



REGULAR MEETING OF THE BOARD OF DIRECTORS MINUTES

Thursday, December 21, 2017 at 4:00 p.m.

Tahoe Truckee Unified School District
11603 Donner Pass Road, Truckee, CA 96161

1. CALL TO ORDER

Meeting was called to order at 4:01 p.m.

2. ROLL CALL

Board: Charles Zipkin, M.D., Board President; Randy Hill, Vice President; Dale Chamblin, Treasurer; Alyce Wong, Secretary; Mary Brown, Board Member

Staff: Harry Weis, Chief Executive Officer; Alex MacLennan, Chief Human Resources Officer; Martina Rochefort, Clerk of the Board

Other: David Ruderman, Assistant General Counsel; Rick Rybicki, Labor Counsel

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

Item 14.2.1. was removed from the agenda.

4. INPUT AUDIENCE

No public comment was received.

Open Session recessed at 4:02 p.m.

5. CLOSED SESSION

5.1. Conference with Labor Negotiator (Government Code § 54957.6)

Name of District Negotiator(s) to Attend Closed Session: Alex MacLennan and Richard Rybicki

Employee Organization(s): Employees Association and Employees Association of Professionals

Discussion was held on a privileged item.

5.2. Hearing (Health & Safety Code § 32155)

Subject Matter: Corporate Compliance Report

Number of items: One (1)

Discussion was held on a privileged item.

5.3. Hearing (Health & Safety Code § 32155)

Subject Matter: Third Quarter 2017 Service Excellence Report

Number of items: One (1)

Discussion was held on a privileged item.

5.4. Approval of Closed Session Minutes ◆

11/30/2017

Discussion was held on a privileged item.

6. DINNER BREAK

APPROXIMATELY 6:00 P.M.

7. OPEN SESSION – CALL TO ORDER

Meeting reconvened at 6:00 p.m.

8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

General Counsel stated there was no reportable action on items 5.1.-5.3. Item 5.4. Closed Session minutes was approved on a 5-0 vote.

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

Item 14.2.1. Financial Report – October 2017 was removed from the agenda.

10. INPUT – AUDIENCE

No public comment was received.

11. INPUT FROM EMPLOYEE ASSOCIATIONS

Public comment was received from Jeff Jackson, Julia Cuevas, and Juan Abarca-Sanchez.

12. ACKNOWLEDGMENTS

- 12.1. Payton Davis was named TFHD 2017 Employee of the Year.
- 12.2. Johny Lopez was named December Employee of the Month.
- 12.3. TFHS Foundation was recognized for their work throughout 2017.
- 12.4. IVCH Foundation was recognized for their work throughout 2017.

13. MEDICAL STAFF EXECUTIVE COMMITTEE ♦

13.1. Medical Executive Committee (MEC) Meeting Consent Agenda
MEC recommended the following for approval by the Board of Directors: *Partner with UC Davis to provide telemedicine neurology consultative services at Tahoe Forest Hospital.*

ACTION: Motion made by Director Hill, seconded by Director Chamblin, to approve the Medical Executive Committee Meeting Consent Agenda as presented.

AYES: Directors Brown, Wong, Chamblin, Hill and Zipkin

Abstention: None

NAYS: 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

11/30/2017 – Special Meeting

11/30/2017 – Regular Meeting

14.2. Financial Report

14.2.1. Financial Report - October 2017

14.3. Staff Reports (Information Only)

14.3.1. CEO Board Report

14.3.2. COO Board Report

14.3.3. CNO Board Report

14.3.4. CIO Board Report

14.3.5. CMO Board Report

ACTION: Motion made by Director Brown, seconded by Director Chamblin, to approve the Consent Calendar as presented excluding Item 14.2.1.

AYES: Directors Brown, Wong, Chamblin, Hill and Zipkin

Abstention: None

NAYS: None

15. ITEMS FOR BOARD ACTION ♦

15.1. Fiscal Year 2017 CEO Incentive Compensation

Executive Compensation Committee recommended CEO receive the FY17 CEO Incentive Compensation.

General Counsel noted the California Constitution Article XI, Section 10 prevents the board from granting additional compensation not stated in the contract.

Discussion was held.

ACTION: Motion made by Director Wong, seconded by Director Brown, to grant the full FY17 Incentive Compensation target to the Chief Executive Officer. Roll call vote taken.

Brown – AYE

Wong – AYE

Chamblin – AYE

Hill – AYE

Zipkin – AYE

16. ITEMS FOR BOARD DISCUSSION

16.1. Board Education

16.1.1. Centralized Scheduling

Discussion was held.

16.2. Board Self-Assessment

Discussion was held.

Board of Directors directed Clerk of the Board to coordinate the administration of the board self-assessment.

16.3. Strategic Planning Process

Discussion was held.

16.4. Physician Alignment Meeting

Discussion was held.

Directors Zipkin and Wong will attend the meeting on the board's behalf.

17. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

Not applicable.

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

18.1. Executive Compensation Committee Meeting – 12/12/2017

Director Wong provided an update from the recent Executive Compensation Committee.

18.2. Quality Committee Meeting – 12/12/2017

Director Wong provided an update from the recent Quality Committee.

18.3. Finance Committee Meeting – No meeting held in December.

18.4. Governance Committee Meeting – No meeting held in December.

19. ELECTION OF BOARD OFFICERS

ACTION: Motion made by Director Zipkin, seconded by Director Wong, to nominate Director Chamblin as 2018 Board President.

AYES: Directors Brown, Wong, Chamblin, Hill and Zipkin

Abstention: None

NAYS: None

ACTION: Director Brown, seconded by Director Wong, to nominate Director Hill as 2018 Board Vice President. Director Hill accepted the nomination.

AYES: Directors Brown, Wong, Chamblin, Hill and Zipkin

Abstention: None

NAYS: None

ACTION: Director Brown, seconded by Director Wong, nominated Director Zipkin as 2018 Board Treasurer. Director Zipkin accepted the nomination.

AYES: Directors Brown, Wong, Chamblin, Hill and Zipkin

Abstention: None

NAYS: None

ACTION: Director Wong nominated Director Brown as 2018 Board Secretary. Director Brown respectfully declined the nomination.

ACTION: Director Wong was nominated 2018 Board Secretary. Director Wong accepted.

AYES: Directors Brown, Wong, Chamblin, Hill and Zipkin

Abstention: None

NAYS: None

Director Zipkin was presented with a plaque for his service as Board President.

20. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

None.

21. ITEMS FOR NEXT MEETING

None.

22. BOARD MEMBERS REPORTS/CLOSING REMARKS

None.

23. CLOSED SESSION CONTINUED, IF NECESSARY

Not applicable.

24. OPEN SESSION

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

Not applicable.

26. ADJOURN

Meeting adjourned at 7:08 p.m.