

Meeting Minutes Record

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

Date: January 26, 2023

Location: Virtual Meeting

Start Time: 5:01 pm

End Time: 7:39 pm

Board Members Present: Fred Rogers- Board Chair, Sarah Carlsen- Vice-Chair, Rick Estenson(joined near the end), Michael Hemesath, Katie Lane, Robert Morrison, Crystal Mulvihill, Rhonda Pownell

Staff Present: Steve Underdahl- CEO, Jerry Ehn- COO, Jeff Meland- CMO, Monty Seper, Ben Flannery- MD, Tammy Hayes- CNE, Betsy Spethman- Director of Community Relations, Kelly Velander (Recorder), Vern Loughheed- ITS

Others Present: Teresa Knoedler- Legal Counsel, Eric Guth- Controller, David Emery

Board Members Absent: Jami Reister

Staff Absent: Scott Edin- CFO

Others Absent: Ben Martig- City Administrator

Call to Order and Approval of the Agenda

The board meeting was called to order by Fred Rogers at 5:01 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 (December 15, 2022)
- Meeting minutes (accepted)
 - Quality Board Committee (December 20, 2022)
- Meeting minutes (accepted)
 - Governance and Planning Committee (December 12, 2022)

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

Follow-up/Resolution: Closed.

Welcome to new board members

Fred Rogers introduced new NH+C board members Katie Lane and Crystal Mulvihill.

Katie and Crystal briefly shared their background and eagerness to serve on the NH+C board.

Action: Information only.

Follow-up/Resolution: Closed.

Reports

Introduction to New Chief of Staff

Steve Underdahl, CEO introduced Dr. Ben Flannery as newly appointed Chief of Staff.

Action: Information only.

Follow-up/Resolution: Closed.

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 by Dr. Flannery for approval.

Appointments:

- 4185: AH:D, Oncology
- 4186: AH:I, Anesthesia
- 7303: Affiliate, Hospitalist
- 4188: AH:I, Anesthesia
- 4187: Telemedicine, Teleradiology

Reappointments:

- 2717: Telemedicine, Teleradiology
- 3971: Telemedicine, Teleradiology
- 7410: Telemedicine, Teleradiology
- 3905: Affiliate, Cardiology
- 4062: Affiliate, Cardiology
- 7414: Telemedicine, Teleradiology
- 3786: Affiliate, Occupational Medicine
- 7415: Telemedicine, Teleradiology
- 7417: Telemedicine, Teleradiology
- 4061: Affiliate, Cardiology
- 3579: Affiliate, Podiatry
- 3978: Active, General Surgery
- 4057: Telemedicine, Teleradiology
- 3901: Telemedicine, Teleradiology
- 4071: Affiliate, Oncology
- 7252: Telemedicine, Teleradiology
- 3900: Telemedicine, Teleradiology
- 7372: Telemedicine, Teleradiology

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

Follow-up/Resolution: Closed.

Executive and Committee Reports

CEO Report A Year in Review

Steve Underdahl, CEO, provide a Year in Review report highlighting the following:

- COVID isn't gone, but no longer dominates our lives and practice like it had.
- Steve provided a recap on the strategic and tactical priorities that were set before NH+C going into 2022. He highlighted the areas of achievement below:
 - The Back, Neck and Spine program launched in May
 - The EHR and related systems went live in July
 - The NH+C Urgent Care program launched and has been successful
 - The Midwife program matures and is fully staffed
 - The Acute Care Scope of Practice and Patient Acuity team was developed and continues its efforts
 - SDOH efforts continue to mature
 - The framework for strategic relationships was developed
 - The future workforce plan was developed and is being refined
 - The NH+C vision is being reviewed by the board
 - DEI program continues to expand and mature
 - The NH+C Foundation is now up and running and receiving donations
<https://www.northfieldhospital.org/northfield-hospital-foundation>

- Growth efforts around primary care networks to include clinic hours, urgent care program and wound healing program produced great results
- The Birth Center reported over 542 babies!
- Even with crushing volumes, workforce shortages, EHR/Systems headaches and financial pressures, the NH+C team did a remarkable job of advancing strategic and tactical priorities.
- In 2022 NH+C experienced challenges to include: Inflation, workforce, inability to transfer patients, triple-demic, negative financial results, and EHR backlogs.
- Signs of encouraging trends in 2023 like the recognition of coding and revenue backlogs, a growing Orthopedic program increased births, and general inflation improving were shared by Steve Underdahl.

Action: Information only.

Follow-up/Resolution: Closed.

Financial Report

Eric Guth, Controller presented the November and December financial report.

November/December Notes:

- Operating Loss \$148K
- December coding catch up efforts continue. Two weeks behind as of January 15th.

December Key Drivers:

- Inpatient Admits were 20% over forecast
- Emergency Dept visits were 80% over forecast
- Surgery procedures were 31% over forecast

Financial Outcomes:

- Gross Operating Revenues were up \$4.2M over forecast
- Deductions were \$2.5M over forecast
- Bad Debt was \$87K under forecast
- Net Revenues were \$1.4M over forecast
- Operating expenses were \$385K over forecast
- Resulting in a Net Operating Surplus of \$1.2M.

Action: Information only.

Follow-up/Resolution: Closed.

Board Officer Recommendation/Election

Steve Underdahl shared much appreciation to board chair Fred Rogers for his time, talent and contributions to the NH+C board.

Fred Rogers presented the nominations as recommended by the Governance and Planning Committee as follows:

- Sarah Carlsen, Chair
- Michael Hemesath- Vice Chair
- Scott Edin- Treasurer
- Kelly Velander- Secretary

Action: A motion was made by Robert Morrison and seconded by Michael Hemesath to elect the 2023 officers as presented. Motion carried.

Follow-up/Resolution: Closed.

Budget and Finance Committee (verbal report)

Fred Rogers shared his appreciation for the materials shared by Eric Guth in the Financial presentation. That is capture all the items discussed at the committee meeting very well.

Action: Information only.

Follow-up/Resolution: Closed.

Roundtable, Announcements and Questions

- Sarah Carlsen shared the 2023 Committee calendar and membership process.
- Rick Estenson shared some takeaways from the January MHA Trustee conference.
- Sarah Carlsen shared an update on the CEO evaluation process that will take place over the next couple of months. Once all processes have taken place this will be brought back to the April board meeting.
- Sarah Carlsen and others shared their thanks and appreciation to Fred Rogers for his time serving on the NH+C board, his knowledge, passion and contributions to NH+C and our community has been, and will continue to be, exemplary. Fred will remain on the board as a board member and committee chair.

Action: Information only.

Follow-up/Resolution: Closed.

Closed Session

Prior to the start of Closed session, everyone was excused from the meeting except board members.

At 6:27 pm the Board went into Closed Session pursuant to Minn. Stat 144.581, subd.5 Marketing activity related to the hospital's competitive position with other health care providers that offer similar services.

Action: Motion made by Rick Estenson and seconded by Sarah Carlsen to move into the closed session. Motion carried.

Follow-up/Resolution: Closed.

Adjourn

The meeting was adjourned at 7:39 p.m.

Action: Motion made by Sarah Carlsen and seconded by Robert Morrison to adjourn meeting. Motion carried.

Follow-up/Resolution: Closed.