

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

Members Excused:
 Susan Vallem, Chair

Guests Present:
 Diane Kohls
 Karen Thalacker
 Jerry Tiedt
 Missy Timmermans
 Jennie Waller

Speakers Present:
 Jim Atty, CEO
 Girish Navani
 Rory Glowik
 Dr. Raj
 Dharampuriya
 Lisa Bennett
 Dr. David Rathe
 Iris Vering
 Heidi Solheim
 Joanne Nathem
 Angie Tye

Minutes
 of the Meeting of the
Board of Trustees
 November 27, 2017
 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 Johnson at 7:03 p.m.	
II. Approval of minutes (b)	Minutes of the 10/23/17 meeting were reviewed. A motion was made to approve the minutes as written.	1st - Campbell 2nd - Lutz Unanimously Approved
III. Celebrations	Welcome to eClinical Works staff!	
IV. eCW Presentation	Girish Navani presented information on the status of the eCW 10i project and the direction of eClinical Works moving into the future.	
V. Financial and Statistical Report (c1 – c3)	Bennett presented the financial and statistical report for September. A motion was brought forth from Finance Committee to approve the financial and statistical report as presented.	1st - Lutz 2nd - Johnson Unanimously Approved
VI. Committee/Department Report: <ul style="list-style-type: none"> Board Quality Committee (d) 	The Board Quality Committee report was presented as included in the Board packets. Vering presented the Waverly Health Center quality report card.	Accepted
VII. Medical Staff Report (Dr. Rathe)	Dr. Rathe reported that the Executive Committee of the Medical Staff met on November 20 th . They considered privileging and credentialing items as listed below.	
VIII. C.E.O.'s Report <ul style="list-style-type: none"> 100 Great Nurses UnityPoint Update Physician Recruitment Provider Update Walk-In Clinic 	<p>Atty reported that we are currently working on nominations for the 100 Great Nurses award. Please let him know if there is a nurse that you would like to have nominated.</p> <p>Atty reported on communication with UnityPoint regarding potential opportunities to collaborate to offer needed services in the community.</p> <p>Atty reported that we have one signed contract for a Walk-In Clinic provider. He noted that we may be recruiting for an additional midlevel provider for the Walk-In Clinic.</p> <p>Atty reported that Dr. Bansal's privileges are being updated to include internal medicine and nephrology. This is due to her non-compete agreement expiring.</p> <p>Atty reported that the Walk-In Clinic project is progressing on schedule and staffing plans are almost complete. He noted that the Foundation is about halfway to their fundraising campaign goal for the project. He reported that we have had strong employee support for the campaign.</p>	

<ul style="list-style-type: none"> • Building Plans 	<p>Atty presented information about the next steps in identifying our building/remodeling plans. He noted that as a part of the USDA financing process, we are required to issue a request for proposal (RFP) for an architect and construction manager. A determination on financing will not be made until the scope of the project is defined and current options are assessed, but following this process will assure that USDA financing requirements are met if that is the best option. A motion was made to issue an RFP for a project architect and construction manager.</p>	<p>1st - Lutz 2nd - Johnston Unanimously Approved</p>
<p>IX. Patient Satisfaction Survey Reports (e)</p>	<p>The patient satisfaction survey results for the period ending September 30th were included in the Board packets.</p>	
<p>X. Old Business</p>	<p>None.</p>	
<p>XI. New Business</p> <ul style="list-style-type: none"> • Biomedical Agreement (f) • Dishwasher Lease • Life Safety Drawings • Human Resources Annual Report (g) • Provisional Appointment to Medical Staff: <ul style="list-style-type: none"> ▪ Shane Faltys, CRNA – Courtesy (Locums), Anesthesia, Recruiting Resources • Change in Category from Courtesy to Consulting-Provisional: <ul style="list-style-type: none"> ▪ John Alcini, MD – Radiology, RCI • Change in Status – Provisional to Regular Status: <ul style="list-style-type: none"> ▪ Don Gale, MD – Consulting (Locums), Pathology, Allen Pathology/Comp Health ▪ Jill Paulsen, CRNA – Courtesy (Locums), Anesthesia, Recruiting Resources 	<p>Bennett presented a 3 year agreement for biomedical services with HMS. A motion was made to approve the agreement as presented.</p> <p>Nathem presented a lease agreement for a dishwasher to replace our current failing equipment. Nathem reported that needed updates to equipment will require building renovations that may be addressed as we move forward with remodeling. This lease allows us to replace the equipment in the current space until a more permanent solution can be achieved. Nathem noted that we will not be subject to an early termination penalty if we purchase from the lease vendor. A motion was made to approve the 5 year lease agreement as presented.</p> <p>Bennett reported on the need to update our life safety drawings. A motion was made to approve engaging InVision Architecture to update our life safety drawings at a cost not to exceed \$38,000.</p> <p>Tye presented the Human Resources annual report as included in the Board packet.</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 - Campbell 2nd - Lutz Unanimously Approved</p> <p>1st - Campbell 2nd - Johnston Unanimously Approved</p> <p>1st - Campbell 2nd - Lutz Unanimously Approved</p> <p>1st - Johnston 2nd - Lutz Unanimously Approved</p>

<ul style="list-style-type: none"> • Continuation of Provisional Status: <ul style="list-style-type: none"> ▪ Charles Cibula, DPM – Courtesy, Podiatry, CV Podiatry ▪ Stephen Gogel, OPA-C – Courtesy, OPA (with Dr. Eagan), WFHC ▪ Dennis Mangrich, OPA-C – Courtesy, OPA (with Dr. Stanford), WFHC ▪ Nicholas Schmerbach, DPM – Courtesy, Podiatry, CV Podiatry • Updated Privileges: <ul style="list-style-type: none"> ▪ Renu Bansal, MD – Active, Internal Medicine/Nephrology, WHC • New Policies & Procedures: <ul style="list-style-type: none"> ▪ Organ and Tissue Donation Protocol (h) • Finance Committee (i) <ul style="list-style-type: none"> ▪ Capital Report (i1) ▪ Capital Requests – None ▪ Cash Transfer Report (i2) ▪ Financial Assistance • Planetree Update 	<p>The revised 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 this morning. Minutes from the meeting were included in the Board packet. Bennett reported that our Medicare cost report is due to be filed by November 30th. We are anticipating a \$170,940 lump sum payment as a result of the cost report. Bennett noted that Finance Committee will not meet in December, and the financial reports will not be complete for the Board meeting. They will be distributed following the meeting and will be approved at the January meeting.</p> <p>Bennett presented the capital report as included in the Board packets. She noted that all capital purchase FYIs will be reported to the Board through this report.</p> <p>There were no capital requests.</p> <p>Bennett presented the cash transfer report as included in the Board packets. She noted that this will be included in the Board packets as a record of transfers from/to Board designated savings.</p> <p>There were no applications for financial assistance.</p> <p>Solheim presented a Planetree update, noting that we have decided to apply for recertification. We will submit our application by the end of December, and anticipate having a site visit in March or April. Discussion was held on rebranding from Planetree to patient-centered care.</p>	<p>1st - Lutz 2nd - Campbell Unanimously Approved</p>
<p>XII. Closed Session Iowa Code Chapter 21.5.1(1) - Closed session to discuss patient care quality and process improvement initiatives in a meeting of a public hospital or to discuss marketing and pricing strategies or similar proprietary information in a meeting of a public hospital, where public disclosure of such information would harm such a hospital's competitive position when no public</p>	<p>A motion was made to move into closed session at 8:39 p.m. for the purposes identified at left.</p>	<p>1st - Campbell 2nd - Lutz Unanimously Approved</p>

<p>purpose would be served by public disclosure.</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>XIII. Open Session</p>	<p>A motion was made to move back into open session at 9:45 p.m. No action was taken.</p>	<p>1st - Campbell 2nd - Johnston Unanimously Approved</p>
<p>XIV. Adjourn</p>	<p>A motion was made to adjourn the meeting at 9:46 p.m.</p>	<p>1st – Johnston 2nd - Lutz Unanimously Approved</p>

Next meeting will be held
Monday, December 18, 2017
7:00 p.m.
Tendrils Rooftop Garden