

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

Guests Present:
 Heidi Solheim
 Karen Thalacker
 Missy Timmermans
 Angie Tye
 Jennie Waller

Members Excused:
 Susan Vallem, Chair
 Barb Lutz

Speakers Present:
 Jim Atty, CEO
 Lisa Bennett
 Iris Vering

Minutes
 of the Meeting of the
Board of Trustees
 December 11, 2017
**Joint Meeting of the Board
 and Medical Staff**
 5:30 p.m.
Tendrils Rooftop Garden
Board of Trustees
Regular Meeting
 6:30 p.m.
 CG Room



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 6:56 p.m.	
II. Approval of minutes (b)	Minutes of the 11/27/17 meeting were reviewed. A motion was made to approve the minutes as written.	1st - Johnston 2nd - Campbell Unanimously Approved
III. Celebrations	Happy December birthdays to Lisa Bennett, Roger Johnson, Gloria Campbell & Joanne Nathem!	
IV. Medical Staff Report	Vering reported that the Executive Committee of the Medical Staff met this morning. They considered privileging and credentialing items as listed below.	
V. C.E.O.'s Report <ul style="list-style-type: none"> • Walk-In Clinic Update • Physician Recruitment • Building RFP • Contracted Services Update • Ransomware Update 	<p>Solheim reported on the progress of the Walk-In Clinic construction. She noted that we are on track to open the clinic on January 2nd. Construction is 80% complete and we are currently estimated to be under budget on the project. Bennett noted that the Foundation is over halfway to their fundraising goal for the project.</p> <p>Atty reported on physician recruitment at the joint meeting of the Medical Staff & the Board.</p> <p>Atty reported that we are working to issue the request for proposals (RFP) for our potential building project. He noted that the RFP is for selecting an architect and project manager. No plans have been developed at this time.</p> <p>Atty reported that we will be utilizing a contracted service provider for additional pain clinic services and locums coverage for anesthesia.</p> <p>Vering presented an update on follow-up to the ransomware event. We are currently negotiating a settlement with our insurance provider to cover some of the business recovery expenses.</p>	
VI. Old Business	None.	
VII. New Business <ul style="list-style-type: none"> • Legal Agreement 	Atty presented a request to continue our 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 \$45,000.	1st - Campbell 2nd - Johnston Unanimously Approved

<ul style="list-style-type: none"> • Provisional Appointment to Medical Staff: <ul style="list-style-type: none"> ▪ Tracy Elliott, ARNP – Active, Family Practice, WHC • Updated Privileges: <ul style="list-style-type: none"> ▪ LaDawna Myrmo, CNM – Active, Midwifery, WHC • Resignations from Medical Staff: <ul style="list-style-type: none"> ▪ Joan Blanchard, RN – Courtesy, Physician Employed RN, CVMS ▪ Arnold Delbridge, MD – Courtesy, Orthopedic Surgery, CVMS ▪ Ryan Holdsworth, MD – Courtesy, Radiology, RCI ▪ Keith Lacey, MD – Courtesy, Radiology, RCI ▪ Lawrence Leon, MD – Consulting, Radiology, RCI • Updated Clinical Privilege Form: <ul style="list-style-type: none"> ▪ Internal Medicine (c) • New Policies & Procedures: <ul style="list-style-type: none"> ▪ Antibiotic Time Out (d) ▪ Intravenous to Oral Medication Conversion Program (e) • Finance Committee <ul style="list-style-type: none"> ▪ Capital Report (f) ▪ Capital Requests ▪ Cash Transfer Report (g) ▪ Financial Assistance Requests • Executive Committee 11/28/17 (h) • Consulting Agreement with ICE Technologies • Planetree Update 	<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>The revised clinical privilege form, listed at left, was presented for review as included in the Board packets. The revised privilege form has been reviewed by the Executive Committee of the Medical Staff and is recommended for approval. A motion was made to approve the revised privilege form as written.</p> <p>The new 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>Finance Committee did not meet this month. The capital report and cash transfer report were presented as included in the Board packets. There were no applications for financial assistance.</p> <p>The minutes of the 11/28/17 Executive Committee meeting were presented as included in the Board packets. The Executive Committee acted to approve a consulting agreement with ICE Technologies at a cost not to exceed \$48,323. The motion was ratified as presented.</p> <p>Bennett reported that there was a miscalculation in the original consulting agreement that was presented to Executive Committee. Bennett presented the corrected amount of \$59,364. A motion was made to approve the consulting agreement for the additional amount of \$11,041.</p> <p>Solheim presented the Planetree update at the joint meeting of the Medical Staff & the Board.</p>	<p>1st - Johnston 2nd - Campbell Unanimously Approved</p> <p>1st - Johnston 2nd - Campbell Unanimously Approved</p> <p>1st - Campbell 2nd - Johnston Unanimously Approved</p> <p>1st - Vallem 2nd - Johnson Unanimously Approved</p> <p>1st - Campbell 2nd - Johnston Unanimously Approved</p>
<p>VIII. Closed Session</p> <p>Iowa Code Chapter 21.5.1(c) – Closed session to discuss strategy with counsel in matters that are</p>	<p>A motion was made to move into closed session at 7:12 p.m. for the purposes identified at left.</p>	<p>1st - Campbell 2nd - Johnston Unanimously Approved</p>

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.		
IX. Open Session	A motion was made to move back into open session at 7:56 p.m. No action was taken.	1st - Campbell 2nd - Johnston Unanimously Approved
IX. Adjourn	A motion was made to adjourn the meeting at 7:57 p.m.	1st - Campbell 2nd - Johnston Unanimously Approved

Next meeting will be held
Monday, January 22, 2018
6:00 p.m.
Tendrils Rooftop Garden