

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

**August 2, 2023**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on August 2, 2023, 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: 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; and Mr. Geoff Phillips, Legal Counsel.

**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**

Dr. Sowada said she attended the Patient and Family Advisory Council celebratory dinner. She thanked Ms. Richardson and everyone involved in hosting the event. Dr. Sowada said it was wonderful to hear about the amazing things happening at the Hospital over the past year. She said it was a wonderful opportunity to hear the two-way community from the community. Dr. Sowada said things at the Hospital have changed due to the insight shared from our patients and guests. Ms. Richardson said the group celebrated four years together. Dr. Sowada said it is a wonderful way to bring the voices of our patients into the Hospital. She said the Foundation and Board of Trustees are other good avenues to bring that input.

**AGENDA**

Dr. Sowada proposed four agenda changes: 1) Table the Executive Compensation Policy, 2) Executive Session to begin at the start of the meeting instead of the end, 3) Health Equity Plan for review rather for action, 4) Review of a document from the Board of County Commissioners. The motion to approve the amended agenda as outlined by Dr. Sowada was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

## **EXECUTIVE SESSION**

The motion to go into executive session at 2:13 p.m. was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

## **RECONVENE INTO REGULAR SESSION**

The motion to leave executive session and return to regular session at 4:03 p.m. was made by Ms. Pendleton; 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. Rood. Motion carried.

#### **Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from July 11, 2023**

1. Initial Appointment to Active Staff (2 year)
  - Dr. Ahmad Bashirimoghaddam, Hospitalist
  - Dr. Brian Moon, Anesthesia
  - Dr. Claudia Tuffanelli-Bouvier, Emergency Medicine (U of U)
  - Dr. Helen Palatinus, Emergency Medicine (U of U)
2. Initial Appointment to Associate Staff (1 year)
  - Dr. Ram Narayan, Neurology
  - Dr. May Poundstone, Hospitalist and Pediatrics
  - Dr. Kyle Hoffman, General Surgery
3. Initial Appointment to Non-Physician Provider (1 year)
  - Michal Zanetti-Love, Clinical Social Work (SWCS)
4. Reappointment to Active Staff (2 year)
  - Dr. Benjamin Jensen, Anesthesia
  - Dr. Philip Craven, Emergency Medicine (U of U)
  - Dr. Brianne Crofts, General Surgery
5. Reappointment to Consulting Staff (2 years)
  - Dr. Raminder Nirula, Tele ICU (U of U)
  - Dr. Kristi Sobota, Tele Radiology (VRC)
  - Dr. Douglas Hughes, Tele Radiology (VRC)
6. New Business
  - Dr. John Iliya, Modification of Privileges
  - Dr. Augusto Jamias, Robotic Surgery Privileges

The motion to approve the contracts reviewed in executive session and authorize the CEO to sign was made by Ms. Pendleton; second by Mr. Kelsey. Motion carried.

The motion to approve the CEO contract as discussed in executive session and authorize the President to sign was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

## APPROVAL OF MINUTES

The motion to approve the minutes of the July 5, 2023, regular meeting as presented was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

## COMMUNITY COMMUNICATION

There were no comments.

## OLD BUSINESS

### **Board Policy – Senior Leadership Plan: Filling CEO Absences & Vacancies; Filling Senior Leader Absences & Vacancies; Identifying & Developing Internal Senior Leaders**

Dr. Sowada thanked Mr. Kelsey for his comments and said this is not a brand-new policy, but a revision so this is for review. Mr. Kelsey said this goes back to 2017 when we last looked at it. He said the substance of the policy has not changed a lot although the title was changed substantially and the format was changed significantly. He said it is tough to compare with the redline, strike-thru previous version because the format changed so much. Mr. Kelsey suggested including the previous policy with this update for the next read. Mr. Phillips commented that it was good work and it is a much better policy.

### **Performance Improvement and Patient Safety (PIPS) Plan**

Dr. Sowada reminded everyone about the Board doing their due diligence by fully reviewing the Plan during the approval process. She thanked staff for the thorough and comprehensive plan. The motion to approve the PIPS Plan as written was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

### **Infection Control Plan and Annual Evaluation**

Dr. Sowada said this is part of the overall quality of the Hospital. The motion to approve the Plan and Evaluation as written was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

## NEW BUSINESS

### **Health Equity Plan**

Dr. Sowada said this is a new document and a new requirement. Ms. Kara Jackson, Director of Quality, Accreditation, Patient Safety, and Risk, said the Plan reviews our organization's efforts to address health equity. It identifies definitions and responsibilities, outlines how we will identify disparities in our healthcare population, and then how we will address those things following identification. Ms. Jackson said the Plan outlines how we will monitor. She said we will keep staff and the Board informed. We have a charter that outlines membership. Ms. Jackson said this work has been around in the quality area for several years. The Joint Commission came out with standards this year and CMS also came out with standards that will be required next year. Ms. Jackson said we are looking at all data and stratifying. She said that from that we can choose an

area and then develop a plan. Dr. Sowada asked about the value of the cost to implement. Ms. Jackson said we will whittle down the group size and have a core group moving forward. She said the diversity of the Committee is great and engagement is very good.

### **FY24 PIPS Priorities**

Ms. Jackson provided an overall review. She said we have requirements that we identify improvement projects. Our consultant recommended two to three projects. Ms. Jackson said we ask the Medical Staff, our staff, and Leadership. We bring ideas back and use tools to identify the selections. The PIPS Committee reviews. Ms. Jackson said the projects selected are Financial Performance, Patient Experience, and Medical Reconciliation and Medication List Updates. Dr. Sowada noted the Board is being asked to approve the plan without specific goals. Dr. Kari Quickenden, Chief Clinical Officer, said there are some variables and we are not waiting to move forward on the work. She said we need to determine what is feasible. Mr. Kelsey said he would like to see some tighter deadlines. Dr. Quickenden said we will work on the plan and bring it back to the Board for review.

### **September Board Meeting**

Dr. Sowada said the Board has historically met in Green River annually. She reported the County Commissioners have offered us their meeting room for the September meeting. Dr. Crofts asked to be excused due to work requirements.

### **Credentials Committee**

Dr. Crofts reviewed the updated forms. The motion to approve the Non-Physician Provider Privilege Form Outpatient Medicine, Meeting Documentation Form, and Privilege Specific FPPE Form as presented was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

### **Document from County Commissioners**

Dr. Sowada presented copies of a budget agreement document received immediately prior to the meeting from the County Commissioners. Ms. Richardson said Commissioner Slaughter told her that this is a new process of distributing funds and they would like the document signed by August 15. Mr. Phillips said he cannot recommend we sign the document as presented. He said there are some items for review with the County Attorney's office and our Commissioner Liaison. Mr. Phillips and Ms. Richardson will work on that and report back to the Trustees.

## **CHIEF EXECUTIVE OFFICER REPORT**

Ms. Richardson provided an update on person-centered care initiatives. She and Ms. Tami Love, Chief Financial Officer, met with Mr. Rood to provide Trustee orientation. Ms. Pendleton joined them for a tour of the Hospital. Ms. Richardson reported the internal critical access designation team continues work on the application process and we are in the final review for the state application. The Department of Rural Health will review, make a recommendation, and then we will apply for licensure. Ms. Carolyn St. Charles with HealthTech is assisting us and will come onsite for a mock survey. She is also helping us design a swing bed program. Ms. Richardson

expressed appreciation to the Board of County Commissioners for the time on their agenda in July to provide more details for our annual report. She noted the common theme of the report with all department reports tying to our mission, vision, values, and strategic plan. Ms. Richardson announced we received an award for being the number one hospital in Wyoming for social responsibility by the Lown Institute. Ms. Richardson said it was a nice recognition for the staff and physicians for their great work. She said we are preparing for our financial onsite audit by CliftonLarsenAllen next week. We are in the window of our Joint Commission survey. Ms. Richardson said we are planning an onsite visit by Pediatrician recruits in September and November. We are changing our annual picnic to a Fall Festival on October 19. The Wyoming Hospital Association annual meeting will be August 30 and 31 in Cheyenne. Ms. Richardson is attending the American Hospital Association regional meeting in Washington D.C. October 1-3. Ms. Richardson thanked Dr. John Iliya and Dr. Jean Stachon for their service to our community over the years. She said we wish them the best in the future. Ms. Richardson gave a shout out to Ms. Pendleton for planning a wonderful county fair event. She said we are sponsoring the Friday night concert. Ms. Richardson congratulated Mr. Taylor Jones on becoming our new County Commissioner. She thanked him for his years of service. She thanked staff and physicians for the great work they are doing. She thanked the Board for all the work they are doing and all the support they give us. Mr. Kelsey said it would be fitting to invite Mr. Jones to an upcoming meeting to recognize him.

## **COMMITTEE REPORTS**

### **Quality Committee**

Dr. Sowada noted MHSC was awarded three stars by CMS. She thanked everyone for their hard work. Dr. Quickenden said we have a lot of good work going on and every department is engaged in improvement projects.

### **Human Resources Committee**

Ms. Pendleton noted turnover numbers have improved.

### **Finance and Audit Committee**

Mr. Kelsey said Dr. Sowada has charged him with organizing the efforts to review and update all Committee Charters. He said we must review every three years and it is a requirement to not only review but approve if any changes are made to the charters. Mr. Kelsey said the Finance and Audit Committee did not meet in July. He noted self-pay plan information is included in the meeting packet. He said he went back through information over the past 18 months and said this is the highest amount of bad debt in that timeframe, maybe ever. Mr. Ron Cheese, Director of Patient Financial Services, said we have a large population of self-pay individuals who cannot or do not pay their bills. He said the largest group is people who have plans with high deductibles. They are falling back on the Hospital as bad debt. He is also seeing some impact from Medicare Advantage plans. Mr. Kelsey said he thinks we will see a number of tidal wave changes coming and it will have a big impact on us. Dr. Sowada said the world of healthcare is turbulent. The motion to approve the bad debt of \$1,681,078.10 as presented was made by Mr. Kelsey, second by Ms. Pendleton. Motion carried. Dr. Sowada said she asked Ms. Love to provide a quick update on financials. Ms. Love said the auditors will be here next week. She reviewed preliminary numbers

for June and said it was a high revenue month. She said we have 101 average days of cash on hand. The average days in A/R is 54. Ms. Love said we see higher expenses in June and the largest items include group health, contract labor, drugs, and supplies.

### **Building and Grounds**

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

### **Foundation**

Mr. Rood reminded everyone Casino Night is August 26.

### **Compliance Committee**

Dr. Sowada excused Ms. Pendleton from the meeting at 5:00 PM and Dr. Sowada reported on her behalf that the Committee 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.

## **CONTRACT REVIEW**

### **Consent Agenda**

The motion to approve the True North Statement of Work and UL Solutions – UL Verification Services documents as presented and authorize the CEO to sign was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

## **BOARD EDUCATION**

The Trustees shared feedback on the Veralon Credentialing and Privileging education videos.

## **MEDICAL STAFF REPORT**

Dr. Crofts thanked the Board and the Foundation for providing the DaVinci robot. She said she is often the skeptic but she has used it and it is amazing. She said it is “the coolest thing!” Dr. Crofts said she is excited about it and thinks it will benefit the patient. She said she knows the technology is expensive but it makes a difference. She said the General Medical Staff will meet in September.

Dr. Sowada thanked Dr. Crofts for sharing her enthusiasm and expressed appreciation to the staff in the OR. Dr. Sowada noted the Hospital has always been able to have contemporary equipment, foresight, planning ahead, and a good place to receive care. Ms. Richardson said we need to keep investing back into the Hospital . She said it is wonderful we could bring the robot here.

### **GOOD OF THE ORDER**

In replacing the vacant Trustee position, Dr. Sowada said the thought is the County Commissioners will take some time before appointing someone. The Board discussed not filling the vacant Vice President position at the current time. Mr. Phillips said policies say the position must be filled within 60 days. Dr. Sowada said she will move to the Quality Committee and Mr. Rood will serve on the Finance and Audit Committee. Dr. Sowada the Board will move back to doing a monthly review for the CEO.

### **ADJOURNMENT**

There being no further business to discuss, the meeting adjourned at 5:33 p.m.

*Dr. Barbara Sowada, President*

Attest:

*Ms. Kandi Pendleton, Secretary*