



North Dakota Hospital Association (NDHA) Board of Directors Meeting Minutes December 14, 2018

Directors Present: Keith Heuser, Craig Lambrecht, MD, Dan Kelly, Nate White*, Pat Branco, Andrew Lankowicz, Tim Sayler, Darrold Bertsch, Reed Reyman, Jeff Herman and Tim Blasl.

*Present via telephone

Also Present: Jen Porter*, John Flink*, Melissa Hauer, Kelly Cermak Kim Granfor and Lori Schmautz

A regular meeting of the North Dakota Hospital Association was called to order at 10:01 a.m., Central Time, on December 14, 2018, by Keith Heuser, Chair of the Board, at the NDHA office located at 1622 E. Interstate Avenue, Bismarck, ND. A quorum of directors was present.

Agenda: The agenda was reviewed and no changes or additions were made.

A copy of the NDHA Anti-Trust Statement was included in the material sent to Board members.

Action Items:

Board Minutes: Mr. Heuser presented to the Board for approval the minutes of the September 14, 2018 meeting. Upon a motion duly made, seconded and adopted, the minutes were approved.

Financials: Kelly Cermak, Finance Manager, presented the September 30, 2018, financial statements. Upon a motion duly made, seconded and adopted, the September 30, 2018 financial statement was approved.

HSI Board Member Appointment: NDHA is the sole shareholder of HSI subsidiary and has the right to refuse any director elected by the HSI Board of Directors. The HSI Board of Directors has elected Marcus Lewis, CEO of First Care Health Center, Park River and Matt Shahan, CEO of West River Regional Medical Center, Hettinger to serve on the HSI Board. Upon a motion duly made, seconded and adopted not to refuse the elected individuals to the HSI Board of Directors was approved.

NDHA Board Chair and Chair-elect Appointment: The floor was opened for nominations. Nomination made to reappoint Keith Heuser to serve as board chair and Tim Sayler to serve as chair-elect and to cease nominations. Upon a motion duly made, seconded and adopted to affirm the appointment of Keith Hueser as Board Chair and Tim Sayler as Chair-elect for this fiscal year was approved.

Conflict of Interest: Ms. Hauer reviewed the revision made to the NDHA Conflict of Interest Policy clarifying excluding a director with a conflict from sensitive discussions. Upon a motion duly made, seconded and adopted to approve the final draft of the NDHA Conflict of Interest Policy without any changes was approved.

Executive Committee Charter/Bylaws: Ms. Hauer reviewed the Finance Committee change to Executive Committee which will require a By-laws change. Upon a motion duly made, seconded to adopt these prior to the annual member/business meeting during the NDHA Advocacy Day on January 29th and to allow a vote by proxy in addition to having Melissa develop the wording to allow electronic adoption of the NDHA Bylaws was approved.

Informational/Reports:

AHA Advocacy: Jen Porter, American Hospital Association (AHA) Region Six Executive, gave an update on the AHA federal advocacy and regulatory issues.

Washington Update: John Flink, NDHA Federal Affairs Consultant, gave an update on what is happening in Washington, D.C.

Legislative Committee: Reed Reyman, Committee Chair gave a summary of the Legislative Committee Meetings thus far.

Ms. Hauer reviewed what the Governor's proposed budget means for healthcare and provided talking points. These talking points will be emailed out to all NDHA members. Discussion was held regarding NDHA, NDMA, and NDLTCA having the same unified approach message and to publically release a joint statement by having a press conference on the effects of the Governor's Medicaid Expansion budget which saves \$29 million but actually costs the state \$200 million. Mr. Blasl will reach out to NDMA and NDLTCA to discuss. Mr. Dan Kelly brought forth for discussion to invite Courtney Koebele from the NDMA and Shelly Peterson from NDLTCA to the legislative portion of the NDHA Board Meetings. Upon a motion duly made, seconded and adopted, NDHA will invite both NDMA and NDLTCA to participate in the legislative portion of the NDHA Board meetings was approved.

Ms. Hauer mentioned a summary will be sent out to all NDHA members regarding Measure One dealing with developing an Ethics Commission that voters approved on November 6, 2018 which amended the North Dakota Constitution. The measure specified that it would be effective 60 days after approved by the voters but there are several provisions that have later effective dates specified.

Subsidiary Board Reports:

HSI: Kim Granfor, Vice President of Hospital Services, Inc. (HSI) gave a brief review of what the Endorsed Business Partnership Program is and where we are currently. As part of the Endorsed Business Partnership Program contract each company will need NDHA associate membership approval by the NDHA Board. Ms. Granfor gave a brief overview of each of the three companies, FocusOne Solutions, Hospital Careers, and Jackson Physician Search, being brought forth for NDHA associate membership approval. Upon a motion duly made, seconded and adopted, the associate membership applications for FocusOne Solutions, Hospital Careers and Jackson Physician Search were approved.

Intalere Contract: Mr. Cermak provided an update on the new Intalere contract and mentioned that an offer was made to Chad Fullmer to serve as our Director of Marketing. Mr. Fullmer is the current Director of Marketing with Intalere.

ND Hospital Foundation: Mr. Blasl gave an update on the Foundation. The Foundation has made a contribution of \$20,000 to NDHA to offset to members in form of vouchers to be used for NDHA webinar education. The next Foundation Board meeting is scheduled for March.

Staff Reports:

Presidents: Mr. Blasl gave an update on what he has done since becoming President on September 1st, 2018 for NDHA and HSI. Mr. Blasl has had several meetings with hospital members, key legislators, and stakeholders to discuss the NDHA legislative priorities agenda and handed out \$10,000

in State PAC dollars. On December 5th a meeting was held with Mr. John Kutch, CEO of Trinity Health. Overall it was a positive visit. Mr. Blasl will continue to reach out and communicate with Mr. Kutch.

Legal Activities: Ms. Hauer gave an update on non-NDHA lawsuits.

The ND Supreme Court appeal regarding state non-economic damages cap law on malpractice lawsuits. NDHA joined with the ND Medical Association, American Hospital Association and American Medical Association in a lawsuit about the ND non-economic damages cap (\$500,000) that is being heard by the ND Supreme Court. Ms. Hauer will send out our amicus brief which states why the cap helps and is not unconstitutional to the NDHA Board members.

Ms. Hauer mentioned she will have a resolution to review and adopt for bank signatures at the next board meeting. Upon a motion duly made, seconded and adopted to accept the resolution was approved.

Adjournment: There being no further business, the meeting was adjourned at 1:16 p.m. (CT).

Lori Schmartz

Recording Secretary