

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

**July 11, 2018**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on July 11, 2018, at 2:00 PM with Mr. Richard Mathey, President, presiding.

**CALL TO ORDER**

Mr. Mathey called the meeting to order. 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, and Dr. David Dansie, Medical Staff President. Mr. John Kolb, Sweetwater County Board of County Commissioners, arrived later in the meeting.

Mr. Mathey led the audience in the Pledge of Allegiance. He asked Mr. Jones to read aloud the mission and vision statements.

The motion to amend the agenda to add items to New Business and Consent Agenda to Contracts was made by Mr. Jones; second by Dr. Sowada. Motion carried.

**APPROVAL OF MINUTES**

The motion to approve the minutes of the June 6, 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. Ms. Deb Sutton, Public Relations and Marketing Director, invited the Trustees and Medical Staff to join staff in walking in the Red Desert Parade in Rock Springs July 28. She invited them to also help represent the Hospital at the Sweetwater County Fair July 31 – August 4.

**EXECUTIVE SESSION**

The motion to go into Executive Session to review a litigation report and personnel matters was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

## **RECONVENE INTO REGULAR SESSION**

The Board of Trustees reconvened into Regular Session at 4:08 PM.

Mr. Mathey said that in Executive Session a Plan for Providing Care Services was passed out to Board members. He said that is not Executive Session material and will be discussed at the next meeting.

The motion to approve the introductory period employee policy with amendments as presented to the Board was made by Mr. Jones; second by Dr. Sowada. Motion carried. Mr. Mathey said the policy was adopted at the last meeting. The amendment provides the 90-day period can be extended up to an additional 90 days.

The motion to approve the workplace anti-violence policy as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

The motion to authorize the CEO to sign contracts as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

## **MEDICAL STAFF REPORT**

Dr. Dansie reported the Medicine Department met and discussed goals and the Surgical Department met. Credentials Committee and Medical Executive Committee (MEC) did not meet. Dr. Dansie said not all of the MEC bylaws questions have been answered. We hope to address them at the MEC meeting later in July.

## **OLD BUSINESS**

None.

## **NEW BUSINESS**

### Election of Officers

Mr. Mathey read information from the bylaws. He said the Governance Committee is responsible for providing a slate of officers. Dr. Sowada read the recommended slate of officers:

President:	Mr. Mathey
Vice President:	Mr. Jones
Secretary:	Mr. Tardoni
Treasurer:	Mr. Kelsey

Mr. Mathey asked for nominations from the floor for each position. There were none. The slate of officers was elected as presented.

### Committee Appointments

Mr. Mathey announced Committee appointments:

Finance and Audit	Mr. Kelsey and Mr. Jones
Governance	Mr. Mathey and Dr. Sowada
Quality	Dr. Sowada and Mr. Kelsey
Human Resources	Mr. Kelsey and Mr. Tardoni
Joint Conference	Mr. Mathey and Mr. Tardoni
Executive Oversight & Compensation	Mr. Jones and Mr. Mathey
Foundation	Mr. Jones
Building and Grounds	Dr. Sowada and Mr. Tardoni

Mr. Mathey said each Trustee serves on three committees.

### Conflict Waivers for the Board of Trustees

Ms. Suzan Campbell, Chief Legal Executive and General Counsel, distributed information to the Trustees. She said she has been reviewing changes to the conflict questionnaire created by former legal counsel. Mr. Mathey said this is serious business and asked the Trustees to review and prepare to discuss at the next meeting. Mr. Mathey read aloud part of the statute. Ms. Campbell said disclosure will be part of the minutes of the next meeting.

### Next Meeting

Mr. Mathey said the Board had discussed having their next meeting in Green River. We are the Hospital for the county and it would be nice to meet in another location in the county. The bylaws provide meetings take place on the first Wednesday of each month at the Hospital. A change of the bylaws requires a five-day notice. The proposal will be to change the time and place of meetings with the intent to conduct a September meeting in Green River.

### **CEO REPORT**

Ms. Richardson announced our final MIPS (Medicare Incentive Payment System) score was 98% which will result in higher Medicare reimbursement. We are finalizing the strategic plan with a key focus on selecting a relationship-based care program. Ms. Richardson presented the annual report to the Board of County Commissioners. She said it was well-received and thanked the staff for working very hard to get where we are. The Leadership Team participated in the June 14 Rotary flag celebration. The Hospital hosted the American Cancer Society Cancer Survivor Dinner. Ms. Richardson thanked the Nutrition Services staff for all they do. Ms. Richardson said Medical Staff bylaws work continues. The Position Control Team work continues. Various leaders are participating in weekly multi-disciplinary rounds. The auditors made a preliminary audit visit in June and will be back in late July. Dr. Ben Jensen, Anesthesiologist, will join us at the end of the summer. We have upcoming visits scheduled for other specialties. Town Hall meetings are scheduled in July. The Foundation Golf Classic will be held August 5 in Green River. The Hospital Picnic will be held August 11 at Crossroads Park



West. Ms. Richardson said we participated in the Flaming Gorge Days Parade in Green River and it was a huge success. We will participate in the Red Desert Round Up Parade July 28 in Rock Springs. We are sponsoring an ice cream social July 23 for staff to celebrate The Joint Commission accreditation. Ms. Richardson thanked all of the staff. She said we are all working together and it is showing. Mr. Mathey added a highlight is 10 fewer Providers yet increased revenue. Ms. Richardson said Providers are coming forward with great ideas and they are working very hard.

## **COMMITTEE REPORTS**

### Building and Grounds

Mr. Jim Horan, Facilities Director, referenced the report in the packet. He thanked the Board of County Commissioners for their offer of use of the old hospital properties. He also thanked them for their generous financial assistance with the retaining wall project.

### Compliance Ad Hoc

Mr. Mathey said only he and Mr. Tardoni are committee members. They met with Mr. Clay Radakovich, Director of Compliance and Risk Management. Mr. Tardoni offered to draft a committee charter. Mr. Mathey said more activity will be coming from this committee.

### Executive Oversight and Compensation

Mr. Mathey said he and Dr. Sowada presented a CEO evaluation form to the Trustees for their consideration. The intent is to solicit comments from the full Board and then proceed with the CEO evaluation. Dr. Sowada noted the CEO has had input on the form.

### Foundation Board

Mr. Kelsey said the Board did not meet. He said Ms. Tiffany Marshall, Foundation Director, is working with the State with onboarding of a cancer grant. We have received donations to the Waldner House from local groups. A joint meeting with the Board of Trustees is planned later in the month.

### Finance and Audit Committee

Ms. Richardson reviewed the narratives included in the packet. She said it looks like we will have a loss for the year. The expected loss is close to break-even compared to an \$8M loss at the end of the previous fiscal year.

*Investment Recommendation:* The motion to approve the investment recommendation 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 \$1,232,021.71 as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried. Mr. Ron Cheese, Patient Financial

Services Director, said the amount is considerably higher than what he normally brings. Mr. Cheese said a previously employed oral surgeon's business accounts were included in this report.

#### Governance Committee

Dr. Sowada said there was no report.

#### Human Resources Committee

Mr. Mathey said the Committee is working on personnel policies and making progress.

#### Quality Committee

Dr. Sowada said that with the help of Ms. Campbell, Ms. Amanda Molski-Quality Director, Mr. Radakovich, and Ms. Richardson, we have a revised Committee. Participants are primarily senior leadership with additions of other key leaders. They separated the QAPI Committee out. People will be invited in to provide help as needed. Dr. Sowada urged Board members to look at the quality packets on the portal as they contain really pertinent information. She said there is continuous improvement. Dr. Sowada said Mr. Jones will be missed on the Committee.

### **CONTRACT REVIEW**

#### Contract Consent Agenda

Ms. Campbell distributed a contract for review. She said it has been in the works for a couple of months. She spent extra time on it to try to answer all questions. Ms. Renee Petty, Cardinal Pharmacy Director, reviewed the agreement. Mr. Kelsey said that going forward he thinks senior management should come to the Board with recommendation of selection. Ms. Richardson said her recommendation is option one. The motion to authorize the CEO to execute the agreement with option one on behalf of the Hospital was made by Dr. Sowada; second by Mr. Jones. Motion carried.

#### Contracts Approved by CEO Since Last Board Meeting

Ms. Campbell asked if there were any questions. There were none.

### **GOOD OF THE ORDER**

Mr. Kelsey said in looking at one or more of the policies, he noticed an expiration date in the upper right-hand corner of some policies and asked for clarification. Ms. Kari Quickenden, Chief Clinical Officer, said we will generally set the date for three years but some are regulated at different times. That triggers them for review. Mr. Kelsey said these policies get to be a burden. He is concerned we may be operating for periods of time without a policy. From a human point of view, we have a high chance of failure. Ms. Quickenden said this may be something we should review. Mr. Mathey said this should probably go under the purview of Compliance.



Mr. Tardoni said the Joint Conference Committee Charter needs to be revised due to differences in terms.

Mr. Mathey said he wanted to discuss the 6 cent tax. He said his purpose is to educate the staff so we can be ready. He thinks we should have an application prepared and ready to go. There was discussion about timing and Mr. Kolb said this cannot be a permanent tax. He said we must show voters the benefit to them. It cannot look like normal maintenance. It has to be for an improvement to services. He thinks we can work together to be successful. Mr. Kolb said the Board of County Commissioners has always been supportive of the Hospital.

Mr. Tardoni said it may have seemed like he was harsh in a discussion earlier in the meeting. He said we just made a decision for over \$1M. If we can encourage people to look at the total cost over the life of the contract instead of by month, we will make better decisions. We need to look at the total contract value. We need to get focus on the whole value of the contract.

#### **EXECUTIVE SESSION**

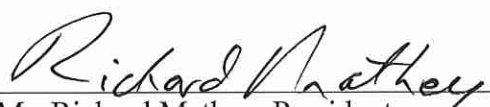
The motion to go into Executive Session was made by Dr. Sowada; second by Mr. Jones. Motion carried. Mr. Mathey said the Board would take a 5-minute recess and said he did not anticipate taking any action when they returned.

#### **RECONVENE INTO REGULAR SESSION**


The Board of Trustees reconvened into Regular Session at 6:12 PM.

#### **ADJOURNMENT**

There being no further business to discuss, the motion was made, second and carried to adjourn.

  
Mr. Richard Mathey, President

Attest:

  
Mr. Ed Tardoni, Secretary