

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

May 6, 2020

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on May 6, 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; Dr. Lawrence Lauridsen, Medical Staff President; 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. Tardoni read aloud the mission and vision statements.

Mission Moment

Ms. Richardson said she had three mission moments to share. First, she gave a huge shout out to our community for being so strong, supportive and connected to the Hospital. She said the community has been so good to us and we are very grateful for their outpouring of kindness and compassion. Second, Ms. Richardson recognized the staff. She said we are so fortunate to have our staff. They are respectful, supportive, compassionate, caring, and kind. She said she is proud and humbled to be part of this compassionate, caring team. Third, Ms. Richardson said we are grateful for our Board of Trustees for their support, direction, and confidence. She said we also appreciate our great Board of County Commissioners. Mr. Jones said this has not been an easy time for anybody and it is important to hear positive things. He thanked Ms. Richardson for her comments and everyone for all they are doing.

APPROVAL OF AGENDA

The motion to approve the agenda as presented was made by Mr. Mathey; second by Mr. Tardoni. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the April 1, 2020, regular meeting as presented was made by Mr. Mathey; second by Dr. Sowada. Motion carried. The motion to approve the minutes of the April 23, 2020, special meeting as presented was made by Mr. Kelsey; second by Mr. Tardoni. Mr. Mathey abstained and the motion carried.

COMMUNITY COMMUNICATION

Ms. Leslie Taylor, Clinic Director, said she is proud to work at the Hospital. She said she is grateful to work with such amazing people.

OLD BUSINESS

COVID-19 Preparation and Recovery - Incident Command Team Update

Mr. Jones said there is a lot of information out there and people are doing a good job but it is important to get that from our Incident Command. Ms. Kim White, Incident Command, reported staff has continued to do very well. We moved the swabbing station to the front of the Hospital. A rapid test is now available and testing is going well. We are working closely with public health. Ms. White said a press release was issued earlier in the day that we have our second patient diagnosed with Covid admitted to the Hospital. Everything has been going very smoothly with the process. We are testing all adult inpatients. We will begin testing obstetrics patients. We are testing surgical patients. We schedule selective and elective surgery as personal protective equipment (PPE) supplies allow. Staff is required to have Covid PPE on for all emergency surgeries. We have the antibody test available; however, it has not been FDA-approved so we are not promoting that right now. Ms. White said we want to start offering again following FDA-approval. We are still working on our PPE supplies. We had 23 orders in and 19 have been canceled by our vendor. We continue searching for PPE. Thankfully, we have received some donations from the community. We are also using some N95 masks that the Centers for Disease Control and Prevention (CDC) allows us to sterilize. Ms. White said we appreciate the staff for doing everything they are asked to do. We have had a great response from the community showing their support. Donated masks are given to patients and guests as well as non-clinical staff. Mr. Tardoni said he has used the outpatient lab several times and it worked so well. He said it is in such a convenient location now. Ms. White said we have received a lot of positive feedback and requests to keep the lab in that temporary location. Mr. Jones thanked Ms. White, the staff, and everyone in our community.

NEW BUSINESS

Financial Hardship Policy

Mr. Kelsey said this is the second time the Finance and Audit Committee has looked at the policy. He thinks the policy is a good one and encapsulates what staff is trying to do to help patients. Ms. Tami Love, Chief Financial Officer, said another category was added for when a person has a balance of \$10,000 or larger and there is a minimum payment of \$500. She said there is no hurry to approve the policy at this meeting. The self-pay rate is a new program offering. She said three different programs were combined into one policy. Dr. Sowada said research shows most Americans don't have an extra \$400 in their checkbook and asked if that was considered when

creating the new category requiring a minimum payment of \$500. She said she knows the Hospital has to be paid but is it realistic. Ms. Love said there is flexibility in the policy to work with individuals. Mr. Kelsey said he thinks we should bring a request for approval to the June meeting.

Plan for Providing Patient Care Services and Scopes of Care

Dr. Sowada said it is a Joint Commission requirement to have this information written out in this type of format. Mr. Tardoni said it is a good document to have so it shows what we are really doing.

Executive Oversight and Compensation Committee Charter

Mr. Kelsey said he thinks it looks good. He said he is pushing hard to staff to get a consultant review of compensation. He thinks there should be a tie-in between staff and chief officers and coordination with the Human Resources Department.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson thanked Ms. White for her presentation. She said Incident Command does a great job. They are meeting three days a week and working daily on Covid-19 plans. We are working on our sustainable plan for the future. Ms. Richardson commended them for their work. We have limited our visitors to try to protect the staff and the community. We still want to stress social distancing and face coverings when in public to slow the spread and get things opened up. As of May 5, we had 12 positive cases. We have performed 718 tests with 23 pending cases and 2 inpatients. We want our community to know we are here for them. Our number one goal is to take care of our community. We will have a strategic plan update with the Board and community pending social distancing guidelines. Person-Centered Care Workshops are on hold until at least mid-May. We have a Zoom Patient and Family Advisory Council meeting scheduled in May. The Person-Centered Care Steering Committee met remotely and came up with some exciting ideas to support staff. We are looking at ways to uplift staff and want to make sure our staff knows we appreciate them. We started the walk-in clinic and are trying to give as many contact points as we can. The staff and physicians have been working hard to make it happen to help patients. \$100B in federal funds were included in the CARES Act. We received \$1.2M and we don't have to pay that back. On April 22 it was announced the government would release another \$50B. We received \$466,000 on April 24. Another \$10B for rural hospitals was announced. We received \$4.88M on May 6. Ms. Richardson said this will help us immensely in meeting our bond covenant goals and our bottom line. It came at a great time and we are really thankful. President Trump signed a bill for \$500B for hospitals and nationwide testing programs. We applied for and received a \$7.4M advance in accelerated Medicare payments and will have to pay that back. We are watching for opportunities to apply for everything we are entitled to. Ms. Love and Ms. Richardson had a Standard and Poor's call and told them we should have additional financial information. We forwarded updated financial information to them and have a follow up phone call on May 8. Ms. Richardson said Standard & Poor's should take our information to committee next week. On May 5 the Sweetwater Board of County Commissioners voted to suspend the Six Penny Initiative. They will revisit at a future date. There is a possibility of a special election in May 2021 or fall 2021. Ms. Richardson said we support their decision and appreciate their help. We will resume elective surgeries again. Outpatient starts the week of May 11 and inpatient the week of May 18. The State of Wyoming was given \$1.2B of Covid-19 relief funds. We are starting to brainstorm possible uses

of these funds. Ms. Richardson said she has been communicating with legislators for ideas to submit. We continue to be prepared for a visit from The Joint Commission. We have been having budget meetings. We will review the FY21 budget with the Finance and Audit Committee May 19. The 3D mammo unit is on-site. Ms. Richardson again thanked the Foundation for their support and generosity. A virtual town hall meeting is scheduled May 7 at 3:00 PM and will be recorded. Recently, Ms. Richardson asked staff to forward questions to her and she plans to address them in the meeting. Hospital Week is next week and we decided to postpone events. The week is important and we want to make it a special week. Ms. Richardson thanked the hospital staff, leaders, and physicians for uniting to keep everyone safe. She said we have a great team here. Mr. Jones thanked Ms. Richardson for her report.

COMMITTEE REPORTS

Mr. Jones said if anyone has anything they need to say, please do, otherwise report by exception instead of report by status. He said he didn't want to skip over or say things were not important. The information is in the packet for everyone to see.

Quality Committee

Dr. Sowada said she had nothing additional to report at this time.

Human Resources Committee

Mr. Tardoni said he had nothing additional to report at this time.

Finance and Audit Committee

Capital Expenditure Requests: The motion to approve capital expenditure request FY20-55 for a hot water heat exchanger for \$27,110.98 as presented was made by Mr. Kelsey; second by Dr. Sowada. Mr. Kelsey said the request is not budgeted but is a code requirement. Motion carried.

Bad Debt: The motion to approve the net potential bad debt of \$1,159,293.21 as presented was made by Mr. Kelsey; second by Mr. Mathey. Motion carried.

Building & Grounds Committee

Mr. Tardoni said he had nothing additional to report at this time.

Foundation Board

Mr. Jones said there was a cruise in town that raised over \$15,000 for the Hospital plus additional donations were raised by the Foundation online. He said it is an outpouring of support and humbling to see everyone come out and show such a tremendous amount of support. Mr. Jones said we cannot thank the community enough.

Compliance Committee

Dr. Sowada said she had nothing additional to report at this time.

Governance Committee

Dr. Sowada said she had nothing additional to report at this time.

Executive Oversight and Compensation Committee

Mr. Mathey said the charter is in the packet and we will discuss that in Executive Session.

Joint Conference Committee

Mr. Mathey said the Medical Executive Committee has completed its review of the bylaws. The Committee will meet later in May to continue work.

MEDICAL STAFF REPORT

Dr. Lauridsen reported the General Medical Staff met April 20. The Medical Executive Committee met April 28 and selected two outstanding high school students to receive scholarships. The Medical Staff matches funds with the Hospital. Ms. Deb Sutton, Public Relations and Marketing Director, said the Hospital staff also offers a scholarship. She will issue a press release next week.

GOOD OF THE ORDER

Mr. Jones said the Hospital is an outstanding organization taking care of people. The current situation changes daily and things continue to be well planned. He said it is pretty impressive to say the least.

Dr. Sowada said in addition to hospital staff, she commends public health and the private physician offices. With hospital leadership, she thinks everyone has really pulled together.

EXECUTIVE SESSION

Mr. Jones said he wanted to avoid any perception of not complying with open meeting law as we use a different method to meet. He said the Board would take a ten-minute break and then planned to return to public session in approximately 45 minutes. Due to some issues logging in to the call initially, Dr. Sowada asked everyone not participating in executive session to leave the call rather than have the Board dial in to a separate number. Mr. Jones asked anyone interested in being contacted via phone or text when the Board returned to public session to let us know and we would notify them. No one requested to be notified. The motion to go into Executive Session was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

RECONVENE INTO REGULAR SESSION

At 4:23 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 grant privileges or extend privileges to healthcare professionals as discussed in executive session was made by Mr. Mathey; second by Dr. Sowada. Mr. Tardoni abstained and the motion carried.

Credentials Committee Recommendations from April 14, 2019

1. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. David Kantorowitz, Radiation Oncology
2. Reappointment to Active Staff (2 years)
 - Dr. William Sarette, Pediatrics
 - Dr. David Liu, Otolaryngology
3. Reappointment to Consulting Staff (2 years)
 - Dr. Vivek Reddy, Tele Stroke (U of U)
 - Dr. Jerry Walker, Cardiovascular Disease (U of U)
 - Dr. John Ryan, Cardiovascular Disease (U of U)
 - Dr. Erin Clark, Maternal/Fetal Medicine (U of U)
4. Reappointment to Locum Tenens Staff (1 years)
 - Dr. Jad Wakim, Hematology/Oncology
5. Additional Privileges
 - Dr. Jonathan Schwartz, Endotracheal Tube Placement
 - Dr. William Marcus Brann, Cardiology Procedures

The motion to approve renewal of two doctor contracts as discussed in executive session and authorize the CEO to execute the contracts was made by Mr. Mathey; second by Mr. Kelsey. Mr. Tardoni abstained and the motion carried.

The motion to authorize the CEO to execute a one-year extension of the Emergency Department contract with the University of Utah as discussed in executive session was made by Mr. Mathey; second by Dr. Sowada. Mr. Tardoni abstained and motion carried.

The motion to approve the Board and CEO interview form as discussed in executive session was made by Mr. Mathey; second by Dr. Sowada. Mr. Tardoni abstained and motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:27 PM.

Mr. Taylor Jones, President

Attest:

Mr. Ed Tardoni, Secretary