

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

April 4 2018

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on April 4, 2018, at 2:00 PM with Mr. Richard Mathey, President, presiding.

CALL TO ORDER

Mr. Mathey called the meeting to order and asked that the minutes reflect there was a quorum. The following Trustees were present: Mr. Marty Kelsey, Mr. Taylor Jones (*via telephone*), Mr. Richard Mathey, Dr. Barbara Sowada, and Mr. Ed Tardoni.

Officially present: Ms. Irene Richardson, CEO; Dr. David Dansie, Medical Staff President; Mr. Jim Phillips, Legal Counsel; and Mr. John Kolb, Sweetwater County Board of County Commissioners.

Mr. Mathey led the audience in the Pledge of Allegiance.

Mr. Mathey read aloud the mission and vision statements, and listed the values formulated and adopted by the Board. The motion to amend the agenda to add "Lines of Service provided by the Hospital" under "New Business" and "Executive Oversight and Compensation Committee" in the "Committee Reports" was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the March 7, 2018, regular meeting as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

COMMUNITY COMMUNICATION

Mr. Mathey invited members of the community to address the Board. There were no comments.

EXECUTIVE SESSION

Mr. Mathey said there would be an Executive Session to discuss personnel and litigation. The motion to go into Executive Session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

RECONVENE INTO REGULAR SESSION

The Board of Trustees reconvened into Regular Session at 4:30 PM. Mr. Phillips was no longer in attendance.

The motion to approve the March 13, 2018 Credentials Committee Recommendations as follows for appointment to the Medical Staff was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

1. Initial Appointment to Active Staff (2 years)
 - Dr. Kishore Rasamallu, Hospitalist
 - Dr. John Mercer, OB/GYN
2. Initial Appointment to Consulting Staff (1 years)
 - Dr. David Massinople, Cardiology (Heart & Lung Inst.)
3. Reappointment to Active Staff (2 years)
 - Dr. Neal Asper, Anesthesia
4. Reappointment to Consulting Staff (2 years)
 - Dr. Anwar Tandar, Cardiology (U of U)
 - Dr. Omar Wever-Pinzon, Cardiology (U of U)
 - Dr. Brent Wilson, Cardiology (U of U)
 - Dr. Larry Kraiss, Vascular Surgery (U of U)
 - Dr. Marta McCrum, Tele ICU (U of U)
 - Dr. Alexander Colonna, Tele ICU (U of U)
 - Dr. Giavonni Lewis, Tele Burn (U of U)
 - Dr. Stephanie Runyan, Tele Radiology (VRC)
 - Dr. Gillian Griffith, Tele Radiology (VRC)
 - Dr. David Oettel, Tele Radiology (VRC)
5. Reappointment to AHP Staff (2years)
 - Melissa Lehman, PA-C

The motion to approve the Chief Executive Officer executing agreements with Mr. Mark Sanders, P.A., Ms. Jocelyn Palinek, N.P., and Dr. Wally Curry as proposed was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

MEDICAL STAFF REPORT

Dr. Dansie reported the Medical Executive Committee met, reviewed, and approved a number of agreements and processes. Dr. Dansie thanked Ms. Suzan Campbell, Chief Legal Executive/General Counsel, for her assistance. The Doctor's Day luncheon was held March 28 and was very well-received. The Ethics Committee met. Ms. Campbell has been invited to attend upcoming meetings. Dr. Dansie said the Committee will also expand to include a layperson and a member of the clergy. The Joint Commission is returning this month. Dr. Dansie said Dr. Theodosius has created a scoreboard to assist with administration of lidocaine documentation. Dr. Theodosius asked Dr. Dansie to let the Board of Trustees know that he is looking at creative ways to meet expectations, even if not the standard of care, related to patient complaints and concerns. Dr. Dansie said the physicians are taking this seriously and trying to meet expectations. There were no applicants from Green River for the medical scholarship so both will be awarded to Sweetwater County #1 applicants because that is where the applications came from. Education will begin helping with the creation of files for medical students. Dr. Dansie said the Medical Staff is working on the process when physicians without privileges submit orders. The bylaws are finished. The next step is a review with legal counsel.

OLD BUSINESS

Quality Packets

Ms. Campbell said her initial assessment is that we have been in compliance with the confidentiality statute. Further review is on hold for now as we revamp the committee packet. Ms. Campbell said she will also review and address if the committee meetings are open to the public.

NEW BUSINESS

Strategic Plan

Ms. Richardson reported on the retreat held March 5. She said we had great participation from the Hospital Board, Foundation Board, Medical Staff, leadership and community. She presented the skeleton of the plan. Following approval, workgroups will be formed to create the plans to move things forward. Mr. Mathey noted this is not the plan; this is the outline of the plan. Approval is requested so work can continue to develop the plan. The motion to approve the outline so staff can go forward with work was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

Organization Chart

Ms. Richardson reviewed the revised organization chart. She said the executive leaders researched information, met, and feel this is a more balanced chart with a much better distribution of departments. She said approval by the Board is a requirement of The Joint Commission. The motion to approve the organization chart as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Lines of Service

Mr. Mathey said we are unsure if the Board needs to approve the service lines. If it is, it would fall under The Joint Commission requirements so we decided to do it to be sure. Mr. Mathey distributed a page listing hospital services. Ms. Richardson said they are listed alphabetically. Mr. Mathey asked her to read them aloud. Dr. Dansie requested a change from the use of "family practice" to the correct "family medicine." The motion to approve the service lines as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

CEO REPORT

Ms. Richardson said March was a very busy month and thanked everyone for their hard work and support. She said we are excited to get moving on our initiatives. Ms. Richardson said she will bring updates to the Board on the progress of the workgroups. The Hospital hosted a University of Wyoming student lunch coordinated by Ms. Deb Sutton, Public Relations and Marketing Director. Budget meetings are coming with a workshop with the Finance and Audit Trustees May 15. The budget will be presented to the Finance and Audit Committee May 30 and then to the full Board at the June 6 meeting. Ms. Richardson reported the Doctor's Day lunch was successful. She recognized Ms. Jodi Corley and Ms. Leslie Taylor in the Clinic for their

work regarding the Merit Based Incentive Payment System (MIPS), a new quality payment program. Data submitted from 2017 will impact reimbursement in 2019. Ms. Richardson said we are doing amazing things. Our score was 98 out of 100 and this will result in an increase of 4% in reimbursement and will also result in part of a program bonus. She said our physicians have been very receptive and helpful. Ms. Taylor said it was a group effort. Dr. Dansie said Dr. Jake Johnson was the physician-side champion. Ms. Richardson said The Joint Commission will return April 25. We are planning for a very successful visit. Ms. Richardson reviewed current physician recruitment efforts and said she will host Town Hall meetings for staff in April.

COMMITTEE REPORTS

Building and Grounds Committee

Mr. Jim Horan, Facilities Director, reviewed the report in the meeting packet.

Foundation Board

Ms. Tiffany Marshall, Foundation Director, provided an overview of Foundation activities and said a final report for the Gala would be issued soon. The Foundation has approved three funding requests to the Hospital in the last month. A golf tournament will be held in Green River. A joint board meeting is scheduled at the end of April. Mr. Mathey said the agenda will include an item to discuss the relationship between the boards.

Finance and Audit Committee

Narratives: Ms. Tami Love, Chief Financial Officer, reviewed the narratives included in the packet. Mr. Kelsey said we have come a long way, a lot of good things have happened, and finances have improved. He said we have had some unusual expenditures this year. As we move forward we are going to take a hard look at operating budgets. Mr. Kelsey said we cannot be in the red and sustain over the long term. He said that as we look forward we can control our expenses much more than control our revenue. Mr. Kelsey said that at the last committee meeting, he asked senior management to look at the bigger picture, the critical financial trends that impact this hospital. He suggested something simple like two or three bullet points each month. He said it should be something hospital-related, global, etc. He said the Board is looking for trends that are of concern. Mr. Kelsey said he believes this will provide the Board with a more governing board focus. They need the information but also need to see what is causing the changes. Mr. Kelsey said he is looking forward to getting senior management's take on the trends. Ms. Love said she and Mr. Ron Cheese, Patient Financial Services Director, have already started that process.

Investment Recommendation: The motion to approve the investment recommendation of \$17,006,808 as requested was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

Bad Debt: The motion to approve the net potential bad debt for \$887,788.87 which was up from the previous month as presented by Mr. Cheese was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Human Resources Committee

Mr. Mathey said the committee is working on policies and said he personally likes the direction these have taken. He said they involve exempt, non-exempt, and deal with the nuts and bolts of the employment relationship. He said there will also be policies relevant to all employees. Mr. Mathey said the policies will be provided to the Board at the May meeting for a review with a vote at the June meeting. If they pass, they will become effective July 1. Mr. Mathey said the committee is also reviewing the self-insurance with University of Utah Health Plans (UUHP).

Quality Committee

Dr. Sowada said we are starting a new page. She commended Mr. Clayton Radakovich, Director of Accreditation, Ms. Amanda Molski, Quality Director, and Ms. Campbell for diving in with some great ideas. Dr. Sowada said we are looking toward obtaining a four star rating. She said this is a good committee with a lot of expertise and enthusiasm. She invited all Trustees to visit the portal workroom to review and bring any questions/concerns/input to take to meetings.

Executive Oversight and Compensation

Mr. Mathey said the committee consists of Dr. Sowada and Mr. Mathey and has a limited function which is to oversee the Chief Executive Officer (CEO) and her compensation. They are working on criteria to evaluate the CEO. They are going to hopefully present the criteria to the Board at the May meeting.

Mr. Mathey requested a five-minute recess. The Board reconvened at 5:33 PM.

CONTRACT REVIEW

Contract Consent Agenda


Ms. Campbell reviewed the agreements requested by the Board. The motion to approve the CEO signing the agreements on behalf of the Hospital was made by Mr. Tardoni; second by Dr. Sowada. Motion carried. Mr. Mathey asked Ms. Campbell to review with Mr. Phillips what we can put in our packet for the public. He suggested Ms. Campbell add Ms. Richardson's review and approval to the checklist

GOOD OF THE ORDER

Mr. Kolb asked the Hospital to budget the minimal amount for Title 25. He said it's alright to change the amount but it would be easier to have more realistic numbers moving forward. He said we need to submit a request for an amendment to the current budget to move funds from Title 25 to maintenance. Mr. Kolb said the clerk faces some challenges based on how the funds are set up.

ADJOURNMENT

There being no further business to discuss, the motion was made, second and carried to adjourn.
The meeting adjourned at 6:22 PM.


Mr. Richard Mathey, President

Attest:


Mr. Marty Kelsey, Secretary