

Meeting: Board of Directors

Date: September 24, 2009 Location: Conference Center

Start time: 6:30 p.m. Adjourn time: 9:00 p.m.

Members present: Dixon Bond, Gina Franklin, Peggy Hoffman, Terry Gilbertson, John Lundblad, Brett Reese, Randy Reister, MD, James Schlichting, Curt Swenson

Members excused:

Members absent:

Others present: Karen Gervais, Jon Denison, Ken Bank, Mary Crow, Roger Stapek, Tammy Hayes, Kathleen Meier, Ann Reuter, Bobbi Jenkins (Recorder),

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
Special Presentation			
<p>1. Pandemic Ethics Presentation</p>	<p>Mary Crow introduced Karen Gervais, PhD, Minnesota Center for Health Care Ethics. Karen is also a member of the hospital's Ethic's Committee and CEO Search Committee, as well as League of Women Voters.</p> <p>Karen presented on a project organized by the Minnesota Center for Health Care Ethics and the University of Minnesota Center for Bioethics related to rationing in a severe pandemic. The project was sponsored by the Minnesota Department of Health with funding from the US Center for Disease Control and Prevention.</p> <p>The project started as a panel discussion and turned into a public engagement to see if they can come to terms with rationing in a severe pandemic. The project was guided by three objectives:</p> <ul style="list-style-type: none"> • Reduce flu-related deaths and complications, • Protect basic public health, public safety and health care infrastructures, and • Treat people fairly, recognizing we are all morally equal <p>An Executive Summary of the project conclusions was distributed (copy attached).</p> <p>Dr. Reister noted that we do not expect to receive our full shipment of the seasonal flu vaccine this year and have struggled with how to administer. Initially, it was felt that we would give to those who have an immediate extreme need, but found it is difficult to turn people away who are not in immediate need. A decision was then made to give the vaccine to everyone who requests it knowing that we will most likely run out. Ken Bank noted that we will be dealing with the same question when we receive the H1N1 vaccine.</p>	<p>Information only.</p>	<p>Closed.</p>

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
	<p>Another concern is that if there is a pandemic, the tertiary facilities will be full and we will be caring for patients who would normally be transferred to a higher level of care.</p> <p>Karen suggested that consideration be given to educating the community on our vaccine situation. Advertise in the paper, radio, etc. and encourage patients who are at higher risk to get in and get vaccinated.</p>		
Call to Order	The meeting was called to order by John Lundblad at 6:55 p.m.	None.	Closed.
Quality & Patient Safety			
1. Dashboard Report	<p>Ann Reuter reviewed the Key Performance Indicator Dashboard for the 1st and 2nd quarters of 2009. She noted that this year she developed a one-page summary of the dashboard that includes color-coding of areas in which we did better and worse than target (copy attached). Most of the measures are those we are required to publicly report, but the Board can add if there are different areas they would like to see.</p> <p>This report was presented to the medical staff at their quarterly meeting earlier today. Currently, we are using our vendor's mean scores as "targets" for patient satisfaction indicators. The medical staff asked Ann to request the 90th percentile scores from the vendor and take that information to the applicable medical staff committees for their review and recommendations for future targets.</p>	Information only.	Closed.
2. Safety Committee	Minutes from the 09/01/09 Safety Committee meeting were included in the packets (copy attached).	Information only.	Closed.
Action Items			
1. Approval of Minutes of 08/27/09 Regular Board Meeting	<p>Minutes from the 08/27/09 Regular Board meeting were reviewed (copy attached). Dixon Bond recommended the following change to the minutes:</p> <p>Page 5 - <u>Reconvene Public Session</u> – second bullet:</p> <ul style="list-style-type: none"> • <u>Discussed</u> Gave direction on a personnel issue and a strategic marketing issue. 	A motion was made, seconded and unanimously passed to approve the minutes with the one change noted.	Closed.
2. Approval of 09/09/09 Special Board Meeting	Minutes from the 09/09/09 Special Board meeting were reviewed (copy attached). There was one minor technical change made that did not change the meaning of the minutes.	A motion was made, seconded and unanimously passed to approve the minutes with the one change noted.	Closed.

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3. Approval to Amend Minutes of 07/30/09	Ken Bank explained that the minutes of the 07/30/09 regular Board meeting were amended to reflect that discussion on the Selection of the CEO Search Firm and Approval of the Search Committee Members occurred during Public Session (copy of amended minutes attached).	A motion was made, seconded and unanimously passed to approve the amended minutes as presented.	Closed.
4. Approval of Quality & Performance Improvement Policy	<p>Ann Reuter reviewed the policy on Quality and Performance Improvement (copy attached). This document is reviewed and approved by the Board annually and is now in the new policy format. The document was reworded to reflect CMS language. Ken Bank noted that this is one of several policies that will be coming to the Board for approval in an effort to create a complete set of Board policies.</p> <p>The Quality Program description is now an attachment to this policy and is approved with the policy. In the past, the Quality Program was reviewed and approved separately. The Quality Program outlines the detail of data collection. Terry Gilbertson questioned why we only look at blood utilization annually. Ann responded that it is reported annually, but is reviewed quarterly. It was decided that this should be changed to quarterly on the document. Ann noted that the Medical Staff and Board have the authority to add to the list of data collected. The medical staff will be given the opportunity to add to the list at each of the upcoming service committee meetings.</p>	A motion was made, seconded and unanimously passed to approve the Quality & Performance Improvement policy and the attached Quality Program with the one change noted to the Quality Program.	Closed.
5. Approval of Patient Care Contracted Services	<p>CMS regulations state that the governing body must oversee the services provided through contracted services. A list of our patient care contracted services was included in the Board packets (copy attached). The only contractor for which quality issues were identified and not resolved is Abbott Diagnostics, which is used as our reference lab. The laboratory director is considering looking for a new vendor if these issues cannot be resolved.</p> <p>The Board asked for more detail on the quality issue identified for the lab. Ann reported that it is related to the inability of the reference lab's values to interface with Meditech. The Lab Director also noted that the Abbot Diagnostics customer service rep recently changed and she felt the service has not been as good since that change was made.</p>	A motion was made, seconded and unanimously passed to approve the patient care contracted services for 2010 with the understanding that the relationship with Abbott Diagnostics is being re-evaluated.	Closed.

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6. Approval to Purchase Endoscopy Equipment	<p>Tammy Hayes reviewed the proposal to purchase replacement endoscopy equipment for the endoscopy clinic (copy attached). Our current equipment is at the end of its useful life. We have been forced to cancel and change appointments with increasing frequency due to equipment failure. Quotes were received from two vendors. Both the physicians who use the equipment trialed the equipment from both vendors, and both indicated their preference for the Olympus system. The ROI shows a payback of two years, five months.</p> <p>The cost of the new equipment is over the budgeted amount. Funding above the budgeted amount will come from the budget allocation for a chemical sterilizing unit (\$16,900) that will not be purchased in 2009. Dixon Bond asked if the chemical sterilizing unit would be removed from the budget since it can no longer be purchased this year. Roger Stapek noted that it would be reflected in the 3rd quarter capital budget report.</p> <p>The Board questioned the estimated life expectancy of the new machine. Tammy responded that the current machine is approximately 11 years old and estimated the new machine should have a similar life expectancy given the amount it is used.</p>	A motion was made, seconded and unanimously passed to approve the purchase of endoscopy equipment from Olympus in the amount of \$92,137.72.	Closed.
7. Approval of Board Finance Policies	<p>Ken Bank reported that the Budget & Finance Committee, at their meeting earlier tonight, reviewed five Board policies and all are recommended for approval by the Board. He explained that all of these policies currently exist in the system but have been reformatted into Board policies.</p> <p>Dixon Bond questioned whether the recommendation is to approve each policy and procedure or just each policy. His concern is that if the procedure is approved, it will not allow administration to make any changes to it without getting Board approval first. Ken Bank responded that since they are all Board policies, it would be up to the Board to decide. It was decided that a decision will be addressed separately for each policy.</p>		
• Auditor Selection	The Board reviewed the policy on Auditor Selection and it was recommended that both the policy and procedure be approved.	A motion was made, seconded and unanimously passed to approve the policy and procedure on Auditor Selection as presented.	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
<ul style="list-style-type: none"> Donations to Non-profit Organizations 	<p>It was noted that the Initiating Department on the Donations to Non Profit Organizations policy should be changed to Board instead of Leadership and Governance.</p> <p>Dixon Bond questioned whether we make exceptions to this policy during the year (e.g. City Video Project). Ken Bank responded that we do not make exceptions without approval by the Board and the City Video Project is not a non-profit organization.</p> <p>James Schlichting commented that it was the recommendation of the Budget & Finance Committee that the procedure used for parties requesting donations use a formal application process, which then gets reviewed by the committee twice a year vs. each time we receive a request. For that reason, he felt the Board should approve both the policy and the procedure.</p>	<p>A motion was made, seconded and unanimously passed to approve the policy and procedure on Donations to Non-profit Organizations with the change noted to the Initiating Department.</p>	<p>Closed.</p>
<ul style="list-style-type: none"> Financial Assistance/ Charity Care 	<p>Ken Bank announced that after the Board packets went out, it was recommended that the policies on Charity Care and Financial Assistance be combined into a single policy. This policy was sent to the Board separate from the Board packet and was approved by the Budget & Finance Committee earlier this evening.</p> <p>The Board reviewed the policy and recommended the following changes:</p> <p><u>Policy Statement</u></p> <ul style="list-style-type: none"> Line one - remove "from Northfield Hospital & Clinics". <p><u>Procedure</u></p> <ul style="list-style-type: none"> Line four – remove the words "who does not have insurance" <p>Consideration was given to changing "financial assistance" in line 6 of Procedure to "charity care", but no change was made,</p> <p>Following discussion, the Board felt the policy did not clearly describe who is eligible for financial assistance vs. charity care and it was confusing as to which was available to patients in the hospital only, and which applies to both hospital and clinic patients.</p>	<p>This policy was tabled.</p>	<p>Revisions will be made to the policy and brought back to the Board at a later date for approval.</p>
<ul style="list-style-type: none"> Investments 	<p>Dixon Bond questioned whether the Board should approve the procedure in addition to the policy on Investments as the policy gives direction not only to the CEO, but also the CFO. Technically, the Board has no direct authority over the CFO as the CFO reports directly to the CEO. Following discussion, the Board felt that both the policy and procedure should be approved.</p>	<p>A motion was made, seconded and unanimously passed to approve the policy and procedure on Investments as presented.</p>	<p>Closed.</p>

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<ul style="list-style-type: none"> Financial Planning & Budgeting 	<p>Ken Bank suggested the Board consider approving the policy only on the Financial Planning & Budgeting policy so administration has the ability to change the timing and dates outlined in the procedure.</p> <p>Dixon Bond suggested that it remain an administrative procedure and changes to the procedure be delegated to a committee of the Board.</p>	<p>A motion was made, seconded to approve the policy for Financial Planning & Budgeting.</p> <p>A friendly amendment was made to the motion to delegate authority to make changes to the procedure to the budget & Finance Committee.</p> <p>Motion was unanimously passed.</p>	Closed.																																																																																							
<p>8. Approval of Applications for Medical Staff Membership/Privileges</p>	<p>Ken Bank reviewed the medical staff applications in Dr. Holt's absence:</p> <table border="0"> <thead> <tr> <th colspan="3" style="text-align: center;"><u>Appointment</u></th> </tr> <tr> <th style="text-align: center;"><u>#</u></th> <th style="text-align: center;"><u>Specialty</u></th> <th style="text-align: center;"><u>Category</u></th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">3659</td> <td style="text-align: center;">Teleradiology</td> <td style="text-align: center;">Courtesy</td> </tr> </tbody> </table> <table border="0"> <thead> <tr> <th colspan="3" style="text-align: center;"><u>Reappointments</u></th> </tr> <tr> <th style="text-align: center;"><u>#</u></th> <th style="text-align: center;"><u>Specialty</u></th> <th style="text-align: center;"><u>Category</u></th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">3480</td> <td style="text-align: center;">IM/Oncology</td> <td 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Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
Discussion Items			
<p>1. Additions to the Agenda</p>	<p>John Lundblad added the following two discussion items to the agenda for tonight's meeting:</p> <ul style="list-style-type: none"> • General Surgery • Northfield News Article <p>John asked that a standard agenda item be placed at the beginning of future Board meeting agendas titled "Approval of Agenda" so additions/deletions can be discussed at the beginning of the meeting.</p>	<p>Information only.</p>	<p>Approval of the agenda will be added to all future Board meeting agendas.</p>
<p>2. CEO Recruitment Update</p>	<p>Ken Bank reported that the CEO position profile was forwarded to Mark Madden at MSA Executive Search, and he has begun the recruitment process. The compensation range approved by the Board was also forwarded to Mark and the range was acceptable to him.</p> <p>The next step will be in mid-November when Mark will present names, background materials, etc. of viable candidates to the Search Committee to select those to be interviewed. The committee is expected to narrow the group to approximately six candidates to interview and then narrow to two or three to bring back for a second interview.</p> <p>Mary Crow questioned whether the timeline for interviewing candidates could be moved up slightly due to the Thanksgiving and Christmas holidays. She was concerned there would not be enough time to make a recommendation by the end of the year. John Lundblad noted that he would be happy to make an inquiry, but also noted that Mark needs to have enough time to gather information and make recommendations. It was also noted that it is possible that Mark will be meeting with the Search Committee in early November if the recruitment continues to go as well as it has so far.</p>	<p>The timeline will be verified and if necessary John Lundblad will discuss with Mark Madden to see if it is possible to adjust the schedule.</p>	<p>Continue to keep the Board updated on the recruitment process.</p>

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<p>3. City Video Project</p>	<p>Ken Bank reported that the Budget & Finance Committee discussed the City Video Project that was presented to the Board previously by Rhonda Pownell. The committee was supportive of participating in the project and hopeful that there would be a broader base of sponsors that want to help financially. The committee's recommendation is to fund up to \$10,000 in 2010.</p> <p>The Board discussed the committee's recommendation and commented on the following:</p> <ul style="list-style-type: none"> • Is the City supportive of this project? Jon Denison reported that Rhonda is representing this project through her role on the EDA and it has not yet been endorsed by the City Council. • It will be important to know that the EDA is financially supporting this project and taking a leadership role. • Hopeful that there would be a broad base of financial sponsors so the total commitment would be \$10,000 or less per sponsor. • It is hard to budget for next year with all the unknowns related to the economy, etc.; therefore, it is difficult to commit an exact amount to the project. • Questioned the return on investment from the city of Holland. It was noted that the Holland project is less than a year old and too soon to know the payback. • We should look at the project from a benefit standpoint to the hospital and clinics, as well as to the community. Will it help us recruit physicians and staff? • Rhonda Pownell requested a contact person from the hospital that could possibly serve on committees. The Board recommended Scott Richardson fill this role. 	<p>The Board approved by consensus:</p> <ul style="list-style-type: none"> • Administration will attempt to put up to \$10,000 in the 2010 budget to be used toward the City Video Project contingent upon the EDA and other entities financially supporting the project. • Ken Bank will draft a letter to Rhonda Pownell communicating this information to her. The letter will be reviewed and approved by John Lundblad, Dixon Bond and Brett Reese. 	<p>Keep Board advised of progress.</p>
<p>4. EMS Explorer Post</p>	<p>Mary Crow reported that our EMS department is interested in beginning an Explorer Post, which will involve students ages 14 to 21 to learn about EMS, ride along in the ambulance, etc. Currently, the Northfield Police Department has an Explorer Post, which is going well. We will still need to address boundaries around ride-a-longs related to patient rights and patient privacy.</p> <p>Ken Bank noted that we are still in the talking stages and have not yet made a decision on whether to participate.</p>	<p>Information only.</p>	<p>Continue to keep the Board updated on plans.</p>

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5. General Surgery	<p>Ken Bank updated the Board on the history of general surgery coverage over that past few years. We have had a professional services agreement (PSA) with Dr. Fulco for three or four years. Dr. David Rainiero was also doing surgery here and working for Allina. Since Dr. Rainiero left, we have revisited general surgery coverage with the Allina Clinic, and they are interested in pursuing discussions to consolidate services</p> <p>Allina is currently working on a PSA directly with Dr. Fulco. Because it impacts our PSA with Dr. Fulco, we are all also involved in discussions. The current workload is over 1 FTE but less than 2 FTEs. Allina would pay Dr. Fulco for his work for Allina, but this still leaves us with a financial gap. It is difficult to find general surgeons who want to work part time, so we are currently trying to recruit a full time surgeon even though we do not have enough volume to keep two surgeons busy all the time.</p> <p>We currently have three possible candidates. None of the three would be able to start until next summer. Part of the arrangement with Allina would be for the surgeons to have clinic hours at Allina, which would generate clinic revenues to help offset the cost and foster support from Allina.</p> <p>We are in the process of credentialing a few surgeons who can help Dr. Fulco by taking call until another full-time surgeon is hired.</p> <p>Ken wanted to the Board to be aware of these discussions and asked for their guidance as we move forward in budgeting for 2010. Ken noted that this is a great opportunity to get an independent specialty jointly supported by both the hospital and Allina. Our financial risk due to reduced surgical volumes is significant if we decide not to more forward with this.</p>	<p>By consensus, the Board supported administration's effort to move forward with efforts to recruit a second general surgeon.</p>	<p>Continue to keep the Board updated.</p>
6. Northfield News Article	<p>Ken Bank informed that Board that there will be an article in the Northfield News on Saturday regarding the hospital's possible violation of the Open Meeting Law. Questions have related primarily to succession planning for the retirement of Ken Bank, Roger Stapek and Mary Crow.</p> <p>Ken is working with City Attorney, Maren Swanson, to determine if we handled closed meetings correctly. The Board discussed this at length and all agreed that if open meeting guidelines were not followed, it was not intentional and that we need to correct whatever was done in error as best we can. We also need to take stops to avoid any problems in the future.</p>	<p>Ken will continue working with Maren and will develop recommendations for the next Board meeting.</p>	<p>Open.</p>

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
Informational Items			
1. Medical Staff Report	A copy of the 9/15/09 MEC minutes were included in the Board packets (copy attached). There were no additional items to report.	Information only.	Closed.
2. Administrative Report			
<ul style="list-style-type: none"> August Statistical Reports 	<p>August revenues were \$1,196,000 under-budget while deductions from revenue were \$461,000 under-budget and operating expenses were \$622,000 under-budget. Operating income was (\$271,000) vs. a budget of (\$154,000), and total net income was (\$177,000) vs. a budget of (\$77,000).</p> <p>Roger Stapek reported that September has been a really busy month so far.</p>	Information only.	Closed.
<ul style="list-style-type: none"> EMS Call Volumes 	The monthly EMS volume report was included in the packets (copy attached).	Information only.	Closed,
<ul style="list-style-type: none"> Operations Report 	There were no additional items to report.	None.	Closed.
<ul style="list-style-type: none"> Regional Clinics Update 	<p>Mary Crow reported on the following:</p> <ul style="list-style-type: none"> Family Practice physician, Dr. Alice Suchomel, is starting in Farmington on November 23. Dr. Fulco has been very busy since he is the only general surgeon. . Women's Health Center is advertised on a billboard on I35 and County Road 70. This year is the 20th anniversary of orthopedic practice in Northfield. The November hospital magazine will feature the practice and how they have contributed to the hospital and community. The Breast Center Open House took place today with about 35 visitors. Hospital Auxiliary volunteers are working at the Breast Center welcoming people and are doing a wonderful job. There has been outstanding growth at the Lakeville CSMR. We recently hired a part-time physical therapist. Kevin Johnson is doing an excellent job with outreach efforts in that market. The CSMR expansion in Northfield is going well and is on or a little ahead of schedule. 	Information only.	Closed,

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
3. Committee Reports			
1. Public Relations	Minutes from the 08/27/09 Public Relations Committee meeting were included in the packets (copy attached).	Information only.	Closed.
2. Governance & Planning	<p>Minutes from the 09/04/09 Governance & Planning Committee were distributed (copy attached). The committee also met prior to the Board meeting tonight and discussed the following:</p> <ol style="list-style-type: none"> 1. Board Development Plan, which is expected to come to the Board for approval next month. 2. A Strategic Marketing Issue related to the clinics division. 	Information only.	Closed.
3. Budget & Finance	<p>The Budget & Finance Committee met prior to the Board meeting tonight and discussed the following:</p> <ol style="list-style-type: none"> 1. Monthly Financials 2. Annual Investment Review 3. Board Finance Policies 4. Auditor Selection 5. Budget Timeline 6. City Video Project 	Information only.	Closed.
Roundtable Discussion	<ul style="list-style-type: none"> • Terry Gilbertson thanked Mary Crow for helping him retrieve articles he requested last month through our the reference library. Terry also referred to an article in MHA's weekly newsletter, "Newsline" related to telemedicine services used by some hospitals in Minnesota. • Ken Bank reported that he recently received a letter from a physician whose daughter was brought to our ED following a long illness. She noted in the letter that we saved her daughter's life and specifically noted excellent care received by Dr. Dixon and Dr. Fulco. She also stated that the care her daughter received was just as good or better than she experienced with her husband at Sloan Kettering Cancer Center and Robert Wood Johnson Medical Center Ken will forward a copy of the letter (with portions omitted to protect the privacy of the patient) to the Board. • Gina Franklin reported that she recently moved outside the Northfield City limits and is no longer eligible to serve on the Charter Commission. 	Information only.	Closed.
Adjourned	The meeting was adjourned at 9:00 p.m.	None.	Closed.

Issue/Problem	Discussion/Conclusions	Action	Follow-up/Resolution
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