

**BOARD OF DIRECTORS MEETING**DATE: February 28, 2011**DIRECTORS PRESENT:** Christopher Thiessen, Laurie Tomczak, Gail Langhorst, Joanne Collier, Kelly Goeb, Brett Collier, Michelle Zwickey and Patricia Grace-Probst.**OTHER ATTENDEES:** See attached listing**ABSENT:** 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 5:01 p.m. by Board Chairperson Zwickey.	
1. Approve Agenda	Board Chairperson welcomed all visitors and asked if anyone wished to address the board.	Hearing no response, a motion: Tomczak, second: Goeb to approve the agenda as presented. All ayes. Motion carried.
2. Essentia Health	Administration introduced Mike Motley, VP-Regional Operations, Mike Metcalf, Chief Administrative Officer and Tom Patnoe, M.D./President & Chief Medical Officer from Essentia Health Systems. Presentation by Essentia followed.	Questions from Community members were answered and the Essentia representatives exited the meeting at 6:05 p.m.
3. Consent Agenda	Consent agenda was presented. Christopher Thiessen noted a typographical error to section #3 of the January 23, 2011 Board of Directors minutes. Board member Thiessen also noted his concerns relating to a discussion of an ER incident which he felt was excluded from the Emergency Board meeting minutes dated January 18, 2011.	Motion: B. Collier, second: J. Collier to approve the consent agenda as amended and with concerns noted. All ayes. Motion carried.
4. Medical Staff Report & Credentialing	<p>Medical staff report was presented by Sharon Gossett, M.D. Dr. Gossett spoke briefly on:</p> <ul style="list-style-type: none"> <li>1) Concerns relating to the admissions process for patients coming from the Emergency Room to Inpatient Care.</li> <li>2) Adhoc Committee meetings and member request for legal representation.</li> <li>3) On-call Surgery coverage issues.</li> <li>4) Disruptive Conduct Policy</li> </ul> <p>Trina Lower presented the February 2011 Credentialing report.</p>	<ul style="list-style-type: none"> <li>1) Update provided. Informational purposes only</li> <li>2) Update provided. Board Chairperson reminded Dr. Gossett to be mindful of not discussing peer review matters during an open board meeting.</li> <li>3) Update provided. Informational purposes only.</li> <li>4) Update provided. Informational purposes only.</li> </ul> <p>Upon Medical Executive Committee recommendation, Motion: Thiessen, second: Goeb to approve the February 2011 Credentialing report as presented (See Attachment #6). All ayes. Motion carried.</p>

<b>Board of Directors Meeting/Page Two</b>		<b>February 28, 2011</b>
5. MHA Presentation	Administration introduced Tania Daniels, VP Patient Safety and Julie Apold, Director of Patient Safety from Minnesota Hospital Association. Presentation relating to Safe Site procedures, adverse event law and reporting requirements followed. Chairperson Zwickey asked Board member Thiessen to chair a temporary committee composed of 4 to 6 members that would include Mercy staff, medical staff and board members. The group would be charged with reviewing the safe site policy.	Board member Thiessen accepted the request to chair the committee.  Ms. Daniels and Ms. Apold excused themselves from the meeting at 6:55 p.m.
6. Presentations	Director of Patient Care Services presented information on the mnHEALTHnet Palliative Care Project, ICSI RARE Project and Safe Transitions of Care. Each project was described and goals noted.	Informational purposes only.
7. Educational Program	Information was distributed on an upcoming educational opportunity on civil public dialogue entitled "Speak Your Peace". Board members wishing to attend should contact Administrative Assistant at 218-485-5537.	Informational purposes only.
8. Focus Group Discussion	Chief Executive Officer distributed two proposals for a consultant to develop a recruitment screening questionnaire and conduct focus group discussions which will evaluate community awareness and sentiment around Mercy's possible affiliation with Essentia Health. Discussion followed. Board members directed CEO to obtain a third proposal and to evaluate if the two submitted proposals are appropriate.	Motion: Thiessen, second: B. Collier to authorize CEO to move forward with hiring a consultant in an amount not to exceed \$15,000.00. All ayes. Motion carried.
9. Memorandum of Understanding	CEO provided a listing of responses to questions submitted by a community member to board representative Grace-Probst.	Informational purposes only.
10. Bank Resolution	At the January Board of Directors meeting, the election of officers was held and the position of Board Chairperson changed from Ken Dahlberg to Michelle Zwickey. A resolution is required to make the required signature changes to the accounts payable and payroll systems and bank signature cards.	Motion: Grace-Probst, second: J. Collier to accept the resolution as submitted. All ayes. Motion carried.
11. Foundation Request	A request from the Occupational Therapy Department for a staff member to attend Lymphatic training has been submitted to the Mercy Foundation. The Foundation will consider the request at their next Board of Directors meeting	Informational purposes only.
12. Joint Board Meeting	The Gateway Clinic Board of Directors has requested a joint Board of Directors meeting to discuss ways to reinstate open communications.	Motion: G. Langhorst, second: Goeb to meet jointly with the Gateway Clinic Board of Directors. All ayes. Motion carried. Administrative Assistant will coordinate a meeting date.
13. Medical Staff Meeting	The Medical Staff has requested a meeting with the Mercy Board of Directors to discuss the peer review process and lack of communication between medical staff and the Board of Directors.	Motion: Goeb, second: G. Langhorst to meet with the Medical Staff. All ayes. Motion carried. Date to be determined.

<b>Board of Directors Meeting/Page Three</b>		<b>February 28, 2011</b>
14. E-mail Communication Guidelines	A Guideline Summary for Electronic Communication was prepared by legal counsel and distributed to Board members and Administrative Team.	Distributed as a reference tool.
15. Augustana Update	Presentation by Steve Mork, Administrator of Augustana Mercy Care Center followed.	Informational purposes only.
<b>Adjourn to Closed Session:</b>	There being no further business the Board of Directors meeting was adjourned to closed session at 8:33 p.m.	Motion: G. Langhorst, second: J. Collier to adjourn to closed session. All ayes. Motion carried. All visitors, excluding legal counsel, excused themselves from the meeting.
1. Peer Review	The meeting was adjourned to closed session for the sole purpose of discussing a peer review matter involving a professional under MN Stat 145.64.	
<b>Adjourn Closed Session</b>	There being no further business the closed session meeting was adjourned at 9:13 p.m.	Motion: B. Collier, second: G. Langhorst to adjourn the closed session meeting. All ayes. Motion carried.
<b>ADJOURN:</b>	There being no further business the meeting was adjourned at 9:14 p.m.	Motion: G. Langhorst, second: J. Collier to adjourn the meeting. All ayes. Motion carried.
<b>APPROVED BY:</b>		<b>Board Clerk</b>
	<b>Signature</b>	<b>Title</b>