

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

November 6, 2024

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on November 6, 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. Geoff Phillips, Legal; and Mr. Taylor Jones, Sweetwater Board of County Commissioners.

Pledge of Allegiance

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

Mission and Vision

Mr. Pendleton read aloud the mission and vision statements.

Mission Moment

Ms. Richardson said she attended the Cowboys Against Cancer event and many people stopped her all night to comment on the great things happening at the Hospital. She also attended the Rock Springs Chamber of Commerce Rock Star Awards event and the Hospital was nominated in two categories: Community Involvement and Enterprise. Ms. Richardson said we received the Community Involvement Award and that is very meaningful to us because that is one of our strategic pillars. She said that award goes to the staff who are amazing and committed to making good things happen.

AGENDA

The motion to approve the agenda with the changes to remove the Governance Committee Charter under New Business as requested by Mr. Kelsey and pull out the FPPE Policy and Attachments from the Credentials Committee Privilege Forms and relabel as first read instead of for action as requested by Dr. Sowada was made by Ms. Pendleton; second by Judge James. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the October 2, 2024, regular meeting as presented and the minutes of the October 29, 2024, special workshop meeting as presented was made by Judge James; second by Ms. Pendleton. Motion carried. Dr. Sowada thanked the Cancer Center for the great presentation. Ms. Richardson said there is a request for a special workshop meeting to learn more about the Walk-In Clinic.

Ms. Pendleton said she loves the direction we are taking for education. She said she and Judge James went for a tour of the Cancer Center following the workshop and the staff were wonderful.

COMMUNITY COMMUNICATION

Mr. Ron Cheese, Director of Patient Financial Services, congratulated Commissioner Jones for his reelection to the County Commissioners and thanked him for all that he does for our community.

FY2024 FIANNCIAL AUDIT PRESENTATION

Mr. Darryn McGarvey from Clifton Larson Allen (CLA) presented the audit information. He reviewed the audit process and said they begin gathering information in May, are onsite in August, and have ongoing communication throughout the process. A draft is presented to the Finance and Audit Committee and then presented to the full Board. Mr. McGarvey said it is a five-to-six-month process and they rotate out the in-charge lead every three to four years. He said the audit was reviewed in significant detail with the Finance and Audit Committee. He reviewed highlights and said it is a report card of the finance team. There were no adjustments and that means we are getting a good view and process. Mr. McGarvey said they try to bring management comments each year to help strengthen the organization. He said the report is a very clean bill of health. CLA works with over 1,000 hospitals across the country. He said a number of Wyoming hospitals were included in some of the benchmark information. 2024 was one of the better years since CLA started working with our organization. The Hospital had revenue growth of 17% and has been very busy. Operating expenses only went up 7%. It was a good year from a cash-flow perspective. He said the physician graphs show we are moving in a positive direction. Days of Cash On Hand was on a downward trend during the pandemic. It is up about 8 days. Actual cash and investments are up over \$4.5M for the year. There was a slight increase in days in A/R. Turnover is always a concern in hospitals. Days in accounts over 90 days has increased. In talking to the team, there sounds like there is a plan in place to address this area. There is nothing of concern to show they cannot address. Bad debt and charity care has come down nicely. Debt Service Coverage Ratio is about three times. This mirrors the overall net income improvement. The Hospital is not overleveraged in debt. The average age of plant is still below the industry average. Healthcare is a capital-intensive industry. Mr. McGarvey reviewed information regarding federal and state levels of where healthcare is today and where it is going. Areas to watch are the labor market, margin compression, Medicare Advantage, and AI innovation. Mr. Kelsey said CLA did an excellent job and thanked Mr. McGarvey for attending the meeting and presenting the report. Ms. Richardson agreed and thanked the Hospital staff for their collaboration and hard work. Mr. McGarvey thanked everyone for the opportunity to report the good results. Dr. Sowada thanked everyone involved. The motion to approve the FY2024 Financial Audit as presented was made by Ms. Pendleton; second by Mr. Kelsey. Motion carried.

OLD BUSINESS

Medical Staff Bylaws

Dr. Crofts said the next General Medical Staff meeting is in November.

NEW BUSINESS

Appointment of Mr. Neil Malicoat to the Quality Committee as a Community Member

Dr. Sowada thanked Mr. Rood for recommending Mr. Malicoat. She distributed handouts with Mr. Malicoat's information. She said he is very knowledgeable, experienced, and has won many awards. He is skilled in Root Cause Analysis. He will bring a different set of eyes to look at quality and safety. Dr. Sowada said the Board is working to build a pipeline for future Board members. Mr. Rood said he worked with Mr. Malicoat for 30 years. He said he is very respected in the field of safety. The motion to approve the appointment of Mr. Malicoat to the Quality Committee as a community member as presented was made by Judge James; second by Mr. Rood. Motion carried.

Patient Safety Plan

Dr. Sowada said the information was reviewed at the Quality Committee. Ms. Stephanie Mlinar, Director of Quality, reviewed highlights. Dr. Sowada invited everyone to forward questions and comments to Ms. Mlinar.

Professional Practice Review Plan

Ms. Mlinar and Ms. Kerry Downs, Director of Medical Staff Services, reviewed highlights. They said there were updates to language, clarified storage, external review information, access, and ongoing practice performance evaluations. The Plan was updated based on The Joint Commission. Providers will get report cards once every nine months. Dr. Sowada invited everyone to forward questions and comments to Ms. Mlinar and/or Ms. Downs.

CAH Policies Consent Agenda

The motion to approve the Diet Manual on the CAH Policies Consent Agenda as presented was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

Credentials Committee Privilege Forms

The motion to approve the Radiation Oncology Privilege Form and the Behavioral Health FPPE Evaluation Form as presented was made by Mr. Kelsey; second by Judge James. Motion carried.

FPPE Policy and Attachments: The information will come back to the Board for a second read at the next meeting.

SENIOR LEADER REPORTS

Dr. Sowada thanked the Senior Leaders for submitting written reports.

Chief Clinical Officer

Dr. Kari Quickenden, Chief Clinical Officer, highlighted the IV solution shortage. Our utilization has been cut by about 80% for the type used in OB and Surgery. We are seeing price gouging.

Chief Financial Officer

Ms. Tami Love, Chief Financial Officer, reviewed highlights in her report and said we are holding about \$6M in Medicare claims until we get our new number.

Chief Nursing Officer

Dr. Ann Marie Clevenger, Chief Nursing Officer, thanked Ms. Nicole Torres, Interim Emergency Department Director, for her hard work during her time here, and said we are excited for Ms. Tiffany Uranker to lead the department moving forward. Dr. Clevenger said we are having leadership huddles for census.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson thanked the Senior Leaders for their reports. She thanked Ms. Mlinar for her updated strategic plan posting. Ms. Richardson said we are tying all of our initiatives back to the strategic plan. Ms. Richardson highlighted the leadership training to build the capacity of our directors. Leadership staff have been very receptive and engaged. The training is really good and we are receiving good feedback from the staff. Ms. Richardson said the training efforts are part of two of the strategic plan pillars. She said we are looking at a Board Retreat in March/April as we will be one year in to the new strategic plan. She suggested we take a deep dive into the goals to see where we are. Ms. Richardson sent out an e-mail to the Leadership Team earlier in the day announcing the appointment of Ms. Cindy Nelson to the role of Chief Experience Officer. Ms. Richardson said we have been focusing on person-centered care and employee experience culture. We started our journey almost six years ago. Ms. Richardson said Ms. Nelson has been instrumental in our process and has embraced and advanced our culture. The Chief Experience Officer position covers two pillars: Patient Experience and Employee Experience. Ms. Richardson said it is all about our people. Ms. Richardson reported we are working on the January Live Healthy Newsletter. She invited the Trustees to be featured in an upcoming issue. Ms. Richardson thanked everyone involved in making the Fall Festival a success. She said we had a larger turnout than last year. She thanked the Human Resources Department and staff who donated gift baskets. She thanked Unidine for the nice job with the food. Ms. Richardson highlighted the Foundation's Casino Night event. She thanked Ms. Kayla Mannikko, Foundation Executive Director, Ms. April Prado, Foundation and Compliance Coordinator, as well as the event volunteers for the huge success. Ms. Richardson said we will have an OB/GYN physician recruit onsite November 25. The Trustees are invited to join us for dinner that night. Ms. Richardson thanked Ms. Robin Fife, Clinical Administrative Assistant, for organizing the Halloween Extravaganza, as well as all of the event volunteers involved. We are excited to bring the Veteran's Day meal back inside for a sit-down lunch. Our Community Christmas Party is set for Friday, December 6. The Rock Springs Lighted Parade is Saturday, December 7. The employee holiday lunch and dinner are set for Thursday, December 12. Ms. Richardson gave kudos to staff for the 4 Star Rating received from CMS. She said it shows how hard staff have been working. She thanked the physicians and staff for their work and the amazing results. Ms. Richardson said we made the Newsweek Top 5 Best Hospitals in Wyoming. Quality and patient satisfaction scores were included in the selection criteria. Ms. Richardson congratulated Commissioner Jones and thanked him for all he does. She said he is a great liaison to the Hospital. Ms. Richardson said everyone is working really hard and we are very busy. We are moving well in the right direction as one team. Dr. Sowada said, as always, there is a lot going on and expressed congratulations to everyone.

Ms. Pendleton asked about our plans with Evanston closing their OB delivery services. Ms. Richardson said Dr. Clevenger and Ms. Megan Guess, Director of Women and Children Services, are working

together to develop plans. We are presenting at the PULSE of Southwest Wyoming meeting on November 20. We plan to share information on workplace violence and other upcoming legislation. Ms. Richardson plans to include information to talk about the topic of OB and explore what the State can do to possibly help.

PRESIDENT OF THE MEDICAL STAFF REPORT

Dr. Crofts reported the General Medical Staff will meet November 20 to discuss bylaws and conduct elections. She said it is Medical Staff Services Week and thanked the Medical Staff Services Department for all they do. Dr. Crofts said she is grateful for the Board who help our community to meet their needs.

COMMITTEE REPORTS

Finance & Audit Committee

Change Order: Mr. Kelsey presented information for a Grothouse change order. He said it has to do with the sewer line and it is separate from the Lab Project. He said there are a host of reasons for the request to extend the completion date from August 2025 to December 2025. The change order request was discussed at both the Building and Grounds Committee and Finance and Audit Committee meetings. The motion to approve Change Order #3 for \$159,306 with the extension of the substantial completion date as presented was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

Capital Expenditure: Capital Expenditure Request FY25-22 for a Scout Breast Localization Console for \$65,495 as a sole source, budgeted item as presented was made by Mr. Kelsey; second by Judge James. Motion carried.

Bad Debt: The motion to approve the net bad debt and recoveries as presented of \$2,136,705.12 was made by Mr. Kelsey, second by Ms. Pendleton. Motion carried.

Mr. Kelsey said the information is in the meeting packet. We are watching revenues and expenses. He said things are going pretty well and we are waiting to see what happens with CAH. There is potential for it to help us in the future. Mr. Kelsey said he thinks things are going as well financially as we can hope for now. Ms. Love gave an update on October and said we should be back to a gain for the month.

Foundation Board

Mr. Rood asked Ms. Mannikko to review items from her report. Ms. Mannikko said Red Tie Gala tables fall under sponsorship on the website. The new Foundation Coordinator starts December 2. The Foundation Board voted to add Ms. Suzette Williams to their Board of Directors. She has been a supporter of the Foundation and is very involved and active in the community. Ms. Mannikko said the Waldner House should be able to accommodate assisting women traveling from out of area to deliver babies at our Hospital. The motion to approve Ms. Williams as a new Foundation Board of Directors member as presented was made by Mr. Rood; second by Judge James. Motion carried.

Executive Oversight & Compensation Committee

Dr. Sowada said this is for executive session.

Joint Conference Committee

Dr. Sowada said the Committee did not meet.

Buildings & Ground Committee

Mr. Rood said the information is in the meeting packet.

Compliance Committee

Ms. Pendleton said Ms. Prado did an internal audit on our vendor process. Ms. Pendleton said it was very interesting to see the processes. Ms. Suzan Campbell, In-House Counsel, and Ms. Prado did a great job.

Governance Committee

Mr. Kelsey said the report is in the packet. He said the board evaluation is coming up this year. In addition to the formal Governance Institute survey, we thought it would be nice to have an informal survey. It will be compiled here locally and we will get feedback. He asked that Trustees e-mail questions to him. Mr. Kelsey said we are working on a policy on policies. We are making progress but it takes time.

Quality Committee

Dr. Sowada said her report and the executive summary information are in the packet. She congratulated everyone again for the 4 Star jump.

Human Resources Committee

Ms. Pendleton said the Committee did not meet. In October they had an overview of the salary and wage study. She asked for follow-up on the report for their review.

GOOD OF ORDER

Dr. Sowada confirmed there would be a quorum for the December 4 meeting. Judge James, Mr. Kelsey, and Mr. Rood confirmed they would be in attendance. Dr. Sowada said she could attend via Zoom if needed.

EXECUTIVE SESSION

The motion to go into executive session at 3:54 p.m. to discuss contracts, legal, and personnel was made by Ms. Pendleton; second by Judge James. Motion carried.

RECONVENE INTO REGULAR SESSION

The motion to leave the executive session and return to the regular session at 6:05 p.m. was made by Judge James; second by Mr. Rood. 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 October 15, 2024

1. Initial Appointment to Associate Staff (1 year)
 - Dr. Imaad Nasir, Neurology
 - Dr. Nicolette Cohen, Neurology
 - Dr. Ahmad Barakat, Hospitalist
 - Dr. Leah Scott, Emergency Medicine
2. Reappointment to Active Staff (2 year)
 - Dr. Christopher Ryba, Emergency Medicine
 - Dr. Janene Glyn, Pediatric Hospitalist
3. Reappointment to Consulting Staff (2 year)
 - Dr. Irma Fleming, Tele-Burn (U of U)
 - Dr. Kevin Shah, Cardiovascular Disease (U of U)
4. Reappointment to Non-Physician Provider Staff (2 year)
 - Tamara Walker, Pediatric Nurse Practitioner
5. New Business:
 - Radiation Oncology Privilege Form
 - FPPE Policy and Attachments
 - Behavioral Health FPPE Evaluation Form

The motion to approve the terms of the confidential agreement as reviewed in executive session was made by Judge James; second by Mr. Rood. Motion carried.

The motion to approve contracts and authorize the CEO to sign as reviewed in executive session was made by Mr. Rood; second by Mr. Kelsey. Judge James abstained and the motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 6:07 p.m.

Dr. Barbara Sowada, President

Attest:

Judge Nena James, Secretary