<u>Members Present:</u> Susan Vallem, Chair Roger Johnson, Secretary John Johnston Jill Kwikkel

<u>Speakers Present</u>: Kyle Richards, CEO Danae Tjeerdsma Lisa Bennett Members Excused: Jennifer Seward

Guests Present: Rhonda DeBuhr Lisa Forsyth Diane Kohls Heidi Solheim Karen Thalacker Angie Tye Iris Vering Jennie Waller Minutes of the Meeting of the **Board of Trustees** January 23, 2012 7:00 p.m. **Tendrils Rooftop Garden**



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

Item	Discussion/Notes	Action
I. Meeting called to order	Called to order by Vallem at 7:05 p.m.	
II. Board Education	N/A	
III. Approval of minutes (b)	Minutes from the 12/19/11 meeting were reviewed. A motion was made to approve the minutes as written.	1st - Kwikkel 2nd - Johnson Unanimously Approved
 IV. Celebrations Introduction of Terry Hinrichs, Foundation Director 	Richards introduced Terry Hinrichs, the new Foundation Director.	
	Bennett was selected as one of the top 10 CFO's in the Cedar Valley.	
V. Featured Department – Emergency Department, Danae Tjeerdsma	Danae Tjeerdsma presented information about the functions and goals of the Emergency Department.	
VI. Financial and Statistical Report (c)	Bennett presented the financial and statistical report for December. A motion was made to approve the financial and statistical report as presented. Bennett noted that the final cost report has been received. The Medicare payback will be less than what we had anticipated. She will have final numbers for the Medicare and Medicaid paybacks to present next month.	1st - Kwikkel 2nd - Johnston Unanimously Approved
VII. Committee/Department Reports:Environment of Care (d)	The Environment of Care Committee report was presented as included in the Board packets.	Accepted
 VIII. C.E.O.'s Report Economic Development Support Request (e) Chamber of Commerce Membership (f) 	 Richards presented the following for consideration: City of Waverly's Economic Development department – request for financial support Waverly Chamber of Commerce - membership Discussion was held regarding the importance of Economic Development and the benefits of the Chamber of Commerce membership. A motion was made to approve \$5,000 in financial support to the City of Waverly for Economic Development. 	1st - Johnston 2nd - Johnson Unanimously Approved
	A motion was made to approve \$10,000 in membership support to the Waverly Chamber of Commerce.	1st - Johnson 2nd - Kwikkel Unanimously Approved
• Organizational Chart Review (g)	Richards presented the organizational chart for review. There were no changes to reporting	

• Waverly Police Department Defibrillator Request	relationships. A motion was made to approve the organizational chart as presented. Richards reported that we have received a request from the Waverly Police Department to purchase a defibrillator for them that would be compatible with the ones the ambulances use. The Board requested that Richards gather more information about the request.	1st - Johnson 2nd - Johnston Unanimously Approved
IX. Annual Business		
• Review of Board Bylaws (h)	Proposed revisions to the Board Bylaws were reviewed as included in the Board packets. A motion was made to approve the revised Board Bylaws as written.	1st - Kwikkel 2nd - Johnston Unanimously Approved
• Review of Medical Staff Bylaws (i)	Richards presented the Medical Staff Bylaws for review. No changes have been made since the last	
	annual review. A motion was made to approve the Medical Staff Bylaws as written.	1st - Kwikkel 2nd - Johnson Unanimously
• Contracted Services Review (j)	Richards presented the list of sources of patient care provided from outside of the health center as	Approved
	included in the Board packets. The sources were reviewed by the Medical Staff and approved by the Executive Committee of the Medical Staff. A motion was made to approve the resolutions as presented.	1st - Johnson 2nd - Johnston Unanimously Approved
• Resolution Naming Depositories (k)	Richards presented a resolution naming depositories for health center funds. A motion was made to approve the resolution as presented.	1st - Johnston 2nd - Johnson Unanimously
• Confidentiality Statement (1)	Richards presented the annual Confidentiality statement. Board members reviewed and signed the statement.	Approved
• Duality & Conflict of Interest (m)	Richards presented the annual Duality and Conflict of Interest statement. Board members reviewed and signed the statement. Roger Johnson noted potential conflict of interest involving his wife's employment with Taylor Physical Therapy.	
• Authority of Health Center Environment of Care (n)	Richards presented the statement regarding the authority of health center Environment of Care. A motion was made to approve the statement as presented.	1st - Johnston 2nd - Kwikkel Unanimously
Election of Officers	Vallem was nominated for the position of Chair of the Board of Trustees and Johnson was nominated for the position of Secretary of the Board of Trustees. Vallem and Johnson both accepted appointment to the positions as listed. A motion was made to approve the appointment of Vallem to the position of Chair and Johnson to the position of Secretary of the Board of Trustees.	Approved 1st - Johnston 2nd - Kwikkel Unanimously Approved
• Committee Assignments (o)	Richards presented the current committee appointments. Appointments will continue as presented. Richards will review the committee structure for effectiveness as we move forward.	

X. Old Business		
General Surgery Update	Richards reported that Dr. Matt Deppe will start in February. He noted that we have informed Allen and Covenant of the potential need to transfer surgical cases during the interim period when Dr. Bossard is not on call.	
Shell Rock Clinic Update	Richards reported that the open house was well attended and the clinic is up and running.	
XI. New BusinessRequest for Privileges:	Privileging items were presented as individually	
 L. Matthew Deppe, M.D. – Active, General Surgery, WHC Provisional Appointments to Medical Staff: Jason Stanford, D.O. – Courtesy, Orthopedics, Covenant 	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
 Provisional to Regular Appointment on Medical Staff: Michael Nguyen, M.D. – Active, Emergency Medicine, WHC Matt Sowle, PA – Courtesy, Family Practice, Covenant Kerrie VanEe, PA-C – Active, Orthopedics/Family Practice, WHC 		
 Reappointments to Medical Staff: Amy Bodensteiner, PA-C – Active, Family Practice, WHC 		
 New/Revised Policies: Public Records Requests (q) Daily Review of Laboratory Testing to Detect Resulting Discrepancies (r) Health Center/Laboratory Information System (s) Advance Directive (Clinic) (t) 	The new and revised policies listed at left 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 written.	1st - Johnson 2nd - Johnston Unanimously Approved
 Retired Policies: PC-P&P-1076 Administration of Allergy Injections PI-P&P-1105 Service Recovery EC-P&P-1089 Hazardous Materials 	The policies listed at left are being retired. A motion was made to approve retiring the policies as listed.	1st - Johnston 2nd - Kwikkel Unanimously Approved
 Finance Committee (u) Capital Requests Charity Care 	Bennett reported that the Finance Committee met on $1/19/12$. Minutes from said meeting were included in the Board packets. There were no capital requests or charity care applications.	
 XII. Closed Session Iowa Code Chapter 21.5.1(1) – Closed Session to Discuss Personnel Evaluation 	A motion was made at 7:52 p.m. to move into closed session to discuss personnel evaluation pursuant to Iowa Code Chapter 21.5.1(1) to discuss personnel evaluation.	1st - Kwikkel 2nd - Johnson Unanimously Approved
XIII. Open Session	A motion was made to return to open session at 8:16 p.m. No action was taken.	1st - Johnson 2nd - Johnston Unanimously Approved

XIV. Adjourn	A motion was made to adjourn the meeting at 8:17	1st - Johnston		
	p.m.	2nd - Kwikkel		
		Unanimously		
		Approved		
Next meeting will be held				
	February 27, 2012 – 7:00 p.m.			

Tendrils Rooftop Garden