



BOARD OF DIRECTORS
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; Karen Sessler, M.D., Secretary; Dale Chamblin, Treasurer; Roger Kahn, Board Member</p> <p>Staff: Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Janet Van Gelder, Director, Quality & Regulations; Judy Newland, CNO/IVCH Administrator; Carl Blumberg, Risk Manager; Michelle Cook, Executive Assistant</p> <p>Others: Steve Gross, Legal Counsel; Tom Hobday, TIRHR President; Betsy Cole, TIRHR Executive Vice President; Jim Hood, TIRHR Chief Operating Officer; Mark Peshoff, Vice President of Business Development</p>	
1. Call to Order	Mr. Mohun called the meeting to order at 4:06 p.m.	
2. Roll Call	The Roll Call reflected 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. Attachments were dispersed for agenda items 16C and 16D.	
4. Input -- Audience Employee Associations	Audience input was asked, but none was offered.	
5. Closed Session:	The meeting proceeded into closed session at 4:07 p.m.	
A. Approval of closed session minutes of 1/27/14 & 1/28/14	A copy of the attachment is in the closed session packet.	<p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve the closed session minutes of 1/27/14 and 1/28/14 as presented. Motion carried unanimously.</u></p>
B. Health & Safety Code Section 32106: Trade Secrets –	Discussion was held. Tom Hobday, Betsy Cole, Jim Hood, and Mark Peshoff joined the meeting for this agenda item.	



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Proposed New Service or Program, Estimated Date of Public Disclosure, 2/28/15		
C. Health & Safety Code Section 32155: Quality Report	Discussion was held. Ms. Van Gelder joined the meeting for this agenda item.	
D. California Government Code Section 54956.9(d)(2): Potential Litigation (3 Cases)	Discussion was held. Ms. Van Gelder and Mr. Blumberg joined the meeting for this agenda item.	
E. California Government Code Section 54956.9(d)(1): Existing Litigation (Nevada County Superior Court Case # T12/5115C v. TFHD) and (Santa Clara Superior Court #113CV 247595 v. TFHD)	Discussion was held. Ms. Van Gelder and Mr. Blumberg joined the meeting for this agenda item.	
F. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation	Discussion was held.	
G. Health & Safety Code Section 32155: Medical Staff Credentials	Dr. Barta and Ms. Schnieder joined the meeting for this agenda item. Dr. Barta presented the Medical Staff credentials as recommended for approval by the Medical Staff Executive Committee.	<u>It was moved by Dr. Sessler and seconded by Mr. Kahn to approve the Medical Staff Credentials items 1-7 on the Medical Staff Executive Committee agenda and listed in the closed session minutes, as presented and recommended for approval by the Medical Staff Executive Committee. Motion carried unanimously.</u>



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6. Dinner Break	A dinner break was taken at 5:27 p.m.	
7. Open Session Call To Order	Mr. Mohun called the open session to order at 6:03 p.m. The meeting reconvened into closed session at 6:04 p.m. and reconvened into open session at 6:27 p.m.	
PRESENT FOR OPEN SESSION:	<p>Board Members: John Mohun, President; Larry Long, Vice President; Karen Sessler, M.D., Secretary; Dale Chamblin, Treasurer; Roger Kahn, Board Member</p> <p>Staff: Bob Schapper, Chief Executive Officer; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Judy Newland, RN, IVCH Administrator/Chief Nursing Officer; Paige Thomason, Director, Marketing & Communications; Terri Schnieder, Director, Medical Staff Services; Janet Van Gelder, Director, Quality and Regulations; Jayne O'Flanagan, Interim Director, Human Resources; Linda Harman, Director, Surgical Services; Mike Geney, Consultant; Alex MacLennan, Non-Clinical Educator; Michelle Cook, Executive Assistant</p> <p>Others Present: Steve Gross, Legal Counsel; Robert Chase, M.D.; Shawni Coll, D.O.</p>	
8. Clear The Agenda/Items Not on the Posted Agenda	The agenda was cleared. No changes were made to the posted agenda.	
9. Input Audience	Audience input was asked, but none was offered.	
10. Input From Employee Associations	Employee Associations input was asked, but none was offered.	
11. Reappointment of Board Officers 2014	<p>Mr. Mohun reappointed the 2014 Board Committees as follows:</p> <ul style="list-style-type: none"> • Governance Committee –Chair, Karen Sessler, M.D. and John Mohun • Quality Committee –Chair; John Mohun, and Karen Sessler, 	



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<p>12. Medical Staff Report</p>	<p>M.D.</p> <p>Dr. Coll gave the Medical Staff Report, highlights as follows:</p> <ul style="list-style-type: none"> • The Just Culture Training will be held on 3/11/14-3/13/14; • A general staff meeting will be held on 5/28/14. Mr. Schapper will discuss the financial position and forecast of the hospital; • The physicians will be trained on the ICD-10 modules next week and there will be ICD-10 physician peer-to-peer training in March; • The Strategic Planning and Recruitment Committee are looking for potential urology services for Truckee; • The Department of Surgery put into effect the Operating Room (OR) Governance Council. They are working on the OR operations, efficiencies, and improving the cost per unit service. The physicians have been receptive to this change. Carl Gerlach has supplied a financial Performa showing how the OR needs to change; • Mr. Mohun introduced himself to the committee and gave a thorough report on the recent Board activities in January. The committee appreciated his report. 	
<p>A. Approval of Medical Staff Consent Agenda</p>	<ul style="list-style-type: none"> • Dr. Coll stated that the Medical Executive Committee discussed the Medical Staff Consent Agenda and approved the items. She highlighted the following new items in the Consent Agenda: <ul style="list-style-type: none"> ○ The Block Usage Policy was developed through the OR Governance Council. This policy was created to help improve efficiency in the OR; ○ The Ongoing Profession Performance Indicators – The various departments picked the items they wanted on 	<p><u>It was moved by Mr. Kahn and seconded by Mr. Long to approve agenda items 1-7 on the Medical Staff Consent Agenda. The motion was passed unanimously.</u></p>



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	<p>the clinical report card. These items are listed in the QA Committee section of the Consent Agenda.</p>	
<p>13. Consent Calendar:</p> <p>A. Minutes of Meetings of: 1/22/14, 1/27/14, 1/28/14, 2/6/14</p> <p>B. Financial Report – December 2013 Quarterly Package</p> <p>C. Financial Report – January 2014 Package</p> <p>D. Contracts Recommended Approval by the Governance Committee 2/24/14</p> <p>a. Medical Staff Department Chair and Officers Agreements 2014</p> <ul style="list-style-type: none"> • Member at Large, Eddie Mozen • Secretary/Treasurer, Chris Arth <p>b. Amendment to Hospice Medical Director Designee Agreement, Greg Tirdel M.D.</p> <p>E. Director of Quality and Regulation Reviewed the Patient Rights and Responsibilities for California and Nevada and Recommended Approval by</p>	<ul style="list-style-type: none"> • Mr. Mohun asked if there were any items that need to be pulled from the consent calendar; • Dr. Sessler pulled agenda item 13A – 2/6/14 minutes. The following corrections were made to the 2/6/14 Special Board Meeting minutes: <ul style="list-style-type: none"> ○ ACHD “book” will be changed to ACHD “board”; ○ Page 5, it was clarified that Mr. Mohun will appoint an ad hoc committee to investigate on behalf of the Board. 	<p><u>It was moved by Mr. Long and seconded by Mr. Chamblin to approve Consent Agenda items 13 (A)–(H). A roll call vote was taken:</u> <u>Dr. Sessler, Aye,</u> <u>Mr. Mohun, Aye,</u> <u>Mr. Kahn, Aye,</u> <u>Mr. Long, Aye,</u> <u>Mr. Chamblin, Aye.</u> <u>The motion was passed unanimously.</u></p> <p><u>It was moved by Dr. Sessler and seconded by Mr. Long to approve Consent Agenda item 13 (A) – 2/6/14 Special Board Meeting minutes with minor corrections. A roll call vote was taken:</u> <u>Dr. Sessler, Aye,</u> <u>Mr. Mohun, Aye,</u> <u>Mr. Kahn, Aye,</u> <u>Mr. Long, Aye,</u> <u>Mr. Chamblin, Aye.</u> <u>The motion was passed unanimously.</u></p>



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<p>the Board</p> <p>F. Director of Diagnostic Imaging reviewed the Patient Registration Policies and Recommended Approval by the Board</p> <p>G. Personnel/Retirement Committee 2/19/14 Recommended Approval of the Personnel Policies</p> <p>H. Personnel/Retirement Committee 2/19/14 Recommended Approval of the Voluntary Exit Incentive Policy –NEW-</p>		
<p>14. Executive Officer's Report</p> <p>A. Chief Operating Officer's Report</p> <p>B. Chief Nursing Officer's Report</p> <p>C. Incline Village Community Hospital Administrator's Report</p>	<p>Mr. Schapper stated in addition to his written Chief Executive Officer's Report:</p> <ul style="list-style-type: none"> • He will be discussing project potentials in his closed session report; <p>Ms. Razo gave the Chief Operating Officer's Report:</p> <ul style="list-style-type: none"> • An update was given on feasibility stage one Meaningful Use; • Management and staff continue to prepare for the Healthcare Facilities Accreditation Program Survey; • Management has been monitoring how the volumes will be impacted by a winter without snow. Preparation is being made for a possible slow season in the summer. Management has been reducing costs in the mean time; • The Revenue Cycle Process Improvement Team will be 	



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	<p>educating management on the revenue cycle process at an all day process improvement initiative meeting on 3/4/14.</p> <p>Ms. Newland stated in addition to her written Chief Nursing Officer's Report:</p> <ul style="list-style-type: none"> • Nursing Administration is looking at a redesign to gain efficiencies in the OR department. The kick-off meeting will be held on 3/7/14. The process improvement team of the staff of surgical services will be involved in efficiencies and will streamline the process. <p>Ms. Newland gave the IVCH Administrator's Report:</p> <ul style="list-style-type: none"> • Dr. Higgins resigned from the Multi-Specialty Clinics in February. Dr. Skolnick has increased his time to fill the position. They are looking at recruiting another practitioner. 	
<p>15. Board Committee Reports/ Recommendations</p>		
<p>A. Personnel/Retirement Committee Meeting - 2/9/14</p>	<p>Mr. Long stated:</p> <ul style="list-style-type: none"> • The Personnel/Retirement Committee met last week; • The committee reviewed the Retirement Plan. A Fidelity representative attended and a discussion was held on the plan. They are working on better engagement with employees; • The committee requested Mr. Chambers research alternative funds to replace the Perkins Mid Cap Value Fund. Four alternative funds were considered. Mr. Chambers recommended replacing the fund with the Vanguard Select Value Fund and the committee was in agreement; • The committee also considered adding a Roth Fund. They 	



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	<p>will look into it further in the next quarter. This would be strictly for employees who request the plan;</p> <ul style="list-style-type: none"> • They reviewed the committee goals and objectives for the year and made a few revisions; • Ms. O’Flanagan discussed the Voluntary Exit Incentive Policy that was recommended for approval on the Consent Agenda tonight. The Board will need to approve the incentive compensation component; • They reviewed and recommended for approval the Personnel policies. Policies will be revised to show the Memorandum of Understanding changes. 	
<p>B. Finance Committee Meeting – 2/24/14</p>	<p>Mr. Chamblin stated:</p> <ul style="list-style-type: none"> • The Finance Committee met yesterday; • The financial reports are included in the consent agenda; • The financials are up-to-date; • Gross Revenue is down 8% from budget; • The Emergency Department visits are off by 12%; • The year-to-date financials are off by 1%; • The year-to-date EBIDA was approximately \$1.7 million; • Accounts Receivable and cash continue to be a problem. Jacobus Consulting is working with the finance team on this issue. A representative from Jacobus will meet with the Finance Committee next month; <p>Ms. Betts gave a Jacobus update:</p> <ul style="list-style-type: none"> • They are providing us with a swat team and pillar leaders to work with our directors. Next Tuesday is the kick-off meeting; Jacobus will give a revenue cycle educational workshop for those managers and directors that are touched by the revenue cycle. We are hoping to see a good return 	



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	<p>on investment;</p> <ul style="list-style-type: none"> ○ The contract with Jacobus is for 6 months. If we have accomplished our goals sooner than 6 months, then we can give 30 days notice and can save on costs; ● A Multi-Specialty Clinics update was given. While their volume and cash is up and they are ahead of budget, they are still at 68% of capacity; ● Mr. Schapper noted that the Multi-Specialty Clinics have a lot of capacity to serve a lot of patients. He noted that some physicians are not serving full time while other physicians are outperforming their peers; ● Mr. Kahn and Mr. Chamblin have almost completed the Finance Committee goals. 	
<p>C. Special Governance Committee Meeting – 1/29/14</p>	<p>Dr. Sessler stated:</p> <ul style="list-style-type: none"> ● The purpose of the Special Governance Committee Meeting was to prepare for the Special Board Meeting - Board Self Assessment Workshop by discussing the report with Annie Krein from the Governance Institute. 	
<p>D. Governance Committee Meeting – 2/25/14</p>	<p>Dr. Sessler stated:</p> <ul style="list-style-type: none"> ● The committee reviewed the Board Self Assessment grid and the summary forms she created from the Special Board Meeting. She will email the forms to the Board members tomorrow; ● In the area of Board Development, a Board Retreat proposal from Karma Bass, ACHD Consultant was discussed. The committee was in agreement that the proposal was too expensive at this time. The committee recommended tabling the proposal, while the Board members first try to use internal and educational resources available. The committee would revisit in six months, if they could not 	



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	<p>accomplish on their own with the internal resources available, and if the Board recommended bringing in a facilitator;</p> <ul style="list-style-type: none"> ○ She asked the Board members for their input on the proposal. Discussion was held; ○ The Board recommended Mr. Schapper speak with Mr. Owens about researching a proposal for a facilitator at a cheaper price in order to help the Board create the framework for the mission and vision statement; ○ At an upcoming Board meeting, the Board will need to clarify who will be in attendance at this meeting, the meeting format, the facilitator, and will need to review the updated proposal; <ul style="list-style-type: none"> ● They worked on the annual committee goals; ● Gail Betz, J.D./R.N., has been hired to work as the Compliance Officer. Ms. Newland cannot hold the Compliance Officer role and a senior management position. Ms. Betz is a Certified Compliance Officer and will join the organization next week. She will oversee policies and procedures for the Board and work with Legal Counsel. She is required to attend the Board Governance Committee. The Board will receive her resume next week; ● The 2014 Year of the Family Resolution was discussed per request by an outside agency. A policy is already in place. The committee agreed there are too many questions involved with this resolution to engage at this time; ● At the next committee meeting, discussion will be held on the mission statement, board education plan, and board meeting efficiencies. 	<p><u>Mr. Schapper will speak with Mr. Owens about the Board Retreat Proposal suggestions and potential facilitators. He will bring back the recommendation to the Board.</u></p>
<p>16. Items for Board Discussion And/</p>		



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Or Action		
<p>A. Intensive Care Unit Renovation Project Update and Recommendation For Award of Bids</p>	<p>Mr. Geney stated:</p> <ul style="list-style-type: none"> • He gave an update on the Intensive Care Unit Renovation Projection; • He discussed the modifications to the redesign of the western addition soiled utility room; • He reviewed the phases of the project; • The project is 6.5 months and will be done while the unit stays in operation; • The permit has been approved. Bids were received 2/13/14; • Mr. Mohun asked Mr. Geney if there is any contingency; • Mr. Geney replied that there is a 15% contingency on construction; • Mr. Geney asked the Board for approval of the Recommendation for Award for the Intensive Care Unit Total Recommendation Budget of \$1,034,175; • Discussion was held on the details of the budget; • Mr. Geney clarified that the capital project is separate from the Measure C funding; • Ms. Betts added that money has been budgeted for the project. 	<p><u>It was moved by Mr. Kahn and seconded by Mr. Long to Approve the Intensive Care Unit Renovation Recommendation for Award of Bids.</u> <u>A roll call vote was taken:</u> <u>Dr. Sessler, Aye,</u> <u>Mr. Mohun, Aye,</u> <u>Mr. Kahn, Aye,</u> <u>Mr. Long, Aye,</u> <u>Mr. Chamblin, Aye.</u> <u>The motion was passed unanimously</u></p>
<p>B. Appointment of Board Representative(s) to the Orthopedic Advisory Council</p>	<p>Mr. Mohun stated:</p> <ul style="list-style-type: none"> • A Board Representative(s) for the Orthopedic Advisory Council is needed in order for the Board to become informed on these meetings; • Discussion was held; • Mr. Long volunteered to be the Board Representative; • Mr. Schapper noted that in March there is a planning retreat of the Business Modeling subcommittee. Ms. Cook will 	



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	inform Mr. Long on this meeting.	
C. Tahoe Forest Health System Foundation Update	<p>Mr. Chamblin stated:</p> <ul style="list-style-type: none"> • He updated the Board on his first meeting with the TFHS Foundation; • Ms. Simon's attachment is in the board packet; • Ms. Ford gave a report to the TFHS Foundation similar to the one the Board received last month; • Ms. Simon reported her department is on target for fundraising; • He congratulated Ms. Simon on her volunteer efforts and on the success of the program. 	
D. Incline Village Community Hospital Foundation Ad Hoc Leadership Meeting Update	<p>Mr. Kahn stated:</p> <ul style="list-style-type: none"> • He, Ms. Newland and Mr. Schapper met in early February with key members of the IVCH Foundation; • Discussion was held on IVCH's status as a Critical Access Hospital. This status could be in jeopardy because IVCH does not have any inpatients; • In the past six months, because of charity care and payor mix changes, IVCH's profitability has been in decline. Discussed ensued on the possible formation of a district hospital; • More discussion will be held at the March IVCH Board Meeting. 	
17. Monthly Board Education	<ul style="list-style-type: none"> • Mr. Mohun said this agenda item was discussed earlier with Karma Bass' proposal; • He briefly discussed a Modern Healthcare Report indicating the CPSI has been getting hospitals to Meaningful Use and has been a leader for rural hospitals; • Discussion was held; 	



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	<ul style="list-style-type: none"> • He requested from staff that board educational components be discussed every board meeting. Education will be provided through the Board Effect Portal, publications, presentations, and/or discussions. 	
<p>18. Agenda Input For Upcoming Committee Meetings</p>	<ul style="list-style-type: none"> • None. 	
<p>19. Items for Next Meeting</p>	<ul style="list-style-type: none"> • Strategic Plan • Orthopedic Advisory Council Report • Construction Update • Mission Statement • Committee Goals • Board Education and Development • Ad Hoc Community Benefit Committee – Appoint Board Representative(s) 	
<p>20. Board Members Reports/Closing Remarks</p>	<ul style="list-style-type: none"> • Dr. Sessler gave an update to the Board on her recent meeting with Caroline Ford. They reviewed the Community Needs Assessment. The first assessment framed the issues for the Board, but did not provide the level of data required to go forward and to measure progress against achievements. We do not have benchmarks from the last assessment because we did not have the data available. The assessment is completed every three years; • Mr. Mohun discussed the formation of an Ad Hoc Committee to investigate a Community Benefit Committee. The committee will need to focus on how the Board and staff will do their best job to hear the community voice. Two Board members will need to sit on this committee. Discussion was held; • The Board recommended Mr. Kahn and Dr. Sessler to serve 	



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	on an Ad Hoc Committee to investigate the formation of a Community Benefit Committee.	
21. Closed Session Continued, If Necessary	The meeting reconvened into closed session at 8:07 p.m.	
22. Open Session	The meeting reconvened into open session at 8:42 p.m.	
23. Report of any Reportable Actions Taken in closed session	Mr. Mohun reported that the Board rejected a claim in closed session.	
24. Adjourn	The meeting adjourned at 8:43 p.m.	

mcc