

MEETING MINUTES RECORD

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

Date: September 22,
2022

Location: Virtual Meeting

Start time: 5:04 pm

Adjourn time: 7:42 pm

Board Members:

- Fred Rogers, Board Chair
- Sarah Carlsen, Vice-Chair
- Rick Estenson
- Michael Hemesath
- CC Linstroth
- Charlie Mandile
- 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)
- Scott Shoyat, ITS

Others:

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

Guests:

David Bennett, City Engineer/Public Works Director

Jeff Mutz, NH+C HR Director

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
<ul style="list-style-type: none"> • Call to Order and Approval of the Agenda 	<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>Items on the consent agenda (available on the portal):</p> <ul style="list-style-type: none"> • Meeting minutes (approve) <ul style="list-style-type: none"> ✓ Board Meeting- (8/18/22) • Meeting minutes (accepted) <ul style="list-style-type: none"> ✓ Budget & Finance Committee (8/18/22) • Meeting minutes (accepted) <ul style="list-style-type: none"> ✓ Community Relations Committee (8/23/22) 	<p>A motion was made by Michael Hemesath and seconded by Robert Morrison to approve the regular and consent agendas as presented. Motion carried.</p>	<p>Closed.</p>

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• Reports																																																																																													
1. Hospital Chief of Staff Report		No updates provided.	Closed																																																																																										
<ul style="list-style-type: none"> Approval of Applications for Medical Staff Membership/ Privileges 	<p>The medical staff applications from the Credentials Committee were presented for approval.</p> <p>Appointments</p> <table border="1" data-bbox="378 478 917 653"> <thead> <tr> <th>Practitioner #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>4148</td> <td>Affiliate</td> <td>Cardiology</td> </tr> <tr> <td>4146</td> <td>Affiliate</td> <td>Oncology</td> </tr> <tr> <td>4155</td> <td>Active</td> <td>Emergency Medicine</td> </tr> <tr> <td>4158</td> <td>Active</td> <td>OBGYN</td> </tr> </tbody> </table> <p>Reappointments</p> <table border="1" data-bbox="378 726 920 1188"> <thead> <tr> <th>Practitioner #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>3966</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3965</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7402</td> <td>Active</td> <td>Emergency Medicine</td> </tr> <tr> <td>3875</td> <td>AH:I</td> <td>CRNA</td> </tr> <tr> <td>7234</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7338</td> <td>Active</td> <td>Family Medicine</td> </tr> <tr> <td>2740</td> <td>Active</td> <td>Pediatrics</td> </tr> <tr> <td>3735</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3881</td> <td>AH:I</td> <td>CRNA</td> </tr> <tr> <td>2621</td> <td>AH:I</td> <td>CRNA</td> </tr> <tr> <td>3698</td> <td>Active</td> <td>Emergency Medicine</td> </tr> <tr> <td>3967</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> </tbody> </table> <p>Additional Privileges</p> <table border="1" data-bbox="378 1251 938 1663"> <thead> <tr> <th>Practitioner #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>4154</td> <td>AH:I</td> <td>CNM</td> </tr> <tr> <td>3991</td> <td>AH:I</td> <td>CNM</td> </tr> <tr> <td>4137</td> <td>AH:I</td> <td>CNM</td> </tr> <tr> <td>4143</td> <td>AH:I</td> <td>CNM</td> </tr> <tr> <td>3789</td> <td>Active</td> <td>OBGYN</td> </tr> <tr> <td>3943</td> <td>Active</td> <td>OBGYN</td> </tr> <tr> <td>3896</td> <td>Active</td> <td>OBGYN</td> </tr> <tr> <td>3749</td> <td>Active</td> <td>FM with OB</td> </tr> <tr> <td>7456</td> <td>Active</td> <td>OBGYN</td> </tr> <tr> <td>3660</td> <td>Active</td> <td>FM with OB</td> </tr> <tr> <td>3888</td> <td>Active</td> <td>FM with OB</td> </tr> </tbody> </table>	Practitioner #	Category	Privilege	4148	Affiliate	Cardiology	4146	Affiliate	Oncology	4155	Active	Emergency Medicine	4158	Active	OBGYN	Practitioner #	Category	Privilege	3966	Telemedicine	Teleradiology	3965	Telemedicine	Teleradiology	7402	Active	Emergency Medicine	3875	AH:I	CRNA	7234	Telemedicine	Teleradiology	7338	Active	Family Medicine	2740	Active	Pediatrics	3735	Telemedicine	Teleradiology	3881	AH:I	CRNA	2621	AH:I	CRNA	3698	Active	Emergency Medicine	3967	Telemedicine	Teleradiology	Practitioner #	Category	Privilege	4154	AH:I	CNM	3991	AH:I	CNM	4137	AH:I	CNM	4143	AH:I	CNM	3789	Active	OBGYN	3943	Active	OBGYN	3896	Active	OBGYN	3749	Active	FM with OB	7456	Active	OBGYN	3660	Active	FM with OB	3888	Active	FM with OB	<p>A motion was made by Rick Estenson and seconded by Robert Morrison to accept the recommendations from the Medical Executive Committee as presented. Motion carried.</p>	<p>Closed</p>
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<ul style="list-style-type: none"> • Presentations 																											
<ul style="list-style-type: none"> • Future Workforce 	<p>Jeff Mutz, HR Director presented on the Future workforce. Areas discussed included:</p> <ul style="list-style-type: none"> • The changing workforce demographics and generational diversity trends. • Availability of future talent and how to better met the current trending demands and expectations. • Jeff shared some of the call to action items including, optimizing remote work, reimagining onsite work, and providing resources to enable people to be healthy and productive-where ever the location. 	Information only.	Closed.																								
<ul style="list-style-type: none"> • City of Northfield-Water Tower addition 	<p>David Bennett, Northfield Public Works Director/City Engineer shared information and answered question regarding the proposed City of Northfield land acquisition and access easement for the future water tower.</p>	<p>After much discussion, a motion was made by Rick Estenson and seconded by CC Linstroth to accept the proposed easement assess as presented.</p> <p>Board members wanted to capture their expressed concern regarding any road maintenance that may result from usage during the constructing of the water tower and likewise reserve the right to reassess this agreement based off of any future developments that may result in congestion into the healthcare campus for safety reasons.</p> <p>Motion carried.</p>	<p>David Bennett will now further discussion at the city level.</p>																								

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<ul style="list-style-type: none"> Strategic Partnerships Framework 	<p>Steve Underdahl, NH+C President and CEO, shared information with the board outlining the framework used for developing strategic partnerships. This framework was identified as a 2022 key strategic deliverable.</p> <p>This drafted plan will advance to the November board planning retreat for further discussion.</p>	Information only.	Further discussion at the November board retreat closed session meeting.
Executive and Committee Reports			
<ul style="list-style-type: none"> CEO Report 	<p>Steve Underdahl, CEO, reported on the following:</p> <p><u>COVID-19 Update:</u></p> <ul style="list-style-type: none"> The new bivalent COVID boosters are coming soon. These are formulated for Omicron BA-4 and BA-5. NH+C continues to have 0-2 hospitalized COVID patients weekly. <p><u>Strategic update:</u></p> <ul style="list-style-type: none"> EHR and related systems are maturing nicely. Proving to be easier to use for both the providers and patients. NH+C Urgent Care opened September 15th and saw 28 patients on its first day. The mid-wife program is up running and fully staffed. Board strategic retreat planning for November has begun. <p><u>Operations update:</u></p> <ul style="list-style-type: none"> Volumes have trended higher; however, the payor mix has been poor, and the financial impact has been tough. NH+C is scheduled to receive a shared savings check from the ACO for approximately \$78,000. Staffing and related costs continue to be challenging. 	Information only.	Closed.
<ul style="list-style-type: none"> Financial Report 	<p>Scott Edin, CFO was not able to share August financials due to delay with implementation of the new EHR.</p> <p>Scott Edin, CFO presented the July financial report.</p> <p><u>July Key Drivers</u></p> <ul style="list-style-type: none"> Inpatient Admits were 15% under forecast Emergency Dept visits were 4% under forecast Surgery procedures were 5% under forecast 	Information only.	Closed.

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	<u>Financial Outcomes</u> <ul style="list-style-type: none"> • Gross Operating Revenues were \$2.7M under forecast • Deductions were \$455K under forecast • Bad Debt was \$39K under forecast • Net Revenues were \$2.2M under forecast • Operating expenses were \$86K over forecast • Resulting in a Net Operating Loss of \$2.6M 		
<ul style="list-style-type: none"> • Roundtable, Announcements and Questions 	<ul style="list-style-type: none"> • Those who attended the Winona Health Hospital campus trip shared their experience. 	Information only.	Closed.
<ul style="list-style-type: none"> • Adjourn 	The meeting was adjourned at 7:42 p.m.	Motion made by Sarah Carlsen and seconded by Rick Estenson to adjourn meeting. Motion carried.	Closed.