

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

December 2, 2020

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

CALL TO ORDER

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

Officially present: Ms. Irene Richardson, Chief Executive Officer; Dr. Lawrence Lauridsen, Medical Staff President; and Mr. Jim Phillips, Legal Counsel.

Pledge of Allegiance

Mr. Jones led the attendees in the Pledge of Allegiance.

Our Mission and Vision

Mr. Tardoni read aloud the mission and vision statements.

Mission Moment

Ms. Richardson shared a story from a Cancer Center patient. Dr. Sowada reported a member of the community called her and asked her to share their appreciation for Dr. Neyman and his care.

APPROVAL OF AGENDA

Mr. Jones requested the Board not discuss two items under Old Business (Termination and Appeals, Rules of Practice Governing Hearings) due to Mr. Mathey being unable to attend. The motion to approve the agenda as amended was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the October 7, 2020, regular meeting as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried. The motion to approve the October 29, 2020, special workshop meeting as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

COVID-19 Preparation and Recovery - Incident Command Team Update

Ms. Kim White, Incident Command, reported things have definitely changed. We have performed 14,722 Covid tests with 11,086 positive, and the ICU average is 5-6 Covid patients. We were preparing for our 7th patient that day. Ms. White said Dr. Jean Stachon said Sweetwater County has seen 1,100 new cases in the past two weeks. We are not sure when we will receive the Pfizer vaccine. The Hospital priority is for front-line staff. The Centers for Disease Control will distribute the vaccine to the State based on population and need. Ms. White said we have purchased a freezer and it is on backorder until the end of December. She reported our staff are overwhelmed and tired. She said patient care is still wonderful. Ms. White said every staff member is helping right now to help us take care of our community. Members of the National Guard are coming in and more information will be provided when it is available. Mr. Jones asked Ms. White to please pass around a heartfelt thank you to everyone in the hospital on behalf of the Board. He said he cannot imagine what staff are dealing with every day and knows everyone here is incredibly busy. Mr. Jones thanked Ms. White for her report.

Sentinel Event Policy

Ms. Kara Jackson, Director of Quality, Accreditation, and Patient Safety, said we have updated the policy to reflect The Joint Commission sentinel policy updated in January 2020. We updated the definitions as well as how we identify, who we notify, remediation, actions, and reporting. Ms. Jackson said this is a very high-level overview. Mr. Kelsey said the Medical Executive Committee and Quality Committee of the Board approved for the policy to come to the Board for approval. The motion to approve the policy as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

NEW BUSINESS

Mr. Jones noted the policies for review in the packet and asked if there was any discussion at this time. There were no comments. The policies will be presented for discussion and approval at the next meeting.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson echoed Ms. White's comments and said staff have been working so hard and we cannot thank them enough. She said they are strong and resilient, and we are ensuring we do the best we can for our patients. We are trying to get our staff help as much as we can. Ms. Richardson asked the Department of Homeland Security for assistance and the National Guard will be here until December 16. We are very fortunate to have their help. The Wyoming Hospital Association has been helpful. The Governor has authorized money to help with staffing. That assistance ends December 31. Ms. Richardson said we are very proud of our staff and it is a true asset to the community to have this hospital here and the staff here to take care of patients. CARES Act money guidance from Health and Human Services changes quite often. We want to make sure we are in-line with the original plans and current guidelines. Two of the projects are the lab remodel and medical imaging renovation. Since the HVAC project required some evacuation of the areas in

Medical Imaging, we thought it would be a good time to remodel the area. We are working with our state senators, representatives, the Wyoming Hospital Association, the American Hospital Association, to return to the original CARES Act guidelines for the benefit of our patients. We are getting equipment in for our SLIB grant projects. Invoices must be in by December 15. Ms. Richardson said we are on track to get everything done. The Cerner Project kicks off in January. Ms. Bethany Bettolo is the Project Manager and she will be very good in that role. We are looking at October/November for a go-live date. The annual Christmas event has been adjusted due to Covid. It will be a drive-thru “Christmas Cruising with Santa” lighted village event outdoors on December 11. Mr. Jones said we thank everyone a lot but it is heartfelt. He said the long hours and stress must be incredible and said “thanks” doesn’t seem enough.

COMMITTEE REPORTS

Quality Committee

Mr. Kelsey said he feels good about what is happening with Quality and appreciates the work of staff and leaders. Mr. Jones said he agrees and feels Quality continues to move in the right direction.

Human Resources Committee

Mr. Tardoni said he did not have anything to add to the information in the packet.

Finance and Audit Committee

In Mr. Mathey’s absence, Mr. Tardoni deferred to Ms. Tami Love, Chief Financial Officer, to report.

Capital Expenditure Requests: Ms. Love reviewed capital expenditure request FY21-27 for master controls and cameras for the outdoor areas. The motion to approve FY21-27 as requested was made by Mr. Tardoni; second by Dr. Sowada. Motion carried. The motion to ratify SLIB FY21-28 was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Mr. Tardoni noted the equipment is already purchased and this is notification to the Board of the amount spent. Staff only purchased two proning beds and the other SLIB funds will not be expended.

Bad Debt: The motion to approve the net potential bad debt of \$1,224,534.63 for October as presented by Mr. Ron Cheese, Patient Financial Services Director, was made by Mr. Tardoni; second by Dr. Sowada. Motion carried. The motion to approve the net potential bad debt of \$1,254,334.55 as presented by Mr. Cheese was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

Building & Grounds Committee

Mr. Kelsey said the information is in the packet. Ms. Richardson asked Mr. Jake Blevins, ST&B Engineering, to give an update on the central plant and HVAC projects. Mr. Blevins said the State was onsite this week to inspect the central plant project. He reached out to the general contractor about taking it to the next level. Mr. Blevins will be onsite again next week. He said the State

would not do the final sign-off but we are getting very close. He feels confident we will be complete in the next two weeks. Groathouse is moving at full steam on the HVAC project. ST&B is billing for soft costs to cross check with the numbers. Mr. Blevins said we plan to hit the \$2.8M mark comfortably. Everyone is aware of timing and billing timing needs. He called the State due to the flurry of Health and Human Services information that there is an expected increase in inspections needed. The State suggested we use local assistance for any portion possible to help with timing. We will work on preparing the affidavit of completion of \$2.8M of work. That will be inclusive of UV lights, as well. Mr. Blevins said the lab project has been submitted to the State Department of Health and Human Services. We still expect to be complete before the holiday so the funding requirements can be met on the hospital side. The medical imaging project has entered into design work and coordinating on drawings. The project will have to be reviewed by Health and Human Services.

Foundation Board

Mr. Jones said we are going to postpone the Red Tie event until 2022 due to some circumstances that we just can't make happen. New officers are Ms. Diane Blazeovich-President, Mr. Matt Jackman-Vice President, Ms. Becky Costantino-Secretary, Ms. Gina Harvey-Treasurer. Mr. Jones suggested the Board of Trustees and Foundation Board of Directors schedule a joint meeting via Zoom early in the new year.

Compliance Committee

Mr. Tardoni said he was called to a special Miners' Board meeting so Mr. Kelsey covered the Compliance Committee meeting in his absence. Mr. Kelsey said the meeting was short. Ms. Richardson said the group talked about grievances and ongoing audits.

Governance Committee

Dr. Sowada said the information is in the packet. She said there are two policies also included in the packet for review this month and approval next month. She said the purpose of both is part of the CEO's responsibility is to recruit and to contract with two groups of providers. She asked to forward any questions or errors to a member of the Committee. Mr. Kelsey said he read over both and noticed the one for non-physician providers is called an agreement and for physician providers is a contract. Dr. Sowada said physicians have contracts and that fits with the new medical staff bylaws. If they were to be terminated and they had cause to say the Hospital terminated them wrongly because they are in a protected category, they go through a whole process outlined in the medical staff bylaws. Non-physician providers do not have the same guidelines as physicians do. Ms. Richardson said both are brought to the Board for approval. She said the new medical staff bylaws passed the previous night.

Executive Oversight and Compensation Committee

Mr. Jones said the Board would handle in executive session.

CONTRACT REVIEW

Ms. Suzan Campbell, In House Counsel, said the Harmony agreement is part of moving ahead with Cerner. They will house our data over the next five years as we prepare for transfer over to Cerner. Ms. Love said we obtained three bids and had demos. Mr. Tardoni said this service is not available by the new provider and asked who will lead this on the MHSC side. Ms. Love said the Electronic Medical Record Steering Committee as well as someone from IT and someone from Health Information Management to ensure we are moving forward correctly. She said this will take all of our current systems and combine to launch out of Cerner and see those medical records. Mr. Tardoni asked about raw data destruction. Ms. Love said our data is still our property even if we leave their company. Ms. Stacy Nutt, Interim IT Director, said it is very large and crucial we validate all of the data. She said it will take months. Mr. Tardoni asked Ms. Love to look at some of the terms in the agreement including “escrow terms” and “software support and maintenance.” He said his questions would not prevent his approval, he would just like clarification. The motion to authorize the CEO to execute the agreement as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

MEDICAL STAFF REPORT

Dr. Lauridsen reported the Medical Staff met December 1. The new bylaws were passed and there is a new Medical Executive Committee.

Dr. Jacques Denker – President of the Medical Staff
Dr. Alicia Gray – Vice President of the Medical Staff
Dr. David Dansie – Secretary/Treasurer of the Medical Staff
Dr. Neal Asper – Surgery Department Chairman
Dr. Brianne Crofts – Surgery Department Vice Chairman
Dr. Rahul Pawar – Medicine Department Chairman
Dr. Israel Stewart – Medicine Department Vice Chairman

Dr. Lauridsen thanked the Board for their patience and feedback with the bylaws. He said it has been a long process but worth it. Mr. Jones thanked Dr. Lauridsen for his report and for his service as Medical Staff President. Mr. Jones asked if there were any questions on the forms sent by the Credentials Committee for review. There were no questions.

GOOD OF THE ORDER

Mr. Tardoni provided a Miners’ Board update. He said an issue arose and that’s why a special meeting was called. The Board approved increasing the hearing aid benefit from \$2,000 to \$3,000 and found out standards are written that needed to be changed in the language of the law. During the transition of the director they missed it so they are back to paying \$2,000 until the language is corrected. They are in an expedited procedure with the State to get the language changed. They hope to go back and pay recipients the extra \$1,000 if they only received \$2,000 instead of \$3,000.

Dr. Sowada asked if it is at all possible to have current minutes in the board packet. She said the Finance and Audit minutes were missing and the Compliance minutes. She said too much happens

between meetings anymore. Mr. Kelsey agreed. Mr. Tardoni said they are in the board portal and we can go in there to look at them.

EXECUTIVE SESSION

Mr. Jones said there would be an executive session. He said the Board would take a ten-minute break and reconvene in executive session at 3:15 PM. The motion to go into executive session was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

RECONVENE INTO REGULAR SESSION

At 4:56 PM, the Board came out of executive session and the motion to go back into regular session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve the appointments and reappointments as discussed in executive session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Credentials Committee Recommendations from November 10, 2020

1. Initial Appointment to Associate Staff (1 year)
 - Dr. Prachi Pawar, Neurology
2. Initial Appointment to Active Staff (2 years)
 - Dr. Janene Glyn, Pediatrics
 - Dr. Haberthier-Ryan, Lucy Pediatrics
3. Reappointment to Active Staff (2 year)
 - Dr. Lawrence Lauridsen, Occupational & Family Medicine
4. Reappointment to Consulting Staff (2 years)
 - Dr. Lee Chung, Tele Stroke (U of U)
 - Dr. Adam de Havenon, Tele Stroke (U of U)
 - Dr. Jennifer Majersik, Tele Stroke (U of U)
 - Dr. Irma Fleming, Tele Burn (U of U)
 - Dr. Patrick Plummer, Sleep Medicine
 - Dr. Kevin Shah, Cardiovascular Disease (U of U)
5. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Elizabeth Wuerslin, Pediatrics
6. Reappointment to AHP Staff (2 years)
 - Tamara Walker, PNP, Pediatric Nurse Practitioner

The motion to approve the non-physician provider agreement and authorize the CEO to execute the agreement as requested in executive session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

The motion to approve hazard pay as recommended by the senior leaders as requested in executive session was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

ADJOURNMENT

Mr. Jones thanked everyone and wished them a happy holiday. There being no further business to discuss, the meeting adjourned at 4:59 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary