

**Vision**

*The North Dakota Hospital Association will take an active role in major Healthcare issues.*

**Mission**

*The North Dakota Hospital Association exists to advance the health status of persons served by the membership.*

## **North Dakota Hospital Association Board of Directors Meeting Minutes September 13, 2024**

**Directors Present\*:** Tim Blasl, Ben Bucher, Mike Delfs, Mariann Doeling, Tiffany Lawrence, Nikki Lindsey, Alan O'Neil, Todd Schaffer, M.D., Reed Reyman

**Others Present\*:** Kelly Cermak, Melissa Hauer

\*All participated by video conferencing.

A regular meeting of the Board of Directors of the North Dakota Hospital Association (NDHA) was called to order at 9:03 a.m., Central time, on September 13, 2024, by Mariann Doeling, Chair of the Board. A quorum of directors was present.

**Call for Conflicts** - Ms. Doeling asked if there were any perceived or known conflicts of interest as per items listed on the agenda for this meeting. There were none.

**Agenda Approval** - Ms. Doeling asked if there were any proposed changes to the meeting agenda. There were none. Upon a motion duly made, seconded, and adopted, the agenda as presented was approved.

**Approval of Minutes** - Ms. Doeling presented to the Board for approval the minutes from the March 22, 2024, board meeting. Upon a motion duly made, seconded, and adopted, the minutes of the March 22, 2024, meeting were approved.

**NDHA Financials** - Kelly Cermak, Finance Manager, presented NDHA's statement of financial position as of June 30, 2024. Upon a motion duly made, seconded, and adopted, the financial statement was approved as presented.

**NDHA 2024-25 Budget** - Mr. Cermak presented the NDHA 2024-25 proposed budget. He reported that the budget contained a dues increase of three percent, a cost of living adjustment and merit increase for staff, a ten percent increase in the cost of health insurance, and funds for a lobbyist consultant during the 2025 state legislative session.

There was discussion regarding engaging a federal lobbyist after the Presidential election in November. There was discussion regarding NDHA's investment policy regarding allocation between equities and bonds. Upon a motion duly made, seconded, and adopted, the 2024-25 preliminary budget was approved as presented.

**Hospital Services, Inc. (HSI) Board of Directors** – Tim Blasl, President, reported that Lisa LeTexier, CEO, Pembina County Memorial Hospital, was elected to, and Kurt Waldbillig, CEO, Sakakawea Medical Center, was appointed to a vacancy on, the HSI Board of Directors. The board was informed that it has a right of refusal of the HSI directors. No action was taken to refuse either director.

**At-Large Director Vacancy:** Mr. Blasl informed the Board of the resignation of Mark Thompson, M.D., as the President, West Essentia Health, who had been appointed to fulfill the term of Dr. Richard Vetter ending October 1, 2025. Stefanie Gefroh, M.D., the acting President, West Essentia Health, is interested in fulfilling the vacant term. Mr. Blasl asked for other recommendations to fill the vacancy. There was discussion regarding another member representing a specialty hospital who has expressed interest in serving on the board which will be kept in mind for future vacancies. Upon a motion duly made, seconded, and adopted, the appointment of Stefanie Gefroh, M.D. to the Board of Directors to fulfill the original term of Dr. Richard Vetter and fulfillment term of Dr. Mark Thompson ending October 1, 2025 was approved.

**President's Resignation** - Ms. Doeling asked if there was any other regular business to conduct. Hearing none, she excused Mr. Cermak from the meeting. The Board discussed the recent notice by Mr. Blasl of his resignation from the position of President. Mr. Blasl explained his reasons for resigning.

**Succession Planning** – The board discussed Mr. Blasl's resignation and finding a successor. There was discussion about whether Ms. Hauer should remain in the meeting. Ms. Hauer explained that she is the legal counsel for the board and that she is bound to keep clients' information confidential. Upon a motion duly made, seconded, and adopted, going into executive session was approved.

The board entered executive session at 9:38 a.m. for the purpose of discussing Mr. Blasl's resignation. The board returned to regular session at 11:11 a.m.

There was discussion regarding how to handle Mr. Blasl's resignation until a successor is hired, especially during the upcoming state legislative session which starts in January, conducting an exit interview, alternatively offering a paid leave of absence, appointing an

acting President, and contracting with a lobbying consultant for the 2025 state legislative session.

Upon a motion duly made, seconded, and adopted, NDHA engaging a contract lobbyist group to assist with the 2025 state legislative session was approved.

Upon a motion duly made, seconded, and adopted, Ms. Hauer being appointed as the interim President as of September 16, 2024, at 30% additional compensation until termination of Mr. Blasl's employment or until a new employment contract is executed, whichever is sooner, was approved.

Upon a motion duly made, seconded, and adopted, offering Mr. Blasl two options, both of which are contingent upon his completing an exit interview within 30 days with a neutral, third party to be chosen by NDHA of 1) continued employment at will under current payment terms for paid leave of absence from now until December 1 and a one-year employment contract to be negotiated from December 1 through the end of 2025 with a bonus structure as recommended by Gallagher consulting; or 2) continued employment at will under current payment terms for the next 60 days and assisting Ms. Hauer, as interim President, with the transition to a new President was approved.

The board discussed holding a special meeting within the next few weeks to discuss the terms of a new employment agreement to offer to Mr. Blasl. Ms. Doeling and Ms. Hauer will contact Mr. Blasl to summarize what was decided by the Board today.

There being no further business, the meeting was adjourned at 11:31 a.m., Central time.

Melissa Hauer

Melissa Hauer

Recording Secretary