

# MEETING MINUTES RECORD

**Meeting: Board of Directors – Virtual Meeting during COVID-19 Pandemic**

**Date: April 28, 2022**

**Location: Virtual Meeting**

**Start time: 5:04 pm**

**Adjourn time: 7:50 pm**

**Board Members:**

- Fred Rogers, Board Chair
- Sarah Carlsen, Vice-Chair
- Rick Estenson
- Michael Hemesath
- CC Linstroth
- Charlie Mandile(joined later)
- Robert Morrison
- Rhonda Pownell
- Jami Reister

**Staff:**

- Steve Underdahl, CEO
- Jerry Ehn, COO(joined later)
- Jeff Meland, MD., CMO
- Monty Seper
- Scott Edin, CFO
- Tammy Hayes, CNE
- Betsy Spethman, Director of Community Relations
- Kelly Velander (Recorder)
- Vern Lougheed

**Others:**

- Ben Martig, City Administrator
- Teresa Knoedler, Legal Counsel

**Guests:**

| Issue/Problem  | Discussion/Conclusions   | Action  | Follow-up/Resolution |
|--|--|---|----------------------|
| <ul style="list-style-type: none"> <li>• Call to Order and Approval of the Agenda</li> </ul> | <p>The board meeting was called to order by Fred Rogers at 5:04 p.m.</p> <p>It was determined that it is was not feasible for members of the board of directors to be physically present at the board meeting due to the COVID-19 pandemic. The virtual meeting was held via WebEx.</p> <p>A closed session will follow the open meeting pursuant to Minn. Stat. CH. 13D.05 Subd.3(b), which permits closure for attorney-client privileged communications and also pursuant of Minn. Stat. 144.581, subd. 5 Marketing: marketing activity related to the Hospital's competitive position with other health care providers that offer similar services.</p> <p>Items on the consent agenda (available on the portal):</p> <ul style="list-style-type: none"> <li>• Meeting minutes (approve)               <ul style="list-style-type: none"> <li>✓ Board Meeting- (3/31/22)</li> </ul> </li> <li>• Meeting minutes (accepted)               <ul style="list-style-type: none"> <li>✓ Budget &amp; Finance Committee (4/21/22)</li> <li>✓ Quality Board Committee (3/28/22)</li> <li>✓ CEO Evaluation Summary from February Closed Session</li> </ul> </li> <li>• Informational only               <ul style="list-style-type: none"> <li>✓ Emergency Medical Treatment and Labor Act (EMTALA) Policy</li> </ul> </li> </ul> | <p>A motion was made by CC Linstroth and seconded by Robert Morrison to approve the regular and consent agendas as presented. Motion carried.</p> | <p>Closed.</p>       |

| Issue/Problem   | Discussion/Conclusions   | Action                  | Follow-up/Resolution |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
|---|--|-------------------------|----------------------|-----------|------|------|-------------------------|------|--------------|---------------|------|------|-------------------|------|------|--------------------|------|------|-------------------|------|--------|-------------|------|------|-------------------|----------------|----------|-----------|------|-----------|-------------------|----------------|----------|-----------|------|--------|-----------------------|------|--------------|---------------|------|-----------|-------------------|------|------|---------------------|------|--------------|---------------|------|--------|-------|------|------|--------------------|------|--------|-----------------|--|---------------|
| • Reports   |  |                         |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 1. Hospital Chief of Staff Report   |  | No updates provided.    | Closed               |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| <ul style="list-style-type: none"> <li>Approval of Applications for Medical Staff Membership/ Privileges</li> </ul> | <p>The medical staff applications from the Credentials Committee were presented for approval.</p> <p><b>Appointments</b></p> <table border="1" data-bbox="378 443 875 825"> <thead> <tr> <th>Practitioner #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>4137</td> <td>AH:I</td> <td>Certified Nurse Midwife</td> </tr> <tr> <td>4130</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>4138</td> <td>AH:I</td> <td>Behavioral Health</td> </tr> <tr> <td>4132</td> <td>AH:I</td> <td>Nurse Practitioner</td> </tr> <tr> <td>4128</td> <td>AH:I</td> <td>Behavioral Health</td> </tr> <tr> <td>4131</td> <td>Active</td> <td>OBGYN-Locum</td> </tr> <tr> <td>4129</td> <td>AH:I</td> <td>Behavioral Health</td> </tr> </tbody> </table> <p><b>Provisional Status</b></p> <table border="1" data-bbox="378 890 867 980"> <thead> <tr> <th>Practitioner #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>4071</td> <td>Affiliate</td> <td>Internal Medicine</td> </tr> </tbody> </table> <p><b>Reappointments</b></p> <table border="1" data-bbox="378 1060 868 1501"> <thead> <tr> <th>Practitioner #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>7166</td> <td>Active</td> <td>Family Medicine w/ OB</td> </tr> <tr> <td>2622</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3945</td> <td>Affiliate</td> <td>Internal Medicine</td> </tr> <tr> <td>4034</td> <td>AH:D</td> <td>Physician Assistant</td> </tr> <tr> <td>2623</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3943</td> <td>Active</td> <td>OBGYN</td> </tr> <tr> <td>3844</td> <td>AH:D</td> <td>Radiation Oncology</td> </tr> <tr> <td>3949</td> <td>Active</td> <td>Plastic Surgery</td> </tr> </tbody> </table> | Practitioner #          | Category             | Privilege | 4137 | AH:I | Certified Nurse Midwife | 4130 | Telemedicine | Teleradiology | 4138 | AH:I | Behavioral Health | 4132 | AH:I | Nurse Practitioner | 4128 | AH:I | Behavioral Health | 4131 | Active | OBGYN-Locum | 4129 | AH:I | Behavioral Health | Practitioner # | Category | Privilege | 4071 | Affiliate | Internal Medicine | Practitioner # | Category | Privilege | 7166 | Active | Family Medicine w/ OB | 2622 | Telemedicine | Teleradiology | 3945 | Affiliate | Internal Medicine | 4034 | AH:D | Physician Assistant | 2623 | Telemedicine | Teleradiology | 3943 | Active | OBGYN | 3844 | AH:D | Radiation Oncology | 3949 | Active | Plastic Surgery | <p>A motion was made by Michael Hemesath and seconded by Jami Reister to accept the recommendations from the Medical Executive Committee as presented. Motion carried.</p> | <p>Closed</p> |
| Practitioner #  | Category   | Privilege               |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4137  | AH:I   | Certified Nurse Midwife |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4130  | Telemedicine   | Teleradiology           |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4138  | AH:I   | Behavioral Health       |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4132  | AH:I   | Nurse Practitioner      |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4128  | AH:I   | Behavioral Health       |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4131  | Active   | OBGYN-Locum             |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4129  | AH:I   | Behavioral Health       |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| Practitioner #  | Category   | Privilege               |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4071  | Affiliate  | Internal Medicine       |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| Practitioner #  | Category   | Privilege               |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 7166  | Active   | Family Medicine w/ OB   |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 2622  | Telemedicine   | Teleradiology           |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 3945  | Affiliate  | Internal Medicine       |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 4034  | AH:D   | Physician Assistant     |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 2623  | Telemedicine   | Teleradiology           |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 3943  | Active   | OBGYN                   |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 3844  | AH:D   | Radiation Oncology      |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |
| 3949  | Active   | Plastic Surgery         |                      |           |      |      |                         |      |              |               |      |      |                   |      |      |                    |      |      |                   |      |        |             |      |      |                   |                |          |           |      |           |                   |                |          |           |      |        |                       |      |              |               |      |           |                   |      |      |                     |      |              |               |      |        |       |      |      |                    |      |        |                 |  |               |

| Issue/Problem  | Discussion/Conclusions  | Action            | Follow-up/Resolution |
|--|---|-------------------|----------------------|
| <ul style="list-style-type: none"> <li>Presentations/ Discussion / Action Items</li> </ul> |   |                   |                      |
| <ul style="list-style-type: none"> <li>Nursing/ Patient Care Update</li> </ul>             | <p>Tammy Hayes, CNE, provided the following Nursing/Patient Care updates regarding the Patient and Family Advisory Committee (PFAC), Cancer Care Accreditation process and the Birth Center -Live Video Chat.</p> <ul style="list-style-type: none"> <li>The Patient &amp; Family Advisory Council (PFAC) continues to meet quarterly virtually. The council includes 6 patient partners, 3 staff members, a patient advocate and perspectives from patients. The projects that have resulted from these meetings continues to provide better outcomes for patient experiences.</li> <li>The Birth Center has replaced the in-person tours throughout the pandemic with Live Video tours of the Birth Center. This has been well-received. These tours include topics such as what to expect when you arrive, labor positions and tools, how to choose a pediatric provider, the guidelines for visitors and allows time for live chats and questions.</li> <li>The Cancer Care Accreditation process continues, with a target of application by fall of 2022. Accreditation will allow NH+C to provide a comprehensive, quality approach to cancer treatments for patients.</li> </ul> | Information only. | Closed.              |
| Executive and Committee Reports  |   |                   |                      |
| <ul style="list-style-type: none"> <li>CEO Report</li> </ul>                               | <p>Steve Underdahl, CEO, reported on the following:</p> <p><u>COVID-19 Update:</u></p> <ul style="list-style-type: none"> <li>Things are better this month.</li> </ul> <p><u>Strategic update:</u></p> <ul style="list-style-type: none"> <li>NH+C Urgent Care launch is mostly ready. Waiting for final hires.</li> <li>DEI Council continues to perform organizational assessment and develop priorities.</li> <li>Work has resumed to develop a drafted comprehensive plan about social determinants of health.</li> <li>Kicked off the framing of the future workforce plan with leadership group.</li> <li>A multidisciplinary group has been assembled to assess and identify potential priorities and areas of focus around mental health care.</li> <li>A team has also been gathered to analyze data to develop an assessment on the</li> </ul>  | Information only. | Closed.              |

| Issue/Problem  | Discussion/Conclusions  | Action            | Follow-up/Resolution |
|--|---|-------------------|----------------------|
|  | <p>hospital scope of practice and acuity for NH+C.</p> <ul style="list-style-type: none"> <li>Excited to announce that the NH+C Foundation has formally launched, and the website is up and running to accept donations from both employees and members of our community. Information on how you can support NH+C is located here<br/> <a href="https://www.northfieldhospital.org/northfield-hospital-foundation">https://www.northfieldhospital.org/northfield-hospital-foundation</a>.</li> </ul> <p><u>Operations update:</u></p> <ul style="list-style-type: none"> <li>Financial results are still soft as we emerge from the pandemic.</li> <li>NH+C has added specialized Back, Neck and Spine Care in our Orthopedic Clinic starting on April 18<sup>th</sup>. This comprehensive approach to care has been added through a partnership with the Twin Cities Spine Center and NH+C Providers.</li> <li>Talent acquisition and retention continue to be challenging across our enterprise and across the State of Minnesota.</li> <li>Inflationary pressures continue to impact expenses.</li> <li>The property sale of the Elko New Market land to Kwik Trip closed on 4/26 with proceeds of \$800,000.</li> </ul> <p><u>Policy</u></p> <ul style="list-style-type: none"> <li>Steve attended the annual American Hospital Association meeting in Washington D.C. this week. Met with several members of the MN Congressional delegation.</li> </ul> |                   |                      |
| <ul style="list-style-type: none"> <li>Financial Report</li> </ul> | <p>Scott Edin, CFO presented the March financial report in Scott Edin's absence</p> <p><u>March Key Drivers</u></p> <ul style="list-style-type: none"> <li>Inpatient Admits were 13% under forecast</li> <li>Emergency Dept visits were 7% under forecast</li> <li>Surgery procedures were 3% under forecast</li> </ul> <p><u>Financial Outcomes</u></p> <ul style="list-style-type: none"> <li>Gross Revenues were \$955K under forecast</li> <li>Deductions were \$415K under forecast</li> <li>Bad Debt was \$195K over forecast</li> <li>Net Operating Revenues were \$735K under forecast</li> <li>Operating expenses were \$349k under forecast</li> <li>Resulting in a Net Operating Loss of \$322K</li> </ul>   | Information only. | Closed.              |

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|--|--|---|----------------------|
| <ul style="list-style-type: none"> <li>Quality Dashboard Report</li> </ul>                   | Sarah Carlsen shared the Quality Board dashboard.  | Information only.   | Closed.              |
| <ul style="list-style-type: none"> <li>Budget and Finance Committee verbal report</li> </ul> | Fred Rogers shared a summary of the April Budget and Finance Committee meeting.  | Information only.   | Closed.              |
| <ul style="list-style-type: none"> <li>Roundtable, Announcements and Questions</li> </ul>    | No announcements.  | Information only.   | Closed.              |
| <ul style="list-style-type: none"> <li>Closed Session</li> </ul>                             | <p>Prior to the start of Closed session, everyone was excused from the meeting except board members.</p> <p>At 6:40 pm the Board went into Closed Session pursuant to Minn. Stat. CH. 13D.05 Subd.3(b), which permits closure for attorney-client privileged communications and also pursuant of Minn. Stat. 144.581, subd. 5 Marketing: marketing activity related to the Hospital's competitive position with other health care providers that offer similar services.</p> | Motion made by Sarah Carlsen and seconded Michael Hemesath to move into the closed session. Motion carried. | Closed.              |
| <ul style="list-style-type: none"> <li>Adjourn</li> </ul>                                    | The meeting was adjourned at 7:50 p.m.   | Motion made by Robert Morrison and seconded by Sarah Carlsen to adjourn meeting. Motion carried.            | Closed.              |