Members Present: Karen Thalacker, Secretary Gary Burke John Johnston Darold Wolff

Members Excused: Susan Vallem, Chair

Speakers Present: Mike Trachta, CEO Mary Conway, CCS Lisa Bennett, CFO Eric Ritland Karen Buls Dawn Morey, D.O. Heidi Solheim Guests Present: Len Bartel Leah Briggs Sharon Cashman Rhonda DeBuhr Mike Decker Derek Kruempel

Ron Matthias Dan Rigel Zoe Schaefer Elly Steffen Iris Vering Jennie Waller Minutes of the Meeting of the **Board of Trustees** September 26, 2005

7:00 p.m. Carstensen/Gruben Room WAVERLY HEALTH

— CENTER—

Our Mission: Waverly Health Center strives to provide the highest quality, patient-focused health care.

| Item   | <b>Discussion/Notes</b>  | Action  |
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| I. Meeting called to order   | Called to order by Thalacker at 7:02 p.m. Introductions were made.   |   |
| II. Approval of minutes  | Minutes from the 9/19/05 and 7/25/05 meetings were reviewed. A motion was made to approve the 9/19/05 minutes as written.  | 1 <sup>st</sup> – Wolff<br>2 <sup>nd</sup> – Burke<br>Approved    |
|  | A motion was made to approve the 7/25/05 minutes as written.   | 1 <sup>st</sup> – Burke<br>2 <sup>nd</sup> – Johnston<br>Approved |
| III. Featured Department – Pharmacy (Sharon Cashman)   | Sharon Cashman presented information about the functions and goals of both the Center Pharmacy and the Hospital Pharmacy.  |   |
| IV. Rooftop Garden – Architectural Proposals   | Trachta reported that two architectural proposals for the rooftop garden have been reviewed. He recommended selection of InVision Architecture to continue with the planning process. A motion was made to have InVision continue with the planning process, billing for time and materials which will go toward the fixed fee should we decide to proceed with completion of the project. | 1 <sup>st</sup> – Johnston<br>2 <sup>nd</sup> – Wolff<br>Approved |
| <ul> <li>V. Financial and Statistical Report</li> <li>Statement of Operations</li> <li>Balance Sheet</li> <li>Summary of Cash and Investments</li> </ul> | Bennett presented the financial and statistical report for August. Discussion was held regarding the new format of the reports. Bennett will revise the reports to include additional information as requested and present at next month's Finance Committee meeting. There was a motion to approve the financial and statistical reports as written.                                      | 1 <sup>st</sup> – Wolff<br>2 <sup>nd</sup> – Burke<br>Approved    |
| Home Health Report   | The Home Health report was included in the Board packets for review.   | Accepted  |
| VI. Press Ganey Patient Satisfaction Survey<br>Reports   | Solheim presented the Press Ganey patient satisfaction survey reports for the quarter ending 8/31/05. Solheim specifically noted the inpatient report ranking WHC at 99% in the all hospitals and small hospitals categories.  |   |
| VII. Committee Reports  • Performance Improvement  | The Performance Improvement committee minutes and the Environment of Care committee minutes  | Accepted  |

| • Environment of Care                      | were presented as included in the Board packets. Vering announced that the physician satisfaction survey that has historically been distributed through the PI Committee will be conducted through Press Ganey this year. This will allow us to benchmark our physician satisfaction information with other hospitals.   |   |
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| VIII. C.E.O.'s Report  • Bank Resolutions  | Bennett presented resolutions for our three local banks. The resolutions were modified to assure adequate coverage for signers and to add Elly Steffen and Darold Wolff as signatories. A motion was made to adopt the resolutions as presented.   | 1 <sup>st</sup> – Burke<br>2 <sup>nd</sup> – Johnston                   |
| UHS Contract                               | Trachta presented a proposed 3 year contract with UHS to provide biomedical services at a cost of \$453,000. A motion was made to approve the contract as presented.   | Approved  1 <sup>st</sup> – Wolff  2 <sup>nd</sup> – Johnston Approved  |
| Health Stream Contract                     | Trachta presented a proposed 3 year contract with Health Stream to provide online education services at a cost of \$13,137.25. A motion was made to approve the contract as presented.   | 1 <sup>st</sup> – Burke<br>2 <sup>nd</sup> – Wolff<br>Approved          |
| Solicitation and Distribution Policy       | Solheim and Buls presented information about proposed changes to the solicitation and distribution policy and the new non-profit group awareness campaigns policy. Discussion reinforced the strategic plan's encouragement of increasing community involvement through active participation by employees and support through communication of opportunities by the hospital. A motion was made to approve both policies as presented.                                       | 1 <sup>st</sup> – Burke<br>2 <sup>nd</sup> – Wolff                      |
| Organizational Chart                       | Trachta presented a modification to the organizational chart that changes the reporting relationship of the Insurance Coordinator. A motion was made to approve the change as presented.   | Approved  1 <sup>st</sup> – Johnston  2 <sup>nd</sup> – Wolff  Approved |
| MRI and Radiology Construction<br>Analysis | Trachta presented an MRI proposal including construction. This proposal was for an estimated \$1,000,000 MRI machine, construction costs of \$400,000, and staffing needs to operate an MRI full-time on site. All of these items would be financed by a 5 year capital lease. The combination of the above needs would cost WHC approximately \$470,000 per year for the duration of the capital lease. A motion was made to approve the 5 year capital lease as presented. | 1 <sup>st</sup> – Johnston<br>2 <sup>nd</sup> – Burke<br>Approved       |
|  | Trachta presented a proposal to approve InVision as architects for the MRI/CT project and to move forward with construction documents for the MRI/CT renovation project for a fixed fee of \$28,500. A motion was made to hire InVision for the MRI/CT renovation project at a cost not to exceed \$28,500.  | 1 <sup>st</sup> – Wolff<br>2 <sup>nd</sup> – Burke<br>Approved          |
| Capital Requests                           | Trachta presented a capital request from the Surgical Complex for rigid sterilization cases. A motion was made to approve the request at a cost not to exceed \$25,696.37.   | 1 <sup>st</sup> – Johnston<br>2 <sup>nd</sup> – Burke<br>Approved       |

| CAH Annual Report  | Trachta presented the Critical Access Hospital   |   |
|--|--|---|
| CATTAInidal Report   | Annual Report as included with the Board packets.  Wolff drew attention to an error in page placement within the financial section. A motion was made to approve the report with the page placement corrected.   | 1 <sup>st</sup> – Wolff<br>2 <sup>nd</sup> – Burke<br>Approved    |
| IX. Medical Staff Report   | Morey reported briefly on the Executive Committee of the Medical Staff meeting, noting that they are not recommending approval of laser procedure privileges for Dr. Pelfrey due to the fact that we do not currently perform laser procedures here.   |   |
| X. Old Business  | None.  |   |
| XI. New Business   |  |   |
| <ul> <li>Appointments to the Medical Staff:         <ul> <li>Wayde Blumhardt, CRNA</li> <li>Scott Torness, D.P.M.</li> <li>Robert Pelfrey, M.D.</li> </ul> </li> <li>Resignations from the Medical Staff:         <ul> <li>Ahmed Fathala, M.D ER</li> </ul> </li> </ul>                    | Trachta presented the appointment to the Medical Staff, and resignation from Medical Staff as listed at left. The files have been reviewed by the Executive Committee of the Medical Staff. The Executive Committee recommends approval with the exception of privileges for laser procedures as requested by Dr. Pelfrey due to the fact that we do not perform laser procedures at WHC. A motion was made to approve each of the items as recommended and individually considered. | $1^{st}$ – Johnston $2^{nd}$ – Wolff Approved                     |
| <ul> <li>New/Revised Policies:         <ul> <li>Alternate Meal Service</li> <li>Obtaining Blood Products from Lab</li> </ul> </li> <li>Therapeutic Phlebotomy</li> <li>Non-profit Group Awareness         <ul> <li>Campaigns</li> </ul> </li> <li>Solicitation and Distribution</li> </ul> | Trachta presented the new/revised policies, addition to the Board Bylaws, and addition to the Strategic Plan as listed at left, and included in the Board packets. A motion was made to approve the policies as written and individually considered.   | 1 <sup>st</sup> – Burke<br>2 <sup>nd</sup> – Johnston<br>Approved |
| Addition to Board Bylaws (Article VI – Administration, as attached)  | Trachta presented an addition to the Board Bylaws (Article VI – Administration, as attached). A motion was made to approve the addition as written.  | 1 <sup>st</sup> – Wolff<br>2 <sup>nd</sup> – Johnston<br>Approved |
| Addition to Strategic Plan (Goal 1:<br>Strategies, as attached)  | Trachta presented an addition to the Strategic Plan (Goal 1: Strategies, as attached). A motion was made to approve the addition as written.   | 1 <sup>st</sup> – Johnston<br>2 <sup>nd</sup> – Burke<br>Approved |
| Personnel Committee  | Trachta reported that the Personnel Committee met prior to this meeting. The committee reviewed 8 Employee of the Month nomination. Jessica Stotler, a Certified Nurses Aide in the Home Health department was selected as the Employee of the Month for September. Stotler was nominated for providing exceptional care to a patient in the dying process.  |   |
| Executive Committee  | Trachta reported that the Executive Committee was convened via email on September 1, 2005. Minutes from said email meeting were included in the Board packets. A motion was brought forth from the Executive Committee to approve the reappointment of Rachel Foelske, M.D. and Todd Lawrence, M.D. to the Medical Staff as recommended by the Executive Committee of the Medical Staff.   |   |

|              | Trachta reported that the Executive Committee was convened on August 24, 2005. Minutes from said email meeting were included in the Board packets. The following motions were brought forth from the Executive Committee:  **Approval of July financial and statistical report.  **Approval of capital requests.  **Approval of appointment to the Medical Staff, reappointments to the Medical Staff, resignations from the Medical Staff, and changes of Medical Staff status.  **Approval of new/revised policies. |   |
|--------------|---|---|
|              | Trachta reported that the Executive Committee was convened via email on July 26, 2005. Minutes from said email meeting were included in the Board packets. The following motions were brought forth from the Executive Committee:  **Approval of the lease of office space to Dr. Bell.  **Approval of hiring Denman & Company, LLP as our auditors for the fiscal year 2005.  A motion was made to ratify the actions of the Executive Committee as listed above and detailed in the attached minutes.               | 1 <sup>st</sup> – Wolff<br>2 <sup>nd</sup> – Burke<br>Approved    |
| XII. Adjourn | A motion was made adjourn the meeting at 9:14 p.m.  | 1 <sup>st</sup> – Johnston<br>2 <sup>nd</sup> – Burke<br>Approved |

Next meeting will be held October 24, 2005 7:00 p.m. Carstensen/Gruben Room

Karen Thalacker, Secretary Board of Trustees Mike Trachta Chief Executive Officer