



BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES

| AGENDA ITEM | DISCUSSIONS/CONCLUSIONS | ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY |
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| PRESENT AT MEETING: | Board: Roger Kahn, Vice President; Larry Long, Secretary; John Mohun, Treasurer; Karen Sessler, M.D., Board Member Staff: Bob Schapper, CEO; Crystal Betts, Chief Financial Officer; Jeanne McAuliffe, Executive Assistant | |
| 1. Call to Order | Mr. Kahn called the meeting to order at 5:00 p.m. | |
| 2. Roll Call | It was noted that all four Board Members were present. | |
| 3. Clear the Agenda/Items Not On the Posted Agenda | The agenda was cleared. No changes were made to the agenda as posted. | |
| 4. Input -- Audience | There was none. | |
| 5. Interview of Candidates to Fill Board Vacancy: | | |
| a. Dale Chamblin | <ul style="list-style-type: none"> • Mr. Chamblin joined the meeting, presented his background and proceeded through answering the interview questions provided by the Board, highlights as follows: <ul style="list-style-type: none"> ✓ He expressed his interest in the community and serving on the Board; ✓ He currently serves on the Citizen's Oversight Committee; ✓ He has the time to put into serving on the Board; ✓ He believes that his education, background, community involvement, energy, interest and enthusiasm makes him a good candidate for the Board; • Mr. Mohun thanked Mr. Chamblin for his interest in serving on the Board. He stated that currently the District is facing outward pressure to improve patient quality of services as well as decreasing costs. He asked if Mr. Chamblin had any ideas in this area; • Mr. Chamblin responded that flexibility and agility is needed. | |



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| | <p>He would talk to colleagues and friends to come up with solutions;</p> <ul style="list-style-type: none"> • Mr. Long asked about the comment in his letter about engaging the community and how he would do that; • Mr. Chamblin responded that a variety of approaches need to be taken. He believes it is better to be proactive so you don't have to be reactive. You have to reach the public in a variety of approaches; • Dr. Sessler stated obviously, you have lots of experience in various areas. As a Board Member, you don't need to be a health care professional, but how would he go about addressing the quality of care issues as a Board Member; • Mr. Chamblin responded that first of all, he is a consumer. His experience in the medical field is limited, but he believes he could round out the Board with his business background. Successful Boards have various backgrounds and compliment each other; • Mr. Kahn stated that the affordable Care Act is probably going to turn this hospital upside down, because of reimbursement issues. He asked Mr. Chamblin if he had any strategies he might use to assist the District in communicating to the various stakeholders what might need to happen. There could be service lines we currently have that might not be able to continue; • Mr. Chamblin responded that this is a tremendously complex issue;. The public needs to be convinced that we have the right people handling this and doing the best job possible. Communication would need to go out in a variety of ways. • The Board once again thanked Mr. Chamblin. | |



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| | Mr. Chamblin excused himself from the meeting. | |
| <p>b. Charles Zipkin, M.D.</p> | <ul style="list-style-type: none"> • Dr. Zipkin joined the meeting, presented his background and proceeded through answering the interview questions provided by the Board, highlights as follows: <ul style="list-style-type: none"> ✓ He recently retired from the medical staff and wants to stay involved with the hospital; ✓ He is active in the community, he is retired and has the time to serve on the Board; ✓ He practiced in Truckee for five years; ✓ The skills he can bring to the Board is that he is very familiar with the aspects of health care; ✓ He knows how to read a balance sheet; ✓ He knows most everyone in the hospital, staff, doctors and nurses; ✓ He was a member of the MSC and knows how it works; ✓ The relevant experience he brings is all of the above; ✓ He know how to make rational decisions; ✓ He has learned to listen to people and different points of view; • Mr. Long stated that Dr. Zipkin has a very impressive background. He thanked him for his interest in serving on the Board. He asked Dr. Zipkin to identify one thing he believes it is important to focus on. • Dr. Zipkin stated that community education is important. He believes it would be important to have a point person with the Wellness Neighborhood to be in charge of community awareness; • Mr. Mohun also thanked Dr. Zipkin for coming this evening; his background is impressive and he's been in the | |



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| | <p>community for quite a while. As a Board Member, what could he bring to the Board, in connection to the changes in the IT area;</p> <ul style="list-style-type: none"> • Dr. Zipkin responded that one of the problems in IT is that the government mandated using electronic medical records before the systems were ready. Doctors have to take the time to enter the data personally. The older physicians resist IT, anything that can be done to make it easier for them, should be done. Time will take care of some of this. Part of the problem is the product itself. For the older doctors, it would be important to hire someone to enter the data for them; • Dr. Sessler stated that a lot of the work of the Board is done through Committees, which she named. She asked Dr. Zipkin which committee he would be most and least interested in; • Dr. Zipkin responded that Planning and Quality would be 1 and 2. Finance would be on the bottom of the list; • Mr. Kahn stated that he knows him well enough he doesn't have any questions. <p>Dr. Zipkin excused himself from the meeting.</p> | |
| <p>c. Scott Ryan</p> | <ul style="list-style-type: none"> • Mr. Ryan joined the meeting; • Introductions were made; • Mr. Ryan, presented his background and proceeded through answering the interview questions provided by the Board, highlights as follows: <ul style="list-style-type: none"> ✓ He thanked the Board for the opportunity to be here this evening; ✓ The motivation for his serving is two-fold, community service is important to him; | |



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| | <ul style="list-style-type: none"> ✓ The second part is, he is interested in being a part of helping the community grow in a broader way than the community service piece; ✓ His vision, this is a tough question, because he doesn't know the issues and challenges before the Board; ✓ He doesn't believe his role would be to come here with an agenda or with preconceived ideas of the hospital; ✓ He believes his role would be financial and quality oversight, in connection with the mission and vision of the District; ✓ What he knows about the hospital is positive, he's proud of the hospital; ✓ Time availability, he's a busy man, spring is his busiest season, but he wants to serve and would make the time; ✓ Community connections: He has lived here for 26 years and has many connections in the community; ✓ The unique skills he brings is that he has served on other Boards; ✓ He has facility design experience, although he has never done medical facilities, he might be able to offer knowledge in this area; ✓ Relevant experience: He has served on various Boards, the Truckee Tahoe Community Foundation, Excellence in Education, Land Trust and Juniper Hills Homeowner's Association; ✓ If you serve on a hospital board, you would be healthy; • Mr. Kahn asked Mr. Ryan to tell the Board about the fundraising project he was involved in for the Excellence in Education Foundation; • Mr. Ryan stated that a piece of single-family home property | |



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| | <p>at Northstar was donated, a house was built and auctioned off with all proceeds going to the Excellence in Education Foundation;</p> <ul style="list-style-type: none"> • Mr. Long stated that it sounds like he does a lot of work. He asked what Mr. Ryan likes to do for fun; • Mr. Ryan responded that he loves to travel and see new places; He loves to be busy; • Mr. Mohun thanked Mr. Ryan, for being honest about his time, he asked about how much time he would have available for Board activities; • Mr. Ryan responded that he would make time for the Board activities. He understands that there is more to being on the Board than just coming to the meetings. He is busy, but it ebbs and flows. The spring is his busiest time. If selected, he would jump in and learn and do whatever he needs to. He has a great team at the office they would help out; • Mr. Kahn stated that this is a different kind of a Board than the Education Foundation. Here, staff does the work and the Board provides oversight. He asked Mr. Ryan what he brings to the table that he thinks is unique and special and would make him a great Board Member; • Mr. Ryan responded that he has run his own business for several years and he is passionate about that. This is a Board of governance and oversight; he understands that it involves working with staff, the Chief Executive Officer, Chief Financial Officer, etc. He understands that there are protocols involved. Going back to his motivation for serving, he likes challenges and this is a new challenge. Something he would relish and do everything he could to do well. • Dr. Sessler thanked Mr. Ryan for his interest and | |



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| | <p>enthusiasm. She stated that most of the Board work is done in committees, which she named. She asked if there were committees that might speak to him;</p> <ul style="list-style-type: none"> • Mr. Ryan responded that planning and quality speak to him most, but if there is a need in another area, he would broaden his interest; • Dr. Sessler stated that the Board's role isn't to be medical professionals. She asked if he would be uncomfortable with any role of the Board such as approving medical staff credentials or reviewing medical quality outcomes; • Mr. Ryan responded that he doesn't have any concerns, planning and quality are buzz words in his industry; Although there are differences, they have the same concepts; <p>Mr. Ryan excused himself from the meeting.</p> | |
| <p>6. Board Discussion Regarding Candidates</p> | <ul style="list-style-type: none"> • Discussion was held, highlights as follows: <ul style="list-style-type: none"> ✓ All three candidates are very qualified and outstanding; ✓ The unique skill sets each candidate would bring were discussed: communication, finance, quality, knowledge of health care issues; ✓ Which individual brings what the Board needs right now to provide balance; • After discussion Dale Chamblin was nominated as the replacement Board Member; • Mr. Chamblin was invited back to the meeting. | <p><u>It was moved by Mr. Long and seconded by Mr. Mohun to appoint Dale Chamblin as the new Board Member. Motion carried unanimously.</u></p> |
| <p>7. Possible Appointment to Fill Board Vacancy</p> | <p>Mr. Dale Chamblin was appointed to the Board. Mr. Chamblin was briefed on how the Board works</p> | |
| <p>8. Adjourn</p> | <p>The meeting adjourned at 6:55 p.m.</p> | |