

**WinnMed Board of Trustees Minutes**  
**Wednesday, November 1, 2023**  
**Conference Room B2/B3**  
**3:00-4:30 p.m.**

**Minutes**

<b><u>Topic</u></b>	<b><u>Presenters</u></b>	<b><u>Purpose</u></b>
<b>Call to Order</b>	Clark, Chairperson	
Clark, Chairperson, called the meeting to order at 3:01 p.m.		
<b>Moment for Mission</b>	Steve Slessor	Information
Steve Slessor recognized the leadership team for their actions and efficiencies during last week's lockdown. Kathy was the Admin on Call, and Dave filled the role of Incident Commander. Steve shared that law enforcement recognized the entire management team for their swift actions. Dr. Marquardt introduced Dr. Ballard and Dr. Ingvalson to the Board of Trustees.		
<b>Consent Agenda</b>	Clark, Goltz, Chairperson	Approval
<b>Action:</b> A motion was made by Karen McLean, seconded by Brit Rhodes, to approve the Board Minutes, Board Finance Committee Minutes, Medical Executive Committee Minutes, Compliance Committee Minutes, and Policy Approvals. All other voting, aye. Motion carried.		
<b>Stark &amp; Anti-Kickback</b>	Steve Slessor	Information
Steve educated the board on Fraud and Abuse Laws. The presentation covered the Anti-Kickback Statute, Stark Law, and the False Claims Act. The purposes of these laws are to avoid overutilization, unnecessary increases in CMS costs, corrupt medical decision-making, patient steering, and unfair competition. Penalties, if found in violation, include fines, imprisonment, and loss of medical license. Additional commentary on how WinnMed's relationship with Mayo Clinic protects the medical center from physician compensation issues. The Leadership team conducts fair market value assessments and external audits to ensure we comply with Fraud and Abuse Laws.		
<b>IHA – Board Self-Assessment 2023</b>	Clark Goltz	Information
Clark presented an overview of the Board of Trustee's Self-Assessment that was completed in August. Trustees reviewed areas that scored below the national average and discussed ways to improve these scores in the future. Overall self-assessment scores are higher than previous assessments, and the Board scored above average on the comprehensive evaluation. Trustee success could be attributed to the Trustee orientation sessions and board subcommittees.		
<b>Lawn Care</b>	David Cavagnaro	Information
David Cavagnaro, Rachael Munn, and Steve McCargar presented concerns regarding the current lawn care processes at WinnMed. They are requesting that the organization look at nontoxic ways to care for the lawns, such as utilization of the Good Neighbor Program. Additionally, they would like the organization and board to develop formal language around lawn care and grounds upkeep.		
<b>Capital Request – MindRay Patient Monitoring System</b>	Kathy Moritz	Approval
Kathy brought a capital request to upgrade patient monitoring devices in four WinnMed departments. Finance Committee members shared that this upgrade was listed as a budgeted item on the FY24 capital budget. <b>Action:</b> A motion was made by Karl Jacobsen, seconded by Justin Gullekson, to approve the MindRay Patient Monitoring Refresh system upgrade for \$251,732. All other voting, aye. Motion carried.		
<b>Antimicrobial Stewardship Appointment</b>	Kathy Moritz	Approval
<b>Action:</b> A motion was made by Karen McLean, seconded by Mark Jensen, to approve the Antimicrobial Stewardship Appointment of Sara Snitker as presented. All other voting, aye. Motion carried.		

<b>Feasibility Study</b>	Ben Stevens	Approval
<p>Ben reviewed the results of the feasibility study with the Trustees. Significant assumption updates noted were regarding the interest rate corrections, assumptions for a 30-month project timeline, salary increases, Medicaid Direct Payment Program, 340B, and revenue increases. Overall, the feasibility study is favorable, even when considering the sensitivity analyses. Feasibility highlights to note: USDA requires the organization to set aside \$200,000 yearly to pay for capital assets to protect the life of our loan. USDA also requires a minimum of 90 days cash. We can anticipate depreciation in ~20 years, leaving about 10 years on the life of the loan where we won't receive cost based reimbursement on depreciation, but will still have the same payment amount. Anticipate further strategic discussion on reserve funds for this purpose. Trend lines look favorable. Going into the project with minimal debt is suitable for success.</p> <p>Steve noted that the government approved the concept of the Medicaid direct payment program. Waiting for approval on program implementation.</p> <p>Next steps in the Transforming Tomorrow project: bid dates got pushed out to November 7th. USDA will review the bids on November 8th to ensure we have multiple competitive bids. Following their approval, we will have a special Board meeting to approve the bids. Anticipate a special Board meeting on or around November 15th.</p>		
<b>September Finances</b>	Ben Stevens	Information/Discussion
<p>Ben presented the first quarter FY24 finance report. We planned to have a rough quarter and budgeted for that. We are \$111,319 off on Q1 assumptions from the budget standpoint. We do anticipate a rebound in Q2 and Q3.</p> <p>Ben shared the scorecard that he and his team created. Scorecard goals are in response to the audit and patient feedback.</p>		
<b>Foundation Updates</b>	Karl Jacobsen	Information/Discussion
<p>The Foundation will receive a lump sum payment from the Bradish Fund. This will be invested and utilized per Norman Bradish's wishes. The annual campaign is kicking off. This will raise dollars to support the OB renovation. The WinnMed ambulance has been receiving monetary donations from patients.</p>		
<b>Administrative Reports</b>	Leadership Team	Information
<p><b>Chief Administrative Officer</b> Steve Slessor reported:</p> <ul style="list-style-type: none"> <li>Pharmacy update: waiting on the DEA license. We anticipate the opening date to be pushed back to early February.</li> <li>Lawn Care – Administration will bring it back to the board for next steps with recommendations.</li> </ul> <p><b>Chief Medical Officer</b> Dr. Marquardt:</p> <ul style="list-style-type: none"> <li>No updates:</li> </ul> <p><b>Chief Financial Officer</b> Ben Stevens:</p> <ul style="list-style-type: none"> <li>No updates</li> </ul> <p><b>Chief Nursing Officer</b> Kathy Moritz reported:</p> <ul style="list-style-type: none"> <li>No updates.</li> </ul> <p><b>Administrator of Operations</b> Dave Rooney reported:</p> <ul style="list-style-type: none"> <li>No updates.</li> </ul>		

**Director of Human Resources**

Laurie Bulman reported:

- Next board update will provided information on staffing per zip codes.

<b>Executive Session</b>	Clark Goltz, Chairperson	Approval
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At 5:05 p.m., Board members went into Closed Session pursuant to Iowa code 21.5 (1) (l) To discuss patient care quality and process improvement initiatives in a meeting of a public hospital.

Met in closed session to discuss credentialing. Intent: To evaluate the professional competency of an individual whose appointment, hiring, performance, or discharge is being considered when necessary to prevent needless and irreparable injury to that individual’s reputation and that individual requests a closed session.

IPAC Quarterly Report was discussion in closed session. Intent: To discuss patient care quality and process improvement initiatives in a meeting of a public hospital or to discuss marketing and pricing strategies or similar proprietary information in a meeting of a public hospital, where public disclosure of such information would harm such a hospital’s competitive position when no public purpose would be served by public disclosure

**Motion:** Made by Karen McLean, seconded by Justin Gullekson to enter a Closed Session. Roll Call Vote: Gullekson, aye; McLean, aye; Rhodes, aye; Jensen, aye; Goltz, aye. Motion carried.

<b>Return to Regular Session</b>	Clark Goltz, Chairperson	Approval
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At 5:19 p.m. Board members returned to regular session.

**Action:** Motion made by Brit Rhodes, seconded by Karen McLean to appoint, grant membership and privileges as listed on the Medical Staff Report. All voting, aye. Motion carried.

<b>Adjournment</b>		
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The meeting adjourned at 5:20 p.m.

**Action:** Motion made by Mark Jensen, seconded by Justin Gullekson to adjourn the meeting. All voting, aye. Motion carried.

**Members** || O = Absent, X = Present

Clark Goltz, Chairman	X	Jan Heikes, Board member	O	Dave Rooney, Administrator of Operations	X	Eric Crockett, Regional Chair of Admin-MCHS SEMN	O
Karen McLean, Vice-Chair	X	Mark Jensen, Board member	X	Kathy Moritz, Chief Nursing Officer	X	Dr. Albright, MCHS SEMN Regional Vice President	O
Justin Gullekson, Secretary-Treasurer	X	Steve Slessor, Chief Administrative Officer	X	Ben Stevens, Chief Financial Officer -	X	Kristin Johnson, MCHS SEMN Vice-Chair Administration (Virtual)	X
Britt Rhodes, Board member	X	Thomas Marquardt, DPM, Chief Medical Officer	X	Catherine Nelson, DO President, Medical Staff (Virtual)	X	BreAnna Sovereign, Executive Assistant	X

Karl Jacobsen, Board member (Virtual)	X	Laurie Bulman, Director of Human Resources	0				
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**Guests: David Cavagnaro, Rachael Munn, Steve McCargar, Dr. Hannah Ingvalson, and Dr. Mark Ballard**

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Justin Gullekson, Secretary

Recording: BreAnna Sovereign, Executive Assistant