

BOARD OF DIRECTORS MEETING

DATE: April 25, 2011

DIRECTORS PRESENT: Laurie Tomczak, Gail Langhorst, Joanne Collier, Kelly Goeb, Kenneth Dahlberg, Michelle Zwickey, Christopher Thiessen and Patricia Grace-Probst.

OTHER ATTENDEES: See attached listing

ABSENT: Brett Collier

| AGENDA | DISCUSSION/CONCLUSIONS | RECOMMENDATIONS/ACTION WHAT/WHEN |
|---|---|---|
| ACTION AGENDA | The Board of Directors meeting was called to order at 5:05 p.m. by Board Chairperson Zwickey. | |
| 1. Approve Agenda | Chief Executive Officer noted an amendment to the agenda asking that the Bylaw Review/Update topic be tabled until the May Board of Directors meeting. Board Chairperson welcomed all visitors and asked if anyone wished to address the board. | Hearing no response, a motion: Tomczak, second: Collier to approve the agenda as amended. All ayes. Motion carried. |
| 2. Consent Agenda | Consent agenda was presented. | Motion: Dahlberg, second: Goeb to approve the consent agenda as presented. All ayes. Motion carried. Board member G. Langhorst entered the meeting at 5:09 p.m. |
| 3. Medical Staff Report & Credentialing | Due to the absence of Sharon Gossett, M.D., the Medical staff report was presented by board member Christopher Thiessen, M.D.: 1) Minutes of the medical staff meeting were reviewed with nothing to report at this time. Trina Lower presented the April 2011 Credentialing report. | 1) Informational purposes only. Upon Medical Executive Committee recommendation, Motion: Dahlberg, second: G. Langhorst to approve the March 2011 Credentialing report as presented (See Attachment #5). All ayes. Motion carried. |
| 4. Safe Site Committee | Committee Chairperson, Thiessen spoke briefly on the MHA Gap Analysis and patient safety concerns relating to the Safe Site Policy. Due to the fact that the Safe Site Committee has not met, committee member Collier asked for clarification from the Board of Directors as to their expectation and what the committee is being charged with. Discussion followed. | Board consensus that the committee members set a meeting date to begin the process of reviewing the MHA gap analysis, current vs. proposed policy, patient safety concerns and outlier risks. Once the review is completed, Committee members were instructed to return to the board with a recommendation. |
| 5. Joint Mercy/Gateway Meeting | Minutes of the April 12, 2011 meeting were included and approved within the consent agenda. Board Chairperson provided a brief update. Administrative Assistant is currently in the process of identifying a May meeting date for the Joint Executive group and a June date for the full Mercy/Gateway Board of Directors. | Information will be forwarded as available. |

| | | |
|---|--|--|
| Board of Directors Meeting/Page Two | | April 25, 2011 |
| 6. Mercy Counsel | Due to the fact that Essentia has previously used the firm of Faegre and Benson, a letter requesting a waiver of attorney conflict would be required. Mercy submitted that request to Essentia Health on March 29, 2011. Response letter from Essentia legal counsel noted that they will not waive the conflict of interest with respect to Thomas Schroeder. Administration presented the bio on Jennifer Reedstrom Bishop, Attorney with the firm of Gray Plant and Mooty. Discussion followed. | Motion: J. Collier, second: Tomczak authorizing Jennifer Reedstrom Bishop to represent Mercy's interest in the Due Diligence and Affiliation Process with Essential Health. All ayes. Motion carried. |
| 7. Focus Group Update | Zenith Research Group has recruited participants for two focus groups, one group of residents with Mercy experience in the past 5 years and the other group without. The 90 minute discussion groups are scheduled to be held on April 26, 2011. | Written summary report will be brought forward as available. |
| 8. Arrowhead Lane Property | Facilities Management Supervisor presented an update on the Arrowhead Lane property. Administration is currently working with the City of Moose Lake regarding regress and building code items. The OT, PT and Cardio Pulmonary Departments have been working with Administration and Architects on floor plan possibilities for the Arrowhead building. | Updates will be brought forward as available. |
| 9. Strategic Planning Goals and Initiatives | Presentation relating to the 2011 – 2015 Strategic Plan development process followed. | Informational purposes only. |
| 10. Parliamentary Procedure | Discussion followed regarding current parliamentary practices and whether a more formal procedure should be followed. | Board consensus that the current practice would continue. |
| 11. By-law Review | Topic was tabled until the May 23, 2011 Board of Directors meeting. | No action required. |
| 12. ACO Articles | Administration distributed Accountable Care Organizational articles for Board review. | Informational purposes only. |
| 13. Meeting Preparation and Deadline | Discussion followed on the timeline relating to Board agenda distribution and on-line availability of Board Agenda's and Minutes. | Draft copy of the agenda will be forwarded one week prior to the meeting. Update to Mercy's webpage is underway. Once the upgrade is completed, the agenda and minutes will be posted on the web page. |
| 14. Finance Committee Meeting | Due to the fact that committee member Dahlberg will not be in attendance at the May Finance Committee meeting, Administration asked if all other members would be available to meet open meeting/quorum requirements. | Finance committee members confirmed that they would be in attendance. No action required. |
| ADJOURN: | There being no further business the meeting was adjourned at 6:23p.m. | Motion: G. Langhorst, second: Thiessen to adjourn the meeting. All ayes. Motion carried. |
| APPROVED BY: | | Board Clerk |
| | Signature | Title |