

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

Guests Present:  
 Lisa Forsyth  
 Karen Thalacker  
 Iris Vering  
 Jennie Waller

Minutes  
 of the Meeting of the  
**Board of Trustees**  
 January 27, 2014  
 7:00 p.m.  
**Tendrils Rooftop Garden**



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

Speakers Present:  
 Lisa Bennett  
 Dr. Berstler  
 Joanne Nathem  
 Heidi Solheim

| Item   | Discussion/Notes   | Action  |
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| I. Meeting called to order   | Called to order by Vallem at 7:00 p.m.   |   |
| II. Approval of minutes (b)  | Minutes from the following meetings were reviewed: <ul style="list-style-type: none"> <li>• 12/16/13</li> <li>• 1/20/14</li> <li>• 1/24/14</li> </ul> A motion was made to approve the above listed minutes as written.  | 1st - Johnston<br>2nd - Campbell<br>Unanimously<br>Approved   |
| III. Celebrations  |  |   |
| IV. Financial and Statistical Report (c1 – c4)   | The financial and statistical report for December was included in the Board packets for review. A motion was brought forward from the Finance Committee to approve the financial and statistical report as presented.  | 1st - Lutz<br>2nd - Johnson<br>Unanimously<br>Approved  |
| V. Committee/Department Reports: <ul style="list-style-type: none"> <li>• Environment of Care (d)</li> </ul>   | The Environment of Care Committee report was presented as included in the Board packets.   | Accepted  |
| VI. Medical Staff Report   | Dr. Berstler reported that the Executive Committee of the Medical Staff met on January 20th. They considered privileging and policy review items as listed under new business.   |   |
| VII. C.E.O.'s Report <ul style="list-style-type: none"> <li>• Chamber of Commerce Membership (e1 &amp; e2)</li> <li>• Organizational Chart Review (f)</li> </ul> | Bennett & Solheim presented the Waverly Chamber of Commerce membership request for consideration. Discussion was held regarding the benefits of the Chamber of Commerce membership. Solheim noted that she is now a member at large on the Chamber Board. A motion was made to approve \$10,000 in membership support to the Waverly Chamber of Commerce.<br><br>Bennett presented the organizational chart. An update was made to include the role of Plant Services Manager. A motion was made to approve the organizational chart as presented. | 1st - Johnson<br>2nd - Campbell<br>Unanimously<br>Approved<br><br>1st - Lutz<br>2nd - Johnston<br>Unanimously<br>Approved |
| VIII. Annual Business <ul style="list-style-type: none"> <li>• Review of Board Bylaws (g1)</li> <li>• Review of Board Policy (g2)</li> </ul>                     | 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.<br><br>Board Policy was included in the Board packets for review. No changes were recommended at this time.   | 1st - Campbell<br>2nd - Lutz<br>Unanimously<br>Approved   |

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| <ul style="list-style-type: none"> <li>• Review of Medical Staff Bylaws (g3)</li> <li>• Contracted Services Review (g4)</li> <li>• Confidentiality Statement (g5)</li> <li>• Duality &amp; Conflict of Interest (g6)</li> <li>• Authority of Health Center Environment of Care (g7)</li> <li>• Election of Officers</li> <li>• Committee Assignments (g8)</li> <li>• Corporate Bank Resolutions</li> <li>• Resolution Naming Depositories (g9)</li> </ul> | <p>Medical Staff Bylaws were included in the Board packets for review. No changes were recommended at this time.</p> <p>Bennett 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>Bennett presented the annual Confidentiality statement. Board members reviewed and signed the statement.</p> <p>Bennett 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>Bennett 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>Committee assignments were reviewed. Lutz was appointed to fill the opening on the Personnel Committee. All other committee appointments will continue.</p> <p>Bennett presented updated Corporate Bank Resolutions. A motion was made to approve the resolutions as presented.</p> <p>Bennett presented the resolution naming depositories for Waverly Health Center. No changes have been made to the resolution. A motion was made to approve the resolution as presented.</p> | <p>1st - Lutz<br/>2nd - Johnson<br/>Unanimously<br/>Approved</p> <p>1st - Johnson<br/>2nd - Lutz<br/>Unanimously<br/>Approved</p> <p>1st - Johnston<br/>2nd - Lutz<br/>Unanimously<br/>Approved</p> <p>1st - Johnston<br/>2nd - Johnson<br/>Unanimously<br/>Approved</p> <p>1st - Campbell<br/>2nd - Johnston<br/>Unanimously<br/>Approved</p> |
| <p>IX. Old Business</p>   |  |  |
| <p>X. New Business</p> <ul style="list-style-type: none"> <li>• Reappointments to Medical Staff: <ul style="list-style-type: none"> <li>▪ Amy Bodensteiner, PA-C – Active, Family Practice, WHC</li> <li>▪ Brenda Cooper, ARNP – Courtesy, Family Practice, CVMS</li> <li>▪ Sarah DeVore, ARNP – Active, Family Practice, WHC</li> <li>▪ Stephen Gogel, OPA-C – Courtesy,</li> </ul> </li> </ul>  | <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<br/>2nd - Lutz<br/>Unanimously<br/>Approved</p>   |

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| <p>Orthopedic Physician Assistant, Covenant</p> <ul style="list-style-type: none"> <li>▪ Gary Knudson, MD – Courtesy, Orthopedic Surgery, Covenant</li> <li>▪ Daniel Koos, MD – Active, Family Practice, WHC</li> <li>▪ Stephanie Koos, DO – Active, Emergency Medicine, WHC</li> <li>▪ Dennis Mangrich, OPA-C – Courtesy, Orthopedic Physician Assistant, Covenant</li> <li>▪ Linda Martin, MD – Active, Orthopedic Surgery, WHC</li> <li>▪ Jason Stanford, DO – Courtesy, Orthopedic Surgery, Covenant</li> <li>▪ Richard Valente, MD – Consulting, Cardiology, Covenant</li> <li>▪ Wei Yang, MD – Consulting, Pathology, Allen</li> </ul> <ul style="list-style-type: none"> <li>• Resignations from Medical Staff: <ul style="list-style-type: none"> <li>▪ Kerrie Bossard, MD – Active, General Surgery, WHC/Locums</li> <li>▪ Rajinder Verma, MD – Consulting, Neurology, Midwest Sleep Services</li> </ul> </li> <li>• New/Revised Policies: <ul style="list-style-type: none"> <li>▪ Auxiliary Aids and Services for Persons with Disabilities (h1)</li> <li>▪ Providing Meaningful Communication with Person with Limited English Proficiency (h2)</li> <li>▪ Professional Peer Review (h3)</li> </ul> </li> <li>• Finance Committee <ul style="list-style-type: none"> <li>▪ Capital Request – McKesson MPF Upgrade (i)</li> <li>▪ Charity Care</li> </ul> </li> <li>• Milliman Care Guidelines Master License Agreement (j)</li> <li>• eClinical Works EHR Implementation Specialist Service Agreement (k)</li> </ul> | <p>The new and revised policies listed at left were presented for review as 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.</p> <p>Bennett reported that the Finance Committee met immediately prior to this meeting. Minutes from the meeting were distributed.</p> <p>Bennett presented the capital request for McKesson MPF upgrade. The upgrade is required for the transition to ICD-10. A motion was brought forth from Finance Committee to approve the request at a cost not to exceed \$66,594.</p> <p>Bennett presented the following application for charity care: <ul style="list-style-type: none"> <li>▪ Application is for a single person that qualifies for a 100% write off under our charity care policy. The total to be written off is \$10,683.04.</li> </ul> A motion was made to approve the application as presented.</p> <p>Bennett presented the Milliman Care Guidelines master license agreement as included in the Board packets. A motion was made to approve the budgeted 5 year agreement as presented.</p> <p>Bennett presented a service agreement for EHR implementation/training. Discussion was held regarding the benefits of the onsite consulting</p> | <p>1st - Campbell<br/>2nd - Lutz<br/>Unanimously<br/>Approved</p> <p>1st - Johnson<br/>2nd - Lutz<br/>Unanimously<br/>Approved</p> <p>1st - Lutz<br/>2nd - Johnston<br/>Unanimously<br/>Approved</p> <p>1st - Campbell<br/>2nd - Lutz<br/>Unanimously<br/>Approved</p> |
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| <ul style="list-style-type: none"> <li>• HEC After Hours Pharmacy Services</li> <li>• Microsoft Enterprise Agreement (1)</li> <li>• Planetree Report</li> <li>• Magnet Report</li> <li>• CEO Search</li> <li>• Christophel Clinic Update</li> <li>• Master Facility Plan</li> </ul>  | <p>arrangement. A motion was made to approve the onsite 1 month consulting agreement at a cost of \$21,500.</p> <p>Bennett presented a change in rates for the HEC After Hours Pharmacy Services agreement. A motion was made to approve the new agreement with the change in rates as presented, effective in March.</p> <p>Bennett presented the Microsoft Enterprise agreement as included in the Board packets. A motion was made to approve the three year agreement pending clarification from Tiedt on the cost of the agreement.</p> <p>No report.</p> <p>Nathem reported that our Magnet application materials have been accepted and we have a site visit scheduled for March 3<sup>rd</sup> and 4<sup>th</sup>. Staff and public notices have been posted to announce the site visit and solicit input.</p> <p>Discussion was held regarding the CEO search process. Following the final first round interview tomorrow, feedback will be solicited from those who participated. The selection committee will meet to consider the feedback and select candidates to invite for second round interviews. Further public, staff and medical staff involvement will happen during the second round interviews. The Board will have final hiring authority.</p> <p>Solheim reported that we have completed the Christophel Clinic punch list and will assume temporary occupancy on Wednesday. The second phase of the project will begin next week. She noted that we have utilized approximately half of our contingency budget.</p> <p>Solheim noted that we have received a final copy of the master facility plan from BWBR. This will be brought to the February Board meeting for review.</p> | <p>1st - Johnson<br/>2nd - Johnston<br/>Unanimously<br/>Approved</p> <p>1st - Campbell<br/>2nd - Lutz<br/>Unanimously<br/>Approved</p> <p>1st - Lutz<br/>2nd - Johnston<br/>Unanimously<br/>Approved</p> |
| <p>XI. Closed Session<br/>Iowa Code Chapter 21.5.1(i) – Closed session to evaluate the professional competency of an individual whose appointment, hiring, performance or discharge is being considered when necessary to prevent needless and irreparable injury to that individual’s reputation and that individual requests a closed session.</p> | <p>A closed session was not required.</p>  |  |
| <p>XII. Adjourn</p>  | <p>A motion was made to adjourn the meeting at 7:50 p.m.</p>   | <p>1st - Johnston<br/>2nd - Lutz<br/>Unanimously<br/>Approved</p>  |

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