



# REGULAR MEETING OF THE BOARD OF DIRECTORS

## MINUTES

Thursday, May 25, 2017 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: Charles Zipkin, M.D., Board President; Dale Chamblin, Treasurer; Alyce Wong, R.N., Board Member

Staff: Harry Weis, Chief Executive Officer; Judy Newland, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Alex MacLennan, Chief Human Resources Officer; Matt Mushet, In-House Counsel; Martina Rochefort, Clerk of the Board

Other: David Ruderman, Assistant General Counsel; Rick Rybicki, Rybicki & Associates

*Absent: Randy Hill, Secretary (Director Greg Jellinek resigned effective May 9, 2017)*

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

No changes were made to the agenda.

### 4. INPUT AUDIENCE

No public comment was received.

Open Session recessed at 4:02 p.m.

### 5. CLOSED SESSION

#### 5.1. Conference with Labor Negotiator (Government Code § 54957.6)

*Name of District Negotiator(s) to Attend Closed Session: Alex MacLennan and Richard Rybicki*

*Employee Organization(s): Employees Association and Employees Association of Professionals*

Discussion was held on a privileged item.

#### 5.2. Hearing (Health & Safety Code § 32155)

*Subject Matter: First Quarter 2017 Corporate Compliance Report – Closed Session*

*Number of items: One (1)*

Discussion was held on a privileged item.

#### 5.3. Hearing (Health & Safety Code § 32155)

*Subject Matter: First Quarter 2017 Service Excellence Quality Report – Closed Session*

*Number of items: One (1)*

Discussion was held on a privileged item.

**5.4. Approval of Closed Session Minutes** ♦

04/27/2017

Discussion was held on a privileged item.

**5.5. TIMED ITEM – 5:30PM – Hearing (Health & Safety Code § 32155)** ♦

*Subject Matter: Medical Staff Credentials*

Discussion was held on a privileged item.

**6. DINNER BREAK**

**7. OPEN SESSION – CALL TO ORDER**

Open Session reconvened at 6:00 p.m.

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

General Counsel reported of the five items on the closed session agenda, Items 5.1-5.3 had no reportable actions. Item 5.4 Approval of Closed Session Minutes and Item 5.5 Medical Staff Credentials were approved on a 3-0 vote.

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

No changes were made to the agenda.

**10. INPUT – AUDIENCE**

No public comment was received.

**11. INPUT FROM EMPLOYEE ASSOCIATIONS**

No public comment was received.

**12. ACKNOWLEDGMENTS**

**12.1.** Martha Waters was named May 2017 Employee of the Month.

**13. CITIZENS OVERSIGHT COMMITTEE**

**13.1.** Citizens Oversight Committee Measure C Final Report

Gerald Herrick presented the Citizens Oversight Committee Measure C Final Report.

**13.2.** Citizens Oversight Committee Acknowledgement

Board President presented Gerald Herrick and Citizens Oversight Committee with a board proclamation.

No public comment was received.

**14. MEDICAL STAFF EXECUTIVE COMMITTEE**

**14.1.** Medical Executive Committee (MEC) Meeting Consent Agenda ♦

MEC recommends the following for approval by the Board of Directors: Annual review and approval of policies and procedures, Annual Clinical Policy and Procedure Approvals for

Occupational Health, MultiSpecialty Clinics and Cancer Center, Amendment to Community Medicine Privilege Form, Annual Clinical Policy and Procedure Approvals for Obstetrics and Pediatrics include W&F Center P&P's, and Annual IVCH Policy and Procedure Approvals for Dietary & MNT, Diagnostic Imaging, Case Management, Environmental Services, Infection Control, Nursing Services, Surgical Services, and Laboratory

Discussion was held.

**ACTION:** Motion made by Director Wong, seconded by Director Chamblin, to approve the Medical Executive Committee Meeting Consent Agenda as presented.

**AYES:** Directors Wong, Chamblin and Zipkin

**NAYS:** None

**Abstention:** None

### **15. CONSENT CALENDAR ◆**

These items are expected to be routine and non-controversial. They will be acted upon by the Board without discussion. Any Board Member, staff member or interested party may request an item to be removed from the Consent Calendar for discussion prior to voting on the Consent Calendar.

#### **15.1. Approval of Minutes of Meetings**

04/27/2017

#### **15.2. Contracts**

**15.2.1.** Catherine Colpitts, D.O. – Physician Recruitment Agreement for Conditional Loan Repayment

**15.2.2.** Matthew Mingrone, M.D. – Professional Services Agreement

**15.2.3.** Paul Haeder, M.D. – Professional Services Agreement

**15.2.4.** Paul Haeder, M.D. – Physician Recruitment Agreement for Conditional Loan Repayment

**15.2.5.** Brooks Rohlen, M.D. – Medical Directorship Agreement for Palliative Medicine Program

#### **15.3. Staff Reports (Information Only)**

**15.3.1.** CEO Board Report

**15.3.2.** COO Board Report

**15.3.3.** CNO Board Report

**15.3.4.** CIO Board Report

**15.3.5.** CMO Board Report

#### **15.4. Policies**

**15.4.1.** Order & Decorum

Director Zipkin pulled item 15.4.1. Order and Decorum.

**ACTION:** Motion made by Director Chamblin, seconded by Director Wong, to accept the Consent Calendar as presented without Item 15.4.1. Order and Decorum.

**AYES:** Directors Wong, Chamblin and Zipkin

**NAYS:** None

**Abstention:** None

### **16. ITEMS FOR BOARD ACTION ◆**

#### **16.1. TFHD Board of Directors Vacancy**

General Counsel advised the Board of Directors could consider appointing the vacant board seat or calling a special election.

Discussion was held.

No public comment was received.

**ACTION: Motion made by Director Wong, seconded by Director Chamblin, to appoint the vacant seat on the Board of Directors.**

**AYES: Directors Wong, Chamblin and Zipkin**

**NAYS: None**

**Abstention: None**

## **17. ITEMS FOR BOARD DISCUSSION**

### **17.1. Compliance Program**

#### **17.1.1. First Quarter 2017 Compliance Program Report**

Jim Hook of The Fox Group presented the first quarter Compliance Program Report to the Board of Directors.

No public comment was received.

### **17.2. Financial Report**

CFO presented the April 2017 Financial Report.

Discussion was held.

No public comment was received.

### **17.3. New TFHD Staff**

#### **17.3.1. In-House Counsel**

CEO introduced TFHD's new In-House Counsel, Matt Mushet, to the Board of Directors and highlighted the efficiencies and savings of the position to the District.

Discussion was held.

## **18. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY**

Discussion was held on item 15.4.1.

Staff was directed to change "majority vote" to "unanimous vote" on number 16.

**ACTION: Motion made by Director Chamblin, seconded by Director Wong, to approve Item 15.4.1. Order and Decorum with the change noted above.**

**AYES: Directors Wong, Chamblin and Zipkin**

**NAYS: None**

**Abstention: None**

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

**19.1. Board Quality Committee Meeting – 05/09/2017**

Director Wong provided an update from the recent Quality Committee meeting.

**19.2. Board Personnel Committee Meeting – 05/16/2017**

Director Wong provided an update from the recent Personnel Committee meeting.

**19.3. Board Finance Committee Meeting – No meeting held in May.**

**19.4. Community Benefit Committee Meeting – No meeting held in May.**

**19.5. Governance Committee Meeting – No meeting held in May.**

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

None.

**21. ITEMS FOR NEXT MEETING**

None.

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

**None.**

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

Not applicable.

**24. OPEN SESSION**

Not applicable.

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

Not applicable.

**26. ADJOURN**

**Meeting adjourned at 6:39 p.m.**