

Members Present:
 Gary Burke, Acting Chair
 Roger Johnson
 John Johnston
 Darold Wolff

Guests Present:
 Karen Buls
 Traci Magsamen
 Heidi Solheim
 Amy Van Gundy
 Iris Vering
 Jennie Waller

Minutes
 of the Meeting of the
Board of Trustees
 December 17, 2007
 7:00 p.m.
Carstensen/Gruben Room



Our Mission: Waverly Health Center will provide the highest quality, patient-focused health care.

Members Excused:
 Susan Vallem, Chair

Speakers Present:
 Mike Trachta, CEO
 Lisa Bennett, CFO

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Burke at 7:45 p.m.	
II. Approval of minutes	Minutes from the 11/26/07 meeting were reviewed. A motion was made to approve the minutes as written.	1 st – Johnson 2 nd – Johnston Approved
III. Celebrations		
IV. Financial and Statistical Report	Bennett presented the financial and statistical report for November. A motion with a second was brought forth from the Finance Committee to approve the financial and statistical reports as written.	1 st – Burke 2 nd – Johnson Approved
V. Committee/Department Reports: <ul style="list-style-type: none"> • Performance Improvement • Home Health/Alternative Care 	The Performance Improvement, and Home & Community Health/Alternative Care reports were presented as included in the Board packets.	Accepted
VI. C.E.O.'s Report <ul style="list-style-type: none"> • Wide Area Network Solution 	Trachta presented a proposal for a Wide Area Network Solution from Qwest. This WAN solution would provide high speed internet connection for Noah Clinic, and Nashua Rural Health Clinic, along with United Medical Park and St. Paul Radiology. This solution is much more cost effective than a point to point T-1 connection, especially considering the distances involved with some locations. The total cost for the 3 year agreement for the 4 separate locations is \$102,056.40. Trachta will investigate to determine if Mediacom has a comparable solution and service area. A motion was made to approve proceeding with a WAN solution that does not exceed the Qwest proposal amount of \$102,056.40.	1 st – Johnston 2 nd – Johnson Approved
VII. Construction Report	<p>Trachta reported that the completion date for the Rooftop Garden has been moved to the end of January.</p> <p>Trachta announced that construction on the Nashua Clinic is on or ahead of schedule. It will be completed in February.</p> <p>Trachta reported that Clover is getting bids for construction of the building that will replace the 9th Street Office Plaza. After they have received bids, they will be able to determine rental fees and we will proceed with an air space lease agreement.</p> <p>Trachta reported that the Lab renovation project is</p>	

	<p>progressing and will be complete within the next month and a half.</p> <p>Trachta announced that we will be starting to work with architects to determine a plan for the ER renovation which will be our next project.</p>	
<p>VIII. Old Business</p> <ul style="list-style-type: none"> • Physician Recruitment - ER 	<p>Trachta reported that he has extended an employment offer to an ER provider who has been providing services at WHC through EPA. He anticipates that this physician will sign an agreement and begin employment in March 2008.</p> <p>Trachta reported that he interviewed another ER physician candidate today. He will also be extending an offer to this provider.</p>	
<p>IX. New Business</p> <ul style="list-style-type: none"> • Provisional Appointments to Medical Staff: <ul style="list-style-type: none"> ▪ Todd Arsenault, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ Mark Austin, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ Matthew Baldwin, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ Shalabh Bora, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ Robert Butler, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ John Caspers, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ Kenneth Cross, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ Anders Knutzen, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ Susan Truman, M.D. – Courtesy, Radiology, St. Paul Radiology ▪ Peter Wold, M.D. – Courtesy, Radiology, St. Paul Radiology • Reappointments to Medical Staff: <ul style="list-style-type: none"> ▪ Robert Winchell, D.O. – Courtesy, ER, EPA • Provisional to Regular Privileges: <ul style="list-style-type: none"> ▪ Thomas Kafka, M.D. – Courtesy, ER, EPA ▪ Joud Dib, M.D. – Consulting, Cardiology, CVMS • Addition of Privileges: <ul style="list-style-type: none"> ▪ Suzanne Bartlett, M.D. – Active, OB-Gyn, WHC (Addition of Laser Privileges) ▪ Kerrie Bossard, M.D. – Active, General Surgery, WHC (Addition of Laser Privileges) ▪ Lisa Warne, M.D. – Active, General Surgery, WHC (Addition of Laser Privileges) 	<p>Trachta presented the provisional appointments to the Medical Staff, provisional to regular privileges, addition of privileges, and updated privilege listing as listed at left.</p> <p>**Note that the reappointment packet for Dr. Winchell has not been received.</p> <p>The files have been reviewed by the Executive Committee of the Medical Staff. The Executive Committee recommends approval. A motion was made to approve the items as individually considered and recommended by the Executive Committee of the Medical Staff.</p>	<p>1st – Johnson 2nd – Johnston Approved</p>

<ul style="list-style-type: none"> • Updated Privilege Listing: <ul style="list-style-type: none"> ▪ E. Anthony Oroadese, M.D. – Consulting, Cardiovascular Services, CVMS • New/Revised Policies: <ul style="list-style-type: none"> ▪ Temporary Emergency Privileges for Emergency Management Response/EOC ▪ Emergency Preparedness Plan Exercises/EOC ▪ Hazardous Substance Exposure Response (Cod Orange)/EOC • Finance Committee <ul style="list-style-type: none"> ▪ Charity Care Application ▪ Capital Requests: <ul style="list-style-type: none"> ➤ McKesson MPI Conversion Agreement - \$16,008.00 ➤ api Time and Attendance System - \$124,000.00 ➤ Lifepac 12 Monitor Defibrillator - \$17,889.35 ➤ Rooftop Garden Furniture - \$36,668.83 (Not to Exceed \$40,000) ➤ Third Pod for Women’s Clinic - \$33,106.39 ➤ Waiting/Exam Room Furniture – Nashua - \$16,826.15 ➤ Variance Reporting Software - \$26,500.00 ▪ Capital Purchase FYI – Exam & Procedure Table - \$7,537.98 ▪ Precision Revenue Strategies Proposal 	<p>Trachta presented the new/revised policy statements as listed at left, and included in the Board packets. The policies have been reviewed by the Executive Committee of the Medical Staff and are recommended for approval. A motion was made to approve the policies as written and individually considered.</p> <p>Trachta reported that the Finance Committee met on 12/13/07. Minutes from said meeting were included in the Board packets.</p> <p>Bennett presented an application for charity care in the amount of \$24,592.90. A motion was made to approve the application as presented for 100% write-off.</p> <p>Bennett presented the following capital requests:</p> <ul style="list-style-type: none"> ▪ Bennett reported that we are not proceeding the MPI Conversion Agreement. We have determined that the conversion would still require a lot of manual input and would not be cost/time effective. ▪ api Time and Attendance System at a cost not to exceed \$124,000.00 ▪ Lifepac 12 Monitor Defibrillators at a cost not to exceed \$17,889.35 ▪ Rooftop Garden furniture at a cost not to exceed \$40,000.00 <p>A motion was made to approve the capital requests as listed above – <u>with the exception of the MPI Conversion Agreement.</u></p> <ul style="list-style-type: none"> ▪ Third pod for Women’s Clinic at a cost not to exceed \$33,106.39 ▪ Waiting/exam room furniture for Nashua Clinic at a cost not to exceed \$16,826.15 ▪ Variance reporting software at a cost not to exceed \$26,500.00 <p>A motion was made to approve the capital requests as listed above.</p> <p>Bennett presented the following capital purchase FYI:</p> <ul style="list-style-type: none"> ▪ Exam & Procedure Table - \$7,537.98 <p>Bennett presented a proposal from Precision Revenue Strategies for accounts receivable outsourcing. This would include all the clinic accounts on the Practice Management system post conversion. The cost is \$25,000 base fee with a 10% contingency for all dollars collected above \$235,000. They estimate a 4-6 month time frame to have the accounts liquidated. A motion with a second was brought forth from the Finance Committee to</p>	<p>1st – Johnston 2nd – Wolff Approved</p> <p>1st – Johnston 2nd – Johnson Approved</p> <p>1st – Wolff 2nd – Johnston Approved</p> <p>1st – Wolff 2nd – Johnson Approved</p> <p>1st – Johnson 2nd – Johnston</p>
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<ul style="list-style-type: none"> • Executive Committee <ul style="list-style-type: none"> ▪ 12/4/07 – Capital Request for Air Handling in IT Datacenter • Cedar Valley Friends of the Family Letters • Thank you to Darold Wolff for Service 	<p>approve the proposal as presented.</p> <p>Trachta presented the minutes of the 12/4/07 Executive Committee meeting as included in the Board packets. The Executive Committee acted to approve the capital request for air handling in the IT Datacenter at a cost not to exceed \$28,870.00. The actions of the Executive Committee were ratified by the Board as presented.</p> <p>Trachta presented thank you letters received from Cedar Valley Friends of the Family as included in the Board packets.</p> <p>Trachta thanked Wolff for his 8 years of service on the Board of Trustees.</p>	<p>Approved</p> <p>1st – Vallem 2nd – Burke Approved</p>
<p>X. Adjourn</p>	<p>A motion was made to adjourn the meeting at 8:45 p.m.</p>	<p>1st – Wolff 2nd – Johnston Approved</p>

Next meeting will be held

January 28, 2008

7:00 p.m.

Carstensen/Gruben Room