



COOK COUNTY HOSPITAL DISTRICT
BOARD MINUTES FOR MARCH 20, 2025

Call to Order – Randy Wiitala called the meeting of the Cook County Hospital District Board of Directors to order on March 20, 2025 at 9:00 a.m. in the Board Room of North Shore Health.

Recess to Closed Session – Patty Winchell Dahl 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. Steve Frykman seconded the motion and the motion carried unanimously.

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

Reconvene - The North Shore Health Board reconvened in regular session at 9:37 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; Nicole Siegner; Troy Batchelor; Jason Yuhas; Michelle Silence; Greg Ruberg; Todd Ford; Kelly Swearingen; Lorrie Svadlenka; Karla Pankow; Doug Sanders; Mary Sanders; Garry Gamble; Sharon Berglund; Kirk Dornfled; Kay Olson; Josh Hinke; Paul Terrill; Howard Hedstrom; Anne Swallow Gillis; Rob Wells; June Tveekrem; Michael Sampson; Tyson Smith; Richard Furlong and Timothy Feeley

Approval of Minutes for February 20, 2025 – Milan Schmidt had a correction to the minutes. Under New Business the line reading: “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.” should strike out “demanding Ms. Wraalstad’s termination.” Milan Schmidt made a motion to approve the minutes from the February 20,

2025 meeting as amended and the motion was seconded by Sam Usem. The motion carried unanimously.

Financial Reports: Nicole Siegner, Interim Chief Financial Officer, presented the February 2025 financial statements. There was a Loss from Operations for the month of \$362K, compared to the budgeted Loss from Operations of \$508K. The Statement of Net Position, Statement of Revenues and Expenses and Changes in Net Position were reviewed. Gross Patient Service Revenue of \$2.267M for the month of February was 12.0% higher than budget. Revenues from Inpatient, Swing Bed, Outpatient and Care Center were above budget while revenue from Home Care was below budget for the month. Contractual Adjustments and Other Deductions were \$489K compared to the budget of \$358K. Total Operating Revenue for the month was \$1.782M, 6.0% more than budget. Total Operating Expenses of \$2.143M were 2.0% less than budget. The days cash on hand, debt service coverage ratio, current ratio and payer mix were also reviewed. Patty Winchell-Dahl made a motion to accept the February 2025 financial statements. The motion was seconded by Milan Schmidt and the motion carried unanimously.

Old Business:

- a) **2024 - 2027 Strategic Plan Update:** The Scorecard for the Strategic Priorities #2 – Service Portfolio and Community Value were reviewed. The directional arrows and brief summary provide the status of each goal. Interaction with Local, State and Federal Officials were specifically reviewed.
- b) **Board Confidentiality Agreement Review:** The Board Confidentiality Statements signed in January and the acknowledgement signed in 2024 were reviewed. Also reviewed was the Acknowledgement of Confidentiality signed by employees, volunteers, consultants and others. Tim Feeley, Legal Counsel from Hall Render, reviewed the current confidentiality statement and discussed the language in sections 1, 2 and 3. Mr. Feeley stated that the agreement does not limit Board Members from disclosing information they have had access to as due to their official capacity as a Board Member. He noted that the agreement was written to state that unless the information is publically available and subject to disclosure, then it should be kept confidential. It was noted that disclosure of written information should be disclosed by the responsible authority. Dr. Schmidt commented that he reads the document to state that all information received, verbal and written, must be kept confidential. Ms. Winchell-Dahl stated that she does not have a concern with the document and does not feel that it restricts her communication. Mr. Feeley provided his legal opinion that a document such as this is important for North Shore Health. There was also a lengthy discussion regarding personal liability and indemnification. Mr. Usem stated that he believes the current document should be voided and completely rewritten. Mr. Frykman stated that it would be helpful to have clarification of information that can and cannot be shared. Mr. Usem commented that he feels the current document protects only Administration and not the Board Members. Ms. Winchell-Dahl stated that she disagrees with Mr. Usem, the Board in North Shore Health, and feels it is important to have a confidentiality agreement. Mr. Usem stated that it is his opinion that the current confidentiality agreement is more restrictive than is found for most Boards. Ms. Winchell-Dahl suggested that a subcommittee be formed to work with legal counsel to revise the document. Patty Winchell-Dahl made a motion to amend the existing document and create a subcommittee to work with Tim Feeley. There was no second to the motion. Sam Usem made a motion to void the current confidentiality statement

for all Board Members and revert to the former acknowledgement agreement. The motion was seconded by Milan Schmidt. Following the additional discussion, Mr. Usem withdrew his original motion and provided a restated motion. Sam Usem made a motion to void the current confidentiality statement, sign the former Acknowledgement of Confidentiality and create a committee to give a recommendation to the Board about what a new confidentiality agreement should include. The motion was seconded by Milan Schmidt. The motion carried 4-1. (Yes – Frykman, Schmidt, Usem and Winchell-Dahl. No – Wiitala)

New Business:

- a) Governance Mentorship: Mr. Wiitala stated that he was bringing this recommendation to the Board to consider engaging someone such as Matt Anderson to serve as an independent mentor to the Board. This would provide the Board with an opportunity to work with an expert to support the Board in their efforts to be more effective and how best to work with each other and Leadership. Dr. Schmidt suggested the focus be on Board coaching as it synchronizes and aligns with work of Leadership and employees. Based upon feedback, Mr. Wiitala will reach out to Matt Anderson to obtain more details and discuss at the future meeting.
- b) Establishment of Subcommittees:
 - 1) Evaluation of Video Recording/Publishing of Board Meetings: Mr. Wiitala asked to have a subcommittee and work with Administration to evaluate this topic and bring additional information to the Board. Mr. Wiitala and Mr. Usem will serve on this subcommittee with the goal to have on next month's agenda. Patty Winchell-Dahl made a motion to establish a subcommittee comprised of Mr. Wiitala and Mr. Usem, working with Administration, to evaluate Video Recording and Publishing of Board Meetings and bring information to a future meeting. The motion was seconded by Milan Schmidt and the motion carried unanimously.
 - 2) Development of Board Member Code of Conduct: It was decided to table this topic at this time until a Board mentor is in place.
- c) Rotation of Board meeting locations: During 2024, North Shore Health held three meetings in areas throughout the County and it was asked if the Board would like to continue this practice this year. While there was limited attendance at those meetings, Ms. Winchell-Dahl commented that she would like to continue this practice. It was suggested that representatives for those areas be invited to attend the meeting to discuss topics of interest and concern. The meetings should also be publicized well in advance to encourage participation.

Public Comments: June Tveekrem, Kay Olson and Paul Terrill provided public comment.

Management Report:

The Management Report for March 2025 included in the Board materials was reviewed. Ms. Wraalstad noted that North Shore Health has submitted an application requesting designation as a CANF at \$75.28 per resident day, an annual increase of approximately \$700,000 depending on the number of resident days. The current CANF designation will end on June 30, 2025. The timeline for the CANF determinations is unknown but it is anticipated the Department of Human Services will make the selections in the next several months. North Shore Home Care had their standard Federal survey and State licensing survey during the

week of February 24, 2025. No deficiencies were identified during the survey. Congratulations to Traci Allen and her Home Care team! The audit team from Clifton Larson Allen (CLA) has been working on the audit fieldwork since March 3. Fieldwork is being completed offsite using remote access. The presentation of the 2024 financial audit to the Board is still scheduled for the May Board meeting. Department Leaders are moving forward with the Action Plans related to the Employee Engagement Survey. The work with the Culture Transformation Program continues to move forward. The monthly sessions with Dr. Bill Auxier continue and Department Leaders decided to use the goal developed for the Employee Engagement Action Plan for the Team goal. Work continues with North Shore Health, Sawtooth Mountain Clinic and Rural Health Innovations (RHI). A meeting was held with representatives that included participants from other community organizations in addition to North Shore Health and Sawtooth Mountain Clinic to assist with priority planning. RHI has agreed to present the Community Health Needs Assessment Report to the Boards of North Shore Health and Sawtooth Mountain Clinic with two additional sessions to the participants of the various focus groups and other interested individuals. The possible date for the presentation to the Boards has been identified as Tuesday, April 29 at noon, pending confirmation with the majority of the Board Members. Ms. Wraalstad highlighted the report from the American Hospital Association (AHA) regarding the Growing Impact of Medicare Advantage on Rural Hospitals Across America. The report highlights how certain Medicare Advantage (MA) plans' practices exacerbate rural hospitals' vulnerability and threaten health care for rural communities.

Adjourn:

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

The next regular meeting will be held on April 17, 2025 in the Board Room at North Shore Health.

The regular meeting adjourned at 11:51 a.m.

Chair

A handwritten signature in black ink, appearing to be "B. W. T.", written over a horizontal line.

Clerk

A handwritten signature in black ink, appearing to be "H. J. Zylman", written over a horizontal line.