



**JOINT BOARD OF DIRECTORS/MEDICAL STAFF  
SPECIAL BOARDPLANNING MEETING MINUTES**

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<b>PRESENT AT MEETING:</b>	<p><b>Board:</b> Roger Kahn, President; Larry Long, Treasurer; John Mohun, Vice President; Karen Sessler, M.D., Secretary; Dale Chamblin, Board Member</p> <p><b>Medical Staff:</b> Peter Taylor, M.D.; Greg Tirdel, M.D.; Pat Osgood, M.D.; Julie Conyers, M.D.; Shawni Coll, M.D.; Gina Barta, M.D.; Josh Scholnick, M.D.; Jeff Dodd, M.D.; Chuck Zipkin, M.D.</p> <p><b>Staff:</b> Bob Schapper, Chief Executive Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Paige Thomason, Director, Marketing &amp; Communications; Carl Gerlach, Director of Planning and Business Development; Marsha Schapper, Director of Multi-Specialty Clinics; Linda Harman, Director of Surgical Services; Alex MacLennan, Non-Clinical Educator; Steve Chihos, Consultant; Michelle Cook, Executive Assistant</p> <p><b>Other Staff:</b> Bill Abalona, Legal Counsel; Steve Gross, Legal Counsel</p>	
1. <b>Call to Order</b>	Mr. Kahn called the meeting to order at 4:08 p.m. Ms. Conyers was introduced as the new General Surgeon for the hospital.	
2. <b>Roll Call</b>	It was noted that all Board Members were present.	
3. <b>Clear the Agenda/Items Not On the Posted Agenda</b>	Mr. Kahn cleared the agenda and asked if there were any changes to the agenda as posted. There were none.	
4. <b>Input -- Audience</b>	Audience input was sought, but none was offered.	
5. <b>Closed Session Time</b>	The meeting convened into closed session at 4:09 p.m.	
A. <b>Closed Session: A. California Government Code Section 54956.9(d)(4)</b>	Mr. Abalona and Mr. Gross attended the meeting to discuss a privileged legal matter.	
B. <b>Government Code Section</b>	Discussion was held.	



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54957: Chief Executive Officer Monthly Performance Evaluation		
6. Open Session	The meeting reconvened into open session at 6:19p.m.	
7. Items for Board Discussion and/or Action		
A. California Health eQuality "CHeQ" Grant	<p>Mr. Schapper stated:</p> <ul style="list-style-type: none"> <li>• The CHeQ grant is coming through the District by UC Davis' new Center for Population Health. Ms. Barr has worked diligently at finding money to help fund the initiatives. Ms. Barr, and a larger group of hospital staff, worked on behalf of the health system to secure the grant. The challenge with the grant is the hospital's bandwidth and the inability to administer with Ms. Leonard leaving the organization. Ms. Barr will be taking on her new role at the end of the month;</li> <li>• He shared with UC Davis that the hospital can function as a fiscal agent but management would not be comfortable holding performance on the grant;</li> <li>• He indicated that the District will receive the funds. He spoke with UC Davis and Mr. Gross, and he would like Ms. Barr's organization to indemnify with performance on the grant. This would not be any different from what is currently being done for the Health Resources and Services Administration Grant with the Tahoe Institute for Rural Health Research;</li> <li>• Ms. Barr noted the grant is for \$200,000. She appreciates the willingness of the District to work with her organization;</li> <li>• Mr. Gross will work on a contract.</li> </ul>	



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<p><b>B. Interim Appointment of Two Board Members for the Truckee Surgery Center, LLC</b></p>	<p>Mr. Schapper stated:</p> <ul style="list-style-type: none"> <li>• He provided background on the Truckee Surgery Center, LLC;</li> <li>• He and Dr. Dodd had a conversation regarding the current challenges for the Truckee Surgery Center. There has been a turnover in board members. He suggested that Mr. Gerlach, who is doing business development for the Orthopedic Advisory Council (OAC), be appointed as an interim board member;</li> <li>• Dr. Dodd said the State did their inspection of the Truckee Surgery Center. They found a deficiency because they had not replaced the board members who had left;</li> <li>• They need to solve the issue with their board member quorum and to assess where they stand in the Medicare survey. The hospital would like to be supportive of the Truckee Surgery Center during their survey process with the State. There is no intent by the District to change the current operating agreement;</li> <li>• Mr. Gross recommended an interim term limit for the board members. Discussion was held;</li> <li>• Dr. Dodd agreed with the Board and Mr. Gross on a one year timeframe;</li> <li>• Dr. Sessler mentioned to Dr. Dodd that the Truckee Surgery Center had specifically asked for hospital management to not be on their Board. She asked if the Truckee Surgery Center is more comfortable with collaboration at this time;</li> <li>• Dr. Dodd affirmed that the Truckee Surgery Center would like to collaborate with the District;</li> <li>• Dr. Sessler indicated that the Truckee Surgery Center Board may revisit if they have a conflict.</li> </ul>	<p><u>Mr. Long moved and Dr. Sessler seconded to approve Mr. Gerlach and Mr. Schapper for interim appointment as board members for the Truckee Surgery Center, LLC.</u> <u>Mr. Long amended the motion and Dr. Sessler seconded to include a term limit of a one year appointment to the Truckee Surgery Center Board.</u></p>



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<p><b>C. Strategic Planning</b></p>	<ul style="list-style-type: none"> <li>• Mr. Schapper stated:                             <ul style="list-style-type: none"> <li>○ At the May Joint Board/Medical Staff Planning Meeting, the Board and management met to engage feedback from the medical staff on the Estes Park Conference and healthcare reform. He briefly summarized the discussion held at that meeting before introducing Mr. Chihos, Consultant;</li> </ul> </li> <li>• Mr. Chihos presented the Strategic Plan Discussion PowerPoint;</li> <li>• Mr. Schapper discussed the process of engagement with the physician stakeholders on health care reform; the Directors are engaging employees through Town Halls;</li> <li>• Mr. Chihos stated:                             <ul style="list-style-type: none"> <li>○ The hospital's strategy is different than what has occurred in the past. Please keep him informed on changes needed, as he goes through the strategy process;</li> <li>○ The strategy process at the hospital is not as fast as other organizations, but it will go faster as strategy is discussed in the future;</li> <li>○ He indicated that Mr. Schapper will be presenting the "Strategy Premise" and a discussion will be held following to see if there is alignment with all of the physicians;</li> <li>○ The meeting today is to help garner feedback to make sure nothing was missed from the last meeting;</li> <li>○ He asked if there were any questions on the process, dialogue, and/or input;</li> </ul> </li> <li>• Mr. Schapper asked Mr. Chihos to discuss the second curve;</li> </ul>	



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	<ul style="list-style-type: none"> <li>• Mr. Chihos discussed the second curve. He said that change has occurred and the uncertainty is brought on by the Affordable Care Act and The Triple Aim; these external changes will drive a need for significant internal change on our part. The “second curve” refers to the need to constantly adapt and re-adapt to global external forces;</li> <li>• Mr. Schapper presented “The Marketplace is changing” and summarized the “Strategy Premise”;</li> <li>• Mr. Schapper stated:             <ul style="list-style-type: none"> <li>○ He met with the Tahoe Truckee Unified School District today and is working towards a collaborating with them;</li> <li>○ Ms. Betts had benchmarked the hospital with similar sized California rural hospitals in order to compare the Top 25 outpatient procedures. The hospital was in the lowest third for pricing;</li> <li>○ The hospital will need to focus on the consumer’s perception of value which is tied to quality and price;</li> <li>○ He reviewed the “Net Revenue and Operating Expense- Actual, Projected, and Trended” graph;                 <ul style="list-style-type: none"> <li>▪ He said the hospital is doing a lot of analysis with Mr. Gerlach on how the services look compared to other hospitals. The data is showing the hospital’s expenses are high. The hospital will need to become more efficient;</li> <li>▪ He emphasized the five core strategies and key strategic goals;</li> </ul> </li> </ul> </li> <li>• Mr. Chihos asked the medical staff if management is on the right direction with the Strategic Premise. The medical staff present were in agreement. He asked if there were further comments and/or input;</li> </ul>	
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	<ul style="list-style-type: none"> <li>• Discussion was held, highlights as follows:                             <ul style="list-style-type: none"> <li>○ There was concern that the hospital is emphasizing a big margin and this may risk the focus being too narrow. The hospital needs to be nimble in planning;</li> <li>○ The hospital will need to strategize pricing as much as possible and within our regulations, to capture the margin and keep the local patients;</li> <li>○ A future discussion on the sustainability of services will need to be addressed;</li> <li>○ There should be a patient centric focus and a balance between cost and quality. There will need to be an emphasis on providing the best services at the lowest cost;</li> <li>○ There should be a focus on a smaller number of goals rather than nine;</li> </ul> </li> <li>• Dr. Sessler said the Board will work towards meeting the needs of the people in the community as well as the hospital's costs and efficiency;</li> <li>• Mr. Long said the hospital needs to meet and/or exceed expectations with all of the goals;</li> <li>• Mr. Kahn mentioned that the hospital should be the place where the community members come to first; and, if the hospital cannot provide the service, then they should be sent elsewhere. The cost should be discussed ahead of time with the community member. The hospital needs to build confidence in the community;</li> <li>• Mr. Chamblin noted that more advertisement will be important;</li> <li>• Mr. Chihos said there will be a presentation as soon as next month and he envisions that the level of engagement with</li> </ul>	



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	<p>each stakeholder group will be higher each time we go through the strategic planning process as an organization;</p> <ul style="list-style-type: none"> <li>• Mr. Schapper said he will meet with Dr. Coll to incorporate the suggestions from this meeting into the strategy. He requested that the medical staff make their colleagues aware of the discussions held today;</li> <li>• Dr. Coll discussed the need to be agile in planning, patient centric, and she wants physicians to remember strategic planning is dynamic. This will change as the strategy process moves forward and a direction is created for the District. There will need to be alignment with the medical staff and District. Her personal goal is transparency; she has sent out notices to the medical staff. She asked the medical staff to please help her get this message out, because it will help create trust, or there will never be alignment. She and management will be looking at the service lines;</li> <li>• Mr. Chihos said there will be a lot of data moving forward on the service lines;</li> <li>• Mr. Schapper said that agility and customer service are core competencies of high performing Baldrige organizations and that is where the hospital is progressing towards.</li> </ul>	
<b>Closed Session Time</b>	The meeting reconvened into closed session at 8:11 p.m.	
<b>Open Session Time</b>	The meeting reconvened into open session at 9:09 p.m.	
<b>8. Board Members Reports/Closing Remarks</b>	There were none.	
<b>9. Report of Actions Taken in Closed Session</b>	There were no reportable actions taken in closed session.	
<b>10. Adjourn</b>	The meeting adjourned at 9:10 p.m.	



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