



BOARD OF DIRECTORS
BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
PRESENT AT MEETING:	<p>Board Members: John Mohun, Board President; Larry Long, Vice President; Karen Sessler, M.D., Secretary; Dale Chamblin, Treasurer; Roger Kahn, Board Member</p> <p>Staff: Bob Schapper, CEO; Virginia Razo, COO; Crystal Betts, CFO; Judy Newland, Chief Nursing Officer; Janet Van Gelder, Director, Quality & Regulations; Gail Betz, Compliance Officer; Carl Blumberg, Risk Manager; Patricia Barrett, Executive Assistant/Clerk of the Board</p> <p>Others: Steve Gross, Legal Counsel; Gina Barta, Chief of Staff</p> <p>Roll Call reflected that all Board Members were present.</p>	
1. Call to Order	<p>Director Mohun provided a review of the board meeting process for benefit of those in the audience.</p> <p>Director Mohun called the meeting to order at 4:01 p.m.</p>	
2. Roll Call	<p>The Roll Call reflected that all Board members were present.</p>	
3. Clear the Agenda/Items Not On the Posted Agenda	<p>Director Mohun shared concerns related to agenda item 5G pertaining to the CEO Performance Evaluation and his belief that a discussion pertaining to the reimbursement for attorney fees for the CEO related to the 1090 investigation was intended to be included under this closed session discussion. Director Mohun takes the position that the topic of reimbursement of attorney fees should be agendized separately. Director Mohun further disputed</p>	



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	<p>the Government Code section 54957 as being an inappropriate reference for such a topic and that the discussion be held in open session.</p> <p>Director Mohan recommends the topic be removed from the agenda. Further discussion took place regarding the appropriateness of referencing Government Code Section 54957 for the topic pertaining to reimbursement of attorneys fees related to the 1090 investigation. Directors Long and Kahn indicated the intent of the agenda item as referenced is to discuss the CEO's annual performance evaluation. District Counsel indicated it was appropriate to discuss the reimbursement of attorney's fees under the referenced closed session agenda item.</p>	
<p>4. Input -- Audience Employee Associations</p>		
<p>A. Designate Labor Negotiator For Potential Amendment, Extension Or Renewal Of CEO Employment Agreement</p>	<p>Director Kahn shared that the board appointed him as the negotiator at the January Board meeting. Director Mohun indicated a need to see the minutes from the January meeting reflecting the designation of Director Kahn as labor negotiator.</p> <p>Director Sessler provided background of the January 27, 2014 board meeting during which time Director Kahn was appointed as labor negotiator. It is noted in the CEO's contract that negotiations would begin no less than a year prior to the expiration of the contract; so by contract stipulation the Board was obligated as of June 2014 to</p>	<p>Motion made by Director Long, and seconded by Director Chamblin, to appoint Director Sessler as labor negotiator and to request the Director of Human Resources to bring to the Board best practice process for CEO negotiations.</p> <p>A ROLL CALL VOTE was taken:</p>



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	<p>begin the negotiation process.</p> <p>District Counsel shared that he requested that item 4A be added to the agenda as he was not clear that the board had previously taken action on this item and would need to identify the negotiator. The purpose of the closed session topic is to allow the Board to meet to identify parameters for future negotiations.</p> <p>Director Kahn extended an offer to resign as the appointed negotiator to allow the Board to appoint a new negotiator if that was the Board's preference.</p> <p>Discussion took place regarding placement of this topic in Closed Session which allows the Board to provide direction to the negotiator.</p> <p>Discussion took place regarding the number of negotiator(s) that may be identified; the Board can at its discretion chose to have more than one negotiator.</p> <p>District Counsel provided as summary related to the role of the Labor Negotiator. The Negotiator(s) meet with the Board to receive direction related to the term of the contract and parameters for negotiation should the decision be made to pursue contract renewal, etc. A proposed contract would then come to the Board in open session for discussion and approval.</p>	<p>Kahn: NO Chamblin: NO Mohun: NO Long : YES Sessler: NO.</p> <p>Item 5F is removed from the agenda.</p>
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	<p>Director Mohun recommends hiring an outside attorney to negotiate the contract given his understanding that the CEO has an engaged an attorney for this purpose. The CEO indicated he has not hired an attorney for the purpose of negotiating a new contract, but has sought guidance from counsel he engaged during the 1090 investigation on certain process issues related to his contract in response to concerns resulting from recent interactions with the Board, and a work environment he feels has become hostile. The CEO elaborated by stating that he historically has not hired an attorney to negotiate his contract and has worked in good faith with this organization.</p> <p>It was noted that the District is, and has been historically, represented by an attorney during the contracting process while the CEO has not.</p> <p>Director Mohun re-emphasized his belief that the District needs to retain an attorney that is separate and distinct from the District to negotiate with the CEO.</p> <p>District Counsel provided background as it related to his qualification to assist the District with negotiating the contract.</p> <p>Director Kahn shared that he met with the CEO and the</p>	
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	<p>HR Director and requested that the CEO provide in writing what he would like to see in the contract; with intent to discuss it with the full Board in closed session to request guidance.</p> <p>Director Long indicated that since Mr. Kahn is willing to step down from the role of negotiator, that Director Sessler would be the likely candidate for the role.</p> <p>The CEO provided a summary related to his inquiry regarding the Board's interest in extending his contract to allow for the succession plan currently put in place to proceed. The CEO requested a letter from the Board indicating the interest in negotiating a renewal of his contract in response to the way the dialogue with the Board has recently been going. He expanded by stating that the Board has indicated several times that they had an interest in renewing the contract and he proceeded under that presumption. The CEO requested that the Board let him know if they do not wish to renew his contract.</p> <p>Director Sessler indicated a willingness to act in the role of negotiator. Director Kahn recommends not hiring outside counsel which would result in spending more District funds on legal fees. The Directors Kahn, Long, and Chamblin agree that Director Sessler be appointed negotiator and that District Counsel provide legal support for the process.</p>	
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	<p>Director Mohun indicated a concern that District Counsel has crossed into an “incestuous situation” and that outside counsel would better represent the District in this matter.</p> <p>Director Sessler recommends that the District’s HR professional present best practice to the Board related to CEO negotiations. The Negotiator’s roll will be to walk information back and forth between the CEO and the Board. Director Sessler would prefer the District’s money not be spent on attorney fees, rather for health care in our community.</p> <p>Jayne O’Flanagan, Director of Human Resources, shared the negotiation process as it relates to the employee associations, indicating the process for the CEO’s contract negotiation has been handled in the same manner. Following negotiation, the Director of Human Resources then works with legal counsel to develop the contract.</p> <p>Motion made by Director Long, and seconded by Director Chamblin, to appoint Director Sessler as labor negotiator and to request the Director of Human Resources to bring to the Board best practice process for CEO negotiations.</p> <p>The Board Chair allowed for public comment on this matter.</p> <p>John Falk indicated his appreciation for the dialogue of the</p>	
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Board. Mr. Falk stated concern that “Lawyering up creates an adversarial environment.” He renewed his previous meeting request of the Board that they do not prematurely take action on any contracts until the next board is seated. Whoever is elected should be allowed to assist the Board in making the final decision. Unless a contract is due, or there is a compelling reason to initiate the new contract, it should be deferred to the new board.

Mrs. Larson thanked the board for this discussion, specifically Mr. Mohun for leading the conversation.

Jamie Cole expressed upset with some of what has been heard tonight. She referenced disappointment with how the employment of Mr. Forni was handled. Ms. Cole read a statement related to costs of services, and administrative costs. *(A copy of the statement read was not provided to the Board or Board Clerk)* Ms. Cole expects the Board to table all decision regarding contracts, golden parachutes, and severance until the new board is seated.

Michael Enriques commented on the feedback reviewed at the recent Board Workshop. Mr. Enriques stated there is not a business need for the Board to address in closed session any employment contracts.

Greg Jellinek supported Mr. Falk’s request that the Board not encumber the new board with any action related to



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	<p>contracts prior to their being seated.</p> <p>Peter Rivera expressed appreciation for the CEO's request for the Board to let him know whether they intend to renew his contract or not. Mr. Rivera stated that If the decision is to move forward with a new CEO, the Board should look to the community for the next CEO. Mr. Rivera further recommended that if the Board is seeking legal counsel, that they look outside of the community.</p> <p>Dr. Denny Chez urges this Board to respect the CEO's request as to whether they want him to continue as CEO or not.</p> <p>Mark Spohr would like to reinforce what was stated at the Board workshop last week in that the Board should not make any decisions related to contracts until the new board is in place.</p> <p>Director Mohun indicated he does not want to elect a negotiator to begin negotiating a contract; adding that from his perspective, he would not want to extend the CEO's contract. Director Mohun further shared his preference that the negotiations remain in open session until a new Board is elected. Director Mohun requests that agenda item 5F be removed from the Closed Session agenda.</p> <p>Director Kahn called for decision on the pending motion</p>	
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	<p>related to the appointment of Director Sessler as negotiator. Director Kahn confirmed his resignation as negotiator.</p> <p>Prior to recording her vote Director Sessler shared concerns that it will not serve the stability of the organization nor the community to delay the negotiations process though it appears the board is not yet ready to begin the process.</p> <p>OPEN SESSION adjourned at 5:31 p.m.</p>	
<p>5. Closed Session:</p>	<p>The meeting proceeded into closed session at 5:41 p.m.</p>	
<p>B. Approval of closed session minutes of 7/11/14; 7/22/14; 8/12/14; and 8/21/14</p>	<p>Approval of the minutes is deferred to the October meeting.</p>	
<p>C. Health & Safety Code Section 32155: Medical Staff</p>	<p>Discussion was held. Dr. Berta joined the meeting for this agenda item.</p>	
<p>D. Health & Safety Code Section 32106: Trade Secrets – Proposed New Service or Program, Estimated Date of Public</p>	<p>Discussion was held. Representatives from ECG and Corporate Compliance Officer joined the meeting for this agenda item.</p>	



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Disclosure, 4/28/15		
E. Health & Safety Code Section 32155: Quality Report	Discussion was held. Director, Quality & Regulations and joined the meeting for this agenda item.	
F. California Government Code Section 54956.9(d)(2): Exposure to Litigation (2 items)	Discussion was held. Risk & Patient Safety Manager joined the meeting for this agenda item.	
G. Government Code Section 54957.6, Conference with Labor Negotiators regarding Potential Amendment, Extension or Renewal of CEO Employment Agreement	Topic was pulled from the Agenda.	
H. Government Code Section 54957: Chief Executive Officer Annual Performance Evaluation	Discussion was held on a privileged matter.	



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6. Dinner Break	A dinner break was taken at 5:31 p.m.	
7. Open Session Call To Order	Director Mohun called the open session to order at 6:03 p.m.	
PRESENT FOR OPEN SESSION:	<p>Board Members: John Mohun, President; Larry Long, Vice President; Karen Sessler, M.D., Board Secretary; Dale Chamblin, Treasurer;</p> <p>Staff: Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Patricia Barrett, Clerk of the Board</p> <p>Others Present: Steve Gross, Legal Counsel; Gina Barta, M.D., Chief of Staff</p>	
8. Clear The Agenda/Items Not on the Posted Agenda	<p>The agenda was cleared. No changes were made to the posted agenda.</p> <p>At Director. Mohun's requested Item 15. C was moved up on the agenda.</p>	
9. Input Audience	Pete Forni read a memo to the Board related to draft employment contracts. A copy of the memo was provided to the board clerk and will be included for reference as part of the meeting minutes.	
10. Input From Employee Associations	<p>Employee Associations input was asked, but none was offered.</p> <p><i>Opens session recessed at 6:15 p.m.</i></p> <p><i>Open session reconvened at 7:01 p.m.</i></p>	



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<p>11. Medical Staff Report</p>	<p>Dr. Barta gave the Medical Staff Report. Related attachment provided as part of the agenda packet.</p> <p>Dr. Barta shared that a discussion took place at the September MEC meeting related to professionalism expectations and the new policy which will be presented to the Board for approval.</p>	
<p>A. Approval of Medical Staff Consent Agenda</p>	<p>Dr. Barta reported that the Medical Executive Committee discussed and approved the Medical Staff Consent Agenda as presented.</p>	<p><u>It was moved by Director Kahn and seconded by Director Long to approve the Medical Staff Credentials as presented and recommended for approval by the Medical Staff Executive Committee. The motion passed by unanimous vote.</u></p>
<p>12. Consent Calendar:</p> <p>A. Minutes of Meetings of: 7/11/14; 7/22/14; 8/12/14; and 8/21/14</p> <p>B. Financial Report – June 2014</p>	<p>A. Topic removed from the agenda. Approval of the minutes was deferred to the October meeting.</p> <p>B. The August 2014 Financial Report was provided as part of the agenda packet.</p>	<p><u>It was moved by Director Kahn and seconded by Director Sessler to approve Consent Agenda items 12 (B) The motion passed by unanimous vote.</u></p>
<p>13. Executive Officer’s Report</p> <p>A. Chief Executive Officer</p>	<p>A. CEO – Written report provided as part of the Agenda Packet.</p>	



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<p>B. Chief Operating Officer's Report C. Chief Nursing Officer's Report D. Incline Village Community Hospital Administrator's Report E. Chief Information Officer</p>	<p>B. COO – The Board was made aware that since the last meeting TFHD has had a number of successful state surveys including the lab and IVCH. The COO deferred to Mike Ruggiero, Director of Facilities Management, and asked him to provide information related to how TFHD is assisting with the health risk management associated with smoke resulting from area fires. Ted Owens, Director Community Development, provided a review of the community EOC meetings and the school districts plan related to the smoke. The COO shared that TFH and IVH will be recognized by Press Ganey for placing in top 95 percentile on their inpatient survey. IVH was recognized for ER also being in the 95 percentile for the last three years.</p> <p>Tim Garcia Jay was recognized for his work on the recent Cancer Center chamber mixer, and Gail Betz was recognized for her work on contract review related to Fair Market Value assessments.</p> <p>C. CNO – A written report was provided in the agenda packet for review.</p> <p>D. IVCH – A written report was provided in the agenda packet for review.</p> <p>E. CIO – Jake Dorst introduced himself as the new Chief Information Officer and provided background related to his professional experience. The Board welcomed Mr. Dorst to TFHD.</p>	



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<p>14. Presentations/Staff Reports</p>	<p>A. Cancer Center Update presentation pulled from the agenda.</p> <p>B. Rick McConn provided a summary of the June 30 Community Quarterly Report. The project amount not funded by Measure C has been anticipated and when the project fund is fully utilized in 2016, the remaining balance of approximately \$1.9 million will have been accounted for through operations.</p> <p>Mike Geney provided an overview of the Measure C increases. The increases are attributable to a mandate by OSHPD related to the occupancy of various areas of the project. He and McConn have been successful in negotiating some of the requirements. The South building has been permitted.</p> <p>C. Rick McConn provided an overview of the current status of the medical office space. A recommendation was made to approach the medical office space in a similar manner as a facilities space planning process. Process will include the medical and hospital communities, and will be a comprehensive assessment. IVH is not anticipated to be included as part of the assessment.</p>	
<p>A. Cancer Center Update B. Facilities Development Plan Update C. Facilities Medical Office Building Update D. Quarterly Foundation Report E. Quarterly IVH Auxiliary Report F. Quarterly Marketing Report</p>		



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- D. Martha Simon submitted a written report and was available to answer questions. Director Chamblin shared that he and Ms. Simon have been working to gather data related to administrative costs for the foundation. The data has been compiled and findings show that the cost of administration is lower than 29%. The Association of Health Care Philanthropy indicates the average to be 31%. It was noted that the dollars raised by our foundation is exceptional compared to peers. A discussion took place related to using the industry standard reporting for future foundation reports.
- E. Judy Newland, IVCH Administrator, spoke to the commitment and services provided by the Auxiliary for Incline Village. The fundraising golf tournament held the day of the Board meeting was very successful. Director Sessler will provide a personally written thank you note to the auxiliary volunteers.
- F. Paige Thomason, Director of Marketing, presented a written report and was available to answer questions. Ms. Thomason shared that the community health needs assessment would require a separate meeting of the Board during which recommendation will be made and next steps identified. Discussion took place regarding how information is gathered and how it will be shared.



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<p>15. Items for Board Discussion And/ Or Action</p>		
<p>A. Contracts:</p> <ul style="list-style-type: none"> a. Education Agreements <ul style="list-style-type: none"> i. Horthy Springer Education <ul style="list-style-type: none"> 1. Dr. Cooper 2. Dr. Uglum 3. Dr. Skaff 4. Dr. Laine b. Medical Director Agreement – Sleep Center [Dr. Tirdel] c. Interim Physician Designee for Hospice [Dr. Tirdel] d. Electrocardiograms (“EKG Services”) <ul style="list-style-type: none"> i. Dr. Lombard ii. Dr. Ganong e. Medical Directorship for Radiation Oncology [Dr. Palmer] 	<p>Dr. Coll provided a brief overview of the roll of each of the physicians identified to attend the Horthy Springer Education course, indicating the course is a standard course for Med Staff leaders.</p>	<p><u>Motion made by Director Kahn to approve Cooper, Uglum, Skaff & Laine Education Agreement contracts, seconded by Director Long. The motion passed by unanimous vote.</u></p> <p><u>Motion made by Director Chamblin, second by Director Long to approve Medical Director Agreement – Sleep Center [Dr. Tirdel]. The motion passed by unanimous vote.</u></p> <p><u>Motion made by Director Kahn, second by Director Sessler to approve Interim Physician Designee for Hospice [Dr. Tirdel] Agreement. The motion passed by unanimous vote.</u></p>



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		<p><u>Motion made by Director Sessler, second by Director Long to approve Electrocardiograms (“EKG Services”) [Lombard and Ganong] Agreement. The motion passed by unanimous vote.</u></p> <p><u>Motion made by Director Chamblin, second by Director Kahn to approve Medical Directorship for Radiation Oncology [Dr. Palmer] Agreement. The motion passed by unanimous vote.</u></p>



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<p>16. Board Committee Reports/ Recommendations</p>		
<p>A. Personnel Retirement Committee Meeting – 9/17/14 B. Finance Committee Meeting – 9/22/14 C. Governance Committee Meeting – 8/22/14 D. Quality Committee Meeting 9/18/14</p>	<p>A. PERSONNEL RETIREMENT COMMITTEE MEETING – 09/17/14 Committee met with financial advisors to receive a report from Fidelity regarding a request to reduce their fee structure which will result in a savings of approximately \$35k a year. There is at least one fund being recommended for replacement. A Request for Proposal (RFP) is being prepared to identify an investment advisor. The RFP is expected to be published soon.</p> <p>An update related to bargaining unit representation was provided. Approximately 80 employees are not currently represented and options for those employees are being assessed.</p> <p>Policies presented for approval by the Board were reviewed and will appear on the consent agenda of the October meeting.</p> <p>An update on the <i>Best Place To Work And Practice</i> intranet page available to employees was presented to the Committee. An employee survey is under way; a Press Ganey tool is being used for the survey.</p>	



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	<p>Retirement and Personnel committee is an advisory committee. Director Mohun inquired about how the two employment contracts were agendized. It was indicated that the CEO was more comfortable with the Board committee being made aware of the contracts he was intending to sign though no formal action was requested of the Committee. It was confirmed that per Board Policy, the CEO had authority to initiate the agreements.</p> <p>B. FINANCE COMMITTEE MEETING – 9/22/14</p> <p>Director Chamblin provided a summary of the financial report. The CFO provided clarification related to the engagement of Jacobus and anticipated duration. Additional information pertaining to how TFH compares to other like hospitals as it relates to the 25 most common services as reported by OSPHD was reviewed. The CEO shared additional information related to volumes.</p> <p>Dr. Coll commented on work being done by the OR staff in looking at the preop process which would incorporate the CPT code with the preapproval to provide upfront costs as prior to the procedure. A pilot program for surgeries will be rolled out in October to all physicians after the first of the year.</p>	



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	<p>CPT code transparency is identified as an IT innovation for the new CIO to work on.</p> <p>The CFO provided an update on the audit. No audit adjustments are being brought forward by the auditors. The full audit report will be provided at a special meeting of the Board of Directors on October 28 at 3PM.</p> <p>C. GOVERNANCE COMMITTEE MEETING – 8/22/14</p> <p>Director Sessler provided an overview of the August meeting. Meeting agenda focused on governance specific items. ACHD excellence in Governance Program overview provided. Director of Community Development provided background related to participation being part of the ground level best practice</p> <p>The Governance Institute Board Self Assessment tool has been used by the Board over the last several years. The new ACHD tool has been assessed and recommended by the Committee for use by the Board this year. Discussion took place regarding the value in having the current board complete the self assessment prior to departing and having the new board review and discuss the feedback provided. The new Board will meet in</p>	



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	<p>January or February to set goals for the year. Recommendation made to look at an option to including the newly elected board members in a separate survey if possible.</p> <p>The Board provided a general consensus to use the new tool.</p> <p>It was reported that Board orientation binder materials are being reviewed and filtered to create a quick reference guide.</p> <p>D. BOARD WORKSHOP – 9/18/14</p> <p>The Workshop was well attended. All board candidates attended and participated.</p>	



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17. Agenda Input For Upcoming Committee Meetings	Contracts Bi-annual bylaws review Policies Karma Bass materials Bylaws	
18. Items for Next Meeting	-	
19. Board Members Reports/Closing Remarks		
20. Next session		
21. Closed Session Continued, If Necessary	<i>Open Session recessed to Closed Session at 8:57 p.m.</i>	
22. Open Session	Open Session Reconvened 10:12 p.m.	
23. Report of any Reportable Actions Taken in closed session	<u>Report out:</u> <i>By unanimous approval the Board members present voted to reject a program BETA notice of claim number 14-000742.</i>	
24. Adjourn	The meeting adjourned at 10:16 p.m.	

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