



SPECIAL MEETING OF THE BOARD OF DIRECTORS

MINUTES

Thursday, January 8, 2015 at 2 p.m.
Tahoe Truckee Unified School District (TTUSD) Office
11603 Donner Pass Rd, Truckee, CA

1. **CALL TO ORDER**

The meeting was called to order at 1:02 p.m.

2. **ROLL CALL**

Board: Karen Sessler, President; Chuck Zipkin, Vice President; Greg Jellinek, Secretary; Dale Chamblin, Treasurer; John Mohun, Director

Staff: Robert Schapper, Chief Executive Officer; Virginia Razo, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Jayne O'Flanagan, Director Human Resources; Patricia Barrett, Clerk of the Board

Other: Steve Gross, General Counsel

3. **CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**

No changes made.

4. **INPUT – AUDIENCE**

Director of Community Development, Ted Owens, introduced Tom Gemma with the Tahoe Truckee Unified School District and thanked him and Superintendent Leary for their assistance and support of the Hospital District in a transitioning to live streaming meetings at the School District location.

5. **INPUT FROM EMPLOYEE ASSOCIATIONS**

None provided.

6. **ITEMS FOR BOARD DISCUSSION AND/OR ACTION**

6.1. Election of Board Officers

Election of the 2015 President of the Tahoe Forest Board of Directors took place as the first order of business. Director Mohun provided a summary of the process.

Director Chamblin nominated Director Sessler for Board President; nomination seconded by Director Jellinek.

Director Mohun nominated Director Chamblin for Board Chair; no second.

Director Sessler elected to the position of President of the Board by unanimously consent.

New President of the Board of Directors, Sessler, called for nominations for Board Vice President. Director Mohun elected Director Chamblin as Vice President; nomination seconded by Director Jellinek. Director Chamblin nominated Director Zipkin; nomination seconded by Director Sessler. Director Chamblin declined his nomination indicating he felt he could better serve the Board/District as Finance Chair.

ACTION: Motion made by Director Chamblin, seconded by Director Zipkin, to elect officers as follows:

- **President:** Karen Sessler, M.D.
- **Vice President:** Charles Zipkin, M.D.
- **Secretary:** Greg Jellinek, M.D.
- **Treasurer:** Dale Chamblin

Motion passed unanimously.

6.1.1. Appointment of Board Committees

The newly elected President of the Tahoe Forest Hospital District Board of Directors appointed directors to board committees and designate board committee chairs for the 2015 term.

ACTION: Appointments were made as follows:

Finance Committee: Chamblin (*Chair*) / Jellinek
Personnel Committee: Zipkin (*Chair*) / Chamblin
Community Benefit: Zipkin (*Chair*) / Sessler
Quality Committee: Jellinek (*Chair*) / Mohun
Governance Committee: Sessler (*Chair*) / Jellinek

Med Tech: Mohun / Jellinek
Citizen’s Oversight Committee: Chamblin / Jellinek
IVCH Foundation: Zipkin
Tahoe Forest Foundation: Chamblin
Bioethics: Zipkin
TIHIR: Sessler
Joint Conference: Sessler / Mohun
Orthopedic Advisory Committee: Mohun
Wellness: With addition of Board Community Benefit Committee, this ad hoc committee is no longer needed

6.1.2. Annual Designation of Board Representative to Medical Executive Committee

ACTION: Board President Sessler designated as the Board representative to the Medical Executive Committee for the 2015 term.

6.2. New Board Meeting Location Training

Director of Community Development provided an overview of the training outlined being provided related to the new meeting location. A printed outline was provided to the Board for reference.

Instruction on use and locations of the cameras and microphones was provided.

It was noted that the President of the Board will need to facilitate meetings a bit more formally to ensure comments can be recorded clearly.

Background was provided related to the function of the videographer.

Discussion took place regarding the steps being taken to notify the community of the availability of the live streamed meetings and availability of archive video of past meetings.

District Counsel joined the meeting at 2:32 p.m.

6.3. 2015 Board Goals

Director Sessler provided background related to the Board Self Assessment survey and importance of identifying board goals before getting too far into the year.

Director Jellinek shared public comment received during the election regarding the perception of board isolation from the community.

Director Zipkin expressed an interest in discussing the idea of holding separate community informational meetings with two board members present, giving consideration to holding board meetings at other locations within the District, and opportunity for discussion regarding the addition of community members as non-voting members of board committees.

Discussion took place regarding the benefit of identifying a Public Information Officer for the District to assist with marketing and communication to the community.

Director Chamblin expressed an interest in further investigating diagnostic imaging and competitive pricing with Reno.

Director Mohun encouraged the Board to capitalize on education and informational resources available to district hospital boards in California. Director Mohun identified compliance as a topic of concern for further discussion, along with reviewing labor expenses and engagement hospital staff.

Additional topics identified for consideration relate to the community health improvement plan and building/repairing community trust.

Discussion took place regarding the need to assess board committee meeting frequency and how to improve the flow of information from the committees to the full board.

Director Mohun indicated there may be a need to focus on mission and vision and determine if they need to be updated or re-evaluated.

Director Jellinek recognized TFH for the care he received during a recent admission to the hospital.

Discussion took place regarding what the Board can do to improve the Community's perception of the Board. Discussion took place regarding the use of social media to assist with marketing and community communication.

The need for ongoing compliance education for the organization was noted.

Discussion took place regarding communication made on behalf of the board. It was noted that it is important to have a consistent party line. District Counsel referenced the Board's Manner of Governance policy which indicates that the Board President is primarily the spokesperson for the board. Board members may speak on behalf of themselves but need to bring questions/comments back to the Board for discussion before a response on behalf of the Board can be made.

A Board retreat will be scheduled in late February or early March to gain consensus related to goals and priorities for the year.

Dr. Shawni Coll requested to have medical staff involved in the mission / vision work.

Discussion took place regarding the process by which items are agendaized and identified for open or closed session. It was noted that the Brow Act is very specific as to what items can be discussed in closed session.

Director Mohun raised concerns with current closed session items and how they were agendaized. Discussion took place between District Counsel and Director Mohun regarding process of identifying items in closed session.

Director Sessler, redirected conversation to the agenda topic related to Board goals.

7. INPUT – AUDIENCE

Director Mohun expressed issue with the item listed as exposure to litigation on the closed session agenda. District Counsel explained the topic is fashioned and worded in accordance with the safe harbor language as provided by the Brown Act. General Counsel provided background and purpose behind the guidelines around these items.

Director Sessler reaffirmed that the Board will move forward with how the agenda is prepared today.

Clarification provided as to how the report out occurs following closed session.

Mark Spohr from Tahoe City spoke to closed session item 8C. Shared this meeting has been a bad start in responding to the community's request for transparency, expressing that topics should not be on a short noticed special meeting agenda. This has been one of the major bones of contention with the community. If the Board is considering continuing M. Schapper's contract, it needs to involve full community participation. New leadership is needed to lead the hospital with a focus on basic needs.

Dr. Shawni Coll addressed closed session item 8C. On behalf of the TFH medical staff (28 names confirmed) expressing support for the involvement/inclusion of the medical staff in the hiring process from start to finish if a decision is made to pursue recruitment of a new CEO.

Dr. Jensen spoke on behalf of TTMG related to item 8A. TTMG has put together a purchase of the medical office building (MOB) suite 360. The purchase of the space allows TTMG to expand to meet increased need where as the Hospital District has various real estate spaces for possible expansion. The MOB is unique in that individual physicians can be property owners. Requests the Board allow TTMG to purchase the space.

Dr. Kamenetsky addressed the board, indicating the current Administration has been instrumental in numerous ways in supporting a radiology practice in our community; noting the difficulty in attracting qualified radiologist to the area.

Dr. Tad Laird, North Tahoe Radiology Group commended the new Board on the manner in which they have started their tenure. Dr. Laird shared that the he was enticed to come to TFHD from St. Mary's as it provided an opportunity to work with a stable administration and his ability to provide a high level of practice. Dr. Laird offered to participate in the discussion related to competitive radiology discussion as noted by Director Chamblin.

Director Mohun addressed Dr. Spohr's comments related to the CEO's contract. Director Mohun requested General Counsel to explain why the CEO's performance can be agendized in closed session of a special meeting based on the recent changes to the Brown Act. District Counsel clarified the changes to the Brown Act and confirmed the appropriateness the topics as agendized.

Director Chamblin shared that he and Director Jellinek met with Dr. Jensen of TTMG at the MOB and are focused on identifying a win-win solution for all the parties.

Meeting adjourned at 4:05 p.m. to the Tahoe Forest Health System Foundation Conference Room at 10976 Donner Pass Rd, Truckee, CA for Closed Session.

It was noted that report out from closed session will occur at the Foundation location.

Closed session set to commence at 4:30 p.m. at the Foundation office location.

8. CLOSED SESSION:

Discussion held on privileged matters.

9. OPEN SESSION

Open session reconvened 8:10 p.m.

10. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

ACTION: The Tahoe Forest Hospital District Board of Directors, by unanimous vote, elected to waive right of first refusal to purchase unit/suite 360 of the Tahoe Forest Medical Building.

11. ITEMS FOR NEXT MEETING

No items identified.

12. BOARD MEMBERS' REPORTS/CLOSING REMARKS

No closing remarks.

13. NEXT MEETING DATE

The next regularly scheduled meeting of the Board of Directors will take place on February 24, 2015.

14. MEETING EFFECTIVENESS ASSESSMENT

None.

15. ADJOURN

Meeting adjourned at 8:12 p.m.