

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

Guests Present:
 Diane Kohls
 Karen Thalacker
 Jerry Tiedt
 Iris Vering
 Jennie Waller

Minutes
 of the Meeting of the
Board of Trustees
 March 28, 2011
 7:00 p.m.
Tendrils Rooftop Garden



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

Speakers Present:
 Mike Trachta, CEO
 Lisa Bennett
 Beth Havlovic
 Dr. Dahlquist
 Laurie Everhardt

| Item | Discussion/Notes | Action |
|---|--|---|
| I. Meeting called to order | Called to order by Vallem at 7:06 p.m. | |
| II. Approval of minutes | Minutes from the 2/22/11 meeting were reviewed. A motion was made to approve the minutes as written. | 1st - Johnson 2nd - Seward Unanimously Approved |
| III. Celebrations | | |
| IV. Board Education | As included in Board packets: <ul style="list-style-type: none"> • BoardRoom Press – February 2011 • BoardRoom Press – April 2011 • Leadership in the ACO Age – Creating, Governing, and Administering a Value-Based System of Care | |
| V. Featured Department: <ul style="list-style-type: none"> • Accounting (Beth Havlovic) | Beth Havlovic presented information about the functions and goals of the Accounting department. | |
| VI. Financial and Statistical Report | Bennett presented the financial and statistical report for February. A motion was brought forth from the Finance Committee to approve the financial and statistical report as presented. | 1st - Johnson 2nd - Kwikkel Unanimously Approved |
| VII. Committee/Department Reports: <ul style="list-style-type: none"> • Environment of Care | The Environment of Care report was presented as included in the Board packets. | Accepted |
| VIII. Medical Staff Report | Dr. Dahlquist reported that the Executive Committee of the Medical Staff met on 3/21/11 and considered privileging items as listed under new business. He noted that he recently attended a Medical Executive Committee seminar and learned very useful information. | |
| IX. C.E.O.'s Report <ul style="list-style-type: none"> • Auxiliary Bylaw Revisions • Meaningful Use | <p>Laurie Everhardt presented revisions to the Auxiliary Bylaws as included in the Board packets. She noted changes regarding membership and dues. A motion was made to approve the revised Auxiliary Bylaws as presented.</p> <p>Bennett presented information about Meaningful Use. She distributed a tentative project budget and discussed our proposed timeline for the project. Bennett noted that there is still work to be done on the budget before it comes to the Board for approval, however three items do need to be approved now to remain on our timeline. Those items are:</p> <ul style="list-style-type: none"> • A contract with McKesson to upgrade Horizon Patient Folder (HPF) at a cost not to exceed \$61,703 • Paragon – Audit Server at a cost not to | 1st - Johnston 2nd - Kwikkel Unanimously Approved |

| | | |
|---|--|--|
| <ul style="list-style-type: none"> • Bank Resolutions • Shell Rock Clinic • Community Donation Request | <p>exceed \$6,125</p> <ul style="list-style-type: none"> • HLI/LEAP at a cost not to exceed \$7,225 <p>A motion was made to approve the project items as listed above.</p> <p>Bennett reported that current bank resolutions will need to be revised to remove Mike Trachta effective April 1st. A motion was made to approve removing Trachta from the current bank resolutions effective April 1st. Bennett will follow up with the Foundation Board to assure that they also revise their bank resolutions.</p> <p>Trachta reported that an investor group has been identified for the Shell Rock Clinic. A public hearing regarding the airspace lease will be held at the April Board meeting. A rental agreement will also be presented at that meeting. Trachta noted that an architect will need to be engaged within the next few weeks to begin developing more detailed plans for the clinic.</p> <p>Trachta presented a request for a donation toward a community project in Shell Rock. Discussion was held regarding the project. Roger Johnson will follow-up to gather more information.</p> | <p>1st - Kwikkel 2nd - Seward Unanimously Approved</p> <p>1st - Johnson 2nd - Seward Unanimously Approved</p> |
| <p>X. Old Business</p> <ul style="list-style-type: none"> • Helipad • Employed Provider Contracts • CEO Search • Nuclear Medicine | <p>Bennett reported that the cost of the Helipad project was not reflected in the Board minutes when it was approved. The costs that were approved at that time are:</p> <ul style="list-style-type: none"> • Construction - \$368,400 • Helipad - \$350,000 • Soft Costs (architectural & engineering) - \$91,280 • <u>Contingency - \$24,070</u> <p>Total \$833,750</p> <p>Bennett noted that we did not set a “not to exceed” for soft costs when the project was approved. Due to the need to make changes to the plans and put the project out for bid again, the soft costs increased. We have negotiated with InVision to set a “not to exceed” on soft costs of \$98,280, bringing the total project budget to \$840,750. A motion was made to approve the revised project budget.</p> <p>Trachta reported that all provider contracts (with the exception of one that is expected tomorrow) have been signed.</p> <p>Vallem reported that Witt-Kieffer is getting stronger candidates for the CEO position and plans to begin narrowing the search field.</p> <p>Bennett reported that we have received two proposals for nuclear medicine. The first proposal is “turn-key” – the company provides the staff, equipment, policies and procedures and we pay a fee for the services. The second proposal is to lease the equipment. Bennett noted that both options would involve remodeling and IT needs. She reported that we are currently getting quotes for these needs to see</p> | <p>1st - Johnston 2nd - Johnson Unanimously Approved</p> |

| | | |
|--|---|--|
| <ul style="list-style-type: none"> ▪ Budget • Nursing Annual Report | <p>Committee to approve the capital requests for a blood gas analyzer as presented.</p> <p>Bennett requested feedback from the Board regarding the assumptions on which the FY2012 budget will be created. The Board agreed to use the following assumptions:</p> <ul style="list-style-type: none"> **a 5% average charge increase **a 3% total margin (excluding donations and foundation transfers) <p>The Nursing Annual Report was distributed for review.</p> | <p>2nd - Kwikkel Unanimously Approved</p> <p>Accepted</p> |
| <p>XII. Closed Session</p> <ul style="list-style-type: none"> • Iowa Code Chapter 388.9 | <p>A motion was made to move into closed session at 8:49 p.m. for the purpose identified at left.</p> | <p>1st - Johnston 2nd - Kwikkel Unanimously Approved</p> |
| <p>XIII. Open Session</p> | <p>A motion was made to move back into open session at 9:07 p.m.</p> | <p>1st - Johnston 2nd - Johnson Unanimously Approved</p> |
| <p>XIV. Adjourn</p> | <p>A motion was made to adjourn the meeting at 9:08 p.m.</p> | <p>1st - Johnston 2nd - Seward Unanimously Approved</p> |

Next meeting will be held

April 25, 2011

Tendrils Rooftop Garden