

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

December 6, 2023

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session via Zoom on December 6, 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: Judge Nena James, Mr. Marty Kelsey, Ms. Kandi Pendleton, and Dr. Barbara Sowada. Excused: Mr. Craig Rood.

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Dr. Brianne Crofts, Medical Staff Services President; Mr. Taylor Jones, Sweetwater County Commissioner Liaison; 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

Ms. Richardson reported we had over 100 people participate in the recent Rock Springs Lighted Holiday Parade including some members from our Patient and Family Advisory Council. She gave a huge shout out of appreciation to everyone who made it happen and participated.

Dr. Sowada said the facilitator of the recent strategic planning session said she had never worked with a senior leader group that got along so well and worked together so well. Dr. Sowada said she was very complimentary of all the things accomplished since 2017 and it was wonderful to see the Hospital through someone else's eyes. The consultant noted there was at least a 90% overlap on the three SWOT analysis outcomes completed by the Trustees, Leadership, and Medical Staff. Dr. Sowada gave many thanks to the staff for all they have done.

AGENDA

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

APPROVAL OF MINUTES

Due to the lack of a quorum of voting members for the October 4, 2023, regular meeting minutes and November 13, 2023, special meeting minutes, approval was tabled until the January meeting. The motion to approve the minutes of the November 1, 2023, regular meeting was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried. The motion to approve the November 10, 2023, special meeting minutes was made by Ms. Pendleton; second by Mr. Kelsey. Motion carried. The motion to approve the November 14, 2023, special meeting minutes was made by Mr. Kelsey; second by Judge James. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

Employee Policy – Non-Discrimination & Anti-Harassment

Dr. Sowada reported the Committee is continuing work on this policy.

Board Policy – Approval Process For Expansion Of Or Addition To Hospital Services

Dr. Sowada reported this has been withdrawn.

Residents In Training Policy

The motion to approve the Residents In Training Policy with the correction of capitalization of “Hospital” as appropriate as recommended by Mr. Kelsey was made by Ms. Pendleton; second by Mr. Kelsey. Motion carried.

NEW BUSINESS

The Joint Commission Requirements Regarding the Board’s Role in Quality

Dr. Sowada said she sent an American Hospital Association video link and some other background materials to the Trustees for their review. Ms. Pendleton said we will be providing more information in the Quality section moving forward.

Board Self-Assessment Survey

Dr. Sowada said the report has been loaded in the board portal. She said the information will be discussed in detail at the January meeting.

Board Committee Assignment Revision

Dr. Sowada reviewed the updated Committee assignments as follows:

Judge James: Human Resources Committee
Quality Committee
Executive Oversight & Compensation Committee

Mr. Rood: Moving from Human Resources Committee to Finance & Audit Committee

FY23 Revised Audit

Ms. Jan Layne, Controller, provided an update to the audit completed in 2023. She said we wait for the Quality Rate Adjustment (QRA) number from the State and received the final numbers November 15. The amount was approximately \$2M more than we received last year. There is no way for us to calculate that number. The auditors revised the draft audit based on the updated information. She shared several updated financial ratios and said the update improves our bottom line. The motion to approve the FY23 Revised Audit as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

Patient Rights & Responsibilities Standard

Ms. Richardson said we review the information every three years. Dr. Sowada said her understanding is there were no changes and asked for the Board's pleasure to approve on first read. The motion to approve the Patient Rights & Responsibilities Standard as presented was made by Ms. Pendleton; second by Judge James. Motion carried. Mr. Kelsey requested "Hospital" be capitalized in the document as appropriate.

Employee Policy – Weapons Policy

Mr. Phillips reviewed the policy and said it was developed based on practices security staff were doing already and we added some things to ensure additional safety. Mr. Phillips said this used to be handled by statute. He said it is an effort to put into writing and make official our practices. He said it is designed to ensure staff and everyone onsite are protected and safe while protecting second amendment rights.

Credentials Committee

Orthopedic Privileges: The motion to approve the privileges document as presented was made by Ms. Pendleton; second by Judge James. Motion carried.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson provided a person-centered care culture update. She said we continue to work with HealthTechS3 on our critical access hospital designation request process. We believe the survey by The Joint Commission will help expedite the process and our goal is to have the designation by the end of March 2024. Ms. Richardson said we had a successful strategic planning retreat and thanked all participants. She hopes to bring a plan to the Board in January or February. She said The Joint Commission is currently onsite and will remain until Friday. She said we are prepared and we feel confident the survey will go well. Ms. Richardson thanked Commissioner Jones for his work moving forward a new structure for the maintenance funding process from the County.

She said we are grateful for the funds the County gives to us each year. We would like to place the money in a fund to accumulate year after year to help do the larger projects. She said the Commissioners were agreeable to do that and the money will stay with the County. Ms. Richardson said she will begin creating monthly radio spots and invited the Trustees to join her. She has also extended an offer to the Medical Staff and Leadership Team to participate with her. Ms. Richardson encouraged the Trustees to participate in the upcoming American Hospital Association Rural Healthcare Conference. Ms. Richardson recognized the MHSC Foundation for receiving the Rock Springs Chamber of Commerce Rock Star Award for Community Involvement. The Hospital was also nominated for the Enterprise Award. Ms. Richardson invited the Trustees to join us for the employee holiday lunch or dinner on December 7 as well as celebrate our 130th anniversary on December 15. Ms. Richardson thanked the Trustees and Commissioners for the support they give to us. She said we will continue to move forward. She said she is excited for the strategic plan initiatives and thanked staff for all they do every day.

COMMITTEE REPORTS

Building and Grounds

Mr. Kelsey said he typically writes a report but was unable to attend so he asked Dr. Sowada to share an update. Dr. Sowada said she was impressed with the number of projects in the pipeline and that the timelines are on track. Judge James said she was impressed with how proactive, how on top of things people are, and how much is happening. She said she was grateful to be invited and have the opportunity to attend. Mr. Kelsey asked for an update on the master plan list. Ms. Richardson said we will bring an agreement to the Board for approval to move forward with the plan.

Compliance Committee

Dr. Sowada said Ms. April Prado, Foundation and Compliance Coordinator, does a great job with the minutes and said they are in the meeting packet.

Governance Committee

Dr. Sowada said the minutes are in the meeting packet.

Quality Committee

Ms. Pendleton said she is working with Dr. Kari Quickenden, Chief Clinical Officer, and Ms. Kara Jackson, Director of Quality, Accreditation, Patient Safety, and Risk, to have something to present to the full Board each month. She said the process is to get something in writing or a small presentation each month. At the November committee meeting, staff presented the health equity written action plan. She said there was a pretty in-depth discussion about the large Hispanic population in Sweetwater County and what we are doing to address their needs. The Hospital has a full-time interpreter onsite and also an Interpreter-On-Wheels (IOW). There are other staff members who are bilingual so staff are looking at opportunities to expand services. Ms. Pendleton said there was a discussion of some performance metrics and Medicare reimbursement. She said the end stage renal disease summary in the meeting packet was interesting. There was information about increased efficiencies in the dialysis department. Dr. Melinda Poyer, Chief Medical Officer,

talked about the strategic planning session. She reported we are 100% on the post-partum hemorrhage scores for the past 5 months and we hit our sepsis goal for the last 8 months. We are focusing on our drug monitoring program in November. Ms. Richardson reviewed the QLER tele psych program. We are working on reviewing cases with the U of U on transfer patients and readmission and mortality rates of those patients. Ms. Pendleton said we hear comments about the emergency department. One of the control charts talks about the time it takes from admission to leave the ER. We have a goal of 110 minutes and we hit 108 minutes. Ms. Pendleton said the whole quality committee meeting packet has a lot of great information so she encourages everyone to review the entire packet. She said everyone from the Hospital and quality team does a great job.

Human Resources Committee

Dr. Sowada said the minutes are in the packet. Ms. Pendleton thanked everyone who helped her cover meetings while she was out of town.

Finance and Audit Committee

Capital Expenditure Request: The motion to approve capital expenditure request FY24-21 for Alaris units for the low bid of \$72,440 as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

Information Technology Report: Mr. Kelsey said the report is in the packet.

Bad Debt: The motion to approve the potential bad debt of \$1,215,400.98 as presented was made by Mr. Kelsey; second by Judge James. Motion carried.

Finance & Audit Committee Meeting Information: Mr. Kelsey said things look pretty good. He said we had a small loss. Mr. Kelsey said contract FTEs increased a little bit. He said staff have worked to reduce the cost of the contract staff.

Foundation Board

Ms. Tiffany Marshall, Foundation Executive Director, said she did not report anything in the packet because the Board of Directors did not meet in November. She said we are in full swing for the Red Tie Gala on February 3. She said the Committee working on the 10th Anniversary event has done an amazing job and all proceeds from the event will go to the Lab renovation and expansion project. She said this will help with funding but also to introduce the project to the community. She said the goal is to help the Hospital.

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

U of U Telemedicine Contract: Dr. Sowada asked Ms. Richardson to review the contract. Ms. Richardson said the changes allow access to U of U specialists to help keep patients here. She said we are pleased with the contract because it brings down costs and is a great service to utilize with the U of U. The motion to approve the U of U Telemedicine Contract as presented was made by Ms. Pendleton; second by Judge James. Motion carried.

MEDICAL STAFF REPORT

Ms. Kerry Downs, Director of Medical Staff Services, reported Dr. Crofts is on call and was called into surgery. Ms. Downs read the following report from Dr. Crofts:

The medical staff met on November 15, 2023, for the general medical staff meeting. The meeting was in person but there was a virtual option. 30 members attended the general medical staff meeting. We had elections for officers for the 2024 calendar year. Brianne Crofts, MD was re-elected as president. Alicia Gray, MD was re-elected as Vice President and Steven Croft, MD was re-elected as Secretary/Treasurer.

MEC met via Teams on November 29, 2023. We continue to review and approve various policies from different departments. We are working on bylaw changes. Hopefully, the bylaw changes will go to the first general medical staff in 2024 for the medical staff to vote and hopefully approve. We are working on updating the rules and regulations. This process will likely take several months. I am planning to appoint a Non-Physician Provider to the Peer Review Committee and the P & T committee. This will hopefully improve involvement of Non-Physician Providers with medical staff affairs and comply with critical access designation requirements. Starting in January, Dr. Binks, Chairman of the Medicine Department, and Dr. Pedri, Chairman of the Surgery Department, will join the MEC. I appreciate Dr. Jensen and Dr. Mister Pawar for their time serving on the MEC.

I am looking forward to serving on the MEC for one more year. Starting in 2025, I am going to allow someone else to lead the medical staff. Please excuse me from the January 2024 board meeting. I will be sitting on a sunny beach getting my vitamin D. I will provide Kerry with a report from the President of the medical staff for the January board meeting of 2024. Thank you.

GOOD OF THE ORDER

Dr. Sowada thanked Judge James for joining the Board. Dr. Sowada said she will forward to the Trustees a hard copy of a publication regarding the Board's role in quality and safety.

Commissioner Jones thanked Ms. Richardson for mentioning the rollover account. He said he is glad to update the process and said it is the most transparent method. He said it amounted to getting the right people in the room. He thanked everyone involved. Dr. Sowada said we appreciate all the Commissioners have done and continue to do for the Hospital. She said it is a community effort.

EXECUTIVE SESSION

The motion to go into executive session at 3:25 p.m. was made by Ms. Pendleton; second by Judge James. Motion carried. Dr. Sowada said there would be a 10-minute break and the anticipated amount of time for the executive session was approximately one hour.

RECONVENE INTO REGULAR SESSION

The motion to leave executive session and return to regular session at 4:42 p.m. was made by Ms. Pendleton; second by Judge James. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to grant clinical privileges and appointments to the Medical Staff as discussed in executive session was made by Ms. Pendleton; second by Mr. Kelsey. Motion carried.

Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from November 14, 2023

1. Initial Appointment to Active Staff (2 years)
 - Dr. Mark Reilly, Radiation Oncology
2. Initial Appointment to Associate Staff (1 year)
 - Dr. Michael Young, Radiology
 - Dr. Aaron Blau, Emergency Medicine (U of U)
3. Reappointment to Active Staff (2 years)
 - Dr. Melinda Poyer, Family Medicine
 - Dr. Frederick Matti, Radiology
4. Reappointment to Consulting Staff (2 years)
 - Dr. Kevin Whitehead, Cardiovascular Disease (U of U)
 - Dr. Jade Nunez, Tele ICU (U of U)
 - Dr. Jason Young, Tele ICU (U of U)
 - Dr. Toby Enniss, Tele ICU (U of U)
 - Dr. Joanna Grudziak, Tele ICU (U of U)
 - Dr. Michael Allen, Tele Radiology (VRC)
5. Reappointment to Non-Physician Staff (2 years)
 - Jocelyn Palinek, Family Nurse Practitioner
 - Ross Little, Professional Counselor (SWCS)
 - Elisa Robbins, Clinical Social Work (SWCS)
6. New Business
 - Emergency Medicine Privileges
 - Dr. Emily Sanchez
 - Mako Robotic Surgery Privileges

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

ADJOURNMENT

Dr. Sowada wished everyone a Merry Christmas and Happy New Year. There being no further business to discuss, the meeting adjourned at 4:46 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary