

## REGULAR MEETING OF THE BOARD OF DIRECTORS MINUTES

Thursday, November 20, 2025 at 4:00 p.m.

Tahoe Forest Hospital – Eskridge Conference Room  
10121 Pine Avenue, Truckee, CA 96161

### 1. CALL TO ORDER

Meeting was called to order at 4:05 p.m.

### 2. ROLL CALL

Board in Attendance: Michael McGarry, Board Chair; Alyce Wong, Secretary; Mary Brown, Treasurer Dale Chamblin, Board Member

Board Member Absent: Dr. Robert Darzynkiewicz, Vice Chair

Staff in attendance: Anna Roth, President & CEO; Crystal Felix, Chief Financial Officer; Janet Van Gelder, Director of Quality & Regulations; Christine O'Farrell, Risk Management, Matt Mushet, In-House Counsel; Sarah Jackson, Executive Assistant / Clerk of the Board;

Other: David Ruderman, General Counsel; Steven Chandler, BETA (zoom); Emily Solomon, BETA (zoom); Sean Weiss, DoctorsManagement, LLC; Scott Kraft, DoctorsManagement, LLC;

### 3. DELETIONS/CORRECTIONS TO THE POSTED AGENDA

Closed session items 5.4 and 5.5 were pulled from the agenda

### 4. INPUT AUDIENCE

Open Session recessed at 4:06 p.m.

### 5. CLOSED SESSION

#### 5.1. Approval of Closed Session Minutes ♦

##### 5.1.1. 10/23/2025 Regular Meeting

Discussion was held on a privileged item.

#### 5.2. Conference with Legal Counsel; Anticipated Litigation (Gov. Code § 54956.9(d)(2)) ♦

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

*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 or Entity Threatening Litigation: LeClair, Lori*

Discussion was held on a privileged item.

**5.3. Hearing (Health & Safety Code § 32155) ♦**

*Subject Matter: Third Quarter Corporate Compliance Report*

Discussion was held on a privileged item.

**5.4. Public Employee Performance Evaluation (Government Code § 54957) ♦**

*Title: President & Chief Executive Officer*

Item was pulled from the agenda.

**5.5. Conference with Labor Negotiator (Government Code § 54957.6) ♦**

*Name of District Negotiator(s) to Attend Closed Session: Alyce Wong*

*Unrepresented Employee: President & Chief Executive Officer*

Item was pulled from the agenda.

**5.6. TIMED ITEM – 5:45PM - Hearing (Health & Safety Code § 32155) ♦**

*Subject Matter: Medical Staff Credentials*

Discussion was held on a privileged item.

**6. DINNER BREAK**

**APPROXIMATELY 6:00 P.M.**

**7. OPEN SESSION – CALL TO ORDER**

**Open Session reconvened at 6:05 p.m.**

Dr. Robert Darzynkiewicz, Vice Chair joined via zoom

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

General Counsel reported out from Closed Session from 2:00 pm Special Meeting. No reportable action from that meeting.

At the 4:00 p.m. Closed Session the Closed Session Minutes, Item 5.1 was approved on a 4-0-1 vote. Not reportable action for item 5.2. Item 5.3 was approved with a vote of 4-0-1, Items 5.4 and 5-5 were removed from the agenda. Item 5.6 Medical Staff Credentials were both approved with a vote of 4-0-1.

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

None

**10. INPUT – AUDIENCE**

This is an opportunity for members of the public to address the Board on items which are not on the agenda. Please state your name for the record. Comments are limited to three minutes. Written comments should be submitted to the Board Clerk 24 hours prior to the meeting to allow for distribution. Under Government Code Section 54954.2 – Brown Act, the Board cannot take action on any item not on the agenda. The Board Chair may choose to acknowledge

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the comment or, where appropriate, briefly answer a question, refer the matter to staff, or set the item for discussion at a future meeting.

None.

**11. INPUT FROM EMPLOYEE ASSOCIATIONS**

This is an opportunity for members of the Employee Associations to address the Board on items which are not on the agenda. Please state your name for the record. Comments are limited to three minutes.

None.

**12. PRESIDENT & CEO – MONTHLY HIGHLIGHTS**

**12.1. Monthly Highlights**

President & CEO Anna M. Roth provided an update highlighting Health Within Reach, Peaks of Excellence, Transformation, key developments, initiatives, and recent activities impacting the District.

President & CEO noted a point of correction in the Monthly Highlights report. On the People report page, the number “more than 70 staff members completing training” has not been validated and will be brought back for reporting at the next meeting.

Discussion was held.

**13. MEDICAL STAFF EXECUTIVE COMMITTEE ♦**

**13.1. Medical Executive Committee (MEC) Meeting Consent Agenda**

*MEC recommends the following for approval by the Board of Directors:*

**New Privileges**

- *Rheumatology Privileges*

**Privileges with Changes**

- *Critical Care Privileges*
- *Family Medicine Privileges*
- *Pulmonary Disease Privileges*
- *Urgent Care Privileges*

**New Policies**

- *Medical Staff Meetings, MSREG-2501*
- *Respiratory Therapy Protocol*
- *Standardized Procedure – Oxygen Administration & Pulse Oximetry Monitoring*
- *Code C, ANS-2501*

**Policies with Changes**

- *Intensive Care Unit and Medical Surgical*
- *Lab Services*
- *Case Management*
- *Nursing Services*
- *Cancer Center*

Chief of Staff, Dr. Koch provided an overview of the policy and summary of the changes.

**Dr. Robert Darzynkiewicz, Vice Chair joined the meeting in person at 6:42 p.m.**

Discussion was held.

**ACTION: Motion made by Director Wong to approve the MEC Meeting Consent Agenda as presented, seconded by Director Darzynkiewicz.**

**AYES: Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry**

**Abstention: None**

**NAYS: None**

**Absent: None**

**14. 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.

**14.1. Approval of Minutes of Meetings**

14.1.1. 10/23/2025 Regular Meeting

14.1.2. 10/28/2025 Joint Town Council and TFHD Special Meeting

**14.2. Financial Reports**

14.2.1. Financial Report – October 2025

**14.3. Board Reports**

14.3.1. Executive Board Report – November 2025

**14.4. Board Policy Review**

14.4.1. President and Chief Executive Officer Performance Evaluation, ABD-01

14.4.2. President & Chief Executive Officer Compensation, ABD-02

**14.5. President and Chief Executive Officer Job Description**

**14.6. Affirm Annual Board Charters**

14.6.1. Board Finance Committee Charter

14.6.2. Board Quality Committee Charter

**14.7. Approve Quarterly Compliance Report**

14.7.1. Third Quarter Corporate Compliance Report

Discussion was held.

**ACTION: Motion made by Director Brown to approve the Consent Calendar as presented, seconded by Director Chamblin.**

**AYES: Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry**

**Abstention: None**

**NAYS: None**

**Absent: None**

**15. ITEMS FOR BOARD ACTION ♦**

**15.1. FY 2025 Audited Financial Statements ♦**

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The Board of Directors will review and consider approval of the Fiscal Year 2025 Audited Financial Statements.

Brian Conner, Justen Gomes, and Bradyn Stowe of Baker Tiller presented the FY 2025 Audited Financial Statements. The Scope of Services was reviewed. The Executive Session packet was thoroughly reviewed.

Discussion was held.

**ACTION:** Motion made by Director Brown to approve the Fiscal Year 2024-2025 Audited Financial Statements as presented, seconded by Director Darzynkiewicz.

**AYES:** Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry

**Abstention:** None

**NAYS:** None

**Absent:** None

**15.2. FY 2025 President & Chief Executive Officer Incentive Compensation** ♦

The Board of Directors will review and approve the Fiscal Year 2025 President and Chief Executive Officer Incentive Compensation.

Director Wong, Chair of the Executive Compensation Committee reviewed the process for establishing Fiscal Year 2025 President & CEO Incentive Compensation. Executive Compensation Committee recommends that the Board consider all the goals 100 % met and that CEO receive the full 30% of base salary for Incentive Compensation.

Discussion was held.

**ACTION:** Motion made by Director Chamblin based on the results of the revised Incentive Criteria, it is clear that the Board believes the CEO has met or exceeded the revised FY 2025 goals, and we suggest that the full Board approve an incentive compensation of 30% of her base salary, using the tax pay day methodology, for the period she was employed, March 10 – June 30, 2025 during the fiscal year ending 2025, specifically \$60,577.02. Seconded by Director Brown.

**AYES:** Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry

**Abstention:** None

**NAYS:** None

**Absent:** None

Additional commentary was made thanking the CEO for exceptional performance.

**15.3. FY 2026 President & Chief Executive Officer Incentive Compensation Metrics** ♦

The Board of Directors will review and consider approval of Fiscal Year 2026 President & CEO Incentive Compensation Metrics.

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Director Wong, Chair of the Executive Compensation Committee reviewed the recommendations for FY 2026 President & CEO Incentive Compensation. Executive Compensation Committee recommends approval of these goals and metrics.

Discussion was held about the percentages and the metrics and goals. Director McGarry and Director Brown concurs with recommending all percentages to 20% equally.

**ACTION: Motion made by Director Wong to approve an updated FY 2026 President and CEO Incentive Compensation Goals/Metrics with equal percentages (20% each), seconded by Director Darzynkiewicz.**

**AYES: Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry**

**Abstention: None**

**NAYS: None**

**Absent: None**

**15.4. Resolution 2025-09 Authorizing the Use of Design-Build Contracting Procedures** ♦

The Board of Directors will review and consider approval a Resolution authorizing the use of Design-Build contracting procedures in accordance with Health & Safety code section 32132.6 and delegating certain responsibilities to the President & CEO.

VP of Facilities and Construction reviewed the changes in legislation that prompted changes to the Health and Safety Code and Design-Build procedures that will go into effect January 1, 2026.

Discussion was held.

**ACTION: Motion made by Director Darzynkiewicz to approve Resolution 2025-09 incorporating Option 3 of Section 2.D. delegating the authority to award an execute construction contracts within the amount approved in the fiscal year budget to the President & CEO, seconded by Director Wong.**

**AYES: Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry**

**Abstention: None**

**NAYS: None**

**Absent: None**

**15.5. Awarding Public Construction Projects, ABD-26** ♦

The Board of Directors will review and consider approval updates to a Board Policy relating to awarding public construction projects.

VP of Facilities and Construction reviewed the changes in legislation that prompted changes to the Health and Safety Code and Design-Build procedures that will go into effect January 1, 2026. There is a sunset date on this legislation of 2031.

Discussion was held.

**ACTION:** Motion made by Director Chamblin to approve the updated Board Policy, ABD-26 as presented, seconded by Director Wong.

**AYES:** Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry

**Abstention:** None

**NAYS:** None

**Absent:** None

**15.6. 2026 Board Officer Elections** ♦

The Board Chair will preside over the Board Officer elections of the Chair, Vice Chair, Secretary and Treasurer of the Tahoe Forest Board of Directors for the 2026 calendar year.

Chair McGarry noted that Board Officer elections are normally held in December, but he will not be present. Discussion was held.

**ACTION:** Nomination made by Director Chamblin for Director McGarry to fill the office 2026 Board Chair, accepted. No other nominations. No discussion.

**AYES:** Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry

**Abstention:** None

**NAYS:** None

**Absent:** None

**ACTION:** Nomination made by Director Brown for Director Darzynkiewicz to fill office of 2026 Board Vice-Chair, accepted. No other nominations. No discussion.

**AYES:** Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry

**Abstention:** None

**NAYS:** None

**Absent:** None

**ACTION:** Nomination made by Director Darzynkiewicz for Director Wong to fill the office 2026 Board Secretary, accepted. No other nominations. No discussion.

**AYES:** Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry

**Abstention:** None

**NAYS:** None

**Absent:** None

**ACTION:** Nomination made by Director Chamblin for Director Brown to fill the office of 2026 Board Treasurer, accepted. No other nominations. No discussion.

**AYES:** Directors Brown, Chamblin, Darzynkiewicz, Wong, and McGarry

**Abstention:** None

**NAYS:** None

**Absent:** None

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

None

**17. BOARD COMMITTEE REPORTS**

Director Wong gave committee reports on: Board Executive Compensation Committee, Board Quality Committee and PFAC.

Director Darzynkiewicz gave committee reports on: Board Community Engagement Committee, Board Quality Committee, and TTHAC.

Director Chamblin provided a report on the IVCH Foundation.

Director Brown would like the topic of Aging to be considered a future topic or presentation at the Board meeting with Dr. Gladman.

Director Chamblin would also like to hear Dr. Fountain's presentation on AI.

**18. BOARD MEMBERS' REPORTS/CLOSING REMARKS**

Chair McGarry provided closing comments. The December Board meeting will be held 12/18/2025 due to the Christmas holiday.

**19. CLOSED SESSION CONTINUED**

**20. OPEN SESSION**

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

**22. ADJOURN**

Meeting adjourned at 8:29 p.m.