

Summary of Proceedings - Minutes
EAST KERN HEALTH CARE DISTRICT
BOARD OF DIRECTORS

Regular Meeting of July 16, 2024, 5 p.m.

MISSION STATEMENT: “Building health, well-being, and resiliency.”

(Note: Motions are identified by maker’s name in bold **First: Second**)

Video Time Code	Item	Action
0:19	1. Pledge of Allegiance	L. Peralta
0:49	2. Roll Call and Call to Order	Present were: L. Peralta, K. Macedonio, L. Patrick via teleconference in compliance with the Brown Act provisions, and the meeting was called to order by Chair Macedonio at 5:01 p.m. Donald Parent, a member of the public and candidate for a vacant seat on the Board, was present.
1:09	3. Approval of Agenda	Add emergency item to 9D on agenda for replacement of old equipment of A/C unit pursuant to Government Code Section 4920. Motion: Approve Agenda L Patrick: L. Peralta Motion Carried, 3-0
5:30	4. Public Comment	No comments.
5:41	5. Community Announcements	No comments.
6:01 pp. 6-8 of packet	6. Appointment of Candidate to Fill the Seat Vacated by Richard Macedonio	Chair Macedonio discussed filling a vacant seat on the Board and introduced candidate Donald Parent. The Board interviewed Mr. Parent and he shared his experiences as a veteran, including his time in Vietnam and his efforts to help other veterans through research and writing. General Counsel Alex Lemieux discussed the duties and responsibilities of a Board member in a Healthcare District. A motion was made and passed to appoint Mr. Parent to the vacant seat. Clerk Denise Silva swore in Donald Parent as a Director, and Director Parent voted on all subsequent action items for the remainder of the meeting. Motion: Appoint New Director

		<p>K Macedonio: L. Peralta Motion Carried, 2-1: Ayes: Macedonio, Peralta Nays: Patrick Abstain: None</p> <p>(Minutetaker’s Note: note Legal Opinion regarding vote taken constituting a 2/3 vote at the end of these minutes as an addendum)</p>
<p>25:05</p>	<p>7. Consent Calendar: 7A. July 2, 2024 Consent Calendar</p>	<p>7A. No questions.</p>
<p>26:27 pp. 9-13 of packet</p>	<p>7B. Minutes of 07/02/24</p>	<p>7B. No questions.</p>
<p>26:44 pp. 13 of packet</p>	<p>7C. Approve Warrants</p>	<p>7C. The Board reviewed the warrant list.</p>
<p>29:08 pp. 14-21 of packet</p>	<p>7D. Financial Reports</p>	<p>7D. A financial report was made on the District’s finances which included updated cash assets, accounts payable adjustments for audit, stable ongoing expenses, and regular payroll operations with increased lease income and liability insurance prepaid.</p> <p>Motion: Approve Consent Calendar.</p> <p>L Peralta: L Patrick. Motion Carried, 4-0.</p>
<p>36:59</p>	<p>8. Continued Business 8A. Facility Reports</p>	<p>8A. Chair Macedonio reported boundary and topographical surveys were conducted on the North Loop property. The survey results will be presented to the Board, including all maps and GIS data. Meister & Meister was awarded the job for the shade cover at Adventist Hill (9350 North Loop). All documents and bonds related to the project will be presented to the Board for approval on August 6. Work is expected to start on August 7 or shortly thereafter and will take approximately 90 days to complete.</p> <p>This item and reports were information-only; no votes were taken.</p>
<p>43:51 pp. 22 of packet</p>	<p>8B. Strategic Plan Status</p>	<p>8B. During the strategic plan update for Ridgecrest Regional Hospital, the Board and consultant Tom Hayes discussed the Community Health Assessment (CHNA) aims to contract with a firm to evaluate community health indicators, providing a strategic roadmap for district planning. California City, previously included in these assessments, has yet to be included in recent reports. Ridgecrest Regional Hospital must update its CHNA by 2025.</p>

		<p>Aligning California City's data with this update will offer comprehensive information for future planning. Mr. Hayes shared that Ridgecrest Regional Hospital is a critical access hospital in Ridgecrest.</p> <p>This item and reports were information-only; no votes were taken.</p>
<p>55:17 pp. 23- 25 of packet</p>	<p>9. New Business 9A. Approval for East Kern Health Care District and Kern County Local Agency Formation Commission (LAFCO) Indemnification</p>	<p>9A. General Counsel Alex Lemieux stated the indemnification form required by LAFCO is standard and aims to protect against legal challenges related to annexation. The indemnification means that East Kern Health Care District must defend both its actions and LAFCO's in court, including covering any related costs. This protects LAFCO, as a responsible public agency, by ensuring the health care district assumes responsibility for any legal defense and associated expenses.</p> <p>Motion: Approve Indemnification L Peralta: L. Patrick Motion Carried, 4-0.</p>
<p>58:57 pp. 26- 27 of packet</p>	<p>9B. Approval of Contract Addendum for Designer Joselito Lacson</p>	<p>9B. Chair Macedonio stated this is an addendum to the existing contract with a designer who is being utilized instead of an architect to save costs. The designer is responsible for all plans necessary for permits, including those for the shade cover and walkway construction project, which is estimated to take 90 days. Joselito Lacson, who will act as the project manager, estimates that an additional 40 hours will be needed to oversee this construction, ensuring everything aligns with the plans.</p> <p>Motion: Approve Contract Addendum L Peralta: L. Patrick Motion Carried, 4-0.</p>
<p>1:02:21 pp. 28- 30 of packet</p>	<p>9C. Approval of Contract Addendum for Regional Government Services</p>	<p>9C. Chair Macedonio stated the addendum to the existing contract with Regional Government Services (RGS), a joint powers authority serving local governments, extends their support for 2024-2025. RGS acts as the Board Clerk, providing timely administrative support, including document preparation and minute-taking. Additional funds are being requested for election-year outreach to engage potential candidates and the community.</p> <p>Motion: Approve Contract Addendum L Peralta: L Patrick Motion Carried, 4-0.</p>
<p>1:09:02</p>	<p>9D. Replacement of Old Equipment of A/C Unit</p>	<p>9D. Chair Macedonio stated the air conditioning condenser, which is currently in use and is 50 years old, needs urgent replacement as parts are no longer available. Under</p>

		<p>healthcare regulations, essential services like air conditioning must be operational to avoid business interruptions. The new unit will include a seven-year warranty, similar to the recently replaced condenser in the medical building. The old unit had no warranty due to its age.</p> <p>Motion: Approve Replacement of Old Equipment L Peralta: L Patrick Motion Carried, 4-0.</p>
1:12:15	9. Closed Session	The Board moved into Closed Session for discussion of those items enumerated on the agenda cover.
1:45:38	10. Report Out of Closed Session	Upon return to Open Session, General Counsel Alex Lemieux stated, “The Board met in a Closed Session on four items: CS1, CS2, CS3, and CS4. CS1, CS2, and CS3 all concerned conference with real property negotiator pursuant to Government Code Section 54956.8. The same negotiator for the Agency for each of the properties is me, Alex Lemieux; under negotiation is the price in terms of payment. For CS1, the property is 9300 North Loop Boulevard, California City, and 8101 Bay Avenue, California City. The negotiating party is Bartz-Altadonna for CS2; the property is 9350 North Loop Boulevard and Modular Unit. The negotiating party is Adventist Health for CS3; the properties are North Loop and Bay Avenue locations. The negotiating party is potential small space tenants. The Board took no reportable action on CS1, CS2, and CS3. CS4 concerns public employee appointment pursuant to Government Code 54957(b)(1) title, administrative assistant, and the Board took no reportable action on this item either. This concludes Counsel's Closed Session report.”
1:47:25	11. President’s Comments	Chair Macedonio thanked RGS for creating a wonderful flyer in the Board packet. She encouraged others to distribute the flyers and mentioned she would take some to the library.
1:47:57	10. Directors’ Comments	<p>Chair Macedonio shared the candidate advocacy efforts were highly successful, with an excellent reception at the Dolores Huerta Foundation last night and a potential candidate expressing interest in running for one of the three vacant seats in the upcoming November election.</p> <p>To finalize the employee handbook, a meeting with Director Peralta, Director Patrick, the labor attorney, and General Counsel Alex Lemieux needs to be scheduled. This meeting is planned for next week, and the completed handbook will be presented to the Board for approval on August 6.</p>
1:49:20	11. Future Agenda Items 11A. Logic Model 11B. Grant Policies and Procedures	<p>11A. No comments.</p> <p>11B. No comments.</p>

	<p>11C. Employee Handbook Update</p> <p>11D. Strategic Partnerships and Key Relationships</p>	<p>11C. Directors Peralta and Patrick to meet with General Counsel Alex Lemieux and labor attorney next week regarding employee handbook revisions.</p> <p>11D. Bring back discussion of strategic partnerships and relationships with local agencies to future meeting.</p> <p>This item and reports were information-only; no votes were taken.</p>
1:52:30	Adjournment	<p>Motion to Adjourn at 6:54 p.m.</p> <p>L Peralta: L Patrick Motion Carried, 4-0</p>

DRAFT

*Addendum to the Minutes regarding procedure of vote establishing Donald Parent as a Board Member to fill the seat vacated by Director Richard Macedonio, from District General Counsel Lemieux:

The question is whether 2 out of 3 remaining members (2/3) constitutes a majority for decision-making purposes, or must there be a majority of the total original board membership (3/5). There is a difference between the number for a quorum and majority. Typically, a quorum (minimum number of members present to conduct business) is based on the total authorized seats, not just filled seats. In this case, that would be 3 out of 5. A majority is usually defined as more than half of the members present and voting, assuming a quorum is met. However, special districts must check the governing statute and code to determine if a special rule applies. Note also that some actions require supermajorities or unanimous votes (such as certain kinds of bond issues).

*The District's Administrative Code at 2-1.303 ("UNSCHEDULED VACANCIES") only says "the remaining Directors may fill such vacancy by appointment or by calling an election", which does not answer the question. The Health Care District Act is also silent on this issue. Therefore the common-law rule controls. The common-law rule, provides that "[t]hree members of the board shall constitute a quorum for the purpose of transacting any business of the board." (See Civ. Code, § 12 ["Words giving a joint authority to three or more public officers or other persons are construed as giving such authority to a majority of them, unless it is otherwise expressed in the Act giving the authority"]; Code Civ. Proc., § 15 [same].) "The almost universally accepted common-law rule ... is, in the absence of a contrary statutory provision, **a majority of a quorum constituted of a simple majority of a collective body is empowered to act for the body. Where the enabling statute is silent on the question, the body is justified in adhering to that common-law rule.**" (F.T.C. v. Flotill Products, Inc. (1967) 389 U.S. 179, 183–184, 88 S.Ct. 401, 19 L.Ed.2d 398, fn. omitted; see also McCracken v. City of San Francisco (1860) 16 Cal. 591, 602.)*

Although not binding, it is persuasive that Robert's Rules of Order defines a majority as "more than half" of the votes cast by persons legally entitled to vote, excluding blank ballots or abstentions. This is referred to as a "simple majority." Mason's has a similar approach. With respect to who may be counted in determining a quorum, Mason states: "2. Every member entitled to vote should be counted in determining whether a quorum is present, but members disqualified on account of interest from voting on any question cannot be counted for the purpose of making a quorum to act on that question." (Mason's Manual of Legislative Procedure (1979) § 502, p. 345, see also Roberts' § 39, p. 293.) Vacant seats are analogous to members disqualified from voting.

Here, three Board members were present at the meeting and a majority of the quorum approved the appointment of the new Board member. Under the Health Care District Act and the common law, the Board's appointment was procedurally valid.