

MEETING MINUTES RECORD

Meeting: Board of Directors

Date: February 23, 2017 Location: Conference Center

Start time: 6:30 pm Adjourn time: 9:35 pm

Members present: Patricia Christianson, Lynn Clayton, Virginia Kaczmarek, David Koenig, Charlie Kyte, CC Linstroth, Charlie Mandile, Michelle Muench, MD, Steve O'Neill

Members excused:

Members absent:

Staff Present: Steve Underdahl, Jerry Ehn, Scott Edin, Jeff Meland, MD, Tammy Hayes, Randy Reister, MD, Betsy Spethmann, Vicki Stevens, Julie Nikolai-Sullivan, Bobbi Jenkins (recorder)

Others present: Matt Anderson, David Emery, Keith Olson, MD

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution												
1. Call to Order and Approval of the Agenda	The meeting was called to order by Charlie Mandile at 6:30 pm. Charlie introduced and welcomed our newest Board member, David Koenig, who was appointed by the City Council earlier this week. David has over 20 years of finance and investment experience. Charlie will meet with David regarding his committee interests and will be updating the Board committee assignments for 2017.	A motion was made by Virginia Kaczmarek and seconded by CC Linstroth to approve the agenda as presented. Motion carried.	Closed.												
2. Reports															
✓ Hospital Chief of Staff Report	<p>Dr. Randy Reister reported on the following:</p> <ul style="list-style-type: none"> We are seeing a lot of influenza in both the hospital and clinics. The MEC is discussing changing the structure of the quarterly all staff meeting to annually v quarterly. The change is due to the decreased number of physicians attending these meetings, and fewer physicians practicing at the hospital with the addition of the Hospitalist Program. This change would require a Bylaws change which requires Board approval. 	Information only.	Closed.												
✓ Applications for Medical Staff Membership/ Privileges	<p>Dr. Reister presented applications for medical staff membership/privileges. Most the reappointments this month are mental health providers that practice via telemedicine.</p> <p style="text-align: center;"><u>Appointments</u></p> <table border="1" data-bbox="386 1728 922 1938"> <thead> <tr> <th><u>Prac #</u></th> <th><u>Privilege</u></th> <th><u>Category</u></th> </tr> </thead> <tbody> <tr> <td>3904</td> <td>Mental Health</td> <td>AH:I</td> </tr> <tr> <td>3901</td> <td>Teleradiology</td> <td>Telemedicine</td> </tr> <tr> <td>3900</td> <td>Teleradiology</td> <td>Telemedicine</td> </tr> </tbody> </table>	<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>	3904	Mental Health	AH:I	3901	Teleradiology	Telemedicine	3900	Teleradiology	Telemedicine	A motion was made by Steve O'Neill and seconded by Patricia Christianson to approve the appointments, reappointments for membership and privileges as recommended by the Medical Executive Committee. Motion carried.	Closed.
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✓ CMO Report	Dr. Jeff Meland thanked the Board for approving the recent article of NH+C			Information only.	Closed.																																																																																																												

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	logo clothing for all staff. Staff are very appreciative of this gift and wear them proudly.		
✓ FamilyHealth Clinic Medical Director Report	No report.	N/A	N/A
✓ Allina Clinic Medical Director Report	No report.	N/A	N/A
✓ Mayo Report- No Report	No report	N/A	N/A
✓ City Business Update	No Report	N/A	N/A
✓ CEO Report	<p>Steve Underdahl reported on the following:</p> <p><u>Strategic/Tactical</u></p> <ul style="list-style-type: none"> • We are completing our 2 ½ year journey on a branding refresh, including signage changes. Julie Nikolai-Sullivan will be giving an update later this evening. • We continue to vet EHR vendor finalists (EPIC, Meditech and Athena). A team, including staff and physicians is visiting an Athena facility next week in Hutchinson. • Following Board approval of the Long Term Care feasibility study last month, there have been many questions, both internal and external. Meetings have been held with additional stakeholders and concerned individuals as we expand our audience. Administration developed FAQs to assist in addressing questions that is posted on our Intranet and on our website. • The new relationship with Summit Orthopedics is going well after the first two months. There is uncertainty regarding the trajectory of the Faribault practice, and a potential for additional services that have not been offered previously. • Laura Peterson has been exploring Foundation options. She will update the Board at the March meeting. • Good progress has been made toward the Clinic Improvement Plan. Kathleen Meier will be giving an update later this evening. 	Information only.	Closed.

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	<ul style="list-style-type: none"> • Republican policy proposal for ACA replacement was distributed at the meeting. In general, it reflects speaker Ryan's "A Better Way" plan. It introduces block grants or capitations for states as a potential replacement to Medicaid. Also included is a table of recent republican health policy proposals. MHA is working to establish a consensus approach to ACA issues. The Board questioned whether MHA is lobbying on behalf of Minnesota hospitals or if the Board should get involved. Steve commented that it most likely will involve both. MHA is currently querying hospitals. <p><u>Operations</u></p> <ul style="list-style-type: none"> • Hospital and clinic volumes have been high. The team has been working very hard. • Continue to work on evaluation options for the configuration of the Sterling Drug facility for local urgent care. • Steve is participating on Healthcare Panels: <ul style="list-style-type: none"> ✓ Carleton College on ACA: 2/21/17 ✓ MHA Healthcare Leadership Conference: 3/8/17 ✓ League of Women Voters: 4/20/17 • Recruiting: <ul style="list-style-type: none"> ✓ New HR director is starting on 03/28/17 ✓ Provider vacancy for Farmington to be filled soon. 		
✓ Financial Report			
✓ January Financials	<p>Patient volumes began the year quite strong. The emergency department exceeded 1000 visits in one month for the first time ever. Patient days exceeded budget due to an increased length of stay; however, that also caused an increase in deductions. January patient revenues were \$366,000 over-budget, while expenses were \$78,000 over-budget, resulting in an operating loss of \$158,000 vs. a budgeted operating loss of \$451,000 (operating income as a percent of net revenue was -.9% v -5.6% budgeted). Key positive and negative volumes for January were reviewed, as well as day's cash on hand, payer mix,</p>	Information only.	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
	<p>and salary and benefits as % of net revenues. Clinic RVUs are at budget. Scott noted that there is a lag in billing in early January in order to get the physicians' credit for all the work done in 2016. RVUs will even out over the next several months.</p>		
<p>✓ PERA Approach Recommendations</p>	<p>Steve Underdahl updated the Board on GASB 68 that required PERA participants to book net pension liability to cover total amount if all staff retired today. Our auditors calculated our NH&C's net pension liability at \$52.5MM for 2016, up from \$30.8MM in 2015. That decreases NH&C's net worth by that same amount (the dollars are booked as a liability, but not paid out). Since last month, we have verified the initial numbers received are valid, and are dialoging with other affected organizations. CliftonLarsonAllen is working to convene a group of the affected, and a MHA lobbyist is engaged. Steve noted concern that it provides a false economy picture of the institution, and the fund has some troubling features, including being underfunded, as it currently has a funding ratio of 72%. Potential methods to correct the underfunding would be lengthening the vesting period, increasing contribution for employers and employees, reducing benefit adjustments, increasing the eligible retirement dates, reducing investment target and demographic impacts. Administration is seeking legal counsel to seek clarification regarding the roles of the state if the plan significantly underperforms and if the plan were to fail. Steve reviewed six recommendations for the Board's consideration:</p> <ol style="list-style-type: none"> 1. Although we cannot ignore or not reflect the PERA impacts, I recommend we not include them in our assessment of our performance, either year-to-year, or in terms of our reserve capacity 2. I recommend that we create a separate line item for the PERA impact on year-end financials, as opposed to including these numbers as part of our benefits costs 3. I recommend not including PERA assumptions in budgets and not reserving dollars throughout the year 	<p>Administration will bring back a formal recommendation for the bonus pool and process at the March Board meeting.</p>	<p>Closed.</p>

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
	<p>4. I recommend moving forward with employee reward programs without consideration of the PERA impact</p> <p>5. I recommend that we not consider the PERA impact on our balance sheet as we evaluate strategic use of cash</p> <p>6. I recommend that the Board and administration develop a comprehensive approach to the PERA situation before the end of 2017. Specifically, we should examine how we want to contend with PERA moving forward from a business standpoint, and develop a comfort level with the general health of the pension program.</p> <p>There was extensive discussion among the Board members. Overall the Board supported the recommendations. David Koenig voiced concern over #5 until the Board understands the extent to which future adjustments will impact our capital base.</p> <p>There was additional discussion on how to move forward with #6. The Board concluded that they will create a special committee of the Board to examine how we want to contend with PERA moving forward from a business standpoint, and develop a comfort level with the general health of the pension program, and give regular updates to the Board. It was suggested that this work could be done by the Budget & Finance Committee, or an ad hoc committee to include the Chair of the Budget & Finance Committee. Charlie Kyte, Charlie Mandile and Steve Underdahl will meet to discuss membership and the charge of this committee.</p>		
<p>✓ Strategic Planning Process and Discussion</p>	<p>Matt Anderson presented strategic planning groundwork to assist in preparing for the retreat in April. He wanted the Board to think about where we were, where we are, and where we are going, and began with part 1 of environmental scanning. He wanted the board to reflect and project, and encouraged the feedback and discussion. A worksheet was provided to the Board members to take notes.</p> <p>Question he would like the Board to consider:</p>	<p>Matt Anderson will continue with his presentation at the March and April Board meetings to assist in preparing the Board for the April 28th Strategic Planning Retreat.</p>	<p>Closed.</p>

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	<p>1. Do the mission and vision best articulate our purpose and aspiration?</p> <p>2. Is a 3-year event horizon for strategic planning appropriate?</p> <p>3. Are there elements of the current plan that have relevance going forward?</p> <p>4. Was the structure of the strategic & tactical plans helpful?</p> <p>Discussions/comments from the Board:</p> <ul style="list-style-type: none"> ✓ Is three years is too long? ✓ Dedicate time to stretch ideas /thinking for a longer horizon. ✓ The need to refine and develop partnerships should stay on our plan. ✓ Becoming a high value organization is important and may look different in the future. <p>Questions to think about prior to the retreat:</p> <ul style="list-style-type: none"> ✓ Has it been helpful to have an update on the strategic plan monthly? Is this the right mechanism to keep the board up-to-date and engaged? The elements of the plan may change and we may also want to change the mechanism. Density of the meetings? How presentations are made and how efficient are they? <p>Matt reviewed environmental scanning: PESTEL Analysis</p> <ul style="list-style-type: none"> ✓ Identify big challenges, trends and opportunities ✓ Components include: <ul style="list-style-type: none"> • Policy/Political • Economic • Social • Technology • Education • Legal <p>Based on discussion this evening, the Board was asked "are there things that they believe we need to do? (must haves), want to consider? (maybes, options), and should or need to avoid? (too risky or existential)</p> <p>Preparing for the next meeting:</p> <ul style="list-style-type: none"> ✓ Issues from tonight's discussion to revisit? 		

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	<ul style="list-style-type: none"> ✓ Any questions or topics that weren't addressed? ✓ Additional information that would be helpful? <p>April discussion preview:</p> <ul style="list-style-type: none"> ✓ Policy and politics: trends, challenges, speculation ✓ Scenarios <ul style="list-style-type: none"> • Free market • Global budget & strings • Capital cost competition for provider organizations. <p>Matt asked for feedback from the Board and questions what they would like to see from him.</p> <p>Discussion/comments from the Board:</p> <ul style="list-style-type: none"> ✓ Helpful to look at today, tomorrow and further out, and understand where we are as an organization, areas we are not as resilient as we should be, areas we are flexible, and things we can't change. ✓ Like to see data on the long term effects of fetuses subjected to opioids (crack babies from the 1980's). ✓ Can we have access to the area community health assessment? Maybe a summary of the most recent assessment. ✓ More information on rural ACOs ✓ Information on Medicare advantage and how it could impact finances v DRG system. <p>Discussion/comments from the Board:</p> <ul style="list-style-type: none"> ✓ Meetings are too long. ✓ Like more information in advance of meetings to give them opportunity to vet and respond in a meaningful way. ✓ Consider an ad hoc committee to assist in restructuring the agenda. 		
<ul style="list-style-type: none"> ✓ Community Relations Committee Report 	<p>Steve O'Neill reported that the Public Relations Committee met prior to the Board meeting this evening and discussed the following:</p>	<p>Information only.</p>	<p>Closed.</p>

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	<ul style="list-style-type: none"> ✓ Approved minutes from last committee meeting ✓ Made a recommendation to designate "Health Award" donations for 2017. This will come to the Board for approval next month on the Consent agenda. ✓ Discussed offering health screens at a low cost to the community. <p>He also commented that CC Linstroth suggested that we look at relationships with our current and new legislators. She volunteered to assist in coordinating.</p>		
3. Consent Agenda	<p>Supporting documentation was included in the packets for items on the Consent Agenda:</p> <ul style="list-style-type: none"> ✓ Meeting Minutes (enclosures): <ul style="list-style-type: none"> ✓ 01/26/17 Board Meeting ✓ 01/26/17 Governance & Planning Committee 	A motion was made Charlie Kyte and seconded by Lynn Clayton to approve the Consent agenda as presented. Motion carried.	Closed.
4. Presentations/ Discussion/ Action Items			
✓ Branding Update & Signage Capital Request	<p>Julie Nikolai-Sullivan updated the Board on rebranding. She showed examples of new marketing materials, as well as signage.</p> <p>The rebranding was done to create one clear brand. As part of the branding some service line names changed and required new signage. In addition, NH+C is missing some signage on some of its buildings and existing signage is inadequate (copy of SBAR was included in the packet). It is recommended that NH+C purchase new signage for its buildings. The cost to change, install new, eliminate unnecessary signage, install electrical, patch and permitting is \$288,899 including a 10% contingency. Funds would come for the 2017 capital budget.</p>	A motion was made by Virginia Kaczmarek and second by Lynn Clayton to approve the purchase new signage from Spectrum Signs. The cost to change, install new, eliminate unnecessary signage, install electrical, patch and permitting is \$288,899 including a 10% contingency. Motion carried.	Closed.
✓ Nursing Patient Care Update	Tammy Hayes updated the Board on patient focused activities, including the Patient Advocate Program, started in September of 2014, the Patient	information only.	Closed.

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	<p>Experience Committee started in 2010, and "Include Always", a Minnesota Association (MHA) campaign, which is a new perspective on patient and family engagement and includes a Patient and Family Advisory Council (PFAC) in every hospital.</p> <p>Tammy also reported our nursing home was recognized by U.S. New & World Report as one of the best nursing home in Minnesota. We received 5 stars out of 5 stars overall (health inspection and complaints, staffing and medical care quality measures).</p>		
<p>✓ Clinic Improvement Plan</p>	<p>Kathleen Meier gave an operational update including clinic patient access and specialty care needs.</p> <p>Improve Access:</p> <ul style="list-style-type: none"> ✓ Recruitment ✓ Extended hours ✓ Physical space challenges ✓ Clinic operations assessment <p>Expanding Services:</p> <ul style="list-style-type: none"> ✓ Added services ✓ Expanded service ✓ Services looking to add <p>Patient "Connect" experience:</p> <ul style="list-style-type: none"> ✓ Near real time patient survey ✓ 100% of patients contacted with 1-2 days ✓ Survey has 8 questions and takes 2 minutes ✓ Each unique patient/provider receives one annually ✓ Patient contacted by voice mail, email or text ✓ Services recovery and trends ✓ Response rate increased significantly 	<p>Information only.</p>	<p>Closed.</p>
<p>✓ Nomination of Secretary/ Treasurer</p>	<p>Charlie Mandile reported that last month the Governance & Planning Committee and Board nominated 2017 board officers. Following the meeting, it was discovered that there was not a</p>	<p>A motion was made by Steve O'Neill and seconded by Lynn Clayton to nominate Charlie Kyte as</p>	<p>Closed.</p>

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	nomination for Secretary / Treasurer. The Governance & Planning Committee voted via email and nominated Charlie Kyte as the Secretary Treasurer.	Secretary Treasurer for 2017. Motion carried.	
✓ Election of Board Officers	At the January Board meeting, the Board nominated Charlie Mandile as Board Chair for 2017, and Virginia Kaczmarek as Vice Chair for 2017.	A motion was made by Steve O'Neill and seconded by Patricia Christianson to elect the following Board officers for 2017: <ul style="list-style-type: none"> ✓ Charlie Mandile, Board Chair ✓ Virginia Kaczmarek, Vice Chair ✓ Charlie Kyte, Secretary / Treasurer Motion carried.	Closed
5. Roundtable, Announcements and Questions	Steve O'Neill noted that in his Community Relations Committee report earlier in the evening, he noted that CC Linstroth has suggested establishing relationships with our current and new legislators and volunteered to assist. Steve added that it would be helpful for administration to get a sense if this is something the Board is interested in. The Board discussed and was supportive. It was also suggested that the Board have a summary/FAQs related to current legislative issues to assist the Board.	CC Linstroth and Steve Underdahl will meet to develop an outline and process to share with the Board to cultivate relationships with legislators.	Closed.
6. Pending Items			
• Strategic Planning Retreat: April 28 th - St. Olaf College	The Strategic Planning Retreat will place at St. Olaf College on April 28 th .	Information only.	Closed.
7. Adjourn	The meeting was adjourned at 9:36 pm.	information only.	Closed.