

# SPECIAL MEETING OF THE BOARD OF DIRECTORS ACTION MINUTES

Tuesday December 16, 2014 at 4:00 pm,  
Eskridge Conference Room, Tahoe Forest Hospital  
10121 Pine Avenue, Truckee, CA

1. **CALL TO ORDER**

Open Session was called to order at 4:05 p.m.

2. **ROLL CALL**

Director Mohun introduced newly elected Board members.

Board Members Present: Dale Chamblin, Greg Jellinek, John Mohun, Karen Sessler, and Charles Zipkin

Staff Present: Bob Schapper, Chief Executive Office; Crystal Betts, Chief Financial Officer; Judy Newland, Chief Nursing Officer/IVCH Administrator; Patricia Barrett, Clerk of the Board

Other: Steve Gross, District General Counsel

3. **CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**

Following discussion in open session related to agenda item 5, closed session agenda item 6.c. was removed from the agenda.

4. **INPUT AUDIENCE:**

Dr. Jeanne Plumb with the Truckee Tahoe Medical Group (TTMG) addressed the Board and requested the Board consider allowing TTMG to purchase Suite 360 in the Medical Office Building. Details related to the TTMG's intended use of the space were provided.

5. **DESIGNATE MEDICAL OFFICE BUILDING SUITE 360 REAL PROPERTY NEGOTIATOR(S)**

Director Mohun expressed appreciation for TTMG's interest in the Medical Office Building (MOB) space and for addressing the Board related to their interest. Director Mohun indicated that he does not believe there is a need to appoint a negotiator.

Director Sessler requested clarification as to whether it is appropriate to speak of the District's interest in purchasing the property prior to appointing the negotiator.

District Counsel confirmed it is appropriate to discuss the interest in acquiring the space prior to appointing the negotiator. Discussion continued. It was noted that the TTMG offer is greater than the appraised value. The CFO presented an option related to availability of 2<sup>nd</sup> floor space that would allow TFHD to acquire the 3<sup>rd</sup> floor to allow for planning for use of the entire third floor. It was noted that the identified 2<sup>nd</sup> floor space is a bit smaller and directly below the Richards suite.

The Board was reminded that the district has 45 days from the day an offer memorandum is received to respond. The 45 days related to this offer expires on January 24<sup>th</sup> (date will be confirmed) allowing some time to look at options.

Discussion took place related to having an opportunity to sit down with TTMG representatives and discuss if there are any other mutually agreeable options available. It was noted that Dr. Reini Jensen has been the TTMG representative who walked through the other spaces in the MOB and Dr. Plumb indicated she would address the option with Dr. Jensen.

The CEO provided background related to a committee being compiled to address ambulatory services space needs. The planning has been delayed in part due to the Standard & Poor's bond rating impacts related to additional construction. It was staff's intention to inform board of the interest to acquire back the office space in anticipation of this project. Input from medical staff will be sought and the committee is being facilitated by Dr. Shawni Coll and Chief of Facilities Development. The CEO provided a summary of various options that could be considered to address the interest of TTMG and the strategic facilities plan.

Dr. Plumb indicated that TTMG is willing to look at the 2<sup>nd</sup> floor space but is intent on Suite 360.

The Board recommends staff continue the discussion and work for strong relationship with TTMG. The first step will be to provide a walk through of 2<sup>nd</sup> floor space; an ad hoc committee will be formed to meet with TTMG and assess options.

Discussion took place related to designation of a real property negotiator(s). Negotiations would be with TTMG and possibly the Richards Family Trust. Director Chamblin and Chief of Facilities Development agree to act as negotiators.

**ACTION: Motion made by Director Mohun, seconded by Director Zipkin, to appoint Director Chamblin and Rick McConn, Director of Facilities Development as real property negotiators to meet with TTMG representatives prior to January 7, 2015. Approved unanimously.**

**Open Session recessed at 4:49 PM**

7. **DINNER BREAK**

**APPROXIMATELY 6:00 P.M.**

8. **OPEN SESSION – CALL TO ORDER**

**Open Session reconvened at 6:17 p.m.**

9. **CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**

Agenda item #15 was removed from the agenda.

10. **INPUT – AUDIENCE**

Pete Forni shared with the board his belief that people are afraid to speak up for fear of being fired. Mr. Forni shared that he was fired a year ago and sent a letter to Human Resources requesting, a copy of which was directed to Director Mohun and provided to the Board Clerk. Mr. Forni indicates he has been given conflicting information related to the reasons for his termination and request the Board Chair to look into the matter.

Gaylan Larson stated that the Agenda Packet was not available online and asked the Board Clerk to send him a copy. The Board Clerk responded that the packet has been uploaded and is available on line.

Dr. Larry Heifetz spoke to the removal of item 15 from the agenda indicating it was the reason many were in attendance. The Board was encouraged to move forward with this item as it is a critical time during which the District is working on a number of creative and significant projects that will require a thoughtful transition. Dr. Heifetz encourages the Board to keep the existing management structure in place with leadership from the current CEO and allow time for a thoughtful transition.

11. **INPUT FROM EMPLOYEE ASSOCIATIONS**

None provided.

12. **MEDICAL STAFF REPORT AND APPROVAL OF CONSENT AGENDA**

Dr. Barta shared that there is no MEC report as that meeting will take place after tonight's Board meeting. Items 1 and 2 reflected in the Medical Staff report are policies for which approval is requested. Director Medical Staff Services confirmed that the consent agenda received MEC approval via email prior to the Board meeting.

**ACTION: Motion made by Director Zipkin, second by Director Jellinek, to approve Medical Staff Consent Agenda items 1-4 as presented. Approved unanimously.**

13. **CONSENT CALENDAR**

A. **Minutes of Meetings of: 11/18/14 and 11/25/14**

Approval of the minutes was deferred to the January Board meeting.

B. **Incline Village Community Hospital Foundation Appointment of Board Members and Extension of Board Terms**

**ACTION: Motion made by Director Chamblin, seconded by Director Zipkin, to approve appointment of Skip Heynen, Bill Guerra, and Roger Kahn to the Incline Village Community Hospital Foundation Board; and to renew terms of existing Board members as presented. Approved unanimously.**

14. **PRESENTATIONS/STAFF REPORTS**

A. **Contracts**

At the request of the Compliance Officer this topic was addressed in Closed Session.

Pete Forni asked the Board to explain how it can go back into closed session to discuss contracts paid for by public monies. General Counsel provided feedback and indicated that the Board will not be acting on the contracts in closed session.

Gaylan Larson commented about contracts in general. Mr. Larson has reviewed a total of 62 contracts and has never heard the value of the contracts and whether they can be afforded being discussed by the Board. It is requested the Board have a general discussion related to the various types of contracts and whether they are needed and are worth the money.

**Open Session recessed at 8:33 p.m.**

**Open session reconvened at 9:24 p.m.**

Director Sessler departed the meeting due to a potential perceived conflict of interest related to Dr. Barta.

a. **New**

1. Scholnick – EKG Services
2. Barta – Medical Director Home Health

Director Sessler abstained from voting on Dr. Barta's contract due to potential perceived conflict of interest.

3. Jensen – Rural PRIME Primary Care Community Project Site Director
4. Tahoe Forest Women’s Center – Training and Education
5. Cooper – MSC General Surgery
6. Conyers – MSC General Surgery

Director Zipkin disclosed that Drs. Scholnick, Jensen, Cooper, and Conyers donated to his campaign

**b. Amendment**

1. Osgood – Orthopedics ED on Call

**c. Medical Executive Committee (MEC) Appointments**

1. Uglum (OB/Peds), Laine (Emergency Medicine), Specht,(Anesthesia), Mohr (Diagnostic Imaging) – Department Chair
2. Conyers – Vice Chief of Staff
3. Dodd – Chief of Staff
4. Koch – Department Chair
5. Arth (Secretary-Treasurer) / Mozen (Member at Large) – MEC Officer
6. Osgood (Surgery)/Scholnick (Medicine) – Department Chair

The Compliance Officer explained the language related to minimum hours worked verbiage included in the agreements related to the MEC appointments. Discussion took place related to the language used for Fair Market Value (FMV) language.

Discussion took place related to the compliance process. Recommended changes to the MEC contract language was provided.

**ACTION: Motion made by Director Zipkin, seconded by Chamblin, to approve the MEC contracts (items 14.A.c 1-6) with a change to the language related to compensation to reflect that physician are paid \$100 per hour for a maximum of XX per month” and removal of the language referenced under the responsibility section. Approved unanimously.**

**ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to approve items 14.A.a. 1, 3, 4, 5, & 6 as substantively compliant. Approved unanimously.**

**ACTION: Motion made by Director Chamblin, seconded by Director Zipkin ,to approve item 14.A.a.2 as substantively compliant. Approved unanimously by those voting.**

**ACTION: Motion made by Director Chamblin, seconded by Director Jellinek, to approve item 14.A.b.1 as substantively compliant. Approved unanimously.**

Open Session recessed at 10:07 p.m.

Open session reconvened at 10:09 p.m.

**ACTION: Motion made by Director Sessler, seconded by Jellinek to extend the meeting. Approved unanimously.**

Open session recessed at 10:09 p.m.

15. **DESIGNATE LABOR NEGOTIATOR(S) FOR POTENTIAL AMENDMENT, EXTENSION OR RENEWAL OF CEO EMPLOYMENT AGREEMENT**

Topic removed from the agenda.

16. **ITEMS FOR BOARD DISCUSSION AND/OR ACTION**

A. **Presentation to Outgoing Chief of Staff**

Director Mohun recognized Dr. Barta for her representation of the Medical Staff for the last two year. Dr. Barta was presented with a certificate of appreciate and small gift as a token of thanks by the Board of Directors.

Dr. Barta shared that as physicians we need to remember that physicians must continue to earn the privilege to treat patience.

Dr. Shawni Coll shared medical staff recognition of Dr. Barta for her work with engagement of the Medical Staff. She was honored for 15 years of service at the hospital as well. Medical Staff came up with a 6 page list of accomplishments over the last year.

Director of Medical Staff Services will prepared a typed list of accomplishments as presented by Dr. Coll.

B. **2015 Community Health Improvement Planning And Process**

Caroline Ford spoke as a continuation of the December 11<sup>th</sup> Special Meeting of the Board of Directors. A brief summary of the special meeting related to the Community Health Needs Assessment presentation was provided.

A request is made for two board members to participate in the distribution of data to the community.

Director Chamblin reinforced the importance of keeping the community informed.

Director Sessler provided additional detail related to the request for Board representation. It was noted that until a Community Benefit Committee is appointed next month, the Board representation will be to help inform how the process moves forward. Director Sessler expressed an interest in continuing in her advisory role in addition to one other board member. Director Zipkin agreed to be the second Board resource.

17. **OFFICER REPORTS**

A. **Chief Executive Officer's Report**

NO CEO or COO written report provided. The Board is up to date on general activities.

B. **Chief Nursing Officer's Report**

Judy Newland presented a written report in advance and was available for questions.

C. **Incline Village Community Hospital Administrator's Report**

Judy Newland presented a written report in advance and was available for questions.

D. **Chief Information Officer's Report**

The CIO provided an update on the migration of CPSI. The switch over has occurred and functions are working much more quickly. The CIO thanked those involved in helping with a smooth switchover. It was noted that verbal orders will eventually be able to be signed off electronically.

18. **BOARD COMMITTEE REPORTS/RECOMMENDATIONS**

A. **Governance Committee Meeting – 12/09/14**

a. ***Agenda and Minute Format Change***

Director Sessler provided a summary of the discussion that took place at the Governance Committee meeting. Updated version of the agenda would allow for action minutes to be available the day after the meeting date. Discussion related to concerns of providing minutes as draft prior to board approval. There will be cycles of refinement as we work through the process.

Input and comments from the Board was requested. Direction to staff provided to move forward with the change.

**b. *Televised Board Meetings***

Director of Community Development provided a brief background to the public related to the consideration of moving the Board meetings to an offsite location that could support televised meetings. Onsite space would not support the equipment needed. A review of the various locations considered was provided. Considerations included distance from the campus, available equipment and setup, and costs. The meetings would be available as a live-feed online and would be available for later view with index move functionality. This functionality will be available within a couple of weeks.

The Board will need to approve a policy (to be developed by staff) as to the length of retention of the video at a future meeting.

Recommendation, if the board decides to move forward with this time, to plan a brief training in early January. The TFHD Board meeting dates are currently blocked to secure the room availability.

Additional information related to closed session, which will be accommodated in a second room at no additional cost, was provided.

Discussion took place related to the potential availability of public teleconference functionality. This option is not currently available and would involve some logistics issues.

The School District was recognized as being great partners during this process and very responsive.

**ACTION: Motion made by Director Chamblin, seconded by Director Jellinek, to proceed with the live stream meeting and relocation plan. Approved unanimously.**

**c. *Board Effect Portal - iPad Option***

Director Sessler provided a summary of the discussion on this topic in Governance Committee.

Director Community Development shared that it is a good idea and best practice to separate your personal and your district business. Best practice is to separate your work to avoid potential discoverability with personal emails, and materials

The issued iPads would be the property of the District and for District business only.

Discussion took place related to timing with two new board members coming onto the board. It is something that other agencies are doing, a best practice, and where things are going. The CFO shared that it involves relatively small dollars and does not cause her heartburn.

**ACTION: Motion made by Director Jellinek, seconded by Director Chamblin, to approve the use and purchase of iPads as recommended. Approved unanimously.**

**d. Board Retreat**

Director Sessler provided a summary of the discussion on this topic in Governance Committee. Concern expressed related to pushing the retreat back to March due to scheduling conflicts. Recommendation made to get together in early January to start the discussion related to Board goals for the coming year.

Discussion took place related to having a facilitator for the retreat.

Consideration given to planning a four hour meeting to include the TTUSD site training, initial Board goal discussion and possibly Board Portal training.

Dr. Heifetz addressed the Board and recommends taking a full weekend to get all together as a Board.

The Board directs staff to move forward with a plan for a half day board retreat.

**17. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS**

It was noted that the Governance and Finance committees will need to meet in January. If a Special Board meeting is held in early January, election of officers and appointment of the committee members can be completed.

**18. ITEMS FOR NEXT MEETING**

Clerk of the Board will compile a list of all board related meeting dates for the coming year to include medical staff meetings as well.

**19. BOARD MEMBERS' REPORTS/CLOSING REMARKS**

None.

**Open session recessed at 8:33 p.m.**

**20. OPEN SESSION**

**Open session reconvened at 11:33 p.m.**

**21. REPORT OF ACTIONS TAKEN IN CLOSED SESSION**

None.

**22. NEXT MEETING DATE**

The next regular meeting of the Board of Directors will be January 27, 2015.

**23. MEETING EFFECTIVENESS ASSESSMENT**

**24. ADJOURN**

**Open session adjourned at 11:34 p.m.**