



**Board of Directors' Meeting of  
Tuesday, September 19, 2023**

Call to Order

Board Chair Doug Ford called the meeting to order at 6:03 pm in the Hospital conference room. Board members present were Doug Ford, Kim Gehling, Brett Decker, Mike Zerull, Nancy Lang, Jeff Belvel and Kathleen Repass. Dr. Thomas Rizzo attended remotely. Director Julie Atwell was absent. Also in attendance were Dave Shannon, Interim CEO; Jodie Criswell, CFO; Heather Charlet, CNO; Hazel Butter, VP of Human Resources; Colton Anderson, Clinics Director; Wyatt Brieser, Director of OP, Ancillary, LTC and Rehab and Diane Biellier, Manager of Admin. Ops. Dr. Satkauskas was present for open session and reported representing the Medical Staff. Also present for part of closed session was Krista Nixon, Quality Manager, Attorney Mike Byrne and Rebecca Hutchinson, Compliance Officer. Presenters included Ellen Scranton with the Auxiliary and WipFli's Paul Traczek and David Goodman.

Education

Ellen Scranton presented on behalf of the Auxiliary. She shared news on volunteer events, recent 2023 budget items purchased, and upcoming fundraisers and events. The Board thanked Ellen and the rest of Auxiliary for their time and efforts.

Paul Traczek and David Goodman presented a draft of the FY2023 hospital financial statements and annual audit results. Paul reviewed the opinion letter, highlighting various aspects of the required communications, summary of any significant accounting estimates, and noted they were issuing an unqualified opinion. Paul stated that there are several estimates and the methodologies in place seem very solid. There were no material errors, irregularities, or illegal acts noted during the audit.

Paul discussed the single audit, which was also recently completed. This audit addressed CARES funds received by the hospital. There were no reportable findings on the 2023 audit. The hospital received an unqualified opinion.

David then reviewed the financial analysis. Total cash and cash equivalents, together with assets limited as to use, increased significantly by approximately \$2.55 million between 2022 and 2023, due primarily to the positive operating performance of the Organization, as well as positive collection experience on patient accounts receivable during 2023. Capital assets increased in 2023 primarily as a result of the completion of the Orion Clinic, lab renovation, and MRI room upgrades, among other significant capital improvement projects completed in 2023.

Net patient service revenue decreased approximately \$4.8 million in 2023. The majority of this decrease was related to the loss of surgical providers in 2023; however, even with the loss of providers and services during much of 2023, the Organization was able to control expenses and focus on growth in other areas which lead to positive operating income and related cash flows.

Salaries and wages and employee benefits increased as the Organization increased staffing for new services, such as the additional clinics, over the past two years, and provided market adjustments and retention incentives to employees.

Questions from the Board were addressed, and Paul encouraged the Board to contact himself or David if they have any additional questions.

A **motion** was made and seconded: To approve the FY2023 audit as presented by Wipfli. The **motion passed.**

### Consent Agenda

Chair Ford referred to the following consent agenda:

- Compliance Meeting minutes of September 5, 2023
- Board Executive Session meeting minutes of August 22, 2023
- Closed Session minutes of Executive Session August 22, 2023
- IT Governance minutes of August 15, 2023
- Finance Committee minutes of August 15, 2023
- Board Meeting minutes of August 15, 2023
- Closed Session minutes of August 15, 2023
- Medical Executive Committee minutes of August 10, 2023
- Foundation Board minutes August 8, 2023
- Medical Executive Committee minutes of July 13, 2023
- Operations Review

A name correction will be made on the August 15 Finance Committee meeting minutes.

A **motion** was made and seconded: To approve the consent agenda with the name correction. The **motion passed.**

### Medical Staff Report

Dr. Satkauskas called in to report on behalf of the Medical Staff. There were no questions regarding the Medical Executive Committee minutes. He discussed the current conversations regarding Medical Staff Bylaws and mentioned the shared goal of Board, Administration and Medical Staff to consider the community first.

### Committee Business

Finance Committee

Kim Gehling provided the Board with an overview of the Finance Committee which included the August financial reports, a review of the hospital's investments by Mark Grywacheski of QC Investments and an IT Governance update.

### Administrative Reports

Administration

The Board had an opportunity to ask the senior leadership team any questions resulting from a review of their Board packet submissions. There were a few additional items discussed:

- Dave Shannon shared with the Board that six staff members (Dave, Jodie, Colton, Hazel, Dwayne and Stephanie) will be visiting Morrison Hospital on Friday, September 22 to encourage discussion between like staff of both facilities. The goal is to discuss challenges and share insight on the unique challenges of being an independent hospital in this region. The plan is that more managers will attend future gatherings.
- Hazel Butter shared the October Shining Star with the Board. Jen Mills, Physical Therapist Assistant, received two nominations. She will be recognized at the Birthday party later in the week.
- Heather Charlet provided an anesthesia update to the Board. She is currently working with Rich Maynard or Apollo Anesthesia to provide 24x7 call for anesthesia services.
- Wyatt Brieser updated the Board on Long Term Care, specifically that they are currently in COVID outbreak status.

### Ovation Healthcare Report

Ryan requested the Board complete the Board Self-Assessment within 7-10 days if possible. He also provided an update on the CEO search and shared that Ovation will be discussing leadership

development with the Managers at the monthly Managers meeting. Ovation has devised a Leadership training plan and the Managers will be asked to provide their input.

#### Board Action

Approval of August Bills

Chair Ford referred to the bills. The total bills for the month of August are \$3,913,441.77. A **motion** was made and seconded: To approve payment of the bills for the month of August in the amount of \$3,913,441.77. **On a roll call vote the motion passed.**

#### Recess to Closed Session

A **motion** was made and seconded: To recess to closed session at 6:57 p.m. to the recruitment, credentialing, discipline or formal peer review of physicians or other health care professionals for a hospital, or other institution providing medical care, that is operated by the public body. And appointment, employment, compensation, discipline, performance or dismissal of an employee or legal counsel of the Hospital, including hearing testimony on a complaint lodged against an employee of the Hospital or against legal counsel for the Hospital to determine its validity.

On a roll call vote, **the motion passed.**

#### Reconvene into Regular Session

A **motion** was made and seconded: To reconvene the regular meeting of the Board at 7:33 p.m. The **motion passed.**

A **motion** was made and seconded: To approve the medical staff appointments and reappointment that was discussed in closed session. All appointments/ reappointments will be effective September 30, 2023. **The motion passed.**

#### Adjournment

A **motion** was made and seconded: To adjourn the meeting at 7:34 p.m. The **motion passed.**

Respectfully submitted by,  
Diane Biellier, Manager, Administrative Operations



### **Finance Committee**

September 19, 2023

Hospital Conference Room

#### **Call to Order**

The Finance Committee meeting was called to order by Kim Gehling at 5:39 p.m. in the hospital conference room. Committee members present were Kim Gehling, Kathleen Repass, Nancy Lang, Brett Decker, and Jeff Belvel. The following Board members were also present: Doug Ford and Mike Zerull. Dr. Thomas Rizzo attended remotely. Julie Atwell was gone with an excused absence. Also in attendance were Dave Shannon, Interim CEO; Jodie Criswell, CFO; Heather Charlet, CNO; Hazel Butter, VP of Human Resources; Colton Anderson; Clinic Director; Wyatt Brieser, Director of OP, Ancillary, Rehab and LTC and Diane Biellier, Manager, Executive Ops. Ryan Netstrick, Group Vice President attended remotely. Mark Grywacheski, Investment Advisor and Scott Stoltenberg, CPA attended as presenters.

#### **Fiscal Services**

Mark Grywacheski, gave an overview of the current hospital investments with Q.C. Investment Group. Mark provided an investment performance analysis summary to the Board. There was discussion regarding the Consumer Price Index and Inflation Rates. Mark shared his projections regarding these factors, including continued change through 2023-24.

There were no questions regarding Jodie's Fiscal Services report. Hammond-Henry Hospital recorded a gain of \$232,802 for the month ended August 31, 2023. The budget was \$206,760 for a positive variance of \$26,042. Total deductions were 58.9% of gross charges versus a budget of 61.4%. Total operating revenue was \$4,596,903 or \$173,129 below budget. Expenses totaled \$4,629,524 or \$28,071 below budget. Gross patient revenue totaled \$10,789,762 for the month. The budget was \$12,015,170 for a negative variance of \$1,225,408.

Jodie provided an IT update to the Finance Committee and will post the RSM analysis on the Board portal for the full Board's review. This document was provided to the IT Governance Committee and breaks out the cost of ownership for both the Meditech and Epic platforms by vendor.

A new HIM Manager has been hired as Charlene Massarolo is retiring.

#### **Adjournment**

A motion was made: To close the finance committee meeting at 6:02 p.m. With a second, the **motion passed**.

Respectfully Submitted by,

Diane Biellier  
Manager, Administrative Operations



**IT Governance Meeting**  
September 19, 2023  
Hospital Conference Room

The IT Governance meeting began at 5:00 p.m. in the hospital conference room. Committee members present were Directors Kim Gehling and Brett Decker, Dr. Crystal Snider, Heather Henry, IT Manager and Jodie Criswell, CFO. Special Committee Member Duane Olson was gone with an excused absence. Directors Doug Ford and Nancy Lang attended a portion of the meeting. Also in attendance were Dave Shannon, Interim CEO; Diane Biellier, Manager, Admin Ops. Diane Bogart and Joe Dungo of RSM attended via telephone.

**Overview of progress to date**

Diane Bogart provided an overview of the System Selection Timeframe and a Total Cost of Ownership overview for the two Meditech platforms and Epic by vendor/product. This overview included information on applications that would need to be added, removed and quotes obtained for interfaces between them and the new EMR.

After extensive discussion, it was decided that a request for proposal would be pursued with University of Iowa for partnership with their Epic platform and with Meditech for both the Meditech Expanse and Meditech Maas (Meditech as a Service) platforms.

**Next steps**

Heather Henry was given consent to approach Meditech and University of Iowa to arrange on site demonstrations sometime in late October and early November and to have conversations with current Expanse and Maas users to obtain their feedback on the platforms. Off site visits will also be coordinated to visit hospitals that are utilizing these EMRs. The goal is to present a final recommendation to the full Board in November.

**Adjournment**

The meeting was closed at 5:35pm.

Respectfully Submitted by,

Diane Biellier  
Manager of Administrative Operations