

WinnMed Board of Trustees Minutes**Wednesday, June 4, 2025****Conference Room B3****3:00 – 5:00 p.m.****Minutes**

| <u>Topic</u> | <u>Presenters</u> | <u>Purpose</u> |
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| Call to Order | K. McLean | |
| Karen McLean, Chairperson, called the meeting to order at 3:00 p.m. | | |
| Provider Welcome | Dr. T. Marquardt | Information |
| Dr. Marquardt introduced Dr. Zack and Dr. Brink to the Board of Trustees. Dr. Zack started seeing patients this week and Dr. Brink will start on June 16. | | |
| Welcome Aidan Cunningham | S. Slessor | Information |
| Steve introduced Aidan Cunningham, our Administrative Intern. Aidan will be here for 11 weeks. | | |
| Moment for Mission | | Information |
| Steve shared a patient story that highlighted Dacia Schnuelle, Patient Access Coordinator, for her outstanding commitment to prioritizing the needs of the patient. | | |
| Consent Agenda | K. McLean | Approval |
| Action: Motion made by Bekah Krueger, seconded by Britt Rhodes, to approve Board Minutes, Board Committee Minutes, Medical Executive Committee Minutes, and Policy Approvals. All other voting, aye. Motion carried. | | |
| Department Presentation: Emergency Department | K. Huinker | Information |
| Kesley Huinker, Director of the Emergency Department (ED), highlighted the staff who work the ED and Urgent care. Kelsey noted, with the exception of an ED Provider, all positioned have been filled! Kelsey provided data sets reflecting the continued growth in both emergency, urgent care, admissions, and transfers. Successes and challenges were covered, with a focus on the department's priorities that ensure the delivery of safe high-quality patient care. | | |
| Appoint Foundation Representative | S. Slessor | Approval |
| Steve brought forth a recommendation to appoint Kelly Sorenson as a Foundation Board Representative. Kelly is the Director of Planned Giving and Major Gift Operations at Luther College. | | |
| Action: Motion made by Justin Gullekson, seconded by Britt Rhodes, to approve Kelly Sorenson as a Foundation Board Representative. All other voting, aye. Motion carried. | | |
| Capital Request: Da Vinci Robot | S. Slessor | Approval |
| Steve brought forth the capital request for the Da Vinci 5 Robot. The robot will help with surgeon retention and recruitment, organizational growth, and more importantly offer significant benefits to our patients. General Surgeons Dr. Brink, Dr. Schwickerath, and Dr. Winters spoke to their support for the Da Vinci Robot. | | |
| Action: Motion made by Justin Gullekson, seconded by Bekah Krueger, to approve the capital asset purchase of the Da Vinci 5 Robot. All other voting, aye. Motion carried. | | |
| Employee Engagement Survey | L. Bulman | Information |
| Laurie presented the results of the recent all-staff engagement satisfaction survey. A 79% response rate with 456 responses out of 576 employees. Laurie highlighted positive feedback from the survey, including high scores for alignment with organizational values, confidence in senior leadership, and feeling well-informed about important decisions. Laurie identified areas for improvement, such as the benefits package, well-being, and growth opportunities. These areas scored below the benchmark and will be a focus for future initiatives. Leadership is working with Department Directors on how to address themes with their staff. | | |

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| Foundation Updates | B. Krueger | Information |
| The Foundation Board approved using some of William Goggin's estate funds to pay for the 2nd HBO chamber, as well as cover the costs of the wound center remodel. The Foundation has formed a subcommittee to focus on ways to promote the Foundation. We have received a grant from the Depot for \$4,000, which will be used to purchase a handheld ultrasound for Surgery and Infusion. We received another grant from Spahn and Rose for \$1,000, which will be used to purchase a picnic table for the North Building. | | |
| Financial Update | B. Stevens | Information |
| Ben provided a financial update, noting a busy month with record numbers in radiology and a strong month for surgery. This increase in revenue is a positive sign for the hospital's financial health. Contractual allowances and bad debt continue to be a challenge. Efforts are being made to improve collections and reduce bad debt through better up front and backend processes. YTD \$785,000 above budget. The total bottom line is over \$1 million above budget. At a future meeting, the Board would like to review AR from date of service, as well as from date of billing. | | |
| Resolution 25-01 Approving Loan Agreements | B. Stevens | Approval |
| This resolution allows the hospital to enter into two new debt agreements with MiEnergy Cooperative and Allamakee-Clayton Electric Cooperative. These are subordinate notes. Payment for the USDA, \$35 million, note along with the, \$8 million, Decorah Bank and Trust note are parity with each other. This resolution amends our current note of \$8 Million to \$4 million. This allows us to avoid an additional public hearing as the original resolutions allowed borrowing up to \$45 million even though we had planned on borrowing only \$43 million. Action: Motion made by Clark Goltz to enter into two new debt agreements per the memo issued and reviewed with MiEnergy Cooperative and Allamakee-Clayton Electric Cooperative (Resolution 25-1), seconded by Justin Gullekson. All other voting, aye. Motion carried. | | |
| Resolution 25-02 Authorizing Credit Agreements | B. Stevens | Approval |
| Both coops require a letter of credit to provide security of their loan repayment back to the USDA-REDLG program. Decorah Bank and Trust provides this Irrevocable Letter of Credit to the coops identifying if we default on these loans, Decorah Bank and Trust will be responsible for final repayment. As a result, Decorah Bank and Trust charges a 1% fee of the yearly principal balance as means to offset their risk profile. The current drafted contract has language for both parity and subordinate obligations as Decorah Bank and Trust would like this to be in parity with the \$35 million note and the \$8 million note (will be amended to \$4 million). Since both the total borrowing limits are not changing, it makes sense they remain in parity however USDA-Direct and USDA-REDLG are two different programs. Decorah Bank and Trust is determining with partnering banks if a subordinate position is acceptable. If not, we will make the request to USDA and close on the loans after USDA has approved. Action: Motion made by Clark Goltz to approve the credit agreement required by the coop's to lend funds to the hospital, backed by Decorah Bank & Trust (Resolution 25-02), seconded by Mark Jensen. All other voting, aye. Motion carried. | | |
| Administrative Reports | Leadership Team | Information |
| Chief Administrative Officer Steve Slessor: <ul style="list-style-type: none"> Keystone update – AEA has a board meeting on June 16, to approve the sale. Purchase and lease agreements are under review. Anticipate ownership on July 1. Chief Medical Officer Dr. Thomas Marquardt | | |

- Continue to focus on reviewing OR block time to ensure we are efficient.

Chief Financial Officer

Ben Stevens:

- Clinic remodel change order is under review with the USDA.

Chief Nursing Officer

Kathy Moritz:

- Praise for both the construction team and clinical staff team, as the transitions have gone smoothly. Everyone truly puts the needs of the patient first.
- Hospice will have their annual hospice ride on June 22. Everyone is welcome to attend.

Chief Operating Officer

Dave Rooney

- Changes in the upper-level clinic took place this morning, primarily with the reception desks and provider offices. Lower-level transitions will happen next week.
- Dave highlighted new provider schedules and anticipated workloads.

Director of Human Resources

Laurie Bulman reported:

- Benefits open and enrollment launched yesterday.
- Celebrated hospital week in May.

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| Executive Session | K. McLean | Approval |
| At 4:50 p.m., Board members went into Closed Session pursuant to Iowa code 21.5 (1) (I) To discuss patient care quality and process improvement initiatives in a meeting of a public hospital. Intent: To evaluate the professional competency of an individual whose appointment, hiring, performance, or discharge is being considered when necessary to prevent needless and irreparable injury to that individual's reputation and that individual requests a closed session. Motion: Made by Clark Goltz, seconded by Mark Jensen to enter a Closed Session. Roll Call Vote: Goltz, aye; Gullekson, aye; Jensen, aye; Krueger, aye; Rhodes, aye; McLean, aye. Motion carried. | | |
| Return to Regular Session | K. McLean | Approval |
| At 5:47 p.m. Board members returned to the regular session. | | |
| Credentialing | K. McLean | Approval |
| Action: Motion made by Mark Jensen seconded by Britt Rhodes to appoint, grant membership and privileges as listed in the Medical Staff Report. All voting, aye. Motion carried. | | |
| QAPI | K. McLean | Approval |
| Action: Motion made by Mark Jensen seconded by Justin Gullekson approve the QAPI as presented. All voting, aye. Motion carried. | | |
| Adjournment | K. McLean | Approval |
| Action: Motion made by Bekah Krueger, seconded by Britt Rhodes to adjourn the meeting. All voting, aye. Motion carried. | | |

Members || O = Absent, X = Present

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| Clark Goltz, Chairman (virtual) | X | Jan Heikes, Board member | O | Thomas Marquardt, DPM, Chief Medical Officer | X | Laurie Bulman, Director of Human Resources | X |
| Karen McLean, Vice-Chair | X | Mark Jensen, Board member | X | Kathy Moritz, Chief Nursing Officer | X | Laurie Tope, MD President, Medical Staff | X |

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| Justin Gullekson, Secretary-Treasurer | X | Bekah Krueger, Board member | X | Ben Stevens, Chief Financial Officer | X | BreAnna Sovereign, Executive Assistant | X |
| Britt Rhodes, Board member | X | Steve Slessor, Chief Administrative Officer | X | Dave Rooney, Chief Operating Officer | X | Aidan Cunningham | X |

Guests: Alex Rosenow (Decorah News), Seth Boyes (Decorah Leader), Dina Taylor, Tasha Croell, Kelsey Huinker, Dr. Brink, Dr. Zack, Dr. Winters, Dr. Schwickerath

Justin Gullekson, Secretary

Recording: BreAnna Sovereign, Executive Assistant