

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

December 4, 2019

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on December 4, 2019, at 1:00 p.m. 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: Mr. Taylor Jones, Mr. Marty Kelsey, Mr. Richard Mathey, Dr. Barbara Sowada, and Mr. Ed Tardoni.

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.

Pledge of Allegiance

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

Our Mission and Vision

Mr. Tardoni read aloud the mission and vision statements.

Mission Moment

Ms. Richardson shared a mission moment. Staff conduct a Person Centered Care Workshop each week. Ms. Patty O'Lexey, Care Transition Nurse, is one of the workshop leaders. She shared with Ms. Richardson a story about a visit with a patient and comments made about the person centered care culture at MHSC. The patient told Ms. O'Lexey, "Well, whatever you are doing is working!" Ms. Richardson said we can see a shift and feel it. The patient's family said they have been coming here for years and said the Hospital has figured out how to bridge the gap in helping staff move in this direction. Mr. Jones said there are a lot of good things happening. He said he loves that HCAHPs (patient experience scores) information is hanging on the wall in Administration and we are sharing it with everyone.

APPROVAL OF AGENDA

The motion to approve the agenda as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

INSURANCE DISCUSSION

Mr. James Graham joined the meeting via telephone. Mr. Graham said he is a consultant doing an audit and some other potential services moving forward. He said he developed a preliminary

review and was prepared to discuss MHSC information. Mr. Jones said the Board wants to know if we have the right insurance coverage and not too much coverage. Mr. Graham said he reviewed the hospital insurance policies. He said he has some additional questions he wants to follow up on with the current broker. Mr. Graham said he was pleased to meet with Ms. Tami Love, Chief Financial Officer, to learn about some of the adjustments made to more closely comply with the Wyoming Claims Act. Mr. Graham said he understands the Hospital has paid some claims above what is expected for this type of facility in this area. He said state law dictates if you are going to provide broader coverage and more than is required by law you need to dictate why you are doing that. In the process of vetting some agreements the Hospital has, Mr. Graham said he sees we need to have appropriate qualifying language in there such as, "in no way meant to waive our governmental immunity protection." He said every policy we have would have to have that language in it. Mr. Graham said we don't want to go to bare bones coverage if having more does not put us at a disadvantage. There is a balance to have a little extra coverage with very little additional cost. Mr. Graham said the Wyoming Claims Act is a procedural guide. He said he feels one of the providers to the Hospital does not handle things appropriately related to the Wyoming Claims Act. Mr. Graham said MHSC is a county hospital and has immunity. He said you don't follow the traditional path of litigation when the Wyoming Claims Act is applicable. He said more information will be included in his audit. Mr. Graham briefly noted some additional items of review including faithful performance coverage, a government form for the Treasurer, the use agreement with the University of Utah for the helipad, non-owned aircraft exposure, inspections on underground storage tanks and hazardous substances. Mr. Graham said all the coverages are in play of major significance. He thinks the property needs some adjustments, and liability, also. The bond indenture study says we should have basic and customary coverages. Mr. Graham said some tweaking needs to happen here and there. He has to see what exposures we have that are beyond protection from the Wyoming Claims Act. Mr. Graham said he provided a proposal to MHSC in June and was engaged in the middle of August. Data did not start circulating in until mid-September. MHSC shifted off the Request for Proposal (RFP) and back in the mode of following up. The broker was not forthcoming on information that was not in MHSC's databank. Mr. Graham has gone back for an insurance summary. MHSC's risk management department is growing. Mr. Graham said he has some recommendations for the risk manager to be more portable to keep information in-house and do our analytics. Mr. Graham said he hopes to supply his report the week of December 16. It will contain a roadmap and recommendations. Mr. Graham said he is not sure if the Hospital has time to go out into a competitive bid process. He will give recommendations for getting the coverages we want and need vs. being told what we must have. He will have some limit recommendations and deductible recommendations. Mr. Graham said people should not have to search through the insurance policy documents to find the important information. He said that is part of the problem when not going out into the market and having a professional bid process. Mr. Graham said he is coming at it from a risk and financial direction of cost, coverage limits, and deductibles. He said we want a relationship where someone helps educate as opposed to the traditional approach to go buy a policy and see if it meets your needs. Mr. Phillips asked about umbrella coverage and a \$1M limit. Mr. Graham said the Hospital has \$10M out there and it is an extreme injustice to a public entity. He believes the Hospital should limit protection to that (\$1M) level. Mr. Graham said he knows there are some hospitals in Wyoming that waive governmental immunity to those thresholds. Mr. Graham said he does not agree with that. He said we should reduce the per claim limit to match the governmental claim limit. Mr. Kelsey asked about the hacking into computer systems going on across the country. He asked about Mr. Graham's comfort with the Hospital's business interruption coverage. Mr. Graham said he was skeptical at first but

was pleased with the protection. He feels we should err on the side of caution and get higher limits. Mr. Graham said cyber is one of our greatest unknown exposures and changing constantly. He said the MHSC IT Department was very helpful with providing information and Mr. Graham is pleased with the program and pricing. Mr. Jones thanked Mr. Graham. Mr. Kelsey suggested a meeting following receipt of Mr. Graham's report. There was discussion of timing related to the RFP process. Mr. Rob Zotti in the audience said waiting until January is pushing the timeline if renewal is in April. He said it is do-able but he is not sure what the response rate will be. The Board agreed to meet December 18 at 5:30 PM.

APPROVAL OF MINUTES

The motion to approve the minutes of the November 6, 2019, regular meeting as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried. The motion to approve the minutes of the November 13, 2019, special meeting as presented was made by Mr. Mathey; second by Dr. Sowada. Mr. Kelsey abstained and the motion carried.

COMMUNITY COMMUNICATION

Ms. Richardson introduced Ms. Sharon Fiola, a consultant onsite to help with quality initiatives, risk management, The Joint Commission, and mentor leadership. Ms. Fiola said she is happy to be at MHSC.

OLD BUSINESS

Surgical First Assist Privileges

Dr. Lauridsen reviewed the information. He said we have had nursing first assists since 2016. He said this request is for non-RN first assists and is basically designed to set standards. The request was made by Dr. Scott Sulentich. The Board discussed wording of timeframe of review. Dr. Lauridsen said the request would go to the Credentials Committee and there is a mechanism in place to review for approval. He assured the Board someone is checking. Ms. Kerry Downs, Medical Staff Services Director, said applicants are asked to explain any gaps. Mr. Kelsey noted the word "current." The motion to approve the request as presented was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

Credentialing Policy

Mr. Mathey said bylaws review work is progressing and the Joint Conference Committee is scheduled to meet December 16.

NEW BUSINESS

Telecommuting Policy

Mr. Kelsey said the Human Resources Committee has been hammering on this policy for a number of months. There will be a separate telework policy. Mr. Kelsey asked for correction of a couple of typos. Mr. Tardoni said it took time because the Committee was learning and raising awareness on what telecommuting is.

January Meeting Date

The Board will not meet on January 1 due to the holiday. The January regular meeting will be held on January 7, 2020.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson reported the Lab successfully completed The Joint Commission survey with stellar results. She congratulated the Lab staff as well as Cardiorespiratory staff. Ms. Richardson said the surveyor was very complimentary of the Lab and the entire facility. Ms. Richardson reported in the area of patient experience, over 50% of staff have been trained. We are extending sessions to weekends to help train people unable to attend on Tuesday, Wednesday or Thursday. She said we believe we have seen a shift in our culture. In the area of quality and safety, Ms. Richardson met with Mr. John Rubio from Simpler. He gave us high marks on our strategic plan. He gave her some good ideas she will share with Quality. We are moving to Press Ganey in January for patient experience surveys. The surveys will no longer be offered via phone call but via e-mail. Ms. Richardson reviewed a list of best practices from Press Ganey and said we are doing most of these things already. In the area of community and growth, we continue to work on access to clinics and outside services. In the area of financial stewardship, we will schedule another finance workshop with the Board. Ms. Richardson requested a workshop on Thursday, January 30 at 5:00 PM. She requested no regular February Board meeting due to the timing of the workshop. Ms. Richardson said she will present the Hospital 6 Penny Projects to the Board of County Commissioners on December 5 at 3:00 PM. Ms. Richardson reported the first quarterly meeting with the University of Utah Emergency Department group will be conducted via phone call on December 9. Dr. Lucy Ryan, Pediatrician, joined us this week. A 24-day legislative budget session begins February 10. A couple of items of interest are Medicaid expansion and healthcare special districts. Ms. Richardson said she will keep the Board updated. She said a hospital cost study was completed. Forty percent of healthcare in Wyoming is provided outside state lines. She said we have fixed costs. We want to treat patients here. The fixed costs drive up some costs. Ms. Richardson asked the Trustees to note some upcoming education opportunities:

- May 7 Wyoming Hospital Association Trustee & CEO Conference in Thermopolis
- September 1 – 3 Wyoming Hospital Association Annual Meeting

Ms. Richardson invited Trustees to attend the community gingerbread village holiday event and Foundation tree lighting December 6 from 6:00 – 8:00 PM, as well as the staff holiday meal December 12 from 11:30 AM – 2:00 PM or 5:00 – 6:30 PM. The Rock Springs holiday lighted parade is December 7 and everyone is invited to walk with the Hospital. Mr. Jones said there are so many good things happening here; things are coming together. He said the Hospital has an outstanding captain and great people throughout the facility. Ms. Richardson said it is a group effort.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada said information is in the meeting packet. She thanked the Lab for the wonderful survey. She said a survey of credentialing was 100%. Dr. Sowada said Ongoing Professional Practice Evaluation (OPPE) development has been a three-year project and is complete.

Human Resources Committee

Mr. Kelsey said Ms. Amber Fisk, Human Resources Director, shared with the group the turnover report. The numbers are improved from the past year.

Finance and Audit Committee

Capital Expenditure Requests: The motion to approve capital expenditure request FY 20-26 for accounting software for the Hospital for \$30,000 as presented was made by Mr. Kelsey; second by Mr. Mathey. Motion carried. The motion to approve capital expenditure request FY 20-28 for equipment to diagnose respiratory diseases for \$57,570.99 as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried. The motion to approve capital expenditure request FY 20-29 for laptops for \$90,000 as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried. Mr. Tardoni noted some proposals include confidentiality requirements. He recommends adding a box on the approval page of requests for confidentiality if that is applicable and also change the form so the Chief Clinical Officer does not have to cross out a different box to sign the form.

Narratives: Ms. Love reviewed the narrative highlights included in the meeting packet. She said group health is over budget. We have seen an increase of 28% over the past year. She said it appears some of the increase is the Blue Cross Blue Shield issue. We are reviewing the payment of claims process. Drug expenses are over budget. There is growth of self-pay in accounts receivable and we are working to bring that down. Ms. Love said we are working on a plan to decrease self-pay balances. We are seeing an issue with Medicare due to their system update. We are waiting on the State to survey peritoneal dialysis. Medicare is pulling all of our infusion and chemo bills due to the increase in drug pricing. Mr. Kelsey said he is appalled with the State not surveying our location yet. Ms. Richardson said she will reach out to Department of Health Director Ceballos. Mr. Tardoni said he really appreciates the minutes and the information in the Finance and Audit Committee packet. He said everyone can see what we are doing and that is very good. Mr. Kelsey said we have significant issues on the revenue side and the expense side. He asked staff to help us on a path that is very problematic. Mr. Kelsey said he does not like what he sees. He said there are some environmental factors out there that are very troubling. As staff works on the FY21 budget, there could be some significant changes. Mr. Tardoni said we need to do some real out-of-the-box thinking.

Bad Debt: The motion to approve the net potential bad debt of \$750,246.93 as presented by Mr. Ron Cheese, Patient Financial Services Director, was made by Mr. Kelsey; second by Mr. Mathey. Motion carried. Mr. Cheese noted the number presented is a net number with the actual being higher.

Building & Grounds Committee

Dr. Sowada said the report from Mr. Jim Horan, Facilities Director, and Dr. Sowada's notes are in the meeting packet. She said it was a surprise with grading when water and power lines were not expected to be where they were but the issue was handled.

Foundation Board

Ms. Tiffany Marshall, Foundation Director, said there will be amazing "gingerbread" houses at the Christmas event. The Gala event is going well. We have sold over 50% of tables and sponsorships are up. She said we are constantly keeping our eyes open for donations and grant opportunities. We received \$7,000 from Tata for wireless monitors in the OB Department. A video crew came in and we are hoping to have a video to roll out at the Gala. Ms. Cindy Wakefield, Foundation Assistant, has been working on a project on why our employees give to the Foundation. Ms. Marshall said the Guardian Angel (grateful patient) program should be started again in March. We will have posters and information in discharge packets. Ms. Marshall is proofing the donor wall and hopes to have it up by March. The Foundation was asked to purchase some clocks for the Surgery Department to help with timeliness. The Foundation approved a synchronized clock system for \$9,508. Ms. Marshall said the Foundation is working on committees and focusing on planned gifts and annual giving.

Compliance Committee

Dr. Sowada said the report is in the packet.

CONTRACT REVIEW

The motion to approve the CLA Cybersecurity Assessment as presented was made by Mr. Tardoni; second by Dr. Sowada. Mr. Kelsey asked if any reference checking was completed on Clifton Larson Allen (CLA) for their cybersecurity assessment. Ms. Suzan Campbell, Chief Legal Executive and General Counsel, said she reviewed the contract after Mr. Rich Tyler, Information Technology Director, obtained a number of quotes. Ms. Love said she does not think reference checking was completed on this group. Mr. Kelsey said he prefers to wait and not approve the agreement at this time.

Mr. Jones announced a five-minute break. Mr. Jones called the meeting back to order at 3:13 PM.

Mr. Tyler confirmed he did not complete reference checks on CLA for the proposal. This work is new to us so we based our decision on our previous experience with a separate arm of CLA so we felt confident in the decision. He thinks they provided some references. Mr. Kelsey recommends we do reference checking before we sign the contract. He said it is a lot of money and an important project. Mr. Tardoni withdrew his motion to approve. Dr. Sowada said there is a federal service she heard about through the Wyoming Hospital Association that helps with cybersecurity. Mr. Tyler said he has reached out to the contact two times a week for over a month with no reply. He reviewed the information and it looked basic, not in-depth. Mr. Tyler said he will bring the contract back to the Board at the January meeting.

MEDICAL STAFF REPORT

Dr. Lauridsen reported the General Medical Staff met December 3. Elections were held with the following officers:

- Dr. Lawrence Lauridsen – President
- Dr. Cielette Karn – Vice President
- Dr. Jacques Denker – Secretary
- Dr. Rahul Pawar - Medical Executive Committee Chair
- Dr. Augusto Jamias – Surgery Chair

Dr. Lauridsen said Dr. Ryan joined us. Ms. Tammy Walker, NP, is also in Pediatrics. Dr. Honeycutt joined us in Medical Imaging.

GOOD OF THE ORDER

Mr. Jones said “hats off” for what everybody does. There are a lot of good things happening. None of it came easy and none came quickly. He thanked everyone.

EXECUTIVE SESSION

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

RECONVENE INTO REGULAR SESSION

At 4:31 PM, the motion to come out of executive session and into open session was made by Dr. Sowada; second by Mr. Mathey. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve the November 12, 2019, Credentials Committee Recommendations for physician and healthcare provider privileges as presented was made by Mr. Mathey; second by Dr. Sowada. Motion carried.


1. Initial Appointment to Associate Staff (1 year)
 - Dr. Lucy Haberthier-Ryan, Pediatrics
2. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Margaret Barnes, Radiation Oncology
 - Dr. Gary Van Heuvelen, Radiation Oncology
3. Initial Appointment to AHP Staff (1 year)
 - Tamara Walker, Pediatric Nurse Practitioner
 - Holly Allen, Professional Counselor (SWCS)
4. Reappointment to Active Staff (2 years)
 - Dr. Frederick Matti, Radiology
5. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Kimberly Kilgore, Pediatrics

6. Reappointment to Consulting Staff (2 years)
 - Dr. Kevin Whitehead, Cardiovascular Disease (U of U)
 - Dr. Jade Nunez, Tele Burn (U of U)
 - Dr. Jason Young, Tele Burn (U of U)
 - Dr. Naomi Saenz, Tele Radiology (VRad)
 - Dr. Michael Allen, Tele Radiology (VRad)
7. Reappointment to AHP Staff (2 years)
 - Jocelyn Palinek, Family Practice Nurse Practitioner
8. Change in Staff Status
 - Dr. Janene Glyn, Pediatrics – Associate Staff
 - Dr. Preetpal Grewal, OB/GYN – Locum Tenens Staff

The motion to authorize the CEO to execute a physician contract as discussed in executive session was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

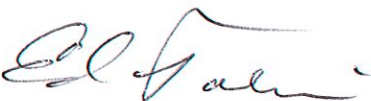
ADJOURNMENT

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



Mr. Taylor Jones, President

Attest:



Mr. Ed Tardoni, Secretary