



REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES

Tuesday, August 25, 2015 at 4 p.m.

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

1. **CALL TO ORDER**

The Meeting was called to order at 4:01pm.

2. **ROLL CALL**

Board: Karen Sessler, President; Chuck Zipkin, Vice President; Greg Jellinek, Secretary; Dale Chamblin, Treasurer; John Mohun, Director (5).

Staff: Jake Dorst, Interim CEO; Crystal Betts, CFO; Sarah Jackson, Executive Assistant; Dr. Jeff Dodd, Chief of Staff;

Other: Steve Gross, General Counsel

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

None.

4. **INPUT AUDIENCE:**

None.

5. **CLOSED SESSION:**

Open Session was recessed at 4:02 pm.

Closed Session was called to order at 4:02 pm.

5.1. **Trade Secrets (Health & Safety Code § 32106)**

Discussion was held on a privileged matter.

5.2. **Quality Report (Health & Safety Code § 32155)**

Discussion was held on a privileged matter.

5.3. **Conference with Legal Counsel; Anticipated Litigation (Gov. Code § 54956.9(d)(2) & (d)(3)) (6 matters)**

Discussion was held on privileged matters.

5.4. **Medical Staff Credentials (Health & Safety Code § 32155)**

Discussion was held on a privileged matter.

5.5. **Approval of Closed Session Minutes of:**

Discussion was held on a privileged matter.

Closed Session was recessed at 5:52 pm.

6. **DINNER BREAK**

APPROXIMATELY 6:00 P.M.

7. OPEN SESSION – CALL TO ORDER

Meeting was called to order at 6:03pm.

Board: Karen Sessler, President; Chuck Zipkin, Vice President; Greg Jellinek, Secretary; Dale Chamblin, Treasurer; John Mohun, Director (5).

Staff: Jake Dorst, Interim CEO; Crystal Betts, CFO; Sarah Jackson, Executive Assistant; Dr. Jeff Dodd, Chief of Staff; Ted Owens, Director of Community Development; Barbara Wong, EA Representative; Stephanie Hanson, Compliance Department; Catherine Hammond, Interim Director of Medical Staff Services; Don Whiteside, HFS Consultant

Other: Steve Gross, General Counsel; Jayne O’Flanagan; Jaye Chasseur; Dr. Larry Heifetz; Max Hambrick; Hilary Ward; John Rust; Jay O’Hanlon; Alex MacLennan; Jeff Rosenfeld; Larry Larson; Dr. Chris Arth; Jim Hook, Consultant Fox Group; Dr. Nina Winans; Gaylan Larson; Lynne Larson; other community members.

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

A request came from the audience to move item #22 to an earlier time. Director Sessler reported that there were no reportable items from closed session.

9. INPUT – AUDIENCE

None.

10. INPUT FROM EMPLOYEE ASSOCIATIONS

Barbara Wong, President of EA for non-licensed professionals addressed the Board regarding an expressed interest of employees to talk with Board of Directors directly. She encouraged Board Members to come to member meetings, or make themselves available otherwise.

11. ACKNOWLEDGMENTS

Director Sessler acknowledged Mr. Gross by proclamation and appreciation for his years of service to THFD as District Counsel. A certificate was presented to Mr. Gross.

Mr. Dorst acknowledged the ECC staff for passing recent surveys with flying colors.

12. MEDICAL STAFF REPORT

12.1. Medical Staff Report

Dr. Dodd presented the MEC Report with his recommendation for approval.

ACTION: Motion made by Director Jellinek, seconded by Director Chamblin to approve the MEC report as presented. Roll call vote was taken. Approved unanimously.

13. CONSENT CALENDAR

13.1. Approval of Minutes of Meetings

07/28/2015

13.2. Financial Report

Financial Report- Preliminary July 2015

13.3. Contracts

13.3.1. Koch_IVCH_Medicine_Coverage_Agreement_2007

13.3.2. Lee_Surgery_Coverage_Agreement_2012

13.3.3. North_Tahoe_Family_Care_IVCH_Medicine_Coverage_Agreement-2007

13.3.4. Samelson_TFH_Hospitalist_Services_Agreement_2013

13.3.5. Winans_TFHD_Tahoe_Center_for_Health_and_Sports_Performance_MDA_2009

ACTION: Motion made by Director Zipkin, seconded by Director Chamblin to approve the consent items as presented. Roll call vote was taken. Approved unanimously.

14. ITEMS FOR BOARD DISCUSSION AND ACTION

14.1. CEO Search

A written update was provided related to the status of the CEO Search. Mr. Whiteside reviewed the provided report.

Public comment was received, Board comments were received. No actionable items.

14.2. Quarterly Compliance Report

Mr. Hook of the Fox Group provided a verbal update and the Compliance Committee provided the Board of Directors with a report of the 2nd Quarter 2015 Corporate Compliance Program activities.

There were no comments from the public, Board, or staff.

14.3. Contracts

14.3.1. Kitts_Amendment_to_Agreement_to_Provide_Coverage_of_Emergency_Department_Professional_Services_2015

Mr. Dorst introduced the amendment to Dr. Kitts' PSA. This contract is being provided for approval upon review. Director Zipkin questioned a typo on section 5.1. Clarification was provided on the typo.

ACTION: Motion made by Director Zipkin, seconded by Director Mohun to approve the amendment with the corrections noted. Roll call vote was taken. Approved unanimously.

14.3.2. Sierra_Nevada_Oncology_Fourth_Amendment_to_TFH_PSA_2015

Mr. Dorst introduced the amendment to Sierra Nevada Oncology. This amendment will include the Medical Director of Radiation Oncology duties and that separate agreement will be eliminated.

Board discussion was held as follows: Dr. Jellinek questioned rolling a supervisory roll into a PSA. Mr. Hook said there was not a known prohibited reason not to do this. This

has been vetted by HLB. Director Mohun questioned the validity of this amendment due to previous signature date issues.

Public comment was taken. Discussion was held.

Direction to staff was given, no approval was given for this amendment.

15. BOARD COMMITTEE REPORTS/RECOMMENDATIONS FOR DISCUSSION AND/OR ACTION

15.1. Governance Committee Meeting– 08/12/2015

15.1.1. Committee Goals

15.1.2. Possible Board Meeting at North Tahoe

15.2. Quality Committee – 08/20/2015

15.3. Finance Committee Meeting – 08/20/2015

15.4. Community Benefit Committee – No meeting

ACTION: Motion made by Director Zipkin, seconded by Director Jellinek to approve the Governance Committee Goals as presented. Roll call vote was taken. Approved unanimously.

Discussion was held regarding the other Committee Meetings listed.

16. INFORMATIONAL REPORTS

16.1. Strategic Initiatives Update

17. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

Upcoming meetings are: Governance Committee meeting with an emphasis on policies, Community Benefit Committee Meeting, Personnel / Retirement Committee Meeting, and Finance Committee Meeting where pre-audit numbers should be presented.

18. ITEMS FOR NEXT MEETING

Director Zipkin requested the Wellness Neighborhood presentation be added to a future board meeting. It is approximately 45 minutes for the presentation.

19. BOARD MEMBERS REPORTS/CLOSING REMARKS

Director Chamblin noted that at the most recent TFHS Foundation Board Meeting there had been a restructuring in how the meeting was run and financials were presented by Ms. Betts, CFO. He felt this was a positive shift in the Foundation Board Meetings and was well received by the Foundation Board Members.

Open session recessed at 7:31 pm.

20. CLOSED SESSION CONTINUED, IF NECESSARY

Discussion was held on a privileged matter.

Closed session adjourned at 8:38 pm.

21. OPEN SESSION

Open session resumed at 8:38 pm.

22. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

None.

23. MEETING EFFECTIVENESS ASSESSMENT

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

24. ADJOURN

The Meeting was adjourned at 8:38pm.