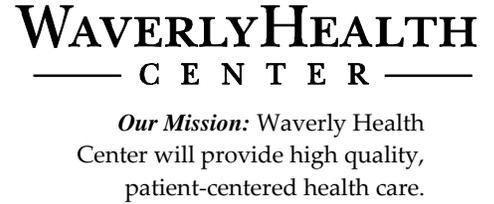


Members Present:  
 Susan Vallem, Chair  
 Gloria Campbell  
 Roger Johnson  
 John Johnston  
 Barb Lutz

Guests Present:  
 Dr. Dahlquist  
 Jodi Geerts  
 Karen Thalacker  
 Angie Tye  
 Iris Vering  
 Jennie Waller

Minutes  
 of the Meeting of the  
**Board of Trustees**  
 January 28, 2019  
 6:00 p.m.  
**Tendrils Rooftop Garden**



Speakers Present:  
 Lisa Bennett, CFO  
 Heidi Solheim, COO

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Vallem at 6:01 p.m.	
II. Approval of minutes (b)	Minutes of the 12/17/18 were reviewed. A motion was made to approve the minutes as written.	1st - Campbell 2nd - Lutz Unanimously Approved
III. Celebrations		
IV. Featured Department – Environment of Care (EOC) – Security Sub-Committee	Rhonda Wehling and Joe Kohls presented an update from the EOC security sub-committee.	
IV. Financial and Statistical Report (c1 – c3)	Bennett presented the financial and statistical reports for December. A motion was made to approve the financial and statistical report as presented.	1st - Lutz 2nd - Johnson Unanimously 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. Styron)	Vering reported that the Executive Committee of the Medical Staff met on January 21st. They considered privileging and credentialing items, medical staff bylaw revisions and policies as listed below.	
VII. C.E.O.’s Report <ul style="list-style-type: none"> <li>Chamber of Commerce Membership (e)</li> <li>Organizational Chart (f)</li> <li>Information Systems Update (ICE Agreements)</li> </ul>	<p>Solheim 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.</p> <p>Solheim presented the organizational chart for annual review. There were no changes to reporting relationships. A motion was made to approve the organizational chart as presented.</p> <p>Solheim presented an overview of agreements and expenses with ICE Technologies for Information Systems consulting services. She noted that as the project continued, extensions were made to the original agreements that were not brought forth for Board approval. A motion was made to ratify the extensions and expenses incurred as presented.</p>	<p>1st - Johnson 2nd - Campbell Unanimously Approved</p> <p>1st - Johnston 2nd - Lutz Unanimously Approved</p> <p>1st - Campbell 2nd - Lutz Unanimously Approved</p>
VIII. Annual Business <ul style="list-style-type: none"> <li>Review of Board Bylaws - <a href="https://myintranet.waverlyhealthcenter.org/intranet/documents/66/485">https://myintranet.waverlyhealthcenter.org/intranet/documents/66/485</a> (no changes, review only)</li> <li>Review of Board Policy -</li> </ul>	<p>The Board Bylaws were presented for annual review. No changes were required at this time. A motion was made to approve the Board Bylaws as written.</p> <p>The Board Policy was presented for annual review.</p>	<p>1st - Campbell 2nd - Johnson Unanimously Approved</p>

<p><a href="https://myintranet.waverlyhealthcenter.org/intranet/documents/376/3715">https://myintranet.waverlyhealthcenter.org/intranet/documents/376/3715</a> (no changes, review only)</p> <ul style="list-style-type: none"> <li>• Confidentiality Statement (g1)</li> <li>• Duality &amp; Conflict of Interest (g2)</li> <li>• Authority of Health Center Environment of Care (g3)</li> <li>• Election of Officers</li> <li>• Committee Assignments (g4)</li> <li>• Volunteer Services Annual Report (g5)</li> </ul>	<p>No changes were required at this time. A motion was made to approve the Board Policy as written.</p> <p>Solheim presented the annual Confidentiality statement. Board members reviewed and signed the statement.</p> <p>Solheim presented the annual Duality &amp; Conflict of Interest statement. Board members reviewed and signed the statement.</p> <p>Solheim 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>The Volunteer Services annual report was presented as included in the Board packets. The Board expressed gratitude for the time and talents contributed by our volunteers.</p>	<p>1st - Johnston 2nd - Lutz Unanimously Approved</p> <p>1st - Campbell 2nd - Johnson Unanimously Approved</p> <p>1st - Johnston 2nd - Lutz Unanimously Approved</p>
<p>IX. Old Business</p>		
<p>X. New Business</p> <ul style="list-style-type: none"> <li>• Woolverton Agreement (h)</li> <li>• MCG Health, LLC License Agreement (i)</li> <li>• Privilege Requests: <ul style="list-style-type: none"> <li>▪ Shawn Janssen, PA-C – Courtesy, Plastic Surgery, Mason City Clinic</li> <li>▪ Stacey Lester, PA-C – Courtesy, Plastic Surgery, Mason City Clinic</li> <li>▪ Kris Loterbauer, RN – Courtesy, Registered Nurse, Mason City Clinic</li> </ul> </li> <li>• Provisional Appointment to Medical Staff: <ul style="list-style-type: none"> <li>▪ Kristin White, MD – Courtesy, Radiology, RCI</li> </ul> </li> <li>• Recommendations Regarding Provisional Status:</li> </ul>	<p>Solheim presented a three year agreement with Woolverton for newsletter production. A motion was made to approve the three year agreement as presented.</p> <p>Geerts presented a five year master license agreement with MCG Health, LLC. A motion was made to approve the five year 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 - Campbell 2nd - Lutz Unanimously Approved</p> <p>1st - Johnston 2nd - Johnson Unanimously Approved</p> <p>1st - Campbell 2nd - Lutz Unanimously Approved</p>

<ul style="list-style-type: none"> <li>▪ M. Megan Embrescia, MD – Consulting, Psychiatric &amp; Mental Health, Integrated Telehealth Partners</li> <li>▪ Janice Hesler, ARNP – Consulting, Psychiatric &amp; Mental Health, Integrated Telehealth Partners</li> <li>▪ Constance Morrison, ARNP – Consulting, Psychiatric &amp; Mental Health, Integrated Telehealth Partners</li> <li>▪ Sunil Parashar, MD – Consulting, Psychiatric &amp; Mental Health, Integrated Telehealth Partners</li> <li>▪ Ronald Sims, MD – Consulting, Neurology, Dubuque Neurology &amp; Sleep Medicine</li> </ul> <ul style="list-style-type: none"> <li>• Resignations from Medical Staff: <ul style="list-style-type: none"> <li>▪ John Alcini, MD – Consulting, Radiology, RCI</li> <li>▪ David Smith, MD – Consulting, Radiology, RCI</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>• Revisions to Medical Staff Bylaws (j)</li> </ul> <ul style="list-style-type: none"> <li>• New/Revised Policies: <ul style="list-style-type: none"> <li>▪ Administrator on Call (k1) (new)</li> <li>▪ Ethics Committee (k2) (revised to include Protection of Human Subject Rights During Research)</li> <li>▪ Advance Directive (k3) (revised to include hospitals and clinics)</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>• Finance Committee (11) <ul style="list-style-type: none"> <li>▪ Capital Requests</li> <li>▪ Capital Report (12)</li> <li>▪ Cash Transfer Report (13)</li> <li>▪ Financial Assistance Requests</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>• Executive Committee <ul style="list-style-type: none"> <li>▪ 12/21/18 – Capital Request Fiberoptic Video Airway Intubation System (m)</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>• Person Centered Care Report</li> </ul>	<p>Solheim presented a revision to the Medical Staff Bylaws which clarifies on call requirements for physicians. A motion was made to approve the revision as presented.</p> <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 on 1/25/19, minutes from the meeting were included in the Board packets.</p> <p>There were no capital requests.</p> <p>Bennett presented the capital report and cash transfer report as included in the Board packets.</p> <p>Bennett presented an application for financial assistance: <ul style="list-style-type: none"> <li>▪ Application is for an individual with a balance of \$37,156.03. The applicant qualifies for an 80% (\$29,724.82) write-off under our Financial Assistance Policy.</li> </ul> A motion was made to approve the application as presented.</p> <p>The minutes of the 12/21/18 Executive Committee meeting were presented as included in the Board packets. The Executive Committee acted to approve a capital request for a fiberoptic video airway intubation system at a cost not to exceed \$19,382.90. The motion was ratified as presented.</p> <p>Solheim presented a person centered care report,</p>	<p>1st - Johnson 2nd - Johnston Unanimously Approved</p> <p>1st - Lutz 2nd - Campbell Unanimously Approved</p> <p>1st - Lutz 2nd - Johnson Unanimously Approved</p> <p>1st - Johnson 2nd - Vallem Unanimously Approved</p>
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	noting that we work has been completed on the care partner program and is ready to be more fully implemented.	
<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>Iowa Code Chapter 21.5.1(l) - 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 purpose would be served by public disclosure.</p>	A motion was made to move into closed session at 7:09 p.m. for the purposes identified at left.	1st - Johnston 2nd - Campbell Unanimously Approved
XII. Open Session	A motion was made to move back into open session at 7:56 p.m. No action was taken in closed session.	1st - Campbell 2nd - Johnston Unanimously Approved
XIII. eClinical Works	A motion was made to terminate the software license and services agreement between eClinical Works and Waverly Health Center for the acute care software development.	1st - Johnson 2nd - Lutz Unanimously Approved
XIV. Adjourn	A motion was made to adjourn the meeting at 7:58 p.m.	1st – Johnston 2nd - Johnson Unanimously Approved

Next meeting will be held  
**February 25, 2019**  
**Tendrils Rooftop Garden**  
**6:00 p.m.**