



REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES

Tuesday, November 24, 2015 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 4:05 p.m.

2. ROLL CALL

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

Staff: Jake Dorst, Interim Chief Executive Officer; Crystal Betts, Chief Financial Officer; Judy Newland, Chief Nursing/Operations Officer; Jayne O'Flanagan, Chief Human Resources Officer; Martina Rochefort, Clerk of the Board

Other: David Ruderman, Acting General Counsel

Absent: John Mohun, Director

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

No changes were made to the agenda.

4. INPUT AUDIENCE:

No public input was received.

Open Session recessed at 4:06 p.m.

5. CLOSED SESSION

Discussion was held on privileged matters.

6. DINNER BREAK

APPROXIMATELY 6:00 P.M.

7. OPEN SESSION – CALL TO ORDER

Open Session reconvened at 6:00 p.m.

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

Director Sessler requested item 23 report out from Closed Session be heard before item 9 on the agenda.

9. INPUT – AUDIENCE

Public comment received from Don Whiteside, HFS Consulting.

10. INPUT FROM EMPLOYEE ASSOCIATIONS

No public comment received from Employee Associations.

11. ACKNOWLEDGMENTS

11.1. IT was acknowledged for their excellent guest service.

11.2. CALNOC Performance Excellence Awards recognized TFH for reductions.

12. MEDICAL STAFF REPORT

12.1. Medical Staff Report

12.2. Medical Staff Bylaws Revision

Dr. Dodd provided a review of the November Medical Executive Committee Meeting.

Discussion was held.

ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to approve MEC items 1-3 as presented.

AYES: Directors Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

ACTION: Motion made by Director Sessler, seconded by Director Chamblin, to approve Medical Staff Bylaws revisions as presented.

AYES: Directors Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

13. CONSENT CALENDAR

Director Zipkin asked to pull items 13.4.2. and 13.4.5 from the Consent Calendar for questions.

13.1. Approval of Minutes of Meetings

10/29/2015, 11/02/2015, 11/03/2015, 11/04/2015, 11/09/2015, 11/16/2015

13.2. Financial Report

Financial Report- Preliminary October 2015

13.3. Contracts

13.3.1. Coll – TFHD MDA for Strategic Planning and Innovation 2016

13.3.2. Foley – Orthopedic Call Coverage Agreement 2015

13.3.3. Incline Medical-TFHD – EHR Agreement

13.3.4. North Tahoe Family Care-TFHD – EHR Agreement

13.3.5. Tahoe Forest Women’s Center-TFHD – EHR Agreement

13.4. Annual Policy Review

13.4.1. ABD-03 Board Compensation and Reimbursement

13.4.2. ABD-04 Board of Directors Qualifications

- 13.4.3.** ABD-05 Bond Fiscal Policy
- 13.4.4.** ABD-08 Credit and Collection Policy
- 13.4.5.** ABD-09 Financial Assistance
- 13.4.6.** ABD-10 Emergency On Call Policy
- 13.4.7.** ABD-11 Fiscal Policy
- 13.4.8.** ABD-15 Investment Policy
- 13.4.9.** ABD-18 New Programs and Services
- 13.4.10.** ABD-22 Trade Secrets

ACTION: Motion made by Director Sessler, seconded by Director Jellinek to approve the consent calendar excluding items 13.4.2. and 13.4.5 as presented.
AYES: Directors Chamblin, Zipkin, Sessler and Jellinek
NAYS: None
Abstention: None

14. ITEMS FOR BOARD DISCUSSION AND/OR ACTION

14.1. Public Employee Appointment

Board ratified an Employment Agreement with Mr. Harry Weis for the position of Chief Executive Officer.

ACTION: Motion made by Director Jellinek, seconded by Director Zipkin to ratify an Employment Agreement with Harry Weis for the Chief Executive Officer position.
AYES: Directors Chamblin, Zipkin, Sessler and Jellinek
NAYS: None
Abstention: None

14.2. Tahoe Institute for Rural Health Research Presentation

Tahoe Institute for Rural Health Research gave an update presentation of their current projects.

14.3. First Reading of Proposed Revisions to TFHD Board of Directors Bylaws

Board reviewed proposed revisions to the TFHD Board of Directors Bylaws.

Staff was directed to incorporate additional two changes.

14.4. December Board Meeting Date

Board discussed moving the date of the December Regular Meeting of the Board of Directors to December 21, 2015.

ACTION: Motion made by Director Chamblin, seconded by Director Sessler, to move the date of the Regular Board Meeting in December to December 21, 2015.
AYES: Directors Chamblin, Zipkin, Sessler and Jellinek
NAYS: None
Abstention: None

14.5. Board Designated Funds

Board reviewed moving Board Designated Funds into Cash Reserve.

ACTION: Motion made by Director Chamblin, seconded by Director Zipkin, to move Board Designated Funds into Cash Reserve Fund.

AYES: Directors Chamblin, Zipkin, Sessler and Jellinek

NAYS: None

Abstention: None

15. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

Items 13.4.2. and 13.4.5. were pulled from the Consent Calendar for discussion.

Discussion took place on item 13.4.2.

ABD-04 Board of Directors Qualifications policy

Board requested clarification on occupation vs. stock ownership.

Discussion took place on item 13.4.5.

ABD-09 Financial Assistance policy, section 2.0

CFO confirmed this policy was written in accordance with legislation. Before any changes can be made need to take it back and see if changes can be made.

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

16.1. Governance Committee Meeting

Director Sessler gave an update from the November 18, 2015 Governance Committee meeting.

16.2. Personnel Committee Meeting

Director Zipkin gave an update from the November 03, 2015 Personnel Committee meeting.

16.3. Finance Committee Meeting

Director Chamblin gave an update from the November 19, 2015 Finance Committee meeting. Audit presentation will be televised on January 19, 2016. Committee will not meet in December.

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

16.5. Quality Committee – No meeting held in November.

17. INFORMATIONAL REPORTS

17.1. Strategic Initiatives Updates

No discussion was held.

18. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

No discussion was held.

19. ITEMS FOR NEXT MEETING

Remainder of policies will come before Board at December.

20. BOARD MEMBERS REPORTS/CLOSING REMARKS

None.

21. CLOSED SESSION CONTINUED, IF NECESSARY

No additional Closed Session was held.

22. OPEN SESSION

Open Session continued.

23. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

Item 23 was heard before Item 9.

The Board voted unanimously to approve a contract to move forward with CEO Candidate Harry Weis. Mr. Weis will begin on December 7, 2015.

24. MEETING EFFECTIVENESS ASSESSMENT

No discussion took place on this matter.

25. ADJOURN

Meeting adjourned at 7:14 p.m.