A Special Meeting of the Board of Directors of the San Gorgonio Memorial Healthcare District was held on Tuesday, November 19, 2013 in the Administration Boardroom, Banning, California.

Members Present: Lynn Bogh Baldi, Ludwig Cibelli, MD, Joe Dotan, MD, Irwin Reeves
Guests: Jerilynn Kaibel
Legal Counsel: Robert Patterson (Slovak Baron Empey Murphy & Pinkney)
Hospital Staff: Mark Turner (CEO), Bobbi Duffy (Executive Assistant)

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<th>AGENDA ITEM</th>
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<td>Call To Order</td>
<td>Chair Reeves called the meeting to order at 11:34 am.</td>
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<td>Public Comment</td>
<td>None</td>
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<td>NEW BUSINESS</td>
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<td>Irwin Reeves announce resignation as Board Chair</td>
<td>Irwin Reeves resigned his position as Chair of the Healthcare District Board of Directors due to personal issues.</td>
<td>M.S.C. (Dotan/ Cibelli), the SGMHD Board of Directors unanimously approved Lynn Baldi as Chair.</td>
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<td>Appoint new Board officers</td>
<td>Nominations were opened for new Board officers. The nominations were:</td>
<td>M.S.C. (Baldi/ Cibelli), the SGMHD Board of Directors unanimously approved Joe Dotan as Vice Chair.</td>
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<td>Chair – Lynn Baldi</td>
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<td>Vice Chair – Joe Dotan</td>
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<td>Secretary – Irwin Reeves</td>
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<td>Treasurer – Ludwig Cibelli</td>
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| **Resignation of Healthcare District Officers**  
- Mark Turner, CEO  
- Dave Recupero, CFO | Chair Baldi noted that letters from Mark Turner, Chief Executive Officer (CEO) and Dave Recupero, Chief Financial Officer (CFO), resigning their positions for the Healthcare District, were included in the packet. These resignations are effective immediately.  
While this item was not agendized for action, these resignations were accepted by the Board on the recommendation of legal counsel, Robert Patterson. | M.S.C. (Dotan/Reeves), the SGMHD Board of Directors unanimously accepted the resignations of Mark Turner, CEO and Dave Recupero, CFO. |
| **Review/Approve proposed bylaw changes** | Robert Patterson briefly reviewed the proposed changes shown in the red-lined version of the Healthcare District bylaws. The proposed changes are:  
- Page 3 – Article IV. Officers - Period that officers hold change from two years to one year.  
- Page 4 – Article VIII. CEO – change “shall” to “may” in the first sentence and remove the last sentence of this paragraph. | M.S.C. (Cibelli/Dotan), the SGMHD Board of Directors unanimously approved the bylaw changes as presented. |
| **Approve Resolution #2013-03**  
RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN GORGONIO MEMORIAL | Robert Patterson briefly reviewed Resolution #2013-03 noting that since the CEO and CFO have resigned from those positions with the Healthcare District, there is a need for other appointees to perform those duties.  
A suggestion was made to add the following to Item #3 of this Resolution: “The Board Chair shall review all actions referred to in paragraphs 1 and 2.” | M.S.C. (Cibelli/Dotan), the SGMHD Board of Directors unanimously approved Resolution #2013-03 with the |
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<td>HEALTHCARE DISTRICT APPROVING AN AMENDMENT OF THE DISTRICT’S BYLAWS AND AUTHORIZING PERSONS TO SIGN OR ENDORSE CHECKS AND OTHER FINANCIAL DOCUMENTS AND TO CARRY OUT VARIOUS DUTIES ON BEHALF OF THE DISTRICT</td>
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<td>recommended addition to Item #3.</td>
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<td>Approve Best Best &amp; Krieger Engagement Letter</td>
<td>Robert Patterson noted that this engagement letter with Best Best &amp; Krieger will bring on Grover Trask and Parissh Knox to keep the Healthcare District free of any potential conflicts of interest while exploring and potential completion of an affiliation with Loma Linda University.</td>
<td>M.S.C. (Reeves/Cibelli), the SGMHD Board of Directors unanimously approved the Best Best &amp; Krieger Engagement Letter as presented.</td>
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<td>Adjournment</td>
<td>The meeting was adjourned at 12:07 am.</td>
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In accordance with The Brown Act, Section 54957.5, all reports and handouts discussed during this Open Session meeting are public records and are available for public inspection. These reports and/or handouts are available for review at the Hospital Administration office located at 600 N. Highland Springs Avenue, Banning, CA 92220 during regular business hours, Monday through Friday, 8:00 am - 4:30 pm.

Minutes respectfully submitted by Bobbi Duffy, Executive Assistant