

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

**February 7, 2018**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on February 7, 2018, at 2:00 PM with Mr. Richard Mathey, President, presiding.

**CALL TO ORDER**

Mr. Mathey called the meeting to order and asked that the minutes reflect 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; and Mr. Jim Phillips, Legal Counsel.

Mr. Mathey led the audience in the Pledge of Allegiance.

**APPROVAL OF MINUTES**

The motion to approve the minutes of the January 10, 2018, regular meeting as presented was made by Mr. Jones; second by Dr. Sowada. 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 all committee assignments have been made. Due to Dr. Veronese's departure, there will some changes and Dr. Dansie said he would get an updated assignment listing to the Board. Dr. Dansie recognized Dr. Veronese for his contributions and said he will be missed. Dr. Dansie welcomed Dr. Banu Symington. Dr. Dansie reported the Medical Executive Committee met. They continue work on new policies and protocols.

**EXECUTIVE SESSION**

Mr. Mathey said there would be an Executive Session. He explained why the Executive Session is conducted early in the meeting and said the purpose is to discuss litigation and personnel matters with legal counsel in attendance. The motion to go into Executive Session was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

**RECONVENE INTO REGULAR SESSION**

The Board of Trustees reconvened into Regular Session at 4:07 PM.

Mr. Phillips left the meeting.

The motion to approve the January 10, 2018 Credentials Committee Recommendations as follows for appointment to the Medical Staff was made by Mr. Jones; second by Dr. Sowada. Motion carried.

1. Initial Appointment to Active Status (2 years)
  - Dr. Cielette Karn, Pathology
2. Initial Appointment to Locum Tenens Staff (1 year)
  - Dr. Sheila Brown, Pediatrics
3. Initial Appointment to Consulting Staff
  - Dr. Raymond Bozman, Tele Radiology (VRC)
4. Reappointment to Active Staff (2 years)
  - Dr. Brandon Shelley, Podiatric Surgery
5. Reappointment to Consulting Staff (2 years)
  - Dr. Peter Crane, Neurology
  - Dr. Jack Morshedzadeh, Cardiology (U of U)
  - Dr. Cory Nitzel, Cardiology (U of U)
  - Dr. Toby Enniss, Tele ICU (U of U)
  - Dr. Benjamin Bak, Tele Radiology (VRC)
6. Reappointment to Locum Tenens Staff (1 year)
  - Dr. Mallory Harling, OB/GYN (Health Dimensions)

The motion to authorize the CEO to sign an extension of the agreement with Dr. Curry was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

## **OLD BUSINESS**

### Mission and Vision Statements

Mr. Mathey said Dr. Kristy Nielson, Chief Nursing Officer, was unable to join us for the meeting. Ms. Richardson said Dr. Nielson is participating with others in a mock Joint Commission survey in preparation for their planned return in March. Mr. Mathey said we have been working on revising the mission, vision, and values for a long time. He said Dr. Nielson was asked to involve staff; she did this and then further work on the project was done by leadership. Mr. Mathey asked Ms. Richardson to introduce the draft information for the Board to review and then vote on adoption at the next meeting. Ms. Richardson said we have worked very hard to get a mission and vision statement to embody who we are and what we do. Executive Leaders met and worked on putting something into words. She said we know what we do as a hospital. We wanted to focus on how we do it. As the team put words together in a mission statement, they looked at capturing the essence of how we provide that care. Ms. Richardson said we want a statement that staff could put their arms around and embrace. Mission: Compassionate care for every life we touch. Vision: To be our community's trusted healthcare leader. Values: Be kind, be respectful, be accountable, work collaboratively, embrace excellence. Mr. Jones asked Ms. Richardson to e-mail the information to the Trustees for review. Ms. Richardson said we think we can embrace this as our mission moving forward. Mr. Mathey said we take this very seriously because staff, doctors, everyone that works here takes this very seriously. He said this

requires reflection now, time to think on this and think of the appropriateness of it before they decide if this is us. Mr. Mathey said he certainly likes what he has heard so far.

## **NEW BUSINESS**

Mr. Mathey said a Strategic Planning Workshop is scheduled March 5. It will be advertised as a Board Workshop. It will be open to the public. Mr. Mathey said he does not anticipate the Board will take any action at the workshop.

Mr. Mathey said a regular Board meeting is scheduled March 7. A regular meeting is scheduled July 4. Mr. Mathey proposed that meeting be moved to the following week due to the holiday. The July meeting will be held July 11. Mr. Mathey said the September 5 meeting is during the Wyoming Hospital Association Annual Meeting. He proposed that meeting be moved to the following week. The September meeting will be held September 12.

Mr. Mathey said the debt ratio calculations for our bond covenants are done differently by the two banks involved. An amendment to our bond covenants has been proposed. Ms. Richardson distributed and reviewed the process and historical calculations. She said Wells Fargo, Key Bank, and Standard & Poor's were calculating it in different ways. They proposed an amendment to the continuing covenant agreement that is agreeable to everyone. She said it results in a slight change to the ratio. Ms. Richardson said the Board needs to sign as well as the Board of County Commissioners. She said the calculation is a more realistic way of calculating. Mr. Kelsey asked if the auditors have reviewed. Ms. Richardson said we certainly can ask them to review. Mr. Mathey said he sees this as a housekeeping matter. The motion to approve the amendment as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried. Mr. Mathey said we will get this to Commissioner John Kolb at the earliest convenience and ask to be on their next meeting. Ms. Richardson said she and Ms. Tami Love, Chief Financial Officer, had the Standard & Poor's phone call on February 1. S&P take the information to their committee by February 13. They will call us with their decision and report. Ms. Richardson said we have until the following morning to dispute any numbers; however we cannot dispute their findings. Our most recent rating was BBB- with a negative outlook. Ms. Richardson said Mr. Will Douglas, Wells Fargo, was a strong advocate for us in the call. He noted we turned around an \$8M loss in one year and asked them to take that into consideration.

## **CEO REPORT**

Ms. Richardson thanked everyone for their hard work. She said everyone is doing an excellent job of taking care of patients and each other. She said she feels the Red Tie Gala was well-received. She spoke at the Rock Springs Chamber luncheon in January as well as the Green River Chamber luncheon in December. She will speak to the Enterprise Committee on March 1. Ms. Richardson said our presentations and information have been well-received. The University of Utah has office space in the Medical Office Building. Cardiology is in every Wednesday and Thursday. They have been so busy they are thinking of adding days. Vascular is in two days each month. The new Maternal Fetal Medicine Clinic saw their first patient February 6. They can see up to eleven patients in a day each month. Ms. Richardson said we are still looking to see what other specialties we can bring and sustain financially. We are working on Human Resources policies as well as Joint Commission Mock Survey work. The survey is following up but conducting a completely full survey. We received full accreditation in December. This is a brand

new survey. Dr. Sowada said Infection Control seemed to be a main topic on their website. She asked about other hot topics for 2018. Ms. Richardson said we are focusing on a "top ten list." Ms. Richardson said the Strategic Planning Retreat is March 5. Ms. Richardson meets with Wyoming Hospital Association President, Eric Boley, on February 8. She said the WHA offers a valuable panel of CEO resources. Ms. Richardson said our budget planning for the next fiscal year is moving into full swing. We are gathering capital expenditure requests and setting up budget meetings. Ms. Richardson invited the Trustees to attend one of the Town Hall meetings that will be held in February. She wants to offer them quarterly in July, October, January, and April moving forward. Ms. Richardson thanked Dr. Veronese and welcomed Dr. Symington. She thinks Dr. Symington will do some really great things with our Cancer Center.

## **COMMITTEE REPORTS**

### Building and Grounds Committee

Mr. Jim Horan, Facilities Director, referenced his report in the meeting packet. He referenced heat in the Laundry and said we are proceeding with solutions. Mr. Horan said the CT replacement proposals low bid was a lot higher than the original estimate. The Committee discussed alternatives. Mr. Horan distributed information to the Board and asked the Board for approval so we can proceed. Ms. Richardson said we can financially sustain the change but she did not feel she had the authority to authorize the change after the bid came in so much higher than the Board previously approved. The motion to authorize Ms. Richardson and her staff to enter into an agreement with A-Pleasant for \$513,482 as presented was made by Mr. Kelsey; second by Mr. Tardoni. Mr. Mathey abstained. Motion carried.

### Foundation Board

Mr. Kelsey said Ms. Tiffany Marshall, Foundation Director, would report. Mr. Mathey said it was a great Red Tie Gala and commended Ms. Marshall, the Foundation Board, and Hospital Staff. Ms. Marshall said she is busy with post-Gala reconciliation work. She said there was record attendance. Ms. Marshall said she has been working with the Cancer Center to submit grant applications. She said it has been a huge collaborative effort with a number of departments involved. She said we have one person staying at the Waldner House currently. She received a phone call from a local community donor who designated \$20K to the Foundation. Mr. Mathey thanked Mr. Jones and his wife, Stacy, along with Mr. Tardoni for doing such a good job of putting together the Trustees package for the auction at the Gala.

### Finance and Audit Committee

*Capital Expenditures Requests:* The motion to approve capital expenditure FY18-15 as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried. Ms. Love noted the request form has been updated to include an area noting if multiple bids were obtained and if not, why.

*Narratives:* Ms. Love reviewed the narratives included in the packet. She announced a year-to-date gain and compared it to a \$2M loss at this same time last year. Expenses are under \$4M from the same time last year. Days in A/R were down to 42 days which is the record low number. The Debt Service Ratio is 3.5% using the new calculation. We had approximately \$7M

in collections. Ms. Love said the winter months are traditionally our busy times but census has been down. She said we continue to see a shift from inpatient to outpatient.

*Investment Recommendation:* The motion to approve the investment recommendation of \$17,007,406.85 as requested was made by Mr. Jones; second by Dr. Sowada. Motion carried.

*Bad Debt:* The motion to approve the net potential bad debt for \$432,548.76 as presented by Mr. Ron Cheese, Patient Financial Services Director, was made by Mr. Jones; second by Mr. Tardoni. Motion carried. Mr. Cheese said he projects the number will be higher next month.

#### Quality Committee

Mr. Jones reported we are staying with the same items and topics. We are condensing the agenda in an effort to focus more. Two areas of emphasis are the Emergency Department thru-put times and the 64 elements to move us forward in the star rating system.

### **CONTRACT REVIEW**

#### Contract Consent Agenda

The motion to approve the CEO signing the agreements under the consent agenda on behalf of the Hospital was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

### **COMMUNITY COMMUNICATION**

Mr. Mathey invited members of the community to address the Board. There were no comments.

### **GOOD OF THE ORDER**


Mr. Jones thanked the Board for pitching in for the Gala basket. He thanked donors to the basket and thanked the County Commissioners for participating. He said together they raised \$10K. The motion to present the traveling golden bedpan trophy to the Commissioners on March 6 was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

### **ADJOURNMENT**

There being no further business to discuss, the motion was made, second and carried to adjourn. The meeting adjourned at 5:24 PM.

  
Mr. Richard Mathey, President

Attest:

  
Mr. Marty Kelsey, Secretary