



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

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
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<b>PRESENT AT MEETING:</b>	<p><b>Board Members:</b> John Mohun, President; Larry Long, Vice President; Karen Sessler, M.D., Secretary; Dale Chamblin, Treasurer; Roger Kahn, 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, CNO/IVCH Administrator; Mike Ruggiero, Director, Engineering; Terri Schneider, Medical Staff Services; Michelle Cook, Executive Assistant</p> <p><b>Others:</b> Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff; Mike Geney, Consultant</p>	
1. <b>Call to Order</b>	Mr. Mohun called the meeting to order at 4:01 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. There were no changes 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 4:02 p.m.	
<b>A. Approval of closed session minutes of 4/22/14 &amp; 4/24/14</b>	A copy of the attachment is in the closed session packet.	<u>It was moved by Dr. Sessler and seconded by Mr. Chamblin to approve the closed session minutes of 3/25/14 with minor changes. Motion carried unanimously.</u>
<b>B. California Government Code Section 54956.9(d)(4): Deciding whether to initiate litigation (1 Case)</b>	Mr. Gross joined the meeting for this agenda item. Discussion was held on a privileged legal matter.	
<b>C. California Government Code</b>	Mr. Gross and Mr. Geney joined the meeting for this agenda	



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<b>Section 54956.9(d)(4): Deciding whether to initiate litigation (1 Case)</b>	item. Discussion was held on a privileged legal matter	
<b>D. Health &amp; Safety Code Section 32155: Quality Report</b>	Mr. Ruggiero joined the meeting for this agenda item. Discussion was held	
<b>E. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation</b>	Discussion was held.	
<b>F. Health &amp; Safety Code Section 32155: Medical Staff Credentials</b>	Dr. Barta and Ms. Schneider joined the meeting for this agenda item. Dr. Barta presented the Medical Staff credentials as recommended for approval by the Medical Staff Executive Committee.	<u>It was moved by Mr. Kahn 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>
<b>6. Dinner Break</b>	A dinner break was taken at 5:30 p.m.	
<b>7. Open Session Call To Order</b>	Mr. Mohun called the open session to order at 6:05 p.m. The meeting reconvened into closed session at 6:06p.m. and reconvened into open session at 6:10 p.m.	



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<p><b>PRESENT FOR OPEN SESSION:</b></p>	<p><b>Board Members:</b> John Mohun, President; Larry Long, Vice President; Karen Sessler, M.D., Board Secretary (Arrived at 6:28 p.m.); Dale Chamblin, Treasurer; Roger Kahn, Board Member</p> <p><b>Staff:</b> Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Paige Thomason, Director, Marketing &amp; Communications; Terri Schnieder, Director, Medical Staff Services; Jayne O’Flanagan, Director, Human Resources; Linda Harman, Director, Surgical Services; Alex MacLennan, Non-Clinical Educator; Gail Betz, Compliance Officer; Eileen Knudsen, Community Health Programs; Martha Simon, Director, Fund Development; Ted Owens, Director, Community Development; Janet Van Gelder, Director, Quality &amp; Regulations; Chris Spencer, Director, Occupational Health; Michelle Cook, Executive Assistant</p> <p><b>Others Present:</b> Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff; Shawni Coll, D.O., Kirk Gillis, Vice President, Renown Health; Steve Bajo, M.D., Chief Medical Officer, Renown Health</p>	
<p>8. <b>Clear The Agenda/Items Not on the Posted Agenda</b></p>	<p>The agenda was cleared. No changes were made to the posted agenda.</p>	
<p>9. <b>Input Audience</b></p>	<p>Audience input was asked. None was offered.</p>	
<p>10. <b>Input From Employee Associations</b></p>	<p>Employee Associations input was asked, but none was offered.</p>	
<p>11. <b>Medical Staff Report</b></p>	<p>Dr. Barta gave the Medical Staff Report. Attachment is in the packet.</p>	
<p><b>A. Approval of Medical Staff</b></p>	<p>Dr. Barta stated the Medical Executive Committee</p>	<p><u>It was moved by Mr. Long and</u></p>



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<p><b>Consent Agenda</b></p>	<p>discussed the Medical Staff Consent Agenda and approved agenda items 1-5.</p>	<p><u>seconded by Dr. Sessler to approve agenda items 1-5 on the Medical Staff Consent Agenda. The motion was passed unanimously.</u></p>
<p><b>12. Board Education</b></p>	<ul style="list-style-type: none"> <li>• Mr. Schapper introduced Kirk Gillis, Vice President, Renown Health, and Dr. Steve Bajo, Chief Medical Officer, Renown Health. They were invited to give education to the Board on Renown’s Accountable Care Organization (ACO) and Care Coordination with Rural Hospitals;</li> <li>• Mr. Gillis and Dr. Bajo gave the Board Education presentation as follows: 1) an ACO update was discussed, 2) reviewed and explained the Regional Care Coordination Model, and 3) a Telemedicine update was given to the Board;</li> <li>• Mr. Kahn asked Mr. Gillis if Renown Health would like rural health care communities as part of their ACO;</li> <li>• Mr. Gillis replied:                             <ul style="list-style-type: none"> <li>○ Renown Health is interested in having rural healthcare communities in the ACO, but the rural healthcare communities must be fully educated on what they are getting in to by joining the ACO and what Renown is able to offer them;</li> <li>○ Renown Health is looking at a handful of communities to pilot the Regional Care Coordination Model. He and Dr. Bajo discussed the advantages of the District being a part of this model and briefly reviewed their Telemedicine program;                                     <ul style="list-style-type: none"> <li>▪ Mr. Schapper noted there would be better care of patients through this type of collaboration;</li> </ul> </li> </ul> </li> </ul>	



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<p>13. <b>Consent Calendar:</b></p> <p><b>A. Minutes of Meetings of: 3/25/14</b></p> <p><b>B. Financial Report – March 2014</b></p> <p><b>C. Contract Amendments:</b></p> <p>a. <b>Amendment to Professional Services Agreement, Charles Zipkin, M.D., Medical Director, Wellness Neighborhood</b></p> <p>b. <b>Amendment to Professional Services Agreement, Syndi Keats, M.D., Medical Director, Health Information Technology</b></p> <p>c. <b>Amendment to Professional Services Agreement, Greg Tirdel, M.D., Medical Director, Sleep Center</b></p> <p><b>D. Administrative Policy:</b></p> <p>a. <b>Patient and Family Complaints Grievance Policy</b></p> <p><b>E. Board Policies:</b></p> <p>a. <b>Manner of Governance</b></p> <p>b. <b>Board CEO and</b></p>	<ul style="list-style-type: none"> <li>• Discussion was held.</li> </ul> <p>Mr. Mohun asked if there were any items that need to be pulled from the consent calendar; Dr. Sessler pulled the following agenda items per the Governance Committee meeting this afternoon:</p> <ul style="list-style-type: none"> <li>• Agenda item 13C was pulled from the agenda;</li> <li>• Agenda item 13Ea “Manner of Governance” was pulled from the agenda;                             <ul style="list-style-type: none"> <li>○ Discussion was held on an addition to the policy outlining the process complaints would be addressed by the Board. More discussion will be held at the next Governance Committee Meeting;</li> </ul> </li> <li>• Agenda items 13Ec-e were pulled from the agenda.                             <ul style="list-style-type: none"> <li>○ Agenda item 13Ec “Board Compensation and Reimbursement” a statement was added indicating that proof of ethics training will be provided to the Clerk of the Board;</li> </ul> </li> <li>• Agenda item 13Eg – “Guidelines for the Conduct of Business” was pulled from the agenda. A discussion was held on changing the timeframe of the Regular Board Meeting to the last Tuesday of the month. The Board was in agreement with the recommendation.</li> </ul>	<p><u>It was moved by Mr. Kahn and seconded by Mr. Long to approve Consent Agenda items 13(A)-(B), 13(D), 13(Eb) and 13(Ef). A roll call vote was taken: Dr. Sessler, Aye, Mr. Mohun, Aye, Mr. Long, Aye, Mr. Chamblin, Aye, Mr. Kahn, Aye. The motion was passed unanimously.</u></p> <p><u>It was moved by Mr. Kahn and seconded by Mr. Long to approve the addition to Agenda item 13Ec “Board Compensation and Reimbursement”. The motion was passed unanimously.</u></p>
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<p>Employee Performance Evaluation</p> <ul style="list-style-type: none"><li>c. Board Compensation and Reimbursement</li><li>d. Board of Directors Qualifications</li><li>e. Conflict of Interest</li><li>f. Conflict of Interest Code</li><li>g. Guidelines for the Conduct of Business</li></ul>		



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<p>14. <b>Executive Officer's Report</b>  <b>A. Chief Operating Officer's Report</b>  <b>B. Chief Nursing Officer's Report</b>  <b>C. Incline Village Community Hospital Administrator's Report</b></p>	<p>Mr. Schapper stated in addition to his written Chief Executive Officer's Report:</p> <ul style="list-style-type: none"> <li>• He highlighted in his report the importance of the Ad Hoc Community Benefit Committee. The committee has the opportunity to establish a foundation for the development of communications to inform the community on a number of healthcare issues.</li> </ul> <p>Ms. Razo did not give a Chief Operating Officer's Report.</p> <p>Ms. Newland had nothing to add to her written Chief Nursing Officer's Report and IVCH Administrator's Report.</p>	
<p>15. <b>Board Committee Reports/ Recommendations</b></p>		
<p><b>A. Legislative Committee – 3/31/14</b></p>	<p>Mr. Owens stated:</p> <ul style="list-style-type: none"> <li>• The Legislative Committee met 3/31/14;</li> <li>• He will be providing written legislative reports and updates to the Board;</li> <li>• He briefly reviewed the initiatives discussed at the committee;</li> <li>• The goals of the committee were reviewed.</li> </ul>	
<p><b>B. Ad hoc Community Benefit Committee – 4/3/14</b></p>	<p>Dr. Sessler stated:</p> <ul style="list-style-type: none"> <li>• The Ad Hoc Community Benefit Committee met and had a productive discussion;</li> <li>• The committee is looking at best practices used at other organizations and she has received additional great input from the Governance Institute;</li> <li>• She will bring forward the committee charter and goals in a few months to the Board.</li> </ul>	



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<p><b>C. Finance Committee – 4/21/14</b></p>	<p>Mr. Chamblin stated:</p> <ul style="list-style-type: none"> <li>• The Finance Committee met on Monday;</li> <li>• The volume is down relative to budget but the EBIDA is up;</li> <li>• The Financial March Report is similar to year-to-date;</li> <li>• The IVCH EBIDA is up;</li> <li>• Cash collections is up;</li> </ul> <p>Ms. Betts stated that Jacobus Consulting has been working on Accounts Receivables and the cash collections since late February/early March. The committee will receive an update next month.</p>	
<p><b>D. Governance Committee – 4/22/14</b></p>	<p>Dr. Sessler stated:</p> <ul style="list-style-type: none"> <li>• At the Governance Committee, they reviewed and discussed the 2013 Annual Compliance Report in open and closed session;</li> <li>• Ms. Betz discussed a proposal for Board Compliance Education. Topics were identified for this year. Education will be fed through the Rolling Board Calendar;</li> <li>• The rest of the items were already discussed in the Consent Agenda.</li> </ul>	
<p><b>16. Items for Board Discussion And/ Or Action</b></p>		
<p><b>A. IVCH Auxiliary Annual 2013 Report</b></p>	<ul style="list-style-type: none"> <li>• Ms. Newland stated the written IVCH Auxiliary report is in the packet. IVCH is very appreciative of the support received by the Auxiliary;</li> <li>• Mr. Schapper commended the Auxiliary for their outstanding work.</li> </ul>	
<p><b>B. Approval of Matson and Isom as TFHD’s Financial Audit Firm</b></p>	<p>Mr. Chamblin stated the Finance Committee felt the audit was handled well by Matson and Isom. There was a strong recommendation by the committee to stay with Matson and</p>	<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to Approve Matson and Isom as</u></p>



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	Isom and to utilize a new audit partner in order to have a new set of eyes to review. There was a recommendation at the end of the second year that a Request for Proposal (RFP) be completed.	<u>TFHD's Financial Audit Firm for another three years, utilize the previous partner – Bill Peterson, and in two years (approximately June of 2016) an RFP will be done.</u>
17. <b>Agenda Input For Upcoming Committee Meetings</b>	<ul style="list-style-type: none"> <li>Special Governance Committees (contracts)</li> </ul>	
18. <b>Items for Next Meeting</b>	Attachment is in packet.	
19. <b>Board Members Reports/Closing Remarks</b>	Mr. Kahn will not be in attendance at the next Regular Board Meeting. The Board, Mr. Schapper, and Ms. O'Flanagan thanked Ms. Cook for her sever years with the District and wished her lunch in her future endeavors.	
20. <b>Closed Session Continued, If Necessary</b>	The meeting reconvened into closed session at 8:19 p.m.	
21. <b>Open Session</b>	The meeting reconvened into open session at 8:41 p.m.	
22. <b>Report of any Reportable Actions Taken in closed session</b>	Mr. Mohun reported that during closed session the Board by unanimous vote rejected the IME claim.	
23. <b>Adjourn</b>	The meeting adjourned at 8:41 p.m.	

mcc