



**BOARD OF DIRECTORS**  
**BOARD MEETING MINUTES**

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<b>PRESENT AT MEETING:</b>	<p><b>Board Members:</b> Roger Kahn, President; John Mohun, Vice President; Karen Sessler, M.D., Secretary; Larry Long, Treasurer; Dale Chamblin, Board Member</p> <p><b>Staff:</b> Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Janet Van Gelder, Director, Quality &amp; Regulations; Michelle Cook, Executive Assistant</p> <p><b>Others:</b> Steve Gross, Legal Counsel; Peter Taylor, M.D.</p>	
1. <b>Call to Order</b>	Mr. Kahn called the meeting to order at 4:06 p.m.	
2. <b>Roll Call</b>	The Roll Call reflected that all Board members were present.	
3. <b>Clear the Agenda/Items Not On the Posted Agenda</b>	The agenda was cleared. No changes were made to the posted agenda.	
4. <b>Input -- Audience Employee Associations</b>	Audience input was asked, but none was offered.	
5. <b>Closed Session:</b>	The meeting proceeded into closed session at 4:07 p.m.	
<b>A. Approval of closed session minutes of 12/17/13</b>	A copy of the attachment is in the closed session packet.	<u>It was moved by Dr. Sessler and seconded by Mr. Long to approve the closed session minutes of 12/17/13 as presented. Motion carried unanimously.</u>
<b>B. Health &amp; Safety Code Section 32155: Quality Report</b>	Ms. Van Gelder and Dr. Taylor joined the meeting for this agenda item.	
<b>C. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation</b>	Discussion was held.	



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<p><b>D. Health &amp; Safety Code Section 32155: Medical Staff Credentials</b></p>	<p>Dr. Barta and Ms. Schnieder joined the meeting for this agenda item. Dr. Barta presented the Medical Staff credentials as recommended for approval by the Medical Staff Executive Committee.</p>	<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve the Medical Staff Credentials items 1- 5 on the Medical Staff Executive Committee agenda and listed in the closed session minutes, as presented and recommended for approval by the Medical Staff Executive Committee. Motion carried unanimously.</u></p>
<p><b>E. Government Code 54957.6 Meeting with Negotiator(s), as identified and/or designated during the 1/27/14 Special Board Meeting, Regarding Chief Executive Officer Potential Contract Extension</b></p>	<p>Discussion was held. The Negotiator, Roger Kahn, joined the meeting for this agenda item.</p>	
<p><b>6. Dinner Break</b></p>	<p>A dinner break was taken at 5:30 p.m.</p>	
<p><b>7. Open Session Call To Order</b></p>	<p>Mr. Kahn called the open session to order at 6:02 p.m.</p>	
<p><b>PRESENT FOR OPEN SESSION:</b></p>	<p><b>Board Members:</b> Roger Kahn, President; John Mohun, Vice President; Karen Sessler, M.D., Secretary; Larry Long, Treasurer; Dale Chamblin, Board Member <b>Staff:</b> Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Gerald Herrick, Citizens Oversight Committee; Paige Thomason, Director, Marketing &amp; Communications; Caroline Ford, Executive Director, Wellness Neighborhood; Terri</p>	



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	<p>Schnieder, Director, Medical Staff Services; Chris Spencer, Director, Occupational Health; Margaret Holmes; Janet Van Gelder, Director, Quality and Regulations; Marsha Schapper, Executive Director, Multi-Specialty Clinics and Managed Care; Martha Simon, Director, Fund Development; Linda Harman, Director, Surgical Services; Jayne O'Flanagan, Interim Director, Human Resources; Carey Hood, Donor Development/Special Events Coordinator; Michelle Cook, Executive Assistant</p> <p><b>Others Present:</b> Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff; Robert Chase, M.D.; Shawni Coll, D.O.</p>	
8. <b>Clear The Agenda/Items Not on the Posted Agenda</b>	The agenda was cleared. Mr. Kahn asked if there were any changes to the posted agenda.	
9. <b>Input Audience</b>	Audience input was asked, but none was offered.	
10. <b>Input From Employee Associations</b>	Employee Associations input was asked, but none was offered.	
11. <b>Election of Board Officers</b>		
A. Presentation to Outgoing Board President	<ul style="list-style-type: none"> <li>• Mr. Mohun thanked Mr. Kahn on behalf of the Board for his service as the Board President for the years 2012-2013;</li> <li>• Mr. Kahn replied that is has been a pleasure to be the Board President this past year.</li> </ul>	
B. Appointment to Board Committees	<ul style="list-style-type: none"> <li>• A slate of Officers was presented, which Mr. Mohun read as follows:                             <ul style="list-style-type: none"> <li>✓ President, John Mohun</li> <li>✓ Vice President, Larry Long</li> <li>✓ Secretary, Karen Sessler, M.D.</li> <li>✓ Treasurer, Dale Chamblin</li> <li>✓ Board Member, Roger Kahn</li> </ul> </li> <li>• Mr. Mohun asked if there were any other recommendations</li> </ul>	<p><u>It was moved by Mr. Long and Dr. Sessler to approve agenda items 11(A)-(C). A roll call vote was taken:</u>  <u>Mr. Mohun, Aye.</u>  <u>Mr. Long, Aye.</u>  <u>Dr. Sessler, Aye.</u>  <u>Mr. Chamblin, Aye.</u></p>



**BOARD OF DIRECTORS**  
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	<p>or discussion;</p> <ul style="list-style-type: none"> <li>• There was none.</li> <li>• Mr. Mohun presented the 2014 Appointment to the Board Committees, as follows:                             <ul style="list-style-type: none"> <li>✓ Finance Committee – Dale Chamblin, Chair; Roger Kahn</li> <li>✓ Personnel/Retirement Committee – Larry Long, Chair; Roger Kahn</li> <li>✓ Governance Committee – John Mohun, Chair; Karen Sessler, M.D.</li> <li>✓ Quality Committee – Karen Sessler, M.D., Chair; John Mohun</li> <li>✓ Joint Conference Committee – John Mohun and Larry Long</li> <li>✓ IVCH Foundation – Roger Kahn, Chair</li> <li>✓ Bioethics – Larry Long</li> <li>✓ Citizen’s Oversight Committee – Dale Chamblin and Roger Kahn</li> <li>✓ Health System Foundation – Dale Chamblin</li> <li>✓ TIRHR – Karen Sessler, M.D.</li> <li>✓ Legislative Adhoc – John Mohun and Karen Sessler, M.D.</li> <li>✓ Med Tech – Karen Sessler, M.D. and John Mohun</li> <li>✓ Wellness Neighborhood – Karen Sessler, M.D.</li> </ul> </li> </ul>	<p><u>Mr. Kahn, Aye.</u> <u>The motion was passed unanimously.</u></p>
<p>C. Annual Designation of Board Representative to the Medical Executive Committee</p>	<p>John Mohun, Board President, was designated the Board Representative to the Medical Executive Committee</p>	
<p><b>12. Medical Staff Report</b></p>	<p>Dr. Barta gave the Medical Staff Report, highlights as follows:</p> <ul style="list-style-type: none"> <li>• Just Culture training will be held in March with the physicians;</li> </ul>	



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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>• Dr. Keats is the physician champion for ICD-10. There will be basic and specialty online modules the physicians will be trained on. ICD-10 goes into effect on 10/1/14;</li> <li>• Dr. Barta gave on update on the Wellness Neighborhood. She highlighted the HGTV dream home fundraiser and that Ms. Knudsen has been appointed as the Community Health Coordinator. There will be monthly meetings to keep everyone updated. She noted that she is pushing for better coordination of mental health in the community;</li> <li>• Mr. Schapper gave his Chief Executive Officer's Report. He talked about the succession plan for the Chief Executive Officer, his meetings with Renown and Barton regarding collaboration, and that the work will be done with the Board on the Budget to take us through 2014;</li> <li>• Ms. Newland gave an update on the construction projects;</li> <li>• Mr. Kahn said his goodbye as the current Board designee on the Medical Executive Committee;</li> <li>• Dr. Coll said the OR Governance Council will begin to work on the OR efficiencies. The Recruitment and Retention Committee is exploring different urology services models for Tahoe Forest Hospital. There is a social gathering in March for the new physicians on staff. At the last meeting for Estes Park physicians, there was interest in wanting to participate in a philanthropic project to benefit the community and to help get around the mental health issue;</li> <li>• The medical staff sat through education on Quality Orientation at the Medical Executive Committee;</li> </ul>	
<p><b>A. Approval of Medical Staff Consent Agenda</b></p>	<p>Dr. Barta stated that the Medical Executive Committee discussed the Medical Staff Consent Agenda and approved the items. There were no major changes.</p>	<p><u>It was moved by Mr. Kahn and seconded by Mr. Long to approve agenda items 1-4 on</u></p>



**BOARD OF DIRECTORS**  
**BOARD MEETING MINUTES**

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		<p><u>the Medical Staff Consent Agenda. The motion was passed unanimously.</u></p>
<p>13. Consent Calendar:  <b>A. Minutes of Meetings of: 12/17/13</b>  <b>B. Financial Report – November 2013</b>  <b>C. Board Policies Recommended Approval by the Governance Committee 1/28/14</b>  <b>D. Contracts Recommended for Approval by the Governance Committee 1/28/14</b></p>	<ul style="list-style-type: none"> <li>• Mr. Mohun asked if there were any items that need to be pulled from the consent calendar;</li> <li>• Ms. Schneider pulled agenda items 10 and 11 due to the incorrect names of the officers: Member at Large is Eddie Mozen, M.D. and Chris Arth is Secretary/Treasurer;</li> <li>• Dr. Sessler pulled agenda item 13C for further discussion on the board policies;</li> <li>• Dr. Sessler stated: <ul style="list-style-type: none"> <li>✓ The Governance Committee did their annual review of the Board policies this afternoon. The committee identified a few minor non-substantive corrections;</li> <li>✓ She asked the Board members if there were any policies they would like to pull for further review or discussion. The Board members did not pull any of the policies;</li> <li>✓ She recommended the Board approve the policies with the minor corrections made at Governance Committee today. She noted that some of the policies will be reviewed in more detail by the Governance Committee and the appropriate directors.</li> </ul> </li> </ul>	<p><u>It was moved by Mr. Kahn and seconded by Dr. Sessler to approve Consent Agenda items 13 (A)–(D). A roll call vote was taken:</u>  <u>Dr. Sessler, Aye,</u>  <u>Mr. Mohun, Aye,</u>  <u>Mr. Kahn, Aye,</u>  <u>Mr. Long, Aye,</u>  <u>Mr. Chamblin, Aye.</u>  <u>The motion was passed unanimously.</u></p> <p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve the Board policies with the minor corrections made by the Governance Committee 1/28/14. A roll call vote was taken:</u>  <u>Dr. Sessler, Aye,</u>  <u>Mr. Mohun, Aye,</u>  <u>Mr. Kahn, Aye,</u>  <u>Mr. Long, Aye,</u>  <u>Mr. Chamblin, Aye.</u>  <u>The motion was passed unanimously.</u></p>



**BOARD OF DIRECTORS**  
**BOARD MEETING MINUTES**

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<p>14. <b>Executive Officer’s Report</b></p> <ul style="list-style-type: none"> <li><b>A. Chief Operating Officer’s Report</b></li> <li><b>B. Chief Nursing Officer’s Report</b></li> <li><b>C. Incline Village Community Hospital Administrator’s Report</b></li> </ul>	<p>Mr. Schapper gave the Chief Executive Officer’s Report:</p> <ul style="list-style-type: none"> <li>• He commended Ms. Betts and her finance team on getting the financial reporting cycle back on track and the completion of the budget process;</li> <li>• Management and the Board are working on refining the Strategic Plan. At the Special Board Meeting – Strategic Workshop yesterday, the Board gave inputs on the Strategic Plan. Management will work with the Board to continue to refine the process. At the March Regular Board Meeting, management and Mr. Chihos will assimilate the information from the Special Board Meeting and update the document. We are planning on a May budget presentation;</li> <li>• The Finance Committee will be updated on the revenue cycle improvement project.</li> </ul> <p>Ms. Razo gave the Chief Operating Officer’s Report:</p> <ul style="list-style-type: none"> <li>• The organization continues to prepare for the annual Healthcare Facilities Accreditation Program (HFAP) survey. A brand new manual for 2014 was distributed and the survey will be conducted under those new standards;</li> <li>• Management is preparing for ICD-10. She commended the medical staff for understanding the amount of work need to meet compliance with ICD-10 and working on their document to help code in the new language. A lot of work is being done by staff and the organization;</li> <li>• Mr. Mohun asked when the training started;</li> <li>• Ms. Razo shared a preliminary training plan.</li> </ul> <p>Ms. Newland gave the Chief Nursing Officer’s Report:</p> <ul style="list-style-type: none"> <li>• She shared that Bev Brink, Emergency Department</li> </ul>	



**BOARD OF DIRECTORS**  
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	<p>Director, has resigned from her position. The organization will miss her dedication and she will continue in her position until mid-March. An Interim Emergency Director will be brought in the meantime;</p> <ul style="list-style-type: none"> <li>• The State completed a survey on the Medical Surgical unit to license the beds that were suspended and are needed for the interim Women and Family unit. It was a successful survey and she thanked Kerry Milligan, Medical Surgical Manager, and Jim Sturtevant, Director of Inpatient Services.</li> </ul> <p>Ms. Newland gave the IVCH Administrator's Report:</p> <ul style="list-style-type: none"> <li>• We had an unannounced state survey and the staff did a great job in survey preparedness. There were no deficiencies;</li> <li>• Dr. Sessler asked the Board members if they had interest in touring the interim birthing area. The Board members were interested in touring the new area;</li> <li>• Ms. Newland recommended the Board tour the new area once the work has been completed in Spring, and before the patients move in. She will be happy to do a walk through at that time;</li> <li>• Mr. Schapper suggested the Board members contract Ms. Cook in the Administration department. She will schedule one-on-one tours with Ms. Newland.</li> </ul>	
<p><b>15. Presentations/Staff Reports</b></p>		
<p><b>A. Marketing Report</b></p>	<p>Ms. Thomason stated in addition to her written Marketing Report the following:</p> <ul style="list-style-type: none"> <li>• The written report includes a snap shot of the organization;</li> <li>• They distributed 14,000 copies of the TFHS Magazine to the</li> </ul>	





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**BOARD MEETING MINUTES**

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	<p>community. They received good feed-back on the magazine and the input on the healthcare reform story was helpful;</p> <ul style="list-style-type: none"> <li>• She will make sure the content is timely. They are working on the next issue which will be out in late March/early April.</li> </ul>	
<p><b>B. Wellness Neighborhood Update</b></p>	<p>Ms. Ford gave the Wellness Neighborhood Update, highlights as follows:</p> <ul style="list-style-type: none"> <li>• She indicated the Board had requested she update them quarterly on the Wellness Neighborhood activities. Her presentation is included in the packet;</li> <li>• She mentioned that evidenced based practice is driving a lot of the programming;</li> <li>• She highlighted our grant and partnerships;</li> <li>• She noted that the Abstract is included in the packet with the goals;</li> <li>• Our initiatives are looking at where in the community can place-based services be for adolescents. There have been a significant amount of suicides and over the top issues with substance abuse in Tahoe/Truckee;</li> <li>• In the area of immunizations we have two masters students working towards compliance;</li> <li>• Mr. Kahn asked if there is a benchmark measuring progress from where we were to where we are now;</li> <li>• She replied:                             <ul style="list-style-type: none"> <li>○ In the area of immunizations we know where the immunization rates level is at the time they decided the objectives and can measure the progress;</li> <li>○ She noted the partnership with the School District and the drop in the waivers to decline immunizations. The School District mandated that every waiver individually be looked at and parents received counseling;</li> </ul> </li> </ul>	



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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>• Ethic Disparities – We have a new Executive Director of Truckee Family Resource Center (FRC) – Nicole Todd Bailey. Reviewing and overhauling the Promotores Curriculum with a focus on behavioral health. FRC has California coverage care for signing up. Partner to help us with assistance with medical patients. Social determinates of health;</li> <li>• Mr. Kahn added that Ms. Spencer can help us with what is happening in the clinics;</li> <li>• Mr. Schapper said we need to raise our population health and these attributes will go through Ms. Ford in the Wellness Neighborhood. Her project will be a foundation to do work and organize the community so the value is tangible for all agencies involved;</li> <li>• Mental Health – Directory is available online and updated biannually. County contract execution on behalf of FRC affiliation. Mental Health recruited person backed out. We are looking a clinical contract with affiliation services in the county. Contract employment through the county;</li> <li>• Reviewed and explained the California Healthy Kids Survey;</li> <li>• Planning – She completed internal strategic planning;</li> <li>• Discussion was held on trying to tie the problems with population health with how much these problems will cost the community in the long term. Suggested a cost benefit analysis be completed;</li> <li>• She gave the Board members copy of the Memo of Agreement with School District and the County.</li> </ul>	
<p>16. <b>Board Committee Reports/ Recommendations</b></p>		



**BOARD OF DIRECTORS**  
**BOARD MEETING MINUTES**

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<p><b>A. Governance Committee Meeting 1/28/14</b></p>	<p>Dr. Sessler stated:</p> <ul style="list-style-type: none"> <li>• The Governance Committee met earlier today;</li> <li>• The contracts and Board policies recommended for approval are on the Consent Agenda;</li> <li>• The committee discussed the Mission Statement. The Mission Statement was also discussed at the Special Board Meeting - Strategic Workshop yesterday. The committee will revisit the organization's mission and will look at models and processes. They are hoping to have something in place at the end of the fiscal year;</li> <li>• At a previous committee meeting, there had been questions on our fiduciary oversight rule to make sure we are in compliance in how we are looking at physician compensation and if we were meeting the letter of the law. Reece Hirsh, Attorney, included letter in the committee packet indicating that we are correctly processing physician compensation and are meeting the legal requirement. He indicated there were no problems. Ms. Cook will forward the letter from the packet to the rest of the Board;</li> <li>• In the area of board development, the Board members attended the Association of California Healthcare District (ACHD) conference. They learned all types of ideas in best governance practices. The committee will be looking into how the Board receives education and measuring the Board to other high performing healthcare Boards.</li> </ul>	
<p><b>B. Quality Committee Meeting 1/22/14</b></p>	<p>Dr. Sessler stated:</p> <ul style="list-style-type: none"> <li>• The Quality Committee met on 1/22/14;</li> <li>• The Patient Advisory Board was discussed;</li> <li>• The quality metrics and committee goals will be attached to next month's board packet;</li> </ul>	



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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>The Quality Assurance/Improvement Plan was reviewed. Ms. Van Gelder will bring to the Board next month, after the medical staff committees have finished reviewing the plan.</li> </ul>	
<p><b>17. Items for Board Discussion And/ Or Action</b></p>		
<p><b>A. Update to the Board of Directors – Physician Compensation modifications to Professional Services Agreements for physicians Nina Winans, M.D. and Robert Chase, M.D.</b></p>	<ul style="list-style-type: none"> <li>Ms. Schapper reviewed her Update to the Board of Directors regarding physician compensation modifications to Professional Services Agreements for physicians Nina Winans, M.D. and Robert Chase, M.D. The attachment is in the packet.</li> </ul>	
<p><b>B. Citizen’s Oversight Committee Annual Report</b></p>	<p>Gerald Herrick stated:</p> <ul style="list-style-type: none"> <li>He introduced himself as the Citizen’s Oversight Committee (COC) Chair;</li> <li>The COC believes the District is in compliance with the intent of Measure C;</li> <li>He thanked the following people: Carey Hood, Sherrin Fiedler, Gary Davis, Paul Leyton, Rick McConn, Mike Geney, Ted Owens, Crystal Betts and Bob Schapper;</li> <li>On behalf of the COC, he congratulated the Board and management. He noted that the citizens money is being well spent and how it is supposed to be spent;</li> <li>Mr. Mohun thanked Mr. Herrick and the COC for their time and annual report. He noted that Mr. Chamblin and Mr. Kahn will be on the COC Board.</li> </ul>	
<p><b>C. Approval of Hospice Annual Quality Plan</b></p>	<p>Ms. Gancitano said in addition to her written Hospice Annual Quality Plan:</p> <ul style="list-style-type: none"> <li>She is the Interim Administrator of Home Health and Hospice;</li> </ul>	<p><u>It was moved by Mr. Kahn and seconded by Dr. Sessler to approve the Hospice Annual Quality Report. A roll call vote</u></p>



**BOARD OF DIRECTORS**  
**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>The plan was developed with the organization's mission and vision and to meet the regulations. She recommended the Board approve the Hospice Annual Quality Plan;</li> <li>Dr. Sessler stated that the Board appreciated the measurables in the Hospice Annual Quality Plan. She thanked Ms. Gancitano for a well done plan.</li> </ul>	<p><u>was taken:</u> <u>Dr. Sessler, Aye,</u> <u>Mr. Mohun, Aye,</u> <u>Mr. Kahn, Aye,</u> <u>Mr. Long, Aye,</u> <u>Mr. Chamblin, Aye,</u> <u>The motion was passed</u> <u>unanimously</u></p>
<p>18. <b>Agenda Input For Upcoming Committee Meetings</b></p>	<ul style="list-style-type: none"> <li>Governance Committee – Board policies, board self assessment grid, contract renewals (June/July)</li> <li>Personnel Committee/Retirement – business plan for calendar year, CEO contract</li> <li>Legislative Committee: meet in February/March</li> </ul>	
<p>19. <b>Items for Next Meeting</b></p>	<ul style="list-style-type: none"> <li>Dr. Sessler stated that February 6, 2014 is the Special Board Meeting to discuss the Board Self Assessment. She asked the Board members to focus on three areas each would like to see improved in our governance and also areas they would like more education.</li> </ul>	
<p>20. <b>Board Members Reports/Closing Remarks</b></p>	<ul style="list-style-type: none"> <li>Mr. Kahn thanked everyone for their support this year in his role as Board President;</li> <li>Dr. Coll thanked Mr. Kahn on behalf of the medical staff;</li> <li>Mr. Mohun said the Board went to ACHD educational event in Sacramento. The entire Board attended and it was a productive conference. Healthcare districts from Sonoma and San Diego were present. He noted that our Board is blessed with our community and by the participation by employees, Board, and management.</li> </ul>	
<p>21. <b>Closed Session Continued, If Necessary</b></p>	<p>The meeting reconvened into closed session at 7:44 p.m.</p>	



**BOARD OF DIRECTORS**  
**BOARD MEETING MINUTES**

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22. <b>Open Session</b>	The meeting reconvened into open session at 8:02 p.m.	
23. <b>Report of any Reportable Actions Taken in closed session</b>	Mr. Mohun reported out that during closed session the Board determined by a unanimous vote to act in good faith to negotiate for an extension of Robert Schapper's Chief Executive Officer contract for beyond 2015 and to direct and authorize the Board Chair to send a letter to the Robert Schapper, Chief Executive Officer.	
24. <b>Adjourn</b>	The meeting adjourned at 8:05 p.m.	

mcc