

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

Guests Present:
 Diane Kohls
 Joanne Nathem
 Karen Thalacker
 Jerry Tiedt
 Missy Timmermans
 Angie Tye
 Jennie Waller

Speakers Present:
 Jim Atty, CEO
 Lorie Henning
 Lisa Bennett
 Dr. Zehr
 Heidi Solheim

Minutes
 of the Meeting of the
Board of Trustees

June 22, 2015

7:00 p.m.

Tendrils Rooftop Garden

WAVERLYHEALTH
 — C E N T E R —

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 7:00 p.m.	
II. Approval of minutes (b)	Minutes from the 5/26/15 meeting were reviewed. A motion was made to approve the minutes as written.	1st - Johnson 2nd - Johnston Unanimously Approved
III. Celebrations	Gentlemen of the Road stopover in Waverly was a success!	
IV. Featured Department – Cardiopulmonary Rehabilitation (Lorie Henning)	Lorie Henning presented information about the functions and goals of the Cardiopulmonary Rehabilitation department.	
V. Financial and Statistical Report (c1 – c3)	Bennett presented the financial and statistical report for May. A motion was brought forth from the Finance Committee to approve the financial and statistical report as presented.	1st - Lutz 2nd - Johnson Unanimously Approved
VI. Committee/Department Reports: <ul style="list-style-type: none"> Environment of Care (d) 	The Environment of Care Committee report was presented as included in the Board packets.	Accepted
VII. Medical Staff Report (Dr. Zehr)	Dr. Zehr reported that the Executive Committee of the Medical Staff and the full Medical Staff met on June 15th. They considered privileging items, privilege updates, and the revised History and Physicals for Surgery policy as listed under new business.	
VIII. C.E.O.'s Report <ul style="list-style-type: none"> Provider Relations Update Janesville Clinic 	Atty presented a provider relations update, noting that we have a strong physician candidate for the Shell Rock Clinic, and that Dr. Sundaram will no longer be holding clinic at WHC. Atty distributed a rendering of the Janesville Clinic. He noted that we are working to finalize floor plans. The estimated opening date for the clinic is in the beginning of December.	
IX. Old Business	None.	
X. New Business <ul style="list-style-type: none"> Strategic Plan (e1) Audit Services – Denman & Company, LLP (e2) 	Atty presented the strategic plan for FY16 through FY19. Discussion was held regarding the plan and objectives, and how progress will be reported to the Board. A motion was made to approve the plan as presented. Bennett presented an engagement letter from Denman & Company, LLP for audit services. A motion was made to approve the three year agreement with Denman & Company, LLP for audit services.	1st - Campbell 2nd - Lutz Unanimously Approved 1st - Johnson 2nd - Johnston Unanimously Approved

<ul style="list-style-type: none"> • Physical & Occupational Therapy Agreement (e3) • Hospitalist Service Agreement (e4) • Master Facility Planning (e5) • Request for Privileges: <ul style="list-style-type: none"> ▪ Kristen Grapp, ARNP – Active, Family Practice, WHC ▪ Tara Hensley, PA-C – Active, Family Practice, WHC ▪ Heidi Harms, ACNP – Active, Emergency Medicine, WHC ▪ Butch Johnson, CRNA – Locums, Anesthesia • Provisional Appointment to Medical Staff: <ul style="list-style-type: none"> ▪ Sharad Bajaj, MD – Consulting, Cardiology/Interventional Cardiology, CVMS • Resignations from Medical Staff: <ul style="list-style-type: none"> ▪ Christy Weber, RN OPA-C – WFHC ▪ Nathan Larson, DPM – Podiatry, WFHC ▪ Debanik Chaudhuri, MD – Cardiology, CVMS • Updated Privilege Form: <ul style="list-style-type: none"> ▪ General Surgery (e4) <ul style="list-style-type: none"> ○ Amber Crawford, DO – Active, General Surgery, WHC ○ Troy Ivey, DO – Active, General Surgery, WHC • New/Revised Policies & Procedures: <ul style="list-style-type: none"> ▪ History and Physicals for Surgery (e5) • Finance Committee (e6) <ul style="list-style-type: none"> ▪ Capital Request – Information Systems Infrastructure Upgrade (e7) 	<p>Atty presented an updated agreement for physical and occupational therapy services from Taylor Therapy. A motion was made to approve the agreement as presented.</p> <p>Atty presented an agreement with Wapidi Medical Group – RedHawthorne, LLC for hospitalist services. A motion was made to approve the three year agreement as presented.</p> <p>Atty presented an agreement with BWBR for short term and long term master facility planning services. A motion was made to approve the agreement as presented for master facility planning services at a cost of \$18,600.</p> <p>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.</p> <p>The revised clinical privilege form, listed at left, was presented for review as included in the Board packets. The revised privilege form has been reviewed by the Executive Committee of the Medical Staff and is recommended for approval. A motion was made to approve the revised privilege form as written and to make the revision to existing privileges for Dr. Crawford and Dr. Ivey.</p> <p>The revised policy listed at left was presented for review as included in the Board packets. The policy has been reviewed by the Executive Committee of the Medical Staff and is recommended for approval. A motion was made to approve the policy as written.</p> <p>Bennett reported that the Finance Committee met earlier in the day. Minutes from the meeting were included in the Board packet.</p> <p>Tiedt presented a budgeted capital request for an Information Systems infrastructure upgrade at a cost not to exceed \$398,570.84. A motion was brought</p>	<p>1st - Campbell 2nd - Lutz Unanimously Approved</p> <p>1st - Johnston 2nd - Lutz Unanimously Approved</p> <p>1st - Campbell 2nd - Johnson Unanimously Approved</p> <p>1st - Johnston 2nd - Lutz Unanimously Approved</p> <p>1st - Campbell 2nd - Lutz Unanimously Approved</p> <p>1st - Johnston 2nd - Campbell Unanimously Approved</p> <p>1st - Johnson</p>
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<ul style="list-style-type: none"> ▪ Charity Care • Executive Committee – 6/3/15 Telephone and Nurse Call System Capital Lease (e8) • Planetree Update 	<p>forth from Finance Committee to approve the capital request as presented.</p> <p>There were no applications for charity care.</p> <p>The minutes of the 6/3/15 Executive Committee meeting were presented as included in the Board packets. The Executive Committee acted to approve the capital lease for the telephone and nurse call system. The action of the Executive Committee was ratified as presented.</p> <p>Solheim reported that we have received the report our Planetree re-designation site visit. She noted that we will need to re-submit core data on quality indicators. The report will be uploaded to the intranet file cabinet for Board review.</p>	<p>2nd - Lutz Unanimously Approved</p> <p>1st - Vallem 2nd - Johnson Unanimously Approved</p>
<p>XI. Closed Session Iowa Code Chapter 21.5.1(c) – Closed session to discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent where its disclosure would be likely to prejudice or disadvantage the position of the governmental body in that litigation.</p>	<p>A motion was made to move into closed session at 8:23 p.m. for the purpose identified at left.</p>	<p>1st - Campbell 2nd - Johnston Unanimously Approved</p>
<p>XII. Open Session</p>	<p>A motion was made to move back into open session at 8:45 p.m. No action was taken.</p>	<p>1st - Johnson 2nd - Lutz Unanimously Approved</p>
<p>XIII. Adjourn</p>	<p>A motion was made to adjourn the meeting at 8:46 p.m.</p>	<p>1st - Johnston 2nd - Lutz Unanimously Approved</p>

Next meeting will be held
Monday, July 27, 2015
7:00 p.m.
Tendrils Rooftop Garden