

(Attachment #1)

**BOARD OF DIRECTORS MEETING**

**DATE:** November 28, 2011

**DIRECTORS PRESENT:** Laurie Tomczak, Michelle Zwickey Christopher Thiessen, Kelly Goeb, Gail Langhorst, Joanne Collier and Patricia Grace-Probst.

**OTHER ATTENDEES:** See attached listing

**ABSENT:** Brett Collier and Kenneth Dahlberg

| <b>AGENDA</b>        | <b>DISCUSSION/CONCLUSIONS</b>   | <b>RECOMMENDATIONS/ACTION WHAT/WHEN</b>  |
|----------------------|---|--|
| <b>ACTION AGENDA</b> | The Board of Directors meeting was called to order at 5:00 p.m. by Chairperson Zwickey.   | Due to an electrical equipment failure, Mercy was without power at the start of the meeting.   |
| 1. Approve Agenda    | <p>No additions were made to the agenda. Chairperson welcomed all visitors and asked if anyone wished to address the board. Claire Stevens noted that she would like to speak to the Board of Directors.</p> <p>Claire Stevens addressed the board with questions relating to the possible Essentia affiliation, posting of Board meeting dates, the due diligence process, the Fitness Center and Humana coverage concerns.</p> <p>Board member Thiessen arrived at approximately 5:10 p.m. Dr. Thiessen noted that under the open meeting laws that it was not appropriate to conduct a meeting with the lighting at a minimum as people in attendance must be able to see the Board of Directors faces during the decision making process.</p> | <p>Motion: J. Collier, second: Tomczak to approve the agenda as presented. All ayes. Motion carried.</p> <p>Chairperson Zwickey noted that responses to Claire's questions would be addressed by Administration but not at tonight's meeting.</p> <p>Board Chairperson called for a short recess until power was returned at approximately 5:30 p.m.</p> |
| 2. Consent Agenda    | <p>Consent agenda was presented.</p> <p>Both the Facility Quality Committee and Medical Staff Quality &amp; Peer Review minutes were distributed and recollected after Board review. Board member Goeb requested clarification on the Peer Review minutes.</p> <p>Typographical correction was noted to the October Board of Directors meeting under section 3.</p>   | <p>Legal counsel will be contacted relating to MN Statutes and Facility/Medical Staff by-laws and the appropriateness of the CEO being asked to leave the Peer Review portion of the meeting.</p> <p>Motion: Grace-Probst, second: Tomczak to approve the consent agenda as amended. All ayes. Motion carried.</p>                                       |

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| 3. Safe Site Committee                     | Board members Thiessen reported that review of the MHA Safe Site Roadmap is underway. A Safe Site Committee meeting has been scheduled for Tuesday, November 29, 2011 at 5:30 p.m. in Community Room #2.  | No action required at this time.   |
| 4. Patient Satisfaction Report             | HIS Supervisor presented statistical information and explained the Patient Satisfaction reporting process and Quality Improvement Initiatives.  | Informational purposes only.   |
| 5. Medical Staff Report                    | Medical Staff report was unavailable as Dr. Gossett received a page at 5:45 p.m. and did not return prior to the end of the meeting.  | Informational purposes only.   |
| 6. Essentia Update                         | Mercy Board and legal counsel met to develop terms and conditions for the proposed affiliation. These terms were presented and are currently under review by Essentia.  | Administration is awaiting copy of the meeting report from legal counsel. Copy will be forwarded once received.  |
| 7. Strategic Plan Update                   | Chief Financial Officer presented information on Mercy's Performance and Efficiency Targets and Mercy's Community Benefit Tracking procedure.   | Informational purposes only.   |
| 8. Audit Update                            | The 2011 Fiscal Year Audit was completed during the week of November 7, 2011. Zero audit adjustments were required again this year.   | The Board of Directors extended a thank you to CFO and his staff for a job well done.  |
| 9. Process Improvement Committee           | Director of Patient Care Services reported on the Process Improvement Committee. The committee meets every 6 to 8 weeks and is made up of team members from all levels of staffing. The group meets to discuss ways to improve patient safety and workflow. | Informational purposes only.   |
| 10. Policy Approval Process                | Director of Quality/HIS and Chief Executive Officer completed their review/edits to the Policy Approval Process flow chart and it was brought back to Medical Staff for approval.   | Upon Medical Staff approval, motion: J. Collier, second: G. Langhorst to approve adoption of the Policy Approval flow chart as presented. All ayes. Motion carried.        |
| 11. Joint Leadership Team                  | At the November 19, 2011 joint Mercy/Gateway board meeting, it was decided that each facility would identify 3 participants to continue the discussion process. Gateway representatives included Lynn Stottler, M.D., Dania Kamp, M.D. and Paul Dewey, M.D. | Motion: Tomczak, second: G. Langhorst appointing Kelly Goeb, Gail Langhorst and Laurie Tomczak to represent Mercy Hospital at these discussions. All ayes. Motion carried. |
| <b>ADJOURN:</b>                            | There being no further business the meeting was adjourned at 6:40 p.m.  | Motion: J. Collier, second: G. Langhorst to adjourn the meeting. All ayes. Motion carried.   |
| <b>APPROVED BY:</b>                        |   | <b>Board Clerk</b>   |
|  | <b>Signature</b>  | <b>Title</b>   |