Members Present: Susan Vallem, Chair Ann Henninger Trax Roger Johnson John Johnston Barb Lutz

Speakers Present: Jim Atty, CEO Jodi Geerts, CNO Heidi Solheim, COO Guests Present: Diane Kohls Karen Thalacker Angie Tye Jennie Waller

## Minutes of the Meeting of the Board of Trustees

January 27, 2020 6:00 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 6:00 p.m.	
II. Approval of minutes (b)	Minutes of the 12/19/19 meeting were reviewed. A motion was made to approve the minutes as written.	1st - Johnston 2nd - Johnson Unanimously Approved
III. Celebrations	Welcome to Ann Henninger Trax!  Our trauma program was recertified.	
	We were approved to be designated as a rural facility by the state of Iowa. This is excellent news for us as it opens up scholarship opportunities that will help us recruit medical staff providers.	
IV. Financial and Statistical Report (c1 – c3)	Atty presented the financial and statistical reports for December. A motion was brought forth from the Finance Committee to approve the financial and statistical report as presented.	1st - Lutz 2nd - Johnson Unanimously Approved
<ul><li>V. Committee/Department Reports:</li><li>• Environment of Care (d)</li></ul>	The Environment of Care Committee report was presented as included in the Board packets.	Accepted
VI. Medical Staff Report (Dr. Styron)	Dr. Styron reported that the Executive Committee of the Medical Staff met on January 20th. They considered privileging and credentialing items as listed below.	
VII. C.E.O.'s Report		
Chamber of Commerce Membership (e)	Atty presented the Waverly Chamber of Commerce membership request for consideration. Discussion was held regarding the benefits of the Chamber of Commerce membership. A motion was made to approve \$5,000 in membership support to the Waverly Chamber of Commerce.	1st - Johnson 2nd - Lutz Unanimously Approved
Organizational Chart (f)	Atty presented a revision to the organizational chart. The one change to reporting relationships involved moving pain services under outpatient medical services. A motion was made to approve the revised organizational chart as presented.	1st - Lutz 2nd - Henninger Unanimously
Strategic Plan Update Communication	Atty and Solheim presented the plan to roll out the new strategic plan to staff. Discussion was held on how often the Board would like to have updates on strategic progress. The consensus of the Board was to have quarterly updates on progress.	Approved
<ul> <li>Building Project Update</li> <li>Project Budget Communication</li> </ul>	Solheim presented a building project update, noting that we have notice to proceed with three of our contractors for the project. Discussion was held on how the Board would prefer to be kept informed	

	about project related medical equipment purchases. The consensus of the Board was that purchases that were approved in the project budget do not need to come forward for additional approval. The Board requested a monthly medical equipment project budget report to be included with the Board packets.	
VIII. Annual Business  • Review of Board Bylaws -  https://myintranet.waverlyhealthcenter.org/i  ntranet/documents/66/485/?&	The Board Bylaws were presented for annual review.  No changes were required at this time. A motion was made to approve the Board Bylaws as written.	1st - Johnston 2nd - Johnson Unanimously
Review of Board Policy - <a href="https://myintranet.waverlyhealthcenter.org/intranet/documents/376/3715">https://myintranet.waverlyhealthcenter.org/intranet/documents/376/3715</a> The property of the property	The Board Policy was presented for annual review.  No changes were required at this time. A motion was made to approve the Board Policy as written.	Approved  1st - Lutz 2nd - Johnston Unanimously
	Discussion was held regarding continuing education needs for the Board. Atty will work on developing a plan to address the topics identified.	Approved
• Confidentiality Statement (g1)	Atty presented the annual Confidentiality statement.  Board members reviewed and signed the statement.	
• Duality & Conflict of Interest (g2)	Atty presented the annual Duality & Conflict of Interest statement. Board members reviewed and signed the statement.	1st - Johnson 2nd - Lutz Unanimously
Authority of Health Center Environment of Care (g3)	Atty presented the statement regarding the authority of health center environment of care. A motion was made to approve the statement as presented.	Approved
• 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.	1st - Johnston 2nd - Henninger Unanimously Approved
• Committee Assignments (g4)	Committee assignments were reviewed. Henninger was appointed to fill the vacancy on the Personnel Committee and the Board Quality Committee.	
• Volunteer Services Annual Report (g5)	The Volunteer Services annual report was presented as included in the Board packets. The Board expressed gratitude for the time and talents contributed by our volunteers.	
IX. Information Systems Update	Solheim presented an information systems update, noting the scheduled Paragon upgrade, and progress on the implementation of the Provation order sets. Solheim also reported that we will begin providing helpdesk services onsite again at the end of February.	
X. Old Business		
XI. New Business  • Becton, Dickinson and Company Agreement (h)	Solheim presented a five year agreement with Becton, Dickinson and Company for lab equipment and supplies. A motion was made to approve the agreement as presented.	1st - Johnston 2nd - Henninger Unanimously

Microsoft Agreement	Solheim reported that we are in the process of renewing our Microsoft agreement. It will be presented at the Board meeting in February.	Approved
<ul> <li>Privilege Requests:         <ul> <li>Paul Burgett, MD – Courtesy, General Surgery, CVMS</li> <li>Melissa Garrett, MD – Courtesy, General Surgery, CVMS</li> <li>Brian Gerrelts, MD – Courtesy, General Surgery, CVMS</li> <li>Jason Kasenberg, DO – Courtesy, General Surgery, CVMS</li> <li>Sara King, PMHNP-BC – Consulting, Psychiatric and Mental Health, Integrated Telehealth Partners</li> </ul> </li> <li>Provisional Appointment to Medical Staff:         <ul> <li>Melissa Garrett, MD – Courtesy, General Surgery, CVMS</li> </ul> </li> <li>Reappointment to Medical Staff:         <ul> <li>Amy Bodensteiner, PA-C – Active, Family Practice, WHC</li> <li>Stacy Wagner, DO – Active, Pediatrics and Spa Services, WHC</li> </ul> </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 - Henninger 2nd - Lutz Unanimously Approved
<ul> <li>Resignations from Medical Staff:</li> <li>Sheila Foster, DO – Consulting, Radiology, RCI</li> </ul>		
<ul> <li>New Clinical Privilege Form:</li> <li>Licensed Independent Social Worker (LISW) (j)</li> </ul>	The new clinical privilege form, listed at left, was presented for review as included in the Board packets. Changes were recommended for the educational and continuing medical education requirements. The 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 privilege pending the recommended changes.	1st - Johnston 2nd - Lutz Unanimously Approved
<ul> <li>Annual Review of Medical Staff Bylaws - https://myintranet.waverlyhealthcenter.org/ intranet/documents/268/2762/</li> <li>New/Revised Policies: None</li> </ul>	The Medical Staff Bylaws were presented for annual review. No changes were required at this time. A motion was made to approve the Medical Staff Bylaws as written	1 <sup>st</sup> - Johnson 2nd - Lutz Unanimously Approved
• Finance Committee (l)	Atty reported that the Finance Committee met on 1/24/20, minutes from the meeting were included in the Board packets.	
<ul> <li>Capital Request – Anesthesia Machine (11)</li> </ul>	Atty presented a capital request for an anesthesia machine. The anesthesia machine is needed in order to use the newly outfitted OR room 4 for surgical procedures. The request is being brought forth for approval due to not being budgeted. A motion was brought forth from the Finance Committee to approve the request for an anesthesia machine at a cost not to exceed \$100,000.	1st – Johnson 2nd – Lutz Unanimously Approved

<ul><li>Capital Report (12)</li><li>Cash Transfer Report</li></ul>	Atty presented the capital report as included in the Board packets. He noted that we will be making changes to the cash transfer report. There were no cash transfers this month.	
<ul> <li>Financial Assistance Requests</li> <li>Quality Assurance and Performance Improvement Plan</li> </ul>	Atty presented an application for financial assistance:  • Application is for an individual with a balance of \$21,937. The applicant qualifies for a 100% write-off under our Financial Assistance Policy.  A motion was made to approve the application as presented.  Geerts presented a draft of our quality assurance and performance improvement plan. The plan will come back to the Board for approval at the February meeting.	1st - Lutz 2nd - Johnston Unanimously Approved
XII. Closed Session  Iowa Code Chapter 21.5.1(i) – Closed session to evaluate the professional competency of an individual whose appointment, hiring, performance or discharge is being considered when necessary to prevent needless and irreparable injury to that individual's reputation and that individual requests a closed session.	A motion was made to move into closed session at 7:33 p.m. for the purpose identified at left.	1st - Henninger 2nd - Johnson Unanimously Approved
XIII. Open Session	A motion was made to move back into open session at 8:15 p.m. No action was taken in closed session.	1st - Johnston 2nd - Henninger Unanimously Approved
XIV. Adjourn	A motion was made to adjourn the meeting at 8:16 p.m.	1st - Johnston 2nd - Henninger Unanimously Approved

Next meeting will be held February 24, 2020 Tendrils Rooftop Garden 6:00 p.m.