

**MINUTES FROM THE REGULAR MEETING
MEMORIAL HOSPITAL OF SWEETWATER COUNTY
BOARD OF TRUSTEES**

January 3, 2024

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on January 3, 2024, at 2:00 p.m. with Dr. Barbara Sowada, President, presiding.

CALL TO ORDER

Dr. Sowada welcomed everyone and called the meeting to order.

Dr. Sowada requested a roll call and announced there was a quorum. The following Trustees were present: Judge Nena James, Mr. Marty Kelsey, Ms. Kandi Pendleton, Mr. Craig Rood, and Dr. Barbara Sowada.

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Mr. Taylor Jones, Sweetwater County Commissioner Liaison; and Mr. Geoff Phillips, Legal Counsel.

Pledge of Allegiance

Dr. Sowada led the attendees in the Pledge of Allegiance.

Our Mission and Vision

Ms. Pendleton read aloud the mission and vision statements.

Mission Moment

Ms. Richardson read aloud a letter from a patient who was very pleased with the care received. Ms. Pendleton shared the positive message from a recent Facebook post from a patient who was very happy with their care. Ms. Pendleton said it is always nice when people share their good messages. Mr. Rood said a family member was very happy with the care provided by Ms. Deseriee Padilla, NP, in the Clinic. He said he had some questions afterward and the follow up with him was quick and she spent time with him to help him understand the information. Mr. Kelsey said he was really sick before Christmas and visited the Clinic. He said it was so busy. He said he saw Mr. Mark Sanders, PA, and it was a good visit. Mr. Kelsey said he is glad we have him on staff and said he is doing a great job. Mr. Kelsey said the Clinic is really a nice thing.

AGENDA

The motion to approve the agenda with an addition under “New Business” to “Ratify the New Board member of the Foundation” was made by Ms. Pendleton; second by Judge James. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the October 4, 2023, regular meeting as presented was made by Mr. Rood; second by Mr. Kelsey. Motion carried. The motion to approve the minutes of the November 13, 2023, special meeting as presented was made by Ms. Pendleton; second by Judge James. Mr. Kelsey abstained and the motion carried. The motion to approve the minutes of the December 6, 2023, regular meeting as presented was made by Ms. Pendleton; second by Judge James. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

Employee Policy – Non-Discrimination & Anti-Harassment

Dr. Sowada reported the Committee is continuing work on this policy.

Employee Policy – Weapons Policy

The motion to approve the policy as presented was made by Judge James; second by Mr. Rood. Motion carried.

NEW BUSINESS

Ratify the New Member of the Foundation Board

The motion to ratify the appointment of Mr. Dolan Wire to the Foundation Board of Directors was made by Mr. Rood; second by Mr. Kelsey. Motion carried. Mr. Rood said Mr. Wire will be a great addition to the Foundation Board and he is looking forward to working with him.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson provided a patient experience and person-centered care culture update. She provided an update on Critical Access Hospital status. Meetings continue to develop the Strategic Plan. The Joint Commission was onsite December 6-8. Ms. Richardson said the survey was very thorough and she thanked staff for their work preparing and participating in the survey. She said the surveyors were very complimentary of our staff. Ms. Richardson said we are one of 20% of hospitals that do not require a return visit. The master plan deep dive is dovetailing with our strategic plan process. Town Hall meetings are scheduled in January. The American Hospital Association Rural Healthcare Conference is in February in Orlando. Dr. Sowada is a presenter. Ms. Richardson said over 100 staff walked in the holiday lighted parade along with four members of our Patient and Family Advisory Council. Ms. Richardson thanked Unidine for preparing a lovely holiday lunch and dinner for staff in December. The Merry Birthday event in December was very successful. Ms. Richardson thanked everyone involved in the events during the month. Dr. Sowada said it has been a busy, productive, enjoyable December.

COMMITTEE REPORTS

Compliance Committee

Ms. Pendleton reported the Committee did not meet.

Governance Committee

Dr. Sowada said the report was in the packet.

Quality Committee

Ms. Pendleton said information is in the packet. She noted TeamSTEPPS is starting in January and is a way to alleviate working in silos and improve communication. Training will be conducted with departments and it will take three to four months to complete the training. The Emergency Department times have improved and sepsis rates are improving. Ms. Pendleton said the Quality Team did a great job with The Joint Commission survey.

Human Resources Committee

Ms. Pendleton said the information is in the packet.

Finance and Audit Committee

Capital Expenditure Request: Mr. Kelsey said there are five requests to approve. He said they have been approved by the Committee. The motion to approve FY24-28 for \$39,995, FY24-29 for \$138,434.40, FY24-30 for \$80,625.01, FY24-31 for \$162,180, and FY24-32 for \$97,070.01 as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

Bad Debt: The motion to approve the potential bad debt of \$1,559,326.82 as presented was made by Mr. Kelsey; second by Judge James. Motion carried.

Finance & Audit Committee Meeting Information: Mr. Kelsey said the information is in the packet. He said it was another month with a positive margin. Ms. Tami Love, Chief Financial Officer, provided a brief overview for December. Ms. Richardson said we have had high numbers of surgeries in November and December.

Foundation Board

Mr. Rood said the Foundation Board had a modified meeting and holiday celebration in December. They are working on the Red Tie Gala that is fast-approaching. Ms. Tiffany Marshall, Foundation Executive Director, reported we are excited for our 10th anniversary event.

Executive Oversight and Compensation Committee

Dr. Sowada said the Committee has not met.

Joint Conference Committee

Dr. Sowada said the Committee has not met.

Building and Grounds

Mr. Kelsey said the meeting minutes and his report are in the packet. He said we are waiting on a guaranteed maximum price and still planning for a spring groundbreaking for the lab expansion project.

CONTRACT REVIEW

Facility Master Planning Services Agreement

Ms. Richardson reviewed the agreement. She said the last time we did a master plan was 2013. Ms. Richardson said we have a road map and some ideas of what we want to work on. She said we will work to keep costs low. The motion to approve the agreement as presented was made by Ms. Pendleton; second by Judge James. Motion carried. Mr. Kelsey said the master plan will have a strong tie in to the Building and Grounds Committee and then the Finance and Audit Committee.

MEDICAL STAFF REPORT

Ms. Kerry Downs, Director of Medical Staff Services, read a report provided by Dr. Crofts. The Medical Executive Committee (MEC) met December 18. They will meet January 15 to discuss bylaws. The regular MEC meeting is scheduled January 24. Dr. Crofts said we have been very busy treating respiratory illnesses.

GOOD OF THE ORDER

Dr. Sowada said Ms. Richardson will be out of town March 6 and that is our next regular meeting. She asked if the Board would be available to meet instead on Monday, March 4. The Trustees agreed.

Dr. Sowada reminded Trustees to forward to Ms. Marshall their contributions to the Board Red Tie Gala basket donation.

Dr. Sowada invited Trustees to attend the upcoming AHA Rural Healthcare Conference if possible. She said it is a nice overview of rural hospitals and an opportunity to meet with peers.

EXECUTIVE SESSION

The motion to go into executive session at 2:54 p.m. to discuss litigation and personnel was made by Ms. Pendleton; second by Judge James. Motion carried. Dr. Sowada said there would be a 10-minute break and the anticipated amount of time for the executive session was approximately ninety minutes.

RECONVENE INTO REGULAR SESSION

The motion to leave executive session and return to regular session at 4:31 p.m. was made by Ms. Pendleton; second by Judge James. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to grant clinical privileges and appointments to the Medical Staff as discussed in executive session was made by Ms. Pendleton; second by Judge James. Motion carried.

Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from December 12, 2023

1. Initial Appointment to Active Staff (2 years)
 - Dr. Jason Kalan, Pediatric Hospitalist
 - Dr. Holden Wagstaff, Emergency Medicine (U of U)
2. Initial Appointment to Associate Staff (1 year)
 - Dr. Mark Zamboni-Cutter, Pediatric Hospitalist
 - Dr. Karen Carcamo, OB/GYN
 - Dr. Patrick Hughes, Emergency Medicine (U of U)
 - Dr. George Scott Cuming, Pediatrics
3. Initial Appointment to Consulting Staff
 - Dr. Ravinder Sohal, Tele Radiology (VRC)
4. Reappointment to Active Staff (2 years)
 - Dr. Prachi Pawar, Neurology
 - Dr. Cielette Karn, Pathology
 - Dr. Scott Sulentic, Plastic Surgery
5. Reappointment to Consulting Staff (2 years)
 - Dr. Scott Sullivan, Tele Radiology (VRC)
 - Dr. Lawrence Briggs, Tele Radiology (VRC)
6. Reappointment to Non-Physician Staff (2 years)
 - Tenny Hanson, Family Nurse Practitioner
 - Mark Sanders, Family & Occupational Medicine Physician Assistant

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:32 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary