



**BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES**

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
-------------	-------------------------	---

PRESENT AT MEETING:	<p>Board Members: John Mohun, President; Larry Long, Vice President; Dale Chamblin, Treasurer; Karen Sessler, M.D., Secretary; Roger Kahn, Board Member</p> <p>Staff: Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Michelle Cook, Executive Assistant</p>	
1. Call to Order	Mr. Mohun called the meeting to order at 3:02 p.m.	
2. Roll Call	Roll call showed that all Board members were present.	
3. Clear the Agenda/Items Not On the Posted Agenda	The agenda was cleared. No changes were made to the posted agenda.	
4. Input -- Audience Employee Associations	Audience input was sought, but none was offered.	
5. Board Self Assessment		
<ul style="list-style-type: none"> • Welcome and Overview • Identification of Top Issues 	<ul style="list-style-type: none"> • Dr. Sessler welcomed the Board members. She discussed the Special Governance Committee meeting with the Governance Institute consultant last week regarding the Board Self Assessment Report. She suggested the Board look at things differently this year by moving away from specifics to 3-4 big goals at the strategic level. Discussion was held; • The Board Culture article was reviewed. Discussion was held on the Board's culture, as follows: <ul style="list-style-type: none"> ○ They feel they are getting along well but need regular check-ins on their goals; ○ The Board will reflect throughout the year on whether culture is getting in the way of achieving goals. They will determine how are they functioning throughout the year; ○ They will work on finding the balance between oversight 	



**BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES**

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
<ul style="list-style-type: none"> • Identification of Goals and Initiatives 	<p>and management;</p> <ul style="list-style-type: none"> ○ They will consider utilizing the ACHD board and the CEO Assessment Tools; • The Board Self-Assessment Report 2014 was reviewed and discussed; <ul style="list-style-type: none"> ○ Dr. Sessler noted that the Board members answered similarly in the open ended questions; • The Governance Institute Board Self- Assessment 2014 Report highlights handout created by Annie Krein, Consultant, was reviewed and explained; <ul style="list-style-type: none"> ○ Dr. Sessler noted that the handout was reviewed at the Special Governance Committee meeting; • The Association of California Healthcare Districts (ACHD) Quick Self Test on Governance Best Practices was reviewed; • Dr. Sessler mentioned the importance of utilizing Ted Owens for governance and how he will help with implementing our board goals; <p>Discussion was held on each of the Board members goals, highlights as follows: Board Goals</p> <ol style="list-style-type: none"> 1) Be More Strategic <ul style="list-style-type: none"> - Agenda crafting – assign times - Better direction to staff re: reports should have analysis, options, staff recommendations. Clear statement of need/issue, timely availability relating report to strategy, measure of success. - Put specific strategic issues on agenda – updates regularly from staff – discussion, education (CEO, 	



BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	<p>COO, Board Chair)</p> <ul style="list-style-type: none"> - More in consent <p>2) Better Meeting Structure</p> <ul style="list-style-type: none"> - Mandatory reports – identify outliers and remedies (Mr. Owens meet with Department heads/staff) - Put reports on consent calendar unless there is a decision involved (Board Chair) - Executive Summary for all reports (Create a template) - Move more into committees (Committee Chairs) - Better reports from committees (Committee Chairs) - Room layout (Mr. Owens) - At the end of the meeting – identify follow-up on questions, tasks, next steps, persons responsible (Board Chair, Ms. Cook) - Summary at the end of discussion (CEO, Board Chair) - Contributions for next agenda’s discussion from each Board member (Board members) - Timed agenda (Board Chair) <p>3) Education Plan – tied to strategic discussions (Governance Committee, Board Chair, staff)</p> <ul style="list-style-type: none"> - Compliance (Governance, staff) - Healthcare Reform <ul style="list-style-type: none"> o Understanding the types and effects of payment model changes o Regular updates on insurance coverage in this community o We don’t know what we don’t know - Continuum of care models 	



BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
-------------	-------------------------	---

<ul style="list-style-type: none"> • Next steps 	<ul style="list-style-type: none"> - Quality oversight (Quality Committee) - Best practice in governance (Learn from other Critical Access Hospitals) - Evolving mission of the community hospital - Board roles/committees - Getting materials on time 4) Partnerships/Community Engagement <ul style="list-style-type: none"> - Communicate better (social media, personal contact) - Learn better - Board to Board connections - Reach out to key employers - Learn from other healthcare entities - Adhoc Community Benefit Committee 5) Stronger focus on compliance oversight 6) Board Culture <ul style="list-style-type: none"> - Hold ourselves accountable for our goals - Follow through on questions of staff • Mr. Kahn recommended having an outside facilitator to discuss and help create the mission, vision, and values of the organization with management and the Board; • Mr. Schapper agreed with Mr. Kahn that a facilitator would help move along the discussion of the mission statement. He asked if the Board, if they would like him to work with Karma Bass to assist us as a facilitator due to her experience with high performing governance; • The Board was in agreement with his recommendation; • Mr. Schapper will bring the proposal to the Governance Committee to help facilitate this recommendation; • Dr. Sessler reminded the Board members to please utilize 	
---	--	--



BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
	the board self assessment to set committees goals and to review the committee charters and board descriptions.	
<ul style="list-style-type: none"> • Possible Committee Realignment 	<ul style="list-style-type: none"> • Dr. Sessler spoke with the Board about the formation of an ad hoc Community Benefit Committee; • Discussion was held on the interest by the Board to form this committee, if this is the appropriate timing, and the amount of workload; <ul style="list-style-type: none"> ○ The Board was in agreement about investigating the formation of this committee; ○ Mr. Mohun will appoint an ad hoc committee to investigate on behalf of the Board. 	
6. Adjournment	The meeting adjourned at 6:06 p.m.	

mcc