



**BOARD OF DIRECTORS -  
SPECIAL BOARD MEETING MINUTES**

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
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<b>PRESENT AT MEETING:</b>	<p><b>Board Members:</b> Larry Long, Vice President; Karen Sessler, M.D., Secretary; Dale Chamblin, Treasurer; Roger Kahn, Board Member</p> <p><b>Staff:</b> Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, CFO; Patricia Barrett, Executive Assistant/Clerk of the Board</p> <p><b>Others:</b> Steve Gross, Legal Counsel</p>	
1. <b>Call to Order</b>	Meeting called to order at 4:01 p.m.	
2. <b>Roll Call</b>	<p>The Roll Call reflected Directors Long, Sessler, Chamblin and Kahn present.</p> <p>Director Mohun absent.</p>	
3. <b>Clear the Agenda/Items Not On the Posted Agenda</b>	The agenda was cleared. There were no changes made to the posted agenda.	
4. <b>Input -- Audience Employee Associations</b>	Audience input was asked, but none was offered.	
5. <b>Closed Session:</b>	The meeting proceeded into closed session at 4:05 p.m.	
<b>A. Health &amp; Safety Code Section 32106: Trade Secrets</b>	Discussion was held.	
<b>B. Government Code Section 54956.9(d)(1): Existing Litigation (1 case)</b>	Discussion was held on a privileged matter.	
<b>C. Government Code Section 54956.9(d)(2): Exposure to Litigation (1 case)</b>	Discussion was held on a privileged matter.	



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6. <b>Open Session</b>	Director Long called the open session to order at 5:13 p.m.	
<b>PRESENT FOR OPEN SESSION:</b>	<p><b>Board Members:</b> Larry Long, Vice President; Karen Sessler, M.D., Secretary; Dale Chamblin, Treasurer; Roger Kahn, Board Member</p> <p><b>Staff:</b> Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Patricia Barrett, Executive Assistant/Clerk of the Board</p> <p><b>Others:</b> Steve Gross, Legal Counsel</p>	
7. <b>Clear The Agenda/Items Not on the Posted Agenda</b>	The agenda was cleared. No changes were made to the posted agenda.	
8. <b>Input Audience</b>	<p>Rob Eskridge, read from a letter presented to the Board at the end of his comments. He thanked the Board for the naming of the Eskridge conference room. Shared comments related to the Board having been drawn into a personal and professional witch hunt, and expressed disappointed in Directors Long and Sessler for not having shared the background of the Board work done prior. Mr. Eskridge further shared his thoughts related to recent feedback he has received pertaining to the Board Chair and his perceived backroom dealings. His comments are not intended as a personal attack on the Board Chair, and Mr. Eskridge stated that he respects Mr. Mohun's efforts when positive and looking forward. Mr. Eskridge recommends creating positive dialogue this election season with open community forums related to healthcare reform, implications to district, and strategies for our community.</p>	



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	<p>Randy Hill speaking as a private citizen requested extended time to read a letter he drafted to the Sierra Sun and Moonshine ink; neither of whom have chosen to publish the letter.</p> <p>Michael O'Malley shared his opinion that TFHD conducting an internal investigation will not gain the community's trust. The Board should have an outside a group conduct the investigation; stating the Board needs to be transparent.</p> <p>Pete Forni thanked the Board for their work and encouraged the Board to look at agendas and determine the purpose of having closed session items. It would behoove the Board and benefit the community to educate the community as to what a closed session is and why it is used. The average person does not understand the process/function of the Board.</p> <p>Jamie Cole expressed the need to bring the Board back to what is important which is the cost of care for the community.</p>	
<p>9. <b>Input From Employee Associations</b></p>	<p>Employee Associations input was asked, but none was offered.</p>	
<p>10. <b>Consent Calendar:</b></p>		
<p>A. Employment Agreements Policy</p>	<p>The Personnel Committee has reviewed and recommends adoption of a policy to delineate when and how the CEO may enter into employment agreements with individuals in senior</p>	<p><b><u>Motion made by Roger Kahn, and seconded by Dale Chamblin to approve adoption</u></b></p>



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	<p>leadership positions.</p> <p>Director Chamblin requested additional discussion regarding the policy prior to a vote.</p>	<p><b><u>of the Employment Agreements Policy as presented.</u></b>  <b><u>The motion was passed unanimously by those board members present.</u></b></p>
<p><b>11. Items for Board Discussion And/ Or Action</b></p>		
<p>A. Community Benefit Committee</p>	<p>Director Sessler and Maia Schneider provided background on the purpose and focus of a Community Benefit Committee (CBC). At the direction of the Board an ad hoc committee was formed to further investigate the benefit of creating a CBC. After reviewing the CBC charters of other rural hospitals, considering the possible mission and responsibilities of a CBC for Tahoe Forest Health System and receiving input from staff, the ad hoc committee presented the concept of a CBC committee to the full Board for consideration. It is believed that a CBC would provide an opportunity for the Board to more directly participate in prioritizing community benefit initiatives.</p> <p>Focus will be on programs that are sometimes overlooked. Recommendation to better define or define differently what is included in the TFHD Community Benefit Programs.</p> <p>Discussion related to board focus based on best practice. TFHD was ahead of the curve in starting a Quality Committee 10 years ago and would be ahead of the curve in starting this committee</p>	<p><b>Motion made by Karen Sessler, and seconded by Roger Kahn to approve formation of a Board Community Benefit Committee.</b>  <b><u>The motion was passed unanimously by those board members present</u></b></p> <p>Draft charter will be developed by the ad hoc committee and bylaw will be updated. Ad hoc committee will remain active until such time the new committee is formalized.</p>



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<p>B. South Building / Birthing / Dietary Phase II Bid-Awards, Rejections and Negotiations</p>	<p>Background provided by Mike Geney with Geney Gassiot and Rick McConn, Chief of Facilities Development.</p> <p>A proposed Resolution rejecting a bid for certain scopes of work and dispensing with further competitive bidding for certain scopes of work for the Tahoe Forest Hospital District South Building / Birthing / Dietary Phase II project was presented for approval.</p> <p>This is the final project related to Measure C.</p> <p>Official approval from OSHPD has not been received. The south building is within the budget, OSHPD has imposed a phase 5 onto the South Building (remodel of interim OB spaces). This project was not funded as it was not included in the initial improvement requirements. It was reported that the budget will be met for the measure C projects, including the phase 5 add on by OSHPD. Mr. Geney and Mr. McConn were recognized for the well managed project, that is coming in within budget after a 7 year period given inflation etc.</p>	<p><b><u>Motion made by Dr. Sessler, and seconded by Roger Kahn to approve Resolution 2014-03 rejecting a bid for certain scopes of work and dispensing with further competitive bidding for certain scopes of work for the Tahoe Forest Hospital District South Building / Birthing / Dietary Phase II project.</u></b></p> <p><b><u>A roll call vote was taken:</u></b>  <b><u>Dr. Sessler, Aye,</u></b>  <b><u>Mr. Kahn, Aye,</u></b>  <b><u>Mr. Long, Aye,</u></b>  <b><u>Mr. Chamblin, Aye</u></b></p> <p><b><u>The motion was passed unanimously by those board members present</u></b></p>
<p>C. Contracts</p>		
<p>a. Palmer - Medical Director Radiation Oncology</p>	<p>COO provided background related to the contract to provide Radiation Oncology Medical Directorship for the Gene Upshaw Cancer Center presented for approval. This is a new contract that replaces the prior agreement. The contract template meets regulatory compliance and was prepared by Hooper, Lundy &amp; Bookman (HLB).</p>	<p><b><u>Motion made by Roger Kahn, and seconded by Karen Sessler to approve Medical Director Radiation Oncology contract for Dr. Palmer as presented. The motion was passed</u></b></p>



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	<p>Discussion related the likelihood or exceeding the \$100k cap identified in the contract. Compliance provided background related to work done by outside consultant review of services and fair market value. There will be multiple levels involved in the review of invoices.</p> <p>Tim Garcia-Jay provide background on the program, educational oversight, supervision of the resident, succession planning, etc.</p> <p>Dr. Palmer is the wife of Larry Heifetz; district counsel asked to confirm whether there is a conflict of interest with the relationship. The District has a professional services agreement with the oncology group. The medical directorship provides additional services. With respect to the conflict of interest laws, they are not employees of the district and represent no conflict. Nor does it fall under the fair political practice. Counsel does not believe there is a conflict of interest.</p>	<p><b><u>unanimously by those board members present</u></b></p>



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<p>b. Scholnick - Amendment of the Professional Services Agreement (PSA)</p>	<p>Amendment to the Professional Service Agreement to provide professional medical services at the Multispecialty Clinic in Joshua Scholnick, MD’s areas of specialization (internal medicine and cardiology) presented for approval.</p> <p>This Amendment doesn’t seek to change any terms except to extend the contract through 12/31/14, pending completion of the outside compliance review requested by the Board of Directors.</p> <p>The Multispecialty Clinic contract is currently under compliance review being conducted through the compliance office by retained counsel Hooper, Lundy &amp; Bookman (HLB) and ECG Management Consultants (ECG). Their reviews are currently in process.</p>	<p><b><u>Motion made by Roger Kahn, and seconded by Karen Sessler to approve Amendment of the PSA for Dr. Scholnick as presented.</u></b> <b><u>The motion was passed unanimously by those board members present</u></b></p>
<p>c. Heneveld - Medical Director Occupational Health Clinic</p>	<p>Contract to provide Medical Directorship for the Occupational Health Clinic presented for approval. The contract template prepared by Hooper, Lundy &amp; Bookman (HLB) meets fair market value, commercial reasonableness, and regulatory compliance.</p>	<p><b><u>Motion made by Karen Sessler, and seconded by Roger Kahn to approve Medical Director Occupational Health Clinic contract for Dr. Heneveld as presented.</u></b> <b><u>The motion was passed unanimously by those board members present</u></b></p>
<p><b>12. Agenda Input For Upcoming Committee Meetings</b></p>	<p>Director Sessler provided a review of items that would benefit from a Governance Committee review in the next couple of weeks.</p>	





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	<ul style="list-style-type: none"> <li>• Refine and define agenda for Board Workshop with Karma Bass</li> <li>• ACHD excellence in governance certification</li> <li>• ACHD board self evaluation tool</li> <li>• Review board orientation materials</li> </ul> <p>Discussion took place regarding the Board Workshop to be facilitated by Karma Bass. Board members were polled on their interest to participate. A date will be identified and reported at next week.</p> <p>Discussion related to providing feedback to community members on questions presented at board meetings. Existing policies will be reviewed and refined as appropriate. A recommendation was made to have District Counsel read the Board into closed session citing the government code regulation, and to read the Board back into open session to assist with increased transparency.</p>	
<p><b>13. Items for Next Meeting</b></p>	<ol style="list-style-type: none"> <li>1. Facilities Development Plan Update</li> <li>2. Personnel Committee Collects Input for CEO Self Evaluation and self score, Med Staff input, and Board input</li> <li>3. Cancer Center Update</li> <li>4. Quarterly Marketing Report</li> <li>5. Quarterly Foundation Report</li> <li>6. Quarterly TFH Auxiliary Report</li> <li>7. Semi-Annual IVCH Auxiliary Report</li> <li>8. Semi-Annual Pension Plan Report</li> </ol>	



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	9. Semi-Annual Schedule BOD/Medical Staff Planning Meeting 10. Annual Report to Community 11. Annual Mid Year Board Self Evaluation Update 12. Quarterly Quality Report [closed] 13. Service Excellence Report [closed]	
14. <b>Board Members Reports/Closing Remarks</b>	None.	
15. <b>Report of any Reportable Actions Taken in closed session</b>	<p><b>B. Government Code Section 54956.9(d)(1): Existing Litigation (1 case)</b></p> <p>By unanimous approval the Board members present voted to approve settlement of the lawsuit with Intermountain Electric resulting in a payment for appropriate funds for work done, dismissal of the lawsuit with prejudice, and a release of all claims.</p> <p><b>C. Government Code Section 54956.9(d)(2): Exposure to Litigation (1 case)</b></p> <p>By unanimous approval the Board members present voted to reject a program BETA notice of claim number 14-000719.</p>	
16. <b>Adjourn</b>	The meeting adjourned at 5:46 p.m.	

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