



Northfield Hospital  
**MEETING MINUTES RECORD**

Meeting: Board of Directors

Date: October 22, 2009      Location: Conference Center      Start time: 6:00 p.m.      Adjourn time: 8:40 p.m.

Members present: Dixon Bond, Gina Franklin, Peggy Hoffman, Brett Reese, Randy Reister, MD, James Schlichting, Curt Swenson

Members excused: John Lundblad

Members absent: Terry Gilbertson

Others present: Carol Backstrom, Jon Denison, Tom Holt, M.D., Ken Bank, Mary Crow, Roger Stapek, Tammy Hayes, Kathleen Meier, Bobbi Jenkins (Recorder)

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
Call to Order	The meeting was called to order by Dixon Bond at 6:10 p.m.	Information only.	Closed.
Special Presentation			
1. Minnesota Healthcare Reform	<p>Mary Crow introduced Carol Backstrom Assistant to the Commissioner for Health Reform at the Minnesota Department of Health (MDH). Ms. Backstrom was invited to update the Board on 2008 legislation that was passed. She reviewed MDH's implementation update on health reform, which is divided up by the categories specified in health reform law:</p> <p><u>Guiding Principles</u></p> <ul style="list-style-type: none"> <li>➤ Improve the health of the population</li> <li>➤ Improve the patient/consumer experience, and</li> <li>➤ Improve the affordability of health care</li> </ul> <p><u>Market Transparency &amp; Enhanced Information</u></p> <ul style="list-style-type: none"> <li>➤ Statewide quality reporting system,</li> <li>➤ Provider peer grouping</li> </ul> <p><u>Care Redesign &amp; Payment Reform</u></p> <ul style="list-style-type: none"> <li>➤ Health care homes,</li> <li>➤ Baskets of care,</li> <li>➤ Quality incentive payment system,</li> </ul> <p><u>Consumer Engagement</u></p> <ul style="list-style-type: none"> <li>➤ Consumer Engagement Initiative,</li> <li>➤ Health care homes capacity assessment, and</li> <li>➤ Baskets of care consumer feedback</li> </ul>	Information only.	Closed.
Approval of Agenda	Dixon Bond reported that the Governance & Planning Committee met tonight prior to the Board meeting and requested that "5 <sup>th</sup> Bridge Donation Request" be added to the agenda for tonight's meeting as an "Action" item.	A motion was made, seconded and unanimously passed to approve the agenda with the addition of 5 <sup>th</sup> Bridge Donation Request as #10 under Action items.	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
Quality & Patient Safety			
1. Just Culture	<p>Mary Crow updated the Board on implementation of the Just Culture concept with staff over the past several months (copy of slides attached). Just Culture is a consistent method of examining our everyday work practices and behaviors in order to:</p> <ul style="list-style-type: none"> <li>➤ Learn about risk</li> <li>➤ Find and unplug “holes in Swiss cheese”,</li> <li>➤ Help staff feel safe in reporting mistakes or errors, and</li> <li>➤ Be fair in or response to those practices and behaviors that pose a risk to others.</li> </ul>	Information only.	Closed.
2. Safety Committee	Minutes from the 10/06/09 Safety Committee meeting were included in the Board packets (copy attached).	Information only.	Closed.
Action Items			
1. Approval of Minutes of 09/24/09 Board Meeting	Minutes from the 09/24/09 Board meeting were included in the Board packets (copy attached). There were no changes recommended to the minutes.	A motion was made, seconded and unanimously passed to approve the minutes as presented.	Closed.
2. Approval of Board Development Plan	<p>Dixon Bond reported that the Governance &amp; Planning Committee reviewed the Board Development Plan and recommended approval by the Board (copy attached). He noted that with Peggy Hoffman and Terry Gilbertson completing their final terms at the end of this year, the committee recommended the following priorities for 2010 appointments, with at least one being a female:</p> <ul style="list-style-type: none"> <li>➤ Member with expertise in accounting/finance</li> <li>➤ Member of the clergy</li> <li>➤ Second physician member or member with other medical or healthcare experience.</li> </ul>	A motion was made, seconded and unanimously passed to approve the plan as presented.	The Plan will be communicated to the Mayor.
3. Approval of Board Policies	Ken Bank reported that this is the second grouping of Board policies that administration is recommending for approval. The first group was presented to the Board in September and the last is expected to come to the Board in November. The Governance & Planning Committee reviewed the policies being presented tonight and have recommended all be approval by the Board. All policies were included in the Board packets for review prior to the meeting (copies attached).		

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➤ Role, Responsibility and Authority of the Board	This policy outlines the authority and operations of the Board (copy attached). There were no questions or comments.	A motion was made, seconded and unanimously passed to approve the Role, Responsibility and Authority of the Board policy as presented.	Closed.
➤ Board Meeting Agenda Planning	There were no questions or comments.	A motion was made, seconded and unanimously passed to approve the Board Meeting Agenda Planning policy as presented.	Closed.
➤ Board Committees	The policy on Board Committees does not change how current committees are established.	A motion was made, seconded and unanimously passed to approve the Board Committees policy as presented.	Closed.
➤ Conflicts of Interest	Ken Bank noted that the Conflicts of Interest policy is straightforward and important in terms of how we handle conflicts of interest. The policy is different than how we have practiced in the past. The policy allows the person with the conflict of interest to state their position on the matter and answer questions of other Board members since their knowledge may be of assistance. James Schlichting noted that he feels more comfortable if the person leaves the room during discussion. Ken responded that the Board can still ask this person to leave the room. It just allows them to ask questions if they want to.	A motion was made, seconded and unanimously passed to approve the Conflicts of Interest policy as presented.	Closed.
➤ Board Continuing Education and Expenses	There were no questions or comments.	A motion was made, seconded and unanimously passed to approve the Board Continuing Education and Expenses policy as presented.	Closed.
➤ Board Development Plan	There were no questions or comments.	A motion was made, seconded and unanimously passed to approve the Board Development Plan policy as presented.	Closed.
➤ CEO Performance Evaluation	Dixon Bond reported that the Governance & Planning Committee recommended one change to the policy on CEO Performance Evaluation. They recommended the third bullet on page 2 read: Management bonus up to 20% of base salary based on	A motion was made, seconded and unanimously passed to approve the CEO Performance Evaluation policy with the change	Closed.

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	<del>accomplishments of</del> as established by the board based on specific annual objectives.	recommended by the Governance & Planning Committee.	
4. Approval to Purchase Gyrus Energy System	Tammy Hayes reviewed the proposal to purchase a Gyrus Energy System for surgical procedures (copy attached). She explained that it is a new technology requested by the Ob/Gyn physicians. It is an incision/cautery system for minimally invasive endoscopic (laparoscopic) surgical procedures. It was included in the 2009 capital budget for \$31,000. Tammy also explained that we only received one quote because there is only one company that makes this piece of equipment.	A motion was made, seconded and unanimously passed to approve the purchase of the Gyrus energy system at a cost of \$28,849.	Closed.
5. Approval to Purchase Central Monitor System	Dixon Bond noted that a revised copy of the proposal to purchase a central monitoring system for the First Touch Birth Center was distributed at the meeting (copy attached). Tammy Hayes reviewed the proposal. \$45,000 was included in the 2009 capital budget for this system. In addition, \$28,000 remains from \$48,000 budgeted for an ultrasound unit and \$10,000 from an EKG monitor not purchased. Total available funds are \$83,000. The system allows staff to view fetal monitoring stripes when they are in another birthing room, at the nurses' desk or in the report room. It also allows physicians to view tracings from their office/home computer. It was also noted that the system has other features, such as automatic insertion to the medical record, which we will not be taking advantage of at this stage, but can add later.	A motion was made, seconded and unanimously passed to approve the purchase of an OBIX Perinatal Data system at a cost of \$80,835.	Closed.
6. Approval to Sell Laboratory Analyzer	Ken Bank reviewed the proposal to sell two lab analyzers (copy attached). We recently purchased a combined chemistry/immunoassay analyzer, but the vendor did not offer a trade-in value on the old units. Diamond Diagnostics will buy both items for \$5,500. A second offer of \$3,500 was secured from another company for only one of the machines.	A motion was made, seconded and unanimously passed to authorize administration to sell two lab analyzers to Diamond Diagnostics for \$5,500.	Closed.
7. Approval of Grant Application for Music Therapy	Mary Crow reviewed the proposal to submit a grant application to the Northfield Area Foundation for provision of music therapy to hospice patients (copy attached). Hospice patients will be asked if they would be interested in music therapy and if so they are provided music therapy in their home one hour at a time. It is a comfort technique for those in the dying process. This is something that hospice has been interested in but has not had the budget to support it. The grant application requires approval by the Board. The process will be evaluated after one year.	A motion was made, seconded and unanimously passed to approve the grant application for music therapy to the Northfield Area Foundation in the amount of \$5,040 for Northfield Hospice patients for a one-year time period.	Closed.

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<p>8. Discussion and Action on Closed Meeting Issue</p>	<p><u>Redacted Minutes</u>  Dixon Bond reported that Maren Swanson, City Attorney, reviewed minutes from meetings held in executive session by the Board over the past 15 months. She recommended that certain portions of those minutes be made public.</p> <p>Dixon noted that as soon as Board discussion occurs regarding minutes that were confidential, it becomes public and the Board is not in position to discuss unless they are approved. He reported that the Governance &amp; Planning Committee reviewed Maren's recommendation and recommended to the Board that the redacted minutes be made public. He asked for a motion to approve the release of the redacted minutes of the closed sessions of the Board that were either confidential in error or were appropriately confidential at the time, but since then can be made public.</p> <p><u>Response Plan</u>  Ken Bank proposed the following response to open meeting issues (copy attached):</p> <ol style="list-style-type: none"> <li>1. Conduct discussion of City Attorney findings at next Board meeting in public session.</li> <li>2. Act to make public those portions of closed meeting minutes identified by the City Attorney.</li> <li>3. Arrange for the City Attorney to present an education session for the Board on the open meeting laws.</li> <li>4. Ask the Board to direct that all new Board members should receive training from legal counsel on the open meeting laws as part of their orientation process.</li> <li>5. Direct administration to work with the City Attorney to create updated policies and practices for the Board approval that guide the closure of meetings to ensure that there is full compliance with the open meeting laws in the future.</li> <li>6. Direct administration to consult with legal counsel in advance each time that a Board meeting is proposed to be closed to the public. That discussion would address those items detailed in the City Attorney's memo.</li> <li>7. Consider having legal counsel present a</li> </ol>	<p>A motion was made, seconded and unanimously passed to release the redacted minutes from the closed sessions of the Board dated March 2009 through July 2009.</p> <p>A motion was made, seconded and unanimously passed to approve the response plan as presented.</p>	<p>Closed.</p> <p>Closed.</p>

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	<p>review of the open meeting laws with the Board annually.</p> <p>Maren Swanson is planning to attend the November Board meeting to educate the Board on the open meetings laws.</p> <p>James Schlichting inquired about Board policies as a result of direction from Maren Swanson. Ken responded that we anticipate developing Board policies related to the open meeting laws.</p> <p>Dixon Bond also commented that if we have closed sessions on certain things, such as contracts, once they are signed that item becomes public and should be released. The hospital rules are different than the City's. The hospital can discuss certain competitive issues that the City is not allowed to do in closed session.</p> <p>Gina Washburn asked how we would handle a situation where in the course of a closed discussion at a meeting, a topic comes up that is not on the agenda. Ken responded that this occurred during an executive session when H1N1 was discussed. We should have reconvened in public session to discuss that type of topic. This is something that now that we are aware of it will be more careful. Another question was raised regarding when a topic comes up in Executive Session that was not previously discussed with the City Attorney. It was felt that this should be addressed in the policy when developed.</p>		
<p>9. Approval of Donation to 5<sup>th</sup> Bridge</p>	<p>Ken Bank reported on a donation request received from 5<sup>th</sup> Bridge. Candy Taylor, 5<sup>th</sup> Bridge Executive Director, delivered materials for this donation request to the hospital over a month ago, but it was never received in Administration. She followed up today on the request and due to time issues (the event will occur November 13-15) it was discussed at the Governance &amp; Planning Committee at their meeting today. They recommended approval of a \$1,000 donation to 5<sup>th</sup> Bridge to be used toward their Third Annual Feed My Starving Children Northfield Volunteer Event. Last year, 73.6 million meals were packed by this organization and shipped to 60 countries. This year the Northfield goal is to pack 300,000 meals, engaging over 1,200 volunteers and raising \$51,000 to cover the cost of the meals packed.</p> <p>Dixon Bond noted that normally the</p>	<p>A motion was made, seconded and unanimously passed to approve a \$1,000 donation to 5<sup>th</sup> Bridge to help fund the Third Annual Feed My Starving Children Northfield Volunteer Event.</p>	<p>Closed.</p>

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	<p>recommendation to approve a donation would come from the Budget &amp; Finance Committee, but due to the timing it was reviewed by the Governance &amp; Planning Committee. Roger Stapek confirmed there is available money in the budget for this donation.</p>																																																													
<p>10. Approval of Applications for Medicals Staff Membership/ Privileges</p>	<p>Dr. Holt reviewed the following medical staff applications:</p> <p style="text-align: center;"><b>Appointments</b></p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;"><u>#</u></th> <th style="text-align: left;"><u>Specialty</u></th> <th style="text-align: left;"><u>Category</u></th> </tr> </thead> <tbody> <tr> <td>2604</td> <td>Family Practice/ Emergency Medicine</td> <td>Active</td> </tr> </tbody> </table> <p style="text-align: center;"><b>Reappointments</b></p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;"><u>#</u></th> <th style="text-align: left;"><u>Specialty</u></th> <th style="text-align: left;"><u>Category</u></th> </tr> </thead> <tbody> <tr> <td>3493</td> <td>Ob/Gyn</td> <td>Courtesy</td> </tr> <tr> <td>3500</td> <td>Pediatrics</td> <td>Active</td> </tr> <tr> <td>7416</td> <td>Teleradiology</td> <td>Courtesy</td> </tr> <tr> <td>7303</td> <td>Family Practice</td> <td>Active</td> </tr> <tr> <td>7451</td> <td>Ophthalmology</td> <td>Allied Health: Dependent</td> </tr> <tr> <td>7450</td> <td>Oral Surgery</td> <td>Courtesy</td> </tr> <tr> <td>7335</td> <td>Family Practice</td> <td>Active</td> </tr> <tr> <td>7171</td> <td>Anesthesia</td> <td>Courtesy</td> </tr> <tr> <td>7127</td> <td>Family Practice</td> <td>Active</td> </tr> <tr> <td>7334</td> <td>Anesthesia/CRNA</td> <td>Allied Health: Independent</td> </tr> <tr> <td>3539</td> <td>Teleradiology</td> <td>Courtesy</td> </tr> <tr> <td>3523</td> <td>Radiology</td> <td>Courtesy</td> </tr> </tbody> </table> <p style="text-align: center;"><b>Advancement from Provisional</b></p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;"><u>#</u></th> <th style="text-align: left;"><u>Specialty</u></th> </tr> </thead> <tbody> <tr> <td>3493</td> <td>Ob/Gyn</td> </tr> <tr> <td>7416</td> <td>Teleradiology</td> </tr> <tr> <td>2621</td> <td>Anesthesia/CRNA</td> </tr> <tr> <td>2572</td> <td>Anesthesia</td> </tr> <tr> <td>3599</td> <td>Family Practice</td> </tr> <tr> <td>3605</td> <td>Family Practice</td> </tr> </tbody> </table> <p>Gina Franklin questioned whether consideration should be given to moving approval of medical staff applications earlier in the agenda in the future so Dr. Holt doesn't have to stay at the meeting so long. This was not decided.</p>	<u>#</u>	<u>Specialty</u>	<u>Category</u>	2604	Family Practice/ Emergency Medicine	Active	<u>#</u>	<u>Specialty</u>	<u>Category</u>	3493	Ob/Gyn	Courtesy	3500	Pediatrics	Active	7416	Teleradiology	Courtesy	7303	Family Practice	Active	7451	Ophthalmology	Allied Health: Dependent	7450	Oral Surgery	Courtesy	7335	Family Practice	Active	7171	Anesthesia	Courtesy	7127	Family Practice	Active	7334	Anesthesia/CRNA	Allied Health: Independent	3539	Teleradiology	Courtesy	3523	Radiology	Courtesy	<u>#</u>	<u>Specialty</u>	3493	Ob/Gyn	7416	Teleradiology	2621	Anesthesia/CRNA	2572	Anesthesia	3599	Family Practice	3605	Family Practice	<p>A motion was made, seconded and unanimously passed to approve the appointment, reappointments and advancement and advancement from provisional status as recommended by the Credentials Committee and the MEC.</p>	<p>Closed.</p>
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<p>Discussion Items</p>																																																														
<p>1. CEO Recruitment Update</p>	<p>This item will be reported under the Operations Report.</p>	<p>None.</p>	<p>Closed.</p>																																																											

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2. H1N1 Update	<p>Mary Crow reported on the following:</p> <ul style="list-style-type: none"> <li>➤ Shared information on the increased number of patients seen in the clinics related to H1N1.</li> <li>➤ Have received some doses of the flu mist and are in the process of administering to those who are eligible to receive it. If we have extra doses, we can administer to the Allina physicians that come to the hospital if Allina has not received their doses.</li> <li>➤ Have seen an increase in the number of calls at the clinics with questions related to H1N1 and have designated staff to specifically answer those questions. The Minnesota Department of Health has also opened a flu line, which received 2100 calls in one day.</li> <li>➤ Working with the colleges to offer Strike Teams, including staff that will assist the college health department to screen students for H1N1 on campus if necessary.</li> <li>➤ We currently have one pregnant physician who has had to reduce her practice because recommendations are that pregnant caregivers not care for patients with H1N1. We have one physician out with H1N1 and several staff members out with sick children.</li> <li>➤ After about eight weeks, we expect to see a decline in H1N1 patients, but also expect a second wave in the spring.</li> </ul> <p>Dr. Holt reported that it is early for the seasonal flu and what we are seeing now is mostly likely H1N1</p>	Information only.	Closed.
Informational Items			
1. Medical Staff Report	Dr. Holt reported that the MEC discussed and is in the process of implementing guidelines on pain control for patient on Buprenorphine treatment. They also continue discussion on MRSA surveillance and sleep apnea (copy of 10/20/09 minutes attached).	Information only.	Closed.
2. Administrative Report			
➤ September	September revenues were \$258,000 over-	Information only.	Closed,

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Statistical Report	<p>budget while deductions from revenue were \$118,000 over-budget and operating expenses were \$119,000 under-budget. Operating income was (\$47,000) vs. a budget of (\$308,000), and total net income was \$30,000 vs. a budget of (\$232,000).</p> <p>Roger Stapek reported that this is the first \$10 million month. He also noted that accounts receivable days are the lowest they have been in the 29 years he has been here.</p>		
➤ EMS Call Volumes	The monthly EMS volumes were included in the packets (copy attached).	Information only.	Closed,
➤ Operations Report	Ken Bank reported that the CEO recruitment process is going well. Mark Madden is in the process of screening candidates and will be presenting position profiles to the Search Committee in early November. The next step will be for the committee to narrow the number to bring in for interviews, followed by the selection of the finalists to come back in early December for more wide-spread engagements and interview process. The goal is to make an offer before Christmas. We anticipate the start date to be in April and expect to have some kind of open house to welcome the new CEO.	Information only.	Continue to keep the Board updated.
➤ Regional Clinic Update	<p>Mary Crow reported on the following:</p> <ul style="list-style-type: none"> <li>➤ Dr. Fulco continues to be very busy. We are in the process of credentialing two surgeons who can begin helping out in November. An offer has been made to another full-time surgeon, but we don't expect a decision from that person until December.</li> <li>➤ A pediatric candidate who will be graduating in 2011 approached us for possible work when done with school. It is hard to know that far ahead whether we will have the need for a pediatrician at that time.</li> <li>➤ The CSMR project is a little behind schedule primarily due to the weather.</li> <li>➤ The Minnesota Department of Health (MDH) surveyed home care last month. Two minor deficiencies were received. A plan of correction has been submitted. Good comments were received from the surveyors. MDH is currently in the Long Term Care Center doing a case mix survey.</li> </ul>	Information only.	Closed,
➤ Summary of Strategic & Organizational Objectives	The summary of strategic & organizational objectives for the 3 <sup>rd</sup> quarter was included in the packets (copy attached).	Information only.	Closed,
➤ Capital Purchase	The 3 <sup>rd</sup> quarter capital purchase summary was	Information only.	Closed,

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Summary	included in the packets (copy attached).		
3. Committee Reports			
➤ Public Relations	The Public Relations Committee did not meet during the last month.	Information only.	Closed,
➤ Governance & Planning	<p>Minutes from the 10/09/09 Governance &amp; Planning Committee meeting were included in the packets (copy attached). The committee also met prior to the Board meeting tonight and discussed the following:</p> <ol style="list-style-type: none"> <li>1. Review of Committee Job Description</li> <li>2. Discussion of Board Policies</li> <li>3. Recommendation on Closed Meetings Issue</li> <li>4. Physician Retention Issue</li> <li>5. 5<sup>th</sup> Bridge Donation Request</li> <li>6. Privileging Issue</li> <li>7. Employee Handbook</li> </ol>	Information only.	Closed,
➤ Budget & Finance	Minutes from the 09/24/09 Budget & Finance Committee meeting were included in the packets (copy attached).	Information only.	Closed,
Roundtable Discussion	<p>➤ James Schlichting inquired about the recent Board policies approved and questioned whether we might want to post them on the hospital's website for the public to see, as well as some kind of list or manual for Board members. Ken Bank noted that both would be possible if the Board chooses to do so. There are more policies that are expected to come to the Board for approval at the November meeting. James noted that an annual calendar showing items that come to the Board on a regular basis would be beneficial so the Board could see in advance what to expect to see on the Board agendas. Ken Bank noted that administration uses an annual calendar as a guideline when setting up agendas that could be distributed to the Board.</p> <p>➤ Jon Dennison commented that the City has not received any applications for the hospital Board vacancies for next year. He encouraged Board members to be looking for possible candidates and encourage them to get involved. Dr. Reister reported that he is aware of a female physician who may be interested in serving on the Board. A female physician would meet two of the criteria the Board recommended to fill the vacancies next year.</p>	<p>Board calendar will be distributed to the Board in November.</p> <p>Information only.</p>	<p>Closed.</p> <p>Closed.</p>

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	<ul style="list-style-type: none"> <li>➤ Dixon Bond inquired whether the Board objected to the manner he chaired the meeting tonight and wanted to confirm that he allowed enough time for discussion and did not make members feel rushed. No one voiced concern.</li> </ul>	Information only.	Closed.
	<ul style="list-style-type: none"> <li>➤ Ken Bank commented that we can expect to continue to see articles in the Northfield News about Hospital Board meeting closed session. Peggy Hoffman noted that there was also an article in the Faribault newspaper regarding the closed meeting issue.</li> </ul>	Information only.	Closed.
Adjournment	The meeting was adjourned at 8:40 p.m.	None.	Closed,

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