




Minutes of the  
Hennepin Healthcare System, Inc.  
**Special Meeting of the  
Hennepin County Board of Commissioners  
and  
Hennepin Healthcare System, Inc. Board of Directors**

Monday, June 17, 2019 ◆ 9:00 – 11:00 a.m.  
Hennepin County Government Center  
23<sup>rd</sup> Floor

**Minutes**

**Member Attendance:**

- |   |                                 |  |   |
|---|---------------------------------|--|---|
| ✓ | Janis Callison                  |  | Indicates member attended via<br>conference call      |
| ✓ | John Cumming, MD<br>Jacob Gayle |  |   |
| ✓ | Marion Greene                   |  |   |
| ✓ | Tara Gustilo, MD                |  |   |
| ✓ | Melissa Irving                  |  |   |
| ✓ | Brock Nelson                    |  |   |
| ✓ | Kris Petersen                   |  |   |
| ✓ | Brian Ranallo                   |  |   |
| ✓ | Sheila Riggs, DDS, DMSc (Chair) |  |   |
| ✓ | Kathy Tunheim                   |  |   |
| ✓ | Diana Vance-Bryan               |  |   |
| ✓ | Thomas Wyatt, MD                | ✓  | Indicates member was physically<br>present at meeting |
| ✓ | David Ybarra                    |  |   |

**Hennepin County Commissioners**

- ✓ Jan Callison
- ✓ Angela Conley
- ✓ Irene Fernando
- ✓ Debbie Goettel
- ✓ Marion Greene (Chair)
- ✓ Jeff Johnson
- ✓ Mike Opat

**Guest Attendance:**

- |   |                     |   |                                     |
|---|---------------------|---|-------------------------------------|
| ✓ | Jennifer DeCubellis | ✓ | HHS Recorder: Craig Caldwell-Krizan |
| ✓ | David Hough         |   |                                     |
| ✓ | Tom Hayes           |   |                                     |
| ✓ | David Lawless       |   |                                     |
| ✓ | Carolyn Marinar     |   |                                     |
| ✓ | Henry Parkhurst     |   |                                     |
| ✓ | Dan Rogan           |   |                                     |

## 1. Call to Order

Hennepin County Board of Commissioners Chair, Marion Greene, called the meeting to order at 9:06 a.m. A motion to close the meeting pursuant to MN Statute 383B.917 was made by Commissioner Jan Callison, seconded by Commissioner Mike Opat, and approved unanimously. Non-invited guests then departed the meeting room.

## 2. HHS Recommendation on Strategic Initiative

John Cumming, MD, HHS Interim CEO, noted that at its May 29, 2019 meeting, the HHS Board discussed whether to continue merger discussions with North Memorial Health and after careful deliberation, the HHS board voted in the majority to either “pause” the merger work or discontinue the work entirely. It was also noted that the HHS Board did not vote or recommend an alternative to terminating merger talks with North Memorial Health.

The Hennepin County Board of Commissioners acknowledged that their role was to receive the HHS Board’s recommendation; however, they asked that the HHS Board elaborate on how they reached the recommendation and asked that the Hennepin County Board of Commissioners comment on the same. During this open discussion it was noted that the merger of North Memorial Health and Hennepin Healthcare would not have created an organization that would be well positioned to compete within the community. Merging cultures was also thought to be an area of concern.

It was offered by the Hennepin County Board of Commissioners that for future merger or partnering, HHS needs to identify what information the County will need and create a mutually agreeable timeframe for sharing that information. This would include ‘unpacking the financials’, looking at all available options identifying risks, and answer the question, “What are we solving for?”.

**Action/Follow-up: None**

## 3. Principles for Partnering that Guide Explorations Going Forward

Given that there would be future opportunities for other merger talks or partnering, the Boards were asked to review the Partnering Specifications found on page 5 of the meeting packet. A robust discussion and examination of the specifications took place, and while they were endorsed, HHS was asked to incorporate the following either in the Specifications or intent:

- In bullet two under Shared Mission-Vision-Culture, amend as follows—“Must share our commitment to a fair and just system of care for the underserved such as addressing healthcare disparities and continuing to be the provider of choice in Hennepin County.”
- HHS needs to form better partnerships with existing community resources (the County can help with this).
- Acknowledge that the organization’s financial model is at odds with the organization’s mission and vision.
- Consider both future workforce issues and future patient mix goals and/or realities.

- Consider other types of partnerships (e.g. Payors with Health Systems).
- Consider including union input in Specifications.

**Action/Follow-up: Bring updated Partnership Specifications to the July 24, 2019 HHS Board meeting.**

#### **4. Discussion of Next Steps**

As previously noted, the HHS Board voted solely on the recommendation to end merger talks with North Memorial Health but did not provide an alternative path going forward. It was the consensus of the Boards that merger and partnership talks be suspended until the new CEO was hired.

**Action/Follow-up: A. HHS Board and Management to work with HHS Public Relations to craft communication regarding the suspension of merger talks with North Memorial Health. B. HHS to end the engagement with Raymond James regarding the merger with North Memorial Health. C. HHS Board will determine next steps of researching collaborations and engagement with community clinics and other groups. D. The future CEO job description be updated to include the revised focus on improving quality and finances and maintaining the mission while seeking and implementing a new business model and developing a team that can execute.**

#### **5. Additional Updates**

There were not additional updates to report.

#### **6. Reflections**

Reflections were not conducted.

#### **7. Adjourn**

At approximately 10:35 a.m., a motion to adjourn was made by Mike Opat, seconded by Debbie Goettel, and approved.