

## SPECIAL MEETING OF THE BOARD OF DIRECTORS RETREAT MINUTES

Tuesday, April 9, 2024 at 9:00 a.m. – 4:00 p.m.  
Wednesday, April 10, 2024 at 9:00 a.m. – 4:00 p.m.

Springhill Suites by Marriott Truckee – Conference Room  
10640 E. Jibboom Street, Truckee, CA 96161

### Day One – Tuesday, April 9, 2024 at 9:00 a.m.

#### 1. CALL TO ORDER

Meeting was called to order at 9:01 a.m.

#### 2. ROLL CALL

Board: Alyce Wong, Board Chair; Michael McGarry, Vice Chair; Mary Brown, Secretary; Dale Chamblin, Treasurer; Robert (Bob) Barnett, Board Member

Staff in attendance: Louis Ward, Chief Operating Officer; Crystal Felix, Chief Financial Officer; Dr. Brian Evans, Chief Medical Officer; Alex MacLennan, Chief Human Resources Officer; Ted Owens, Executive Director of Governance; Martina Rochefort, Clerk of the Board

Other: Pamela Knecht of ACCORD Ltd; Jeff Wilson of Vizient, Inc.

#### 3. ITEMS FOR BOARD DISCUSSION

##### 3.1. Welcome and Opening Comments

Chair Wong welcomed everyone to the retreat.

##### 3.2. Retreat Objectives, Agenda & Group Guidelines

Pamela Knecht, Retreat Facilitator, reviewed the retreat agenda. The following objectives were reviewed:

1. Provide an update on the Vizient Work.
2. Preview and discuss the 1-year Goals.
3. Provide an update on physician alignment and medical staff dyad structure.
4. Clarify the role of the Community Engagement Committee.
5. Discuss the Board Self-Assessment results and tool.
6. Agree on Board Development Goals for 2024.
7. Discuss best practices for CEO succession process/timing.
8. Discuss best practices for CEO evaluation process/timing.
9. Discuss how to improve communications, alignment and trust.
10. Discuss other topics of interest to Board members.
11. Identify agreements and next steps.

Special Meeting of the Board of Directors of Tahoe Forest Hospital District  
**April 9 & 10, 2024 RETREAT MINUTES – Continued**

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The Board Governance Committee was tasked with following up on the remaining topics by June 30, 2024.

**3.3. Management Systems & Patient Access Update**

Jeff Wilson of Vizient, Inc. reviewed Sub-Systems of the Management Systems and Strategy Deployment. Discussion was held.

*Harry Weis, President and Chief Executive Officer, joined the meeting at 9:39 a.m.*

Mr. Wilson reviewed an example of a job breakdown template and A3-X Matrix that staff is working on to connect Breakthrough Goals, Annual Goals, Strategic Priorities and Targets to Improve.

**Open Session recessed at 10:43 a.m.**

**Open Session reconvened at 10:54 a.m.**

**3.4. One Year Goals Agreement**

Louis Ward, Chief Operating Officer, presented five year breakthrough goals and one year annual goals. Discussion was held.

The Board would like to receive a future presentation on Healthy People 2030.

Discussion was held on the measurement of third next available appointment.

**Open Session recessed at 12:00 p.m.**

**Open Session reconvened at 12:31 p.m.**

Discussion continued of five year breakthrough goals and annual goals.

**3.5. Physician Alignment Update**

Dr. Brian Evans, Chief Medical Officer, provided an update on current physician alignment efforts. CMO shared how a dyad leader structure looks within a clinic. Discussion was held.

**Open Session recessed at 3:01 p.m.**

**Open Session reconvened at 3:19 p.m.**

*CHRO departed the meeting at 3:19 p.m.*

**3.6. Community Engagement Committee's Role**

The Board of Directors discussed the role of the Board Community Engagement Committee. ACCORD felt the Community Engagement Committee charter included too management and staff tasks instead of governance tasks.

Directors McGarry and Brown feel we need to look top down at strategic direction.

The Board needs to determine what direction to go in and whether it wants to commit resources to health disparities. The Board will hold a separate retreat on this specific topic.

Special Meeting of the Board of Directors of Tahoe Forest Hospital District  
**April 9 & 10, 2024 RETREAT MINUTES – Continued**

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**3.7. Wrap up and Next Steps**

The Board of Directors concluded its retreat.

**4. ADJOURN**

**Meeting adjourned at 4:11 p.m.**

**Day Two – Wednesday, April 10, 2024 at 9:00 a.m.**

**5. CALL TO ORDER**

**Meeting called to order at 9:00 a.m.**

**6. ROLL CALL**

Board: Alyce Wong, Board Chair; Michael McGarry, Vice Chair; Mary Brown, Secretary; Dale Chamblin, Treasurer; Robert (Bob) Barnett, Board Member

Staff in attendance: Harry Weis, President & Chief Executive Officer; Alex MacLennan, Chief Human Resources Officer; Ted Owens, Executive Director of Governance; Martina Rochefort, Clerk of the Board

Other: Pamela Knecht of ACCORD Ltd

**7. ITEMS FOR BOARD DISCUSSION**

**7.1. Review of Day One**

Pamela Knecht, Retreat Facilitator, reviewed highlights from day one of the retreat.

**7.2. 2023 Board Self-Assessment**

Retreat Facilitator reviewed the highest and lowest scoring items from the 2023 Board Self-Assessment. Discussion was held.

Retreat Facilitator recommended a comprehensive review of the board orientation program.

**7.3. Board Self-Assessment Tool**

The Board of Directors reviewed the Board Self-Assessment tool. The goal of the tool is an attempt to say the board achieving best practices is a variety of areas. Discussion was held.

Clerk of the Board will update SurveyMonkey to require an answer to the assessment questions.

**7.4. Board Development Goals**

The Board of Directors discussed development of new board development goals for 2024.

*David Ruderman, General Counsel, joined the meeting at 10:58 a.m.*

Possible board goals include:

- Implement a comprehensive board education plan that may include annual healthcare trends update, education at every board meeting, attendance at external conferences and articles.

Special Meeting of the Board of Directors of Tahoe Forest Hospital District  
**April 9 & 10, 2024 RETREAT MINUTES – Continued**

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- Convene a strategic retreat with the Board and Administrative Council to clarify the “what” of the Community peak.
- Create a written CEO Evaluation process.
- Develop a Board Norms & Culture document and update Order & Decorum.
- Define CEO Succession Plan.

**Open Session recessed at 11:10 a.m.**

**Open Session reconvened at 11:22 a.m.**

#### **7.5. President & CEO Succession Best Practices**

The Board of Directors discussed best practices for President & CEO succession planning and timing.

Retreat Facilitator reviewed 5 A’s of CEO Progression Planning:

1. Align Strategy
2. Assess Capabilities (internal talent)
3. Accelerate Development
4. Access the Marketplace (external talent)
5. Activate & Advance Performance

Retreat Facilitator recommended using a third party expert to assist the Board of Directors when it is ready. The executive search firm would assist in creating a success profile.

Alex MacLennan, Chief Human Resources Officer, added that the Board of Directors needs to focus on additional desired attributes, not just skillset.

The board should start building the succession profile now.

The Board Chair can appoint an ad hoc committee to select an executive search firm.

**Open Session recessed at 12:22 p.m.**

**Open Session reconvened at 12:44 p.m.**

#### **7.6. President & CEO Evaluation Best Practices**

CHRO reviewed best practices for President & CEO evaluation planning and timing.

Questions posed:

Who will work on building this process?

Should the timing of the evaluation change?

Should it be tied to incentive compensation?

A third party can help craft the process.

Retreat Facilitator recommended the board create a written CEO evaluation process as a board goal.

*CHRO departed the meeting at 1:24 p.m.*

Special Meeting of the Board of Directors of Tahoe Forest Hospital District  
**April 9 & 10, 2024 RETREAT MINUTES – Continued**

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*Clerk of the Board departed the meeting at 1:33 p.m.*

**Open Session recessed at 1:33 p.m.**

**8. CLOSED SESSION**

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

*Title: President & Chief Executive Officer*

Discussion was held on a privileged item.

**9. OPEN SESSION**

**Open Session reconvened at 3:27 p.m.**

**10. ITEMS FOR DISCUSSION**

**10.1. Closed Session Report Out**

There was no reportable action taken in Closed Session.

**10.2. Wrap Up and Next Steps**

The Board of Directors will work on implementing the following board goals:

- Implement comprehensive Education Plan (Governance Committee)
- Convene a strategic retreat on the “what” of the Community peak (Community Engagement Committee)
- Create written CEO Evaluation process (Executive Compensation Committee)
- CEO Succession Plan (Executive Compensation Committee)
- Creation of Board Culture & Norms document (Governance Committee)

The Governance Committee will review and circle back on the list of follow up items.

**11. ADJOURN**

**Meeting adjourned at 4:07 p.m.**