



REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES

Thursday, January 26, 2017 at 4:00 p.m.

Tahoe Truckee Unified School District (TTUSD) Office
11603 Donner Pass Rd, Truckee, CA

1. CALL TO ORDER

Meeting was called to order at 4:05 p.m.

2. ROLL CALL

Board: Charles Zipkin, M.D., Board President; Gregory Jellinek, M.D., Vice President; Dale Chamblin, Treasurer; Randy Hill, Secretary; Alyce Wong, Board Member

Staff: Judy Newland, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Karen Baffone, Chief Nursing Officer; Janet Van Gelder, Executive Director of Governance and Business Development; Martina Rochefort, Clerk of the Board

Other: David Ruderman, Assistant General Counsel

3. CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA

No changes were made to the agenda.

4. INPUT AUDIENCE

No public comment was received.

5. CLOSED SESSION

Discussion held on privileged matters.

6. DINNER BREAK

APPROXIMATELY 6:00 P.M.

7. OPEN SESSION – CALL TO ORDER

Open Session reconvened at 6:00 p.m.

8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

General Counsel stated there were no reportable action taken on the first two Closed Session items. Items 5.3. and 5.4. were approved on 5-0 votes.

9. CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA

Board President clarified Item 21 cannot have be discussed at a Special Meeting and will be on the agenda for the February Regular Board Meeting.

10. INPUT – AUDIENCE

No public comment was received.

11. INPUT FROM EMPLOYEE ASSOCIATIONS

No comment was received from the Employee Associations.

12. ACKNOWLEDGMENTS

12.1. Retirement of Chief Human Resources Officer, Jayne O’Flanagan

Public comment was received from Stacy Tedsen, Alex MacLennan, and Dr. Chris Arth.

13. MEDICAL STAFF REPORT

13.1. Medical Staff Report

Discussion was held.

ACTION: Motion made by Director Jellinek, seconded by Director Wong, to approve the Medical Staff Report as presented.

AYES: Directors Wong, Hill, Chamblin, Jellinek and Zipkin

NAYS: None

Abstention: None

14. CONSENT CALENDAR

These items are expected to be routine and non-controversial. They will be acted upon by the Board without discussion. Any Board Member, staff member or interested party may request an item to be removed from the Consent Calendar for discussion prior to voting on the Consent Calendar.

14.1. Approval of Minutes of Meetings

12/15/2016

14.2. Financial Report

14.2.1. Financial Report- November 2016

14.2.2. Financial Report- December 2016

14.3. Staff Reports

14.3.1. CIO Board Report

14.3.2. CNO Board Report

14.3.3. COO Board Report

Director Zipkin pulled Item 14.2. for discussion.

ACTION: Motion made by Director Wong, seconded by Director Jellinek, to accept the Consent Calendar as presented without Item 14.2. Financial Reports.

AYES: Directors Wong, Hill, Chamblin, Jellinek and Zipkin

NAYS: None

Abstention: None

15. ITEMS FOR BOARD ACTION

15.1. 2002 Variable Rate Demand Revenue Bond Refinancing

15.1.1. Debt Management Policy

Discussion was held.

15.1.2. Debt Management – Resolution 2017-01

Discussion was held.

ACTION: Motion made by Director Chamblin, seconded by Director Hill, to approve Resolution 2017-01 approving a Debt Management Policy as presented. Roll call vote taken.

Wong – AYE

Hill – AYE

Chamblin – AYE

Jellinek - AYE

Zipkin - AYE

15.1.3. Umpqua Bank Proposal

Discussion was held.

15.1.4. Umpqua Bank Credit Approval Letter

Discussion was held.

15.1.5. Fifth Supplemental Indenture of Trust

Discussion was held.

15.1.6. Fifth Supplemental Indenture – Resolution 2017-02

Discussion was held.

ACTION: Motion made by Director Zipkin, seconded by Director Jellinek, to approve Resolution 2017-02 as presented. Roll call vote taken.

Wong – AYE

Hill – AYE

Chamblin – AYE

Jellinek – AYE

Zipkin - AYE

15.1.7. Bond Purchase Agreement

Discussion was held.

16. ITEMS FOR BOARD DISCUSSION

16.1. TFHD Quality Program Overview

Discussion was held.

No public comment received.

16.2. Disaster Level I Activation Summary

Discussion was held.

No public comment received.

16.3. Board of Directors 2017 Committee Appointments

Discussion was held.

Staff was directed to add this item for discussion at the second day of the Board Retreat in February.

No public comment received.

17. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

Item 14.2. from the consent calendar was discussed.

ACTION: Motion made by Director Zipkin, seconded by Director Jellinek, to accept Item 14.2. from the Consent Calendar as presented.

AYES: Directors Wong, Hill, Chamblin, Jellinek and Zipkin

NAYS: None

Abstention: None

18. BOARD COMMITTEE REPORTS/RECOMMENDATIONS FOR DISCUSSION AND/OR ACTION

18.1. Quality Committee Meeting – 01/23/2017

Director Wong provided a summary of the recent Quality Committee meeting.

18.2. Finance Committee Meeting – 01/23/2017

Director Chamblin provided a summary of the recent Finance Committee meeting.

18.3. Community Benefit Committee Meeting – No meeting held in January.

18.4. Governance Committee Meeting – No meeting held in January.

18.5. Personnel Committee Meeting – No meeting held in January.

19. CEO INFORMATIONAL REPORT

19.1. CEO Strategic Updates

Discussion was held.

20. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

21. ITEMS FOR NEXT MEETING

-The Board will add the CEO Incentive Compensation and Performance Review Criteria to its next regularly scheduled board meeting.

-The Board requested an annual update report on Risk Management activities. The Board of Directors would also like a brief update from TIRHR.

22. BOARD MEMBERS REPORTS/CLOSING REMARKS

None.

23. CLOSED SESSION CONTINUED, IF NECESSARY

24. OPEN SESSION

25. REPORT OF ACTIONS TAKEN IN CLOSED SESSION, IF NECESSARY

26. MEETING EFFECTIVENESS ASSESSMENT

Regular Meeting of the Board of Directors of Tahoe Forest Hospital District
January 26, 2017 MINUTES – Continued

No discussion was held.

27. ADJOURN

Meeting adjourned at 7:37 p.m.