

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

April 5, 2023

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session via Zoom on April 5, 2023, at 2:00 p.m. with Dr. Barbara Sowada, President, presiding.

CALL TO ORDER

Dr. Sowada thanked Mr. Jones for being willing to fill in for her in conducting the meeting. When it was changed to a Zoom meeting, she said she would be able to conduct. 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: Mr. Taylor Jones, Mr. Marty Kelsey, Ms. Kandi Pendleton, Dr. Barbara Sowada, and Mr. Ed Tardoni.

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

Pledge of Allegiance

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

Our Mission and Vision

Mr. Kelsey read aloud the mission and vision statements.

Mission Moment

Ms. Richardson reviewed the recent report of an incident at Rock Springs High School which she said thankfully ended up being a false report. She said our hearts go out to students, teachers, staff, and responders. Ms. Richardson said there was an amazing response from MHSC staff with everyone immediately springing into action to take care of our community. She said we have a truly amazing staff, and she is grateful for their expertise, knowledge, skill, and compassion. Mr. Kelsey shared his experience of being at the high school the day of the incident. Ms. Pendleton shared nice comments she read about the Hospital on a social media site. Dr. Crofts said she was very grateful for the response. She said she is sure we all felt chaos and fear without showing it. She said we do band together as a community and hospital to take care of people. Dr. Crofts said we never want to have something like that happen, but we are ready when needed. Dr. Sowada said it truly was a community response and thanked the Hospital.

AGENDA

The motion to amend the agenda to replace Mr. Jones' name with Dr. Sowada's to conduct due to the meeting being changed to online was made by Mr. Jones; second by Ms. Pendleton. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the March 1, 2023, regular meeting as presented was made by Ms. Pendleton; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

Commissioner Slaughter said he participated in an orientation provided by Ms. Tami Love, Chief Financial Officer, and Ms. Richardson the prior week. He said they spent several hours reviewing the Hospital. He gave kudos to the kitchen staff for the fantastic meal prepared for lunch. Commissioner Slaughter said he appreciates learning about the operation of the Hospital.

OLD BUSINESS

Employee Policies

Placeholder during continued review.

Board Meeting Guidelines

Dr. Sowada said the Governance Committee tabled the item for further review.

Quality Committee Charter

The motion to approve the Quality Committee Charter as presented was made by Mr. Jones; second by Ms. Pendleton. Motion carried.

NEW BUSINESS

Resolution for Reissuance

Ms. Richardson reviewed the resolution request to convert the Hospital bonds from taxable to tax-exempt. She introduced Mr. Rick Thompson from Hathaway and Kunz. Mr. Thompson explained the process and reasoning behind the change. He said following the Board's approval of the resolution, we will request approval from the County Commissioners. Ms. Richardson introduced Mr. Nate Eckloff from Piper Sandler. Mr. Eckloff thanked the Hospital for the opportunity to represent and serve the Hospital. He thanked Mr. Thompson for his work and said he is looking forward to coming to a low-interest rate conclusion. Ms. Richardson said she recommends the Board approve the resolution. The motion to approve the resolution for reissuance of the bonds as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried. Dr. Sowada thanked Mr. Thompson and Mr. Eckloff.

Employee Policies – Drug and Alcohol Free Workplace and Testing Policy with Substance Abuse Checklist

Ms. Suzan Campbell, In House Counsel, reviewed the draft. She said we ran into a few issues with the previous policy, so we created an update to make it clear. Mr. Kelsey said he thought the policy was well done and appreciated seeing the mark-up version. He requested a change in some wording and Ms. Campbell said she would submit an update.

Sentinel Event Policy

Ms. Kara Jackson, Director of Quality, Accreditation, Patient Safety and Risk, reviewed the policy changes including wording to clarify and for consistency. She said the policy has been reviewed and approved by the Medical Executive Committee and Quality Committee. Mr. Kelsey said he thinks the policy was well done. He requested some formatting changes. Ms. Jackson said she will submit an update.

Credentials Committee Privilege Forms

Ms. Kerry Downs, Director of Medical Staff Services, said we are revising privilege forms. She said the forms presented have been approved by the Medical Executive Committee. The motion to approve the Hospitalist and Pediatric forms as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

Siemens Executive Agreement

Ms. Richardson reviewed the agreement and orientation memo in the packet. She reviewed the process resulting in her signature and requested ratification. Ms. Pendleton asked about a deadline on pricing. Ms. Richardson said there really was no deadline on time, just a commitment to the pricing. The motion to ratify the approval of the agreement as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

June Board Meeting Date Change

Dr. Sowada asked to move the date from Wednesday, June 7, to Tuesday, June 6, to assist Ms. Richardson in participating at the American Hospital Association (AHA) regional meeting scheduled at the same time. The Board agreed to the change.

Board Recruitment

Dr. Sowada announced Mr. Tardoni is coming to the end of his term. She said the County Commissioners have reviewed a letter from him saying he does not plan to request reappointment. Dr. Sowada said Mr. Tardoni will be greatly missed. She said we hope to recruit someone early to help with the transition. She encourages interested candidates to go to the County website to submit an application. Commissioner Slaughter said he found the appointment cannot be done until June. He said there could be an issue with receiving a recommendation for a temporary person to shadow for a period of time and then officially appointing if the Commissioners put someone in an interim

spot and then they don't officially appoint. He said he doesn't foresee that happening, but it could create an issue. Mr. Tardoni suggested inviting any applicants to shadow for one month. Commissioner Slaughter said he would forward applicant information to the Board for review. Ms. Pendleton mentioned the idea of using the Foundation Board as a feeder to the Board of Trustees.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson provided an update on the strategic plan areas of patient experience, quality and safety, community and growth, workplace experience, and financial stewardship. She welcomed Ms. Julianne Forrester, FNP, to the Pediatrics Clinic. We held a nursing recruitment dinner and continue hosting physician recruitment visits. We had a great Doctors' Day event. Ms. Richardson said she and Ms. Love continue working with the State on the Critical Access Hospital status process. She participated in an iProtean "huddle" the prior week. She attended the AHA regional meeting in Scottsdale and the next one is in Boise in June. Ms. Susan Doherty from the AHA invited Ms. Richardson to participate in a webinar. Ms. Richardson offered to forward the link to Trustees if interested in observing. She will attend the AHA annual meeting in Washington D.C. later in April. Ms. Richardson thanked staff for coming in during the recent terrible weather to care for our patients. She said the Board of County Commissioners graciously gave us \$3M for matching funds for the lab expansion project in July and the Commissioners continue to support that decision. Ms. Richardson said we have requested the amount in one lump sum and explained the reasoning. We are bringing a budget resolution to the Commissioners. Ms. Richardson invited the Trustees to attend if available. Commissioner Slaughter said the prior Board of County Commissioners agreed to set aside the funds. He said Commissioner West is concerned of the public image of just issuing the full amount without a full paper trail. The resolution is to amend the budget for \$3M. There will be discussion around how we disperse those funds. Commissioner Slaughter said we must choose the most fiscally responsible and prudent decision.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada said she chaired the meeting for Mr. Jones. She said the Hospital is good at recognizing the contributions from everyone. Dr. Sowada recognized Dr. Melinda Poyer, Chief Medical Officer, for bringing a physician and their contributions to quality to the Committee's attention every month.

Human Resources Committee

Ms. Pendleton said there is good news about staffing and travelers in the committee meeting packet.

Finance and Audit Committee

Capital Expenditure Request: Mr. Tardoni said there was one request to present. He said the Building and Grounds Committee sent the request to the Finance and Audit Committee. The motion to approve FY23-43 for \$252,551 for a budgeted lightning protection system was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

Bad Debt: The motion to approve the net potential bad debt of \$1,446,671.51 as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Mr. Tardoni noted the reduction in Days in Accounts Receivable. He said progress is being made.

I.S. Report: Mr. Tardoni said “hats off” to them for achieving one of their goals.

Building and Grounds

Mr. Kelsey said the information is in the meeting packet. He brought forward the multi-year plan and said it will help us prioritize. Mr. Kelsey said he thinks the plan is well done and will be a useful tool for us moving forward.

Foundation

Mr. Jones referenced the report in the packet provided by Ms. Tiffany Marshall, Executive Director of the Foundation, and noted the donor wall has been delivered. He said we have been working on this a long time and we are excited to host an unveiling for the public to see it. Mr. Jones said he would like to see another joint meeting of the two boards again in the future. He said it is just good to get together periodically.

Compliance Committee

Ms. Pendleton said the information is in the meeting packet.

Governance Committee

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

Executive Oversight and Compensation Committee

Dr. Sowada said the Committee did not meet.

Joint Conference Committee

Dr. Sowada said the Committee has not met and there is nothing to report.

CONTRACT REVIEW

Mr. Juan Rodriguez, Dialysis Director, reviewed the Fresenius agreement signed by Ms. Richardson. Dr. Sowada thanked Mr. Rodriguez and his staff for all they do.

EDUCATION

Dr. Sowada said there were no assignments made for review and discussion this month.

MEDICAL STAFF REPORT

Dr. Crofts expressed appreciation from the Medical Staff for the wonderful Doctors' Day Dinner. She thanked staff for their efforts Monday and said it is important to be aware of the great people working here. Dr. Crofts said the Medical Executive Committee is working on ways to improve access to specialties not currently available. She said the next General Medical Staff meeting will be held via Zoom on "May the 4th" with a prize awarded for the best back drop on the screen.

GOOD OF THE ORDER

Mr. Jones said he thinks it is appropriate the Board of Trustees gives a good thank you to the Foundation Board of Directors. They have been working hard to donate money, obtain grant money, raise money. He said the Foundation Board is a strong, intelligent group committed to the good of the Hospital. Mr. Jones expressed appreciation for the guidance of Dr. Joe Oliver for pushing them to donate larger items. Mr. Jones feels it is appropriate to meet together one or two times a year. Dr. Sowada said we will work on that and we will make it happen.

EXECUTIVE SESSION

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

RECONVENE INTO REGULAR SESSION

At 5:02 p.m., the motion to leave executive session and return to regular session was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve the list of clinical privileges and granting appointments to the Medical Staff as reviewed in executive session was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from March 7, 2023

1. Initial Appointment to Non-Physician Provider Staff (1 year)
 - Julianne Forrester, Nurse Practitioner - Pediatrics
2. Reappointment to Active Staff (2 years)
 - Dr. Jacques Denker, Orthopedic Surgery
 - Dr. Brytton Long, Occupational & Family Medicine
 - Dr. David Dansie, Family Medicine
3. Reappointment to Consulting Staff (2 years)
 - Dr. Lillian Khor, Cardiovascular Disease (U of U)
 - Dr. Frank Rembert, Tele Radiology (Vrad)
 - Dr. Jason Mitchell, Tele Radiology (Vrad)

The motion to approve the provider contracts presented by the CEO and authorize the CEO to sign the contracts as discussed in executive session was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 5:03 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary