



REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES

Thursday, November 17, 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 4:06 p.m.

2. ROLL CALL

Board: Charles Zipkin, M.D., Board President; Gregory Jellinek, M.D., Vice President; Dale Chamblin, Treasurer; John Mohun, Secretary; Karen Sessler, M.D., Board Member

Staff: Harry Weis, Chief Executive Officer; Crystal Betts, Chief Financial Officer; Jake Dorst, Chief Information Officer; Judy Newland, Chief Operating Officer; Janet Van Gelder, Director of Quality and Regulations; Ted Owens, Executive Director of Governance and Business Development; Sarah Jackson, Executive Assistant; Cindy Winn, Fox Group; Jayne O'Flanagan, Chief Human Resources Officer; Alex MacLennan, Director of Human Resources; Jean Steinberg, Director of Medical Staff; Jeff Dodd, MD, Chief of Staff; Scott Baker, Executive Director of Physician Services; Tammi Allowitz; Shawni Coll, DO;

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.

Open Session recessed at 4:07 p.m.

5. CLOSED SESSION

Discussion was held on privileged items.

Open Session reconvened at 4:46 p.m.

President Zipkin announced Item 21.1 would be moved to Item 5.6 in Closed Session.

Open Session recessed at 4:47 p.m.

6. DINNER BREAK

APPROXIMATELY 6:00 P.M.

7. OPEN SESSION – CALL TO ORDER

Open Session reconvened at 6:00 p.m.

8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

No reportable action was taken on Items 5.1., 5.2. and 5.3. Items 5.4 and 5.5 were approved by the Board of Directors by unanimous vote. No reportable action on item 21.1.

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

Item 21.1 became item 5.6 in Closed Session.

10. INPUT – AUDIENCE

None public comment was received.

11. INPUT FROM EMPLOYEE ASSOCIATIONS

No public comment was received.

12. ACKNOWLEDGMENTS

12.1. Jen Tirdel was awarded TFHD’s November Employee of the Month.

12.2. IVCH named a 2016 Press Ganey Guardian of Excellence Award Winner for patient experience in the Emergency Room.

13. MEDICAL STAFF REPORT ♦

13.1 The Medical Staff Report and recommendations were reviewed by Dr. Dodd.

Discussion was held.

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

No public comment received.

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

NAYS: None

Abstention: None

14. 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.

14.1. Approval of Minutes of Meetings

10/27/2016

14.2. Financial Report

14.2.1. Financial Report- October 2016

14.3. Tahoe Forest HealthCare Services By-Laws

14.3.1. TFHCS By-Laws

14.4. Staff Reports

14.4.1. CIO Report

14.4.2. CNO Report

14.4.3. COO Report

ACTION: Motion made by Director Jellinek, seconded by Director Sessler, to accept the Consent Calendar as presented.

No discussion was held.

AYES: Directors Sessler, Mohun, Chamblin, Jellinek and Zipkin
NAYS: None
Abstention: None

15. ITEMS FOR BOARD DISCUSSION AND/OR ACTION

15.1. Compliance Update

The Board of Directors will review and consider the Compliance Committee Report.

Cindy Winn of The Fox Group presented the Open Session Compliance Committee Report.

Discussion was held.

15.2. Side Letter Agreement for Employee Association Gain Sharing ◆

The Board of Directors will review and direct Administration to execute the Side Letter Agreement that has been approved by the Employee Association.

Jayne O’Flanagan, Chief Human Resources Officer, presented the Gain Sharing proposals.

Discussion was held.

ACTION: Motion made by Director Sessler, seconded by Director Chamblin, to direct Administration to execute the Side Letter Agreement.

AYES: Directors Sessler, Jellinek, Zipkin, Chamblin, Mohun
NAYS: None
Abstention: None

15.3. Side Letter Agreement for Employee Association of Professionals Gain Sharing ◆

The Board of Directors will review and direct Administration to execute the Side Letter Agreement that has been approved by the Employee Association of Professionals.

Jayne O’Flanagan, Chief Human Resources Officer, presented the Gain Sharing proposals.

Discussion was held.

ACTION: Motion made by Director Sessler, seconded by Director Chamblin, to direct Administration to execute the Side Letter Agreement.

AYES: Directors Sessler, Jellinek, Zipkin, Chamblin, Mohun
NAYS: None
Abstention: None

15.4. Audit Firm Contract with Moss Adams

The Board of Directors will review the engagement letter agreement presented by Moss Adams and may direct Administration to execute the agreement.

Director Chamblin discussed the proposed contract with Moss Adams.

Discussion was held.

ACTION: Motion made by Director Chamblin, seconded by Director Jellinek, to direct Administration to execute the Engagement Agreement after legal review.

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

NAYS: None

Abstention: None

16. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

None.

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

17.1. Community Benefit Committee Meeting – No meeting was held in November.

17.2. Governance Committee Meeting – 11/16/2016.

17.3. Finance Committee Meeting – 11/17/2016.

17.4. Quality Committee Meeting – No meeting was held in November.

17.5. Personnel Committee Meeting – No meeting was held in November.

18. 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.

18.1. CEO Strategic Updates

Mr. Weis presented his CEO Strategic Update.

Discussion was held.

19. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

- CEO Incentive Compensation Discussion
- Receive an informational update on locums tenens services at Tahoe Forest Hospital.

20. ITEMS FOR NEXT MEETING

- Director Zipkin advised that the next regularly scheduled board meeting will be on 12/15/2016 which is one week early due to the Holidays.

21. CLOSED SESSION

This item was moved to Closed Session 5.6.

22. OPEN SESSION – CALL TO ORDER

n/a

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

n/a

24. BOARD MEMBERS REPORTS/CLOSING REMARKS

- Director Chamblin advised there would be no financial report in December 2016.
- Ms. Van Gelder would like to recognize both Director Sessler and Director Mohun for their many years of public service.

25. MEETING EFFECTIVENESS ASSESSMENT

No discussion was held on this item.

26. ADJOURN

Meeting adjourned at 6:38 p.m.