

**BOARD OF DIRECTORS MEETING**DATE: January 24, 2011

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

**OTHER ATTENDEES:** See attached listing

<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 5:03 p.m. by Board Chairperson Dahlberg.	
1. Approve Agenda	Board Chairperson welcomed all visitors and asked if anyone wished to address the board. Constance DeRungs asked to be added to the Board agenda. Board Chairperson verbally presented the procedure for addressing the Board of Directors.	Motion: Collier, second: Tomczak to approve the agenda as amended. All ayes. Motion carried.
2. Bi-Annual Election of Officers	Board Clerk advised Board members of all nominations for office. Nomination slate included: <ol style="list-style-type: none"> <li>1) Chairperson – Michelle Zwickey</li> <li>2) Vice Chairperson – Kenneth Dahlberg and Gail Langhorst</li> <li>3) Treasurer – Joanne Collier</li> <li>4) Clerk – Laurie Tomczak</li> </ol> <p>Ballots were distributed, collected and tallied by Administrative Assistant.</p> <p>The following members were elected to their respective offices:</p> <ol style="list-style-type: none"> <li>1) Chairperson: Michelle Zwickey</li> <li>2) Vice Chairperson: Kenneth Dahlberg</li> <li>3) Treasurer: Joanne Collier</li> <li>4) Clerk: Laurie Tomczak</li> </ol>	Ken Dahlberg, outgoing Board Chairperson turned the meeting over to Michelle Zwickey.
3. Meaningful Use Presentation	Liz Ames, Clinical Informaticist updated Board members on the current status of Meaningful Use.	Informational purposes only
4. Committee Assignments	Board Chairperson brought forward the board committee assignment list and asked for volunteers to fill vacant positions.	Motion: Collier, second: Tomczak to approve committee positions as outlined by Chairperson Zwickey. See attachment #1. All ayes. Motion carried.
5. Consent Agenda	Consent agenda was presented. Dania Kamp asked that her and Christopher Thiessen's names be removed under section 5 of the December 20, 2010 Board Minutes as the time they entered the room as guests at the meeting was not actually part of the meeting.	Motion: Dahlberg, second: J. Collier to approve the consent agenda as amended. All ayes. Motion carried.
6. Guest Speaker	Constance DeRungs spoke briefly on her concerns regarding the Memorandum of Understanding with Essentia and concerns regarding the relationship between Mercy Hospital and Gateway Family Health Clinic.	Thank you was extended to Ms. DeRungs.

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7. Medical Staff Report & Credentialing	<p>Medical staff report was presented by Sharon Gossett, M.D. Dr. Gossett spoke briefly on:</p> <ol 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) Wapiti attendance at the Medical Staff Meetings</li> <li>3) Adhoc Committee Investigation</li> </ol> <p>Trina Lower presented the January 2011 Credentialing report.</p> <p>Clinical privileges were granted to:</p> <ol style="list-style-type: none"> <li>1) Jeffrey Sikkink, M.D. , emergency services privileges</li> </ol> <p>Reappointment/Renewal of Clinical Privileges were granted to:</p> <ol style="list-style-type: none"> <li>1) Norman Chapel, MD, Courtesy staff membership and Internal Medicine/Cardiology privileges.</li> <li>2) Brian Ip, MD, Courtesy staff membership and Internal Medicine/Cardiology privileges.</li> <li>3) Kevin Murphy, M.D. Courtesy staff membership and Physical Medicine and Rehabilitation privileges.</li> <li>4) Troy Hanson, M.D., Emergency Medicine privileges.</li> <li>5) Tracy Rogers, FNP, allied health professional status and nurse practitioner privileges.</li> <li>6) Robert Woods, CRNA, allied health professional status and CRNA privileges.</li> </ol>	<p>Informational purposes only.</p> <p>Upon Medical Executive Committee recommendation, Motion: Thiessen, second: Tomczak to approve the January 2011 Credentialing report as presented. All ayes. Motion carried.</p>
8. Memorandum of Understanding	<p>Jason Douglas spoke briefly on the Due Diligence process with Essentia Health. Patricia Grace-Probst distributed a list of questions she has received from her constituents. Administration will address the questions presented.</p>	<p>Informational purposes only.</p>
9. Audit Approval	<p>The Finance Committee members met prior to tonight's Board of Directors meeting to receive the 2009/2010 Fiscal Year Audit as prepared by Eide Bailey.</p>	<p>Upon Finance Committee recommendation, motion: G. Langhorst and second: Goeb to accept the draft copy of the FY Audit report as presented. All ayes. Motion carried.</p>

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10. Chiller Bid	<p>As a part of the nursing home sale to Augustana, Mercy Hospital holds an obligation to replace the failed chiller unit. At the December 20, 2010 meeting the Board gave approval to place a public notice for bids. The following bids were received:</p> <p>Equipment Package #1: Chiller (1)</p> <ol style="list-style-type: none"> <li>1) Minnesota Air - \$30,110</li> <li>2) Schwab Vollhaber-Lubratt - \$34,884</li> <li>3) Trane - \$52,550</li> </ol> <p>Equipment Package #2: Gas Fired Boilers (2)</p> <ol style="list-style-type: none"> <li>1) Mulcahy - \$18,023</li> <li>2) Water Climate - \$23,250</li> </ol> <p>Equipment Package #3: Gas Fired Humidifier (1)</p> <ol style="list-style-type: none"> <li>1) RE Carlson - \$9,500</li> <li>2) Schwab Vollhaber-Lubratt - \$10,980</li> </ol>	<p>Motion: Collier, second: Tomczak to accept the following bids:</p> <ol style="list-style-type: none"> <li>1) MN Air in the amount of \$30,110</li> <li>2) Mulcahy in the amount of \$18,023</li> <li>3) RE Carlson in the amount of \$9,500</li> </ol> <p>All ayes. Motion carried.</p>
11. 2011 Scholarships	<p>Mercy currently provides scholarships in the amount of \$750 to Moose Lake, Willow River, Cromwell and Barnum Schools in the name of Mercy Hospital/Esther Post. The local school districts have asked if the Board has given approval to award the scholarships for the 2011 school year.</p>	<p>Motion: Dahlberg, second: G. Langhorst to award the \$750 scholarships to the aforementioned school districts. The Board will continue to make the decision to renew/approve awarding the scholarships on an annual basis. (Zwickey abstained from the vote), remaining votes all ayes. Motion carried.</p>
12. Conflict of Interest Policy	<p>Conflict of Interest/Confidentiality Agreements were distributed for Board review. This is an annual process.</p>	<p>Motion: Tomczak, second: Thiessen to adopt the Conflict of Interest/Confidentiality Agreement as presented. All ayes. Motion carried.</p>
13. Pay Equity Report	<p>Human Resources Director presented information relating to the Pay Equity Report. This is a bi-annual requirement by the State of Minnesota.</p>	<p>Motion: G. Langhorst, second: Tomczak to approve the Pay Equity Report as presented. All ayes. Motion carried.</p>
<b>Adjourn to Closed Session:</b>	<p>There being no further business the Board of Directors meeting was adjourned to closed session at 6:15 p.m.</p>	<p>Motion: J. Collier, second: G. Langhorst to adjourn to closed session. All ayes. Motion carried. All visitors excused themselves from the meeting.</p>
1. Peer Review	<p>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.</p>	
<b>Adjourn Closed Session</b>	<p>There being no further business the closed session meeting was adjourned at 7:51 p.m.</p>	<p>Motion: G. Langhorst, second: Thiessen to adjourn the closed session meeting. All ayes. Motion carried.</p>
<b>ADJOURN:</b>	<p>There being no further business the meeting was adjourned.</p>	<p>Motion: J. Collier, second: Grace-Probst to adjourn the meeting. All ayes. Motion carried.</p>
<b>APPROVED BY:</b>		
	<b>Signature</b>	<b>Title</b>