



# SPECIAL MEETING OF THE BOARD OF DIRECTORS OF TAHOE FOREST HOSPITAL DISTRICT

## MINUTES

Monday, April 13, 2015 at 9:30 a.m.

Eskridge Conference Room,  
Tahoe Forest Hospital, 10121 Pine Avenue, Truckee, CA

### 1. CALL TO ORDER

Director Zipkin called the meeting to order at 9:30 a.m.

### 2. ROLL CALL

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

Absent: Karen Sessler, President;

Staff: Virginia Razo, *Interim* Chief Executive Officer; Crystal Betts, Chief Financial Officer; Judy Newland, Chief Nursing/Operations Officer; Jayne O'Flanagan, Chief Human Resources Officer; Patricia Barrett, Clerk of the Board

### 3. CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA ◆

No changes.

### 4. INPUT – AUDIENCE

Russ Anderson, with CB imaging; a provider of healthcare service for rural hospitals in northern Nevada. Mr. Anderson shared his concerns related to numbers received from the State of California related to how TFHD is performing; specific concern noted related to personnel expenses.

### 5. INPUT FROM EMPLOYEE ASSOCIATIONS

None.

Open Session recessed at 9:37 a.m.

### 6. CLOSED SESSION:

#### 6.1. **Government Code Section 54957: Consideration of Internal Candidates for Position of Interim Chief Executive Officer and possible appointment of Interim Chief Executive Officer**

Discussion held on a privileged matter.

**Meeting recessed at 10:52 a.m.**

### 7. OPEN SESSION

Open Session reconvened at 10:57 a.m.

### 8. ITEMS FOR BOARD DISCUSSION AND POSSIBLE ACTION

**8.1. Leadership Transition Plan**

- 8.1.1. Consideration of Internal Candidates for Position of Interim Chief Executive Officer and possible appointment of Interim Chief Executive Officer

***Report out from Closed Session:***

*The Board, by unanimous vote of those Board members present, approved the appointment of Jake Dorst, Chief Information/Innovation Officer as the interim Chief Executive Office effective May 2, 2015r.*

8.1.2. **Consideration of Authorizing Engagement with Outside Firm for Chief Executive Officer Interim Placement and Position Recruitment**

Director Zipkin indicated that the search for the long term CEO will occur simultaneously with that of the interim CEO. Internal candidates who submitted applications in response to the Interim CEO position were thanked for their willingness to put their hat in the ring.

The Chief Human Resources Officer (CHRO) provided an overview of the three search firms considered at the last meeting of whom BE Smith and HFS Consultants remain under consideration. A review of the estimated expenses for each of the search firms under consideration was provided.

Discussion took place regarding the services offered by each of the two remaining firms along with a review of existing associations with THFD.

The CHRO indicated that there is a possibility of engaging HFS Consultants on a negotiated flat fee basis rather than with a percentage of CEO compensation.

It was agreed that the search for a long term CEO will commence immediately.

**ACTION: Motion made by Director Zipkin, seconded by Director Mohun, to engage HFS Consulting to conduct a recruitment of Chief Executive Officer. Roll call vote taken; Director Sessler absent. Approved unanimously by those Board members voting.**

The topic of CEO Search will be agendaized each month in order to provide the Board and public an update.

Discussion took place regarding the use of a search advisory committee. The CHRO recommends a search committee made up of the two Board Personnel Committee members (Chamblin/Zipkin as co-chair), CHRO, CIO, CFO, CNO, Dr. Shawni Coll, Dr. Jeffrey Dodd, a Foundation or community member, Director Community Development and EA and EAP representatives.

An informational report will be provided by this advisory committee each month

A snapshot of the process was provided:

- First three months – work with committee and spread word on candidates/initial screening
- Candidate pool narrowed to three (+) candidates. Schedule meeting of search advisory committee for candidate review.
- Top candidates visit with spouse
- Final candidates interviewed by the board, physician leadership, dinner with individual board member.

The full Board will be involved in the selection decision, offer, and negotiations.

### **8.2. Consideration of Initiating Request for Proposal related to General Counsel Services**

Dr. Larry Heifetz inquired as to why the District needs to search for another firm. He objects to expending the cost for another firm and incurring additional costs associated with engaging a firm from outside the District.

Director Jellinek responded that the components in favor of continuing with Porter Simon are also negatives and the District Counsel needs to remain objective and not be too close to the District.

Director Mohun indicated that the District needs to reshuffle the deck every so often. Addressing concerns related to increased expense, Director Mohun stated that a lot of appearances can be made telephonically or not at all. Director Mohun believes it is in the best interest of the District to conduct an RFP.

Director Jellinek indicated that legal counsel is required to provide an objective opinion and with counsel close to the community there is more likely to be an influence of the subjective components.

Community member, Jack Armstrong, reminded the Board that “law is blind” and having local counsel impairs the ability to remain objective.

The CFO noted that an RFP process to evaluate various firms allows opportunity to consider who is best for the Board and it is important to evaluate representation on an ongoing basis.

Dr. Heifetz shared that the Board has important things to focus on and to keep getting sidetracked on things that are not as important is not in the best interest of the District. There is a need to focus on other community issues (i.e. youth suicides).

Director Zipkin indicated that the RFP will not detract from these other important community issues.

It was confirmed that any legal counsel, including Porter Simon, can submit a response to the RFP for consideration.

**ACTION: Motion made by Director Zipkin, seconded by Director Jellinek, to begin the process for Request for Proposal (RFP) for District General Counsel. . Roll call vote taken; Director Sessler absent. Approved unanimously by those Board members voting.**

9. CLOSED SESSION CONTINUED, IF NECESSARY
10. OPEN SESSION
11. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS
12. ITEMS FOR NEXT MEETING
13. BOARD MEMBERS REPORTS/CLOSING REMARKS
14. MEETING EFFECTIVENESS ASSESSMENT
  
15. ADJOURN  
Meeting adjourned at 11:18 a.m.