



REGULAR MEETING OF THE BOARD OF DIRECTORS MINUTES

Thursday, November 16, 2023 at 4:00 p.m.

Tahoe Forest Hospital – Eskridge Conference Room
10121 Pine Avenue, Truckee, CA 96161

1. CALL TO ORDER

Meeting was called to order at 4:01 p.m.

2. ROLL CALL

Board: Alyce Wong, Board Chair; Michael McGarry, Vice Chair; Robert (Bob) Barnett, Secretary; Dale Chamblin, Treasurer; Mary Brown, Board Member

Staff in attendance: Alex MacLennan, Chief Human Resources; Matt Mushet, In-House Counsel; Martina Rochefort, Clerk of the Board

Other: David Ruderman, General Counsel

3. DELETIONS/CORRECTIONS TO THE POSTED AGENDA

Item 14.4. was removed from the agenda.

General Counsel read the board into Closed Session.

4. INPUT AUDIENCE

No public comment was received.

Open Session recessed at 4:04 p.m.

5. CLOSED SESSION

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

Name of District Negotiator(s) to Attend Closed Session: Mary Brown

Unrepresented Employee: President & Chief Executive Officer

Discussion was held on a privileged item.

5.2. Conference with Legal Counsel; Anticipated Litigation (Government Code § 54956.9(d)(2) & (d)(3))

A point has been reached where, in the opinion of the District Board, on the advice of its legal counsel, based on the below-described existing facts and circumstances, there is a significant exposure to litigation against the District.

Receipt of Claim pursuant to Tort Claims Act or other written communication threatening litigation (copy available for public inspection in Clerk's office).

(Gov. Code § 54956.9(e)(3))

Name of Person or Entity Threatening Litigation: Karla Weeks

Discussion was held on a privileged item.

5.3. Hearing (Health & Safety Code § 32155)

Subject Matter: First Quarter Fiscal Year 2024 Board Quality Dashboard

Number of items: One (1)

Discussion was held on a privileged item.

5.4. Approval of Closed Session Minutes

5.4.1. 10/26/2023 Regular Meeting

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 6:03 p.m.

8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

General Counsel noted the Board heard five items in Closed Session. There was no reportable action on items 5.1., 5.2., and 5.3. Items 5.4. and 5.5. were both approved on a 5-0 vote.

9. DELETIONS/CORRECTIONS TO THE POSTED AGENDA

Item 14.4. was pulled from the agenda.

10. INPUT – AUDIENCE

No public comment was received.

11. INPUT FROM EMPLOYEE ASSOCIATIONS

No public comment was received.

12. MEDICAL STAFF EXECUTIVE COMMITTEE

12.1. Medical Executive Committee (MEC) Meeting Consent Agenda

MEC recommended the following for approval by the Board of Directors:

Revised Policies:

- *Immunizations Vaccinations for Medical Staff and Allied Health Professional Staff, MSGEN-1603*
- *Neonate – Patient Admission Care and Discharge of, DWFC-1449*
- *Neonate – Late Preterm Newborn, DWFC-1486*

Discussion was held.

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

AYES: Directors Brown, Chamblin, Barnett, McGarry and Wong

Abstention: None

NAYS: None

Absent: None

13. CONSENT CALENDAR

13.1. Approval of Minutes of Meetings

13.1.1. 10/26/2023 Regular Meeting

13.2. Financial Reports

13.2.1. Financial Report – October 2023

13.3. Board Reports

13.3.1. President & CEO Board Report

ACTION: Motion made by Director Chamblin to approve the Consent Calendar as presented, seconded by Director McGarry.

AYES: Directors Brown, Chamblin, Barnett, McGarry and Wong

Abstention: None

NAYS: None

Absent: None

14. ITEMS FOR BOARD ACTION

14.1. Fiscal Year 2023 Audited Financial Statements

Brian Conner and Justen Gomes of Moss Adams presented the Fiscal Year 2023 Audited Financial Statements. Discussion was held.

ACTION: Motion made by Director Brown to accept the Fiscal Year 2023 Audited Financial Statements as presented, seconded by Director McGarry.

AYES: Directors Brown, Chamblin, Barnett, McGarry and Wong

Abstention: None

NAYS: None

Absent: None

14.2. President & CEO Annual Compensation Increase

The Board of Directors reviewed and considered approval of the annual compensation adjustment for the President & CEO as required by his employment agreement. Discussion was held.

ACTION: Motion made by Director Brown to approve a 6.6% increase of the President and CEO's base compensation salary for a total compensation package of \$792,004.00 base compensation and potential 30% incentive compensation as presented, seconded by Director McGarry.

AYES: Directors Brown, Chamblin, Barnett, McGarry and Wong

Abstention: None

NAYS: None

Absent: None

14.3. Fiscal Year 2023 President & Chief Executive Officer Incentive Compensation

The Board of Directors reviewed and approved the Fiscal Year 2023 President and Chief Executive Officer Incentive Compensation. Discussion was held.

ACTION: Motion made by Director Brown to consider all metrics achieved and approved a full payout (30% of base salary) of the President and CEO's Fiscal Year 2023 Incentive Compensation plan, seconded by Director Barnett. Roll call vote taken.

AYES: Directors Brown, Chamblin, Barnett, McGarry and Wong

Abstention: None

NAYS: None

Absent: None

14.4. Order & Decorum

Item was removed from the agenda.

15. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

Not applicable.

16. BOARD COMMITTEE REPORTS

Director McGarry provided an update from the November 8, 2023 Board Quality Committee meeting and recent Tahoe Forest Health System Foundation meeting.

Chair Wong provided an update from the November 6, 2023 Board Governance Committee meeting.

17. BOARD MEMBERS REPORTS/CLOSING REMARKS

No discussion was held.

Open Session recessed at 7:05 p.m.

18. CLOSED SESSION CONTINUED

18.1. Public Employee Performance Evaluation (Government Code § 54957)

Title: President & Chief Executive Officer

Discussion was held on a privileged.

19. OPEN SESSION

Open Session reconvened at 8:03 p.m.

20. REPORT OF ACTIONS TAKEN IN CLOSED SESSION, IF NECESSARY

General Counsel noted there was no reportable action taken on item 18.1.

21. ADJOURN

Meeting adjourned at 8:04 p.m.