



# REGULAR MEETING OF THE BOARD OF DIRECTORS

## MINUTES

Tuesday, April 28, 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 4:02 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; Jake Dorst, Chief Information Officer; Jayne O'Flanagan, Director Human Resources; Patricia Barrett, Clerk of the Board

Other: Steve Gross, General Counsel

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 4:03 p.m.*

5. **CLOSED SESSION:**

Discussion held on privileged matters.

6. **DINNER BREAK**

APPROXIMATELY 6:00 P.M.

7. **OPEN SESSION – CALL TO ORDER**

*Open session called to order at 6:05 p.m.*

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

None.

9. **INPUT – AUDIENCE**

Pete Forni expressed concern that new interim CEO will have a challenge ahead of him and believes that a number of organization leaders have “drunk the Kool-Aid of Bob Schapper” and are either unwilling or fearful of being forthcoming.

Community member not identified expressed that he cannot believe that Ms. Razo is still with the organization and that it is a mockery of the District and community that she was not let go.

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

None.

## **11. MEDICAL STAFF REPORT** ◆

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

Dr. Julie Conyers, Vice Chair of the medical staff, provided a summary of the MEC meeting. MEC Action items 1 – 6 presented for Board approval.

**ACTION: Motion made by Director Mohun, seconded by Chamblin, to approve MEC items 1 – 6 as presented. Roll call vote taken. Approved unanimously.**

## **12. CONSENT CALENDAR** ◆

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

03/17-18/2015 and 03/31/2015

### **12.2. Financial Report:** March 2015 Financials

### **12.3. Policies:**

12.3.1. Conflict of Interest Code (ABD-06)

**ACTION: Motion made by Director Zipkin, seconded by Director Jellinek, to approve the consent calendar items as presented. Roll call vote taken. Approved unanimously.**

## **13. PRESENTATIONS**

### **13.1. Patient and Family Center Care Presentation**

Guest speaker, Leilani Schweitzer, introduced herself and provided background related to the death of her 20 month old son, Gabriel. The focus of the presentation was on the significance and importance of disclosure and compassion after medical errors.

Ms. Schweitzer shared that she had participated in the TFHD Just Culture training with Paul Le Sage and recognized the opportunity that the Just Culture program provides by getting in front of the tragedies to prevent them from happening again.

Ms. Schweitzer works with Stanford on a similar program entitled, Process for Early Assessment and Resolution of Loss (PEARL). The program started eight years ago and continues to develop and improve. A review of statistics reflecting reduced litigation and legal expenses since the implementation of PEARL.

Director Sessler thanked Ms. Schweitzer for sharing her story and noted that is fortunate that staff has had the foresight to implement Just Culture for TFHD.

Director Jellinek encouraged others to visit Ms. Schweitzer's YouTube video related to her son's story. Ms. Schweitzer shared that she believes that the fact that she knows what happened with her son allows her the strength to tell his story.

Director Mohun asked if there has been any change seen with patients being able to address the Board directly with their experiences and stories. Ms. Schweitzer indicated that she is not aware that patients address the Board directly; rather Stanford has created a patient portal to allow patients to share their stories.

*Public Comment:*

Lynn Larson asked for additional detail related to the cost savings experienced as a result of the PEARL program included in Ms. Schweitzer's presentation. Ms. Schweitzer clarified that the savings are reflective of savings from legal expenses and that the IHI number reflects additional detail. Ms. Larson stated that she knows of times that TFH has brushed patient experiences "under the carpet".

A nurse at the TFH shared her perspective of how staff addresses issues and sees this process involving multiple layers; finance, Board, employees. Recommendation made to expand these principles beyond patient care.

Director Sessler indicated the take away from today's presentation is that a lot of the anger can be dissipated when there is knowledge and transparency.

## **14. ITEMS FOR BOARD DISCUSSION AND ACTION**

### **14.1. Contracts**

#### **14.1.1. 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*

The CIO provided a review of the TF2020 contracts.

Director Jellinek shared that he has spoken with several CEOs and physicians and found that no others compensate physicians for this type of participation. He opposes approving contracts 14.1.1. and 14.1.2.

Director Zipkin inquired as to the anticipated time commitment expected required of physicians. The number of physician's involved is related to the types of specialty. In response to Dr. Jellinek, Director Zipkin shared feedback received from TFH physicians. Does not think contracting with physicians in this manner is unique to TFH as it is a way to compensate physicians for time they are not available in their offices.

The CIO shared his experience in Maryland where they compensated physicians for this type of service.

Director Mohun shared that he sits on the Med Tech Committee and believes it brings a lot of benefit to the hospital.

Director Mohun indicated that the verification indicated on page one of the CRF is not accurate and needs to be removed. Though administration is applauded for following the ABD 21 policy, but Director Mohun feels that procedurally the process needs to be more accurate. Director Mohun expressed concern that the hypothetical communication from Contracts Coordinator should not be used as it provides no value. Director Mohun also believes there are issues with Exhibit B to the agreement and is concerned that it indicates the District is trying to control and tell the doctor what to do; this document needs to be looked over by legal.

Director Chamblin is respectful of the anecdotal comments made by Director Jellinek and the CIO but would like to see tangible statistics related to whether paying physicians for these types of programs is an acceptable and common practice.

Director Sessler reminded the Board that physicians cannot be employed in California. Tasks included in the contract are what they are being asked to do in addition to their normal scope of work; it is important to pay physicians for work done.

The CIO provided additional detail related to what is being asked of and tracked for physicians related to these contracts.

Director Zipkin commented on the generational issue being presented through compensation by the hospital for work being done for the hospital.

Director Jellinek indicated he has never seen it and it may be generational; this money could be used for other programs.

Director Mohun requests that the CIO provide details as to the amount anticipated to be spent and what is being spent by others in order to confirm commercial reasonableness. Staff also directed to address core concerns with procedural and substantive issues with the process.

Director Sessler stated that the contracts expire at the end of the month. A special board meeting will be scheduled in two weeks to review contract with requested clarifications.

#### **14.1.2. 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*

The Interim CEO provided background related to the Wellness Neighborhood programs. The agreement addresses involvement beyond what physicians do during their normal workday.

Director Chamblin asked for clarification related to the number of hours included in the agreements. Executive Director of the Wellness Neighborhood provided background related to the engagement of physicians and expressed that she budgets conservatively but has not been invoiced for much more than 8 hours.

Director Mohun requested numbers to verify commercial reasonableness. Executive Director of the Wellness Neighborhood indicated the data is hard to identify and that the contracts are dynamic. Director Mohun indicated the same issues with CRF noted with the other TF2020s need to be corrected and process followed.

Discussion took place related to the contracts being advisory in nature and not practicing medicine.

Director Jellinek indicated that he did this type of service gratis for 30 years and that is how it is still being done in the bay area; he believes it is immoral the way the "picture that is being painted."

Executive Director of the Wellness Neighborhood will work with the CIO to present clearly defined number

Contracts noted in agenda items 14.1 and 14.2 will be revisited by staff and brought back to the Board for approval at the special meeting scheduled on 5/13/15.

#### 14.1.3. Other

##### *j. Koppel\_TFHD\_MDA\_for\_Cancer\_Center\_Clinical\_Research\_Program\_2015*

It was noted that the agreement with UC Davis requires that TFH must have a medical director to oversee clinical research

Timothy Garcia-Jay, Director of Clinics, spoke to the contract for MDA for Cancer Center Clinical Research. The duties outlined in the agreement are part of a safety precaution to ensure safety protocols are being followed. It is not a billable service by the Director and U.C. Davis is not willing to pay for this position. Director of Clinics believes the clinical trials would be impacted if this agreement were not in place.

Dr. Larry Heifetz provided background related to the number of patients participating in clinical trials. He believes the relationship with UC Davis would be at jeopardy if the agreement is not in place.

Director Mohun asked how many physicians are in the MSC which was confirmed to be four doctors and three medical directors. Dr. Heifetz confirmed it was not possible for him to absorb the duties.

Director Jellinek expressed concern with a four person department having three medical directors at a cost of \$240k a year.

Director Sessler indicated that even though the cost of the MDA is not born by UC Davis, there is cost benefit of having the patients treated by the Cancer Center.

The CFO indicated that the position could be budgeted in FY 2015 but is not budgeted for the final quarter of FY2014.

##### *k. Ringnes\_Physician\_Recruitment\_Agreement\_2015*

Interim CEO provided background related to the purpose of recruitment agreement.

Director Jellinek indicated he was able to get his question clarified by the interim CEO that what he had perceived as an income guarantee is actually a loan against what the physician makes for a four year contract.

Director Mohun received confirmation that this is a need based contract addressing a void that needs to be filled.

The interim CEO reported the Dr. Foley will remain until Dr. Ringnes is on staff.

Director Chamblin inquired as to the North Tahoe Orthopedics' involvement; it was confirmed the practice will employ the physician for the first year.

General Counsel inquired about the reference to income guarantee which is limited to 3 years. The interim CEO shared that the contract was drafted for by Hooper Lundy & Bookman and negotiated by ECG. The contract is a loan to the physician that will be forgiven over a four year period and not an income guarantee.

Discussion took place related to the contract being a forgivable loan and not an income guarantee.

Director Mohun indicated that the reference to Social Security code section 1861 in the contract needs to be clarified as he believes it references the wrong code.

*Public Comment:*

Mark Spohr, from Tahoe City, commented on the Standard & Poor's rating change to a negative outlook indicating that this should be a wake up call to the Board that the District is in a precarious position. Mr. Spohr expressed concern related to the number and value of contracts. He requests the Board look at what are essential services. He believes all contracts are fiscally irresponsible; non-essential services for non-essential doctors.

Gaylan Larson commented on MSC physicians being compensated twice for their participation on committees. Mr. Larson believes that a much better business case needs to be made when being asked to approve contracts.

**ACTION:** Motion made by Director Chamblin, seconded by Director Zipkin, to approve items J and K. Motion rescinded.

**ACTION:** Motion made by Director Chamblin, second by Director Zipkin, to approve item J.

Discussion took place regarding approval of these contracts. Director Mohun stated the Board needs to be fair to physicians and the community by ensuring a commercially reasonable contract. It behooves the Board to review the aggregate compensation for the services received. Director Mohun does not believe another director is needed at this time.

Director Chamblin agrees with looking at all contracts. The contracts before the Board may negatively impact the clinical trial program.

Director Zipkin indicated that this particular directorship is essential to relationship with UC Davis and that the skill set needed for the research medical director is unique to that of other medical directors.

Director Jellinek agrees with Director Mohun. He believes the existing medical directors should pick up and due what needs to be done within their existing contracts.

Director Sessler stated that these are new duties given under specific title for this position and cannot be absorbed by existing agreements as it reflects a new level of request.

It was noted that participation in studies for members of our community is ongoing; it is immoral to loose the opportunity to participate in the clinical trials.

Director Mohun stated that he has not seen the numbers that indicate we need the additional medical director.

**ACTION restated: Motion made by Director Chamblin, second by Director Zipkin, to approve item J. Roll call vote taken, Approved by a vote of three to two.**  
**Director Chamblin - Yea**  
**Director Jellinek - Nay**  
**Director Mohun - Nay**  
**Director Sessler - Yea**  
**Director Zipkin - Yea**

**ACTION: Motion by Director Jellinek, seconded by Director Zipkin, to approve item K. Roll call vote taken. Approved unanimously.**

#### **14.2. Truckee Donner Recreation and Parks District Aquatic Center**

Interim CEO shared information obtained through meetings with the TDRPD and identified programs agreed to by TDRPD for services aligned with the mission and values of TFHD. Recommendation is made to consider donating up to \$130k to support the TDRPD in building the warm water pool.

Director Mohun recused himself from participating in the discussion and vote on this item due to a conflict of interest.

**Director Mohun left the meeting at 8:02 p.m.**

Director Sessler asked Kevin Murphy to speak to the TDRPD Commitment. Mr. Murphy distributed the two motions ratified by the TDRPD on April 23, 2015.

Larry Larson spoke to the type of patients seen by Tahoe Forest for rehabilitation and types of services needed.

Amanda Oberaker, TDRPD, shared program options that would be at significantly reduced rates; specifically Medicare would have 50% discount and Medi-cal would have a 40% discount.

*Public Comment:*

Lynn Redner spoke to her email sent to the Board a couple of weeks prior to the meeting indicating that she had responded to emotion following a reduction of two nursing positions asking the Board not to approve the donation. Since the email, she has asked the community how this would look since Measure J was not approved. Everyone she spoke to indicated it would be a positive move.

Lynn Ziccone (sic) spoke last meeting and restated that it is time the District put something back to the community. This donation is a cheap way for the District gain some accolade from the community.

Gaylan Larson corrected Ginny Razo's notes related to other Districts supporting the initiative stating that the school district was asked and declined. Mr. Larson reminded the Board that the DA is investigating the hospital and Mr. Schapper and this means they are being investigated too; they are at risk if they decide to move ahead with this project.

Kevin Murphy, as a community member, responded to Mr. Larson indicating that the school district provided in-kind donation valued at \$10,900 for this project.

Jean Brooks an employee of TFH for 28 years shared that she has voted for every bond measure in this District. Ms. Brooks indicated that she wrote an email to the Board indicating that how the pool funding is being done is suspicious. However, she is in favor with going forward with this donation, with reservation, related to cuts in employees. Ms. Brooks indicated that she has asked for a position in the lab for the last 28 years and told it cannot be afforded. Hard to support the \$130K when the money could be spent on things that could make the hospital safer. She can understand either way the Board votes and would support private fundraising

Jamie McJunkin spoke to the Board from the perspective of the patient and encourages the District to look at this as an investment in the business rather than a donation. She shared that she had a surgery that lasted 30 minutes but the rehab lasted over 12 months. Warm water therapy can have very meaningful impact. A \$130k expense with a 40 year impact when annualized is likely \$5 - \$10 per patient to help create this remarkable amenity; a fraction of an investment with a high return is a savvy and wise business move.

Barbara Wong, President of the Employee Association, feels in a quandary. She has conducted an informal poll with 85 of the 88 respondents not in favor of making a donation. With the additional information of the give backs she does not feel she can speak for the employees who did not have this information at the time the poll was conducted.

Mark Spohr reiterated his earlier statement related to the downgrade by Standard & Poor's stating that the District does not have money to give away. Truckee voted down the swimming pool. The Board needs to figure out what their priorities are as he believes the District is in financial trouble with limited funds.



Julie Zernick shared her story related to use of the pool following a broken back and her experience with others in the community that use the facility and who would benefit from the warm water pool.

Joan Sabel (sic) shared that she commutes from Tahoma four days a week and would be here five days a week if there was a warm water pool.

Lynn Larson is upset about this as she sees the value of a warm water pool but believes this is an end run around the taxpayers who said no to the ballot measure.

Joanna McMullen works for TFH now and has patients from throughout the District and would be one of the instructors at the warm water pool providing a continuation of the service provided at TFH. A continuum of service would allow her to discharge patients to the various programs available through the warm water pool.

Daron Rahlves shared his experience with rehab through TFH and expressed that the warm water pool would be a huge benefit and as he and others look for locations for training and rehab.

Jim Morrison, representing the KaWyHa Fund and as a TDRPD Board Member, stated that this is not a pool for Truckee, it is a pool for the broader district. He is passionate for trying to provide improvement for this community. It would be a great benefit to the broader community and constituents to help this pool get built.

*Public comment closed.*

Director Zipkin stated that it is clear the pool project is a wonderful thing though it is too bad that philanthropy wasn't successful in raising all the required funds. TDRPD lost the ballot measure vote and are now asking the hospital district to spend tax dollars on supporting the project. He has a difficult time being a fiduciary for this District and giving the money. Director Zipkin indicated he received 100% negative feedback from employees related to this the District donating money and has concerns that it will open the door for requests for funding for other important wellness initiatives. Personally very much in favor of a warm water pool, but is not in favor of the District providing funding. It is not the Hospital's responsibility to do this; its responsibility is to the employees.

Director Chamblin shared that he thinks the pool will be a huge community benefit. He has been listening to the Community needs assessment and the board picked from that data, the four priorities to focus on for the next year. The pool project does not rise to the level of need as reflected in the community needs assessment.

Director Sessler shared that following the last community needs assessment four years ago, the tax revenue for the District was tracked differently than hospital revenue with an eye toward getting to a point that the Board can say that tax revenue is directly benefiting the community. The District is partnering already with other entities in the community and looks at this as a programmatic

partnership providing an opportunity to build a partnership with another District in the community to promote health.

Director Jellinek shared that he reviewed the health and safety code related to the gift of public funds. This project as initially presented to the voters and failed. He cannot agree to giving District funds to make up the difference need by TDRPD to receive the matching funds. He will support the initiative personally but cannot spend Hospital District funds on this request.

Director Sessler stated that they are being asked to look at a different thing than what was voted on as the support of the warm water pool would be given in return for designated benefits. There is an opportunity to develop programs that will benefit the community.

Director Chamblin stated that there are lots of programs that will benefit the community and there is no end to the potential for ongoing asks; it is not proper use for hospital funds.

Director Zipkin suggests that everyone in the audience go out and raise money to help fill the gap.

**ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to authorize TFHD to donate up to \$130k to support aquatic center. Roll call vote taken. Motion failed by a vote of 1 to 3.**

**Director Chamblin - Nay**

**Director Jellinek - Nay**

**Director Sessler - Yea**

**Director Zipkin - Nay**

*Director Mohun - Recused*

***Meeting recessed at 8:56 p.m.***

#### **14.3. Hospice Quality Plan**

**Director Mohun rejoined the meeting at 9:06 p.m.**

***Meeting reconvened at 9:06 p.m.***

To maintain regulatory compliance with the Hospice Conditions of Participation the Hospice Quality Plan is presented for Board approval.

Karen Gancitano, Director of Post Acute Service, was available to answer questions. The performance improvement indicators have been updated but the plan is essentially the same as prior year. It was noted that the Assessment A on page 10 has been corrected to read 12/31/2015.

**ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to approve the Hospice Quality Plan as submitted. Roll call vote taken. Approved unanimously.**

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

##### **15.1. Governance Committee Meeting – 04/08/15**

##### **15.1.2. 2015 1<sup>st</sup> Quarter Compliance Report**

Jim Hook, with the Fox Group, provided a review of the 2015 1<sup>st</sup> Quarter Compliance Report. Changes are recommended to the compliance program as reflected in the draft policy and procedure.

**ACTION: Motion made by Director Mohun, seconded by Director Chamblin, to approve the 2015 1st Quarter Compliance Report as presented. Roll call vote taken. Approved unanimously.**

#### 15.1.3. Corporate Compliance Program Policy

Jim Hook provided a review of recommended updates to the corporate compliance program policy.

**ACTION: Motion made by Director Jellinek, seconded by Director Zipkin, to approve the updated Corporate Compliance Policy as presented. Roll call vote taken. Approved unanimously.**

Director Chamblin inquired about anticipated costs related to the compliance program going forward. The interim CEO provided an update related to budgeting assessments underway for FY 2015. The work done with Hooper Lundy & Bookman (HLB) and ECG Consultants has established the groundwork to help reduce costs going forward.

Director Mohun has seen a dramatic increase in productivity related to presentations and information for the Board and thanked the Fox Group for their efforts.

#### 15.1.4. Updated Board Goals

Director Sessler reviewed recommended changes by Governance Committee to the Board Goals in response in the change in interim CEO. Only one change was made to include the visioning process as part of the CEO recruitment.

**ACTION: Motion made by Director Zipkin, seconded by Director Chamblin, to approve the Board goals as presented. Roll call vote taken. Approved unanimously.**

Personnel committee will address the visioning process at an upcoming meeting.

### 15.2. Personnel/Retirement Committee Meeting – 04/09/15, 04/21/15

Director Zipkin provided an over view of the April Personnel Committee meetings.

An update related to the engagement of HFS consulting was provided. Don Whiteside reviewed the process for moving forward as presented to the Personnel Committee. A dedicated email address has been created to receive feedback. [TahoeForestCEOSearch@gmail.com](mailto:TahoeForestCEOSearch@gmail.com).

Director Jellinek as to how the email address would be advertized; the email was provided to the reporter present at the meeting for publication.

Discussion took place related to the candidate review process. Director Mohun stated that participation in the advisory group needs to be approved by the board.

Director Zipkin stated that the advisory group is intended to provide feedback on what they were looking for in a CEO; this group includes members of the medical staff, employees, and Board. Mr. Whiteside will meet with additional groups and individuals before providing feedback.

**ACTION: Motion made by Director Mohun, seconded by Director Sessler, to extend meeting by 30 minutes. Approved unanimously.**

#### 15.2.2. Results of Employee Engagement Survey

The CHRO provided a review of the employee engagement survey conducted in December 2013. 57% of eligible employees participated in the survey. It was noted that engagement is a pivotal part of the relationship between the employee and the organization.

Sense of belonging, treated with respect and being provided with useful feedback were most important.

Lowest performing items related to ethical conduct, career opportunities and confidence in senior leadership.

Director Sessler requested clarification on the charts and data provided. Data is related to the five themes identified under *best place to work and practice* criteria and employees have been surveyed on these themes regularly. An interim hospital based survey will be conducted in July and the CHRO would like to conduct the next full survey in 18 months.

Director Mohun inquired as to whether she has asked the employees why they answered certain questions the way they have done. It was reported that HR is working with employees and/or managers to gather more information specific to individual responses reflected for each department.

An update on employee feedback and action plans will be brought to the Board Personnel Committee on regular basis and reported up to the Board as appropriate.

#### 15.2.3. Increase in Educational Benefits for all Nurse Practitioners and Physician Assistants

Dr. Zipkin shared background related to a grievance resulting in a review of the educational benefit provided to Nurse Practitioners (NP) and Physician Assistants (PA). The Committee recommends approval of an adjustment to reconcile the benefit and provide internal equity.

The CHRO brought the issue to the personnel committee as it will result in a change to the bargaining unit agreement.

Director Mohun inquired as to how the discrepancy happened. The CRHO provided background indicating that the first orthopedic PA was recently hired; the benchmark for normal education reimbursement for this position is \$1500 which is greater than what has been provided. The issue

had never come up with the other NPs or PAs and the EAP asked that the other positions be made whole going forward.

**ACTION: Motion made by Director Zipkin, second by Director Chamblin, to approve the changes to the educational benefit for NPs and APs as recommended. Roll call vote taken. Approved unanimously.**

#### 15.2.4. Retirement Plan Subcommittee

##### a. Plan Record Keeping Fee

Director Zipkin provided background related to expanding the investment options which resulted in a change to the record keeping fee. Currently every investment option has a record keeping fee anywhere from 2 – 40 percent but is reflected on the statement in a transparent manner. By setting a single fee it can be visible to the employee on their statement and will offer expanded plan options.

Discussion took place related to what the role of the committee with advisory authority only and authority of the CHRO. Anything that changes benefit, changes the contract, or has legal repercussions must come to the Board for approval.

**ACTION: Motion made by Director Sessler, seconded by Director Zipkin, to approve the change in plan record keeping fee. Roll call vote taken. Approved unanimously.**

#### 15.3. Quality Committee – 04/14/15

#### 15.4. Community Benefit Committee – 04/21/15

Director Zipkin provided a summary of the proposed Community Benefit/Wellness Neighborhood budget which will be revisited on May 4<sup>th</sup>.

##### 15.4.4. Draft Community Benefit Committee Charter

No action on this item

##### 15.4.5. Draft Community Benefit Committee Goals

No action on this item

#### 15.5. Finance Committee Meeting – 04/23/15

##### 15.5.4. Standard and Poor's Annual Surveillance for "BBB-" Rating

The CFO provided an update related to the review of the Standard & Poor's (SP) surveillance and delays resulting from the change in CEO. "BBB-" rating was affirmed and the outlook revised from stable to negative primarily due to financial income statement numbers from 2013 and 2014 which reflect a decline in traditional earnings. It was noted that SP no longer excludes the GO bond from their analysis. Securing a permanent CEO to stabilize the organization, completing construction on time and on budget, and not incurring any new substantial debt will help with future reviews.

Far exceed what the board approved in the resolution.

Director Mohun requested the CFO provide information about the impact of the swap. The CFO indicated the swap is not a risk at this time.

**16. INFORMATIONAL REPORTS**

**16.2. Strategic Initiatives Update**

The Board had not discussion related to the informational reports provided.

**16.3. Monthly Legal Expenses**

This report is provided at the request of the Board to see a summary of monthly legal expenses.

**ACTION: Motion made by Director Sessler, seconded by Director Mohun to extend the meeting to 11pm if needed. Approved unanimously.**

The CFO asked if the format provide was sufficient for the Board. Director Mohun asked for more in depth report and wants to know if there is opportunity for cost savings related to pro fees.

The CFO will work with the Board Clerk to post the requested detail to the portal as some references may be related to closed session items.

General Counsel indicated that if detailed information is requested there is a risk of waiving privilege. As long as it is one way communication using the board portal, providing the information in that manner would be fine.

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

Governance – contracts

Community Benefit Committee – budget

**18. ITEMS FOR NEXT MEETING**

Special meeting of the Board is scheduled on May 13<sup>th</sup> related to the interim CEO contract and HFS Consultants contract.

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

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

**21. OPEN SESSION**

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

**23. MEETING EFFECTIVENESS ASSESSMENT..... ATTACHMENT**

The Board will identify and discuss any occurrences during the meeting that impacted the effectiveness and value of the meeting.

**24. ADJOURN**

*Meeting adjourned at 10:50 p.m.*