



BOARD OF DIRECTORS
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; Joan Sevy-Majers, Interim Chief Nursing Officer; Jeanne McAuliffe, Executive Assistant</p>	
1. Call to Order	Dr. Cutler called the meeting to order at 4:00 p.m.	
2. Roll Call	All Board Members were present.	
3. Clear the Agenda/Items Not On the Posted Agenda	The agenda was cleared. There were no changes to the agenda as posted.	
4. Input -- Audience Employee Associations	Audience input was sought, but none was offered.	
5. Closed Session:	The meeting proceeded into closed session at 4:05 p.m.	
A. Approval of closed session minutes of 9/25/12	A copy of the attachment is in the closed session packet.	<p><u>It was moved by Mr. Mohun and seconded by Mr. Long to approve the closed session minutes of 9/25/12 as presented. Mr. Kahn abstained from the vote as he was not at this meeting. Motion carried.</u></p>
B. California Health & Safety Code Section 32155: Quality Report	Ms. Razo presented a Quality update. Discussion was held.	
C. Government Code Section 54956.9(a): Existing Litigation (Claim of Kodiak Roofing)	This item was pulled from the agenda.	



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D. Government Code Section 54957: Chief Executive Officer Monthly Performance Evaluation	There was nothing regarding this topic discussed.	
E. Government Code Section 54957: Chief Executive Officer Annual Performance Evaluation	The Board met with Mr. Schapper related to his annual evaluation.	
6. Dinner Break	A dinner break was taken at 5:15 p.m.	
7. 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; Cindy Greninger, Interim, Quality Director; Joan Sevy-Majers, Interim CNO; Paige Thomason; Jeanne McAuliffe, Executive Assistant</p> <p>Others Present: Shawni Coll, D.O.; Tom Hobday, Betsy Cole; Gaylan Larson; Peter Taylor, M.D.; Diane Laroche</p>	
8. Clear The Agenda/Items Not on the Posted Agenda	The agenda was cleared. Dr. Cutler asked if there were any changes to the posted agenda. Item 14C was moved up to follow consent calendar.	
9. Input Audience Employee Associations	<p>Audience input was sought.</p> <p>Diane Laroche addressed the Board.</p> <ul style="list-style-type: none"> • She has concerns that she needs the Board to hear, but three minutes is not enough time; • She believes that the Cancer Center will benefit this 	



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	<p>community, but she has some concerns regarding the hospital's emergency room staff and their ability to handle cancer patients;</p> <ul style="list-style-type: none"> • She filed a complaint on 7/11/11; • On 8/25/11 she received certified letters from this hospital; • She has met with various members of Tahoe Forest Staff; • She attended the Board Quality Committee in June 2012; • She explained what happened to her husband in this hospital; • Her husband spent the majority of last summer in this hospital to a cost of over \$700,000; • Her insurance company has told her to avoid Tahoe Forest Hospital at all costs; • They were mistreated by staff and this hospital took away her family's hope; • She would like to meet with the Board to delve into the other issues, perhaps at another meeting; • With the recent publicity concerning the Hospital, the microscope needs to be turned up; • She regrets that she put her trust and faith in her community Hospital; • Dr. Cutler expressed condolences for her loss and stated: <ul style="list-style-type: none"> ✓ That the Board is very limited in the response they can give due to the Brown Act, which he briefly explained; ✓ Many of these issues have already been brought before the Board Quality Committee; ✓ The Board is not trained in the clinical issues, but they do demand that quality controls be put in place; ✓ He assured Mrs. Laroche that her concerns have been heard; 	



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	<ul style="list-style-type: none"> Mrs. Laroche stated that she appreciates that the Board took time to listen to her. 	
<p>10. Medical Staff Report</p> <p>A. Department of OB/Peds</p> <ul style="list-style-type: none"> OB Labor Orders Post Partum Depression Guide <p>B. Department of Medicine and Emergency Medicine</p> <ul style="list-style-type: none"> ED Transition Orders (Revised) 	<p>Dr. Coll reported:</p> <ul style="list-style-type: none"> Shari Welch from Quality Matters is reviewing the Emergency On Call system; One of her goals as Chief of Staff was to work with the Medical Executive Committee to identify areas in which physicians could facilitate change; A consultant was brought in to assist with that goal setting process; MEC is working to establish SMART goals, (Specific, Measurable, Realistic and Timely); The Medical Staff Holiday party will be held at Plump Jacks on December 13th and the Board is invited; Approval items are, modification of OB Labor Orders; One of the goals was to develop a community specific post partum depression guide, which was explained; An Ad Hoc committee was formed regarding the structure of the Anesthesia Department: <ul style="list-style-type: none"> ✓ It is currently an open department, which is not a normal thing for a department in a hospital, they are typically closed; ✓ The question that was examined by the ad hoc committee was, should the Anesthesia Department become a closed department; ✓ The recommendation of the committee to the MEC was to close the Anesthesia Department; Ms. Razo stated: <ul style="list-style-type: none"> ✓ There are very specific requirements to be met before a Medical Staff and Board can move to close the 	<p><u>It was moved by Mr. Long and seconded by Dr. Sessler to approve the Medical Staff Credentials, items 1 and 2 as listed on the Medical Staff Executive Committee agenda and 10 A and B in these minutes, as presented and recommended for approval by the Medical Staff Executive Committee. Motion carried unanimously.</u></p>



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	<p>Anesthesia Department;</p> <ul style="list-style-type: none"> ✓ The first step requires that the Medical Staff review the pro's and con's of such an action. This action was completed as stated by Dr. Coll. If the Board agrees with the recommendation, the District will publish a notice in the local newspaper sharing its intent to close the department. ✓ The current anesthesiologists on the medical staff have formed a group allowing them to respond to the request for a proposal that was created with the assistance of a consultant. The RFP will be available to other Anesthesia providers should it be requested. ✓ The final step in the process will require the Board to take action to close the department. Once negotiations are complete, management will request the Board take action to close the department. This will likely occur at the December Board meeting. 	
<p>11. Consent Calendar: A. Minutes of Meetings of: 9/25/12 9 a.m.; 9/25/12 B. Financial Report – September 2012</p>	<p>Dr. Cutler asked if anyone wanted to pull any items from the consent calendar. No one did.</p>	<p><u>It was moved by Mr. Mohun and seconded by Mr. Long to approve consent calendar items A and B as listed on the agenda. Motion carried unanimously.</u></p>
<p>12. Executive Officer's Report A. COO Operations Report B. Nursing Report C. Incline Village Community Hospital D. CIO Report</p>	<ul style="list-style-type: none"> • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ The written report is in the packet; ✓ Work has begun with the orthopedists, Dr. Winans and various members of the community to develop an Orthopedic Musculoskeletal Advisory Council; ✓ Orthopedics has been fragmented in the community for quite some time; ✓ The orthopedists have formed a group and are now 	



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	<p>willing to work with the District;</p> <ul style="list-style-type: none"> ✓ The council has been asked to research branding and understand how these services can be more aligned as well as to look at the scope of services that might be meaningful for the community; ✓ Site visits will be scheduled of various institutes with the first visit to UC Davis on 11/8; ✓ The process we will follow is similar to what we've done in the past, for example with the Cancer Advisory Council; ✓ The council is made up of about 18 community members; ✓ Tomorrow at 9 a.m., is the final session of the CHA Transforming for Tomorrow Webinar series; ✓ For the Board that has been able to view the three sessions, he asked how the Board feels about the content. The Board responded that they are good, but it is a little scary what might lie ahead; ✓ He is working on a plan to present the information to the physicians in a way that is meaningful to them; <ul style="list-style-type: none"> • Dr. Coll asked about a joint Board/Medical Staff meeting. Mr. Schapper stated that nothing has been scheduled at this point, in part, because of the educational event of the Estes Park conference. He believes a meeting in early winter would be better timing; • Dr. Coll suggested getting the physicians access to the webinars, perhaps get CME's for them, so that everyone will have reviewed them to optimize discussion at the joint meeting; • Ms. Razo: 	
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	<ul style="list-style-type: none"> ✓ Reminded the Board that in 2011 TFH was recognized by the National Rural Hospital Association as one of the top 100 critical access hospitals in the nation; ✓ Recently, TFH was again recognized by the NRHA as being one of the top 20 Critical Access Hospital's in the country for it's in-patient (HCAHPS) satisfaction results; ✓ We are competing with the best in the nation. ✓ This is a testament to the clinical staff, nursing and physicians, of the great job they are doing; ✓ We have a lot to be proud of; • Mr. Schapper stated that this is a great compliment to the medical staff, but it is only a benchmark: <ul style="list-style-type: none"> ✓ We have heard some sobering comments this evening; ✓ He knows that our medical staff and administrative staff, feel they have failed when we hear the kinds of comments that we heard this evening; ✓ He promised Ms. Laroche that as much as we talk about wanting to deliver the perfect care experience, we are not there; ✓ We want to understand what went wrong and how we can improve; ✓ There is no better stewardship in this world than to be able to help people when they need it most; ✓ He cannot just forget what was shared this evening regarding this experience. • Mrs. Laroche stated that Tahoe Forest has an incredible nursing staff, unfortunately, some of the physicians' arrogance get in the way of their professionalism; • Mr. Schapper welcomed Mrs. Laroche and her participation with the organization to improve the patient experience; 	
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	<ul style="list-style-type: none"> • Ms. Newland gave an update on Nursing and Incline Village Community Hospital: <ul style="list-style-type: none"> ✓ Introduced Joan Sevy-Majers, the interim CNO; • Mr. Schapper asked Ms. Sevy-Majers to give her background; • Ms. Sevy-Majers gave the Board a brief background, including: <ul style="list-style-type: none"> ✓ She is from New York and has 42 years experience as a nurse; ✓ She loves what she does and believes she brings lots of experience to the District; ✓ She is glad to be here; • Ms. Newland continued with her report: <ul style="list-style-type: none"> ✓ She thanked Midian Downing, who has been the Interim Director of Quality and will be leaving us on 11/9; ✓ Ms. Downing assisted with the Long-Term Care Survey; ✓ She introduced Cindy Greninger, Interim Director of Quality, who is from Scottsdale, AZ; ✓ Karen Gancitano the interim Director of ECC arrived yesterday; ✓ Ms. Delforge has graciously stayed to assist with the transition; ✓ There will be an ice cream social for Ms. Delforge on Thursday at 2 p.m.; ✓ Ms. Newland stated that one of her goals last year was to work with Incline hospital and medical staff integrating and optimizing services that are available here in Truckee; ✓ A formal process has been put in place where any new Emergency Department nurses hired will have dual state 	
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	<p>licensing for California and Nevada in order to integrate staff;</p> <ul style="list-style-type: none"> • Mr. Schapper stated that there is a lovely new building over at Incline as well; • Ms. Newland agreed and stated that they have a lovely new first floor, thanks to the Incline Foundation and their support and assistance with raising funds for that project; • Ms. Barr gave the CIO Report: <ul style="list-style-type: none"> ✓ It has been a messy transition; ✓ There is a phone call every couple of weeks with other hospitals and everyone is going through the same types of issues; ✓ It's hard and, physicians are unhappy; ✓ She thanked Ms. Schapper and Ms. Tirdel who have tirelessly worked to find solutions to the various problems; ✓ There are issues with lab orders that are being worked on; ✓ The good news is that physicians are beginning to get used to the system and productivity is increasing; ✓ About the time things begin to settle down, December 1st of Go Live of CPSI and we can start over; ✓ Some great strategic planning has been done with the medical staff; ✓ A national committee has been put together to help physicians in rural communities; ✓ She will be leading that initiative nationally; • Mr. Schapper explained that legislation has been put in place for systems that don't operate together; • Ms. Barr continued with her report: 	
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	<ul style="list-style-type: none"> ✓ The Wellness Neighborhood program is up and running; ✓ The Be Fit Program is up and running; ✓ Work has been split up between Margaret Leonard, Chris Spencer and herself to work on these projects; ✓ Based on input from last month's meeting, a process has been put in place to measure progress in the various areas; ✓ The only part that isn't moving forward is the Mental Health piece, work is being done with the Counties to see if we can get help with funds. 	
<p>12. TFHD Service Award Presentations – 10 Years for Bob Schapper and Larry Long</p>	<p>Dr. Cutler stated that it is his privilege and honor to present Mr. Schapper and Mr. Long with their 10 years of service pin; Mr. Long and Mr. Schapper thanked Dr. Cutler.</p>	
<p>13. Board Committee Reports/ Recommendations A. Finance Committee Meeting</p>	<ul style="list-style-type: none"> • Mr. Kahn reported: <ul style="list-style-type: none"> ✓ He and Dr. Sessler met for Finance Committee today; ✓ The financials were reviewed in detail; ✓ September was pretty much on budget; ✓ There is a concern that inpatient volumes are down for the first quarter and will be monitored; ✓ SBU's are pretty much in line with budget; ✓ Overall, we're doing better than expected for the first quarter of the fiscal year; ✓ The payor mix was reviewed, which continues to be a concern; • Dr. Cutler asked if anyone had any questions. There were none. 	
<p>14. Items for Board Discussion And/ Or Action</p>		
<p>A. Approval of FYE 2011/2012 Annual Audit Report</p>	<ul style="list-style-type: none"> • Dr. Cutler stated: <ul style="list-style-type: none"> ✓ A meeting was held this afternoon to review the FYE 	<p><u>It was moved by Mr. Kahn and seconded by Mr. Mohun to</u></p>



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	<p>2011/2012 Annual Audit Report in detail;</p> <ul style="list-style-type: none"> ✓ He asked Ms. Betts to give a brief summary; • Ms. Betts reported: <ul style="list-style-type: none"> ✓ The bottom line, the unqualified opinion is a clean opinion; ✓ Our asset position is very strong and continues to grow; ✓ Net Assets moved over the \$100 million mark; ✓ We had a very strong year; ✓ There were no audit adjustments posted by the audit firm; ✓ There were no disagreements with management to report/ • Dr. Cutler stated that the auditor commended the District on their fiscal management and in being in such a strong financial position. 	<p><u>approve the FYE 2011/2012 Annual Audit Report. Motion carried unanimously.</u></p>
<p>B. Mission Statement Discussion</p>	<ul style="list-style-type: none"> • Dr. Cutler turned the discussion over to Dr. Sessler; • Dr. Sessler stated that this discussion is about transforming the District's Mission Statement in response to the changes in healthcare in order to have a Mission Statement that guides how the District makes decisions; • Dr. Cutler read the Draft Statement, which is in the packet; • Discussion was held, highlights as follows: <ul style="list-style-type: none"> ✓ Suggestion was made that the word "services" be replaced with the word "care"; ✓ It lacks personality; ✓ It doesn't say why are we doing what we're doing; ✓ It defines us as a system; ✓ Prevention through specialty care is part of our mission; ✓ Should there be a definition of who we serve. Should that piece be captured? 	



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	<ul style="list-style-type: none"> ✓ A suggestion was made to add something about assisting the community in being healthier; ✓ Mr. Mohun suggested adding a personalized touch to the end of the draft statement; • Mr. Schapper suggested putting a committee together to discuss it further and get community input; • Dr. Cutler stated that this is just a Board discussion, they plan to get medical staff and community input; • Mr. Schapper cautioned the Board not to get lost in the words and lose the focus of why we exist; • Dr. Cutler asked what are next steps: Bring it back to the Board, back to Governance, Medical Executive Committee; • It was decided that this will go back to Governance Committee for further discussion; • Dr. Taylor commented that he thought adding a personalization to the end of the draft statement as Mr. Mohun suggested is a good one; • Mr. Larson stated: <ul style="list-style-type: none"> ✓ This ties in with the Transforming for Tomorrow webinar; ✓ He read the statement and believes, from a patient point of view, the hospital is expensive; ✓ He's heard stories with bad outcomes; ✓ Think about who your patients are; ✓ Focus on who you are and what you do well; ✓ The Mission Statement doesn't give him that information. 	
<p>C. Update on Tahoe Institute for Rural Health Research Founder's Agreement for Right of First Opportunity</p>	<ul style="list-style-type: none"> • Mr. Schapper stated: <ul style="list-style-type: none"> ✓ Work is being done to refine the organizational model under the law in order to expand the creativity of the Institute; ✓ A Founder's Group has been put together; 	



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	<ul style="list-style-type: none"> ✓ In the first two years of operation of the Institute, we have had a number of very positive, potential business opportunities that have arrived through that group; ✓ That group has to be structured in such a way that that group can be offered a first right of refusal for any particular project; ✓ As a public entity, there are challenges, we have been working with legal counsel to put together an agreement that meets the requirements of the law and meets the needs of the group; • Mr. Hobday stated: <ul style="list-style-type: none"> ✓ Four projects are moving forward; ✓ Two of them are moving forward and documents are being prepared to file patents; ✓ They have been working with the attorneys for about six months to meet the objectives of the Founders, as well as to protect the interest of the District; ✓ They believe an agreement has been reached; ✓ He asked Ms. Cole to explain; • Ms. Cole stated: <ul style="list-style-type: none"> ✓ Since the last draft the Board saw, a few changes have been made; ✓ The District needed to have some veto rights ✓ A new • Mr. Hobday stated: <ul style="list-style-type: none"> ✓ This is an Agreement between the TIRHR, LLC and the Founders Committee; ✓ The Founders Committee has not seen this yet; ✓ The Founder's Committee is a group of people who help deal with issues that come up in the discovery phase of 	



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	<p>the various projects;</p> <ul style="list-style-type: none"> ✓ He gave an example; there was a struggle with a copyright issue. One of the Founders knew an attorney that works with Apple and other big companies. He called the attorney and a resolution was reached in a matter of days; ✓ These investors actually participate in the process; • The sooner this agreement can be finalized, the better; • Ms. Cole stated: <ul style="list-style-type: none"> ✓ The Founders Group has assisted the Institute with the projects that are currently in process; ✓ The Founders group has requested that as the projects move forward they have the right of first refusal to fund various projects; ✓ A structure has to be put in place to finalize the relationship; • Mr. Schapper stated that they believe they have worked through all of the questions that legal counsel has brought up. • Dr. Cutler asked if anyone had any questions or comments. There were none. 	
<p>15. Agenda Input For Upcoming Committee Meetings</p>	<ul style="list-style-type: none"> • Finance Committee will be on Monday, 11/26, time to be determined; • Quality Committee is scheduled for Monday, 11/26 at 6 p.m. 	
<p>16. Items for Next Meeting</p>	<p>No discussion.</p>	
<p>17. Board Members Reports/Closing Remarks</p>	<p>None.</p>	
<p>18. Closed Session Continued, If Necessary</p>	<p>n/a</p>	



DATED: 10/30/12

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19. Open Session	n/a	
20. Report of Actions Taken in Closed Session	None.	
21. Adjourn	Meeting adjourned at 8 a.m.	

jlm