

MEETING MINUTES RECORD

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

Date: November 19, 2020 Location: Virtual Meeting Start time: 5:05 pm Adjourn time: 7:25 pm

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

Members absent:

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

Others: Brad Ness (City), David Emery (LWV), Ben Martig (City of Northfield), Sam Wilmes (Northfield News), Teresa Knoedler (Legal Counsel)

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 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>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>Steve O’Neill requested a change in the agenda to move up the Community Relations Committee Oral report after the Hospital Chief of Staff Report because the committee chair, CC Linstroth, has to leave the meeting early.</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 – 10/26/20 • Meeting minutes (accept) <ul style="list-style-type: none"> ✓ Governance & Planning – 10/26/20 ✓ Budget & Finance Committee – 11/09/20 • Annual Review and Approval of Patient Care Minimum and Professional Liability Coverage Resolutions • 2021 Board Meeting Schedule 	<p>A motion was made by Sarah Carlsen and seconded by Pete Sandberg to approve the consent and regular agenda, with the amendment as presented. Motion carried</p>	Closed.
II. Reports			
1. Hospital Chief of Staff Report	No report.	None.	Closed.
1. Approval of Medical Staff Files	Dr. Holt presented the medical staff applications for membership and privileges (included on the portal). There were no	A motion was made by Lynn Clayton and seconded by CC	Closed. Lynn CC

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	<p>issues with any of the medical staff files presented.</p> <p><u>Appointments</u></p> <table border="1" data-bbox="378 254 935 390"> <thead> <tr> <th>Prac #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>4058</td> <td>Active</td> <td>FM with OB</td> </tr> <tr> <td>4059</td> <td>Active</td> <td>Anesthesia</td> </tr> </tbody> </table> <p><u>Reappointments</u></p> <table border="1" data-bbox="378 436 935 1486"> <thead> <tr> <th>Prac #</th> <th>Privilege</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>3899</td> <td>Affiliate</td> <td>IM/ Cardiology</td> </tr> <tr> <td>3679</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3782</td> <td>Active</td> <td>IM and Pediatrics</td> </tr> <tr> <td>7202</td> <td>Affiliate</td> <td>Plastic Surgery</td> </tr> <tr> <td>3862</td> <td>AH:D</td> <td>PA/ Perinatology</td> </tr> <tr> <td>7454</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7365</td> <td>Active</td> <td>IM and Sleep Med.</td> </tr> <tr> <td>7366</td> <td>Affiliate</td> <td>IM/ Cardiology</td> </tr> <tr> <td>3737</td> <td>Telemedicine</td> <td>Sleep Medicine</td> </tr> <tr> <td>3893</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>7457</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3970</td> <td>Active</td> <td>Radiology</td> </tr> <tr> <td>3733</td> <td>Affiliate</td> <td>IM/ Oncology</td> </tr> <tr> <td>3331</td> <td>Active</td> <td>EM</td> </tr> <tr> <td>7456</td> <td>Active</td> <td>OB/GYN</td> </tr> <tr> <td>3977</td> <td>AH:I</td> <td>NP/ Oncology</td> </tr> </tbody> </table> <p><u>No Action Required</u></p> <table border="1" data-bbox="378 1520 935 1730"> <thead> <tr> <th>Prac #</th> <th>Category</th> <th>Privilege</th> </tr> </thead> <tbody> <tr> <td>3692</td> <td>Affiliate</td> <td>IM/Cardiology</td> </tr> <tr> <td>3952</td> <td>Telemedicine</td> <td>Teleradiology</td> </tr> <tr> <td>3995</td> <td>AH:I</td> <td>Behavioral Health</td> </tr> </tbody> </table>	Prac #	Category	Privilege	4058	Active	FM with OB	4059	Active	Anesthesia	Prac #	Privilege	Category	3899	Affiliate	IM/ Cardiology	3679	Telemedicine	Teleradiology	3782	Active	IM and Pediatrics	7202	Affiliate	Plastic Surgery	3862	AH:D	PA/ Perinatology	7454	Telemedicine	Teleradiology	7365	Active	IM and Sleep Med.	7366	Affiliate	IM/ Cardiology	3737	Telemedicine	Sleep Medicine	3893	Telemedicine	Teleradiology	7457	Telemedicine	Teleradiology	3970	Active	Radiology	3733	Affiliate	IM/ Oncology	3331	Active	EM	7456	Active	OB/GYN	3977	AH:I	NP/ Oncology	Prac #	Category	Privilege	3692	Affiliate	IM/Cardiology	3952	Telemedicine	Teleradiology	3995	AH:I	Behavioral Health	<p>Linstroth to accept the recommendations from the Medical Executive Committee as presented. Motion carried.</p>	
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III. Presentations/ Discussion / Action Items																																																																											

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<ul style="list-style-type: none"> EHR 	<p>Vern Lougheed, ITS Director, presented the first look on the EHR Roadmap Project – Expanse (copy of slides were included on the portal). Vern reviewed the background work done and how we got to where we are today. He also reviewed big rock success items, including a physician champion.</p> <p>The recommendation is to go with Expanse MaaS. Benefits include:</p> <ul style="list-style-type: none"> • Low one-time costs • No service terms • Expanse hosted by Meditech (Google) – no onsite infrastructure • Meditech handles backups, DR, cybersecurity • Meditech takes more active role – implementation and support • Configurable with standard content, evidence-based care models. <p>There were questions from the board related to:</p> <ul style="list-style-type: none"> • Physician champion and the addition of a nurse champion • HR function • Bandwidth as this system is Google cloud based • Meditech’s commitment to us • Responsibility of migration • Timeline at the same time as we are dealing with a pandemic • Standard devices • Staff training • Impact on MyHealth patient portal • History carried over to the new system • Communication flow between Meditech and staff 	<p>Bring back in December for final review and request for approval.</p>	<p>Closed.</p>
<p>IV. Executive and Committee Reports</p>			
<ul style="list-style-type: none"> ✓ CEO Report 	<p>CEO Report: Steve Underdahl: <u>COVID Update</u></p> <ul style="list-style-type: none"> • Cases are growing at an alarming rate. Seven-day rolling average of positive cases has moved from less than 3% at the end of September to almost 16%. • Community spread is the main source of disease and the main concern. Averaging 40-50 staff out daily with COVID, quarantined to other COVID-related reasons. 	<p>Information only.</p>	<p>Closed.</p>

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	<ul style="list-style-type: none"> • Gave an update on Long Term Care Center screening, testing standards and visitor restrictions. • The Incident Command/ COVID Response Team has been reenergized and increase meets to adapt to rapidly changing circumstances. • Concern over the long-term stress and fatigue of our team. Looking at creative solution regarding how we support our team and their families. • Ray of hope: the Moderna and Pfizer vaccine are very promising. <p><u>Strategic/Operations</u></p> <ul style="list-style-type: none"> • New strategic and tactical plan document under development. Board review / discussion in December. • EHR making progress. Vetting complete and approval process moving forward. • October performance was an improvement. Continued to be busier but still uneven relative to volumes. Clinics very busy. Hospital census up and down. COVID related costs continue. • Wound healing program making good progress. Manager hired. Target date to open is 03/01/21. • Focused service line process improvement team are working on the orthopedic and OB service lines to enhance efficiency and the customer experience. • Future workforce profile project. <p>There were questions from the Board related to bed capacity and the air handling system and staffing concerns.</p>		
✓ Financial Report	<p>CFO Report – Scott Edin</p> <p><u>October Key Drivers</u></p> <ul style="list-style-type: none"> ➤ Observation days were 12% over budget ➤ Clinic OP visits were 4% over budget ➤ IP Days were 18% under budget ➤ OP Hospital visits were 14% under budget ➤ Nursing Home days were 19% under budget ➤ ED visits were 11% under budget ➤ Rehab Procedures were 16% under budget 	Information only.	Closed.

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	<ul style="list-style-type: none"> ➤ Surgery cases were 10% under budget ➤ Births were 23% under budget <p><u>October 2020 Financial Outcomes</u></p> <ul style="list-style-type: none"> ➤ Net Operating Revenues were \$245K under budget ➤ Operating Expenses were \$336K over budget ➤ Net Operating Surplus was \$313K vs. a budget of \$919K Surplus <p><u>Financial Notes</u></p> <ul style="list-style-type: none"> ➤ Recognized \$0 in other revenue from federal COVID grants ➤ Investment losses were \$472K for October ➤ Purchased services of \$146k to Mayo for COVID-19 testing ➤ Positive self-funded health insurance experience reduced benefits expense 		
✓ Oral Report: Community Relations Committee	<p>CC Linstroth, committee chair, reported on the November 17, 202 Community Relations Committee meeting. The committee discussed the 13 requests they received for financial support for community health equal to \$120,000. In addition, NH+C is committed to donated \$10,000 annually through 2025 to NAFRS. The next step is to meet again in December to make a recommendation to the Budget & Finance Committee on the total award amount this year. Last year, the total was \$75,000. Steve Underdahl commended the committee for the very sophisticated process they use to review and make recommendations.</p>	Information only.	Closed.
✓ Oral Report: Budget & Finance Committee	<p>Fred Rogers, committee chair, reported on the 11/06/20 Budget & Finance Committee meeting. The committee discussed a new investment option: Millennium Investments. The committee voted to initiate an investment in the Millennium Fund and invest up to \$2 million over a period of time. NH+C's investment policy allows up to 10% dedicated to complements. We currently have 6.2% of total assets invested in this category.</p>	Information only.	Closed.
✓ Oral Report: Governance & Planning Committee	<p>Steve O'Neill, committee chair, reported on the 11/16/20 Governance & Planning Committee meeting. The meeting focused on the CEO evaluation. Walt Flynn, HR consultant, and Jeff Mutz, HR Director, attended the meeting as well. There will be a brief Closed Session at the</p>	Information only.	Closed.

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	December Board meeting to present to the full board.		
V. Roundtable, Announcements and Questions	Brad Ness was accepted into a Phase 3 vaccine study through AstraZeneca.	Information only.	Closed.
VI. Pending Items	NA	NA	NA
VII. Closed Session	The Board went into Closed Session pursuant to Minn. Stat. 13D.05, subd. 3 to discuss active litigation with legal counsel.	Information only.	Closed.
VIII. Adjourn	The meeting was adjourned.	A motion was made by Lynn Clayton and seconded by Sarah Carlsen to adjourn the meeting. Motion carried.	Closed.