

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

**February 3, 2021**

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on February 3, 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, Mr. Richard Mathey, Dr. Barbara Sowada, and Mr. Ed Tardoni.

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

**Pledge of Allegiance**

Mr. Jones 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 shared a story a patient gave to her at the grocery store. The patient couldn't say enough good things about their care and said everyone was kind and so nice. The patient said so many times we don't hear the positive things and only the negative so she wanted the CEO to know she had impressive visits in two different areas. Ms. Richardson applauded staff for all they do to take such good care of our patients. Mr. Jones said the jobs at the hospital can be difficult under normal circumstances so under the current conditions, it is always so nice to hear positive stories.

**APPROVAL OF AGENDA**

Mr. Jones asked if there were any changes to the agenda. Mr. Jake Blevins of ST&B Engineering requested adding discussion of the air handler project and a proposed change order. He requested an out-of-sequence review of the HVAC upgrade project to avoid three weeks of delay. Mr. Jones said it could become item "A" under "New Business." The motion to approve the agenda with the requested change was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

## **APPROVAL OF MINUTES**

The motion to approve the minutes of the January 6, 2021, regular meeting as presented was made by Mr. Mathey; second by Dr. Sowada. 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, reported Covid testing is decreasing with about forty patients a day. We are helping Public Health with getting vaccines out quickly. We are having more visitors in the hospital. Staff have done a phenomenal job of implementing new things and taking care of patients. Mr. Jones asked Ms. White to pass along to staff the Board's gratitude.

### **Termination and Appeals Policy**

Mr. Jones said we are still working on the Termination and Appeals Policy and Rules of Practice. Mr. Mathey asked how we are going to handle these coming before the Board. He said there are things to be said and asked when we are going to discuss them. He asked if Mr. Geoff Phillips, Legal Counsel, is going to review and report back to the Board. Ms. Richardson said she thinks that is the plan and is not sure on the timing.

### **Medical Staff Rules and Regulations, Medical Staff Bylaws**

Mr. Jones said Dr. Denker asked if there are questions to please forward them via e-mail to Dr. Denker. Following discussion, Dr. Sowada said copies of questions will also be sent to Ms. Richardson, Ms. Kerry Downs-Medical Staff Services Director, Ms. Suzan Campbell-In House Counsel, and the Board of Trustees.

## **NEW BUSINESS**

Mr. Jones said these items are for review as well as to ask questions or make comments.

### **HVAC Project Update**

Mr. Blevins reviewed information discussed at the last Building and Grounds Committee meeting. A decision was made that a portion of the laboratory addition project be accelerated into the existing HVAC upgrade project that is underway. That portion is mechanical and intensive in nature. The name of that unit is S1 that serves a large portion of the facility. It took the design team quite a bit of time to pull together all the plans. We obtained the pricing earlier in the day and it is \$1,587,208. The work needs to be completed by June 30 with available funds or those funds will be forfeited. Mr. Kelsey asked Ms. Tami Love, Chief Financial Officer, or Ms. Richardson to address the financial implication. Ms. Love said this was being planned as part of the lab

renovation. The plan is to use remaining CARES Act funds. She said she is comfortable with the amount of the change order. Ms. Richardson noted this should decrease the cost of the lab remodel. Mr. Will Wheatley, Plan One, said S1 came after the original estimating efforts. When we dug into mechanical systems is when S1 came to light. He said it is not a one-for-one savings and maybe half of the amount was the breaking point difference. The motivation was to get to CARES Act funds. Mr. Blevins said the amount will come down but not one-for-one. Ms. Richardson said she thinks it is timely and a justifiable expense under the rules of CARES Act and thinks it is a good move. The motion to approve the change order as discussed in the approximate amount of \$1,587,000 be approved as discussed was made by Mr. Kelsey; second by Dr. Sowada. Motion carried. Dr. Sowada said anytime we can replace old equipment with SLIB money, we should. Mr. Blevins thanked the Board, Mr. Wheatley, and the representative from Grothouse.

### **Proposed Changes to Existing Bylaws**

Dr. Denker said the Medical Staff found an opportunity to improve documents and noted the changes made.

### **Proposed Changes to New Bylaws**

Ms. Downs said the Medical Staff made a proposal to change the new bylaws which the Board is still reviewing so they made a decision to make those same changes to the existing in case the new bylaws take awhile to change.

### **Employee Policies**

Political Activity: Mr. Jones said the policy kind of addresses whether or not a person can apply work time for running for political office. He could see the opportunity for someone to be at home and on hospital time and they might want to clarify personal time vs. work time. Mr. Tardoni said we do have a policy regarding working from home that addresses that and distractions that impact work. Ms. Campbell said that is a good point. She would like to look at telecommunication policy to ensure they coordinate. Mr. Tardoni asked that questions and comments are collected, then address them, and then bring them back to the Board. He asked that questions be sent to him and copy Ms. Campbell. Mr. Kelsey thanked the HR Committee for taking this up and said he thinks it is a really good policy and well-written. He said campaigning should be on a person's own. We need to avoid double-dipping for payment. He wants to discuss non-elected appointments to boards and commissions. He asked what do we do with employees who want to serve on these groups. He is not sure how the hospital handles these things. He is not sure we need a policy and hopes our current practice is we don't require people to use PTO for those types of things. He hopes we encourage the employees to serve our communities. He views unpaid service similar to appointments. Ms. Richardson said there is a difference between exempt and non-exempt staff. She said we have never actually had this come up where staff have asked to take time off to serve on a board. There was discussion of concerns. Mr. Kelsey said it is important the hospital shares the talent and expertise of staff with other entities at the community and state level.

Communication Systems: Mr. Tardoni asked for questions after the meeting on communications go to Mr. Tardoni and Ms. Campbell.

Equal Employment Opportunity: Mr. Tardoni said it came up for review. The changes are insignificant and no Board action is required. It is just included as a “for your information” item.

### **CHIEF EXECUTIVE OFFICER REPORT**

Ms. Richardson said Ms. Lena Warren is the new Community Outreach Director. Her first big project is the health fair March 6. Ms. Richardson welcomed Ms. White as the new Director of the Emergency Room and said Ms. White has led the Incident Command Team so well. Ms. Richardson said we continue to interview urology and pathology candidates. The locums have been saying good things about the hospital facility and staff and are very complimentary of what is happening here. The vaccine clinic went extraordinarily well in working with Public Health. Ms. Richardson thanked everyone for every effort. She announced we started a community “Health Matters” newsletter. Commissioner Smith reached out to Ms. Richardson and the Board to join in helping find a solution to the ambulance service. Commissioner Smith said the word from the city is the hospital should take it. Ms. Richardson said we talked about it in the past and determined it is not viable but we are happy to look at solutions. Ms. Richardson thanked staff for working so hard. She said Covid numbers are decreasing and we have been doing our best to take care of our community. She thanked staff, physicians, the Board, and the Commissioners.

### **COMMITTEE REPORTS**

Mr. Jones said if anything needs to be brought forward, please discuss it at this time.

#### **Quality Committee**

Mr. Jones asked for more information regarding physicians reporting on quality issues. Mr. Kelsey said we are still reviewing the process. Ms. Downs said Ms. Kari Quickenden, Chief Clinical Officer, brought the information to the Medical Executive Committee meeting. They feel a Joint Conference Committee meeting would be the best place to discuss.

#### **Human Resources Committee**

Mr. Tardoni pointed out the good statistics of the HR program in this report.

#### **Finance and Audit Committee**

Mr. Mathey said everything is in the packet. There are no capital expenditure requests or requests for ratification of SLIB or CARES Act money.

***Bad Debt:*** The motion to approve the net potential bad debt of \$1,221,052.79 as presented by Mr. Ron Cheese, Patient Financial Services Director, was made by Mr. Mathey; second by Mr. Tardoni. Motion carried.

#### **Building & Grounds Committee**

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

## **Foundation**

Ms. Tiffany Marshall, Foundation Director, said the County Commissioners held a special meeting to look at applications for CARES Act money for non-profits covering lost revenue, canceled or altered events, etc. We applied for funding for the golf tournament and it was approved. We are excited for that revenue and are grateful. Ms. Dianne Blazovich's term is over so we have a new President next month, Mr. Matt Jackman. We continue looking for a date to have a joint meeting with the Board of Trustees. We have rolled out the Planned Gifts Committee. We hope it will be community volunteers driven. Mr. Jones noted Ms. Marshall has done an excellent job with grant writing.

## **Compliance Committee**

Mr. Tardoni reported the Committee did not meet to make way for the vaccination clinic.

## **Governance Committee**

Dr. Sowada said she and Mr. Mathey are reviewing and revising the bylaws. They plan for a draft to be to the Board by April. They need to make sure we are recording the CEO performance reviewed per The Joint Commission requirements. We are also required to have a Board self-assessment. She recommends using The Governance Institute process. It is standardized and compares us to like hospitals. Dr. Sowada suggested completing the assessment in April. She asked Ms. Richardson if we can ask her assistant to make those contacts to get it going. The annual summary is the one that needs to be recorded as a written record. Dr. Sowada said we are meeting the requirement.

## **Executive Oversight and Compensation Committee**

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

## **Joint Conference Committee**

Mr. Mathey said they have not met.

## **CONTRACT REVIEW**

Dr. Sowada said iProtean offers a series of 10-30 minute videos that are training documents that have to do with significant Board topics. She said the material is really useful. The agreement covers access for the five Trustees and five Senior Leaders.

## **MEDICAL STAFF REPORT**

Dr. Denker said the Medical Staff are focusing on quality and Press Ganey. They are excited and nervous with Cerner getting started. The physicians noticed Ms. Richardson has been rounding in the departments and that is powerful, meaningful, and appreciated. Mr. Jones thanked Dr. Denker for participating in the meeting.

## **GOOD OF THE ORDER**

Mr. Kelsey said he was not aware of the timing of the Finance and Audit Workshop on February 24<sup>th</sup> and requested a later time in the day. The group agreed to begin at 3:30 PM.

Mr. Kelsey said he really liked the website with the leadership team. However, if you tap the e-mail button, it not really user-friendly to get an e-mail to people. He said it is hard to navigate and asked if IT could investigate.

Mr. Jones thanked everyone for all they are doing.

## **EXECUTIVE SESSION**

Mr. Jones said there would be an executive session. He said the Board would take a five-minute break and reconvene in executive session at 3:33 PM. The motion to go into executive session was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

## **RECONVENE INTO REGULAR SESSION**

At 5:32 PM, the Board came out of executive session and the motion to resume regular session was made by Mr. Mathey; second by Mr. Tardoni. Motion carried.

## **ACTION FOLLOWING EXECUTIVE SESSION**

### **Approval of Privileges**

The motion to approve hospital privileges for the healthcare providers discussed in executive session was made by Mr. Mathey; second by Mr. Kelsey. Motion carried.

#### Credentials Committee Recommendations from January 12, 2021

1. Initial Appointment to Consulting Staff (1 years)
  - Dr. Sarah Lombardo, Tele ICU (U of U)
  - Dr. Sudha Jayaraman, Tele ICU (U of U)
  - Dr. Jennifer Ngo, Tele Radiology (VRad)
2. Initial Appointment to Locum Tenens Staff (1 year)
  - Dr. Veronica Ledvin, Hospitalist
  - Dr. Nicole Dyer, Hospitalist
  - Dr. Cameron Kesler, Hospitalist
3. Temporary Privileges to Locum Tenens Staff
  - Dr. Edward Callaghan, Pathology
4. Reappointment to Active Staff (2 years)
  - Dr. Steven Croft, Anesthesia
  - Dr. David Duckwitz, Podiatric Surgery
5. Reappointment to Consulting Staff (2 years)
  - Dr. Gregg Sydow, Tele Radiology (VRC)
6. Reappointment to Locum Tenens Staff (1 year)
  - Dr. Preetpal Grewal, OB/GYN

The motion to authorize the CEO to enter into the healthcare provider employment contracts discussed in executive session was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

The motion to deny the governmental claim as discussed in executive session was made by Mr. Mathey; second by Mr. Kelsey. Motion carried.

The motion to authorize the CEO to pay the medical expenses discussed in executive session was made by Mr. Mathey; second by Mr. Kelsey. Motion carried.

### **ADJOURNMENT**

Mr. Jones thanked everyone. There being no further business to discuss, the meeting adjourned at 5:35 PM.

*Mr. Taylor Jones, President*

Attest:

*Mr. Marty Kelsey, Secretary*