



DATED: July 31, 2012

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BOARD OF DIRECTORS
SPECIAL MEETING IN LIEU OR REGULAR
BOARD MEETING MINUTES

| AGENDA ITEM | DISCUSSIONS/CONCLUSIONS | ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY |
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| PRESENT AT MEETING: | <p>Board Members: Ken Cutler, M.D., President; Roger Kahn, Vice President; Larry Long, Secretary; John Mohun, Treasurer; Karen Sessler, M.D., Board Member</p> <p>Staff: Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Jeanne McAuliffe, Executive Assistant</p> <p>Others: Steve Gross, Legal Counsel</p> | |
| 1. Call to Order | Dr. Cutler called the meeting to order at 4:03 p.m. | |
| 2. Roll Call | All Board Members were present. | |
| 3. Clear the Agenda/Items Not On the Posted Agenda/Input Audience | The agenda was cleared. There were no changes to the agenda as posted. Audience input was sought, but none was offered. | |
| 4. Closed Session: | The meeting proceeded into closed session at 4:05 p.m. | |
| A. Approval of closed session minutes of 6/26/12 | The minutes of the closed session meeting of 6/26/12 were approved as presented. | <p><u>It was moved by Dr. Sessler and seconded by Mr. Kahn to approve the closed session minutes of 6/26/12 as presented. Motion carried unanimously.</u></p> |
| B. Health & Safety Code Section 32155: Quality/Risk/Patient Safety Report | Ms. Newland joined the meeting for this agenda item. The report was presented. Discussion was held. Ms. Newland excused herself from the meeting. | |
| C. California Government Code Section 54956.9(c): Potential Litigation (2 cases) | The cases were presented and discussion was held. | |
| D. Health & Safety Code Section 32155: Medical Staff Credentials | Dr. Coll and Ms. Schnieder joined the meeting for this agenda item. Dr. Coll presented the Medical Staff credentials as | <p><u>It was moved by Mr. Mohun and seconded by Mr. Long to approve the Medical Staff Credentials,</u></p> |



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| | recommended for approval by the Medical Staff Executive Committee. | <u>items 1 (a) – (d) on the Medical Staff Executive Committee agenda and listed in these minutes, as presented and recommended for approval by the Medical Staff Executive Committee. Motion carried unanimously.</u> |
| E. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation | There was no discussion on this item. | |
| F. Government Code Section 54957: Chief Executive Officer Annual Performance Evaluation | Discussion was held about the next steps to be taken to proceed with Mr. Schapper's annual performance evaluation for FY 2011-2012. | |
| 5. Dinner Break | A dinner break was taken at 5:15 p.m. | |
| 6. Open Session Call To Order | Dr. Cutler called the open session to order at 6:00 p.m. | |
| PRESENT FOR OPEN SESSION: | <p>Board Members: Ken Cutler, M.D., President; Roger Kahn, Vice President; Larry Long, Secretary; John Mohun, Treasurer; Karen Sessler, M.D., Board Member</p> <p>Staff: Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Director of Operations, Chief Nursing Officer; John Hummel, Director, IT; Stephanie Hanson, RN; Paige Thomason, Carey Hood; Jessica Portnoy; Martha Simon; Midian Downing; Ted Owens; Jeanne McAuliffe, Executive Assistant</p> | |



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| | <p>Others Present: Steve Gross, Legal Counsel; Bill Littlejohn, Gary Hicks; Reporter from Moonshine Ink</p> | |
| <p>7. Clear The Agenda/Items Not on the Posted Agenda</p> | <p>Item 14 C, 13 A and B were moved up to following the consent</p> | |
| <p>8. Input Audience Employee Associations</p> | <p>Audience input was sought, but none was offered.</p> | |
| <p>9. Medical Staff Report A. P&T Committee</p> <ul style="list-style-type: none"> • Adult Post Anesthesia Order-minor change, Roxicet liquid • ED Transition Admission Order-minor change, Zolpidem • General Surgery Outpatient Order-minor change, Norco 5/325 ½ tab • General Surgery Post-op Order-minor changes, Norco 5/325 ½ tab • Swing-Skilled Admission-minor change, PT verbiage, vaccine wording <p>Formulary Changes:</p> <ul style="list-style-type: none"> • Tranexamic Acid-Addition • Procrit-Addition, anemia in cancer therapy <p>Policies and Procedures:</p> | <p>Dr. Coll:</p> <ul style="list-style-type: none"> • Apologized to the Board, but she is on call this evening and has a patient upstairs, so she needs to leave after her report, but hopes to return; • She presented the Medical Staff Report and asked for approval on items A-D as listed on this agenda; | <p><u>It was moved by Dr. Sessler, seconded by Mr. Mohun to approve items 9 A – D as listed on the agenda as presented. Motion carried unanimously.</u></p> |



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| <ul style="list-style-type: none"> • Medication Error Reporting- documenting an error in the medical record • Pre-operative Antibiotic- delineation of IV pump need Refrigerated Medications- detailed instruction for out of range temperature, calibration of thermometer, ranges • ECC Monthly Order Recap (NEW) • ECC Clarification of Medication Orders (NEW) • ECC Medication Order Verification (NEW) • ECC Chart Check(NEW) • ECC Physician Order Transcription (NEW) B. Infection Control Committee <ul style="list-style-type: none"> • Scabies and Lice Policy – (Revised to add Lice) • Sharps Exception Form (NEW) C. Department of Surgery <ul style="list-style-type: none"> • Calling in the SPR RN After Hours (Revised) | | |



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| <ul style="list-style-type: none"> • Management of the Endotracheal or Laryngeal Mask Airway in PACU (Revised) D. Department of OB/Peds <ul style="list-style-type: none"> • Post Partum Orders (Revised) | | |
| <p>10. Consent Calendar:</p> <ul style="list-style-type: none"> A. Minutes of Meetings of: 6/21/12, 6/26/12 B. Preliminary Financial Report June 2012 | <p>Dr. Cutler asked if anyone would like to pull any items from the consent calendar. A motion was made, seconded and carried to approve as presented.</p> | <p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve Items A and B on the consent calendar as presented. Motion carried unanimously.</u></p> |
| <p>11. Executive Officer's Report</p> <ul style="list-style-type: none"> A. COO Operations Report B. Nursing Report C. Legislative/Community Update D. CIO Report | <ul style="list-style-type: none"> • Mr. Schapper reported: <ul style="list-style-type: none"> ✓ In the Health System Foundation Board meeting, they are asking the Board to support various activities; ✓ Orthopedics is beginning to develop an advisory counsel, similar to what was done with the cancer center; ✓ You will receive reports over the next few months of the work of the Foundation, as structure is put to these concepts and priorities; • Ms. Razo apologized that she didn't provide a written report this month and reported: <ul style="list-style-type: none"> ✓ IVCH successful installed its 16 slice CT Scanner; ✓ New software will lower the radiation dosage to patients; ✓ She is working with the District Hospital Leaders to develop a plan, which in part, will increase access to health care for patients; • Mr. Schapper stated: | |



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| | <ul style="list-style-type: none"> ✓ A few years ago we created the vision “To be the best mountain community health system in the nation;” ✓ There is an irrational orientation that says that District Hospitals are not designated public; ✓ In actuality, either you’re public or you’re not public; ✓ District hospitals were not able to participate in the designation for reimbursement for designated public hospitals; ✓ We are still not eligible for the designation to be paid at the higher rates; ✓ The State is now reorganizing and what is important to understand is that the designated public hospitals have it quite good, ✓ The State is trying to get out of paying for the medically indigent and is working to shift that to hospitals; • Ms. Betts stated that this new reimbursement structure which is being proposed and what it means for us, will be discussed in detail at Finance Committee meeting next month; • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ He has been meeting with the Eastern Sierra Group of hospitals from southern Inyo, Mammoth, Barton, Eastern Plumas, with an initiative in mind to put together a collaboration, in response to addressing the question of the urban ACO’s; ✓ How will we position ourselves in response to an ACO in the Reno environment; ✓ We are working on an Alliance so that if Renown were to form an ACO, we could have one voice to respond to | |



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| | <p>Renown;</p> <ul style="list-style-type: none"> ✓ If Renown were to create an ACO, they could not manage the rural hospital lives; ✓ Renown let us know last week that they are not going to pursue an ACO currently, but they are converting all their primary care physicians to Medical Homes, which we believe is a precursor to their applying as an ACO next year; ✓ The good news is we are not threatened for this year. | |
| <p>12. Presentations/Staff Reports Tahoe Forest Health System Foundation Fund Development Plan</p> | <ul style="list-style-type: none"> • Ms. Simon introduced Bill Littlejohn, who is CEO of Sharp Healthcare; • Mr. Littlejohn gave a brief background of his experience; • Ms. Simon reviewed the history of philanthropy; <ul style="list-style-type: none"> ✓ A handout with a pie chart was distributed and reviewed setting forth the General Obligation Bond Actual and Budgeted Project Costs through June 2012; ✓ It was through the Foundation that the \$98.5 million dollars was raised; ✓ A handout with a bar graph showing Tahoe Forest Health System Foundation Fundraising Activities was distributed and reviewed; ✓ A handout with a bar graph showing Incline Village Community Hospital Foundation Fundraising Activity was distributed and reviewed; • Mr. Littlejohn stated: <ul style="list-style-type: none"> ✓ Philanthropy is investing in the future; ✓ National productivity has fallen in the last five years; ✓ The industry standard for hospitals, is it costs about 1/3 of the total amount raised. In other words, for every | |



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| | <p>dollar spent, you get three dollars back;</p> <ul style="list-style-type: none"> ✓ Last year, Americans donated approximately \$300 billion dollars; ✓ Hospitals received approximately 8% of the total contributions in 2011; ✓ A bar graph reviewing historical giving between 1971-2011 was reviewed; ✓ The concept of sustainable, impactful philanthropy is being introduced; ✓ He reviewed the Roles of Health Care Philanthropy <ul style="list-style-type: none"> ➢ The Foundation leveraged the ability to raise funds; ➢ In general, the philanthropic investment is not understood; ➢ The Foundation has the responsibility to get out that message and build relationships; ➢ It is different than just an annual fundraiser; ✓ Tahoe Forest Hospital is an asset to the community, not just a business and it needs to be protected; ✓ Tahoe Forest's Foundation is very young, it takes a while to reach maturity; • Ms. Simon stated: <ul style="list-style-type: none"> ✓ In the past, the focus of the Foundation has always been on how much money we need to raise; ✓ The new focus is all about relationships to advance philanthropy; ✓ In the packet is a five year, fund development plan, which will be reviewed annually; ✓ Highlights of the Plan were reviewed: <ul style="list-style-type: none"> ➢ Page 4, the three Strategic Philanthropy Performance and Achievement Objectives; | |



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| | <ul style="list-style-type: none"> ➤ The six major areas of The Strategic Plan and the specific plan components for each area; ➤ The Strategic Plan Components, one of which are the four big measures: Revenue, Cost, ROI, Staff Performance; ➤ A question was asked about the metrics and baselines for staff performance, etc. Mr. Littlejohn stated that AHP puts out a report with metrics to use to measure against; ➤ It was suggested that the Board reference page 13 for further information; • Mr. Littlejohn commended the District for moving toward the Strategic Plan model; • Ms. Simon stated that she will be making appointments in the near future, with each Board Member, to share stories; • She thanked Mr. Littlejohn for being here. | |
| <p>13. Board Committee Reports/ Recommendations</p> <p>A. Finance Committee Meeting— 7/26/12</p> <p>B. Personnel/Retirement Committee – 6/25/12 Health Plan Recommendations</p> | <p>A. Finance Committee Meeting – 7/26/12</p> <ul style="list-style-type: none"> • Mr. Mohun stated: <ul style="list-style-type: none"> ✓ Finance Committee met last Thursday, 7/26; ✓ The Preliminary June Financials showed a strong performance for the month and for the fiscal year end; ✓ For fiscal year end, Days cash on hand is at 203 days vs. budget of 187; ✓ EBIDA is at \$489,000 better than budgeted ✓ EBIDA FYE is \$2.9 million ahead of budget; • Ms. Betts stated: <ul style="list-style-type: none"> ✓ There are approximately five journal entries left to be made; ✓ We believe we will be recording an additional | |



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| | <p>\$800,000 related to the AB915 Outpatient Supplemental Reimbursement;</p> <ul style="list-style-type: none"> ✓ IBNR adjustments still need to be made; ✓ Current value for assets the District acquired several years ago, needs to be done to determine if the value is correct or if it needs to be written down; ✓ We expect the final numbers to be better; ✓ The pre-audit final numbers will be presented to the Finance Committee, then the Board next month; ✓ The Auditor will be here last week in August, first week in September. <p>B. Personnel/Retirement Committee – 6/25/12 Health Plan Recommendations</p> <ul style="list-style-type: none"> ✓ Mr. Kahn stated: <ul style="list-style-type: none"> ➢ Personnel/Retirement Committee met last month, the day before the Board meeting; ➢ He would like to relook at the whole Plan; ✓ Mr. Schapper stated: <ul style="list-style-type: none"> ➢ Ms. O’Flanagan isn’t here this evening; ➢ The recommended changes were not Plan design changes, just specific elements outside of that scope that could easily be done; ✓ Dr. Sessler stated that she is taking an on-line class and she has some literature she will forward to Ms. McAuliffe to send to the rest of the Board regarding personal responsibility and financial risks; ✓ Mr. Kahn stated that he would like Ms. O’Flanagan to do some research to see what options might be available; ✓ Mr. Schapper stated: <ul style="list-style-type: none"> ➢ In the handout, are four recommendations which he | <p>The Health Plan Review will go back to Personnel Committee for further discussion. How this would be monitored. Other ideas for saving money, i.e., increasing co-pays.</p> |



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| | <p>reviewed;</p> <ul style="list-style-type: none"> ➤ These are not the only areas we are looking at with the health plan; ➤ This will go back to the Personnel Committee for more discussion. | |
| <p>14. Items for Board Discussion And/ Or Action A. General Obligation Bond Series C Update</p> | <p>Mr. Hicks reported:</p> <ul style="list-style-type: none"> • The sale date of the bonds was 7/11/12; • Generally, there are three to five bidders, but we had seven; • The lowest true interest cost bidder was 3.96%, 30 year fixed rate; • Series A, in 2008 was at 4.96% interest; • In 2010, the interest rate was at 5.1%; • We were very pleased with the interest rate; • The District's financial performance has been outstanding over the last few years; • The cost of issuance \$145,000, was actually lower than the previous 2 issues, we came in about \$20,000 lower; • The Bond Issue closes on 8/2/12; • There will be \$25.9 million available for project expenditures after that date. | |
| <p>B. Resolution No. 2012-06 Resolution Directing Placer And Nevada Counties California, To Levy A Tax To Pay The Principal Of And Interest On The District's General Obligation Bond For Fiscal Year 2012-13</p> | <ul style="list-style-type: none"> • Ms. Betts stated: <ul style="list-style-type: none"> ✓ We are completing the last series of Bonds to be issued; ✓ We now have to adopt a Resolution to establish the tax rate per \$100,000 of assessed value to cover the debt service for FY 2012-2013, which was explained; ✓ To cover the entire debt service, the cost would be \$30.67 per \$100,000 of assessed value; ✓ At the time of the pre-passage of the Bond, based upon | <p><u>It was moved by Mr. Kahn and seconded by Mr. Mohun to approve Resolution No. 2012-06 Directing Placer and Nevada</u></p> |



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| | <p>historically annual property value trends, we provided an estimated calculation of the maximum rate per \$100,000 of assessed value based on an upward trend of 8% annually, would have been \$18.76 per \$100,000 of assessed value;</p> <ul style="list-style-type: none"> ✓ Historically we had been seeing increases in the housing market, then in 2008-2009 we saw an economic downturn and decline in property values; ✓ Ms. Betts utilized her own property tax bill to determine what the cost difference would be between the \$18.76 and the full \$30.67 per \$100,000 of assessed value. There was only about a \$3 difference between the two tax rates; ✓ Ms. Betts stated that her personal example would not apply to all property owners, only those that bought more towards the upper end of the housing market and are now seeing a decline in their assessed values. ✓ Her recommendation is that the full \$30.67 rate be set to cover the debt service; • Mr. Mohun stated that Finance Committee concurs with the CFO's recommendation. | <p><u>Counties California, To Levy A Tax To Pay The Principal Of and Interest On the District's General Obligation Bond For Fiscal Year 2012-13 at a tax rate of \$30.67 per \$100,000 of assessed value. A roll call vote was taken as follows:</u> <u>AYES: Sessler, Mohun, Kahn, Cutler, Long. Motion carried unanimously by roll call vote.</u></p> |
| <p>C. Dietary Phase 1 Project-Substitute Contractor and Cash in Lieu of Bid Bond</p> | <p>Mr. Geney stated:</p> <ul style="list-style-type: none"> • He is looking for approval to substitute the low bid painting contractor for the next lowest bid painting contractor because the low bid contractor made an error in the bid and elected not to execute the contract and forfeit their bid security; • The difference in the bids is \$10,580; • The estimates for every Measure C project has a | <p><u>It was moved by Mr. Kahn and seconded by Mr. Long to accept the substitute painting contractor and accept the cashier's check in lieu of the bid bond as the bid security. Motion carried unanimously.</u></p> |



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| | contingency just for this possibility; <ul style="list-style-type: none"> • This is the first time we have had a contractor go this route; • In addition, the District agreed to accept a cashier's check in lieu of the bid bond as the bid security; • A brief discussion was held. | |
| D. Chief Executive Officer Goals Setting FY 2012-2013 | Mr. Schapper suggested that this be incorporated into the closed session agenda for next month. | Mr. Schapper will write his performance accomplishments during the last fiscal year and his priorities for the upcoming year for next Board meeting. |
| E. What Board Information Should Be on TFHD Website | <ul style="list-style-type: none"> • Dr. Sessler stated that this was discussed in Governance Committee: <ul style="list-style-type: none"> ✓ She believes that Individual contact information for Board Members should be available on the website; ✓ What other information should be made available on the website? ✓ Currently, the Board agenda is posted on the website; ✓ Should we start putting the approved minutes on the website as well? Her recommendation is that we do this; • The consensus of the Board is that the approved open session minutes be put on the website; • Dr. Sessler stated: <ul style="list-style-type: none"> ✓ The other point of discussion from Governance Committee is the Board Policies; ✓ There are some key Board policies that, in the interest of transparency, might be helpful to post, i.e., The Manner of Governance Policy/Guidelines for Conduct of Business Policy/ Inspection of Records Request, we have to ensure that policies are kept current; | Each Board Member should contact Ms. McAuliffe with the contact information they would like to have listed on the website. |



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| | <ul style="list-style-type: none"> ✓ A list of the other Board policies could be posted on the website; ✓ One of the issues is it will be another location to be sure policies are current. Perhaps a link could be posted on the website for <p>Dr. Cutler asked if there was any input from the audience on what should be made available on the website. There was none.</p> | |
| <p>F. Discussion About Date of August 28th Board Meeting Change/Dark</p> | <p>Discussion was held.</p> <ul style="list-style-type: none"> • There will be some Medical Staff credentials for approval next month; • Dr. Sessler may or may not be available for this meeting; • It was decided that the meeting will be held on 8/28, but hope to keep it short. | |
| <p>14. Agenda Input For Upcoming Committee Meetings</p> | <ul style="list-style-type: none"> • Dr. Sessler stated that Governance Committee just met, so probably won't meet again until September; • Mr. Kahn stated that Personnel/Retirement will meet on 8/20; • Dr. Cutler stated that Quality will meet in early September. | |
| <p>15. Items for Next Meeting</p> | <ul style="list-style-type: none"> • Update from Lynn on Washington Meetings; • Mr. Schapper stated that he had mentioned that there might be some interest in shifting the regular Board meeting to daytime hours. Governance could be the place for these discussions, with perhaps a target date of January 2013; • Dr. Sessler stated: <ul style="list-style-type: none"> ✓ Discussion was held at Governance Committee about a new Mission Statement; ✓ The organization is transforming and the current Mission Statement is more of a slogan; | |



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| | <ul style="list-style-type: none"> ✓ Governance Committee started work on this, but is requesting that the other Board Members think on this and send input to Ms. McAuliffe; ✓ A mission statement is comprised of three things, 1) who is your market; 2) what is the contribution you make; and 3) what makes you distinct/unique; ✓ She suggested the Board Google Hospital Mission Statements to get ideas; ✓ Who are we and what do we want to be ten years from now; • Dr Cutler stated that it should be a simple sentence that says it all; • Mr. Schapper suggested a Special Board meeting to have a Strategic discussion around the Mission Statement. This is the most important work of the Board; it guides senior leadership, staff and our volunteers. | <p>Board members to send input for a new Mission Statement to Ms. McAuliffe, keeping in mind the three components as noted in the minutes.</p> |
| <p>16. Board Members Reports/Closing Remarks</p> | <p>Mr. Kahn thanked Ms. Simon and Mr. Littlejohn for their presentation.</p> | |
| <p>17. Open Session Report of any Reportable Actions Taken in closed session</p> | <ul style="list-style-type: none"> • Dr. Cutler reported: <ul style="list-style-type: none"> ✓ A settlement agreement between AM-X Construction & Excavation, Inc. and Tahoe Forest Hospital District was approved in closed session; ✓ Mr. Mohun had a potential conflict of interest and was not present for the discussion or vote; ✓ He asked Mr. Gross to give details; • Mr. Gross stated: <ul style="list-style-type: none"> ✓ The original claim was in excess of \$88,000; ✓ The settlement amount approved was \$20,670.56. | |



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| | <ul style="list-style-type: none"> It was moved, seconded and carried to approve the <u>Medical Staff Credentialing Report</u> as follows: <u>Recommendation for Appointment to the Courtesy Provisional Staff for : Don Neer, M.D.-TFH-Medicine Department; Gary Hafer, M.D.-TFH-Medicine Department. Recommendation for Reappointment Allied Health Professional Staff for Svieta Schopp, RNFA-TFH. Recommendation for Reappointment to the Active Staff for: Jeff Dodd, M.D.-TFH-Orthopedic Surgery; Gina Barta, M.D.-TFH-Family Medicine; Monica Courey, M.D.-IVCH-Emergency Medicine; Cathy Endo, M.D.-IVCH-Emergency Medicine; Ed Heneveld, M.D.-TFH-Emergency Medicine; David Kitts, M.D.-TFH-General Surgery; Michael MacQuarrie, M.D.-TFH/IVCH-Emergency Medicine; Rick Newman, M.D.-TFH-Gastroenterology; Daphne Palmer, M.D.-TFH-Radiation Oncology; Peter Shieldhouse, M.D.-TFH-Emergency Medicine; Larry Silver, M.D.-TFH/IVCH-Anesthesiology. Recommendation for Reappointment to the Courtesy Staff for: Jonathan Laine, M.D.-TFH/IVCH-Emergency Medicine; Corey Maas, M.D.-TFH-Otolaryngology; Jacquelyn Salas, M.D.-TFH-Emergency Medicine; Gerald Schaffer, M.D.-TFH-Gastroenterology; Eric Stendell, M.D.-TFH-Emergency Medicine; Jennifer Wilson, M.D.-TFH/IVCH-Emergency Medicine; George Woods, M.D.-TFH-Anesthesiology. The following Resignations were noted for informational purposes only: Kevin Hoffarth, M.D. (TFH)-Emergency Medicine; Steve Segerstrom, M.D. (TFH)-Emergency Medicine; Robert Wendel, M.D.-TFH-Surgery Department; Jessica Starr, PA-IVCH-Orthopedic Surgery (Dr. Rup); Jason Champagne, M.D.-TFH-Otolaryngology (Dr. Maas</u> | |



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| | <u>Fellow).</u> | |
| 18. Adjournment | The meeting adjourned at 9:10 p.m. | |

jlh