



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

| AGENDA ITEM | DISCUSSIONS/CONCLUSIONS | ACTIONS/FOLLOW-UP/<br>RESPONSIBLE PARTY |
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| <b>PRESENT AT MEETING:</b>   | <p><b>Board Members:</b> Roger Kahn, President; John Mohun, Vice President; Larry Long, Treasurer; Karen Sessler, M.D., Secretary; 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; Jayne O’Flanagan, Director, Human Resources; Carl Gerlach, Director, Business Development &amp; Planning; Marsha Schapper, Executive Director, Multi-Specialty Clinics &amp; Managed Care; Michelle Cook, Executive Assistant</p> <p><b>Others:</b> Bill Abalona, Legal Counsel; Richard Rybicki, Legal Counsel; Steve Gross, Legal Counsel</p> |  |
| 1. <b>Call to Order</b>  | Mr. Kahn called the meeting to order at 3:34 p.m.  |  |
| 2. <b>Roll Call</b>  | Roll call reflected that all Board Members were present.   |  |
| 3. <b>Clear the Agenda/Items Not On the Posted Agenda</b>                              | <ul style="list-style-type: none"> <li>• Mr. Kahn:                             <ul style="list-style-type: none"> <li>✓ Cleared the agenda;</li> <li>✓ Announced the items that will be heard in closed session this evening;</li> <li>✓ The Community Development Staff Presentation was pulled from the agenda and will be presented at next month’s Board of Directors Meeting.</li> </ul> </li> </ul>  |  |
| 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 3:36 p.m.   |  |
| <b>A. California Government Code Section 54956.9 (d)(4)</b>                            | Mr. Abalona joined the meeting for this agenda item to discuss a privileged legal matter. Discussion was held.   |  |
| <b>B. California Government Code Section 54956.9(d)(1): Existing Litigation (Santa</b> | Mr. Gross and Ms. O’Flanagan joined the meeting for this agenda item to discuss a privileged legal matter. Discussion was held.  |  |



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| <p>Clara Superior Court – Case # 113CV247959 v TFHD)</p>   |  |   |
| <p><b>C. California Government Code Section 54957.6: Conference with Labor Negotiator(s), Agency Negotiator(s) –Jayne O’Flanagan; Employee Organization(s): TFHD Employees Association of Professionals &amp; TFHD Employees Association</b></p> | <p>Mr. Rybicki and Ms. O’Flanagan joined the meeting for this agenda item to discuss a privileged legal matter. Discussion was held.</p> |   |
| <p><b>D. Health &amp; Safety Code Section 32106: Trade Secrets – Proposed New Service or Program, Estimated Date of Public Disclosure, 9/30/14</b></p>   | <p>Mr. Gerlach and Ms. Schapper joined the meeting for this agenda item. Discussion was held.</p>  |   |
| <p><b>E. Health &amp; Safety Code Section 32106: Trade Secrets – Proposed New Service or Program, Estimated Date of Public Disclosure, 9/30/14</b></p>   | <p>Mr. Gerlach and Ms. Schapper joined the meeting for this agenda item. Discussion was held.</p>  |   |



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| <b>F. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation</b> | No discussion was held.   |   |
| <b>G. Health &amp; Safety Code Section 32155: Medical Staff Credentials</b>                     | Ms. Schnieder joined the meeting for this agenda item. Discussion was held.   |   |
| <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 6:17 p.m.  |   |
| <b>PRESENT FOR OPEN SESSION:</b>  | <p><b>Board Members:</b> Roger Kahn, President; John Mohun, Vice President; Larry Long, Treasurer; Karen Sessler, M.D., Secretary; 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; Carl Gerlach, Director of Planning &amp; Business Development; Terri Schnieder, Medical Staff Director; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Linda Harman, RN, Director, Surgery; Rick McConn, Facilities Director; Jayne O’Flanagan, Human Resources Director; Alex MacLennan, Non-Clinical Educator; Ted Owens, Director, Community Development; Paige Thomason, Director, Marketing &amp; Communications; Marsha Schapper, Executive Director, Multi-Specialty Clinics and Managed Care; Caroline Ford, Executive Director, Wellness Neighborhood; Barb Thomas, Clinical Program Administrator; Kristina Martin, Project Manager; Mike Geney, Consultant; Jeff Rosenfeld, Project Manager; Michelle Cook, Executive Assistant</p> <p><b>Others Present:</b> Steve Gross, Legal Counsel; Jeff Dodd, M.D.; Tim Lombard, M.D.; Robert Chase; Josh Skolnick, M.D.;</p> |   |



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|   | Shawni Coll, D.O.   |   |
| 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. There were none. |   |
| 9. <b>Input – Audience</b>  | Audience input was sought.  |   |
| 10. <b>Input From Employee Associations</b>   | There was no input from the Employee Associations.  |   |
| 11. <b>Medical Staff Report</b><br>A. Department of Medicine: <ul style="list-style-type: none"> <li>• Community Medicine Physician Delineation of Privileges</li> <li>• Neurology Delineation of Privileges</li> <li>• Admission Policy (to include Hospitalist Service)</li> </ul> B. Department of Anesthesia <ul style="list-style-type: none"> <li>• Moderate and Deep Sedation Education Module and Test for Physicians</li> </ul> C. P&T Committee <ul style="list-style-type: none"> <li>• Di Invasive Procedure Orders (Revised)</li> <li>• Parenteral Nutrition Protocol (Revised)</li> </ul> D. Department of OB/Peds <ul style="list-style-type: none"> <li>• C Section Pre Op Orders (Revised)</li> </ul> E. Department of Surgery | Dr. Dodd gave the Medical Staff Report. He reviewed the consent agenda items up for approval.           | <u>It was moved by Dr. Sessler and seconded by Mr. Long to approve items 11(A)-(E). A roll call vote was taken as follows:</u><br><u>Dr. Sessler, Aye,</u><br><u>Mr. Mohun, Aye,</u><br><u>Mr. Long, Aye,</u><br><u>Mr. Chamblin, Aye,</u><br><u>Mr. Kahn, Aye,</u><br><u>Motion carried unanimously.</u> |



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| <ul style="list-style-type: none"><li>Sponges, Sharps, Miscellaneous Items, and Instruments Counts Policy (revised)</li></ul> |                                |   |



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| <p>12. <b>Consent Calendar:</b></p> <ul style="list-style-type: none"> <li>A. Minutes of Meetings of: 7/23/13 and 8/13/13</li> <li>B. Financial Report – Pre-audit June 2013 with Key Indicators</li> <li>C. <b>Contract Renewal with Revisions:</b><br/>Professional Services Agreement - for Robert Chase, M.D. (Otorhinolaryngology)</li> <li>D. <b>New Contracts:</b><br/>Professional Services Agreement for Steven Forner, M.D. (Neurology)</li> </ul> | <p>Mr. Kahn asked if anyone wanted to pull anything from the consent agenda.</p> <ul style="list-style-type: none"> <li>• No items were pulled from the consent agenda.</li> </ul>  | <p><u>It was moved by Mr. Long and seconded by Mr. Kahn to approve agenda items 12(A)-(D).</u><br/><u>A roll call vote was taken as follows:</u><br/><u>Dr. Sessler, Aye,</u><br/><u>Mr. Mohun, Aye,</u><br/><u>Mr. Long, Aye,</u><br/><u>Mr. Chamblin, Aye,</u><br/><u>Mr. Kahn, Aye,</u><br/><u>Motion carried unanimously.</u></p> |
| <p>13. <b>Executive Officer’s Report</b></p> <ul style="list-style-type: none"> <li>A. <b>COO Operations Report</b></li> <li>B. <b>Nursing Report</b></li> <li>C. <b>IVCH Report</b></li> </ul>  | <p>Mr. Schapper had nothing to add to the Chief Executive Officer’s written report;</p> <p>Ms. Razo gave her Chief Operating Officer Report, highlights as follows:</p> <ul style="list-style-type: none"> <li>• She has been involved with employee negotiations;</li> <li>• She continues to meet with Truckee Tahoe Medical Group (TTMG) in a collaborative effort, and together they have been continuing discussions how to prepare the medical community for health reform;</li> <li>• Management prepared a response to Vail’s request for their RFP. The RFP response was shared with TTMG;</li> <li>• Management will work to elevate Vail’s programming and concierge program;</li> <li>• The California Emergency Physicians Medical Group (CEP) appointed Dr. John Swanson as the medical director. He</li> </ul> |   |



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|  | <p>has a strong interest in an elevated program;</p> <ul style="list-style-type: none"> <li>• CEP will drive and dictate the operation plans; the hospital will ensure RFP proposal elements are delivered. The hospital will have a master lease agreement with Vail and a subset lease with CEP. The hospital legal counsel is drafting the proposal for CEP;</li> <li>• Dr. Sessler asked if the hospital's involvement will make the billing cost higher;</li> <li>• Mr. Schapper stated:               <ul style="list-style-type: none"> <li>○ The TTMG compensation levels were a combination of both facility and physician fees, and is consistent with the relations this hospital is engaging with CEP. It is not an assumption that the cost of services were inexpensive there;</li> <li>○ CEP runs urgent care centers and will adjust for this market. There will not be large increases. There will be some differences in fees, but the hospital is not involved with setting fees for the clinics;</li> <li>○ CEP will use TTMG providers and other emergency room providers from the District and Renown. This came by request from Vail;</li> </ul> </li> <li>• Dr. Coll stated that with the healthcare reform changes the area will see a lot of non-insured patients who will now be receiving care in an urgent care, and not the hospital's emergency room. Patients will be treated at a lower cost with higher quality;</li> </ul> <p>Ms. Newland added the following to her written nursing report:</p> <ul style="list-style-type: none"> <li>• She introduced Ms. Karen Gancitano as the new Interim Administrator of Home Health and Hospice;</li> </ul> |  |
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|   | <ul style="list-style-type: none"> <li>Ms. Linda Harman will be attending the Board Quality Committee on behalf of the Nurse Executive Council.</li> </ul>   |  |
| <p>14. Presentations/Staff Reports</p>        |  |  |
| <p><b>A. Renown/Epic EMR Presentation</b></p> | <p>Mr. Schapper stated:</p> <ul style="list-style-type: none"> <li>The District is evaluating potential vendors to stabilize the transition away from our current vendor. The vendor will need to meet the regulator requirements for ICD-10;</li> <li>He introduced both Mr. Chuck Scully, who is the Chief Innovation Officer for Renown Health; and, Mr. Dick Derby, who is the Chief Financial Officer for Barton Memorial Hospital, and the head of the install with the Renown Epic Solution;</li> </ul> <p>Mr. Scully gave a the Renown/Epic EMR Presentation, highlights as follows:</p> <ul style="list-style-type: none"> <li>He explained the Epic install Renown Health completed in conjunction with Barton Memorial Hospital (Barton) and Carson Valley Medical Center (CVMC);</li> <li>The offices are run on Renown’s Epic and SOFTLab. The systems are managed by Renown’s IT staff;</li> <li>They have one shared system – a shared MPI and clinical record, and separate Epic “service areas” for billing;</li> <li>Renown staff manage the hardware, software, and deal with the releases and first level of testing;</li> <li>The challenges Renown dealt with these conversions were California’s regulations, the Critical Access Method 2 Billing, and OR charge by levels versus minutes;</li> <li>He discussed the Barton/CVMC Go-Live issues by priority for the first 12 days. The ticket volume decreased quickly.</li> </ul> |  |



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|  | <p>They have a good mastery of these operations and Barton did very well with their training;</p> <ul style="list-style-type: none"> <li>• The Epic benefits:               <ul style="list-style-type: none"> <li>○ One shared system with one shared patient record; stability of this vendor;</li> <li>○ EPIC only sells to large institutions. They are the number 1 rated product;</li> <li>○ Lower costs and risks - proven integration with third party products. Tahoe Forest Hospital has a similar program set-up to Barton;</li> </ul> </li> <li>• The Epic downsides:               <ul style="list-style-type: none"> <li>○ Epic is not the cheapest vendor;</li> <li>○ In lock step for upgrades and there are modules Renown does not currently run;</li> <li>○ Highly integrated systems demand rigorous testing and change control;</li> <li>○ The contract is not directly with Epic;</li> <li>○ The hospital's training commitment is critical;</li> </ul> </li> <li>• He discussed the estimated costs for the install and maintenance. Additional costs were not included;</li> <li>• Mr. Derby discussed the installation with Barton and CVMC. They went live on May 4, 2013. Their experience was very successful. They operated 24/7 for about a week to monitor all departments. They have operated successfully since this date. He strongly recommends considering this option and this is an opportunity for small hospitals;</li> <li>• Mr. Scully said Renown Health will need to know by November 1, 2013, if the hospital would like to utilize the Epic option. In November, they will need to go through the preliminary training in order to commit for four weeks lead</li> </ul> |  |
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|   | <p>time;</p> <ul style="list-style-type: none"> <li>• He asked if there were any questions. Discussion was held.</li> </ul>   |  |
| <p><b>B. Facilities Development Plan<br/>June 30, 2013 Quarterly<br/>Update</b></p> | <ul style="list-style-type: none"> <li>• Mr. McConn said the Measure C numbers have not changed. They had a little increase in non Measure C numbers because of the general ledger reconciliation;</li> <li>• Mr. Geney said to date the board approved \$86.5 million is on track. The development completed to date is \$71.6 million (83% of the board budget to date). The contingency spent to date is \$4.2 million. The owner/ regulatory scope modifications that qualify for Measure C funding include a \$1.5 million dollar place holder for SNF and Medical Records. The placeholder is for additional tenant improvements for Final Staff Moves (approximately 1.900 square footage) and the fourth LDR at the South Building Birthing Center. The current project under construction are on budget. There are 191 prime contracts for construction issued to date and at present we are working with two contractors regarding change order requests that are in dispute. On the OSHPD permit we are awaiting one permit for the South Building. They are waiting for a successful declassification application. OSHPD wants to know whether the District will continue to allow OSHPD to manage or will the authority of jurisdiction go to the Town of Truckee for the remaining portions of the '66/'52 buildings;</li> <li>• He reviewed the Change Management Cost Summary. The Citizen Oversight Committee (COC) requested this cost summary. The cost summary gives information on the different changes orders on the projects. This will be discussed with the COC. These are all approved change orders and are within the budget.</li> </ul> |  |



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| <p><b>C. Wellness Neighborhood Update</b></p> | <p>Ms. Ford presented the Wellness Neighborhood Update, highlights as follows:</p> <ul style="list-style-type: none"> <li>• She updated the Board on the Wellness Neighborhood activities;</li> <li>• She introduced Ms. Penny Jernberg, who is a graduate intern in public health, and is helping to prepare a data set on the service area. They are also the beneficiary of one of the new under-graduate students from UNR who will work on the Be Fit Program by helping collect data. They are also in discussions with the nursing program with UC Davis;</li> <li>• They received their first award: Tahoe Truckee Future without Drug Dependence- Agency Partner of the Year Award 2012-2013 in appreciation for outstanding vision and support of substance abuse prevention in the Tahoe Truckee area;</li> <li>• Mr. Kahn requested that once Ms. Ford develops her work plan, to present it to the Board. She is also to update the Board quarterly on her progress with the work plan;</li> <li>• Mr. Schapper said Ms. Ford and Mr. Owens have been working collaboratively with Tahoe Truckee Unified School District (TTUSD). He thanked them both for their work;</li> <li>• Mr. Chamblin asked Ms. Ford if she will be benchmarking. He indicated that it would be helpful to quantify how the Wellness Neighborhood activities are measuring up;</li> <li>• Ms. Ford replied that she will be benchmarking by setting rural standards for performance with comparable populations and regions.</li> </ul> |   |
| <p><b>D. Community Development Report</b></p> | <ul style="list-style-type: none"> <li>• Agenda item was pulled and will be presented at next month's Board of Directors Meeting.</li> </ul>  |   |



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| <b>15. Board Committee Reports/<br/>Recommendations</b> |   |  |
| <b>A. Personnel Committee Meeting</b>                   | <p>Mr. Kahn stated:</p> <ul style="list-style-type: none"> <li>• Mr. MacLennan gave a “Best Place to work” presentation at the Personnel Committee Meeting;</li> <li>• Human Resources will be meeting with a random set of employees and will be measuring the goals. They will have a system wide survey in spring to measure against the benchmarks.</li> </ul>  |  |
| <b>B. Finance Committee Meeting</b>                     | <p>Mr. Long stated:</p> <ul style="list-style-type: none"> <li>• The Finance Committee reviewed the June pre-audit numbers and the numbers were slightly improved from the previous month;</li> <li>• They were given a Revenue Cycle Plan update and the Business Office is making progress;</li> </ul> <p>Ms. Betts stated:</p> <ul style="list-style-type: none"> <li>• The Medi-Cal supplemental reimbursement of \$1.1 million and the 2013 Medicare cost report and payable helped the EBIDA line increase;</li> <li>• The investment in SOLFT never came to fruition and was carried as an asset on the books;</li> <li>• They are seeing some stability in the revenue cycle. The AR is staying the same. They did some retraining on the registration process;</li> <li>• The committee talked about changes in the GASB Regulations and in the final audited numbers;</li> <li>• Ms. Chasseur mentioned the rules changed for the amortization for cost of issuance with the bond. They are requiring this be written off as expense on the balance sheet. There will be a hit on the income statement. This had</li> </ul> |  |



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|  | <p>not been discussed at Finance Committee;</p> <ul style="list-style-type: none"> <li>• They are assessing the Truckee Surgery Center to see if the asset has a lesser value; if it is not representing the market value, they will find out if an adjustment needs to be made. They are working with Matson and Isom on this issue;</li> <li>• The auditors were impressed by how smoothly the audit had been with the hospital going through a conversion. She reminded everyone to thank Ms. Chasseur for her work with the audit.</li> </ul> |  |
| <p><b>C. Governance Committee Meeting</b></p>  | <p>Dr. Sessler said the Governance Committee met this afternoon and approved two contracts that were approved earlier tonight on the consent agenda.</p>  |  |
| <p><b>16. Items for Board Discussion And/Or Action</b></p>   |   |  |
| <p><b>A. Appoint the Administrative Director of Home Health and Hospice for Daily Operations</b></p> | <p>Ms. Newland said the federal regulations require the governing body to appoint the Administrative Director of Home Health and Hospice. She recommended the Board appoint Ms. Karen Gancitano.</p>  | <p><u>It was moved by Dr. Sessler and seconded by Mr. Kahn to appoint Ms. Karen Gancitano as the Administrative Director of Home Health and Hospice for Daily Operations.</u><br/><u>A roll call vote was taken as follows:</u><br/><u>Dr. Sessler, Aye,</u><br/><u>Mr. Mohun, Aye,</u><br/><u>Mr. Long, Aye,</u><br/><u>Mr. Chamblin, Aye,</u><br/><u>Mr. Kahn, Aye,</u><br/><u>Motion carried unanimously.</u></p> |
| <p><b>B. Appoint for Home Health Professional Advisory Group</b></p>                                 | <p>Ms. Newland recommended the Board appoint Ms. Karen Gancitano as the Administrative Director for the Home Health</p>   | <p><u>It was moved by Dr. Sessler and seconded by Mr. Kahn to</u></p>  |



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| <p><b>Administrative Director</b></p>   | <p>Professional Advisory Group.</p>   | <p><u>appoint Ms. Karen Gancitano as the Administrative Director of Home Health and Hospice for Daily Operations.</u><br/> <u>A roll call vote was taken as follows:</u><br/> <u>Dr. Sessler, Aye,</u><br/> <u>Mr. Mohun, Aye,</u><br/> <u>Mr. Long, Aye,</u><br/> <u>Mr. Chamblin, Aye,</u><br/> <u>Mr. Kahn, Aye,</u><br/> <u>Motion carried unanimously.</u></p>   |
| <p><b>C. Appoint for Hospice – Responsible Party for the Operations of the Quality Assessment and Performance Improvement Program</b></p> | <p>Ms. Newland recommended the Board appoint Ms. Karen Gancitano as the Hospice – Responsible Party for the Operations of the Quality Assessment and Performance Improvement Program.</p> | <p><u>It was moved by Dr. Sessler and seconded by Mr. Kahn to appoint Ms. Karen Gancitano as the Administrative Director of Home Health and Hospice for Daily Operations.</u><br/> <u>A roll call vote was taken as follows:</u><br/> <u>Dr. Sessler, Aye,</u><br/> <u>Mr. Mohun, Aye,</u><br/> <u>Mr. Long, Aye,</u><br/> <u>Mr. Chamblin, Aye,</u><br/> <u>Mr. Kahn, Aye,</u><br/> <u>Motion carried unanimously.</u></p> |
| <p><b>D. Interim Appointment of a Board Member for Truckee Surgery Center, LLC</b></p>  | <p>Mr. Schapper recommended the Board appoint Ms. Betts as an Interim Board Member for the Truckee Surgery Center, LLC.</p>   | <p><u>It was moved by Mr. Long motioned and Mr. Chamblin seconded to appoint Ms. Betts as an Interim Board Member for</u></p>   |



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|  |   | <p><u>the Truckee Surgery Center, LLC.</u><br/> <u>A roll call vote was taken as follows:</u><br/> <u>Dr. Sessler, Aye,</u><br/> <u>Mr. Mohun, Aye,</u><br/> <u>Mr. Long, Aye,</u><br/> <u>Mr. Chamblin, Aye,</u><br/> <u>Mr. Kahn, Aye,</u><br/> <u>Motion carried unanimously.</u></p> |
| <p>16. <b>Agenda Input For Upcoming Committee Meetings</b></p>             | <ul style="list-style-type: none"> <li>• None</li> </ul>  |  |
| <p>17. <b>Items for Next Meeting</b></p>                                   | <ul style="list-style-type: none"> <li>• Community Development Report</li> <li>• The Board moved the Regular Board Meeting on Tuesday, October 22, 2013 to Monday, October 23, 2013.</li> <li>• Special Meeting of the Board of Director's on October 28, 2013</li> </ul> |  |
| <p>18. <b>Board Members Reports/Closing Remarks</b></p>                    | <p>There were no closing remarks.</p>   |  |
| <p>19. <b>Closed Session Continued, If Necessary</b></p>                   | <p>The meeting reconvened into closed session at 9:26 p.m.</p>  |  |
| <p>20. <b>Open Session</b></p>   | <p>The meeting reconvened into open session at 11:00 p.m.</p>   |  |
| <p>21. <b>Report of any Reportable Actions Taken in closed session</b></p> | <p>Mr. Kahn reported that in closed session</p>   |  |
| <p>22. <b>Adjourn</b></p>  | <p>The meeting adjourned at 11:01 p.m.</p>  |  |

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