

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

January 6, 2021

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on January 6, 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. Mathey recited the mission and vision statements.

Mission Moment

Ms. Richardson reported “Fight Song” is now played overhead in the Hospital when a patient diagnosed with Covid-19 is discharged from the Hospital. The Incident Command Team sent out this note: The ICU nurses have asked that when a patient with Covid-19 is discharged home, that this song be played as they are leaving. So when staff hear this song, we have helped someone overcome this terrible virus. To all of the staff directly taking care of these patients, when this song plays, please know that you are appreciated for all of the work that you have done to help these patients “fight” their illness. We are thankful and proud of you!

Ms. Ann Clevenger, Chief Nursing Officer, said Ms. Patty O’Lexey, Care Transition Nurse/Education, shared a sweet story with her about staff leading a game of Bingo on the Med/Surg floor for patients who could not have visitors.

APPROVAL OF AGENDA

Mr. Jones asked if there were any changes to the agenda. Following discussion, the motion to leave the agenda as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the December 2, 2020, regular meeting as presented was made by Dr. Sowada; second by Mr. Tardoni. Mr. Mathey abstained, and the motion carried.

COMMUNITY COMMUNICATION

There were no comments.

LEGAL

Ms. Richardson reported she received Mr. Jim Phillips, Legal Counsel's, resignation. She recommends moving forward with Mr. Geoff Phillips from Evanston, Wyoming, and requested the Board take action to approve the recommendation. Mr. Phillips said his role is to provide advice to the Board on any legal matters. If there is conflict on any issue, his role is to hopefully resolve the conflict. In the end of the day, the Board will make all decisions. The Board discussed the process. Mr. Mathey said his preference would be for an RPF to go out and the Board to have more input. He thinks it should be established how this will be handled in the future. He said these are trying and unusual times. Keeping continuity in the Board attorney is desirable but we should not defer to the CEO to determine the Board attorney. Mr. Jones said Mr. Phillips has been so involved that this will help provide a smooth transition. The motion to approve appointment of Mr. Geoff Phillips as Legal Counsel was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

OLD BUSINESS

COVID-19 Preparation and Recovery - Incident Command Team Update

Ms. Kim White, Incident Commander, reported we continue to be busy with testing and patients. We had 10 patients with Covid-19 on Christmas Eve. We have followed our plans and it is going well. 18,002 tests have been completed as of January 5. We are administering vaccines to our staff and healthcare workers in the community. The next level will be Tier 1b for over age 70, ambulatory, and at higher risk. Public Health determined each provider would select 20 patients at higher risk. The vaccine is up to 94% effective after the second dose. Mr. Jones thanked Ms. White and asked her to please thank the staff.

Termination and Appeals Policy

A motion to approve the policy for purpose of discussion was made by Mr. Tardoni. The motion died due to a lack of a second.

Rules of Practice Governing Hearings

Mr. Mathey said these are procedural rules. He does not have any strong feelings about them separate of the termination and appeals policy. He said this could be viewed as part of or not. He said these are procedures related to Wyoming Statutes to be followed when there is a contested case.

Guidelines for Negotiating Non-Physician Provider Agreements

Dr. Sowada said both of the policies give the CEO the opportunity to negotiate agreements and contracts. She said this meets the CEO needs and physician recruitment needs. The motion to approve the non-physician provider agreement negotiating guidelines with the change in section 2 Benefits “F” to read “up to the max limit” was made by Dr. Sowada; second by Mr. Mathey. Motion carried.

Guidelines for Negotiating Physician Contracts

The motion to approve the physician contracts negotiating guidelines with the change in section 2 Benefits “F” to read “up to the max limit” was made by Dr. Sowada; second by Mr. Mathey. Motion carried.

Patient Safety Plan

The motion to approve the plan presented by Ms. Kara Jackson, Director of Quality, Accreditation, and Patient Safety, was made by Mr. Kelsey; second by Dr. Sowada. Mr. Tardoni abstained, and the motion carried.

NEW BUSINESS

Mr. Jones said at any time anyone can bring up anything at any time so the agenda language is a reminder anyone can always speak up.

Joint Meeting with the Foundation Board

Mr. Jones said it has been a long time since the two Boards have met and suggested Thursday, February 25. We will proceed with plans to conduct a joint meeting on that date.

Medical Staff Rules and Regulations, Bylaws

Dr. Denker reported a lot of hard work was done over the past few years to update and improve the documents. They were approved by the General Medical Staff on December 1. Dr. Sowada asked if she could ask questions at the February meeting and said she needs more time to review. Mr. Kelsey thanked everyone for their efforts. He asked for more information on corrective action in article 17 regarding hearings and terminations. Ms. Richardson said we will check and report back next month. Mr. Kelsey requested our new Board attorney take a good look at the documents and give his opinion before the Board approves them to make sure we are on solid ground. Mr. Jones thanked Dr. Denker.

Introductory Period

Mr. Tardoni said the regular process is to review at this time and vote next month. He said there is additional information in his HR Committee Chair Report.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson said new directors Ms. Carrie Canestorp-Health Information Management, Mr. Abram Jewell-Information Technology Director, and Mr. Jonathan Beattie-Pharmacy Director are doing really great work and we are excited they have joined the team. She thanked Dr. Lawrence Lauridsen for his service as President of the Medical Staff and welcomed Dr. Denker. Ms. Richardson said we are conducting a search for a new Emergency Department Director. Ms. Melissa Anderson is the Director of Med/Surg and ICU. We are excited to work with Public Health to administer the vaccines. We are reverting to the June guidance for CARES Act funding. Ms. Richardson said this is beneficial to the Hospital to use money in the way it was originally intended. We continue to move forward with person-centered care initiatives with workshops and preparing for communicating with empathy sessions. We continue to prepare for The Joint Commission to visit and strive to always be survey ready. Ms. Richardson thanked the staff, leaders, and physicians for their hard work through Covid. She said we work with amazing people and we are very grateful. She said she wants to let our community know they are in good hands at MHSC. Ms. Richardson commended the staff for the great work they are doing. Mr. Tardoni noted Dr. Kristy Nielson retired and stepped up to help. Mr. Mathey congratulated Dr. Denker to his election as President of the Medical Staff.

COMMITTEE REPORTS

Quality Committee

Mr. Kelsey referenced his Chair Report and the minutes in the packet. Mr. Mathey said quality remains a daunting proposition. He thinks the Committee is working fine and Ms. Jackson is doing a good job. He said it just requires a lot of attention.

Human Resources Committee

Mr. Tardoni said the information is in the packet. He reported the Wyoming Hospital Association has helped us with finding and funding some pandemic-related positions.

Finance and Audit Committee

Mr. Mathey said the Hospital staff did a great job with submitting invoices for all of the SLIB grant money.

Capital Expenditure Requests: The motion to approve capital expenditure request FY21-45 for GE Healthcare as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried. The motion to approve capital expenditure request FY21-53 for the renovation of office space as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried. The motion to approve the amendment to the office lease as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Mr. Kelsey asked if the lease had expired and Ms. Richardson said, yes, we are on a month-to-month now and will need to bring a new one to the Board. The motion to approve capital expenditure request FY21-50 to replace the food service line in the cafeteria as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried.

SLIB Capital Expenditure Requests: The motion to ratify FY21-32 as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried. The motion to ratify FY21-36 as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried. The motion to ratify FY21-37 as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried. The motion to ratify FY21-40 as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried. The motion to ratify FY21-42 as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried.

Bad Debt: The motion to approve the net potential bad debt of \$1,274,182.74 as presented by Ms. Tami Love, Chief Financial Officer, was made by Mr. Tardoni; second by Mr. Mathey. Motion carried. Mr. Mathey said the number is problematic, increasing, and concerning. He said we need to continue to keep an eye on it. Over \$600,000 is for the Emergency Room.

Building & Grounds Committee

Mr. Kelsey said the Chair Report and minutes are in the packet.

Compliance Committee

Mr. Tardoni reported the Committee did not meet.

Governance Committee

Dr. Sowada reported the Committee did not meet.

Executive Oversight and Compensation Committee

Mr. Jones said the Board would handle in executive session.

Joint Conference Committee

Mr. Mathey said his responsibility with them is up. He said he doesn't believe they have met.

CONTRACT REVIEW

The motion to authorize the CEO to execute the Vitalant contract as presented was made by Mr. Mathey; second by Mr. Tardoni. Motion carried.

MEDICAL STAFF REPORT

Dr. Denker said the General Medical Staff overall morale is very high. He said everybody is still focusing on their specialties as well as Covid. The National Guard was here and we really appreciated working with them. We have been working on committee assignments and setting up some general physician education. Dr. Denker said the vaccine showing up was a big deal for us. The next General Medical Staff meeting is January 20. We are working on improving some committee balancing. Mr. Jones thanked Dr. Denker.

GOOD OF THE ORDER

Mr. Jones extended a special thanks to everybody at the Hospital for living this life day in and day out. He said it is heartfelt by all of the Board.

EXECUTIVE SESSION

Mr. Jones said there would be an executive session. He said the Board would take a ten-minute break and reconvene in executive session at 3:52 PM. He said the Board would utilize a different Zoom link and then return to the original one. He said the executive session would last at least 1.5 hours. The motion to go into executive session was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

RECONVENE INTO REGULAR SESSION

At 6:08 PM, the Board came out of executive session and the motion to go back into regular session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to grant hospital privileges to the healthcare professionals discussed in executive session was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

Credentials Committee Recommendations from December 8, 2020

1. Initial Appointment to Active Staff (2 year)
 - Dr. Jonathan Schwartz, Hospitalist
2. Initial Appointment to Consulting Staff (1 years)
 - Dr. Joanna Grudziak, Tele ICU (U of U)
3. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Lars Conway, Pathology
4. Reappointment to Active Staff (2 years)
 - Dr. Augusto Jamias, General Surgery
 - Dr. Kurt Hunter, Family Medicine
5. Reappointment to Consulting Staff (2 years)
 - Dr. Lucy Dana DeWitt, Tele Stroke (U of U)
 - Dr. Muhammad Chauhan, Tele Stroke (U of U)
 - Dr. Nathan Blue, Maternal/Fetal Medicine (U of U)
 - Dr. John Bodenhamer, Tele Radiology (VRC)
 - Dr. Jonathon Lee, Tele Radiology (VRC)
6. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Wagner Veronese, OB/GYN
7. Additional Privileges
 - Dr. Mansour Khaddr, Cardiovascular Disease (Casper Cardiology)

The motion to authorize the CEO to sign physician contracts discussed in executive session was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

ADJOURNMENT

Mr. Jones thanked everyone. There being no further business to discuss, the meeting adjourned at 6:09 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary