



BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
PRESENT AT MEETING:	<p>Board Members: Roger Kahn, President; Larry Long, Treasurer; Karen Sessler, M.D., Secretary; Dale Chamblin, Board Member</p> <p>Staff: Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Terri Schneider, Director, Medical Staff Services; Paige Thomason, Marketing, Director; Ted Owens, Community Development, Director; Martha Simon, Fund Development, Director; Marsha Schapper, Executive Director, Multi-Specialty Clinics and Managed Care; Caroline Ford, Executive Director, Wellness Neighborhood; Michelle Cook, Executive Assistant</p> <p>Other: Shawni Coll, D.O.; Steve Gross, Legal Counsel; Steve Chihos, Consultant</p>	
1. Call to Order	Mr. Kahn called the meeting to order at 1:02 p.m.	
2. Roll Call	The roll called showed the Four Board Members were present.	
3. Clear the Agenda/Items Not On the Posted Agenda	There were no agenda items not on the posted agenda.	
4. Input -- Audience	Audience input was sought, but none was offered.	
5. Input -- Employee Associations	Employee Associations input was sought, but none was offered.	
6. Strategic Planning Discussion	<p>Mr. Schapper stated:</p> <ul style="list-style-type: none"> • He discussed the strategic planning process this year and the ability to reflect the changes in healthcare reform; • The written material in the packet is provided by the Governance Institute; • He invited key management to this meeting to help inform questions by the Board and to en-richen the discussion; 	



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	<ul style="list-style-type: none"> • He introduced Mr. Chihos as the facilitator for the strategic workshop; <p>Mr. Chihos stated:</p> <ul style="list-style-type: none"> • This meeting is to help the Board members feel comfortable with the material, facilitate discussion, and make any changes or take action on the material. Management is in attendance to answer any questions and provide clarification. The overarching goal is to come up with a strategic planning process that is agile enough for the unknowns; • He reviewed his Strategic Planning Workshop Agenda: <ul style="list-style-type: none"> ○ Introduction – Review the process so far ○ Today’s goals: Opportunity for Board Discussion ○ Alignment on the Strategic Plan <p>Today’s Process:</p> <ul style="list-style-type: none"> ○ Verify Awareness/Understanding of Materials ○ Walk through and discuss Strategic Plan elements ○ Resolve Questions and Capture Follow-ups as needed <p>Next steps:</p> <ul style="list-style-type: none"> ○ Execute the Strategic Plan and Measure Progress ○ Look Forward to Continuing the Strategic Dialogue <p>Discussion was held, highlights as follows:</p> <ul style="list-style-type: none"> • Strategic Premise Document was reviewed and explained; • Governance Institute White Paper: • Reviewed and discussed Page 4. There was dialogue to make sure the amount of Board involvement is met. The 	



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	<p>goal is a balance.</p> <ul style="list-style-type: none"> ○ Mr. Schapper requested that the Board decide where they would like to be in order for management to feel confident they are meeting the needs of the Board; ● Reviewed and discussed Page 17, Effectives of Specific Board Engagement Methods; ● Definitions Refresher was reviewed; ● Alignment Survey Results were discussed; ● Medical Staff Strategic Plan was reviewed and explained by Dr. Coll; ● Strategic Plan Summary Document was reviewed. The goals and objectives were explained and discussed, as follows: <ul style="list-style-type: none"> ○ Goal 1 was reviewed and explained; ○ Goal 2 was reviewed and explained; ○ Goal 3 was reviewed and explained. Discussion was held. Switched the Key Strategic Goal 3 with the Strategic Objective 3a; ○ Goal 4 was reviewed and explained. There were no changes; ○ Goal 5 was reviewed and explained. Discussion was held on what defines partnership. Changed the title to “Explore partnerships with local and regional medical providers”. <ul style="list-style-type: none"> ▪ The Board suggested that there be further refinement discussions through-out the year to be clear in what we are thinking of as the goals for partnership that we are hoping to achieve; ○ Goal 6 was reviewed and explained. Discussion was held; 	



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	<ul style="list-style-type: none"> ○ Goal 7 was reviewed and explained. There were no changes; ○ Goal 8 was reviewed and explained. Discussion was held on being the healthiest community and the cost; ● The Board was in agreement with the eight key strategic goals; ● Additional Board suggestions regarding objectives, goals and initiatives: <ul style="list-style-type: none"> ○ Level of insight in the tactical detail; ○ Consider increment goals/measures; ○ Specific things to reach goal; ○ Operational weeds verses strategic overview; ○ Initiatives bring verbs up so it looks like work will achieve measurements; ○ Survey and do follow-ups to address gaps; ● Mr. Chihos stated that he appreciated the boards input and will incorporate into an updated version of the Strategic Plan. Management will bring the top 10 measurements of success for each goal to the board meetings in March, June, September, and December ; ● Mr. Schapper summarized the next steps: <ul style="list-style-type: none"> ○ Management will take the Board inputs and refine the material; ○ May will be Budget presentation for 2014 and we will have the finalized document for the three year rolling plan; ○ At the March board meeting, management will do an update and can inform the Governance Committee in order to inform the Mission Statement; ● Mr. Kahn stated that it is critical that prior to May the Board 	



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	<p>and management are in agreement with where we are going with the strategic plan;</p> <ul style="list-style-type: none"> • Mr. Schapper was in agreement with Mr. Kahn; • Mr. Kahn thanked management and the medical staff for developing the plan; • Mr. Schapper credited Dr. Coll and her leadership as Chief of Staff for the medical staff strategic plan; • Dr. Sessler requested that each of the Board members to think about how do we align our Board goals for the upcoming year. This will be discussed at the upcoming Special Board Self Assessment meeting; • Dr. Coll and Ms. Schneider requested from the Board that they be included in strategic closed sessions, when appropriate. 	
<p>7. Identify and/or designate negotiator(s) to negotiate with Chief Executive Officer for Potential Contract Extension</p>	<p>Discussion was held.</p>	<p><u>It was moved by Mr. Long and seconded by Dr. Sessler to appoint Roger Kahn as the negotiator. A roll call vote was taken as follows:</u> <u>Mr. Long, Aye,</u> <u>Mr. Kahn, Aye,</u> <u>Karen Sessler, Aye,</u> <u>Dale Chamblin, Aye</u> <u>The motion was passed unanimously</u></p>
<p>8. Closed Session</p>		
<p>A. Government Code 54957.6 – Meeting with negotiator(s), as identified and/or appointed in</p>	<p>Discussion was held.</p>	



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agenda item #7, Regarding Chief Executive Officer Potential Contract Extension		
9. Adjournment	The meeting adjourned at 4:06 p.m.	

mcc