

# MEETING MINUTES RECORD

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

Date: February 25, 2021      Location: Virtual Meeting      Start time: 5:00 pm      Adjourn time: 6:25 pm

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

Members absent:

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

Others: Ben Martig (City) Brad Ness (City Council), Sam Wilmes (Northfield News), other community members

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
<p>I. Call to Order and Approval of the Agenda</p>	<p>The board meeting was called to order by Fred Rogers at 5:00 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"> <li>• Meeting minutes (approve) <ul style="list-style-type: none"> <li>✓ Board Meeting – 01/28/21</li> </ul> </li> <li>• Revision to Impaired Practitioner policy</li> </ul>	<p>A motion was made by Lynn Clayton and seconded by Sarah Carlsen to call the meeting to order.</p> <p>A motion was made by Jessica Peterson White and seconded by CC Linstroth to approve the regular and consent agendas as presented.</p>	<p>Closed.</p>
<p>II. Election of Board Officers (Chair, Vice Chair, Secretary, Treasurer)</p>	<p>CC Linstroth presented the following slate of board officers for 2021 that were nominated by the board in January:</p> <ul style="list-style-type: none"> <li>• Fred Rogers, Chair</li> <li>• Sarah Carlson, Vice Chair</li> <li>• Scott Edin, Treasurer</li> <li>• Bobbi Jenkins, Secretary</li> </ul> <p>Steve Underdahl commented that the City Charter allows the board to function with seven, eight or nine board members. Currently, the Board is functioning with seven members until the City Council appoints two additional members. With a board of seven, we will need to look at our committee assignments to ensure we don't have more than three board members per committee. More than three board members would constitute a quorum and we would be required to publicly notice the meeting. Fred Rogers, Board Chair, will be discussing committee assignments with the board members in the near future and will be making assignments for 2021. The additional two</p>	<p>A motion was made by Lynn Clayton and seconded by Charlie Mandile to elect the 2021 officers as presented. Motion carried.</p>	<p>Closed.</p>

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	members will be assigned to committees after they are appointed to the board.																																																					
II. Reports																																																						
1. Hospital Chief of Staff Report																																																						
<ul style="list-style-type: none"> <li>Approval of Applications for Medical Staff Membership/ Privileges</li> </ul>	<p>Dr. Meland presented the medical staff applications for membership and privileges (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="378 552 935 642"> <thead> <tr> <th>Prac #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>4071</td> <td>Affiliate</td> <td>IM/Oncology</td> </tr> </tbody> </table> <p><u>Reappointments</u></p> <table border="1" data-bbox="378 684 935 1150"> <thead> <tr> <th>Prac #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>3971</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3579</td> <td>Affiliate</td> <td>Podiatry</td> </tr> <tr> <td>3978</td> <td>Active</td> <td>General Surgery</td> </tr> <tr> <td>3901</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3900</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>2773</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3905</td> <td>Affiliate</td> <td>Cardiology</td> </tr> <tr> <td>3786</td> <td>Affiliate</td> <td>Occupational Medicine</td> </tr> </tbody> </table> <p><u>Provisional Status</u></p> <table border="1" data-bbox="378 1192 935 1367"> <thead> <tr> <th>Prac #</th> <th>Privilege</th> <th>Adv</th> <th>Ext</th> </tr> </thead> <tbody> <tr> <td>4031</td> <td>Optometry</td> <td></td> <td>X</td> </tr> <tr> <td>4028</td> <td>PA - Pathology</td> <td></td> <td>X</td> </tr> </tbody> </table> <p><u>No Action Required</u></p> <p><u>Voluntary Resignation</u></p> <table border="1" data-bbox="378 1444 935 1535"> <thead> <tr> <th>Prac #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>3908</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> </tbody> </table>	Prac #	Category	Privilege	4071	Affiliate	IM/Oncology	Prac #	Category	Privilege	3971	Telemedicine	Teleradiology	3579	Affiliate	Podiatry	3978	Active	General Surgery	3901	Telemedicine	Teleradiology	3900	Telemedicine	Teleradiology	2773	Telemedicine	Teleradiology	3905	Affiliate	Cardiology	3786	Affiliate	Occupational Medicine	Prac #	Privilege	Adv	Ext	4031	Optometry		X	4028	PA - Pathology		X	Prac #	Category	Privilege	3908	Telemedicine	Teleradiology	<p>A motion was made by Lynn Clayton and seconded by Sarah Carlsen to accept the recommendations from the Medical Executive Committee as presented. Motion carried.</p>	<p>Closed.</p>
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IV. Presentations/ Discussion / Action Items																																																						
<ul style="list-style-type: none"> <li>Northfield City/Hospital Governance Committee Playbook – 2<sup>nd</sup> Look/ Endorsement</li> </ul>	<p>Steve Underdahl reported on continued discussions since the Board reviewed the Northfield City + Hospital Playbook in January. Both the City/Hospital Governance Committee and the City Council met and recommended revisions in addition to the Board. Revisions were presented to the board this evening for</p>	<p>A motion was made by Sarah Carlsen and seconded by CC Linstroth to approve the Northfield City + Hospital Playbook as presented, Motion carried.</p>	<p>Take to the City Council for final approval next week.</p>																																																			

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	<p>endorsement (included on the portal). The revisions are in the appendix starting on page 29. There were no changes in the Playbook. The primary changes were recommendations from legal related to the Board appointment process and what happens when terms expire. It was noted that the book can be tweaked once we start using it and see what works and what does not.</p> <p>There was some discussion about the need for the City/Hospital Governance Committee to continue meeting. Discussion concluded that it will be beneficial to meet for at least one full cycle to ensure it is working the way it is intended.</p>		
V. Executive and Committee Reports			
✓ CEO Report	<p>CEO Report: <u>COVID-19</u></p> <ul style="list-style-type: none"> <li>• Reviewed the seven day rolling results of COVID-19 tests done at the hospital, which is down to 3.11%. This is not a community prevalence but is a compilation of all the tests NH+C has done. We are averaging 1-3 COVID inpatients a day.</li> <li>• Much time is spent providing vaccinations. We feel fortunate to have received so much vaccine and will continue to work hard to get vaccines into arms as supply allows. Also, very fortunate to have so many volunteers helping at the vaccination clinics. We are working our way through vaccinating 1A healthcare workers, teachers, and patients. It is likely that the amount of vaccine and the distribution channels will continue to evolve.</li> </ul> <p><u>Strategic</u></p> <ul style="list-style-type: none"> <li>• Working on three key strategic re-engineering projects: Ortho, OB, Farmington. All are on target and making expected progress.</li> <li>• New eCare program (asynchronous visits) is launching on March 2.</li> <li>• The Birth Center phase 3 project is on time and on budget. Expected to be completed in mid-March.</li> </ul>	Information only.	Closed.

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	<ul style="list-style-type: none"> <li>• Wound Healing Program is on plan and on budget. The hyperbaric chambers have been installed and we will start seeing patients next week.</li> <li>• Taking part in a group led by the School District and City on diversity, equity, and inclusion. We are developing a comprehensive plan in the coming months.</li> <li>• Northfield Hospital Foundation met in mid-February. The Website is being prepared and public-facing materials are being developed. Opportunity for employee gifts is also being developed.</li> </ul> <p><u>Operations</u></p> <ul style="list-style-type: none"> <li>• January financial were very soft, which is typical across the state. High expense related to COVID. CARES Act grant dollar are being spread over Q1 and Q2 as a result of rule changes. The expectation is that financial impact of COVID will begin to diminish as the year progresses. February is trending better.</li> <li>• Currently engaging in recruiting a new OB/GYN physician. Expect to make an offer soon.</li> <li>• Urgent Care in Lakeville is now seeing more traditional urgent care patients once again. Express Care remains closed with plans to reopen in the spring.</li> <li>• Elko New Market property sale is delayed. May not happen until year-end.</li> </ul> <p><u>Policy</u></p> <ul style="list-style-type: none"> <li>• The rules / policies and approaches regarding vaccine continue to evolve both at the federal and state level.</li> <li>• Red flag rules and other gun rules and related legislation are being considered at a state level after the shooting at the Buffalo clinic.</li> <li>• PERA rules regarding medical center are being discussed. Will update the board when we have more information.</li> </ul>		
✓ Financial Report	As we implement the new rolling forecast in 2021, Scott Edin explained how it allows us to readjust our budgets on a quarterly basis by looking at the key driver assumptions and adjust as needed. 2020 was a difficult year to develop a forecast	Information only.	Close

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	<p>since it was not a normal year with COVID. For that reason, we looked at 2019 which was more of a normal year to use as our baseline.</p> <p><u>January Key Drivers</u></p> <ul style="list-style-type: none"> <li>• Inpatient days were 17% under forecast</li> <li>• Emergency Department visits were 30% under forecast</li> <li>• Surgery procedures were 34% under forecast</li> </ul> <p><u>Financial Outcomes</u></p> <ul style="list-style-type: none"> <li>• Net operating revenues were \$1.3M under forecast</li> <li>• Other operating revenues were \$539K over forecast</li> <li>• Operating expenses were \$82K over forecast</li> <li>• New operating loss was \$1.2M vs. a forecast loss of \$314K</li> </ul> <p><u>Financial Notes</u></p> <ul style="list-style-type: none"> <li>• Recognized \$500K of deferred COVID grants</li> <li>• Investment gains were \$5K for January</li> <li>• Purchased services of \$150K to Mayo for COVID-19 testing</li> </ul> <p>The Budget &amp; Finance Committee will continue to have more input looking at the 12-month rolling forecast every quarter. Scott explained that as we move into the year, we will begin to see more robust information. The Board will also have more opportunity to have these discussions about forecasted patient volumes going forward more than once a year.</p> <p>Scott Edin and Steve Underdahl responded to questions from the board related to how we recognize grant income, the desire to see commercial vs public payers on a month-to-month basis, how the budget is approved with the rolling forecast, and new PERA rules.</p>		
VI. Community Relations Committee Oral Report	CC Linstroth reported on the Community Relations Committee meeting on 02/24/21. The committee reviewed and updated the committee's job description, reviewed the committee's strategic priorities for 2021-23, and discussed how to process the information in the Community Health	Information only.	Closed.

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	reports as it relates to our strategic priorities and job description.		
VII. Roundtable, Announcements and Questions	Steve Underdahl will be presenting an update on NH+C's strategic plan to the City Council on March 2.		
VIII. Adjourn	The meeting was adjourned at 6:25 pm.	A motion was made by Sara Carlsen and seconded by Jessica Peterson White to adjourn the meeting. Motion carried.	Closed.