



REGULAR MEETING OF THE BOARD OF DIRECTORS MINUTES

Thursday, December 20, 2018 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: Dale Chamblin, Board President; Randy Hill, Vice President; Charles Zipkin, M.D., Treasurer; Alyce Wong, Secretary; Mary Brown, Board Member

Staff in attendance: Harry Weis, Chief Executive Officer; Judy Newland, Chief Operations Officer; Dr. Shawni Coll, Chief Medical Officer; Janet Van Gelder, Director of Quality and Regulations; Dawn Colvin, Patient Safety Officer

Other: David Ruderman, Assistant General Counsel

3. DELETIONS/CORRECTIONS TO THE POSTED AGENDA

Item 17.1. was removed from the agenda.

4. INPUT AUDIENCE

No public comment was received.

Open Session recessed at 4:03 p.m.

5. CLOSED SESSION

5.1. Hearing (Health & Safety Code § 32155)

Subject Matter: Quality Assurance Reports

Number of items: Two (2)

Discussion was held on a privileged item.

5.2. Hearing (Health & Safety Code § 32155)◆

Subject Matter: Third Quarter 2018 Quality Report

Number of items: One (1)

Discussion was held on a privileged item.

5.3. Report Involving Trade Secrets (Health & Safety Code § 32106)

Discussion will concern: Proposed new programs and facilities

Estimated date of disclosure: February 2019

Discussion was held on a privileged item.

5.4. Approval of Closed Session Minutes◆

11/29/2018

Discussion was held on a privileged item.

5.5. TIMED ITEM – 5:30PM – Hearing (Health & Safety Code § 32155)◆

Subject Matter: Medical Staff Credentials

Discussion was held on a privileged item.

6. DINNER BREAK

7. OPEN SESSION – CALL TO ORDER

Meeting reconvened at 6:00 p.m.

8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

General Counsel reported the board considered five items in closed session. There was no reportable action on items 5.1 through 5.3. Items 5.4 and 5.5 were both approved on a 5-0 vote.

9. DELETIONS/CORRECTIONS TO THE POSTED AGENDA

Item 17.1. was removed from the agenda.

10. INPUT – AUDIENCE

No public comment was received.

11. INPUT FROM EMPLOYEE ASSOCIATIONS

No public comment was received.

12. BOARD OFFICER ELECTION

12.1. Election of 2019 Board Officers

ACTION: Motion made by Director Zipkin, seconded by Director Hill, to nominate Director Wong as 2019 Board President.

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

Abstention: None

NAYS: None

ACTION: Director Zipkin, seconded by Director Hill, nominated Director Brown as 2019 Board Vice President. Director Brown accepted the nomination.

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

Abstention: None

NAYS: None

ACTION: Director Hill, seconded by Director Brown, nominated Director Chamblin as 2019 Board Treasurer. Director Chamblin accepted the nomination.

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

Abstention: None

NAYS: None

ACTION: Director Hill nominated Director Zipkin as 2019 Board Secretary. Director Zipkin accepted the nomination.

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

Abstention: None

NAYS: None

13. SAFETY FIRST

13.1. Matt Mushet, In-House Counsel presented the December Safety First topic.

14. ACKNOWLEDGMENTS

14.1. Outgoing Board Chair Dale Chamblin was presented with a plaque.

14.2. Esperanza Espinoza was named December 2018 Employee of the Month.

14.3. Kathy Avis was named TFHS Employee of the Year.

14.4. Medical Staff members were thanked for their service.

15. CONSENT CALENDAR ♦

15.1. Approval of Minutes of Meetings

15.1.1. 11/29/2018

15.2. Financial Reports

15.2.1. Financial Report – November 2018

15.3. Staff Reports

15.3.1. CEO Board Report

15.3.2. COO Board Report

15.3.3. CNO Board Report

15.3.4. CIO Board Report

15.3.5. CMO Board Report

ACTION: Motion made by Director Chamblin, seconded by Director Hill, to approve the Consent Calendar as presented.

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

Abstention: None

NAYS: None

Absent: None

16. ITEMS FOR BOARD DISCUSSION

16.1. Cancer Center Quality Report Presentation

Dr. Melissa Kaime presented the 2018 Cancer Center Quality Report. Discussion was held.

17. ITEMS FOR BOARD ACTION ♦

17.1. Chief Executive Officer Employment Agreement ♦

Item was pulled from the agenda.

17.2. Fiscal Year 2018 CEO Incentive Compensation ♦

The Board of Directors will decide award of fiscal year 2018 CEO Incentive Compensation.

No public comment received.

ACTION: Motion made by Director Hill, seconded by Director Zipkin, that the CEO has met or exceeded the Board's incentive compensation targets and authorize incentive compensation payment to the CEO in the amount of \$72,725.01, which represents 15 percent of his base salary for fiscal year 2017-2018, as specified in section 5 of his CEO's Employment Agreement.

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

Abstention: None

NAYS: None

Absent: None

18. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY

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

19.1. Finance Committee Meeting – 12/17/2018

Director Zipkin provided an update from the recent Finance Committee meeting.

19.2. Quality Committee Meeting – No meeting held in December.

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

19.4. Executive Compensation Committee Meeting – No meeting held in December.

20. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

Director Hill asked for Finance Committee to meet on how the District is prepared if the economy declines.

21. ITEMS FOR NEXT MEETING

None.

22. BOARD MEMBERS REPORTS/CLOSING REMARKS

Director Zipkin noted a Moonshine Ink article about the nation's drug problem, addiction in our local area and how Tahoe Forest Health System is helping.

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 7:02 p.m.