

**BOARD OF DIRECTORS MEETING****DATE:** January 27, 2014**DIRECTORS PRESENT:** Kelly Goeb, Terrance Lund, Brett Collier Laurie Tomczak, 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>ACTION AGENDA</b>	The Board of Directors meeting was called to order at 5:00 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: G. Langhorst, second: Lattu to approve the agenda as amended. All ayes. Motion carried.
2. Foundation	Cindy Carlson, Foundation Director spoke briefly on two upcoming fundraising challenges and presented the newly produced Foundation video.	Board members thanked Cindy for her attendance at the meeting and she excused herself from the meeting.
3. Consent Agenda	Consent agenda was presented. Minutes from the following meeting were distributed via the BoardEffect portal and were deleted from the portal upon Board member review: a) 1-13-2014 Medical Staff Quality Committee	Motion: B. Collier, second: G. Langhorst to approve the consent agenda as presented. All ayes. Motion carried.
4. Medical Staff & Credentialing Report	Dania Kamp, Chief of Staff, presented the Medical Staff report and the January 2014 Credentials Report.  Chief of Staff shared medical staff concerns of having an active part/voice in the CEO search process.	Upon Medical Executive Committee recommendation, motion: J. Collier, second: Tomczak to accept the December 2013 Credentials Report as presented. All ayes. Motion carried.  Mr. Hagen and Board Chair noted that their concerns would be taken under advisement at the next CEO Search Committee meeting.
5. Construction Update	Director of Support Services provided an update on the construction project.  Progress Update: - All interior underground utilities are completed - Spray fireproofing is 70% complete - Roof and 2 <sup>nd</sup> floor slabs are poured - Main level slab should be completed by February 10, 2014 - Wall framing on 2 <sup>nd</sup> level is 60% complete - Roofing continues despite the record cold	Informational purposes only.
6. CEO Recruitment Process	Administration provided an update on the CEO search process. Meeting was held on January 22, 2014 to look at restructuring of the CEO Search Committee to include the Board Chairperson as part of the committee.	Informational purposes only.

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7. Pay Equity Report	Human Resources Director presented information on the State of MN pay equity reporting. MN Legislature requires that this reporting be completed on a three year reporting cycle. Mercy has submitted and passed the Pay Equity Compliance testing and now requires Board of Directors approval of the report.	Motion: B. Collier, second: Tomczak to approve the Pay Equity Compliance report as submitted. All ayes. Motion carried.
8. MHA Trustee Conference	Board members Goeb, G. Langhorst, Lattu, Tomczak and Mr. Hagen spoke briefly on their attendance at the MHA Winter Trustee Conference.	Informational purposes only.
9. 2014 Scholarships	<p>Per board member request, approval for the Mercy Hospital/Esther Post Memorial Scholarships is to be brought to the Board of Directors on an annual basis. Four \$1,000 Scholarships were given in 2013 to one recipient in each of the following school districts:</p> <ol style="list-style-type: none"> <li>1) Barnum ISD</li> <li>2) Willow River ISD</li> <li>3) Moose Lake ISD</li> <li>4) Cromwell ISD</li> </ol> <p>Recipients are required to be enrolled in classes for a health care related field.</p>	Motion: Tomczak, second: G. Langhorst to approve the grants for 2014 in the amount of \$1,000 for each of the aforementioned school districts. All ayes. Motion carried.
10. Move to Closed Session	Meeting was moved to closed session at 5:50 p.m.	Motion: J. Collier, second: G. Langhorst 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 specific marketing activities relating to the organization and operation of Mercy Hospital that involves potential competition with healthcare providers that offer similar services.	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 5:58 p.m.
12. Resolution	Resolution to explore marketing activities relating to Mercy was presented and discussed during the closed session portion of the meeting.	Motion: B. Collier, second: Tomczak to accept the resolution as presented. All ayes. Motion carried.
<b>ADJOURN:</b>	There being no further business the meeting was adjourned at 6:17 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>