

Members Present:
 Susan Vallem, Chair
 Gary Burke
 Roger Johnson
 John Johnston
 Jennifer Seward

Speakers Present:
 Mike Trachta, CEO
 Lisa Bennett, CFO
 Dr. Darnold
 Rhonda DeBuhr, CNO
 Heidi Solheim
 Jerry Tiedt
 Iris Vering

Guests Present:
 Karen Buls
 Diane Kohls
 Traci Magsamen
 Karen Thalacker
 Jennie Waller

Minutes
 of the Meeting of the
Board of Trustees
 January 26, 2009
 7:00 p.m.
Tendrils Rooftop Garden

WAVERLYHEALTH
 — C E N T E R —

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

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Burke at 7:10 p.m.	
II. Presentation of Award to Traci Magsamen	Trachta presented Magsamen with a plaque in appreciation of her service on the Board of Trustees.	
III. Appointment of Replacement Trustee	A motion was made to appoint Jennifer Seward to the Board of Trustees to fill the vacancy left by Magsamen.	1 st – Johnson 2 nd – Johnston Approved
IV. Board Education	Included in Board packets. Burke noted that the publication Trustee Minutes was received by mail and was very informative.	
V. Approval of minutes	Minutes from the 12/15/08 meeting were reviewed. A motion was made to approve the minutes as written.	1 st – Johnston 2 nd – Johnson Approved
VI. Celebrations	Solheim reported that in the HCAHPS comparison between Planetree hospitals, we were rated #1 in four out of the ten categories.	
VII. Financial and Statistical Report	Bennett presented the financial and statistical report for December. A motion was brought forth from Finance Committee to approve the December financial and statistical report as written.	1 st – Johnson 2 nd – Burke Approved
VIII. Committee/Department Reports: <ul style="list-style-type: none"> • Performance Improvement • Home Health/Alternative Care Advisory Board • Environment of Care 	The Home Health/Alternative Care Advisory Board, Performance Improvement, and Environment of Care reports were presented as included in the Board packets.	Accepted
IX. Benchmark Measures – Iris Vering	Vering presented the current WHC Quality Measures Report Card.	
X. Press Ganey Patient Satisfaction Survey Reports – Heidi Solheim	Solheim presented the Press Ganey patient satisfaction survey results for the quarter ending December 31 st .	
XI. Medical Staff Report	Dr. Darnold reported on changes to the Medical Staff Bylaws, Rules & Regulations that will be coming forward for Board approval regarding the qualifications for Medical Staff officers.	
XII. C.E.O.'s Report <ul style="list-style-type: none"> • Economic Development Support Request 	Trachta presented a request for financial support from the City of Waverly's Economic Development department. Discussion was held regarding the amount of past contributions and the importance of Economic Development and the Waverly Area Development Group (WADG). A motion was made to approve \$5,000 in financial support to the City of Waverly for Economic Development and \$5,000 in	1 st – Burke 2 nd – Johnston Approved

<ul style="list-style-type: none"> • Legal Agreement 	<p>financial support to WADG.</p> <p>Trachta presented a request to continue our partnership agreement for legal services with Gallagher, Langlas & Gallagher, P.C. Thalacker excused herself from the meeting during the discussion. Trachta discussed the value of the services provided throughout the year. A motion was made to approve continuing the partnership agreement for legal services with Gallagher, Langlas & Gallagher, P.C. at a cost of \$27,500 for the 2009 calendar year.</p>	<p>1st – Johnson 2nd – Burke Approved</p>
<p>XIII. Annual Business</p> <ul style="list-style-type: none"> • Nursing Annual Report • Review of Board Bylaws • Review of Medical Staff Bylaws • Contracted Services Review • Confidentiality Statement • Duality & Conflict of Interest • Authority of Health Center Environment of Care • Election of Officers • Committee Appointments 	<p>Trachta presented the Nursing Annual Report as included in the Board packets. A motion was made to approve the report as presented.</p> <p>Trachta presented proposed revisions to the Board Bylaws as included in the Board packets. A motion was made to approve the changes as presented.</p> <p>Trachta presented the Medical Staff Bylaws for review. Necessary changes to the Bylaws have been approved individually by the Board of Trustees throughout the year. A motion was made to approve the review of the Medical Staff Bylaws.</p> <p>Trachta presented the list of sources of patient care provided from outside of the health center as included in the Board packets. The sources are currently being reviewed by the Medical Staff and resolutions will be presented at the February meeting.</p> <p>Trachta presented the annual Confidentiality statement. Board members reviewed and signed the statement.</p> <p>Trachta presented the annual Duality and Conflict of Interest statement. Board members reviewed and signed the statement. It was noted that Roger Johnson’s statement from 2006 shall remain in effect.</p> <p>Trachta presented the statement regarding the authority of health center Environment of Care. A motion was made to approve the statement as presented.</p> <p>Susan Vallem was nominated for the position of Chair of the Board of Trustees and Gary Burke was nominated for the position of Secretary of the Board of Trustees. Vallem and Burke both accepted appointment to the positions as listed. A motion was made to approve the appointment of Vallem to the position of Chair and Burke to the position of Secretary of the Board of Trustees.</p> <p>Trachta presented the current committee appointments, noting the vacancies left by Magsamen. Seward was appointed to fill the openings as Chair of the Personnel Committee,</p>	<p>1st – Burke 2nd – Johnston Approved</p> <p>1st – Johnston 2nd – Johnson Approved</p> <p>1st – Johnson 2nd – Seward Approved</p> <p>1st – Burke 2nd – Johnston Approved</p> <p>1st – Johnston 2nd – Johnson Approved</p>

	Alternate for Finance Committee, and Board Representative for the Quality Steering Team.	
XIV. IT Update	Tiedt presented the IT update, noting that the GoLive Project is currently on schedule and within original scope. Due to the hard work of the staff and the support of the Board we will be ready to GoLive on Superbowl Sunday as planned!	
XV. Old Business <ul style="list-style-type: none"> Charity Care Update 	Bennett presented information regarding what other hospitals take into consideration when reviewing charity care applications. In her research she found that most hospitals look at tax return based income, or a combination of tax return based income and liquid assets. She noted that many specify that they do not require applicants to sell fixed assets. Discussion was held regarding the impact that the recession is having on the amount of charity care applications we are receiving, and other options that might be available for financial support of charity care. Bennett will continue to review charity care practices to determine if economic conditions are impacting changes in practice. She will report back to the Board at the July meeting.	
XVI. New Business <ul style="list-style-type: none"> Provisional Appointments to Medical Staff: <ul style="list-style-type: none"> Wissam Ahmad Jaber, M.D. – Consulting, Cardiology Provisional to Regular Appointment on Medical Staff: <ul style="list-style-type: none"> Tarik Ramahi, M.D. – Consulting, Cardiology Continuation of Provisional Status: <ul style="list-style-type: none"> Rajeev Anugu, M.D. – Consulting, Radiology Deniz Bastug, M.D. – Consulting, Plastic Surgery Shelley Hogue, DPM – Courtesy, Podiatry Elvia Vellejo, M.D. – Consulting, OB/Gyn David Visokey, M.D. – Consulting, Internal Medicine Consulting-Ancillary to Active-Ancillary Status: <ul style="list-style-type: none"> Sarah DeVore, ARNP – Family Practice, Walk-In Clinic Updated/Revised Privileges: <ul style="list-style-type: none"> Shannon Hull, PA-C, Courtesy-Ancillary, Family Practice Udaya Shreesha, M.D. – Consulting, Pulmonology David Wanner, DPM – Courtesy, Podiatry Sarah DeVore, ARNP – Active-Ancillary, Family Practice, Walk-In 	<p>Trachta presented the:</p> <ul style="list-style-type: none"> **provisional appointment to Medical Staff **provisional to regular appointment on Medical Staff **continuation of provisional status **status change from consulting-ancillary to active-ancillary status **updated/revised privileges **resignations from Medical Staff <p>All items are individually listed at left. The files have been reviewed by the Executive Committee of the Medical Staff. The Executive Committee recommends approval. A motion was made to approve all items as individually considered and recommended by the Executive Committee of the Medical Staff.</p>	<p>1st – Johnston 2nd – Burke Approved</p>

<ul style="list-style-type: none"> <ul style="list-style-type: none"> ▪ Clinic ▪ Christopher Considine, DPM – Courtesy, Podiatry • Resignation from Medical Staff: <ul style="list-style-type: none"> ▪ Jason McCoy, PA-C, Consulting-Ancillary, Orthopedics ▪ Navaid Asad, M.D. – Consulting, Cardiology ▪ Mary Jones, RN – Allied ▪ Sudhir Sehgal, M.D. – Consulting, Pulmonary Diseases • New/Revised Policies: <ul style="list-style-type: none"> ▪ Crisis Communications Plan/ Emergency Management, Marketing & Communications ▪ On Call Physician Response Time/ Medical Staff • Finance Committee <ul style="list-style-type: none"> ▪ Capital Request – HL7 Interface Engine ▪ Charity Care Application ▪ Board Designated Savings Withdrawal • Executive Committee <ul style="list-style-type: none"> ▪ 1/6/09 – Capital Purchase of ENT Drill ▪ 1/9/09 – Addition to Capital Purchase Amount for Carpeting in Green Entrance 	<p>Trachta presented the new/revised policy statements as listed at left, and 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 and individually considered.</p> <p>Trachta reported that the Finance Committee met on 1/23/09. Minutes from said meeting were included in the Board packets. Trachta presented the capital request for an HL7 Interface Engine. A motion was brought forth from the Finance Committee to approve the request for an HL7 Interface Engine at a cost not to exceed \$66,595.</p> <p>Bennett presented an application for charity care in the amount of \$13,607. The application qualifies for 100% write-off under our charity care policy. A motion was made to approve the application as presented for 100% write-off.</p> <p>Bennett reported that a withdrawal of \$200,000 was made from Board Designated Savings to cover operating expenses. This money will be returned to Board Designated Savings tomorrow.</p> <p>Trachta presented the minutes of the 1/6/09 Executive Committee meeting as included in the Board packets. The Executive Committee acted to approve the capital purchase of an ENT drill.</p> <p>Trachta presented the minutes of the 1/9/09 Executive Committee meeting as included in the Board packets. The Executive Committee acted to approve an addition to the capital purchase amount for the carpeting in the Green Entrance.</p> <p>A motion was made to ratify the actions of the Executive Committee as presented.</p>	<p>1st – Johnson 2nd – Johnston Approved</p> <p>1st – Burke 2nd – Johnson Approved</p> <p>1st – Johnson 2nd – Seward Approved</p>
<p>XVII. Closed Session</p> <ul style="list-style-type: none"> ▪ Competitive Information (Section 388.9) ▪ Personnel Evaluation 	<p>A motion was made to move into closed session at 8:28 p.m. for the following identified purposes: **Competitive Information (Section 388.9) **Personnel Evaluation</p>	<p>1st – Burke 2nd – Johnson Approved</p>
<p>XVIII. Open Session</p>	<p>A motion was made to move back into open session at 9:53 p.m.</p>	<p>1st – Johnson 2nd – Seward Approved</p>

	<p>A motion was made to work collaboratively with the local clinics to recruit 4 primary care physicians to Waverly as soon as possible.</p> <p>A motion was made to approve a financial performance improvement plan, including closure of the Health Promotion Center.</p>	<p>1st – Burke 2nd – Johnston Approved</p> <p>1st – Johnson 2nd – Seward</p>
XIX. Adjourn	A motion was made to adjourn the meeting at 9:57 p.m.	<p>1st – Burke 2nd – Johnston Approved</p>

Next meeting will be held
February 23, 2009
Tendrils Rooftop Garden
7:00 p.m.