

Meeting Minutes Record

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

Date: September 25, 2025

Location: Meeting Room C

Start Time: 5:06pm

End Time: 7:29pm

Board Members Present: Michael Hemesath- Board Chair, Sarah Carlsen, Katie Lane, Crystal Mulvihill, Jami Reister, Fred Rogers (virtual-NV)

Staff Present: Zander Abbott- CEO, Josh Salzman- COO, Jennifer Fischer- MD, Eric Guth- CFO, Lisa Bauer- CNE, Betsy Spethman- Director of Community Relations, Kelly Lee (Recorder)

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

Guests: Mayor Erica Zweifel, Larissa Ripley

Board Members Absent: Rick Estenson- Vice Chair, Jessica Peterson White

Staff Absent: Jeff Meland- MD CMO

Others Absent: None

Call to Order and Approval of the Agenda

Board Chair, Michael Hemesath called the meeting to order at 5:06 p.m.

Meetings take place in hybrid format. Board members that joined virtually were: Fred Rogers (non-voting).

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

- Meeting minutes (approve)
 - Board meeting (August 28, 2025)
- Committee Meeting minutes (accepted)
 - None
- Policies / Forms / Other (accepted)
 - None

Action: Motion was made by Sarah Carlson and seconded by Katie Lane 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

Dr. Jennifer Fischer available for questions.

Action: Information only.

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:

- 3927: Active, Anesthesia
- 4246: Affiliate, Cardiology
- 3884: AH:D, Dental Assistant
- 4247: Affiliate, Cardiology
- 4005: Active, Family Medicine with OB
- 4245: AH:I, Anesthesia
- 7244: Affiliate, Radiology
- 3755: Affiliate, Cardiology
- 3799: Affiliate, Oral Surgery
- 4089: Telemedicine, Teleradiology
- 4226: AH:I, Certified Nurse Midwife
- 3924: AH:I, Nurse Practitioner
- 4229: Active, Family Medicine with OB

Reappointments:

- None

Request for additional privileges:

- 3809: AH:I, Anesthesia/Chronic Pain

Action: Motion was made by Crystal Mulvihill and seconded by Sarah Carlson approved the medical staff files as presented. Motion carried.

Follow-up/Resolution: Closed.

Presentations / Action Items

Annual Marketing & Community Relations Update

Julie Nikolai Sullivan, Director of Marketing, along with Betsy Spethmann, Director of Communication provided a in-depth update highlighting the work shared with our communities on the services and care we provide at NH+C. They discussed the below vehicles of communication:

- Social media
- Website
- Email marketing
- Video patient stories
- Direct mail
- Provider bio's
- Magazines
- Events
- Partnerships
- News, PR, Radio, Ads
- and internal employee communication via internal intranet and medical staff newsletters.

Action: Information only.

Follow-up/Resolution: Closed.

OB Strategic Planning

Nicole Strusz-Mueller, Director of Operations and Strategic Priorities, provided a current overview of our Women's Health Services, statistics and providers. In conjunction with this, she shared the identified programmatic growth areas of gynecologic and women's health to address our communities unmet needs.

Action: Information only.

Follow-up/Resolution: Closed.

Adverse Health Events Process Change

With the newly updated MDH guidelines to the process for reporting adverse health events that occur at Minnesota hospitals, Lisa Bauer, CNE, shared how NH+C meets those requirements and explained the new changes being made to be compliant. One important change that affects the board of directors, and governing body, is that the board is now to be notified of such an event.

Action: Information only.

Follow-up/Resolution: Closed.

Bond Refinancing

Eric Guth, CFO, explained the process and need to refinance NH+C's current bonds. After asking our current financial institutions for a proposal to re-finance them, only Wintrust Bank provided a proposal.

By recommendation of the NH+C Budget & Finance Committee, Eric Guth asked that the board accept the refinancing of the 2015 bonds with Wintrust Bank and request that the Northfield City Council passes a resolution to allow the refinancing.

Action: Motion was made by Katie Lane and seconded by Sarah Carlsen approve the recommendation as presented to allow Wintrust Bank to refinance our bonds and present to the City Council. Motion carried.

Follow-up/Resolution: Zander Abbott to present the next City Council meeting for review and approval.

Executive and Committee Reports

CEO Report

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

- NH+C Pain Management Program launch has been very well received.
- Zander shared a wound healing patient clinic story.
- Zander provided an update on the Culture of Safety and Employee engagement surveys along with the work plan to create work around the findings.
- New required Minnesota Paid Leave program updates were discussed and how NH+C will be implementing them beginning January 1, 2026.
- Provided policy updates on the Rural Health Transformation (RHT) Program and how NH+C is partnering with MHA and Headwaters CIN to inform and support Minnesota's submission.

Action: Information only.

Follow-up/Resolution: Closed.

Financial Report

Eric Guth, CFO, presented the August financial report.

Key Drivers

- Surgeries were 15% under budget.
- Births were 16% over budget.
- CCIC procedures were 30% under budget.
- Wound Healing RVU's were 45% below budget.

Financial Outcomes:

- Operating loss of \$1.2M vs budgeted operating income of \$128K.
- Volumes at or below budget.
- Discount rate close to budget.

- Bad debt unfavorable to budget.
- Expenses slightly favorable to budget.

Action: Information only.

Follow-up/Resolution: Closed.

Quality Committee Verbal Report

Katie Lane provided a verbal report on the most recent Quality Committee meeting.

Action: Information only.

Follow-up/Resolution: Closed.

Budget & Finance Committee Verbal Report

Fred Rogers provided a verbal report on the most recent Budget & Finance Committee meeting.

Action: Information only.

Follow-up/Resolution: Closed.

Roundtable, Announcements and Questions

No discussion.

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 6:56 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 hospitals competitive position with other health care providers that offer similar services.

Action: A motion was made by Sarah Carlsen and Katie Lane to move into Closed Session. Motion carried.

Follow-up/Resolution: Closed.

Adjourn

The meeting was adjourned at 7:29 p.m.

Action: A motion was made by Sarah Carlson and seconded by Katie Lane to adjourn the open meeting session. Motion carried.

Follow-up/Resolution: Closed.