



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
PRESENT AT MEETING:	<p>Board Members: John Mohun, Board President; Larry Long, Vice President; Karen Sessler, M.D., Secretary; Dale Chamblin, Treasurer; Roger Kahn, Board Member</p> <p>Staff: Bob Schapper, CEO; Virginia Razo, COO; Crystal Betts, CFO; Judy Newland, Chief Nursing Officer; Janet Van Gelder, Director, Quality & Regulations; Gail Betz, Compliance Officer; Carl Blumberg, Risk Manager; Patricia Barrett, Executive Assistant/Clerk of the Board</p> <p>Others: Steve Gross, Legal Counsel; Gina Barta, Chief of Staff</p> <p>Roll Call reflected that all Board Members were present.</p>	
1. Call to Order	<p>Director Mohun provided a review of the board meeting process for benefit of those in the audience.</p> <p>Director Mohun called the meeting to order at 4:34 p.m.</p>	
2. Roll Call	<p>The Roll Call reflected that all Board members were present.</p>	
3. Clear the Agenda/Items Not On the Posted Agenda	<p>District Counsel provided a summary of the closed session items and why they are placed in closed session.</p>	
4. Input -- Audience Employee Associations	<p>Pam Hobday asked for clarification regarding the status of the CEO's request for reimbursement of attorney's fees and whether the topic will be discussed under closed session item 5C. District Counsel clarified reimbursement of attorney fees will not be discussed in closed session.</p> <p>Greg Tirdel shared he has been with TFH since 1996. During his</p>	



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	<p>tenure, he has seen dramatic improvement in facilities, quality of care, resources, patient satisfaction, and reimbursement/finances; noting much improvement has been seen. Dr. Tirdel expressed appreciation and support for what the CEO has done.</p> <p>An unidentified member of the audience recommended that the Board not fall victim to the hyperbole over the last several months, and look at the CEO's performance over the prior year.</p> <p>Gary Davis has been on the Citizen's Oversight Committee since the beginning and applauds Mr. Schapper's performance.</p> <p>Allison Elder commented in support of Mr. Schapper, noting that quality of care is outstanding; the financial health of the District is exceptional; leadership has been proven; and the CEO is a strong community liaison. Ms. Elder further noted that leadership has allowed TFHD to become an amazing rural health system with the excellence in delivery of care, national ranking, and how the people are treated is outstanding.</p> <p>Shawni Coll, OB GYN, Medical Director Strategic planning, prior Chief of Staff, shared feedback received while attending various conferences, that the TFHD CEO is well known for his strategic planning. Dr. Coll further indicated that the CEO has allowed and encouraged engagement of the Medical Staff which is reflected with medical staff meeting attendance at over 50</p>	



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	percent and often 100 percent. Opens session recessed at 4:45 p.m.	
5. Closed Session:		
A. Approval of closed session minutes of 7/11/14; 7/22/14; 8/12/14; 8/21/14 and 9/23/14	Draft minutes provided as part of the Closed Session meeting packet.	
B. Health & Safety Code Section 32155: Medical Staff	Discussion held on a privileged matter.	
C. Government Code Section 54957: Chief Executive Officer Annual Performance Evaluation	Discussion held on a privileged matter.	
6. Dinner Break	Closed session recessed at 6:01 p.m.	
7. Open Session Call To Order	Meeting called to order at 6:07 p.m.	
PRESENT FOR OPEN SESSION:	Board Members: John Mohun, President; Larry Long, Vice President; Karen Sessler, M.D., Board Secretary; Dale Chamblin, Treasurer; Staff: Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Patricia Barrett, Clerk of the Board Others Present: Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff	
8. Clear The Agenda/Items Not on the Posted Agenda	District Counsel reported that item 13C will be removed from the agenda as the Board needs time to complete their robust discussion.	



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<p>9. Input Audience</p>	<p>Pam Hobday distributed a flyer related to “Speak your Peace”. She reminded the Board and the public that all should be operating and using these principles. Over 1000 citizens signed up to use the tools of Speak your Peace. A review of the tools outlined was provided. Director Kahn indicated the Speak your Peace tools were adopted by the Board in 2009 and 2010, though was not sure that the Board has been following the guidelines well. Director Chamblin indicated it is imperative the Board and public honor these guidelines.</p> <p>Roger Kahn spoke as a member of the community. Mr. Kahn shared a statement related to the indemnification and reimbursement of the CEO’s attorney fees pertaining to the 1090 investigation. Expected the topic to be agendized for the October meeting following discussion of the prior meeting. The matter should be discussed and put on the agenda for discussion by this board. Request a for two other board member join Mr. Kahn in calling a special meeting got address the request for indemnification. Asks the Chair conduct himself as a facilitator and not try to control the Board. The Chair is only one member of 5 member board, all with equal power. Point of order called by Director Sessler in response to Director Mohun. District Counsel directed Director Mohun was out of order and needed to cease speaking.</p>	
<p>9. Input From Employee Associations</p>	<p>Employee Associations input was asked, but none was offered.</p>	



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<p>10. Medical Staff Report</p>	<p>Dr. Barta gave the Medical Staff Report. Related attachment provided as part of the agenda packet.</p>	
<p>A. Approval of Medical Staff Consent Agenda</p>	<p>Dr. Barta reported that the Medical Executive Committee discussed and recommends for approval the Medical Staff Consent Agenda items 1 – 4.</p>	<p>Director Long motioned to approve items 1 -4 seconded by Chamblin. Passed unanimously.</p>
<p>11. Consent Calendar:</p> <p>A. Minutes of Meetings of: 7/11/14; 7/22/14; 8/12/14; and 8/21/14</p> <p>B. Financial Report – July 2014</p> <p>C. Contracts:</p> <ol style="list-style-type: none"> 1. Surgery Coverage Agreement – Crystine M. Lee, M.D. 2. On Call Coverage of Specialty Services to the Emergency Department – James Kelly, M.D. 3. Medical Director Agreement for Tahoe Center for Health and Sports Performance – Nina Winans, M.D. 4. Medical Director Agreement 	<p>A. Minutes of 8/12/14 pull from consent for discussion related to correction to position title reference for Ginny Razo, Chief Operating Officer.</p> <p>C. Verbiage will be included in the minutes to reflect that contracts presented for approval via the consent calendar have been reviewed in detail and recommended for approval by the Governance Committee.</p> <p>D. Children in the Workplace policy pulled for clarification related to locations that limit access for children. HR will better clarify these references and requests that the policy proceed forward with approval with the noted change.</p>	<p>Motion made by Director Sessler, seconded by Director Long, to approve minutes with correction noted; motion passed unanimously.</p> <p>Motion made by Director Chamblin to approve consent items B & C as presented, seconded by Director Long; motion passed unanimously.</p> <p>Motion made by Director Sessler, seconded by Director Long, to approve policies referenced in consent item D with change noted; motion passed unanimously.</p>



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<p>for Occupational Health – Edward Heneveld, M.D.</p> <p>5. Medical Director Agreement for Infection Control – Sierra Multi-Specialty Medical Group</p> <p>6. Rural PRIME Site Preceptor Clerkship Director – Oleg Vayner, M.D.</p> <p>7. EMS Medical Director Agreement – Casey Jowers, M.D.</p> <p>Agreement-Education Contract – North Tahoe Radiology Group</p> <p>D. Policies</p> <p>1. Children in the Workplace</p> <p>2. Professional Expectations</p>		
<p>12. Presentations/Staff Reports</p>		
<p>A. Annual Audit Report Presentation & Approval</p> <p>B. Biennial Bylaws Review</p> <p>C. Annual CEO Incentive Compensation Award</p>	<p>A. Bill Peterson provided a summary of the annual audit conducted by Matson & Isom as reviewed in full detail at the special meeting of the Board of Directors held prior to the regular session.</p> <p>Mr. Peterson indicated that the Qualified Opinion relates to the fact that the Tahoe Forest Hospital Foundation financials are audited separately.</p>	<p>a. Motion made by Director Kahn, seconded by Director Sessler, to accept the 2014 Audited Financials as presented. Passed unanimously.</p>



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	<p>Director Chamblin asked Mr. Peterson to repeat feedback provided in the special session related to the overall performance of TFHD compared to other similar district hospitals audited by Matson & Isom. Mr. Peterson shared that TFHD is in the upper rung of the districts audited.</p> <p>B. Director Sessler provided a summary of the updates made to the Bylaws. Attention was called to the change of meeting date to the last Tuesday of the Month and an update to the start time reference to reflect a 4:00 p.m. start time. Closed session will continue to start at 4:00 p.m. with open session commencing at 6:00 p.m.</p> <p>A second reading, and request for approval, of the Bylaws will take place at the regular meeting of the Board of Directors in November.</p> <p>C. Topic pulled from the agenda and deferred to the November regular meeting.</p>	
<p>13. Medical Staff Report and Approval of Consent Agenda</p>		
<p>a. Cancer Center Update b. Ebola Viral Disease Preparedness <i>[Topic moved ahead of 14A to accommodate]</i></p>	<p>a. Dr. Heifetz provided a Cancer Center/program update.</p> <p>Tahoe Forest is one of the only critical care hospitals to receive the American College of Surgeons (ACOS) cancer accreditation.</p>	



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<p><i>presenter]</i></p>	<p>Unlike most other cancer care models, the Gene Upshaw Memorial Tahoe Forest Cancer Center, sees all patients; including Medi-cal, Covered California, and no-coverage patients. It was noted that the out of pocket costs for the patient is the same; the difference being the time at which they meet their maximum annual out of pocket.</p> <p>An overview of the Cancer Center’s participation in the Virtual Tumor Board was provided. A video prepared by the Lung Cancer Foundation was presented along with an overview of current clinical trials. Tahoe Forest is a participant in many trials along side well respected research universities, etc.</p> <p>A review of the Sierra Crest Initiatives was provided.</p> <p>Future plans include: Participation in the search for an Urologist for the community, development of the 2nd floor of the Cancer Center, and exploration of a potential expansion to Barton.</p> <p>All of the special programs provided through the Cancer Center are considered a differentiator in care, and are funded by philanthropy at no cost to the patient. Patient quality of life indicators are approached in a scientific</p>	



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	<p>manner to track the benefit of the special programs.</p> <p>b. Chris Spencer and Laurel Homer provided an update related the TFHD Ebola preparedness. Chris Spencer is an Infection Control and Family Practitioner and has been responsible for infection control at TFH for 30 years. During that time, there have been a number of infectious diseases and only one employee has been infected by a patient. TFHD has an Ebola preparedness team and has drafted a number of plans based on CDC guidelines. Training on the most recent plan will begin this week with adjustments made as appropriate based on updated CDC guidelines.</p> <p>The California Department of Public Health (CDPH) announced that there are five (5) UC hospitals that will take Ebola patients. TFH is working with first responders to make sure they are doing the right thing at the home to prepare for hand off at the ER for initial care.</p> <p>TFHD is ready should an Ebola infected patient present at the hospital. TFHD does have adequate equipment to address any Ebola patients that may present. The CDC recently updated their recommendations with recommendations based on clinical judgment. TFHD has all the upper level equipment necessary, noting that Ebola is transmitted by direct contact to a mucus membrane.</p>	



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	<p>Chamber of Commerce Board member, Pam Hobday, invited Chris and Laurel to speak to the Chamber Board and to have the Chamber assist with getting the word out to Chamber members.</p> <p>Attendees were encouraged to get their flu shots.</p> <p>Infection control is a function and resource to the entire health system. TFHD strictly follows best practice and has been provided the administrative backing and resource to support the program.</p> <p>Discussion took place related to the surgical site infection rate. A patient has a less than 1% chance of walking away from TFH with an infection they did not come into the hospital with. It was noted that the goal is always to have a 0% infection rate; the standard is to be below 5% and TFH has never come close to reaching as high as the 5% standard.</p>	



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<p>14. Executive Officer’s Report</p> <ul style="list-style-type: none"> A. Chief Executive Officer B. Chief Operating Officer’s Report C. Chief Nursing Officer’s Report D. Incline Village Community Hospital Administrator’s Report E. Chief Information Officer 	<ul style="list-style-type: none"> a. CEO – A written report was provided in the agenda packet for review. CEO reinforced recognition of the CPSI implementation team and staff. CEO provided an update related to the engagement of Jacobus Consulting related to the revenue cycle process. TFH is expected to complete the process improvement process in 12 months compared to the average of 18 months. <p>The Wellness Neighborhood is identified as the topic for a special board meeting in early December. The meeting would require approximately 4 hours for review of the needs assessment data, etc. Director Kahn shared that he and Director Long are very supportive though they will be departing board members.</p> b. COO – A written report was provided in the agenda packet for review. COO reported that the construction taking place has effectively separated the ECC from the hospital. Margaret Holmes led the ancillary departments through this process, and the dietary department was specifically recognized for their flexibility and team effort during the construction process. c. CNO – A written report was provided in the agenda packet for review. CNO added to CIO’s comment related to nursing informatics staff member, Barb Thomas. Ms. Thomas was 	



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	<p>highly praised for her work and leadership during the POC implementation process.</p> <p>d. IVCH – A written report was provided in the agenda packet for review. IVCH also went live on POC and staff took were able to practice everyday there were low patient volumes.</p> <p>e. CIO – item <i>115E.was moved ahead of 15A</i>. CIO provided the Board with a written report summarizing his first 6 weeks with TFHD. A video related to the CPSI Point of Care implementation was presented to provide a summary of the recent implementation. Great compliments were given to Judy Newland, Barb Thomas and all the staff. Ms. Thomas was recognized for her assistance this project and has been invited to present at a future CPSI program.</p>	
<p>15. Board Committee Reports/ Recommendations</p>		
<p>A. Personnel Retirement Committee Meeting – 10/08/14</p> <p>B. Governance Committee Meeting – 10/16/14</p> <p>C. Quality Committee Meeting – 10/22/14</p> <p>D. Finance Committee Meeting – 10/27/14</p>	<p>a. Director Long reported that the committee met to prepare for the CEO’s annual performance evaluation.</p> <p>b. Director Sessler reported that the committee conducted a Bylaws review in preparation for the first reading by the Board. It was reported that the Board’s self assessment via the ACHD tool will go live on November 10th and conclude on November 20th. Newly elected board members will be invited to participate in the same survey questions in preparation for goal setting in the coming year. A summary</p>	<p>b. Motion made by Director Sessler, seconded by Director Mohun, to approve the updated Board Orientation and Continuing Education Policy; motion passed unanimously.</p>



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	<p>from the workshop with Karma Bass was provided. The meeting evaluation tool provided by Ms. Bass will be reviewed and considered for use at future meetings. Recommended changes to the Board Orientation and Continuing Education Policy were reviewed.</p> <p>c. Director Mohun provided an overview of the new Patient and Family Advisory Council, related goals, and charter. Committee Charter will be presented at future meeting for approval.</p> <p>Janet Van Gelder provided background on the development of the Patient and Family Advisory Council. The draft Charter was read by Ms Van Gelder. Counsel would meet quarterly to discuss what is needed from the patient perspective.</p> <p>d. Dale Chamblin provided a review of the September financials reported at Finance Committee.</p>	



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<p>16. Agenda Input For Upcoming Committee Meetings</p>		
<p>17. Items for Next Meeting</p>	<p>17. Discussion took place regarding the process for putting items on the agenda. Director Mohun provided his perspective of how the agenda for the October 28th board meeting was developed. Director Sessler indicated that Director Mohun’s recollection of the agenda meeting was not the same as others in the room.</p> <p>Director Sessler requested fellow board members focus on moving forward. Identify what items are wanted on the agenda and whether they are appropriately placed in open or closed session.</p> <p>Discussion took place related to manner of properly agendizing the topic of indemnification of CEOs attorney’s fees. District Counsel admonished Director Mohun for disclosing information discussed in closed session. District Counsel further explained his understanding that the topic was appropriately agendized. Director Mohun disagreed. Director Sessler called for point of order.</p> <p>Agenda items for the next meeting were discussed. Director Sessler indicated an interest in placing a closed session item to allow for Board to obtain legal advice related to reimbursing the CEO for attorney fees. Director</p>	<p>Motion made by Director Sessler to approve agendizing the opportunity for the Board to receive legal advice related to reimbursing the CEO for attorney fees as a Closed Session item. Directors Long, Chamblin, Kahn and Sessler voted to approve the agenda item. Mohun abstained as he did not feel he had enough information.</p> <p>Motion made by Director Sessler, seconded by Director Kahn, to place in open session the consideration of the request for indemnification from the CEO for possible action. Approved unanimously.</p> <p>Motion made by Director Kahn, seconded by Director</p>



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	<p>Director Chamblin requests a special meeting of the Board of Directors be scheduled in early to mid-November to make a final determination related to the CEO's request for reimbursement of attorney fees and expenses. Discussion took place related to seeking outside counsel opinion in advance of the meeting. District Counsel indicated he was comfortable with providing the Board guidance on the matter but would be willing to obtain an outside opinion if the Board felt it necessary. Director Mohun indicated a preference to have someone detached from this issue provide an opinion.</p> <p>Further discussion took place related to agenda items for the next board meeting.</p> <p>Director Mohun requests to add an open session agenda item related to Board Decorum. Director Sessler objected to the discussion taking place as an open session item.</p> <p>Discussion took place regarding the potential that Director Mohun is seeking to retry the 1090 investigation in open session. TFHD CEO shared that he self-reported the issue related to the 1090 investigation he is adamant that he has done nothing wrong.</p>	<p>Long, to schedule a special meeting of the Board of Directors in early November. Motion passes by a vote of 4 to 1. Director Mohun is the dissenting vote.</p> <p>Motion made by Director Sessler, seconded by Director Long, to duplicate the agenda items from today's meeting agenda related to the CEO's Performance evaluation to the November regular session agenda. Passed unanimously.</p>



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	<p>Kahn asked for clarification as to whether any board member can request an agenda item be added via the Board Clerk.</p> <p>Recommendation to have the policy related to the Board agenda development reviewed and updated to remove ambiguity. Topic will be deferred until to next sitting board for review.</p> <p>Direct Long read the current policy related to agenda development.</p> <p>Open session recessed at 9:03 p.m.</p> <p>Open session reconvened at 9:09 p.m.</p> <p>Discussion took place regarding the interaction between Directors Mohun and Kahn. Director Sessler reiterated her interest in having a Just Culture representative work with the Board on the Board's engagement and interaction. Following a period of communication between Board members, Director Sessler moved for adjournment, seconded by Director Long. Motion RESCINDED.</p>	



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18. Board Members Reports/Closing Remarks	None.	
19. Next session		
20. Closed Session Continued, If Necessary	<i>Open Session recessed to Closed Session at 9:21 p.m.</i>	
21. Open Session	Open Session Reconvened 9:35 p.m.	
22. Report of any Reportable Actions Taken in closed session	<u>Report out:</u> <i>None.</i>	
23. Adjourn	The meeting adjourned at 9:35 p.m.	

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