



SPECIAL MEETING OF THE BOARD OF DIRECTORS MINUTES

Wednesday, May 13, 2015 at 2:00 p.m.

Eskridge Conference Room,
Tahoe Forest Hospital, 10121 Pine Avenue, Truckee, CA

1. CALL TO ORDER

Meeting called to order at 2:02 p.m.

2. ROLL CALL

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

Staff: Jake Dorst, Interim Chief Executive Officer; Crystal Betts, Chief Financial Officer; Judy Newland, Chief Nursing/Operations Officer; Jayne O'Flanagan, Director Human Resources; Patricia Barrett, Clerk of the Board

Other: Steve Gross, General Counsel, participated via teleconference.

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

None.

4. INPUT – AUDIENCE

Dr. Kamenetsky addressed the board and shared that Dr. Greg Mohr is leaving their group. Contract with the hospital is up in September. Hope to expedite the contract process so that there is something in place as it is a concern for candidates that a position will be available. Requests the negotiation of the contract be moved up.

5. INPUT FROM EMPLOYEE ASSOCIATIONS

None.

6. OPEN SESSION

7. APPROVAL OF MINUTES OF: 02/04/2015 and 02/12/2015

ACTION: Motion made by Director Zipkin, seconded by Director Jellinek, to approve the minutes of 2/4/15 and 2/12/15 as presented. Roll call vote taken. Approved unanimously.

8. ITEMS FOR BOARD DISCUSSION AND POSSIBLE ACTION

8.1. Contracts ◆

8.1.1. Samelson_Physician_Retention_Agreement_2015

Interim CEO provided a review of the materials provided to the board for review and consideration. Reviewed and signed off on FMV and CR.

Discussion took place related to the requirement that he sees medical patients. Concerns related to this as TTMG does not take medical.

The contract is related to his hospitalists' duties only and not outside of that role. Dr. Coll indicated the physician will assist with locating a physician that accepts medical.

ACTION: Motion made by Director Zipkin, seconded by Director Jellinek to approve the Samelson and authorizes the CEO to ratify contract as presented. Roll call vote taken. Approved unanimously.

Director Mohun indicated that the motion should have included verbiage to authorize the CEO to sign the agreement.

ACTION: Motion made by Sessler, seconded by Zipkin to authorize the interim CEO to sign the retention agreement with Dr. Samelson. Roll call vote taken. Approved unanimously.

8.1.2. TF2020 Agreement for Medical Advisor Services EHR Technology Council

- a. *Laird_TF2020_Agreement_for_Medical_Advisor_Services_EHR_Technology_Council_2015*
- b. *Lombard_TF2020_Agreement_for_Medical_Advisor_Services_EHR_Technology_Council_2015*
- c. *Meredith_TF2020_Agreement_for_Medical_Advisor_Services_EHR_Technology_Council_2015*
- d. *Scholnick_TF2020_Agreement_for_Medical_Advisor_Services_EHR_Technology_Council_2015*
- e. *Thompson_TF2020_Agreement_for_Medical_Advisor_Services_EHR_Technology_Council_2015*

Interim CEO provided review of the changes made to the agreements per the Board's request.

ACTION: Motion made by Director Jellinek, seconded by Director Chamblin, to approve contracts in compliance with ABD 21 and authorize the Interim CEO to sign the agreement. Roll call vote taken. Approved unanimously.

Discussion took place regarding the issue of the contracts not being signed. Director Mohun noted that policy ABD 21 requires the contracts be signed before presentation to the Board for approval.

ACTION: Motion made by Director Sessler to rescind the approval of contracts 8.1.2 a – e, seconded by Director Chamblin. Roll call vote taken. Approved unanimously.

ACTION: Motion made by Director Sessler, seconded by Director Chamblin, to approve the terms of the contracts as presented. Roll call vote taken. Approved unanimously.

8.1.3. TF2020 Agreement Wellness Neighborhood

- f. *Arth_TFHD_TF2020_Agreement_Wellness_Neighborhood_2015*
- g. *Barta_TF2020_Agreement_for_Medical_Advisor_Services_Wellness_Neighborhood_and_EHR_Technology_Council_2015*
- h. *Gustafsson_TFHD_TF2020_Agreement_Wellness_Neighborhood_2015*

i. Jensen_First_Amendment_to_TFHD_Wellness_Neighborhood_Medical_Advisor_Services_Agreement_for_Disparities_Group_2015

Item 8.1.3.g. Barta contract pulled by Director Sessler due to a potential of a perceived conflict of interest.

Interim CEO provided a review of the changes to the agreements made per the request of the Board.

Issue of policy ABD 21 requiring that contracts be signed before presentation to the Board for approval was again raised by Director Mohun followed by discussion of the Board.

ACTION: Motion made by Director Jellinek, seconded by Director Chamblin, to approved the terms of the contracts 8.1.3. f, h & i as presented with the contract to be brought back with signature for approval. Roll call vote taken. Approved.

Director Sessler left the meeting at 2:32

ACTION: Motion made by Director Zipkin, seconded by Director Chamblin, to approve the terms of the contract 8.1.3.g as presented with the contract to be brought back with signature for approval. Roll call vote taken. Approved unanimously by those board members voting. Director Sessler abstained.

Director Sessler addressed the Board related to whether there is a need for ongoing inclusion of a Hooper Lundy & Bookman (HLB) email as part of the contract packet. It was agreed the email is not a value added benefit and the Board directs staff to no longer include an email from HLB as part of the contract packet.

8.2. Community Benefit/Wellness Neighborhood Budgetary Discussion

The Board will review and discussed the 2015 proposed budget for the Community Benefit/Wellness Neighborhood program.

The Interim CEO provided background related to the timing and planning for the priority initiatives identified in the community needs assessment and inquired as to whether the Board would be receptive to having a budget place holder provided until the specific programs can be more thoroughly developed.

Direction provided from the Board is to continue to work on a budget that would be neutral to last year's budget for the Community Wellness programs. YTD the Community Wellness program has spent approximately \$800k. If initiation of other programs is decided on they will be presented to the Board as a variance with a fully vetted business plan.

Discussion took place related to the need to put metrics to the programs to ensure they dollars spent are having an impact. The public needs to know that their tax dollars are going toward community programs.

Director Chamblin inquired about Executive Director, Caroline Ford's, willingness to give up certain programs in support of others. Karen Gancitano, Director of Acute Services, shared that she has worked with Caroline Ford to identify more metric driven programs and has prioritized some of the programming. In addition, Ms. Gancitano has been asked to look at the sustainability of various programs and how they are currently integrated into the community.

Open session recessed at 2:55 p.m.

General Counsel read the Board into closed session.

9. CLOSED SESSION:

Discussion held on a privileged matter.

10. OPEN SESSION

Open session reconvened at 3:27 p.m.

11. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

None.

12. AGENDA INPUT FOR UPCOMING COMMITTEE MEETINGS

13. ITEMS FOR NEXT MEETING

14. BOARD MEMBERS REPORTS/CLOSING REMARKS

15. MEETING EFFECTIVENESS ASSESSMENT

The Clerk of the Board will distribute the meeting assessment form electronically for feedback.

16. ADJOURN

Meeting adjourned at 3:33 p.m.