



REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES

Monday, December 21, 2015 at 4:00 p.m.

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

1. CALL TO ORDER

Meeting was called to order at 4:00 p.m.

2. ROLL CALL

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

Staff: Harry Weis, Chief Executive Officer; Crystal Betts, Chief Financial Officer; Jake Dorst, Chief Information Officer; Stephanie Hanson, Compliance Analyst; Martina Rochefort, Clerk of the Board

Other: Michael Colantuono, General Counsel (via phone); Jim Hook, The Fox Group

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

Discussion held on privileged items.

6. DINNER BREAK

7. OPEN SESSION – CALL TO ORDER

Open Session reconvened at 6:02 p.m.

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

Due to inclement weather, the Board pulled the following items from the agenda: Items 14.1 and 14.3. Items not heard at tonight's meeting will be heard at the next regular meeting in January.

9. INPUT – AUDIENCE

Public comment was received from Dr. Melissa Kaime.

10. INPUT FROM EMPLOYEE ASSOCIATIONS

No comment received from the Employee Associations.

11. ACKNOWLEDGMENTS

11.1. CEO Welcome

Board of Directors welcomed Tahoe Forest Hospital District's new Chief Executive Officer, Harry Weis.

12. MEDICAL STAFF REPORT

12.1. Medical Staff Report

Dr. Dodd provided medical staff policies for approval.

Discussion was held.

ACTION: Motion made by Director Zipkin, seconded by Director Mohun, to approve Medical Staff policies items 1-4 as presented.

AYES: Directors Mohun, Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

13. CONSENT CALENDAR

Items 13.4.2. and 13.4.3. were pulled from the consent calendar for discussion.

13.1. Approval of Minutes of Meetings

11/19/2015, 11/24/2015

13.2. Financial Report

Financial Report- Preliminary November 2015

13.3. Contracts

13.3.1. Kitts - Amendment to Agreement to Provide Coverage of Emergency Department Professional Services 2015

13.3.2. North Tahoe Anesthesia Group - First Amendment to Agreement for Exclusive Provision of Anesthesia and Related Services 2016

13.3.3. Sutton-Pado - Professional Services Agreement-MultiSpecialty Clinic 2016

13.4. Policy Review

13.4.1. ABD-04 Board of Directors Qualifications

13.4.2. ABD-07 Conflict of Interest Policy

13.4.3. ABD-12 Guidelines for Conduct of Business of TFHD Board of Directors

13.4.4. ABD-16 Malpractice Policy

ACTION: Motion made by Director Zipkin, seconded by Director Jellinek, to approve the consent calendar as presented without items 13.4.2 and 13.4.3 pulled for discussion.

AYES: Directors Mohun, Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

14. ITEMS FOR BOARD DISCUSSION AND/OR ACTION

14.1. Facilities Development Plan Update

Item will be heard at January Board Meeting.

14.2. Tahoe Institute for Rural Health Research, LLC

Mr. Tom Hobday presented a request for additional funding for TIRHR, LLC.

Discussion was held.

ACTION: Motion made by Director Chamblin, seconded by Director Zipkin, to extend the line of credit \$210,000 to TIRHR, LLC.

Discussion was held.

AYES: Directors Mohun, Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

14.3. Tahoe Forest Foundation Update

Item will be heard at Board's Regular Meeting in January.

14.4. Second Reading of Proposed Revisions to TFHD Board of Directors Bylaws

Board reviewed and considered for approval an amended version of the TFHD Board of Directors Bylaws.

Director Sessler clarified the changes for the term of Board President, committee appointments and officer elections would not go into effect until after general election next year.

Staff was directed to make additional revisions to Bylaws early next year.

ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to adopt Board of Directors Bylaws as amended. Items in Article II, Section 2 and 4 do not take effect until after general election next year.

Discussion was held.

AYES: Directors Mohun, Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

14.5. Placer County LAFCO Ballot

Board considered four candidates for the Placer County LAFCO Special District Representative seat.

Discussion was held.

ACTION: Motion made by Director Zipkin, seconded by Director Mohun, to vote for Sue Daniels for the open Placer County LAFCO Special District seat.

AYES: Directors Mohun, Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

14.6. Board Education

Ted Owens, Director of Governance and Community Development, reviewed future board education options.

14.7. Audit Presentation & Board Retreat Format

Discussion was held on the meeting format for the January 19, 2016 audit presentation and February 1-2, 2016 Board Retreat.

15. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

Items 13.4.2. and 13.4. were pulled for further discussion.

Item 13.4.2. ABD-07 Conflict of Interest Policy

Discussion was held.

Staff was directed to delete attached questionnaire and bring policy back to January meeting.

Item 13.4.3. ABD-12 Guidelines for Conduct of Business of TFHD Board of Directors

Discussion was held.

Change noted for section 1.2, add of “unless by unanimous vote taken a regularly scheduled meeting” to sentence regarding serving two successive terms. Change will not take effect until General Election of 2016.

ACTION: Motion made by Director Sessler, seconded by Director Zipkin, approve ABD-12 policy as presented.

Discussion was held.

Amended motion was made by Director Sessler, seconded by Director Jellinek, to approve ABD-12 with the addition of “unless by unanimous vote taken a regularly scheduled meeting” in section 1.2 regarding Board President’s term.

AYES: Directors Mohun, Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

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

16.1. Governance Committee Meeting– 12/16/2015

Director Sessler gave an update from the 12/16/15 Governance Committee Meeting.

16.1.1. Compliance Program Update – Physician Compensation

Discussion was held.

CEO was directed to address the Board’s involvement in the Compliance Committee.

16.1.2. Potential Compliance Survey

Discussion was held

16.1.3. Process for Annual Board Self-Assessment

Discussion was held.

Staff was directed to contact ACHD and distribute self-assessment tool to the Board.

16.2. Quality Committee Meeting – 12/16/2015

Director Jellinek gave an update from the 12/16/15 Quality Committee Meeting.

16.2.1. Patient Satisfaction Policy

Quality Committee recommends ABD-20 Patient Satisfaction policy change to AGOV classification.

ACTION: Motion made by Director Mohun, seconded by Director Zipkin, to approve changing classification of ABD-20 policy from a board policy to an administration policy (AGOV).

AYES: Directors Mohun, Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

16.3. Finance Committee Meeting – No meeting held in December.

Director Chamblin gave an update regarding interest rates.

16.4. Community Benefit Committee – No meeting held in December.

16.5. Personnel Committee – No meeting held in December.

17. INFORMATIONAL REPORTS

17.1. Strategic Initiatives Updates

No discussion was held.

18. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

-Personnel Committee to review CEO compensation goals at an upcoming meeting. Full board meeting topic for January.

-Personnel committee to discuss ratifying retirement committee decisions.

19. ITEMS FOR NEXT MEETING

-Compliance workplan for 2016

-Items continued from today's meeting

-Board of Directors Officer Elections

-Board Committee Assignments

20. BOARD MEMBERS REPORTS/CLOSING REMARKS

None.

21. CLOSED SESSION CONTINUED, IF NECESSARY

Closed Session did not continue.

22. OPEN SESSION

One item was settled. Settlement Agreement now available via public records request.

23. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

24. MEETING EFFECTIVENESS ASSESSMENT

No discussion took place on this matter.

25. ADJOURN

Meeting adjourned at 7:33 p.m.