

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

Guests Present:
 Diane Kohls
 Karen Thalacker
 Missy Timmermans
 Iris Vering
 Jennie Waller

Speakers Present:
 Jim Atty, CEO
 Lisa Bennett
 Lisa Forsyth
 Joanne Nathem
 Heidi Solheim
 Dr. Zehr

Minutes
 of the Meeting of the
Board of Trustees
 January 26, 2015
 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 7:36 p.m.	
II. Approval of minutes (b)	Minutes from the 12/15/14 meeting were reviewed. A motion was made to approve the minutes as written.	1st - Campbell 2nd - Johnston Unanimously Approved
III. Celebrations	Diane Kohls has achieved Medical Practice Executive certification!	
IV. Financial and Statistical Report (c1 – c3)	Bennett presented the financial and statistical report for December. A motion was brought forth from Finance Committee to approve the financial and statistical report as presented.	1st - Johnson 2nd - Lutz Unanimously Approved
V. Committee/Department Reports: <ul style="list-style-type: none"> • Environment of Care (d) • Board Quality Committee (e) 	The Environment of Care Committee & Board Quality Committee reports were presented as included in the Board packets.	Accepted
VI. Medical Staff Report	Dr. Zehr reported that the Executive Committee of the Medical Staff met on January 19th. This was the first meeting with newly elected leadership, Dr. Zehr serving as President, Dr. Dahlquist as Vice President, and Dr. David Rathe as Secretary/Treasurer. They considered privileging items as listed under new business. He also reported that they discussed: <ul style="list-style-type: none"> • Proposed changes to the Medical Staff Bylaws • Delinquent records policy • Hospitalist discussion (held at December Medical Staff meeting) 	
VII. C.E.O.'s Report <ul style="list-style-type: none"> • Physician Contract Committee • Strategic Planning • Legal Services Agreement – Correll, Sheerer, Benson, Engles, Galles & Demro, PLC • Chamber of Commerce Membership (f1 & f2) 	<p>Atty reported that the physician contract committee met for the first time last week. They had good initial discussion and will meet again on Wednesday.</p> <p>Atty reported that Director's Council met for the 2nd day of strategic planning last week. They will be discussing further at their meeting tomorrow.</p> <p>Atty presented a request to approve entering into a legal services agreement with Correll, Sheerer, Benson, Engles, Galles & Demro, PLC. A motion was made to approve the agreement for legal services as presented at a cost of \$39,000.</p> <p>Atty & Solheim presented the Waverly Chamber of Commerce membership request for consideration. Discussion was held regarding the benefits of the</p>	1st - Johnson 2nd - Johnston Unanimously Approved

<ul style="list-style-type: none"> Organizational Chart Review (g) 	<p>Chamber of Commerce membership. Solheim noted that she is a member of the Chamber Board. A motion was made to approve \$10,000 in membership support to the Waverly Chamber of Commerce.</p> <p>Atty presented the organizational chart for annual review. There are no changes at this time. A motion was made to approve the organizational chart as presented.</p>	<p>1st - Campbell 2nd - Lutz Unanimously Approved</p> <p>1st - Lutz 2nd - Campbell Unanimously Approved</p>
<p>VIII. Annual Business</p> <ul style="list-style-type: none"> Review of Board Bylaws (h1) Review of Board Policy (h2 Review only – no changes) Review of Medical Staff Bylaws - https://www.waverlyhealthcenter.org/sites/www/Uploads/files/medical%20staff%20bylaws.pdf (Review only – no changes) Contracted Services Review (h4) Confidentiality Statement (h5) Duality & Conflict of Interest (h6) Authority of Health Center Environment of Care (h7) Election of Officers Committee Assignments (h8) Resolution Naming Depositories (h9) 	<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>Board Policy was included in the Board packets for review. No changes were recommended at this time.</p> <p>Medical Staff Bylaws were included in the Board packets for review. No changes were recommended at this time.</p> <p>Atty 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>Atty presented the annual Confidentiality statement. Board members reviewed and signed the statement.</p> <p>Atty presented the annual Duality & Conflict of Interest statement. Board members reviewed and signed the statement.</p> <p>Atty 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. No changes were needed.</p> <p>Atty 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 - Johnson 2nd - Johnston Unanimously Approved</p> <p>1st - Johnson 2nd - Lutz Unanimously Approved</p> <p>1st - Johnson 2nd - Campbell Unanimously Approved</p> <p>1st - Johnson 2nd - Lutz Unanimously Approved</p> <p>1st - Johnson 2nd - Lutz Unanimously Approved</p>

IX. Old Business	None.	
<p>X. New Business</p> <ul style="list-style-type: none"> • Privilege Requests: <ul style="list-style-type: none"> ▪ Todd Johnson, MD – Consulting, Orthopedic, CVMS • Reappointments Medical Staff: <ul style="list-style-type: none"> ▪ Ashar Afzal, MD – Courtesy, Pain Management, CVMS ▪ Frank Hawkins, MD – Courtesy, Pain Management, CVMS ▪ Ahsan Maqsood, MD – Consulting, Cardiology, Covenant ▪ Felix Gonzales, MD – Courtesy, Otolaryngology, Iowa ENT & Sinus Surgery Center ▪ Phillip Lee, MD – Consulting, Otolaryngology, Mason City Clinic ▪ Haroon Afridi, MD – Consulting, Radiology, RCI ▪ John Alcini, 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 ▪ William Fulcher, MD – Consulting, Radiology, RCI ▪ Glenn Hammer, MD – Consulting, Radiology, RCI ▪ Michael Hanigan, MD – Consulting, Radiology, RCI ▪ Brenton 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 	<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 - Campbell 2nd - Lutz Unanimously Approved</p>

<ul style="list-style-type: none"> ▪ Brian Randall, MD – Consulting, Radiology, RCI ▪ Robert Schmall, MD – Consulting, Radiology, RCI ▪ Paul Schneider, DO – Consulting, Radiology, RCI ▪ Gary Schweiger, MD – Consulting, Radiology, RCI ▪ Brianne Seberger, MD – Consulting, Radiology, RCI ▪ Richard Seitz, MD – Consulting, Radiology, RCI ▪ David Smith, MD – Consulting, Radiology, RCI ▪ David Van Roekel, MD – Consulting, Radiology, RCI ▪ Clay Dahlquist, DO – Active, Family Practice, WHC ▪ Shannon Hull, PA-C – Active, Family Practice, WHC ▪ Lara Kyhl, ARNP – Active, Family Practice, WHC ▪ Bethany Stevens, ARNP – Active, Family Practice, WHC ▪ Terrie Thurm, ARNP – Active, Women’s Health, WHC ▪ Randy Wirtz, ARNP, Active, Family Practice, WHC ▪ John Zehr, MD – Active, Emergency Medicine, WHC • Resignation from Medical Staff: <ul style="list-style-type: none"> ▪ Jon Hennings, ARNP – Family Practice, WHC • Revised Medical Staff Privilege Forms: <ul style="list-style-type: none"> ▪ Cardiovascular Disease (i1) ▪ Certified Nurse Midwife (i2) • Update to Privileges: <ul style="list-style-type: none"> ▪ LaDawna Myrmo, CNM – OB-Gyn, WHC – Update to New Privilege Form • New/Revised Policies: <ul style="list-style-type: none"> ▪ Clinical Alarm Systems and Patient Safety (j) • Finance Committee (k1) <ul style="list-style-type: none"> ▪ Capital Request – SonoSite Ultrasound System (k2) ▪ Capital Purchase FYI – DeMayo Leg Holder (k3) 	<p>The revised clinical privilege forms, listed at left, were presented for review as included in the Board packets. The revised privilege forms have been reviewed by the Executive Committee of the Medical Staff and are recommended for approval. A motion was made to approve the revised privilege forms as written.</p> <p>The new policy listed at left was presented for review as included in the Board packets. The policy has been reviewed by the Executive Committee of the Medical Staff and is recommended for approval. A motion was made to approve the policy as written.</p> <p>Bennett reported that the Finance Committee met on January 22nd. Minutes from the meeting were included with the Board packets.</p> <p>Bennett presented the capital request for the SonoSite Ultrasound System. A motion was brought forth from Finance Committee to approve the request at a cost not to exceed \$28,509.50.</p> <p>Bennett noted the capital purchase made as listed at left that was below the Board approval threshold.</p>	<p>1st - Johnson 2nd - Campbell Unanimously Approved</p> <p>1st - Campbell 2nd - Johnson Unanimously Approved</p> <p>1st - Lutz 2nd - Johnson Unanimously Approved</p>
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<ul style="list-style-type: none"> ▪ Charity Care • Planetree Report 	<p>There were no applications for charity care.</p> <p>Forsyth reported that our Planetree re-designation application has been submitted.</p>	
<p>XI. Closed Session</p> <p>Iowa Code Chapter 21.5.1(c) – Closed session to discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent where its disclosure would be likely to prejudice or disadvantage the position of the governmental body in that litigation.</p>	<p>A motion was made to move into closed session at 8:07 p.m. for the purpose identified at left.</p>	<p>1st - Johnson 2nd - Lutz Unanimously Approved</p>
<p>XII. Open Session</p>	<p>A motion was made to move back into open session at 8:57 p.m. No action was taken.</p>	<p>1st - Johnson 2nd - Campbell Unanimously Approved</p>
<p>XIII. Adjourn</p>	<p>A motion was made to adjourn the meeting at 8:58 p.m.</p>	<p>1st - Johnston 2nd - Johnson Unanimously Approved</p>

Next meeting will be held
February 23, 2014
Tendrils Rooftop Garden
7:00 p.m.