

Members Present:
 Susan Vallem, Chair
 Roger Johnson
 John Johnston
 Jennifer Seward

Speakers Present:
 Mike Trachta, CEO
 Lisa Bennett, CFO
 Iris Vering
 Heidi Solheim

Members Excused:
 Jill Kwikkel

Guests Present:
 Diane Kohls
 Karen Thalacker
 Jennie Waller

Minutes
 of the Meeting of the
Board of Trustees
 January 25, 2010
 7:00 p.m.
Tendrils Rooftop Garden



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

| Item | Discussion/Notes | Action |
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| I. Meeting called to order | Called to order by Vallem at 7:02 p.m. | |
| II. Featured Departments: <ul style="list-style-type: none"> • Planetree | Presentation will be rescheduled. | |
| III. Board Education | N/A | |
| IV. Approval of minutes | Minutes from the 12/21/09 meetings were reviewed. A motion was made to approve the minutes as written. | 1 st – Johnston 2 nd – Seward Unanimously Approved |
| V. Celebrations | | |
| VI. Financial and Statistical Report | Bennett presented the financial and statistical report for December. A motion was made to approve financial and statistical report as presented. | 1 st – Johnson 2 nd – Johnston Unanimously Approved |
| VII. Committee/Department Reports: <ul style="list-style-type: none"> • Performance Improvement • Home Health • Environment of Care • Board Quality Committee | Performance Improvement, Home Health, Environment of Care & Board Quality Committee reports were presented as included in the Board packets. | Accepted |
| VIII. Benchmark Measures – Iris Vering | Vering presented the current benchmark measures. Discussion was held regarding the patient death that occurred at the Grundy County Memorial Hospital. Vering and Trachta spoke about the measures we have in place at WHC to protect patients. | |
| IX. Press Ganey Patient Satisfaction Survey Reports – Heidi Solheim | Solheim presented the Press Ganey patient satisfaction survey results for the period ending December 31st. Solheim noted that this is the first full report we've received since changing our sampling. | |
| X. C.E.O.'s Report <ul style="list-style-type: none"> • Recruiting <ul style="list-style-type: none"> • Economic Development Support Request • Chamber of Commerce Membership | Trachta presented an update on recruiting. He noted that he hopes to have a contract signed with an orthopedic surgeon in the next few days with a potential start date of April 1 st . He reported that Black Hawk Grundy Mental Health is currently in the process of hiring a psychiatrist who is interested in providing services at Christophel Clinic one day per week. Trachta presented a request for financial support from the City of Waverly's Economic Development department. Discussion was held regarding the amount of past contributions and the importance of Economic Development and the Chamber of | |

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| <ul style="list-style-type: none"> • Legal Agreement • Cedar Valley Friends of the Family Support • Waverly Shell Rock Training Support Request • Organizational Chart Revision • Strategic Planning | <p>Commerce. A motion was made to approve \$5,000 in financial support to the City of Waverly for Economic Development and \$10,000 in membership support to the Chamber of Commerce.</p> <p>Trachta presented a request to continue our partnership agreement for legal services with Gallagher, Langlas & Gallagher, P.C.(GLG). Thalacker excused herself from the meeting during the discussion. Trachta discussed the value of the services provided throughout the year. The Board expressed interest in how other legal fees (for specialized areas) have been impacted by our arrangement with GLG. Bennett will email information to the Trustees. A motion was made to approve continuing the partnership agreement for legal services with Gallagher, Langlas & Gallagher, P.C. at a cost of \$31,500 for the 2010 calendar year.</p> <p>Trachta presented a request for financial support from Cedar Valley Friends of the Family. 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>Trachta reported that we will likely be receiving a request from the Waverly Shell Rock Schools to provide financial assistance to hire an athletic trainer. Information will be presented to the Board when a request is received.</p> <p>Trachta presented updates to the organizational chart. Vering requested that Infection Control and Occupational Health be listed under Employee and Patient Safety. A motion was made to approve the organizational chart revisions (including changes requested by Vering) as presented.</p> <p>Trachta presented a request to hire a consultant to assist us in developing a new strategic plan. He reported that this consultant has vast experience in healthcare and could meet requirements for timeliness to have the new strategic plan developed in time for our budgeting process. Discussion was held regarding the strategic planning process. Vallem stressed the importance of having the Board involved in the process. A motion was made to approve hiring Alan Burgener to assist us in developing a new strategic plan at a cost not to exceed \$20,000.</p> | <p>1st – Johnson 2nd – Johnston Unanimously Approved</p> <p>1st – Johnston 2nd – Johnston Unanimously Approved</p> <p>1st – Seward 2nd – Johnston Unanimously Approved</p> <p>1st – Johnson 2nd – Johnston Unanimously Approved</p> <p>1st – Johnson 2nd – Seward Unanimously Approved</p> |
| <p>XI. Annual Business</p> <ul style="list-style-type: none"> • Nursing Annual Report | <p>Solheim presented the Nursing Annual Report as distributed. A motion was made to accept the report as presented.</p> | <p>1st – Seward 2nd – Johnston Unanimously Approved</p> |

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| <ul style="list-style-type: none"> • Review of Board Bylaws • Review of Medical Staff Bylaws • Contracted Services Review • Confidentiality Statement • Duality & Conflict of Interest • Authority of Health Center Environment of Care • Election of Officers • Committee Assignments • Emergency Operations 2009 Annual Report | <p>Trachta presented proposed revisions to the Board Bylaws as included in the Board packets. A motion was made to approve the changes as presented.</p> <p>Trachta presented the Medical Staff Bylaws for review. The Bylaws were revised in September, 2009 and approved by the Medical Staff and the Board at that time. No additional changes have been made since that time. A motion was made to approve the review of the Medical Staff Bylaws.</p> <p>Trachta presented the list of sources of patient care provided from outside of the health center as included in the Board packets. The sources were reviewed by the Medical Staff and approved by the Executive Committee of the Medical Staff. A motion was made to approve the resolutions as presented.</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. It was noted that Roger Johnson's statement from 2006 shall remain in effect.</p> <p>Trachta presented the statement regarding the authority of health center Environment of Care. A motion was made to approve the statement as presented.</p> <p>Susan Vallem was nominated for the position of Chair of the Board of Trustees and Roger Johnson was nominated for the position of Secretary of the Board of Trustees. Vallem and Johnson both accepted appointment to the positions as listed. A motion was made to approve the appointment of Vallem to the position of Chair and Johnson to the position of Secretary of the Board of Trustees.</p> <p>Trachta presented the current committee appointments, noting the vacancies. The following appointments were made: Seward – Building & Grounds Committee, Alternate Johnson – Finance Committee, Chair Kwikkel – Finance Committee, Member Kwikkel – Personnel Committee, Member Johnson – Joint Conference Committee, Member</p> <p>Trachta presented the Emergency Operations Annual Report for 2009. A motion was made to approve the report as presented.</p> | <p>1st – Johnson 2nd – Johnston Unanimously Approved</p> <p>1st – Johnston 2nd – Seward Unanimously Approved</p> <p>1st – Johnston 2nd – Johnson Unanimously Approved</p> <p>1st – Johnson 2nd – Seward Unanimously Approved</p> <p>1st – Johnston 2nd – Seward Unanimously Approved</p> <p>1st – Johnson 2nd – Seward Unanimously Approved</p> |
| <p>XII. Old Business</p> | <p>None.</p> | |

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| <p>XIII. New Business</p> <ul style="list-style-type: none"> • Provisional Appointments to Medical Staff: <ul style="list-style-type: none"> ▪ Melanie Schwartz, ARNP – Consulting-Ancillary, Covenant • Provisional to Regular Appointment on Medical Staff: <ul style="list-style-type: none"> ▪ Rajeev Anugu, M.D. – Consulting, Radiology, CVMS ▪ Deniz Bastug, M.D. – Consulting, Plastic Surgery, Renaissance Plastic Surgery ▪ Benjamin May, M.D. – Courtesy, Radiology, NightHawk Radiology • Reappointments to Medical Staff: <ul style="list-style-type: none"> ▪ Amy Bodensteiner, PA-C – Active-Ancillary, Family Practice, WHC ▪ Martin Asis, M.D. – Courtesy, Radiology, NightHawk Radiology ▪ Mark Berger, M.D. – Courtesy, Radiology, NightHawk Radiology ▪ Rene Ducret, M.D. – Courtesy, Radiology, NightHawk Radiology • Resignation from Medical Staff: <ul style="list-style-type: none"> ▪ Robert Grossett, M.D. – Courtesy, Radiology, NightHawk Radiology ▪ Richard Valente, M.D. – Consulting, Cardiology, Covenant • New/Revised Policies: <ul style="list-style-type: none"> ▪ See attached list of policy activity. ▪ Orientation and Onboarding ▪ Bereavement Leave and Memorials ▪ Informed Consent ▪ Abbreviations, Acronyms and Symbols ▪ Consent for Release of Information • Finance Committee <ul style="list-style-type: none"> ▪ Capital Request – Christophel Clinic Furniture ▪ Capital Request – Christophel Clinic Exam Tables and Scales ▪ Capital Request – Signage ▪ Capital Request – Glidescope | <p>Privileging items were presented as individually 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 privileging items as individually considered and recommended by the Executive Committee of the Medical Staff.</p> <p>The policy activity report and policies were presented for review as included in the Board packets. A motion was made to approve the policy activity and the policies as listed at left.</p> <p>Bennett reported that the Finance Committee met on 1/22/10. Minutes from said meeting were included in the Board packet.</p> <p>Bennett presented a capital request for furniture for the Christophel Clinic at a cost not to exceed \$20,583.92.</p> <p>Bennett presented a capital request for exam tables and scales for the Christophel Clinic at a cost not to exceed \$21,164.16. A motion was made to approve both Christophel Clinic requests as presented.</p> <p>Solheim presented a capital request for exterior signage at a cost not to exceed \$18,135.60. This will update existing signage and place lettering on the building for our clinics. A motion was made to approve the capital request for signage as presented.</p> <p>Bennett presented a capital request for a Glidescope at a cost not to exceed \$17,825. This equipment was</p> | <p>1st – Johnston 2nd – Johnson Unanimously Approved</p> <p>1st – Seward 2nd – Johnston Unanimously Approved</p> <p>1st – Johnson 2nd – Seward Unanimously Approved</p> <p>1st – Johnston 2nd – Johnson Unanimously Approved</p> |
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| <ul style="list-style-type: none"> ▪ Contract – The Academy of Healthcare Revenue ▪ Charity Care | <p>budgeted for at \$15,000. Bennett noted that the extra cost may be covered from disaster grant funding. A motion was made to approve the capital request for the Glidescope as presented.</p> <p>Bennett presented a proposed contract with The Academy of Healthcare Revenue. The agreement would provide access to white papers and training for Business Office and Admissions staff. The terms of the agreement are \$4,500 per year for 3 years. A motion was made to deny the proposed contract and to pursue the possibility of a one year agreement.</p> <p>Bennett presented an application for charity care in the amount of \$12,178.50. This application qualifies for 75% write-off under our charity care policy. A motion was made to approve the application as presented for 75% write-off.</p> | <p>1st – Seward 2nd – Johnson Unanimously Approved</p> <p>1st – Johnson 2nd – Johnston Unanimously Approved</p> <p>1st – Seward 2nd – Johnston Unanimously Approved</p> |
| <p>XIV. Closed Session</p> <ul style="list-style-type: none"> ▪ Iowa Code Chapter 388.9 ▪ Iowa Code Chapter 21.5.1(c) ▪ Iowa Code Chapter 21.5.1(i) | <p>A motion was made to move into closed session at 8:43 p.m. for the purposes identified at left.</p> | <p>1st – Johnston 2nd – Johnson Unanimously Approved</p> |
| <p>XV. Open Session</p> | <p>A motion was made to move back into open session at 9:23 p.m.</p> | <p>1st – Johnson 2nd – Johnston Unanimously Approved</p> |
| <p>XV. Adjourn</p> | <p>A motion was made to adjourn the meeting at 9:24 p.m.</p> | <p>1st – Johnston 2nd – Seward Unanimously Approved</p> |

Next meeting will be held
February 22, 2010
Tendrils Rooftop Garden
7:00 p.m.