

**WinnMed Board of Trustees Minutes**  
**Wednesday, February 4, 2026**  
**Conf. Rm B2/B3**  
**3:00 – 5:00 p.m.**

**Minutes**

<b>Topic</b>	<b>Presenters</b>	<b>Purpose</b>
<b>Call to Order</b>	C. Goltz	
Clark Goltz, Chairperson, called the meeting to order at 3:00 p.m.		
<b>Introduction</b>	Dr. T. Marquardt	Information
Dr. Marquardt introduced Ben Krouse-Gagne as the new Foundation Director, noting his background in higher education and community non-profits, and his recent work with helping services for youth and families. Ben shared his excitement and discussed his focus on building upon existing foundation work, increasing donor engagement, and collaborating with the board and community.		
<b>Moment for Mission</b>	K. Moritz	Information
Kathy shared an OB patient story who experienced exceptional care during her recent stay. Kindness, patience, and dedication was shown during their stay.		
<b>Consent Agenda (Action)</b>	C. Goltz	Approval
<b>Action:</b> Motion made by Justin Gullekson, seconded by Mark Jensen, to approve Board Minutes, Committee Minutes, Medical Executive Committee Minutes, Compliance Committee Minutes, WinnMed Bylaws, Declare Conflict of Interest, Code of Conduct Annual Review, Compliance Workplan and Policy Approvals. All other voting, aye. Motion carried.		
<b>Board Education- Directors and Officers Policy</b>	I. Sarinana, Shuttleworth Law	Information
Isaac Sarinana, from Shuttleworth Law, provided a comprehensive overview of the Directors and Officers (D&O) insurance policy. Highlighting the five main agreements under the D&O insurance policy, including coverage for directors and officers, indemnification, entity coverage, antitrust, and regulatory actions, and clarified what constitutes a covered loss. Isaac will gather additional information on EMTALA and Foundation coverage.		
<b>Department Presentation – Accounting</b>	S. Giddings	Information
Shelly, Director of Accounting, introduced the accounting team, described their roles, and shared statistics for the previous year, including EFTs processed, checks scanned, payroll statements, invoices, and journal entries. Andy outlined the need to replace their current financial reporting and budgeting software due to end-of-support, reviewed alternative options, and discussed the pros and cons of each, including cost, efficiency, and feature limitations.		
<b>Transforming Tomorrow Updates</b>	M. Dorsett, Graham Construction	Information
Matt reported that all medical equipment has been installed in surgery, with final cleaning and touch-ups underway. Work on clinic ceilings, floors, and doors is ongoing, with punch list dates set for each clinic level; exterior work requiring warm weather will be credited back and completed in the spring. Surgical operations in the new suite are planned to start March 2nd, with phased occupancy of clinic levels following. The team expects to be fully demobilized by the end of February. Surgical open house is scheduled for February 24th.		
<b>Quarterly Accreditation and Compliance Report</b>	C. Krivachek	Information
Carmen reported that the triennial Joint Commission survey is delayed. The compliance work plan, based on OIG guidelines and risk assessments, focuses on standardizing audit templates, specialized training for high-risk roles, and implementing a centralized policy management system. The annual hazard vulnerability analysis identified the top ten risks, with plans to develop response plans for supply chain shortages and medical gas disruptions, and to conduct a cybersecurity preparedness exercise.		
<b>Medical Staff Services (Action)</b>	Dr. L. Tope	Approval
<b>Medical Staff Updates:</b> Dr. Tope and Dr. D’Netto shared recommendations from a recent medical legal conference. From that conference the MEC is considering eliminating provisional status for new providers and shifting peer review responsibilities from MEC to the Leadership Council. The MEC will start their biennial review of the MED Staff Bylaws. Anticipate those coming to the board for review and approval towards the end of the year.		

<b>Action:</b> Motion made by Mark Jensen, seconded by Karen McLean, to appoint and grant membership and privileges as listed in the Medical Staff Report. All voting, aye. Motion carried.		
<b>Post Board Meeting Survey Follow-up</b>	C. Goltz	Discussion
Clark recapped the post-board meeting surveys for the board members, outlining action items that are underway. Plan to move to quarterly surveys.		
<b>Foundation Update</b>	K. McLean	Information
Karen reported on the recent Foundation board meeting, noting officer appointments, the pending approval of the investment policy to allow Ben time for review, and the anticipated hospital request for donor pledge dollars after USDA loan closure.		
<b>Financial Updates</b>	B. Stevens	Information
Ben Stevens presented a six-month financial review, highlighting budget variances, revenue shortfalls, expense management, cash flow pressures, and ongoing efforts to address denials and improve collections. We met budget in December but missed targets in other months, with inpatient and skilled revenue lagging, and outpatient and specialty practices performing closer to budget; holiday scheduling and flu season impacted results. Expenses were \$1.2 million under budget, mainly due to unfilled positions, but professional fees were higher than expected due to locum coverage. Cash flow is under pressure due to lower revenue and delayed Medicaid Directed Payments; the team is monitoring days cash on hand to meet USDA requirements and is planning for upcoming Medicaid funding cycles.		
<b>Administrative Reports</b>	Leadership Team	Information
<b>Chief Medical Officer:</b> Dr. Thomas Marquardt: <ul style="list-style-type: none"> <li>• Dr. Marquardt shared that we have committed to three primary Care providers, all starting within the next few months, and one committed ED provider. We have an interested psychiatrist candidate.</li> <li>• Continue to review block time, primarily creating specific block time for the robot.</li> </ul> <b>Chief Nursing Officer</b> Kathy Moritz <ul style="list-style-type: none"> <li>• We held a Daisy award ceremony today for a Home Health and Hospice nurse, Jennifer Nahl.</li> </ul> <b>Chief Operating Officer</b> Dave Rooney: <ul style="list-style-type: none"> <li>• Dr. McAlpine, committed ED provider, has been working at WinnMed as a locums. He is well experienced here at WinnMed, which will result in an easy transition.</li> <li>• Rural Health Transformation grants are underway, with rapid turnaround requirements for documentation and procurement. Kudos to RC&amp;D for their work to help us secure these grants.</li> </ul> <b>Director of Human Resources</b> Laurie Bulman <ul style="list-style-type: none"> <li>• Continue to have successes with students. During a recent Paramedic program visit, we were able to extend a job offer.</li> </ul>		
<b>Adjournment</b>	C. Goltz	Approval
<b>Action:</b> Motion made by Mark Jensen, seconded by Karen McLean to adjourn the meeting. All voting, aye. Motion carried.		

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

Clark Goltz, Chairman	X	Jan Heikes, Board member (virtual)	X	Thomas Marquardt, DPM, Chief Medical Officer	X	Laurie Bulman, Director of Human Resources	X
Karen McLean, Vice-Chair	X	Mark Jensen, Board member	X	Kathy Moritz, Chief Nursing Officer	X	Laurie Tope, MD President, Medical Staff (virtual)	X

Justin Gullekson, Secretary-Treasurer	X	Bekah Krueger, Board member (virtual)	X	Ben Stevens, Chief Financial Officer	X	BreAnna Sovereign, Executive Assistant	X
Britt Rhodes, Board member	O	Steve Slessor, Chief Administrative Officer	O	Dave Rooney, Chief Operating Officer	X		

**Guests:** Seth Boyes (Decorah Leader), Shelly Giddings, Carmen Krivachek, Matt Dorsett (Graham), Andy Bernhard, Dr. D’Netto, Ben Krouse Gagne, and Isaac Sarinana (Shuttleworth Law)

Recording: BreAnna Sovereign, Executive Assistant

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Justin Gullekson, Secretary