

**WinnMed Board of Trustees Minutes**  
**Wednesday, December 6, 2023**  
**Conference Room B2/B3**  
**4:00 – 6:00 p.m.**

**Minutes**

<b><u>Topic</u></b>	<b><u>Presenters</u></b>	<b><u>Purpose</u></b>
<b>Call to Order</b>	Clark Goltz, Chairperson	
Clark, Chairperson, called the meeting to order at 4:00 p.m.		
<b>Moment for Mission</b>	Brianne Leikvold	Information
Kely Toj Lopez, an RN in OB, received praise from a patient and her family. Kely speaks fluent Spanish and communicated with a Spanish-speaking patient in her native tongue, providing comfort, reassurance, and joy during their delivery. Kely has been a great addition to the OB team. She aligns her schedule to reflect the needs of the patients. She has been an asset to our Spanish-speaking patients.		
<b>App Introductions</b>	Dave Rooney	Information
Dave warmly welcomed Jena Flak, Arin Deering, and Jenny Schrandt, WinnMed’s newest Associate Providers. All of which have ties to Decorah and completed clinical rotations in the medical center.		
<b>WinnMed Volunteer &amp; Auxiliary Annual Report for Fiscal Year 2023</b>	Laurie Bulman	Information
Laurie provided Volunteer and Auxiliary updates for FY2023. WinnMed has 65 volunteers fulfilling over 6,460 hours of services to WinnMed in 2022. WinnMed Gift Shop sold \$59,000 in merchandise in 2022. WinnMed has over 175 Auxiliary members, 11 of whom are members of the Auxiliary Board. Board members have over 17,000 lifetime hours of service to WinnMed. The Auxiliary gave over \$15,000 to WinnMed through department requests.		
<b>WinnMed Corporate Bylaws Annual Update</b>	BreAnna Sovereign	Approval
Updates to the 2023 Bylaws were shared with the board. Updates include a name change to WinnMed, additional Resolutions that had been added from the Transforming Tomorrow Project, updated verbiage to reflect requirements from Chapter 21 rules and regulations for special board meetings, and additional context around attendance requirements for trustees. A motion was made by Mark Jensen, seconded by Karen McLean, to approve the 2023 Bylaws as presented. All other voting, aye. Motion carried.		
<b>Foundation Board Member Appointment</b>	Steve Slessor	Approval
The foundation seeks approval to appoint Karla Hageman and Andrew Bailey as Foundation Board Members. In addition, we need approval to reappoint Jim Burns and Mike Huinker. A motion was made by Jan Heikes, seconded by Britt Rhodes, to approve the Foundation Board Members as presented. All other voting, aye. Motion carried.		
<b>Consent Agenda</b>	Clark Goltz, Chairperson	Approval
<b>Action:</b> A motion was made by Justin Gullekson, seconded by Karen McLean, to approve the Board Minutes, Board Finance Committee Minutes, Medical Executive Committee Minutes, and Policy Approvals. All other voting, aye. Motion carried.		
<b>ACO Updates</b>	Sarah Groux   Tasha Croell	Information
ACO Core Group continues to meet monthly. We have implemented JBIs and workflows for Annual Wellness Visit. We continue to work on Provider workflows for HCC Coding. We have received the 2024 shared savings metrics and are working on ways to meet the criteria for those metrics. With the collaboration across the organization, we have a successful ACO program. Our quality metrics continue to outperform other sites and we continue to be praised for our work by Signify. Signify has asked our team to be a spotlight guest speaker on the Epic HER User Group call in December to share insight into our success in our ACO work.		
<b>Transforming Tomorrow Project</b>	Ben Stevens	Information

Dr. Marquardt provided context regarding the Transforming Tomorrow Project. In his time at WinnMed, he has seen significant growth, which speaks volumes to the need for this project. Dr. Marquardt expressed his gratitude and thanks to the team for their work in making this project a reality.

Ben shared the scope of the project with the board. OB remodel comprises six labor, delivery, recovery, and postpartum rooms. Surgery addition/renovation will expand the current footprint by 7,000 sq/ft and renovate existing suites. The additional space will allow for potential robotic use in the future. The clinic addition will expand family and specialty clinic by 23,900 sq/ft.

The Management Committee is recommending that the board accept the base bids for \$50 Million. This option has potential Valued Engineering savings of \$1-2 Million dollars.

While management looked at many scenarios, the feasibility study was consistently favorable throughout the project build.

Finance Committee Members wanted to mention that all banks within the county were given the opportunity to participate, while 13 total banks all from northeast Iowa chose to participate. Even with possible speed bumps, the organization will be in a situation that offsets the negatives and puts us in a favorable situation.

**Action:** A motion was made by Justin Gullekson, seconded by Karl Jacobsen to accept the recommendation to move forward with the \$50 Million project as recommended by the Management Committee. All other voting, aye. Motion carried.

<b>Resolution for Receiving &amp; Awarding Construction Bids</b>	Ben Stevens	Approval
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**Action:** A motion was made by Karen McLean, seconded by Britt Rhodes, to execute construction contracts per the resolution which outlines the eight successful bidders along with their respective bids totaling \$27,827,483.65. All other voting, aye. Motion carried.

<b>Master Resolution</b>	Ben Stevens	Approval
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Master Resolution presented outlining the framework for borrowing money now and in the future until our debt responsibilities have been met on our USDA loan agreement. Within this resolution, parity language, debt service coverage ratios, and other items are identified and must be adhered to which will be reviewed annually through a Compliance Certificate.

**Action:** A motion was made by Jan Heikes, seconded by Karen McLean to adopt the Master Resolution for Borrowing Money. All other voting, aye. Motion carried.

<b>2023A Resolution Regarding Borrowing \$8,000,000 For the Construction Project</b>	Ben Stevens	Approval
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This resolution allows the organization to borrow \$8 million from Decorah Bank & Trust per the 2023A Resolution with a 5.96% interim interest rate. Term Adjustment interest rate recalculation, five year U.S Treasury Note + 3.00%\*0.79 tax exempt discount factor. Funds requested on a “draw-down” basis.

**Action:** A motion was made by Karen McLean, seconded by Karl Jacobsen, to adopt the 2023A Resolution to borrow \$8 Million for the Transforming Tomorrow Project. All other voting, aye. Motion carried. Abstaining from the vote are Justin Gullekson and Mark Jensen.

<b>2023B Resolution Regarding Borrowing \$35,000,000 For the Construction Project</b>	Ben Stevens	Approval
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This resolution allows the organization to borrow \$35 million from Decorah Bank & Trust per the 2023B Resolution. 5.96% interim interest rate and a 3.50% fixed interest rate upon completion of the project.

**Action:** A motion was made by Karl Jacobsen seconded by Jan Heikes, to adopt the 2023B Resolution to borrow \$35 Million for the Transforming Tomorrow Project. All other voting, aye. Motion carried. Abstaining from the vote are Justin Gullekson and Mark Jensen.

<b>October Finances</b>	Ben Stevens	Information/Discussion
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October was a very positive month. \$1 Million gross patient revenue above budget. Total operating revenue is down, this is in the form of the 340B program. We have 128 Days Cash on Hand. In conclusion we are ahead of budget and ahead of last year.

Foundation Updates	Karl Jacobsen	Information/Discussion
<p>A special thank you to Depot Outlet in Decorah, as they awarded the WinnMed Foundation a grant to purchase two dish dollies. The Foundation received a Thank You from Diabetes Education and Nutrition Services for the new scale. A heartfelt thank you to Grace Feldman as she raised \$2,000 to purchase fabric for tied blankets to give to local children in need.</p> <p>Chris Redenius, Keri Bodensteiner, and Dan Ryan are retiring from the WinnMed Foundation Board of Directors after each serving nine years, thank you for your service.</p> <p>Claire and Helen Knutson left WinnMed Foundation a legacy gift through an irrevocable Trust. The Foundation received a gift of \$538,000. The Foundation plans to invest the gift in ladder CD's and work with Administration on how to best use their gift.</p> <p>Gift of heart award was given to the WinnMed Foundation.</p>		
Administrative Reports	Leadership Team	Information
<p><b>Chief Administrative Officer</b> Steve Slessor reported:</p> <ul style="list-style-type: none"> <li>• Pharmacy is slated to open. February 1, 2024</li> <li>• Mayo DME store will do a soft opening around Feb. 1, 2024</li> </ul> <p><b>Chief Medical Officer</b> Dr. Marquardt:</p> <ul style="list-style-type: none"> <li>• Recruiting update: We received an endorsement letter from Dr. Miller, Urology. We have two interested candidates. Special thanks to Dr. Miller for providing his support.</li> </ul> <p><b>Chief Financial Officer</b> Ben Stevens:</p> <ul style="list-style-type: none"> <li>• Thank you to Shift and Skyline for their work on the parking lot project.</li> </ul> <p><b>Chief Nursing Officer</b> Kathy Moritz reported:</p> <ul style="list-style-type: none"> <li>• Clinic staffing is becoming more critical. The labor market is challenging. This is a common theme throughout the market.</li> </ul> <p><b>Administrator of Operations</b> Dave Rooney reported:</p> <ul style="list-style-type: none"> <li>• Kathy Petersburg plans to retire in January.</li> <li>• Wound center – Jenny Schrandt will back fill which will allow for five days a week coverage.</li> <li>• Luther looking at more convenient hours.</li> </ul> <p><b>Director of Human Resources</b> Laurie Bulman reported:</p> <ul style="list-style-type: none"> <li>• No updates</li> </ul>		
Executive Session	Clark Goltz, Chairperson	Approval
<p>At 5:34 p.m., Board members went into Closed Session pursuant to Iowa code 21.5 (1) (I) To discuss patient care quality and process improvement initiatives in a meeting of a public hospital.</p> <p>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.</p> <p>Patient Experience, Performance Excellence, and Patient Safety quarterly updates 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</p> <p><b>Motion:</b> Made by Britt Rhodes, seconded by Karen McLean to enter a Closed Session. Roll Call Vote: Gullekson, aye; McLean, aye; Rhodes, aye; Jensen, aye; Goltz, aye; Jacobsen, aye. Motion carried.</p>		

<b>Return to Regular Session</b>	Clark Goltz, Chairperson	Approval
At 5:54 p.m. Board members returned to regular session. <b>Action:</b> Motion made by Karen McLean, seconded by Mark Jensen to appoint, grant membership and privileges as listed on the Medical Staff Report. All voting, aye. Motion carried.		
<b>Adjournment</b>		
The meeting was adjourned at 5:54 p.m. <b>Action:</b> Motion made by Mark Jensen, seconded by Justin Gullekson to adjourn the meeting. All voting, aye. Motion carried.		

**Members** || 0 = Absent, X = Present

Clark Goltz, Chairman	X	Jan Heikes, Board member	X	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	X	BreAnna Sovereign, Executive Assistant	X
Karl Jacobsen, Board member (Virtual)	X	Laurie Bulman, Director of Human Resources	X				

**Guests:** Karla Bakken, Jena Flak, Arin Deering, Tasha Croell, Sarah Groux, Carol Wilkinson, and Brianne Leikvold

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Justin Gullekson, Secretary

Recording: BreAnna Sovereign, Executive Assistant