

MEETING MINUTES RECORD

Meeting: Board of Directors

Date: September 28, 2017 Location: Conference Center Start time: 6:30 pm Adjourn time: 8:25 pm

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

Members excused: Charlie Mandile,

Members absent: Jeff Meland MD

Staff Present: Steve Underdahl, Jerry Ehn, Scott Edin, Tammy Hayes, Laura Peterson, Vern Lougheed, Betsy Spethmann

Others present: Ben Martig, Brad Ness, David Emery

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution																					
1. Call to Order and Approval of the Agenda	The meeting was called to order by Virginia Kaczmarek.	Motion was made by CC Linstroth, and seconded by Steve O'Neill to approve the agenda. Motion carried.	Closed.																					
2. Consent Agenda	Supporting documentation was included in the packets for items on the Consent Agenda: <ul style="list-style-type: none"> Meeting Minutes: <ul style="list-style-type: none"> ✓ 08/31/17 Board Meeting ✓ 08/31/17 Community Relations Committee Approval of Quality & Performance Improvement policy and program Clinical privilege request forms <ul style="list-style-type: none"> ✓ Sleep Medicine (revision) ✓ Physical Medicine & Rehabilitation Services (new) 	Motion was made by Lynn Clayton and seconded by Patricia Christianson to approve the Consent agenda as presented. Motion carried.	Closed.																					
3. Reports																								
• Hospital Chief of Staff Report	No report.	N/A	N/A																					
✓ Motion to Approve Applications for Medical Staff Membership/Privileges	Applications for medical staff membership/privileges were presented. There were no issues with any of the files: <p style="text-align: center;"><u>Appointments</u></p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th><u>Prac #</u></th> <th><u>Privilege</u></th> <th><u>Category</u></th> </tr> </thead> <tbody> <tr> <td>3927</td> <td>Anesthesia</td> <td>Active</td> </tr> <tr> <td>3926</td> <td>Mental Health</td> <td>AH:I</td> </tr> <tr> <td>3723</td> <td>Anesthesia</td> <td>Affiliate</td> </tr> <tr> <td>3928</td> <td>Mental Health</td> <td>AH:I</td> </tr> <tr> <td>3924</td> <td>Nurse Practitioner</td> <td>AH:I</td> </tr> <tr> <td>3923</td> <td>Mental Health</td> <td>AH:I</td> </tr> </tbody> </table> <p style="text-align: center;"><u>Reappointments</u></p>	<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>	3927	Anesthesia	Active	3926	Mental Health	AH:I	3723	Anesthesia	Affiliate	3928	Mental Health	AH:I	3924	Nurse Practitioner	AH:I	3923	Mental Health	AH:I	Motion was made by Steve O'Neill and seconded by CC Linstroth to approve the appointments, reappointments, and advancements from provisional status as recommended by the Credentials Committee and the Medical Executive Committee. Motion carried.	Closed.
<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>																						
3927	Anesthesia	Active																						
3926	Mental Health	AH:I																						
3723	Anesthesia	Affiliate																						
3928	Mental Health	AH:I																						
3924	Nurse Practitioner	AH:I																						
3923	Mental Health	AH:I																						

Issue/Problem	Discussion/Conclusions				Action		Follow-up/Resolution			
	<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>							
	3028	General Surgery	Active							
	7240	Teleradiology	Telemedicine							
	3778	Emergency Medicine	Active					3789	AH:I	
	3503	Teleradiology	Telemedicine							
	7244	Radiology	Affiliate							
	3755	IM/Card.	Affiliate							
	3803	Anesthesia	Active							
	3779	Oral Surgery	Affiliate							
	3659	Teleradiology	Telemedicine							
	3757	History & Physical	AH:D							
	<u>Provisional Status</u>									
	<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>	<u>Adv</u>	<u>Ext.</u>					
	3882	Mental Health	AH:I	X						
	3875	CRNA	AH:I	X						
	3881	CRNA	AH:I	X						
	3883	Mental Health	AH:I	X						
	3803	Anesthesiology	Active	X						
	3779	Oral Surgery	Active	X						
	3880	Mental Health	AH:I	x						
	<u>No Action Required</u>									
	<u>Voluntary Recognition</u>									
	<u>Prac #</u>	<u>Privilege</u>	<u>Category</u>							
3751	IM/ Oncology	Affiliate								
3802	Teleradiology	Telemedicine								
3605	Emergency Medicine	Active								
• CMO Report	No report				N/A	N/A				
• Allina Medical Clinic Report	No report				N/A	N/A				
• NH+C Clinic Report	No report				N/A	N/A				
• Mayo Report	No report				N/A	N/A				
• City Business Report	Brad Ness reported on street projects; Charter Commission amendment was not				Information only.	Closed.				

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
	<p>passed, is expected to be presented again; Fire Department project on track for mid-2018 completion, \$3.5MM addition; 2018 street projects: Division and 7th streets, near site of Express Care Clinic; City Council approved Express Care Clinic lease; city leaders met with NH+C leaders to discuss senior care services project, which moves forward, and other street projects; recapped City staffing, budgets and taxes.</p>		
<p>4. Presentations/ Discussion/ Action Items</p>			
<ul style="list-style-type: none"> Board Portal 	<p>Vern Lougheed presented an overview of board portal to support board members' work; ensure security of NH+C data; streamlines meeting materials distribution and prep, and committee interaction. IT recommends Board Effect (after researching several vendors, including local option BoardBOS now in beta). Board Effect fits with needs for board members, staff, and complies with open meeting laws. Cost is \$5,400 annually, with annual contract that can be renewed if desired. IT is reviewing hardware options for board members (ie, keep iPads, use new/different devices). Timeline to implement is approximately 60 days, including board member training. Functions can be rolled out gradually. Board members are receptive to the plan; IT will move ahead.</p>	<p>Information only.</p>	<p>Closed.</p>
<ul style="list-style-type: none"> Foundation Recommendation 	<p>Laura Peterson led discussion of draft articles of incorporation and bylaws (requested by Board at August meeting). One update to the draft: three foundation director slots (of 7 slots total) would be filled by active Board members. Board members can serve on the foundation after their Board term ends until their foundation term ends. Discussed annual presentation vs written summary of annual performance – preference is in-person report to the Board twice a year until well established; Foundation can choose if/when to shift to once a year. Discussed how the 3 foundation/Board members will be chosen – preference is NH+C Board to assign members. Foundation board to include NH+C CEO and Hospital Auxiliary president.</p>	<p>Motion made by CC Linstroth to approve creation of foundation as proposed, with process to remove foundation board members via supermajority; seconded by Lynn Clayton. Motion carried.</p>	<p>Approved.</p>

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	<p>Foundation would fund/support only NH+C projects. Articles are governed by the Board. Next steps: file articles of incorporation (signed by Bard chair), get tax exemption number from IRS, then begin on January 1, 2018.</p> <p>Confirmed process for removal of a foundation trustee via super-majority (60%+) rather than a simple majority (50%+) – to ensure foundation trustees are secure to present a minority opinion/point of view.</p>		
<ul style="list-style-type: none"> Nursing Patient Care Update: LTCC Quality 	<p>Tammy Hayes presented LTCC Star Rating (5 stars out of 5) from MN Department of Health. 2016 Quality of Life survey at or above state average; 2016 Family Satisfaction survey above state average, some measures below NH+C 2015 scores due to fluctuations in staffing. Long-stay quality measures better than state and national averages. Infection rates are good; readmission rates down significantly in 2016 from 2015 due to new process for chart reviews. Quality of resident care scores better than national/state averages except for pain management; several initiatives have improved pain management. Confirmed results for “symptoms of depression” (shows 0 for LTCC). Health inspections very good compared to state/national averages. No Medicare penalties/payment denials. Staffing scores higher than state/national averages; gives staff the opportunity to provide good, safe care.</p>	Information only.	Closed.
<ul style="list-style-type: none"> Senior Care Development Agreement Update 	<p>Reviewed development agreement with Yanik including details on west campus senior housing services option with possible Phase 2 on 5.3-acre lot to the north. Exclusivity is for senior housing only. Discussed orientation of new campus to best fit/not obstruct NH+C campus. Recapped lease terms with St. Olaf. Recapped city conversation with Yanik and NH+C regarding Yanik’s position that it is not feasible to develop the project on the east side of Hospital campus due to costs, infrastructure, timing. Yanik is open to meeting with City and St. Olaf leaders regarding other development options (not senior services) for east side of campus. Discussed benefit</p>	Information only.	Closed.

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	of doing the project now to mitigate financial losses from LTCC. Administration will execute the agreement with Yanik.		
5. Executive and Committee Reports			
<ul style="list-style-type: none"> CEO Report 	<p>Jose Fulco, MD recognized as "Top Doctor" by Minnesota Monthly magazine, only Northfield doctor on the list. EHR assessment continues; comparing total cost of ownership, usability, strategic/tactical advantages of diverse options. Questions re: some features of Epic (size/scale) and site visits to organizations using the version of Epic we could use.</p> <p>Orthopedics: FBO site is completed; refining options/design for NFLD site.</p> <p>Positive response to new brand/signage.</p> <p>Revisiting options/possible partners for Lakeville development.</p> <p>Process improvement training: Site visit to Ivinson Memorial Hospital in WY, similar size/dynamics as NH+C. Learned strategy/tactics; formed connection with peers; broadened perspective beyond NH+C processes. Question: What role for Board members? ie, form connections/site visits to other like-sized healthcare organizations?</p> <p>Advance Care Planning: standardization efforts are on target; Susan Lohmann, director of Social Services, taking the lead. Goal: provide better care at end of life.</p> <p>Allina CEO Summit: quarterly meeting of healthcare peers.</p> <p>HCMC collaboration: Steve Underdahl, Jeff Meland to meet again with HCMC colleagues on Nov. 11</p> <p>Steve, Jeff studying clinic practice to better understand patient experience and clinic processes.</p> <p>Outreach to legislators: Pat Garofalo response to initial outreach; continue to reach out to other legislators to cultivate relationships.</p> <p>Voice recognition for documentation: exploring options.</p>	Discussion only.	Closed.

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• Financial Report			
✓ August Financials	Key drivers performing over budget for August. Payer mix is weak; mitigated strong income/gross revenues. \$514K profit for August, above budget. Healthcare organizations widely experiencing weak payer mix with higher percentage of Medicare patients.	Discussion only.	Closed.
• Budget & Finance Committee Report	Charlie Kyte reported committee discussion on current investment policy, plans to revise/update it, reviewing other examples/models. The committee will work electronically over the next month to revise the Investment policy and bring it back to the October Board meeting for the Board's review and discussion.	Discussion only.	Closed.
6. Roundtable, Announcements and Questions	Little Falls' St. Gabriel's Hospital "united" campaign to reduce opioid prescriptions. Is there a role for NH+C to be a leader in addressing opioid misuse/addiction? MHA shares best practices among members; Jennifer Fischer, MD has taken lead on getting Narcan carried by first responders (police, fire) and building public awareness re: using Narcan to prevent death from OD. Nationally, most opioid addiction starts with prescription from doctor/dentist. That means healthcare organizations have an important role in addressing opioid problem.	Discussion only.	Closed.
7. Pending Items			
• Governance Focused Retreat: November 3	Heather Durenberger to facilitate retreat; will interview individual Board members to set the agenda/framework.	Discussion only.	Closed.
8. Adjourn	The meeting was adjourned at 8:25 p.m.	Motion was made by Steve O'Neill, and second by Lynn Clayton. Motion carried.	Adjourned.

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