

~Approved 12/19/2023~

Regular Board Meeting**Tuesday, November 28, 2023****9:00 a.m.****Board Room & Microsoft Teams Conference Call****Board Members Present:**

Clint Cook – Bigfork Township
Greg Cook – Koochiching County Unorganized
Gary Erickson – City of Bigfork
Carol Gilbertson – Itasca County At-Large
Tom LaMont – City of Effie
Marie Lovdahl – Itasca County Unorganized
Gordon Rahier – Pomroy Township
Larry Salmela – Carpenter Township
Sally Sedgwick – Wirt Township
Dan Sursely – City of Big Falls
Heidi Watson – Koochiching County At-Large

Board Members Remote:

Teresa Kittridge – Marcell Township

Board Members Absent:

Stokes Township – Vacant

Staff Members: Dr. Ed Anderson, Darla Anderson, Nelly Becker, Heather Boessel, Sam Beckner, Alex Cleath, Jeff Fontana, Drew Francisco, Katie Gilbertson, Dawn Jourdan, Amanda Niemala, Heidi Powell, Jennifer Rissanen, Aaron Saude, Renee Tower

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Others: Gail Blackmer, Ellen Bomstad, Midge Carlson, Lin Cook, Kurt Fredrickson, Tony Fragnito, Gary Gibson, Andrea Green, Dan Heinecke, Jack Hillstrom, Kristen Huot, Tim Johnson, Dawn Kern, Heidi Korstad, Bonnie Lovdahl, Connie Lovdahl, Ted Lovdahl, Tracy Lovdahl, Barbara Rahier, Meredie Rounds, Bobbi Rowe, Karen Springer, Valerie Trujillo, Nanci Zeine

Vice Chair Larry Salmela called the regular monthly board meeting to order at 9:01 a.m.

Greg Cook read Bigfork Valley's Vision Statement.

The meeting opened with prayer.

I. Community Comments

Community members expressed concerns with the following: pharmacy being closed on Saturdays and the laundromat purchase.

Gary Erickson addressed the board on how allegations against him were handled, and he handed out documents concerning the situation.

II. Approval of Agenda

After discussion, a **motion** to approve the agenda as presented was made by Heidi Watson, seconded by Carol Gilbertson. The motion passed unanimously.

Larry Salmela reported that Attorney Grant Collins will join the meeting at 1:00 p.m. to review the CEO separation agreement with the full board.

III. Approval of Regular Board Meeting Minutes 10/31/2023

There was discussion concerning the accuracy of the recorded vote for agenda item B, "Hire Attorney – Employee Relations Issue".

Clinton Cook made a **motion** to amend the minutes to say a majority voted in favor, seconded by Greg Cook. The motion passed with one opposed.

A **motion** to approve the October 31, 2023, Regular Board meeting minutes as amended was made by Heidi Watson, seconded by Dan Sursely. The motion passed unanimously.

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IV. Acceptance of Medical Staff Meeting Minutes 9/12/2023

A **motion** to accept the September 12, 2023, Medical Staff meeting minutes was made by Clint Cook, seconded by Tom LaMont. The motion passed unanimously.

V. Information, Discussion and/or Action

A. Appoint Stokes Township Board Member

Heidi Korstad, Kurt Fredrickson, and Ellen Bomstad submitted letters of interest for the vacant Stokes Township board seat. They each made a statement before the board.

The board then voted by ballot. Kurt Frederickson received the highest number of votes.

Kurt Frederickson signed the Oath of Office, then took his seat as a new member, representing Stokes Township. Kurt's term of office will run until December 31, 2024. At the next regular Hospital District election, the Stokes Township board position will be open for general election.

Gary Erickson exited the meeting at this time.

B. Elect Board Chair

Clint Cook, Gary Erickson and Larry Salmela were nominated for board chair at the Regular Board meeting on October 31.

The board voted by ballot. Clint Cook received the highest number of votes.

Clint Cook then took over as board chair.

C. Bigfork Valley Community Foundation Partnership Agreement

Nanci Zeine, Ellen Bomstad and Tim Johnson provided an overview of the Bigfork Valley Community Foundation (BVCF).

The current Partnership Agreement between BVCF and Bigfork Valley will expire at the end the year.

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After discussion, a **motion** to continue another three-year Partnership Agreement with BVCF was made by Sally Sedgwick, seconded by Larry Salmela. The motion passed unanimously.

Bigfork Valley will pay BVCF \$32,500 each calendar year for 2024, 2025, and 2026.

D. Senior Life Solutions

Bobbi Rowe, Andrea Green and Gary Gibson provided an overview of the Senior Life Solutions program.

E. Finance Committee Report

The Finance Committee meeting was held on Tuesday, November 21.

F. Financials

Darla Anderson presented the financials and accounts payable for October 2023.

Bigfork Valley received \$200,000 in grant revenue in the month of October. The grant funds are for retention bonuses for long term care staff and hospital staff that support long term care. The funds need to be spent by September 2024.

A **motion** to accept the financial report for the month of October was provided by Finance Committee, seconded by Greg Cook. The motion passed unanimously.

G. Accounts Payable

A **motion** to ratify the accounts payable for the month of October was made by Finance Committee, seconded by Dan Sursely. The motion passed unanimously.

H. 2024 Preliminary Budget

Darla Anderson provided review of the capital preliminary budget and the income statement.

The final budget will be presented for approval at the December board meeting.

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I. Laundromat Purchase Agreement/Contract for Deed

The board took a 10-minute recess at 11:23 a.m. Marie Lovdahl left the meeting during the recess.

At 11:38 a.m., as permitted by Minnesota State Statute 13D.05, subdivision 3, Dan Sursely made a **motion** to close the meeting to discuss the Bigfork Laundromat proposal, seconded by Heidi Watson. The motion passed unanimously.

Closed session attendees: Clint Cook, Greg Cook, Kurt Fredrickson, Carol Gilbertson, Teresa Kittridge, Tom LaMont, Gordon Rahier, Larry Salmela, Sally Sedgwick, Dan Sursely, Heidi Watson, Drew Francisco, Darla Anderson, Aaron Saude and Renee Tower.

At 12: 25 p.m. a **motion** to reopen the meeting was made by Sally Sedgwick, seconded by Carol Gilbertson. The motion passed unanimously.

Dan Sursely made a **motion** to authorize the CEO to sign the contract for deed with the laundromat owner, seconded by Tom LaMont. The motion passed unanimously.

J. Medical Staff Reappointments

Carol Gilbertson made a **motion** to accept the 2024-2025 medical staff reappointments as presented, seconded by Heidi Watson. The motion passed unanimously.

K. Credentialing

Aaron Saude presented the following credentialing applications for consideration:

Privileges with a 6-month provisional status:

- Steven Ciabattoni, MD (vRad)
- Matthew Knealing, PA (Locum)
- Jill Kreimeyer, LPCC (Senior Life Solutions)

Larry Salmela made a **motion** to accept the applications as presented, seconded by Gordon Rahier. The motion passed unanimously.

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L. Hire Board Attorney

Larry Salmela reported that the Executive Evaluation and Compensation Committee recommends hiring Matthew S. Van Bruggen as an attorney for the board.

After discussion, the consensus of the board was to table hiring a board attorney until the board receives Matthew Van Bruggen's charging rate.

M. CEO Separation Agreement

At 12:58 p.m., a **motion** to close the meeting to discuss the CEO separation agreement was made by Larry Salmela, seconded by Heidi Watson. The motion passed unanimously.

Closed session attendees: Grant Collins, Clint Cook, Greg Cook, Kurt Fredrickson, Carol Gilbertson, Teresa Kittridge, Tom LaMont, Heidi Powell, Gordon Rahier, Larry Salmela, Sally Sedgwick, Dan Sursely and Heidi Watson.

At 1:44 p.m., a **motion** to reopen the meeting was made by Dan Sursely, seconded by Greg Cook. The motion passed unanimously.

Larry Salmela made a **motion** to approve the separation agreement, drafted by Attorney Grant Collins, describing the terms of the separation between Bigfork Valley Hospital and CEO Aaron Saude, seconded by Carol Gilbertson. The motion passed unanimously.

N. Employee Relations Issue

At 1:46 p.m., as permitted by Minnesota State Statute 13D.05, subdivision 2 (b), a **motion** to close the meeting was made by Heidi Watson, seconded by Carol Gilbertson. The motion passed unanimously.

Closed session attendees: Darla Anderson, Clint Cook, Greg Cook, Kurt Fredrickson, Carol Gilbertson, Teresa Kittridge, Tom LaMont, Heidi Powell, Gordon Rahier, Larry Salmela, Sally Sedgwick, Dan Sursely and Heidi Watson.

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At 2:27 p.m., a **motion** to reopen the meeting was made Greg Cook, seconded by Dan Sursely. The motion passed unanimously.

Larry Salmela provided a summary of the closed session. The situation was explained to board members.

O. Recruitment Committee Report

Carol Gilbertson and Sally Sedgwick provided a summary of the Recruitment Committee meetings that were held on November 6, 13, 21 and 27.

The committee has reviewed 22 resumes and have narrowed it down to their top nine candidates. Five informal interviews have been conducted and there are four more interviews scheduled for tomorrow. The deadline to apply is December 15, 2023. The recruitment committee will meet on December 18 to review any additional resumes.

The committee plans to bring their top five candidates to the full board for second round virtual interviews. The board will then select two candidates for in-person interviews.

A background study cannot be conducted until a conditional offer is made.

Tom LaMont exited the meeting at 2:43 p.m.

A **motion** to approve the Recruitment Committee Charter was made by Kurt Fredrickson, seconded by Heidi Watson. The motion passed unanimously.

P. CEO Report

Aaron Saude reported that the Department of Health surveyed the nursing home on November 13. The SISU board is meeting on Thursday to discuss the equal split of the proceeds from the SISU sale.

Aaron reported that the Rural Hospital Planning and Transition Grant will be due soon. The primary purpose of the grant is for strategic planning. Aaron will get two quotes for strategic planning facilitators.

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Q. Board Member Funds for Electronic Device/Internet

Aaron Saude reported that the Board Governance Processes Policy says that the board will disperse \$500 to a board member at the beginning of their term, subject to board approval. The purpose of these funds is to purchase a personal electronic device for accessing board meeting materials and for conducting board business including the member's cost of connecting to the internet.

Carol Gilbertson made a **motion** to disburse \$500.00 to Kurt Fredrickson, seconded by Gordon Rahier. The motion passed unanimously.

R. MHA Winter Trustee Conference

The MHA Winter Trustee Conference will be held January 11-12, 2024. The event will be in person with a virtual attendance option.

Larry Salmela made a **motion** to approve participation, including expense reimbursement, for any board member wishing to attend the conference, seconded by Carol Gilbertson. The motion passed unanimously.

S. Employee Appreciation

Josh Kinn, Dawn Abraham and Dennis Bottkol were nominated to receive employee appreciation gift certificates for outstanding job performance. A **motion** to approve the nominations was made by Sally Sedgwick, seconded by Dan Sursely. The motion passed unanimously.

Housekeeping and maintenance will receive thank you letters from the board for maintaining the facility.

T. Strategic Discussion

A link to Bigfork Valley's apparel store will be sent to the board.

U. December Board Meeting Date

Kurt Fredrickson made a **motion** to reschedule the December board meeting for Tuesday, December 19, 2023, seconded by Heidi Watson. The motion passed unanimously.

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The December Finance Committee meeting will be cancelled.

V. Board Meeting Agenda Topics for Next Month

None.

At 3:04 p.m., a **motion** to adjourn the meeting was made by Carol Gilbertson, seconded by Dan Sursley. The motion passed unanimously.

Minutes respectfully submitted by Renee Tower, Executive Administrative Assistant.

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