

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

December 1, 2021

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on December 1, 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 at the call to order: 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. Jacques Denker, Medical Staff President; Mr. Geoff Phillips, Legal Counsel.

Pledge of Allegiance

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

Our Mission and Vision

Ms. Pendleton read aloud the mission and vision statements.

Mission Moment

Ms. Richardson read aloud a card from a patient's family in appreciation of Dr. Banu Symington and the Sweetwater Cancer Center staff. Ms. Richardson agreed with the message and said we are so fortunate to have the services in our community.

APPROVAL OF AGENDA

The motion to approve the agenda as presented was made by Dr. Sowada; second by Ms. Pendleton. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the November 3, 2021, regular meeting as presented was made by Mr. Kelsey; second by Dr. Sowada. Ms. Pendleton abstained, and the motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

COVID-19 Preparation and Recovery – Incident Command Team Update

Ms. Kim White, Incident Commander and Director of Emergency Services, provided a Covid-19 update. She reported November has seen a significant decrease of Covid patients. We are seeing a decrease in numbers at the swabbing station. The University of Utah and Utah hospitals are still full so we still have difficulty getting patients transferred out. Ms. White said we continue to offer our drive-thru vaccine clinics Tuesdays and Wednesdays from 3:00 to 6:00 PM.

Employee Policies

Dr. Sowada said the Board has had a chance to review the policies in the packet and asked for questions and discussion.

Dr. Sowada said a significant change in the Introductory and Probationary Period Policy is we are going from a 90-day probationary period to a 360-day probationary period where the employees will be at-will. An employee going to a new job will have a 90-day probationary period where they become at-will for that period. Mr. Tardoni noted 90-days for promotions is not new. Dr. Sowada asked about implementing this during the pandemic when it is so difficult to recruit employees. Ms. Richardson said some employees, for example nursing, are not off from orientation for six months. We decided to extend to one year for everyone for consistency. She said she thinks it will help us look at that period and see what will be the best fit with each employee and the organization. Ms. Richardson said we have done a lot of work on these policies and thinks they are really good. She said they will be very beneficial for all of us. The motion to approve the Introductory and Probationary Period Policy as presented was made by Dr. Sowada; second by Ms. Pendleton. Motion carried.

Dr. Sowada said a lot of hard work went into the Employee Corrective Action Policy. Basically, there are no significant changes to information. It was fine-tuned and the steps were clarified. The motion to approve the Employee Corrective Action Policy as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Dr. Sowada said a tremendous amount of thought and time went into developing the Termination, Suspension Without Pay and Appeal Policy. Mr. Phillips said the group working as a committee developed the policy and thinks it is positive for the Hospital in a number of ways. He said it provides the process for what happens when there is a termination or suspension without pay for an employee. He said it is consistent with what is happening with other government entities in Wyoming. Mr. Phillips said the group made sure it is compliant with the law as well as making sure it works for what we are doing at the Hospital. The motion to approve the Termination, Suspension Without Pay and Appeal Policy as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Mr. Jones thanked everyone for their work on the policies. He noted it was important we took the time and did them right.

Rules of Practice Governing Hearings

Mr. Phillips said this one is different than adopting a policy. This is part of the Wyoming Administrative Procedures Act rule-making provision. He said it can get complicated and we are going to make it as easy as we can. The Board will approve the packet and the notice that has been presented. We will file that with the Clerk's office and we will run that in the newspaper. We have to wait 55 days and during that time we open the rule packet for comment to the public so anyone can submit a comment to the Hospital with respect to the rules of practice. We don't adopt this as a policy; we adopt this as a rule. The Board needs to adopt the rules packet. We can still change some of the language to the rules of practice if anyone at the Hospital or in the public sees something that needs to be changed but we have to wait for the mandatory period before we can adopt this as a rule. Mr. Tardoni referenced item 3, subpart E and said it reads that the Board will comply with its policies and he doesn't know if that is necessary and asked the group to consider eliminating that information. He said obviously we will follow our policies we pass. Mr. Phillips agreed and said we would remove that information.

Compliance Committee of the Board Charter

Mr. Kelsey said the Committee met recently and reviewed the Charter. He said the proposal is a little bit of a shortened version and the Committee seems to think it covers the necessary basics. There is still the issue of the program document. Mr. Kelsey said he was informed by the staff they are still working on that document. The motion to approve the Compliance Committee of the Board Charter as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

Risk Management Program

Mr. Kelsey said the Compliance Committee did not discuss the Risk Management Program. He said that is something the Quality Committee is involved with a great deal so there is nothing to talk about on that particular subject. Ms. Richardson said staff are still working on that and we hope to have something to the Board early in the year.

Compliance Program

Mr. Kelsey said staff is working on that and he is not sure when something will be ready for review by the Board.

Medical Staff Bylaws

Dr. Denker reported the Medical Executive Committee met November 23rd. They have been working on the bylaws with legal counsel. Dr. Denker said the next step is the bylaws will go to the General Medical Staff meeting. Then they will be sent to the Board for their consideration.

NEW BUSINESS

There was no new business for discussion.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson provided a Strategic Plan update including Patient Experience, Quality and Safety, Community Outreach and Growth, Workplace Experience, and Financial Stewardship. We continue offering person-centered care and communicating with empathy workshops. The Person-Centered Care Committee has launched a Care for the Caregiver Campaign in an effort to help staff know we understand it has been a challenging time and we want them to know we are thinking about them. The Patient and Family Advisory Council continues to meet monthly via Zoom. Ms. Richardson said the group has been very helpful to us and we implement anything we can that will improve the experience. The iProtean education topic this month was on physician leadership. Ms. Richardson thanked Dr. Denker for inviting all physician leaders to watch the three assigned videos. Ms. Richardson said she would like to do that with them more often. We continue preparing for The Joint Commission survey for the Lab. We are working hard to fill open positions with Hospital staff. Ms. Tami Love, Chief Financial Officer, sent out the final documents for refinancing the bonds for review and approval by the Board today. We are on the agenda for the Board of County Commissioners meeting December 7th at 10:30 AM. Ms. Richardson thanked the team working on the refinancing project. She said we hope to close mid-December. Ms. Richardson said a group from the Hospital attended the Rock Springs Chamber of Commerce Awards Night November 5th. The Hospital was selected as the Industry of the Year Award winner. Ms. Richardson said when she accepted the award that night, she dedicated it to all staff at Memorial Hospital of Sweetwater County. She said we are grateful to our community for allowing us to serve them. The Kaufman Hall Project kick-off meeting was held the previous week. We are collecting data and we hope to have some information for the Board in January and February. Cerner Go-Live is scheduled February 28, 2022. The Medical Staff elected new officers for 2022. Ms. Richardson thanked Dr. Denker for his time as Chief of Staff. She said he was always available and truly embraces our mission, vision, and values. She said his leadership has directed the Medical Staff to new heights. We participated in the YWCA Festival of Trees event with a “Buckets of Kindness” tree entry. She said it is a nice way to let our community know what we are doing around person-centered care and our mission and values at the Hospital. The Veteran’s Day drive-thru lunch event had an excellent turnout. We have an entry in the Rock Springs Christmas Parade December 4th. The Hospital Christmas Cruz-Thru with Santa is December 10th from 3:00 – 5:00 PM. Ms. Richardson thanked staff for everything they have done and wished everyone a very merry Christmas and happy new year. She thanked the Board for being helpful, interactive, supportive, and readily available.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada reported the Committee met in November and the information is in the meeting packet.

Human Resources Committee

Dr. Sowada reported the Committee did not meet.

Finance and Audit Committee

Mr. Tardoni reported the information is in the meeting packet.

The motion to approve Capital Expenditure Request FY 22-30 for \$130,680 for nine dialysis machines as budgeted was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried.

The motion to approve Capital Expenditure Request FY 22-31 for \$127,292.98 for a Phillips diagnostic ultrasound system as budgeted was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

The motion to approve Capital Expenditure Request FY 22-32 for software for medical staff peer reviews was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Ms. Richardson introduced Mr. Rick Thompson, Mr. Nate Eckloff, and Mr. Liam O'Connell. She said everyone has been great to work with regarding the bond refinancing. Mr. Eckloff thanked the Board and staff. He reviewed the bond refinancing information and process. The refinancing will result in a significant amount of savings. The motion to authorize the Board President and Secretary to execute the documents to move forward with refinancing the bonds as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Mr. Jones thanked everyone for their efforts to make this happen.

The motion to approve the net potential bad debt of \$1,129,311.04 as presented by Mr. Ron Cheese, Director of Patient Financial Services, was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried. Mr. Tardoni noted the emergency room debt is the major part of the total amount. Mr. Cheese reported the patient navigation program has been an amazing gift to our patients and to the Hospital.

Building & Grounds Committee

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

Foundation

Ms. Tiffany Marshall, Foundation Executive Director, reported the Foundation has a potential board member interested in one of three openings. The virtual Red Tie Gala plans continue. The event will be held Saturday, February 5th at 7:00 PM. The night will end with Extreme Music Bingo. Blankets and dinner will be provided to sponsors. We are planning a Red Tie Gala Activity Week in our community.

Compliance Committee

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

Governance Committee

Dr. Sowada reported the minutes are in the meeting packet. She said the CEO evaluation process may need to be rewritten. The way we are doing that now is different than what we have in the written process. The Joint Commission requires a written evaluation. Dr. Sowada asked Trustees to send their comments and questions to her about that topic by December 14th.

Executive Oversight and Compensation Committee and Joint Conference Committee

Mr. Jones said there was no update to report.

BOARD REVIEW OF IPROTEAN

Dr. Sowada said there is a need for teamwork and it doesn't happen without good relationships. While the videos were addressed to physicians, they really speak to every person at the Hospital. Emotional intelligence fits with patient-centered care, everything Planetree has been teaching, empathy, and it all speaks to everyone at the Hospital being involved in quality. The thing she felt was missing was asking what matters most to physicians. Dr. Sowada said the Quality Committee is starting to look ahead. They have the right data available to the Board. They are looking at ways for the Quality Department to build on what they have already put in place. They want to look at data that helps people make better decisions. Mr. Jones said the videos talked about how the Board and physicians need to work together, hand-in-hand. It can't be an either/or. He said it is good for anyone to watch leadership videos. It is important to look at leaders at all different levels. He said he watched some of the videos with Ms. Richardson on a Zoom call and invited people to try that method if they feel it would be beneficial to watch and discuss together. Ms. Pendleton said the videos have been very beneficial and have clarified the role of the Board. She said they are enlightening, worthwhile, and thanked Dr. Sowada for the choices in assignments. Mr. Tardoni said the Board's role is setting the culture and dynamiting the roadblocks. Mr. Kelsey thanked Dr. Sowada for giving the Board the opportunity to learn and discuss. He thinks it's a good exercise and hopes we keep doing it. Ms. Richardson said she thinks these are wonderful. Dr. Sowada thanked Ms. Richardson and the staff for making it happen. She asked for suggestions for the January meeting discussion topic and said there is some new information on strategic planning.

MEDICAL STAFF REPORT

Dr. Denker provided a Covid update. We currently have one patient in-house and a 9% positivity rate in the community. We are watching a new omicron variant. We are no longer in crisis mode. Dr. Denker said we continue to do our best to put quality measures in the forefront. We continue to monitor transfer data. Dr. Denker said we are continuing with our commit-to-sit initiatives. He said we had good turnout for the iProtean videos review. Dr. Denker said he thinks it is good to talk about the different sides and planting seeds for a good collaboration in the future. The new officers elected by the Medical Staff are:

Secretary/Treasurer – Dr. Lucy Ryan
Vice President – Dr. Alicia Gray
President – Dr. Brianne Crofts

Dr. Denker said these officers will do an outstanding job leading the Medical Staff. He thanked Ms. Richardson for her leadership. He said she is seen as an excellent leader in the Hospital and in the community. Dr. Denker thanked Mr. Jones and the Board.

GOOD OF THE ORDER

Ms. Pendleton said someone in her office needed a procedure and raved about the Hospital staff and process.

Mr. Jones wished everyone a merry Christmas and new year. He expressed appreciation to the staff.

EXECUTIVE SESSION

Mr. Jones said there would be an executive session. He said the Board would leave the current meeting, go to another link, and then return to the original meeting for actions taken following executive session. He said the Board would take a 10-minute break and reconvene in executive session at 3:35 PM. The motion to go into executive session was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

RECONVENE INTO REGULAR SESSION

At 4:16 PM, the motion to leave executive session and return to regular session was made by Ms. Pendleton; second by Mr. Tardoni. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve the privileges, credentials, and appointments for everyone on the list provided by Ms. Downs was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Credentials Committee Recommendations from November 9, 2021

1. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Christopher Ryba, Emergency Medicine (U of U)
 - Dr. Rasheel Chowdhary, Pulmonary Medicine
2. Reappointment to Active Staff (2 year)
 - Dr. Frederick Matti, Radiology
 - Dr. Melinda Poyer, Family Medicine
3. Reappointment to Consulting Staff (2 years)
 - Dr. Michael Allen, Tele Radiology (VRC)
 - Dr. Jason Young, Tele ICU (U of U)
 - Dr. Jade Nunez, Tele ICU (U of U)
 - Dr. Kevin Whitehead, Cardiovascular Disease (U of U)
4. Reappointment to AHP Staff (2 years)
 - Jocelyn Palinek, Family Nurse Practitioner

ADJOURNMENT

Mr. Jones thanked everyone and said the next meeting is January 5, 2022. There being no further business to discuss, the meeting adjourned at 4:17 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary