



**BOARD OF DIRECTORS  
BOARD MEETING MINUTES**

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<b>PRESENT AT MEETING:</b>	<p><b>Board Members:</b> Ken Cutler, M.D., President; Larry Long, Secretary; John Mohun, Treasurer; Karen Sessler, M.D., Board Member</p> <p><b>Staff:</b> Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, Interim, Chief Nursing Officer; Jeanne McAuliffe, Executive Assistant</p> <p><b>Others:</b> Steve Gross, Legal Counsel; Shawni Coll, D.O.</p>	
1. <b>Call to Order</b>	Dr. Cutler called the meeting to order at 5:43 p.m.	
2. <b>Roll Call</b>	It was noted that all Board Members were present with the exception of Mr. Kahn who wasn't able to be here this evening.	
3. <b>Clear the Agenda/Items Not On the Posted Agenda</b>	The agenda was cleared. There were no changes to the agenda as posted.	
4. <b>Input -- Audience</b>	Audience input was sought, but none was offered.	
5. <b>Closed Session:</b>	The meeting proceeded into closed session at 5:45 p.m.	
A. <b>Health &amp; Safety Code Section 32155: Medical Staff Credentials</b>	Dr. Coll joined the meeting for this agenda item. Dr. Coll presented the Medical Staff credentials as recommended for approval by the Medical Staff Executive Committee.	<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve the Medical Staff Credentials items a) – d) 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></p>
6. <b>Open Session Call To Order</b>	Dr. Cutler called the open session to order at 6:00 p.m.	
<b>PRESENT FOR OPEN SESSION:</b>	<b>Board Members:</b> Ken Cutler, M.D., President; Larry Long,	



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	<p>Secretary; John Mohun, Treasurer; Karen Sessler, M.D., Board Member</p> <p><b>Staff:</b> Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, Interim Chief Nursing Officer; Lynn Barr, Chief Information Officer; John Hummel, Director, IT; Jessica Portnoy, Fund Development Coordinator; Tim Garcia Jay; Stephanie Hanson, Administrative Director, Home Health/Hospice; Marsha Schapper, Executive Director, MSC; Martha Simon, Director, Fund Development; Ted Owens, Director, Community Development; Midian Downing, Interim Director Quality; Paige Thomason, Director Marketing &amp; Communications; Jeanne McAuliffe, Executive Assistant;</p> <p><b>Others Present:</b> Steve Gross, Legal Counsel; Shawni Coll, D.O.; Gaylan Larson;</p>	
<p>7. <b>Clear The Agenda/Items Not on the Posted Agenda</b></p>	<p>The agenda was cleared. Dr. Cutler asked if there were any changes to the posted agenda.</p>	
<p>8. <b>Input Audience Employee Associations</b></p>	<p>Audience input was sought. Gaylan Larson addressed the Board.</p> <ul style="list-style-type: none"> <li>• He stated that he was at the last meeting asking questions about assessed values related to the bond;</li> <li>• He met with Crystal and Bob, he also met with Dr. Sessler, which was great;</li> <li>• All of his questions were answered and explained;</li> <li>• He was impressed with the way he was treated and the openness with the questions and answers;</li> <li>• He saw the webinar presented at the special board meeting this morning; he is looking forward to the next two sessions.</li> </ul>	
<p>9. <b>Medical Staff Report</b> A. Cancer Committee</p>	<p>Dr. Coll reported:</p> <ul style="list-style-type: none"> <li>• Just Culture training will be held for physicians on 10/1 at 6</li> </ul>	



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<ul style="list-style-type: none"> <li>a) Patient and Family Programs (New)</li> <li>b) Dietary Consult (Revised)</li> <li>c) Scope of Care Therapy Services (Revised)</li> <li>B. Department of Emergency Medicine                             <ul style="list-style-type: none"> <li>a) Charges and Billing</li> <li>b) Laboratory Tests</li> <li>c) Emergency Nursing Structure Standards</li> <li>d) Standards of care</li> <li>e) Patient Records for Follow up Care</li> <li>f) Rabies Series Vaccinations</li> <li>g) Diagnostic Imaging Department</li> <li>h) MD Change of Shift Patient Hand Off</li> <li>i) Admission of Emergency Department</li> </ul> </li> </ul>	<p>p.m. at The Lodge in Tahoe Donner;</p> <ul style="list-style-type: none"> <li>• This will also be the General Staff meeting;</li> <li>• Sherri Welsh, M.D. will be meeting with physicians reviewing ER call stipends;</li> <li>• There will be a “SMART” goal setting meeting;</li> <li>• There are a couple of items for approval:                             <ul style="list-style-type: none"> <li>✓ Cancer Committee:                                     <ul style="list-style-type: none"> <li>◆ Patient and Family Programs (New)</li> <li>◆ Dietary Consult (Revised)</li> <li>◆ Scope of Care Therapy Services (Revised)</li> </ul> </li> <li>✓ Department of Emergency Medicine: The following policies were revised to reflect EMR utilization:                                     <ul style="list-style-type: none"> <li>◆ Charges and Billing</li> <li>◆ Laboratory Tests</li> <li>◆ Emergency Nursing Structure Standards</li> <li>◆ Standards of Care</li> <li>◆ Patient Records for Follow Up Care</li> <li>◆ Rabies Series Vaccinations</li> <li>◆ Diagnostic Imaging Department</li> <li>◆ MD Change of Shift Patient Hand Off</li> <li>◆ Admission of Emergency Department Patient.</li> </ul> </li> </ul> </li> </ul>	<p><u>It was moved by Dr. Sessler and seconded by Mr. Mohun to approve items A –B as listed on this agenda item. Motion carried unanimously.</u></p>
<p><b>10. Consent Calendar:</b></p> <ul style="list-style-type: none"> <li>A. Minutes of Meetings of: 8/28/12 &amp; 9/13/12</li> <li>B. Finance Committee:                             <ul style="list-style-type: none"> <li>a) Financial Report – August 2012</li> <li>b) Annual Multispecialty Clinics Update</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Dr. Cutler asked if anyone wanted to pull any item from the consent agenda;</li> <li>• Dr. Sessler requested that item 10E be pulled from the consent agenda;</li> <li>• A motion was made and seconded to approve the other items on the consent calendar;</li> <li>• Dr. Cutler asked Ms. Razo to speak to item E;</li> <li>• Ms. Razo stated:</li> </ul>	<p><u>It was moved by Mr. Long and seconded by Dr. Sessler to approve items 10 A, B, C, D, F and G as listed on this agenda. Motion carried unanimously.</u></p>



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<p>c) TFHS Foundation Fundraising Report FY – 4<sup>th</sup> Quarter</p> <p>C. Multispecialty Clinic Contract Renewals</p> <p>a) First Amendment to PSA for Bay Area Pediatric Pulmonary Medical Corporation (Karen Hardy, M.D.) – <i>No Changes</i></p> <p>b) Third Amendment to PSA for Robert Chase, M.D. – <i>Revised</i></p> <p>D. Contract Renewals With No Changes for:</p> <p>a) Professional Services Agreement for Clinical Medical Director, Occupational Health, Ed Heneveld, M.D.</p> <p>b) Anesthesia Locums Coverage for Alexander Fisher, M.D.</p> <p>E. Contract Renewal With Changes for North Tahoe Radiology Services Agreement</p> <p>F. Auto Renewal Contracts:</p> <p>a) Multispecialty Clinic Medical Director, Greg Tirdel, M.D.</p> <p>b) Infection Control Medical Director, J. Timothy</p>	<ul style="list-style-type: none"> <li>✓ There is a contract renewal policy, which requires an annual review of any contract that provides clinical care;</li> <li>✓ There is a check list that is used, which she explained;</li> <li>✓ The only change in the contract from the previous contract is in the past, the radiologists have contracted with Nighthawk Radiology, the company used for after hours reading, and now the hospital will contract directly with Nighthawk;</li> <li>✓ The hospital was able to bring the cost down dramatically by contracting directly with Nighthawk;</li> <li>✓ Dr. Sessler pointed out a couple of formatting issues in the agreement, which will be corrected;</li> </ul> <ul style="list-style-type: none"> <li>• Dr. Cutler asked about interventional radiology;</li> <li>• Discussion ensued regarding this;</li> <li>• A motion was made and seconded to approve item E.</li> </ul>	<p><u>It was moved by Dr. Sessler and seconded by Mr. Mohun to approve Item E on the consent calendar with the suggested format corrections. Motion carried unanimously.</u></p>



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<p>Lombard, M.D.</p> <ul style="list-style-type: none"> <li>c) TFH Emergency Call Anesthesia Coverage for Ricki Alpert, M.D., Alar Saaramets, M.D., Brad Thomas, M.D. and Tom Specht, M.D.</li> <li>d) Emergency Call Anesthesia Locums Coverage for Nirvana Kundu, M.D.</li> <li>e) IVCH Emergency Call Anesthesia Coverage for: Ricki Alpert, M.D., Alar Saaramets, M.D., Brad Thomas, M.D.</li> <li>f) Orthopedic Call Coverage for James Kelly, M.D.</li> <li>g) Medical Staff Physician Health Advocacy Committee Medical Advisor for: Tom Specht, M.D.</li> <li>h) Rural PRIME Site Preceptor Agreement for Dianne Higgins, M.D.</li> </ul> <p>G. TFHD Bylaws – Second Reading</p>		



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<p>11. Executive Officer's Report</p> <ul style="list-style-type: none"> <li>A. COO Operations Report</li> <li>B. Nursing Report</li> <li>C. Legislative/Community Update</li> <li>D. IVCH Report</li> <li>E. CIO/EHR Report</li> </ul>	<p>Mr. Schapper stated:</p> <ul style="list-style-type: none"> <li>• The written report is in the packet;</li> <li>• At this morning's special Board meeting, Mr. Kahn mentioned project activities with the Foundation and this gives him an opportunity to talk about the redesign of the Foundation;</li> <li>• Before he arrived at the District, the Foundation was designed to be a philanthropic organization;</li> <li>• We had the Tahoe Forest Hospital Foundation and the Incline Community Hospital Foundation;</li> <li>• It was decided to form a new Board structure in forming the System Foundation and the purpose of that Board was to be an incubator of new ideas for the Health System;</li> <li>• Over time we have put together a strategic direction aligned with organization's strategic goals;</li> <li>• The community became involved in the cancer center philanthropically;</li> <li>• The list of foundation projects are found on page 3 of the written report;</li> <li>• We have now formed the Orthopedic Musculoskeletal Advisory Counsel;</li> <li>• Pam Hobday has agreed to resign from the CAC and she has taken on chairmanship of the Orthopedic Advisory Counsel;</li> <li>• This Counsel meets next week for the first time;</li> <li>• We have invited UC Davis to determine if they would like to participate in some manner;</li> <li>• Tim Garcia-Jay will be participating with the organization in other areas besides the cancer center and he will be the lead staff on this project;</li> </ul>	



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	<ul style="list-style-type: none"> <li>• The Health System Image Development, will be connecting us with item 7, in terms of educating the community;</li> <li>• The next item is related to population health and wellness;</li> <li>• These projects are progressing and it is important for the Board to recognize that we're engaging the Foundation in these areas;</li> <li>• A communications sub-committee of the Foundation has been created, which just met last week;</li> <li>• This will allow us to take and identify who the key parties are to update them;</li> <li>• So far the technology related to TF2020 is going very well;</li> <li>• EPIC has been implemented;</li> <li>• We're getting to pre-implementation stage with CPSI,</li> <li>• We've been very pleased with the support from CPSI in assisting us with this project;</li> </ul> <p>Ms. Razo stated that she is looking forward to the Just Culture training</p> <p>Ms. Newland reported:</p> <ul style="list-style-type: none"> <li>• Phase I and II has been completed over at Incline;</li> <li>• They had an open house for the community, which was well attended;</li> <li>• A Chamber Mixer was hosted for the business community and tours were given;</li> <li>• She'd love to have the Board come see the facility;</li> </ul> <p>Ms. Barr reported:</p> <ul style="list-style-type: none"> <li>• There has been a lot of support from everyone involved;</li> <li>• The proposal has been submitted;</li> <li>• She went to Washington last week;</li> <li>• What's in it for Tahoe Forest? Tahoe Forest would receive</li> </ul>	



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	<p>a little more than \$1 million to put in place community health workers and build the infrastructure;</p> <ul style="list-style-type: none"> <li>• As we move forward into a shared savings program, we would have to pay that money back, but we would save 10%;</li> <li>• For any of these proposals to work, we still have to meet the 5,000 lives criteria;</li> <li>• For the Sierra Crest, we are working with seven hospitals</li> <li>• The Cali-Connect Grant seems inclined to give the CAREHIN network a 2 to 1 match to build the IT infrastructure;</li> <li>• Mr. Schapper stated that he had a follow up meeting with Renown last Friday and they are anxious to work with us.</li> </ul>	
<p>12. <b>Presentations/Staff Reports (Discussion And/Or Action Possible)</b>  <b>A. Facilities Development Update</b>  <b>B. Health System Foundation Projects Update</b></p>	<p>Mr. McConn stated:</p> <ul style="list-style-type: none"> <li>• This is the facilities update from June;</li> <li>• They are off from their schedule because they were asked to add some information;</li> <li>• The numbers haven't really changed;</li> <li>• ED/SPD has gone up</li> <li>• South building has gone down;</li> <li>• Overall it has stayed the same as the prior quarter;</li> <li>• They had a very good meeting with OSHPD regarding the interim birthing center;</li> <li>• We had run into problems with them because of what we wanted to achieve, then there were questions;</li> <li>• Licensing was very supportive, we had to get operational letters related to OSHPD, but it seems that we're back on course;</li> <li>• One of the rooms has to be ADA compliant, but we were able to negotiate our way through some of the issues with</li> </ul>	





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	<p>OSHPD;</p> <ul style="list-style-type: none"> <li>• We will now re-submit for approval with OSHPD;</li> </ul> <p>Mr. Geney stated:</p> <ul style="list-style-type: none"> <li>• To date, we've completed successfully 10 permitted projects;</li> <li>• He reviewed the approved budgeted projects;</li> <li>• A Power Point presentation was shown to review value oriented modifications, how some of the savings were reinvested back into the projects, a copy is in the packet;</li> <li>• Dr Sessler asked if it looked like there would be a \$5 million savings. Mr. Geney stated that he didn't believe that would be the case. Construction costs are going up;</li> <li>• The Board noted that this should be a discussion point now instead of waiting to talk about the \$5 million;</li> <li>• The Board thanked Mr. Geney and Mr. McConn for the presentation. This will be going to COC at their next meeting.</li> </ul>	
<p>13. <b>Board Committee Reports/ Recommendations</b></p> <p><b>A. Finance Committee</b></p> <p>    a) <b>Financial Report – August 2012</b></p> <p>    b) <b>Preliminary Audit Results Update</b></p> <p><b>B. Governance Committee Meeting – 9/24/12</b></p> <p>    <b>Draft Board Education Plan</b></p> <p><b>C. Personnel/Retirement Committee Meeting – 9/4/12</b></p>	<ul style="list-style-type: none"> <li>• Mr. Mohun reported: <ul style="list-style-type: none"> <li>✓ Finance Committee didn't meet this month;</li> <li>✓ The August 2012 Financial Report was approved on the consent calendar;</li> <li>✓ Days cash on hand was at 168.7 days;</li> <li>✓ AR down 63.9, which is down from the prior month;</li> <li>✓ Cash collections were at 112% of target;</li> <li>✓ Payor mix shifting, we continue to keep a watch on that;</li> </ul> </li> <li>• Ms. Betts stated: <ul style="list-style-type: none"> <li>✓ There isn't anything to report on the preliminary audit;</li> <li>✓ We disputed the methodology they used for the calculation,</li> <li>✓ There are no journal entries that they used as pre-audit;</li> </ul> </li> </ul>	



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	<ul style="list-style-type: none"> <li>✓ The partner in charge of the audit has been quite pleased with how smooth the audit went this year;</li> <li>✓ It's all good news;</li> <li>• Dr. Sessler stated:               <ul style="list-style-type: none"> <li>✓ Governance Committee met yesterday;</li> <li>✓ They talked about the current mission statement which was done about 9-10 years ago;</li> <li>✓ Lots of physicians and community stakeholders were brought in to wordsmith it;</li> <li>✓ The goal was to have something everyone could remember and embrace;</li> <li>✓ Over the last few years, The Governance Institute's guidance is that the Mission Statement should guide the Board in making decisions, "does this support our mission";</li> <li>✓ In the 2006 Baldrige Application, is a Statement of our desired future state which was a good starting place for a new Mission Statement;</li> <li>✓ "TFHS is a community health system that delivers high quality and compassionate preventative, primary, specialty, and emergency services with a focus on performance excellence and innovation"</li> <li>✓ When researching mission statements, the guidance was that a mission statement should include three things:                   <ol style="list-style-type: none"> <li>1. Identify the market;</li> <li>2. The contribution of the organization</li> <li>3. What makes us distinct and unique</li> </ol> </li> <li>✓ As you look at this over the next month, do we want to identify the market and if so, who is it?</li> <li>✓ Does this statement define the contribution of the</li> </ul> </li> </ul>	
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	<p>organization;</p> <ul style="list-style-type: none"> <li>✓ Does it set out what makes us distinct and unique;</li> <li>✓ This information will be distributed to the Board for review prior to the next Board meeting;</li> <li>✓ Ms. O’Flanagan brought a Written Succession Plan which is something the Board has been asking for;</li> <li>✓ Board agenda format was also discussed. Next month you will see some annotations and a few small changes. Input from the audience will have a little information about that;</li> <li>✓ Information related to Salinas Valley Healthcare District and the State Auditor’s Report; Governance Committee reviewed the report to determine if there were lessons to be learned from the report; the most egregious things we felt we were doing okay, but there are some things we plan to research;</li> <li>• Mr. Schapper suggested that perhaps this might be an opportunity to change the structure of Board meetings in terms of transparency. Perhaps use the Town’s facility to televise the Board meetings;</li> <li>• A brief discussion was held about the logistics of holding a Board meeting off site;</li> <li>• Dr. Sessler continued: <ul style="list-style-type: none"> <li>✓ In the packet is a draft Board Education Plan;</li> <li>✓ The concept was to develop a framework tied to the Strategic Plan;</li> <li>✓ A folder can be created on the Portal in the Resource Library with separate folders for each area;</li> <li>✓ Information for each area can be inserted in that folder as it becomes available for review;</li> </ul> </li> </ul>	



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	<ul style="list-style-type: none"> <li>• Mr. Schapper suggested adding “Trends in Commercial Reimbursement and “State Medicaid Reimbursement” under Finance;</li> <li>• Mr. Long reported on the Personnel/Retirement Committee meeting on 9/4;                             <ul style="list-style-type: none"> <li>✓ Representatives from our health plan were present;</li> <li>✓ Discussion was held about the cost of the health insurance plan;</li> <li>✓ Ideas for addressing those costs and ideally to reduce those costs were discussed.</li> </ul> </li> </ul>	
<p>14. <b>Items for Board Discussion And/ Or Action</b></p> <p><b>A. Wellness Neighborhood Budget</b></p> <p><b>B. CHA’s “Transforming For Tomorrow” Webinar</b></p> <p><b>C. Estes Park Institute Conference, San Diego, CA</b></p>	<ul style="list-style-type: none"> <li>• Ms. Barr reported:                             <ul style="list-style-type: none"> <li>✓ In your packet is the Budget narrative and totals for each program;</li> <li>✓ On the integration of mental health and behavioral health services, there is almost \$107,000 set aside for that;</li> <li>✓ There was a meeting today with Nevada County and they may be willing to subsidize a number of those services here in Truckee;</li> <li>✓ Nevada County has funding and they want to step up and help us;</li> </ul> </li> <li>• Mr. Schapper stated:                             <ul style="list-style-type: none"> <li>✓ He would like to recast the Profit and Loss Statement to allocate the tax revenues up on the operating line;</li> <li>✓ We would identify a budget source, which would be tax revenue which is non-operating revenue to offset the cost component of this program;</li> <li>✓ When we talk about philanthropy and what percentage of donations goes to philanthropy, perhaps this is where some of the confusion is;</li> </ul> </li> <li>• Discussion was held.</li> </ul>	<p><u>It was moved by Mr. Long and seconded by Dr. Sessler to allocate \$500,000 of tax proceeds to the Wellness Neighborhoods for the purposes of advancing community health which we feel is within our mission. Motion carried unanimously.</u></p>



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	<ul style="list-style-type: none"> <li>• The Transforming For Tomorrow Webinar Session 2 was attended by the full Board this morning and was very good;</li> <li>• It would be good to have Dr. Coll view session 2 and see if she felt it would be worthwhile to have the physicians attend;</li> <li>• A brief discussion was held about the dates of sessions 3 and 4;</li> <li>• Ms. McAuliffe will e-mail dates to the Board members to determine which sessions they would like to attend.</li> </ul>	
<p><b>15. Agenda Input For Upcoming Committee Meetings</b></p>	<ul style="list-style-type: none"> <li>• Mr. Mohun stated Finance Committee will meet 10/30</li> <li>• Dr. Sessler stated that Governance will need to meet in November or early December;</li> <li>• Mr. Long stated that for the next Personnel/Retirement agenda, Best Place to work &amp; Practice and Preparing for Bargaining Units;</li> <li>• Dr. Cutler stated that for Quality Committee, at the last meeting it was on lessons learned. He asked what the status is;</li> <li>• Ms. Razo stated that she is working on a letter, which will need to be signed by the Board Members. The Annual Quality Plan will need to go to the next meeting in November or early December.</li> </ul>	
<p><b>16. Items for Next Meeting</b></p>	<ul style="list-style-type: none"> <li>• Bob's CEO Perf Ann. Eval – closed</li> <li>• CEO Goals for FY 2014 – Open</li> <li>• Mission Statement Discussion --</li> </ul>	
<p><b>17. Board Members Reports/Closing Remarks</b></p>	<ul style="list-style-type: none"> <li>• Mr. Schapper stated that we have been notified that TFH is in the Top 20 in Patient Satisfaction for CAH's, so Ms. Razo is going to Kansas City to accept the award;</li> <li>• Dr. Cutler thanked everyone who met with Mr. Larson to address his concerns.</li> </ul>	



DATED: 9/25/12

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18. <b>Closed Session Continued, if Necessary</b>	None.	
19. <b>Open Session Report of any Reportable Actions Taken in closed session</b>	None.	
20. <b>Adjournment</b>	The meeting adjourned at 9:00 p.m.	

jlm