE, HOUR AND PLACE DULY ESTABLISHED OR THE HOLDING OF SAID MEETING.

TO CALL ORDER:

The meeting was called to order at 5:30p.m. by Sylvia Bernal and Mr. Perrone led those present in the pledge of allegiance.

ROLL CALL-DETERMINATION OF QUARUM:

Chairperson	Sylvia Bernal
Vice Chairperson	Gloria G. Romo
Chief Financial	Hector Martinez
Secretary	Rodolfo Valdez
Trustee	Norma M. Apodaca

GUESTS:

Eduardo Rivera- Attorney
Brenda Ryan-Board Clerk

APPROVAL OF AGENDA:

Board member Bernal would like to add to the agenda the Brown Bag Coalition to agenda as information item and we over looked it. It will be added to the public comments.

Motion was made by Board Member Martinez and second by Board Member Romo to approve adding the Brow Bag Coalition to public comments. Motion passed by the following vote wit:

AYES: Bernal, Romo, Martínez, Apodaca, Valdez

NOES: None

Motion was made by Board Member Martinez and second by Board Member Valdez to approve the agenda for December 6, 2107. Motion passed by the following vote wit:

AYES: Bernal, Romo, Martínez, Apodaca, Valdez

NOES: None

4. a. Announcement of Action taken in Closed Session: The Board of Directors took action in closed session under the “trade secrets” exception to the open meeting law and considered and voted to deny the grant request so Southern California Physicians Services Calexico Wellness Center Proposals

PUBLIC COMMENT TIME:

Blanca Morales from Southern California Physicians Services would like to have the reason for the actual denial of their proposed clinic that will be opening soon. Mr. Rivera informed the board that he was instructed to advise them of the denial and the denial was based on the request for \$375 thousand dollars from the board and a potential of \$720-\$750 thousand dollars total moneys that was going to be requested

by the board. The board determined that they were not in the position to grant cash money to the proposal applicants for the time.

Mrs. Padilla from the Brown Bag Coalition is here to touch back on the showers that we had talked about. We were having a problem with Mary Ave with fixing the pipes but in talking with Tony they were talking about what the cost would be to rent them and she is thinking that if the district is committing to that why spend so much money on renting them when the district can just buy them and that money would stay here. We can actually lend them to the men shelter because their bathrooms are also bad. She is trying to save them from spending so much to San Diego. The cost for 2 bathrooms is \$2,200.00 plus \$700.00 set up fee. Just in 10 months it is \$30 thousand dollars. Right now we should have started with putting the showers and we haven't started because of 400 Mary Ave. This item is going to be place on the next agenda for an action item and we will get further information on purchasing the bathrooms.

REPORTS ON MEETING AND EVENTS ATTENDED BY DIRECTORS AND AUTHORIZATION FOR DIRECTOR ATTENDANCE AT UPCOMING MEETINGS AND EVENTS/DIRECTORS COMMENTS

Board Member Valdez reported that he met with city officials on the ongoing talks of us working with them on the ambulance services. That is the only thing he has.

Board Member Martinez also reported that he met with the fire chief and the city manager for ongoing talks about us collaborating with the City of Calexico. We are still assessing whether or not we want to move forward.

Board Member Romo reported that she attended the traditional Thanksgiving meal at the Community Center on November 21.

Board Member Bernal also attended that same event Mrs. Romo.

COMMENTS BY TONY PIMENTEL

Pimentel reported that we are getting ready with Dr. Tristan from m the Wellness 4 Kids to participate in the Calexico Christmas Parade.

COMMENTS BY GENERAL COUNSEL:

None

DISCUSSION/ACTION ITEMS:

1. Discussion and/or action on the Sure Helpline Crisis Center.

Margaret Suaza did not attend the meeting but the board was provided with the information.

The Sure Helpline Crises Center is a non-profit organization. Every year their staff and volunteers take the time to visit the local convalescent homes to take a small gift to our seniors, that gift consist in a pair of socks and a small stuff animal and for that reason they are requesting the districts support by making any type of donation.

Motion was made by Board Member Apodaca and second by Board Member Romo to approve donating \$200.00 to the Sure Helpline Crisis Center. Motion passed by the following wit:

AYES: Bernal, Romo, Martinez, Apodaca, Valdez

NOES: None

2. Discussion and/or action on protocol for HMHD credit cards.

Board Member Bernal presented a protocol for the use of the debit cards of Heffernan Memorial Healthcare District followed by:

1. The card can't be loaned to any person for its use and the code of the same can't be revealed.
2. Only the President (No obligation) and the Treasurer can have and use a card.
3. It is forbidden to carry a Heffernan card outside the United States.
4. In purchases above \$ 200.00 dollars, the consent of the Board of Directors must be requested.
5. Only the Board of Directors may, through an Action taken at a Regular Meeting, activate or deactivate a Heffernan card.
6. Only in case the card has been lost or stolen, it must be canceled immediately.
7. Present to the Bookkeeper a detailed description of each purchase made and submit the corresponding receipt of the transaction.
8. The Bookkeeper must provide all the members of the board with a detailed report on the use of the cards.
9. Claims before a Banking Institution must carry the authorization of the Board of Directors.
10. For travel expenses of the members of the Board of Directors, hotel payments, event registrations, meals, transportation and rental of vehicles, these must be made by the Bookkeeper.
11. Authorize a single card in the name of Heffernan that will be used exclusively by the accounting Assistant.

Mr. Rivera informed the board that item number 4 cannot read the way it reads. When you are getting consent by the board of directors that consent has to be in a meeting. That has to be included in there. Number 4 should read the in purchase above \$200.00 the consent of the board at a regular or special meeting must be requested and obtained.

Board Member Bernal informed the board that number 7 is already being done by the bookkeeper.

Board Member Valdez thinks that what number 7 intent is for us to see it. We see it as a total amount but do not see it as a detail of what was purchased. Board Member Martinez informed the board that we get a list of what was purchased but we don't a reason of why it was purchased. Board Member Apodaca agrees with Mr. Valdez and Mr. Martinez we need to request a detailed itemized report from each expense on a monthly basis to our bookkeeper.

Mr. Rivera recommends changing the wording accounting assistant to bookkeeper and that will clarify things more.

Number 11 will be removed. Board Member Bernal informed the board that the years she has been on this board it has always been the treasurer and the president who a card and we have never had a problem with it. It makes it very difficult to have only one credit card and it's not under anyone's name and to keep tabs on whose using it and not using is creating more work for Rosario. She doesn't see why we are changing it if it's not broke then why fix it.

Board Member Romo is requesting to have a card for the president, treasurer and a Heffernan card that will be in the office for anyone to use in case of an emergency.

Board Member Apodaca disagrees on having a 3rd card for everybody. She agrees to have a card for the president and the treasurer.

Board Member Martinez thinks that most of the policy is fine but having a single card here he does not like that either but having the treasurer and someone else this cases the president. He thinks the concern of the board is we want to know all the transactions whether its \$1.00, \$5.00 or \$15.00. That is something that is going to start which is good and we can approve this without authorizing number 11 which is a single card in the name of Heffernan that will be used exclusively by the accounting assistant.

Motion was made by Board Member Martinez and second by Board Member Apodaca approved the policy protocol for the use of debit cards of Heffernan Memorial Healthcare District 10 items but eliminate item 11, contingent with changing all accounting assistants to bookkeeper and clarifying number 4 with requesting in a special or regular meeting. Motion passed by the following wit:

AYES: Bernal, Romo, Martinez, Apodaca, Valdez

NOES: None

3. Discussion and/or action to accept or modify the work plan and unfinished projects.

Board Member Romo informed the board that they had discussed this matter at our last meeting and it is still pending to accept.

Board Member Bernal recommends having a special meeting to discuss this matter before accepting.

Board Member Romo would like to have this item to be accepted and any changes can be made in the future.

Board Member Martinez informed the board that what the work plan is, is just proposing is to take action on those projects and start acting on that.

Mr. Rivera informed the board that you are not adopting those particular programs. He is not sure whether or not you can adopt projects without disclosing what the projects are in the agenda. In other words if you are adopting that as a work plan for future action then that's fine but you can't adopt for action what's contained in those documents because you got about for example 5-10 projects. You are not adopting those projects as a board. You are adopting the work plan and that you are going to work on each individual item and then once your arrive a consensus at one item you place that item on the agenda to approve and you give notice to the public that you will be approving that. Mr. Rivera recommends for the motion to read that the board is adopting the work plan to be discussed and deliberated as to each individual action and to be brought back to the board for an approval with notice to the public.

Motion was made by Board Member Valdez and second by Board Member Martinez to approve adopting the work plan to be discussed and deliberated as to each individual action and to be brought back to the board for an approval with notice to the public. Motion passed by the following wit:

AYES: Bernal, Romo, Martinez, Apodaca, Valdez
NOES: None

4. Discussion and/or action on purchasing Meridian Financial & Insurance Services.

Board Member Bernal informed the board that this item was tabled at our last meeting because we had not gotten a quote. The price for this liability insurance is \$12,271.20. The board does not have liability insurance. She thinks that it is important to have this insurance because if we get sued we need to be covered. We have already had this insurance many years ago but we dropped this insurance about 4-5 years because there was not a necessity for it. But know she feels that there is.

Mr. Rivera informed the board that the health and safety code covers all of you on any action you take but the funds to pay if you were to be found liable is covered by the district fund. The insurance you are paying a premium for with a deductible is for if you were to be found liable you pay the deductible and any excess is paid by the insurance company and not the district funds. That is the difference between having and not having insurance. But you are covered. If you take action on a formal meeting and for whatever reason there is some type of liability on the part of the board then the district funds pay for that liability. If you buy the insurance after the deductible the insurance will pay for the liability. Another alternative is to table this item for next year's budget to discuss.

Motion was made by Board Member Martinez and second by Board Member Apodaca to approve tabling this item until we review our next year's budget. Motion passed by the following wit:

AYES: Bernal, Romo, Martinez, Apodaca, Valdez
NOES: None

5. Discussion and/or action on minutes, its publication and the backup of the recording of meetings of the Board of Directors.

Board Member Romo would like to know how much of the meetings we have on backup file. Mr. Rivera informed Mrs. Romo that there is not policy and no law that requires keeping the recorded minutes. The minutes kept by your secretary is what is required for the minutes but what he thinks that would be a very good idea is that you establish a policy that the recording of the meetings be held for a period that you determine that is appropriate but apart from that what he believes is more important for this district is that you invest in a reliable, professional and efficient recording system because the method we have been operating on is not adequate. There are too many glitches in the system and you really need to place it on the agenda for a request for bids, proposals or solicitation of prices for a system that works a little bit better. It will provide your secretary an ability to provide actually be more specific about the matter. There are other systems that can help her out with verbatim information that will make her job efficient and not as stressful as it currently is because as you all are aware the conduct of the meetings occurs where you have people speaking over each other and when that happens it is real difficult on a recorder to try to decide for whom spoke, when they spoke and so forth. It is a very good item to be placed on the agenda and for further action. Number 1 to establish a policy for the length of keeping the recorded minutes and Number 2 is the investigation on the purchase of equipment that will facilitate the record keeping. Mr. Rivera gave an example to board what occurred because of the lack of an adequate recording system. One of the meetings that you had at 12:00 was not attended by Mrs. Ryan and there was a glitch with the recorder and we did not record

those minutes. We are going to have to reconstruct those minutes by having Rosario because she was the main presenter at this meeting. That is the meeting where the board adopted the reimbursement procedures and announced for San Diego. That is the pit fall in not having a system that you are covering a very complex issues now and you need to something that guides the board and provide Brenda with help.

Motion was made by Board Member Martinez and second by Board Member Romo to approve tabling this item on our next agenda in order to establish a policy for the recording and go out for bid for a recording system. Motion passed by the following wit:

AYES: Bernal, Romo, Martinez, Apodaca, Valdez

NOES: None

Mr. Pimentel was directed by the board to look into the prices for the recording system

6. Discussion and/or action on Mrs. Bernal returning to HMHD the expenses of the Hotel related to the retreat in San Diego for the amount of \$782.00 according to the report presented by Mrs. Rosario the bookkeeper of HMHD.

Board Member Romo has no discussion on this item just to return the money because Mrs. Apodaca returned her money.

Board Member Apodaca clarified that she stated she was going to attend but because she had an emergency she was not able to attend but she decided to reimburse the expense of the hotel because she feels that it was her responsibility because she had said she was going to attend the retreat. It was her moral responsibility because she had said she was going to be there but was unable to attend because it was impossible because of a family emergency. But unfortunate it went so bad that honestly it was an embarrassment in spending all that money. She is not going to continue but it's said to spend so much public funds and this is not a game so we have to clear and leave all this in good standing because it is unfair for the public and unfair of the citizens and it is not fair for Heffernan. Let's start to do what we are supposed to be doing right and she knows that Mrs. Bernal said that she was not going to attend that retreat from the beginning.

Board Member Bernal agrees with Mrs. Apodaca. She hates to be dwelling on something that has already been discussed but everyone knows that she was against going to this retreat and that she could not be at this retreat. As a matter of fact the person that did take her room Mrs. Tellecheas daughter took her room with a child and it says on the invoice an adult and a child and ordered chicken nuggets. The bottom line is that the person that did go and used her room already paid back for the room and expenses and she doesn't understand why Mrs. Romo wants her to pay when she had already said from the beginning that she was not going to attend. Board Member Valdez would like for Mrs. Bernal to clarify when she said she was not going because he needs that clarified. Mrs. Bernal replied that she said that the first time that she talked about the dates she had on the meetings and she doesn't really remember but thinks it was back in June because the retreat was in July. Mr. Valdez informed everyone that the only time it was noted on the minutes is July 10th when she came to give the presentation and said the dates are these days and that's when Mrs. Bernal said she was not going. Mrs. Bernal told Mr. Valdez that he was missing the point. The point is that somebody took her room. Mr. Valdez replied that he is not missing a point. The point is that Mrs. Bernal states that she said weeks ago that she was not going to attend and it is recorded in the July minute that she was not going to attend the retreat. Board Member Martinez stated that in this case there is a request from Mrs. Romo for Mrs. Bernal to return the \$782.00. As a board we approved the 10 rooms for the retreat. Now in this case the only way he

is voting for Mrs. Bernal to return that money is if I see the minutes that say she was going. So where are those minutes? Mr. Valdez informed Mr. Martinez that there are not minutes that say she is going.

Mrs. Nava would like to know that if the room has already been paid by the person who used the room then why request for Mrs. Bernal to pay the amount. That would be considered double dipping. Mrs. Romo replied with that was the boards obligation.

Mr. Martinez does not recall Mrs. Bernal saying that she was going but he does recall Mrs. Apodaca saying that she was going for one night. So that room was booked and her in good faith she paid for that night because she was unable to attend.

Motion was made by Board Member Romo approves for Mrs. Bernal paying the \$782.00.

No second motion was made therefore motion dies for lack of motion.

7. Discussion and/or action on considering buying a page in the I.V. Press, Adelante Valle and the Calexico Chronicle to display the retraction letter and the false statement.

Mr. Pimentel presented to the prices on a newspaper full page. IV Press is \$2,322.00, Adelante Valle is \$1097.00, Calexico Chronicle is \$795.00 and Sol Del Valle is \$1,260.00.

Mr. Valdez put this item on the agenda because Mr. Rivera sent a letter to the IV Press requesting a retraction and stating all the false statements that were made on that paper Adelante Valle and IV Press and the only retraction we got on Sundays paper was 2 items out of all the false statements and the rest was criticism the board again. So in order for the public to know what our position is he wanted to see if we could by a page in the newspaper but he did not know it was going to be this expensive. But he thinks we should consider at least one newspaper to print that letter.

Mr. Rivera informed Mr. Valdez that before the board considers that, that he is correct in the IV Press and Adelante Valles is sort of mysterious about what they are retracting. To pay them money so they can pay the salary of incompetent liars and incompetent managing editors he thinks would be self-defeating.

Board Member Bernal recommends adding the letter to our website and thinks that should be enough. She does not think we should be keep feeding the media. Mr. Valdez is right but the ones that are interested will read our webpage.

Motion was made by Board Member Valdez to approve at least printing the letter on Mr. Meza's newspaper Sol Del Valle for \$1,260.00. Motion passed by the following wit:

No second motion was made therefore motion dies for lack of motion.

8. Discussion and/or action to authorize the preparation and service of a Notice to Cease and Desist letter to the Imperial Valley Press and Adelante Valle concerning the false and erroneous news coverage of the Heffernan Board Retreat.

Mr. Rivera informed the board that this is the same thing that we wrote in the letter of retraction correction in affect and our request has not been followed except a couple of them.

Another letter is not necessary. This item was just for discussion.

9. Discussion and/or action on Board censure of Sylvia Bernal, President of the Board, for her interview and comments to Adelante Valles November 24, 2017 publication concerning the Heffernan Board Retreat which were false and inflammatory.

Board Member Martinez read Mrs. Romo's letter to the public and board. The letter was as followed:

Dear Board Members, Mr. Rivera and all present, thank you for participating in our meeting today. I have asked that the issue of a censure of the president be included in today's agenda for the following reasons:

All of us five as participants of a Board of directors, are not above what is righteous, on the contrary, we must be the exemplary models. When a colleague is mistaken, with or without intention he or she must be corrected, educated and, or informed. When a colleague makes mistakes and is questioned by refuses to respond, when one tries to investigate and that talk is not allowed by refusing to furnish past minutes and recording, it is a serious matter.

When someone is not acting in the best interest of those who we represent on the Heffernan Board, it is time for us to move this issue in question to higher level. We are not part of this board of directors to make a single name shine, but to collectively seed the welfare of the citizens of Calexico.

President Bernal has acted on her own, independent of the knowledge and vote of the board of directors, I repeat; she has acted on her own in many situations. She has used debit cards and has closed these accounts without giving notice to the Board. She apparently, has used cards for years and has sometimes closed them without the Board's knowledge and agreement. She has signed legal documents with the bank stating under perjury, to tell the truth, while stating that the charges in question were invalid and not made by any Board member of Heffernan District.

She has recently gone to the press to deliver confidential documents that may harm one or more members of the Board, such as the note where my signature has been compromised. She has harmed me and other Board Members with these actions, as well as the integrity and reputation of this organization of the Heffernan District.

Ms. Bernal has also exposed Heffernan to possible litigation, as it happened recently, when canceling a plane ticket from a lecturer, stating that she did not know about that charge, when she herself had lent the card to be utilized by the Board of Treasure to utilize for this expense. This could cost the Heffernan Memorial Healthcare District a great deal of money for breach of contract. If Ms. Bernal had taken the trouble to consult with her Board of Directors, and had discussed and made a plan or strategy regarding this project, the events could have happened differently.

When a Board of Directors votes, even if one does not agree, one must legally respect the decision made by the majority of the Board. Ms. Bernal, President of the Board, has refused to sign for the reason that she voted against. It is the legal responsibility of the President of this Board to follow the wishes of the majority of the entire elected body.

I am a Heffernan Board Member because many citizens and former members, shared with me that they believed there were egregious irregularities in the management of this District and that they wanted changes;

For this reason, and to improve our health and medical programs for our Calexico Citizens, I chose to run and take the oath of serving my constituents, our community of Calexico. It pains me to move in this direction, but it is our duty to maintain a management of transparency and following all protocols and laws expected of us as elected officials.

Board Member Bernal went over this letter on accusation that Mrs. Romo has on her. First she is going to go over when we canceled somebody's plane flight and we have gone over this with the board so many times. In the first place she has never lent her card to anyone not even Mr. Martinez except for the hotels but she was present. On this occasion there was somebody who booked a flight and did not book it under her name. She booked it under the person she was going with and that was the confusion. Rosario the bookkeeper explained to everyone that when they saw the charges they called southwest to see who that flight corresponded to. They informed them that it was a flight that was purchased in April and they gave us a name that did not consist with the board members and immediately they called the bank to report that charge and they canceled that charge because we were not aware of who that person was. In September they made that credit until later on October 2nd it was said that Cynthia a person who had signed up at the last minute to the retreat. Sometime in October she was notified that, that flight corresponded to Cynthia and that is when it was brought back to the table. Mrs. Bernal called southwest and informed them that the information that was given to them was incorrect. Southwest had given us the name of the person Cynthia was flying with under the name of Richard Swine. It was an error by southwest. The flight was paid in full and we received an apology letter from Southwest for the error that was made and everyone received a copy of that letter. Mrs. Bernal informed the board that when they called the bank it was recommended by them to cancel the card because she was told by the bank that the card had been cloned and that's what they did. It was not her decision to just cancel the card it was because it was recommended by the bank and they did not know who this person was. Mr. Valdez asked Rosario if when they did the investigation on this if they contacted any other board member on this matter. Rosario responded that when we received the bank statement Mrs. Bernal commented to everyone here that there was an expense made that does not correspond to the board and we have already called Southwest that we do not recognize and she informed everyone that she was going to cancel that card to be on the safe side and to avoid someone else using that card. Mr. Valdez does not remember her making that comment.

Mrs. Nava thinks that the board should just move forward because you have already discussed this. You are beating a dead horse and that is why the IV Press chews you up and spits you out. Let's move forward, let's be positive. That is why we cannot get out of the whole. It happened let's just move forward. You have a letter of apology let's move on.

Board Member Apodaca feels this letter has no sense but she does understand what Mrs. Romo is saying about having a policy before canceling any credit cards and get the consensus of all the board. Mrs. Apodaca does not see any reason on why censoring Mrs. Bernal she is doing her best in her opinion and we should start all over please.

Motion was made by Board Member Romo and second by Board Member Valdez to approve that president Mrs. Bernal receive a reading censor for the Board of Directors for failing to comply with obligations and making unauthorized statement to the press. Motion was not passed by the following wit:

AYES: Romo, Valdez

NOES: Bernal, Martinez, Apodaca

Board Member Martinez informed the board that the reason for his response to No is because next month we are going to elect new positions and he does not think it looks good for the board to censor someone at the last month. We already look bad and we are trying to do better so in this case if we work as a collective in this case it would be better for starting out.

Motion was made by Board Member Romo to approve the removal and cancelation of the debit card for President Mrs. Bernal.

Board Member Bernal informed Mrs. Romo that, that motion cannot be made because it is not on the agenda.

Mr. Rivera believes that the motion should have been made with the three items that were the basis of the censor. If that motion would have been made then that motion would have been defeated 3-2. What he recommends to the board is to reconsider the motion so that she can make her motion with the three parts and then you just take action on it and let it be resolved here period.

We are going to reconsider and let Mrs. Romo go ahead and make her motion with the three items

Motion was made by Board Member Romo and second by Board Member Romo to approve the president Mrs. Bernal receive a reading censor for the Board of Directors for failing to comply with obligations and making unauthorized statement to the press, approval to remove and cancelation of debit to President Sylvia Bernal and approval of investigation of the use of debit cards that Mrs. Bernal has had and has canceled on behalf of HMHD.. Motion was not passed by the following wit:

AYES: Romo, Valdez

NOES: Bernal, Martinez, Apodaca

Board Member Martinez explained that the reason he also voted no on the credit card is because there is now a protocol established.

Board Member Valdez explained that the reason for the investigation on the credit card is because he had asked Mr. Martinez in an email that we should have investigated the whole process of why the debit card was canceled and Mr. Martinez answered that he would do that. Mr. Martinez replied with exactly and that is why he asked Mr. Rivera if he could of said yes to that motion because he does want to do that but he could only answer yes or no to all motions together and he does not agree with the first one or the second one.

ITEMS FOR FUTURE AGENDAS:

Brown Bag Coalition Showers

Cancellation of credit cards
Recorder for minutes

CLOSED SESSION:

No action was taken

ADJOURNMENT:

With no future business to discuss Board Member Martinez made motion to adjourn the meeting at 8:46 pm. Second by Board Member Apodaca. All in favor.