

**BOARD OF DIRECTORS MEETING****DATE:** February 24, 2014**DIRECTORS PRESENT:** Kelly Goeb, Brett Collier Laurie Tomczak, Terrance Lund, Anna Lattu, Gail Langhorst, Patricia Grace-Probst and Joanne Collier.**OTHER ATTENDEES:** See attached listing for additional attendees**ABSENT:** Christopher Thiessen

<b>AGENDA</b>	<b>DISCUSSION/CONCLUSIONS</b>	<b>RECOMMENDATIONS/ACTION WHAT/WHEN</b>
<b>AUDIT PRESENTATION</b>	The Finance Committee met prior to the Board meeting to receive the 9-30-2013 fiscal year audit report as prepared by the auditing firm of Eide Bailey, LLP. Brad DeJong presented the audited information. No unusual or consistent changes or adjustments were noted.	Finance Committee consensus recommending to the Board of Directors approval of the draft copy of the audit report.  Board members present for audit report were as follows: Lattu, Tomczak, G. Langhorst, B. Collier and Goeb.
<b>ACTION AGENDA</b>	The Board of Directors meeting was called to order at 5:03 p.m. by Chairperson Goeb.	
1. Approve Agenda	Addition was made to the board agenda under New Business. Chairperson welcomed all visitors and asked if anyone wished to address the board.	Hearing no response, motion: Tomczak, second: B. Collier to approve the agenda as amended. All ayes. Motion carried.
3. Consent Agenda	Consent agenda was presented. Correction to attendance was noted on the Building & Grounds meeting minutes.  Minutes from the following meeting were distributed via the BoardEffect portal and were deleted from the portal upon Board member review: a) 2-10-2014 Medical Staff Quality Committee b) 2-12-2014 Facility Quality Committee	Motion: B. Collier, second: Tomczak to approve the consent agenda as amended. All ayes. Motion carried.
4. Medical Staff & Credentialing Report	Dania Kamp, Chief of Staff, presented the Medical Staff report and the February 2014 Credentials Report.	Upon Medical Executive Committee recommendation, motion: B. Collier, second: Tomczak to accept the February 2013 Credentials Report as presented. All ayes. Motion carried.
5. Construction Update	Director of Support Services provided an update on the construction project and fire damage/insurance status.	Informational purposes only.
6. Trauma Resolution	Resolution is required from the Board of Directors to complete the Trauma re-designation process.	Motion: B. Collier, second: Grace-Probst to accept the resolution as presented. All ayes. Motion carried.
7. May Board Meeting Date	An alternate date needs to be identified as the May 2014 Board of Directors meeting date lands on a legal holiday.	Motion: G. Langhorst, second: Tomczak to move the meeting date to Monday, May 19, 2014 at 5:00 p.m. All ayes. Motion carried.
8. RARE Campaign	Director of Patient Care Services presented information relating to the RARE Campaign.	Informational purposes only.
9. Township Meetings	Construction Fact Sheet, Financial Fact sheet and Mercy Foundation videos will be available prior to the March 11 <sup>th</sup> Township/City meetings.	Administrative Assistant will mail items as soon as they are available.

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10. Move to Closed Session	Meeting was moved to closed session at 5:45 p.m.	Motion: G. Langhorst, second: J. Collier to move the meeting to closed session. All ayes. Motion carried. All visitors excused themselves and exited the meeting.
11. Closed Session	A closed session meeting was held for the sole purposes of discussing: a) Pending Litigation b) Governing Principles	Motion: B. Collier, second: J. Collier to adjourn the closed session portion of the meeting and return to the regular Board of Directors meeting at 7:00 p.m.
12. Governance Practices	Discussion of this topic took place during the closed session portion of the meeting.	Motion: G. Langhorst, second: Lattu that Interim CEO be given the authority to hire a consultant to work with the Board of Directors on effective governance practices. All ayes. Motion carried.
<b>ADJOURN:</b>	There being no further business the meeting was adjourned at 7:01 p.m.	Motion: G. Langhorst, second: B. Collier to adjourn the meeting. All ayes. Motion carried.
<b>APPROVED BY:</b>		<b>Board Clerk</b>
	<b>Signature</b>	<b>Title</b>