

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

December 6, 2017

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on December 6, 2017, at 1:00 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, 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 October 26, 2017, special meeting with the Foundation Board as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried. The motion to approve the minutes of the November 1, 2017, regular meeting as presented was made by Mr. Jones; second by Mr. Kelsey. 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 Medical Staff met with the Board November 28. No committee meetings have been held since that time. The Medical Staff has been discussing Policy Stat. Dr. Dansie said just because the Medical Executive Committee may approve something, it is not effective until the entire process is complete. Dr. Dansie said an election of officers was held. Dr. Dansie was elected to continue as President for the next year. Dr. Samer Kattan will serve as Vice President and Dr. Lawrence Lauridsen will serve as Secretary/Treasurer. Dr. Dansie said the Joint Conference Committee will meet next week The Bylaws Committee meets December 19. The bylaws revision work continues.

EXECUTIVE SESSION

Mr. Mathey said there would be an Executive Session and referenced Wyoming Statute 16-4-405 (a)(ii, iii, ix, and x). The motion to go into Executive Session was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

RECONVENE INTO REGULAR SESSION

The Board of Trustees reconvened into Regular Session at 3:45 PM.

The motion to approve the November 20, 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 Associate Staff (1 year)
 - Dr. Banu Symington, Oncology
2. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Stacy Steans, Pediatrics
 - Dr. Jad Wakim, Hematology/Oncology
3. Reappointment to Active Staff (2 years)
 - Dr. Pritam Neupane, Pulmonary Medicine
 - Dr. John Iliya, General Surgery
4. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Philip Najm, Emergency Medicine
5. Reappointment to Consulting Staff (2 Years)
 - Dr. Jade Nunez, Tele Burn (U of U)
 - Dr. Jason Young, Tele Burn (U of U)
 - Dr. Kevin Whitehead, Cardiology (U of U)
 - Dr. Michael Allen, Tele Radiology (VRC)
 - Dr. Douglas Belton, Tele Radiology (VRC)
 - Dr. Lawrence Briggs, Tele Radiology (VRC)
 - Dr. Naomi Saenz, Tele Radiology (VRC)

OLD BUSINESS

CEO Contract Update

Mr. Mathey said terms have been negotiated and agreed upon. The motion to authorize the President of the Board of Trustees to execute the contract was made by Mr. Jones; second by Dr. Sowada. Motion carried.

Mission and Vision Statements

Dr. Kristy Nielson, Chief Nursing Officer, said she sent out a survey to gather input and received sixty-four insightful replies. The responses were compiled and key words were identified.

Executive Leaders will put together some options and bring to the Board for review. Dr. Nielson said they plan to present information at the January Board meeting.

Committee Charters

Mr. Kelsey reported a subcommittee of the Finance and Audit Committee met and through a lengthy process worked on the charter. He reviewed the highlights. The proposal is for anything under \$25,000 to be given to the Board for review following approval by the Chief Executive Officer. Anything over \$25,000 would go to the Board for approval. It was clarified the amount for review and approval is the total dollar amount involved, not the yearly amount if broken out. Mr. Kelsey said if we find this isn't working, we will make adjustments. He said the Committee number of voting members was expanded and said the term "hospital" includes the clinics when appropriate. Mr. Kelsey said with the approval of the charter and with approval of the contracts policy, the group feels we don't need a spending matrix. Mr. Jones said this makes it more timely to get the things needed to move forward. He thanked everyone involved in the process. The motion to approve the Finance and Audit Committee Charter as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Contract Policy

Mr. Kelsey said the Finance and Audit Committee reviewed the proposed policy carefully. It spells out the types of contracts involved in detail and references agreements requiring the Board of County Commissioners' approval. Regarding the section referencing service agreements associated with contracts for \$25,000 or more, Mr. Kelsey requested a spelling correction to read this excludes service agreements of Board approved capital equipment. Dr. Sowada commended the group for blending contracts and spending authority into one item. The motion to approve the contract policy as presented was made by Dr. Sowada; second by Mr. Jones. Motion carried.

University of Utah Affiliation Agreement

Mr. Mathey said representatives from the Hospital and the University of Utah (U of U) came before the Board of County Commissioners (BOCC) November 21 and the affiliation agreement was approved by the BOCC at that time. Mr. Mathey said the BOCC appreciated that the U of U reps appeared and took questions. It was a good example of how business should be conducted with a public entity. Mr. Mathey said we are waiting to receive the official, fully-executed original.

NEW BUSINESS

None.

CEO REPORT

Ms. Richardson announced Ms. Tami Love has been appointed Chief Financial Officer. Ms. Suzan Campbell, Chief Legal Executive/General Counsel, has been added to the Executive Leadership team. Ms. Leslie Taylor has been appointed as the Interim Clinic Operations

Manager. Ms. Richardson said the Executive Leaders have been working on updates to the organization chart and it will be presented to the Board for approval. The Green River and Rock Springs Chambers of Commerce have invited Ms. Richardson to speak in December and January. She has been asked to speak to a local Girl Scouts troop this month. Ms. Richardson said we had limited space in the Rock Springs holiday parade and were pleased to receive third runner-up honors. Ms. Richardson said she feels our efforts were well-received by the community. The Standard and Poor's credit review will happen in January or February. Ms. Richardson said we hope to have six months of financial information to present. She said everyone has been working very hard and we have been very busy. We keep moving forward.

COMMITTEE REPORTS

Building and Grounds Committee

Mr. Jones asked Mr. Jim Horan, Facilities Director, to provide a brief report. Mr. Horan said the CT project is going out to bid this month. Work should begin in early January. The recommendation at this time is that two behavioral health rooms are sufficient for now. We sent plans to the Wyoming Department of Health regarding the medical office building inspection work. We expect no problem obtaining an extension. We are still looking at storage options including the old hospital buildings owned by the County. Mr. Horan said we heard from The Joint Commission that all issues were resolved. The hospital holiday outdoors lighting will be lit later in the evening. Ms. Richardson said we wanted to have the lights but wanted to go with about 50% of the prior cost. Mr. Horan noted his appreciation to the Board for the Building and Grounds Committee and the attention they give to infrastructure.

Foundation Board

Mr. Kelsey said there was no information to report at this time.

Finance and Audit Committee

Capital Expenditures Requests: Request FY 18-11 was presented and the motion to approve \$6,143 for a glide scope was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

Narratives: Ms. Love announced Ms. Jan Layne is the new Controller. Ms. Love reviewed the narratives included in the packet. She reported a gain of \$278,815 for October and said revenue was over budget, expenses were under budget, collections were \$6.5M and days of cash on hand went up by one day to 107. Ms. Love said Mr. Ron Cheese, Patient Financial Director, is anticipating \$7.9M in collections for November. Mr. Kelsey thanked Ms. Love for adding the financial key terms on pages 75 and 76 of the packet. He requested the addition of "gain", "total net gain", and "net operating loss" to the listing. Mr. Jones said he knows we still have work to do but he thinks there is reason to celebrate. He thanked everyone involved in the progress.

Bad Debt: The motion to approve the net potential bad debt for \$289,151.37 as presented by Mr. Cheese was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

Investment Recommendation: The motion to approve the investment recommendation as requested was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

Human Resources Committee

Mr. Mathey said the Committee worked on selection of an administrator of employee benefits, made a decision, and the company was scheduled to be on-site. He said the Hospital decides which businesses we will do payroll deductions for. Ms. Campbell provided information from Ms. Amber Fisk, Human Resources Director, as follows:

- Orientation of 8 new employees in November
- Upcoming orientation in December for 9 employees
- Critical Job Analysis completed on 8 different positions
- Turnover is 20% as of October 31, 2017
- Moratorium on updating employee policies per CEO

Quality Committee

Dr. Sowada reported draft minutes of the last meeting are included in the packet. The Board also received additional information from Ms. Amanda Molski, Quality Director, in narrative form. She said that information will be included in future Board meeting packets. Dr. Sowada said we are still working on Emergency Department thru-put. There have been significant improvements in times. She said we are still working on it and thanked the staff. She noted the fun changes on the wall decorations in the Ortho area.

Joint Conference Committee

Dr. Dansie said the group will meet again December 12. Mr. Mathey said they will continue work on the strategic plan.

CONTRACT REVIEW

Contract Consent Agenda

Ms. Campbell said this item is removed from the agenda following approval of the contract policy. Dr. Sowada asked for additional information on the TriZetto agreement. Mr. Cheese reviewed the automatic cash adjustment and posting services provided and our need. He said it should help on the front-end in the Clinic. His opinion is it is a great contract for the Clinic. Mr. Tardoni said TriZetto does fall in the Board's approval purview due to the annual cost. The motion to approve the CEO signing the TriZetto agreement as presented on behalf of the Hospital was made by Mr. Jones; second by Dr. Sowada. Motion carried.

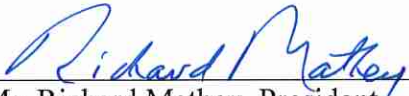
GOOD OF THE ORDER

Mr. Jones said the Board is putting together a basket for the Red Tie Gala. He asked Trustees to let him know by the end of the week if they wanted to participate. He said the Board has

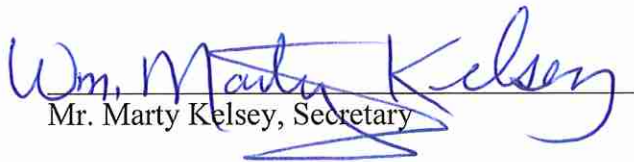
challenged the BOCC with a prize at the end of the evening for the basket that brings in the most funds between the two.

ADJOURNMENT

There being no further business to discuss, the motion was made, second and carried to adjourn. The meeting adjourned at 4:55 PM.


Mr. Richard Mathey, President

Attest:


Mr. Marty Kelsey, Secretary