MEETING MINUTES

**Stoughton Hospital Association Governing Board**

Monday, November 25, 2024 | 7:15 a.m. – 9:00 a.m.

MS Teams Link: [Click here to join the meeting](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZTNlNTUyZTktNjkzZS00OGI3LTkwMGQtYzE4YTIwOTZjYWMy%40thread.v2/0?context=%7b%22Tid%22%3a%22367b5c1b-0570-438f-89d9-f701fb549e26%22%2c%22Oid%22%3a%22be3212bb-d10e-4597-b89a-85f8d35f20b9%22%7d) | Meeting ID: 218 884 156 156 | Passcode: EFGwpM

Or call in (audio only): 1-608-383-6164 | Phone Conference ID: 141 293 605#

# **Board Function and Members**

**Board Function:** Overall organizational governance. Assure adherence to organizations mission, vision, values and organizational purpose as defined in Article 1, Section II of SHA bylaws.

**Meeting Attendees:** Steve Peotter (virtual) | Sue Vanderbilt (virtual) | Dawit Tesfasilassie (virtual) | Matt Kinsella (virtual) | Dr. Aaron Schwaab | Kris Krentz | Glenn Kruser | Cindy McGlynn | Tim Rusch | Dr. Ashish Rawal | Donna Olson | Christopher Brabant | Dan DeGroot | Mary Hermes | Angie Polster | Laura Mays | Chris Schmitz | Michelle Abey | Amy Hermes

**Guests:** Tina DeGroot | Jonathan Milton

|  | Item # | Agenda | Time |
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|  |  | Call to Order  (Donna Olson)  Ms. Olson called the November 25, 2024 Governing Board meeting to order at 7:15 a.m. | 7:15 a.m. |
| A |  | Review Minutes of September 13, 2024 Governing Board Meeting (Donna Olson)  ***Action: Mr. Krentz made a motion to approve the September 13, 2024 Governing Board meeting minutes. Mr. Rusch seconded the motion. Motion carried.*** |  |
|  |  | Trustee Education   1. Cardiac HEAL Program – Jonathan Milton, MSN, APNP, ACCNS-AG   Mr. Jonathan Milton provided Board education related to the Cardiac HEAL program (Heart Exercise & Advanced Lifestyle-Management). He stated Chronic Disease Management was priority #2 on the Community Health Needs Assessment (CHNA), so they wanted to provide educational offerings for Cardiac Health. Mr. Milton shared Wisconsin spends approximately $3.9 – $4.1 billion in healthcare and lost productivity costs related to diabetes and heart disease alone.  Mr. Milton stated Cardiac Rehab strengthens the heart and improves overall health. He noted the gap is identified for the older adult patient that might partake in Medicare services, and CMS only covers if you have injection fraction less than 30% and have reduced access in rural areas. The program is designed to attempt to:   * Reduces 30-day readmissions * Provides guided exercise and lifestyle modifications * Has a mean total cost of $15,618 - $25,264 per patient * Improves perceived quality of life * 5581 steps decrease risk of all-cause mortality   Mr. Milton shared the pilot program’s patients must have a heart failure diagnosis, be 65 years of age or older, and patients who do not quality for CR under CMS guidelines.  Finally, Mr. Milton shared future considerations for program growth by exploring a primary preventative program for patients at risk of Cardiac Disease or Heart Failure. This would include discussing Group Medical Visits (GMVs) as a billable service, and potentially onboarding a lifestyle/wellness coach in the Cardiology Clinic to partner with our provider team. Mrs. DeGroot explained more about the cardiology practice at Stoughton Health. |  |
|  |  | SSM Updates  (Matt Kinsella/Dawit Tesfasilassie)  Mr. Tesfasilassie shared there are no SSM updates from him or Mr. Kinsella. |  |
| A  A |  | New Business   1. CEO Transition Corporate Resolutions (Michelle Abey):  * Resolution: Check Signing Authority:   ***Action: Mr. Kruser made a motion to approve Resolution for Christopher P. Brabant to serve as President and CEO of the organization and shall have the authorities outlined in Article XI of the Stoughton Hospital Association By-Laws including but not limited to check signing authority for the Corporation. Ms. Vanderbilt seconded the motion. Motion carried.***   * Resolution: Class B Director, Stoughton Hospital Imaging LLC   ***Action: Mr. Rusch made a motion to appoint Christopher Brabant as Class B Director, Stoughton Hospital Imaging, LLC to replace and serve the remaining term of Daniel C. DeGroot. Mr. Kruser seconded the motion. Motion carried.***     1. Credentialing by Proxy (Dan DeGroot)   Mr. DeGroot introduced the concept of telemedicine credentialing by proxy. He noted Medicare Conditions of Participation allow a process for streamlined credentialing of telemedicine-based practitioners. Mr. DeGroot stated this permits hospitals receiving telemedicine services ("originating site") to rely on privileging and credentialing decisions made by a hospital or entity providing telemedicine services ("distant site").  Mr. DeGroot shared we have a plethora of physicians on the medical staff, some of whom are doing interpretations remotely from SSM Health or UW Health sites. Considering credentialing by proxy came up because UW Health has patients that come here, who would like to do pulmonary testing here, but their physicians were not credentialed here. Mr. DeGroot stated if this is something the Board would consider in the future, the medical staff by-laws would have to be amended.  Dr. Rawal’s initial thought was that candidates for the medical staff should need to put forth the appropriate level of effort and there should be a certain amount of friction for them to apply for the medical staff. He noted many times organizations don’t necessarily disclose bad actors in their organization. Dr. Schwaab agreed this was a reasonable concern, and adding if we considered this at all, there would have to be some limitations. He stated credentialing by proxy for telemedicine is a reasonable place to start, but noted he agrees with Dr. Rawal’s concerns of potential bad actors.  Mr. Brabant asked whether there was information available showing if credentialing by proxy worked, and if there were checks and balances. Ms. Hermes stated she had inquired with other RWHC hospital Chief Nursing Officers, and she believed there were three hospitals already doing this. Dr. Rawal suggested the possibility of limiting their scope and creating a third class for telemedicine providers. The Administrative Team will continue to explore different possibilities for this type of credentialing and bring it back at a later date. |  |
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|  |  | Old Business |  |
|  |  | Committee Updates |  |
|  |  | 1. Executive Committee (Donna Olson)  * No October meeting |  |
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| A  A  A  A  A |  | 1. Finance Committee (Glenn Kruser/Michelle Abey)  * Overview of November 22, 2024 Finance Committee Meeting   Mr. Kruser provided an overview of the November 22, 2024 Finance Committee meeting.   * October 2024 Financials   Ms. Abey provided the executive summary of October 2024 financials. She stated October was a successful month with operating income slightly less than $691,000, which was comparable to last October.    ***Action: Mr. Tesfasilassie made a motion to approve October 2024 Financial Statements as presented. Mr. Kruser seconded the motion. Motion carried.***   * November Month-to-Date Financial Update   Ms. Abey provided a November month-to-date financial update. She stated gross revenue is projected to be behind budget for the month of November, but year-to-date projecting to be $243,000 ahead of budget.   * Financial Assistance Policy (FAP)   Ms. Abey provided a brief overview of the Financial Assistance Policy (FAP), which can be found in the November 25, 2024 Governing Board packet. She noted there are 501(r) required elements in the FAP to include:   * + Eligibility criteria including which physicians/services are covered under the policy   + Basis for calculating amounts charged   + Method for applying for financial assistance (includes having applications available on website)   + Billing & collection policy (included)   + Measures to widely publicize policy   ***Action: Mr. Rusch made a motion to approve the Financial Assistance Policy (FAP). Dr. Schwaab seconded the motion. Motion carried.***   * EMTALA Policies   Ms. Abey provided a brief summary of the EMTALA policies, which can be found in the November 25, 2024 Governing Board packet. She stated this policy is to ensure we are stabilizing all patients presenting to the Emergency Department, regardless of their ability to pay.  ***Action: Mr. Krentz made a motion to approve the EMTALA Policies. Ms. McGlynn seconded the motion. Motion carried.***   * Community Health Needs Assessment (CHNA) (Laura Mays)   Ms. Mays shared we have been doing the Community Health Needs Assessment (CHNA) since 2013. We collaborate with UW Health, SSM Health and Meriter, and the assessment is done every three years.    ***Action: Ms. McGlynn made a motion to approve the 2025-2027 Community Health Needs Assessment (CHNA). Mr. Peotter seconded the motion. Motion carried.***   * Capital Requests: * Infusion Pump Replacement   Ms. Abey provided an overview of a capital request for infusion pump replacement, noting the request is for purchase of equipment and the implementation cost. Mr. Rusch asked whether there was a way to spread purchases over a longer period to reduce the amount of capital needed at once. Ms. Abey responded the purchase should occur at the same time to alleviate having multiple styles throughout the hospital, since there is risk from a training perspective. Dr. Rawal enquired what we would be doing with the old pumps, and Ms. Abey stated that they were leased so they will be returned.  ***Action: Mr. Krentz made a motion to approve $140,000 of Fiscal Year 2025 Capital for the purchase and implementation of Ivenix infusion pumps. Mr. Kruser seconded the motion. Motion carried.***   * Investment Review, ZCM Advisory Group   Ms. Abey shared Stoughton Health’s investment balance is slightly below $16.6M. She noted there has been some volatility in the market resulting in lower investment returns. More recently, the market has rebounded. |  |
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|  |  | 1. Governance Committee (Kris Krentz)  * Upcoming Meeting: Thursday, January 9, 2025 |  |
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|  |  | 1. Quality Committee (Donna Olson)  * QM Council Updates * Review QM Council Minutes * September 2024: * No meeting in October 2024 * Review QM Council Dashboards * Cohort B – September 2024 * Cohort A – No meeting in October 2024 * Upcoming Meeting: Tuesday, December 3, 2024 at 9:00 a.m.   Ms. Olson shared there were 21 projects presented in September, and five of those projects closed. |  |
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| A |  | 1. Audit Compliance/Risk Management Committee (Kris Krentz)  * Overview of November 22, 2024 Audit Compliance/Risk Management Committee Meeting * Stoughton Hospital Association Fiscal Year 2024 Audit Review and Acceptance   Mr. Krentz provided an overview of the November 22, 2024 Audit Compliance/Risk Management Committee Meeting. He shared Ms. Gwen Moser from Eide Bailly presented the FY2024 audit and governance letter. Mr. Krentz stated this was a clean audit, and he recommended approval of the audit report and governance letter to the Governing Board.  ***Action: Mr. Krentz made a motion to approve the Stoughton Hospital Association FY2024 Audit Report and Governance Letter. Mr. Rusch seconded the motion. Motion carried.*** |  |
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|  |  | Administration Team Updates  (Chris Schmitz, Michelle Abey, Amy Hermes, Dan DeGroot, Laura Mays, Mary Hermes) |  |
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|  |  | 1. VP, HR, Campus Planning, Operational Support Services Summary Report (Chris Schmitz) 2. Facilities Updates   Mr. Schmitz had to step out for a prior engagement, so Ms. Hermes provided facility updates. Ms. Hermes shared there are some upcoming capital improvements for the café, Surgical Services, Oregon Urgent Care, and the Community Health and Wellness Center. She stated we have had continued water issues in the 1956 building, and shared there was a recent leak in Ms. Polster’s office. Ms. Hermes shared there have been some EV installation ports installed in the Main Street lot, and the solar panels are expected to be installed in two weeks.  Ms. Hermes stated Stoughton Health has purchased residential homes at 700, 708, and 724/728 (TriCor), and there are renters in all three properties. She added Stoughton Health is working on purchasing the Al’Anon property which abuts to the L-lot, noting we have been trying to purchase this property for several years.   1. Staffing Updates   Ms. Hermes shared Stoughton Health continues to see staffing shortages across departments, adding though that turnover has been trending more positively recently. Ms. Hermes shared a graph from an external source on why the industry is seeing resignations. The top two reasons from this source are career development & compensation. Stoughton Health has gotten better data more recently and provided significant increases to entry level and medical imaging tech staff.  Ms. Hermes shared we offer a Workforce Development Grant, which is a self-funded grant used to support educational requests from staff. To date, there have been thirteen employees who utilized the grant, and we may fund one additional applicant this year. Dr. Rawal asked whether there was any data related to backfilling staff who are absent while in school. Ms. Hermes stated we leave it up to the managers, and it depends on the program and whether it is offered completely online. Mr. Rusch asked whether some of the funds are dedicated, and Ms. Hermes stated the fund is down to approximately 1/3 left for this fiscal year, with $75,000 available per year.  Ms. Hermes shared Mr. Schmitz is working on rescheduling an interview with the second Orthopedic surgeon candidate. She noted there are two open Clinic Manager positions, and an offer for the Director of Experience and Engagement has been accepted by Andy Boryczka who will be taking over for Ms. Mary Hermes. Finally, Ms. Hermes shared we continue to struggle with entry level and tech positions. |  |
| A |  | 1. CFO Summary Report (Michelle Abey) 2. Quarterly Corporate Compliance Committee Report   Ms. Abey shared the committee has received two requests to amend records, four HIPAA breaches, and one good catch/near miss. She stated nothing was too serious or egregious, and it was a small group of patients affected. Ms. Abey shared the team completed their annual risk assessment and are working on setting 2025 goals. She shared there was one compliant where the grievance resulted in a DSPS complaint. The DSPS complaint was investigated, and Stoughton Health found patient care standards were met.  ***Action: Mr. Krentz made a motion to approve the Quarterly Corporate Compliance Committee Report. Mr. Kruser seconded the motion. Motion carried.***   1. Multi-Specialty Clinic Updates   Ms. Abey shared an update on Podiatry and stated Dr. Zachary Lind starts in two weeks. She noted Dean/Medica denied paneling for Dr. Lind, but a meeting has been scheduled with the Dean/Medica paneling group on December 11th to discuss the denial.   1. Stoughton Health Outpatient Center (SHOC) Updates   Ms. Abey shared bond funds have been entirely drawn down. The total project spend to date has been $19,413,251. JP Cullen expects to be completed by in mid-February. She stated the team expects we will most likely start with moving in Cardiac Rehab, and then begin rolling out clinics after that. Ms. Abey shared it is expected that all of the service lines will be moved in by the second week in May. Finally, Ms. Abey shared the Board has been invited to tour the building today at 4:00 p.m. |  |
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| A |  | 1. CNO Summary Report (Amy Hermes) 2. DNV Survey Recap   Ms. Hermes stated Mr. DeGroot shared information on the DNV survey this past October. She shared there were two major non-conformities and they have already been resolved.   1. Growth Updates:  * Cottage Grove Urgent Care:   Ms. Hermes shared Cottage Grove Urgent Care has been open for one month, and volumes have grown faster than McFarland Urgent Care volumes grew when it initially opened. She shared a large majority of patients have come from Cottage Grove, with some from Deerfield and Sun Prairie. She noted 66% of these are new patients to the organization. Ms. Hermes shared 18.2 patients is the break-even number, and they have already hit 17 patients on a few days.   * Oregon Location Expansion:   Ms. Hermes shared staff moved into the new gym area and exam rooms. She stated due to mitigation work with water damage and mold, completion has been pushed back to February 2025, at which time Urgent Care hours will increase.   * Operating Room (OR) #3 / #4:   Ms. Hermes shared Operating Room 3 and Operating Room 4 are finished and under budget.   * Sterile Processing Department (SPD):   Ms. Hermes shared we must run a hot water disinfection system which is something new that we must add as part of this project. She shared this is related to Legionella and is a new requirement for areas doing construction in older parts of a building.   1. Integrated Telehealth Partners (ITP):   Ms. Hermes shared a brief overview of our use of Integrated Telehealth Partners. She shared we have been using them for mental health needs for approximately 2.5 years. She added they provide 24/7 support for patients that come into the Emergency Room with mental health issues, and they also help with phone consults. The annual cost is approximately $31,000. Ms. McGlynn asked whether we know if there were placements, and Ms. Hermes shared there were 11 successful placements.  **CONSENT AGENDA**   1. MCE Meeting Minutes – October 2024   Dr. Schwaab shared there was some discussion on lab testing and he provided an update on IV fluid shortages and the status at Stoughton Health of IV fluids.   1. MEC Meeting Minutes – November 2024   Dr. Schwaab provided an overview of November 2024 MEC Meeting Minutes which can be found in the November 25, 2024 Governing Board packet. He shared there was discussion on adding Cottage Grove to scholarships in the future, and they plan to revisit next year. Ms. Hermes shared we moved the capital purchase of the lab analyzer to first quarter.   1. Quality/Safety:  * Report Cards * Quality Safety Report Card – Q4 FY2024:   Ms. Hermes provided an overview of the Q4 FY2024 Quality Safety Report Card which can be found in the November 25, 2024 Governing Board packet. Dr. Rawal asked if there was more granular report broken down by provider to outline which physicians are contributing to the variances on the report.   * Quality Safety Report Card – P4P – Q4 FY2024:   Ms. Hermes provided an overview of the Q4 FY2024-P4P Quality Safety Report Card, which can be found in the November 25, 2024 Governing Board packet.     * Balanced Score Card – Q4 FY2024:   Ms. Hermes provided an overview of the Q4 FY2024 Balanced Score Card which can be found in the November 25, 2024 Governing Board packet. She shared 80% of departments are not in their top quartile relative to benchmark, adding we resumed workforce management review.   * Patient Safety * Patient Safety Meeting Minutes – September 2024   Ms. Hermes shared our CRNAs are working on reducing documentation issues for medication management. She noted we had a few struggles related to monitoring falls and the impact of our virtual sitter (implemented March 2024). Ms. Hermes stated there was an root cause analysis (RCA) case regarding a tonsillectomy and education was completed with staff.   * Infection Prevention * Infection Prevention Meeting Minutes – September 2024   Ms. Hermes shared we are watching respiratory illnesses, and the team has seen increased activity in rhinovirus. She shared Pharmacy has been having humidity control issues and Lab is working on blood culture contamination.  **APPROVAL OF CONSENT AGENDA**  ***Motion: Mr. Peotter made a motion to approve the Consent Agenda. Ms. McGlynn seconded the motion. Motion carried.*** |  |
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|  |  | 1. CEO Summary Report (Dan DeGroot) |  |
|  |  | 1. Pain Management Services 2. Cardiology Service Line Update 3. Organization Chart   Mr. DeGroot provided an update on non-surgical musculoskeletal services. He shared he recently connected with Dr. Jared Greenburg, who focuses on treating pain in a non-surgical fashion and Bradley Wagner, CRNA. He will be making introductions between them.  Mr. DeGroot shared Dr. Kaji is doing a great job, but his style limits his capacity to see patients and he struggles at times working with APPs. He stated we need to provide more access at Stoughton Health, but Dr. Kaji does not have time to add additional days here. Mr. DeGroot found a cardiologist out of Milwaukee, Mr. DeGroot and Mr. Brabant will be meeting with him on December 2nd.  Mr. DeGroot referred to the organization chart and highlighted current vacancies. |  |
|  |  | 1. Foundation/Marketing/PR/Business Development Director Summary Report (Laura Mays) 2. Upcoming Events:   Ms. Mays shared the Foundation recently appointed two new Board members. She also shared Tom Pertzborn is the new President, Lukas Trow is the Vice President, and Judy Knutson is the Secretary/Treasurer of the Foundation Board. Ms. Mays shared the Foundation did very well this fiscal year and noted the golf outing raised approximately $57,000. She added her team is still sending appeal letters for donations, and she recently had someone come in to donate a $350,000 check as part of an estate. Finally, Ms. Mays shared information on Giving Tuesday and reminded Board members to purchase 2025 calendars.   1. PR/Marketing Report:   Ms. Mays provided a summary of the PR/Marketing report, which can be found in the November 25, 2024 Governing Board packet. She shared Dr. Rawal has an upcoming shoulder pain talk in early December, with approximately 50 people signed up. She shared mammograms during October were heavily pushed, there are new TV slots coming, and BEAR implant advertisements for ACL injuries are being rolled out. Ms. Mays shared the Partners will be holding their sweet treats bake sale on December 3rd, Love Light Ceremony will take place December 5th.   1. Foundation Dashboard   Ms. Mays provided an overview of the Foundation Dashboard, which can be found in the November 25, 2024 Governing Board packet. |  |
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|  |  | 1. Director, Engagement and Experience Summary Report (Mary Hermes) 2. Excellence Together Team Updates 3. Employee Engagement Survey Follow-up 4. Other Updates   Mr. DeGroot shared Excellence Together team members recently raked leaves for elderly community members. He provided a summary of Leadership Development Day, noting managers would be implementing things identified during skip level meetings over the next twelve months. Finally, Mr. DeGroot reminded Board members of Stoughton Health’s “Pancakes with Santa” event on Saturday, December 7th in the Bryant Center. |  |
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| A  A |  | Chief of Staff Report (Dr. Aaron Schwaab)   1. One Year Appointments: 2. Swapnil Bagade, MD, Radiology, Madison Radiology, Courtesy 3. Brycen Bodell, MD, Radiology, Madison Radiology, Courtesy 4. Matthew Buckler, MD, Radiology, Madison Radiology, Courtesy 5. George Carberry, MD, Radiology, Madison Radiology, Courtesy 6. Brian Cole, MD, Radiology, Madison Radiology, Courtesy 7. Douglas Conners, MD, Radiology, Madison Radiology, Courtesy 8. Cameron Cummings, MD, Radiology, Madison Radiology, Courtesy 9. Tiffany Dube, MD, Radiology, Madison Radiology, Courtesy 10. Steven Falconer, MD, Radiology, Madison Radiology, Courtesy 11. Michael Firestone, MD, Radiology, Madison Radiology, Courtesy 12. Daniel Macksood, MD, Radiology, Madison Radiology, Courtesy 13. Joseph McLaughlin, MD, Radiology, Madison Radiology, Courtesy 14. Lisa Roller, MD, Radiology, Madison Radiology, Courtesy 15. Andrew Crowell, DDS, Dental, Children’s Dental Center of Madison 16. Arpen Patel, MD, Pain Management, Paint Management Group, Courtesy 17. Zachary Lind, DPM, Podiatry, Stoughton Health, Active 18. Jimmy Clark, PA-C, SWEA, AHP 19. Michael Falahat, MD, Emergency Medicine, SWEA, Active 20. Mollie Jesberger, APNP, SWEA, AHP 21. Katherine Luce, PA-C, SWEA, AHP   Flagged Files: None at this time.  ***Action: Mr. Peotter made a motion to approve One Year Appointments. Ms. Vanderbilt seconded the motion. Motion carried.***   1. Two Year Re-Appointments: 2. Lori Wendricks-House, MD, OBGYN, SSM Health 3. Jennifer Gunderson, PA, SWEA, AHP 4. Ted Samawi, DO, Emergency Medicine, SWEA, Active 5. Greg Myer, APNP, SWEA, AHP 6. David Kerbl, MD, Cardiology, UW Health, Courtesy   Flagged Files: None at this time.  ***Action: Mr. Krentz made a motion to approve Two-Year Reappointments. Mr. Kruser seconded the motion. Motion carried.*** |  |
|  |  | Open Discussion:  Mr. DeGroot shared Lucid recently had several radiologists exit the group which is creating some coverage issues at Stoughton Health. Mr. Tesfasilassie noted SSM Health is experiencing the same issues. Mr. Rusch thanked Ms. Olson for her service as Board Chair for the last two years. |  |
| A |  | Adjourn  ***Action: Dr. Rawal made a motion to suspend the November 25, 2024 Governing Board meeting at 9:09 a.m. Dr. Schwaab seconded the motion. Motion carried.***  ***The November 25, 2024 Governing Board meeting will reconvene immediately following adjournment of the Annual Meeting this evening.*** | 9:00 a.m. |

Respectfully submitted,

A close up of a handwritten letter with Wanamaker's in the background

AI-generated content may be incorrect.

Mr. Glenn Kruser

Secretary/Treasurer