

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

August 4, 2021

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on August 4, 2021, at 2:00 PM with Mr. Taylor Jones, President, presiding.

CALL TO ORDER

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

Officially present: Ms. Irene Richardson, Chief Executive Officer; Dr. Jacques Denker, Medical Staff President; Mr. Jeff Smith, Sweetwater County Commissioner Liaison; and Mr. Geoff Phillips, Legal Counsel.

Pledge of Allegiance

Mr. Jones led the attendees in the Pledge of Allegiance.

Our Mission and Vision

Dr. Sowada read aloud the mission and vision statements.

Mission Moment

Ms. Richardson read a message from a patient from New Mexico regarding a wonderful experience in the Emergency Department. Ms. Richardson said it is always nice to hear from people outside our community as well as inside about how well things go at our hospital.

APPROVAL OF AGENDA

Mr. Jones proposed an addition to the agenda under “New Business” for “B. Green River Meeting.” Mr. Tardoni said item “B. Employee Policy” under “Old Business” should be changed from Mr. Tardoni to Dr. Sowada. The motion to approve the amended agenda as requested was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the July 7, 2021, regular meeting as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

Commissioner Smith passed along kudos from the prior day's commission meeting where The Joint Commission annual survey gold standard notification was communicated. He said to keep up the great work and said it is a wonderful job by everyone all the way around.

OLD BUSINESS

COVID-19 Preparation and Recovery – Incident Command Team Update

Ms. Kim White, Incident Commander and Director of Emergency Services, reported not a lot has changed from her previous report. We continue to see younger patients coming in and admitted or transferred. The University of Utah is seeing similar things. Ms. White said we continue to offer vaccine clinics. We continue encouraging people to get the vaccine. Covid has not gone away. The State Lab of Wyoming has been testing for variants.

Termination and Appeals Policy, Introductory Period, Rules of Practice Governing Hearings

Mr. Jones said placeholders remain on the agenda for the Termination and Appeals Policy, the Introductory Period Policy, and the Rules of Practice Governing Hearings.

Medical Staff Bylaws

Dr. Denker said we are waiting for the attorney assisting with the process to get back to the medical staff with updates.

Board Reporting Calendar

The motion to approve the board reporting calendar as presented by Ms. Kara Jackson, Director of Quality, Accreditation, Patient Safety, Risk and Compliance, was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Board Policies

Mr. Kelsey thanked staff for the format presented this month. He said the strike thru's and highlighting made it so easy to review and the clean copy at the end was great. The motion to approve the board policies as presented was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

NEW BUSINESS

Board Education Proposal

Dr. Sowada said the proposed continuing education plan is in the packet. The focus this year is on quality. The proposal is to review an iProtean video every other month and then discuss the subject at the board meeting beginning in September. The slate of videos is in the document. The motion to approve the board education proposal as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Green River Meeting

Mr. Jones said the Board usually meets in September in Green River and he said the board bylaws note the annual meeting in Green River. We did not do that last year because of Covid. Mr. Jones said are still not meeting in person and for the foreseeable future, he doesn't see us meeting in person. He said we do not have any problem meeting in Green River, we are just not meeting in person anywhere. Mr. Tardoni said he doesn't feel we should change the bylaws at this point.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson introduced two new leadership team members: Ms. Julia Kershisnik-Sweedler, Director of Acute Care Services, and Mr. Brad Kowalski, Interim Director of Information Technology. Ms. Richardson said we continue to train staff on person-centered care and communicating with empathy. She thanked Commissioner Smith for his kind words for the hospital receiving the gold standard from The Joint Commission. She said we have seen significant improvements and recognized the quality department. The Joint Commission was very complimentary of our staff. Ms. Richardson said we are very proud of our staff. We continue to work as hard as we can to fill open positions. Covid has taken a toll on healthcare staffing. Ms. Richardson reported she and Ms. Tami Love, Chief Financial Officer, had a call with Standard and Poor's July 19 to discuss our credit rating. The call went well and information will go to their committee and then we can communicate any changes to our rating. Ms. Richardson said we continue to work on refinancing our bonds. The auditors are on site this week for the annual audit. The exit interview is August 5. Ms. Richardson continues to meet with senior leaders weekly and the leadership team monthly. Senior leaders continue to do the groundwork for the next strategic plan. We have had some excellent input from the Trustees. The retreat is postponed to later in the fall. Ms. Richardson reported the Cerner implementation work continues and we are still scheduled for go live October 4. We have asked a lot of employees. Ms. Richardson has been rounding with person-centered care committee staff and the information we obtain is beneficial. We continue to do Covid testing and vaccine clinics at the front entrance. We participated in the Red Desert parade and took first place in the civic category. We had over 100 staff and family members participate, and Mr. Jones walked, also. Ms. Richardson thanked Ms. Deb Sutton, Marketing Director, Ms. Lena Warren, Community Outreach Director, and Ms. Marianne Sanders, Physician Recruitment and Relations Director, for their hard work to make it a success. Ms. Richardson said we are a huge supporter of the county fair. The Foundation golf tournament is scheduled August 14. We are planning a hospital picnic August 28. The Wyoming Hospital Association annual meeting is in Casper September 7-9. The Governance Institute is offering virtual and in person conferences September 19-22 in San Diego and October 10-13 in Colorado Springs. Participate registration is paid for through our membership with The Governance Institute. Ms. Richardson thanked staff for all they are doing and thanked the community for their support.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada said the report is in the packet. She said there are multiple pages of metrics available in the committee area of the portal. Just the minutes and the chair report are included in the board meeting packet. She said she had nothing new to report and said everyone is doing a nice job.

Human Resources Committee

Dr. Sowada said there was nothing new to report from the information included in the packet.

Finance and Audit Committee

Mr. Tardoni reported the committee did not meet in July due to the timing of closing the books for the year. Ms. Pendleton is a new member and two physicians have been assigned to the committee. Mr. Tardoni said he has been working to bring the new members up to speed. Mr. Tardoni asked for consideration to schedule committee meetings so at least one or two of the physicians assigned can attend.

Capital Expenditure Requests The motion to approve capital expenditure request FY22-10 for \$141,590 for a budgeted ultrasound machine was made by Mr. Tardoni; second by Mr. Kelsey. Mr. Tardoni said we are going with GE because after testing, this is what staff prefers. Mr. Jones said he appreciated the effort of obtaining bids. The motion carried.

Bad Debt: The motion to approve the net potential bad debt of \$1,059,856.63 as presented by Mr. Ron Cheese, Director of Patient Financial Services, was made by Mr. Tardoni; second by Dr. Sowada. Motion carried. Mr. Tardoni noted \$590,000 of that amount is for emergency room expenses.

Building & Grounds Committee

Mr. Kelsey said he did not have anything to add to the information in the meeting packet. He said the chair report and minutes are in the packet.

Foundation

Mr. Jones said the golf tournament is in August. We continue working on fundraising.

Compliance Committee

Mr. Kelsey reported the committee did not meet in July. He referenced the chair report in the meeting packet. He said staff is working hard on the transition. The committee plans to meet in September. Ms. Richardson said we are working on plans and appreciate the Board's patience while we work to meet the Board's and hospital's needs.

Governance Committee

Dr. Sowada said the committee recommendation was already addressed earlier in the meeting.

Executive Oversight and Compensation Committee

Mr. Jones said the Board will discuss in executive session.

Joint Conference Committee

Mr. Jones said there is nothing new to report.

CONTRACT REVIEW

Contract Approved by CEO Since Last Board Meeting

Mr. Jones said the items in the packet are for information only and no action is needed.

MEDICAL STAFF REPORT

Dr. Denker said Dr. Cielette Karn proposed changes to the annual influenza vaccine program for employees and the proposal was approved by the general medical staff and medical executive committee. The flu vaccine will be mandatory for staff working at the hospital moving forward. Dr. Denker said there are usually exceptions for people with medical issues. Other requests for exemption will be taken on a case-by-case basis. Ms. Suzan Campbell, In House Counsel, said we follow the ADA guidelines.

GOOD OF THE ORDER

Mr. Kelsey thanked staff on their diligent work on the staff directory and information in the Nasdaq portal. He said there are a lot more pictures and job titles and he thinks it is wonderful we are working on that.

Mr. Jones said the parade was a lot of fun and it was great to see that many people show up. He said it made him think back and he has never seen near as many people show up. He said it speaks well to attitudes, culture, and changes over the years.

EXECUTIVE SESSION

Mr. Jones said there would be an executive session. He said the Board would take a break until 2:50 PM and reconvene in executive session. The motion to go into executive session was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

RECONVENE INTO REGULAR SESSION

At 3:51 PM, the motion to leave executive session and return to regular session was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve credentials for everyone on the list provided by Ms. Kerry Downs, Director of Medical Staff Services, was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Credentials Committee Recommendations from July 20, 2021

1. Initial Appointment to Consulting Staff
 - Dr. Piotr Tomasz Tekiela, Tele Stroke (U of U)
 - Dr. Maryellyn Gilfeather, Tele Radiology (VRC)
 - Dr. Shaden Mohammad, Tele Radiology (VRC)
 - Dr. Denis Primakov, Tele Radiology (VRC)
2. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. James Fierbaugh, Emergency Medicine (U of U)
 - Dr. Patrick Fink, Emergency Medicine (U of U)
 - Dr. Nicholas Levin, Emergency Medicine (U of U)
 - Dr. Wesley Williams, Emergency Medicine (U of U)
3. Reappointment to Active Staff (2 years)
 - Dr. Brianne Crofts, General Surgery
 - Dr. Benjamin Jensen, Anesthesia
4. Reappointment to Consulting Staff (2 years)
 - Dr. Douglas Hughes, Tele Radiology (VRC)
 - Dr. Eric Goldstein, Tele Stroke (U of U)
 - Dr. Raminder Nirula, Tele ICU (U of U)
5. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Graham Brant-Zawadzki, Emergency Medicine (U of U)
 - Dr. Jamal Jones, Emergency Medicine (U of U)
 - Dr. Wesley Pedicini, Emergency Medicine (U of U)
6. Reappointment to AHP Staff (2 years)
 - Scott Wilcox, Licensed Professional Counselor (SWCS)

The motion to approve the physician contract as discussed in executive session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

ADJOURNMENT

Mr. Jones thanked everyone. There being no further business to discuss, the meeting adjourned at 3:55 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary