

- CALL TO ORDER The meeting was called to order at 5:30 pm by Robert Sharp, District Board Chair.
- PRESENT Robert Sharp, Chair
Jody Veenker, Vice Chair
Mary Mae Kilpatrick, Secretary
Topah Spoonhunter, Treasurer
Jean Turner, Member-at-Large
Kelli Davis MBA, Interim Chief Executive Officer and Chief Operating Officer
Joy Engblade MD, Chief Medical Officer
Allison Partridge RN, MSN, Chief Nursing Officer
- OPPORTUNITY FOR PUBLIC COMMENT Mr. Sharp announced at this time members of the audience may speak only on items listed on the Notice for this meeting, and speakers will be limited to a maximum of three minutes each. The Board is prohibited from generally discussing or taking action on items not included on the Notice for this meeting. No comments were heard.
- APPOINTMENT OF BOARD MEMBERS TO CEO SELECTION AD HOC COMMITTEE Mr. Sharp called attention to the need to select two Northern Inyo Healthcare District (NIHD) Board members to serve on the Chief Executive Officer (CEO) Selection Ad Hoc Committee. He then proposed that as District Board Chair he appoint Directors Jean Turner and Topah Spoonhunter to serve as members of that Committee. No objections to the appointment of Directors Turner and Spoonhunter were heard.
- APPROVAL OF MINUTES OF THE APRIL 10 2021 SPECIAL BOARD MEETING Mr. Sharp then called attention to approval of the minutes of the April 10 2021 Special Board of Directors meeting. It was moved by Jody Veenker, seconded by Ms. Turner, and unanimously passed to approve the minutes of the April 10 2021 Special Board meeting as presented.
- APPROVAL OF DISTRICT BOARD RESOLUTION 21-03 Director Sharp also called attention to approval of proposed District Board Resolution 21-03 designating Interim Chief Executive Officer Kelli Davis and NIHD Financial Consultant Vinay Behl to act as Authorized Officers for the District's line of credit with Eastern Sierra Community Bank (ESCB). It was moved by Mary Mae Kilpatrick, seconded by Mr. Spoonhunter, and passed by a 4 to 0 vote to approve District Board Resolution 21-03 as presented, with Director Sharp abstaining from the vote.
- APPOINTMENT OF NEW ADVISORS FOR THE NIHD PENSION PLANS Ms. Davis introduced Isabel Safie with Best Best & Krieger to present a proposal to appoint new advisors for the NIHD Pension Plans, in order to realize better returns on Plan investments and to generally improve the overall health of the Plans. Ms. Safie stated the information presented represents the culmination of months of work by District staff and legal

counsel to determine the best set of advisors to take over administration of the District's three retirement Plans: the NIHD/NICLHD Defined Benefit Retirement Plan; the NIHD 401 (a) Retirement Plan; and the NIHD 457 Retirement Plan. During Ms. Safie's presentation the following items were noted:

- The proposed transition of administrators is being recommended by the District Pension Committee, which is made up of District staff and advised by District legal counsel
- The Defined Benefit Plan agreement is 40 years old and a review of the contract is long overdue. The agreement is significantly out-of-date and should have been re-negotiated and modernized decades ago in order to maximize the return on Plan investments.
- The Pension Committee has recommended that *Empower Retirement* be appointed as the new record-keeper for the Defined Contribution (DC 401 (a)) Plan and the 457 Plan effective as of April 28 2021 or as soon as practical thereafter
- The Pension Committee recommends that *Great-West Trust Company, LLC* be appointed as the trustee for the DC Plan and the 457 Plan effective as of April 28 2021 or the date of the execution of the agreements, if later
- The Pension Committee has recommended that *Hooker & Holcombe Investment Advisors, Inc.* be retained as the new consultant and actuary for the Pension Plans effective as of April 28 2021 or as soon as practical thereafter
- The Pension Committee recommends that *Charles Schwab Trust Bank* be selected to act as the custodian of the Pension Plans effective as of April 28 2021 or the date of the execution of the agreements, if later
- A *Trust Agreement* under Internal Revenue Code section 501 (a) for the Pension Plans has been prepared for the purpose of holding Pension Plan assets for the exclusive benefit of participants and their beneficiaries
- The Pension Committee and District legal counsel propose that the NIHD Chief Executive Officer, the Chief Financial Officer, and the Director of Human Resources be designated as the Trustees of the Trust to the Pension Plans effective as of April 28 2021 or the date of the execution of the agreements, if later
- The Pension Committee recommends that *Hooker & Holcombe Investment Advisors Inc.* be further retained to act as the new investment advisor providing discretionary 3(38) investment advisory services for the Plans effective as of April 28 2021

It was also noted that the proposed Pension Plan Trust Agreement will guarantee that the assets of the Plans will be used solely for the benefit of the Plan participants, and that the District is legally prohibited from accessing pension funds for other purposes. Ms. Safie additionally noted that the transition to new service providers will take a certain amount of time to accomplish. The exact cost of the proposed transitions has not yet

been determined, but the change will allow for better cost savings overall and will help to improve the District's cash position.

It was moved by Ms. Veenker, seconded by Mr. Spoonhunter, and passed by a 5 to 0 vote to approve new the new advisors for the NIHD Pension Plans as recommended.

APPROVAL OF
PENSION PLAN TRUST
AGREEMENT

It was additionally moved by Ms. Veenker, seconded by Ms. Turner, and passed by a 5 to 0 vote to establish a Pension Plan Trust Agreement designating the NIHD Chief Executive Officer, Chief Financial Officer, and the Director of Human Resources to act as the Trustees for the NIHD Pension Plans.

APPROVAL OF
DISTRICT BOARD
RESOLUTION 21-04

Ms. Davis called attention to proposed District Board Resolution 21-04 which will memorialize the changes of Advisors for the NIHD Retirement Plans (as presented by Ms. Safie) and will also approve establishing the Trust Agreement for the Pension Plans designating the NIHD Chief Executive Officer, Chief Financial Officer, and Director of Human Resources to be the Trustees of the Trust to the Pension Plans. It was moved by Ms. Veenker, seconded by Mr. Spoonhunter, and unanimously passed to approve District Board Resolution 21-04 as presented.

ADJOURNMENT TO
CLOSED SESSION

At 6:04 pm Mr. Sharp reported the meeting would adjourn to Closed Session to allow the District Board of Directors to:

- A. Conduct a Public Employee Performance Evaluation (*pursuant to Government Code Section 54957(b)*), title: Interim Chief Executive Officer.

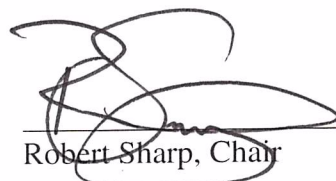
Mr. Sharp noted that no action was expected to be reported out following the conclusion of Closed Session.

RETURN TO OPEN
SESSION AND REPORT
OF ACTION TAKEN

At 7:42 pm the meeting returned to Open Session. Mr. Sharp reported that the Board took no reportable action.

ADJOURNMENT

The meeting was adjourned at 7:42 pm.



Robert Sharp, Chair

Attest:



Mary Mae Kilpatrick, Secretary