



REGULAR MEETING OF THE BOARD OF DIRECTORS

MINUTES

Thursday, February 25, 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, Board President; Gregory Jellinek, Vice President; Dale Chamblin, Treasurer; John Mohun, Secretary; Karen Sessler, Board Member

Staff: Harry Weis, CEO; Crystal Betts, CFO; Jake Dorst, CIO; Martina Rochefort, Clerk of the Board

Other: Michael Colantuono, General Counsel

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 4:01 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. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

Board unanimously denied the claim listed under Item 5.3.

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

No changes were made to the agenda.

10. INPUT – AUDIENCE

No public comment was received.

11. INPUT FROM EMPLOYEE ASSOCIATIONS

No comments from the Employee Associations were received.

12. ACKNOWLEDGMENTS

12.1. Becker Hospital Review ranked TFHD CIO, Jake Dorst, as top 100 to know in 2016.

12.2. Board President reported on actions taken at the February 24, 2016 Special Meeting of the Board of Directors.

13. MEDICAL STAFF REPORT

13.1. Medical Staff Report

Dr. Dodd presented the MEC report.

ACTION: Motion made by Director Mohun, seconded by Director Jellinek, to accept the MEC report items 1-6.

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

NAYS: None

Abstention: None

14. CONSENT CALENDAR

Director Mohun pulled item 14.3.3. for clarification.

14.1. Approval of Minutes of Meetings

01/19/2016, 01/28/2016, 02/01/2016, 02/02/2016

14.2. Financial Report

Financial Report- Preliminary January 2016

14.3. Contracts

14.3.1. Kopp – Consulting Engagement Letter

14.3.2. Legarza – Radiation Oncology Coverage Agreement

14.3.3. Allen – TFHD Call Coverage Agreement

ACTION: Motion made by Director Chamblin, seconded by Director Mohun, to approve the consent calendar as presented without item 14.3.3.

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

NAYS: None

Abstention: None

15. ITEMS FOR BOARD DISCUSSION AND/OR ACTION

15.1. Citizens Oversight Committee Annual Report

Gerald Herrick presented the Citizens Oversight Committee (COC) Annual Report.

Item 15.4. and Item 15.3. were heard before timed item 15.2.

15.2. TIMED ITEM – 6:30 p.m. – Corporate Compliance Program Annual Report

Jim Hook of The Fox Group presented the 2015 Corporate Compliance Program Annual Report.

Discussion was held.

15.3. TFHD Mission & Vision Statement

Discussion was held.

ACTION: Motion made by Director Chamblin, seconded by Director Jellinek, to approve Resolution 2016-02 as presented.

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

NAYS: None

Abstention: None

15.4. Caremark Case Review

Legal Counsel presented *In re Caremark International Inc. Derivative Litigation* to the Board.

Discussion was held.

16. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

Discussion was held on Item 14.3.3.

Legal Counsel advised the Board to get a clean, executed copy without a strikethrough of Article V, Section 5.1 from the physician.

ACTION: Motion made by Director Chamblin, seconded by Director Mohun, to approve the contract with Legal Counsel advice to accept a clean copy with no insurance strikethrough.

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

NAYS: None

Abstention: None

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

17.1. Governance Committee Meeting– 02/17/2016

Director Mohun provided an update from the Governance Committee meeting.

17.2. Personnel-Retirement Subcommittee Meeting – 02/11/2016

Director Zipkin provided an update from the Personnel-Retirement Subcommittee Meeting.

17.3. Finance Committee Meeting – 02/22/2016

Director Chamblin provided an update from the Finance Committee meeting.

17.4. Quality Committee Meeting – 02/09/2016

Director Jellinek provided an update from the Quality Committee meeting.

17.5. Community Benefit Committee – No meeting held in February.

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

CEO provided updates related to his key strategic initiatives.

18.2. Staff Report(s)

Staff reports will provide updates related to key strategic initiatives.

19. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

Community Benefit Committee will be meeting on March 7, 2016.

20. ITEMS FOR NEXT MEETING

None.

21. BOARD MEMBERS REPORTS/CLOSING REMARKS

None.

22. CLOSED SESSION CONTINUED, IF NECESSARY

No additional closed session was held.

23. OPEN SESSION

24. REPORT OF ACTIONS TAKEN IN CLOSED SESSION, IF NECESSARY

25. MEETING EFFECTIVENESS ASSESSMENT

No discussion was held on this item.

26. ADJOURN

Meeting adjourned at 7:08 p.m.