

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

**July 6, 2017**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on July 6, 2017, at 2:00 PM with Mr. Richard Mathey, President, presiding.

**CALL TO ORDER**

Mr. Mathey called the meeting to order and announced 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, CFO & Interim CEO; Dr. David Dansie, Medical Staff President; Mr. Jim Phillips, Legal Counsel; and Mr. John Kolb, Sweetwater Board of County Commissioners.

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

Mr. Mathey introduced Mr. Kelsey, administered the Oath of Office, and welcomed Mr. Kelsey to the Board of Trustees.

Mr. Mathey said he wanted to rearrange the agenda order. The motion to change the agenda per request was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

**APPROVAL OF MINUTES**

The motion to approve the minutes of the June 7, 2017, regular meeting as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried with Mr. Kelsey abstaining. The motion to approve the minutes of the June 28, 2017, special meeting as presented was made by Dr. Sowada; second by Mr. Jones. Motion carried with Mr. Kelsey abstaining.

**COMMUNITY COMMUNICATION**

Mr. Mathey invited members of the community to address the Board. Mr. Rich Tyler, IT Director, introduced Mr. David Halter and Mr. Robin Etienne of the Sweetwater County Joint Powers Communication Board. Mr. Halter distributed information to the Board regarding an antennae placement request discussed at the June 7 meeting. He said the request is to help with communication within the county, as well as efficiencies and costs. The Board thanked the group for providing information and said they would take the request under consideration.

## **MEDICAL STAFF REPORT**

Dr. Dansie reported the General Medical Staff met and obtained education on the use of the University of Utah link system. Training was provided for physician and support staff. Dr. Dansie presented requests for approval of two bylaws changes. One involved a change to Affiliate Physician Staff and one involved a change to Article IV Licensed Independent Practitioners. Mr. Mathey reminded the Trustees that the Board approved an agreement with a firm in Cheyenne to rewrite the Medical Staff Bylaws. He said he is not sure of their progress and those changes will need approval. Ms. Kerry Thielbar, Medical Staff Services Supervisor, reviewed the requests presented. She read aloud a statement submitted by Dr. Sigsbee Duck in support of one of the changes. The motion to approve the change to Affiliate Physician Staff as presented was made by Mr. Tardoni; second by Mr. Jones. Motion carried. The motion to approve the change to Article IV Licensed Independent Practitioners as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried. Dr. Dansie requested an Executive Session later in the meeting to discuss a personnel matter.

## **EXECUTIVE SESSION**

The motion to go into Executive Session was made by Dr. Sowada; second by Mr. Jones Motion carried.

## **RECONVENE INTO REGULAR SESSION**

The Board of Trustees reconvened into Regular Session at 3:36 PM.

The motion to approve the June 12, 2017 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 Staff (2 years)
  - Dr. Jacques Denker, Orthopedic Surgery
  - Dr. Zachary Nicholas, Radiation Oncology
  - Dr. Rahul Pawar, Nephrology
2. Initial Appointment to Associate Staff (1 year)
  - Dr. Cody Christensen, Urology
3. Initial Appointment to Locum Tenens Staff (1 year)
  - Dr. Vidya Raj Krishnamurthy, Hospitalist
4. Initial Appointment to AHP Staff (1 year)
  - Katherine Bodman, PPC (SWCS)
5. Reappointment to Consulting Staff (2 years)
  - Dr. Roger Freedman, Cardiology (U of U)
  - Dr. Peter Hannon, Tele Stroke (U of U)
  - Dr. Aleksander Tkach, Tele Stroke (U of U) – *Resigned with the U of U 6/29/2017*
  - Dr. Jana Wold, Tele Stroke (U of U)
6. Reappointment to AHP Staff (2year)
  - Bonnie Collins, LPC (SWCS)



- Leslie Stringham, LPC (SWCS)
- Stephen Walker, LCSW (SWCS)
- Scott Wilcox, LPC (SWCS)

## **OLD BUSINESS**

None.

## **INTERIM CEO REPORT**

Ms. Richardson thanked staff, leadership, and physicians for their hard work. Thirteen candidates were interviewed for the VP of the Clinic. Six were invited back for a second round of interviews involving physicians and staff. Dr. Sowada asked about the change in title. Ms. Richardson confirmed the title was changed. Ms. Richardson introduced Ms. Deb Sutton, Public Relations and Marketing Director. Ms. Richardson said the FY 2018 budget was approved by the Board. We are using a daily flash report to engage staff to adhere to the budget and have a positive bottom line. The end of fiscal year 2017 is June 30. The auditors were on-site and will be back the last week in July. Ms. Richardson reviewed CliftonLarsonAllen's history with the Hospital and the services available and provided to us. Mr. Kelsey said we need to be mindful of the rules regarding auditors and their consulting services. Ms. Richardson said we are focusing on not violating our bond covenants and we are watching our debt service ratio. The requirement is 1.25. We think our worst-case-scenario for year-end is 1.3. The Position Control Team has been working with the leaders and is looking at every staff opening on a weekly basis. Ms. Richardson said the process is working very well. Ms. Richardson said we appreciate leader creativity and willingness to lower expenses. Dr. Sowada asked for the Quorum Productivity Report to be forwarded to the HR Committee. Ms. Richardson said she would make that happen. Expenses have come down since February 2017 due to significant changes. We are looking forward to closing FY17 and moving forward to FY18. Mr. Kelsey asked if the Board has a policy or reviews the compensation structure. Ms. Richardson reviewed the process. She said about five years ago, we started using the Wyoming Hospital Association data to look at the top six hospitals. She said we review experience and said we are looking at a new salary structure. Mr. Kelsey said it may be worthy of examination.

## **BUILDING AND GROUNDS COMMITTEE**

Mr. Jim Horan, Facilities Director, reported we are still waiting on final documents before payment will be made on the Emergency Department reception area. He said that after much discussion, the decision was made to not pursue a SLIB grant for the laundry project at this time. Behavioral rooms information will be presented at the next Committee meeting. Mr. Kelsey asked if the Hospital has a priority list of projects. Mr. Horan said he has one from his department. Ms. Richardson said the budget contains a capital requests listing.

## **FINANCE AND AUDIT COMMITTEE**

### Narrative

Ms. Richardson reviewed the narrative. She highlighted the deductions from revenue and Title 25 patients. She said we had a huge increase in the number of Title 25 patients and a huge increase in their length of stay. Our Title 25 patient numbers are now significantly down and the length of stay is down. Ms. Richardson said growth in expenses continues to outpace growth in revenue but we have seen a decrease in expenses over the past four months. Our goal is to bring daily cash expense down. Mr. Tardoni said we are getting better and it is hard work but there are still challenges that have nothing to do with days of cash on hand. He said we pay more than anybody else, we have benefits more than anyplace else, and we see less patients. Mr. Kelsey said we are looking at long term sustainability. Mr. Kolb said he understands what really changed with Title 25 was the reimbursement level by the State which is only approximately 17% now. He said the Board of County Commissioners was prepared to have a special meeting to inject money into this hospital to avoid going below the debt service ratio requirement.

### Capital Request

The motion to approve FY18-2 for \$12,761.60 for an ultrasound transducer was made by Mr. Jones; second by Dr. Sowada. Motion carried.

The motion to approve FY18-4 for \$31,500 for an analyzer was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

### Investments Request

The motion to approve the investments recommendation of \$16,982,571 at Bank of the West, Key Bank, and Wyo Star, as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

### Bad Debt Request

The motion to approve certifying the bad debt of \$1,047,999.49 as presented was made by Dr. Sowada; second by Mr. Jones. Motion carried. Mr. Cheese reviewed the collection process.

## **HUMAN RESOURCES COMMITTEE**

Ms. Amber Fisk, Human Resources Director, said the Committee met and discussed employment-at-will. Mr. Mathey said they are reviewing HR policies.

Mr. Phillips said he received a call from Mr. Jim Schermetzler of the Sweetwater County Attorney's Office. They requested the University of Utah agreement for maternal fetal services go before the Board of County Commissioners for approval. Mr. Mathey said he feels we have an informal agreement that may be codified regarding the type of contracts that must be approved by the County. The County Attorney will make that decision. Mr. Kolb said during



mediation, everyone agreed that certain contracts would be reviewed and then the Board of County Commissioners would not require that former ones would have to be approved.

Mr. Mathey announced a 5-minute recess. The meeting reconvened at 5:35 PM.

### **GOVERNANCE COMMITTEE**

Ms. Suzan Campbell, Chief Legal Executive/In-House Counsel, said policies are the purview of the Board so if something is a policy, it must be approved by the Board. A Committee consisting of Ms. Campbell, Ms. Kari Quickenden (Chief Clinical Officer), Dr. Kristy Nielson (Chief Nursing Officer), and Ms. Stephanie Mlinar (Administrative Nurse Director) has been formed to review policies. Ms. Campbell asked the Trustees to review the "Policies, Standards, Plans, Procedures/Processes, Guidelines and Forms" policy for approval at the August meeting.

Dr. Sowada said she and Mr. Mathey serve on the Governance Committee. She reviewed the Governance Charter and asked Trustees to review and bring any corrections to the August meeting. She reviewed the Executive Oversight and Compensation Charter and asked Trustees to review and bring any corrections to the August meeting.

### **QUALITY COMMITTEE**

Mr. Jones said the Committee's focus has been on the Emergency Department thru-put times. There are good action plans. He said Quality has to hit their numbers, it is not an option to not. Mr. Jones said the Committee has great presentations, great reports, and great knowledge. They are focusing on results.

### **NEW BUSINESS**

#### Second Amendment to the Certificate of Organization

Ms. Campbell said annual Trustee Conflict of Interest Statements must be completed and returned. She said in 1948, a Certificate of Organization was filed. There were five trustees. In 2007, the Board of County Commissioners increased the trustee number to seven which resulted in the need for an amendment to the Certificate of Organization. The Board of County Commissioners returned to five trustees in February 2017, requiring a second amendment to the Certificate. The motion to approve the Second Amendment to the Certificate of Organization as presented was made by Dr. Sowada; second by Mr. Jones. Motion carried.

#### Election of Officers

The motion to nominate Mr. Mathey as President was made by Mr. Jones; second by Dr. Sowada. Motion carried.

The motion to nominate Dr. Sowada as Vice President was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

The motion to nominate Mr. Tardoni as Secretary was made by Dr. Sowada; second by Mr. Jones. Mr. Tardoni declined the nomination. The motion to nominate Mr. Kelsey as Secretary was made by Dr. Sowada; second by Mr. Jones. Motion carried.

The motion to nominate Mr. Jones as Treasurer was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Mr. Mathey said committee assignments will be made.

#### Contracts Review

Mr. Mathey said he will poll the Board on a consent agenda to keep contracts coming before the Board but it would avoid spending large amounts of time each meeting discussing. It allows the Board to discuss those in need of discussion but can place others on a consent agenda. He said this will not be the complete contract procedure.

Ms. Campbell reviewed contracts for approval.

The motion to approve and authorize Ms. Richardson to sign the Memorandum of Understanding with the Joint Powers Communication Board on behalf of the Hospital as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

The motion to approve and authorize Ms. Richardson to sign the Kronos agreement on behalf of the Hospital as presented was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

The motion to approve and authorize Ms. Richardson to sign the Hologic agreement on behalf of the Hospital as presented was made by Dr. Sowada; second by Mr. Jones. Motion carried.

The motion to approve and authorize Ms. Richardson to sign the OVID agreement on behalf of the Hospital as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

The motion to approve and authorize Ms. Richardson to sign the agreements with WyoRadio, Rocket-Miner, Radio Network, and Lamar Signs on behalf of the Hospital as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried. Mr. Tardoni said he wants to see some method to discuss the effectiveness of public relations, marketing, advertising, etc. Ms. Richardson said the number one complaint from physicians is they weren't marketed enough. Mr. Kelsey suggested Ms. Sutton contact Ms. Jackie Freeze from WWCC for assistance. Dr. Dansie suggested working with college students. Mr. Mathey expressed concern about the Hospital website. He thinks it would be better to have it gone than having it be inaccurate.

The motion to approve and authorize Ms. Richardson to sign the Cardinal Pharmacy agreement on behalf of the Hospital as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

The Board discussed the building lease for storage at 7708 Foothill Blvd. Ms. Richardson suggested a field trip to review what is being stored. Mr. Kolb asked if we have looked into the



process for liquidating equipment. Mr. Mathey said he will investigate the process for disposal of obsolete equipment and will report back at the next meeting.

The Board discussed the University of Utah Amendment to the maternal fetal medicine agreement. Mr. Mathey said the Board would like to wait to review the original agreement. Ms. Quickenden said she would forward a copy to the Board for review.

### **COMMUNITY COMMUNICATION**

Mr. Mathey invited members of the community to address the Board.

Ms. Lisa LeMay said she is a former employee and has the utmost respect for the Hospital, the physicians, and Emergency Department. She said her husband unfortunately experienced a surgical error last year and they have been working through the proper channels. Ms. LeMay said they have done all they can and the time to resolve has been extended longer than it should have been. They continue to wait patiently for the next step and she asked the Board to please not forget them. Ms. Richardson said we will do our best to find out the status and work with the LeMays to follow up.

Mr. Kolb said the Wyoming County Commissioners Association sent out a poll about the maintenance fund language in the statutes and his suggestion was for no change, to leave it to the determination of the Boards of County Commissioners. He said it doesn't look like it's going anywhere. Mr. Mathey said he thinks we need to stay in close communication on a regular basis. Mr. Kolb suggested we enter into a Memorandum of Understanding because he doesn't want this to be a problem again. Mr. Kolb said if Title 25 doesn't come in at the budgeted rate, we can look at a budget amendment to transfer that amount to the maintenance fund budgeted.

### **GOOD OF THE ORDER**

Mr. Mathey said he is setting up an office at the Hospital. He is separating the duties from his law office and his board responsibilities. Starting next week, he will probably have regular hours at the Hospital.

Dr. Sowada asked for the support of the Board to design a train-the-trainer program for compassionate care to increase the staff's ability to focus. She has written many of these programs in the past and said the nursing staff is all for it. Ms. Richardson said she thinks it would be great. Mr. Mathey and the rest of the Board agreed.

### **EXECUTIVE SESSION**

The motion to go into Executive Session was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.


### RECONVENE INTO REGULAR SESSION

The Board of Trustees reconvened into Regular Session at 8:06 PM.


The motion to adopt the Medical Executive Committee recommendation made to the Board in Executive Session was made by Mr. Jones; second by Mr. Tardoni. Motion carried with Mr. Kelsey abstaining.

### ADJOURNMENT

There being no further business to discuss, the motion was made, second and carried to adjourn. The meeting adjourned at 8:10 PM.

  
Mr. Richard Mathey, President

Attest:

  
Mr. Marty Kelsey, Secretary