Members Present: Susan Vallem, Chair Gloria Campbell Roger Johnson, Secretary John Johnston Barb Lutz

Speakers Present: Jim Atty, CEO Lisa Bennett Angie Tye Diane Kohls Lisa Forsyth Jerry Tiedt Guests Present: Joanne Nathem Karen Thalacker Missy Timmerman Iris Vering Jennie Waller

Minutes of the Meeting of the **Board of Trustees** October 27, 2014

7:30 p.m. Tendrils Rooftop Garden WAVERLY HEALTH
— CENTER—

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

Item	Discussion/Notes	Action
Strengths Finder Educational Session with Medical Staff – Dr. Bill Withers		
I. Meeting called to order (7:30 p.m.)	Called to order by Vallem at 8:03 p.m.	
II. Approval of minutes (b1 & b2)	Minutes from the 9/22/14 and 10/21/14 meetings were reviewed. A motion was made to approve both sets of minutes as written.	1st - Johnson 2nd - Campbell Unanimously Approved
III. Celebrations	Thalacker introduced Missy Timmerman, a new attorney with the Gallagher, Langlas & Gallagher firm.	
IV. Featured Department – Human Resources (Angie Tye)	Tye presented information about the functions and goals of the Human Resources department.	
V. Financial and Statistical Report (c1 – c3)	Bennett presented the financial and statistical report for September. A motion was brought forward from the Finance Committee to approve the financial and statistical report as presented.	1st – Lutz 2nd - Johnson Unanimously Approved
VI. Committee/Department Reports: • Environment of Care (d)	The Environment of Care Committee report was presented as included in the Board packets.	Accepted
VII. Medical Staff Report	No report.	
VIII. C.E.O.'s Report  • Organizational Chart (e)	Atty presented revisions to the organizational chart which included:  • Addition of Clinic Manager for Surgical Clinic Operation.  • Change of reporting relationship for credentialing/privileging.  A motion was made to approve the organizational chart as presented.	1st - Campbell 2nd - Johnston Unanimously Approved
IX. Old Business	None.	
X. New Business  • Critical Access Hospital Annual Evaluation  (f)	Atty presented the Critical Access Hospital Annual Report. A motion was made to approve the report as presented.	1st - Johnston 2nd - Lutz Unanimously
<ul> <li>Rural Health Clinic Annual Program Evaluations:</li> <li>Christophel Clinic (g)</li> <li>Nashua Clinic (h)</li> <li>Shell Rock Clinic (i)</li> <li>Women's Clinic (j)</li> </ul>	Kohls presented the Rural Health Clinic (RHC) program evaluations for Christophel, Nashua, Shell Rock, Walk-In and Women's Clinics. A motion was made to approve the program evaluations as presented.	Approved  1st – Campbell 2nd - Johnson Unanimously Approved

_	T	T
WIPFLI Agreement (k)	Bennett presented a three year agreement with WIPFLI for cost report preparation. A motion was made to approve the agreement as presented.	1st - Lutz 2nd - Johnson Unanimously
Biomedical Agreement	Bennett presented a three year agreement for biomedical services with UHS. Discussion was held regarding the proposals received and the services	Approved
	provided under the agreement. A motion was made to approve the agreement with UHS as presented at an annual cost of \$623,865.	1st - Johnson 2nd - Lutz Unanimously Approved
<ul> <li>Request for Privileges:</li> <li>Teresa Isaacson, ARNP – Active, Family Practice, WHC</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	
<ul> <li>Marcy McIntosh, MD – Consulting, Radiology, RCI</li> </ul>	Executive Committee recommends approval. A motion was made to approve all privileging items as individually considered and recommended by the	1st - Johnston 2nd - Lutz Unanimously
<ul> <li>Provisional Appointment to Medical Staff:</li> <li>Amber Weber, ARNP – Active, Family Practice, WHC</li> </ul>	Executive Committee of the Medical Staff.	Approved
<ul> <li>Privilege Updates:</li> <li>LaDawna Myrmo, CNM – Addition of approved VBAC candidates; requires comanagement with supervising physician</li> <li>David Jensen, MD – Addition of sentinel node injection</li> </ul>		
New/Revised Policies & Procedures: None	There were no new or revised policies.	
• Finance Committee (1)	Bennett reported that the Finance Committee met on 10/23/14. Minutes from this meeting and the 9/22/14 meeting were included in the Board packet.	
<ul> <li>Capital Request – Portable Fetal Monitor – Philips Avalon FM30 (11)</li> </ul>	Bennett presented a capital request for a portable fetal monitor – Philips Avalon FM30 at a cost not to exceed \$13,991.	
<ul> <li>Capital Request –Philips Xcelera Upgrade</li> <li>(12)</li> </ul>	Bennett presented a capital request for Philips Xcelera R4 upgrades and extensions at a cost not to exceed \$48,012.38.	
<ul> <li>Capital Request – Stryker Camera &amp; Light Cord (13)</li> </ul>	Bennett presented a capital request for a Stryker camera and light cord at a cost not to exceed \$12,052.26.	
	A motion was brought forth from Finance Committee to approve the budgeted capital requests as presented.	1st - Johnson 2nd - Lutz Unanimously Approved
■ Charity Care	There were no applications for charity care.	••
Planetree Update	Forsyth reported that we had 5participants attend the Planetree Annual Conference earlier this month.	
iPad Replacement	Tiedt presented options for iPad replacement for Board members. Consensus of the Board was to select the iPad Air utilizing wifi.	
XI. Closed Session Iowa Code Chapter 21.5.1(l) - Closed session to discuss patient care quality and process improvement initiatives in a meeting of a public hospital or to	A motion was made to move into closed session at 8:40 p.m. for the purpose identified at left.	1st - Johnston 2nd - Campbell Unanimously Approved

discuss marketing and pricing strategies or similar proprietary information in a meeting of a public hospital, where public disclosure of such information would harm such a hospital's competitive position when no public purpose would be served by public disclosure.		
XII. Open Session	A motion was made to move back into open session at 8:59 p.m. No action was taken.	1st - Campbell 2nd - Lutz
	at 8.39 p.m. No action was taken.	Unanimously
		Approved
XIII. Adjourn	A motion was made to adjourn the meeting at 9:00	1st - Johnston
	p.m.	2nd - Johnson
		Unanimously
		Approved

Next meeting will be held

Monday, November 24, 2014
7:00 p.m. Tendrils Rooftop Garden