

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

August 1, 2018

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on August 1, 2018, at 2:00 PM with Mr. Taylor Jones, Vice President, presiding.

CALL TO ORDER

Mr. Jones called the meeting to order. The following Trustees were present: Mr. Marty Kelsey, Mr. Taylor Jones, Dr. Barbara Sowada, and Mr. Ed Tardoni. Excused: Mr. Richard Mathey.

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

Mr. Jones led the audience in the Pledge of Allegiance. Mr. Tardoni read aloud the mission and vision statements. Mr. Jones said he was filling in for Mr. Mathey who was injured in a hiking accident. He said Mr. Mathey is healing and forwarded a message that Mr. Mathey is grateful to the care he received at Memorial Hospital of Sweetwater County. Mr. Jones said we wish Mr. Mathey a speedy recovery.

The motion to end the meeting no later than 5:30 PM was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the July 11, 2018, regular meeting as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

COMMUNITY COMMUNICATION

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

MEDICAL STAFF REPORT

Dr. Dansie reported the General Medical Staff did not meet in July. The Medical Executive Committee is scheduled to meet with legal counsel on continued bylaws revision work.

EXECUTIVE SESSION

The motion to go into Executive Session to review credentials, litigation and personnel matters was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

RECONVENE INTO REGULAR SESSION

The Board of Trustees reconvened into Regular Session at 3:38 PM. Mr. Phillips was no longer in attendance.

The motion to approve the July 10, 2018 Credentials Committee Recommendations as follows for appointment to the Medical Staff was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

1. Initial Appointment to Active Staff (2 years)
 - Dr. Cody Christensen, Urology
2. Initial Appointment to Locum Tenens Staff (1 years)
 - Dr. Robert Swift, Anesthesia
 - Dr. Thomas Seibert, Emergency Medicine (U of U)
 - Dr. Jamal Jones, Emergency Medicine (U of U)
 - Dr. Matthew Di Francesca, Emergency Medicine (U of U)
 - Dr. Jennifer Cotton, Emergency Medicine (U of U)
3. Initial Appointment to Consulting Staff (1 year)
 - Dr. Marcela Smid, Maternal/Fetal Medicine (U of U)
 - Dr. Lauren Theilen, Maternal/Fetal Medicine (U of U)
4. Reappointment to Active Staff (2 years)
 - Dr. Jacob Johnson, Family Medicine & Occupational Medicine
5. Reappointment to Consulting Staff (2 years)
 - Dr. Frederick Welt, Cardiology (U of U)
 - Dr. William Kutchera, Cardiology (U of U)
6. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Mary Murphy, Radiology
 - Dr. Timothy Delgado, Emergency Medicine (U of U)
 - Dr. Graham Brant-Zawadzki, Emergency Medicine (U of U)
 - Dr. Brendan Milliner, Emergency Medicine (U of U)
7. Change of Status to Locum Tenens Staff (1 year)
 - Dr. Wagner Veronese, OB/GYN
 - Dr. John Mercer, OB/GYN
8. Dr. William Davidson, Pulmonary Medicine – Discontinued Credentialing
 - Dr. Davidson will not be returning to MHSC after July. His temporary privileges will expire on August 5, 2018.

The motion to approve Ms. Suzan Campbell, Chief Legal Executive/General Counsel, disposing of equipment in the amount of approximately \$1,000 was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

The motion to authorize Ms. Richardson to sign physician contracts as discussed was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

OLD BUSINESS

Board Bylaws Revision

Ms. Campbell reviewed a change to add the meeting location may be changed. She said the bylaws already had language included on how the notice would go out. Ms. Campbell said the reason for the revision is to clarify if the Board wants to meet somewhere else, for example, Green River. The motion to suspend the 5-day notice rule and approve the change to the bylaws as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried. The motion to have the September meeting in Green River was made by Dr. Sowada; second by Mr. Kelsey. Motion carried. Mr. Kelsey suggested the Board keep the timing consistent at the same time each year. The Board discussed possible meeting locations.

Conflict of Interest Policy

Ms. Campbell referenced the information distributed to the Board at the previous regular meeting. She read aloud a statement from Mr. Mathey. Ms. Campbell said she applied the standards for public officials which are at a higher standard. Dr. Sowada asked Ms. Campbell to place the information in the Board policy format. The motion to approve the Conflict of Interest Policy adopted as corrected ("complete" on number 2) was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

Plan for Providing Patient Care Services and Scopes of Care

Ms. Campbell said this is something the Board approves annually. Mr. Kelsey said he spoke with Dr. Kristy Nielson, Chief Nursing Officer, and she told him the information was basically "cut and paste" from a number of different authors. Dr. Nielson said she inherited it and she and Mr. Clayton Radakovich, Director of Compliance and Risk management, worked on it. She said it is a big task to try to edit it. Following discussion, the Board was asked to send updates, changes, and corrections to Ms. Campbell. The Board agreed the Plan will be reviewed by the Board at a later date.

Report on Policy or Plan RE Inspections for Weapons

Ms. Campbell said she cannot find a policy in-place addressing this directly. She said it is not in the Emergency Management Plan (EOP). She asked the Board if what we have in our anti-violence plans is enough. Mr. Tardoni suggested reviewing the current plan for wounded police officers be extended to anyone in general. Ms. Campbell said she will investigate and report back to the Board.

Board Self-Evaluation

Dr. Sowada referenced information in the meeting packet. She reported the Governance Committee recommends the Board approve the process. The motion to approve the self-evaluation survey as done by The Governance Institute was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

NEW BUSINESS

None.

CEO REPORT

Ms. Richardson introduced Dr. Ben Jensen, Anesthesia, and Ms. Joy Ohlmstead, the new Director of Pharmacy. Ms. Richardson welcomed both of them to MHSC. Ms. Richardson reported the Strategic Plan is being formatted for timelines and measurables. She will present more information at the September meeting. MHSC hosted the Governor's Reception at the Wyoming High School Rodeo. Ms. Richardson thanked the Nutrition staff and volunteers at the event. The auditors were on-site the week of July 23. Ms. Richardson was pleased to report no material or significant deficiencies. She recognized Ms. Tami Love, Chief Financial Officer, and her staff for being prepared. The audit report will be presented to the Board in October. Ms. Richardson reported the Hospital received a check for \$500,000 in July from the Francis Rappy Estate. Ms. Richardson invited Trustees to attend the Wyoming Hospital Association annual meeting in Laramie the first week in September. She also invited them to attend The Governance Institute Leadership Conference in Colorado Springs October 7 – 10. Ms. Richardson reported we continue recruitment for a Pulmonologist, Orthopedic Surgeon, and Pediatrician. The Foundation Golf Tournament will be August 5. The Hospital Picnic will be August 11. An ice cream social is planned for August 23 to celebrate The Joint Commission accreditation. Walkers are invited to join the Hospital in the Red Desert Round Up Parade August 28. Ms. Richardson extended appreciation to Ms. Melissa Anderson, Director of Acute Care Services and Emergency Services, the Rock Springs Police Department, Air Med, and everyone involved in assisting during Mr. Mathey's recent accident.

COMMITTEE REPORTS

Building and Grounds

Mr. Jim Horan, Facilities Director, reported we will start some work in the laundry area in September to help resolve some of the heat issues. Engineering for the retaining wall is ongoing. We are doing exploratory work to see how to best engineer the work. Mr. Horan said the Committee has been discussing governance vs. management and what the Committee should be involved in. He will bring to the next meeting a list of projects we have and discuss what the Board would like to see. Mr. Horan said the return air ducts project in the medical office building engineering is complete. There was a call for bids. It was required that interested contractors come on-site. We received one bid. Mr. Horan said the Finance and Audit Committee did not meet in July so a request for approval is coming directly to the full Board from the Building and Grounds Committee. The motion to approve the bid of \$278,240 as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

Compliance Ad Hoc

Mr. Tardoni said the group that is meeting is Mr. Tardoni, Mr. Mathey and Mr. Radakovich. They met and discussed different issues presented. Mr. Tardoni said they leaned toward the committee approach. Mr. Tardoni offered to write a charter. Mr. Radakovich said the charter covers a lot of pieces. He said Mr. Mathey and Mr. Tardoni feel it best to have a Board Committee. Mr. Tardoni asked for all comments on the charter to go to Mr. Radakovich. He will collect and the group will discuss and hopefully come back with a recommendation for Board approval.

Executive Oversight and Compensation

No report.

Foundation Board

Mr. Tiffany Marshall, Foundation Director, reported the Foundation Board of Directors and MHSC Board of Trustees met the previous week. She said 26 teams are signed up for the golf tournament. Commissioner Kolb volunteered to help at the event. Ms. Marshall reported we have had patients staying at the Waldner House. She said she will roll out the Foundation Employee Contribution Campaign in the next two weeks. Ms. Marshall welcomed Mr. Jones to the Foundation Board.

Finance and Audit

Ms. Love reported the Committee did not meet in July due to the auditors being on-site. We are still working with the auditors on a few outstanding items. Mr. Kelsey said he and Mr. Jones attended a meeting with the auditors. Mr. Kelsey said he thought it went well. He said we had an \$8.1M loss in FY17. This year we have about a half million loss. Mr. Kelsey said huge progress has been made and we need to acknowledge the progress. Salary and wages are down \$4.1M. Mr. Kelsey said he thinks we need to look into that to see what that represented. He said the salaries and benefits percentage per FTE is about 14.8% greater than our five peer hospitals in the state. Mr. Kelsey said he strongly suggested that we do what we need to do to get our operating margin around 3%. Mr. Kelsey said he is pleased with what the auditors did. Mr. Jones said not only were expenses down but revenue was up. He said we had greater net patient revenue with fewer doctors and said "hats off" to everybody. Mr. Tardoni said there are some disparities around the state with wages in different areas in the state. He said we need to take that into consideration when reviewing.

Investment Recommendation: The motion to approve the investment recommendation of \$17,079,273.38 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 \$879,479.10 as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Governance

Dr. Sowada said the Board will participate in the self-assessment survey.

Human Resources

Mr. Kelsey reported the Committee is working on a number of different things. They will meet again in August. They continue work on policies listed on the agenda. He said we need to develop some rules or practice that incorporates the Wyoming Administrative Act.

Quality

Ms. Campbell reported the Hospital received the 2018 Mountain Pacific Quality Healthcare Excellence Award. She said this is the second consecutive year the Hospital received the award. Dr. Sowada said the QAPI Plan will be brought to the Board in September for approval. She thanked Ms. Richardson for making some LEAN training available to the Emergency Department staff. Ms. Richardson said we will review the proposal and will bring it to the Board for approval. She said she thinks it will benefit us in a number of ways.

CONTRACT REVIEW

Contract Consent Agenda

The motion to authorize the CEO to execute the agreement as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Contracts Approved by CEO Since Last Board Meeting

Ms. Campbell asked if there were any questions. Mr. Tardoni said he had a question on the DISA agreement. Ms. Campbell reviewed the check list information and said these are services provided by our Lab.

GOOD OF THE ORDER

None.

ADJOURNMENT

There being no further business to discuss, the motion was made, second and carried to adjourn.


Mr. Richard Mathey, President

Attest:


Mr. Ed Tardoni, Secretary