



COOK COUNTY HOSPITAL DISTRICT
BOARD MINUTES FOR FEBRUARY 20, 2025

Call to Order – Randy Wiitala called the meeting of the Cook County Hospital District Board of Directors to order on February 20, 2025 at 9:01 a.m. in the Board Room of North Shore Health.

Recess to Closed Session – Steve Frykman made a motion to recess into closed session permitted pursuant to Minn. Stat. §145.64 subd. 1(d) to discuss decisions, recommendations, deliberations or documentation of a Review Organization and pursuant to Minn. Stat. § 13D.05, subd. 2 to discuss not public medical data. Milan Schmidt seconded the motion and the motion carried unanimously.

Closed Session Summary – The Quality Improvement/Peer Review Report from January 15, 2025, the Medical Staff Report from January 15, 2025 and the February 19, 2025 Credentials Committee Report were discussed.

Reconvene - The North Shore Health Board reconvened in regular session at 9:34 a.m.

Roll Call

Members Present: Steve Frykman, Milan Schmidt, Sam Usem, Randy Wiitala and Patty Winchell-Dahl

Members Absent: None

Others Present: Kimber Wraalstad; Ameen Taleb, MD; Todd Severnak, MD; Nicole Siegner; Troy Batchelor; Jason Yuhas; Michelle Silence; Greg Ruberg; Karen Schultz; Todd Ford; Matt Anderson; Doug Sanders; Mary Sanders; Garry Gamble; Sharon Berglund; Mike DeBevec; Josh Hinke and Timothy Feeley

Approval of Minutes for January 2, 2025 and January 23, 2025 – Sam Usem made a motion to approve the minutes from the January 2, 2025 and January 23, 2025 meetings as presented and the motion was seconded by Patty Winchell-Dahl. The motion carried unanimously.

Board Presentations:

– NSH Physician Services Review – Dr. Todd Severnak and Dr. Ameen Taleb

Dr. Severnak and Dr. Taleb joined the meeting to provide an update of physician services at North Shore Health since July 2023. Dr. Taleb began as the Emergency Department Medical Director for North Shore Health in June 2023 and is currently the Ambulance Medical Director and Vice Chief of the Medical Staff. In addition to his roles at North Shore Health, Dr. Taleb is the Emergency Department Medical Director for Gundersen Boscobel Area Hospital and Clinics in Wisconsin, the Emergency Medicine Fellowship program director at SSM Health Monroe Wisconsin Hospital, and a Faculty member at Department of Family Medicine and Community Health, University of Wisconsin School of Medicine and Public Health. He is Board Certified in Emergency Medicine by the American Board of Medical Specialties, Board Certified in Family Medicine by the American Board of Family Medicine and ATLS trauma instructor by the American College of Surgeons. Dr. Severnak has been with North Shore Health as a virtual Hospitalist since July 2023 and he currently serves as the Chief of the Medical Staff. Dr. Severnak is currently the Chief Medical Officer for Avel and was the Co-Founder and Chief Medical Officer of Horizon Virtual. He is currently the Chair of the Credentialing Committee at St. Cloud CentraCare and is a former Chief of the Medical Staff at CentraCare.

Dr. Taleb shared the goals he and Dr. Severnak have for the Medical Staff:

- Bring highly experienced physicians to work at North Shore Health
- Increase the quality of care provided
- Increase patient satisfaction
- Strengthen the operations of the Emergency Department and continue to evolve the team dynamics within the Emergency Department, inpatient and with Sawtooth Mountain Clinic
- Bring advanced care to areas in most need and improve staffing, diagnostic and treatment protocols

Dr. Severnak and Dr. Taleb reviewed the key achievements of the Medical Staff during the last 18 months:

- Utilization of advanced procedures
- Diagnostic point of care ultrasound
- Training program with ultrasound and procedures
- Telemedicine and inpatient program
- Highly experienced new team members specialized in Critical Care Medicine, Telehealth, Inpatient Medicine, Emergency Care with leadership background
- Development of stroke and trauma care protocol
- New therapeutics
- Ultrasound butterfly training for vascular access and trauma care for EMS in field
- Enhanced quality improvement and infection prevention involvement
- Participation in the Minnesota Drug Overdose and Substance Use Surveillance Activity
- Updated therapies and medication delivery
- Sequential compression devices for DVT prophylaxis for inpatient
- Developed and reviewed physician peer review process
- New provider orientation checklist and interview process
- Staff engagement survey
- Staff direct feedback on hospital operations to leadership team
- Positive feedback from patients and community members

- Positive feedback from staff and physicians on our progress over the past 18 months
- Involved medical staff members
- Updated and reviewed hospital protocols
- Updated and reviewed medical staff bylaws

They also highlighted the various physicians who serve at North Shore Health in the Emergency Department and as virtual Hospitalists.

The goals for the future include:

- Enhance patient care quality and evidence-based medicine
- Expand services via telemedicine integration and specialized care program
- Work with hospital administration on selection of new EMR
- Standardize documentation for hospital patients
- Improve operational efficacy and staff training
- Enhance resource utilization and update equipment and technologies
- Focus on safety and compliance
- Deliver care locally
- Financial sustainability

Dr. Taleb and Dr. Severnak were thanked for their presentation and the great work they have done during the last 18 months. It was through their efforts that North Shore Health continues to have an organized Medical Staff.

– Governance & Management for Healthcare Boards – Matt Anderson, JD – Atrede Consulting

Mr. Anderson was welcomed back to North Shore Health. He presented on this topic on January 2024, has previously served as the facilitator for the North Shore Health Strategic Planning process, and has provided Board presentations on various health care issues. Mr. Anderson is currently a Lecturer in the Health Policy & Management Division of the University of Minnesota’s School of Public Health. He is the former Senior Vice President and Chief Strategy Officer at the Minnesota Hospital Association and the Assistant Commissioner for Health Care & State Medicaid Director at Minnesota Department of Human Services. He is also a freelance consultant and it is in his role as a consultant that Mr. Anderson made his presentation. The board of every organization has legal obligations. Those obligations vary based on the type of organization, applicable law (federal, state, etc.) and the organization’s governing documents (bylaws, articles of incorporation, policies, etc.). The Medicare Conditions of Participation (COP) require that a “[H]ospital must have an effective governing body legally responsible for the conduct of the hospital...” and examples of the Board’s legal obligations under the COP were highlighted. Minnesota law states that “Each hospital district shall be governed by a hospital board ...” and “Each hospital district ... has the powers necessary and convenient to acquire, improve, and run the hospital, nursing home facilities, and [senior housing, adult day care, respite care] facilities as the board finds expedient...”. Fiduciary duties are legal standards of governance that board members must meet, both individually and collectively. Meeting fiduciary duties and good governance means acting in good faith and using common sense. Board members should be prepared for board meetings, ask relevant questions, act reasonably and in good faith, act as a unit; support board decisions and obtain ongoing board education. Board members are legally obligated to fulfill fiduciary duties

to the organization – Duty of Care, Duty of Loyalty and Duty of Obedience. Mr. Anderson shared examples of each duty and he also shared examples of governance and administrative functions. The following are examples of Board/Governance activities: Where does organization intend/need to go; Emphasis on long term over short term; Awareness of community needs, market dynamics rather than internal operations; Receive and consider information, reports, analyses, advice and ask probing, constructive questions; and Set and monitor directional progress toward Mission, Vision, and Values. Examples of Management activities are as follows: How can/should we get there; Core responsibility/accountability for short-term objectives and problem solving with eye toward long-term needs and opportunities; Obtain/leverage subject matter expertise (internal and external); and Inform board to enable it to provide strategic guidance/decisions. Fulfilling fiduciary duties can require board members to make decisions that run counter to their personal political/financial/cultural ideology or preferences, take unpopular actions that spur criticism or result in losing re-election to the board, place organization's mission and long-term interests over current community members' short-term interests or preferences, ask uncomfortable questions; discuss sensitive topics and change their mind. Governance practices of High-Performing Boards' was reviewed:

- Board and CEO value each other's roles and protect/invest in the relationship
- Board members intentionally avoid crossing into operations
- Board Chair and CEO collaborate on cadence of expected, common reports
- Board members ask questions for understanding, exploring alternatives, etc. and not for reverse engineering staff work product
- Practice of avoiding surprises
- Board focuses its time and attention on longer term, strategic objectives and priorities (where we want to go?); outcomes, progress toward those objectives; and market trends and dynamics

Mr. Anderson addressed questions and provided further clarification throughout his presentation. As he left, Mr. Anderson thanked the members of the Board for their service during these challenging times in health care.

Financial Reports: Nicole Siegner, Interim Chief Financial Officer, presented the January 2025 financial statements. There was a Loss from Operations for the month of \$236K, compared to the budgeted Loss from Operations of \$411K. The Statement of Net Position, Statement of Revenues and Expenses and Changes in Net Position were reviewed. Gross Patient Service Revenue of \$2.5M for the month of January was 16.0% higher than budget. Revenues from Outpatient and Care Center were above budget while revenue from Inpatient, Swing Bed and Home Care were below budget for the month. Contractual Adjustments and Other Deductions were \$508K compared to the budget of \$391K. Total Operating Revenue for the month was \$1.996M, 12.0% more than budget. Total Operating Expenses of \$2.231 were 2.0% more than budget. The days cash on hand, debt service coverage ratio, current ratio and payer mix were also reviewed. Ms. Siegner spoke briefly about some of the work that is being done to improve the patient statements by the Revenue Cycle Team at North Shore Health and Tegria. Ms. Winchell-Dahl requested that North Shore Health share information about these changes with the public, perhaps in in the "Getting to Know North Shore Health" article. Ms. Siegner also introduced Karen Schultz who has joined North Shore Health as the Director of Finance. Ms. Schultz will work collaboratively with the Revenue Cycle Team and Ms. Siegner. Milan Schmidt made a motion to accept the

December 2024 financial statements. The motion was seconded by Patty Winchell-Dahl and the motion carried unanimously.

Old Business:

- a) **2024 - 2027 Strategic Plan Update:** The Scorecard for the Strategic Priorities #1 – Patient and Resident Experience: Quality and Safety were reviewed. The directional arrows and brief summary provide the status of each goal. Specifically highlighted were the activities regarding the Meditech server migration and the transition to PointClickCare for the Care Center.

New Business:

- a) While there was no New Business on the agenda, Mr. Usem asked to bring up an issue regarding the confidentiality agreement. Sam Usem made a motion to void the current confidentiality statement and revert to the former acknowledgement agreement. The motion was seconded by Milan Schmidt. It was then suggested that Timothy Feeley, North Shore Health Legal Counsel be requested to join the meeting. Mr. Feeley joined the meeting at this time. Mr. Usem expressed his dissatisfaction with the planned meeting with legal counsel to discuss the confidentiality statement. Because of Mr. Usem's preference to attend the meeting virtually and Mr. Wiitala's desire for an in person meeting, the meeting with Mr. Feeley was not held. Mr. Usem then read a statement regarding his concerns about the confidentiality statement. Mr. Feeley provided clarification regarding the disclosure of North Shore Health records and noted that a confidentiality agreement is best practice. Dr. Schmidt commented that he understands that the agreement does not allow him to discuss issues and topics related to North Shore Health business with the public. He noted that there were closed session meetings in 2024 referencing litigation that resulted in the withdrawal of the petition demanding Ms. Wraalstad's termination. Ms. Winchell-Dahl commented that she has been on numerous Boards and she feels this is a standard confidentiality agreement. She has never felt she cannot talk about public business involving the Hospital. In reference to concerns that the confidentiality agreement favors the Hospital, she commented that the Board is the Hospital. Mr. Feeley stated that this topic was not on the agenda and recommended that the motion be tabled until the next meeting and can be voted on at that time. Milan Schmidt made a motion to table the motion to void the current confidentiality statement and revert to the former acknowledgement agreement until the next meeting with additional discussion. The motion was seconded by Patty Winchell-Dahl. Motion carried.

Public Comments: Sharon Berglund, Mary Sanders and Garry Gamble provided public comment.

Management Report:

The Management Report for February 2025 included in the Board materials was reviewed. Ms. Wraalstad specifically shared in detail information regarding Swing Bed legislation. North Shore Health has had conversations throughout the last four years regarding an opportunity to transition nursing home beds to hospital beds. This is a unique concept suggested by a consultant, Eric Shell from Stroudwater and Associates when they completed a Strategic, Financial, and Operation Assessment for North Shore Health. Mr. Shell suggested a way to

modify North Shore Health's cost structure so that costs could be allocated differently in the cost reports. He used the concept of a Rural Frontier model and also made this recommendation to facilities in Hawaii. Essentially, North Shore Health will rearrange our licensed beds and will continue to have a small Nursing Home. During the 2022 legislative session, North Shore Health did receive a moratorium exception to be able to increase our hospital bed capacity to 25 beds. During these last four years, meetings have been held with the Minnesota Department of Health and Minnesota Department of Human Services to identify the remaining obstacles for North Shore Health to make this transition happen. In January 2025, it was identified that a legislative change would be needed to allow North Shore Health to provide swing bed services without a prior hospital stay and that services would be eligible for medical assistance reimbursement. Draft legislation has been developed and shared with Senator Hauschild and Representative Skraba. The legislation is currently waiting for a bill number and then will be introduced. On Wednesday, February 12, representatives from the Cook County Chamber had the great fortune to meet with Senator Hauschild, Representative Skraba and several other Legislators to discuss a variety of topics, including the legislation specific to North Shore Health.

Adjourn:

A motion to adjourn the meeting was made by Patty Winchell-Dahl and seconded by Steve Frykman.

The next regular meeting will be held on March 20, 2025 in the Board Room at North Shore Health.

The regular meeting adjourned at 12:50 p.m.


Chair


Clerk