



Minutes  
of the Meeting of the  
**Board of Trustees**

November 24, 2003  
7:00 p.m.  
Carstensen/Gruben Room

Members Present:  
Susan Vallem, - Chair  
Gary Burke  
John Johnston  
Darold Wolff

Members Absent:  
Karen Thalacker – Excused

Speakers Present:  
Mike Trachta, CEO  
Mary Conway, COO  
Anne Mardorf, CFO  
Darrin Gillett, Cardinal  
Construction  
Jay Horn, Denman & Co.

Guests Present:  
Karen Buls  
Rhonda DeBuhr  
Sharon Jahnke  
Dan Rigel  
Ivy Sprague  
Jennie Waller

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Vallem at 7:06 p.m.	
II. Approval of minutes	A motion was made to approve the minutes of the 10/27/03, 11/4/03, and 11/11/03 meetings as individually considered.	1 <sup>st</sup> – Wolff 2 <sup>nd</sup> – Burke Approved
III. Audit and Medicare Cost Report – Jay Horn	Jay Horn presented the final version of the 2003 Audit and Medicare Cost Report. Denman will work with Mardorf to do an analysis of the Physical Therapy disallowance. A motion was made to approve the 2003 Audit and Medicare Cost Report as written.	1 <sup>st</sup> – Johnston 2 <sup>nd</sup> – Burke Approved
IV. Construction Update <ul style="list-style-type: none"> <li>• Phase III Bids</li> </ul>	<p>Darrin Gillett, Construction Manager for Cardinal Construction presented Cardinal's recommendations for contractor selection for Phase 3.</p> <ol style="list-style-type: none"> <li>1. Demolition Prairie Construction Co. Inc. \$17,000</li> <li>3. Misc. Steel Prairie Construction Co. Inc. \$109,000</li> <li>4. Carpentry Prairie Construction Co. Inc. \$68,000</li> <li>5. Waterproofing (Penthouse Slab) TMI Coatings Inc. \$32,540</li> <li>6. Fireproofing Re-bid due to improper bid submission Estimated Cost: \$40,000</li> <li>7. Roofing Jim Giese Commercial Roofing Inc. \$188,260</li> <li>8. Flashing &amp; Sheet Metal Hawkeye Sheet Metal Inc. \$97,772</li> <li>9. Sealants &amp; Firestopping</li> </ol>	

<ul style="list-style-type: none"> <li>Resolution to approve bids &amp; contractors</li> </ul>	<p>Lee System 7 Inc. \$26,140</p> <p>10. Doors, Frame and Finish Hardware Peters Construction Corp. \$176,059</p> <p>11. Rolling Counter Doors Skold Door Company \$4,723</p> <p>12. Aluminum Doors &amp; Windows Swanson's \$156,740</p> <p>13. Drywall Work Hudson Construction Services Inc. \$740,700</p> <p>14. Acoustical Ceilings Dyball Acoustical Inc. \$65,696</p> <p>15. Ceramic Tile Work AJ Frank Construction Inc. \$41,920</p> <p>16. Flooring TBD Estimated Cost: \$292,495</p> <p>17. Painting Modern Painting Inc. \$89,773</p> <p>18. Loading Dock Equipment No bids Estimated Cost: \$18,000</p> <p>19. Casework Northern Woodwork Inc. \$195,779</p> <p>20. Misc. Finishes Prairie Construction Co. Inc. \$90,000 **This package excludes headwall units, owner may need to buy direct.</p> <p>21. Elevators Schumacher Elevator Company \$231,254</p> <p>22. Mechanical (HVAC &amp; Plumbing) Meyers Sheet Metal/Plumb Tech \$2,784,000</p> <p>23. Fire Sprinkler System Blackhawk Automatic Sprinklers Inc. \$126,000</p> <p>24. Electrical Voltmer Electric \$802,792</p> <p>25. Nurse Call System Re-bid due to improper bid submission Estimated Cost: \$45,000</p> <p><b>Total Construction Cost to Date (estimated): \$9,763,000 (including portion of Clover expenses) \$9,563,000 (subtracting the portion estimated to be Clover expenses)</b></p> <p>A motion was made to adopt the resolution to approve bids and contractors as presented by Gillett, with the exceptions as presented: Bid Package 6 – to be re-bid Bid Package 7 – to accept alternate roofing bid</p>	<p>1<sup>st</sup> – Wolff 2<sup>nd</sup> – Burke Approved</p>
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<ul style="list-style-type: none"> <li>Resolution to finalize masonry</li> </ul>	<p>from Giese at a cost savings of \$50,000  Bid Package 16 – still investigating, possible re-bid  Bid Package 18 – to be re-bid  Bid Package 20 – to be accepted with headwall units excluded  Bid Package 25 – to be re-bid</p> <p>Trachta presented a resolution to approve the contract and bond for masonry work. A motion was made to adopt the resolution approving contract and bond with Seedorf Masonry, Inc. of Strawberry Point, Iowa.</p>	<p>1<sup>st</sup> – Johnston  2<sup>nd</sup> – Burke  Approved</p>
<p>V. Financial and Statistical Report</p> <ul style="list-style-type: none"> <li>Operating Statement</li> <li>Balance Sheet</li> <li>Investment Reports</li> </ul> <ul style="list-style-type: none"> <li>Ambulance Reports</li> <li>Home Health Reports</li> </ul>	<p>Mardorf presented the financial and statistical report for October. A motion was made to approve the financial and statistical report as written.</p> <p>Trachta announced that the hospital is the recipient of \$63,747.25 gift from the Berle Courbat estate. After some discussion, a motion was made to transfer the gifted funds to the WHC Foundation’s endowment fund.</p> <p>Trachta presented the Ambulance and Home Health reports as included in the Board packets. A motion was made to accept the reports as written.</p>	<p>1<sup>st</sup> – Wolff  2<sup>nd</sup> – Burke  Approved</p> <p>1<sup>st</sup> – Johnston  2<sup>nd</sup> – Burke  Approved</p> <p>1<sup>st</sup> – Wolff  2<sup>nd</sup> – Burke  Approved</p>
<p>VI. Committee Reports</p> <ul style="list-style-type: none"> <li>Performance Improvement Committee</li> <li>Environment of Care Committee</li> </ul>	<p>Trachta presented the Performance Improvement and Environment of Care Committee reports as included in the Board packets.</p>	<p>Accepted</p>
<p>VII. Organizational Performance Improvement Report</p>	<p>Conway presented the Organizational Performance Improvement Report as included in the Board packet.</p>	<p>Accepted</p>
<p>VIII. C.E.O.’s Report</p>	<p>Trachta reported on the Medicare prescription drug bill is expected to pass. He highlighted some of the ways that this bill would be expected to impact the hospital.</p>	
<p>IX. Medical Staff Report</p>	<p>No report – no Medical Staff meeting in November.</p>	
<p>X. Old Business</p> <ul style="list-style-type: none"> <li>Purchase of Property</li> <li>Resolution</li> </ul>	<p>Trachta presented a motion with a second from both the Finance Committee and the Planning Committee to adopt a resolution to purchase the Rohlf Memorial Clinic from Clover, Inc. at a price not to exceed \$400,000. The motion was approved as brought forth.</p> <p>Trachta recommended setting aside \$400,000 from the Medicare cost report settlement in a restricted fund to cover the purchase price of the Rohlf Memorial Clinic. A motion was made to approve creating a \$400,000 restricted fund from the Medicare cost report settlement.</p>	<p>1<sup>st</sup> - Vallem &amp; Burke  2<sup>nd</sup> – Johnston &amp; Wolff  Approved</p> <p>1<sup>st</sup> – Burke  2<sup>nd</sup> – Wolff  Approved</p>

<p>XI. New Business</p> <ul style="list-style-type: none"> <li>• Resignations from Medical Staff: <ul style="list-style-type: none"> <li>▪ Lynn Galloway, PA-C</li> <li>▪ James J. Mueller, M.D.</li> </ul> </li> <li>• Appointments to Medical Staff: <ul style="list-style-type: none"> <li>▪ Kory M. Kazarian, M.D.</li> </ul> </li> <li>• Policy Revisions/New Policies: <ul style="list-style-type: none"> <li>▪ Infant Radiant Warmer</li> </ul> </li> <li>• Strategic Plan</li> <li>• Personnel Committee</li> <li>• Planning Committee</li> <li>• Finance Committee <ul style="list-style-type: none"> <li>▪ Capital Requests <ul style="list-style-type: none"> <li>• Kodak Dryview – Laser Imager</li> </ul> </li> </ul> </li> </ul>	<p>Trachta presented resignations and appointments to the Medical Staff as listed at left. A motion was made to approve the aforementioned items as individually considered by the Board.</p> <p>Trachta presented the new Infant Radiant Warmer policy as included in the Board packets. A motion was made to approve the policy as written.</p> <p>Trachta presented the revised strategic plan as included in the Board packets. A motion was made to approve the strategic plan, including the new mission statement.</p> <p>Trachta reported that the Personnel Committee met prior to this meeting and that there were no new nominations and no one was selected for Employee of the Month.</p> <p>Trachta distributed the minutes of the 11/24/03 Planning Committee meeting. Trachta discussed the possibility of leasing some of the lower level space from Clover. A motion with a second was brought forth from Planning Committee to authorize Trachta to proceed in having architectural drawings drafted for that space and to investigate the leasing potential, bringing any findings to the Board at the December meeting. The motion was approved as brought forth.</p> <p>Trachta brought forth a motion with a second from the Planning Committee to authorize Trachta to begin exploring possible OB-Gyn partnerships, the cost of recruiting and hiring and OB-Gyn practitioner, and the the cost/community benefits of being able to offer OB/Gyn services. Trachta will report any findings to the Board. The motion was approved as brought forth.</p> <p>Trachta reported that the Finance Committee met on 11/19/03. Trachta brought forth a motion with a second from the Finance Committee to approve the capital request as listed below: <ul style="list-style-type: none"> <li>▪ Kodak Dryview – Laser Imager – at a cost not to exceed \$53,000</li> </ul> The motion was approved as brought forth by the Finance Committee.</p>	<p>1<sup>st</sup> – Johnston 2<sup>nd</sup> – Burke Approved</p> <p>1<sup>st</sup> – Johnston 2<sup>nd</sup> – Burke Approved</p> <p>1<sup>st</sup> – Wolff 2<sup>nd</sup> – Johnston Approved</p> <p>1<sup>st</sup> – Johnston 2<sup>nd</sup> – Vallem Approved</p> <p>1<sup>st</sup> – Vallem 2<sup>nd</sup> – Johnston Approved</p> <p>1<sup>st</sup> – Burke 2<sup>nd</sup> – Wolff Approved</p>
<p>XII. Adjourn</p>	<p>A motion was made to adjourn the meeting at 8:55 p.m.</p>	<p>1<sup>st</sup> – Johnston 2<sup>nd</sup> – Burke Approved</p>

Next meeting will be held  
**December 15, 2003**  
**6:00 p.m.**  
**WHC Dining Room**

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**Susan Koshe Vallem, Chair**  
**Board of Trustees**

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**Mike Trachta**  
**Chief Executive Officer**