

**BOARD OF DIRECTORS MEETING**DATE: September 24, 2012

**DIRECTORS PRESENT:** Laurie Tomczak, Patricia Grace-Probst, Brett Collier, Christopher Thiessen, Anna Lattu, Kelly Goeb, Michelle Frohrip, Gail Langhorst, and Joanne Collier.

**OTHER ATTENDEES:** See attached listing

**ABSENT:** Sharon Gossett

<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 Frohrip.	
1. Approve Agenda	Addition was made to the agenda. CEO asked for a flexible agenda to move agenda item 7(a) forward to allow legal counsel to present information on the USDA Application. Chairperson welcomed all visitors and asked if anyone wished to address the board.	Hearing no response, motion: J. Collier, second: G. Langhorst to approve the agenda as amended. All ayes. Motion carried.
Adjourn to Closed Session:	The Board of Directors meeting was adjourned to closed session at 5:02 p.m.	Motion: G. Langhorst, second: Tomczak to adjourn the Board of Directors meeting to closed session. All ayes. Motion carried. Visitors excused themselves from the meeting.
1. Closed Session	A closed session meeting was held for the sole purposes of discussing the potential purchase of property and a stipulation for legal settlement.	No action taken. Discussions remain closed session until negotiations have been completed.
Adjourn Closed Session	There being no further business the closed session meeting was adjourned at 5:51 p.m.	Motion: Tomczak, second: Grace-Probst to adjourn the closed session meeting and reopen the open meeting. All ayes. Motion carried. Visitors returned to the meeting.
1. Stipulation for Legal Settlement	The Stipulation for Dismissal document was discussed during the closed session.	Motion: Thiessen, second: J. Collier to accept the Stipulation for Dismissal as presented. All ayes. Motion carried.
2. USDA Resolutions	Ron Brandenburg, legal counsel presented an overview of the four USDA Loan Resolutions.	Motion: Goeb, second: Tomczak to approve acceptance of the four loan resolutions in the amounts of \$7,500,000.00, \$9,000,000.00, \$7,000,000.00 and \$6,500,000.00. All ayes. Motion carried.
3. Loan Documents	Ron Brandenburg, legal counsel spoke to the loan document process and the expedition of documents.	Motion: Thiessen, second: Tomczak allowing the Board Chairperson and CEO, acting together, to evaluate and sign any documents necessary to the Department of Agriculture loan that do not finally commit the board to acceptance for the loan. All ayes. Motion carried.

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2. Consent Agenda	Consent agenda was presented.	Motion: J. Collier, second: Goeb to approve the consent agenda as presented. All ayes. Motion carried.
3. Medical Staff Report  - Credentialing Report	Medical Staff report was unavailable due to the absence of Sharon Gossett, M.D.  Health Information Services Director presented the September 2012 Credentialing Report.	Informational purposes only.  Upon Medical Executive Committee recommendation, motion: Lattu, second: Tomczak to approve the September 2012 Credentialing report as presented. All ayes. Motion carried.
4. Grant Resolution	A grant resolution authorizing Jason Douglas to execute contracts and certifications is required for the Planning and Transition grant from the Office of Rural Health and Primary Care of the MN Department of Health.	Motion: J. Collier, second: Goeb to accept the resolution as presented. All ayes. Motion carried.
5. Fiscal Year Budget	Chief Financial Officer presented an overview of the 2013 Fiscal Year Budget.	Upon Finance Committee recommendation, motion: Tomczak, second: Lattu to approve the 2013 Fiscal Year Budget as presented. All ayes. Motion carried.
8. Wellness Center Update	Director of Support Services provided an update on the Wellness Center's reopening.	Informational purposes only.
9. Coin Theft	Administration reported that a theft occurred at Mercy during the Labor Day Weekend. An unknown male entered the cafeteria, broke into the cash machine and exited with the cash boxes and approximately \$800 in cash. Local authorities were notified and a claim has been filed with our insurance carrier.	Informational purposes only.
10. MHA Board Education	Mercy Hospital will be hosting a MHA Trustee Regional Dinner meeting on October 23, 2012 at 5:30 p.m. in the Education Classroom.	Please notify Administrative Assistant if you are planning to attend.
<b>ADJOURN:</b>	There being no further business the meeting was adjourned.	Motion: Tomczak, 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>