

**BOARD OF DIRECTORS MEETING**DATE: February 23, 2015**DIRECTORS PRESENT:** Kelly Goeb, Joanne Collier, Gail Langhorst, Patricia Grace-Probst, Thea Erickson and Anna Lattu.**OTHER ATTENDEES:** See attached listing for additional attendees**ABSENT:** Christopher Thiessen and Terrance Lund

| <b>AGENDA</b>                           | <b>DISCUSSION/CONCLUSIONS</b>   | <b>RECOMMENDATIONS/ACTION WHAT/WHEN</b>   |
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| <b>ACTION AGENDA</b>                    | The Board of Directors meeting was called to order at 5:05 p.m. by Chairperson Goeb.  |   |
| <b>INTRODUCTION</b>                     | Board Chairperson introduced Thea Erickson, City of Barnum Board representative. Ms. Erickson provided a brief work and personal history.   | Board members welcomed Ms. Erickson and introduced themselves and noted which city or township they represented.  |
| 1. Approve Agenda                       | No additions were made to the agenda. Chairperson welcomed all visitors and asked if anyone wished to address the Board.  | Hearing no response, motion: G. Langhorst, second: J. Collier to approve the agenda as presented. All ayes. Motion carried.   |
| 2. Consent Agenda                       | Consent agenda was presented.   | Motion: Lattu, second: J. Collier to approve the consent agenda as presented. All ayes. Motion carried.   |
| 3. Medical Staff & Credentialing Report | The February 2105 Credentials Report was presented by Phyllis J. Noss, M.D.   | Upon Medical Executive Committee recommendation, motion: G. Langhorst, second: Lattu to accept the February 2015 Credentials Report as presented.<br><br>Dr. Noss exited the meeting at 5:15 p.m. |
| 4. Board Meeting Date                   | Board Chairperson brought forward the proposal of moving the Board of Directors meeting from 5:00 p.m. to 5:30 p.m. on the 4 <sup>th</sup> Monday of each month. Discussion followed.   | Motion: J. Collier, second: Lattu to approve moving the meeting to 5:30 p.m. All ayes. Motion carried.  |
| 5. Construction Update                  | Construction update was presented by the Director of Support Services.<br><br>Board members requested another tour of the construction progress.  | Informational purposes only.<br><br>Tentative tour date April 27, 2015 at 5:00 p.m. was noted. Construction progress will be the determining factor.  |
| 6. League of MN Cities Waiver           | Liability Coverage – Waiver Form was presented. Discussion followed on statutory tort liability limits.   | Motion: J. Collier, second: G. Langhorst to accept the option to non-waive the monetary limits on municipal tort liability established by MN Statutes, Section 466.04. All ayes. Motion carried.  |
| 7. Affirmative Action Plan              | The Affirmative Action report was presented for Board review and approval. At this point and time it is a bi-annual government requirement. In the future it will be completed and submitted to the Department of Labor on a quadrennial basis. | Motion: Lattu, second: G. Langhorst to approve the plan as presented. All ayes. Motion carried.   |
| 8. By-law Review                        | This is a bi-annual requirement as outline in the Governing Board by-laws. Discussion followed.   | Motion: G. Langhorst, second: Grace-Probst to assign the Executive Committee members the duty of the by-law review. All ayes. Motion carried.   |

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| 9. Joint Leadership Meetings               | Chief Executive Officer extended an invitation to executive members at Gateway Family Health Clinic to reactivate the joint leadership meetings between the two organizations. GFHC Administration noted that at this point and time that Gateway felt it only necessary to meet to discuss partnerships or collaborations. | Informational purposes only.   |
| 10. Annual Reports                         | Copies of the Annual Reports were distributed for Board member use at their annual City and Township meetings. Chief Executive Officer gave an overview of the information obtained in the report.  | Notify Administrative Assistant if you should require additional copies of the report.   |
| 11. Committee Assignments                  | Board Chairperson asked for volunteers for the 2015 Committee assignment listing.   | Listing will be distributed at the March Board of Directors meeting.   |
| 12. Strategic Planning Process             | Administration asked the Board of Directors for input on a timeframe for updating the Strategic Plan. Discussion followed.  | Board of Directors concurred with Administration to begin this process during the first quarter of 2016.   |
| 13. Move to Closed Session                 | Meeting was moved to closed session at 6:10 pm.   | Motion: G. Langhorst, second: Lattu to move to closed session. All ayes. Motion carried. All visitors excluding Vickey Milczark and Trina Lower excused themselves from the meeting. |
| 14 Closed Session                          | A closed session meeting was held for the sole purposes of discussing:<br>1) Peer Review Minute Review<br>2) Marketing activities relating to the organization/operation of Mercy Hospital<br>3) A Personnel Issue  | Upon completion of the Peer Review discussion, Mrs. Milczark and Mrs. Lower excused themselves from the meeting.   |
| 15. Adjourn Closed Session                 | There being no further business the closed session meeting was adjourned at 7:05 p.m.   | Motion: G. Langhorst, second: J. Collier to adjourn closed session and return to open meeting. All ayes. Motion carried.   |
| 16. 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:<br>1) MSQC – January 12, 2015<br>2) Facility QI Minutes – February 11, 2015  | Upon Medical Staff recommendation, motion: J. Collier, second: Lattu to accept the aforementioned minutes as presented. All ayes. Motion carried.                                    |
| <b>ADJOURN:</b>                            | There being no further business the meeting was adjourned at 7:06 p.m.  | Motion: G. Langhorst, second: J. Collier to adjourn the meeting. All ayes. Motion carried.   |
| <b>APPROVED BY:</b>                        |   | <b>Board Clerk</b>   |
|  | <b>Signature</b>  | <b>Title</b>   |
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