

Stoughton Hospital Association Governance Committee

Thursday, April 17, 2025 | 7:15 a.m. – 8:15 a.m.

MS Teams Link: [Join the meeting now](#) | Meeting ID: 233 803 974 106 | Passcode: SS34Yb3e

Or call in (audio only): 1-608-383-6164 | Phone Conference ID: 644 911 432#

Committee Function and Members

Committee Function: Nominate officers of the Board of Directors for approval at Annual Reorganizational meeting of Board of Directors. Oversee Board orientation, education, self-evaluations and goal setting. Formally oversees nominations, by-laws, and Board self-assessment.

Committee Members: Kris Krentz (Chair) | Nick Probst (Vice Chair) | Cindy McGlynn | Dawit Tesfasilassie (SSM Rep.) | Dr. Aaron Schwaab | Tim Rusch

	Item	Discussion	Presenter
	1.	Call to Order	Kris Krentz
A	2.	Review and Approve Minutes of January 9, 2025 Governance Committee Meeting (<i>See Attached, Pg. 3-6</i>)	Kris Krentz
	3.	Review of 2025 Conflict of Interest Statement Summary (<i>See Attached, Pg. 7</i>)	Michelle Abey
	4.	2026 Governing Board Nominations (<i>See Attached, Pg. 8</i>)	Chris Brabant/ Michelle Abey
	5.	Board Self-Evaluation	
		a. Trending Results (<i>See Attached, Pg. 9</i>)	Chris Brabant
		b. Action Plan Development	All
	6.	Open Discussion	All
	7.	Adjournment	Kris Krentz

Upcoming Meetings:

- Finance Committee Meeting: April 18, 2025 at 7:15 a.m.
- Audit Compliance/Risk Management Committee Meeting: April 18, 2025 at 8:30 a.m. (Immediately following Finance Committee meeting)
- Quality Committee Meeting: April 22, 2025 at 9:00 a.m.
- Executive Committee Meeting: April 23, 2025 at 7:15 a.m.

Note:

- A = Item requiring a Board/Committee Action, Approval, Recommendation or Acceptance
- R = Item requiring a formal Board Resolution



MISSION

The mission of Stoughton Hospital is to provide safe, quality health care with exceptional personalized service.

VISION

We grow to meet the changing needs of the communities we serve and become their health partner of choice.

VALUES

Our patients and community are our number one priority.

Stoughton Hospital Association Governance Committee

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Meeting Attendees: Kris Krentz | Nick Probst (virtual) | Glenn Kruser | Sue Vanderbilt (virtual) | Dawit Tesfasilassie | Dr. Aaron Schwaab | Cindy McGlynn (virtual) | Donna Olson | Michelle Abey | Chris Brabant | Chris Schmitz | Angie Polster | Andy Boryczka | Amy Hermes

	Item	Discussion	Presenter
	1.	Call to Order	Kris Krentz
A	2.	Review and Approve Minutes of July 18, 2024 Governance Committee Meeting <i>Action: Dr. Schwaab made a motion to approve the July 18, 2024 Governance Committee meeting minutes. Mr. Tesfasilassie seconded the motion. Motion carried.</i>	Kris Krentz
	3.	2025 Board Member Composition and Terms Ms. Abey reminded attendees there was a motion at the July 18, 2024 Governance Committee meeting to recommend to the Governing Board to waive the term limit for the Class II Director (Chief of Staff) on a one-time basis. The Governing Board approved that recommendation at the July 24, 2024 Board meeting.	Michelle Abey
A	4.	2025 Proposed Board and Committee Meeting Cadence / Committee Members Ms. Abey provided an overview of the proposed Board and Committee meeting cadence and members. She reminded attendees that the Audit Committee and Finance Committee members must be independent directors, and they cannot serve on both committees simultaneously. Ms. Abey also noted the Board Chair, CEO and CFO are ex officio members of the Executive Committee, and the Board Chair is ex officio to all committees.	Michelle Abey

Ms. Abey noted the proposed 2025 committee membership is consistent with the previous years with a few changes. She stated there will be additional work related to the 2015 bonds refinancing as the interest rate will move to a floating rate this year, so she proposed adding Ms. McGlynn and Mr. Peotter to the Finance Committee, with Mr. Peotter sitting as the Vice Chair. Ms. Abey noted the Audit Compliance/Risk Management Committee has three members, and with the request for proposal process happening this year, there will be the need for four meetings this year (versus two meetings in previous years) and additional work, thus proposed adding an additional member to this committee as well. Finally, Ms. Abey stated the Executive Committee Chair and Vice Chair changed so that has been updated throughout.

Ms. Abey moved on to discuss the 2025 Proposed Board and Committee meeting cadence. She noted although the calendar showed a January Quality Committee meeting, the meeting in January was removed to realign cohorts after canceling the October meeting. Ms. Abey is proposing we have Finance Committee and Audit Compliance/Risk Management Committee in February, with Audit Compliance/Risk Management Committee immediately following the Finance Committee meeting. She noted we added the Audit Compliance/Risk Management Committee meeting in February to outline the process for requesting proposals from auditors. Ms. Abey noted the proposed May schedule is fairly light from a Board/Committee meeting perspective, due to the opening of SHOC and Open Houses, as well as Syttende Mai. Finally, Ms. Abey stated the September Board meeting will be moved to another date to align with the Governing Board retreat when that date is finalized.

Mr. Brabant is recommending a one-night stay for the Governing Board retreat in September. He shared the tentative agenda will be to arrive for a Board meeting at 3:00 p.m., participate in the Board social and dinner, and hold educational meetings the next day with departures at approximately 3:00 p.m. Mr. Brabant noted we are working on securing a national guest speaker named Jamie Orlikoff. He noted Mr. Orlikoff touches on many topics and we have asked for specific emphasis on rural health.

Ms. Abey noted we are reviewing the possibility of changing the start time of Board and Committee meetings. Ms. Polster will send a survey prior to the next Board meeting to gather individual preferences on meeting start times.

Item	Discussion	Presenter
	<i>Action: Mr. Tesfasilassie made a motion to recommend approval to the Governing Board of the 2025 Board Committee members and the tentative meeting calendar, pending survey results on meeting start times. Dr. Schwaab seconded the motion. Motion carried.</i>	
5.	Conflict of Interest Form Process	Michelle Abey
	Ms. Abey reminded Board members Conflict of Interest Forms are an annual process, and Ms. Polster will send out in the coming week. Ms. Abey noted the forms will be sent electronically and are due on January 31, 2025.	
6.	Board Education: 2024 Review / 2025 Planning	Michelle Abey
	Ms. Abey provided the Governance Committee an overview of trustee education provided in 2024, and an overview of remaining topics available for 2025 trustee education from those added to the list previously. She added we can also re-present topics from 2023. Ms. Olson inquired about moving workplace safety up on the list. Ms. Hermes shared we just completed a security assessment, and we will provide this trustee education at the March Board meeting. Ms. Vanderbilt noted she likes the idea of workplace safety. Ms. Olson recommended an overview of all Stoughton Health services for the January Board meeting, and Ms. Vanderbilt agreed.	
7.	Board Self-Evaluation	Michelle Abey
	Ms. Abey noted the Board Self-Evaluation was completed some time ago, and the results were in the Board packet. Ms. Abey displayed the highest scoring items and the lowest for discussion. Mr. Krentz inquired whether from a governance perspective we would benchmark the results to decipher how it is compared to other organizations. Ms. Abey noted she is not aware of a WHA or any other industry organization who publishes any benchmarking reports. She asked Mr. Tesfasilassie what SSM's process is. Mr. Tesfasilassie stated other Boards he serves on compare the scores on an annual basis, and on lower scoring statements they develop an action plan to improve those scores. Mr. Brabant noted where he was formerly employed, they were able to compare their results internally and with other ministries. He noted he will ask RWHC to see if there is any data for Critical Access Hospitals.	
	Dr. Schwaab asked whether we have data from previous years that we could compare to which Ms. Vanderbilt also thought was a good idea. She	

Item	Discussion	Presenter
	<p>commented she feels it is great to review past surveys, and on lowest scoring items decide if we need action plan. She noted another option could be adding as a topic to the Board retreat agenda to develop an action plan for the lowest scores.</p> <p>Ms. Abey asked whether there should be discussion of potential action plans now. Mr. Krentz noted he would like to see trends over time. Ms. Vanderbilt noted some of the lower scores were most likely based on being newer Board members taking the survey, and certain areas will improve with that person gaining more knowledge over time on the Board. Mr. Tesfasilassie recommended we bring this topic to the next Governance Committee meeting for discussion, and the committee agreed this would be done at the April meeting.</p>	
8.	Open Discussion	All
	<p>Mr. Brabant reminded attendees of the holiday social at Cheeser's on January 22nd from 5:30 p.m. to 7:30 p.m.</p>	
9.	Adjournment	Kris Krentz
	<p><i>Action: Dr. Schwaab made a motion to adjourn the January 9, 2025 Governance Committee meeting at 8:31 a.m. Mr. Tesfasilassie seconded the motion. Motion carried.</i></p>	

Respectfully submitted,

Glenn Kruser
Secretary/Treasurer

memo

STOUGHTON HEALTH

To: Governance Committee of the Stoughton Hospital Association Governing Board
From: Michelle Abey, CFO
Date: April 07, 2025
Re: Annual Review of Conflict-of-Interest Statements

Best practice for non-profits is to have its Governing Board members and other key officers and employees' complete conflict of interest questionnaires annually to ensure that any conflicts are duly noted and taken into consideration when making decisions throughout the year. This year's questionnaire process was completed for the Governing Board in January 2025— questionnaires were completed by members of the Governing Board and returned to Angie Polster, Executive Assistant.

On April 7, 2025, Michelle Abey, CFO, reviewed the responses of the questionnaires and noted the following:

- 1) Steve Peotter noted that he is the President and CEO of One Community Bank which has a banking relationship with the Hospital and its related entities, Stoughton Hospital Foundation and Stoughton Hospital Imaging LLC. Mr. Peotter should abstain from any voting or decisions related to that entity by the Governing Board.
- 2) Kris Krentz noted that he is an officer for Skaalen Retirement Services which refers patients to/from Stoughton Hospital and purchases some laboratory services from the hospital. Mr. Krentz should abstain from any voting or decisions related to that entity by the Governing Board.
- 3) Dawit Tesfasilassie noted that he, Kyle Nondorf and Matt Kinsella are SSM Executives and therefore, are involved with transactions between SSM Health and Stoughton Hospital Association and the affiliate agreements between the two entities.
- 4) Drs. Rawal & Schwaab are employed physicians of Stoughton Hospital Association and members of the medical staff. They should abstain from voting on their own re-appointments by the Governing Board and any other matters related to their professional conduct voted on by the Governing Board.

These responses are in the normal course of business and not deemed significant nor prohibitive to these members completing their duties as members of the Governing Board.

Hospital Board Member Candidates							
Last Name	First Name	Area	Referred by	Date	Notes	Phone	Email
Bieno	John	Oregon	Chuck Housner	Sep-15			
Brown	Tim	Oregon	Tom Fendrick	21-Sep			
Himmelsbach	Loretta	Oregon	Sue Berg	Apr-16	See tab below for bio - Oregon Resident - retired - non-profit executive		
Roethe	Matt	Sto/Edgerton	Terry Brenny	Jun-16	Attorney / Sto Judge		
McLaury	Randy	Sto/Oregon	Dan Hanson	Sep-15	Oregon Insurance		
Anderson	Thor	Stoughton	Mark Rostowfske	Sep-15	Stoughton Business person		
Anderson	Thane	Stoughton	Brian Kahl	Jun-16	Stoughton Buisness person		
Dent	Bob	Stoughton	Tom Fendrick	21-Sep	Current Rotary Chair		
Gerber	Jim	Stoughton			previously considered		
Gilbert	Mike	Stoughton	Terry Brenny	Jun-16	retired - Cummins		
Hale	Mark	Stoughton	Dan Hanson	Aug-18	Retired - DHS Wi Dept Head - Admin - Behavioral Health		
Halverson	Mark	Stoughton	Chuck Housner	Sep-15	Stoughton Business person		
Hanson	Jodi	Stoughton	Dan DeGroot	21-Sep	Stoughton Business person		
Hastrawser	Mark	Stoughton	Dan Hanson	Sep-15	Skaalan Property Manager		
Kittleson	Dan	Stoughton	Peter Sveum	Aug-17	Oak Park Bank CFO		
Knutson	Jessica	Stoughton	Donna Olson	21-Sep	Stoughton Edward Jones advisor, Foundation investment advisor		
Knutson	Phillip	Stoughton	Tom Fendrick	21-Sep	Stoughton Edward Jones advisor		
Krantz	Wayne	Stoughton	Tom Fendrick	21-Sep			
Lamers	Marty	Stoughton	Donna Olson	21-Sep			
Lane	Linda	Stoughton	Sue Berg	Apr-16	See tab below for bio - Nursing Home Administrator & Stoughton Resident		
Matson	Tom	Stoughton	Tom Fendrick	21-Sep			
McKlimon	Betsy	Stoughton	Troy Wieser	6/19/2019	Stoughton Trailers		
Olson	Linda	Stoughton	Terry Brenny	Jun-16	Anchor Bank - Stoughton		
Pfundheller	Nick	Stoughton	Tom Fendrick	21-Sep			
Pharo	Jessica	Stoughton	Donna Olson	21-Sep			
Rostowfsky	Kyle	Stoughton	Donna Olson	21-Sep			
Schildt	Kate	Stoughton	Troy Wieser	6/19/2019	Stoughton Trailers		
Schildt	Andy	Stoughton	Troy Wieser	6/19/2019			
Smits	Mike	Stoughton	Donna Olson	21-Sep			
Spangler	Lynn	Stoughton	Tom Fendrick	21-Sep			
Trotter	Laura	Stoughton	Terry Brenny	Jun-16	Former Sto Chamber Director		
Veek	Meg	Stoughton	Tom Fendrick	21-Sep			
Wahlin	Bill	Stoughton	Tom Fendrick	21-Sep			
Wiese	Chad	Stoughton	Kevin Stokstad	Jun-16	Stoughton Grad, lives in Oregon, Previous Principal at La Follete, leading Madison School Facilities today for entire school district		
Yahn	Nate	Stoughton	Tom Fendrick	21-Sep			
Gasner	Maggie, Kevin, Dave	Stoughton/Oregon	Tom Fendrick	21-Sep			

Governing Board of Directors Self-Assessment Results Trending

	2023 Average	2024 Average	Change
I am willing to challenge management when necessary but understand the difference between governance and management.	4.50	4.10	-0.40
I maintain discretion and confidentiality.	4.70	4.50	-0.30
I demonstrate a commitment to the Mission, Vision and Values of Stoughton Hospital.	4.60	4.40	-0.20
I feel comfortable with the amount of time required of me.	4.40	4.30	-0.10
I maintain an openness to new ideas.	4.60	4.50	-0.10
I understand the strategy of Stoughton Hospital and feel I can contribute to the planning process.	4.30	4.20	-0.10
I constructively challenge strategy and direction when necessary.	3.50	3.40	-0.10
I am able to remain objective and work toward the good of Stoughton Hospital.	4.60	4.50	-0.10
I have a basic understanding of the healthcare industry.	4.10	4.00	-0.10
I actively contribute to Board deliberations in a creative, effective and respectful manner.	3.90	3.90	0.00
I seek information and opinions from others.	3.80	3.80	0.00
I have a basic knowledge of the Stoughton Hospital market.	4.00	4.00	0.00
I address conflict and help manage it constructively and productively.	3.70	3.70	0.00
When I am unable to attend meetings, I gather enough information to stay informed.	3.80	3.90	0.10
I am comfortable addressing complex and difficult decisions that come before the Governing Board.	4.00	4.10	0.10
I derive satisfaction and a feeling of accomplishment from serving on the Stoughton Hospital Board.	4.30	4.50	0.20
I come prepared to Board and Committee meetings.	3.90	4.20	0.30
I devote an appropriate amount of time to the issues and needs of Stoughton Hospital to make informed decisions.	4.00	4.40	0.40
I feel comfortable with my understanding of critical, technical and financial issues.	3.50	4.00	0.50
I encourage contributions from other Board/Committee members.	3.00	3.90	0.90