

BOARD OF DIRECTORS MEETING

DATE: March 28, 2011

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

OTHER ATTENDEES: See attached listing

ABSENT: Brett Collier

AGENDA	DISCUSSION/CONCLUSIONS	RECOMMENDATIONS/ACTION WHAT/WHEN
ACTION AGENDA	The Board of Directors meeting was called to order at 5:02 p.m. by Board Chairperson Zwickey.	
1. Approve Agenda	Board Chairperson welcomed all visitors and asked if anyone wished to address the board. Lana Schmidt Nelson and Clarice Stevens asked to be added to the agenda. CEO noted that David Wangen would be attending and would also like to address the Board upon his arrival. Board Chairperson verbally presented the procedure for addressing the Board of Directors. Additions were made to the agenda by Chief Executive Officer.	Motion: Collier, second: Tomczak to approve the agenda as amended. All ayes. Motion carried.
2. Guest Speakers	Lonna-Jean Schmidt Nelson, MNA Labor Relations Specialist spoke briefly on concerns regarding MNA union contract language and Clarice Stevens spoke regarding the relationship between Mercy Hospital and Gateway Family Health Clinic.	Thank you was extended to guest speakers.
3. Consent Agenda	Consent agenda was presented.	Motion: Dahlberg, second: G. Langhorst to approve the consent agenda as presented. All ayes. Motion carried.
4. Medical Staff Report & Credentialing	Medical staff report was presented by Sharon Gossett, M.D. Dr. Gossett spoke briefly on: 1) Minutes of the medical staff meeting were reviewed with nothing to report at this time. 2) Medical Staff request for a joint meeting with the Mercy Board of Directors Trina Lower presented the March 2011 Credentialing report.	1) Informational purposes only. 2) CEO noted that Administrative Assistant would work with Sharon Gossett, M.D. to coordinate a date once the Mercy Board of Directors has met with the Gateway Physicians. Upon Medical Executive Committee recommendation, Motion: J. Collier, second: G. Langhorst to approve the March 2011 Credentialing report as presented (See Attachment #4). All ayes. Motion carried.

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5. Safe Site Committee	At the February 2011 Board of Directors meeting, MHA representatives provided information relating to Safe Site procedures, adverse event law and reporting requirements. At that time 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.	Motion: Goeb, second: Tomczak to approve development of a temporary Safe Site Committee. All ayes. Motion carried.
6. Focus Group Discussion	As instructed, Administration obtained a quote from a third consulting firm. At the February meeting, the Board of Directors authorized CEO to move forward with the hiring process. Zenith Research Group was selected at a cost of \$7,175.00.	Motion: Dahlberg, second: Tomczak to approve the selection of the Zenith Research Group to complete the focus group discussions. All ayes. Motion carried.
7. Mercy Counsel	The Due Diligence items requested by Essentia Health have been submitted for their review. Administration is currently working on the framework for Mercy's request to Essentia for information. Discussion followed regarding legal representation for the Essentia transactions. Mercy would like to contract with Thomas Schroeder of Faegre and Benson as their legal counsel. Due to the fact that Essentia has previously used the aforementioned firm, a letter requesting a waiver would be required.	Motion: J. Collier, second: G. Langhorst that a formal request for a waiver of attorney conflict of interest be forwarded to Essentia Health Care. All ayes. Motion carried.
8. Guest Speaker	Mr. David Wangen entered the meeting and spoke to the Board of Directors regarding his experiences at Mercy.	The Board thanked him for his input.
9. Arrowhead Lane Property	Facilities Management Supervisor presented an update on the master plan for the Arrowhead Lane property. The update included information on the property acquisition process, site survey information, construction cost estimates and proposed schedule.	Motion: G. Langhorst, second: Thiessen to authorize Administration to begin the design phase for the property. All ayes. Motion carried.
10. Scholarship Presentation	<p>The local school districts have requested Board representation at the Scholarship Awards Ceremonies. The following board members volunteered to present the Mercy/Esther Post scholarships:</p> <ul style="list-style-type: none"> 1) Gail Langhorst at Cromwell School 2) Patricia Grace-Probst at Moose Lake 3) Patricia Grace-Probst at Willow River <p>Brett Collier had previously noted that he could present at the Barnum Awards Ceremony and Michelle Zwickey volunteered as an alternate for the Barnum School District should Brett be unable to attend.</p>	No action required.

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11. By-law Review	Discussion followed on an appropriate process to review the Board By-laws.	Motion: J. Collier, second: Tomczak that legal counsel begin the process by completing a gap analysis of the current medical staff and board by-laws. All ayes. Motion carried.
12. USDA Grant Application	SISU Medical Systems is submitting a grant application, on behalf of its members, to the USDA Rural Utilities Service Distance Learning and Telemedicine Grant project. The focus of the application is on telemedicine and is titled: "Telemedicine Services Reach Out to Rural MN." Resolution and proposed budget were presented.	Motion: Dahlberg, second: Goeb to approve the resolution and proposed budget as presented. All ayes. Motion carried.
13. April Board Meeting	The April Board meeting is scheduled for April 25, 2011. Because of the late Easter Holiday, Administration asked whether any board members had conflicts with the date.	Board consensus that the meeting will take place on the date scheduled.
Adjourn to Closed Session:	There being no further business the Board of Directors meeting was adjourned to closed session at 6:01 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. Tom Schroeder apprised the board of developments in the Peer Review action. It was agreed to meet April 18, 2011 at 5:30 p.m.	Motion: Thiessen, second: Tomczak to allow the Executive Committee the authority to make any decisions regarding Peer Review prior to the April 18 th date should something develop before that date. All ayes. Motion carried.
Adjourn Closed Session	There being no further business the closed session meeting was adjourned at 6:40 p.m.	Motion: G. Langhorst, second: J. Collier to adjourn the closed session meeting. All ayes. Motion carried.
ADJOURN:	There being no further business the meeting was adjourned at 6:41 p.m.	Motion: G. Langhorst, second: Dahlberg to adjourn the meeting. All ayes. Motion carried.
APPROVED BY:		Board Clerk
	Signature	Title