

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

April 7, 2021

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on April 7, 2021, 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. Jacques Denker, Medical Staff President; Mr. Geoff 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

Dr. Sowada read aloud the mission and vision statements.

Mission Moment

Ms. Richardson said she is very proud of our staff. Two years ago, we partnered with Planetree and we are pleased with that experience. Today is World Health Day focusing on building a fairer, healthier world. Throughout the month we get e-mails from staff, physicians, and patients. Ms. Richardson said we wish we could share them all. She read aloud an e-mail from an employee in Central Scheduling where she shared a patient experience story related to the culture of the Hospital and said she is happy to be associated with MHSC.

APPROVAL OF AGENDA

The motion to approve the agenda with requested additions by Mr. Tardoni of “for action” where applicable was made by Mr. Mathey; second by Mr. Kelsey. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the February 3, 2021, regular meeting with a correction by Dr. Sowada of “things” to “thinks” on page 5, and the minutes of the February 8, 2021, special meeting, February 9, 2021, emergency meeting, February 11, 2021, special meeting, February 24, 2021 special meeting, and March 30, 2021, special meeting as presented was made by Dr. Sowada; 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 Commander and Director of Emergency Services, reported numbers are holding steady. We have seen a decrease in Covid admissions. Personal protective equipment numbers are holding steady. Dr. Jean Stachon and the State announced we have two variants in Wyoming. We are helping Public Health by hosting a drive-thru vaccine clinic Friday and Saturday, April 9 and 10, from 2-7 PM. Ms. White said we have made a change to our visitor policy. Each patient is now allowed two visitors. The visitors must be over 18 and screened. The swabbing station hours have changed to Monday – Saturday from 9 AM to 2 PM. Ms. White reported we are maintaining the mandatory mask policy in our facility to protect everyone in the facility.

Termination and Appeals Policy, Introductory Period

Mr. Tardoni said placeholders remain on the agenda for the Termination and Appeals Policy and the Introductory Period Policy.

Political Activity

Mr. Tardoni said the Political Activity Policy is ready for consideration and passage by the Board. The motion to approve the policy as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Communication Systems

Mr. Tardoni said the policy recognizes the nature of our devices. The policy was reviewed by I.T. and is ready for a vote by the Board. The motion to approve the policy as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Rules of Practice Governing Hearings

Mr. Jones said the placeholder remains on the agenda for the Rules of Practice Governing Hearings Policy.

Medical Staff Rules and Regulations

The motion to approve the medical staff rules and regulations was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

Medical Staff Bylaws

Ms. Kerry Downs, Medical Staff Services Director, reviewed the requests to approve changes to the new medical staff bylaws and existing medical staff bylaws related to a physician member of credentials who was then elected as a medical staff officer. There was agreement the physician should not be able to vote if in both positions. Ms. Downs said the changes are essentially the same as existing and new but felt it was appropriate to make the change to both even though the new bylaws are not approved yet.

Proposed Changes to Existing Bylaws: The motion to approve the changes to the existing medical staff bylaws as requested was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Proposed Changes to New Bylaws: The motion to approve the changes to the new medical staff bylaws as requested was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

NEW BUSINESS

Board Bylaws

Dr. Sowada reminded everyone The Joint Commission recommends reviewing the board bylaws every 5 years. The last review was in 2017 so we are within our time. She said the bylaws must fit with Wyoming statutes. Dr. Sowada thanked Mr. Mathey, Ms. Richardson, Ms. Marianne Sanders-Physician Recruitment and Retention Manager, and Ms. Suzan Campbell-In House Legal Counsel, for their work. She said there are two comment balloons with the decision to be left to the Board: 1) number of years an officer can hold office, 2) number needed to approve changes. Mr. Jones and Mr. Kelsey said they felt a quorum of the Board should be the choice.

Telecommuting

Mr. Tardoni said the policy defines the difference between a job constantly remote vs. occasionally working from home. When the political activity issue was discussed at the last meeting there were some concerns regarding telecommuting so some language has been added to this policy. Mr. Tardoni asked for comments to be sent via e-mail to Mr. Tardoni and Ms. Campbell.

Plan for Providing Patient Care Services and Scopes of Care

Ms. Kari Quickenden, Chief Clinical Officer, said we bring this annually for review and approval due to The Joint Commission requirements. She reported Ms. Robin Fife, Clinical Administration Assistant, helps with this every year to gather the information. There were some minor changes. The Plan was last approved by the Board in June 2020. Mr. Tardoni noted some changes that still needed to be made and said he didn't think it had to come back under "New Business" again; just bring the changes back to the Board for action.

Medical Staff Leadership Direct Consultation with the Board Policy

Ms. Kara Jackson, Director of Quality, Accreditation and Patient Safety, said this was brought forward from the report provided by our quality consultant. The Medical Executive Committee

and Joint Conference Committee have given their approval. Following discussion, Ms. Jackson said she would add the terminology both the Board and the Medical Staff can request. Dr. Sowada recommends the first sentence say the Board of Trustees so we should be specific. Mr. Kelsey said the title should reflect the Board of Trustees, too.

FOIA Public Records

Ms. Campbell said we had a policy that did not have the appropriate forms so she completed an update. The forms are now available online. She said it is more standardized and easier for people to access.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson gave an update on the strategic plan. In the area of patient experience, we continue to train staff on person-centered workshops with the goal of 100% completion by June 30, 2021. We have trained over 500 people. We have started our communicating with empathy workshops. We are receiving good feedback. Ms. Richardson said we plan to finish those workshops by the end of the year. In the area of quality, we are still waiting for The Joint Commission to visit. They were due to visit by this past August. Covid has delayed their arrival. While we are waiting and preparing, we continue to round. Ms. Richardson reported we are working on quality measures. We are waiting for the final star rating. In the area of community and growth, we held a health fair March 5 and 6. Ms. Richardson thanked Ms. Lena Warren, Community Outreach Director, the Lab, and all the staff involved. We feel serving our community is our role. We continue to manage our construction projects. Ms. Richardson has a new format for her leadership meetings based on the committees of the Board. She is meeting with the senior leaders weekly to review key information. Ms. Richardson said we continue finetuning the Newhouse Project and developing the communication plan. Ms. Richardson will conduct a Town Hall on April 28 at 3 PM via Zoom. We are nearing the end of the 2018-2021 strategic plan. We are working on the next three-year plan and looking for dates to talk about it. We continue to work on the Cerner implementation. Go Live is still planned for October 2021. Ms. Richardson thanked everyone involved. Budget meetings are scheduled this week and next week. She thanked department leaders for being prepared to discuss their budgets in detail. The budget will be ready for the Board to approve at the June meeting. iPro is very informational and encouraged the Trustees to visit the site and get started. We continue to manage and limit in-person travel. We are doing all we can virtually. The Governance Institute is offering both virtual and in-person conferences for April and October. Ms. Richardson encouraged people to visit for drive-thru vaccine clinic April 9 and 10 and said we have 500 doses available. Ms. Richardson thanked the Board for their support, as well as the Commissioners, staff, and physicians for taking such good care of our patients. Mr. Jones thanked Ms. Richardson for her report.

COMMITTEE REPORTS

Mr. Jones said if anything needs to be brought forward, please discuss it at this time.

Quality Committee

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

Human Resources Committee

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

Finance and Audit Committee

Capital Expenditure Requests: The motion to approve capital expenditure request FY21-60 for \$74,500 for an automated blood analysis system for the Lab was made by Mr. Tardoni; second by Mr. Jones. Mr. Tardoni said this is a budgeted item and CARES Act eligible. The motion carried. The motion to approve capital expenditure request FY21-61 for \$54,500 for an automated urinalysis system for the Lab was made by Mr. Tardoni; second by Mr. Jones. Mr. Tardoni said this is a budgeted item and CARES Act eligible. Motion carried. The motion to approve capital expenditure request FY21-62 for \$181,359.20 for the normal cycle replacement of desktop computers and laptop monitors was made by Mr. Tardoni; second by Mr. Jones. Mr. Tardoni said this is budgeted and will be paid with MHSC funds. Motion carried. The motion to approve capital expenditure request FY21-63 for \$519,278.83 for replacement of electrical routing switches throughout the Hospital was made by Mr. Tardoni; second by Mr. Jones. Mr. Tardoni said this is budgeted but coming in over budget and will be paid with MHSC funds. Motion carried. The motion to approve capital expenditure request FY21-64 for \$905,461 for air flow control systems in ducts around the Hospital was made by Mr. Tardoni; second by Mr. Jones. Mr. Tardoni said this would be paid by County maintenance funds with the balance remaining paid by MHSC funds. Motion carried. The motion to approve capital expenditure request FY21-65 for \$234,899.73 for limited supply transport monitors was made by Mr. Tardoni; second by Mr. Jones. Mr. Tardoni said this is non-budgeted and will be paid by MHSC funds. Motion carried.

Bad Debt: The motion to approve the net potential bad debt of \$1,088,233.43 as presented by Mr. Ron Cheese, Director of Patient Financial Services, was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

Building & Grounds Committee

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

Foundation

Mr. Jones said we are adding a Foundation Board member and it will be the last one for a little while. We are working on the gift giving committee and looking at the possibility of a golf tournament.

Compliance Committee

Mr. Tardoni said the compliance effort has been affected by Covid. Roadblocks are removed and the audits are being done. He said information is in the packet.

Governance Committee

Dr. Sowada said she did not have anything to add to the information in the packet.

Executive Oversight and Compensation Committee

Mr. Jones said the Board will discuss in executive session.

Joint Conference Committee

Mr. Jones said there is nothing to report.

CONTRACT REVIEW

Contracts Approved by CEO since Last Board Meeting

There were no comments.

MEDICAL STAFF REPORT

Dr. Denker thanked the Board for their approvals earlier in the meeting. He said the General Medical Staff met the previous night and focused on the star rating and CMS measures. He said Ms. Richardson led the discussion and Ms. Jackson gave a great presentation. Dr. Denker said the Medical Staff are open to any criticism and suggestions. They want to do a good job. Mr. Jones thanked Dr. Denker for his report.

GOOD OF THE ORDER

Dr. Sowada echoed Ms. Richardson's comments on iPro. She said it is like having a Board encyclopedia at your fingertips. There is good information for Board members. Each topic is 10-30 minutes long and is concise, up-to-date, and easy to access.

Commissioner Smith said the Commissioners took action the previous day on appointment to fill Mr. Mathey's seat on the Board. Ms. Kandi Pendleton is the recommendation and can start working and training but cannot be appointed by statute until June. Mr. Jones said we appreciate the commissioners doing that. Mr. Jones said there is a lot to being a Board member at the Hospital. We appreciate Mr. Mathey's suggestion to select as early as possible and acceptance by the Board of County Commissioners of that request. Mr. Jones said there was a great list of people interested and we know Ms. Pendleton will do a great job.

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. The motion to go into executive session was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

RECONVENE INTO REGULAR SESSION

At 5:05 PM, the motion to leave executive session and return to regular session was made by Dr. Sowada; second by Mr. Mathey. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve privileges for those health professionals discussed in executive session was made by Mr. Mathey; second by Mr. Tardoni. Motion carried.

Credentials Committee Recommendations from March 9, 2021

1. Reappointment to Active Staff (2 years)
 - Dr. Jacques Denker, Orthopaedic Surgery
 - Dr. Brytton Long, Family Medicine
 - Dr. David Dansie, Family Medicine
 - Dr. Jeffery Wheeler, OB/GYN
2. Reappointment to Consulting Staff (2 years)
 - Dr. Lillian Khor, Cardiovascular Disease (U of U)
 - Dr. Frank Rembert, Tele Radiology (VRC)
3. Reappointment to AHP Staff (2 years)
 - Brian Barton, Physician Assistant Family Medicine

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

The motion to deny the claim presented in executive session was made by Mr. Mathey; second by Mr. Kelsey. Motion carried.

ADJOURNMENT

Mr. Jones thanked everyone. There being no further business to discuss, the meeting adjourned at 5:07 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary