Members Present: Susan Vallem, Chair Roger Johnson John Johnston Jill Kwikkel Jennifer Seward Guests Present: Diane Kohls Karen Thalacker Jerry Tiedt Iris Vering Jennie Waller

Minutes of the Meeting of the **Board of Trustees** 

March 28, 2011 7:00 p.m.

Tendrils Rooftop Garden

WAVERLY HEALTH
—— C E N T E R ——

*Our Mission:* Waverly Health Center will provide high quality, patient-centered health care.

Speakers Present:
Mike Trachta, CEO
Lisa Bennett
Beth Havlovic
Dr. Dahlquist
Laurie Everhardt

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Vallem at 7:06 p.m.	
II. Approval of minutes	Minutes from the 2/22/11 meeting were reviewed. A motion was made to approve the minutes as written.	1st - Johnson 2nd - Seward Unanimously Approved
III. Celebrations		
IV. Board Education	As included in Board packets:  BoardRoom Press – February 2011 BoardRoom Press – April 2011 Leadership in the ACO Age – Creating, Governing, and Administering a Value-Based System of Care	
<ul><li>V. Featured Department:</li><li>Accounting (Beth Havlovic)</li></ul>	Beth Havlovic presented information about the functions and goals of the Accounting department.	
VI. Financial and Statistical Report	Bennett presented the financial and statistical report for February. A motion was brought forth from the Finance Committee to approve the financial and statistical report as presented.	1st - Johnson 2nd - Kwikkel Unanimously Approved
<ul><li>VII. Committee/Department Reports:</li><li>Environment of Care</li></ul>	The Environment of Care report was presented as included in the Board packets.	Accepted
VIII. Medical Staff Report	Dr. Dahlquist reported that the Executive Committee of the Medical Staff met on 3/21/11 and considered privileging items as listed under new business. He noted that he recently attended a Medical Executive Committee seminar and learned very useful information.	
<ul> <li>IX. C.E.O.'s Report</li> <li>Auxiliary Bylaw Revisions</li> <li>Meaningful Use</li> </ul>	Laurie Everhardt presented revisions to the Auxiliary Bylaws as included in the Board packets. She noted changes regarding membership and dues. A motion was made to approve the revised Auxiliary Bylaws as presented.  Bennett presented information about Meaningful Use. She distributed a tentative project budget and discussed our proposed timeline for the project. Bennett noted that there is still work to be done on the budget before it comes to the Board for approval, however three items do need to be approved now to remain on our timeline. Those items are:  • A contract with McKesson to upgrade Horizon Patient Folder (HPF) at a cost not to exceed \$61,703  • Paragon – Audit Server at a cost not to	1st - Johnston 2nd - Kwikkel Unanimously Approved

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	exceed \$6,125  • HLI/LEAP at a cost not to exceed \$7,225  A motion was made to approve the project items as listed above.	1st - Kwikkel 2nd - Seward Unanimously
Bank Resolutions	Bennett reported that current bank resolutions will need to be revised to remove Mike Trachta effective April 1 <sup>st</sup> . A motion was made to approve removing Trachta from the current bank resolutions effective April 1 <sup>st</sup> . Bennett will follow up with the Foundation Board to assure that they also revise their bank resolutions.	Approved  1st - Johnson 2nd - Seward Unanimously Approved
Shell Rock Clinic	Trachta reported that an investor group has been identified for the Shell Rock Clinic. A public hearing regarding the airspace lease will be held at the April Board meeting. A rental agreement will also be presented at that meeting. Trachta noted that an architect will need to be engaged within the next few weeks to begin developing more detailed plans for the clinic.	
Community Donation Request	Trachta presented a request for a donation toward a community project in Shell Rock. Discussion was held regarding the project. Roger Johnson will follow-up to gather more information.	
X. Old Business  • Helipad	Bennett reported that the cost of the Helipad project was not reflected in the Board minutes when it was approved. The costs that were approved at that time are:  • Construction - \$368,400 • Helipad - \$350,000 • Soft Costs (architectural & engineering) - \$91,280 • Contingency - \$24,070 Total \$833,750  Bennett noted that we did not set a "not to exceed" for soft costs when the project was approved. Due to the need to make changes to the plans and put the project out for bid again, the soft costs increased. We have negotiated with InVision to set a "not to exceed" on soft costs of \$98,280, bringing the total project budget to \$840,750. A motion was made to approve the revised project budget.	1st - Johnston 2nd - Johnson Unanimously
Employed Provider Contracts	Trachta reported that all provider contracts (with the exception of one that is expected tomorrow) have been signed.	Approved
CEO Search	Vallem reported that Witt-Kieffer is getting stronger candidates for the CEO position and plans to begin narrowing the search field.	
Nuclear Medicine	Bennett reported that we have received two proposals for nuclear medicine. The first proposal is "turn-key" – the company provides the staff, equipment, policies and procedures and we pay a fee for the services. The second proposal is to lease the equipment. Bennett noted that both options would involve remodeling and IT needs. She reported that we are currently getting quotes for these needs to see	

	if we want to pursue with the project.	
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<ul> <li>I. New Business</li> <li>Request for Privileges on Medical Staff:</li> <li>Felix Gonzales, M.D. – Iowa ENT Sinus and Surgery Center, PC</li> <li>Provisional Appointments to Medical Staff:</li> <li>Charles Henry, M.D. – Consulting, Radiology, Vrad</li> <li>Nirmit Goel, M.D. – Consulting, Radiology, Vrad</li> </ul>	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.	1st - Johnston 2nd - Kwikkel Unanimously Approved
<ul> <li>Cristina Cavazos, M.D. – Consulting, Radiology, Vrad</li> <li>Koreen Potts, M.D. – Consulting, Radiology, Vrad</li> </ul>		
<ul> <li>Reappointments to Medical Staff:</li> <li>Bethany Stevens, ARNP – Active, Family Medicine, WHC</li> <li>Randy Wirtz, ARNP – Active, Family Medicine, WHC</li> <li>Terrie Thurm, ARNP – Active, OB/Gyn, WHC</li> </ul>		
<ul> <li>Change of Status from Provisional to Regular on Medical Staff:</li> <li>Jeffrey Clark, D.O. – Courtesy, Orthopedics, CVMS</li> <li>Brenda Cooper, ARNP – Courtesy, Orthopedics, CVMS</li> <li>Nicole Jedlicka, DPM – Courtesy, Podiatry Resident, Family Foot Healthcare</li> <li>Lori Lee, D.O. – Consulting, General Surgery, Locums</li> <li>Samuel Thibodeaux, CRNA – Courtesy, Anesthesia, UIHC</li> </ul>		
<ul> <li>Resignations from Medical Staff:</li> <li>Roger Skierka, M.D. – Active, Family Medicine, WHC</li> <li>Darron Cutler, D.O. – Courtesy, Family Medicine, Family Medicine of Cedar Valley</li> </ul>		
<ul> <li>New/Revised Policies:</li> <li>Section 504 Grievance</li> <li>Section 504 Notice of Program Accessibility</li> </ul>	The new policies 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 listed at left.	1st - Johnson 2nd - Seward Unanimously Approved
Finance Committee	Bennett reported that the Finance Committee met on 3/18/11. Minutes from said meeting were included in the Board packets.	Турготей
<ul> <li>Capital Requests</li> </ul>	Bennett presented the following capital request:  • Blood Gas Analyzer at a cost not to exceed \$13,614  A motion was brought forth from the Finance	1st - Johnson

■ Budget	Committee to approve the capital requests for a blood gas analyzer as presented.  Bennett requested feedback from the Board regarding the assumptions on which the FY2012 budget will be created. The Board agreed to use the following assumptions:  **a 5% average charge increase  **a 3% total margin (excluding donations and foundation transfers)	2nd - Kwikkel Unanimously Approved
Nursing Annual Report	The Nursing Annual Report was distributed for review.	Accepted
XII. Closed Session	A motion was made to move into closed session at	1st - Johnston
Iowa Code Chapter 388.9	8:49 p.m. for the purpose identified at left.	2nd - Kwikkel Unanimously Approved
XIII. Open Session	A motion was made to move back into open session at 9:07 p.m.	1st - Johnston 2nd - Johnson Unanimously Approved
XIV. Adjourn	A motion was made to adjourn the meeting at 9:08 p.m.	1st - Johnston 2nd - Seward Unanimously Approved

Next meeting will be held
April 25, 2011
Tendrils Rooftop Garden