



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
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PRESENT AT MEETING:	<p>Board Members: John Mohun, President; Larry Long, Vice President; Karen Sessler, M.D., Secretary; Dale Chamblin, Treasurer; Roger Kahn</p> <p>Staff: Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, CNO/IVCH Administrator; Terri Schneider, CPMSM, Medical Staff Services</p> <p>Others: Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff</p>	
1. Call to Order	Mr. Mohun called the meeting to order at 6:02 p.m.	
2. Roll Call	The Roll Call reflected that all Board members were present.	
3. Clear the Agenda/Items Not On the Posted Agenda	The agenda was cleared. There were no changes made to the posted agenda.	
4. Input -- Audience Employee Associations	Audience input was asked, but none was offered.	
5. Closed Session:	The meeting proceeded into closed session at 4:20 p.m.	
A. Approval of closed session minutes of 05/20/14, 05/27/14	A copy of the attachment is in the closed session packet.	
B. 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. Kahn and seconded by Mr. Long to approve the Medical Staff Credentials items 1 - 6 on the Medical Staff Executive Committee Agenda and listed in the closed session minutes, as presented and recommended for approval by the Medical Staff Executive Committee. Motion</u>



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		<u>carried</u>
6. Dinner Break	A dinner break was taken at 5:30 p.m.	
7. Open Session Call To Order	Mr. Mohun called the open session to order at 6:02 p.m.	
PRESENT FOR OPEN SESSION:	<p>Board Members: John Mohun, President; Larry Long, Vice President; Karen Sessler, M.D., Board Secretary; Dale Chamblin, Treasurer;</p> <p>Staff: Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Terri Schnieder, CPMSM, Director, Medical Staff Services; Others Present: Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff</p>	
8. Clear The Agenda/Items Not on the Posted Agenda	The agenda was cleared. No changes were made to the posted agenda. Mr. Mohun requested to move up Item 15. C 4, Rehab Services 30 day contract extension.	
9. Input Audience	Audience input was asked. None was offered.	
10. Input From Employee Associations	Employee Associations input was asked, but none was offered.	
11. Medical Staff Report	<p>Dr. Barta gave the Medical Staff Report. Attachment is in the packet.</p> <p>The following was highlighted from the MEC Report to the Board:</p> <ul style="list-style-type: none"> • Medical Staff Family Picnic on 9/7/14; • General Medical Staff meeting on 9/24/14 at Christy Hill; • Administrative Update provided by Mr. Schapper, Ms. Razo and Ms. Newland; • Mr. Mohun presented reported on Board initiatives. 	



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<p>A. Approval of Medical Staff Consent Agenda</p>	<p>Dr. Barta presented the Medical Staff Consent Agenda that includes recommendations from the Department of OB/Peds meeting.</p>	<p><u>It was moved by Mr. Kahn and seconded by Mr. Long to approve agenda item 1 on the Medical Staff Consent Agenda. The motion was passed.</u></p>
<p>12. Consent Calendar:</p> <ul style="list-style-type: none"> A. Minutes of Meetings of: 05/20/14, 05/27/14 B. Financial Report – May 2014 C. Manner of Governance Policy, ABD-17 D. Guidelines for the Conduct of Business, ABD-12 E. Board of Director’s Qualifications, ABD-04 F. Innovation Policy, ABD-13 	<p>Mr. Mohun asked if there were any items that need to be pulled from the consent calendar.</p> <p>Dr. Sessler requested that the Minutes from 5/27/14 be pulled for one minor question as follows:</p> <ul style="list-style-type: none"> • Change to 5/27/14 minutes, Page 13 (reflect Pat Davison vs Pat Davis. 	<p><u>It was moved by Mr. Long and seconded by Mr. Kahn to approve Consent Agenda items 12 (A)–(F). Minutes for 5/27/14 were pulled</u></p> <p><u>A roll call vote was taken:</u> <u>Dr. Sessler, Aye,</u> <u>Mr. Mohun, Aye,</u> <u>Mr. Long, Aye,</u> <u>Mr. Chamblin, Aye,</u> <u>Mr. Kahn, Aye</u> <u>The motion was passed.</u></p> <p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve Consent Agenda items 12 (A). Minutes for 5/27/14 as amended.</u> <u>A roll call vote was taken:</u></p>



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		<p><u>Dr. Sessler, Aye,</u> <u>Mr. Mohun, Aye,</u> <u>Mr. Long, Aye,</u> <u>Mr. Chamblin, Aye,</u> <u>Mr. Kahn, Aye</u> <u>The motion was passed.</u></p>
<p>13. Executive Officer's Report A. Chief Operating Officer's Report B. Chief Nursing Officer's Report C. Incline Village Community Hospital Administrator's Report</p>	<p>Mr. Schapper provided the Chief Executive Officer's Report as follows:</p> <ul style="list-style-type: none"> • Written report presented by Mr. Schapper. • At the Special Board Meeting on 6/17/14, the Board approved the FY 2015 Budget along with the Strategic Plan. • Progress is being made under the Jacobus contract for the revenue cycle improvements. • IT Optimizers are working on the IT projects. Mr. DeLuca will provide the Strategic Plan for Information Technology at the July Board meeting. • Management staff has done a great job controlling expenses and reducing overall operating expenses despite all the disruptions and challenges with CPSI delays, preparing for HFAP survey readiness, etc. The reduction in operating expense is \$1.7M. • The financial forecast was shared with the staff at the Town Halls. This was also shared in the General Staff meeting on 6/4/14 with the medical staff. Out of 22 hospitals with the same kind of adjusted patient days (combined average of inpatient and outpatient business), Tahoe Forest Health System was below the 	



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	<p>median level in operating expenses.</p> <ul style="list-style-type: none"> • It is projected that there will be favorable outcomes at end of the fiscal year. • The Wellness Neighborhood monthly update was provided in Mr. Schapper's Admin report. The regular quarterly report will be provide by Ms. Ford at the July Board meeting. Ms. Ford was present to take any questions. The Board expresses appreciation of the monthly update. No further questions were posed. <p>Ms. Razo provided the Chief Operating Officer's Report:</p> <ul style="list-style-type: none"> • HFAP survey success was discussed. It was reported that the nurse surveyor commented that after 9 years of HFAP surveying, she had never seen a hospital with no deficiencies in nursing. Staff is to be commended for their work. She also thanked Ms. Schnieder and Medical Staff Services as well as the medical staff, they also had no deficiencies. The physician surveyors at both facilities were very complementary. The TFH physician surveyor noted noticeable improvements to the medical staff area since he last surveyed here. • There were a few life safety deficiencies by HFAP at both facilities. Northing major or of great concern although 2 of the citations are being removed after Steve Hirsch discussed with HFAP. • California Department of Public Health also recently conducted their annual survey of ECC and it went very well too. Staff should also be commended for their hard work in preparing for this survey as well. 	



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	<ul style="list-style-type: none"> • It was noted that the HFAP and CAH regulations were revised this year. When new regulations are implemented, CMS often follows up with a validation survey. This is possible. CMS also is required to complete 5% validation surveys of all hospitals. We are survey prepared. • Question was raised whether the survey accomplishments should be shared with the community or whether they would understand? Mr. Razo reported that she thinks that the consumer expects that the facilities are always in survey readiness and compliant. There is no exemplary score to report. She is more proud of the staff and management team for their preparedness for the survey. Stephanie Hanson, R.N. and Janet Van Gelder, R.N. implemented rounding which will be ongoing. <p>Ms. Newland provided the Chief Nursing Officer's Report:</p> <ul style="list-style-type: none"> • The HFAP survey was a success at both TFH and IVCH. Again she reiterated that there were no deficiencies in nursing services. Ms. Newland recognized both Linda Harman, R.N. and Jim Sturtevant, R.N. for their participation in the survey process. Since there were 2 survey teams, Ms. Newland had to go directly to IVCH and Ms. Harman and Mr. Sturtevant assisted the nurse surveyor at TFH. It was noted that all clinical areas, not just nursing, did very well. • Ms. Newland had nothing more to add for IVCH. 	
<p>14. Board Committee Reports/</p>		



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Recommendations		
<p>A. Governance Committee Meeting 06/17/14</p> <ol style="list-style-type: none"> 1. Governance Institute Board Retreat Proposal 2. Televising Board Meetings 	<p>Dr. Sessler provided the Board Governance Committee Report as follows:</p> <ul style="list-style-type: none"> • The Committee recommended approval of the various policies also on the consent agenda; • Various contracts were discussed and will be discussed further in the agenda; • Corporate Compliance education by Ms. Betz was planned but deferred until the next meeting; • Karma Bass provided a letter that outlined the proposal by Via Healthcare Consulting related to a facilitated session on key Board related issues including TFHD mission and Vision as well as other strategic or governance matters. The plan is for Ms. Bass to spend 4-6 hours with the Board. Mr. Ted Owens, Director of Community Development, sought input from the Board on how to proceed and the timing of such a retreat. Ms. Bass would also assist the Board on creating a good orientation program for new incoming Board members and define job descriptions and roles. In addition, she would assist with a Code of Conduct Policy for the Board and share good overall governance practices. The Board agreed and is supportive of a retreat as outlined. • Mr. Owens also presented the proposal on televising Board meetings. (See Report) The options were outlined as followed: <ul style="list-style-type: none"> - Continue meeting in the Eskridge Conference Room and equip to televise from there; - Consider subcontracting with the Town of Truckee, the Airport District or the Truckee Tahoe Unified School District at the old middle school for conducting 	<p><u>Mr. Owens will follow up with Ms. Bass to arrange the Board Retreat as discussed.</u></p>



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	<p>meetings in their board chambers;</p> <ul style="list-style-type: none"> - The options above are completely set but are off campus. - The TTUSD provided a proposal. (See Report) Mr. Owens suggested a field trip to the site. The cost is approximately \$12,000 To \$15,000 annually and is the closest in proximity to TFHD. This also includes the videographer, video maintenance, indexing, and archiving. The link can be put on the TFHD website. Concern was expressed about whether physicians would be able to attend Board meetings if off site while they are on call. Dr. Barta offered to bring to the Medical Executive Committee for discussion and get some input regarding off site Board meetings. Mr. Owens offered to attend the MEC to present proposal if needed. Further concern was expressed regarding how to break in and out of open and closed sessions in another location. Question was raised whether is would be possible to conduct Closed Session on campus and open off site. Overall the Board and Dr. Barta are supportive of this initiative. This issue was brought forth by Pat Davison from Contractors Association of Truckee Tahoe (CATT) who sent a letter to all special district agencies who do not currently televise their meetings. In general, this is a good idea for transparency of TFHD to the community. Further question was raised whether the community would watch live streaming and/or archived meetings and what the viewership would be. The Board would like to attend a TTUSD meeting to see the accommodations. 	<p><u>Ms. Schnieder and Dr. Barta will follow up with the MEC in regards to televising and</u></p>



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	<p>Mr. Owens reported one is scheduled for 6/25/14.</p> <ul style="list-style-type: none"> - Mr. Gross reported that the change in meeting location would require a Board Bylaws change in order to accommodate this endeavor. 	<p><u>moving Board meetings off site.</u></p>
<p>15. Items for Board Discussion And/ Or Action</p>		
<p>A. Facilities Development Plan</p>	<p>Mr. McConn and Mr. Geney provided a Facilities Development Plan Quarterly Report as of 3/31/14: (See Report)</p> <ul style="list-style-type: none"> • Board Approved Budget to date: \$87,454,726; • Development completed to date (93% of BOD Budget to date: \$81,155,081; • Board approved contingency to Date (5.7% of BOD Budget to Date: \$5,005,830; • Contingency Spent to Date: \$4,935,676 (\$70K Contingency remaining); • Owner/Regulatory Scope Modification that qualify for MC funding include \$1.5M in placeholders included added square footage for SNF and Medical Records in '66 Building; • Additional tenant improvements for final staff moves; • 4th LDR at South Building Birthing Center. • Current projects under construction are on budget; • 191 prime contracts for construction issued to date and at present working with 1 contractor regarding change order requests in dispute; • OSHPD pending permit of South Building. This has been delayed and Mr. Geney is now asking for over the counter approval. 	



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	<ul style="list-style-type: none"> Bids have been obtained for the South Building, 5/8 bids did have 3-4 disciplines for single coverage. These are being worked through. <p>Problems were noted as follows:</p> <ul style="list-style-type: none"> OSHPD delayed occupancy for new ED. Nevada County approval of the flooring in dietary unit has been an issue. Interim OB waiting for OSHPD approval. It was noted that the implosion of the existing building have contracts returned; occupancy is delayed since ED is also delayed. After OSHPD approval is obtained for the various projects, CDPH will have to come and license. 	
<p>B. CT Scanner Project Recommendation for Award of Bids</p>	<p>The cost summary for the CT Scanner Project was reviewed.(See Report) The project has been publically bid. The general requirements cost is \$224,177 and the site construction is \$36,111.68. There has been scope creep due to OSHPD modification requests for bathrooms to be remodeled outside of the imaging department.</p>	<p><u>Motion to approve Mr. Kahn and Dr. Sessler, approved It was moved by Mr. Kahn and seconded by Dr. Sessler to approve the CT Scanner Award of Bids. The motion was passed.</u></p>
<p>C. Contracts</p> <ol style="list-style-type: none"> Dr. Conyers ED On Call Agreement / General Surgery Dr. Conyers Medical Staff Leadership Education Agreement Dr. Coll Medical Staff Leadership Education 	<p>The following Contracts were reviewed:</p> <ul style="list-style-type: none"> Therapy Services – 30 day contract extension: This is in regards to the contractual arrangement with North Tahoe Therapy Services. As part of the compliance program, Hooper & Lundy has rewritten the contract to include all the amendments over the past several years. A Fair Market Value assessment has also been completed. Ms. Razo and Mr. Larsen need an additional 30 days to review restated agreement and negotiate the 	<p><u>It was moved by Dr. Sessler and seconded by Mr. Kahn to approve agenda item 15. C, 1-4. The motion was passed.</u></p>



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<p>Agreement 4. Therapy Services – 30 day contract extension</p>	<p>terms of the agreement.</p> <ul style="list-style-type: none"> • Dr. Conyers- ED on Call Agreement. There were no questions posed by the Board. • Dr. Conyers – Medical Staff Leadership Education Agreement: It has been the goal of Administration to provide educational development opportunities to the medical staff leadership. CHA in conjunction with USC is offering a 7 month development program that covers relevant medical staff leadership issues. Dr. Coll, in her role as the Medical Director of Strategic Planning, is planning to attend. This will enable the development of the depth of medical staff leaders in our Health System. Dr. Conyers was asked to join Dr. Coll in this program. They will bring back pertinent leadership topics to share. This is the first program offered by CHA and if the conference is beneficial, Mr. Schapper would like to continue to send physicians in the future. Ms. Razo, Ms. Betts and Ms. Newland attended something similar for hospital administrative leaders. A payback period was put into the agreements as requested. • Dr. Coll - Medical Staff Leadership Education Agreement: Further discussion was held regarding the time commitment and both Drs. Coll and Conyers are very interested in learning and being good stewards of TFHD. The will also help to provide investment in our own physicians for retention purposes. • Further discussion was held about the value of the curriculum presented. 	



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<p>16. Agenda Input For Upcoming Committee Meetings</p>	<p>The following items were noted for upcoming Committee meetings:</p> <ul style="list-style-type: none"> • Governance Committee <ul style="list-style-type: none"> - North Lake Tahoe Therapies Contract; - Meeting place and schedule; Bylaws changes. • Quality Committee meeting 7/17/14 • Personnel Committee 6/25/14 <ul style="list-style-type: none"> - Financial Adviser retirement plan review - Review CEO performance evaluation process 	
<p>17. Items for Next Meeting</p>	<ul style="list-style-type: none"> • Next Regular Board of Director's Meeting: <ul style="list-style-type: none"> - Community Benefit Ad Hoc Committee Proposal: proposing a new Board Committee to be added as a standing committee. - Finance – Preliminary Fiscal Year End Report - Changing the Date of the meetings – It is being proposed to change Board meetings to the last Tuesday of the month vs 4th Tuesday. This will require notification of staff, physicians, community, etc. Discussion was held regarding changing the Regular July Board meeting from the 22nd to the 29th. There were no conflicts with this change. Mr. Gross reminded everyone that we cannot change the policy until the Bylaws are changed. Until such time, August Board meeting will be cancelled and proposed to start in September 2014 with the new date. - Review Strategic Priorities. - No closed session items noted. 	<p><u>August regular Board meeting to be cancelled.</u></p>
<p>18. Board Members Reports/Closing Remarks</p>	<p>The Board members reviewed their goals. (See Report) The following was noted:</p>	



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A. Board Committee Goals	<ul style="list-style-type: none"> • Governance Improvement Plan – top level goals • Improve meeting content and agenda – Work with Governance Committee on process regarding agenda, transmittals, format of presentations, routing document, board education, etc. • Each committee to develop goals; • Begin each meeting with a patient story to learn from patients and families experiences. Refer to the Board Quality Committee or Patient Advisory Council. • Refresh Baldrige framework and develop systematic deployment. 	
19. Closed Session Continued, If Necessary	Adjourned to Closed session at 7:30 pm.	
20. Open Session	<p>Mr. Schapper reported on comments that the HFAP physician surveyor had.</p> <ul style="list-style-type: none"> • He was here 6 years ago and was very complementary about the systems and processes in place by the Medical Staff and the involvement of the physicians in the process. • The same surveyor also interviewed a Cancer Center patient who reported that they had a house in Hawaii, one in San Francisco and one in Truckee. She chose to have cancer care her as there is no comparison. 	
21. Report of any Reportable Actions Taken in closed session	There were no reportable items from closed session.	
22. Adjourn	The meeting adjourned at 7:48 p.m.	