REGULAR BOARD MEETING
MINUTES

Tuesday, August 25, 2026, 12:00PM
1120 I Street
Reedley, CA 93654

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BOARD MEMBERS PRESENT:	**REPRESENTATION**
Vacant	Zone 2
Bruce Hunter	Zone 1
Lydia Martinez	Zone 4
Kathy Omachi	Zone 5

BOARD MEMBERS ABSENT:	**REPRESENTATION**
Charity Thonesen	Zone 3

BOARD STAFF PRESENT:	**TITLE**
Chinayera Black Hardaman, MPA	Chief Executive Officer
Merari Gutierrez	Finance/Program Manager
Brooke Garcia	Executive Assistant

OTHERS PRESENT:	
Teresa Jacques via TEAMS	Chief Financial Officer (Contracted)
Nicholas Andrade	Certified Public Accountant
Amy Ford via TEAMS	Ford Consulting

1.0 CALL TO ORDER:
The meeting was called to order at 12:04 p.m. by Chair Bruce Hunter.

2.0 ROLL CALL:
Present: Lydia Martinez, Kathy Omachi, and Bruce Hunter.
Absent: Charity Thonesen

3.0 CONSENT AGENDA (ACTION)
3.1 **Consideration of the District Agenda**

Board Member Lydia Martinez stated that she would need to leave the meeting early and requested that items requiring Board action be addressed at the beginning of the meeting.

CEO Chinayera Black suggested moving Item 5.3, CEO Report, to the end of the meeting. Board Member Kathy Omachi noted that this adjustment may not be feasible due to the scheduled Closed Session.

Program/Finance Manager Merari Gutierrez stated that the Closed Session may not be able to proceed with only two Board Members present. CEO Chianyera Black stated that she would consult with legal counsel to confirm whether two Board Members may meet with legal counsel regarding the matter listed under Item 6.0, Closed Session.

CEO Chinayera Back also noted that Item 8.0 should be updated to reflect September 25, 2026, as the date of the next Board meeting.

3.2 Consideration of the District Minutes
- **3.2.a June 3, 2026, Special Board Meeting**
- **3.2.b June 18, 2026, Special Board Meeting**
- **3.2.c June 23, 2026, Regular Board Meeting**
- **3.2.d July 25, 2026, Special Board Meeting**

3.3 Consideration of June and July Financials

ACTION: Motion to approve the District Consent Agenda with proposed modifications. M/S Omachi/Martinez. Motion passed: Hunter-aye, Omachi-aye, and Martinez-aye. Absent: Charity Thonesen

4.0 PUBLIC COMMENT

None

5.0 ACTION/DISCUSSION

5.1 CONSIDERATION OF ENTERING INTO A PROFESSIONAL SERVICES AGREEMENTS FOR FRACTIONAL CHIEF FINANCIAL OFFICER AND CONSULTING SERVICES

5.1.a Enter into a professional services contract with Nicholas Andrade CPA firm for CFO services

CEO Chinayera Black reminded the Board that CFO Teresa Jacques will be retiring from the District and transitioning into full-time retirement.

Following the announcement of Ms. Jacques' retirement, the District issued a Request for Proposals (RFP) for Fractional Chief Financial Officer (CFO) services on July 14, 2026. Four proposals were received and evaluated based on the respective scopes of work and proposed services.

CEO Chinayera Black offered positive regards for Nicholas Andrade, CPA, which was the only proposer who contacted the District to request additional information and clarification regarding the scope and nature of the services. Mr. Andrade also contacted CFO Teresa Jacques for insight prior to submitting a proposal. Mr. Andrade has an established working relationship with the District's auditors.

Mr. Andrade has 20 years of experience in public accounting and currently provides services to two nonprofit organizations and one governmental entity. He is also a member of the American Institute of Certified Public Accountants (AICPA).

CFO Teresa Jacques stated that she reviewed the proposals and determined that Mr. Andrade would be the best fit for the District based on his experience working with smaller agencies.

5.1.b Enter into a Professional Services Contract with Teresa Jacques for Financial Consulting Services

The Board considered entering into a six-month Professional Services Agreement with Teresa Jacques to provide financial consulting services at a rate of $200 per hour. The consulting services will assist with the training and transition of the District's incoming CFO, Nicholas Andrade.

Ms. Jacques' current contract is scheduled to expire in August 2026. The proposed consulting agreement will provide continuity during the transition and support the incoming CFO with the District's financial operations.

ACTION: Motion to approve the Professional Services Agreement with Nicholas Andrade, CPA, for Fractional Chief Financial Officer services at an annual cost of $45,000, and the Professional Services Agreement with Teresa Jacques for financial consulting services at a rate of $200 per hour. M/S Martrinez/Omachi. Motion passed: Hunter-aye, Omachi-aye, and Martinez-aye. Absent: Charity Thonesen.

5.2 SEISMIC COMPLIANCE PROGRESS UPDATE

Project Manager Amy Ford of Ford Consulting provided the Board with an update on the District's seismic compliance project.

- **March HCAI Milestone Update**

  Ms. Ford reported that construction drawings for NPC-4D and NPC-5, submitted to the Department of Health Care Access and Information (HCAI) on March 1, 2026, remain under HCAI review.

  CEO Chinayera Black asked Ms. Ford to explain the HCAI grant reimbursement review process. Ms. Ford explained that HCAI reviews submitted drawings and may request additional information or clarification before granting approval. It was noted that the process is iterative and may involve multiple rounds of review.

  Ms. Ford reported that the SPC-4D and MT CAP submissions have been approved; however, approval of the MT CAP mechanical building remains pending.

- **Operating Room Generator Issue**

  Ms. Ford reported that a 2022 code requirement mandates generator power for the operating room as a safety measure. The project team is evaluating cost-effective options to achieve compliance.

  Board Member Bruce Hunter asked whether the operating room has a separate heating and air-conditioning system from the hospital. Ms. Ford stated that the project engineers are currently investigating the matter.

  Ms. Ford also reported that HCAI requires a cover sheet signed by Adventist Health acknowledging its agreement to coordinate plan review capacity for NPC-5 and address emergency planning requirements in the event of water

rationing. The applicable parameters will be incorporated into Adventist Health's operational emergency planning documents.

CEO Chinayera Black stated that involving the City Manager would be beneficial to ensure the City can build the necessary capacity to support their role in the project.

- **Estimation Update**
  Ms. Ford reported that she is obtaining updated project estimates for the District. She noted that some estimates have been higher than anticipated and stated that the Board's decision to obtain an independent estimate was prudent and will provide a benchmark for evaluating project costs.

- **Future Construction Update**
  Ms. Ford reported that the first major construction work at the Reedley hospital is anticipated to begin within the next six months, subject to completion of HCAI's review and approval of the mechanical building.

5.4 BIENNIAL CONSIDERATION OF CONFLICT-OF-INTEREST CODE

CEO Chinayera Black reported that the District's Conflict-of-Interest Code is subject to biennial review. As part of the current review, one update was made to the list of designated positions. The Program/Finance Manager position was added as a designated position due to its involvement in the grant selection process.

ACTION: Motion to approve the Conflict-of-Interest Code as presented. M/S Omachi/Hunter. Motion passed: Hunter-aye, Omachi-aye, and Martinez-aye. Absent: Charity Thonesen.

5.5 CONSIDERATION OF DISTRICT POLICIES

5.5.a Fiscal Policy No. 4.9.b – Travel and Associated Expenses (amendment)

The Board considered proposed amendments to Fiscal Policy No. 4.9.b – Travel and Associated Expenses. The proposed amendments would add "outreach events" as a qualifying occurrence and amend Paragraph 5 to state that staff $50 stipend per round trip for staff who use personal vehicles to transport District materials to outreach events.

CEO Chinayera Black reported that the proposed amendment had previously been presented to the Finance Committee in April for consideration and inclusion in the budget.

Board Member Lydia Martinez commented that unloading materials at outreach events can be difficult for staff. CEO Chinayera Black stated that, when possible, she coordinates with event partners to assist staff with unloading. She also noted that the District does not participate in outdoor events when temperatures exceed 102 degrees.

Board Member Bruce Hunter asked whether the proposed $50 stipend was sufficient or whether a higher amount should be considered. CEO Chianyera Black explained that the stipend is intended to cover the use of a staff member's personal vehicle and is not intended to compensate staff for their time, as staff are already compensated through their regular salaries.

Program/Finance Manager Merari Gutierrez stated that funds had been included in the budget to purchase more compact light-weight equipment,

which would make it easier for staff to transport and unload District materials at outreach events.

ACTION: Motion to approve the amendment to Fiscal Policy No. 4.9.b – Travel and Associated Expenses as presented. M/S Martinez/Hunter. Motion passed: Hunter-aye, Omachi-aye, and Martinez-aye. Absent: Charity Thonesen.

5.5.b Fiscal Policy No. 4.18 – Longevity Stipend (new)

CEO Chinayera Black reported that during budget prep, the Finance Committee was informed that a staff member had reached the final step of the established salary scale. To address this circumstance, the proposed Longevity Stipend is intended to provide eligible staff with a stipend upon reaching seven years of service in the same class, based on their performance evaluation.

CEO Chinayera Black explained that the stipend would be calculated as a percentage of the employee's salary based on the employee's performance rating, with evaluations ranging from 1 to 4 determining the applicable percentage.

Board Member Lydia Martinez asked whether adding additional salary steps could be considered as an alternative. CEO Chinayera Black explained that most government agencies have established salary ranges consistent with the District's. Adding additional steps to the salary schedule will cause unlimited compounding of salaries which will eventually become cost prohibitive for the District. This stipend option allows for added compensation with compounding salaries.

Board Member Kathy Omachi asked which option would be more advantageous for staff. CEO Chinayera Black explained that staff are also eligible for cost-of-living adjustment (COLA) when approved by the Board, but the proposed Longevity Stipend would be separate from both COLA adjustments and regular salary-step increases.

ACTION: Motion to approve Fiscal Policy No. 4.18 – Longevity Stipend as presented. M/S Martinez/Omachi. Motion passed: Hunter-aye, Omachi-aye, and Martinez-aye. Absent: Charity Thonesen.

5.5.c Global Governance Policy No. 1.7.a – Meeting and/or Occurrence Stipend (Amendment)

CEO Chinayera Black presented proposed amendments to Global Governance Policy No. 1.7.a – Meeting and/or Occurrence Stipend. She explained that the proposed amendment was developed to address circumstances that may affect a Board Member's ability to travel to District-related meetings or events. CEO Chinayera Black stated that, in consultation with CFO Teresa Jacques, the District would allow reimbursement for transportation services, based upon Uber rates, for Board members with extenuating travel circumstances. The transportation reimbursement would be in addition to the existing stipend.

Board Member Kathy Omachi stated that the proposed amendment would establish parameters regarding the stipend and related reimbursements. CEO Chinayera Black explained that the policy also governs Board Member stipends. Historically, Board Members generally did not submit claims for available stipends; however, the stipends were budgeted based on an average of three

occurrences per month. She noted that stipend claims have increased and that the District exceeded the amount budgeted during FY 25-26.

CEO Chianyera Black further noted that the current policy requires the CEO to approve qualifying events. She recommended that event approval instead be made by the Board Chair to avoid placing staff in the position of managing potentially sensitive matters involving Board Members.

Board Member Lydia Martinez noted that the policy references up to five occurrences per month and questioned why the District budget was based on three occurrences. She stated that the policy and budget should be consistent. CEO clarified that the CA Health & Safety Code allows for up to 5 stipends per month. However, the budget assumes an *average* of 3 stipends per month, assuming some months might be more while other months might be less.

CEO Chianyera Black acknowledged that the stipend had historically been communicated to Board Members based on the District's prior practice and culture. She noted that the District is currently involved in additional legal matters and construction activities, which have resulted in an increased number of required meetings and Board-related responsibilities, leaving less available for events.

Ms. Martinez stated that this would be her final Board meeting due to her resignation and that, although she was unable to provide her resignation letter at the meeting.

Board Member Kathy Omachi stated that she appreciated Ms. Martinez sharing her perspective and that the discussion was beneficial in identifying an issue that should be addressed by the Board. Ms. Martinez stated that she will return the District-issued iPad and District shirts and submit her formal letter of resignation at a later date.

Following the discussion, Board Member Omachi moved to postpone consideration of the proposed amendment to Global Governance Policy No. 1.7.a and continue the discussion at the next Board meeting.

Board Member Omachi requested that the discussion be paused and suggested a five-minute break. She thanked Ms. Martinez for her service to the District.

Board Member Lydia Martinez exited the meeting at 1:20 p.m.

Recess: The Board recessed at 1:21 p.m. and reconvened at 1:51 p.m.

9.0 ADJOURNMENT

Due to the lack of a quorum, the Chair adjourned the meeting at 1:53 p.m.

Respectfully submitted Cindy Thomson