



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
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PRESENT AT MEETING:	<p>Board Members: Roger Kahn, Vice President; Larry Long, Secretary; John Mohun, Treasurer; Karen Sessler, M.D., Board Member</p> <p>Staff: Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Joan Sevy-Majers, RN, Interim Chief Nursing Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Jeanne McAuliffe, Executive Assistant</p>	
1. Call to Order	Mr. Kahn called the meeting to order at 4:05 p.m.	
2. Roll Call	<p>It was noted that all four Board Members were present.</p> <p>Board: Roger Kahn, Vice President; John Mohun, Treasurer; Larry Long, Secretary; Karen Sessler, M.D., Board Member</p> <p>Staff: Bob Schapper, Chief Executive Officer; Crystal Betts, Chief Financial Officer; Rick McConn, Chief Facilities; Terri Schnieder, Director, Medical Staff Services; Jeanne McAuliffe, Executive Assistant</p> <p>Others: Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff</p>	
3. Clear the Agenda/Items Not On the Posted Agenda	The agenda was cleared. No changes were made to the posted agenda.	
4. Input -- Audience	Audience input was sought, but none was offered.	
5. Closed Session:	The meeting proceeded into closed session at 4:07 p.m.	
A. Approval of closed session minutes of 12/18/12 & 1/8/13	A copy of the attachment is in the closed session packet.	<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve the closed session minutes of 12/18/12 & 1/8/13 as presented. Motion carried unanimously.</u></p>



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B. Government Code Section 54956.9(a): Existing Litigation (Dwayne Nash Industries, Inc. v. TFHD)	Mr. McConn joined the meeting for this agenda item. Discussion was held.	
C. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation	Discussion was held.	
D. Health & Safety Code Section 32155: Medical Staff Credentials	Dr. Barta and Ms. Schnieder joined the meeting for this agenda item. Dr. Barta presented the Medical staff credentials as recommended for approval by the Medical staff Executive Committee.	<u>It was moved by Dr. Sessler and seconded by Mr. Mohun to approve the Medical Staff Credentials items 1 (a) – (g) 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>
6. Dinner Break	A dinner break was taken at 5:30 p.m.	
7. Open Session Call To Order	Mr. Kahn called the open session to order at 6:12 p.m.	
PRESENT FOR OPEN SESSION:	Board Members: Roger Kahn, Vice President; Larry Long, Secretary; John Mohun, Treasurer; Karen Sessler, M.D., Board Member Staff: Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Alex MacLennan, Non-clinical Educator; Ted Owens, Director,	



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	<p>Community Development; Martha Simon, Director, Fund Development; Paige Thomason, Director, Marketing & Communications; Stephanie Hanson, RN, CHA, Administrative Director, Home Health/Hospice; Chris Spencer, RN, NP; Director Community Health Services; Terri Schnieder, Director, Medical Staff Services; Jaye Chasseur, Controller; Jeanne McAuliffe, Executive Assistant</p> <p>Others Present: Steve Gross, Legal Counsel; Bob Chase, M.D.; Gina Barta, M.D.</p>	
<p>8. Clear The Agenda/Items Not on the Posted Agenda</p>	<p>The agenda was cleared. Mr. Kahn asked if there were any changes to the posted agenda.</p>	
<p>9. Input Audience</p>	<p>Audience input was sought, but none was offered.</p>	
<p>10. Input From Employee Associations</p>	<p>None present.</p>	
<p>11. Election of Board Officers</p>	<ul style="list-style-type: none"> • A slate of Officers was presented, which Mr. Mohun read, as follows: <ul style="list-style-type: none"> ✓ President, Roger Kahn ✓ Vice President, John Mohun ✓ Secretary, Karen Sessler, M.D. ✓ Treasurer, Larry Long • Mr. Kahn asked if there were any other recommendations or discussion; • There was none. 	<p><u>It was moved by Mr. Mohun and seconded by Dr. Sessler to approve the slate of officers as presented. Motion carried unanimously.</u></p>
<p>12. Medical Staff Report</p>	<ul style="list-style-type: none"> • Dr. Barta reported: <ul style="list-style-type: none"> ✓ The ED On Call panel is just beginning; ✓ The joint Board/Medical Staff meeting will be tomorrow evening, Dr. Bittman will be speaking; ✓ Just Culture training was proposed for next month, but she asked if this could be postponed and more advance 	



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	<p>notice be given so there would be more participation with the physicians;</p> <ul style="list-style-type: none"> ✓ Discussion was held about the Medical staff having a Vision Statement, so she has asked the Medical Executive Committee to think about what they would like in a Vision Statement, next month she hopes to get some ideas out there; ✓ She suggested that Dr. Coll be used for strategic and innovation planning; ✓ Mr. Schapper has agreed to compensate her for doing work on this; ✓ Dr. Coll has a passion for this and is good at goal setting; ✓ She asked if the Board had any questions, there were none. 	
<p>A. Surgery Department Policies and Procedures Annual Approval</p>	<p>Dr. Barta stated that the following needed Board approval:</p> <ul style="list-style-type: none"> • Annual approval of policies and procedures <ul style="list-style-type: none"> - Perioperative Services - IVCH Perioperative Services - Ambulatory Surgery - Post Anesthesia Care Unit - Special Procedure Room • Structure Standards for Perianesthesia/ambulatory and IVCH 	<p><u>It was moved by Mr. Long and seconded by Dr. Sessler to approve items A-D as listed in these minutes, as presented. Motion carried unanimously.</u></p>
<p>B. Infection Control Committee</p>	<ul style="list-style-type: none"> • Annual Approval of Policies and Procedures <ul style="list-style-type: none"> - Infection Control - Employee Health - Environmental Services - Cleaning Products Inventory - Nutritional Services (Dietary) 	



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	<ul style="list-style-type: none"> - PAAS - Sterile Processing - Surgical Services 	
<p>C. Pharmacy and Therapeutics Committee</p>	<ul style="list-style-type: none"> • Annual Approval of Policies and Procedures • Influenza Pneumococcal Vaccines-NEW • MERP Annual review and revision • Pre printed Orders - Eyelid, Eyebrow - Pterygium Pre Post Order - Cardioversion and Transesophageal Echocardiogram Order 	
<p>D. Medical Staff Policies and Procedures</p>	<ul style="list-style-type: none"> • Annual Approval of Policies and Procedures 	
<p>13. Consent Calendar: A. Minutes of Meetings of: 12/11/12; 12/18/12 and 1/8/13</p>		<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve the minutes of the meetings of 12/11/12, 12/18/12 and 1/8/13 as presented. Motion carried unanimously.</u></p>
<p>14. Chief Executive Officer's Report A. COO Operations Report B. Nursing Report C. Incline Village Community Hospital Report D. Innovation/Projects Update</p> <ul style="list-style-type: none"> • Wellness Neighborhood • ACO Project Collaboration • CAReHIN 	<ul style="list-style-type: none"> • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ His written report is in the packet; ✓ Dr. Barta had requested a list of the vast number of initiatives that the health system is involved in to present to the Medical staff; ✓ He asked if there were any questions. There were none. • Mr. Long stated that he liked this report as well; • Ms. Razo gave the Operations Report: <ul style="list-style-type: none"> ✓ In order to ensure that the District is in compliance with California regulations and survey ready, the firm of Steven Hirsch and Associates was hired to determine if the District is in compliance; 	



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	<ul style="list-style-type: none"> ✓ A nurse was sent into the ECC to ensure that all the issues brought up at the last survey had been corrected; ✓ She is pleased to announce that of the issues that were previously identified, she wasn't able to find any issues; ✓ There was a tri-annual Medical Error Reduction Plan Survey held and there were no deficiencies; ✓ While the surveyors were here, they found a few Title 22 issues, a Plan of Correction was submitted and accepted by the State; ✓ In February, Just Culture Training will be held; ✓ Just Culture stresses personal accountability and turns errors and situations into an education session instead of being punitive; ✓ Ongoing training will be held for new managers; ✓ The question has been asked if there are physicians currently using Just Culture; ✓ If so, it would be ideal to have a physician come and present this to the physicians; ✓ Stabilizing the electronic system is consuming a great amount of time; ✓ CPSI has told us that we are one of the most complex hospitals they have serviced; ✓ She complimented the staff, everyone is actively involved in resolving the issues; ✓ The Flex Monitor Program, through CMS, is a program to oversee how CAH programs are improving financial viability and how does the cohort of CAH's compare against each other in quality and financial initiatives; ✓ Last year, Tahoe Forest Hospital was one of 8 hospitals that went to the training exercises; 	



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	<ul style="list-style-type: none"> ✓ We had a team that looked at the core measures for pneumonia and we met the criteria 100%; ✓ There will be an article in the National Rural Health Institute and our own local paper about our success, and how that team performed; ✓ This is a big deal for us; • Mr. Schapper stated that this is a real time change based on performance improvement initiatives; • Ms. Razo continued her report: <ul style="list-style-type: none"> ✓ An interview was done for a CNO candidate, but we are looking for a leader, someone who will bring new talent to the organization; ✓ There are more candidates coming to us, but not many that meet the criteria we are looking for; ✓ There are two candidates for the Director of Quality, one internal candidate and one outside candidate; those interviews will take place next week; ✓ A new Director of Pharmacy was hired, he will begin in early February, Peter Forni, PharmD; ✓ She believes that the Director of Long Term Care position will be a difficult position to recruit; ✓ Karen Gancitano, the interim is doing very well; • Ms. Sevy-Majers reported: <ul style="list-style-type: none"> ✓ The Manager of Women & Family Services position has been filled, Marilyn Hilbert; ✓ She has a significant background in obstetrics; ✓ Her son and daughter-in-law are moving to Reno to be near her, so she is settling in; ✓ The time of the Nurse of the Year recognition in May, has been changed from 3:30 – 4:30 to 4:30 – 5:30 with 	



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	<p>the hope that more night shift staff will be able to attend;</p> <ul style="list-style-type: none"> • Ms. Newland reported: <ul style="list-style-type: none"> ✓ The family clinic in Incline, which is currently open only one day a week will be moving to the second floor of IVCH; ✓ It will be open more and they are excited for that transition; ✓ Joe Woodman, RN was employee of the year this year; ✓ He is an RN at Incline; ✓ He did a lot of work on the EMR and became the expert for both organizations; ✓ This did a lot to bridge the gap between Tahoe Forest Hospital and Incline Village Community Hospital; • Ms. Barr reported: <ul style="list-style-type: none"> ✓ The Wellness Neighborhood is a big project, but is moving forward on many, if not all fronts; ✓ In the Disparity group, contracts are being drafted for funding of the Promotoras; ✓ The community liaison position was originally conceived as a staff position of Tahoe Forest, however, given that this is only one-year funding, discussion was held to determine how to staff this position; ✓ It was determined that the best approach would be to take that position and have a licensed clinical social worker (LCSW) split time between the Disparity group and Mental Health group with a representative from Tahoe Forest to communicate between the organizations; ✓ A job description has been created; ✓ On the Mental Health front, we are challenged to 	
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	<p>advance mental health services in the community;</p> <ul style="list-style-type: none"> ✓ A meeting was held with the counties, who have stepped up and stated that they would partially fund a psychiatrist; It is an unaddressed need in the community; ✓ Details continue to be worked out; ✓ Primary Prevention (Be Fit Program) is up and running; ✓ Collaboration with the school district is being done in this area; ✓ She has written two articles regarding immunizations; ✓ The Dental Program is having space issues, which are being worked through; ✓ SBert & Alcohol substance abuse programs are up and running; ✓ For the "Identify Your Primary Care Provider Program," bios are being done and photos taken of each of the providers for the website; ✓ An April launch is planned for the website; • Mr. Kahn stated that having this information on the website isn't enough; • Dr. Sessler asked about the recent tragedy at the high school, is the District involved; • Ms. Hanson responded: <ul style="list-style-type: none"> ✓ Renee's Place was contacted by the high school to assist with immediate needs of the students and staff; ✓ A community meeting was held at Glenshire elementary, Renee's place provided resources for counseling, books on how to talk to your children and teenagers about suicide and grief; ✓ Renee's Place is working closely with the middle school 	



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	<p>to determine if a grief group will be needed;</p> <ul style="list-style-type: none"> ✓ Renee's place continues to work closely with the school district to determine what other resources and support are needed during this time; • Ms. Barr gave an update on ACO's: <ul style="list-style-type: none"> ✓ The District has been working with the partner hospitals continuing to move down the path of defining what an ACO might look like with Renown; ✓ Defining the terms of that type of arrangement, determining who is interested in participating, what the costs would be and developing a model to use; ✓ A meeting is scheduled to review that information with the CEO's on Thursday; ✓ Renown has been a very good partner so far; ✓ We have, in writing, a list of items that are acceptable to Renown, the most of important of which is if a patient is seen in a rural community once, they belong to that community; ✓ By giving us the maximum number of beneficiaries, we have the maximum benefit; ✓ Discussion has been held about carving out the patients from Renown completely so we can operate independently of Renown; ✓ All is going well and things are moving along; • Mr. Kahn commended Ms. Barr for coming up with this brilliant concept, hopefully, it will work out; • Ms. Barr gave an update on CAREHIN: <ul style="list-style-type: none"> ✓ CAREHIN is continuing to move forward; ✓ Most hospitals have completed implementation; ✓ The next challenge will be the HIE to get to Phase II MU; 	
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	<ul style="list-style-type: none"> ✓ At a minimum, we have to communicate our continuity of care to Renown so they will know what's happening with their patients; ✓ It is very clear that the policy and technology don't work together in reality; ✓ A national call was held today and the one success story was the hospital has connected with one physician in the community. • A question and discussion was held about interoperability of systems. 	
<p>15. Items for Board Discussion And/ Or Action A. Phase 1 Funding Match – Incline Village Community Hospital (For Action)</p>	<ul style="list-style-type: none"> • Ms. Newland stated: <ul style="list-style-type: none"> ✓ Phase 1 fund match is on the agenda for approval this evening; ✓ The IVCH Foundation still owes the District money, but they do not believe that the FF&E component was part of the fund match; ✓ She reminded the Board that phase 1 was the upgrade to the emergency room from 2008; ✓ It was recognized through the auditing process that the Foundation match was not included in the FF&E portion, which would be \$99,000; ✓ In communicating this to the Foundation, it was their recollection that the 50/50 match excluded seismic upgrades and the FF&E component; ✓ A meeting was held with the Finance Committee of the Foundation and they were firm on their recollection that the match was for bricks and mortar only, not seismic upgrades or the FF&E portion; ✓ The Incline Foundation are truly our partners, they really foster their donor relationships; 	



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	<ul style="list-style-type: none"> ✓ They are passionate about supporting the community; ✓ She is bringing this information back to the Board to inform them the Incline Foundation still owes the District \$55,160; • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ As the second floor is modernized, there will be needs for the Foundation to assist in additional fund raising; ✓ This is before the Board for official approval and acknowledgement that the FF&E is not required for the match and that IVCH Foundation has met their contribution for the match; • Dr. Sessler asked for clarification, the project was from 2008, we did seismic upgrades and we're just now looking at the books. What triggered this request? • Mr. Schapper stated that our belief is that what we approved was a 50/50 match transaction with the exception of the seismic upgrade, but they're belief is that it also excluded FF&Es; • Ms. Newland stated that \$55,000 is the balance due and they want closure; • The Board is being asked for approval on not including the \$97,000 for FF&Es in the 50/50 match; • Mr. Kahn stated: <ul style="list-style-type: none"> ✓ Originally it was going to be a 50/50 match for everything, ✓ Then the District said that the seismic requirement involves the building so the District would take care of that; ✓ The Foundation has raised \$2.5 million over the last few years; 	



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	<ul style="list-style-type: none"> • The Board agreed to accept \$55,160 as final payment of Phase 1 from the Incline Foundation; • The Board thanked the Foundation for their efforts and commitment to the community and future support of IVCH. 	
<p>B. Medical Director for Strategic Planning & Health System Redesign Discussion</p>	<ul style="list-style-type: none"> • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ Shawni Coll has been asked to take a directorship role in leading the Medical staff to have more passionate involvement in the strategic planning process; ✓ She will help advance the medical staff in alignment of goals and strategic direction; ✓ She will assist Dr. Taylor and the Medical staff so that physicians will have more control over quality measures and other core measures, which is a support function of the Medical staff; ✓ She will assist in the evolution and development of what the future delivery system of the District might look like in a proactive way that brings physicians along; ✓ It takes a while to get buy in around innovation; ✓ It has been widely accepted by the Medical Executive Committee and Dr. Coll has a great reputation, in terms of her strategic direction over the last few years; ✓ A term sheet and contract will be brought through Governance Committee in February, but will be effective as of January 1st; ✓ Compensation will be at fair market value for that position with a ceiling on hours; ✓ This agreement will come to the Board in February for approval; ✓ These dollars would be allocated from the Medical staff; ✓ Ms. Schnieder will take on the role as the Administrator 	



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	<p>for the Medical staff so that they manage their rules and regulations and bylaws at an optimal level;</p> <ul style="list-style-type: none"> ✓ That position is also a conduit with the Medical staff from a planning position; ✓ It will give Ms. Schnieder the opportunity to coach the Medical staff and has potential for a very good outcome; • Dr. Sessler asked where the visioning that Dr. Barta mentioned comes in to this; • Mr. Schapper responded: <ul style="list-style-type: none"> ✓ Dr. Barta is referring to the fact that the medical staff has to have a clearer vision; ✓ Physicians have a feel for what's going on, but don't really know what it means; • Ms. Schnieder agreed and stated that the physicians are desirous of aligning their vision with that of the health system. 	<p><u>It was moved by Dr. Sessler and seconded by Mr. Mohun that staff continue to move to fill the role of Director of Strategic Planning and develop a contract. Motion carried unanimously.</u></p>
<p>C. Board/Medical Staff Planning Meeting Agenda (Discussion)</p>	<ul style="list-style-type: none"> • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ There is a meeting scheduled for early tomorrow morning with Drs. Coll and Barta to ensure we are ready for the joint Board/Medical Staff meeting tomorrow evening; ✓ Tomorrow night we want to optimize Dr. Bittman's time and it is important to allow this to be a time for the medical staff to learn what is going on with delivery systems, much like what we learned at the Estes Park education session and to allow questions from the physicians; ✓ A good number of physicians have RSVP'd for the meeting tomorrow evening, so it should be a good turnout of physicians; 	



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	<ul style="list-style-type: none"> • Dr. Sessler asked if tomorrow evening's meeting will be recorded; • Ms. Barr responded that Dr. Bittman will be recording a one hour webinar the following morning, but tomorrow evening's meeting will not be recorded; • Mr. Schapper stated that our intent is to allow Dr. Bittman to dominate the evening. 	
<p>D. Board Vacancy (Discussion)</p>	<ul style="list-style-type: none"> • Dr. Sessler stated: <ul style="list-style-type: none"> ✓ She and Mr. Long met with regarding the Board vacancy; ✓ The deadline for submitting a letter of interest and qualifications is February 1st; ✓ If an official score sheet is kept, then that becomes a public documents afterward; ✓ If each Board Member has a sheet to guide the discussion it is okay; • Mr. Gross stated that there cannot be a secret ballot; • Dr. Sessler continued: • The decision was made to follow the procedure that the Board has done in the past; <ul style="list-style-type: none"> ✓ Once we know how many candidates we have, we'll know how much time will be needed; ✓ It is an open and public meeting, we can't exclude the candidates from sitting in on each other's interview's but we can suggest that they not do that; • Discussion was held about when to have the meeting. 	
<p>E. Board Meeting Calendar 2013 -- Probable Change of December 2013 Regular Board Meeting Date</p>	<ul style="list-style-type: none"> • Dr. Sessler stated that she has a conflict for the regularly scheduled Board meeting in August and asked about moving the August Board meeting up to 8/20; • The Board agreed that the August meeting will be moved to 	



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<p>16. Appointment of Board Committees for 2013</p>	<p>8/20 and the December meeting was moved to 12/17.</p> <ul style="list-style-type: none"> • Mr. Kahn stated: <ul style="list-style-type: none"> ✓ Board committees are being formed based on a four person Board, when the fifth person joins the Board, committees will be adjusted and spread out; ✓ The committee appointments were read, as follows: <ul style="list-style-type: none"> ➤ Finance: Chair, Larry Long; John Mohun; ➤ Personnel/Retirement: Chair, Roger Kahn; Larry Long; ➤ Governance: Chair, John Mohun; Karen Sessler, M.D.; ➤ Quality: Chair, Karen Sessler, M.D.; Roger Kahn; ➤ Joint Conference: Roger Kahn; John Mohun; ➤ IVCH Foundation Representative: Roger Kahn ➤ Bioethics: Larry Long ➤ COC: John Mohun & Roger Kahn; ➤ TFHS Foundation Representative: Roger Kahn ➤ TIRHR: Karen Sessler, M.D. ➤ Legislative Ad Hoc Committee: Karen Sessler, M.D.; John Mohun; ➤ Med Tech Council: Karen Sessler, M.D.; John Mohun; • Dr. Sessler asked about areas where certain Board members have been for a long time. She suggested changing some of the Board representatives in various areas, not changing every year, but just to bring new insight. 	
<p>17. Agenda Input For Upcoming Committee Meetings</p>	<ul style="list-style-type: none"> • Upcoming Committee Meetings <ul style="list-style-type: none"> ✓ February: <ul style="list-style-type: none"> ➤ Governance ➤ Finance, proposed date is 2/25 	



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	<ul style="list-style-type: none"> ✓ March: <ul style="list-style-type: none"> ➤ Early in the month, Board Self-Evaluation; ➤ Board Quality 	
18. Items for Next Meeting	Estes Park Education Session (La Quinta, Half Moon Bay)	
19. Board Members Reports/Closing Remarks	None	
20. Closed Session Continued, If Necessary	None	
21. Open Session Report of any Reportable Actions Taken in closed session	Mr. Kahn reported that during closed session, the Board unanimously voted to direct legal counsel, Steve Gross to defend the District in a lawsuit filed by Dwayne Nash Industries, Inc., Kodiak Roofing and to increase his hourly rate to \$300 per hour in connection with this lawsuit.	
22. Adjourn	The meeting adjourned at 8:14 p.m.	

jlm