



REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES

Thursday, December 15, 2016 at 4:00 p.m.

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

1. CALL TO ORDER

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

2. ROLL CALL

Board: Charles Zipkin, M.D., Board President; Gregory Jellinek, M.D., Vice President; Dale Chamblin, Treasurer; (quorum present)

Staff: Harry Weis, Chief Executive Officer; Crystal Betts, Chief Financial Officer; Jake Dorst, Chief Information Officer; Judy Newland, Chief Operating Officer; Karen Baffone, Chief Nursing Officer; Janet Van Gelder, Director of Quality and Regulations; Ted Owens, Executive Director of Governance and Business Development; Sarah Jackson, Executive Assistant; Jean Steinberg, Director of Medical Staff; Jeff Dodd, MD, Chief of Staff; Scott Baker, Executive Director of Physician Services; Shawni Coll, DO; Alyce Wong; Randy Hill; Chris Arth, MD; Karen Sessler, MD; Paige Thomason, Director of Marketing; Alex MacLennan, Director of Human Resources; Jason Grosdidier; Stephanie Hanson, Compliance Department; Tammi Allowitz, Contract Coordinator;

Other: David Ruderman, Assistant General Counsel; Dr. Gregg Paul; Randy Hill;

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

None.

4. INPUT AUDIENCE

No public comment was received.

5. BOARD MEMBER REORGANIZATION

Alyce Wong and Randy Hill received and signed the Oath of Office.

Open Session recessed at 4:05 p.m.

6. CLOSED SESSION

Discussion was held on privileged items.

7. DINNER BREAK

APPROXIMATELY 6:00 P.M.

8. OPEN SESSION – CALL TO ORDER

Open Session reconvened at 6:00 p.m.

9. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

No reportable action was taken on Items 6.1, 6.2, 6.3, and 6.4. Items 6.5 and 6.6 were approved by the Board of Directors by unanimous vote.

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

11. INPUT – AUDIENCE

None public comment was received.

12. INPUT FROM EMPLOYEE ASSOCIATIONS

No public comment was received.

13. ACKNOWLEDGMENTS

13.1. TFHD Board of Directors Recognition of Service. Dr. Karen Sessler was recognized for her 16 years of service as a TFHD Board Member. Mr. John Mohun was recognized for his 6 years of service as a TFHD Board Member.

13.2. Ann Ajari was awarded TFHD’s December Employee of the Month.

13.3. Ann Ajari was awarded TFHD’s Employee of the Year.

14. MEDICAL STAFF REPORT ◆

14.1. The Medical Staff Report and recommendations were reviewed by Dr. Dodd. Discussion was held.

ACTION: Motion made by Director Zipkin seconded by Director Jellinek, to accept the Medical Staff Report as presented.

No public comment received.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

15. CONSENT CALENDAR ◆

These items are expected to be routine and non-controversial. They will be acted upon by the Board without discussion. Any Board Member, staff member or interested party may request an item to be removed from the Consent Calendar for discussion prior to voting on the Consent Calendar.

15.1. Approval of Minutes of Meetings

11/17/2016

15.2. Staff Reports

15.2.1. CIO Report

15.2.2. CNO Report

15.2.3. COO Report

15.3. Contracts

15.3.1. Shawni Coll, DO; CMO Administrative Services Agreement

15.3.2. North Tahoe Anesthesia Group Amendment

15.3.3. Jacob Black, MD; Pain Management PSA

15.3.4. Andrew Ringnes, MD; On Call Coverage Agreement Amendment

15.3.5. Joseph Logan Norris, BOCO; Independent Contractor Agreement

15.4. IVCH Foundation Board Members

Item 15.3.1. was pulled for discussion. Item 15.3.3 was pulled from the agenda.

ACTION: Motion made by Director Chamblin, seconded by Director Hill, to accept the Consent Calendar as amended.

No discussion was held.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

16. ITEMS FOR BOARD DISCUSSION AND/OR ACTION

16.1. Tahoe Institute for Rural Health Research ◆

The Board of Directors will consider for approval an increase to TIRHR, LLC line of credit and operational plan.

Discussion was held.

ACTION: Motion made by Director Jellinek, seconded by Director Chamblin, to increase the TIRHR, LLC line of credit to a total of \$3,000,000 with all future expenditures to the line of credit being approved by Mr. Weis, CEO.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

16.2. Patient Navigation Update

The Board of Directors will receive an update on Patient Navigation activities within the District.

Discussion was held.

16.3. Contracts ◆

16.3.1. Moss Adams Letter Agreement and PSA ◆

Discussion was held.

ACTION: Motion made by Director Jellinek, seconded by Director Zipkin, to direct Administration to execute the Letter Agreement and PSA not to exceed approximately \$37,000.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

16.3.2. Master Services Agreement: TFHD services provided to TFHCS ◆

CFO reviewed Tahoe Forest Healthcare Services, the infrastructure requirements and the services needed to provide to each other.

Discussion was held.

ACTION: Motion made by Director Zipkin, seconded by Director Chamblin, to direct Administration to execute the Master Services Agreement.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

16.3.3. Master Services Agreement: Services provided by TFHCS to TFHD ♦

Discussion was held.

ACTION: Motion made by Director Chamblin, seconded by Director Zipkin, to direct Administration to execute the Master Services Agreement.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

16.4. 2017 CMS Core Measure Quality Metric Review

The Board of Directors received an informational report on the proposed 2017 CMS Core Measure Quality Metrics.

Discussion was held.

16.5. Resolution 2016-11 Incentive Compensation to CEO ♦

The Board of Directors reviewed and considered for approval a resolution authorizing the payment of incentive compensation to the CEO pursuant to the CEO's Employment Agreement for fiscal year 2016.

Discussion was held.

ACTION: Motion made by Director Chamblin, seconded by Director Zipkin, to accept and approve Resolution 2016-11.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

16.6. Resolution 2016-12 Provide Initial Capitalization of Tahoe Forest Healthcare Services ♦

The Board of Directors reviewed and considered for approval a resolution authorizing the initial capitalization of Tahoe Forest Healthcare Services.

Discussion was held.

ACTION: Motion made by Director Jellinek, seconded by Director Chamblin, to accept and approve resolution 2016-12.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None
Abstention: None

17. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

Item 15.3.1. Shawni Coll, DO; Chief Medical Officer Administrative Services Agreement was continued.

Discussion was held.

ACTION: Motion made by Director Zipkin, seconded by Director Wong, to approve Administration to fully execute the CMO Administrative Services Agreement.
AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin
NAYS: None
Abstention: None

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

- 18.1. Community Benefit Committee Meeting** – No meeting was held in December.
- 18.2. Governance Committee Meeting** – No meeting was held in December.
- 18.3. Finance Committee Meeting** – No meeting was held in December.
- 18.4. Quality Committee Meeting** – 11/22/2016.
- 18.5. Personnel Committee Meeting** – No meeting was held in November.

19. INFORMATIONAL REPORTS

These reports are provided for information only and not intended for discussion. Any Board Member may request discussion on an item, additional information from staff related to items included in a report, or request a topic be placed on a future agenda for further discussion.

19.1. CEO Strategic Updates

Discussion was held.

20. ELECTION OF OFFICERS ♦

Election of the 2017 President of the Tahoe Forest Board of Directors will take place. The new Board President will then preside over the election of the TFHD Vice President, Secretary, and Treasurer for the 2017 calendar year.

Discussion was held.

ACTION: Motion made by Director Chamblin, seconded by Director Wong, to elect Director Zipkin as President of the Board for calendar year 2017.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin
NAYS: None
Abstention: None

ACTION: Motion made by Director Chamblin, seconded by Director Zipkin, to elect Director Jellinek as Vice-President of the Board for calendar year 2017.
AYES: Directors Wong, Zipkin, Hill, Chamblin

NAYS: None
Abstention: Jellinek

ACTION: Motion made by Director Zipkin, seconded by Director Wong, to elect Director Hill as Secretary of the Board for calendar year 2017.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

ACTION: Motion made by Director Hill, seconded by Director Jellinek, to elect Director Chamblin as Treasurer of the Board for calendar year 2017.

AYES: Directors Wong, Jellinek, Zipkin, Hill, Chamblin

NAYS: None

Abstention: None

21. BOARD COMMITTEE REVIEW

Discussion was held.

22. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

23. ITEMS FOR NEXT MEETING

-Board Member positions to certain committees will need to be reviewed and which committees are required by by-laws

24. BOARD MEMBERS REPORTS/CLOSING REMARKS

25. MEETING EFFECTIVENESS ASSESSMENT

No discussion was held on this item.

26. ADJOURN

Meeting adjourned at 7:24 p.m.