

Members Present:
 Susan Vallem, Chair
 Gary Burke
 Roger Johnson
 John Johnston
 Traci Magsamen

Speakers Present:
 Mike Trachta, CEO
 Lisa Bennett, CFO
 Elly Steffen, COO
 Jerry Tiedt
 Iris Vering

Minutes
 of the Meeting of the
Board of Trustees
 November 24, 2008
 7:00 p.m.
Tendrils Rooftop Garden



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

Guests Present:
 Rhonda DeBuhr
 Kelly Flege
 Diane Kohls
 Heidi Solheim
 Karen Thalacker
 Jennie Waller

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Vallem at 7:02 p.m.	
II. Board Education	Included in Board packets.	
III. Approval of minutes	Minutes from the 10/27/08 meeting were reviewed. A motion was made to approve the minutes as written.	1 st – Burke 2 nd – Johnson Approved
IV. Celebrations/Reflections	Vallem celebrated the employee awards banquet as a great party with lots of recognition for lots of good work.	
V. Financial and Statistical Report	Bennett presented the financial and statistical report for October. Bennett discussed the following issues and how they impacted the financials for October: *Medicare settlement for FY08. *Medicaid payback for FY 06. *Write-down of old Rohlf Memorial Clinic now that the building has been demolished. Bennett presented information on what the financials would have been if these items had not been included. A motion was brought forth from Finance Committee to approve the October financial and statistical report as written.	1 st – Johnson 2 nd – Burke Approved
VI. Committee/Department Reports: <ul style="list-style-type: none"> ▪ Home Health/Alternative Care ▪ Performance Improvement ▪ Environment of Care 	The Home Health/Alternative Care, Performance Improvement, and Environment of Care reports were presented as included in the Board packets. Vallem expressed appreciation for the decrease in workers compensation issues and the ensuing premium savings.	Accepted
VII. C.E.O.'s Report <ul style="list-style-type: none"> ▪ Critical Access Hospital Annual Report ▪ Organizational Chart Revision 	Trachta presented the Critical Access Hospital Annual Report. A motion was made to approve the report as presented. Trachta announced that Elly Steffen has accepted a position at St. Luke's Hospital in Cedar Rapids. She will serve as the administrator for their new Continuing Care Hospital. Trachta presented changes to the organizational chart which redistribute Steffen's duties and provide for other changes to increase efficiency. A motion was made to approve the organizational chart as presented.	1 st – Magsamen 2 nd – Burke Approved 1 st – Burke 2 nd – Johnston Approved

<ul style="list-style-type: none"> ▪ Cedar Valley Friends of the Family 	<p>Trachta reminded the Board of Cedar Valley Friends of the Family’s request for financial support made at the September meeting. Trachta reported that matter has previously gone through intensive legal review by the firm of Dorsey & Whitney. Johnson noted that his wife does volunteer work for CVFF. Vallem noted that her husband does volunteer work for CVFF, and she does some consulting work. Vallem recused herself from the discussion. Based on the same premise used in September, 2007, a motion was made to approve a contribution of \$30,000 to CVFF.</p>	<p>1st – Burke 2nd – Magsamen Approved</p>
<p>VIII. Medical Staff Report – Dr. Darnold</p>	<p>Dr. Darnold reported that the Executive Committee of the Medical Staff met this morning. Their business included:</p> <ul style="list-style-type: none"> *Approval of a \$1,000 donation to the Bremwood Ball. *Review of Medical Staff Bylaws, Rules & Regulations in regard to qualifications required for Executive Committee membership. *Discussion of appropriate length of time for physicians to respond to critical care issues. *Approval of revised privilege forms for Podiatric Medicine and & Surgery Clinical Privileges and Emergency Medicine Clinical Privileges. *Approval of credentialing items as listed under new business on this agenda. <p>A motion was made to approve the revised privilege listings as distributed. Both forms have been reviewed and is recommended for approval by the Executive Committee of the Medical Staff. A motion was made to approve the privilege listings as written and individually considered.</p>	<p>1st – Johnston 2nd – Johnson Approved</p>
<p>IX. IT Update – Jerry Tiedt</p>	<p>Tiedt presented the IT update, noting that the GoLive Project is currently on schedule and within original scope. He reported that they are continuing to closely monitor the budget. Included in the report were capital requests for:</p> <ul style="list-style-type: none"> **purchase of time & attendance system server and operating systems at a cost not to exceed \$14,263.62 **purchase of 75 additional licenses for time and attendance software (API) at a cost not to exceed \$6,750.00 <p>An additional capital request was presented for:</p> <ul style="list-style-type: none"> **purchase of peripheral equipment including monitors, bar code readers, and label printers at a cost not to exceed \$31,000 <p>Tiedt presented a three year contract with Qwest for telephone service. We have been using Qwest on a month to month basis. Entering into the three year agreement with them should provide a cost savings of \$5,000 over the duration of the agreement.</p> <p>A motion was made to approve the capital requests and the contract with Qwest as presented</p>	<p>1st – Johnston 2nd – Burke Approved</p>
<p>X. Benchmark Measures – Iris Vering</p>	<p>Vering presented the current WHC Quality Measures Report Card.</p>	
<p>XI. Old Business</p>	<p>None.</p>	

<p>XII. New Business</p> <p><u>Provisional Appointment to Medical Staff:</u></p> <ul style="list-style-type: none"> ▪ Crystal Dawn Schrader, ARNP – Consulting/Ancillary, Nephrology, CVMS <p><u>Provisional to Regular Appointment on Medical Staff:</u></p> <ul style="list-style-type: none"> ▪ Benjamin Mason, M.D. – Consulting, Ophthalmology, Wolfe Clinic, PC ▪ Megan McMillin, PA-C – Active/Ancillary, Family Practice, WHC <p><u>Reappointment to Medical Staff:</u></p> <ul style="list-style-type: none"> ▪ David Congdon, M.D. – Consulting, Otolaryngology/Facial Plastics, CVMS ▪ Kalyana Sundaram, M.D. – Consulting, Cardiology, CVMS ▪ Joginder Singh, M.D. – Courtesy, Oncology/Hematology, CVMS <p><u>Updated/Revised Privileges:</u></p> <ul style="list-style-type: none"> ▪ Mary Heatley, PA-C, Consulting/Ancillary, Dermatology, Dermatology Associates ▪ Angela Buttjer, PA-C, Consulting/Ancillary, Dermatology, Dermatology Associates ▪ Matt Sowle, PA-C, Courtesy/Ancillary, Family Practice, Covenant <p><u>New/Revised Policies:</u></p> <ul style="list-style-type: none"> ▪ Social Services/Home Health ▪ Mental Health Services/Social Services ▪ Auto Insurance Coverage/Human Resources ▪ Check of Crash Cart Equipment/Patient Care <p><u>Finance Committee:</u></p> <ul style="list-style-type: none"> ▪ Charity Care Application <p><u>Executive Committee:</u></p> <ul style="list-style-type: none"> ▪ 11/3/08 – WIPFLI Agreement 	<p>Trachta presented the provisional appointment, provisional to regular appointments, and reappointments to Medical Staff along with the updated/revised privileges 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 all items as individually considered and recommended by the Executive Committee of the Medical Staff.</p> <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>Bennett reported that the Finance Committee met on 11/21/08. Minutes from said meeting were distributed</p> <p>Bennett presented an application for charity care in the amount of \$16,256. The application qualifies for 100% write-off under our charity care policy. A motion was made to approve the application as presented for 100% write-off. Discussion was held regarding our charity care policy and the potential of taking assets into consideration when determining if an applicant qualifies for charity care. Trachta and Bennett will research what the practice is at other hospitals and report back to the Board.</p> <p>Trachta presented the minutes of the 11/3/08 Executive Committee meeting as included in the Board packets. The Executive Committee acted to approve an agreement for consulting services with WIPFLI. A motion was made to ratify the action of the Executive Committee as presented.</p>	<p>1st – Johnston 2nd – Johnson Approved</p> <p>1st – Burke 2nd – Magsamen Approved</p> <p>1st – Johnston 2nd – Magsamen Approved</p> <p>1st – Burke 2nd – Johnson Approved</p>
<p>XIII. Closed Session Regarding:</p>	<p>A motion was made to move into closed session at</p>	<p>1st – Johnson</p>

<ul style="list-style-type: none"> ▪ Competitive Information (Section 388.9) 	8:03 p.m. for the following identified purpose: **Competitive Information (Section 388.9)	2 nd – Burke Approved
XIV. Open Session	A motion was made to move back into open session at 9:10 p.m.	1 st – Burke 2 nd – Johnson Approved
XV. Adjourn	A motion was made to adjourn the meeting at 9:11 p.m.	1 st – Johnston 2 nd – Magsamen Approved

Next meeting will be held

December 15, 2008

Carstensen/Gruben Room

Following the Joint Meeting of the Board & the Medical Staff