

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

February 7, 2024

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session via Zoom on February 7, 2024, at 2:00 p.m. with Dr. Barbara Sowada, President, presiding.

CALL TO ORDER

Dr. Sowada welcomed everyone and called the meeting to order.

Dr. Sowada requested a roll call and announced there was a quorum. The following Trustees were present: Judge Nena James, Mr. Marty Kelsey, Ms. Kandi Pendleton, Mr. Craig Rood, and Dr. Barbara Sowada.

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Dr. Brianne Crofts, Medical Staff President; Mr. Taylor Jones, Sweetwater County Commissioner Liaison; and Mr. Geoff Phillips, Legal Counsel.

Pledge of Allegiance

Dr. Sowada 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 announced Dr. Banu Symington was recently invited to join the editorial board of *CA: A Cancer Journal for Clinicians*, the flagship journal of the American Cancer Society, as an Associate Editor. Ms. Richardson said this is wonderful for Dr. Symington to receive this recognition. Ms. Richardson said at the recent Red Tie Gala, a gentleman approached Ms. Richardson and said he would not be here without the Hospital. He said he supports the Hospital, is very grateful to everyone, and was very complimentary to the physicians and staff.

AGENDA

The motion to approve the agenda as presented was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the January 3, 2024, regular meeting as presented was made by Mr. Rood; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

Employee Policy – Non-Discrimination & Anti-Harassment

Dr. Sowada said we continue work on employee policies. Ms. Pendleton suggested calling a special HR Committee meeting in February to move forward anything that is ready for full Board review in March.

NEW BUSINESS

Joint Conference Committee Charter

Dr. Sowada reported the last time the information was reviewed was 2017. She and Mr. Kelsey said the changes were minor. The motion to approve the updated Joint Conference Committee Charter as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

Emergency Operations Plan

Ms. Stevie Nosich, Emergency Management and Environmental Safety Coordinator, reviewed the Emergency Operations Plan (EOP) information. She said there were slight changes due to Joint Commission updates. Dr. Sowada requested a minor change in capitalization and said the document will return to the March meeting agenda for a second review.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson thanked staff for embracing our person-centered care culture. She said the work started with our current strategic plan. Ms. Richardson said when The Joint Commission was here in December, during introductions, she took the opportunity to talk about our culture. They asked if we thought they would see and feel the culture when they were conducting the survey. At the exit meeting, they said they could feel our culture and recognized it as something they do not always see. Ms. Richardson said we want to make sure we take care of our patients and take care of the staff who take care of the patients and each other. She said we have an amazing group of trainers for our person-centered-care workshops. Ms. Richardson said we continue to meet with new physicians, locums physicians, and University of Utah emergency room physicians to review our culture and expectations. Ms. Richardson said our Patient and Family Advisory Council continues to meet monthly. She said it is an excellent group of community members, the meetings are well-attended, and the group is committed to helping the Hospital move healthcare forward in Sweetwater County. Ms. Richardson said we continue to look at the specifics around Critical Access Hospital status to make sure we have everything structured the way we want. We are working on our responses to the recent Joint Commission survey. We will need to be surveyed again following submitting our Critical Access Hospital application. Ms. Richardson said we have been working on the updated strategic plan. She apologized for not bringing it forward yet and said she has been working on it with her senior leaders to make sure we do our due diligence to

create and present a valuable plan. The update will be on the March meeting agenda and will include goals and initiatives. Ms. Richardson said our responses to The Joint Commission following their December onsite survey are due February 12. She said we are one of only 20% of hospitals in the nation not receiving a repeat survey. Ms. Richardson thanked everyone involved in the work to achieve a good survey. A group toured our locations for master plan work and staff were very receptive and helpful. Ms. Richardson said we are watching for their final report. Ms. Richardson reported she had been doing regular radio spots and invited Trustees to join her. She said the American Hospital Association Rural Healthcare Conference will be held in February and she is happy Dr. Sowada and Mr. Rood are able to participate. Dr. Sowada has been invited to participate in a podcast and will address some of the challenges we have been facing in rural hospitals. Ms. Richardson said it is impressive Dr. Sowada was asked to do this and it speaks to her good work over the years and valuable board experience. Dr. Sowada noted the importance of hiring a good CEO and having a good, trusting relationship which she said we have done here. Ms. Richardson reported the Red Tie Gala was an amazing event and thanked the Foundation for a wonderful event and the support they give us. She said departments donated creative baskets and the live auction items were great. Ms. Richardson said she heard many positive comments and is so grateful to the community for their support. Ms. Richardson said she spoke at the Young at Heart Senior Center in January and has been invited back so she plans to return often. She is speaking at the Green River Chamber of Commerce luncheon in February. She said she looks for opportunities to talk about all the great things happening at the Hospital and give people the opportunity to ask questions. Ms. Richardson said we have been very busy at the Hospital and thanked staff for taking care of our patients and our community. Dr. Sowada said that, as always, everyone has been very busy doing very good work.

COMMITTEE REPORTS

Governance Committee

Dr. Sowada said the meeting minutes are in the packet. She said the Board Bylaws need to be reviewed every three years and the last review was in May 2021. The Committee is going to form an Ad Hoc Committee to work on the Bylaws.

Quality Committee

Ms. Pendelton said Dr. Sowada chaired the meeting and asked her to cover anything specific. Dr. Sowada asked everyone to pay attention to the summary provided by the Quality Department. She said there are some outstanding performance improvement initiatives in the works. Dr. Sowada noted the full Quality Committee packet with all the details is in the board portal for Trustee reference.

Human Resources Committee

Ms. Pendelton said the Committee did not meet and will conduct a special meeting in February.

Finance and Audit Committee

Capital Expenditure Request: Mr. Kelsey said Ms. Richardson approached the Committee with a request to purchase an item in a timely manner and she utilized her delegated expenditure authority to purchase a DEXA scanner with the understanding she would request ratification from the Board at this meeting. The motion to approve the purchase of a DEXA scanner for \$57,695.50 as presented was made by Mr. Kelsey; second by Judge James. Motion carried. Ms. Richardson thanked everyone for their support of her using her emergency privileges and thanked Dr. Sowada and Mr. Kelsey for their quick responses. She said it is wonderful to get the equipment here for the care of our patients.

Bad Debt: The motion to approve the potential bad debt of \$1,342,402.42 as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

Finance & Audit Committee Meeting Information: Dr. Sowada noted a record high revenue month. Ms. Tami Love, Chief Financial Officer, agreed and provided a brief overview of financial highlights. Mr. Kelsey noted contract labor went down and he shared some comparison information from a review of statistics he made for December 2022 and December 2023. He explained what causes our margins and noted revenues were up almost 19% and expenditures were up only 4%.

Foundation Board

Ms. Tiffany Marshall, Foundation Director, provided a brief update of the Master Plan Project, Guardian Angel Program, Waldner House usage, ultrasound equipment grants, Donor Wall updates, and the success of the Red Tie Gala. Mr. Rood, Judge James, and Commissioner Jones said it was a great event.

Executive Oversight and Compensation Committee

Dr. Sowada said the Committee has not met.

Joint Conference Committee

Dr. Sowada said the Committee has not met.

Building and Grounds

Mr. Kelsey said his report is in the packet.

Compliance Committee

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

CONTRACT REVIEW

Cardinal Pharmacy Agreement

Ms. Richardson reviewed the agreement. She said the relationship we have had with Cardinal has been very good. It has been a long standing relationship and she said we are grateful for the services they provide to us. They are wonderful to work with and are very knowledgeable. The motion to approve the agreement as presented was made by Mr. Rood; second by Ms. Pendleton. Motion carried.

BOARD EDUCATION

Dr. Sowada said she thought the short videos were a nice overview.

MEDICAL STAFF REPORT

Dr. Crofts said the Medical Staff has been reviewing their bylaws. The plan is for changes to come to the full Board in March for review.

GOOD OF THE ORDER

There were no comments.

EXECUTIVE SESSION

The motion to go into executive session at 3:00 p.m. was made by Mr. Kelsey; second by Mr. Rood. Motion carried. Dr. Sowada said there would be a 10-minute break.

RECONVENE INTO REGULAR SESSION

The motion to leave executive session and return to regular session at 3:57 p.m. was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to grant clinical privileges and appointments to the Medical Staff as discussed in executive session was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from January 9, 2024

1. Initial Appointment to Associate Staff (1 year)
 - Dr. Rami Ibrahim, Radiology
2. Reappointment to Active Staff (2 years)
 - Dr. Brandon Shelley, Podiatry

3. Reappointment to Consulting Staff (2 years)
 - Dr. Sarah Lombardo, Tele-ICU
 - Dr. Sudha Jayaraman, Tele-ICU
 - Dr. Shaden Mohammad, Tele-Radiology
4. Reappointment to Non-Physician Staff (2 years)
 - Leete, Starla Certified Nurse Midwife

The motion to approve physician and staff contracts and authorize the CEO to execute the contracts as discussed in executive session was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:01 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary