

**Burnett Medical Center
Annual Meeting
Microsoft Teams Meeting/Conference Call
January 19, 2021
Minutes**

Patrick Taylor called the meeting to order at 7:00 PM.

Directors present: Ryan Benson
Lois Carlson
Randy Carey
Julie Fiedler
John Hill
Katie Holley
Chris Sybers
Patrick Taylor

Staff present: Gordy Forbort, CFO
Gordon Lewis, CEO
Ned Moore, CNO
Timothy Novick, MD
Mark Thayer, MD
Tamra White

Corporate Members present: Brent Blomberg
Stan Peer

Corporate membership is 239, with 108 proxies submitted establishing a quorum.

Old Business:

The minutes of the January 21, 2020 annual board meeting were reviewed. A motion was made by Lois Carlson with a second by Brent Blomberg to approve the minutes as written. Motion carried.

New Business:

Patrick Taylor reviewed the slate of candidates.

Two candidates recommended by the Nominating and Governance Committee of the Board includes Chris Sybers and John Hill, MD.

There being no other nominations, motion was made by Lois Carlson and a second by Randy Carey to close the nominations and cast a unanimous ballot for the two candidates. Motion carried.

Recommended Bylaw Changes:

The recommended changes for the bylaws are found in the Board packet.

In order to ensure continuity during the national emergency declaration due to COVID-19, the proposal is to amend the current bylaws on behalf of the membership and to empower the elected currently seated Board of Directors and their Officers to alter existing Bylaws regarding term limits as they determine to be necessary and appropriate, with the understanding that such amendment will be reviewed at such time as the national emergency declaration is lifted, or sooner as determined by the Board of Directors.

Accordingly,

WHEREAS Article 5.04 establishes that 10% of the membership that is entitled to vote represented in person or by proxy shall constitute a quorum and,

WHEREAS Article 6-014 states that the duty of the membership shall include amendment, restatement or modification of the Articles of Incorporation or Bylaws of the Corporation and,

WHEREAS Article 7.01-2 states that the purpose of the annual meeting shall be to conduct elections to fill any vacancies on the Board of Director's three-year term of office and,

WHEREAS it is deemed necessary to stabilize the current composition of the Board due to the national emergency declaration and COVID 19, and

WHEREAS such stability is needed during these unprecedented challenges due to COVID and the national emergency declaration, and

WHEREAS Article 8.03 states the number of directors constituting the Board of Directors shall be no less than seven and no more than fifteen, and

WHEREAS under 8.01 General powers and duties of the Board of Directors Article 8.01 stipulates their duty to manage and the affairs of the Corporation in a manner consistent and in compliance with the purposes, objectives and limitations set forth under Article 8, and

WHEREAS Article 8.01-2 and 8.01-5 state that the Board of Directors is to formulate and recommend modifications to the Articles of Incorporation and Bylaws of toe Corporation as necessary or appropriate to include the election of officers of the Corporation,

THEREFORE, BE IT RESOLVED that under the General Powers clause, in order to ensure continuity during the national declaration emergency and COVID-19, as voted at the Annual meeting, the Board of Directors will have the power at their sole discretion to suspend term limits, maintain the current slate officers, and add directors not to exceed a total of fifteen in number, and to invoke a suspension of the stated restriction under Article 8.04-2 of no more than three consecutive terms and

BE IT FURTHER RESOLVED that actions taken under this Amendment, may be lifted by the Board of Directors at a future date as circumstances may dictate.

Proposed Amendment

8.05-4 EXTENSION OF TERMS FOR THE BOARD OF DIRECTORS UNDER EXIGENT CIRCUMSTANCES: When the Board of Directors determines a need to extend term limits they may invoke same as they deem necessary under this Article.

After review of the recommended changes, a motion was made by Brent Blomberg with a second by Stan Peer to approve the changes to the Bylaws in 2021. Motion carried.

Reports:

Patrick Taylor, President – Patrick Taylor reviewed the past year.

- Payroll Protection Program
- Accelerated Payments
- Negative Pressure rooms
- Meeting all the bank covenants
- Impact of COVID on different community events (5K, Grantoberfest)

Thanks and appreciation were given to the CEO and Senior Leadership for their hard work during this past year.

Medical Staff Report: Timothy Novick, MD

Reviewed the list of medical staff at Burnett Medical Center including our outside specialists. Dr. Novick thanked the Board and management for their support, stating BMC is a special place and spoke of the high quality of care provided.

He noted that BMC was voted “Best Place to Work in Burnett County” through the Sentinel newspaper’s Reader’s Choice Awards.

Administrative Report: Tamra White

A PowerPoint presentation of a Year in Review was shown recapping 2020. This included the impact of COVID over the past year, provider updates, new hospitalist program implementation, and provider rounding updates.

Financial Report: Gordy Forbort

Gordy Forbort discussed the financials for FY20, reviewing the sheets in the Board Packet. Please refer to the financials for details.

The FY2020 Audit was finalized. BMC met all the debt covenants. Comparison financials were done for Bremer Bank including money lost due to COVID. It was estimated that BMC would have had a good year compared to other years even without COVID money. BMC did use some COVID money to make the budget whole.

Thanks were given to Gordy Forbort for his excellent work and the opportunities brought for BMC.

Adjournment:

The meeting was adjourned at 8:12 PM with a motion made by Randy Carey and a second by John Hill. The next Annual Meeting will be held on January 18, 2022.

Julie McKenzie
Recording Secretary