

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

Guests Present:
 Karen Buls
 Rhonda DeBuhr
 Desiree Einsweiler
 Diane Kohls
 Karen Thalacker
 Jerry Tiedt
 Iris Vering
 Jennie Waller

Speakers Present:
 Mike Trachta, CEO
 Lisa Bennett
 Heidi Solheim
 Dr. Dahlquist

Minutes
 of the Meeting of the
Board of Trustees
 January 24, 2011
 7:00 p.m.
Tendrils Rooftop Garden



Our Mission: Waverly Health
 Center will provide high quality,
 patient-centered health care.

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Vallem at 7:08 p.m.	
II. Board Education	Included in Board packets: <ul style="list-style-type: none"> ▪ IHA Annual Report 	
III. Approval of minutes	Minutes from the 12/20/10, 1/4/11, and 1/19/11 meetings were reviewed. A motion was made to approve the minutes of each meeting as written.	1 st – Seward 2 nd – Kwikkel Unanimously Approved
IV. Celebrations		
V. Financial and Statistical Report	Bennett presented the financial and statistical report for December. A motion was brought forth from the Finance Committee to approve the financial and statistical report as presented.	1 st – Kwikkel 2 nd – Johnson Unanimously Approved
VI. Committee/Department Reports: <ul style="list-style-type: none"> • Environment of Care • Board Quality Committee 	The Environment of Care and Board Quality Committee reports were presented as included in the Board packets.	Accepted
VII. Press Ganey Patient Satisfaction Survey Reports – Heidi Solheim	Solheim presented the Press Ganey patient satisfaction survey results for the period ending December 31st.	
VIII. C.E.O.'s Report <ul style="list-style-type: none"> • Economic Development Support Request • Chamber of Commerce Membership • Waverly Shell Rock Athletic Training Support Request 	Trachta presented the following for consideration: <ul style="list-style-type: none"> ▪ City of Waverly's Economic Development department – request for financial support ▪ Waverly Chamber of Commerce - membership ▪ Waverly/Shell Rock Athletic Training – anticipated request for continued support Discussion was held regarding the importance of Economic Development, the Chamber of Commerce membership, and the need that the Athletic Training program fulfills. A motion was made to approve \$5,000 in financial support to the City of Waverly for Economic Development, \$10,000 in membership support to the Waverly Chamber of Commerce, and up to \$8,500 in support of the Waverly/Shell Rock Athletic Training program.	1 st – Johnston 2 nd – Kwikkel Unanimously Approved
<ul style="list-style-type: none"> • Organizational Chart Review 	Trachta presented updates to the organizational chart as included in the Board packets. Trachta noted that changes were in the Strategic Initiatives, with the addition of the Clinical Excellence initiative and the combination of Planetree and Service Excellence under the Planetree initiative. Trachta noted that Rhonda DeBuhr will serve as the Administrative Sponsor for the Clinical Excellence initiative. A	1 st – Johnson

<ul style="list-style-type: none"> • Emergency Department Preliminary Planning • Trustee I-Pads • Resolution Concerning Concealed Weapons 	<p>motion was made to approve the organizational chart as presented.</p> <p>Trachta presented proposals from Planetree and InVision Architecture for preliminary ED planning. The proposal from Planetree was distributed to Board members. It includes consulting services, on-site focus groups and recommendations for patient-centered design. The proposal from InVision Architecture was included in the Board packets. It includes development of a space program, conceptual floor plan, and preliminary project budgeting. Discussion was held about the ED renovation project and how it fits into future facility plans. A motion was made to approve the proposal from Planetree at a cost of \$10,500 (plus travel) and the proposal from InVision Architecture with a cost not to exceed \$25,000.</p> <p>Trachta and Jerry Tiedt presented information about I-Pads and how they could be utilized by the Board to reduce paper usage and labor costs associated with the production of Board packets. A motion was made to approve the purchase of I-Pads and monthly data plans for the Board members and the hospital attorney.</p> <p>Trachta and Karen Thalacker presented a proposed resolution regarding the prohibition of concealed weapons on all WHC owned, leased or occupied property. Discussion was held regarding the resolution. A motion was made to approve the resolution as presented.</p>	<p>2nd – Seward Unanimously Approved</p> <p>1st – Johnston 2nd – Kwikkel Unanimously Approved</p> <p>1st – Johnson 2nd – Seward Unanimously Approved</p> <p>1st – Seward 2nd – Kwikkel Unanimously Approved</p>
<p>IX. Annual Business</p> <ul style="list-style-type: none"> • Review of Board Bylaws • Review of Medical Staff Bylaws and Approval of Changes • Contracted Services Review • Confidentiality Statement • Duality & Conflict of Interest 	<p>Board Bylaws were reviewed as included in the Board packets. No changes were recommended. A motion was made to approve the Board Bylaws as written.</p> <p>Trachta presented the Medical Staff Bylaws for review. Changes made were detailed in the Board packet. These changes have been reviewed and recommended for approval by the Medical Staff. A motion was made to approve the review of and changes to 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</p>	<p>1st – Johnson 2nd – Johnston Unanimously Approved</p> <p>1st – Johnston 2nd – Seward Unanimously Approved</p> <p>1st – Johnson 2nd – Kwikkel Unanimously Approved</p>

<ul style="list-style-type: none"> • Authority of Health Center Environment of Care • Election of Officers • Committee Assignments 	<p>signed the statement. Roger Johnson noted potential conflicts of interest involving his wife's employment with Taylor Physical Therapy and his own employment with VIP Schools.</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. No changes were recommended.</p>	<p>1st – Seward 2nd – Kwikkel Unanimously Approved</p> <p>1st – Johnston 2nd – Kwikkel Unanimously Approved</p>
<p>X. Medical Staff Report</p>	<p>Dr. Dahlquist reported that the Executive Committee of the Medical Staff met on 1/17/11 and considered privileging items as listed under new business.</p>	
<p>XI. Old Business</p> <ul style="list-style-type: none"> • Contracts for Midlevel Providers 	<p>Trachta reported on the process of reviewing and revising Midlevel Provider contracts. He noted that revisions are being made to assure consistency in terms. He reported that physician contracts will be reviewed and revised next.</p>	
<p>XII. New Business</p> <ul style="list-style-type: none"> • Provisional Appointments to Medical Staff: <ul style="list-style-type: none"> ▪ Matthew Sowle, PA-C – Family Medicine, Courtesy/Ancillary, Covenant • Provisional to Regular Appointment on Medical Staff: <ul style="list-style-type: none"> ▪ Jon Hennings, ARNP – Family Medicine, Active/Ancillary, WHC ▪ Michele Martins, M.D. – OB/Gyn, Active, WHC ▪ Stacy Wagner, D.O. – Pediatrics, Active, WHC ▪ Samuel Sims, CRNA – Anesthesia, Courtesy, Nationwide Anesthesia • Reappointments to Medical Staff: <ul style="list-style-type: none"> ▪ Wissam Jaber, M.D. – Cardiology, Consulting, CVMS • Updated/Revised Privilege List: <ul style="list-style-type: none"> ▪ Barbara Burkle, ARNP – Gastroenterology, Consulting/Ancillary, CVMS • Resignation from Medical Staff: <ul style="list-style-type: none"> ▪ Adam Brooks, M.D. – Family Medicine, Courtesy, Covenant 	<p>Privileging items were presented as individually listed at left. All 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>1st – Johnston 2nd – Seward Unanimously Approved</p>

<ul style="list-style-type: none"> • Finance Committee <ul style="list-style-type: none"> ▪ Capital Purchase FYI ▪ Capital Requests ▪ Charity Care 	<p>Bennett reported that the Finance Committee met on 1/21/11. Minutes from said meeting were included in the Board packets.</p> <p>Bennett presented the following capital purchase FYI's:</p> <ul style="list-style-type: none"> ▪ Wireless Fetal Monitor (Foundation annual campaign) ▪ Firewall Intrusion Protection Service <p>Bennett presented the following capital request:</p> <ul style="list-style-type: none"> ▪ C-Arm at a cost not to exceed \$89,000 <p>A motion was made to approve the C-Arm capital request as presented.</p> <p>Bennett presented the following capital request:</p> <ul style="list-style-type: none"> ▪ Ultrasonic Liposuction System at a cost not to exceed \$96,475 <p>A motion was made to approve the Ultrasonic Liposuction System capital request as presented.</p> <p>Bennett presented the following application for charity care:</p> <ul style="list-style-type: none"> ▪ Application is for a husband and wife who qualify for 100% write off under our charity care policy. The total to be written off is \$13,802.40. <p>A motion was made to approve the application as presented.</p> <p>Bennett shared information about the new Patient Financial Advocate position, and how this position works directly with our charity care program.</p>	<p>1st – Johnson 2nd – Kwikkel Unanimously Approved</p> <p>1st – Kwikkel 2nd – Seward Unanimously Approved</p> <p>1st – Johnston 2nd – Johnson Unanimously Approved</p>
<p>XIII. Closed Session</p> <ul style="list-style-type: none"> ▪ Iowa Code Chapter 388.9 ▪ Iowa Code Chapter 21.5.1(i) 	<p>A motion was made to move into closed session at 8:47 p.m. for the purpose identified at left.</p>	<p>1st – Johnston 2nd – Kwikkel Unanimously Approved</p>
<p>XIV. Open Session</p>	<p>A motion was made to move back into open session at 9:50 p.m.</p>	<p>1st – Kwikkel 2nd – Seward Unanimously Approved</p>
<p>XV. Approval of Provider Employment Agreement</p>	<p>A motion was made to approve the provider employment agreement.</p>	<p>1st – Johnson 2nd – Kwikkel Unanimously Approved</p>
<p>XVI. Chief Executive Officer Selection Process</p>	<p>A motion was made to engage Witt/Kieffer to assist in the CEO search.</p> <p>A motion was made to name Lisa Bennett as Interim Administrator, effective March 1.</p> <p>A motion was made to establish an advisory position, effective April 1.</p>	<p>1st – Johnson 2nd – Johnston Unanimously Approved</p> <p>1st – Kwikkel 2nd – Seward Unanimously Approved</p> <p>1st – Johnston 2nd – Seward</p>

	Dr. Dahlquist relayed the interest of local Medical Staff in participating in the CEO search process.	Unanimously Approved
XVII. Adjourn	A motion was made to adjourn the meeting at 9:55 p.m.	1 st – Johnston 2 nd – Seward Unanimously Approved

Next meeting will be held
Tuesday - February 22, 2011
Tendrils Rooftop Garden
7:00 p.m.