

Members Present:  
 Susan Vallem, Chair  
 Gloria Campbell  
 Roger Johnson  
 John Johnston

Guests Present:  
 Lisa Forsyth  
 Karen Thalacker  
 Angie Tye  
 Jennie Waller

Minutes  
 of the Meeting of the  
**Board of Trustees**  
 January 28, 2013  
 7:00 p.m.  
**Tendrils Rooftop Garden**



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

Members Excused:  
 Jill Kwikkel

Speakers Present:  
 Kyle Richards, CEO  
 Lisa Bennett  
 Iris Vering  
 Dr. Berstler  
 Diane Kohls  
 Heidi Solheim  
 Jerry Tiedt

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Vallem at 7:00 p.m. Vallem introduced and welcomed new Board member Gloria Campbell.	
II. Board Education	Deferred to CEO Report.	
III. Approval of minutes (b1 & b2)	Minutes from the 12/17/12 and 1/7/13 meetings were reviewed. A motion was made to approve both sets of minutes as written.	1st - Johnston 2nd - Johnson Unanimously Approved
IV. Celebrations		
V. Financial and Statistical Report (c1 – c3)	Bennett presented the financial and statistical report for December. A motion was brought forward from the Finance Committee to approve the financial and statistical report as presented. Bennett noted that \$500,000 was withdrawn from Board designated savings on 1/10/13 to cover operations. She reported that cash on hand has been impacted by changing to CAH Method 2 billing. Bennett reported on plans to increase cash on hand by working with our accounts receivable.	1st - Johnson 2nd - Kwikkel Unanimously Approved
VI. Committee/Department Reports: <ul style="list-style-type: none"> <li>• Environment of Care (d1)</li> <li>• Quality Report Card (d2)</li> </ul>	<p>The Environment of Care Committee report was presented as included in the Board packets.</p> <p>Vering presented the Quality Report Card. Discussion was held regarding the information presented.</p>	Accepted
VII. Medical Staff Report	Dr. Berstler reported that the Executive Committee of the Medical Staff met on January 21st. They considered privileging items as listed under new business, and revisions to the Medical Staff Bylaws as listed under annual business.	
VIII. C.E.O.'s Report <ul style="list-style-type: none"> <li>• Chief Clinical &amp; Nursing Officer Position</li> <li>• Chamber of Commerce Membership e1 &amp; e2)</li> </ul>	<p>Richards reported on the interview process for the Chief Clinical &amp; Nursing Officer position, noting that interviews will be complete and we hope to make a decision by the end of next week.</p> <p>Richards presented the Waverly Chamber of Commerce membership request for consideration. Discussion was held regarding the benefits of the Chamber of Commerce membership. A motion was made to approve \$10,000 in membership support to the Waverly Chamber of Commerce. Solheim noted that we will be hosting Waverly Connected in</p>	1st - Johnson 2nd - Campbell Unanimously Approved

<ul style="list-style-type: none"> <li>• Organizational Chart Review (e3)</li> <li>• Specialty Provider Update</li> <li>• RCI Update</li> <li>• IHA Priority Item! Legislative Day</li> </ul>	<p>February.</p> <p>Richards presented the revised organizational chart for review. There were changes in reporting relationships with the addition of the Clinic Manager position. A motion was made to approve the revised organizational chart as presented.</p> <p>Richards provided an update on potential specialty clinics and providers.</p> <p>Richards reported that the transition to RCI for radiology services is scheduled to take place at the end of the month.</p> <p>Richards shared an IHA presentation on Medicaid Expansion. He noted that WHC will be taking a bus to Legislative Day on February 27<sup>th</sup>. Please contact him if you would like to attend.</p>	<p>1st - Johnston 2nd - Campbell Unanimously Approved</p>
<p>IX. Annual Business</p> <ul style="list-style-type: none"> <li>• Review of Board Bylaws (f1)</li> <li>• Review of Medical Staff Bylaws (f2 &amp; f3)</li> <li>• Contracted Services Review (f4)</li> <li>• Confidentiality Statement (f5)</li> <li>• Duality &amp; Conflict of Interest (f6)</li> <li>• Authority of Health Center Environment of Care (f7)</li> <li>• Election of Officers</li> </ul>	<p>Proposed revisions to the Board Bylaws were reviewed as included in the Board packets. A motion was made to approve the revised Board Bylaws as written.</p> <p>Proposed revisions to the Medical Staff Bylaws were reviewed as included in the Board packets. A motion was made to approve the revised Medical Staff Bylaws as written.</p> <p>Richards 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>Richards presented the annual Confidentiality statement. Board members reviewed and signed the statement.</p> <p>Richards presented the annual Duality &amp; Conflict of Interest statement. Johnson noted that his conflict of interest statement remains unchanged. Board members reviewed and signed the statement.</p> <p>Richards presented the statement regarding the authority of health center Environment of Care. A motion was made to approve the statement as presented.</p> <p>Vallem was nominated for the position of Chair of the Board of Trustees and 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>1st - Johnson 2nd - Johnston Unanimously Approved</p> <p>1st - Campbell 2nd - Johnson Unanimously Approved</p> <p>1st - Johnston 2nd - Campbell Unanimously Approved</p> <p>1st - Johnson 2nd - Campbell Unanimously Approved</p> <p>1st - Johnston 2nd - Johnson Unanimously Approved</p>

<ul style="list-style-type: none"> <li>Committee Assignments (f8)</li> </ul>	<p>Richards presented the current committee appointments. The following appointments were made to replace Jennifer Seward:</p> <p style="padding-left: 40px;">Finance Committee – Vallem, alternate Personnel Committee – Campbell, chair Board Quality Committee – Campbell</p> <p>All other committee appointments will continue.</p>	
<p>X. Old Business</p> <ul style="list-style-type: none"> <li>Bond Refinancing</li> <li>Shell Rock Clinic Rural Health Clinic Status Update</li> <li>Retaining Wall Update</li> </ul>	<p>Bennett presented an update on the bond refinancing, noting that bonds were sold on Monday, January 14<sup>th</sup> within 1 hour. She stated that the average rate was 1.92%. We will close on the bonds on March 4<sup>th</sup>, and will see a net savings of \$700,431.</p> <p>Kohls reported that the Iowa Department of Inspections and Appeals is no longer conducting the surveys for Rural Health Clinics (RHC). This has been outsourced to a different organization. This change has required additional document preparation and has caused a delay in being surveyed for RHC status.</p> <p>Solheim reported that the retaining wall project is complete with the exception of striping the parking lot and painting the railing, both of which will occur this spring. Solheim noted that the final cost of the project was \$6,000 under the Board approved not to exceed amount.</p>	
<p>XI. New Business</p> <ul style="list-style-type: none"> <li>CenturyLink Agreement (g1 – g4)</li> <li>Assetdynamx Contract (g5)</li> <li>Cassling Strategic Partnership Agreement (g6 &amp; g7)</li> <li>Request for Privileges: <ul style="list-style-type: none"> <li>Alyson Landphair, ARNP – Courtesy, NICTSC</li> </ul> </li> <li>Change of Status – Temporary to Provisional Appointment: <ul style="list-style-type: none"> <li>Lara Kyhl, ARNP – Active-Provisional, Emergency Medicine, WHC</li> </ul> </li> </ul>	<p>Tiedt presented the CenturyLink Agreement as included in the Board packet. Tiedt noted that the agreement has changed to downgrade our data circuit as we are now using the ICN for internet connection. We will maintain the secondary circuit in case of ICN failure. A motion was made to approve the three year agreement as presented.</p> <p>Bennett presented the renewal/addendum to the Assetdynamx contract as included in the Board packet. A motion was made to approve the two year agreement as presented.</p> <p>Richards presented the strategic partnership agreement with Cassling as included in the Board packet. Richards noted that WHC would be used as a show site, and would be required to purchase 80% of radiology products through Cassling as detailed in the agreement. Discussion was held regarding the benefits of the agreement. A motion was made to approve the agreement as presented.</p> <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 - Johnson 2nd - Johnston Unanimously Approved</p> <p>1st - Campbell 2nd - Johnson Unanimously Approved</p> <p>1st - Campbell 2nd - Johnson Unanimously Approved</p> <p>1st - Johnson 2nd - Johnston Unanimously Approved</p>

- Change of Status – Provisional to Regular Appointment:
  - Nancy Quinlan, CRNA – Active, Anesthesia, WHC
  
- Provisional Appointments to Medical Staff:
  - Haroon Afridi, MD – Consulting, Radiology, RCI
  - Gregg Berg, MD – Consulting, Radiology, RCI
  - Douglas Boatman, MD – Consulting, Radiology, RCI
  - Stephen Burke, MD – Consulting, Radiology, RCI
  - Larry Burr, MD – Consulting, Radiology, RCI
  - Craig Clark, MD – Consulting, Radiology, RCI
  - Darren Davenport, MD – Consulting, Radiology, RCI
  - Gerald Decker, MD – Consulting, Radiology, RCI
  - Theodore Donta, MD – Consulting, Radiology, RCI
  - John Floyd, MD – Consulting, Radiology, RCI
  - W. Jay Friesen, MD – Consulting, Radiology, RCI
  - William Fulcher, MD – Consulting, Radiology, RCI
  - Glenn Hammer, MD – Consulting, Radiology, RCI
  - Michael Hanigan, MD – Consulting, Radiology, RCI
  - Brent Harris, MD – Consulting, Radiology, RCI
  - Laura Hemann, MD – Consulting, Radiology, RCI
  - Michael Hirleman, MD – Consulting, Radiology, RCI
  - Michael Hummel, MD – Consulting, Radiology, RCI
  - David Jensen, MD – Consulting, Radiology, RCI
  - Richard Kundel, MD – Consulting, Radiology, RCI
  - Keith Lacey, MD – Consulting, Radiology, RCI
  - Michael Macke, MD – Consulting, Radiology, RCI
  - William Neff, MD – Consulting, Radiology, RCI
  - Mark Pedersen, MD – Consulting, Radiology, RCI
  - Brian Randall, MD – Consulting, Radiology, RCI
  - Brianne Seberger, MD – Consulting, Radiology, RCI
  - Robert Schmall, MD – Consulting, Radiology, RCI

- Paul Schneider, DO – Consulting, Radiology, RCI
- Gary Schweiger, MD – Consulting, Radiology, RCI
- Richard Seitz, MD – Consulting, Radiology, RCI
- David Smith, MD – Consulting, Radiology, RCI
- David Van Roekel, MD – Consulting, Radiology, RCI
  
- Resignations from Medical Staff:
  - Matthew Sowle, PA-C – Courtesy, Family Practice, Covenant
  - John Alexander, MD – Consulting, Radiology, vRad
  - Steven Brick, MD – Consulting, Radiology, vRad
  - Dariusz Bulczak, MD – Consulting, Radiology, vRad
  - Karen Caldemeyer, MD – Consulting, Radiology, vRad
  - Parina Cho, MD – Consulting, Radiology, vRad
  - Steven Davis, MD – Consulting, Radiology, vRad
  - Charles Heggen, MD – Consulting, Radiology, CVMS
  - Jason Hurt, MD – Consulting, Radiology, vRad
  - Joshua Morais, MD – Consulting, Radiology, vRad
  - Marc Paul, MD – Consulting, Radiology, vRad
  - Ranie Pendarvis, MD – Consulting, Radiology, vRad
  - Bruce Reiner, MD – Consulting, Radiology, vRad
  - Murali Surnedi, MD – Consulting, Radiology, CVMS
  - Danit Talmi, MD – Consulting, Radiology, vRad
  - James Turner, MD – Consulting, Radiology, vRad
  - William Zinn, MD – Consulting, Radiology, vRad
  - Patricia Lowry, MD – Consulting, Radiology, vRad
  - Marc Montella, MD – Consulting, Radiology, vRad
  - Thomas Spinuzza, MD – Consulting, Radiology, vRad
  - Sean Takeuchi, MD – Consulting, Radiology, vRad
  - Karen Aderholt, MD – Consulting, Radiology, vRad
  - Susan Austin, MD – Consulting, Radiology, vRad
  - Cristina Cavazos, MD – Consulting, Radiology, vRad
  - Diane Huntington Conley, MD –

<p>Consulting, Radiology, vRad</p> <ul style="list-style-type: none"> <li>▪ Jean Paul-Dym, MD – Consulting, Radiology, vRad</li> <li>▪ Ravi Giyanani, MD – Consulting, Radiology, vRad</li> <li>▪ Nirmitt Goel, MD – Consulting, Radiology, vRad</li> <li>▪ Charles Henry, MD – Consulting, Radiology, vRad</li> <li>▪ Heidi Henry, MD – Consulting, Radiology, vRad</li> <li>▪ Gregory Kenyherz, MD – Consulting, Radiology, vRad</li> <li>▪ Timothy Myers, MD – Consulting, Radiology, vRad</li> <li>▪ Asti Pilika, MD – Consulting, Radiology, vRad</li> <li>▪ Koreen Potts, MD – Consulting, Radiology, vRad</li> <li>▪ Benjamin Strong, MD – Consulting, Radiology, vRad</li> <li>▪ Peter Verhey, MD – Consulting, Radiology, vRad</li> <li>▪ Steven Cohen, MD – Consulting, Radiology, vRad</li> <li>▪ Dawn DeLavallade, MD – Consulting, Radiology, vRad</li> <li>▪ Raymond Montecalvo, MD – Consulting, Radiology, vRad</li> <li>▪ Joshua Sokol, MD – Consulting, Radiology, vRad</li> <li>▪ David Tague, MD – Consulting, Radiology, vRad</li> <li>▪ Jennifer Theoharis, MD – Consulting, Radiology, vRad</li> <li>▪ Jared Browning, MD – Consulting, Radiology, vRad</li> </ul> <ul style="list-style-type: none"> <li>• New/Revised Policies: <ul style="list-style-type: none"> <li>▪ Change of Inpatient Admission to Outpatient Status: Condition Code 44 (h1)</li> <li>▪ Iowa Health Alert Network (h2)</li> <li>▪ Substance Abuse (h3)</li> <li>▪ Autopsy (h4)</li> <li>▪ Social Media (h5)</li> <li>▪ Medical Records (h6)</li> </ul> </li> <li>• Finance Committee (i1) <ul style="list-style-type: none"> <li>▪ Capital Request – Olympus i90 (i2 &amp; i2a)</li> </ul> </li> </ul>	<p>The new and revised policies listed at left were presented for review as included in the Board packets. Richards noted that the Social Media policy was revised in conjunction with a sample policy released by the National Labor Relations Board. 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.</p> <p>Richards reported that the Finance Committee met on 1/23/13. Minutes from said meeting were included in the Board packets.</p> <p>Richards presented the capital request for Olympus i90 scopes. Richards noted that in order to stay on budget, the capital request provides for 2 payments, one in this fiscal year, and one in the next fiscal year. A motion was made to approve the request and payment plan as presented at a cost not to exceed \$329,311.07.</p>	<p>1st - Johnston 2nd - Campbell Unanimously Approved</p> <p>1st - Johnson 2nd - Campbell Unanimously Approved</p>
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<ul style="list-style-type: none"> <li>▪ Capital Request – Instrument Air (i3)</li>   <li>▪ Charity Care</li> </ul>	<p>Bennett presented the capital request for Instrument Air. Bennett noted that this was budgeted for \$12,000. A motion was brought forth from the Finance Committee to approve the request as presented at a cost not to exceed \$12,350.</p> <p>There were no applications for charity care.</p>	<p>1st - Kwikkel 2nd - Johnson Unanimously Approved</p>
<p>XII. Adjourn</p>	<p>A motion was made to adjourn the meeting at 8:46 p.m.</p>	<p>1st - Johnston 2nd - Johnson Unanimously Approved</p>

Next meeting will be held  
**February 25, 2013**  
**Tendrils Rooftop Garden**  
**7:00 p.m.**