

**Mountain-Valley
Emergency Medical Services Agency
Board of Directors Meeting Minutes
April 11, 2022**

Location: Via Zoom
 Time: 10:00 AM

Board Members Present: Gary Tofanelli (Chairperson) – Calaveras County; Terry Woodrow – Alpine County; Miles Menetrey – Mariposa County; Buck Condit – Stanislaus County

Board Members Absent: Jeff Brown (Vice-Chairperson) – Amador County

Guests: Lori Sicard – Stanislaus County Deputy Counsel; Mary Ann Lilly – Stanislaus County Health Services Agency; Alan McNany – American Legion Ambulance; Deb Thrasher – Stanislaus County Health Services Agency; Erik Klevmyer – Stanislaus County Office of Emergency Services; Jim Whitworth – Mariposa County Public Health; Chief Mike Johnson – Ebbetts Pass Fire District; Eric Lewis - PHI

Staff: Cindy Murdaugh – Executive Director; Susan Watson – Executive Secretary / Financial Services Assistant; Derek Cole – Agency Counsel; Marilyn Smith – Response and Transport Coordinator; Tom Morton – Communications/Data Systems Coordinator

A. Call to Order

The meeting was called to order at 10:00 AM by Chairperson Tofanelli with a quorum of four members present.

B. Welcome and Introductions

Ms. Watson conducted a roll call of the JPA Board members. Chairperson Tofanelli called for self-introductions by guests.

C. Correspondence

None.

D. Additions, Deletions, Corrections to Agenda

Chairperson Tofanelli asked to move agenda items M and N to occur right after agenda item F.

M/S/C (Woodrow/Menetrey) To approve the agenda as amended.

Motion Passed 4-0-1

E. Public Forum

None.

F. Approval of Consent Calendar

M/S/C (Menetrey/Condit) To approve the consent calendar.

Motion Passed 4-0-1

M. Closed Session

The Board convened closed session at 10:07 AM

N. Results of Closed Session

The Board returned from closed session at 10:53 AM.

Mr. Cole reported the Board of Directors met in closed session to discuss two items, both involving potential litigation. The Board received an update from legal counsel as to both items. The Board gave direction to legal counsel as to both items. No other reportable action was taken.

G. Recruitment for Quality Improvement Coordinator

Ms. Murdaugh explained the need to recruit a Quality Improvement Coordinator to complete the necessary staffing for the upcoming four-member JPA.

The responsibilities of the job will be to work in coordination with the Agency Medical Director to develop and improve Agency policies and procedures, facilitate system-wide medical quality improvement, and ensure compliance with all medical regulatory standards and policies for the Agency. The position will also oversee and implement the Agency's regional education program, as well as participate in disaster preparedness planning and have an active role in the EMS Duty Officer program.

The position requires a Paramedic at the EMS Specialist II level. The present salary range for an EMS Specialist II in the FY 21/22 budget is \$72,417 - \$85,505 annually

The Agency requests the hiring be completed by June 1, 2022 to allow some transition training with the independent contractor who is currently performing the quality improvement functions and whose contract will expire on June 30, 2022.

Chairperson Tofanelli asked how the recruitment would be handled.

Ms. Murdaugh stated the Agency will use Constant Contact, Indeed, and the EMS Authority website to advertise the job.

Chairperson Tofanelli asked if the present salary range is competitive and if it already includes the benefits package.

Ms. Murdaugh said the Agency offers a competitive salary for this type of position. The benefit package will be an additional cost.

Chairperson Tofanelli asked if the Agency is unable to hire by June 30, 2022 would it be possible to still contract with someone to perform the functions.

Jim Whitworth stated he would be glad to help if needed.

Chairperson Tofanelli asked Jim Whitworth if the salary range is competitive.

Jim Whitworth said he thought the salary is good as a place to start.

M/S/C (Woodrow/Menetrey) To direct the recruitment of a Quality Improvement Coordinator.
Motion Passed 4-0-1

H. FY 2020/2021 Financial Audit Report

Ms. Watson presented the draft financial audit report for the fiscal year ending June 30, 2021. This is the fifth and final audit in the current engagement with Stroub Thompson Noble, Certified Public Accountants.

The report is in draft format pending the JPA's written disclosure of the Agency's future operating status after July 1, 2020 which will be addressed in the next agenda item.

The auditing procedures were designed to express an opinion on the financial statements and not to provide assurance about the Agency's internal controls, but during the course of the audit the internal controls were reviewed and updated information provided where needed to the auditor.

The audit was performed in accordance with this country's Generally Accepted Auditing Standards as well as in accordance with Government Auditing Standards issued by the Comptroller of the United States.

The purpose was to obtain reasonable assurance about whether the financial statements are free from material misstatement, and it was concluded that they do fairly represent the financial position of the Agency as of June 30, 2021.

There were no material weaknesses or significant deficiencies noted.

M/S/C (Condit/Woodrow) To accept the draft financial audit report as presented.

Motion Passed 4-0-1

I. Letter to Stroub Thompson Noble CPAs

Ms. Watson explained the letter drafted by Agency Counsel that describes the Agency's intent to continue as a four-member JPA consisting of Alpine, Amador, Calaveras, and Mariposa Counties as of July 1, 2022. This information will be added to the draft financial report and is required because of the impending change in organizational structure. The deadline to submit the finalized audit report to the State EMS Authority is April 30, 2022 and this will be met.

Mr. Cole explained the letter is very general and does provide assurance there will be sufficient funding and an adequate budget reserve to continue operations beyond June 30, 2022.

M/S/C (Woodrow/Menetrey) To approve the letter to Stroub Thompson Noble CPAs.

Motion Passed 4-0-1

J. Withdrawal of Agency Funds from Stanislaus County

Ms. Watson reported she had reached out to the Stanislaus County Auditor and Treasurer offices to ask the process for moving the Agency's funds from Stanislaus County to Calaveras County. A JPA Board Resolution authorizing that transfer is required and is presented here for Board review and approval.

Calaveras County has an account set up for the Agency and has provided the bank account information that will be used to effect the wire transfer when it occurs. The remaining preparation step is to obtain check stock for the Agency to operate from the new account.

Supervisor Condit requested confirmation this transfer would include all monies in the Agency account, including the System Enhancement Funds.

Chairperson Tofanelli affirmed that was the Board's direction.

Supervisors Menetrey and Woodrow concurred with the Board Resolution as presented.

Ms. Sicard reached out to the County Auditor who confirmed the Stanislaus County System Enhancement Funds are comingled with the Agency's funds and are tracked and reported by MVEMSA. The County requested and received an updated System Enhancement Fund balance from MVEMSA on Friday, April 8, 2022. The County does not believe the System Enhancement Funds should be transferred with the rest of the monies because it is a Stanislaus County asset. With the Stanislaus EMS Agency going live in July 2022, it does not make sense to transfer them out to Calaveras County only to transfer them back again to Stanislaus County. The MOU is currently being prepared and requests from MVEMSA for the offset of some costs and reimbursement issues with the simulation manikin are being considered. It is proposed that any resulting associated calculations be included so the money transfer can be clean and not require subsequent transfers later. There should be an agreement for when the transfer will take place and how much money will be involved at that time.

Chairperson Tofanelli noted there have not been any negotiations conducted to discuss the situation and come to an agreement. He requested a meeting some time in the next week or two to address the questions. The Stanislaus Board of Supervisors does not meet again until April 26, 2022 and their approval could come even later than that if there are questions. Meanwhile the Agency is trying to complete its preparation steps for the next fiscal year.

Ms. Sicard said she can be available to meet to discuss these issues prior to the next Board of Supervisors meeting. However there needs to be some understanding regarding the System Enhancement Funds being held in the Stanislaus County Treasury.

Mr. Cole agreed with setting up a meeting involving Counsel, County leadership and Agency leadership. The recommended action for today can be to approve the resolution as it is written very broadly and will be needed when the actual transfer takes place. The transfer itself can be delayed until the discussions are completed. Ms. Sicard has provided a comprehensive draft of the MOU for consideration.

Chairperson Tofanelli agreed with having the resolution passed but would be open to delaying the transfer until at least initial discussions with Stanislaus County have been completed. However the JPA does need to move forward with preparations for the impending organizational change in the Agency.

Supervisors Woodrow and Menetrey concurred with Chairperson Tofanelli.

Supervisor Menetrey asked who is in the Agency group.

Mr. Cole responded the MVEMSA group is composed of himself, Chairperson Tofanelli, Supervisor Woodrow, Cindy Murdaugh, and Susan Watson. He noted that if Supervisor Condit participates in the meetings, there would then be a conflict with the Brown Act as it would create a quorum of the JPA Board.

Supervisor Condit expressed concern over whether or not an agreement is reached. If an agreement is not reached will the money transfer still happen?

Chairperson Tofanelli said whether or not an agreement is reached, he will call a special meeting of the JPA Board to discuss how to move forward at that point.

Supervisor Menetrey asked if this issue still goes to the Stanislaus County Board of Supervisors for some kind of resolution if an agreement is not reached during the negotiation meetings.

Mr. Cole responded that the MOU would address the funds transfer to include what is included and the true up numbers. There is a financial consideration for the Agency to be able to operate from Calaveras County prior to July 1, 2022.

M/S/C (Woodrow/Menetrey) To approve the Board Resolution as written but to delay the transfer of funds until after the discussions with Stanislaus County and a special meeting of the JPA Board has been called to discuss how to move forward.

Motion Passed 3-1-1

A roll call vote was taken:

Alpine Aye
Calaveras Aye
Mariposa Aye
Stanislaus No

K. Signature Authority for Agency Funds in Calaveras County

Ms. Watson presented a Board resolution to authorize two employees to sign checks that will be written on the Agency's account in Calaveras County. The signature authority is not extended to Ms. Watson. This is another preparatory financial step in the Agency's impending organizational change.

M/S/C (Menetrey/Woodrow) To approve the Board Resolution as written.

Motion Passed 4-0-1

L. Planning Discussion

Chairperson Tofanelli expressed concern over the timing of billing for the fourth quarter of FY 21/22 and the receipt of those monies after July 1, 2022. He asked for clarification.

Ms. Watson explained that many of the revenue contracts all require payments to the Agency by a certain time in the fiscal year. Some stakeholders have quarterly or monthly payment arrangements, but all of this invoicing is done in advance. There are no plans to invoice for any time periods beginning July 1, 2022. There are some certification fees invoiced to fire agencies in arrears for the previous month or quarter, so these are the only revenue invoices expected to be issued in July 2022.

Some of the expenses need to be worked out to reflect the organizational changes, but an effort is being made to draw a clear line to keep the separation as clean as possible on July 1st.

Chairperson Tofanelli asked if it would be beneficial for Stanislaus to take over the System Enhancement Fund earlier than July 1st.

Ms. Watson responded that while it would be a cleaner break for MVEMSA, it would depend on when the Stanislaus EMS Agency would be prepared to take on that workload. The current policy requires the EMS Agency of record to support the administration of that fund. Response compliance fines are invoiced in arrears and per the contract the timing for invoicing will have to be worked out regarding the handoff to the Stanislaus EMS Agency since those funds go into the Stanislaus System Enhancement Funds and are not revenue to MVEMSA.

Ms. Sicard expressed the County's willingness and ability to help with the administration of the System Enhancement Funds in advance of the July 1st deadline.

Ms. Murdaugh reported that she and Tom Morton have been working with FirstWatch on the separation of Stanislaus County from the other data integrations the Agency has with FirstWatch. The Agency has not heard back from either FirstWatch or Stanislaus County on whether those communications are happening between Chief Murdock and his team and FirstWatch. MVEMSA can't dictate what Stanislaus County takes over in FirstWatch operations because that creates some financial liability for the County. So it is important for those discussions to happen so there can be a smooth transition. Otherwise, the County will not have the access they need to run the reports needed to monitor the system. In an attempt to help train the Stanislaus OES staff, Ms. Watson has been meeting with Lilybeth George to teach her the EMS financial pieces. Ms. Murdaugh met with Casi Persons on the certification process. But details do need to be worked out so the transition can happen and those discussions have not happened yet.

O. Agency and County Reports

Agency: Ms. Murdaugh reported

- A Zoom meeting is being scheduled with herself, Dr. Kann and the mountain county Health Officers to update them on the Agency's move and the continuity of operations to support their counties. Dr. Johnson has some requests for Alpine County.
- In Amador County the BLS tiered response was delayed until April 13, 2022 due to some preparation work needed in dispatch. The Agency will be monitoring 100% of those responses.
- In Mariposa County the map for the draft contract with Mercy Medical Transport was reviewed by Agency staff. This generated some questions for Dr. Sergienko and a meeting is being scheduled to resolve those questions so the GIS contractor can produce a finalized map for the agreement. The data integration with FirstWatch has been completed and is currently being validated. One concern is over the capture of mutual aid data and that is being addressed with FirstWatch.
- In Calaveras County the OCU is being monitored and the Agency will be running compliance reports soon,
- In Stanislaus County the Agency continues to monitor the BLS tier responses.

Alpine: No report

Mariposa: Please debrief the remaining the JPA Board members via email after the meetings with Stanislaus County.

Stanislaus: No report

Calaveras: There are fiberoptics available at the new Agency office space. There has been some difficulty getting contractors to bid on the work to be done.

P. Next Scheduled Regular Meeting

Monday, May 9, 2022 at 10:00 AM via Zoom.

Q. Adjournment

Chairperson Tofanelli adjourned the meeting at 12:04 PM..