

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

July 1, 2024

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on July 1, 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, Mr. Craig Rood, and Dr. Barbara Sowada. Excused: Ms. Kandi Pendleton.

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

Pledge of Allegiance

Dr. Sowada led the attendees in the Pledge of Allegiance.

Mission and Vision

Judge James read aloud the mission and vision statements.

Mission Moment

Ms. Richardson shared a story about a patient from Mission at Castle Rock who contacted her to tell her what a great hospital we have and how their experience was wonderful from the beginning to the end. The patient could not believe how kind the staff were with them. Ms. Richardson said she told the patient she would share the good story with the Board at the meeting. The patient asked Ms. Richardson what the mission of the Hospital is and when she relayed it to them, they said that is exactly what we are doing at MHSC.

AGENDA

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

APPROVAL OF MINUTES

The motion to approve the minutes of the May 29, 2024, regular meeting as presented was made by Mr. Kelsey; second by Judge James. Motion carried. The motion to approve the minutes of the June 17, 2024, special meeting as presented was made by Judge James; second by Mr. Kelsey. Motion carried. The motion to approve the minutes of the June 27, 2024, special meeting as presented was made by Judge James; second by Mr. Rood. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

Medical Staff Bylaws

Dr. Sowada reported the bylaws are still under review.

Performance Improvement & Patient Safety (PIPS) Plan

The motion to approve the FY25 PIPS Plan as presented was made by Mr. Kelsey; second by Judge James. Motion carried.

NEW BUSINESS

Election of Officers

Dr. Sowada presented the slate of officers as recommended by the Governance Committee:

President: Dr. Sowada
Vice President: Ms. Pendleton
Secretary: Judge James
Treasurer: Mr. Kelsey

Dr. Sowada said nominations may be made from the floor. The motion to approve the recommendations as presented was made by Mr. Rood; second by Judge James. Motion carried.

Committee Assignments

Dr. Sowada reported the updated assignments are in the meeting packet.

Finance & Audit: Mr. Kelsey, Chair; Mr. Rood
Building & Grounds: Mr. Rood, Chair; Mr. Kelsey
Quality: Dr. Sowada, Chair; Judge James
Compliance: Ms. Pendleton, Chair; Dr. Sowada
Human Resources: Ms. Pendleton, Chair; Judge James
Governance: Mr. Kelsey, Chair; Ms. Pendleton
Executive Oversight: Dr. Sowada, Chair; Ms. Pendleton
Joint Conference: Dr. Sowada; Judge James
Foundation: Mr. Rood

She thanked everyone for their contributions to committees. Dr. Sowada said it is the generosity of time and talent to make committees work that makes the work of the Board successful.

Annual Conflict of Interest Disclosure

Dr. Sowada asked Trustees to sign the form and return it to Administration before the next meeting.

Board of Trustees Policy – Appointment to Board Committee Policy

Dr. Sowada said the policy was created to give the ability to appoint non-board members to board committees. Mr. Kelsey said the Board recently approved amendments to the bylaws and one of those was that non-board members in the community can be appointed to board committees. The feeling is there may be people out there with expertise to help board committees. The suggestion to add someone must originate from the board committee member. Mr. Kelsey provided a summary of the framework and guidelines. He invited comments from others. Ms. Richardson said she thinks it will be beneficial and is well done. Dr. Sowada said one of the thoughts behind this is it is a way to encourage people to consider being a future board member as well as utilize outside expertise to deepen the bench.

Board Charter: Governance Committee

Mr. Kelsey said the current charter provides that committee members consist of the Board President and one board member. Dr. Sowada suggested she would like to delegate that because she has been on the Governance Committee since 2018. She felt it was time to have others serve on that committee. The motion to accept the charter revision as presented was made by Mr. Rood; second by Judge James. Motion carried.

CY24 Infection Control Plan

Dr. Sowada noted we have a calendar year plan for review. She said the Hospital does well from an infection control standpoint. She said it was a very thorough plan and invited questions. Mr. Kelsey asked if there were changes from the previous year and, if there were, he requests an explanation provided at the next meeting.

Proposed FY25 Performance Improvement and Patient Safety (PIPS) Priorities

Dr. Sowada said the changes are minor and highlighted in the document in the packet. The motion to approve proposed FY25 priorities as presented was made by Judge James; second by Mr. Rood. Motion carried.

Critical Access Hospital “Patient Care” Policies

Dr. Sowada said there are many things related to policies involved in the change to critical access status. Patient care policies are required to be approved by the Board. Dr. Ann Marie Clevenger, Chief Nursing Officer, and Dr. Kari Quickenden, Chief Clinical Officer, have been working with Dr. Crofts on the policy updates. The plan is to bring them forward as consent agenda items. Dr. Quickenden said we have asked The Joint Commission if everything has to be approved before the survey in the fall. We have learned they do not, we only need the procedure in place. Dr. Crofts said we hope the big questions are resolved at the Medical Executive Committee level before presentation to the Board for approval. Mr. Rood asked for information on how the updates are communicated to the staff. Dr. Quickenden said everything with critical access requires review at least every two years if not designated more frequently, so we will continually work on them and communicate about them. Ms. Richardson thanked Dr. Quickenden, Dr. Clevenger, and Dr. Crofts for their hard work on this process and the updates.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson wished everyone a Happy Fiscal New Year! She said we are looking forward to FY25. Ms. Richardson welcomed new members to her Leadership Team: Ms. Stephanie Mlinar, Director of Quality; Dr. Brendan Gemelli, Director of Pharmacy; Ms. Kayla Mannikko, Executive Director of the Foundation; Mr. Gerry Johnston, Director of Facilities. Ms. Richardson provided an update on person-centered care culture initiatives. She said Dr. Quickenden and Dr. Clevenger have been developing reports to share strategic plan updates with the Board. Ms. Richardson said Ms. Tami Love, Chief Financial Officer, has been working with the State on our critical access status. The build-out in Cerner begins in July and will be completed by the end of September. We plan to have our provisional license effective October 1, 2024. We will have a survey by the state licensing authority as well as The Joint Commission in the fall. Ms. Richardson thanked everyone involved in this process. Ms. Richardson said the master plan preliminary report was reviewed by the Building and Grounds Committee. Ms. Richardson said the interim audit went very well and thanked Ms. Love and her team for their work. The auditors were very complimentary of the detailed work. The onsite audit will be conducted the week of August 12. Ms. Richardson attended the Wyoming Hospital Association Board Retreat and will attend the American Hospital Association Leadership Conference in July. Ms. Richardson reviewed her report to the Board of County Commissioners in June and said it is available in the board portal. Dr. Sowada asked Ms. Richardson to provide an update on the CMS star rating. Ms. Richardson said we were preliminarily upgraded from three stars to four stars. She said the rating is based on quality measures and patient satisfaction scores. She said we are very proud of the staff. Dr. Sowada said it is huge to hear all of the accomplishments over a year's time and thanked everyone for all the work they are doing.

PRESIDENT OF THE MEDICAL STAFF REPORT

Dr. Crofts said policies and procedures work continues. She said the Bylaws Committee is reviewing the rules and regulations in the bylaws. Dr. Sowada asked for a tentative meeting date sometime in August for bylaws review. Dr. Crofts said there is a piece in there about non-physician providers (NPP). She said we don't really want to make any changes until what they have proposed as of now is approved.

COMMITTEE REPORTS

Compliance Committee

Dr. Sowada said they did not meet.

Governance Committee

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

Quality Committee

Dr. Sowada said there is a spotlight report that will be discussed in executive session because quality is considered confidential by statute. She said other data for review is available in the meeting packet and board portal.

Human Resources Committee

Dr. Sowada said there is nothing to report.

Finance & Audit Committee

Mr. Kelsey said the month of May was good financially for the Hospital. He said we had an extremely good year financially. Mr. Kelsey said we have some continued issues with Medicare and Medicaid aging of accounts. He said we are training a new employee and we have continued issues with Cerner. Dr. Sowada asked Ms. Richardson to confirm we are dealing with the Cerner issues and Ms. Richardson assured her we are addressing the concerns. Mr. Kelsey said we have seen a substantial increase in contract FTEs in May. He said Dr. Clevenger addressed the increase during the Finance and Audit Committee meeting. Mr. Kelsey said we have increased our cash on hand, which is really positive and reflective of the good work the staff has done. Mr. Kelsey said Mr. Ron Cheese, Director of Patient Financial Services, gave a report to the Committee on the good work of the Patient Navigators.

Bad Debt: The motion to approve the net bad debt and recoveries as presented of \$2,027,818.78 was made by Mr. Kelsey, second by Judge James. Motion carried.

Foundation Board

Mr. Rood said he was unable to attend the June meeting and will get an update from the new Executive Director at the next meeting.

Executive Oversight & Compensation Committee

Dr. Sowada said there is nothing to report at this time.

Joint Conference Committee

Dr. Sowada said there is nothing to report at this time.

Buildings & Ground Committee

Mr. Kelsey said the Chair Report and minutes are in the packet. He said he thinks the master plan process and report are excellent. Mr. Kelsey said he thinks the Board will be quite pleased with their work and the information we will have to move forward. Mr. Rood agreed and said he thought the team went after some creative solutions. Mr. Kelsey said it will help us decide how to move forward. Ms. Richardson agreed the company did an excellent job. She said she thinks we will need to prioritize and decide how to fund the plans. She agreed it is a great start.

GOOD OF ORDER

Commissioner Jones complimented Dr. Sowada on her reappointment to the Board. He thanked her for volunteering to serve another term. He said he feels the Hospital Board is one of the most important boards in Sweetwater County. Commissioner Jones said he feels so many good things have happened in the last 8 years. Dr. Sowada said it is a privilege to serve and work with everyone on the Board. She thanked the Commissioners for having faith in her.

EXECUTIVE SESSION

The motion to go into executive session at 3:16 p.m. to discuss contracts, quality, legal updates, and items covered by statute was made by Mr. Kelsey; second by Judge James. Motion carried.

RECONVENE INTO REGULAR SESSION

The motion to leave the executive session and return to the regular session at 4:30 p.m. was made by Mr. Rood; second by Mr. Kesley. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Pursuant to the notice provided in the agenda, the Board of Trustees held discussions and action was taken.

The motion to grant clinical privileges and appointments to the Medical Staff as discussed in executive session was made by Judge James; 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 June 18, 2024

1. Initial Appointment to Associate Staff (1 year)
 - Dr. Steve Shiue, Anesthesia
 - Dr. Kent Davis, Anesthesia
 - Dr. Rene Hinkle, OB/GYN
 - Dr. John Ryan, Cardiovascular Disease (U of U)
2. Initial Appointment to Consulting Staff (1 year)
 - Dr. Kathryn Krulisky, Tele-Neuro (U of U)
 - Dr. Jory Liang, Tele-Neuro (U of U)
 - Dr. Mary Alfidi, Tele-Radiology (VRC)
 - Dr. Jay Tank, Tele-Radiology (VRC)
3. Reappointment to Active Staff (2 year)
 - Dr. Anil Aleti, Hospitalist
 - Dr. Alicia Gray, Hospitalist

The motion to approve the FY25 quality measures as reviewed in executive session was made by Judge James; second by Mr. Rood. Motion carried.

The motion to approve the physician contract discussed in executive session and authorize the CEO to sign was made by Judge James; second by Mr. Rood. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:31 p.m.

Dr. Barbara Sowada, President

Attest:

Judge Nena James, Secretary