



# REGULAR MEETING OF THE BOARD OF DIRECTORS

## MINUTES

Thursday, January 28, 2016 at 4:00 p.m.

Tahoe Truckee Unified School District (TTUSD) Office  
11603 Donner Pass Rd, Truckee, CA

### 1. CALL TO ORDER

Meeting was called to order at 4:00 p.m.

### 2. ROLL CALL

Board: Chuck Zipkin, President; Greg Jellinek, Vice President; John Mohun, Secretary; Karen Sessler, Board Member

Staff: Harry Weis, CEO; Crystal Betts, CFO; Judy Newland, CNO/COO; Jake Dorst, CIO; Martina Rochefort Clerk of the Board

Other: David Ruderman, Acting General Counsel

*Absent: Dale Chamblin, Treasurer*

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

No agenda items were changed.

### 4. INPUT AUDIENCE:

No public comment was received.

**Open Session recessed at 4:04 p.m.**

### 5. CLOSED SESSION

Discussion was held on a privileged matter.

### 6. DINNER BREAK

### 7. OPEN SESSION – CALL TO ORDER

Open Session reconvened at 6:01 p.m.

### 8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

Legal Counsel reported the Board took no reportable action in Closed Session.

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

No changes were made to the agenda.

**10. INPUT – AUDIENCE**

Public comment was received from Larry Larson.

**11. INPUT FROM EMPLOYEE ASSOCIATIONS**

Public comment was received from Barbara Wong, President of Employee Association of Non-Licensed Professionals.

**12. ACKNOWLEDGMENTS**

**12.1. Presentation to 2015 Board President**

Thank you to Dr. Karen Sessler for her service as Board President last year.

**12.2. Women's Choice Award for America's Best Hospitals for Obstetrics**

**13. MEDICAL STAFF REPORT**

**13.1. Medical Staff Report**

Dr. Dodd presented the January Medical Staff Report.

**ACTION: Motion made by Director Jellinek, seconded by Director Sessler, to approve MEC items 1-5.**

**AYES: Directors Mohun, Zipkin, Sessler and Jellinek**

**NAYS: None**

**Abstention: None**

**14. CONSENT CALENDAR**

Director Zipkin pulled item 14.4.3 for discussion.

**14.1. Approval of Minutes of Meetings**

12/21/2015

**14.2. Financial Report**

Financial Report- Preliminary December 2015

**14.3. Contracts**

**14.3.1.** Wicks - Physician Recruitment Agreement for Student Loan Repayment

**14.3.2.** Wicks - TFH Call Coverage Agreement 2016

**14.3.3.** Wicks - Professional Services Agreement-MultiSpecialty Clinics 2016

**14.4. Policy Review**

**14.4.1.** ABD-01 Board CEO and Employee Performance Evaluation

**14.4.2.** ABD-02 TFHD Chief Executive Compensation

**14.4.3.** ABD-07 Conflict of Interest Policy

**14.4.4.** ABD-14 Inspection and Copying of Public Records

**14.4.5.** ABD-17 Manner of Governance for TFHD Board of Directors

**14.4.6.** ABD-19 Board Orientation and Continuing Education

**14.5. TFHS Foundation Quarterly Update Report**

**14.6. IVCH Foundation Board Member Nomination**

**ACTION: Motion made by Director Zipkin, seconded by Director Mohun, to approve the consent calendar as presented without item 14.4.3.**

**AYES: Directors Mohun, Zipkin, Sessler and Jellinek**

**NAYS: None**

**Abstention: None**

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

**15.1. Quarterly Facilities Development Update**

Mike Geney of Geney & Gassiot and Rick McConn, Chief Facilities Officer, gave a quarterly update of the Facilities Development Plan (FDP).

Discussion was held.

**15.2. Physician Alignment Presentation**

Darrin Bell and Krista Fakoory of ECG Management Company presented a proposed Physician Alignment option to the Board.

Discussion was held.

Public comment was received from Gaylan Larson.

Discussion was held.

**15.3. 2016 Compliance Work Plan**

Jim Hook of The Fox Group presented a proposed 2016 Corporate Compliance Program Annual Work Plan for approval.

*Director Mohun departed the meeting at 7:37 p.m.*

**ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to approve the 2016 Corporate Compliance Annual Work Plan.**

**AYES: Directors Zipkin, Sessler and Jellinek**

**NAYS: None**

**Abstention: None**

**Open Session recessed at 7:40 p.m.**

**Open Session reconvened at 7:47 p.m.**

*Director Mohun returned to the meeting at 7:47 p.m.*

**15.4. Wellness Neighborhood Presentation**

Karen Gancitano, Executive Director of Post Acute Services, presented the Board with a Wellness Neighborhood update.

**15.5. Approval of KaufmanHall Phase II Scope of Work**

Board reviewed and considered for approval Phase II scope of work for KaufmanHall.

Discussion was held.

**ACTION:** Motion made by Director Zipkin, seconded by Director Sessler, to approve the KaufmanHall Phase II Scope of Work.

**AYES:** Directors Mohun, Zipkin, Sessler and Jellinek

**NAYS:** None

**Abstention:** None

**16. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY**

*Item 14.4.3 was pulled from the consent calendar for further discussion.*

Staff was directed to make the following corrections to ABD-07:

-Section 2.6.3.4. – change “\$250 or more” to “more than \$250” to align with FPPC requirements.

-Section 6.3., last paragraph – change strikethrough from “Disclosure Questionnaire” to “Policy Acknowledgement”.

-Remove strikethrough of Acknowledgment section in policy attachment.

**ACTION:** Motion made by Director Jellinek, seconded by Director Zipkin, to approve ABD-07 Conflict of Interest Policy with changes outlined above.

**AYES:** Directors Mohun, Zipkin, Sessler and Jellinek

**NAYS:** None

**Abstention:** None

**17. BOARD COMMITTEE REPORTS/RECOMMENDATIONS FOR DISCUSSION AND/OR ACTION**

**17.1. Governance Committee Meeting– 01/20/2016**

Director Sessler gave an update from Governance Committee.

**17.1.1. Board Retreat Update**

Discussion was held.

**17.2. Personnel Committee Meeting – 01/14/2016**

Director Zipkin gave an update from Personnel Committee.

**17.3. Finance Committee Meeting – 01/21/2016**

Director Jellinek gave an update from Finance Committee.

**17.4. Quality Committee Meeting – No meeting held in January.**

**17.5. Community Benefit Committee – No meeting held in January.**

**18. INFORMATIONAL REPORTS**

**18.1. Strategic Initiatives Updates**

No discussion was held.

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

No discussion was held.

**20. ITEMS FOR NEXT MEETING**

Staff was directed to schedule a Special Meeting for CEO Compensation Goals.

**21. BOARD MEMBERS REPORTS/CLOSING REMARKS**

Director Zipkin read Section 3.11 of policy ABD-17.

**Open Session recessed at 8:34 p.m.**

**22. CLOSED SESSION CONTINUED, IF NECESSARY**

Discussion was held on a privileged matter.

**23. OPEN SESSION**

**Open Session reconvened at 8:40 p.m.**

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

No action taken in additional Closed Session.

**25. MEETING EFFECTIVENESS ASSESSMENT**

No discussion was held.

**26. ADJOURN**

**Meeting was adjourned at 8:41 p.m.**