Members Present: Gary Burke, Acting Chair Roger Johnson John Johnston Jennifer Seward, Acting Secretary

Members Excused: Susan Vallem, Chair Guests Present: Karen Buls Garen Carpenter Rhonda DeBuhr Heidi Solheim Karen Thalacker Iris Vering Jennie Waller

Minutes
of the Meeting of the
Board of Trustees

May 26, 2009 7:00 p.m. **Our Mission:** Waverly Health Center will provide the highest quality, patient-focused health care.

WaverlyHealth

- C E N T E R

Carstensen/Gruben Room

Speakers Present: Mike Trachta, CEO Lisa Bennett, CFO Dr. Darnold

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Burke at 7:00 p.m.	
II. Approval of minutes	Minutes from the 4/27/09 meeting were reviewed. A motion was made to approve the minutes as written.	1 <sup>st</sup> – Seward 2 <sup>nd</sup> – Johnston Approved
III. Celebrations	Buls announced that she has achieved national certification in senior level human resources. Great job!	
	Trachta introduced Garen Carpenter. Carpenter is a masters student in Health Administration at the University of Iowa and will be completing an internship at WHC this summer.	
IV. Financial and Statistical Report	Bennett presented the financial and statistical report for April. A motion was brought forth from Finance Committee to approve the March financial and statistical report as written.	1 <sup>st</sup> – Johnson 2 <sup>nd</sup> – Burke Approved
<ul> <li>V. Committee/Department Reports:</li> <li>Home Health Advisory Board</li> <li>Environment of Care</li> <li>Performance Improvement</li> </ul>	The Home Health Advisory Board, Environment of Care and Performance Improvement reports were presented as included in the Board packets.	Accepted
VI. C.E.O.'s Report	Trachta presented an update on physician recruiting, noting that Dr. Lister, Orthopedic Surgeon, starts on June 1 <sup>st</sup> and Dr. Lau, OB-Gyn, is scheduled to start on August 15 <sup>th</sup> .	
	He reported that additional money has been raised toward the construction of the Christophel Clinic. A proposal to engage architectural services for development of plans will be brought to a future Board meeting.	
	Trachta reported that a Family Practice physician visited our campus on May 13 <sup>th</sup> . This physician is very interested in working in Waverly. Rohlf Memorial Clinic is not in the position to hire her due to the fact that they have 2 physicians scheduled to start next year. Discussion was held on whether family practice needs are currently being met in the community. Trachta will research the physician's background and qualifications.	
	Johnson requested an update on the dialysis center being constructed across the street. Trachta reported that the original agreement was signed with Cedar	

	Valley Medical Specialists, but afterwards they sold their interest to DaVita, a private provider. Trachta believes that the facility will open in late July.	
VII. Medical Staff	Dr. Darnold reported that the full Medical Staff did not meet this month. The Executive Committee met and reviewed the credentialing items listed below. The Executive Committee has also been working on revising the Medical Staff Bylaws. The proposed new bylaws will go to the full Medical Staff for the 1st reading in June.	
VIII. Old Business		
<ul> <li>IX. New Business</li> <li>Provisional Appointment to Medical Staff:         <ul> <li>Bradley Lister, M.D. – Active, Orthopaedic Surgery, WHC</li> </ul> </li> <li>Reappointment to Medical Staff:         <ul> <li>Adam Brooks, M.D. – Active, Family Practice, Covenant</li> </ul> </li> <li>Continuation of Provisional Status on Medical Staff:         <ul> <li>Crystal Shrader, ARNP – Consulting/Ancillary, CVMS</li> </ul> </li> <li>Updated/Revised Privileges:         <ul> <li>Victor Lawrinenko, M.D. – Consulting, Gastroenterology, Covenant</li> <li>Ravindra Mallavarapu, M.D. –</li> </ul> </li> </ul>	Trachta presented the following credentialing items:  **provisional appointment to Medical Staff  **reappointment to Medical Staff  **continuation of provisional status on Medical Staff  **updated/revised privileges  **resignation from Medical Staff  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 credentialing items as individually considered and recommended by the Executive Committee of the Medical Staff.	1 <sup>st</sup> – Johnson 2 <sup>nd</sup> – Seward Approved
Consulting, Gastroenterology, CVMS  Resignation from Medical Staff:  Kenneth McMains, M.D. – Consulting, Occupational Health, Allen		
<ul> <li>New/Revised Policies:</li> <li>Confidentiality of Employee Records/ Human Resources</li> <li>Disaster Privileges and Responsibilities/Environment of Care</li> <li>Heparin Nomogram and Low Molecular Weight Heparin/Patient Care</li> <li>Bilirubin Transcutaneous Care/Lab &amp; Birthing Center</li> <li>Respiratory Therapy Competency Assessment Plan/Respiratory Therapy</li> </ul>	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.	1 <sup>st</sup> – Johnston 2 <sup>nd</sup> – Johnson Approved
• Finance Committee	Trachta reported that the Finance Committee met on 5/22/09. Minutes from said meeting were distributed by email. Trachta noted that a transfer of \$200,000 was made from Board Designated Funds on 5/11/09.	
■ Bank Resolution	Bennett presented a corporate resolution naming authorized signers (Medical Staff Officers - Dr. Warne, Dr. Dahlquist and Dr. Bell) for the Medical Staff bank account. A motion was made to adopt the	1 <sup>st</sup> – Seward

	resolution as presented.	2 <sup>nd</sup> – Johnston
	resolution as presented.	Approved
■ FY10 Budgets	Bennett presented the FY10 operating and capital budgets. The budgets were developed with the following assumptions:  **a 7% gross charge increase  **a 0% average salary increase (0.23% actual)  **a 3% minimum total margin (2.85 actual)	Approved
	A motion was made to approve the operating budget as presented and included in the Board packets.	1 <sup>st</sup> – Johnson 2 <sup>nd</sup> – Johnston Approved
	A motion was made to approve the capital budget as presented and included in the Board packets.  Burke appointed Seward as acting Secretary.	1 <sup>st</sup> – Johnston 2 <sup>nd</sup> – Johnson Approved
X. Closed Session Competitive Information (Section 388.9) Legal Information	A motion was made to move into closed session at 7:46 p.m. for the following identified purposes: **Competitive Information (Section 388.9) **Legal Information	1 <sup>st</sup> – Johnston 2 <sup>nd</sup> – Seward Approved
XI. Open Session	A motion was made to move back into open session at 8:34 p.m.	1 <sup>st</sup> – Seward 2 <sup>nd</sup> – Johnston Approved
XII. Adjourn	A motion was made to adjourn the meeting at 8:35 p.m.	1 <sup>st</sup> – Johnston 2 <sup>nd</sup> – Seward Approved

Next meeting will be held

June 22, 2009

Tendrils Rooftop Garden
7:00 p.m.