

MEETING MINUTES RECORD

Meeting: Board of Directors

Date: June 27, 2019

Location: Conference Center

Start time: 6:30 pm Adjourn time: 8:40 pm

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

Members excused: Steve O' Neill, Bob Shepley, MD, Pete Sandberg

Members absent:

Staff Present: Steve Underdahl, Jerry Ehn, Jeff Meland, MD, Scott Edin, Laura Peterson, Tom Holt, MD, Bobbi Jenkins (recorder)

Others present: David Emery (LWV)

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution																														
1. Call to Order and Approval of the Agenda	The meeting was called to order by Fred Rogers at 6:35 pm. There will be a Closed Session at the end of the open session this evening: <i>Strategic Planning (pursuant to Minn. Stat 144.581, subd 5 for the purpose of discussion of marketing activity related to the hospital's competitive position with other health care providers that offer similar goods and services.</i>	A motion was made by CC Linstroth and seconded by Charlie Mandile to approve the revised agenda as presented. Motion carried.	Closed.																														
• Consent Agenda	Items from the consent agenda were included in the packet: <ul style="list-style-type: none"> • Meeting minutes (approved) <ul style="list-style-type: none"> o 04/25/19 Board Meeting • Meeting minutes (accepted) <ul style="list-style-type: none"> o 04/25/19 Governance & Planning Committee • Government Data Practice Act Policy 	A motion was made by Lynn Clayton and seconded by Sarah Carlsen to approve the Consent agenda. Motion carried.	Closed																														
2. Reports																																	
• Hospital Chief of Staff Report	No report.	None.	Closed.																														
✓ Motion to Approve Applications for Medical Staff Membership/ Privileges	Dr. Tom Holt presented the applications for membership and privileges: <u>Appointments:</u> <table border="1" data-bbox="386 1438 938 1669"> <thead> <tr> <th>Prac #</th> <th>Privilege</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>3989</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3987</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>2282</td> <td>Active</td> <td>ED/FM</td> </tr> <tr> <td>2360</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> </tbody> </table> <u>Reappointments</u> <table border="1" data-bbox="386 1711 938 1942"> <thead> <tr> <th>Prac #</th> <th>Privilege</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>3711</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3909</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3444</td> <td>Active</td> <td>Radiology</td> </tr> <tr> <td>3447</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> </tbody> </table>	Prac #	Privilege	Category	3989	Telemedicine	Teleradiology	3987	Telemedicine	Teleradiology	2282	Active	ED/FM	2360	Telemedicine	Teleradiology	Prac #	Privilege	Category	3711	Telemedicine	Teleradiology	3909	Telemedicine	Teleradiology	3444	Active	Radiology	3447	Telemedicine	Teleradiology	A motion was made by Jessica Peterson White and seconded by Sarah Carlsen to accept the recommendations from the Medical Executive Committee. Motion carried.	Closed.
Prac #	Privilege	Category																															
3989	Telemedicine	Teleradiology																															
3987	Telemedicine	Teleradiology																															
2282	Active	ED/FM																															
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3711	Telemedicine	Teleradiology																															
3909	Telemedicine	Teleradiology																															
3444	Active	Radiology																															
3447	Telemedicine	Teleradiology																															

Issue/Problem	Discussion/Conclusions			Action	Follow-up/Resolution
	3427	Active	Internal Medicine		
	3750	Active	Family Medicine		
	3919	Telemedicine	Teleradiology		
	3748	Active	Pediatrics		
	3752	Affiliate	Pathology		
	3791	AH:I	Oncology		
	3747	Active	Emergency Medicine		
	3430	Telemedicine	Teleradiology		
	3911	Telemedicine	Teleradiology		
	3653	Active	Podiatry		
	3908	Telemedicine	Teleradiology		
	3655	Telemedicine	Teleradiology		
	<u>Provisional Status</u>				
	<u>Prac #</u>	<u>Privilege</u>	<u>Adv.</u>	<u>Extend</u>	
	3952	Telemedicine	X		
	3947	Telemedicine	X		
	3958	Telemedicine	X		
	3956	Affiliate	X		
	3953	Telemedicine	X		
	3951	Telemedicine	X		
	3962	AH:I	X		
	3954	AH:I	X		
	3957	Telemedicine	X		
	3961	AH:I	X		
	<u>No Action Required</u>				
	<u>Voluntary Resignations</u>				
	<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>		
	3975	Affiliate	Podiatry		
	3973	Affiliate	Podiatry		
	3972	Affiliate	Podiatry		
	3891	Active	Anesthesia		
	3776	Active	Emergency Medicine		
	3920	AH:I	Behavioral Health		

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
<ul style="list-style-type: none"> CMO Report 	<p>Dr. Jeff Meland is a member of the Minnesota Hospital Association Chief Medical Officers group. For the past several years, they have studied physician burnout and have surveyed Minnesota hospital physicians for a few years. The study confirms the problem is increasing. Almost half of the NH+C physicians surveyed noted symptoms of burnout. This is higher than the Minnesota average and lower than the national average. Dr. Meland emphasized that this is a real thing and can diminish quality and safety, contribute to physician turnover, and increase health care costs. Dr. Meland would be happy to share results with board members interested in more detail.</p>	Information only.	Closed.
3. Strategic Discussion	Defer to Closed Session.	None.	Closed.
4. Presentations/ Discussion/ Action Items			
<ul style="list-style-type: none"> Nominations and Approval of Board Members to the Foundation Board 	<p>Laura Peterson reported that under the revised Bylaws of the Foundation, the hospital board must appoint at least one At-Large Director to serve with the Hospital President and Chair of the Auxiliary on the Foundation board. In addition, in order to properly file a request with the IRS that the non-profit status of the Foundation be retroactive to its date of incorporation, the Foundation board needs to be constituted as soon as possible.</p> <p>Four volunteers have come forward for this position. Even though only one must be appointed, it would best serve the needs of the Foundation to appoint members with perspectives from the hospital board, the community, and the provider staff at the hospital.</p> <p>The four volunteers have the requisite experience and interest in serving on the Northfield Hospital Foundation board, and time is of the essence to create a functioning Foundation board.</p> <p>The recommendation is to appoint all four volunteers to the Northfield Hospital Foundation Board (an SBAR, including a description of the four nominees was included on the Board Portal).</p>	<p>A motion was made by Sarah Carlson and seconded by Jessica Peterson White to approve the following four volunteers to serve on the Northfield Hospital Foundation Board:</p> <ul style="list-style-type: none"> Todd Amunrud, DO Alex Beeby Lynn Clayton CC Linstroth <p>Motion carried.</p>	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
<ul style="list-style-type: none"> Birth Center and Clinic Building Project Design Update 	<p>Jerry Ehn updated the Board on planning for the NH+C Birth Center and Clinic Expansion project (copy of slides included on the Board Portal).</p> <p>The lack of available space on the Northfield campus is limiting our opportunity for growth. The project is being designed to address this challenge.</p> <p>The design team has met every two weeks since April 4th. The architects present ideas based on the space planning program, the team reacts to the idea, and the architects incorporate the ideas into the design. The process then repeats. The design team includes, architects, contractor, providers, patients, staff, facilities, IT/IS, security, a board member, a City council member and administration. The team is currently in the pricing phase.</p> <p>The clinic expansion and remodel include:</p> <ul style="list-style-type: none"> • 12 new exam rooms • Moves lab to the front of the clinic for better efficiency • Promotes team-based care • 4,150 sq. ft. <p>The Birth Center expansion & remodel include:</p> <ul style="list-style-type: none"> • 4 new labor/delivery rooms • 3 new post-partum rooms • Dedicated c-section room • New triage room • Expanded nursery • New waiting area • 8,950 sq. ft. • 7,640 sq. ft. (shelled) <p>Schedule:</p> <ul style="list-style-type: none"> • June 18th – Updated the City Council • June 27th (this evening) - Updated the hospital board • July – Finish cost estimating and finalize design • July 23rd – Final design and construction documents to the City Council • July 25th – Final documents to the Hospital Board • August 20th – Award contracts • September – Start construction <p>The project is expected to take 15-16 months from the time they break ground until the time of completion.</p>	<p>Information only.</p>	<p>Bring back to the Board in July for final approval.</p>

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
5. Executive and Committee Reports			
<ul style="list-style-type: none"> • CEO Report 	<p>Steve Underdahl reported on the following:</p> <p><u>Strategic</u></p> <ul style="list-style-type: none"> • Presented the 2019-20 Strategic Plan to the Board. This document was developed following the board's annual strategic planning retreat in May (copy was distributed at the table). Focused attention on page 5 of the plan which includes a list of ten tactical priorities / deliverables that will be worked on over the next year. Steve asked the board to review and notify him if they note any adjustments needed. There will be tactical plans developed under each of the ten items that support the work and will be shared with the board throughout the year, • Information on MANOVA Global Summit: Future of Health in Medical Alley was distributed at the meeting. Board members interested in attending any portion of the meeting should contact Bobbi Jenkins to assist with registration. • Expecting a response from Sanford Health by mid-July with a goal of providing an update to the full board in late July on EHR. • Update on the ASC will take place in a Closed Session this evening. • Update on the building project was presented this evening by Jerry Ehn. • The board approval appointments to the Foundation Board this evening. The first meeting will be scheduled. • Rebasing efforts continue. Focusing on utilizing productivity tools. <p><u>Operations</u></p> <ul style="list-style-type: none"> • Annual Minnesota Department of Health survey of the Long Term Care Center took place in late May. Our responses to program corrections have been submitted and were accepted. We ranked number 2 of over 300 nursing homes in the state. • Efforts continue related to charge audits to help ensure we bill and are reimbursed for the work we do. 	Information only.	Closed.

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	<ul style="list-style-type: none"> • May volumes were soft, but the financials were better based on a number of factors. So far, June is chaotic. • An organization has expressed interest in purchasing the property we own in Elko. The intention is to sell if we can achieve a fair price. Selling this property would require approval from the City Council. <p><u>Policy</u></p> <ul style="list-style-type: none"> • MHA President, Lorry Massa, will be retiring due to health issues. MHA is engaging a national service to assist in recruitment for a replacement. 		
<ul style="list-style-type: none"> • Financial Report 	<p>Scott Edin reported on the May financials:</p> <p><u>May Key Drivers</u></p> <ul style="list-style-type: none"> • Endo procedures were 48% over budget • Home Health visits were 24% over budget • Inpatient days were 27% under budget • Observation days were 18% under budget • Surgery cases were 7% under budget • Work RVUs were 8% under budget <p><u>May 2019 Financial Outcomes</u></p> <ul style="list-style-type: none"> • Net Operating Revenues were \$413K under budget • Operating Expenses were \$204K under budget • Net Operating income was \$201K (\$207K under budget) <p>At the end of May we had 236 days cash on hand. Scott commented that the recommendation at the July board meeting related to approval the Birth Center and Northfield Clinic Expansion Project will be to pay for it without a loan. This will take us below 200 days cash on hand, but within a year we should be back up above 200 days.</p>	Information only.	Closed.
<ul style="list-style-type: none"> • Annual Report on MN Attorney General's Agreement on Hospitals and Debt Collections 	<p>Scott Edin presented the Attorney General's Agreement with Hospitals on Debt Collection (copy of slides included in on the board portal). This information is required to be presented to the board annually. Information included status of:</p> <ul style="list-style-type: none"> ✓ Debt litigation against hospital patients ✓ Debt collection activity of outside agencies 	Information only.	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
	<ul style="list-style-type: none"> ✓ Debt collection activities of internal collections: ✓ Hospital compliance with Attorney General Agreement <ul style="list-style-type: none"> ○ Zero tolerance of abusive, harassing conduct ○ Debt collection litigation policy ○ Third party collection procedures ○ Hospital collection procedures ○ Application of Charity Care policy ✓ Results of the CEO & CFO reviews of collection activity and agencies ✓ Results of hospital audits of agencies ✓ Hospital Charity Care practices. 		
<ul style="list-style-type: none"> • Quality Committee Oral Report 	<p>The Quality Committee met on June 19, 2019 and reviewed the Board Quality Dashboard. Charlie Mandile commented that he scores around patients receiving optimal care have improved in all measures, which is something to celebrate. A full report on the dashboard will be done at the July Board meeting.</p>	Information only.	Closed.
6. Roundtable, Announcements and Questions	<p>Related to our strategic priorities and being the intuitive first choice, CC Linstroth suggested consideration of having a NH+C presence at FiftyNorth Senior Center in Northfield (i.e. blood pressure checks, nutrition classes, etc.) FiftyNorth has 2000 members and is in the process of future planning related to space, uses, services, etc.</p> <p>CC also commented on the number of healthcare organizations that merge or do joint ventures with insurers. Is this only for large organizations? Last, she commented on how exciting it was to attend the MONOVA Global Summit last year and how it helps you think about the next 25 years.</p>	None.	Closed.
7. Pending Items	There were no pending items.	None	None.
8. Closed Session	<p>The board concluded open session business at 8:15 pm: <i>Strategic Planning (pursuant to Minn. Stat 144.581, subd 5 for the purpose of discussion of marketing activity related to the hospital's competitive position with other health care providers that offer similar goods and services.</i></p>	A motion was made by CC Linstroth and seconded by Jessica Peterson White to go into Closed Session. Motion carried.	Closed.
9. Adjourn	The meeting was adjourned at 8:40 pm.	A motion was made by Sarah Carlsen and seconded by CC Linstroth to adjourn	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
		the meeting. Motion carried.	