



CONTINUED REGULAR MEETING OF THE BOARD OF DIRECTORS MINUTES

Tuesday, January 29, 2019 at 12:30 p.m.
Tahoe Forest Hospital – Eskridge Conference Room
10121 Pine Avenue, Truckee, CA 96161

Meeting was continued from Thursday, January 24, 2019 per Order of Adjournment.

1. CALL TO ORDER

Meeting was called to order at 12:30 p.m.

2. ROLL CALL

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

Staff in attendance: Harry Weis, Chief Executive Officer; Judy Newland, Chief Operations Officer; Dr. Shawni Coll, Chief Medical Officer; Jean Steinberg, outgoing Director of Medical Staff; Dorothy Piper, incoming Director of Medical Staff Dr. Gregory Tirdel, Chief Medical Officer

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.

5. MEDICAL STAFF EXECUTIVE COMMITTEE

5.1. Medical Executive Committee (MEC) Meeting Consent Agenda

MEC recommends the following for approval by the Board of Directors: *Review and approval of policies, procedures, and privilege forms.*

- *General Surgery Privilege Form*
- *New Endocrinology Privileges*
- *Annual Review*
 - *Clinical Privileges that Cross Specialty Lines*
 - *Criminal Background Checks*
 - *EKG Interpretation*
 - *Executive Committee-Disclosure Form Policy*
 - *Professional Liability Coverage*

Discussion was held.

For policy MSCP-30 on EKG Interpretation, the Board recommended listing the physician names in an attachment instead of directly in the policy.

For policy MSCP-7 on Professional Liability Coverage, the Board of Directors recommend changing “shall” to “must” in the second sentence.

No public comment received.

ACTION: Motion made by Director Brown, seconded by Director Zipkin, to approve the Medical Executive Committee MEC Consent Calendar with the corrections provided by the board.

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

Abstention: None

NAYS: None

Absent: None

Open Session recessed at 12:48 p.m.

6. CLOSED SESSION

6.1. Hearing (Health & Safety Code § 32155)

Subject Matter: Medical Staff Credentials

Discussion was held on a privileged item.

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

Name of District Negotiator(s) to Attend Closed Session: Alyce Wong

Unrepresented Employee: Chief Executive Officer

Discussion was held on a privileged item.

6.3. Approval of Closed Session Minutes

12/20/2018

Discussion was held on a privileged item.

6.4. Hearing (Health & Safety Code § 32155)

Subject Matter: Fourth Quarter 2018 and Year End Corporate Compliance Report

Number of items: One (1)

Discussion was held on a privileged item.

7. OPEN SESSION – CALL TO ORDER

Open Session reconvened at 2:08 p.m.

8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

General Counsel noted item 6.1. Medical Staff Credentials was approved on a 5-0 vote. There was no reportable action on item 6.2. Item 6.3. was approved on a 5-0 vote. Lastly, there was no reportable action on item 6.4.

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. Chief Nursing Officer Karen Baffone presented the January Safety First Topic on technology and medication errors.

13. ACKNOWLEDGMENTS

13.1. Chris Hess was named TFHS January 2019 Employee of the Month.

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

14.1.1. 12/20/2018

14.2. Financial Reports

14.2.1. Financial Report – December 2018

14.3. Staff Reports

14.3.1. CEO Board Report

14.3.2. COO Board Report

14.3.3. CNO Board Report

14.3.4. CIIO Board Report

14.3.5. CMO Board Report

14.4. Policy Review

14.4.1. ABD-05 Bond Fiscal Policy

14.4.2. ABD-15 Investment Policy

14.5. Mountain Housing Council

14.5.1. Mountain Housing Council Advocacy Policy

Director Brown pulled item 14.2.1. Financial Report – December 2018 and Director Wong pulled item 14.4.2. ABD-15 Investment Policy.

ACTION: Motion made by Director Hill, seconded by Director Brown, to approve the Consent Calendar excluding item 14.2.1. Financial Report - December 2018 and 14.4.2. ABD-15 Investment Policy.

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

Abstention: None

NAYS: None

15. ITEMS FOR BOARD DISCUSSION

15.1. Retirement Committee Update

Brian Montanez of The Multnomah Group provided a semi-annual update from the Retirement Committee. Discussion was held.

No public comment was received.

16. ITEMS FOR BOARD ACTION

16.1. Corporate Compliance Report

Jim Hook of The Fox Group presented the Fourth Quarter 2018 and Year End Corporate Compliance Report. Discussion was held.

No public comment was received.

**ACTION: Motion made by Director Brown, seconded by Director Chamblin, to accept the Fourth Quarter 2018 and Year End Corporate Compliance Report.
AYES: Directors Hill, Zipkin, Chamblin, Brown and Wong
Abstention: None
NAYS: None**

16.2. Annual Corporate Compliance Work Plan

Mr. Hook presented the 2019 Annual Corporate Compliance Work Plan for approval. Discussion was held.

No public comment was received.

**ACTION: Motion made by Director Zipkin, seconded by Director Chamblin, to approve the 2019 Annual Corporate Compliance Work Plan.
AYES: Directors Hill, Zipkin, Chamblin, Brown and Wong
Abstention: None
NAYS: None**

16.3. Chief Executive Officer Employment Agreement

The Board of Directors reviewed and considered a CEO Employment Agreement for approval.

Board Chair reported that the board did consider entering in a new agreement of employment with the CEO which has not substantially changed. The changes made to the Chief Executive Officer Employment Agreement were as follows:

- The new term will be four years and will run through December 31, 2022.
- The base salary did not change but did reflect a 3% annual adjustment as noted in the agreement. The annual base compensation will be \$563,410.00.
- The CEO's title will now be President and Chief Executive Officer.

No public comment was received.

**ACTION: Motion made by Director Brown, seconded by Director Chamblin, to approve the CEO Employment Agreement as presented.
AYES: Directors Hill, Zipkin, Chamblin, Brown and Wong
Abstention: None
NAYS: None**

17. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

Item 14.2.1. Financial Report - December 2018 was discussed.

ACTION: Motion made by Director Brown, seconded by Director Zipkin, to accept the Financial Report – December 2018 as presented.

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

Abstention: None

NAYS: None

Item 14.4.2. ABD-15 Investment Policy was discussed.

No public comment was received.

ACTION: Motion made by Director Chamblin, seconded by Director Hill, to approve ABD-15 Investment Policy as presented.

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

Abstention: None

NAYS: None

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

18.1. Executive Compensation Committee Meeting – No meeting in January.

18.2. Quality Committee Meeting – No meeting in January.

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

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

19. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

None.

20. ITEMS FOR NEXT MEETING

None.

21. BOARD MEMBERS REPORTS/CLOSING REMARKS

Director Zipkin note two community members have commented on not being able to see the flashing cross walk light. Ted Owens will bring up with the Truckee Town Engineer.

22. CLOSED SESSION CONTINUED, IF NECESSARY

None.

23. OPEN SESSION

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

25. ADJOURN

Meeting adjourned at 3:15 p.m.