

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

July 1, 2020

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on July 1, 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, Mr. Richard Mathey, Dr. Barbara Sowada, and Mr. Ed Tardoni.

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

Pledge of Allegiance

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

Our Mission and Vision

Mr. Kelsey read aloud the mission and vision statements.

Mission Moment

Ms. Richardson said she received a call from a patient who tried to get in to our dialysis unit and thanked our staff for their assistance making those arrangements and for the care the patient received.

APPROVAL OF AGENDA

The motion to approve the agenda with the addition of Committee Assignments in New Business was made by Dr. Sowada; second by Mr. Mathey. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the June 3, 2020, regular meeting as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried. The motion to approve the minutes of the June 15, 2020, special meeting as presented was made by Mr. Mathey; second by Mr. Tardoni. 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 getting personal protective equipment (PPE) is still a big issue. We are working to obtain a six-month inventory. Ms. White said we are doing a lot of Covid-19 testing with the volume of testing varying by the day. She said we have had an employee test positive and fortunately, there has not been any patient exposure. Ms. White said we are focusing on keeping each other safe. She said there have been changes made to the cafeteria. The University of Utah is getting close to capacity with Covid. Ms. Richardson said the Incident Command Team is doing a great job keeping us safe.

Performance Improvement and Patient Safety (PIPS) Plan

Ms. Kara Jackson, Director of Quality, Accreditation, and Patient Safety, highlighted the key points in the plan. Dr. Sowada said the plan was reviewed at the last Quality Committee meeting and is ready for approval. She commended Ms. Jackson and her team for their great work. The motion to approve the PIPS plan as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

NEW BUSINESS

Committee Assignment

Mr. Jones said he did not make any changes to assignments last year. Mr. Jones announced the following FY21 assignments:

Finance and Audit:	Mr. Mathey and Mr. Tardoni
Quality:	Mr. Mathey and Mr. Kelsey
Human Resources:	Mr. Tardoni and Dr. Sowada
Building and Grounds:	Mr. Kelsey and Dr. Sowada
Compliance:	Mr. Tardoni and Mr. Kelsey
Governance:	Mr. Mathey and Dr. Sowada
Executive Oversight and Compensation:	Mr. Jones and Mr. Tardoni
Joint Conference:	Mr. Jones and Dr. Sowada
Foundation:	Mr. Jones said he would continue with the assignment unless someone would like to jump on.

Mr. Kelsey said it seems Mr. Mathey and Dr. Sowada have been on the Governance Committee for a long time. Mr. Jones said he reviewed the list and tried to keep Trustee assignments evened out. Mr. Jones said changes are a good way to get fresh eyes on subject matter and he said he is not a fan of keeping people on committees forever.

Election of Officers

Mr. Mathey announced the slate of officers:

Mr. Taylor Jones: President

Mr. Richard Mathey: Vice President

Mr. Marty Kelsey: Secretary

Mr. Ed Tardoni: Treasurer

Mr. Mathey said the Governance Charter permits nominations from the floor. There were no nominations. The motion to approve the slate of officers nominated by the Governance Committee as presented was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

Board Charter: The Compliance Committee

Dr. Sowada said changes were brought to the Board in April. The former Compliance Director left in January 2020 and Ms. Noreen Hove has taken over that position. Dr. Sowada said the proposed changes are to help make the transition complete. An authority line was added as well as a Compliance Auditor as a non-voting member who will also take the minutes. Dr. Sowada said a list of reports was also added. She said Mr. Tardoni and Ms. Suzan Campbell, In-House Counsel, have been highly involved and the updated charter has been approved by the Committee. The motion to approve the Compliance Charter as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Employee Policies

Mr. Tardoni said the Human Resources Committee basically brought two policies to be in-line with the hospital appeal process. He said Mr. Jim Phillips had made a comment he would like to see all policies before they go to the Board but the changes were trivial and Mr. Tardoni said the Committee didn't think we needed to waste Mr. Phillips' time and brought it directly to the Board. Mr. Tardoni said there are some things that Mr. Phillips needs to see but that is an expense. Mr. Tardoni said he thinks it is better under current times to rely on the Hospital In-House Legal Counsel. Mr. Kelsey said we have not approved the termination and appeal policy. He said it is just for review now and feels it is appropriate to hold for a vote until the next meeting. He said Ms. Richardson requested an increase to one year for the intro and probationary period. If someone is transferred or promoted into another new position, they would serve an additional 90-day period. Mr. Phillips said he has not reviewed the policy. He said he does not want to review every policy. He clarified he wants to review specific employment-related policies. Mr. Jones said the policies will be on the agenda for approval at August meeting.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson provided a Covid-19 update and said we implemented our new face mask and social distancing policy. If an employee comes in contact with someone who tests positive who was not wearing a mask and social distancing, they will be quarantined by the State. Ms. Richardson said we want to continue Zoom meetings for the foreseeable future. She asked all staff to do all meetings by Zoom and she asked staff able to work from home to please work from home to minimize the spread of Covid-19 and help in keeping everyone safe. She asked for everyone's help to not have a surge of Covid cases. She said it would be wonderful to have a decrease in cases even after the July 4 holiday and she thanked everyone in advance for trying to do that. Ms. Richardson said we have trained over 420 of our staff, Board, and physicians on person-centered care (PCC). The PCC Steering Committee has been sending out daily e-mails trying to help our staff find ways to fill their compassion buckets. She said that every day we come and take care of our patients and we need to take care of ourselves, too. Ms. Richardson said some information Dr. Sowada sent to us was forwarded to staff. Ms. Richardson said we will continue sending those

messages and asked people to please share their stories. Ms. Richardson thanked Ms. Jackson, the Quality Department, and Ms. Kari Quickenden-Chief Clinical Officer, for their work on the PIPS plan. She said she thinks we will grow in leaps and bounds from their work. Ms. Karali Plonsky, Quality Analyst, sent out the safety survey and it looks like we have received a number of responses. We look forward to seeing the survey results. Ms. Richardson has been meeting with Dr. Sowada and Mr. Jones to create a plan to bring some new services and look at what we want to do in the post-Covid era we are facing. They created an Ad Hoc Revenue and Consumer Steering Committee. Ms. Richardson said we will be ready to roll that out very shortly. She said Dr. Sowada has been instrumental in getting that going. Ms. Richardson said the group will keep everyone posted. She said people have been receiving a high number of spam e-mails that say they are from her. She asked people to make sure to delete those and please let her know if you receive one. She reminded everyone that if it looks suspicious, do not respond to the sender and do not act on the request. Ms. Richardson presented her annual report to the Sweetwater Board of County Commissioners June 16. The presentation can be found on our hospital website and she encouraged people to review it when they have an opportunity. She said it was great to be able to talk about the great things going on at MHSC. Ms. Richardson said the auditors offered us some education related to Covid and financials. Ms. Richardson reported she created a team to look at opportunities to submit requests to the State for the \$1.25B they received related to Covid. She said this great team worked hard, stepped up, and looked at potential projects. The State Loan and Investment Board (SLIB) received our mobile lab and payroll expenses applications. Ms. Tiffany Marshall, Foundation Director, is working to submit a lab equipment application. The SLIB is meeting July 16 and we will find out if our requests are accepted. Ms. Richardson gave a shout out to the electronic health record (EHR) committee for their work to select a new EHR. She said they went above and beyond to talk to as many stakeholders as they could to make a good decision. The overwhelming choice was Cerner. Ms. Richardson thanked the Board for their support and approval. She thanked the staff, leaders, and physicians for working through this pandemic. She said it has been hard but we are all in it together and we will get through this. Ms. Richardson said this experience has taught us a lot. She shared the quote, "Tough times don't last. Tough people do." Ms. Richardson asked everyone to hang in there and please know she appreciates everyone. She thanked the Board for their support. Mr. Jones thanked everyone for what they are doing and said he agrees it has been a difficult time.

COMMITTEE REPORTS

Mr. Jones said we continue including information in our packets and on our hospital web page.

Quality Committee

Dr. Sowada said the information is included in the meeting packet.

Human Resources Committee

Mr. Tardoni said the information is in the meeting packet. He said it shows our path forward and where we are going.

Finance and Audit Committee

Mr. Kelsey said if you look at the financial narrative, it is gratifying to see our numbers are coming up and he hopes we can continue. The motion to approve the net potential bad debt of \$1,096,550.99 as presented was made by Mr. Kelsey; second by Mr. Mathey. Motion carried.

Building & Grounds Committee

Mr. Tardoni said his comments are in the meeting packet. He said we have a potential change order. Some items need to be sorted out so the information is not in the packet yet. Mr. Tardoni said he thinks it will be reviewed by the Committee and then brought to the Board for approval. Mr. Phillips said he believes any change orders need to come to the Board for approval.

Foundation Board

Mr. Jones asked Ms. Marshall to provide an update. Ms. Marshall said Mr. Fred Von Ahrens termed out from service on the Foundation Board but we are going to continue to invite him as a guest until we have a new member. Mr. Charlie Van Over, President, will term out in November. Ms. Marshall said there will be a transition this year. She said we are working hard on the SLIB grant applications. Mr. Jones said we are sad to see Mr. Von Ahrens and Mr. Van Over go because they have been great board members and we appreciate their support of the Hospital.

Compliance Committee

Dr. Sowada said there was nothing new to report.

Governance Committee

Mr. Mathey said we are working on a policy of attendance at committee meetings. He said the recent special workshop was timely. We are working on the maintenance of minutes and records policy for the Board and committees. We are working on contracts that need Board approval.

Executive Oversight and Compensation Committee

Mr. Mathey said we will have another leadership interview in executive session.

Joint Conference Committee

Mr. Mathey said a meeting is set in July.

CONTRACT REVIEW

Consent Agenda

Mr. Tardoni said there is a space in one contract that should not be there. Mr. Ron Gatti, Sweetwater Medics, said their agreement is a carbon copy of the one we had in the past. He said it is dependent on the number of transports MHSC determines is their responsibility and then those

would fall under this contract. He said it is exactly the way it has been the past two years. He said Sweetwater Medics signed a contract with the County for continued service for the next 12 months. Mr. Gatti said they are still looking for ways to consolidate and improve and find economies of scale to improve. The motion to authorize the CEO to execute the contracts in the consent agenda was made by Mr. Mathey; second by Mr. Tardoni. Motion carried. Mr. Mathey asked what OVID is and Ms. Suzan Campbell, In-House Counsel, said Wolters Kluwer has three different divisions and OVID is one of the medical libraries divisions.

MEDICAL STAFF REPORT

Mr. Jones reported Dr. Lauridsen was unable to join the meeting and told Mr. Jones he did not have anything to add. Ms. Kerry Downs, Medical Staff Services Director, said Ms. Jackson sent Ms. Downs a notice from The Joint Commission regarding removing barriers from physicians related to mental health conditions. Ms. Downs said we updated our health statement and application for initial and reappointment to physicians and to allied health professionals. She said she thinks it can wait for approval if the Board needs more time to review. The request for approval will be on the August meeting agenda.

GOOD OF THE ORDER

Mr. Mathey asked those on committees he is going on to help him with his new assignments.

Ms. Richardson announced Dr. Kristy Nielson, Chief Nursing Officer, gave us her resignation and plans to stay with us through The Joint Commission survey deadline of August 31. Ms. Richardson said she could not say enough good about Dr. Nielson and all she has done, the time and commitment mentoring, the guidance provided, and said we wish her well. Ms. Richardson thanked Dr. Nielson and said she will be greatly missed. Mr. Jones said he hopes she has a wonderful retirement.

Mr. Jones said he appreciates everything everyone is dealing with and everything everyone is doing.

Mr. Tardoni said Covid has presented some difficulties to the whole country but we are finding new ways to deal with things.

EXECUTIVE SESSION

Mr. Jones said the Board would move into executive session for personnel reasons and was anticipating the timeframe would be 45 minutes. He said the Board would end the current Zoom meeting and take a 10-minute break. The motion to go into executive session was made by Dr. Sowada; second by Mr. Mathey. Motion carried.

RECONVENE INTO REGULAR SESSION

At 5:42 PM, the Board came out of executive session and the motion to resume regular session was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to grant privileges to healthcare professionals as discussed in executive session with the list appearing in the minutes was made by Mr. Mathey; second by Dr. Sowada.

Credentials Committee Recommendations

1. Initial Appointment to Active Staff (2 years)
 - Dr. Alicia Gray, Hospitalist
2. Initial Appointment to Associate Staff (1 year)
 - Dr. Joshua Binks, Radiation Oncology
3. Initial Appointment to Consulting Staff (1 year)
 - Dr. Eric Taday, Cardiovascular Disease (U of U)
4. Reappointment to Active Staff (2 years)
 - Dr. Jacob Johnson, Family and Occupational Medicine
5. Reappointment to Locum Tenens Staff (1 years)
 - Dr. Taylor Delgado, Emergency Medicine (U of U)
 - Dr. Chandrashekar Yeshlur, Pediatrics
6. Reappointment to AHP Staff (2 years)
 - Jacqueline Lindsey, FNP, Oncology Nurse Practitioner

The motion to approve the doctor contracts discussed in executive session and authorize the CEO to sign those contracts was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 5:44 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary