

BOARD OF DIRECTORS MEETINGDATE: January 26, 2015**DIRECTORS PRESENT:** Kelly Goeb, Joanne Collier, Gail Langhorst, Patricia Grace-Probst, Christopher Thiessen and Anna Lattu.**OTHER ATTENDEES:** See attached listing for additional attendees**ABSENT:** Thea Erickson and Terrance Lund

AGENDA	DISCUSSION/CONCLUSIONS	RECOMMENDATIONS/ACTION WHAT/WHEN
FISCAL YEAR AUDIT	The Finance Committee met prior to the Board meeting on January 26, 2015 to receive the 9-30-2014 fiscal year audit report as prepared by the auditing firm of Eide Bailey, LLP. Brad DeYoung presented the audited information.	Motion: Thiessen, second: G. Langhorst recommending to the Board of Directors approval of the draft copy of the audit report. Finance Committee meeting was adjourned at 5:05 p.m.
ACTION AGENDA	The Board of Directors meeting was called to order at 5:14 p.m. by Chairperson Goeb.	
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: Lattu to approve the agenda as presented. All ayes. Motion carried.
2. Board Vacancy	Laurie Tomczak, City of Kettle River representative resigned her position from the Mercy Board of Directors effective January 19, 2015. Laurie has accepted a job offer in Brainerd, MN and will be unable to fulfill board duties as required. Discussion followed on the nomination/selection process for replacement of the City of Kettle River position and board clerk nominations.	Motion: J. Collier, second: Thiessen to accept Laurie's resignation and to nominate and select a clerk at this time. All ayes. Motion carried. Motion: G. Langhorst, second: Lattu that the Executive Committee be given permission to begin the search process for a replacement representative for the City of Kettle River. All ayes. Motion carried.
3. Bi-Annual Election of Officers	Board members received a ballot of all nominations for office. Nomination slate included: 1) Chairperson – Kelly Goeb 2) Vice Chairperson –Gail Langhorst and Anna Lattu 3) Treasurer –Joanne Collier 4) Clerk – Chris Thiessen and Gail Langhorst nominations were noted and accepted. Ballots were collected and tallied by Administrative Assistant. The following members were elected to their respective offices: 1) Chairperson: Kelly Goeb 2) Vice Chairperson: Anna Lattu 3) Treasurer: Joanne Collier 4) Clerk: Gail Langhorst	As re-elected Board Chairperson, board member Goeb continued directing the meeting.
4. Consent Agenda	Consent agenda was presented. Fiscal Year Audit approval was added to the Consent Agenda.	Motion: Lattu, second: J. Collier to approve the consent agenda as amended. All ayes. Motion carried.

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5. Medical Staff & Credentialing Report	The January 2105 Credentials Report was presented.	Upon Medical Executive Committee recommendation, motion: G. Langhorst, second: Lattu to accept the December 2014 Credentials Report as presented. 7 ayes. 1 abstained (Thiessen). Motion carried. Dr. Noss exited the meeting at 5:13 p.m.
6. 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) MSQC - November 11, 2014	Upon Medical Staff recommendation, motion: Lattu, second: Thiessen to accept the November 11, 2014 MSQC minutes as presented. All ayes. Motion carried.
7. Construction Update	Construction update was presented by the Director of Support Services.	Informational purposes only.
8. Bank Resolution	Bank resolution is required to make the required addition of Angela Gran, Financial Manager to the accounts payable and bank signature cards at the First National Bank of Moose Lake.	Motion: Thiessen, second: J. Collier to accept the resolution as presented. All ayes. Motion carried.
9. Conflict of Interest Statements	This is an annual requirement of the Board of Directors. Forms were distributed to board members and administrative team.	Please complete and return to Administrative Assistant.
10. 2015 Scholarships	Mercy currently provides scholarships in the amount of \$1,000 to Moose Lake, Willow River, Cromwell and Barnum Schools in the name of Mercy Hospital/Esther Post. The local districts have asked if the Board has given approval to award the scholarships for the 2015 school year.	Motion: Thiessen, second: J. Collier to award the 2015 \$1,000 scholarships to the aforementioned four school districts. All ayes. Motion carried.
11. May 2015 Meeting Date	Due to the fact that the May Board of Directors meeting lands on a legal holiday an alternate date must be determined. Discussion followed.	Motion: Thiessen, second: G. Langhorst that the board meeting be held on Tuesday, May 26, 2015. All ayes. Motion carried.
12. Foundation Update	Board Chairperson provided a synopsis of the Foundation activities and discussion followed on term length of the Board of Director representatives for the Foundation Board.	No action required.
13. Committee Assignments	Board Chairperson asked board members to notify her or Administrative Assistant of their interest in serving on board committees.	Listing will be brought forward at the February 2015 Board meeting.
14. Peer Review Minute Approval Process	Discussion followed on the current review process for the Peer Review minutes. Legal council will be contacted for direction.	No action required.
15. Bond Governance	An overview of USDA bond requirements was provided by Chief Executive Officer.	Newspaper article will be submitted to present the obligation requirements.
16. Move to Closed Session	Meeting was moved to closed session at 6:37 pm.	Motion: G. Langhorst, second: J. Collier to move to closed session. All ayes. Motion carried. All visitors excused themselves from the meeting.

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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 7:10 p.m.	Motion: G. Langhorst, second: Thiessen to adjourn closed session and return to open meeting. All ayes. Motion carried.
ADJOURN:	There being no further business the meeting was adjourned at 7:11 p.m.	Motion: G. Langhorst, second: Thiessen to adjourn the meeting. All ayes. Motion carried.
APPROVED BY:		Board Clerk
	Signature	Title