



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
-------------	-------------------------	---

PRESENT AT MEETING:	<p>Board Members: Roger Kahn, President; John Mohun, Vice President; Karen Sessler, M.D., Secretary; Larry Long, Treasurer; Dale Chamblin, Board Member</p> <p>Staff: Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Jeanne McAuliffe, Executive Assistant</p> <p>Others: Steve Gross, Legal Counsel; Bill Abalona, Legal Counsel</p>	
1. Call to Order	Mr. Kahn called the meeting to order at 4:00 p.m.	
2. Roll Call	Roll call reflected that all Board Members were present.	
3. Clear the Agenda/Items Not On the Posted Agenda	<ul style="list-style-type: none"> • Mr. Kahn: <ul style="list-style-type: none"> ✓ Cleared the agenda; ✓ Announced the items that will be heard in closed session this evening; • Mr. Gross stated that he has been made aware of a change to the Brown Act and agenda item 5C should actually be California Government Code Section 54956.9(d). 	
4. Input -- Audience Employee Associations	Audience input was sought, but none was offered.	
5. Closed Session:	The meeting proceeded into closed session at 4:05 p.m.	
A. Approval of closed session minutes of	A copy of the attachment is in the closed session packet.	<u>It was moved by Dr. Sessler and seconded by Mr. Mohun to approve the closed session minutes of 2/26/13 as presented. Motion carried unanimously.</u>
B. Health & Safety Code Section 32155: Quality Report	Ms. Van Gelder joined the meeting for this agenda item and reviewed the Quality Report.	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
C. California Government Code Section 54956.9(c): Potential Litigation (1 case)	Mr. Schapper presented the details of the potential case. Discussion was held.	
D. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation		
E. Health & Safety Code Section 32155: Medical Staff Credentials	Dr. Barta and Ms. Schnieder joined the meeting for this agenda item. Dr. Barta presented the Medical Staff credentials as recommended for approval by the Medical Staff Executive Committee.	<u>It was moved by Mr. Long and seconded by Mr. Mohun to approve the Medical Staff Credentials, items 1 a) – c) on the Medical Staff Executive Committee agenda and listed in these minutes, as presented and recommended for approval by the Medical Staff Executive Committee. Motion carried unanimously.</u>
6. Dinner Break	A dinner break was taken at 5:45 p.m.	
7. Open Session Call To Order	Mr. Kahn called the open session to order at 6:17 p.m.	
PRESENT FOR OPEN SESSION:	Board Members: Roger Kahn, President; John Mohun, Vice President; Karen Sessler, M.D., Secretary; Larry Long, Treasurer Staff: Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Jayne O'Flanagan, Director, HR; Martha Simon, Director, Fund Development; Linda Harman, RN, Director, Surgical Services; Stephanie Hanson, RN, Administrative Director, Home	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	Health/Hospice; Lynn Barr, Chief Innovation Officer; Rick McConn, Director, Facilities Development; Alex MacLennan, Non-Clinical Educator; Jim Sturtevant, RN, Director Inpatient Services; Ted Owens, Director, Community Development; Paige Thomason, Director, Marketing & Communications; Janet Van Gelder, RN, Director, Quality; Jeanne McAuliffe, Executive Assistant, Michelle Cook, Administrative Assistant, Nursing Others Present: Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff; Bob Chase, M.D.; Mike Geney; Jay Skutt	
8. Clear The Agenda/Items Not on the Posted Agenda	The agenda was cleared. Mr. Kahn asked if there were any changes to the posted agenda. There were none.	
9. Input – Audience	Audience input was sought, but none was offered.	
10. Input From Employee Associations	None.	
11. Medical Staff Report		
A. IVCH Committee: Annual Approval of Policies and Procedures B. Quality Committee: <ul style="list-style-type: none"> ○ QA Plan ○ Falls Policy ○ Hand Off Communication 	<ul style="list-style-type: none"> • Dr. Barta gave the medical staff report, highlights as follows: <ul style="list-style-type: none"> ✓ Training for Just Culture will be held in early fall for the medical staff; ✓ The status of the Medical Director of Strategic Planning & Innovation role was given to MEC; ✓ An update was given on aligning the hospital both nationally and locally with the ACO model, Sierra Crest hospitals and Renown; ✓ Dr. Zipkin is interested in the Wellness Neighborhood, which is good; ✓ The Chief Nursing Officer informed the physicians about the new nursing structure • Approval Items: 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	<ul style="list-style-type: none"> ✓ Annual Approval of IVCH Policies & Procedures; and ✓ Quality Committee: <ul style="list-style-type: none"> ➤ QA Plan ➤ Falls Policy ➤ Hand Off Communication 	<p><u>It was moved by Mr. Long and seconded by Dr. Sessler to approve the approval items 1 and 2 as listed on the Medical Executive Committee agenda. Motion carried unanimously.</u></p>
<p>12. Consent Calendar:</p> <p>A. Minutes of Meetings of: 2/26/13; 3/5/13</p> <p>B. Financial Report – December 2012</p> <p>C. New Contracts</p> <p> a. Chair, Medical Education Committee for Charles Zipkin, M.D.</p> <p> b. Grant Agreement – North Tahoe Family Resource Center and Family Resource Center of Truckee</p> <p> c. PSA for Administrative Medical Director, Shawni Coll, D.O.</p> <p>D. Renewal Contract, Amendment to PSA for Diane Higgins, M.D.</p>	<p>Mr. Kahn asked if anyone would like to pull anything from the consent calendar. No one did.</p>	<p><u>It was moved by Mr. Mohun and seconded by Mr. Long to approve items A – D as listed on the agenda and in these minutes, as presented. Motion carried unanimously.</u></p>
<p>11. Executive Officer’s Report</p> <p>A. COO Operations Report</p> <p>B. Nursing Report</p> <p>C. Legislative/Community</p>	<ul style="list-style-type: none"> • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ The written report is in the packet; ✓ He commented that in the consent calendar, the Board approved the range and rate for Medical Director of 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<p>Update D. IVCH Report E. CIO/EHR Report</p>	<p>Planning and Innovation and the North Tahoe FRC /Truckee Resource Grant;</p> <ul style="list-style-type: none"> ✓ After the last group of the Board attends the Estes Park Conference in April, a facilitated debriefing will be scheduled on site in May for everyone who attended Estes Park; ✓ It could be opened up to the balance of the medical staff for all who would like to attend; ✓ Steve Chihos will facilitate the meeting; ✓ He has spoken with Dr. Zipkin with regard to his interest in the Medical Director of the Wellness Neighborhood, this contract will go through Governance next month, this is a part time role; ✓ With all the Strategic initiatives with the Sierra Crest Hospitals, broader ACO strategies being put in place and other initiatives, Ms. Barr will not be able to continue to devote the time to the Wellness Neighborhood; ✓ Next month, he will be coming to the Board for approval to hire an Executive Director of the Wellness Neighborhood; ✓ This position will support the medical staff and particularly the medical directors for each of the medical homes with Dr. Zipkin; <ul style="list-style-type: none"> • Chief Operating Report: Ms. Razo reported, highlights as follows: <ul style="list-style-type: none"> ✓ Much of her time is being spent on the ED On-Call solutions; ✓ Previously, the District received an award for patient satisfaction scores for being in the top 20 hospitals; ✓ We recently heard from Healthgrades, an independent 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
-------------	-------------------------	---

	<p>organization that posts data outside of CMS, who called to let us know that we are in the top 10% of the hospitals in the nation and our information will be posted on their website;</p> <ul style="list-style-type: none"> ✓ There are price tags and strings attached to that, which we are in the process of finding out about; ✓ Recognitions like this we tend to take for granted, but if it were not for our front line staff absolutely meeting our patient's needs we would not receive these recognitions; ✓ The California Hospital Association(CHAs) received some grant money to report the financial health & wellbeing of Critical Access Hospital's (CAHs) to ensure CAHs had training around pneumonia care core measures; ✓ With that work and outcomes accomplished, CHA recommended us to another organization which is now recognizing us in Quality Improvement; ✓ We received a nice certificate; • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ We are one of six hospitals to be recognized for Quality Improvement, a select group of CAH's in the country on the pathway for transformation for healthcare reform using the Baldrige criteria; ✓ He doesn't know if Healthgrades is aware that we were one of the first CAH's to use the Baldrige framework; ✓ We are very much leaders in these areas, it is the value differentiation that is becoming so meaningful in this new era, but we have been working on this all along; • Mr. Kahn stated that he would like to let staff know that the Board is very appreciative of all the hard work they do; • Mr. Chamblin asked if there is a plan to get this information 	
--	--	--



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	<p>out to the community;</p> <ul style="list-style-type: none"> • Mr. Schapper responded that Ms. Thomason is working on getting communication out; • Nursing Report, Ms. Newland stated: <ul style="list-style-type: none"> ✓ When the community reaches out to the hospital to help support them during a difficult time, it is wonderful to have programs to help out, such as Renés Place; ✓ She thanked Ms. Hanson and her staff and also Ms. Simon and her staff for the philanthropic support to do these kinds of programs; • IVCH Report, Ms. Newland stated: <ul style="list-style-type: none"> ✓ The Incline Village Foundation has been prioritizing their goals; ✓ A retreat will be held on Tuesday, 4/2 to understand the Strategic Plan for the Health System, IVCH strategies and initiatives that align with the System; ✓ Michelle Schmitter will take that information and share where they've been, where they are and where philanthropy is going; ✓ A brainstorming session will follow to strategize how the Foundation will support the Health System; ✓ Steve Chihos will be facilitating. • CIO Report, Ms. Barr stated: <ul style="list-style-type: none"> ✓ Due diligence is being done for a \$300,000 award for EMR's to support the Sierra Crest ACO's; ✓ Work is being done with Dr. Bittman on a structure. 	
<p>12. Board Committee Reports/Recommendations</p>		
<p>A. Finance Committee</p>	<p>Mr. Long stated</p> <ul style="list-style-type: none"> • Finance Committee met last week; 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	<ul style="list-style-type: none"> • They looked at the Separate Business Units and TIRHR financial data through December 2012; • The Budget will most likely not be ready until August instead of the usual June this year due to the EHR conversion. 	
<p>CPSI Conversion Status</p>	<ul style="list-style-type: none"> • Mr. Long asked that the memo submitted to Finance Committee be included in the packet for the full Board; • Ms. Betts stated: <ul style="list-style-type: none"> ✓ It is anticipated that January and February financials will be ready to be presented at the April Finance Committee meeting; ✓ At the May meeting, March and April financials; ✓ This will get us back on track by the end of the fiscal year; ✓ As Mr. Long mentioned, they anticipate bringing the Budget to the Board in August instead of June; ✓ In the meantime, we anticipate using the 2013 numbers as targets and any known numbers until the 2014 Budget can be put together; ✓ She expects that as the next few months financials come out we will continue to see the AR increase, but should begin to come down; ✓ We hope normal cash flow will be in place by June 30th, cash flow is being monitored almost daily; ✓ Communication is now being sent out to patients explaining why the bills are late; ✓ The plan is to begin with IVCH patients since that is a smaller number of patients. 	
<p>B. Quality Committee Meeting – 3/19/13</p>	<ul style="list-style-type: none"> • Dr. Sessler stated that Quality Committee met on March 19th, she asked Ms. Razo if she would like to report; 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<p>“Just Culture” 2 Hour Training for the Board of Directors – October 1, 2 or 3</p>	<ul style="list-style-type: none"> • Ms Razo stated: <ul style="list-style-type: none"> ✓ The District has been going through training to become a “Just Culture” organization; ✓ This initiative is a big part of being “the best place to work and practice”. ✓ “Just Culture” is where the organization embraces becoming a learning organization and requires accountability of the organization and individuals involved in adverse events ✓ The Just Culture model focus is on at “risk behavior” and implementing strategies to lower the at risk behavior and prevent it from occurring again; ✓ Staff and management feedback has been very positive; ✓ As management and staff continues to learn how to use this model, we believe that the medical staff and Board would benefit from some education as well; ✓ This model works very well in high risk industries, like healthcare; ✓ Dates are being put together in the fall for training that works for the medical staff; ✓ We are looking at tailoring the education to the medical staff and looking to see if he Board would be willing to attend a 2 hour training session; ✓ It will give the Board information and understanding about what the organization is doing; • Dr. Sesser stated: <ul style="list-style-type: none"> ✓ A good analogy is the Board understanding the Baldrige framework, this is a similar situation where the Board needs a high level overview of what this means because it will become an integral part of the way the 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	<p>organization does business;</p> <ul style="list-style-type: none"> ✓ We're looking at dates in early October; • Mr. Kahn stated that he will be out of town; • Ms. Razo stated that she wants to determine if it would be better to have specific training just for the Board or if it would be possible for Board Members to attend any session; • Dr. Sessler continued: <ul style="list-style-type: none"> ✓ Quality Committee learned that OSHPD has information available on their website and have allowed organizations to submit letters explaining the data posted; ✓ Our numbers tend to be skewed due to the smaller numbers of patients with certain illnesses; ✓ The Quality Assurance Process Improvement Plan was reviewed in depth at the previous meeting, it came back in final; ✓ A family member patient complaint came to the Quality Committee, the committee is keeping track of how the organization is learning from the patient/family; • Mr. Mohun asked if the "Just Culture" will be used in patient/family issues as we move forward; • Ms. Razo explained how this can be used. 	
<p>C. Governance Committee Meeting – 3/26/13</p>	<p>Mr. Mohun stated:</p> <ul style="list-style-type: none"> • The contracts the committee reviewed were approved on the consent calendar; • Due to the large agenda, many of the agenda items were not covered and were deferred to the April 11th meeting. 	
<p>13. Items for Board Discussion And/Or Action</p>		



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<p>A. ED/SPD</p>	<ul style="list-style-type: none"> • Mr. Geney stated that there were responsive bidders; <ul style="list-style-type: none"> ✓ Some of the contractors that submitted bids were within our budget, some were not; ✓ The recommendation is for the Board to reject the bids, go back to the bids that were within budget and review the estimates to see where there might be some savings; ✓ For those over budget, to review those to determine why they are over budget; ✓ If the contractors don't wish to negotiate with us, we would go outside the pool; • Mr. Kahn asked if the bids are within our parameters, why we are rejecting the bids; • Mr. Geney stated that it is for consistency; • Dr. Sessler asked about the photo copies in the packet; • Mr. Geney stated that those are photo copies of the bids; <ul style="list-style-type: none"> ✓ They are looking for a motion to award contracts to contractors listed within the document recommending award, there is also a cost breakdown, ✓ Secondly, they would like the Board to reject the 10 bids received and authorize staff to dispense with competitive bidding and take up negotiations first with the contractors who submitted those bids and if those are unsuccessful to move to a second or third option. 	<p><u>It was moved by Mr. Chamblin and seconded by Dr. Sessler to award contracts to contractors listed in the document recommending award and to reject the 10 bids received and authorize staff to dispense with competitive bidding and take up negotiations first with the contractors who submitted bids and if those are unsuccessful to move to a second or third option. Motion carried unanimously.</u></p>
<p>B. Board Self-Assessment Goals 2012-2013</p>	<ul style="list-style-type: none"> • Dr. Sessler stated: <ul style="list-style-type: none"> ✓ The Board had a very successful meeting last month, the minutes are in the packet; ✓ Also in the packet is a table of goals that came out of the meeting; ✓ In Governance committee today, it was mentioned that 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	<p>compliance issues need to be included in the table, she was wondering how this should be worded;</p> <ul style="list-style-type: none"> • Mr. Mohun suggested: <ul style="list-style-type: none"> ✓ This be added under the Duty of Care to be aware of compliance and how important it is; ✓ It could also be brought in through Education as the Board needs to be familiar with both federal and state requirements and review quarterly; ✓ This could be a quarterly educational session by Ms. Newland or Ms. Beck; • Ms. Newland stated that the Annual Compliance report will be going to Governance Committee in May; • Mr. Kahn asked for a full Board Report after that; • Mr. Long stated that item 2 is something they are already doing; • Dr. Sessler responded that there are two components to item 2: 1) Is the rolling calendar; and 2) The Board knowing what reports they want to see and when they will see them; • Mr. Kahn stated that the idea is to organize reports and have them come through the consent calendar; • Dr. Sessler: <ul style="list-style-type: none"> ✓ Agreed that the idea is not to spend so much time listening to reports and to spend more time discussing strategic issues; ✓ On the second page, 4th item down is assigned to staff and Strategic Planning, should be corrected to read "Governance Committee", ✓ The Board will receive annual education and reports in corporate compliance. 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<p>15. Agenda Input For Upcoming Committee Meetings</p>	<ul style="list-style-type: none"> • M. Kahn stated that Personnel Committee will most likely meet next month regarding employee negotiations; • Mr. Schapper stated that they will also get a quarterly update on the Best Place to Practice; • Dr. Sessler stated that the Written CEO succession plan and CEO evaluation should be added to Personnel Committee agenda as well; • Dr. Sessler stated that The Tahoe Institute for Rural Health Research meets on Monday, 4/1; • Mr. Kahn stated that there is a retreat with the Foundation Board members down in San Diego that doesn't finish until noon on Board day in April; • Mr. Mohun stated that the next Governance Committee meeting is on April 11th. 	
<p>16. Items for Next Meeting</p>	<p>Mr. Kahn stated that we need to talk about Truckee Surgery Center, a memo was received from Mr. Cross asking for direction from the Board;</p>	
<p>17. Board Members Reports/Closing Remarks</p>	<ul style="list-style-type: none"> • Dr. Sessler stated: <ul style="list-style-type: none"> ✓ The hospital where she was born and a volunteer when she was in high school is still closed five months after Hurricane Sandy; ✓ There are huge repercussions in the community; ✓ Like Tahoe Forest, they are the largest employer in the community; ✓ Many people lost their house, their car, now their job and health insurance from that tragedy; ✓ This hospital is here for the community, we need to recognize the value because sometimes it takes a tragedy in the community to realize what a resource and special place this is; 	



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	✓ What are the risks to the community and how do we prepare for threats to the institution because it is a key component to the success of the community.	
18. Closed Session Continued, If Necessary	The meeting reconvened into closed session at 7:42 p.m. for the Medical Staff Credential Report.	
19. Open Session	The meeting reconvened into open session at 7:58 p.m.	
20. Report of any Reportable Actions Taken in closed session	There were no reportable actions.	
21. Adjourn	The meeting adjourned at 7:59 p.m.	

jlm