

**WinnMed Board of Trustees Minutes**  
**Wednesday, October 2, 2024**  
**Conference Room B3**  
**3:00 – 5:00 p.m.**

**Minutes**

<b><u>Topic</u></b>	<b><u>Presenters</u></b>	<b><u>Purpose</u></b>
<b>Call to Order</b>	C. Goltz, Chairperson	
Clark Goltz, Chairperson, called the meeting to order at 3:00 p.m.		
<b>Moment for Mission</b>	D. Rooney	Information
We recently had a very special delivery at WinnMed. The mother, baby, and Provider all shared the same birthday.		
<b>Consent Agenda</b>	G. Goltz, Chairperson	Approval
<b>Action:</b> Motion made by Justin Gullekson, seconded by Britt Rhodes to approve Board Minutes, Board Committee Minutes, Medical Executive Committee Minutes, Compliance Committee Minutes, and Policy Approvals. All other voting, aye. Motion carried.		
<b>Audit Presentation</b>	J. Splinter	Approval
Joe Splinter, Eide Bailly, presented the June 30, 2024 Audit Report. Still considered in a draft status as we await one additional actuarial study. Two deficiencies found: Segregation of duties and with the preparation of financial statement. These are common deficiencies for hospitals our size. Two material financial adjustments were made resulting in net position being decreased by 300,000 Finance Committee, along with Joe Splinter, gave kudos to WinnMed’s Finance team for their work throughout the year to ensure a successful audit.		
<b>Trustee Appointment</b>	C. Goltz	Approval
Rebekah Krueger was recommended to fill the open seat for the remainder of the vacant seats term, 2026. <b>Action:</b> Motion made by Jan Heikes, seconded by Justin Gullekson to appoint Rebekah Krueger to the WinnMed Board of Trustees. All other voting, aye. Motion carried		
<b>Community Member Involvement</b>	C. Goltz	Approval
The Governance Committee has proposed language to be added to our Bylaws, allowing for community member involvement during committee meetings. Legal counsel has provided recommendations for the proposed language. This language will be incorporated into our Bylaws and presented for approval at the annual meeting.		
<b>Community Support Request</b>	M. Jensen	Approval
A Community Support request was brought forth by the Vote Yes Committee requesting WinnMed’s public support for education in our community and participation in the bond voting process <b>Action:</b> Motion made by Justin Gullekson, seconded by Jan Heikes to approve the Community Support Request. All other voting, aye. Motion carried		
<b>Foundation Updates</b>	C. Goltz	Information
The Foundation has officially launched their two-year comprehensive campaign, which will raise awareness and financial support for the Transforming Tomorrow Project. A public campaign will start in October. The Foundation has revised the Guy Johnson’s Memorial Endowment, which will start utilizing yearly distributions in 2025 to support staff development.		
<b>PACU Expansion Project</b>	B. Stevens	Approval t
Ben presented a proposal for a PACU expansion project which would expand the current space to accommodate for future growth. Plans shared will add an additional 845 sq. ft and cost approximately		

<p>\$800,150. Ben shared potential financing options for the project: capitalized interest and a USDA Red-Lg Program.</p> <p>Finance Committee members shared they feel confident with the approach with utilizing the capital interest savings from the overall building project.</p> <p><b>Action:</b> Motion made by Justin Gullekson, seconded by Mark Jensen to approve the PACU Expansion Project with the budget of \$800,150. All other voting, aye. Motion carried</p>		
<b>USDA RED LG Debt Agreement</b>	B. Stevens	Approval
<p>The USDA requires us to get any new debt agreements approved. The USDA Red LG is a new debt agreement with MiEnergy Cooperative for a 10-year interest free loan. This will reduce the loans that we would enter into with the local banks.</p> <p><b>Action:</b> Motion made by Mark Jensen, seconded by Jan Heikes to approve the USDA Red LG Debt Agreement. All other voting, aye. Motion carried</p>		
<b>Physician Employment Agreement</b>	S. Slessor	Approval
<p>Steve shared an overview of the proposed Physician Employment Agreement. Laurie shared guidance and input from key stakeholders was sought to create this agreement.</p> <p><b>Action:</b> Motion made by Justin Gullekson, seconded by Jan Heikes, to approve the Physician Employment Agreement as presented. All other voting, aye. Motion carried.</p>		
<b>Physician Compensation and Benefits</b>	S. Slessor	Approval
<p>Steve reviewed the Physician Compensation and benefits plan. The plan proposed using national data for benchmarking and meets fair market value requirements. Leadership sought guidance from Insight Health Partners (Compensation Plan Consultant) and Hall Render (Legal Firm) to development the proposed plan. Additionally, the Management Committee and Finance Committees have reviewed and approved the proposed plan.</p> <p><b>Action:</b> Motion made by Justin Gullekson, seconded by Karen McLean, to approve the Physician Compensation and Benefits Plan as presented. All other voting, aye. Motion carried.</p>		
<b>Capital Request – Automated Blood Bank</b>	D. Rooney	Approval
<p>Dave presented an SABR for an unbudgeted item, Ortho Vision Swift an Automated Blood Bank Equipment. While this is unbudgeted the equipment will be purchased with a reallocation of dollars from within the department’s budget.</p> <p><b>Action:</b> Motion made by Karen McLean, seconded by Mark Jensen to approve the capital request for the Automated Blood Bank equipment for \$63,045. All other voting, aye. Motion carried.</p>		
<b>Financial Report</b>	B. Stevens	Information
<p>Ben highlighted the 2024FY finances, which we came within \$28,000 of our budget. August was a positive month. Patient revenues for the month were \$1 Million above budget. Outpatient revenues trending well. Ben and his team are reviewing collections and ways to collect possible missed dollars.</p>		
<b>Administrative Reports</b>	Leadership Team	Information
<p><b>Chief Administrative Officer</b> Steve Slessor:</p> <ul style="list-style-type: none"> <li>No updates.</li> </ul> <p><b>Chief Medical Officer</b> Dr. Marquardt:</p> <ul style="list-style-type: none"> <li>Anticipating the PSA Agreement to be finalized soon.</li> <li>Community rounding meetings have gone well. Conversations seems to revolve heavily around the Transforming Tomorrow Project.</li> </ul>		

**Chief Financial Officer**

Ben Stevens:

- Kudos to Environmental Services, WinnMed was selected as one of the 350<sup>th</sup> cleanest hospitals in the Nation by Becker’s Hospital Review.

**Chief Nursing Officer**

Kathy Moritz:

- October will be a big month for OB. Anticipating 32 babies.
- ED volumes continue to be very high.

**Chief Operating Officer**

Dave Rooney:

- Radiology is actively promoting and recognizing Breast Cancer Awareness this month.

**Director of Human Resources**

Laurie Bulman reported:

- Extensive involvement with the Comp and Benefits package.
- HR is navigating resources while staff are out.

<b>Executive Session</b>	C. Goltz	Approval
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At 4:47 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.

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.

Patient Safety, Patient Experience, and Performance Excellences updates held 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 Britt Rhodes, seconded by Mark Jensen to enter a Closed Session. Roll Call Vote: Goltz, aye; Gullekson, aye; McLean, aye; Jensen, aye; Heikes, aye, Rhodes, aye. Motion carried.

<b>Return to Regular Session</b>	C. Goltz	Approval
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At 4:57 p.m. Board members returned to the regular session.

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

<b>Adjournment</b>	C. Goltz	Approval
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January Board meeting date will be January 8, 2025.

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

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

Clark Goltz, Chairman	X	Jan Heikes, Board member	X	Dave Rooney, Chief Operating Officer	X	Laurie Bulman, Director of Human Resources	X
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Karen McLean, Vice-Chair	X	Mark Jensen, Board member	X	Kathy Moritz, Chief Nursing Officer	X	BreAnna Sovereign, Executive Assistant	X
Justin Gullekson, Secretary-Treasurer	X	Steve Slessor, Chief Administrative Officer	X	Ben Stevens, Chief Financial Officer -	X		
Britt Rhodes, Board member	X	Thomas Marquardt, DPM, Chief Medical Officer	X	Catherine Nelson, DO President, Medical Staff	X		

**Guests:** Kristen Kelly, Lydia Adams, Dina Taylor, Brooke Herold, Sharon Bruch, Lori Mcconnell, Kelsey Anderson, Greg Elton, Alexander Rosenow, Joe Splinter (Virtual), Maggie Busta, Nina Rothmeyer

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Justin Gullekson, Secretary

Recording: BreAnna Sovereign, Executive Assistant