

MEETING MINUTES RECORD

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

Date: January 28, 2021 Location: Virtual Meeting Start time: 5:00 pm Adjourn time: 7:30 pm

Members: Lynn Clayton, CC Linstroth, Charlie Mandile, Pete Sandberg, Sarah Carlsen, Jessica Peterson White, Fred Rogers, Bob Shepley, MD

Members absent:

Staff: Steve Underdahl, Jerry Ehn, Jeff Meland, MD, Scott Edin, Tammy Hayes, Monty Seper, MD, Betsy Spethmann, Bobbi Jenkins (recorder)

Others: Mayor Rhonda Pownell, Ben Martig (City) Brad Ness (City Council), David Emery (LWV), Jami Reister (City), Sam Wilmes (Northfield News), Sherry Essen

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
I. Call to Order and Approval of the Agenda	<p>The board meeting was called to order by Fred Rogers at 5:03 p.m.</p> <p>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.</p> <p>Items on the consent agenda (included on the portal):</p> <ul style="list-style-type: none"> • Meeting minutes (approve) <ul style="list-style-type: none"> ✓ Board Meeting – 12/17/20 • Meeting minutes (accept) <ul style="list-style-type: none"> ✓ Quality Committee – 12/17/20 ✓ Budget & Finance Committee – 12/11/20 ✓ Governance & Planning Committee – 01/20/21 • Clinical Privilege Form Revisions • Summary of December Board Closed Session 	<p>A motion was made by Pete Sandberg and seconded by Sarah Carlsen to call the meeting to order.</p> <p>A motion was made by Lynn Clayton and seconded by CC Linstroth to approve the regular and consent agendas as presented.</p>	Closed.
II. Reports			
1. Hospital Chief of Staff Report	<p>Steve Underdahl introduced Dr. Monty Seper. Dr. Seper stepped into the role as NH+C Medical Staff President for 2021-21 and replace Dr. Tom Holt. Dr. Seper is also an Emergency Department physician.</p>	Information only.	Closed.
<ul style="list-style-type: none"> • Approval of Applications for 	<p>Dr. Seper presented the medical staff applications for membership and privileges</p>	<p>A motion was made by Jessica Peterson</p>	Closed.

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Medical Staff Membership/ Privileges	<p>(included on the portal). There were no issues with any of the medical staff files presented.</p> <p><u>Appointments</u></p> <table border="1" data-bbox="378 289 935 655"> <thead> <tr> <th>Prac #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>4060</td> <td>AH:I</td> <td>Anesthesia</td> </tr> <tr> <td>4061</td> <td>Affiliate</td> <td>IM/ Cardiology</td> </tr> <tr> <td>4062</td> <td>Affiliate</td> <td>IM/ Cardiology</td> </tr> <tr> <td>4063</td> <td>Affiliate</td> <td>IM/ Cardiology</td> </tr> <tr> <td>4057</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> </tbody> </table> <p><u>Reappointments</u></p> <table border="1" data-bbox="378 697 935 1100"> <thead> <tr> <th>Prac #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>2717</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7410</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7414</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7415</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7417</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3619</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7252</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7372</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> </tbody> </table> <p><u>Provisional Status</u></p> <table border="1" data-bbox="378 1134 935 1919"> <thead> <tr> <th>Prac #</th> <th>Privilege</th> <th>Adv</th> <th>Ext</th> </tr> </thead> <tbody> <tr> <td>4021</td> <td>EM</td> <td>X</td> <td></td> </tr> <tr> <td>4024</td> <td>Teleradiology</td> <td>X</td> <td></td> </tr> <tr> <td>4009</td> <td>Pathology</td> <td>X</td> <td></td> </tr> <tr> <td>3999</td> <td>Pathology</td> <td>X</td> <td></td> </tr> <tr> <td>4023</td> <td>Teleradiology</td> <td>X</td> <td></td> </tr> <tr> <td>4018</td> <td>Teleradiology</td> <td>X</td> <td></td> </tr> <tr> <td>4014</td> <td>Telepathology</td> <td>X</td> <td></td> </tr> <tr> <td>AH:I</td> <td>Behavioral Health</td> <td></td> <td>X</td> </tr> <tr> <td>AH:I</td> <td>Anesthesia</td> <td></td> <td>X</td> </tr> <tr> <td>4011</td> <td>Telepathology</td> <td>X</td> <td></td> </tr> <tr> <td>4012</td> <td>Telepathology</td> <td>X</td> <td></td> </tr> <tr> <td>4017</td> <td>Telepathology</td> <td>X</td> <td></td> </tr> <tr> <td>4010</td> <td>Pathology</td> <td>X</td> <td></td> </tr> <tr> <td>4008</td> <td>General Surgery</td> <td></td> <td>X</td> </tr> <tr> <td>4013</td> <td>Telepathology</td> <td>X</td> <td></td> </tr> <tr> <td>4016</td> <td>Telepathology</td> <td>X</td> <td></td> </tr> <tr> <td>4022</td> <td>Anesthesia</td> <td></td> <td>X</td> </tr> <tr> <td>4026</td> <td>Behavioral Health</td> <td>X</td> <td></td> </tr> <tr> <td>3926</td> <td>Behavioral Health</td> <td>X</td> <td></td> </tr> <tr> <td>3962</td> <td>Behavioral Health</td> <td>X</td> <td></td> </tr> <tr> <td>4027</td> <td>Behavioral Health</td> <td>X</td> <td></td> </tr> </tbody> </table>	Prac #	Category	Privilege	4060	AH:I	Anesthesia	4061	Affiliate	IM/ Cardiology	4062	Affiliate	IM/ Cardiology	4063	Affiliate	IM/ Cardiology	4057	Telemedicine	Teleradiology	Prac #	Category	Privilege	2717	Telemedicine	Teleradiology	7410	Telemedicine	Teleradiology	7414	Telemedicine	Teleradiology	7415	Telemedicine	Teleradiology	7417	Telemedicine	Teleradiology	3619	Telemedicine	Teleradiology	7252	Telemedicine	Teleradiology	7372	Telemedicine	Teleradiology	Prac #	Privilege	Adv	Ext	4021	EM	X		4024	Teleradiology	X		4009	Pathology	X		3999	Pathology	X		4023	Teleradiology	X		4018	Teleradiology	X		4014	Telepathology	X		AH:I	Behavioral Health		X	AH:I	Anesthesia		X	4011	Telepathology	X		4012	Telepathology	X		4017	Telepathology	X		4010	Pathology	X		4008	General Surgery		X	4013	Telepathology	X		4016	Telepathology	X		4022	Anesthesia		X	4026	Behavioral Health	X		3926	Behavioral Health	X		3962	Behavioral Health	X		4027	Behavioral Health	X		<p>White and seconded by CC Linstroth to accept the recommendations from the Medical Executive Committee as presented. Motion carried.</p>	
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<p>III. Presentations/ Discussion / Action Items</p>																					
<ul style="list-style-type: none"> City/Hospital Governance Committee Playbook 	<p>Steve Underdahl presented a draft of the City/Hospital Governance Committee playbook (included on board portal). A committee including representation from both the City and hospital have been meeting for over two years on the development of the playbook. Committee members have changed some over the years as hospital board chairs changed, as well as the consultant. Committee members:</p> <ul style="list-style-type: none"> Sherry Essen, Consultant (David Koenig was the initial facilitator; Sherry assumed this role in June 2020)) Mayor Rhonda Pownell Ben Martig, City Administrator Brad Ness, City Council and Hospital Liaison Jessica Peterson White, City Council and Hospital Board Steve Underdahl, NH+C President & CEO CC Linstroth, Hospital Board Lynn Clayton, Hospital Board Steve O' Neill, Hospital Board Chair (Steve O' Neill will be replaced by Fred Rogers, 2021 NH+C Board Chair, as well as NH+C Vice Chair to be elected in February 2021. Charlie Mandile was also a member of this committee when he served as Board Chair) <p>The playbook includes an Introduction, Leadership Roles + Responsibilities, Communication + Collaboration, and an Appendix with details. It is a pathway going forward to the Board and City</p>	<p>Board members with suggestions regarding revisions to the Playbook were asked to submit them to Bobbi Jenkins by the end of the day on Tuesday, February 2 to forward to the City to include in the City Council packet for their February 9 meeting.</p>	<p>Bring back to the February 25 Board meeting for final approval from the board.</p>																		

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	<p>Council to use as guidance and will be especially helpful as leadership roles change at both NH+C and the City. The intention this evening is to get feedback and endorsement from the board before it goes to the City Council on February 9. The board discussed and some possible revisions were suggested. Following discussion, it was decided that feedback regarding changes to the Playbook should be forwarded to the City Council in advance of their work session on February 9, followed by review by the hospital board, with a consolidated version, for final endorsement at the February 25 hospital board meeting. The board was asked to forward revisions in writing to Bobbi Jenkins by February 2 so they can be forwarded to Ben Martig to share the City Council in advance of February 9. The board is also invited to attend the City Work Session on February 9.</p> <p>The committee emphasized the importance of implementing the playbook in 2021, and finetuning and making adjustments as we see how each process works. The board was appreciative of the committee's hard work on drafting the book.</p>		
IV. Executive and Committee Reports			
✓ CEO Report	<p>CEO Report: <u>COVID-19</u></p> <ul style="list-style-type: none"> • Vaccine supply and related rules are constantly evolving. • Working with local public health community partners to vaccinate NH+C staff, community health workers and related disciplines. • Vaccinations are now allowed for a broader group, including individuals 65 years and older. Unfortunately, there is not enough supply to accommodate this new group, which is causing a fair amount of frustration. Pilot sites have been established around the state to help create an infrastructure for mass vaccinations, and as a mechanism for treating certain members of the public. • The MDH "Find my Vaccine" website is up and is generally overwhelmed. 	Information only.	Closed.

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	<ul style="list-style-type: none"> • It is likely the situation will improve in the next 30-60 days. • Currently we have between one and three COVID patients in the hospital at any given time. • Going forward our challenges will be related to vaccine supply, logistics/ communication and polarized public opinion. <p><u>Summary of 2020</u></p> <ul style="list-style-type: none"> • Expense rebasing efforts from late 2019 were operationalized in early 2020. • Q1 financial results were promising. • COVID hit and we shut down big parts of our practice and began to build a structure for a pandemic surge. • We were burning through approximately \$1 million a week at one point. • Many staff were furloughed, and others had their salary reduced. • We received CARES Act grants, as well as some smaller grants from the State of Minnesota. They were helpful but unpredictable. • We ultimately had enough PPE, safety processes and improved understanding of the disease that we were able to reopen most services. • Volumes were ramping up again in late summer and early fall until a spike of COVID disease hit the Midwest. • Many more people were sick locally than before, impacting our clinics, Emergency Department, and hospital. • Renewed rigor around community safety/spread seemed to push the numbers back down. • Volumes have not yet recovered since this spike. • As 2021 emerges, COVID will continue to dominate the enterprise at least for the first half of the year. • Vaccination will be our key effort. • Thank you to our team. We are blessed to have these people. • We did two staff recognition events in Q4: pizza at your hours and a small thank you payment to staff in December. <p><u>Operations</u></p>		

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	<ul style="list-style-type: none"> • Year-end financials were okay with the grants. • Wound care program is on target. • Birth Center remodeling is in the final phase. • Expanse EHR high level implementation planning is underway. Developing financial and clinical structure templates for Expanse to build on. Official full organization "Kick Off" event is scheduled for mid-March. <p><u>Policy</u></p> <ul style="list-style-type: none"> • Primary focus has been working with MDH around vaccination policy and practice. • Continuing to support legislative efforts to make digital care (video visits, phone visits, etc.) available even after the pandemic ends. 		
<p>✓ Financial Report</p>	<p>CFO Report – Scott Edin</p> <p><u>December Key Drivers</u></p> <ul style="list-style-type: none"> • Observation days were 17% over budget • CCIC procedures were 7% over budget • Home Health visits were 4% over budget • Imaging procedures were 3% over budget • Inpatient days were 14% under budget • Outpatient visits were 7% under budget • Clinic visits were 23% under budget • Nursing home days were 15% under budget • ED visits were 27% under budget • Endo procedures were 20% under budget • Births were 13% under budget <p><u>December Financial Outcomes</u></p> <ul style="list-style-type: none"> • Net Patient revenue was \$185K over budget for the month • Other operating revenues were \$2.35M under budget, as we deferred \$2.5 million of grants to FY 2021. received nearly \$8.5M in Grants in 2020 due to under budget • Operating expenses were \$1.35M over budget • Resulted in a Net operating loss of \$3.2M vs. a budget of \$356K surplus <p><u>Financial Notes</u></p>	<p>Information only.</p>	<p>Closed.</p>

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	<ul style="list-style-type: none"> Deferred \$2.5 million of COVID grants into 2021 Investment gains were \$883K for December Purchased services of \$178K to Mayo for COVID testing Positive self-funded health insurance experience reduced benefits expense Year-end inventory adjustments resulted in additional supply expense. <u>Capital Budget through 12/31/2020</u> <ul style="list-style-type: none"> YTD Capital Spend has been \$2,409,000 Remaining capital budget = \$1,810,000. YTD expenses for remodel of Birth Center and & Clinic expansion = \$12,495,590. Remaining strategic project expenses committed = \$504,410. 		
✓ Oral Report: Governance & Planning			
<ul style="list-style-type: none"> Nomination of Board Officers 	<p>The Governance & Planning Committee met on January 20, 2021 (draft of minutes included on portal). Fred Rogers spoke with board members in advance regarding interest in serving as a board officer. The following people were nominated for 2021 board officers:</p> <p>Chair – Fred Rogers Vice Chair – Sarah Carlsen Treasurer – Scott Edin Secretary – Bobbi Jenkins</p> <p>The City Charter states the secretary and treasurer need not be from the membership of the board.</p> <p>Fred Rogers abstained from Board discussion.</p>	There were no additional nominations	The election of officers will take place at the February board meeting.
✓ Board Quality Dashboard Report	Charlie Mandile reviewed the quality dashboard report, including hospital patient experience data, Include Always, Patient Experience Committee, Care Operations Group, COVID Pandemic, penalty program, penalty vs reward program and clinic quality (copy of report available on the portal).	Information only.	Closed.
V. Roundtable, Announcements and Questions	NA	NA	NA
VI. Pending Items	NA	NA	NA

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VII. Closed Session	At 7:10 am the Board went into Closed Session pursuant to Minn. Stat. 144.581, subd. 5 and 13D.05 to discuss Marketing activity related to the hospital's competitive position with other health care providers that offer similar services. Fred Rogers reminded the board not to discuss anything other than the statute topic.	Information only.	Closed.
VIII. Adjourn	The meeting was adjourned at 7:30 pm.	A motion was made by Sara Carlsen and seconded by Pete Sandberg to adjourn the meeting. Motion carried.	Closed.