

<b>Minutes for the Meeting of the Board of Trustees</b>							
<b>Date</b>	January 26, 2026			<b>Time</b>	6:00 pm		
<b>Location</b>	CG Conference Room			<b>Minutes Prepared By</b>	Alyssa Nordmeyer		
<b>Members:</b>	P	Dr. David Rathe	P	Laurie Everhardt	P	Ronald Flory, MD	
	P	Ann Henninger Trax	P	Dr. Molly Hall			
<b>Guests:</b>	Jodi Geerts		Kelly Hilsenbeck		Dr Dahlquist		
	Karen Thalacker		Nicole Myers				
	Alyssa Nordmeyer		Angie Tye				
<b>Related Documents:</b>	Meeting folder						

Agenda Items	Discussion/Notes	Action
<b>1. Meeting called to order</b>	Dr. Rathe called the meeting to order at 6pm.	
<b>2. Celebrations</b> a. Moments for Mission	Welcome Molly Hall! Nicole Myers provided an OB patient satisfaction story/review.	
<b>3. Public Comments</b>	Megan McMillin came and spoke to the WHC Board. Provided a summary of her employment and her contract.	
<b>4. Annual Board Business</b> a. Election of Officers* b. Board Committee Assignments* c. Confidentiality Statement* d. Duality & Conflict of Interest* e. Authority of Health Center Environment of Care* f. Resolution Naming Depositories* g. Corporate Resolution Forms* h. Board Bylaws i. Board Policy	a. Motion was made for Board Officer appointments as follows: Dr. Rathe as Chair and Henninger as Secretary. b. Committee Assignments were reviewed and updated. Motion was made to approve. c. Confidentiality Statement was reviewed. d. Duality & Conflict was reviewed. e. Authority of EOC was reviewed.	a. 1 <sup>st</sup> : Henninger 2 <sup>nd</sup> : Flory Motion carried  b. 1 <sup>st</sup> : Everhardt 2 <sup>nd</sup> : Flory Motion carried

	<ul style="list-style-type: none"> <li>f. Resolution Naming was reviewed.</li> <li>g. Corporate Resolutions were reviewed. Motion was made to approve. Nordmeyer will send via Docusign.</li> <li>h. Review Bylaws for a later meeting</li> <li>i. Review Board Policy for a later meeting</li> </ul>	
<p><b>5. <u>CEO Report</u></b></p>	<p>CEO report was reviewed as provided in the packet. Discussion was had.</p>	
<p><b>6. <u>Consent Agenda*</u></b></p> <ul style="list-style-type: none"> <li>a. Approval of Minutes           <ul style="list-style-type: none"> <li>i. December 15, 2025, Board Meeting Minutes</li> </ul> </li> <li>b. Administrative Reports           <ul style="list-style-type: none"> <li>i. CNO Report</li> <li>ii. HR Report</li> <li>iii. CFO Report</li> <li>iv. COO Report</li> <li>v. CCO Report</li> <li>vi. COSO Report</li> <li>vii. CMO Report</li> </ul> </li> <li>c. Organizational Committees           <ul style="list-style-type: none"> <li>i. EOC Minutes – Jan</li> <li>ii. Policy &amp; Procedure Minutes – Jan</li> </ul> </li> <li>d. Medical Staff Committee Reports           <ul style="list-style-type: none"> <li>i. Code Committee – Jan</li> <li>ii. Emergency Services / ED provider – Dec</li> <li>iii. Gen Med – Dec</li> <li>iv. Hospitalist/Inpatient Committee – Jan</li> <li>v. Lab Committee – Jan</li> <li>vi. Maternity Committee – Jan</li> <li>vii. MEC - Jan</li> <li>viii. Pharmacy Committee – Jan</li> <li>ix. Radiology Committee – Jan</li> <li>x. RHC Steering Committee – Dec</li> <li>xi. Utilization Review Committee - Jan</li> </ul> </li> <li>e. Policies and Procedures           <ul style="list-style-type: none"> <li>i. Policy Summary Sheet</li> <li>ii. Lab Summary Sheet</li> </ul> </li> </ul>	<p>Motion was made to approve all items in consent agenda.</p>	<p>1<sup>st</sup>: Flory          2<sup>nd</sup>: Everhardt          Motion carried</p>

<ul style="list-style-type: none"> <li>iii. EOC Summary Sheet</li> <li>iv. Retire: <ul style="list-style-type: none"> <li>1. Expired Supplies in Radiology</li> <li>2. Limiting Radiation Exposure</li> <li>3. Mobile Services</li> <li>4. Eyewash Station Laboratory</li> <li>5. ImmunoCard Toxins A &amp; B (Clostridium Difficile) - Quality Assessment</li> <li>6. ImmunoCard Toxins A &amp; B (Clostridium Difficile) - Risk Assessment</li> <li>7. Individualized Quality Control Plan (IQCP) -</li> <li>8. ImmunoCard Toxins A &amp; B (Clostridium Difficile)</li> <li>9. K-Check</li> </ul> </li> <li>f. Order Sets and Formularies <ul style="list-style-type: none"> <li>i. Formularies - revised</li> <li>ii. Order Sets - revised</li> </ul> </li> </ul>		
<p><b>7. <u>Board Quality</u></b></p> <ul style="list-style-type: none"> <li>a. Board Quality Minutes 1/22/2026</li> </ul>	<p>Board Quality minutes were reviewed as provided in the packet.</p>	
<p><b>8. <u>Financial and Statistical Report*</u></b></p> <ul style="list-style-type: none"> <li>a. Financial Presentation ppt.</li> <li>b. Financial Report</li> <li>c. Cash on Hand</li> </ul>	<p>Geerts presented the financials as provided in the folder. Discussion was had. Motion was made to approve.</p>	<p>1<sup>st</sup>: Flory 2<sup>nd</sup>: Henninger Motion carried</p>
<p><b>9. <u>Finance Committee*</u></b></p> <ul style="list-style-type: none"> <li>a. Minutes</li> <li>b. Capital Report <ul style="list-style-type: none"> <li>i. TrueNAS Storage*</li> <li>ii. Ziehm Ortho scan vision FD31 C-arm*</li> <li>iii. <u>Mammography Unit*</u></li> </ul> </li> <li>c. Cash Investments &amp; Transfer Report</li> <li>d. Financial Assistance Requests</li> </ul>	<p>Capital Request was presented for TrueNAS Storage. Motion was made to approve.</p> <p>Capital Request was presented for Ziehm Ortho Scan. Motion was made to approve.</p> <p>Capital Request was presented for the Mammo Unit. Motion was made to approve a not to exceed \$553,550.</p>	<p>1<sup>st</sup>: Everhardt 2<sup>nd</sup>: Flory Motion carried</p> <p>1<sup>st</sup>: Flory 2<sup>nd</sup>: Henninger Motion carried</p> <p>1<sup>st</sup>: Flory 2<sup>nd</sup>: Henninger Motion carried</p>

<p><b>10. Old Business</b></p>		
<p><b>11. <u>New Business</u></b></p> <ul style="list-style-type: none"> <li>a. Aruba Central Support Agreement*</li> <li>b. Aruba Clear Pass License Expansion*</li> <li>c. Aruba Hardware Support Agreement*</li> <li>d. Mastreia Agreement*</li> <li>e. Initial Appointments* <ul style="list-style-type: none"> <li>i. Abou-Hanna, Farris MD – Provisional, Radiology, Radiology Consultants of Iowa</li> <li>ii. Johannsen, Stephanie ARNP – Provisional, ARNP-Emergency Medicine, Waverly Health Center</li> <li>iii. Landis, Michael MD – Telemedicine, Radiology, Real Radiology LLC</li> <li>iv. Murphy, Michael MD – Telemedicine, Radiology, Real Radiology LLC</li> <li>v. Saucer, Molly PMHNP-BC – Telemedicine, ARNP-Psychiatric &amp; Mental Health, Integrated Telehealth Partners</li> </ul> </li> <li>f. Reappointments <ul style="list-style-type: none"> <li>i. Bharucha, Neza MD – Telemedicine, Psychiatry, Integrated Telehealth Partners</li> <li>ii. Bradley, Heidi PMHNP-BC – Telemedicine, ARNP-Psychiatric &amp; Mental Health, Integrated Telehealth Partners</li> <li>iii. Chavis, Tina PMHNP-BC - Telemedicine, ARNP-Psychiatric &amp; Mental Health, Integrated Telehealth Partners</li> <li>iv. Cook, Crystal PMHNP-BC - Telemedicine, ARNP-Psychiatric &amp; Mental</li> </ul> </li> </ul>	<p>Solheim presented the Aruba Central Agreement. Motion was made to approve.</p> <p>Solheim presented the Aruba Clear Pass License Expansion. Motion was made to approve.</p> <p>Solheim presented the Aruba Hardware Support Agreement. Motion was made to approve.</p> <p>The Masteria Agreement was presented. Motion was made to approve.</p> <p>Initial Appointments and reappointments were reviewed as provided in the folder. motion was made to approve.</p>	<ul style="list-style-type: none"> <li>a. <ul style="list-style-type: none"> <li>1<sup>st</sup>: Flory</li> <li>2<sup>nd</sup>: Everhardt</li> </ul> </li> <li>Motion carried</li> <li>b. <ul style="list-style-type: none"> <li>1<sup>st</sup>: Flory</li> <li>2<sup>nd</sup>: Everhardt</li> </ul> </li> <li>Motion carried</li> <li>c. <ul style="list-style-type: none"> <li>1<sup>st</sup>: Flory</li> <li>2<sup>nd</sup>: Henninger</li> </ul> </li> <li>Motion carried</li> <li>d. <ul style="list-style-type: none"> <li>1<sup>st</sup>: Henninger</li> <li>2<sup>nd</sup>: Flory</li> </ul> </li> <li>Motion carried</li> <li>e-f <ul style="list-style-type: none"> <li>1<sup>st</sup>: Henninger</li> <li>2<sup>nd</sup>: Everhardt</li> </ul> </li> <li>Motion carried</li> </ul>

<p>Health, Integrated          Telehealth Partners</p> <p>v. Embrescia, Mary Megan          MD – Telemedicine,          Psychiatry, Integrated          Telehealth Partners</p> <p>vi. Hesler, Janice PMHNP-BC          - Telemedicine, ARNP-          Psychiatric &amp; Mental          Health, Integrated          Telehealth Partners</p> <p>vii. Houston, Courtney          PMHNP-BC -          Telemedicine, ARNP-          Psychiatric &amp; Mental          Health, Integrated          Telehealth Partners</p> <p>viii. James, Joan MD –          Telemedicine, Psychiatry,          Integrated Telehealth          Partners</p> <p>ix. Kane, Tara PMHNP-BC -          Telemedicine, ARNP-          Psychiatric &amp; Mental          Health, Integrated          Telehealth Partners</p> <p>x. Lane, Hiedi PMHNP-BC –          Telemedicine, ARNP-          Psychiatric &amp; Mental          Health, Integrated          Telehealth Partners</p> <p>xi. Paul, Mary PMHNP-BC -          Telemedicine, ARNP-          Psychiatric &amp; Mental          Health, Integrated          Telehealth Partners</p> <p>xii. Selthofner, Susan PMHNP-          BC - Telemedicine, ARNP-          Psychiatric &amp; Mental          Health, Integrated          Telehealth Partners</p> <p>xiii. Singh, Manmohan MD –          Consulting, Cardiology,          UnityPoint</p> <p>xiv. Thornberry, Krista          PMHNP-BC -          Telemedicine, ARNP-          Psychiatric &amp; Mental          Health, Integrated          Telehealth Partners</p>		
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# WAVERLYHEALTH

— C E N T E R —

<ul style="list-style-type: none"> <li>Radiology Consultants of Iowa</li> <li>v. Macke, Michael MD – Consulting, Radiology, Radiology Consultants of Iowa</li> <li>vi. Van Roekel, David MD – Courtesy, Radiology, Radiology Consultants of Iowa</li> <li>vii. Warren, Skye ARNP – Courtesy, ARNP-Family Practice (Cardiology), Cedar Valley Medical Specialists</li> <li>viii. Yeoman, John MD – Telemedicine, Radiology, Real Radiology LLC</li> </ul>		
<p><b>12. Closed Session*</b> 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>Motion was made to move into closed session at 7:39pm. Attendees: Geerts Thalacker Rathe Henninger Hall Flory Everhardt Hilsenbeck Tye</p>	<p>1<sup>st</sup>: Flory 2<sup>nd</sup>: Henninger Motion carried</p>
<p><b>13. Open Session*</b></p>	<p>Motion was made to move into open session at 8:09pm.  No action was taken in closed session.</p>	<p>1<sup>st</sup>: Flory 2<sup>nd</sup>: Henninger Motion carried</p>
<p><b>14. Settlement Instruction for Hobson vs Fabian, et al*</b></p>	<p>Motion was made to not engage in any settlement action on Hobson vs Fabian, et al</p>	<p>1<sup>st</sup>: Everhardt 2<sup>nd</sup>: Flory Motion carried</p>
<p><b>15. Adjourn*</b></p>	<p>Henninger motioned to adjourn at 8:10pm.</p>	<p>Motion carried</p>

Next meeting will be held  
Monday, February 23, 2026  
6:00 p.m.  
CG Conference Room