



**BOARD OF DIRECTORS**  
**BOARD MEETING MINUTES**

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<b>PRESENT FOR OPEN SESSION:</b>	<p><b>Board Members:</b> Roger Kahn, President; John Mohun, Vice President; Karen Sessler, M.D., Secretary; Larry Long, Treasurer; Dale Chamblin, Board Member</p> <p><b>Staff:</b> Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Jayne O'Flanagan, Director, Human Resources; Ted Owens, Director, Community Development; Alex MacLennan, Non-Clinical Educator; Marsha Schapper, Executive Director, Multi-Specialty Clinics and Managed Care; Rick McConn, Director, Facilities and Development; Mike Geney, Consultant; Janet Van Gelder, Director, Quality and Regulations; Terri Schnieder, Director, Medical Staff Services; Martha Simon, Director, Fund Development; Paige Thomason, Director of Marketing and Communications; Michelle Cook, Executive Assistant</p> <p><b>Others:</b> Steve Gross, Legal Counsel; Rick Rybicki, Legal Counsel; Gina Barta, Chief of Staff</p>	
1. <b>Call to Order</b>	Mr. Kahn called the meeting to order at 6:00 p.m.	
2. <b>Roll Call</b>	Roll call reflected that all Board Members were present.	
3. <b>Clear the Agenda/Items Not On the Posted Agenda</b>	The agenda was cleared. There were no changes to the agenda as posted.	
4. <b>Input -- Audience</b>	Audience input was asked, but none was offered.	
5. <b>Input- Employee Associations</b>	Employee Associations input was asked, but none was offered.	
6. <b>Consent Calendar:</b> A. Minutes of Meetings of: 10/28/13, 11/19/13, and	Mr. Kahn asked if anyone wanted to pull anything from the consent agenda. No agenda items were pulled.	<u>It was moved by Dr. Sessler and seconded by Mr. Long to approve agenda items</u>



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11/26/13 B. Financial Report – October 2013		<u>12(A)-(B). Motion carried unanimously.</u>
7. <b>Chief Executive Officer’s Report</b> A. <b>Chief Operating Officers Report</b> B. <b>Chief Nursing Officer’s Report</b> C. <b>Incline Village Community Hospital Administrator’s Report</b>	<p>Mr. Schapper added the following to his written Chief Executive Officer’s Report:</p> <ul style="list-style-type: none"> <li>• He highlighted the strategic planning process that was outlined in great detail in his report. More information will be included in his January report;</li> <li>• He complemented Dr. Coll for her work on the strategic plan and her assistance with organizing the medical staff strategic planning process. A special planning committee will be scheduled in January for Board review and input;</li> </ul> <p>Ms. Razo did not give a Chief Operating Officer Report this month.</p> <p>Ms. Newland did not give a Chief Nursing Officer’s Report this month.</p> <p>Ms. Newland gave the Incline Village Community Hospital Administrator’s Report, highlights as follows:</p> <ul style="list-style-type: none"> <li>• The IVCH Nursing Services focus has been on survey preparedness. They received the mock survey results and have been developing action plans in preparation for the survey.</li> </ul>	
8. <b>Presentations/Staff Reports</b>		
A. <b>Foundation Report</b>	<p>Ms. Simon gave the Foundation Report, highlights as follows:</p> <ul style="list-style-type: none"> <li>• HGTV have constructed and built a dream home located in Schaffer’s Mill, Truckee. They have selected the Tahoe Forest Health System Foundation as the beneficiary of this</li> </ul>	



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	<p>dream home. The Foundation will receive net proceeds from all of the tour fees. The proceeds will go towards the Wellness Neighborhood and projects;</p> <ul style="list-style-type: none"> <li>• There are newly revised brochures for the Grateful Patient program that will be distributed to all TFHD departments in January. Guardian Angel buddy badges will be provided to those recognized by a Grateful Patient;</li> <li>• The 2013 Special Events met and exceeded goals from the prior years. The Best of Tahoe Chefs net \$169,759.51 and Gene Upshaw Golf Classic net \$173,130.20;</li> <li>• They secured a five year commitment for the National Football League Foundation for \$50,000 per year starting in 2014 because of the research being done in the area of traumatic brain injury (TBI) through the Tahoe Institute of Rural Health Research;</li> <li>• She reviewed and explained the Fiscal Year-to-Date Fundraising Report:             <ul style="list-style-type: none"> <li>○ Discussion was held on the Fiscal Year Funds Raised to date;</li> <li>○ She mentioned that a patient asked if our Estate Planning attorneys would do a panel specifically for patients, because most people are not thinking about estate planning until they are sick. She is researching the best practices of what other hospitals do and has been polling the Cancer Center for interest. They are hoping to schedule a panel after the first of the year;</li> <li>○ Mr. Long asked Ms. Simon if the Foundation is currently on target with the budget for the current period of time being reporting and are the numbers relative to the goal;</li> <li>○ Ms. Simon replied it is quarterly and they are right on</li> </ul> </li> </ul>	
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	<p>target. She will bring forward in more detail at the Finance Committee;</p> <ul style="list-style-type: none"> <li>• She explained the Foundations staffs' allocation and time management. The staff is being tracked on how they are spending their time; a plan was implemented to ensure the staff are dedicating more of their time towards direct fundraising in order to stay on track with their strategic plan for philanthropy. Each staff member has scheduled time per week strictly dedicated to direct fundraising and they have begun reporting back to the department on Mondays. They began this change a few months ago and are making more headway and leads in relationship cultivation;</li> <li>• Billy McCullough, the owner of Dragonfly, was honored with the Spirit of Giving Award last August. Allison Kruetzen, a TFHD ER Nurse who lost her life in an avalanche, was honored with a tree plaque in her memory.</li> </ul>	
<p>9. <b>Board Committee Reports/ Recommendations</b></p>		
<p><b>A. Quality Committee Meeting – 12/5/13</b></p>	<p>Dr. Sessler stated:</p> <ul style="list-style-type: none"> <li>• The Quality Committee met December 5, 2013;</li> <li>• They reviewed the quality components of the quality strategic plan and did not make any changes at this time;</li> <li>• The Patient Advisory Council was discussed. They will try to determine how to get the best input from community members on quality issues. Trish Foley, Patient Advocate, has been researching Patient Advisory Councils and had brought back a recommendation to the committee on how to get started on creating one. The committee recommended she move forward. The Patient Advisory Council will consist of 6-8 members (4-5 will be community patients and 2-3</li> </ul>	



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	<p>staff members). They will rotate the group of members and will meet quarterly. There will be focused areas of discussions and benchmarking. They are looking at organizations like Dana Farber and UC Davis that already have this model;</p> <ul style="list-style-type: none"> <li>• Mr. Long asked what the key objectives are for the Patient Advisory Council and the Quality Committee;</li> <li>• Dr. Sessler responded to Mr. Long that the Patient Advisory Council is being formed to help engage the voice of patients/consumers – to become a sounding board for the community. The Quality Committee will identify the key topics for the council.</li> </ul>	
<p><b>10. Items for Board Discussion And/ Or Action</b></p>		
<p><b>A. Approval of the Memorandum of Understanding Between Tahoe Forest Hospital District Employee’s Association Professionals (EAP) and Tahoe Forest Hospital District (July 1, 1013 to June 30, 2016)</b></p>	<p>Ms. O’Flanagan stated:</p> <ul style="list-style-type: none"> <li>• The final agreements with both bargaining units have been ratified and approved;</li> <li>• She gave background on this year’s bargaining process and FutureSense’s recommendations:                             <ul style="list-style-type: none"> <li>○ The District is moving away from the Area-7 Sacramento comparison moving to a blend more appropriate for our organization;</li> <li>○ The issue of health insurance rising each year was addressed. FutureSense indicated that our deductibles were low compared to other hospitals and other areas of plan design were richer than comparison;</li> <li>○ Both issues were addressed during bargaining and significant changes were made;</li> <li>○ She said that having Ms. Razo, Ms. Newland, and Mr. MacLennan present during negotiations made a big</li> </ul> </li> </ul>	



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	<p>difference and for both sides to be represented by legal counsel;</p> <ul style="list-style-type: none"> <li>• Mr. Rybicki stated:                             <ul style="list-style-type: none"> <li>○ During this negotiation process, they reviewed the entire contract and worked with the associations to clean up the language that was confusing, out dated, and in line with the new legal requirements;</li> <li>○ He reviewed and explained the specifics of the contract;</li> <li>○ He noted that the arbitration process has changed in order to be in alignment with Just Culture and the Human Resources management changes;</li> <li>○ He reviewed and explained the Board's role in relation to arbitration. The Board is retaining the right to hold a further meeting, if they are in disagreement with the arbitrator's decision. He emphasized that organizations should have a dispute process that is objective but with some finality;</li> <li>○ Discussion was held.</li> </ul> </li> <li>• Ms. O'Flanagan recommended the Board approve the Memorandum of Understanding Between Tahoe Forest Hospital District Employee's Association Professionals and Tahoe Forest Hospital District (July 1, 2013 to June 30, 2016).</li> </ul>	<p><u>It was moved by Mr. Long and seconded by Mr. Chamblin to approve the Memorandum of Understanding Between Tahoe Forest Hospital District Employee's Association Professionals and Tahoe Forest Hospital District (July 1, 1013 to June 30, 2016). Motion was carried unanimously.</u></p>
<p><b>B. Approval of the Memorandum of Understanding Between Tahoe Forest Hospital District Employee's Association (EA) and Tahoe Forest Hospital District</b></p>	<ul style="list-style-type: none"> <li>• Ms. O'Flanagan recommended the Board approve the Memorandum of Understanding Between Tahoe Forest Hospital District Employee's Association and Tahoe Forest Hospital District (July 1, 2013 to June 30, 2016)</li> <li>• Mr. Kahn thanked Ms. O'Flanagan and staff for their hard work during the bargaining process.</li> </ul>	<p><u>It was moved by Mr. Mohun and seconded by Dr. Sessler to approve the Memorandum of Understanding Between Tahoe Forest Hospital District Employee's Association and</u></p>



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<p>(July 1, 2013 to June 30, 2016)</p>		<p><u>Tahoe Forest Hospital District (July 1, 2013 to June 30, 2016). Motion was carried unanimously.</u></p> <p><u>It was moved by Mr. Long and seconded by Mr. Chamblin for management to reduce employees bargaining units to written memorandums of understandings. Motion was carried unanimously.</u></p>
<p><b>C. Approval of Resolution 2013-03 South Wing and South Wing Corridor Project – Dispensing with Competitive Bidding for the Demolition Scope of Work</b></p>	<ul style="list-style-type: none"> <li>• Mr. McConn recommended approval by the Board for Resolution 2013-03 South Wing and South Wing Corridor Project – Dispensing with Competitive Bidding for the Demolition Scope of Work;</li> <li>• Discussion was held, highlights as follows:                             <ul style="list-style-type: none"> <li>○ Mr. McConn indicated that the south building project will be the most intricate and disruptive of the Measure C contracts;</li> <li>○ He is asking to dispense with competitive bidding in order to have the ability to negotiate and look for contractor that can do the work;</li> <li>○ Mr. Geney discussed the difficulty of a live infrastructure and the scope of work needed for the demolition. A contractor with previous TFHD experience and the ability to change midstream will be needed. He briefly explained the complications involved with this demolition;</li> <li>○ Mr. Gross added that the basis for suggesting</li> </ul> </li> </ul>	<p><u>It was moved by Mr. Chamblin and seconded by Mr. Long to approve Resolution 2013-03 South Wing and South Wing Corridor Project – Dispensing with Competitive Bidding for the Demolition Scope of Work. A roll call vote was taken as follows:</u>  <u>Dr. Sessler, Aye,</u>  <u>Mr. Kahn, Aye,</u>  <u>Mr. Mohun, Aye,</u>  <u>Mr. Long, Aye,</u>  <u>Mr. Chamblin, Aye.</u>  <u>Motion was carried unanimously.</u></p>



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	<p>dispensing with competitive bidding is due to the safety risks for the patients, medical staff, District staff, and the public. There is a risk to patient safety when working live with medical gases, fire safety, code blue, nurse call, electric, communications, data, etc. There is no room for a margin of error to work with a contractor who does not have familiarity with our hospital and project team. This will help minimize the chance that we have a problem and is in the best interest of the District to dispense with competitive bidding;</p> <ul style="list-style-type: none"> <li>○ A brief discussion was held on archived documents and scope modifications.</li> </ul>	
<p><b>D. Strategic Planning Process</b></p>	<ul style="list-style-type: none"> <li>• Mr. Kahn requested from Mr. Schapper that the board meetings encompass more regularly scheduled strategic discussions and that the appropriate strategic discussions be held during open and/or closed session. For example, the Board would like to be more engaged in discussions with Mr. Schapper as new programs are being formulated and the planning stages;</li> <li>• A discussion was held on when strategic discussions can be discussed in open and closed session;</li> <li>• Mr. Gross gave a brief overview of the Brown Act in regards to healthcare districts and what is categorized as a closed session trade secret and a general strategic planning discussion held in open session;</li> <li>• Mr. Schapper noted that the organization has been very open and transparent in the strategic planning process. He recommended that board meetings will have open and closed session components that are in accordance with Mr. Gross' Brown Act guidelines;</li> </ul>	





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	<ul style="list-style-type: none"> <li>• Discussion was held on the importance of the Board having the opportunity to give input during the strategic planning process;</li> <li>• A brief discussion was held on the Joint Board/Medical Staff strategic workshops and their effectiveness for providing Board input;</li> <li>• Dr. Sessler suggested the Board schedule a Special Board Meeting-Strategic Workshop;</li> <li>• Mr. Schapper was in agreement and will invite Steve Chihos to facilitate a strategic planning meeting in January with the Board.</li> </ul>	
<p><b>E. Board Rolling Agenda</b></p>	<ul style="list-style-type: none"> <li>• Mr. Kahn reviewed the Board Rolling Agenda items. He spoke with Mr. Schapper last week and most of the agenda items can be added to the consent calendar, and if a Board member would like to discuss further, the agenda item can be pulled from the agenda;</li> <li>• At the upcoming Special Board Meeting (Board Self Evaluation), there will be an opportunity to add or remove items from the Board Rolling Agenda. Please let Ms. Cook know if you have any changes.</li> </ul>	
<p><b>F. Board Meeting Dates</b></p>	<ul style="list-style-type: none"> <li>• Mr. Kahn recommended the Board of Director's December meetings be changed to the second Tuesday of the month, as to not interfere with the holidays;</li> <li>• Mr. Gross mentioned this change would need to be added to the Board Bylaws in the Governance Committee.</li> </ul>	<p><u>Ms. Cook will add to an upcoming Governance Committee meeting.</u></p>
<p><b>11. Closed Session:</b></p>	<p>The meeting proceeded into closed session at 8:02 p.m.</p>	
<p><b>A. Approval of closed session minutes of 11/19/13 and 11/26/13</b></p>	<p>A copy of the attachment is in the closed session packet.</p>	<p><u>It was moved by Mr. Mohun and seconded by Mr. Long to approve the closed session</u></p>



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		<u>minutes of 11/19/13 and 11/26/13 as presented. Motion carried unanimously.</u>
<b>B. Health &amp; Safety Code Section 32155: Medical Staff Credentials</b>	Dr. Barta and Ms. Schneider joined the meeting for this agenda item. Discussion was held.	<u>It was moved by Mr. Kahn and seconded by Mr. Mohun to approve the Medical Staff Credentials items 1 - 9 as listed 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 carried unanimously.</u>
<b>C. Health &amp; Safety Code Section 321066: Trade Secrets – Proposed New Service or Program, Estimated Date of Public Disclosure, 12/31/14</b>	Ms. Schapper, Mr. Owens, and Ms. Thomason joined the meeting for this agenda item. Discussion was held.	
<b>D. Government Code Section 54957: Chief Executive Officer Annual Performance Evaluation</b>	Discussion was held.	
<b>12. Open Session</b>		
<b>13. Agenda Input For Upcoming Committee Meetings</b>	None.	
<b>14. Items for Next Meeting</b>	<ul style="list-style-type: none"> <li>• Board Elections/Appointment of Board Committees</li> <li>• Annual Designation of the Board Representative to Medical Executive Committee</li> </ul>	



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	<ul style="list-style-type: none"> <li>• Presentation to Outgoing Board President</li> <li>• Annual Quality Plan</li> <li>• Hospice Annual Quality Plan</li> <li>• Marketing Report</li> <li>• Wellness Neighborhood Update</li> <li>• Citizen’s Oversight Committee Annual Report</li> <li>• Special Board Meeting - Annual Budget Presentation</li> <li>• Special Board Meeting – Strategic Planning Workshop</li> <li>• Special Board Meeting - Board Self Assessment</li> <li>• Strategic Planning Discussion</li> </ul>	
15. <b>Board Members Reports/Closing Remarks</b>	None.	
16. <b>Report of any Reportable Actions Taken in closed session</b>	There were no reportable actions taken in closed session.	
17. <b>Adjourn</b>	The meeting adjourned at 8:55 p.m.	

mcc