

# Meeting Minutes Record

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

**Date:** May 22, 2025

**Location:** Virtual Meeting

**Start Time:** 5:09pm

**End Time:** 7:17pm

**Board Members Present:** Michael Hemesath- Board Chair, Sarah Carlsen, Rick Estenson, Katie Lane, Crystal Mulvihill, Jami Reister,

**Staff Present:** Zander Abbott- CEO, Tammy Hayes- COO, Jeff Meland- MD CMO, Jennifer Fischer- MD, Eric Guth- CFO, Lisa Bauer- CNE, Betsy Spethman- Director of Community Relations (virtual), Kelly Lee (Recorder)

**Others Present:** Teresa Knoedler- Legal Counsel

**Guests:** Anne Larson

**Board Members Absent:** Fred Rogers, Jessica Peterson White

**Staff Absent:** Vern Loughheed- ITS

**Others Absent:** Ben Martig- City Administrator

## Call to Order and Approval of the Agenda

The board meeting was called to order by Michael Hemsath at 5:09 p.m.

Meetings take place in hybrid format. The board members that joined virtually were: None

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 (April 24, 2025)
- Meeting minutes (accepted)
  - None
- Policies / Forms / Other (accepted)
  - None

**Action: Motion was made by Jami Reister and seconded by Katie Lane to approve the agenda and consent agenda as presented. With no noted board members participating virtually, a roll call was not required. Motion carried.**

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

## **Reports**

### **Hospital Chief of Staff Report**

Dr. Jennifer Fischer presented the medical staff files.

Dr. Fischer presented the recommendation as brought forward by voting medical staff members to replace Dr. Stephanie Erickson as Vice President of MEC and medical staff with Dr. Ellie Cohen.

**Action: Motion was made by Rick Estenson and seconded by Katie Lane to approve the recommendation of Dr. Ellie Cohen as Vice President of MEC and medical staff as presented. With no noted board members participating virtually, a roll call was not required. Motion carried.**

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

### **Approval of Applications for Medical Staff Membership/Privileges**

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

#### **Appointments:**

4374: AH:D, Physician Assistant  
3764: Affiliate, Family Medicine  
4375: Telemedicine, Teleradiology  
4376: Telemedicine, Teleradiology  
4377: Affiliate, MFM UofM Phys. 6/1/2025 Start

#### **Reappointments:**

3711: Telemedicine, Teleradiology  
3909: Telemedicine, Teleradiology  
3710: Active, Pediatrics  
3741: AH:I, Nurse Practitioner  
3447: Telemedicine, Teleradiology  
3896: Active, OBGYN  
4079: Telemedicine, Teleradiology  
3407: Active, Otolaryngology and Sleep Medicine  
4194: Telemedicine, Teleradiology Healing

4198: Telemedicine, Telestroke  
4199: Telemedicine, Telestroke  
4204: Telemedicine, Telestroke  
4202: Telemedicine, Telestroke  
4205: Telemedicine, Telestroke  
4207: Telemedicine, Telestroke  
4201: Telemedicine, Telestroke  
4203: Telemedicine, Telestroke  
4200: Telemedicine, Telestroke  
4208: Telemedicine, Telestroke

**Provisional:**

4159: AH:I, Anesthesia  
4229: Active, Family Medicine with OB

**Action: Motion was made by Sarah Carlsen and seconded by Rick Estenson approve the medical staff files as presented. With no noted board members participating virtually, a roll call was not required. Motion carried.**

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

## **Presentations / Action Items**

### **Board Membership Update**

- New Vice Chair.
  - Michael Hemesath presented his recommendation to make Rick Estenson Vice Chair as a replacement for Robert Morrison.
  - Michael, along with CEO Zander Abbott and Mayor Zweifel, are working together to find a community member to serve as a replacement on the hospital board.
- Foundation Board representative new board member recruitment.
  - With Robert Morrison's role serving as the NH+C Board representative on the Northfield Hospital Foundation, and his current change of address that removes him from being a board member, Michael Hemesath needed to appoint a new board member to serve in this role. Katie Lane has agreed to serve in this capacity. Robert may choose to continue this Foundation as a regular member.

**Action: Motion was made by Katie Lane and seconded by Sarah Carlsen to approve the recommendation of Rick Estenson as Vice Chair of the Board as presented. With no noted board members participating virtually, a roll call was not required. Motion carried.**

**Action: Motion was made by Crystal Mulvihill and seconded by Rick Estenson to approve the recommendation of Katie Lane as the board representative serving on the Foundation as**

presented. With no noted board members participating virtually, a roll call was not required. Motion carried.

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

### **Facility Capital Plan – VAV Controller Purchase**

Eric Guth shares the facility capital plan with the board. This plan originates from a full facility assessment that was performed in 2023 by Kraus Anderson. Of the items needing attention, the found the roof, plumbing, HVAC and Electrical needed the most important top-of-the-list items to be completed in the very near future.

This assessment is being expanded to include all NH+C locations, and the necessary work will be prioritized and performed incrementally.

One item that was slated to complete in stages is the Variable Air Volume Controllers (VAV).

Eric approached the board for approval of the first stage of the VAV controllers in the amount of 85 pieces at a cost of \$272,000.

**Action: Information only.**

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

### **Hospital / City Governance Planning Committee Update**

Zander Abbott, CEO provided context for the upcoming Hospital/City Governance committee meetings that will take place quarterly.

**Action: Motion was made by Rick Estenson and seconded by Michael Hemesath to approve the purchase of the stage one of the replacement VAV controllers for \$272,00 as presented. With no noted board members participating virtually, a roll call was not required. Motion carried.**

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

## **Executive and Committee Reports**

### **CEO Report**

Zander Abbott, new president and CEO, reported on the following:

Zander took a moment to share his appreciation of Tammy Hayes, COO, for all her contributions and compassion to the healthcare industry over the years. With her over 40 years of nursing experience, of

which she served as CNE for 17 years and her recent role of COO, her fingertips have touched many things at NH+C and will not go unnoticed. He wished her the best of wishes on her well-deserved retirement. Tammy's last day will be June 27<sup>th</sup> with an open house being held on June 24<sup>th</sup> from 2-4:00 pm in the conference center.

Michael Hemesath, along with other board members, echoed their thanks to Tammy Hayes. Her leadership and expertise have benefited both the community and hospital in many ways. and for that they are forever grateful.

#### **Strategic Update:**

- The 2025 Strategic Priorities efforts continue with the launching of the President's Council to manage and ensure these priorities are overseen to completion.

#### **Policy / Outreach:**

- Continuing to keep an eye on current Medicaid bills. Zander has also participated in aiding in advocacy efforts with MHA on some of topics of interest.

**Action: Information only.**

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

### **Financial Report**

Eric Guth, CFO, presented the April financial report.

#### **April Key Drivers**

- Surgeries were 9% under budget.
- ED visits were 10% under budget.
- Imaging procedures were 8% over budget.
- Births were 4% under budget.

#### **Financial Outcomes:**

- Discount rate was favorable to budget.
- Operating expenses were favorable to budget.
- Net operating loss was \$87K.

**Action: Information only.**

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

### **Governance and Planning Committee (verbal report)**

Michael Hemesath provided a brief summary of the most recent committee meeting.

**Action: Information only.**

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

### **Community Relations Committee (verbal report)**

Crystal Mulvihill provided a brief update from the most recent Committee meeting.

**Action: Information only.**

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

### **Budget and Finance Committee (verbal report)**

Michael Hemesath provided a brief summary in the absence of Fred Rogers of the most recent committee meeting.

**Action: Information only.**

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

### **Roundtable, Announcements and Questions**

- Reminder of MHA Summer Trustee Conference. All those interested were asked to send a message to Kelly Lee as soon as possible to get registered.
- July board meeting date moved to July 17 due to many vacation conflicts. All approved of this date.

**Action: Information only.**

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

### **Closed Session**

A brief break was taken prior to the start of Closed session; everyone was excused from the meeting except board members.

- At 6:31 pm the board went into Closed Session of the NH+C Board pursuant to Minn. Stat. 144.581, subd.5
- Marketing: To discuss marketing activity related to the hospital's competitive position with other health care providers that offer similar services.

**Action: A motion was made by Crystal Mulvihill and Robert Morrison to move into Closed Session. Motion carried.**

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

## **Adjourn**

The meeting was adjourned at 7:17 p.m.

**Action: A motion was made by Sarah Carlsen and seconded by Jami Reister to adjourn the open meeting session. With no board members participating virtually, a roll call was required. Motion carried.**

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