

Members Present:
 Susan Vallem, Chair
 Gary Burke, Secretary
 Roger Johnson
 John Johnston
 Darold Wolff

Speakers Present:
 Mike Trachta, CEO
 Linda Hansen
 Lisa Bennett, CFO
 Iris Vering
 Heidi Solheim
 Amy Van Gundy
 Elly Steffen, COO

Guests Present:
 Karen Buls
 Rhonda DeBuhr, CNO
 Dale Matthews
 Cathy Sebilsky
 Jennie Waller

Minutes
 of the Meeting of the
Board of Trustees
 October 22, 2007
 7:00 p.m.
Carstensen/Gruben Room



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

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Vallem at 7:00 p.m.	
II. Board Education	Trachta presented a legislative update.	
III. Approval of minutes	Minutes from the 9/24/07 meeting were reviewed. A motion was made to approve the minutes as written.	1 st – Burke 2 nd – Johnston Approved
IV. Celebrations		
V. Featured Departments: Materials Management/ Linda Hansen	Hansen presented information about the functions and goals of the Materials Management department.	
VI. Financial and Statistical Report	Bennett presented the financial and statistical report for September. A motion was made to approve the report as presented.	1 st – Johnson 2 nd – Wolff Approved
VII. Committee/Department Reports: <ul style="list-style-type: none"> • Performance Improvement • Home Health/Alternative Care Advisory Board • Environment of Care 	The Performance Improvement, Home & Community Health/Alternative Care, and Environment of Care reports were presented as included in the Board packets.	Accepted
VIII. Benchmark Measures – Iris Vering	Vering presented the benchmark measures report for the second quarter of 2007. Vering noted that this is the last quarter for the IQH CORS data. The IHA Databank Quality Reporting Program that we have become familiar with over the last year will be utilized for all benchmarking.	
IX. C.E.O.'s Report <ul style="list-style-type: none"> • Home & Community Health Annual Report • Volunteer Annual Report • Quarterly Employee Bonus 	<p>Trachta presented the Home & Community Health Annual Report as included in the Board packets.</p> <p>Trachta presented the Volunteer Annual Report as included in the Board packets.</p> <p>Trachta presented the current employee incentive program to the Board for review. After discussion regarding the intent and value of the program, a motion was made to approve:</p> <ul style="list-style-type: none"> ▪ offering a graduated scale for the incentive based on the weighted patient satisfaction scores when the operating margin for the quarter meets or exceeds 8%. <p style="margin-left: 20px;"><u>Graduated Scale:</u> Mean score of 92 = 3% of employee wages for the previous quarter with a maximum payout of \$300. Mean score of 91 = 2% of employee wages for the previous quarter with a maximum</p> 	<p>Accepted</p> <p>Accepted</p> <p>1st – Burke 2nd – Johnston Approved</p>

<ul style="list-style-type: none"> • Legal Services 	<p>payout of \$200.</p> <p>Mean score of 90 = 1% of employee wages for the previous quarter with a maximum payout of \$100.</p> <ul style="list-style-type: none"> ▪ payout of the employee incentive bonus for the previous quarter according to the graduated system – which would provide a 2% bonus. <p>Trachta reviewed the hospital’s use of legal services during the past year for issues relating to public hospital status, employment contracts, leases, and other miscellaneous requirements. Trachta proposed securing the firm Gallagher, Langlas, and Gallagher on retainer at a cost \$27,500 annually. Billable hours over this amount would need prior approval. This arrangement would allow us to build a relationship with a local firm that has a lot of hospital related experience. Trachta reported that the hospital will continue to utilize the services of current legal counsel when appropriate for hospital matters in which they have historical experience. Trachta also reported that we may have to use firms out of the area upon occasion when specific expertise is required. The Board discussed the benefits of this arrangement and agreed that Trachta should proceed with the retainer.</p>	
<p>X. Medical Staff Report – Dr. Darnold</p>	<p>No report – Dr. Darnold presently providing service in the ER.</p>	
<p>XI. Performance Indicators – Amy Van Gundy</p>	<p>Van Gundy presented the performance indicators report which included information on financial performance indicators, operating performance indicators, and quality and satisfaction indicators.</p>	
<p>XII. Press Ganey Patient Satisfaction Survey Reports – Heidi Solheim</p>	<p>Solheim presented the Press Ganey Patient Satisfaction Survey quarterly reports (Inpatient, Outpatient, Surgery and ER) and the data collected from the R.O.N.G. forms (Record of Negativity/Grievance).</p>	
<p>XIII. Construction Report</p>	<p>Steffen reported that the estimated completion date for the rooftop garden is January 10, 2008.</p>	
<p>XIV. Old Business</p>	<p>None.</p>	
<p>XV. New Business</p> <ul style="list-style-type: none"> • Provisional Appointment to Medical Staff: <ul style="list-style-type: none"> ▪ Paul McCaughey, M.D. – Courtesy, ER, EPA • Reappointments to Medical Staff: <ul style="list-style-type: none"> ▪ Cristina Pasarin, M.D. – Consulting, Internal Medicine, Covenant • Provisional to Regular Privileges: <ul style="list-style-type: none"> ▪ Stephanie Wieman, M.D. – Courtesy, ER, EPA ▪ Charles Brindle, M.D. – Courtesy, ER, EPA 	<p>Trachta presented the provisional appointment and reappointments to the Medical Staff, and provisional to regular appointments on the Medical Staff, and voluntary resignations from Medical Staff as listed at left. 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 – Wolff 2nd – Johnson Approved</p>

<ul style="list-style-type: none"> ● Voluntary Resignation of Privileges: <ul style="list-style-type: none"> ▪ Waqas Ali, M.D. – Consulting, Internal Medicine, IHS ▪ Matthew Roes, M.D. – Courtesy, ER, EPA ● New/Revised Policies: <ul style="list-style-type: none"> ▪ Administration of Intravenous Moderate Sedation (IVMS)/Patient Care ▪ Ambulatory Blood Pressure Monitoring (ABPM)/Respiratory Therapy ▪ Nursing Reassessment/Med/Surg ▪ Contracted Services/HR ▪ Massage Therapy/Health Promotion ● Finance Committee <ul style="list-style-type: none"> ▪ Capital Request – eClinical Works Peripherals ▪ Capital Request – Backup Server ▪ Capital Request – ER EKG Machine ▪ Capital Request – C550 Bizhub ▪ Capital Request FYI – Air Conditioning Unit ▪ Charity Care Application ▪ Budget Process ● Executive Committee <ul style="list-style-type: none"> ▪ 9/26/07 – Database and Report Servers 	<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 10/15/07. Minutes from said meeting were included in the Board packets. Trachta presented the following capital request:</p> <ul style="list-style-type: none"> ▪ eClinical Works Peripherals at a cost not to exceed \$45,947.57 ▪ Backup Server at a cost not to exceed \$40,422.67 ▪ ER EKG Machine at a cost not to exceed \$11,438 - \$10,000 of which is being contributed by the Auxiliary ▪ C550 Bizhub at a cost not to exceed \$16,342.40 <p>A motion was made to approve the capital requests as presented.</p> <p>Trachta reported that an air conditioning unit for IT closet A has been purchased at a cost of \$5,565.00.</p> <p>Bennett presented an application for charity care in the amount of \$9,024.55. A motion was made to approve the application as presented for 100% write-off, including the balance from 2005.</p> <p>Bennett reported that she has been doing some research regarding the timing of our budget process. According to the City of Waverly, they do not need to have our budget information in March as we have historically provided it. Bennett recommends moving the budgeting process to begin in late March. Final budget would be presented to the Board for approval in May. Bennett reports that this more timely budget process would allow for better planning and provide increased accuracy. The Board was in agreement that it would be in the hospital’s best interest to adjust the budgeting process to begin in late March with completion in May.</p> <p>Trachta presented the minutes of the 9/26/07 Executive Committee meeting as included in the Board packets. The Executive Committee acted to approve the purchase of the database and report servers at a cost not to exceed \$12,326.13.</p>	<p>1st – Burke 2nd – Johnston Approved</p> <p>1st – Johnson 2nd – Burke Approved</p> <p>1st – Johnston 2nd – Wolff Approved</p>
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<ul style="list-style-type: none"> ▪ 10/10/07 – Organizational Structure 	<p>Trachta presented the minutes of the 10/10/07 Executive Committee meeting as included in the Board packets. The Executive Committee acted to approve a change to organization structure which added a Director of Clinic Operations and created a Clinic Business Office department.</p> <p>A motion was made to ratify the actions of the Executive Committee as presented.</p>	<p>1st – Johnson 2nd – Wolff Approved</p>
<p>XVI. Closed Session: Personnel Evaluation</p>	<p>A motion was made to move into closed session at 9:23 p.m. for the following identified purposes: 21.5(c) Legal Matters 21.5(i) Personnel Evaluation</p>	<p>1st – Johnston 2nd – Johnson Approved</p>
<p>XVII. Open Session</p>	<p>A motion was made to move back into open session at 9:45 p.m.</p>	<p>1st – Johnson 2nd – Johnston Approved</p>
<p>XVIII. Physician Employment Agreement</p>	<p>A motion was made to approve the physician employment agreement as presented.</p>	<p>1st – Johnston 2nd – Johnson Approved</p>
<p>XIX. Adjourn</p>	<p>A motion was made to adjourn the meeting at 9:47 p.m.</p>	<p>1st – Johnston 2nd – Burke Approved</p>

Next meeting will be held

November 26, 2007
7:00 p.m.
Carstensen/Gruben Room