



**Board of Directors
Annual Meeting
January 28, 2019**

Call to Order

Board Chair

Board Reappointments

- Tim Augustine

Board Chair

Board Appointments

- Brianna Sorensen

Board Chair

Election of Officers 2019

Board Chair

Committee Appointments 2019

Board Chair

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Conflict of Interest Policy & Questionnaire

M. Sells

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Code of Conduct Statement

M. Sells

pg 7

Adjournment

Board Chair

Our Mission

To make a difference by providing
Exceptional patient care

Our Vision

To be the Southwest Iowa Regional Leader
in enhancing health

Our Values

Integrity, Teamwork, and
Compassion



**SHENANDOAH MEDICAL CENTER
BOARD OF DIRECTORS – 2019**

DIRECTORS

Tim Augustine (2010-2012; 2013-2015; 2016-2018; 2019-2021)
Floyd Jones, DO (2011-2013; 2014-2016; 2017-2019)
Roger Jones (2012-2014; 2015-2017; 2018-2020)
Ed Kloberdanz (2011-2013; 2014-2016; 2017-2019)
Dave Lashier (2008-2010; 2011-2013; 2014-2016; 2017-2019)
Alissa McGinnis (2012-2014; 2015-2017; 2018-2020)
Steve Ruzek (2017-2019)
Dennis Grebert (2017-2019)
Brianna Sorensen (2019-2021)
Matt Sells, CEO, Ex-officio

OFFICERS

Tim Augustine, Chair
Dennis Grebert, Vice Chair
Ed Kloberdanz, Secretary/Treasurer

COMMITTEE APPOINTMENTS

Board Committees

Executive Committee (As Needed)

Tim Augustine, Chair
Dennis Grebert, Vice Chair
Ed Kloberdanz, Secretary/Treasurer
Alissa McGinnis, Past-Chair
Matt Sells, CEO, Ex-officio

Finance Committee (Monthly)

Tim Augustine, Chair
Dennis Grebert, Vice Chair
Roger Jones
Dave Lashier
Steve Ruzek
Kaley Neal, CFO
Matt Sells
Sue Witthoft, Elm Heights Administrator

Compliance Committee (Monthly)

Brianna Sorensen
Matt Sells
Santosh Kumar, MD
Kaley Neal

Elm Heights Committee (Monthly)

Ed Kloberdanz
Roger Jones

Joint Conference (as needed)

Other Hospital/Medical Staff Committees

Investment Committee (Quarterly)

Dave Lashier
Dennis Grebert

Quality Committee (Quarterly)

Ed Kloberdanz

SMC Foundation Board Members (Monthly)

Craig Harris, Chair
Jeannine Liljedahl, Vice Chair
Mims Henstorf, Secretary/Treasurer
Dennis Grebert
Margo Bateman
Matt Livingston
Matt Sells

Shenandoah Ambulance Service: SMC Members

Craig Harris
Dr. Santosh Kumar
Matt Sells

Patient Family Advisory Council (Bi-Monthly)

Steve Ruzek
Matt Sells



SHENANDOAH
Medical Center

CONFLICTS OF INTEREST QUESTIONNAIRE

Name and Position _____

The Conflicts of Interest Policy adopted by the Board of Directors of the Shenandoah Medical Center requires disclosure of certain interests. To carry out the purpose of this Policy, you state in this form that you or your family members have the following affiliations, interests or relationships, and/or have taken part in the following transactions that, when considered in conjunction with your position with or relationship to the (including any subsidiary or affiliate of) Shenandoah Medical Center, might possibly constitute or give rise to an actual, apparent, or potential conflict of interest as defined under the Policy.

Those individuals considered to be “family members” for purposes of this statement include: your spouse, brothers or sisters (by whole or half blood), spouses of brothers or sisters, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren. Check “No” where applicable, or explain any possible conflicts of interest, including all material facts, on this questionnaire. All actual, apparent, or potential conflicts of interest that existed or that exist since the filing of your last Conflicts of Interest Statement (or since the beginning of your Board of Director tenure, employment, independent contractor, or agency relationship if no prior Conflicts of Interest Statement was filed) should be reported on this questionnaire. In addition, you must report to the Board of Directors of the Corporation any further financial interest, situation, activity, interest, or conflict that may develop before completion of the next annual questionnaire.

I. BACKGROUND

Do you refer patients to the Corporation or an Affiliate for medical treatment? If the answer is “yes”, please state the nature of the relationship (i.e., member of the medical staff of a Corporation or hospital).

No

Yes - Nature of relationship

II. OUTSIDE INTERESTS

A. Do you or any of your family members hold, or within the past five (5) years have you or any of your family members held, directly or indirectly, (i) a position or (ii) a material financial non-publicly traded interest in any outside entity with which you or your family member have reason to believe the Corporation (a) does business, including obtaining goods or services, or (b) provides services

Conflicts of Interest Questionnaire

competitive with the Corporation?

A “material” financial interest is one which involves or has a fair market value of more than One Thousand Dollars (\$1,000.00) or which represents more than 5% of the total ownership interest in the outside entity.

No

Yes - Explain below...

Are you or any of your family members currently engaged, or within the past five (5) years have you or any of your family members been engaged, in any for-profit business outside of your duties at the Corporation that in any way does business with or competes with activities at the Corporation?

No

Yes - Explain below...

Are you or any of your family members, or within the past five (5) years have any of your family members been, an officer or director of any company or organization (for-profit or not-for-profit) other than the Corporation that does business with or competes with the Corporation?

No

Yes - Explain below...

Do you or any of your family members have, or within the past five (5) years have you or any of your family members had, any personal loans, advances, or borrowings from any customer or supplier who also does business with the Corporation? (You may exclude charge cards and personal or mortgage loans at market rates at financial institutions such as banks, finance companies, insurance companies, and savings and loan associations.)

No

Yes - Explain below...

B. Do you or any of your family members compete, directly or indirectly, with the Corporation in the purchase or sale of ambulatory / ancillary medical services.

No

Yes - Explain below...

Conflicts of Interest Questionnaire

- C. Do you or any of your family members render, or within the past five (5) years have you or any of your family members rendered directive, managerial, consultative or other services to or on behalf of any outside entity that does business with or competes with the services of the Corporation?

No

Yes - Explain below...

- D. Do you or any of your family members employ or otherwise retain, or within the past five (5) years have you or any of your family members employed or otherwise retained, personnel of the Corporation for work on non-corporate business done outside of the Corporation?

No

Yes - Explain below...

- E. Have you or any of your family members used property of the Corporation to conduct business, which is not Corporation business, without prior approval of the President and the General Counsel of the Corporation?

No

Yes - Explain below...

- F. Do you or any of your family members serve any other organization (public, private, or charitable) as a director, trustee, officer, or in a similar capacity?

No

Yes - Explain below...

- G. Have you [or any associate of yours] during the past five years been a party to any action, suit, or proceeding that might be deemed material to evaluating your ability or integrity?

No

Yes - Explain below...

- H. Do you [or any associate of yours] know of any recent or pending actions, suit, or proceeding in which you [or your associate] has an interest adverse to the interests of, or is a party adverse to the Corporation?

No

Yes - Explain below...

Conflicts of Interest Questionnaire

III. INSIDE ACTIVITIES

- A. Do you employ or otherwise retain any of your family members or other individuals with whom you have a business or personal relationship in your area of direct responsibility with the Corporation? Have you or any of your family members attempted to influence the Corporation concerning the employment or retention of any family member or other individual with whom you have a business or personal relationship?

No

Yes - Explain below...

- B. Have you disclosed or used privileged information of the Corporation for any personal profit or advantage, or the profit or advantage of any of your family members or individuals with whom you have a personal relationship?

No

Yes - Explain below...

IV. GIFTS, GRATUITIES, AND ENTERTAINMENT

- A. Have you or any of your family members accepted gifts, entertainment, benefits, discounts, or other favors from any outside entity that does or is seeking to do business with, or is a competitor of, the Corporation, under circumstances from which it might be inferred that such action was intended to influence or possibly would influence you in the performance of your duties? This does not cover or prohibit the acceptance of reasonable entertainment by suppliers or prospective suppliers, or items of nominal value that are clearly tokens of respect or friendship and not related to any particular transaction or activity, when the value of such entertainment or items does not exceed One Hundred Dollars (\$100.00).

No

Yes - Explain below...

- B. Have you or any of your family members accepted any gifts, honoraria, perquisites, favors, or benefits valued in excess of One Hundred Dollars (\$100.00) from customers, suppliers, or agents of the Corporation?

No

Yes - Explain below...

Conflicts of Interest Questionnaire

In the space below, I have disclosed any other interests, activities, investments, or involvement of or concerning me or my family members that I believe might be considered relevant for purposes of disclosure of all actual, apparent, or possible conflicts of interest, or I have indicated “none” (Use additional pages as necessary.)

ACKNOWLEDGMENT

I hereby state each of the following:

- I have received a copy of the Conflicts of Interest Policy;
- I have read and understand the Policy;
- I agree to comply with the Policy;
- I understand that the Corporation is a charitable organization and that to maintain its federal tax exempt status it must engage primarily in activities which accomplish its tax-exempt purposes;
- I agree to report promptly to the Board of Trustees of the Corporation any change in the responses to each of the foregoing questions which may result from changes in circumstances or any further financial interest, situation, activity, interest, or conduct that may develop before completion of my next annual questionnaire; and the information contained herein is true and accurate to the best of my knowledge and belief as of this _____ day of _____, _____.

Signed: _____

Print Name: _____



SHENANDOAH MEDICAL CENTER CODE OF CONDUCT

The following are essential behavior standards expected of all employees at Shenandoah Medical Center. The performance/behavioral expectations are evaluated from direct observation, rounding, and/or reported incidences that have been reviewed and investigated by the department indicating a pattern of behavior.

COMMUNICATION: At Shenandoah Medical Center the purpose of our communication is to provide clear, accurate information and to achieve mutual understanding by active listening and open, respectful dialogue. We acknowledge the power of a sincere apology which does not mean personally assuming ownership. We convey concern for patients and our willingness to serve through our manner, expression and communication.

TEAMWORK: Shenandoah Medical Center employees are linked to one another by a common purpose: serving our customers and our communities. All coworkers are our teammates and deserve our respect. Teamwork is essential to meet customer expectations and create a positive and collaborative work environment.

CUSTOMER SERVICE & RESPECT: We recognize our customer's time is very valuable. We strive to provide our customers with prompt service, always keeping them informed of delays, and making them feel as comfortable as possible while they wait.

When entrusted with a customer's affairs, we will treat all information as confidential. Discussions of confidential matters are restricted to situations where the information is necessary to meet the customer's needs.

At Shenandoah Medical Center, we are committed to listening attentively to our customers. We want to understand their needs so that we may help them in the most appropriate manner. Our message to customers is delivered with courtesy and clarity.

ACCOUNTABILITY/LEADERSHIP: At Shenandoah Medical Center we will take responsibility to know, understand and perform in a professional and competent manner to ensure a positive outcome. We are critical to the operations of Shenandoah Medical Center and take pride in our organization, our abilities, and ourselves.

INTEGRITY: We believe in honesty and taking pride in what we do. It is important to do the right thing at all times. WE are responsible for the outcomes of our efforts. We recognize our work as a reflection of who we are as people and as health care professionals, both demonstrating a commitment to Shenandoah Medical Center and our community.

PROFESSIONALISM: We promote confidence and responsibility by displaying an attitude of professionalism, courtesy, and respect in all our interactions, both internally and externally, we create a positive working environment and a lasting impression, which reflects upon Shenandoah Medical Center. We will consider our customer's and co-worker's expectations in how we present ourselves.

I agree to abide by all of the above behavior standards under this code of conduct.

Employee

Date

Print Employee Name