

Board Retreat

Tuesday, October 6, 2015 at 8:00 a.m.
Cedar House Sport Hotel – Cervino Room
10918 Brockway Road, Truckee, CA 96161

1. CALL TO ORDER

Meeting called to order at 8:06 a.m.

2. ROLL CALL

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

Staff: Jake Dorst, Interim Chief Executive Officer; Crystal Betts, Chief Financial Officer; Judy Newland, Chief Nursing/Operations Officer; Martina Rochefort, Clerk of the Board; Ted Owens, Director of Governance, Government Affairs & Community Development; Dr. Shawni Coll, D.O.; Karen Gancitano, Executive Director - Post Acute Services; Tim Garcia-Jay, Executive Director - MSC; Gayle McAmis, MSC Business Office; Paige Thomason, Director of Marketing

Other: Lisa Toutant, elte

3. INPUT – AUDIENCE

None.

4. RETREAT ITEMS FOR BOARD DISCUSSION

4.1. Introduction

Retreat facilitator, Lisa Toutant, gave an introduction and brief overview of the retreat agenda.

Director Jellinek joined the Meeting at 8:10 a.m.

4.2. ECG – Physician Alignment Presentation

Dr. Shawni Coll introduced Darin Libby and Krista Fakoory of ECG Management Consultants.

ECG gave the Board a presentation on the dynamics of Physician-Hospital Alignment.

ECG presented the following Key Objectives:

- Understand the impetus for healthcare delivery system changes and the various integration and alignment options being implemented across the country.
- Evaluate how various alignments structures will fit with TFHS goals and resources, as well as local market dynamics.
- Determine a preferred physician alignment strategy.
- Gain consensus among TFHD and community physicians on the preferred alignment.

ECG's presentation highlighted why alignment was happening, the motivation for physicians to seek tighter alignment with hospitals, the significant role physicians play in the creation or loss of value in healthcare delivery systems and the benefits of alignment.

ECG reviewed different types of Physician Alignment Models.

Director Sessler requested copies of ECG's presentation be made available to Board Members.

Phase One of ECG's work will be on the vision and objectives, as well as, a review of the different models. The next step for ECG will be to hold two additional steering committee meetings and will develop a proposed alignment model in approximately 30 days.

Meeting recessed at 10:21 a.m.

Meeting reconvened at 10:32 a.m.

4.3. California Hospital Council Presentation

Director of Governance and Community Benefit introduced guest speakers Brian Jensen of California Hospital Council and Peggy Wheeler of California Hospital Association.

California Hospital Council provided a summary of the various challenges hospitals in Northern California are facing.

A summary of upcoming initiatives and legislation as well as their implications was presented. Highlights included the End of Life bill signed by the Governor on October 5, 2015 and an upcoming bill the Governor will sign regarding meal period waivers.

Discussion took place about future physician recruitment.

Meeting recessed at 11:59 a.m.

Meeting reconvened at 12:35 p.m.

4.4. Board Revisit of SWOT Analysis

The Board worked with the facilitator to identify their strengths, weaknesses, opportunities and threats (SWOT) as a Board.

Meeting recessed at 1:48 p.m.

Meeting reconvened at 2:06 p.m.

The Board reviewed the goals and priorities they set at the Board Retreat in March 2015.

Michael Colantuono joined the meeting at 2:18 p.m.

Discussion took place on each goal and its respective tactics, whether or not tactics should be added or improved to complete the goal, and whether the goal was being or had been already been accomplished.

Crystal Betts departed the meeting at 2:43 p.m.

Discussion took place about the Board using JUST culture as a tool to deal with problems.

Meeting recessed at 3:23 p.m.

Meeting reconvened at 3:40 p.m.

4.5. **Board Order & Decorum Follow Up**

General Counsel Michael Colantuono reviewed the “Making Meeting Manageable” presentation he gave to the Board at their retreat in March 2015.

General Counsel reviewed Guidelines for Board Conduct, as well as, the following sections from the Board’s Governance documents: Goal, Manner of Governance, Chairperson’s role and Role of Directors.

Practice Tips

- Don’t stump or surprise staff or each other.
- Don’t attack staff or each other.
- Value open communications; listen deeply.
- Be prepared for Board and Committee meetings.
- Maintain your commitment to civility.

Suggestions

- Give report out of closed session every meeting to ritualize disclosure.
- Consider possibly splitting closed and open sessions into two meetings.
- Invite ethics into the room.

4.6. **Confidential Information and Document Management**

Discussion took place regarding the types of confidential documentation the Board may have access to and protection of the District’s interests.

Crystal Betts returned to the meeting at 4:13 p.m.

The Board discussed how they would like to manage and receive confidential information and directed the Governance Committee to develop a policy regarding dissemination of confidential information.

Board members can abstain during voting.

General Counsel suggested tools for the Board to manage dialogue at meetings.

General Counsel advised adding to standard text of public comment to add line at end of “staff or board members can respond briefly to issues raised in public comment.”

Discussion took place on General Counsel's conflict of scheduling for TFHD Board of Directors Meetings. Staff was directed to work on potential new dates for board meetings.

5. MEETING EFFECTIVENESS ASSESSMENT

No discussion occurred on this matter.

6. PUBLIC COMMENT

None.

7. ADJOURN

Meeting adjourned at 5:13 p.m.