

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

**August 2, 2017**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on August 2, 2017, at 2:00 PM with Mr. Richard Mathey, President, presiding.

**CALL TO ORDER**

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

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

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

**APPROVAL OF MINUTES**

The motion to approve the minutes of the July 6, 2017, regular meeting as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

**COMMUNITY COMMUNICATION**

Mr. Mathey 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 met and Dr. Dansie said he had items to discuss with the Board in Executive Session.

**EXECUTIVE SESSION**

Mr. Mathey said placing an Executive Session earlier in the agenda is due to requiring legal assistance and increased mental acuity. Mr. Mathey said it is not meant to anger anyone. The motion to go into Executive Session was made by Mr. Jones; second by Dr. Sowada Motion carried.

**RECONVENE INTO REGULAR SESSION**

The Board of Trustees reconvened into Regular Session at 4:51 PM.

The motion to authorize Ms. Richardson to modify Dr. Franks' agreement was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

The motion to authorize Ms. Richardson to offer a physician contract including changes made as discussed was made by Dr. Sowada; second by Mr. Jones. Motion carried.

The motion to approve the July 10, 2017 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 Locum Tenens Staff (1 years)
  - Dr. Brendan Milliner, Emergency Medicine (U of U)
  - Dr. Graham Brant-Zawadzki, Emergency Medicine (U of U)
  - Elizabeth Rutter, Emergency Medicine (U of U)
  - Norkamari Shakira Bandolin, Emergency Medicine (U of U)
2. Initial Appointment to Consulting Staff
  - Dr. Jonathon Lee, Tele Radiology (VRC)
3. Reappointment to Active Staff (2 Years)
  - Dr. Christian Theodosios, Emergency Medicine (U of U)
4. Reappointment to Locum Tenens Staff (1 Year)
  - Dr. Mary Murphy, Radiology
  - Dr. Timothy Delgado, Emergency Medicine (U of U)
5. Reappointment to Consulting Staff (2 Years)
  - Dr. Samir Shah, Tele Radiology (VRC)
  - Dr. Douglas Hughes, Tele Radiology (VRC)
  - Dr. Kristi Sobota, Tele Radiology (VRC)
  - Dr. Raminder Nirula, Tele ICU (U of U)
6. Reappointment to AHP Staff (2year)
  - Randi Nordin, LPC (SWCS)

The motion to approve disciplinary action as recommended by the Medical Executive Committee was made by Dr. Sowada; second by Mr. Jones. Motion carried.

Mr. Mathey said the agenda needed to be changed to accommodate a request for earlier timing by Dr. Kristy Nielson, Chief Nursing Officer, reporting on the Quality Committee in the absence of Ms. Amanda Molski, Quality Director.

### **QUALITY COMMITTEE**

Dr. Nielson said we are seeing improvements from the Emergency Department thru-put initiatives. She said the goal is to consistently meet the needs of each person visiting the hospital. We started at a baseline of 375 minutes from entrance to movement to the nursing unit. After six months, we are at 282 minutes which surpassed the goal of 300 minutes. Dr. Nielson said we continue to work on it. She said we applied for and received the 2017 Hospital Quality Excellence Award from the Mountain Pacific Quality organization. The award will be presented to us in Casper August 10. Mr. Jones expressed appreciation and congratulations on behalf of the



Board. He said we are seeing a lot of things turn around and a lot of good things happening in the hospital.

## **OLD BUSINESS**

### Policies, Standards, Plans, Procedures/Processes, Guidelines and Forms

The motion to approve the policy as written was made by Dr. Sowada; second by Mr. Jones. Motion carried.

### Governance Charter

The motion to approve the charter as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

### Executive Oversight & Compensation Charter

The motion to approve the charter as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

### University of Utah Professional Services Agreement for Maternal Fetal Medicine & Amendment

Mr. Mathey reviewed the questions around the timing of the signatures on the agreement, the need for the County Attorney to review the amendment, and for the Board of County Commissioners to approve the amendment. The motion to ratify the actions by Mr. Mathey acting as Board President was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

### Process for Disposal of Obsolete Equipment

Mr. Mathey reviewed Wyoming Statute 15-1-112 and said he recommends we follow the procedure outlined. Mr. Mathey told Ms. Richardson to speak with him before we proceed with disposal of obsolete equipment.

## **INTERIM CEO REPORT**

Ms. Richardson thanked staff, physicians and leadership. She said we have been busy. She has been notifying staff on a weekly basis on expenses and revenue in an effort to meet the budget. We should have a decision on the VP of the Clinic very soon. We are recruiting an Orthopedic Surgeon to replace Dr. Jeff Johnson and we are offering a Hematology/Oncology contract. Dr. Cody Christensen, Urology, joins us in August, Dr. Bikram Sharma, Hospitalist, joins us in October, and Dr. Israel Stewart, Internal Medicine, starts in November. Our staff walked in the parade and we have received very good feedback on our participation. We plan to participate in the Christmas parade. Ms. Richardson thanked leadership and physicians for helping at the fair where we have an opportunity to talk about our services. Ms. Richardson reviewed a financial update presented at department meetings. She said we are making sure staff is watching expenses and adjusting to volume. Ms. Richardson thanked Ms. Tami Love, Controller, and Mr. Ron

Cheese, Patient Financial Services Director, and their teams for their work on the audit. She said a clean audit comes from all of the work they do every day, every month. Mr. Kelsey commended Ms. Richardson and her staff and said a clean audit for a complex organization like this is not an easy thing to do.

### **BUILDING AND GROUNDS COMMITTEE**

Mr. Jim Horan, Facilities Director, reported we still have not received the close-out documents for the Emergency Department Reception Desk Project. We do not have any contingency plans yet for trying to alleviate heat in the laundry. The Committee spent most of the meeting discussing behavioral health room needs. We decided to not take action at this time and are still reviewing our needs. Mr. Horan said we are starting to use new assessment tools and will gather and evaluate data.

Mr. Mathey announced a 10-minute recess. The meeting reconvened at 6:03 PM.

### **FINANCE AND AUDIT COMMITTEE**

Ms. Richardson reported the Committee did not meet in July.

#### Investments Request

The motion to approve the investments recommendation of \$16,986,416.32 at Bank of the West, Key Bank, and Wyo Star, as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

#### Bad Debt Request

The motion to approve certifying the bad debt of \$794,266.94 as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

### **FOUNDATION**

Ms. Tiffany Marshall, Foundation Director, reported the Foundation Board recruited two new members: Ms. Kelly Sugihara from Bank of the West, and Ms. Becky Costantino from Brokerage Southwest. Mr. Mathey said the Foundation Board Bylaws require the approval of the MHSC Board of Trustees for new Foundation Board members. He said we may want to revisit this at some point but said he currently recommends both appointments. The motion to approve the appointments to the Foundation Board of Ms. Sugihara and Ms. Costantino was made by Mr. Jones; second by Mr. Tardon. Motion carried. Ms. Marshall said the Foundation Board decided to not hold a golf tournament this year. They decided to focus on assisting with purchasing equipment on the capital expenditure request list for the Hospital instead. The Foundation Board also approved the purchase of iPads for the Emergency Department to assist with improving the patient experience. Mr. Mathey thanked Ms. Marshall for her report.



## **GOVERNANCE COMMITTEE**

Dr. Sowada said the Quality Committee Charter was included in the meeting packet for review. She said the Spending Authority Matrix was also in the packet but is not ready for approval yet. She said the contract approval authority will not be the same as the spending authority matrix. Dr. Sowada said she reviewed the draft minutes of the July Finance and Audit Committee meeting and saw a suggestion to make Building and Grounds a standing committee with a charter instead of an ad hoc committee. Mr. Jones said there has been discussion about rolling Building and Grounds into Finance and Audit. Dr. Sowada said she thinks it would be useful for the Board to have information about the status of the equipment and their condition. She thinks it is valuable to have Mr. Tardoni on a committee like that as a sounding board, an advocate. She said she would find it beneficial to have that information brought to the Board quarterly. Mr. Kelsey said deferred maintenance is a huge issue. Mr. Mathey said we need to make Building and Grounds a standing committee and develop a charter.

## **HUMAN RESOURCES COMMITTEE**

Ms. Amber Fisk, Human Resources Director, reported overall turnover through the end of June is 12%, overall for the Clinic is 15%. We have 10 full time open positions, 1 part time, and 4 PRN equaling 10.75 FTE's. Ms. Fisk reviewed the revised Human Resources Committee charter included in the meeting packet. Dr. Sowada asked why "equity" was removed and argued to have it returned to the charter. She also said the reports that will be forwarded to the Board by the Committee must be listed. Ms. Fisk reviewed a proposal from a broker, Arthur J. Gallagher. She said we have been working with their group for awhile, reviewed the process, and shared the benefit of utilizing them. Consolidating our life insurances will give our employees more options for voluntary benefits and save a lot of money over a three year guaranteed rate period. Ms. Fisk asked for consideration of approval to obtain a contract. Mr. Mathey asked Ms. Fisk to request a draft contract. Ms. Fisk asked the Trustees to contact her with questions.

## **NEW BUSINESS**

### Contracts Review

Ms. Suzan Campbell, Chief Legal Executive/General Counsel, reviewed contracts for approval.

The Board discussed the PACS (picture archiving communication system) storage agreement with Castle Rock Hospital District. Ms. Campbell said we were storing their information as part of our affiliation agreement with them. They need coverage for storage from June to September 2017. Dr. Sowada suggested not charging them. Ms. Richardson asked if we want to revisit the affiliation agreement. Mr. Mathey said he sees this as an opportunity to build a better relationship with Castle Rock. He suggested waiving fees through September 6. Mr. Kelsey agreed we should look at working together. Mr. Mathey said it is not a huge loss to us and would send a message to them. The motion to authorize Ms. Richardson to waive previous charges through September 3 was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

The motion to approve and authorize Ms. Richardson to sign the Mountain States Medical Physics agreement on behalf of the Hospital with changes as discussed was made by Mr. Jones; second by Dr. Sowada. Motion carried. Ms. Campbell will amend the agreement and give to Mr. Mathey to review prior to obtaining Ms. Richardson's signature.

The motion to approve and authorize Ms. Richardson to sign the Sleep Disorder Lab agreement on behalf of the Hospital as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

The motion to approve and authorize Ms. Richardson to sign the NRC Governance Institute agreement annual renewal on behalf of the Hospital as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

The motion to approve and authorize Ms. Richardson to sign the Adbay agreement on behalf of the Hospital after she resolves mathematical and factual discrepancies as discussed was made by Dr. Sowada; second by Mr. Jones. Motion carried with one Trustee voting against.

The motion to approve and authorize Ms. Richardson to sign the agreements with Hibu (formerly Yellow Book) on behalf of the Hospital as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried. Dr. Dansie requested a change in wording in the listing from "Family Practice" to "Family Medicine" or "Family Physician" if possible.

The motion to approve and authorize Ms. Richardson to sign the Sweetwater Pages agreement on behalf of the Hospital as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried. Dr. Dansie repeated his previous request.

The motion to approve and authorize Ms. Richardson to sign the Sweetwater Now sports advertising agreement on behalf of the Hospital as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried. Mr. Tardoni said we need feedback on advertising effectiveness.

Ms. Campbell said we did not bid because this is the chosen provider for the firewall product. The motion to approve and authorize Ms. Richardson to sign the EdgeWave for iPrism agreement on behalf of the Hospital as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried with one Trustee voting against.

The motion to table the approval and authorization of Ms. Richardson to sign the Staff Care locums coverage agreement update on behalf of the Hospital was made by Mr. Jones; second by Dr. Sowada. Motion carried.

Ms. Campbell said in response to a request from the Board at a previous meeting for additional bids, two bids were presented regarding Brocade. The motion to approve and authorize Ms. Richardson to sign the CDWG agreement on behalf of the Hospital as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried.



### Contract Matrix

Dr. Sowada repeated the Spending Authority Matrix is not ready for approval yet. She said the contract approval authority will not be the same as the spending authority matrix.

### Revised Board of Trustees Bylaws

Mr. Mathey said he will review the proposed changes and confer with Ms. Campbell. He said the document will be ready for discussion at the next meeting.

## **COMMUNITY COMMUNICATION**

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

## **GOOD OF THE ORDER**

Mr. Mathey congratulated everyone involved in the quality award.

Mr. Mathey said he distributed committee assignments and read them aloud as follows:

Building & Grounds: Mr. Jones & Mr. Tardoni

Executive Oversight & Compensation: Mr. Mathey & Dr. Sowada

Finance & Audit: Mr. Jones & Mr. Kelsey

Governance: Dr. Sowada & Mr. Kelsey

Human Resources: Mr. Tardoni & Mr. Mathey

Joint Conference: Mr. Mathey & Mr. Tardoni

Foundation Board: Mr. Kelsey

Quality: Mr. Jones & Dr. Sowada

The Medical Staff appointments to committees recommendations are:

Finance & Audit: Dr. Jamias & Dr. Lauridsen

Quality: Dr. Theodosios & Dr. Liu

Mr. Mathey said that at the June meeting, there were comments made regarding ambulance service and derogatory comments made regarding the Castle Rock ambulance service. He told Ms. Bailie Dockter if she wanted to submit a letter he would present it to the Board. Mr. Mathey read the letter aloud. He said as a member of the Board of Trustees, he wants this to be a fair board. The Board was told they would be provided statistics on ambulance usage and has not received the information. Dr. Sowada suggested representatives from both boards attend the Ambulance Board meeting.

Dr. Sowada said she spoke with Mr. Eric Boley of the Wyoming Hospital Association about what other hospitals are doing regarding including physicians in FTE counts and how they handle credentialing for itinerant surgeons. She said Mr. Boley asked if our Board would be interested in putting together a list of questions on FTE calculation as well as a list of how to handle credentialing and he would distribute to other hospitals to gather information. Dr. Sowada

asked for the Board's pleasure. Ms. Richardson offered to submit the questions to Mr. Boley on behalf of the Board.

Mr. Tardoni said he rounded in Dialysis as part of a Quality meeting and learned we are drawing patients from a larger area. He said Sublette County is the only county without a hospital. He thinks we should advertise in Sublette County.

Dr. Sowada asked about a decision on Clifton Larson Allen and Kaufman Hall. Ms. Richardson said we have not received pricing information from Kaufman Hall yet. She will distribute the information when it is received.

Mr. Mathey referenced an example of a physician agreement from Red Rock, a private physician group that appears to staff a hospital. He asked the Trustees to review the agreement. Mr. Tardoni said we should look at agreements from the view of the physician, also.

Mr. Jones listed many items that are working well and making turnarounds and said it may be time to start considering turning the reins back over to the people who work here. He said that may snowball in a good way if we support them and not manage them. Mr. Jones said he doesn't want to be as ineffective as the last Board but said he thinks we need to loosen the reins. Mr. Tardoni said people have stepped up in large part due to Ms. Richardson. He sees the enthusiasm and people know they count. They know they can change things. Mr. Kelsey said he would like the Board to consider a consent agenda. It could include background information, status, recommendation and be 100% transparent. He said it depends on the relationship and trust with the CEO. Mr. Kelsey asked what the Board wants to focus on – big rocks not the pebbles. Mr. Mathey said he thinks we are heading in that direction but it will take some time to get there. Mr. Jones said he likes having staff report to the Board in the meetings.

### **EXECUTIVE SESSION**

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

### **RECONVENE INTO REGULAR SESSION**

The Board of Trustees reconvened into Regular Session at 9:12 PM.

### **ADJOURNMENT**

There being no further business to discuss, the motion was made, second and carried to adjourn. The meeting adjourned at 9:13 PM.

  
Mr. Richard Mathey, President

Attest:

  
Mr. Marty Kelsey, Secretary