

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

April 1, 2020

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session via Zoom on April 1, 2020, at 2:00 PM with Mr. Taylor Jones, President, presiding.

CALL TO ORDER

Mr. Jones called the meeting to order, asked for a roll call, and announced there was a quorum. The following Trustees were present online: Mr. Taylor Jones, Mr. Marty Kelsey, Mr. Richard Mathey, Dr. Barbara Sowada, and Mr. Ed Tardon.

Officially present: Ms. Irene Richardson, Chief Executive Officer; Dr. Lawrence Lauridsen, Medical Staff President; Mr. Jim Phillips, Legal Counsel; and Mr. Jeff Smith, Sweetwater County Board of County Commissioners Liaison.

Mr. Jones led the audience in the Pledge of Allegiance. Mr. Kelsey read aloud the mission and vision statements. Ms. Richardson shared a mission moment about how amazing the community has been in their support. We have received encouragement as well as donations of supplies and food. The community has come together and we are so very appreciative. Ms. Richardson said “hats off” to staff, physicians, and everyone who has prepared and planned for response to the Covid-19 pandemic. She said it is an honor to be part of the kind and compassionate team we have here. The agenda was approved following the addition of approval of an emergency resolution. Mr. Jones noted charters were placed under new business and the Board may vote on any that were included in the committee reports last month.

MESSAGE FROM PRESIDENT

Mr. Jones said we are unable to celebrate National Doctors Day as planned and we will make up for that in the future. He said the Board knows there is a lot going on and this is the time we all need to stay calm, cool, collected, and make good decisions. Mr. Jones asked the Board to shorten or postpone as many meetings as possible. The Board does not want to hinder anything staff is trying to do. This is not intended to skip over important topics or just to shorten meetings. He said we need to still take care of business. Mr. Jones said we need to let the professionals do what they need to do. Mr. Jones reported Dr. Sowada obtained some information from the American Hospital Association and one suggestion was to shorten meetings. He said we do not steer with emotions and we need to make sure we make good decisions. Mr. Jones said we have a great Board and he said Ms. Richardson is keeping the Board informed. Mr. Jones thanked everyone for their hard work and dedication to the Hospital and the community. He said he has complete confidence we will all get through this together.

APPROVAL OF MINUTES

The motion to approve the minutes of the March 4, 2020, regular meeting as presented was made by Mr. Mathey; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

None.

NEW BUSINESS

COVID-19 Preparation and Recovery – Incident Command Team

Ms. Kim White, Incident Commander, provided an update of Covid-19 Incident Command Team activities. She said the Emergency Department is doing a great job of triaging patients. We are experiencing a shortage of personal protective equipment (PPE) and recently received 800 N95 masks from the national stockpile. Ms. White said we are working to ensure staff have the PPE they need. She said staff and physicians have been very responsive to the constant changes. Ms. White said we are taking care of our patients and keeping staff safe. Ms. White reviewed Wyoming statistics and testing information. Ms. Richardson said Incident Command keeps our website updated and State information is included. Mr. Jones expressed appreciation to Ms. White for the good information and to everyone involved for their hard work.

Charters

Mr. Mathey noted all updated charters must show the revision date of April 1, 2020, following approval. He said the shaded block indicating “orientation resource handbook” should be removed. The Board agreed to include the same authority wording in all of the charters, “The committee has no expressed or implied power or authority.”

The motion to approve the Building and Grounds Committee charter with the changes discussed was made by Mr. Tardoni; second by Mr. Mathey. Motion carried.

The motion to approve the Compliance Committee charter with the changes discussed was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

The motion to approve the Finance and Audit Committee charter with the changes discussed was made by Mr. Kelsey; second by Mr. Mathey. Motion carried.

The motion to approve the Governance Committee charter with the changes discussed was made by Dr. Sowada; second by Mr. Mathey. Motion carried.

The motion to approve the Human Resources Committee charter with the changes discussed was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

The motion to approve the Quality Committee charter with the changes discussed was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Mr. Mathey said the Executive Oversight and Compensation Committee charter is not ready for review at the present time.

Dr. Sowada thanked everyone involved in updating the charters.

Emergency Resolution

Mr. Phillips reported he has talked with the Wyoming Attorney General's office and the County Attorney's office about the resolution. He said Dr. Sowada has had communication with the American Hospital Association. Mr. Phillips said many other entities are doing something like this and hopefully, we won't have the need to use these emergency powers, but we should have them in place. Mr. Phillips said the Board can ratify after action but he feels it's a good idea to have this in place. He suggested any action taken be ratified at a special meeting or the next regular meeting. Mr. Jones said approving this resolution shows the Board's support of Ms. Richardson and staff doing the right things. He said everyone agrees Ms. Richardson will only take actions in the best interest of the Hospital. Following this process will help keep the Board informed. The motion to approve the emergency resolution and authorize the Board President to sign the resolution was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson reviewed the information included in her report in the meeting packet. She said we have a very experienced and highly trained team on the Incident Command Team. We are doing our best to keep our community, staff, and patients safe. Ms. Richardson said she appreciates everyone having these remote meetings. The strategic plan update retreat will be rescheduled. The person-centered care workshops are on-hold until at least the end of April. Ms. Richardson said she would forward to the Board a link on person-centered care in a pandemic for review. She recognized Ms. Megan Jacobsen and Ms. Emily James in OB for the amazing job they are doing in leading improvement in our Hospital Consumer Assessment of Healthcare Providers and Systems (HCAHPS) scores. Ms. Richardson also recognized Ms. Melissa Anderson and Emergency Department staff and physicians for their huge leaps in their scores. She expressed appreciation for all departments for their efforts and to the Board for supporting holding on some activities so we may focus on Covid-19. Ms. Richardson reported the walk-in clinic efforts are amazing and recognized Ms. Leslie Taylor and the staff. Ms. Richardson said the Standard and Poor's call will take place in April. They have issued a negative outlook for not-for-profit hospitals as Covid-19 unfolds. Ms. Richardson said there have been no 6 Penny updates. We will be ready when The Joint Commission starts visiting sites again. Budget meetings begin the week of April 13. The Wyoming Hospital Association Trustee and CEO education event April 30 has been canceled. The University of Utah Symposium at the end of March was canceled. We canceled our participation in The Governance Institute leadership conference in April. Ms. Richardson said we are doing what we can to "slow the spread." The Health Fair was held March 7 and Ms. Richardson recognized Ms. Janae Gale and everyone involved for offering a wonderful event. Ms. Richardson expressed appreciation to the physicians and said we will reschedule the Doctors Day celebration. She thanked the Board for passing the emergency resolution. She thanked the Board, staff, leaders, physicians, commissioners, and the community. Ms. Richardson said we literally are in this together.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada said all information is in the packet and there is nothing new to report.

Human Resources Committee

Mr. Tardoni said there were no comments.

Finance and Audit Committee

Bad Debt: The motion to approve the net potential bad debt of \$799,483.94 as presented was made by Mr. Kelsey; second by Mr. Mathey. Motion carried.

Mr. Kelsey said we did not get March numbers yet but we know it will be financially challenging moving forward. He said we need to do all we can to cut costs for things that are non-essential. He said staff has been working hard on self-pay accounts and we are working on a 5-step plan. We are not ready to roll it out yet. There will be a financial hardship policy for Board approval next month. Mr. Kelsey said the staff is doing a great job coming up with ideas and ways to address issues and opportunities. He said he is confident we will move forward in a positive way.

Building & Grounds Committee

Mr. Tardoni said the new cooling tower is up at the central plant.

Foundation Board

Mr. Jones announced Ms. Tiffany Marshall had her baby and expressed congratulations. He said the Foundation is setting up an account for Covid-19 monetary donations. He said Ms. Deb Sutton is leading the charge to set that up for people to donate to the Hospital. Mr. Jones said it is greatly appreciated and we know it will be well-spent and greatly appreciated by staff. Ms. Richardson said Ms. Marshall has been helping to identify any grants that can help with obtaining supplies.

Compliance Committee

Dr. Sowada said there were no comments.

Governance Committee

Dr. Sowada said the minutes are in the packet for review. She said there are some things we may want to address in our bylaws regarding the American Hospital Association guidelines and recommendations.

Executive Oversight and Compensation Committee

Mr. Mathey said the Board will review the Committee work in executive session.

Joint Conference Committee

Mr. Mathey said the Committee has not met. The Medical Executive Committee (MEC) was going to meet March 24. Dr. Lauridsen said MEC had other pressing matters on that date and the meeting will be rescheduled.

The Board took a 10-minute break. The meeting reconvened at 3:40 PM.

MEDICAL STAFF REPORT

Dr. Lauridsen said the doctors and providers have been very understanding and supportive. He expressed gratitude to Incident Command and Administration. We are striving to provide expanded hours and options to meet patient needs. The bylaws will be placed on-hold for awhile. Dr. Knight resigned and will be missed. The motion to approve the trauma resolution as presented and authorization for the Board President to sign was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

GOOD OF THE ORDER

Mr. Smith said the City of Rock Springs has decided to withdraw their 6 Penny request at this time. He said there will be continued discussions around timing and needs. Mr. Smith said he will keep Ms. Richardson updated.

Mr. Mathey asked which way the wind is blowing regarding financials. He said, as a Board member, he doesn't have much of a feel about what is happening day-to-day. Ms. Richardson said she was planning to discuss some issues during executive session and thanked Mr. Mathey for the opportunity to share some information at this time. She reviewed the timeline and some general information. She reported we have seen a decrease of about 25% in volume since March 1. If this continues, we could expect about a loss of about \$1.5M for April. Days of cash on hand and debt service ratio are two items we are watching and must be in compliance with for our bond covenants. We are looking at decisions we will have to make moving forward. Ms. Richardson said we are waiting to see what the future holds. She said we will probably see similar outcomes for May and June if this continues. We have reached out on bond covenant questions but all we are seeing indicates we must meet our bond covenants. Ms. Richardson said we want to make good decisions. Mr. Mathey thanked Ms. Richardson. Mr. Kelsey said he thinks Finance and Audit might be more active than other committees moving forward for a little while. He foresees a situation where some tough decisions will need to come down. He said we will have to strategize what to do moving forward.

EXECUTIVE SESSION

The motion to go into Executive Session was made by Mr. Kelsey; second by Mr. Mathey. Motion carried.

RECONVENE INTO REGULAR SESSION

At 5:30 PM, the motion to come out of executive session and into open session was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to grant privileges to healthcare professionals as discussed in executive session was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Credentials Committee Recommendations from March 10, 2020

1. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Arnold Willis, Urology
2. Initial Appointment to AHP Staff (1 year)
 - Brian Barton, PA-C, Physician Assistant/Family Medicine
3. Reappointment to Active Staff (2 years)
 - Dr. Samer Kattan, OB/GYN
4. Reappointment to Consulting Staff (2 years)
 - Dr. Giavonni Lewis, Tele Burn (U of U)
 - Dr. Larry Kraiss, Vascular Surgery (U of U)
 - Dr. Anwar Tandar, Cardiovascular Disease (U of U)
 - Dr. Omar Wever-Pinzon, Cardiovascular Disease (U of U)
 - Dr. Christopher Hull, Dermatology (U of U)
 - Dr. Stephanie Runyan, Tele Radiology (VRad)
 - Dr. Krishnan Kartha, Tele Radiology (VRad)
 - Dr. William Wong, Tele Radiology (VRad)
 - Dr. Thomas Boden, Tele Radiology (VRad)
 - Dr. Kendall Jones, Tele Radiology (VRad)
5. Reappointment to AHP Staff (2 years)
 - Jennie Vagher, CGC, Genetic Counseling (Huntsman)

The motion to approve the executive oversight and compensation minutes and table the proposal going forward included in those minutes was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

The motion to deny a notice of claim was made by Dr. Sowada; second by Mr. Mathey. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned.

Mr. Taylor Jones, President

Attest:

Mr. Ed Tardoni, Secretary