

Members:
 Susan Vallem, Chair
 John Johnston
 Darold Wolff

Speakers Present:
 Mike Trachta, CEO
 Karen Buls
 Lisa Bennett, CFO
 Heidi Solheim
 Elly Steffen, COO

Members Excused:
 Gary Burke
 Roger Johnson

Guests Present:
 Mary Conway, CCS
 Rhonda DeBuhr
 Dan Rigel
 Iris Vering
 Jennie Waller

Minutes
 of the Meeting of the
Board of Trustees
 January 23, 2006
 7:00 p.m.
Carstensen/Gruben Room

WAVERLYHEALTH
 — C E N T E R —
Our Mission: Waverly Health
 Center strives to provide the
 highest quality, patient-focused
 health care.

Item	Discussion/Notes	Action
Presentation of Plaque in Appreciation of Karen Thalacker's Service on the Board of Trustees	Vallem presented Thalacker with a plaque in appreciation of her eleven years of dedicated service on the Board of Trustees.	
Public Hearing Regarding Public Improvement – CT/MRI Construction and HIM Relocation	Vallem opened the Public Hearing regarding public improvement – CT/MRI Construction and HIM relocation at 7:03 p.m. There were no written or verbal public comments regarding the proposed public improvement. The public hearing was closed at 7:04 p.m.	
I. Meeting Called to Order	Called to order by Vallem at 7:04 p.m.	
II. Approval of Minutes	Minutes from the 12/19/05 meeting were reviewed. A motion was made to approve the minutes as written.	1 st – Johnston 2 nd – Wolff Approved
III. Featured Department: Human Resources – Employee Satisfaction Survey & Online Education Report (Karen Buls)	Buls presented information about the Human Resources department, including: <ul style="list-style-type: none"> ▪ Employment Statistics ▪ Online Employee Education – Health Stream ▪ Press Ganey Employee Satisfaction Survey Results 	
IV. Financial and Statistical Report	<p>Bennett presented the financial and statistical report for December. There was a motion with a second from the Finance Committee to approve the financial and statistical reports as written.</p> <p>Bennett presented a summary of the proposed operating budget for FY07. A motion was made to proceed with the certified budget process after changing the charge increase to 9%.</p> <p>Bennett reported that Finance Committee has requested the completion of a revised financial forecast by Denman and Company. Denman and Company will prepare a revised financial forecast at a cost not to exceed \$4,300. It will be presented to the Finance Committee at their March meeting.</p>	<p>1st – Burke 2nd – Wolff Approved</p> <p>1st – Johnston 2nd – Wolff Approved</p>
V. Committee/Department Reports: <ul style="list-style-type: none"> • Performance Improvement • Environment of Care • Home & Community Health Advisory Board • Home & Community Health/Alternative Care 	The Performance Improvement, Environment of Care, and Home & Community Health Advisory Board minutes, along with the Home & Community Health/Alternative Care report were presented as included in the Board packets.	Accepted
VI. Environment of Care – Annual Progress Report	The Environment of Care Annual Progress Report was presented as included in the Board packets.	Accepted

VI. Press Ganey Patient Satisfaction Report	Solheim presented the Press Ganey Patient Satisfaction Report for the quarter ending 11/30/05.	
VII. C.E.O.'s Report	No report.	
VIII. C.O.O.'s Report	<p>Steffen announced that General Surgeon, Dr. Jennifer Beaty has signed a contract to begin employment with the hospital on 7/10/06. Steffen reported that we will be working with the Cedar Valley Medical Specialists surgeon group to help provide coverage for Dr. Owens during the interim period.</p> <p>Steffen reported that the hospital is still in the process of developing a plan for additional OB coverage.</p> <p>Steffen announced that the hospital is beginning to recruit for a third CRNA. When a third CRNA is hired, the current CRNA's will also be hired as hospital employees.</p> <p>Steffen reported that Dr.'s Roger and Traci Skierka have leased space to open an independent clinic in Shell Rock in May, 2006.</p>	
VIII. Annual Business <ul style="list-style-type: none"> • Annual Competency Reports • Review of Board Bylaws • Contracted Services Review • Confidentiality Statement • Duality and Conflict of Interest • Election of Officers • Committee Appointments 	<p>Trachta presented the 2004 Annual Competency Report. A motion was made to approve the Competency Report as written.</p> <p>Trachta presented the Board of Trustees Bylaws for annual review. A motion was made to approve the Bylaws as written.</p> <p>Trachta presented the contracted service providers for review. A motion was made to approve the contracted service providers as individually considered.</p> <p>Trachta presented the annual Confidentiality statement. Board members reviewed and signed the statement.</p> <p>Trachta presented the annual Duality and Conflict of Interest statement. Board members reviewed and signed the statement.</p> <p><u>Election of Officers:</u> A motion was made to approve the nomination of Susan Vallem to the position of Chair of the Board of Trustees. Vallem accepted appointment to the position.</p> <p>A motion was made to approve the nomination of Gary Burke to the position of Secretary of the Board of Trustees.</p> <p>Vallem recommended the following committee assignments: *Wolff to chair Personnel Committee. *Johnson to serve on Finance Committee. *Burke to serve on Joint Conference Committee.</p>	<p>1st – Wolff 2nd – Johnston Approved</p> <p>1st – Johnston 2nd – Wolff Approved</p> <p>1st – Wolff 2nd – Johnston Approved</p> <p>1st – Johnston 2nd – Wolff Approved</p> <p>1st – Wolff 2nd – Johnston Approved</p>

	A motion was made to approve the changes to committee assignments.	1 st – Johnston 2 nd – Wolff Approved
IX. Medical Staff Report	<p>Trachta announced that a farewell reception will be held for Dr. Morey on Monday, January 30th from 2:00 – 4:00 p.m. in the Dining Room.</p> <p>Trachta reported that upon Dr. Morey’s departure, Dr. Roger Skiera will assume the role of Chief of Staff. Dr. Darnold will assume the role of Vice Chair. An election will be held at the February Medical Staff meeting to fill the role of Treasurer.</p>	
X. Old Business <ul style="list-style-type: none"> Amendment to InVision Contract for HIM Remodel 	Steffen presented an amendment to the InVision contract to include the HIM remodeling project in bidding documents at a cost not to exceed \$10,400. A motion was made to approve the amendment.	1 st – Johnston 2 nd – Wolff Approved
XI. New Business <ul style="list-style-type: none"> Reappointments to Medical Staff: <ul style="list-style-type: none"> Richard Menning, M.D. New/Revised Policies: <ul style="list-style-type: none"> Lab Governance Ergonomic Lab Review Bilichek Transporting Protected Health Information Through Courier Services or Outside Delivery Laboratory Tests Performed at Waverly Health Center Patient Identifiers 	<p>Trachta presented the reappointment to the Medical Staff as listed at left. The file has been reviewed by the Executive Committee of the Medical Staff. The Executive Committee recommends approval. A motion was made to approve the reappointment as recommended by the Executive Committee of the Medical Staff.</p> <p>Trachta presented the new/revised policies as listed at left, and included in the Board packets. A motion was made to approve the policies as written and individually considered.</p>	<p>1st – Wolff 2nd – Johnston Approved</p> <p>1st – Johnston 2nd – Wolff Approved</p>
<ul style="list-style-type: none"> Finance Committee <ul style="list-style-type: none"> Capital Request – FYI WADG Membership Personnel Committee Appointment of Acting Secretary 	<p>Trachta reported that the Finance Committee met on January 16, 2006. Minutes from said meeting were included in the Board packets.</p> <p>Trachta reported that a capital request was approved by Director’s Council for purchase of a warming cabinet at a cost of \$6,899.08 plus freight.</p> <p>Trachta presented a motion with a second from the Finance Committee to increase our dues to the Waverly Area Development Group from \$2,500 to \$10,000 annually.</p> <p>Trachta reported that the Personnel Committee met prior to this meeting. Angela Schmitt, a Registered Nurse in the General Surgery Clinic was selected as the Employee of the Month for February. Schmitt was nominated for her willingness to help with staffing in the Women’s Clinic when needed.</p> <p>Vallem appointed Wolff to act as Secretary for this meeting.</p>	1 st – Burke 2 nd – Wolff Approved

XII. Closed Session – Personnel Evaluation	A motion was made to move into closed session to discuss personnel evaluation at 8:43 p.m..	1 st – Wolff 2 nd – Johnston Approved
XIII. Open Session	A motion was made to return to open session at 9:35 p.m..	1 st – Johnston 2 nd – Wolff Approved
XIV. Adjourn	A motion was made adjourn the meeting at 9:36 p.m.	1 st – Johnston 2 nd – Wolff Approved

Next meeting will be held
February 27, 2006
7:00 p.m.
Carstensen/Gruben Room

Susan Kosche Vallem, Chair
Board of Trustees

Mike Trachta
Chief Executive Officer