

**TRI-CITY HEALTHCARE DISTRICT
AGENDA FOR A REGULAR MEETING
January 25, 2024 – 3:30 o'clock p.m.
Assembly Rooms 2 & 3 – Eugene L. Geil Pavilion
4002 Vista Way, Oceanside, CA 92056**

**The Board may take action on any of the items listed
below, unless the item is specifically labeled
“Informational Only”**

	Agenda Item	Time Allotted	Requestor
1	Call to Order	3 min.	Standard
2	Roll Call / Pledge of Allegiance		
3	Approval of Agenda	2 min	Standard
4	Public Comments – Announcement Members of the public may address the Board regarding any item listed on the Board Agenda at the time the item is being considered by the Board of Directors. Per Board Policy 19-018, members of the public may have three minutes, individually, to address the Board of Directors. NOTE: Members of the public may speak on any item not listed on the Board Agenda, which falls within the jurisdiction of the Board of Directors, immediately prior to Board Communications.	2 min.	Standard
5	Report – a) LAFCO Municipal Service Review (MSR) Update – Adam Wilson, LAFCO Consultant/Carolanne Leromnimon	10 min.	LAFCO
6	Recognition of Retiring CFO, Ray Rivas a) Appointment of Janice Gurley, CFO	10 min.	CEO
7	Foundation Report – Jennifer Paroly	10 min.	Chair
8	December 2023 Financial Statement Results	10 min.	CFO
9	New Business – None		
10	Old Business – a) Affiliation Update – Information Only	5 min.	CEO
11	Chief of Staff - a) Consideration of January 2024 Credentialing Actions and Reappointments Involving the Medical Staff and Allied Health Professionals as recommended by the Medical Executive Committee on January 22, 2024.	5 min.	COS

Note: This certifies that a copy of this agenda was posted in the entrance to the Tri-City Medical Center at 4002 Vista Way, Oceanside, CA 92056 at least 72 hours in advance of the meeting. Any writings or documents provided to the Board members of Tri-City Healthcare District regarding any item on this Agenda is available for public inspection in the Administration Department located at the Tri-City Medical Center during normal business hours.

Note: If you have a disability, please notify us at 760-940-3348 at least 48 hours prior to the meeting so that we may provide reasonable accommodations.

	Agenda Item	Time Allotted	Requestor
12	<p>Consent Calendar</p> <p>(1) Board Committee</p> <p>(a) Finance, Operations & Planning Committee Director Younger, Committee Chair</p> <ol style="list-style-type: none"> 1. Approval of a Medical Directorship Agreement with Jamil Alkhaddo, M.D. for the Diabetic Services Program for a term of 12 months, beginning February 1, 2024 through January 31, 2025, for a total term cost, not to exceed \$28,800. 2. Approval of the renewal of an agreement with Dr. Victor Souza, as the Medical Director covering physician for the Specialty Care Clinic and Progressive Care Unit for a term of 24 months, beginning February 1, 2024 and ending from August 31, 2025 including an extension agreement from September 1, 2023 to January 31, 2024. <p>(2) Minutes</p> <ol style="list-style-type: none"> a) Special Meeting – December 14, 2023 b) Regular Meeting – December 14, 2023 b) Special Meeting – January 4, 2024 <p>(3) Reports – (Discussion by exception only)</p> <ol style="list-style-type: none"> a) Building Lease Report – (December, 2023) b) Reimbursement Disclosure Report – (December, 2023) 	10 min.	
13	Discussion of Items Pulled from Consent Agenda	10 min.	Standard
14	<p>Comments by Members of the Public</p> <p>NOTE: Per Board Policy 19-018, members of the public may have three (3) minutes, individually and 15 minutes per subject, to address the Board on any item not on the agenda.</p>	5-10 minutes	Standard
15	Comments by Chief Executive Officer	5 min.	Standard
16	Board Communications	18 min.	Standard
17	Total Time Budgeted for Open Session	1.5 hours	
18	Adjournment		



TRI-CITY MEDICAL CENTER
MEDICAL STAFF INITIAL CREDENTIALS REPORT
January 10, 2024

Attachment A

INITIAL APPOINTMENTS (Effective Dates: 1/26/2024 – 12/31/2025)

Any items of concern will be “red” flagged in this report. Verification of licensure, specific training, patient care experience, interpersonal and communication skills, professionalism, current competence relating to medical knowledge, has been verified and evaluated on all applicants recommended for initial appointment to the medical staff. Based upon this information, the following physicians have met the basic requirements of staff and are therefore recommended for appointment effective 1/26/2024 through 12/31/2025:

- **BRAY Jr., Robert MD/Neurosurgery (DISC)**
- **COHEN, David J. MD/Teleradiology (StatRad)**
- **HUR, Jane MD/Teleradiology (StatRad)**



TRI-CITY MEDICAL CENTER
MEDICAL STAFF CREDENTIALS REPORT - Part 1 of 1
January 10, 2024

Attachment B

BIENNIAL REAPPOINTMENTS: (Effective Dates 02/01/2024 -01/31/2026)

Any items of concern will be "red" flagged in this report. The following application was recommended for reappointment to the medical staff office effective 02/01/2024 through 01/31/2026, based upon practitioner specific and comparative data profiles and reports demonstrating ongoing monitoring and evaluation, activities reflecting level of professionalism, delivery of compassionate patient care, medical knowledge based upon outcomes, interpersonal and communications skills, use of system resources, participation in activities to improve care, blood utilization, medical records review, department specific monitoring activities, health status and relevant results of clinical performance:

- **BABAKI, Arash, MD/Telemedicine/Provisional**
- **HAN, James, DPM/Podiatric Surgery/Active Affiliate**
- **IOSON, Peter, MD/Ophthalmology/Refer and Follow**
- **KANE, Norman, MD/Orthopedic Surgery/Active**
- **MISCHIU, Oana, MD/Teleradiology/Active Affiliate**
- **MOUSSAVIAN, Mehran, DO/Cardiology/Active**
- **MUDD, Brian, DDS/Oral & Maxillofacial Surgery/Active**
- **NIKANIAM, Mina, MD/Oncology/Provisional**
- **O'BRIEN, Mark, DO/Internal Medicine/Active**
- **TALLMAN, Garrett, MD/Orthopedic Surgery/Refer and Follow**
- **TAYANI, Ramin, MD/Ophthalmology/Refer and Follow**
- **YAMANAKA, Mark, MD/Pulmonary/Active**
- **ZIZZO, Paolo, DO/Internal Medicine/Refer and Follow**

RESIGNATIONS: (Effective date 01/31/2024 unless otherwise noted)

Automatic:

- **LOPEZ, Sandra, MD/Obstetrics & Gynecology**



TRI-CITY MEDICAL CENTER
MEDICAL STAFF CREDENTIALS REPORT – Part 1 of 1
January 10, 2024

Attachment B

Voluntary:

- **BERDIIS, Farhouch, MD/Pediatric Cardiology**
- **BHATIA, Shagun, MD/Pediatric Ophthalmology**
- **BRAHMBHATT, Hetal, MD/Telepsychiatry**
- **IUAREZ, Veronica, MD/Emergency Medicine**
- **KROENER, John, MD/General and Vascular Surgery**
- **PATEL, Mihir, MD/Telemedicine**
- **RYPINS, Eric, MD/General Surgery**
- **SPIEGEL, David, MD/Cardiology**
- **WISNIEWSKI, Morris, MD/Internal Medicine**



TRI-CITY MEDICAL CENTER
MEDICAL STAFF CREDENTIALS REPORT – Part 2 of 3
January 10, 2024

AUTOMATIC RELINQUISHMENT OF PRIVILEGES

The following practitioners were given six months from the last reappointment date to complete their outstanding proctoring. These practitioners failed to meet the proposed deadline and therefore the listed privileges will automatically expire as of **January 26, 2024**

- **FLINN, Anna, DO** **OB/GYN**
- **HARIPOTEPORKUL, Nora, MD** **OB/GYN**
- **MOUSSAVIAN, Mehran, DO** **Interventional Cardiology**
Automatic Expiration: EKG and Thoracic Echo.

PRIVILEGE STATUS CHANGE

These practitioners REQUESTED PRIVLEDGE STATUS CHANGE and therefore will automatically CHANGE as of **January 26, 2024**

- **ALLEYNE, Neville MD/ Orthopedic Surgery**
Physician requested all privileges status to be changed from Unsupervised to Assist Only.

ADDITIONAL PRIVILEGE REQUEST (Effective 1/26/2024)

The following practitioners requested the following privilege(s) and met the initial criteria for the privilege(s):

- **NAGHI, Jesse, MD** **Cardiology**
Additional Privilege Request: TAVR, Watchman, Percutaneous device closure PFO/ASD



TRI-CITY MEDICAL CENTER
CREDENTIALS COMMITTEE REPORT – Part 3 of 3
January 10, 2024

PROCTORING RECOMMENDATIONS

- **BARVALIA, Mihir. MD**
Release from Proctoring:
Interventional Cardiology
Deep Sedation/Analgesia, Impella, Rotational Atherectomy, Orbital Atherectomy, EKG, Stress Echo, Thoracic Echo, Holter Monitor & Treadmills.
- **MYERS, Timothy. MD**
Release from Proctoring:
Tele-Radiology
Teleradiology (Ultrasound, Magnetic Resonance Imaging, General Nuclear Medicine & Computer Tomography).
- **NAGHL, Jesse. MD**
Release from Proctoring:
Interventional Cardiology
Impella, Rotational Atherectomy, Orbital Atherectomy, Pericardiocentesis, Transesophageal Echocardiography, EKG, Stress Echo, Thoracic Echo, Holter Monitor & Treadmills.
- **SANBORN, Michelle. MD**
Release from Proctoring:
Telemedicine
Consultation, Internal Medicine, including via telemedicine
- **SHEREV, Dimitri. MD**
Release from Proctoring:
Interventional Cardiology
Pericardiocentesis, Transesophageal Echocardiography, TAVR, Watchman, Percutaneous device closure for patient foramen oval (PFO) and atrial septal defect (ASD), EKG, Stress Echo, Thoracic Echo, Holter Monitor & Treadmills.
- **SHUEN, Jessica. MD**
Release from Proctoring:
Emergency Medicine
Moderate/Deep Sedation



TRI-CITY MEDICAL CENTER
INTERDISCIPLINARY PRACTICE COMMITTEE REPORT
January 15, 2024

Attachment A

INITIAL APPOINTMENTS (Effective Dates: 1/26/2024 – 10/31/2025)

Any items of concern will be “red” flagged in this report. Verification of licensure, specific training, patient care experience, interpersonal and communication skills, professionalism, current competence relating to medical knowledge, has been verified and evaluated on all applicants recommended for initial appointment to the medical staff. Based upon this information, the following physicians have met the basic requirements of staff and are therefore recommended for appointment effective 1/26/2024 through 10/31/2025.

- **ATILLO, Francise NP /Allied Health Professional (Sound)**
- **DUQUE, Erik PA-C /Allied Health Professional (TeamHealth)**
- **MCCONNELL, Colleen PA-C /Allied Health Professional (TeamHealth)**
- **SALDANA, Andre PA-C /Allied Health Professional (TeamHealth)**



TRI-CITY MEDICAL CENTER

INTERDISCIPLINARY PRACTICE REAPPOINTMENT CREDENTIALS REPORT - Part 1 of 1

January 15, 2024

Attachment B

BIENNIAL REAPPRAISALS: None

RESIGNATIONS: (Effective date 01/31/2024 unless otherwise noted)

Voluntary:

- **HEARN, Kevin, PAC/Allied Health Professional**
- **LUU, Jackie, PA/Allied Health Professional**



TRI-CITY MEDICAL CENTER
INTERDISCIPLINARY PRACTICE COMMITTEE – Part 2 of 3
January 15, 2024

AUTOMATIC RELINQUISHMENT OF PRIVILEGES

These practitioners failed to meet the proposed deadline and therefore the listed privileges will automatically expire as of **January 26, 2024**

- MARTINEZ, Melinda, PAC
Automatic Relinquish:

Emergency
Arthrocentesis.



TRI-CITY MEDICAL CENTER
INTERDISCIPLINARY PRACTICE COMMITTEE REPORT – Part 3 of 3
January 15, 2024

PROCTORING RECOMMENDATIONS

- **ADAM, Jory, PAC**
Release from Proctoring: **Cardiothoracic Surgery**
PAC-Orthopedic Surgery
- **GRAYDON, Cassie, FNP**
Release from Proctoring: **Radiology**
NP-Radiology
- **HEARN, Kevin, PAC**
Release from Proctoring: **Orthopedic Surgery**
PAC-Orthopedic Surgery
- **JOHNSON, Ryan, PAC**
Release from Proctoring: **Orthopedic Surgery**
PAC-Orthopedic Surgery

Tri-City Medical Center
Finance, Operations and Planning Committee Minutes
January 16, 2024

Members Present	Director Tracy Younger, Director Nina Chaya, Director Adela Sanchez (<i>joined the meeting at 3:15 p.m.</i>), Dr. Mohammad Jamshidi-Nezhad, Dr. Henry Showah
Non-Voting Members Present:	Dr. Gene Ma, CEO; Janice Gurley, Interim CFO; Donald Dawkins, CNE; Roger Cortez, CCO; Jeremy Raimo, COO; Susan Bond, General Counsel
Others Present	Ray Rivas, CFO, Harjit Randahawa, VP Human Resources, Michael Landman, Associate Attorney, Miava Sullivan, FOP Coordinator
Members Absent:	None

Topic	Discussions, Conclusions Recommendations	Action Recommendations/ Conclusions	Person(s) Responsible
1. Call to order	Director Younger called the meeting to order at 3:02 pm.		Chair
2. Approval of Agenda		<u>MOTION</u> It was moved by Director Chaya, and Dr. Showah seconded, and it was unanimously approved to accept the agenda of January 16, 2024. <u>Members:</u> AYES: Younger, Chaya, Jamshidi-Nezhad, Dr. Showah NOES: None ABSTAIN: None ABSENT: Director Sanchez	Chair
3. Comments by members of the public on any item of interest to the public before committee's consideration of the item.	Director Younger read the paragraph regarding comments from members of the public.	No comments	Chair

Topic	Discussions, Conclusions Recommendations	Action Recommendations/ Conclusions	Person(s) Responsible
4. Ratification of minutes of October 18, 2023	Minutes were ratified.	Minutes were ratified. MOTION It was moved by Director Chaya, and Dr. Jamshidi-Nezhad seconded, that the minutes of October 18, 2023, are to be approved without any requested modifications.	Chair
5. Old Business	None		
6. New Business			Chair
a. Finance, Operations & Planning Meeting Dates - 2024			
7. Consideration of Consent Calendar:	It has been requested the following item be pulled. <u>Director Younger requested:</u> 7.c. Real Estate Sub-Lease Agreement: TriasMD, LLC Item was tabled for further clarification:	MOTION It was moved by Dr. Showah, and Dr. Jamshidi-Nezhad seconded, and it was unanimously approved to accept the Consent Calendar minus item 7.c. for January 16, 2024. Members: AYES: Younger, Chaya, Sanchez NOES: None ABSTAIN: None ABSENT: None	Chair
a) Medical Directorship Agreement – Diabetic Services Program • Jamil Alkhaddo, M.D.		Approved via Consent Calendar	Jeremy Raimo
b) Sub-Lease Medical Office Space Proposal - TriasMD, LLC		Pulled	Jeremy Raimo

Topic	Discussions, Conclusions Recommendations	Action Recommendations/ Conclusions	Person(s) Responsible																								
c) Medical Directorship Agreement – Specialty Care Clinic & Progressive Care Unit <ul style="list-style-type: none">Victor Souza, M.D.		<p>Pulled</p> <p><i>Replaced write-up with extension dates added.</i></p> <p>MOTION</p> <p>It was moved by Dr. Showah, and Dr. Jamshidi-Nezhad seconded, and it was approved to accept the Medical Directorship with Dr. Victor Souza, M.D.</p> <p>Members:</p> <p>AYES: Younger, Chaya, Sanchez</p> <p>NOES: None</p> <p>ABSTAIN: None</p> <p>ABSENT: None</p>	Donald Dawkins																								
8. Financials	<p>Janice Gurley presented the financials ending December 31, 2023 (dollars in thousands)</p> <p><u>TCHD – Financial Summary</u></p> <p><u>Fiscal Year to Date</u></p> <table><tr><td>Operating Revenue</td><td>\$ 137,945</td></tr><tr><td>Operating Expense</td><td>\$ 168,086</td></tr><tr><td>EBITDA</td><td>\$ (16,179)</td></tr><tr><td>EROE</td><td>\$ (26,131)</td></tr></table> <p><u>TCMC – Key Indicators</u></p> <p><u>Fiscal Year to Date</u></p> <table><tr><td>Avg. Daily Census</td><td>109</td></tr><tr><td>Adjusted Patient Days</td><td>39,233</td></tr><tr><td>Surgery Cases</td><td>2,291</td></tr><tr><td>ED Visits</td><td>22,019</td></tr></table> <p><u>TCHD – Financial Summary</u></p> <p><u>Current Month</u></p> <table><tr><td>Operating Revenue</td><td>\$ 21,056</td></tr><tr><td>Operating Expense</td><td>\$ 27,257</td></tr><tr><td>EBITDA</td><td>\$ (3,926)</td></tr><tr><td>EROE</td><td>\$ (5,468)</td></tr></table> <p><u>TCMC – Key Indicators</u></p>	Operating Revenue	\$ 137,945	Operating Expense	\$ 168,086	EBITDA	\$ (16,179)	EROE	\$ (26,131)	Avg. Daily Census	109	Adjusted Patient Days	39,233	Surgery Cases	2,291	ED Visits	22,019	Operating Revenue	\$ 21,056	Operating Expense	\$ 27,257	EBITDA	\$ (3,926)	EROE	\$ (5,468)		Janice Gurley
Operating Revenue	\$ 137,945																										
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EROE	\$ (5,468)																										

Topic	Discussions, Conclusions Recommendations	Action Recommendations/ Conclusions	Person(s) Responsible
	<u>Current Month</u> Avg. Daily Census 109 Adjusted Patient Days 6,555 Surgery Cases 381 ED Visits 3,919 <u>Graphs:</u> <ul style="list-style-type: none"> • TCMC-Average Daily Census, Total Hospital - Excluding Newborns • TCMC-Emergency Department Visits • TCMC-Acute Average Length of Stay 		
a. Dashboard	No discussion		Janice Gurley
9. Comments by Committee Members	None		Chair
10. Date of next meeting	February 21, 2024		Chair
11. Adjournment	Meeting adjourned 3:56 pm		Chair



Tri-City Medical Center

FINANCE, OPERATIONS & PLANNING COMMITTEE

DATE OF MEETING: January 16, 2024

MEDICAL DIRECTORSHIP AGREEMENT – DIABETIC SERVICES PROGRAM

Type of Agreement	X	Medical Directors		Panel		Other:
Status of Agreement	X	New Agreement		Renewal – New Rates		Renewal – Same Rates

Physician's Name: Jamil Alkhaddo, M.D.

Area of Service: Diabetic Services Program

Term of Agreement: 12 Months, Beginning, February 1, 2024 – Ending, January 31, 2025

Maximum Totals: Within Hourly and/or Annualized Fair Market Value: Yes

Rate/hour	Hours Per Month	Hours Per Year	Monthly Cost	Annual Cost
\$150	16	192	\$2,400	\$28,800

Description of Services/Supplies:

- Medical Direction of Diabetes Program
- Develops, implements and monitors Diabetic planning to ensure patient care quality and regulatory compliance.
- As a requirement for Joint Commission for accreditation, the program must have physician oversight through a Medical Director

Document Submitted to Legal for Review:	X	Yes		No
Approved by Chief Compliance Officer:	X	Yes		No
Is Agreement a Regulatory Requirement:	X	Yes		No
Budgeted Item:	X	Yes		No

Person responsible for oversight of agreement: Jeremy Raimo, Chief Operations Officer

Motion:

I move that the Finance, Operations & Planning Committee recommend that the TCHD Board of Directors authorize a Medical Directorship agreement with Jamil Alkhaddo, M.D. for the Diabetic Services Program for a term of 12 months, beginning, February 1, 2024 through January 31, 2025 for a total term cost not to exceed \$28,800.



TCHD BOARD OF DIRECTORS
DATE OF MEETING: JANUARY 25, 2024
PHYSICIAN AGREEMENT FOR SPECIALTY CARE CLINIC & PROGRESSIVE CARE UNIT

Type of Agreement	X	Medical Directors		Panel			Other:
Status of Agreement		New Agreement		Renewal – New Rates	X		Renewal – Same Rates

Physician's Name: Victor Souza, M.D.

Area of Service: Specialty Care Clinic and Progressive Care Unit

Term of Agreement: 24 months, Beginning, February 1, 2024 – Ending, August 31, 2025
(Extension Agreement September 1, 2023 to January 31, 2024)

Maximum Totals: Within Hourly and/or Annualized Fair Market Value: YES

Rate/Hour	Hours per Month	Hours per Year	Monthly Cost	Annual Cost	24-month (Term) Cost
\$163	20	240	\$3,260	\$39,120	\$78,240

Position Responsibilities:

- Participates in daily UR on the inpatient unit with the CDCR patients as needed.
- Participates in risk management investigation and evaluation of events.
- Establishes and reviews policies and procedures for medical care.
- Participates in quarterly or more frequent meetings with CDCR and Sheriff Departments.
- Communicates as needed with attending and referring physicians; provides oversight of chart audits, and peer review and delinquencies in documentation.
- Assists in introducing new services/programs requested by the vendors.

Document Submitted to Legal for Review:	X	Yes		No
Approved by Chief Compliance Officer:	X	Yes		No
Is Agreement a Regulatory Requirement:	X	Yes		No
Budgeted Item:	X	Yes		No

Person responsible for oversight of agreement: Joshua Smiley BSN, Clinical Nurse Manager Specialty Care Clinic & Progressive Care Unit / Donald Dawkins, Chief Patient Care Services

Motion:

I move that the TCHD Board of Directors approve the renewal of an agreement Dr. Victor Souza as the Medical Director/Covering Physician for Specialty Care Clinic and Progressive Care Unit for a term of 24 months beginning February 1, 2024, and ending August 31, 2025 with an Extension Agreement September 1, 2023 to January 31, 2024. Agreements not to exceed an average of 20 hours per month or 240 hours annually, at an hourly rate of \$163, for an annual cost of \$39,120 and a total cost for the term of \$78,240.

**TRI-CITY HEALTHCARE DISTRICT
MINUTES FOR A SPECIAL MEETING
OF THE BOARD OF DIRECTORS**

December 14, 2023 – 1:30 o'clock p.m.

A Special Meeting of the Board of Directors of Tri-City Healthcare District was held at 1:30 p.m. on December 14, 2023.

The following Directors constituting a quorum of the Board of Directors were present.

Director Rocky J. Chavez
Director Nina Chaya, M.D.
Director George W. Coulter
Director Gigi Gleason
Director Marvin Mizell
Director Adela Sanchez
Director Tracy M. Younger

Also present were:

Dr. Chief Ma Chief Executive Officer
Dr. Henry Showah, Chief of Staff
Susan Bond, General Counsel
Jeff Scott, Board Counsel
Roger Cortez, Chief Compliance Officer
Teri Donnellan, Executive Assistant

1. The Board Chairperson, Director Younger, called the meeting to order at 1:30 p.m. with attendance as listed above.
2. Approval of Agenda

It was moved by Director Gleason and seconded by Director Coulter to approve the agenda as presented. The motion passed unanimously (7-0).

3. Oral Announcement of Item to be discussed during Closed Session

Chairperson Younger made an oral announcement of the items listed on the December 14, 2023 Special Board of Directors Meeting Agenda to be discussed during Closed Session which included one matter of Existing Litigation, one matter of Potential Litigation and Reports Involving Trade Secrets.

4. Motion to go into Closed Session

It was moved by Director Coulter and seconded by Director Gleason to go into Closed Session at 1:35 p.m. The motion passed unanimously (7-0).

5. At 3:25 p.m. the Board returned to Open Session with attendance as previously noted.
6. Report from Chairperson on any action taken in Closed Session.

The Board in Closed Session took appropriate action regarding the pending litigation matters.

The Board also heard Reports Involving Trade Secrets and took no action.

7. Consideration of an agreement with Ospitek for Emergency Department Patient Engagement Application.

Item was pulled from the agenda.

8. Adjournment

Chairperson Younger adjourned the meeting at 3:30 p.m.

Tracy M. Younger
Chairperson

ATTEST:

Gigi Gleason
Secretary

**TRI-CITY HEALTHCARE DISTRICT
MINUTES FOR A REGULAR MEETING
OF THE BOARD OF DIRECTORS
December 14, 2023 – 3:30 o'clock p.m.**

A Regular Meeting of the Board of Directors of Tri-City Healthcare District was held at 3:30 p.m. on December 14, 2023.

The following Directors constituting a quorum of the Board of Directors were present:

Director Rocky J. Chavez
Director Nina Chaya, M.D.
Director George W. Coulter
Director Gigi Gleason
Director Marvin Mizell
Director Adela Sanchez
Director Tracy M. Younger

Also present were:

Dr. Gene Ma, Chief Executive Officer
Donald Dawkins, Chief Nurse Executive
Jeremy Raimo, Chief Operating Officer
Janice Gurley, Chief Financial Officer
Mark Albright, Chief Information Officer
Roger Cortez, Chief Compliance Officer
Dr. Henry Showah, Chief of Staff
Jeffrey Scott, Board Counsel
Teri Donnellan, Executive Assistant

1. The Board Chairperson, Tracy Younger, called the meeting to order at 3:30 p.m. with attendance as listed above.
2. Approval of Agenda

It was moved by Director Gleason and seconded by Director Coulter to approve the agenda as presented. The motion passed unanimously (7-0).

3. Pledge of Allegiance

Chairperson Younger led the Pledge of Allegiance.

4. Public Comments – Announcement

Chairperson Younger read the Public Comments section listed on the December 14, 2023 Regular Board of Directors Meeting Agenda.

5. Consideration to accept the 2022-2023 Fiscal Year Financial Statement Audit

In the Auditor's absence, Mr. Ray Rivas, CFO gave a high-level overview of the audit that included a report entitled *Communications with to those Charged with Governance*. The report included the following:

- Auditor's Responsibility under Auditing Standards Generally Accepted in the United States of America
- Other Information Included in the Financial statements
- Planned Scope and Timing of the Audit
- Significant Audit Findings & Issues
- Qualitative Aspects of Accounting Practices
- Significant Accounting Estimates
- Financial Statement Disclosures
- Significant Unusual Transactions
- Significant Difficulties Encountered Performing the Audit and
- Disagreements with Management

Mr. Rivas also brought to the attention of the Board several Notes contained in the Financial Statement Disclosures, all of which are summarized in the Audit Report.

Mr. Rivas reported it was a clean audit with no adjustments for 11 years in a row.

Mr. Rivas stated he would be happy to have the auditors attend a future meeting with a more detailed review if the Board so desired.

It was moved by Director Chaya to accept the Fiscal Year 2022-2023 Financial Statement Audit. Director Gleason seconded the motion.

The vote on the motion via a roll call vote was as follows:

AYES:	Directors:	Chavez, Chaya, Coulter, Gleason, Mizell, Sanchez and Younger
NOES:	Directors:	None
ABSTAIN:	Directors:	None
ABSENT:	Directors:	None

6. October, 2023 Financial Statements – Ray Rivas, Chief Financial Officer

Mr. Rivas, Chief Financial Officer reported on the fiscal year to date financials as follows (Dollars in Thousands):

- Net Operating Revenue – \$97,431
- Operating Expense – \$114,963
- EBITDA – (\$8,086)
- EROE – (\$14,837)

Mr. Rivas reported on the fiscal year to date Key Indicators as follows:

- Average Daily Census – 113
- Adjusted Patient Days – 27,083
- Surgery Cases – 1,681
- ED Visits – 15,620

Mr. Rivas reported on the current month financials as follows (Dollars in Thousands)

- Net Operating Revenue – \$24,119

- Operating Expense – \$27,572
- EBITDA – \$311
- EROE – (\$2,962)

Mr. Rivas reported on the current month Key Indicators as follows:

- Average Daily Census – 110
- Adjusted Patient Days – 6,811
- Surgery Cases – 454
- ED Visits – 3,846

Mr. Rivas stated this will be his last report to the Board. Janice Gurley, Interim Chief Financial Officer will report going forward.

7. New Business

- a) Consideration and possible action to elect Board of Director Officers for calendar year 2024.

Chairperson Younger explained the nomination process which can be done by office individually or as a slate. She opened the floor for nominations.

Director Coulter moved to appoint the current slate of offices to serve calendar year 2024. Director Gleason seconded the motion.

The vote on the motion via a roll call vote was as follows:

AYES:	Directors:	Chavez, Chaya, Coulter, Gleason, Mizell, Sanchez and Younger
NOES:	Directors:	None
ABSTAIN:	Directors:	None
ABSENT:	Directors:	None

Board Officers for calendar year 2024 are as follows:

**Tracy M. Younger, Board Chairperson
Nina Chaya, M.D., Vice Chairperson
Gigi Gleason, Secretary
Adela Sanchez, Treasurer
George W. Coulter, Assistant Secretary
Marvin Mizell, Assistant Treasurer
Rock J. Chavez, Board Member**

- b) Consideration of proposed 2024 Board Meeting Schedule

Chairperson Younger explained the proposed 2024 Board Meeting Schedule reflects that the Board will be dark in July and also in October which is the case during an election year.

It was moved by Director Gleason to approve the proposed Board meeting schedule for calendar year 2024. Director Coulter seconded the motion.

The vote on the motion via a roll call vote was as follows:

AYES:	Directors:	Chavez, Chaya, Coulter, Gleason, Mizell, Sanchez and Younger
NOES:	Directors:	None
ABSTAIN:	Directors:	None
ABSENT:	Directors:	None

- c) Consideration to award Board Scholarship in the amount of \$10,000.

Ms. Bunny McElliot, Auxiliary President provided background on the Auxiliary Scholarship Program which was established in 1973 and has awarded over \$1M in scholarships to deserving nursing students and junior volunteers through the generous donors here at the hospital and in our community.

Ms. McElliot stated she is here today to encourage our Board Members and Executive Team to support the Scholarship Program not only through encouragement but also financially with a possible donation to the scholarship fund. She extended her appreciation to the Board for their past support and invited them to attend the Annual Scholarship Awards event on April 23, 2024 at 5:30 p.m.

It was moved by Director Mizell to award a Board Scholarship in the amount of \$10,000. Director Sanchez seconded the motion.

The vote on the motion was as follows:

AYES:	Directors:	Chavez, Chaya, Coulter, Gleason, Mizell, Sanchez and Younger
NOES:	Directors:	None
ABSTAIN:	Directors:	None
ABSENT:	Directors:	None

8. Old Business -

a) Affiliation Update –

Dr. Ma reported that we are continuing through the significant due diligence process with UCSD and are populating the data room with an abundance of information. Dr. Ma stated the Regents also had an opportunity to get a sense of what the affiliation can look like and we understand it was looked upon quite favorably. Dr. Ma stated no action has been taken to date, however we are excited about the prospect and continue to look forward towards execution.

- b) Consideration to approve Resolution No. 825, A Resolution of the Tri-City Healthcare District Board of Directors Granting Signature Authority to the Chief Executive Officer during the Due Diligence Period.

Board Counsel Jeff Scott explained the purpose of the Resolution is to allow Dr. Ma to execute or “move” on some of the actions that require fairly rapid execution or decision making related to the affiliation. Mr. Scott clarified that key decisions will be brought forward to the Board for approval.

Director Sanchez asked questions that were answered by Board Counsel.

It was moved by Director Chaya to approve Resolution No. 825, A Resolution of the Tri-City Healthcare District Board of Directors Granting Signature Authority to the Chief Executive Officer during the Due Diligence Period. Director Gleason seconded the motion.

The vote on the motion via a roll call vote was as follows:

AYES:	Directors:	Chavez, Chaya, Coulter, Gleason, Mizell, Sanchez and Younger
NOES:	Directors:	None
ABSTAIN:	Directors:	None
ABSENT:	Directors:	

9. Chief of Staff –

Director Chaya recused herself and exited the room for the Chief of Staff Report. Dr. Showah presented the November 2023 Credentialing Actions and Reappointments Involving the Medical Staff as recommended by the Medical Executive Committee on November 28, 2023.

Dr. Henry Showah, Chief of Staff presented the November 2023 Credentialing Actions and Reappointments Involving the Medical Staff. No concerns or “red flags” were raised by the Credentials Committee.

It was moved by Director Mizell to approve the November 2023 Credentialing Actions and Reappointments Involving the Medical Staff as recommended by the Medical Executive Committee on November 28, 2023. Director Sanchez seconded the motion.

The vote on the motion via a roll call vote was as follows:

AYES:	Directors:	Chavez, Coulter, Gleason, Mizell, Sanchez and Younger
NOES:	Directors:	None
ABSTAIN:	Directors:	None
ABSENT:	Directors:	Chaya

10. Consideration of Consent Calendar

It was moved by Director Gleason to approve the Consent Agenda as presented. Director Coulter seconded the motion.

The vote on the motion via a roll call vote was as follows:

AYES:	Directors:	Chavez, Chaya, Coulter, Gleason, Mizell, Sanchez and Younger
NOES:	Directors:	None
ABSTAIN:	Directors:	None
ABSENT:	Directors:	None

11. Discussion of items pulled from Consent Calendar

There were no items pulled from the Consent Calendar.

12. Comments by Members of the Public

There were no comments from members of the public.

13. Comments by Chief Executive Officer

Dr. Ma stated it is a time of reflection as we come to our last board meeting of the year. He recognized several individuals in the organization for their commitment and hard work.

- Mark Albright and the IT team who worked tirelessly to bring the hospital systems back up following the Cyber Attack;
- Jennifer Paroly and the Foundation for putting on a fantastic gala in the most difficult time and for their significant donations that will help grow our cardiac initiative and bring a brand-new Electrophysiology Lab;
- Gary Johnson, Director of Surgical Services for his commitment to the OR in rebuilding the staff and reducing Travelers and in improving OR turn-around time; and.
- Roger Cortez who is leading the initiative to improve our engagement, quality and patient experience.

Dr. Ma also recognized the C-Suite Team, Auxiliary and the entire staff for their dedication, hard work and commitment to the organization.

Dr. Ma stated commented on our Cardiology and Spine initiatives and stated we are laying a pathway for initiatives that will impact the organization and create a long-term sustainable strategy.

Dr. Ma expressed his appreciation to the Board for giving him the opportunity to work with them. He recognized the Board's collaboration in addressing the many challenges that have come before them.

In closing, Dr. Ma stated it has been an amazing year and he has a lot to be thankful for in 2023

14. Board Communications

Director Sanchez stated Mr. Rivas will be missed dearly. She expressed her appreciation to all of the C-Suite team members.

Director Sanchez reiterated comments made by Dr. Ma related to UCSD and the due diligence process that is ongoing. She assured everyone that updates would be shared as they become available.

15. Report from Chairperson

Chairperson Younger wished everyone happy holidays.

16.. Adjournment

There being no further business, Chairperson Younger adjourned the meeting at 4:15 p.m.

Tracy M. Younger, Chairperson

ATTEST:

Gigi Gleason, Secretary

**TRI-CITY HEALTHCARE DISTRICT
MINUTES FOR A SPECIAL MEETING
OF THE BOARD OF DIRECTORS**

January 4, 2024 – 3:00 o'clock p.m.

A Special Meeting of the Board of Directors of Tri-City Healthcare District was held at 3:00 p.m. on January 4, 2024.

The following Directors constituting a quorum of the Board of Directors were present via teleconference:

Director Rocky J. Chavez
Director George W. Coulter
Director Gigi Gleason
Director Adela Sanchez
Director Tracy M. Younger

Absent was Director Marvin Mizell and Director Nina Chaya

Also present were:

Dr. Chief Ma Chief Executive Officer
Janice Gurley, Interim Chief Financial Officer
Ray Rivas, Chief Financial Officer
Jennifer Paroly, President, Foundation
Susan Bond, General Counsel
Jeff Scott, Board Counsel
Teri Donnellan, Executive Assistant

1. The Board Chairperson, Director Younger, called the meeting to order at 3:00 p.m. with attendance as listed above.
2. Approval of Agenda

It was moved by Director Gleason and seconded by Director Coulter to approve the agenda as presented. The motion passed (5-0-0-2) with Directors Mizell and Chaya absent.

3. Public Comments Announcement

Chairperson Younger read the Public Comments Announcement.

4. Review and Discussion of Fiscal Year 2022-2023 Financial Statement Audit

Director Younger welcomed Stacy Stelzriede, Partner with Moss Adams and Kyle Rogers, Senior Manager.

Ms. Stelzriede stated she was unable to attend the December meeting in which Mr. Rivas presented an overview of the Fiscal Year 2022-2023 Financial Statement Audit. She is here today to present the audit results in more detail and answer any questions the Board might have.

Ms. Stelzriede reviewed the following topics:

- Auditor's Responsibility under Auditing standards generally accepted in the United States of America
- Responsibilities of management and those charged with governance
- Unmodified Opinions on the financial statements and on the single audit issued on December 14, 2023.
- Emphasis of a matter paragraph included for the Adoption of Government Accounting & Standards Board (GASB) No. 96, a Subscription Based Technology Arrangements and a Going Concern
- Significant Audit Findings and issues that included Qualitative accounting estimates, Financial Statement disclosures, Significant Unusual Transactions, Significant difficulties encountered in performing the audit.

Ms. Stelzriede reported no disagreements with management, no material corrected misstatements, no uncorrected misstatements and no material weaknesses over internal controls.

Ms. Stelzriede, along with Mr. Ray Rivas, CEO answered questions from Board members and Board counsel.

5. Oral Announcement of Item to be discussed during Closed Session

Chairperson Younger made an oral announcement of the item listed on the January 4, 2024 Special Board of Directors Meeting Agenda to be discussed during Closed Session which included Reports Involving Trade Secrets.

6. Motion to go into Closed Session

It was moved by Director Gleason and seconded by Director Coulter to go into Closed Session at 3:45 p.m. The motion passed (5-0-0-2) with Directors Chaya and Mizell absent.

7. At 4:35 p.m. the Board returned to Open Session with attendance as previously noted.

8. Report from Chairperson on any action taken in Closed Session.

The Board heard Reports Involving Trade Secrets and took no action.

9. Adjournment

There being no further business, Chairperson Younger adjourned the meeting at 4:35 p.m.

Tracy M. Younger
Chairperson

ATTEST:

Gigi Gleason
Secretary

Building Operating Leases
Month Ending December 31, 2023

Lessor	Sq. Ft.	Base Rate per Sq. Ft.	Total Rent per current month	Lease Term Beginning	Lease Term Ending	Services & Location	Cost Center
6121 Paseo Del Norte, LLC 6128 Paseo Del Norte, Suite 180 Carlsbad, CA 92011 V#83024	Approx 9,552	\$3.59 (a)	53,103.84	07/01/17	06/30/27	OSNC - Carlsbad 6121 Paseo Del Norte, Suite 200 Carlsbad, CA 92011	7095
Cardiff Investments LLC 2729 Ocean St Carlsbad, CA 92008 V#83204	Approx 10,218	\$2.58 (a)	37,353.94	07/01/17	08/31/24	OSNC - Oceanside 3905 Waring Road Oceanside, CA 92056	7095
Creek View Medical Assoc 1926 Via Centre Dr. Suite A Vista, CA 92081 V#81981	Approx 6,200	\$2.70 (a)	20,594.69	07/01/20	06/30/25	PCP Clinic Vista 1926 Via Centre Drive, Ste A Vista, CA 92081	7090
SoCAL Heart Property LLC 1958 Via Centre Drive Vista, Ca 92081 V#84195	Approx 4,995	\$2.50 (a)	18,075.40	10/01/22	06/30/27	OSNC - Vista 1958 Via Centre Drive Vista, Ca 92081	7095
BELLA TIERRA INVESTMENTS, LLC 841 Prudential Dr, Suite 200 Jacksonville, FL 32207 V#84264	Approx 2,460	\$2.21 (a)	7,158.60	04/01/23	03/31/25	La Costa Urology 3907 Waring Road, Suite 4 Oceanside, CA 92056	7082
Mission Camino LLC 4350 La Jolla Village Drive San Diego, CA 92122 V#83757	Approx 4,508	\$1.75 (a)	15,620.89	05/14/21	10/31/31	Seaside Medical Group 115 N EL Camino Real, Suite A Oceanside, CA 92058	7094
Nextmed III Owner LLC 6125 Paseo Del Norte, Suite 210 Carlsbad, CA 92011 V#83774	Approx 4,553	\$4.00 (a)	23,811.92	09/01/21	08/31/33	PCP Clinic Carlsbad 6185 Paseo Del Norte, Suite 100 Carlsbad, CA 92011	7090
500 W Vista Way, LLC & HFT Melrose P O Box 2522 La Jolla, CA 92038 V#81028	Approx 7,374	\$1.67 (a)	13,805.84	07/01/21	06/30/26	Outpatient Behavioral Health 510 West Vista Way Vista, Ca 92083	7320
OPS Enterprises, LLC 3617 Vista Way, Bldg. 5 Oceanside, Ca 92056 V#81250	Approx 7,000	\$4.12 (a)	32,470.00	10/01/22	09/30/25	North County Oncology Medical Clinic 3617 Vista Way, Bldg.5 Oceanside, Ca 92056	7086
SCRIPPSVIEW MEDICAL ASSOCIATES P O Box 234296 Encinitas, CA 92026 V#83589	Approx 3,864	\$3.45 (a)	14,880.52	06/01/21	05/31/26	OSNC Encinitas Medical Center 351 Santa Fe Drive, Suite 351 Encinitas, CA 92023	7095
BELLA TIERRA INVESTMENTS, LLC 841 Prudential Dr, Suite 200 Jacksonville, FL 32207 V#84264	Approx 3,262	\$2.21 (a)	9,492.42	05/01/23	06/30/25	Pulmonary Specialists of NC 3907 Waring Road, Suite 2 Oceanside, CA 92056	7088
Total			246,368.06				

(a) Total Rent includes Base Rent plus property taxes, association fees, insurance, CAM expenses, etc.



Education & Travel Expense
Month Ending December 2023

Cost Centers	Description	Invoice #	Amount	Vendor #	Attendees
8740 46582	MAHIN NASSIM	120123	190.00	46582	NASSIM, MAHIN
8740 AHA		122123EDU	102.00	80655	SETTLE, CHRISTA
8740 ACLS		120823EDU	200.00	80975	NAYERMAN, ELENA
8740 Charge		120823EDU	110.00	81061	HIMELRIGHT, TAMARA
8740 81189	CHRISTOPHER RABY	120123	2,000.00	81189	RABY, CHRISTOPHER
8740 82343	MIKE TRACEY	120123 EDU	125.00	82343	TRACEY, MIKE
8740 MASTERS		122123EDU	3,290.00	84098	JOSHUA SMILEY
8740 RADIO TECH		110623EDU	2,000.00	84351	RODRIGUEZ JONAS
8740 Charge		102723EDU	140.00	84354	LIRA-PRADO NEZAHUALCOYOTL

**This report shows reimbursements to employees and Board members in the Education & Travel expense category in excess of \$100.00.

**Detailed backup is available from the Finance department upon request.