



**BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES**

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
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PRESENT AT MEETING:	Board Members: Roger Kahn, President; John Mohun, Vice President; Larry Long, Treasurer; Karen Sessler, M.D., Secretary; Dale Chamblin, Board Member Staff: Jeanne McAuliffe, Executive Assistant	
1. Call to Order	Mr. Kahn called the meeting to order at 1 p.m.	
2. Roll Call	All Board Members were present.	
3. Clear the Agenda/Items Not On the Posted Agenda	The agenda was cleared. There were no changes to the agenda as posted.	
4. Input -- Audience Employee Associations		
5. Board Self Assessment <ul style="list-style-type: none"> • Review Board Self-Assessment Results • Discussion of Priorities & Goals • Development of Ideas for Improvement 	<p>Mr. Kahn turned the meeting over to Dr. Sessler who will facilitate the assessment review;</p> <ul style="list-style-type: none"> • Dr. Sessler stated: <ul style="list-style-type: none"> ✓ We will be reviewing The Governance Institute report with the results from the individual Board Member's input; ✓ There have been some changes in the last year to the questions asked by the Governance Institute; ✓ In the packet is the table with last year's goals; ✓ The Board listed opportunities and threats specific to governance rather than Health Care in general, that lend to possible goals to keep in mind as the report is reviewed; • Opportunities / Threats <ul style="list-style-type: none"> ✓ Media scrutiny ✓ Increased Compliance oversight responsibilities ✓ New Executive Assistant ✓ Demands to respond to community members ✓ Volume of information/educational needs 	



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	<ul style="list-style-type: none"> • Possible Goals <ul style="list-style-type: none"> ✓ Timely information/improved staff analysis ✓ Proactive Media Relations/televised meetings? ✓ Increased Compliance oversight ✓ Focused discussion at Board meetings / agenda control ✓ Reports vs. discussion/planning ✓ Consider physician conflict policies ✓ Stronger goals-quality, finance, etc. for all programs/services; <ul style="list-style-type: none"> ➢ SBU Business performance – not just financials, development goals/standards/metrics reported to the Board on a regular basis; ➢ Discussion was held about how this goal will be established and management held accountable; ➢ Governance Committee can develop a list of services/programs Multiple SBU's/initiatives for the Foundation; Oncology, Surgery Center, Wellness Neighborhood, MSC's, (ACO), Hospice, Home Health, Children's Center, TIRHR, The Center, Pharmacy ➢ Board President will then work with the CEO to develop report structure; ➢ Calendar reports throughout the year • Review of Board Self-Assessment Results <ul style="list-style-type: none"> • Dr. Sessler explained that this year the report scores are drastically different than previous years because, The Governance Institute has changed the scoring to top box ratings, so unless the box "strongly agree" is checked, the score is 0; ✓ In reviewing the various areas, the focus will be on areas 	



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	<p>where the colors are other than dark blue or olive green;</p> <ul style="list-style-type: none"> ✓ Beginning on page 13, Fiduciary Duty of Care; ✓ Receiving important background materials at least one week in advance of meetings; ✓ Being prepared to address agenda items; ✓ Pg. 14: Requiring all board members to complete a conflict of interest disclosure statement annually; ✓ Having written policies outlining the approach to competition and conflict of interest for the organization's physicians; Dr. Sessler stated that we do not have such a policy and have elected not to so we don't affect relationships with our physicians; Discussion was held about the value of having such a policy; ✓ Using a definition of "independent director" that complies with the IRS definition; Dr. Sessler stated that this mostly applies to non-profit organizations and is difficult to apply to our elected Board; ✓ Reviewing the hospital's mission statement annually; We are reviewing it now; ✓ Considering whether a major decision will impact the organization's mission before approving it; Dr. Sessler stated that this ties to the conversation that is being held regarding having a mission statement that helps in decision making; ✓ Structuring the board's committees in a way that enables accomplishment of its tasks; Dr. Sessler stated that last year the Strategic Planning Committee was eliminated; This is an opportunity to look at the committees to ensure they are meeting the needs; A question and discussion was held about whether or not the Board size 	



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	<p>could be changed from five members; Dr. Sessler stated that the Board Quality Committee has two physician members and other committees can consider having community or other members join;</p> <ul style="list-style-type: none"> ✓ Financial Oversight on page 16, all are mostly blue and green; ✓ Quality Oversight, page 17; ✓ Dr. Sessler stated that she has some concerns about the reporting with the changes in the Quality Department over the last couple of years; Discussion was held about the number of root cause analyses that are done and sentinel events. The Board will ask if they are hearing about all; ✓ Requiring all clinical initiatives to meet quality-related performance criteria (e.g., volume requirements, effective staffing levels, accreditations, etc.); Discussion was held about what this means; What are the goals, standards and expectations in the cancer center, the Surgery center, the various MultiSpecialty clinics; ✓ Setting criteria, independent of the medical executive committee, to guide medical staff recommendations for physician appointments, reappointments, and clinical privileges. Governance committee needs to research what best practice is here; ✓ Strategic Direction, page 18: ✓ Requiring that major strategic initiatives specify measurable criteria for success and individual accountabilities; Dr. Sessler stated that the Board isn't as involved in the strategic planning as they would like; It was suggested that an outside resource be brought in to 	



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	<p>assist the Board with their role in strategic planning; How can the Board be more involved in the process; How can the Board craft the agendas to focus the time in meetings where the Board wishes to go; How can CEO and CIO reports be crafted into a strategic discussion rather than a report. What questions underlie the report; It was suggested that a special board meeting be held to brainstorm ideas to include in strategic planning for the coming year;</p> <ul style="list-style-type: none"> ✓ CEO Succession Plan, Governance is annually reviewing the CEO and upper management succession plan. ✓ Requiring an annual assessment of the perceptions of those who work in the organization to identify their level of satisfaction or engagement with the organization; Personnel committee is working on this ✓ Community Benefit: Having a board policy establishing the board member's role in fund development and/or philanthropy; Discussion was held about the board's role in this area; Should the board have a policy on how to provide oversight of philanthropy. A policy could be crafted that reflects more the Board's role in oversight of philanthropy rather than obligations to donate personally. ✓ Having a board policy that includes a commitment to public transparency. Ted Owens is working on this with Governance Committee; ✓ Legislative goals; Does anyone want to make this a priority? Not a high priority at present will have staff provide guidance and engage as warranted 	



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	<ul style="list-style-type: none"> ✓ Board development of a formal orientation program for new board members; How can we make things better? <p><u>Board Self Assessment Workshop Table 2012-2013</u></p> <ul style="list-style-type: none"> • Dr. Sessler facilitated discussion around the goals that the Board came up with last year; <ul style="list-style-type: none"> ✓ The table was reviewed and each item discussed; ✓ Materials will be available one week prior to the meeting for adequate review; This is better with the Portal, but some reports come late; ✓ The Board requested that they receive the rolling calendar in hard copy along with the agenda at each Board meeting; ✓ The Board has requested that management report resources used in support of the organization's charitable mission, a one page summary of resources; ✓ Many of the goals are being worked on; ✓ Annual education plan; Dr. Sessler stated that Governance Committee came up with a plan that the Resource Library on the Portal will be used with tabs for education in the various areas, but it hasn't been populated yet; ✓ Community's perception of the organization; Discussion was held; ✓ Dr. Sessler will compile a table similar to what was done last year using the ideas from today's meeting; ✓ Dr. Sessler and Mr. Mohun have a meeting scheduled with Ted Owens this afternoon to discuss good governance and how Mr. Owens can assist the Board in this area; ✓ Dr. Sessler stated that she would like to focus on how to 	
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	<p>Improve the community's perception and appreciation for the hospital; How can the community be better engaged; A comment was made that the Leadership Council is a great vehicle to communicate to the community; Mr. Kahn stated that Mr. Schapper had mentioned starting a communication committee for communication to the community; Communication to the public is important;</p>	
<p>6. Adjourn</p>	<p>The meeting adjourned at 3:00 p.m.</p>	

jlm