

# Meeting Minutes Record

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

**Date:** December 15, 2022

**Location:** Virtual Meeting

**Start Time:** 5:02 pm

**End Time:** 6:25 pm

**Board Members Present:** Fred Rogers- Board Chair, Sarah Carlsen- Vice-Chair, Rick Estenson, Michael Hemesath, Charlie Mandile, Robert Morrison, Rhonda Pownell, Jami Reister

**Staff Present:** Steve Underdahl- CEO, Jerry Ehn- COO, Jeff Meland- CMO, Monty Seper, Scott Edin- CFO, Tammy Hayes- CNE, Betsy Spethman- Director of Community Relations, Kelly Velandar (Recorder), Vern Lougheed

**Others Present:** Ben Martig- City Administrator, Teresa Knoedler- Legal Counsel

**Board Members Absent:** CC Linstroth

**Staff Absent:**

**Others Absent:**

## Call to Order and Approval of the Agenda

The board meeting was called to order by Fred Rogers at 5:02 p.m.

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.

Items on the consent agenda (available on the portal):

- Meeting minutes (approve)
  - Board Meeting (November 17, 2022)
- Meeting minutes (accepted)
  - Community Relations Committee (November 11, 2022)

**Action: A motion was made by Robert Morrison and seconded by Rick Estenson to approve the regular and consent agendas as presented. Motion carried.**

**Follow-up/Resolution: Closed.**

## Thank You and Farewell to Retiring Board Members

Steve Underdahl acknowledged CC Linstroth and Charlie Mandile for providing remarkable insight to the NH+C. Both CC and Charlie are retiring from the hospital board contributing over 3 terms each. The wealth of knowledge and compassion they both brought to the mission and vision of NH+C and the communities we serve are remarkable and very appreciated and left us with much gratitude.

Fred Rogers mirrored this appreciation. Fred expressed much gratitude to being amongst both CC and Charlie serving on the hospital board and all the direction and compassion they have brought.

**Action: Information only.**

**Follow-up/Resolution: Closed.**

## Reports

### Hospital Chief of Staff Report

**Action: No updates provided.**

**Follow-up/Resolution: Closed.**

## Approval of Applications for Medical Staff Membership/Privileges

The medical staff applications from the Credentials Committee were presented for approval.

### Appointments:

- 4167: AH:I, Behavioral Health
- 4168: AH:I, Behavioral Health
- 4169: AH:I, Behavioral Health
- 4170: AH:I, Behavioral Health
- 4172: AH:I, Behavioral Health
- 4173: AH:I, Behavioral Health
- 4174: AH:I, Behavioral Health
- 4175: AH:I, Behavioral Health
- 4176: AH:I, Behavioral Health
- 4177: AH:I, Behavioral Health
- 4178: AH:I, Behavioral Health
- 4179: AH:I, Behavioral Health
- 4180: AH:I, Behavioral Health
- 4181: AH:I, Behavioral Health
- 4182: AH:I, Behavioral Health
- 4183: AH:I, Behavioral Health

- 4184: AH:I, Behavioral Health

### **Provisional Status**

- 3818: AH:I, Behavioral Health
- 4119: AH:I, Behavioral Health
- 4122: AH:I, Behavioral Health
- 4120: AH:I, Behavioral Health
- 4123: AH:I, Behavioral Health
- 4121: AH:I, Behavioral Health

**Action: A motion was made by Jami Reister and seconded by Sarah Carlsen to accept the recommendations from the Medical Executive Committee as presented. Motion carried.**

**Follow-up/Resolution: Closed.**

## **Presentations/Discussions/Action Items**

### **Thoughts about our Vision**

Steve Underdahl, CEO, reviewed the current NH+C Vision and provided some of the great values as shared at the November Board retreat.

Steve has asked board members to ponder what other values, concepts or ideas might be important to include in an updated version of our institutional vision.

This topic will be reviewed at an upcoming board meeting or retreat.

**Action: Information only.**

**Follow-up/Resolution: Closed.**

## **Executive and Committee Reports**

### **CEO Report**

Steve Underdahl, CEO, reported on the following:

#### **Clinical Update:**

- Triple-demic continues
- Experiencing very high volumes nearly everywhere

#### **Strategic Update:**

- November board retreat feedback is being incorporated into an updated document that will be ready to react to in January.

#### **Operations Update:**

- Operation volumes are high, expenses are higher.
- Backlog related to coding and other activities continue to make slow and steady progress.

#### **Policy Update:**

- Steve was one of six CEO's that met with new and returning Minnesota legislators yesterday. The goal was to help contextualize the unique and difficult moments we are in, focusing on financial, clinical and workforce challenges.

#### **Miscellaneous:**

- The MHA 2023 Winter Trustee conference information was shared with board members.

**Action: Information only.**

**Follow-up/Resolution: Closed.**

## **Financial Report**

Scott Edin, CFO was not able to share November financials due to delay with implementation of the new EHR. Scott Edin, CFO presented the October financial report.

#### **September Key Drivers:**

- Inpatient Admits were 7% over forecast
- Emergency Dept visits were 20% over forecast
- Surgery procedures were 6% over forecast

#### **Financial Outcomes:**

- Gross Operating Revenues were up \$2.8M over forecast
- Deductions were \$200M over forecast
- Bad Debt was \$49K over forecast
- Net Revenues were \$596K over forecast
- Operating expenses were \$520K over forecast
- Resulting in a Net Operating Loss of \$131K.

**Action: Information only.**

**Follow-up/Resolution: Closed.**

## Nomination of Board Officers and Committee Assignment Process

Fred Rogers explained the board officer nomination process with Sarah Carlsen assuming the board chair position beginning in 2023.

- Sarah has begun reaching out to existing and upcoming board members to share information about the committees and to determine interest in serving on sub committees.
- The Governance and Planning Committee will meet prior to the January board meeting and bring Board officers and committee assignments recommendations for vote to the whole board.

**Action: Information only.**

**Follow-up/Resolution: The Governance and Planning committee will present board officer recommendations to the January Board meeting.**

## Roundtable, Announcements and Questions

Sarah Carlsen shared that in order to help alleviate workload for leaders at NH+C, NH+C has decided to postpone completing the staff review processes until later in first quarter of 2023.

**Action: Information only.**

**Follow-up/Resolution: Closed.**

## Adjourn

The meeting was adjourned at 6:56 p.m.

**Action: Motion made by Rick Estenson and seconded by Robert Morrison to adjourn meeting. Motion carried.**

**Follow-up/Resolution: Closed.**