

Meeting Minutes Record

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

Date: May 25, 2023

Location: Virtual Meeting

Start Time: 5:05pm

End Time: 6:14pm

Board Members Present: Sarah Carlsen- Board Chair, Michael Hemesath- Vice-Chair, Rick Estenson, Robert Morrison, Crystal Mulvihill, Rhonda Pownell, Jami Reister, Fred Rogers (joined late)

Staff Present: Steve Underdahl- CEO, Jerry Ehn- COO, 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, Ben Martig- City Administrator

Board Members Absent: Katie Lane

Staff Absent: Jeff Meland- CMO, Eric Guth- Interim CFO

Others Absent:

Call to Order and Approval of the Agenda and Consent Agenda Items

The board meeting was called to order by Sarah Carlsen at 5:05 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. All action items will receive a roll call vote.

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

- Meeting minutes (approve)
 - Board meeting (April 27, 2023)
- Meeting minutes (accepted)
 - Budget and Finance Committee (April 20, 2023)
 - Governance and Planning Committee (April 11, 2023)
 - Summary of April Closed Session

Action: A roll call vote was held, and a unanimous motion was made to approve the both the agenda consent agenda items as presented. Motion carried.

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 by Dr. Flannery.

Appointments:

- 4194 Telemedicine Teleradiology
- 4195 AH:I Behavioral Health
- 4197 AH:I Behavioral Health
- 4198 Telemedicine Telestroke
- 4199 Telemedicine Telestroke
- 4200 Telemedicine Telestroke
- 4201 Telemedicine Telestroke
- 4202 Telemedicine Telestroke
- 4203 Telemedicine Telestroke
- 4204 Telemedicine Telestroke
- 4205 Telemedicine Telestroke
- 4206 Telemedicine Telestroke
- 4207 Telemedicine Telestroke
- 4208 Telemedicine Telestroke

Reappointments:

- 3391 Active Pediatrics
- 3991 AH:I CNM
- 3711 Telemedicine Teleradiology
- 3909 Telemedicine Teleradiology
- 3710 Active Pediatrics
- 3741 AH:I Neonatology NP
- 3823 AH:I Behavioral Health
- 3447 Telemedicine Teleradiology
- 3896 Active OBGYN

- 4079 Telemedicine Teleradiology
- 3407 Active Otolaryngology
- 4086 AH:I Behavioral Health
- 4082 AH:I Behavioral Health

Action: A roll call vote was held, and a unanimous motion was made to approve the medical staff files as presented. Motion carried.

Follow-up/Resolution: Closed.

Presentations/Discussions/Action Items

Moving to In-Person Board meetings

Steve Underdahl shared that the Federal COVID-19 public health emergency ended on May 11, 2023. The NH+C Board of Directors meeting did take place virtually this month to allow for planning as a result of this change.

Teresa Knoedler, Sage Health legal counsel, explained the open meeting law regulations and the board members discussed available options.

The consensus was to continue in a hybrid (in-person and virtual) meeting format to allow virtual attendance for those that need to attend that way with prior commitments, and to keep the 5:00 pm time with some options to allow fellowship.

Action: Information only.

Follow-up/Resolution: The opinions of board members will all be vetted and taken into consideration in upcoming hybrid board meetings. Steve and Sarah will discuss and bring back an updated schedule at an upcoming board meeting.

Executive and Committee Reports

CEO Report

Steve Underdahl, CEO, reported on the following:

Strategic Update:

- Service line analysis is currently underway. Findings will be shared at upcoming NH+C closed session board meetings.
- NH+C workforce plans and efforts continue to evolve.
- DEI training is taking place in May and June.
- Mental health options continue to mature.

Operations Update:

- Hospital volumes continue to soften.
- Payer mix issues continue.
- Continue to investigate financial concerns along with other priorities.

Policy Update:

- State legislation session is over.
- “Keep Nurses at the Bedside Act” did not pass as proposed. It has now been renamed the “Nurses and Patient Safety Act”. It now includes many modifications.
- Mentioned in this session were possible nursing home temporary relief options. More to come on this.

Action: Information only.

Follow-up/Resolution: Closed.

Financial Report

In the absence of Eric Guth, Interim CFO, Steve Underdahl presented the April financial report.

April Key Drivers

- Inpatient Admits were 5% over forecast.
- Emergency Dept visits were 1% under forecast.
- Surgery procedures were 10% over forecast.

Financial Outcomes:

- Gross Operating Revenues were \$1.4M under forecast.
- Deductions were \$2.3M under forecast.
- Bad Debt was \$52K under forecast.
- Net Revenues were \$837K over forecast.
- Operating expenses were \$583K over forecast.
- Net operating loss was \$522K vs. a forecast loss of \$763K.

Action: Information only.

Follow-up/Resolution: Closed.

Roundtable, Announcements and Questions

Rhonda Pownell suggested to review policy for accommodating any public comments that may occur now that meetings will have an in-person location.

Action: Information only.

Follow-up/Resolution: This suggestion will be reviewed at an upcoming board meeting to offer more guidance.

Adjourn

The meeting was adjourned at 6:14 p.m.

Action: A motion was made by Katie Lane and seconded by Rhonda Pownell to adjourn the open session meeting. A roll call vote was made and a unanimous motions was made to adjourn the closed session. Motion carried.

Follow-up/Resolution: Closed.