



REGULAR MEETING OF THE BOARD OF DIRECTORS MINUTES

Thursday, May 23, 2019 at 4:00 p.m.
Tahoe Forest Hospital – Eskridge Conference Room
10121 Pine Avenue, Truckee, CA 96161

1. CALL TO ORDER

Meeting was called to order at 4:00 p.m.

2. ROLL CALL

Board: Alyce Wong, Board Chair; Mary Brown, Vice President; Dale Chamblin, Treasurer; Randy Hill, Board Member

Staff in attendance: Harry Weis, Chief Executive Officer; Judy Newland, Chief Operations Officer; Matt Mushet, In-house Counsel; Jim Sturtevant, Administrative Director of Transitions; Martina Rochefort, Clerk of the Board

Other: David Ruderman, Assistant General Counsel

3. DELETIONS/CORRECTIONS TO THE POSTED AGENDA

No changes were made to the agenda.

4. INPUT AUDIENCE

No public comment was received.

Open Session recessed at 4:02 p.m.

5. CLOSED SESSION

5.1. Hearing (Health & Safety Code § 32155)

Subject Matter: Post-Acute Services Quality & Service Excellence Report

Number of items: One (1)

Discussion was held on a privileged item.

5.2. Conference with Labor Negotiator (Government Code § 54957.6)

Name of District Negotiator(s) to Attend Closed Session: Alex MacLennan

Employee Organization(s): Employees Association and Employees Association of Professionals

Discussion was held on a privileged item.

5.3. Conference with Legal Counsel; Anticipated Litigation (Gov. Code § 54956.9(d)(2) & (d)(3)) ♦

A point has been reached where, in the opinion of the Board on the advice of its legal counsel, based on the below-described existing facts and circumstances, there is a significant exposure to litigation against the District. Number of Potential Cases: One

Receipt of Claim pursuant to Tort Claims Act or other written communication threatening litigation (copy available for public inspection in Clerk's office). (Gov. Code 54956.9 (e)(3))

Name of Person Threatening Litigation: Stephanie Nichols

Discussion was held on a privileged item.

5.4. Conference with Legal Counsel; Anticipated Litigation (Gov. Code § 54956.9(d)(2) & (d)(3))

A point has been reached where, in the opinion of the Board on the advice of its legal counsel, based on the below-described existing facts and circumstances, there is a significant exposure to litigation against the District. Number of Potential Cases: One

Receipt of Claim pursuant to Tort Claims Act or other written communication threatening litigation (copy available for public inspection in Clerk's office). (Gov. Code 54956.9 (e)(3))

Name of Person Threatening Litigation: Robert Lynn

Discussion was held on a privileged item.

5.5. Conference with Legal Counsel; Anticipated Litigation (Gov. Code § 54956.9(d)(2) & (d)(3))

A point has been reached where, in the opinion of the Board on the advice of its legal counsel, based on the below-described existing facts and circumstances, there is a significant exposure to litigation against the District. Number of Potential Cases: One

Receipt of Claim pursuant to Tort Claims Act or other written communication threatening litigation (copy available for public inspection in Clerk's office). (Gov. Code 54956.9 (e)(3))

Name of Person Threatening Litigation: Kathryn Reynolds

Discussion was held on a privileged item.

5.6. Conference with Legal Counsel; Initiation of Litigation (Gov. Code § 54956.9(d)(4))

Number of Potential Cases: One (1)

Discussion was held on a privileged item.

5.7. Approval of Closed Session Minutes

04/25/2019

Discussion was held on a privileged item.

5.8. TIMED ITEM – 5:30PM - Hearing (Health & Safety Code § 32155)

Subject Matter: Medical Staff Credentials

Discussion was held on a privileged item.

APPROXIMATELY 6:00 P.M.

6. DINNER BREAK

7. OPEN SESSION – CALL TO ORDER

Meeting reconvened at 6:02 p.m.

8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

General Counsel reported eight items were considered in closed session. There was no reportable action on items 5.1.-5.2. Item 5.3. was denied on a 4-0 vote. There was no reportable action on item

5.4. Item 5.5. was denied on a 4-0 vote. There was no reportable action on item 5.6. Items 5.7. and 5.8. were both approved on a 4-0 vote.

9. DELETIONS/CORRECTIONS TO THE POSTED AGENDA

No changes were made to the agenda.

10. INPUT – AUDIENCE

No public comment was received.

11. INPUT FROM EMPLOYEE ASSOCIATIONS

No public comment was received.

12. SAFETY FIRST

12.1. Harry Weis, Chief Executive Officer, presented new overhead pages as the May Safety First topic.

13. ACKNOWLEDGMENTS

13.1. Tena Mather was named May 2019 Employee of the Month.

13.2. 2019 TFHS Nurses of Excellence were recognized.

13.3. TFHS named 2019 Greater Reno-Tahoe Best Places to Work Award.

13.4. Tahoe Forest Hospital named on Becker’s 67 Critical Access Hospitals to Know list.

14. MEDICAL STAFF EXECUTIVE COMMITTEE

14.1. Medical Executive Committee (MEC) Meeting Consent Agenda

MEC recommends the following for approval by the Board of Directors:

Annual Plan Approvals: 2019 Home Health Annual QA/PI Plan, 2019 Hospice Annual QA/PI Plan, Annual Pharmacy Policy Review

Privilege Form (with changes): NP-PA Privilege Form

Dr. Ellen Cooper, Medical Executive Committee Secretary/Treasurer presented the meeting consent agenda.

Discussion was held.

No public comment was received.

ACTION: Motion made by Director Brown, seconded by Director Hill, to approve the Home Health Quality Assurance/Performance Improvement Plan and Hospice Quality Assurance/Performance Improvement Plan as presented.

AYES: Directors Hill, Chamblin, Brown and Wong

Abstention: None

NAYS: None

Absent: None

ACTION: Motion made by Director Chamblin, seconded by Director Hill, to approve the Annual Pharmacy Policy Review as presented.

AYES: Directors Hill, Chamblin, Brown and Wong

Abstention: None

NAYS: None
Absent: None

ACTION: Motion made by Director Brown, seconded by Director Hill, to approve the NP-PA Privilege Form as presented.

AYES: Directors Hill, Chamblin, Brown and Wong
Abstention: None
NAYS: None
Absent: None

15. CONSENT CALENDAR

15.1. Approval of Minutes of Meetings

15.1.1. 04/22/2019-04/23/2019

15.1.2. 04/25/2019

15.2. Financial Reports

15.2.1. Financial Report – April 2019

15.3. Staff Reports

15.3.1. CEO Board Report

15.3.2. COO Board Report

15.3.3. CNO Board Report

15.3.4. CIIO Board Report

15.3.5. CMO Board Report

15.4. Approve updated policies

15.4.1. Order and Decorum

15.5. Approve Contract Amendment

15.5.1. North Tahoe Anesthesia Group – Amendment

15.6. Approve Job Description

15.6.1. President CEO Job Description

15.7. Approve Revised Committee Charter

15.7.1. Executive Compensation Committee Charter

15.8. Approve Incline Village Community Hospital Foundation Board Nominee

15.8.1. Dr. Myles Riner

No public comment was received.

ACTION: Motion made by Director Chamblin, seconded by Director Brown, to approve the Consent Calendar as presented.

AYES: Directors Hill, Chamblin, Brown and Wong
Abstention: None
NAYS: None
Absent: None

16. ITEMS FOR BOARD ACTION

16.1. Fiscal Year 2020 CEO Incentive Compensation Criteria

Discussion was held on the proposed fiscal year 2020 CEO Incentive Compensation Criteria.

No public comment was received.

ACTION: Motion made by Director Brown, seconded by Director Hill, to approve the Fiscal Year 2020 CEO Incentive Compensation Criteria as presented.

AYES: Directors Hill, Chamblin, Brown and Wong

Abstention: None

NAYS: None

Absent: None

16.2. Amendment to CEO Employment Agreement

Discussion was held on the proposed amendment to the Chief Executive Officer Employment Agreement.

ACTION: Motion made by Director Chamblin, seconded by Director Hill, to accept the Amendment to the Employment Agreement between Harry Weis and Tahoe Forest Hospital District as presented.

AYES: Directors Hill, Chamblin, Brown and Wong

Abstention: None

NAYS: None

Absent: None

17. ITEMS FOR BOARD DISCUSSION

17.1. Board Education

17.1.1. Disruptive Innovation: Opportunities and Challenges

Video can be viewed at <https://www.aha.org/disruptive-innovation-opportunities-and-challenges>.

Discussion was held discuss about American Hospital Association's Disruptive Innovation: Opportunities and Challenges video on market disruptors.

Jake Dorst, TFHS Chief Information Innovation Officer, and Kevin Murphy provided public comment.

18. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

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

19.1. Executive Compensation Committee Meeting – 05/08/2019

Director Hill provided an update from the recent Executive Compensation Committee meeting.

19.2. Finance Committee Meeting – No meeting in May.

19.3. Quality Committee Meeting – No meeting held in May.

19.4. Governance Committee Meeting – No meeting held in May.

20. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

None.

21. ITEMS FOR NEXT MEETING

The board will vote for Board Secretary at the next meeting.

22. BOARD MEMBERS REPORTS/CLOSING REMARKS

Regular Meeting of the Board of Directors of Tahoe Forest Hospital District
May 23, 2019 MINUTES – Continued

Director Wong provided a report from her attendance at the Tahoe Forest Health System Foundation.

23. CLOSED SESSION CONTINUED, IF NECESSARY

24. OPEN SESSION

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

26. ADJOURN

Meeting adjourned at 7:28 p.m.