

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

January 5, 2022

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on January 5, 2022, 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. Brianne Crofts, Medical Staff President; Mr. Geoff Phillips, Legal Counsel; 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 wished everyone a happy new year filled with happiness, health, prosperity, and peace. She congratulated the recent new year baby born at the Hospital. Ms. Richardson read aloud a note from Dr. Banu Symington recognizing Mr. Tim Bennett, Environmental Services, for giving handmade gifts throughout the Hospital over the holidays. She said the efforts at spreading cheer were touching and inspiring. Mr. Tardoni said a man contacted him and said he had a choice to obtain services in Evanston or MHSC. He chose our MRI and shared with Mr. Tardoni how much better our large bore is at MHSC.

APPROVAL OF AGENDA

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

APPROVAL OF MINUTES

The motion to approve the minutes of the December 1, 2021, regular meeting as presented was made by Dr. Sowada; second by Ms. Pendleton. 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 we continue to watch the omicron variant. She said we try to anticipate and do all we can to stay healthy. We are holding steady with staffing and nurse shortages. Our swabbing efforts are manageable, and we continue to administer monoclonal antibodies. Ms. White reported we are seeing other respiratory illnesses, as well.

Rules of Practice Governing Hearings

Mr. Phillips reviewed the change made following the previous meeting and said the information is in the meeting packet. Following approval, the information will be submitted to the Sweetwater County Clerk. The motion to approve the Rules of Practice Governing Hearings in the packet and notice as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

Risk Management Program

Mr. Kelsey said he has been doing a lot of reading and studying on the topic of compliance. The more he reads, he sees there is an extremely close alliance between risk and compliance. He said compliance deals with rules and regulations. Risk management helps protect us from risks that lead to non-compliance. Mr. Kelsey said he hasn't received any document yet for the compliance plan. He said he knows staff are still working on the plan. He asked if it might be appropriate to change the title of the committee to Risk Management and Compliance. He said the topics are aligned and important. Ms. Richardson thanked Mr. Kelsey for the good input and said we will review as we continue to work on the plan.

Medical Staff Bylaws

Dr. Crofts reported the bylaws will be presented to the general medical staff later in January for review and approval. Following approval, they will be provided to the Trustees.

NEW BUSINESS

Employee Policy: Non-Discrimination and Anti-Harassment

Dr. Sowada asked Trustees to review the information and send any questions and recommendations to Ms. Suzan Campbell, In-House Legal Counsel, and the information will be brought back to the Board next month. Mr. Kelsey said he thinks it is well done and likes the additions. He expressed concern the hostile work environment information may be too narrowly written.

Human Resources Charter

Dr. Sowada reviewed the proposed revisions.

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. She reminded everyone of the Cerner Go-Live timing of February 28, 2022. Ms. Richardson welcomed Dr. Crofts as the new President of the Medical Staff and said she will do an excellent job. She thanked Dr. Jacques Denker for all he did in that role last year.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada reported the Committee did not meet in December.

Human Resources Committee

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

Finance and Audit Committee

Mr. Tardoni reported the information is in the meeting packet. The Board expressed appreciation to Ms. Richardson and Ms. Tami Love, Chief Financial Officer, for all they are doing in the area of finances and staffing. Mr. Kelsey said he thinks we need to take a real hard look at our expenses. He said he admires staff for doing the best we can. Ms. Richardson said we are definitely looking at all options to manage expenses in a better way and we are trying to anticipate and ensure we manage our obligations.

The motion to approve Capital Expenditure Request FY 22-27 for \$31,500 for Stryker equipment for surgery was made by Mr. Tardoni; second by Dr. Sowada. Mr. Tardoni said this is single source because we already have another one from Stryker. Motion carried.

The motion to approve the net potential bad debt of \$999,965.63 as presented by Mr. Ron Cheese, Director of Patient Financial Services, was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Mr. Tardoni noted there has been a shift. He said surgery and patient combined is approaching the ER amount. Mr. Cheese introduced the Patient Navigation Team and reviewed their progress since starting the program. He said they went over \$1,000,000 in savings for drugs for patients in addition to getting insurance coverage for patients.

Building & Grounds Committee

Mr. Kelsey reported he was unable to attend the meeting and asked Mr. Tardoni to report. Mr. Tardoni said a lot of projects are being completed and he said there is excellent information in the packet.

Foundation

Ms. Tiffany Marshall, Foundation Executive Director, reminded everyone we are one month away from the virtual Red Tie Gala event February 5. She reviewed plans for the week leading up to the event. Mr. Jones thanked the Board for their participation and support of the Gala. Ms. Marshall expressed appreciation for a recent donation of funds to purchase four mobile interpreting units and additional wheelchairs for the Hospital.

Compliance Committee

Mr. Kelsey reported the Committee did not meet in December.

Governance Committee

Dr. Sowada reported the information is in the meeting packet.

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 the Board looked at leading through transitions. Mr. Tardoni said the lessons we looked at spoke of uncertainty. He said the Board needs to keep their eyes open to what is happening in the community to see the financial impact and deal with uncertainty. He said we need to bring resources to staff. Mr. Tardoni said we need to know what is happening in this county. Mr. Kelsey said destination metrics caught his attention. What is our preferred future? He encouraged everyone to watch the risk management videos. He said it gives a good perspective of what risk management is in a hospital setting. Mr. Kelsey said there is a close tie-in between risk management and strategic planning. He said we need to manage our risks. Mr. Kelsey said it is up to the Board to determine where we want to be in the future and that involves risk-taking. Ms. Pendleton said she thought the videos were excellent. She said she liked the planning concepts. Dr. Sowada said the videos were timely regarding budget planning, Covid, and uncertainty. Mr. Jones said he feels we are well on our way to doing what the videos discuss and suggest. He noted the information on striking a balance. He said the duty of the Board is to look at balance. Dr. Sowada recommended the risk management videos for next month. She said the Governance Committee will discuss topics for the next six months at their January meeting.

MEDICAL STAFF REPORT

Dr. Crofts reported the Medical Executive Committee met. She said she is excited about Cerner and said the hospital physicians are all trying to do their best to take care of patients the best way they know how.

GOOD OF THE ORDER

There were no comments.

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 3:45 PM. The motion to go into executive session was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried.

RECONVENE INTO REGULAR SESSION

At 5:24 PM, the motion to leave executive session and return to regular session was made by Dr. Sowada; second by Ms. Pendleton. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve the credentials and privileges for providers and non-physician providers as listed by Ms. Kerry Downs, Medical Staff Services Director, in executive session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Credentials Committee Recommendations from December 14, 2021

1. Initial Appointment to Active Staff (2 years)
 - Dr. Prachi Pawar, Neurology
2. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Razvan Ducu, Hospitalist
 - Dr. Umar Bhatti, Hospitalist
3. Reappointment to Active Staff (2 year)
 - Dr. Cielette Karn, Pathology
 - Dr. Scott Sulentich, Plastic Surgery
4. Reappointment to Consulting Staff (2 years)
 - Dr. Scott Sullivan, Tele Radiology (VRC)
 - Dr. Lawrence Briggs, Tele Radiology (VRC)
 - Dr. Toby Enniss, Tele ICU (U of U)
 - Dr. Joanna Grudziak, Tele ICU (U of U)
 - Dr. Jack Morshedzadeh, Cardiovascular Disease (U of U)
 - Dr. Peter Crane, Neurology
5. Reappointment to AHP Staff (2 years)
 - Tenny Hanson, Family Nurse Practitioner
 - Mark Sanders, Physician Assistant Family Medicine
 - Cathryn Koptiuch, Genetic Counselor (U of U)

The motion to approve the terms of agreement for a non-physician provider as discussed in executive session and that the CEO sign the agreement was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 5:26 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary