



TAHOE FOREST  
HOSPITAL DISTRICT

# 2026-05-06 Executive Compensation Committee

Wednesday, May 06, 2026 at 2:30 p.m.

Tahoe Forest Hospital – Aspen Conference Room

10800 Donner Pass Rd, Suite 200, Truckee, CA 96161



# Meeting Book - 2026-05-06 Executive Compensation Committee

## Board Executive Compensation Committee

### AGENDA

ITEMS 1 - 4: See Agenda

2026-05-06 Board Executive Compensation Committee\_FINAL  
Agenda.pdf 3

### 5. APPROVAL OF MINUTES

5. 2026-03-16 Board Executive Compensation Committee\_DRAFT  
Minutes.pdf 4

### 6. ITEMS FOR COMMITTEE DISCUSSION AND/OR RECOMMENDATION

6.1. Executive Compensation Committee Charter Review  
6.1. Executive Compensation Committee Charter 2026-06  
DRAFTv4.pdf 7

6.2. Executive Compensation Benchmarking & Status Assessment  
\* material not available at time of posting

6.3. Incentive Compensation Program Review  
\* material not available at time of posting

ITEMS 7 - 9: See Agenda



**BOARD  
EXECUTIVE COMPENSATION COMMITTEE  
AGENDA**

Monday, May 06, 2026 at 2:30 p.m.  
Tahoe Forest Hospital – Aspen Conference Room  
10800 Donner Pass Rd, Suite 200, Truckee, CA 96161

**1. CALL TO ORDER**

**2. ROLL CALL**

**3. CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**

**4. INPUT – AUDIENCE**

This is an opportunity for members of the public to address the Committee 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 Committee cannot take action on any item not on the agenda. The Committee may choose to acknowledge the comment or, where appropriate, briefly answer a question, refer the matter to staff, or set the item for discussion at a future meeting.

**5. APPROVAL OF MINUTES: 03/16/2026 ♦ ..... ATTACHMENT**

**6. ITEMS FOR DISCUSSION AND/OR RECOMMENDATION ♦**

**6.1. Executive Compensation Committee Charter Review ..... ATTACHMENT**

Executive Compensation Committee will review the current charter, consider proposed updates and revisions, and provide recommendations for changes, as appropriate.

**6.2. Executive Compensation Benchmarking & Status Assessment ..... ATTACHMENT\***

Executive Compensation Committee will review a detailed executive compensation benchmarking and status assessment.

**6.3. Incentive Compensation Program Review ..... ATTACHMENT\***

Executive Compensation Committee will receive a comparative review of executive incentive programs.

**7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS**

**8. NEXT MEETING DATE**

**9. ADJOURN**

\*Denotes material (or a portion thereof) may be distributed later.

Note: It is the policy of Tahoe Forest Hospital District to not discriminate in admissions, provisions of services, hiring, training and employment practices on the basis of color, national origin, sex, religion, age or disability including AIDS and related conditions. Equal Opportunity Employer. The telephonic meeting location is accessible to people with disabilities. Every reasonable effort will be made to accommodate participation of the disabled in all of the District’s public meetings. If particular accommodations for the disabled are needed or a reasonable modification of the teleconference procedures are necessary (i.e., disability-related aids or other services), please contact the Executive Assistant at (530) 582-3583 at least 24 hours in advance of the meeting.

**BOARD EXECUTIVE  
COMPENSATION COMMITTEE  
DRAFT MINUTES**

Monday, March 16, 2026 at 1:00 p.m.  
Tahoe Forest Hospital – Aspen Conference Room  
10800 Donner Pass Rd, Suite 200, Truckee, CA 96161

**1. CALL TO ORDER**

Meeting was called to order at 1:02 p.m.

**2. ROLL CALL**

Board: Alyce Wong, Chair; Dale Chamblin, Board Member

Staff in attendance: Anna Roth, President & CEO; Louis Ward, Chief Operating Officer; Kim McCarl, Chief Strategy Officer; Sarah Jackson, Clerk of the Board

**3. CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**

No changes were made.

**4. INPUT – AUDIENCE**

No public comment was received.

**5. APPROVAL OF MINUTES OF: 11/04/2025**

Director Chamblin moved to approve the Board Executive Compensation Committee minutes of November 04, 2025 as presented, seconded by Director Wong.

**6. ITEMS FOR DISCUSSION AND/OR RECOMMENDATION** ◆

**6.1. President and CEO Comprehensive Compensation Package** ◆

Executive Compensation Committee will consider the utilization and engagement of a specialist(s) in executive compensation and evaluation to ensure that the Board is receiving the most relevant data and metrics available for Executive compensation and annual evaluation.

The CEO reviewed the RFP. It is seeking proposals from Qualified healthcare compensation consulting firms to conduct an independent evaluation and provide recommendations related to: Executive Leadership Total Cash Compensation, Incentive Compensation Programs for management, directors and executives and the Gainsharing bonus program for non-management. After selection of the firm, the turnaround request is 4-6 weeks. The proposal plan for the CEO Total Compensation package will likely be implemented and utilized for FY 2027, 07/01/26 – 06/30/27.

The Incentive Compensation plan recommendations will likely be recommended for implementation in FY 28 and Gainsharing plan recommendations will likely be recommended for implementation in FY 28 or FY 29.

Two firms submitted proposals (Mercer and Alvarez & Marsal), two firms declined (Korn Ferry , Alliant/ Future Sense, and three firms did not respond (Gallagher, HSG Advisors, Sullivan Cotter) to the RFP by the deadline. The final selection will be made by the Leadership Team.

The RFP does include a provision to help develop the annual CEO incentive compensation metrics for FY 2028 if needed.

**No Committee action was taken on this item.**

### **6.2. Fiscal Year 2026 President & CEO Incentive Compensation Criteria FY 2027** ◆

Executive Compensation Committee will consider engaging a consultant for the development of the Incentive Compensation criteria as well as begin discussion on the Fiscal Year 2027 President & CEO Incentive Compensation goals.

Discussions on 6.1 and 6.2 were largely held in conjunction with each other.

FY 2026 CEO Incentive Compensation Criteria were briefly reviewed by goal. Discussion was held.

Potential topics for FY 2027 CEO Incentive Compensation were extensively discussed.

Per policy (ABD-02), metrics for FY 27 should be developed for an Executive Compensation Committee Meeting by April 30<sup>th</sup>. A future policy revision may be suggested. The True North strategic plan will not be ready by 4/30/2026 so development of metrics ahead of the True North strategic plan would then necessitate revisions to the metrics. Additionally, Incentive Compensation metrics development may also be recommended by the consultant selected from the RFP process.

CEO Would like to tie the Executive Team and CEO incentive compensation to the True North Plan and put together one comprehensive group of work. It might be reframed into the True North framework with more qualitative and process measures versus singular year quantitative goals.

**No Committee action was taken on this item.**

### **6.3. President and CEO Annual Evaluation** ◆

Executive Compensation Committee review and consider the timeline, evaluation tool and policies associated with the President and CEO Annual Evaluation.

6.3.1. Chief Executive Officer Performance Evaluation, ABD-01  
Policy was reviewed. No changes were recommended.

6.3.2. President & Chief Executive Officer Compensation, ABD-02  
Policy was reviewed. No changes were recommended.

Discussion was held on the CEO annual review timeline and evaluation survey. No changes were recommended at this time.

### **6.4. Charter Review** ◆

The Committee will review the Board Charter and Goals. The Committee may recommend updates for approval for Calendar Year 2026.

The Committee reviewed the Board Executive Compensation Committee Charter. Extensive changes were made in 2025. No changes were recommended for 2026.

**Director Chamblin moved to approve the Board Executive Compensation Committee Charter as presented and send to the consent agenda at the March 26, 2026 Board Meeting, seconded by Director Wong.**

**7. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS**

Review with General Counsel the best practice to open the CEO Contract prior to the 18 month mark.

Add setting FY 2027 CEO Incentive Compensation Criteria to April Committee agenda.

**8. NEXT MEETING DATE**

Mid April depending on Board Member availability.

**9. ADJOURN**

**Meeting adjourned at 2:32 p.m.**

**DRAFT Charter**  
**Executive Compensation Committee**  
**Tahoe Forest Hospital District**  
**Board of Directors**

**PURPOSE:**

The purpose of the charter is to delineate the responsibilities and duties of the Executive Compensation Committee of the District's Board of Directors. As needed, the Committee may engage an Executive Compensation Specialist recommended by management that; (i) assists in determining an appropriate incentive structure for the President & Chief Executive Officer (CEO) of the District; (ii) and reviews the benefits plan options for the CEO of the District; as well as (iii) verifies the CEO's compensation information is appropriately disclosed.

**RESPONSIBILITIES:**

The Executive Compensation Committee is responsible for assisting the Board in ensuring all CEO compensation decisions are competitive, fair, and equitable, as well as compliant with appropriate regulatory guidelines and representative of best market practices. The Committee is additionally responsible for the oversights of the CEO's comprehensive compensation package and Incentive Compensation criteria, and the CEO's performance objectives. oversight of President & Chief Executive Officer (CEO) relations and the work done through the Winning Aspirations.

**DUTIES:**

- ~~1.~~ ~~Oversee the identification and recruitment of the organization's CEO as directed by the Board of Directors.~~
- ~~2.~~1. Ensure an annual CEO performance evaluation process is in place.
- ~~3.~~2. In conjunction with the CEO, using a standardized evaluation tool, annually review and recommend modifications of the goals and objectives documents which will be used to evaluate the performance of the CEO.
- ~~4.~~3. Review annually the CEO's comprehensive compensation ~~package,~~ and package and make recommendations to the Board of Directors as necessary.
- ~~5.~~4. Review metrics annually for the CEO's Incentive Compensation Criteria and make recommendations to the Board of Directors as necessary.
- ~~6.~~5. Review annually the CEO's Employment ~~Agreement, and Agreement and~~ make recommendations to the Board of Directors as necessary.
- ~~6.~~ In conjunction with the CEO, review and evaluate annually the CEO position description to ensure its continued relevance. Recommend revisions to the Board of Directors as necessary.
- ~~7.~~ As appropriate and upon the recommendation of management, engage independent, external advisors (e.g. compensation consultants, attorneys, etc) to provide objective and impartial compensation data and express an opinion on the equity and compliance of the total executive compensation.
- ~~7.~~8. Review and reassess this Charter annually and amend it as the Committee and

Board deem appropriate.

**COMPOSITION:**

The Committee is comprised of at least two (2) board members appointed by the Board Chair.

**MEETING FREQUENCY:**

Per the “Brown Act” California Government Code Section § 54956 (b) discussion of salaries, salary schedules, or compensation in the form of fringe benefits to either the legislative body or for executives of the agency is prohibited except at a regularly scheduled meeting of the legislative body.

To comply with this code, the Executive Compensation Committee must limit discussion of salaries, salary schedules, and compensation in the form of fringe benefits to either the legislative body or for executives of the agency to regularly scheduled meetings with at least 72 hours’ notice for agenda posting.

The Committee shall meet at least twice annually for a regular meeting on:

- The 1<sup>st</sup> Wednesday of May and the 1<sup>st</sup> Wednesday of October each year, and
- Additional meetings may be scheduled as needed.

~~The Committee shall meet at least once annually and then on an as needed basis.~~