

**SPECIAL MEETING OF THE BOARD OF DIRECTORS
MINUTES**

Board Retreat (Day 1 of 2)

Tuesday, March 17, 2015 at 8:00 a.m.

Alder Room, Granlibakken Conference Center & Lodge
725 Granlibakken Road Tahoe City, CA 96145

1. CALL TO ORDER

Meeting called to order at the Big Pine Room at 8:00 a.m.

2. ROLL CALL

Board: Karen Sessler, President; Chuck Zipkin, Vice President; Greg Jellinek, Secretary; Dale Chamblin, Treasurer; John Mohun, Director

Staff: Ted Owens, Director Community Development; Patricia Barrett, Clerk of the Board

Due to water damage issues with the Big Pine Room, the meeting was relocated to the Alder Room.

Meeting adjourned to the Alder Room at 8:00 a.m.

Meeting reconvened at 8:15 a.m.

Board: Karen Sessler, President; Chuck Zipkin, Vice President; Greg Jellinek, Secretary; Dale Chamblin, Treasurer; John Mohun, Director

Staff: Virginia Razo, *Interim* Chief Executive Officer; Crystal Betts, Chief Financial Officer; Judy Newland, Chief Nursing Officer; Jake Dorst, Chief Information Officer; Jayne O'Flanagan, Director Human Resources; Ted Owens, Director Community Development; Patricia Barrett, Clerk of the Board

3. INPUT – AUDIENCE

Director Community Development reviewed logistic details related to the retreat location and services.

4. ITEMS FOR BOARD DISCUSSION AND/OR ACTION

4.1. Contracts

4.1.1. New

- a. Krause_Rural PRIME Site Clerkship Director
- b. Krause_Rural PRIME Site Medical Director
- c. Samelson_PSA Medical Director Medical Education Committee
- d. Thompson_PSA_Training_and_Education_2015
- e. Taylor_PSA_Training_and_Education_2015
- f. Coll_PSA_Training_and_Education_2015

Director Mohun requested confirmation that the contracts presented are compliant with ABD-21. Interim CEO provided an update regarding the process for obtaining signatures. Discussion took place related to

confirmation of Fair Market Value (FMV) and Commercial Reasonableness (CR) provided by ECG / Hooper Lundy & Bookman (HLB). An email summary verifying FMV and CR will be provided to the Board.

Discussion took place related to the current status of the UC Davis relationship.

Recommendation made to approve contracts on condition of FMV and CR being verified for all contracts. Question related to potential of overlapping duties in the Krause contracts was raised. Clarification requested on content of the contract routing form for Samelson.

Contracts have been deferred to Tuesday morning to allow staff to address issues raised by the Board.

5. RETREAT ITEMS FOR BOARD DISCUSSION

5.1. CEO Search Process

Director of Human Resources provided an overview of the process of selecting an executive search firm. An overview of several search firms was provided, along with a review of the role of the personnel committee and other stake holders participating in the process.

Director Sessler provided a review of the previous search process used during the recruitment of Mr. Schapper.

Recommendation made to have the Personnel Committee or an appointed subcommittee to facilitate the process and bring items to the full Board for decision.

Discussion took place related to whether to identify the criteria for candidates prior to selecting a firm. Director of HR provided that the purpose of engaging a firm first is to help facilitate that initial discovery process.

Director Mohun shared that Joe DeLuca was responsible for recruiting the CIO. There are other options than those presented.

Director Zipkin would like the Board to conduct the initial discovery prior to engaging a firm and does not want to start the search prematurely.

Discussion took place related to a public notice regarding the process for looking for a permanent CEO; need to ensure it is an inclusive process.

It was noted that the Personnel Committee is advisory in its role. Discussion took place related to the process for obtaining public comment.

Meeting recessed at 9:04 a.m.

BREAK

Meeting reconvened at 9:30 a.m.

5.2. **Board Order & Decorum**

Director of Community Benefit introduced guest speaker, Brian Colantuono. Mr. Colantuono is an attorney specializing in conflict of interest law, Brown Act, and governance.

Mr. Colantuono provided a summary of his background prior providing the Board with education and training related to board order and decorum best practices, review of the Brown Act and ethics laws.

A review and discussion related to board committee structure took place. Committees exist to go into depth on issues and provide a division of labor. It is important to respect the committee process.

It was noted that committee meetings can be agendized as a joint meeting with the full board to allow a third board member to participate when the topics are of interest. A note referencing that no board business will be conducted should be included on the agenda.

Other recommendations made:

- Put Board emails in the bcc field to avoid the potential of creating a serial meeting. Make a note at the top of the email that board members have been blind copied.
- Requests for notice of meetings should remain active for a minimum of 1 year.
- Use an "*" or some other indicator on the agenda to show an action is expected on this item
- The Board's personal addresses, etc. should not be included in posted, printed materials. The board should use the District's address for mail and have a District specific email address.
- Consider adopting an ethics policy to help create a consensus on values.

Meeting recessed at 11:01 a.m.

Meeting reconvened at 11:13 a.m.

Discussion took place regarding policies which require more stringent restrictions than that of the law. These are used for social and political influence; but there is no legal authority to enforce.

Meeting adjourned at 12:08 p.m.

LUNCH

5.3. **Board Order & Decorum – continued**

Meeting reconvened at 1:01 p.m.

Mr. Colantuono presented "Making Meetings Manageable"

Recommendation made to look at the City of Calabasas online agenda for appropriate verbiage. Recommends placing the consent agenda at the end of the agenda or at minimum deferring items pulled for discussion to the end of the meeting.

Recommends the CEO providing regular off agenda reports to the Board and avoid having to include those updates on the agenda.

If a report does not have an actionable item it does not need to go to the board meeting.
Discussion took place related to communication best practice for the board.

Meeting recessed at 2:12 p.m.

BREAK

Meeting reconvened at 2:18 p.m.

Recommendation made to allow anyone to request for an action to be pulled from the consent agenda but allow only a board member to actually pull an item.

Consider removing the verbiage requiring a motion prior to discussion.

Discussion took place regarding setting of the agenda. The Board must allow the CEO to agendize items for the meeting. Don't get too wrapped around the process and focus on the mutually respectful exchange.

Important to have dialogue with committees regarding purview; don't invite them to micromanage.

Meeting recessed at 3:00 p.m.

5.4. Strategic Plan Review and Chief Executive Officer Goals

Meeting reconvened at 3:03 p.m.

The interim Chief Executive Officer (CEO) walked the Board through the status of the current strategic plan and related action items. The Board and interim CEO identified priority initiatives on which the interim CEO should focus.

6. PUBLIC COMMENT

None.

7. ADJOURNMENT

Meeting adjourned to Wednesday, March 18, 2015 at 8:00 a.m. at the Alder Room, Granlibakken Conference Center & Lodge, 725 Granlibakken Road Tahoe City, CA 96145

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Board Retreat (Day 2 of 2)

Wednesday, March 18, 2015 at 8:00 a.m.

Alder Room, Granlibakken Conference Center & Lodge
725 Granlibakken Road Tahoe City, CA 96145

8. CALL TO ORDER

Meeting reconvened at 8:02 a.m.

9. ROLL CALL

Board: Karen Sessler, President; Chuck Zipkin, Vice President; Greg Jellinek, Secretary; Dale Chamblin, Treasurer; John Mohun, Director

Staff: Virginia Razo, *Interim* Chief Executive Officer; Crystal Betts, Chief Financial Officer; Judy Newland, Chief Nursing Officer; Jake Dorst, Chief Information Officer; Jayne O'Flanagan, Director Human Resources; Ted Owens, Director Community Development; Patricia Barrett, Clerk of the Board

10. RETREAT ITEMS FOR BOARD DISCUSSION

Item 4.1.1 from the prior day's session was revisited.

4.1 Contracts

4.1.1. New

- a. Krause_Rural PRIME Site Clerkship Director
- b. Krause_Rural PRIME Site Medical Director
- c. Samelson_PSA Medical Director Medical Education Committee
- d. Thompson_PSA_Training_and_Education_2015
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- f. Coll_PSA_Training_and_Education_2015

ACTION: Motion made by Director Zipkin, seconded by Director Chamblin, to approve contracts referenced as 4.1.1.a – f. Roll call vote taken. Passed unanimously.

Interim CEO introduced, Lisa Toutant as today's retreat facilitator. Ms. Toutant met with CEO and Director of Community Development to develop the priorities for today's retreat.

Ms. Toutant provided a summary of her background and shared that she has had the opportunity to speak with each board member in advance of the board meeting to garner information related to individual priorities.

10.2. Introduction and Ground Rules

The Board discussed and agreed to ground rules for the conduct of the day's retreat activities and participated in an ice breaking exercise.

Three significant areas were identified:

- Financial Stability
- Compliance
- Community

Ground rules were identified:

- Refocus attention by using the time out sign
- Put idea on trial not the person
- Don't interrupt
- Repeat what was understood to be said "reflective listening"
- Participation (equal for all)
- Written record shared by everyone
- Stay on point
- Use your inside voice

Meeting recessed at 8:41 a.m.

BREAK

Meeting reconvened at 8:56 a.m.

10.3. **Board SWOT Analysis**

See attached summary notes prepared by the facilitator.

10.4. **Board Priorities and Goals**

See attached summary notes prepared by the facilitator.

Meeting recessed at 1:58 p.m.

11. SUMMARY and NEXT STEPS

See attached summary notes prepared by the facilitator.

Meeting reconvened at 2:19 p.m.

12. MEETING EFFECTIVENESS ASSESSMENT

The Board will identify and discuss any occurrences during the meeting that impacted the effectiveness and value of the meeting.

13. PUBLIC COMMENT

None.

14. ADJOURN

Meeting adjourned at 3:15 p.m.