

BOARD OF DIRECTORS MEETING**DATE:** December 22, 2014**DIRECTORS PRESENT:** Laurie Tomczak, Kelly Goeb, Joanne Collier, Gail Langhorst, Patricia Grace-Probst and Anna Lattu.**OTHER ATTENDEES:** See attached listing for additional attendees**ABSENT:** Terrance Lund and Christopher Thiessen

| AGENDA | DISCUSSION/CONCLUSIONS | RECOMMENDATIONS/ACTION WHAT/WHEN |
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| ACTION AGENDA | The Board of Directors meeting was called to order at 5:01 p.m. by Chairperson Goeb. | |
| 1. Approve Agenda | No addition was made to the agenda. No community members were in attendance at tonight's meeting. | Motion: G. Langhorst, second: Lattu to approve the agenda as presented. All ayes. Motion carried. |
| 2. Consent Agenda | Consent agenda was presented. | Motion: J. Collier, second: G. Langhorst to approve the consent agenda as presented. All ayes. Motion carried. |
| 3. Peer Review Minutes | Minutes from the following meeting were distributed via the Board Effect portal and were deleted from the portal upon Board member Review: 1) Facility QI Minutes - November 12, 2014 | Upon Medical Staff recommendation, motion: Lattu, second: Tomczak to accept the November 12, 2014 Facility QI minutes as presented. All ayes. Motion carried. |
| 4. Medical Staff & Credentialing Report | Dr. Phyllis Noss presented the December 2014 Credentials Report. | Upon Medical Executive Committee recommendation, motion: G. Langhorst, second: Tomczak to accept the November 2014 Credentials Report as presented. All ayes. Motion carried. Dr. Noss exited the meeting at 5:13 p.m. |
| 5. Construction Update | Construction update was presented by the Director of Support Services. Discussion followed on delivery of the MRI, furniture, artwork and signage. Work continues on the departmental transition/relocation plans. | Informational purposes only. |
| 6. Grant Award | Mercy Hospital has been awarded \$40,304.00 through the MN Rural Hospital Planning and Transition Grant Program. Monies will be used to upgrade the nurse call system. | Informational purposes only. |
| 7. Mileage | Discussion followed on discontinuation of the mileage reimbursement for Board members meeting attendance. | Motion: G. Langhorst, second: Tomczak to discontinue mileage reimbursement. All ayes. Motion carried. |
| 8. 340B Discount Program | Synopsis of the 340B Discount Program was provided by Chief Executive Officer | Informational purposes only. |
| 9. Foundation Participation | The Mercy Board of Directors has 3 members that attend meetings of the Foundation Board. Discussion followed on an appropriate number and term length for the representatives. Foundation update will be added to the Mercy Board of Directors agenda as a standing agenda item. | Board consensus that going forward two representatives will serve on the Foundation Board. Term length for the representatives will be added to the January 2015 agenda. |

| Board of Directors Meeting/Page Two | | December 22, 2015 |
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| 10. Annual Meeting Reminder | Officer elections will take place at the January 2015 meeting. A person seeking election as an officer of the Hospital District or a person so nominated by another individual shall notify the Clerk of his or her candidacy for such office at least ten (10) calendar days prior to the date on which the Annual Meeting of the Board of Directors will be held. | Administrative Assistant will forward Laurie Tomczak's contact information for board member use. |
| 11. Officer Term Limits | Discussion followed on the topic. Legal counsel has submitted his findings that there is nothing in the Bylaws that mandates term limits for the Board Officers. | Informational purposes only. |
| 12. Move to Closed Session | Meeting was moved to closed session at 6:05 pm. | Motion: G. Langhorst, second: Tomczak to move to closed session. All ayes. Motion carried. All visitors excused themselves from the meeting. |
| 13 Closed Session | A closed session meeting was held for the sole purposes of discussing marketing activities relating to the organization/operation of Mercy Hospital and a personnel issue. | Discussion followed. |
| Adjourn Closed Session | There being no further business the closed session meeting was adjourned at 7:20 p.m. | Motion: G. Langhorst, second: Tomczak to adjourn closed session and return to open meeting. All ayes. Motion carried. |
| ADJOURN: | There being no further business the meeting was adjourned at 7:21 p.m. | Motion: G. Langhorst, second: J. Collier to adjourn the meeting. All ayes. Motion carried. |
| APPROVED BY: | | Board Clerk |
| | Signature | Title |
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