



**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, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Marsha Schapper, Executive Director, MSC; Jeanne McAuliffe, Executive Assistant</p> <p><b>Others:</b> Steve Gross, Legal Counsel; Reece Hirsch, Legal Counsel</p>	
1. <b>Call to Order</b>	Mr. Kahn called the meeting to order at 4:09 p.m.	
2. <b>Roll Call</b>	It was noted that all Board Members were present.	
3. <b>Clear the Agenda/Items Not On the Posted Agenda</b>	The agenda was cleared. There were no changes to the agenda as posted.	
4. <b>Input -- Audience Employee Associations</b>	Audience input was sought, but none was offered. No Employee Association representatives were present.	
5. <b>Closed Session:</b>	The meeting proceeded into closed session at 4:10 p.m.	
<b>A. Approval of closed session minutes of 1/22/13</b>	A copy of the attachment is in the closed session packet.	The minutes of closed session 1/22/13 was unanimously approved as presented.
<b>B. California Government Code Section 54956.9(b): Potential Litigation (1 case)</b>	Sandi Spaich joined the meeting for this agenda item. The case was presented for the Board's information only. Ms. Spaich excused herself from the meeting.	No action needed.
<b>C. Health &amp; Safety Code Section 32155: Quality Report</b>	The Quality Report was presented.	No action needed.
<b>D. Health &amp; Safety Code Section 32106: Trade Secrets – Proposed New Program – Estimated Date of Public</b>	Marsha Schapper and Reece Hirsch joined the meeting for this agenda item. Discussion was held.	Approval of the PPO structure will be done in open session, with a report out that the Board reviewed the documents



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<b>Disclosure, formerly 11/27/12, now 2/26/13</b>		associated with the PPO in closed session.
<b>E. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation</b>	No discussion was held.	
<b>F. Health &amp; Safety Code Section 32155: Medical Staff Credentials</b>	<p>This item was addressed following open session. Dr. Barta and Ms. Schnieder were present for this agenda item.</p> <p>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 (a) – (g) 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>
<b>6. Dinner Break</b>	A dinner break was taken at 5:45 p.m.	
<b>7. Open Session Call To Order</b>	Mr. Kahn called the open session to order at 6:05 p.m.	
<b>PRESENT FOR OPEN SESSION:</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, CEO; Virginia Razo, PharmD, Chief Operating Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Jayne O’Flanagan, Director, Human Resources; Ted Owens, Director, Community Development; Michelle Cook, Administrative Assistant; Lynn Barr, Chief Innovation Officer; Jim Sturtevant, RN; Paige Thomason, Director, Marketing &amp; Communications; Chris Spencer, NP,</p>	



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	<p>Director, Community Health Services; Terri Schnieder, Director, Medical Staff Services; Stephanie Hanson, RN, CHA, Director Home Health/Hospice; Marsha Schapper, Executive Director, MultiSpecialty Clinics; Rick McConn, Chief Facilities Development; Jeanne McAuliffe, Executive Assistant</p> <p><b>Others Present:</b> Steve Gross, Legal Counsel; Reece Hirsch, Legal Counsel; Gina Barta, M.D., Chief of Staff; Mike Geney; David March, Freeman White; Bob Chase, M.D.</p>	
<p>8. <b>Clear The Agenda/Items Not on the Posted Agenda</b></p>	<p>The agenda was cleared. Mr. Kahn asked if there were any changes to the posted agenda.</p>	
<p>9. <b>Input Audience</b></p>	<p>Audience input was sought.</p>	
<p>10. <b>Input From Employee Associations</b></p>	<p>None present.</p>	
<p>11. <b>Medical Staff Report</b></p> <p><b>A. Cancer Committee</b></p> <ul style="list-style-type: none"> <li>• <b>Quality Control Policy (revised to reflect new standards)</b></li> <li>• <b>Follow up Policy and letters (revised to reflect new standards)</b></li> <li>• <b>Annual Goals</b></li> </ul> <p><b>B. Department of OB/Pediatrics</b></p> <ul style="list-style-type: none"> <li>• <b>Hypertensive Algorithm (New)</b></li> <li>• <b>Annual Approval of Policies and Procedures – Women and Family</b></li> </ul> <p><b>C. Department of Medicine</b></p>	<p>Dr. Barta reported:</p> <ul style="list-style-type: none"> <li>• Regarding <i>Just Culture</i> training, physicians have asked to have quite a bit of lead time for training dates, this is being worked on;</li> <li>• ED On Call Task force is meeting at the beginning of the month for the next few months to talk about on call stipends;</li> <li>• A separate group is talking about a hospitalist system, there is a meeting coming up, which is a separate issue from the ED on call;</li> <li>• At MEC they talked quite a bit about a vision statement;</li> <li>• She and Dr. Coll will be meeting to discuss further and put together ideas that came from MEC;</li> <li>• MEC appreciated the update Mr. Schapper gave at the January meeting, a hard copy was distributed afterward so they could take it home and read it;</li> <li>• The physicians appreciated having the update in writing and</li> </ul>	



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<ul style="list-style-type: none"> <li>• <b>RN Pronouncement of Death (revised)</b></li> <li>• <b>Annual Approval of Policies and Procedures</b> <ul style="list-style-type: none"> <li>■ Med Surg/Swing</li> <li>■ PT/OT/ST</li> <li>■ Cardiac Rehab</li> <li>■ Respiratory Therapy</li> <li>■ ICU</li> <li>■ ECC</li> <li>■ Lab</li> <li>■ DI</li> <li>■ Home Health</li> <li>■ Hospice</li> <li>■ MSC</li> <li>■ OCC Health</li> </ul> </li> </ul>	<p>Mr. Schapper agreed to do this on a quarterly basis to keep everyone informed;</p> <ul style="list-style-type: none"> <li>• More discussion was held about Dr. Coll's role in the area of innovation, assisting administration and medical staff as we move forward with health reform;</li> <li>• Dr. Coll has spoken with Carl Gerlach, a previous CEO and CFO, a consultant who is assisting the District with financial forecasting and innovation planning;</li> <li>• Ms. Razo will give an update on the new positions;</li> <li>• There are some approval items, mostly renewals, with a new item being brought forward from OB/PEDS.</li> </ul>	<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve approval items 1-4, as listed on the Medical Executive Committee agenda. Motion carried unanimously.</u></p>



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

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<p>D. Department of Emergency Medicine</p> <ul style="list-style-type: none"> <li>• Scribe Policy (revised)</li> </ul>		
<p>12. Consent Calendar:</p> <p>A. Minutes of Meetings of: 1/22/13, 1/23/13, 2/21/13</p> <p>B. Financial Report – November</p> <p>C. Contracts:</p> <ul style="list-style-type: none"> <li>i. Multispecialty Clinic Amendment for Lisanne Burkholder, M.D.</li> <li>ii. Medical Director, Disparities Group – Wellness Neighborhood, for Reini Jensen, M.D.</li> <li>iii. Medical Director, Radiation Oncology for Daphne Palmer, M.D.</li> <li>iv. Emergency Call Coverage GI for Gerald Schaffer, M.D.</li> </ul>	<p>Mr. Kahn asked if anyone would like to pull anything from the consent calendar. No one did.</p>	<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve Items A-C as listed on the consent calendar. Motion carried unanimously.</u></p>
<p>13. Executive Officer’s Report</p> <p>A. COO Operations Report</p> <p>B. Nursing Report</p> <p>C. Incline Village Community Hospital Report</p> <p>D. CIO Report</p>	<ul style="list-style-type: none"> <li>• Mr. Schapper stated: <ul style="list-style-type: none"> <li>✓ The written report is in the packet, there are a couple of items he would like to add, one is the phasing of the CPSI project,</li> <li>✓ One of the key milestones was to be able to close a month of financials post-transition into the CPSI system;</li> <li>✓ We notified CPSI that we do not intend to accept the system at this stage as there are too many issues of substance at this point;</li> </ul> </li> </ul>	



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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>✓ What this does, is put them on notice that we are not ignoring the difficulties we've had during the first ninety days of the install;</li> <li>✓ Because this system is hosted, we want to make sure they understand that it isn't working at the level it needs to work;</li> <li>✓ We will continue to work with them, but this puts them on notice that there is still a lot of work that needs to be done;</li> <li>✓ This is tied to our internal due diligence on the installation ensuring that there is precise and clear communication on what both parties need to accomplish as we move down the path before moving on with the next stages of the installation;</li> <li>✓ Two other items to touch base on is the expanding changes under the Affordable Care Act and the various initiatives taking place at the State level;</li> <li>✓ He expanded on some State initiatives addressed in his report;</li> <li>✓ District Hospitals are non-designated public, and are seeking to be exempt from the managed care formulas because of the reimbursement;</li> <li>✓ Approximately one year ago, five hospitals formed the District Leadership Forum, which has taken up advocacy at the State level to advocate for District Hospitals, which he explained;</li> <li>✓ What we know today, is that this new reimbursement has to be approved under the State of California's five year waiver;</li> <li>✓ Any changes in reimbursement or structure under the</li> </ul>	



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**BOARD MEETING MINUTES**

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	<p>MediCal program are subject to approval by the federal government;</p> <ul style="list-style-type: none"> <li>✓ Today, we have been able to retain approximately 95% under the mechanism of reimbursement we are presently on, but this is in the process of changing and is only until the waiver expires in 2½ years;</li> <li>✓ These are dynamic changes to us in terms of MediCal reimbursement;</li> <li>✓ These are changes taking place at the State level, not taking into consideration the changes at the federal level;</li> <li>• Dr. Sessler asked about CPSI and financials, now that we're getting multiples of months behind, what potential is there for surprises when they're all pulled together;</li> <li>• Mr. Schapper responded: <ul style="list-style-type: none"> <li>✓ He would like to assure the Board that there will be no surprises, however, we're pretty blind right now, in terms of how we normally operate;</li> <li>✓ To compliment Ms. Chasseur and her team at the Business Office, they are working very diligently to ensure that billings get out in the areas where we can electronically bill;</li> <li>✓ The portion of the bill that is a co-pay will be slower to go out;</li> <li>✓ We will see a rise in AR days and a drop in cash;</li> <li>✓ What we don't want is a substantial increase in bad debt;</li> <li>✓ This time of the year, we are usually reporting excellent numbers, even when we have light winters like last year, but we're not confident that will be the case this year;</li> </ul> </li> </ul>	



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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>✓ There have been both training and miscommunication issues;</li> <li>✓ We will know a lot more in the next 30-45 days;</li> <li>• Dr. Sessler stated that she has concerns about the billing;</li> <li>• Mr. Schapper responded that his greatest concern is employee burn-out. The level of rigor being applied by Ms. Chasseur and her team is phenomenal;</li> <li>• Dr. Sessler requested that if we're still at this point in a month, she would like to see the information available as far as key indicators where the District is financially, census information, etc.</li> <li>• Mr. Schapper stated that for the Budget forecast for next year, the same numbers will be used as this last year with any additional information we have available;</li> <li>• Mr. Mohun stated that Finance Committee has reviewed the financials through November. Insurers are being billed, but private payor bills aren't getting out;</li> <li>• Ms. Razo gave the Operations Report:               <ul style="list-style-type: none"> <li>✓ There have been a number of vacant management positions;</li> <li>✓ When Ms. Golonka left back in April, we lost someone who had a lot of experience. She fostered teamwork in a way we had not experienced before. In her parting, she recommended that Judy Newland be considered for the position. An interim was recruited. Quite a number of candidates were interviewed. During that process, no one candidate had the experience or expertise that we didn't already have within the organization. She met with Ms. O'Flanagan and Ms. Newland to work together with Nursing Leadership to create a plan. The plan that</li> </ul> </li> </ul>	
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	<p>came back was that Ms. Newland would be CNO of record at Tahoe Forest Hospital and at Incline Village Community Hospital. She will be at Tahoe Forest Hospital on a part-time basis. The other part-time will be picked up by her peers, Stephanie Hanson, Jim Sturtevant, Jan Iida, and Linda Harman. This will bring stability to the organization. The medical staff also believes this is a good option. Ms. Newland has accepted the CNO role with the approval of the Nursing Leadership.</p> <ul style="list-style-type: none"> <li>✓ The other vacant position was the Director of Quality. Many candidates have been interviewed, both internal and external. Ms. Van Gelder has been offered this position. She possesses both the commitment and drive to learn what she needs to learn for this position. Ms. Downing will be coming back on site next month. Her primary project will be to take this organization from HFAP to Joint Commission by next summer. She will also work with Ms. Van Gelder to educate her and bring her up to speed in the quality area.</li> <li>• Ms. Barr reported on the ACO:             <ul style="list-style-type: none"> <li>✓ The Sierra Crest hospitals are down to seven participating hospitals. If we can't figure out a way to get into this for no money, there isn't going to be much participation;</li> <li>✓ Barton's CFO believes they are about to lose \$40 million in revenue and wipe out their cash reserves in the next few years. That's what they're forecasting the effect of the insurance exchange is going to be on their organization. There is so much uncertainty, that there</li> </ul> </li> </ul>	
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	<p>isn't an appetite for spending money on anything else;</p> <ul style="list-style-type: none"> <li>✓ She was in Washington in January; Blue Cross is paying a fee per member per month for coordinated care. What we're trying to do is come up with a new reimbursement model for rural hospitals across the country. Money has to be put into it. She has been appointed to the committee that advises HRSA, the big rural policy guys. They're meeting on 3/15, so we're going to see if we can make it happen.</li> </ul>	
<p><b>14. Presentations/Staff Reports</b></p>		
<p><b>A. Tahoe Forest Hospital District Auxiliary (Information Only)</b></p>	<p>Mr. Kahn noted that the newsletter is in the packet for informational purposes only.</p>	
<p><b>B. Facilities Development Plan Quarterly Update</b></p> <ul style="list-style-type: none"> <li><b>i. Interim Birthing and South Building Updates</b></li> <li><b>ii. Dietary Phase 1 Project- Resinous Flooring- Rescind Holland Waterproofing, Inc. contract/Award new contract to Deckade Advanced Flooring Systems</b></li> </ul>	<ul style="list-style-type: none"> <li>• Mr. McConn stated:                             <ul style="list-style-type: none"> <li>✓ David March from Freeman White will take us through the Interim Birthing update;</li> <li>✓ There were some OSHPD issues, which have been resolved;</li> <li>✓ Also the final design on the Interim Birthing and South Building will be reviewed;</li> <li>✓ With the exception of Dietary and the ED, there are only three major projects not completed;</li> </ul> </li> <li>• Mr. Geney reported:                             <ul style="list-style-type: none"> <li>✓ Ten Measure C projects have been completed;</li> <li>✓ There are two projects ED/SPD and Dietary Phase I project, both are within the Board approved budget;</li> <li>✓ ED/SPD Increment two is out for bid right now</li> <li>✓ The interim birthing is on track right now to complete OSHPD review in May of this year;</li> <li>✓ The South building is currently scheduled to be permitted in 2014;</li> </ul> </li> </ul>	



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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>✓ Currently 84% of projects are complete at \$167 million;</li> <li>✓ We are currently only working with 3 contractors with disputes;</li> <li>✓ There was a question during the last quarterly report during the money left, nothing has changed in terms of the construction projects;</li> <li>✓ As a board the soft costs have been approved; There is still \$20.2 million assigned to the last construction projects and that number has not changed;</li> <li>• Mr. Long asked for an update on the Dietary Project;</li> <li>• Mr. Geney stated that it is a complicated project;                             <ul style="list-style-type: none"> <li>✓ It is broken down into 4 distinct projects, which he explained;</li> <li>✓ The old PT and RT areas are being remodeled;</li> <li>✓ There is an employee locker in the old laboratory locker area, wrapping up mechanical and electrical;</li> <li>✓ The staff lounge is another project and is slightly behind the other two, closing in on a strategic milestone in terms of moving into the finish phases;</li> <li>✓ The kitchen, we're still moving along, but faced with many changes</li> </ul> </li> <li>• Mr. March gave a Power Point presentation reviewing the Interim Birthing Update and the South Building:                             <ul style="list-style-type: none"> <li>✓ Approval Updates were reviewed for both areas;</li> <li>✓ Construction Completion for the Interim Birthing is scheduled for 2/16/14, move-in 2/28/14</li> </ul> </li> <li>• Mr. Kahn asked when the ED/SPD project will be complete; Mr. Geney responded that it should be complete in the fall of this year;</li> <li>• Mr. March continued:</li> </ul>	
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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>✓ They were tasked with maintaining the footprint of the building, but changing the flow in the internal space;</li> <li>✓ Phase 1 of Dietary is under construction;</li> <li>✓ Phase 2 Dietary has not changed since shown to the Board last March;</li> <li>✓ The Birthing Plan previously shown to the Board was reviewed; then the revised plan was reviewed;</li> <li>✓ Changes to the plan were prompted because of the circumvented entrance, so visitors coming in will be closer to the entrance;</li> <li>✓ Based on the changes, some space was lost: the triage and old ADA restroom was lost, a 2nd On-Call Room; and a Private Nursery Isolation Room;</li> <li>✓ South Building construction is due to be completed 9/30/15, with move in 11/30/15</li> <li>• Mr. Long asked if the plan is to return the interim birthing area in Med/Surg back it to Med Surg use once the new Birthing Center is completed; Mr. March responded that is the plan the transition back to Med Surg will be seamless;</li> <li>• Mr. McConn stated that they need Board approval to continue with the redesign;</li> <li>• Mr. Geney stated: <ul style="list-style-type: none"> <li>✓ The flooring that goes inside the kitchen is a very specific type of flooring;</li> <li>✓ The contract was officially awarded and as work started with the contractor, we learned that they were not certified by the manufacturer and they had intended to suggest an equal or comparable product;</li> <li>✓ We informed them were not interested in any alternative product;</li> </ul> </li> </ul>	<p><u>It was moved by Mr. Long and seconded by Mr. Chamblin to approve the updated, revised interim Birthing and South Building redesign. Motion carried unanimously.</u></p>



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

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	<ul style="list-style-type: none"> <li>✓ The bid becomes questionable because it wasn't necessarily a responsible bid;</li> <li>✓ Feedback was sought from Mr. Gross;</li> <li>✓ If we want to replace the contractor, the contractor is entitled to a hearing by the contract to the Board;</li> <li>✓ The contractor doesn't want to come before the Board and he requested that his contract be rescinded;</li> <li>✓ A quote was obtained from the manufacturer for a certified contractor with a bid less than the original one;</li> <li>✓ The request is that the Board rescind Holland's contract and issue a new contract to Deckade for the \$70,288.</li> </ul>	<p><u>It was moved by Mr. Chamblin and seconded by Mr. Long to rescind Holland's contract and issue the contract to Deckade for \$70,288. Motion carried unanimously.</u></p>
<p>15. Board Committee Reports/ Recommendations</p>		
<p>A. Finance Committee Meeting – 2/26/13</p>	<ul style="list-style-type: none"> <li>• Larry Long stated:                             <ul style="list-style-type: none"> <li>✓ Finance Committee et this afternoon at 2 p.m.</li> <li>✓ He is pleased to report that the cash flow was left very strong position at the beginning of the CPSI conversion on 12/1;</li> <li>✓ We were on target and left the hospital with a positive net revenue;</li> <li>✓ The Foundations progress through the first quarter was reviewed and they are also doing very well, slightly ahead of their fund raising objectives for the year;</li> <li>✓ Strategies on how to report out actual operating expenses were discussed;</li> <li>✓ The quarterly update was received on the MSC's;</li> <li>✓ It is meeting its budgetary objectives;</li> <li>✓ Volumes are down approximately 25%;</li> <li>✓ Net revenue was relatively on target due to increases in prices;</li> </ul> </li> </ul>	



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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>✓ This information will be brought to the full board in August for the annual update;</li> <li>✓ They reviewed the Good/Better/Best ratios using Standard &amp; Poor's and Moody's data;</li> <li>✓ In virtually every case we are very strong. The AR is the only area where we dipped below the target;</li> <li>✓ The Standard &amp; Poor's Rating Report was reviewed;</li> <li>✓ It has been posted on the Board Portal for the Board's review. It is a very positive report;</li> <li>• Mr. Mohun stated that there was really good discussion. The ancillary revenue report for the MSC will be coming. In order to save money, the Foundation might be outsourcing some of the events they put on</li> </ul>	



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

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<p><b>B. Governance Committee Meeting – 2/15/13</b></p>	<ul style="list-style-type: none"> <li>• Mr. Mohun reported:                             <ul style="list-style-type: none"> <li>✓ Governance Committee met on 2/15;</li> <li>✓ Contracts were discussed and reviewed and were approved tonight on the consent calendar;</li> <li>✓ Discussion was held on how to improve our governance;</li> <li>✓ Ted Owens shared options available in the local community on how to seek recognition of what we do;</li> <li>✓ Mr. Owens will consult at the Governance meetings in order to bring his education, skill and knowledge to the committee;</li> <li>✓ This is in connection with a local award, which Mr. Owens won a couple of years ago for Excellence in Governance which is given out by the Chamber of Commerce;</li> <li>✓ The District was nominated for the Award, although they didn't receive it last year;</li> <li>✓ The biggest discussion was around the Mission Statement and how a refinement should be made, progress is being made;</li> </ul> </li> <li>• Dr. Sessler stated:                             <ul style="list-style-type: none"> <li>✓ The discussion focused around the process of how to take this out to the Stakeholders to elicit input;</li> <li>✓ If the Board agrees, a subcommittee made up of Ms. Razo, Mr. Schapper, Mr. Owens and herself will meet to identify stakeholders, plan a timeline and process for bringing out to the community;</li> <li>✓ The District was formed to build a hospital in our community;</li> <li>✓ That was a clear and concise mission for the community;</li> <li>✓ Since then the mission has changed;</li> </ul> </li> </ul>	



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

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	<ul style="list-style-type: none"> <li>✓ Much of what we do now is outside of the walls of the hospital;</li> <li>✓ What is the consensus of the Board, medical staff, hospital staff, constituents and members of the community of where the boundaries of our mission are;</li> <li>✓ We need to be clear on that;</li> <li>✓ Some hard decisions will need to be made in the coming years as changes are made about where we put our money;</li> <li>✓ What is the strategic plan going forward, changes with health reform, medical staff is defining their vision; How do we put it all together?</li> </ul>	
<p><b>C. Personnel/Retirement Committee Meeting – 2/20/13</b></p>	<ul style="list-style-type: none"> <li>• Mr. Kahn reported that Personnel/Retirement Committee met with the Fidelity Representatives on the 20th;</li> <li>✓ There continues to be concern about the number of employees that keep their money in a fund versus investing their money;</li> <li>✓ Ms. O’Flanagan and her team gave a presentation about the Best Place to Work and Practice;</li> <li>✓ Discussion was held about benchmarks and how to measure this, perhaps using Press Ganey or another tool;</li> <li>✓ Employee Association contracts with the bargaining units are coming up this spring;</li> <li>✓ There will be a meeting in March or April to begin discussions about contract negotiations.</li> </ul>	
<p><b>16. Items for Board Discussion And/ Or Action</b></p>		
<p><b>A. Citizen’s Oversight Committee Appointment:</b></p>	<ul style="list-style-type: none"> <li>• Ms. Hood stated:</li> <li>✓ There has been nine voting members and two alternates</li> </ul>	





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

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<p><b>Sarah Wolfe (Approval)</b></p>	<p>for the COC;</p> <ul style="list-style-type: none"> <li>✓ Recently there have been two resignations and Mr. Chamblin was appointed to the District Board;</li> <li>✓ Recruiting was done and the vetting committee made up of Mr. Mohun and Mr. Kahn have interviewed the candidate;</li> <li>✓ She introduced Sarah Wolfe and request that the Board approve her appointment to the Citizen’s Oversight Committee;</li> <li>• Mr. Mohun stated that he and Mr. Kahn interviewed Ms. Wolfe; she brings a wealth of information. He thanked her for her application and interest in serving in this capacity.</li> </ul>	<p><u>It was moved by Mr. Mohun and seconded by Dr. Sessler to approve the appointment of Sarah Wolfe, Christy Curtis and to change the bylaws. Motion carried unanimously.</u></p>
<p><b>B. Incline Village Community Hospital Foundation:</b></p> <ul style="list-style-type: none"> <li>i. <b>Appointment of New Board Member, Shane Johnson, M.D. (Approval)</b></li> <li>ii. <b>Board Member Term Renewals for Mary Ansari, Dave Collins, Bob Kennedy, Gary Finch and Jonathan Smith (Approval)</b></li> </ul>	<p>Mr. Kahn asked if there was any discussion. There was none.</p>	<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to appoint Shane Johnson, M.D. as a new IVCH Foundation Board Member and to approve term renewals for Mary Ansari, Dave Collins, Bob Kennedy, Gary Finch and Jonathan Smith. Motion carried unanimously.</u></p>
<p><b>C. Appointment of Replacement Truckee Surgery Center Board Member, Fred Pritchard has resigned</b></p>	<ul style="list-style-type: none"> <li>• Mr. Kahn stated: <ul style="list-style-type: none"> <li>✓ Mr. Pritchard has resigned from the Truckee Surgery Center Board;</li> <li>✓ An e-mail was received from Mr. Cross stating that the District needs to look at goals for the Surgery Center;</li> <li>✓ Our representatives are looking for direction’</li> <li>✓ This should be agendized for Board discussion;</li> </ul> </li> </ul>	



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	<ul style="list-style-type: none"> <li>• Dr. Sessler asked if there is a plan for replacing him;</li> <li>• Mr. Kahn stated that there isn't;</li> <li>• Mr. Long asked if there is urgency in filling this position;</li> <li>• Mr. Schapper responded that there isn't urgency, but the Board needs to look at what attributes they would want when looking for a new Board member.</li> </ul>	
<p><b>D. Approval of Annual Hospice Quality Plan</b></p>	<ul style="list-style-type: none"> <li>• Ms. Hanson stated:                             <ul style="list-style-type: none"> <li>✓ It is required that the District Board approve the Hospice Quality Plan annually;</li> <li>✓ She apologized that it is late;</li> <li>✓ A new Hospice Quality Reporting Program has been put in place, similar to Home Health Compare on the Medicare web site;</li> <li>✓ One measure is pain management and a plan is in place to collect the data;</li> <li>✓ A physician survey will be done to get input on how the hospice program is meeting their needs;</li> <li>✓ She is looking for approval of the Quality Plan;</li> </ul> </li> <li>• Dr. Sessler commented that she likes the new format.</li> </ul>	<p><u>It was moved by Mr. Long and seconded by Dr. Sessler to approve the Hospice Quality Plan for 2013. Motion carried unanimously.</u></p>
<p><b>E. Formation of a Tahoe PPO (Approval)</b></p>	<ul style="list-style-type: none"> <li>• Mr. Kahn stated:                             <ul style="list-style-type: none"> <li>✓ In closed session, the Board discussed the potential formation of a Tahoe PPO;</li> <li>✓ Discussion was held to review the concept and organizational elements;</li> <li>✓ He asked Mr. Schapper to give context;</li> </ul> </li> <li>• Mr. Schapper stated:                             <ul style="list-style-type: none"> <li>✓ Last August, the District was approached by one of the employers in the area requesting that the panel of providers be expanded to provide health care access in the community for their employees;</li> </ul> </li> </ul>	



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	<ul style="list-style-type: none"> <li>✓ In order for the health system to be able collaborate with the physicians, a Messenger model PPO would be created;</li> <li>✓ Members of the medical staff could participate in the contract network, which would allow the PPO network to contract with the various employers;</li> <li>✓ It would be a way to provide larger access of providers for a panel to deliver enhanced health care in the community;</li> <li>✓ As a result of that discussion, a model was put together with the advice of legal counsel;</li> <li>✓ The organizational documents were put together and presented to the Board in closed session this evening;</li> <li>✓ If approved this evening, a meeting will be held with the medical community with information from the employers to solicit physicians to participate with us in that process;</li> <li>• Mr. Kahn stated that the Board had extensive discussion and had a lot of questions about the PPO. It was decided that this would be a service to the community to help with patient access;</li> <li>• Mr. Mohun stated that this is primarily an access issue;</li> <li>• Dr. Sessler stated: <ul style="list-style-type: none"> <li>✓ Over the years, the Board has heard of stability issues in the community;</li> <li>✓ Suddenly, a patient's physician doesn't take their insurance;</li> <li>✓ Employers are finding it difficult to keep plans for their employees that include the local physicians;</li> <li>✓ As a Board, this issue is brought forward wanting physicians to take their insurance;</li> </ul> </li> </ul>	<p><u>It was moved by Mr. Long and seconded by Mr. Mohun to facilitate the formation of a Tahoe PPO, that the Articles of Organization be approved and ratified, the Operating Agreement approved in substantially the form presented, and staff is authorized to move forward in discussion with physicians and employers to form the PPO. Motion carried unanimously.</u></p>



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**BOARD MEETING MINUTES**

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	<ul style="list-style-type: none"> <li>✓ The hope is that this will provide better access for those we serve;</li> <li>• Mr. Long stated that it is also the hope that this could assist in bringing healthcare costs for employers in the community down as well;</li> <li>• Mr. Schapper stated with that approval staff will move forward with a meeting with the physicians to help them understand what this is and isn't. This concept is twenty years old, but this marketplace isn't familiar with it.</li> </ul>	
<p><b>F. Reorganization of Board Committees to Include New Board Member</b></p>	<p>Mr. Kahn stated:</p> <ul style="list-style-type: none"> <li>• He is stepping down as the Citizen's Oversight Representative and appointing Mr. Chamblin as the COC representative;</li> <li>• Mr. Mohun will step down from Finance and Mr. Chamblin will step in;</li> <li>• He is purposefully not loading Mr. Chamblin down with committee work this year as he has a lot to learn.</li> </ul>	
<p><b>17. Agenda Input For Upcoming Committee Meetings</b></p>	<ul style="list-style-type: none"> <li>• Mr. Kahn asked if there is agenda input for upcoming committee meetings;</li> <li>• Dr. Sessler stated:                             <ul style="list-style-type: none"> <li>✓ A date needs to be set on the calendar for the Board Self-Assessment meeting;</li> <li>✓ Dates were sent out, please respond to Ms. McAuliffe right away;</li> <li>✓ The Governance Institute offers to give input to the self assessment;</li> <li>✓ She asked if the Board would be interested in their input;</li> <li>✓ Dr. Sessler will speak with The Governance Institute and see what they have to offer to determine if it would be of value;</li> </ul> </li> </ul>	



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	<ul style="list-style-type: none"> <li>✓ A date needs to Quality Committee;</li> <li>✓ A date needs to be set for another Governance Committee meeting in March.</li> </ul>	
18. <b>Items for Next Meeting</b>	None were mentioned	
19. <b>Board Members Reports/Closing Remarks</b>	There were none.	
20. <b>Closed Session Continued, If Necessary</b>	The meeting reconvened into closed session at 8:56 p.m.	
21. <b>Open Session</b>	The meeting reconvened into open session at 9:38 p.m.	
22. <b>Report of any Reportable Actions Taken in closed session</b>	There were no reportable actions.	
23. <b>Adjourn</b>	The meeting adjourned at 9:40 p.m.	

jlm