



# REGULAR MEETING OF THE BOARD OF DIRECTORS

## MINUTES

Tuesday, March 31, 2015 at 4 p.m.  
Tahoe Truckee Unified School District (TTUSD) Office  
11603 Donner Pass Rd, Truckee, CA

1. **CALL TO ORDER**

*Meeting called to order at 4:00 p.m.*

2. **ROLL CALL**

Board: Karen Sessler, President; Chuck Zipkin, Vice President; Greg Jellinek, Secretary; Dale Chamblin, Treasurer; John Mohun, Director

Staff: Virginia Razo, *Interim* Chief Executive Officer; Crystal Betts, Chief Financial Officer; Jayne O'Flanagan, Director Human Resources; Patricia Barrett, Clerk of the Board

Other: Steve Gross, General Counsel; John Hawkins

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

None.

4. **INPUT AUDIENCE:**

None.

General Counsel read the Board into closed session.

*Open session recessed at 4:02 p.m.*

5. **CLOSED SESSION:**

Discussion held on privileged matters.

6. **DINNER BREAK**

APPROXIMATELY 6:00 P.M.

7. **OPEN SESSION – CALL TO ORDER**

*Meeting called to order at 6:01 p.m.*

8. **CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA** ♦

Director Sessler referenced the government code allowing an addition of an action item to the agenda.

**ACTION:** Motion made by Director Sessler, seconded by Director Zipkin, to add a review of a proposed agenda item related to the resignation of interim CEO and consideration of

**transition plan discussion and possible action to the agenda ahead of item 15. Roll call vote taken. Approved unanimously.**

## **9. INPUT – AUDIENCE**

Gaylan Larson addressed the board related to his request made at the February 24, 2015 meeting wherein he was not allowed to comment on an education item. Mr. Larson expressed concern regarding advice from general counsel and requests Board consider getting new legal counsel with no ties personally or geographically to the district.

Community member referenced comments made by Director Jellinek related to the District being caught with “their pants down” as it pertains to the resignation of the interim CEO and expressed agreement; directs the Board to “do your job”.

Patty Lamonto read a letter from Mark Spohr of Tahoe City related to the hospital being given poor legal advice. Feels past issues have impaired his performance and new counsel should be considered.

Lynn Larson read a letter from Greg McDougal who could not be present asking the Board to engage an out of area legal counsel referencing the guidance provided the Board at the February 24, 2015 meeting.

## **10. INPUT FROM EMPLOYEE ASSOCIATIONS**

Barbara Wong representative of non-licensed professionals shared that though she is happy for the interim CEO, Ginny Razo, she is saddened by her loss to the District. Ms. Razo was recognized for not losing sight of the value of non-clinical employees.

Stacey Tedsen, a nurse at the TFH and President of EAP shared that she is very proud to work for this organization and thank Ginny Razo for her service to the organization. Ms. Razo was recognized for being out in the hospital and for her efforts in visiting departments and giving of her time. Ms. Tedsen noted that though she wishes Ms. Razo not leave, she is happy for her.

## **11. MEDICAL STAFF REPORT**

### **11.1. Medical Staff Report**

Dr. Dodd provided a summary of the March 18, 2015 MEC meeting indicating there were no action items requiring Board approval.

## **12. CONSENT CALENDAR ◆**

### **12.1. Approval of Minutes of Meetings:**

2/24/15

### **12.2. Financial Report**

### **12.3. Policies:**

#### **12.3.1. Conflict of Interest Code (ABD-06)**

Director Zipkin pulled item 12.3.1 for from the Consent Calendar for discussion.

Discussion took place related to the disclosure categories included with the policy. An update to the categories will be made to add clarification as it relates to the FPPC regulations pertaining to disclosure.

12.3.2. Physician Non-Monetary Compensation Policy

**12.4. Small Rural Hospital Improvement Program (SHIP) Grant Authorization to Bind**

**ACTION: Motion made by Director Chamblin, Seconded by Director Jellinek, to approve consent items 12.1, 12.3.2 and 12.4. Roll call vote taken. Approved unanimously.**

**13. ITEMS FOR BOARD DISCUSSION AND ACTION**

**13.1. Medical Staff Succession Planning** ♦ [15 minutes] ..... ATTACHMENT

CEO provided an overview of the request of medical staff and leadership to seek board approval to engage a consultant to educate the TFHD Board of Directors, Administration, and the Medical Staff as to the impetus for change due to changing healthcare industry along with educating to various integration and alignment options being implemented across the country.

This request does result in a budget variance of approximately \$100k to engage an outside consultant to conduct the work. The full amount may not be incurred; responses to RFPs are being considered.

Three consultants have been identified as potentials resources. Discussion took place related to whether this work can be done internally and whether to function is needed. Bids have been received and all are below the requested dollar request.

Director Mohun indicated that he does not think this project should be initiated until a new CEO is in place.

Discussion took place related to the scope of work included in the \$100k proposal. CEO provided background related to the scope of work; noting it would include identifying how many physicians are needed by the community, in what specialties, and what models exist for which TFHD should consider following. Regardless of whom the CEO is this work will need to be done.

Director Chamblin inquired as to whether the new CEO may have the applicable knowledge for which is being considered for outsourcing to a consultant. A CEO may have some of the requisite knowledge, but not likely all. The work needed involves a partnership between medical staff, administration and the Board.

Dr. Jellinek agrees with Director Mohun. Farming out to consultants is costly and perceived as such by the community. Discussion took place regarding the pros and cons of starting this now or delaying.

Dr. Dodd provided physician perspective indicating that if the anticipated time to seat a full time CEO is greater than six months, delaying this work much beyond that would be detrimental.

***Public Comment***

Pete Forni expressed support for the position of Directors Mohun and Jellinek. Spending District money on a whim is not appropriate. Wait until there is a better grip on the situation.

Gaylan Larson expressed concerns that the District is not clear on its goals and the public should be involved. Mr. Larson indicated that the chronic action of bringing in consultants to advise the staff does not endear confidence.

Director Jellinek recommends tabling the topic until an interim CEO is in place. Directors Chamblin and Mohun concur. Director Sessler concurs with noted reservations related to the length of delay.

**ACTION: Motion made by Director Jellinek, seconded by Director Mohun, to table consideration of this topic for 2 months and to include the topic for further discussion at the May board meeting. Roll call vote taken. Approved unanimously.**

**14. PRESENTATIONS**

**14.1. Facilities Development Plan Quarterly Update [5 minutes plus Q&A]**

The Chief Facilities Development Officer and Mike Geney, Construction Manager, provided a quarterly update of the Facilities Development Plan to include status of current capital projects.

The plan is holding on budget at \$1.3 million with 13 of 15 measure C projects having been completed. Completion of the South Building (project 15) is anticipated by summer 2016.

Campus wide seismic compliance, the impetus for Measure C, was completed in August 2014.

**14.2. Truckee Donner Recreation and Parks District Aquatic Center [5 minutes plus Q&A]**

Kevin Murphy, Vice Chair of the TRPD Board, introduced himself and addressed the Board requesting support of the aquatic center to help promote health and wellness in the community. A promotional video was shared.

Mr. Murphy provided an overview of the history of the project and a review of funding confirmed to date.

The Truckee Donner Recreation & Park District requests the Board consider funding for the overall project or dedicating funds to the warm water components of the aquatic center that would be used for therapy. TFHD would be branded as a community partner if funding is provided.

Discussion took place regarding the benefits of community wellness and regular exercise. Many residents of the hospital District live outside of the Truckee area. The pricing structure of the Rec Center does not differ for any residents within the hospital district.

Discussion took place related to access and programs available to those with disabilities. Dr. Dodd shared that pool therapy is often used for rehabilitation noting that cold water is not as conducive to rehab.

Dan Cates, with the Truckee Aquatic Coalition, recognized many of his group for being in attendance at the meeting. A review of safety statistics and learning to swim dynamics was provided. It was shared that there are warm water facilities in Reno where some community members send their children to learn to swim.

Director Jellinek expressed concerns related to the fiduciary duty to all the tax payers in the Hospital District, which is quite a bit larger than the Rec District, along with concerns related to the legality of a public agency gifting money to another district.

Discussion took place regarding the need for consideration of the purpose related to funding another agency. It was shared that the current facility fee structure is different for Placer and Nevada Counties. A review of the difference in tax and parcel tax revenue was provided.

A review of the pool depths and availability of lifts was provided.

Inquiry was made regarding the availability for physical therapists to use the pool for therapy was made. TDRPD indicated that the Hospital's physical therapy department could reserve the pool, or section for a period of time; adding that day time hours specifically would be easily available.

Director Chamblin inquired about the related ballot measure that failed in the last election. The TFHD Board is under scrutiny all the time; since the tax payers did not want to pay for the pool he has concerns with the District using tax funds to support the pool. Mr. Randall provided background of his understanding as to the reason the public voted the way they did in the election.

Director Mohun inquired about the TFHD signage that would be provided and its benefit to the District via visibility. Mr. Murphy will make sure the appropriate recognition is provided.

General Counsel disclosed that he acts a general counsel for the TDRPD. Clarification was provided regarding the gift of public funds from one public agency to another public agency; there needs to be a public purpose asserted that benefits the District.

The CFO was asked to address the budget impacts related to the potential funding. From a cash flow perspective \$180k would be less than one day cash on hand and would have a minimal impact on cash flow as of today.

Director Zipkin shared comments shared from the community benefit and wellness program related to addressing the needs of the community. Director Zipkin indicated it would make more sense for this request to come to the Community Benefit Committee for consideration as to how it fits into the priority initiatives identified through the community needs assessment. He

recommends waiting for the next Community Benefit Committee for consideration of inclusion in the Community Benefit proposed budget.

The \$181k calculation would get the TDRPD to its goal and the total dollar amount is then matched. Clarification asked related to the 40 day window during which to confirm the commitments.

**Public Comment**

Stacy Jeremy addressed the Board in support of the aquatic center sharing exercise constraints requiring aquatic exercise and the importance of teaching children to swim in an area with so much surrounding water.

Lynn Zakornian (sic) responded to Director Chamblin's concerns related to constituents outside of the TDRPD who may not benefit from the aquatic center. She shared that she has a couple of girlfriends with second homes in Tahoma who drive to the community pool rather than driving to Incline Village. Discussed the Hospitals District's consideration of funding the pool indicating that the community has voted for so many bond measure for the District, that the least they can do is kick in money to complete the pool.

Carolyn shared that her daughter had been injured resulting in the only activity she could do safely being to swim. They do not have access to a pool through an HOA and believes the aquatic center is an amazing opportunity to give the kids; an activity they can do if prevented for enjoying other outdoor activities.

Holly Verbeck (sic) disagrees with the statement that the hospital is not a nuisance in response to an earlier statement related to the Airport District providing funding to offset their noise nuisance. The airport and the hospital have the perception of having served the needs of individuals rather than the community in the past. Supports putting some measure of funds toward keeping the community healthy; it is an integral element to our community.

Barbara Wong inquired whether the facility would be open to the employees who live in Reno and asked where the money to maintain the warm water pool would come from. Suggested a hospital fundraiser as an alternate option for funding, noting that the requested \$181k equates to a couple of jobs.

Jenny Meyer (sic) addressed the board regarding the swim program in town which often sees its participants with blue lips and shivering due to the current cold water. Ms. Meyer is very much in support of the warm water pool noting that lower economic families cannot afford other recreation. Geriatric population would benefit for exercise as well; opportunity for rehab is a major benefit.

Larry Larson addressed concerns related to patients from Tahoma and Lake Tahoe that come to Truckee for therapy. CDS does not cover aquatic therapy for children and Medicare covers only a limited amount. The need exists for patients serviced by TFHD and the needs of patients are

going unmet. Mr. Larson estimates that on an annual basis approximately 500 treatments in a water setting are provided.

Lynn Larson expressed concerns related to using tax dollars and suggest that TDRPD build the warm water section first with available funds and then gets the money to build the rest.

Vicky Coworst (sic) shared that nearly 30 years ago she blew out knee while living Tahoe which was followed by a knee replacement and rehab. Impacts of warm water therapy were very positive and her health improved.

Sharon (?) expressed that it makes sense for the hospital district to be a supporter of this facility. It will provide kids with an opportunity to learn to swim and becoming lifelong swimmers; it will benefit all residents. She believes it is embarrassing that our community does not have the appropriate facility to teach community members this life skill.

Amanda Oberaker (sic) thanked the supporters for being present at the board meeting. In response to the comments made by Lynn Larson, if we only build the warm water we would not have other programs (adult swim, swim team, etc.). Replacement for the 40 year old pool that is failing is a necessity as well noting that the current pool is terrible pool for rehab. The Board should feel obligated to let the community have access to an appropriate therapy pool. Suggested consideration of High Fives Foundation committing only to the warm water component as an option for the District.

Julie Zernick (sic) shared a story regarding a rehab for a broken back and two knee surgeries; expressing her support of the warm water pool.

Terry Smith shared that she has MS and the water supports her and provides an option for exercise. Water aerobics has made her stronger and allows her to participate in other wellness programs. Critical thing for health and safety to allow the community to have access to the community resources

Jay Gustafson answered Director Chamblin's question related to District members outside of the TDRPD district benefiting from the aquatic center. In all the years she has been in the area, people come from the lake come to Truckee to work out, and bring their children to swim, confirming that people from the North shore utilize the pool.

**Public comment closed.**

Director Jellinek addressed the issue of health insurance only paying for a limited amount of post operative care and inquired if TDRPD would be willing to provide an offset to take care of those unable to pay the fee required to use the pool. TRPFD will review and present staff with a response.

Director Sessler indicated that she would like to see clear programmatic elements outlined. How will the therapy impact the Hospital District's mission? How branding will be a consideration and

of value to the District. Specific budget analysis with various price points and whether there is an opportunity to tie this resource to community benefit programs.

Director Chamblin suggested looking at the request as a community capital need and assess it next to other TFHD capital needs.

Director Zipkin expressed concerns that funding this project may cannibalize other projects identified as priorities from the community needs assessment. Money needs to be considered globally with all of the other things District is trying to accomplish.

Director Mohun noted that preventive health is a movement by the nation as a whole. Requests staff produce an economic model to assist with making a decision within 30 days noting that given the availability of matching funds a decision needs to be made quickly.

Request made to ensure the analysis prepared includes whether funds need to be delineated specifically to the therapy portion of the project.

Director Jellinek requests the indigent issue be addressed. Mr. Murphy agreed to complete an analysis but expressed concerns that 30 days may not allow “fully baked” data to be available for use in the analysis.

General Counsel noted that letters received by the Board in support of the aquatic center are available for public review.

**14.3. Resignation Of Interim CEO And Consideration Of Transition Plan Discussion And Possible Action** *[Added Agenda Item per action taken under agenda item 8]*

It was noted that the Board was notified on March 30<sup>th</sup> that the interim CEO has tendered her resignation with May 1<sup>st</sup> being her last day.

Chief Human Resources Officer (CHRO) addressed the board to provided options for moving forward. There is an opportunity to select an internal candidate, engage a firm to provide interim services, and/or move forward with a full search for permanent replacement.

CHRO recommends select members of the Board or Personnel Committee identify an interim CEO. CHRO shared that word has traveled quickly and that by the time she contacted a recruiter to determine interim availability and likely turn around time, he had already began to identify options. CHRO recommends the Board consider two companies; Quorum Health and HFS Consulting to fill management positions.

A representative from both groups could be asked to be present at a special meeting later this week. Each company can be assessed for recruiting both interim and permanent CEOs.

Discussion took place regarding the need to move more quickly on the interim position. CHRO noted that the Personnel Committee meeting scheduled on April 9<sup>th</sup> had already been earmarked to begin work on the long term search.



Director Mohun recommends engaging a turn around officer to come in to assess the organization.

A special board meeting will be scheduled to address the interim placement; including firm presentations, cost impacts, assessment of benefits of interim placement versus turn around officer.

CHRO shared her understanding to help clarify the difference between an interim and a turn around officer. Director Mohun expressed his belief that the process is not functioning. Director Zipkin disagreed indicating the hospital is not broken. Director Mohun clarified that the his comment pertained to the succession plan being broken.

Director Sessler expressed that it sends the wrong message that the Board is bringing in an entity that intends to turn around the entire organization; stating the Board should hear from all resources but she is unwilling to send that type of message.

Director Jellinek indicated a preference to see all options and expressed concern that a turn around officer would be equated with a plan to “slash and burn.”

Director Zipkin indicated a turn around officer implies the hospital’s direction is heading in the wrong direction.

Director Mohun expressed that administration has had a breakdown and requires a turn around agent to assess process and identify why it is not working.

Quorum Health (management firm), HFS (different model, recruiting/placement), and another firm recognized for a turn around process will be invited to present to the Board.

Director Chamblin shared his experience working with turn around firms. Does not like the message that it sends.

Director Mohun considers a turn around officer a positive thing.

***Public Comment***

Gaylan Larson shared his first impression of the current interim CEO; has heard stories of her being around and seen by hospital staff. Expressed concern that only two months later he has heard she has a new job. Mr. Larson believes the new job must have been in process before she accepted the interim appointment and inquired whether the loan is being returned. Expressed concern related to ethics and asked if the interim CEO is bailing out because she knows of stuff the board does not know; the financial statement is pretty negative – “does the board know what is going on?”

Pete Forni shared that he has a been involved in a turn around and it saved the company; stating it does not necessarily mean slash and burn. It is imperative to show the public that the Board is

looking at the big picture. The District may not have the right people managing some of the departments and the succession plan was not much of a plan.

Community member asked when the interim CEO started looking for the job; before or after she was promoted? Feels burned and believes it shows a lack of commitment and community. This leaves the CFO to hold the bag.

Director Jellinek addressed Mr. Forni's comments. Shared the conversations around the Board's plan for recruiting a CEO; identifying qualities needed in a CEO with input from medical staff, community and leadership.

## **15. INFORMATIONAL REPORTS**

The following reports were provided as informational reports for the board. Staff was available to answer questions

### **15.1. Strategic Initiatives Update**

### **15.2. Disaster Recovery of Data and Electronic Communication Systems**

At Director Sessler's request, the CIO provided a brief summary of the report provided to the Board, including a synopsis of the disaster recovery process that would be deployed at Tahoe Forest Hospital District (TFHD) in the event that we lost our data storage servers.

The CIO provided a verbal overview of the chart attached as exhibit A to this report. Discussion took place related to the redundancy of data. SAN storage and cloud storage are used for duplicate redundancy. Goal in the next couple of years is to move to systems that would immediately pick up the data if lost on the main server.

### **15.3. CPSI Computerized Provider Order Entry (CPOE)**

The CIO provided a verbal review of the report.

### **15.4. IT Electronic Medical Records Plan**

The CIO report provided an update related to the RFI process to better understand the future state of EMR. Date certain for CPOE is approximately 2 years. Assessment of best product will be completed during this period.

### **15.5. HCAHPS Survey Tool Review**

Staff report provided an overview of Hospital Consumer Assessment of Healthcare Providers and Systems (HCAHPS). Informational report for reference for those interested in understanding why surveys are done and why outside resources are used to conduct the surveys. Director of Quality will take lead on assessing whether Press Ganey remains the best resource for future reporting to the Quality Committee.

## **16. BOARD COMMITTEE REPORTS/RECOMMENDATIONS FOR DISCUSSION AND/OR ACTION**

### **16.1. Retirement Plan, Subcommittee of Personnel Committee Meeting – 03/09/15**

Director Zipkin provided a brief overview related to the topics reviewed at the Retirement Plan Committee. More detail will be reported at the next meeting.

### **16.2. Governance Committee Meeting – 03/12/15**

*Item presented following agenda item 15.5*

Jim Hook provided background related to their engagement with the district as compliance consultant. Mr. Hook and Cindy Winn with the Fox Group presented an overview of the reports provided to Governance Committee related to their compliance consulting work for Tahoe Forest Hospital District.

**16.2.1. 2014 Compliance Report**

Areas reviewed, included:

1. *Policies and Procedures to prevent and detect violations of law*
2. *Compliance Oversight*
3. *Education and Training*

Education of staff and the Board has taken place over the last year.

4. *Effective Lines of Communication and Reporting*

It was noted that the compliance log and hotline were not maintained over the last year. Process and practice have reinstated and are now being tracked.

5. *Auditing and Monitoring*

CNO provided an overview of the 96-hour (two-midnight) rule. An update will be provided related to efforts to change the 96 hour rule once available.

6. *Enforcing Standards and Promoting Guidelines for Ethical Conduct*
7. *Responding to Detected Offenses and Corrective Action Initiatives*

Discussion took place regarding the incorporation of the Just Culture process when addressing need for remediation. This will be incorporated into future reports.

The interim CEO provided background as to why the report reflects a calendar versus fiscal calendar.

**ACTION: Motion made by Director Zipkin, seconded by Director Jellinek, to approved the 2014 Compliance Report. Roll call vote taken. Approved unanimously.**

**16.2.2. 2015 TFHD Compliance Work Plan**

Mr. Hook provided a review of the proposed 2015 Corporate Compliance Program Annual Work Plan, outlining the objectives identified for focus in 2015 related to the elements of an effective compliance program using items identified in the 2015 OIG Work Plan and risk areas identified by Tahoe Forest Health System.

1. Policies and Procedures to prevent and detect violations of law
2. Compliance Oversight
3. Education and Training
4. Effective Lines of Communication and Reporting
5. Auditing and Monitoring
6. Enforcing Standards and Promoting Guidelines for Ethical Conduct
7. Responding to Detected Offenses and Corrective Action Initiatives

Further discussion took place related to the 96 hour rule. The interim CEO shared that a screening process with physicians has been put in place to assess the 96 hour rule issue. The requirement that issues are documented is significant to ensure payment can be received.

The Compliance Work Plan is dynamic and can be changed throughout the year if needed.

Discussion took place related to more regular compliance reporting to the Board. A recommendation was agreed to, to provide a quarterly report.

Director Mohun asked whether physician agreements are audited. A recommendation was made to include monitoring of a sampling of physician contracts on an annual basis as part of the work plan.

**ACTION: Motion made by Director Mohun, seconded by Director Zipkin, to approve the 2015 Compliance Work Plan with it being sent back to Governance Committee to assess the merits of including and item 4.i. related to auditing of physician agreements. Roll call vote taken. Approved unanimously.**

#### **16.2.3. Analysis of 2013 Quality Matters Report**

The Interim CEO provided a review of the engagement of Quality Matters Consulting (QMC) to assess the ED On-call model for providing Physician ED on-call coverage and compensating physicians for on-call services.

The work was intended to educate and inform the Medical Staff and TFHD's Senior Leadership about:

1. Providing fair, objective methods to compensate physicians for services;
2. Limit the risk of Stark "anti-kickback claims;
3. Assess the on-call needs in quantitative terms; and
4. Determine if the current ED On-call model is consistent with TFHD's mission, vision and values.

In the course of conducting its work, QMC compared contracts for Physician ED on-call agreements against six national physician compensation surveys. However; it did not use a recognized, systematic, proven approach to draw conclusions that TFHD may be compensating above FMV for Physician ED on-call services related to Anesthesia, Family Practice, General Surgery, Hospitalist, and Ophthalmology, as stated in the April 2013 QMC report.

Because QMC raised this issue, TFHD engaged compliance legal counsel who contracted with an industry leader, ECG Management Consultants, to perform a comprehensive FMV analysis for all Physician ED On-call Agreements. The results of their review did not find any of the Physician ED on-call Agreements to be paid above FMV.

A review of the summary report provided outlining the issues identified in the QMC report and management's response prepared with the assistance of General Counsel was provided.

**16.3. Board Retreat – 03/17/15 and 03/18/15**

*16.3.1. Discussion and Potential Approval of Board Goals*

The Board identified eight goals for focus by the Board over the next 12 months.

Director Sessler reported that the Board had a very productive and educational retreat. The summary prepared by Lisa Toutant, retreat facilitator, on day two reflects a set of goals identified at the retreat and has been provided for Board discussion and approval.

A recommendation was made to revisit the goals to make adjustment resulting from the resignation of the CEO at the special meeting on Thursday.

Director Sessler addressed community feedback related to the wording reflecting “a small vocal community group.” Clarification will be made to better reflect the intent that the Board develop a plan to meet with small groups of concerned community members.

Discussion took place related to the reference to “ears open mouth closed” and it was agreed to appropriately reflect the intent of the Board’s approach to the meetings.

The review and approval of board goals was deferred to the next meeting.

**16.4. Finance Committee Meeting – 03/24/15**

*16.4.1. Resolution Authorizing The Issuance And Sale Of The District’s 2015 Revenue Refunding Bonds*

The District intends to issue refunding revenue bonds (2015 bonds) pursuant to proposed Resolution to provide for the redemption of all outstanding 2006 revenue bonds.

The CFO shared that the annual S&P surveillance of the District’s bond rating is not complete. The surveillance needs to be completed before moving forward. News of the interim CEO’s resignation is known and requires disclosure during this process. A few things need to be worked through resulting in some delay in the financial scheduled; if the bond rating does not change, the CFO would like authority to move forward. The CFO should know by next week where the District stands from the underwriter’s perspective and should know one way or the other within 30 days whether there will be a change to the bond rating.

The CFO provided a review of the refunding and refinancing options related to bonds and the structure of the revenue bonds.

**ACTION: Motion made by Director Jellinek , seconded by Director Mohun, approving Resolution 2015-02 Authorizing the Issuance and Sale of the District’s 2015 Refunding Revenue Bonds. Roll call vote taken. Approved unanimously.**

**16.5. Community Benefit Committee – 03/27/15**

Director Zipkin provided a summary of the first meeting of the Community Benefit Committee. The primary focus is to formalize and approve a community benefit budget.

**16.6. Quality Committee – No Meeting**

**17. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS**

**18. ITEMS FOR NEXT MEETING**

Board report regarding the employee survey  
Attorney's fees and costs

*Special Meeting:*

Engagement of Legal Counsel for the Board  
CEO Replacement

**ACTION: Motion made by Director Chamblin, Seconded by Mohun, to extend the meeting beyond 10 PM. Roll call vote taken. Approved unanimously.**

*Open session recessed at 10:00 p.m.*

**19. BOARD MEMBERS REPORTS/CLOSING REMARKS**

**20. CLOSED SESSION CONTINUED, IF NECESSARY**

Discussion held on privileged matters.

**21. OPEN SESSION**

*Open Session reconvened at 10:39 pm.*

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

None.

**23. MEETING EFFECTIVENESS ASSESSMENT**

Discussion took place regarding meeting effectiveness. any occurrences during the meeting that impacted the effectiveness and value of the meeting.

**24. ADJOURN**

*Meeting adjourned at 10:41 p.m.*