



# REGULAR MEETING OF THE BOARD OF DIRECTORS MINUTES

Thursday, April 26, 2018 at 4:00 p.m.  
Tahoe Truckee Unified School District  
11603 Donner Pass Road, Truckee, CA 96161

## 1. CALL TO ORDER

Meeting was called to order at 4:01 p.m.

## 2. ROLL CALL

Board: Dale Chamblin, Board President; Randy Hill, Vice President; Charles Zipkin, M.D., Treasurer; Alyce Wong, Secretary; Mary Brown, Board Member

Staff in attendance: Harry Weis, Chief Executive Officer; Judy Newland, Chief Operating Officer; Matt Mushet, In-House Counsel; Martina Rochefort, Clerk of the Board

Other: David Ruderman, Assistant General Counsel; Jim Hook of The Fox Group

## 3. DELETIONS/CORRECTIONS TO THE POSTED AGENDA

No changes were made to the agenda.

## 4. INPUT AUDIENCE

No public comment was received.

Open Session recessed at 4:02 p.m.

## 5. CLOSED SESSION

### 5.1. Conference with Legal Counsel; Initiation of Litigation (Gov. Code § 54956.9(d)(4))

*Number of Potential Cases: One (1)*

Discussion was held on a privileged item.

### 5.2. Hearing (Health & Safety Code § 32155)

*Subject Matter: First Quarter 2018 Corporate Compliance Report*

*Number of items: One (1)*

Discussion was held on a privileged item.

### 5.3. Conference with Legal Counsel; Anticipated Litigation (Gov. Code § 54956.9(d)(2) & (d)(3))

*A point has been reached where, in the opinion of the Board on the advice of its legal counsel, based on the below-described existing facts and circumstances, there is a significant exposure to litigation against the District. Number of Potential Cases: One*

*Receipt of Claim pursuant to Tort Claims Act or other written communication threatening litigation (copy available for public inspection in Clerk's office). (Gov. Code 54956.9 (e)(3))*

*Name of Person Threatening Litigation: Jessica Dias*

Discussion was held on a privileged item.

**5.4. Conference with Legal Counsel; Anticipated Litigation (Gov. Code § 54956.9(d)(2) & (d)(3))**

*A point has been reached where, in the opinion of the Board on the advice of its legal counsel, based on the below-described existing facts and circumstances, there is a significant exposure to litigation against the District. Number of Potential Cases: One*

*Receipt of Claim pursuant to Tort Claims Act or other written communication threatening litigation (copy available for public inspection in Clerk's office). (Gov. Code 54956.9 (e)(3))*

*Name of Person Threatening Litigation: Ian Barton*

Discussion was held on a privileged item.

**5.5. Hearing (Health & Safety Code § 32155)**

*Subject Matter: 2017 Annual Quality Assurance/Performance Improvement Report*

*Number of items: One (1)*

Discussion was held on a privileged item.

**5.6. Conference with Legal Counsel; Existing Litigation (Gov. Code § 54956.9(d)(1))**

*The District Board finds, based on advice from legal counsel, that discussion in open session will prejudice the position of the local agency in the litigation.*

*Name of Cases: Tahoe Forest Hospital Employees Association v. Tahoe Forest Hospital District and Tahoe Forest Hospital Employees Association of Professionals v. Tahoe Forest Hospital District*

*Name of Parties/Claimants: Tahoe Forest Hospital Employees Association and Tahoe Forest Hospital Employees Association of Professionals*

*PERB Case No.: –IR No. 742 (SA-CE-1048-M)*

Discussion was held.

**5.7. TIMED ITEM – 5:30PM – Hearing (Health & Safety Code § 32155) ◆**

*Subject Matter: Medical Staff Credentials*

Discussion was held on a privileged item.

**5.8. Report Involving Trade Secrets (Health & Safety Code § 32106)**

*Discussion will concern: potential new service*

*Estimated date of disclosure: April 2019*

Item was continued until later in the meeting.

**5.9. Conference with Legal Counsel; Initiation of Litigation (Gov. Code § 54956.9(d)(4))**

*Number of Potential Cases: One (1)*

Item was continued until later in the meeting.

**5.10. Approval of Closed Session Minutes ◆**

*03/22/2018 (Regular Meeting), 03/22/2018 (Special Meeting)*

Discussion was held on a privileged item.

**6. DINNER BREAK**

**7. OPEN SESSION – CALL TO ORDER**

Open Session reconvened at 6:21 p.m.

**8. REPORT OF ACTIONS TAKEN IN CLOSED SESSION**

General Counsel reported that the board heard items 5.1.-5.7. and item 5.10. There was no reportable action on items 5.1.-5.4. Item 5.5 was approved on a 5-0 vote. There was no reportable action on item 5.6. Items 5.7. and 5.10. were approved on a 5-0 vote. Items 5.8. and 5.9. were continued to later in the meeting.

**9. DELETIONS/CORRECTIONS TO THE POSTED AGENDA**

No changes were made to the agenda.

**10. INPUT – AUDIENCE**

No public comment was received.

**11. INPUT FROM EMPLOYEE ASSOCIATIONS**

No public comment was received.

**12. ACKNOWLEDGMENTS**

**12.1.** Jessica Dias was named April 2018 Employee of the Month.

**12.2.** Jake Dorst named on Becker’s 2018 CIOs to Know list.

**12.3.** National Volunteer Week was April 15-21.

**12.4.** National Nurses Week is May 6-12.

**12.5.** National Hospital Week is May 6-12.

**13. CONSENT CALENDAR**

These items are expected to be routine and non-controversial. They will be acted upon by the Board without discussion. Any Board Member, staff member or interested party may request an item to be removed from the Consent Calendar for discussion prior to voting on the Consent Calendar.

**13.1. Approval of Minutes of Meetings**

**13.1.1.** 03/20/2018

**13.1.2.** 03/22/2018 (Regular Meeting)

**13.1.3.** 03/22/2018 (Special Meeting)

**13.2. Financial Reports**

**13.2.1.** Financial Report – March 2018

**13.3. Staff Reports**

**13.3.1.** CEO Board Report

**13.3.2.** COO Board Report

**13.3.3.** CNO Board Report

**13.3.4.** CIIO Board Report

**13.3.5.** CMO Board Report

**13.4. Contracts**

**13.4.1.** Mark Wainstein, M.D. – Professional Services Agreement

**13.4.2.** Mark Wainstein, M.D. – Physician Recruitment Agreement

**13.4.3.** Jonathan Hagen, M.D. – Professional Services Agreement

**13.4.4.** Jonathan Hagen, M.D. – Physician Recruitment Agreement

**13.5. Policy Review**

**13.5.1.** ABD-04 Board of Directors Qualifications

**13.5.2.** ABD-18 New Program and Services

**13.6. Employee Associations**

**13.6.1.** Employees Association (EA) Affiliation Election Results

**13.6.2.** Employees Association of Professionals (EAP) Affiliation Election Results

Director Zipkin pulled item 13.5.2 and Director Wong pulled item 13.5.1.

No public comment was received.

**ACTION:** Motion made by Director Hill, seconded by Director Brown, to approve the Consent Calendar excluding Item 13.5.1 and 13.5.2.

**AYES:** Directors Brown, Wong, Zipkin, Hill and Chamblin

**Abstention:** None

**NAYS:** None

**14. ITEMS FOR BOARD DISCUSSION**

**14.1. Board Education – Corporate Compliance/HIPAA Training**

Jim Hook of The Fox Group provided board members with training on the District’s Corporate Compliance Program and HIPAA.

**14.2. Telemedicine Presentation**

Harry Weis, CEO, presented on telemedicine.

**14.3. Strategic Planning Update**

The Board of Directors received an update on the Strategic Planning process.

**15. DISCUSSION OF CONSENT CALENDAR ITEMS PULLED, IF NECESSARY**

Discussion was held on item 13.5.2.

The Board asked for the following two revisions to be made:

-In Policy, item D, strike “In general” and replace with “At the discretion of the Board”.

-In Policy, item D, strike “will” in two places and replace with “may”.

**ACTION:** Motion made by Director Zipkin, seconded by Director Hill, to approve item 13.5.2 from the Consent Calendar with the changes noted above.

**AYES:** Directors Brown, Wong, Zipkin, Hill and Chamblin

**Abstention:** None

**NAYS:** None

Discussion was held on item 13.5.1.

The Board had discussion about ABD-04 Board of Directors Qualifications policy. The policy was sent back to the Governance Committee for additional revisions.

**16. BOARD COMMITTEE REPORTS/RECOMMENDATIONS FOR DISCUSSION AND/OR ACTION**

**16.1. Executive Compensation Committee Meeting – 04/23/2018**

Director Wong provided an update from the recent Executive Compensation Committee meeting.

**16.2. Governance Committee Meeting – No meeting held in April.**

**16.3. Quality Committee Meeting – No meeting held in April.**

**16.4. Finance Committee Meeting – No meeting held in April.**

**17. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS**

None.

**18. ITEMS FOR NEXT MEETING**

-update from PFAC meeting

-Community Health Needs Assessment

**19. BOARD MEMBERS REPORTS/CLOSING REMARKS**

Director Zipkin will not be in attendance at the May board meeting.

**Open Session recessed at 7:56 p.m.**

**20. CLOSED SESSION CONTINUED, IF NECESSARY**

Discussion was held on privileged items.

**21. OPEN SESSON**

**Open Session reconvened at 8:48 p.m.**

**22. REPORT OF ACTIONS TAKEN IN CLOSED SESSION, IF NECESSARY**

General Counsel reported there was no reportable action taken on items 5.8. and 5.9.

**23. ADJOURN**

**Meeting adjourned at 8:49 p.m.**