

Meeting Minutes Record

Meeting: Board of Directors – Hybrid: In-Person/Virtual Meeting

Date: December 28, 2023

Location: Virtual Meeting

Start Time: 5:04pm

End Time: 8:04pm

Board Members Present: Sarah Carlsen- Board Chair, Michael Hemesath- Vice-Chair, Rick Estenson, Katie Lane, Robert Morrison, Crystal Mulvihill, Jami Reister, Fred Rogers

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

Others Present: Teresa Knoedler- Legal Counsel

Guests: Sandy Mulford, Dr. Stephanie Erickson, Anne Larson

Board Members Absent: Rhonda Pownell

Staff Absent:

Others Absent: Ben Martig- City Administrator

Call to Order and Approval of the Agenda

The board meeting was called to order by board chair Sarah Carlsen at 5:07 p.m.

Meetings will now take place in hybrid format. Board members that joined virtually were: Fred Rogers, Rick Estenson, Jami Reister and Robert Morrison.

The locations of board members attending by electronic means were included in the public notice of the meeting.

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

- Meeting minutes (approve)
 - Board Meeting- (November 30, 2023)
- Meeting minutes (accepted)
 - Budget & Finance Committee (November 27, 2023)
 - Community Relations Committee (November 21, 2023)
 - Executive Compensation Policy

Action: Motion was made by Katie Lane and seconded by Rick Estenson to approve the agenda and consent agenda as presented. With board members participating virtually, a roll call was performed. Motion carried.

Follow-up/Resolution: Closed.

Reports

Hospital Chief of Staff Report

No update 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:

- 4276 Telemedicine, Teleradiology CRL
- 4277 Telemedicine, Teleradiology RAYUS
- 4278 Telemedicine, eHospitalist- Horizon
- 4279 Telemedicine, eHospitalist- Horizon
- 4280 Proxy, IDC
- 4281 Proxy, IDC
- 4282 Proxy, Tele Neuro- Allina

Reappointments:

- 4021 Active, Emergency Medicine
- 4024 Telemedicine, Teleradiology
- 4023 Telemedicine, Teleradiology
- 3808 Active, Family Medicine
- 7127 Active, Family Medicine
- 7334 AH:I, Anesthesia
- 3761 Active, Emergency Medicine
- 3759 Affiliate, Pathology

Action: A motion was made by Crystal Mulvihill and seconded by Fred Rogers to approve the medical staff files as presented. With board members participating virtually, a roll call was performed. Motion carried.

Follow-up/Resolution: Closed.

Presentations/Discussions/Action Items

Home Health Quality Data

Tammy Hayes, CNE, provided an annual update on the home health quality structure.

- Tammy discussed the data trends for the process measures, HHCAHPS, and OASIS quality data.
- Current improvement projects include OASIS documentation improvements and increasing patient visits per day.

Digital Services Plan

Vern Loughheed, Director of IT/ITS presented the digital services plan.

- As identified previously, the NH+C strategic plan identifies digital services as a priority.
- Trends show that technology is rapidly replacing buildings and facilities as the primary capital investment.
- The digital services plan includes consumer engagement, active patient care, aftercare/homecare, community engagement, operation/finance/analytics, and digital services foundation. Vern showcased each area and how NH+C meets the needs for each area currently and what changes we are anticipating. These needs will be everchanging and need to be monitored and changes as those we care for might require different needs as well.
- Vern identified the annual digital services priorities and tactics and answered questions.

Action: Information only.

Follow-up/Resolution: Closed.

Hospital Scope of Practice

The hospital scope of practice committee is led by Sandy Mulford, Dr. Jeff Meland and Dr. Stephanie Erickson. Their presentation provided an update of the current and future state of the work they have been performing.

- The charge for the team is to evaluate how we become more robust, what patients and conditions would be cared for here, who should or should not be transferred, identifying care gaps and then to define the scope of practice and reduce to writing.
- Processes have been improved in many areas and discussions continue.
- Board members applauded the committee members and staff on doing some very amazing, thoughtful, and compassionate analysis that has resulted in great improvements to the care provided for the communities and people we care for.
- The committee and staff present, provided many answers to questions by the board members.

Action: Information only.

Follow-up/Resolution: Closed.

Proposed Lonsdale Clinic Sale

Jerry Ehn, COO, shared that with the closing of the Lonsdale Clinic the hospital has received and reviewed offers to purchase the building.

Jerry presented a formal recommendation from administration to the board of directors to accept the purchase offer of \$1,825,000 to the City of Lonsdale with standard contingencies.

If approved, administration will present the offer to the City Council in January to pass the resolution allowing the sale of the clinic to the City of Lonsdale.

Action: A motion was made by Rick Estenson and seconded by Katie Lane to accept the recommendation of the purchase offer of \$1,825,000 as presented. With board members participating virtually, a roll call was performed, and the motion was approved unanimously. Motion carried.

Follow-up/Resolution: Next steps include requesting the Northfield City Council to pass the resolution allowing the sale of the clinic to the City of Lonsdale at an upcoming January meeting.

Executive and Committee Reports

CEO Report

Steve Underdahl, CEO, reported on the following:

Strategic Update:

- Cost reductions and program/revenue growth continue to be a priority for our mitigation efforts.
- Continue to assess what it means to be a community hospital.

Operations Update:

- Busy in the hospital, busy in the clinics but remain financially challenged.
- Ongoing staffing challenges continue as well as staff illnesses have put additional stress on the system.
- “Today care” options (ED and Urgent Care) are in high demand.
- COVID patients in the hospital are manageable, but steadily growing.

Policy Update:

- Education for the team regarding the new sick time law that went into effect January 1st has taken place. This process is a bit more difficult than anticipated.
- Expansion of Minnesota Care continues to get attention. Legislators and others are trying to better understand the impact.
- Representative Robert Biermann visited NH+C. He has a genuine interest in healthcare policy and serves on some very relevant committees.

Action: Information only.

Follow-up/Resolution: Closed.

Financial Report

Eric Guth, CFO, presented the (month) financial report.

November Key Drivers:

- Inpatient Admits were 3% over forecast.
- Emergency Dept visits were 2% over forecast.
- Surgery procedures were 9% under forecast.

Financial Outcomes:

- Gross Operating Revenues were \$1.4M over forecast.
- Deductions were \$1.5M over forecast.
- Bad Debt was \$43K over forecast.
- Net Revenues were \$84K under forecast.
- Operating expenses were \$748K over forecast.
- Net operating loss was \$780K vs. a forecast gain of \$70K.

Action: Information only.

Follow-up/Resolution: Closed.

Quality Committee verbal report

Sarah Carlsen provided a brief update from the recent Quality Committee meeting.

Action: Information only.

Follow-up/Resolution: Closed.

Budget & Finance Committee verbal report

Fred Rogers provided a brief update from the recent Budget & Finance Committee meeting.

Action: Information only.

Follow-up/Resolution: Closed.

Roundtable, Announcements and Questions

No comments made.

Action: Information only.

Follow-up/Resolution: Closed.

Adjourn

The meeting was adjourned at 8:04 p.m.

Action: A motion was made by Michael Hemesath and seconded by Rick Estenson adjourn the open meeting session. With board members participating virtually, a roll call was performed. Motion carried.

Follow-up/Resolution: Closed.