



# REGULAR MEETING OF THE BOARD OF DIRECTORS

## Minutes

Tuesday, June 30, 2015 at 4 p.m.  
Tahoe Truckee Unified School District (TTUSD) Office  
11603 Donner Pass Rd, Truckee, CA

1. **CALL TO ORDER**

Meeting called to order at 4:17 p.m.

2. **ROLL CALL**

Board: Karen Sessler, President; Chuck Zipkin, Vice President; Greg Jellinek, Secretary; Dale Chamblin, Treasurer; John Mohun, Director

Staff: Jake Dorst, Interim Chief Executive Officer; Crystal Betts, Chief Financial Officer; Judy Newland, Chief Nursing/Operations Officer; Jayne O'Flanagan, Chief Human Resources Officer; Patricia Barrett, Clerk of the Board

Other: Michael Colantuono, acting General Counsel; Don Whiteside, HFS Consultants

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

None.

4. **INPUT AUDIENCE:**

None.

General Counsel read the Board into Closed Session.

Open session recessed at 4:18 p.m.

5. **CLOSED SESSION:**

Discussion held on privileged matters.

6. **DINNER BREAK**

APPROXIMATELY 6:00 P.M.

7. **OPEN SESSION – CALL TO ORDER**

Open session reconvened at 6:02 p.m.

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

9. **INPUT – AUDIENCE**

Kate Cooper, Director of Truckee Surgery Center (TSC), provided background related to the surgery center noting that there is room for growth. Encourages the Board and administration to embrace the value of the TSC and collaborate for future growth.

## **10. INPUT FROM EMPLOYEE ASSOCIATIONS**

Stacey Tedsen recognized the Employee Associations for donating \$5k toward the recreation district's pool project and for their work done to address and reduce the wage increases. Ms. Tedsen shared that the work done by the associations clearly supports the fact that the employees value the organization and the services provided to the community.

Director Zipkin acknowledged the collegial work of the staff and administration with regard to the wage increase issue.

## **11. MEDICAL STAFF REPORT**

### **11.1. Medical Staff Report**

Dr. Dodd provided a review of the MEC June meeting.

**ACTION: Motion made by Director Zipkin, seconded by Director Mohun, to approve MEC items 1 – 5 as presented. Roll call vote taken. Approved unanimously.**

## **12. CONSENT CALENDAR**

### **12.1. Approval of Minutes of Meetings:**

05/01/01; 05/13/2015, 05/26/2015, 06/05/2015; 06/10/2015 and 06/18/2015

Minutes of May 26, 2015 were pulled by staff for further review and edits.

**ACTION: Motion made by Director Jellinek, seconded by Director Zipkin, to approve the minutes of 05/01/01; 05/13/2015, 06/05/2015; 06/10/2015 and 06/18/2015 as presented. Roll call vote taken. Approved unanimously.**

## **13. ITEMS FOR BOARD DISCUSSION AND ACTION**

### **13.1. CEO Search**

Don Whiteside, with HFS Consultants, provided an update related to the search for a Chief Executive Officer. Mr. Whiteside acknowledged the community, Board and staff for their input on the criteria being sought indicating he had received a strong response to the outreach being done. There are currently approximately 40 candidates being vetted, of which 25 are believed to meet the qualifications.

Next steps will take 6 – 8 weeks for Mr. Whiteside to meet with the candidates. A slate of candidates will be presented to the Board near the end of August for review and to be narrowed to the top four (+/-) candidates for onsite visits. It is anticipated that the full process will take approximately 3 – 4 more months.

An effort will be done to reach out further to north Lake Tahoe residents for input. All input is welcome until such time the CEO is selected.

*Item 13.5 was discussed next.*

### 13.2. Policy ABD-21

As follow up to the May board meeting, section 2.0 of the board policy ABD-21 has been updated to reflect the agreed upon physician compensation methodology.

Interim CEO, Jake Dorst, provided a review of the discussion from the May 26 board meeting regarding physician compensation education. As was directed by the Board, revisions have been made to ABD-21.

A review of the process for obtaining conceptual approval compared to legal approval of contracts was discussed.

It was noted that Hooper Lundy and Bookman have reviewed the policy as well as the related resolution.

Director Jellinek asked for additional verbiage to be included in the policy related to obtaining signatures on contracts.

Dr. Coll encouraged the Board to approve the policy as presented and move forward with further review by the Compliance Committee of the other provisions requiring edit.

**ACTION: Motion made by Director Zipkin, seconded by Director Chamblin, to adopt policy ABD-21 as presented and direct staff to ensure compliance review and updates are made to ensure contracts are signed by physician prior to performing services.**

### 13.3. Resolution 2015-04

The interim CEO provided a summary of direction provided by the Board during the May 26 meeting regarding the development of a resolution stating the intention of the Board to maintain the level of service provided to the community and to maintain best practices regarding physician compensation.

Discussion took place as to whether there are current services that the Board does not feel will be provided in the future due to financial constraints.

It was noted that the resolution is not legally binding as there is no legal action by which the Board can tie the hands of future boards. It is instead a statement of reassurance to the physicians documenting the Board's commitment to acting in good faith with each other.

Needed services are dictated by the public and the fiduciary responsibility of the District. There may be times that a service line may need to be limited or added to respond to these factors.

**ACTION: Motion made by Director Jellinek, seconded by Director Zipkin, to approve resolution 2015-04 stating the intention of the Board to maintain the level of service provided to the community and to maintain best practices regarding physician compensation.**

#### **13.4. Physician and Hospital Alignment Models**

Dr. Coll reviewed with the Board a proposal to engage an outside consultant to assist with assessment and education related to practice management models. It was confirmed that the expense for this engagement has been included in the 2016 budget.

Dr. Coll indicated that the consultant has a multi-tier program which includes an education component on the different models available and an assessment related to which practices should remain with the 1206D model and which could benefit from changing their model, and which model would work best for the medical staff.

It was reported that three bids were received from DoctorsXL, MGMA, and ECG. ECG has been selected as they familiar with TFHD and the medical staff and their expertise in this area surpasses the others.

Executive Director of Clinics, Tim Garcia-Jay, reviewed various models that could be considered in addition to the 1206D model and it was confirmed that this process will involve all members of the medical staff and is not limited to the MSC physicians. The process is anticipated to take 6 – 8 weeks to complete the first phase.

**ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to approve the engagement of an outside consultant to assist with the assessment and education around available physician and hospital alignment models. Roll call vote taken. Approved unanimously.**

#### **13.5. Quarterly Facilities Update**

Rick McConn and Mike Genet provided a review of the quarterly update of the Facilities Development Plan (FDP).

It was reported that 14 of 15 Measure C projects have been completed. Project 15 is expected to complete in the summer of 2016 and expected to be on budget.

It was reported that the OR light project is expected to come to the Board for bid award approval next month.

Discussion took place related to the project summary and the \$1.4 million that comes out of the hospital's budget and not from Measure C. This relates to the owner and regulatory scope modifications which increases the costs above the bond funding.

*Discussion returned to agenda order with Item 13.2 discussed next.*

#### **13.6. Approved FY2016 Budget**

Director Chamblin provided a report out from the June 18, 2015 Special Meeting of The Board of Directors which resulted in the approval of the TY2016 budget and three-year capital plan for FY 17-19. It was noted that the budget reflected a pricing adjustments reflecting a 5% increase to select room rates and in emergency room level charges.

Director Sessler recognized the work done by management and employees; through this collaboration the Board was able to get to a budget that minimized the need for significant rate increases.

It was noted that the Board will endeavor to have future budget meetings in a televised forum.

### 13.7. Financial Report

The CFO provided a review of the May financials noting that YTD figures look strong and are well ahead of budget on the EBIDA line.

**ACTION: Motion made by Director Sessler, seconded by Director Jellinek, to approve May financials. Roll call vote taken. Approved unanimously.**

### 13.8. Contracts

The Board was asked to review the terms and conditions of the following contract prior to processing agreement for physician signature and final approval.

#### 13.8.1. *TBD\_TFHD\_MDA\_For\_Antimicrobial\_Stewardship\_Program\_2015*

Dr. Lombard provided an overview of the scope of responsibility related to the antimicrobial stewardship.

**ACTION: Motion made by Director Zipkin, seconded by Director Mohun to approve the terms of the contract for the MDA for the Antimicrobial Stewardship Program. Roll call vote taken. Approved unanimously.**

## 14. BOARD COMMITTEE REPORTS/RECOMMENDATIONS FOR DISCUSSION AND/OR ACTION

### 14.1. Quality Committee – 06/09/2015

#### 14.1.1. *2015 Quality Committee Goals*

Director Jellinek provided a review of the topics discussed during the Board Quality Committee meeting adding that the discussion of outmigration was brought up.

It was the consensus of the Board to have staff develop a proposal for data review and education related to outmigration and for the CEO to present an update to the Board once completed.

**ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to approve the Quality Committee goals as presented. Roll call vote taken. Approved unanimously.**

### 14.2. Governance Committee Meeting – 06/10/2015

Director Sessler provided a summary of the June Governance Committee meeting. The Committee is working to finalize their goals and will likely present them to the Board for approval at the next meeting. Review of policies continues, and ACHD Best Practices in Governance Certification is being pursued for the District along with consideration of the Special District Leadership Foundation District Transparency Certificate of Excellence.

**14.3. Personnel/Retirement Committee Meeting – 6/18/2015** ..... ATTACHMENT  
Director Zipkin provided a summary of the June Personnel Committee meeting noting that TFHD will be in compliance with the new state law related to part-time employees' accrued sick leave.

**14.4. Community Benefit Committee – No meeting**

**14.5. Finance Committee Meeting – No meeting**

**15. INFORMATIONAL REPORTS**

**15.1. Strategic Initiatives Update**

No questions were raised, nor did discussion take place.

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

Governance Committee – Policy revisions, Best Practices in Governance certification, and Board single day offsite retreat to take place in Truckee.

Community Benefit Committee – meeting to be scheduled once staff liaison transition to Karen Gancitano is completed.

**17. ITEMS FOR NEXT MEETING**

Facilities update

Orthopedic Center of Excellence work with Kaufman Hall

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

Director Zipkin shared his disappointment that there will no sponsorship of a rural health conference this year.

**Open session recessed at 7:15 p.m.**

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

Discussion held on privileged matters.

**20. OPEN SESSION**

**Open session reconvened at 7:54 p.m.**

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

**22. MEETING EFFECTIVENESS ASSESSMENT**

The Board will identify and discuss any occurrences during the meeting that impacted the effectiveness and value of the meeting.

**23. ADJOURN**

**Open session adjourned at 7:55 p.m.**