

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

July 5, 2023

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on July 5, 2023, at 2:00 p.m. with Dr. Barbara Sowada, President, presiding.

CALL TO ORDER

Dr. Sowada welcomed everyone and called the meeting to order.

Dr. Sowada requested a roll call and announced there was a quorum. The following Trustees were present: Mr. Marty Kelsey, Ms. Kandi Pendleton, Mr. Taylor Jones, Mr. Craig Rood, and Dr. Barbara Sowada.

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Dr. Brianne Crofts, Medical Staff President; Mr. Robb Slaughter, County Commissioner Liaison; and Mr. Geoff Phillips, Legal Counsel.

Pledge of Allegiance

Dr. Sowada led the attendees in the Pledge of Allegiance.

Our Mission and Vision

Dr. Sowada read aloud the mission and vision statements.

Mission Moment

Ms. Richardson reviewed a recent social media post from someone visiting town who had an accident and shared their positive experiences at the Hospital. Ms. Pendleton shared an experience involving an Air Stream Rally participant who said MHSC is second to none.

AGENDA

Mr. Kelsey requested an amendment to the agenda to table “Board Policy – Success/Talent Management Plan” because it needs more refinement. Dr. Sowada requested reordering two items. The motion to approve the agenda with noted changes was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

TRUSTEE APPOINTMENT

Mr. Phillips administered the Trustee Oath of Office to Mr. Rood. The Trustees welcomed Mr. Rood to the Board. Dr. Sowada asked for introductions around the table as the “Education” portion of the agenda. Each person shared background information as well as their management philosophy.

APPROVAL OF MINUTES

The motion to approve the minutes of the June 6, 2023, regular meeting as presented was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

The motion to approve the minutes of the June 21, 2023, special joint meeting with the Foundation Board of Directors as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

ANNUAL CONFLICT OF INTEREST DISCLOSURE

Dr. Sowada said The Joint Commission dictates the Board must complete an annual disclosure. She requested each Trustee complete their form and return it by the end of the meeting.

OLD BUSINESS

There was no old business for discussion or action.

NEW BUSINESS

Election of Officers

Dr. Sowada reviewed the slate of officers proposed by the Governance Committee:

President – Dr. Sowada

Vice President – Mr. Jones

Treasurer – Mr. Kelsey

Secretary – Ms. Pendleton

Dr. Sowada said the Bylaws state there may be nominations from the floor. Following no additional nominations, the motion to approve the officers as presented was made by Mr. Jones; second by Ms. Pendleton. Motion carried.

Committee Assignments

Dr. Sowada reviewed the Committee assignments as follows:

Finance & Audit: Mr. Kelsey, Chair, and Mr. Jones

Building & Grounds: Mr. Kelsey, Chair, and Mr. Rood

Quality: Mr. Jones, Chair, and Ms. Pendleton

Compliance: Ms. Pendleton, Chair, and Dr. Sowada

Human Resources: Ms. Pendleton, Chair, and Mr. Rood

Governance: Dr. Sowada, Chair, and Mr. Kelsey

Executive Oversight & Compensation: Dr. Sowada, Chair, and Mr. Jones

Joint Conference: Dr. Sowada and Mr. Rood

Foundation Liaison: Mr. Rood

Dr. Sowada said the joint meeting of the Trustees and Foundation Board was truly a celebration. She thanked all of the Board members for all they have done all year long. Dr. Sowada referenced the great work being done in the area of quality. She said finance has had hard work especially in the area of Cerner. Dr. Sowada said we honor all of the hard work the committees have done so successfully. Ms. Richardson expressed gratitude for the Trustees. She said they are responsive, involved, committed, and passionate about healthcare in Sweetwater County. She expressed appreciation to Mr. Phillips and Commissioner Slaughter. Ms. Richardson said we have a lot of involvement with everyone working in the same direction.

Infection Preventionist Letter of Approval for Appointment

The motion to approve the letter as presented was made by Mr. Jones; second by Mr. Rood. Motion carried.

Performance Improvement and Patient Safety (PIPS) Plan

Dr. Sowada reported she attended an American Hospital Association webinar the previous week. She said regulations are changing a bit and the full Board must be involved in the area of quality. She said many things required are things we have already done, for example, approving plans. She said The Joint Commission will be looking for documentation in meeting minutes for discussions of quality. Ms. Kara Jackson, Director of Quality, Accreditation, Patient Safety, and Risk, reviewed the PIPS Plan. She said we want patients to have good outcomes and spoke to the Board's fiduciary responsibility of the Hospital and oversight of our PIPS Plan. Ms. Jackson said the Plan outlines the framework, approach, roles and responsibilities of everyone involved. She said we help the Board have oversight. We have monthly PIPS meetings. Some information funnels up through the Quality Committee. A summary of the PIPS Plan results is coming next month. Ms. Jackson reviewed the main changes in the PIPS Plan. Mr. Kelsey said he read the document carefully and said he really likes it. He thanked Ms. Jackson for the work. Ms. Jackson said she has five people in the Quality Department including Ms. Jackson. Staff are set up as liaisons to departments. Dr. Sowada said we have a great team.

Infection Control Plan and Annual Evaluation

Ms. Noreen Hove, Director of Surgical Services, Infection Prevention, and Grievance Coordinator, and Mr. Corey Worden, Infection Prevention, reviewed the information in the meeting packet. Mr. Worden said we did a risk assessment and then developed a plan. It references The Joint Commission and National Patient Safety information. Mr. Kelsey asked about efforts to address sepsis. Mr. Worden said we are focusing as a group including nursing, infection prevention, and quality.

Credentials Committee – Radiation Oncology Privilege Form

The motion to approve the Radiation Oncology Privilege Form as presented was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson thanked Mr. Rood for agreeing to serve on the Board. She said she and Ms. Tami Love, Chief Financial Officer, plan to provide orientation to Mr. Rood in July. Ms. Pendleton plans to join them. Ms. Richardson announced Ms. Mary Fischer, former Lab Director, has stepped down as she prepares for retirement, and welcomed Ms. Aimee Urbin in the Director role. Ms. Richardson provided an update on our person-centered care culture. She said we continue to work on our critical access designation application with a goal to get this accomplished as soon as possible. Ms. Richardson said she presented a brief annual presentation to the County Commissioners at their June 20 meeting. She will provide a more detailed report at a meeting in July. She said we have so much going on at MHSC. Ms. Richardson said it was nice to meet with the Foundation Board and reflect back on everything we have accomplished together. She said the Foundation Board is a strong supporter of the Hospital and is greatly appreciated. Ms. Richardson invited the Trustees to attend the Wyoming Hospital Association annual meeting August 30 and 31 in Cheyenne. She said we have been very busy and thanked staff for everything everyone is doing. She thanked the Board and Commissioners for their help in keeping our community healthy.

COMMITTEE REPORTS

Quality Committee

Mr. Jones said the information is in the packet.

Human Resources Committee

Ms. Pendleton said the Committee did not meet in June.

Finance and Audit Committee

Mr. Kelsey said the Committee will not meet in July. He said we have some sobering, difficult facts to go over and said hospitals are in trouble across the United States. He thanked Dr. Sowada for sending out articles and information. Mr. Kelsey said Covid did a number on hospitals plus we have very serious inflationary concerns. He said our staff have done a good job and the very best we can. Mr. Kelsey said that for the past eleven months (July 2022 to May 2023) we have had losses each month. He said experts say to have a healthy hospital, we need a positive margin. Mr. Kelsey said we have a plan to work on that and we are going to have to work very hard. He said we lost days of cash since last year and said we will not meet our goal but he knows we are working very hard on it. He said we need to be cognizant of what our finances are. Mr. Kelsey said for the month of May this year, we had our first positive cash flow month of the year. He said our bond covenants are well-controlled. The average age of plant went down about four years. Mr. Kelsey said we have a lot of work to do. He said we are not alone and we are doing better than most. Mr. Kelsey noted the Patient Navigation Team has been working to help with over \$2.2M in savings. He noted the self-pay report in the packet and said this information will be included in future meeting packets. Mr. Kelsey said this is a tremendous cost benefit. He commended Mr. Ron Cheese, Patient Financial Services Director, and said the staff deserves a great amount of credit for creating this program. Mr. Cheese briefly reviewed the program that began in FY 2021. He said the staff continue to look for ways to help patients. He said it is something really special to be a part of and said we have helped find over \$4M in benefit to our community since it started. Mr.

Kelsey said we need to find ways to report this news. Ms. Love said we continue working on the FY 2024 finance goals. Ms. Richardson said insurance companies and pharmaceutical companies are operating at double digit profit margins while hospitals are operating with negative margins. She said we do not pass those costs on to the patients. She said we need help in the areas that are completely out of our control.

Bad Debt: The motion to approve the net potential bad debt of \$1,452,104.96, as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Building and Grounds

Mr. Kelsey said Committee minutes and his Chair Report are in the meeting packet. He said there is an action item for how we will handle management of the construction project for the lab expansion. He said the recommendation from our architect is for a construction manager at risk program. Mr. Kelsey said Wyoming Statute 16-6-707 outlines the options for hospitals and projects. This appears to be our best shot at getting the project at the price we can live with. Mr. Kelsey said he recommends the actual bidding out of specialty areas that can bid out in open bid. He said that just gives a little more transparency and competitive edge to us. The motion to approve authorizing the staff to work with Plan One to solicit a construction manager at risk associated with the lab expansion project as discussed was made by Mr. Kelsey; second by Mr. Jones. Motion carried. Ms. Richardson said the project must be completed by December 2026. Ms. Love said we hope to break ground in spring 2024.

Foundation

Ms. Tiffany Marshall, Foundation Executive Director, said her report is in the meeting packet. She said the Foundation Board will have their election of officers in July. She reminded everyone to save the date of August 26 for the Casino Night event.

Compliance Committee

Ms. Pendleton said there is information in the packet.

Governance Committee

Dr. Sowada asked for a discussion on whether or not there is a need for a board level policy that gives oversight of expansion of or need for new services. She said the purpose is to have the staff thinking about what is needed for the Hospital in a proactive way and put into words and oversight the need for control plans that can come to the Board. She said it is not about busy work but about lifting the material up. Mr. Kelsey said in addition to feasibility, he thinks we need to also look at appropriateness. Dr. Sowada asked if the Trustees felt this would be useful or not. The Trustees shared their opinions and the majority felt the way it is working now is fine. Mr. Kelsey said he thinks everyone is talking about the same thing and thinks a policy just puts a framework around the process we are already doing. Ms. Richardson said we have the criteria and feels the staff does an excellent job of bringing the pros and cons. Ms. Pendleton said the Committee should bring a policy if they feel it is important. Dr. Sowada said a draft will be brought to an upcoming meeting. She thanked everyone for the discussion.

Executive Oversight and Compensation Committee

Dr. Sowada said she distributed confidential information to the Trustees for review.

Joint Conference Committee

Dr. Sowada said the Committee has not met.

CONTRACT REVIEW

Consent Agenda

Ms. Richardson reviewed the amendment for the University of Utah helipad. The motion to approve the agreement was made by Ms. Pendleton; second by Mr. Jones. Motion carried. Ms. Richardson said we have contacted the County Attorney's office to find out if we need to move the agreement forward to the County Commissioners for their review and approval.

Five agreements were approved since the last regular meeting: Fibertech, Martin Ray Laundry Systems, Radio Network, Sweetwater Now, and WyoRadio.

MEDICAL STAFF REPORT

Dr. Crofts recognized Dr. John Iliya for having 37 years of medical privileges as a general surgeon at MHSC. She said the Medical Staff had a presentation by UMIA, our medical malpractice provider, about documentation and said it was very good because proper documentation is so very important. Dr. Crofts said she was training on the Davinci robot earlier in the day and hopes to begin cases in August. She said Dr. Jamias is preparing, also. Dr. Crofts said we presented scholarship checks the prior week to very deserving students in Sweetwater School District #1 and #2. She said it is very exciting to see.

GOOD OF THE ORDER

Dr. Sowada distributed updated contact information and thanked Mr. Rood for joining the Board.

EXECUTIVE SESSION

The motion to go into executive session at 4:15 p.m. was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

RECONVENE INTO REGULAR SESSION

The motion to leave executive session and return to regular session at 5:51 p.m. was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve the list of clinical privileges and granting appointments to the Medical Staff as reviewed in executive session was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from June 15, 2023

1. Initial Appointment to Active Staff (2 year)
 - Dr. Julie Widdison, Emergency Medicine (U of U)
2. Initial Appointment to Consulting Staff (1 year)
 - Dr. Satvik Ramakrishna, Cardiovascular Disease (U of U)
3. Reappointment to Consulting Staff (2 years)
 - Dr. Lauren Theilen, Maternal/Fetal Medicine (U of U)
 - Dr. Marcela Smid, Maternal/Fetal Medicine (U of U)
 - Dr. Peter Hannon, Tele Stroke (U of U)
 - Dr. Michael Seymour, Tele Radiology (VRC)
4. Reappointment to Non-Physician Provider Staff (2 years)
 - Julie Scott, Professional Counselor (SWCS)
5. New Business
 - New Privilege Form
 - Radiation Oncology

The motion to approve the severance agreement for an unnamed employee and authorize the Board President to sign was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

The motion to approve the written findings of fact and conclusions of law for an unnamed employee and authorize the Board President to sign was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 5:52 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary