

MEETING MINUTES RECORD

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

Date: June 25, 2020

Location: Virtual Meeting

Start time: 5:00 pm

Adjourn time: 7:05 pm

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

Members absent:

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

Others: David Emery (LWV), Sam Wilmes (Northfield News)

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 Steve O’Neill at 6:00 pm.</p> <p>It was determined that it 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>The board was reminded to mute their microphone when not speaking and to raise their hands for voting, making motions and with any questions.</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 – 05/28/20 Meeting minutes (accept) <ul style="list-style-type: none"> ✓ Community Relations Committee – 5/28/20 • Revisions to Medical Staff Privilege Forms <ul style="list-style-type: none"> ✓ Family Medicine / Internal Medicine ✓ Emergency Medicine • Revision to Medical Staff Manual 	<p>A motion was made by Lynn Clayton and seconded by Fred Rogers to approve the consent and regular agenda as presented. Motion carried</p>	<p>Closed.</p>						
II. Reports									
<ul style="list-style-type: none"> • Hospital Chief of Staff Report 	<p>Dr. Holt reported the Medical Executive Committee is discussing the introduction of water births in the Birth Center this fall, and working on policies to support the new service.</p>	<p>Information only.</p>	<p>Closed.</p>						
1. Motion to Approve Applications for Medical Staff Membership/ Privileges	<p>Dr. Holt presented the applications for membership and privileges (copies included on the portal). There were no issues with any of the medical staff files.</p> <p><u>Appointments</u></p> <table border="1" data-bbox="386 1906 938 1957"> <thead> <tr> <th data-bbox="386 1906 516 1957">Prac #</th> <th data-bbox="516 1906 727 1957">Privilege</th> <th data-bbox="727 1906 938 1957">Category</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Prac #	Privilege	Category				<p>A motion was made by Sarah Carlsen and seconded by CC Linstroth to accept the recommendations from the Medical</p>	<p>Closed.</p>
Prac #	Privilege	Category							

Issue/Problem	Discussion/Conclusions			Action	Follow-up/Resolution
	4037	Behavioral Health	AH:I	Executive Committee as presented. Motion carried.	
	4041	Teleradiology	Telemedicine		
	4040	Behavioral Health	AH:I		
	4039	Behavioral Health	AH:I		
	4036	Teleradiology	Telemedicine		
	4038	Behavioral Health	AH:I		
	<u>Reappointments</u>				
	<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>		
	3861	Teleradiology	Telemedicine		
	3952	Teleradiology	Telemedicine		
	3953	Teleradiology	Telemedicine		
	3951	Teleradiology	Telemedicine		
	3869	Behavioral Health	AH:I		
	3858	Teleradiology	Telemedicine		
	3870	Behavioral Health	AH:I		
	3961	Behavioral Health	AH:I		
	3866	Pathology	Affiliate		
	3860	Teleradiology	Telemedicine		
	3865	Pathology	Affiliate		
	<u>Provisional Status</u>				
	<u>Prac #</u>	<u>Privilege</u>	Adv.	Ext.	
	3989	Teleradiology	X		
	3987	Teleradiology	X		
	2282	Emergency Medicine/ Family Medicine	X		
	2360	Teleradiology	X		
	No Action Required				
	<u>Voluntary Resignations</u>				
	<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>		
3996	Behavioral Health	AH:I			
III. Presentations/ Discussion/ Action Items					

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
<ul style="list-style-type: none"> Thoughts regarding a new planning cycle 	<p>Steve Underdahl reviewed the board's traditional spring-to-spring strategic planning process. This year, with COVID-19 there is a need for "Plan B".</p> <p>Plan B:</p> <ul style="list-style-type: none"> <u>May/June</u>: Assemble Post COVID Work Team The group focused on what elements of our practice may return to normal, what may be somewhat different in the future, and things that may be indelibly changed. The team utilized a Now, Near, Far methodology to identify priorities and potential chronology changes. <u>July</u> <ul style="list-style-type: none"> ✓ Revisit strategic history and current state ✓ Advisory Board strategy session for CEOs of small and independent medical centers <u>August</u> <ul style="list-style-type: none"> ✓ State of the State: Rahul Koranne, MHA <u>September</u> <ul style="list-style-type: none"> ✓ National Healthcare Landscape: Advisory Board, Washington, DC <u>October</u> <ul style="list-style-type: none"> ✓ Planning Retreat <u>November</u> <ul style="list-style-type: none"> ✓ Draft Strategic Plan edited and vetted by Board of Directors <u>December</u> <ul style="list-style-type: none"> ✓ Final Strategic Plan published <p>Questions for the Board to consider:</p> <ol style="list-style-type: none"> Does this process and related calendar work? Are you comfortable with dedicating Board time each month to this process? Are we willing to consider a permanent change to our planning calendar? <p>Feedback from the board supported the revised planning process. Strategic Planning will be a critical element of the Board agendas July through December.</p>	<p>Steve encouraged board member to contact him individually if they have other questions or concerns about the process.</p>	<p>Closed.</p>
<ul style="list-style-type: none"> Approval of Hyperbaric Oxygen Wound Program 	<p>In May, Scott Edin presented the first look at the new service program: Hyperbaric Oxygen Wound Healing. This service includes wound debridement, skin replacement and oxygen therapy, and</p>	<p>A motion was made by CC Linstroth and seconded by Sarah Carlsen to:</p> <ul style="list-style-type: none"> ✓ Contract with Healogics to 	<p>Closed.</p>

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
	<p>the use of a hyperbaric chamber to aid healing.</p> <p>This evening Scott reviewed services offered by the management company, Heologics, a national leader, to manage the service. Heologics has experience with design and development, provides physician and staff training, assists with billing nuances and marketing, and development of a safety program. Scott reviewed the income potential, wound care clinic proforma and cash flow analysis (copy of slides included on the portal).</p> <p>Board discussion included questions about the cost and ownership of the equipment, service area, and expected volumes/referrals, the importance of marketing, cost and ownership of the equipment, director responsibilities, EHR, expected start date, and patient access to the building.</p>	<p>develop and manage a Wound Healing Program for NH+C, and</p> <p>✓ Move forward with design documents and construction bids for building out a department in a portion of the space below the Birth Center (estimate \$700,000).</p>	
IV. Executive and Committee Reports			
<ul style="list-style-type: none"> CEO Report 	<p>Steve Underdahl reported (slides included on board portal):</p> <ul style="list-style-type: none"> Reopening clinics cautiously. All clinics are open except Urgent Care and Express Care. Want to be thoughtful and safe about opening and do not want those clinics to turn into respiratory clinics. In-person clinic visits have increased dramatically, and video visits continue but are about half of what they were at peak. Visiting guidelines are being evaluated and updated. Nursing home visits are still the most restricted. COVID-19 is generally trending better in Minnesota, but this is not true in other parts of the country. NH+C will participate in a group established by MHA on diversity and inclusion in the healthcare workplace. Have received \$6.4 million in grants from both state and federal government. We are grateful for this assistance and it will have a positive impact on our financial health. For accounting reasons, we are recognizing significant grant dollars in 	Information only.	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
	<p>the month of May. The impact is that both for the month of May and year-to-date, our financial outcomes will look artificially robust.</p> <ul style="list-style-type: none"> • Bringing team members back from furlough as the volumes are reestablished. • Temporary salary reductions and the remaining furloughs, as well as any incentive compensation that was earned in 2019, will be reevaluated at the end of July. • The building project remains on time and on budget. • Screening efforts for staff and guests is ongoing. • The NH+C/City Governance Committee has met twice. The group is focusing on simplifying the work with the deliverable being a play book to be used as a guide now and in the future on how NH+C and the city interact with each other, and help limit potential misunderstanding, and not have to reinvent processes as changes occur in board and city staff. Small groups have been assigned with writing assignments which will be editing by the full committee. <p>Board discussion:</p> <ul style="list-style-type: none"> • Temperature scanning device: Share knowledge with other local organizations on temperature scanning technology as other organizations are dealing with the same COVID-19 issues. • COVID-19 in-house testing: So far, we have received about 60 reagent kits for testing. Before testing can be offered, we need to test the validity which we are in the process of doing to ensure they fit the parameters. We are anticipating that we will begin inhouse testing on July 6. Tammy Hayes is leading a team to prioritize the testing. • Northfield City Racial Equity Core Team invitation: All Northfield Boards and Commissions were invited by the City to explore experiences around race, racism, and the changes we can make. An invitation was emailed this week to attend guided conversation sessions 		

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	<p>regarding this topic and the book "A Good Time for the Truth: Race in Minnesota". Board members expressed interest in participating, and how it relates to our own community.</p>		
<ul style="list-style-type: none"> Financial Report 	<p>Scott Edin presented the May financials (copy available on portal):</p> <p><u>May Key Drivers:</u></p> <ul style="list-style-type: none"> IP Days were 26% under budget OP Hospital visits were 67% under budget Clinic visits were 50% under budget ED visits were 25% under budget Surgery cases were 68% under budget Endo Procedures were 72% under budget Rehab Procedures were 74% under budget <p><u>May 2020 Financial Outcomes:</u></p> <ul style="list-style-type: none"> Net Operating Revenues were \$2.4M over budget –(due to \$6.4m Grants) Net Operating Revenues were \$2.4M over budget Operating Expenses were \$1.1M under budget Net Operating Income was \$4.1M (\$3.5M over budget) <p><u>May 2020 Financial Notes:</u></p> <ul style="list-style-type: none"> Recognized \$6.4M in other revenue from federal COVID grants which offset related expenses and loss of revenue Net revenue down approx. \$4M per week. Decrease in allowance for bad debt, federal grants, salary and expense reductions and grant revenue reduced the overall operating loss. Investment gains were \$758K for March <p>Scott reviewed the financial income statement for May, including both with and without the COVID grants. With the grants included, income from operations looks robust and paints a picture that we did much better than we did for the month of May. Days cash on hand also went up substantially due to the grants (from 236 at the end of March to 265 at the end of May). We are not anticipating additional large grants in the near future.</p>	Information only.	Closed.

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	<p>There was some discussion about the grant money and stipulations on what the money can be used for. An example is a grant we received to purchase technology related to taking employee and guest temperatures.</p> <p>There was discussion about how the year will progress financially. While this is difficult to predict with so many unknowns, we are using a tool developed by CLA that helps with predictions by plugging in data each month.</p>		
<ul style="list-style-type: none"> Annual Report on MN Attorney General's Agreement on Hospital & 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 the status of:</p> <ul style="list-style-type: none"> Debt litigation against hospital patients Debt collection activity of outside agencies 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 <p>The Board questioned how we compare our data to other organizations and whether we are satisfied with the results. Scott responded that, overall, these numbers look good. He also noted that as a municipal hospital we can take advantage of revenue recapture, which was a significant amount of total collections.</p>	Information only.	Closed.
<ul style="list-style-type: none"> Oral Report: Budget & Finance Committee 	<p>Fred Rogers reported on the Budget & Finance Committee business from their meeting earlier today. The committee:</p> <ul style="list-style-type: none"> ✓ Reviewed committee job description ✓ Review May financials 	Information only.	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
	<ul style="list-style-type: none"> ✓ Approved the reimbursement resolution ✓ Reviewed the proposal on the Hyperbaric Oxygen Wound Program 		
<ul style="list-style-type: none"> • Approval of Reimbursement Resolution 	<p>Fred Rogers and Scott Edin presented a recommendation to approve a reimbursement resolution related to the Northfield Clinic and Birth Center building project (copy of resolution was included on the board portal). Originally, we had planned to pay for the project out of our operating cash position. In light of the COVID pandemic, we have realized the benefit of having additional cash reserves and are considering the possibility of financing a portion of the project. This resolution would allow us to reimburse ourselves out of potential future financing for costs related to the project.</p>	<p>A motion was made by Fred Rogers and seconded by CC Linstroth to approve the resolution as presented.</p>	<p>Closed.</p>
<ul style="list-style-type: none"> • Oral Report: Quality Committee 	<p>Charlie Mandile was unable to attend the Quality Committee meeting. Steve O'Neill reported that the committee reviewed the quality measures, and overall were pleased with the outcome.</p>	<p>The quality dashboard will be reviewed at the July Board meeting.</p>	<p>Closed.</p>
<p>V. Roundtable, Announcements and Questions</p>	<ul style="list-style-type: none"> • Steve Underdahl reported that he met with a group of people from Northfield regarding their support for "Medicare for All" and some specific legislation. Steve commented that he is supportive of the idea of coverage to everyone in a way that does not leave people out. He was not sure if this is the exact piece of legislation but agreed to create a summary for the board to review in advance of the July Board meeting. The Mayor's office is also looking for reflection from administration and the board. The City Council is also being asked to review some legislation related to "Medicare for All". • There was discussion about the plans for the two colleges plans for bringing students safely back to school this fall and the impact it will have on the hospital and the community. St. Olaf students will start on August 20 and Carleton on September 15. 		
<p>VI. Pending Items</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>
<p>VII. Adjourn</p>	<p>The meeting was adjourned at 7:05.</p>	<p>Adjourned.</p>	<p>Closed.</p>