

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

July 6, 2022

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on July 6, 2022, at 2:00 p.m. 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; and Mr. Geoff Phillips, Legal Counsel.

Pledge of Allegiance

Mr. Jones led the attendees in the Pledge of Allegiance.

Our Mission and Vision

Mr. Jones read aloud the mission and vision statements.

Mission Moment

Ms. Richardson said our community suffered a tragic loss on June 23rd and we express our condolences to the families and their loved ones. There were also serious motor vehicle accidents recently, and our thoughts and prayers are with everyone involved. Ms. Richardson thanked the emergency room physicians, staff, and everyone involved in providing care during these sad and difficult times. She thanked the staff for always taking care of our patients and their families.

AGENDA

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

APPROVAL OF MINUTES

The motion to approve the minutes of the June 1, 2022, regular meeting as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. The motion to approve the minutes of the June 13, 2022, special workshop as presented was made by Mr. Tardoni; second by Dr. Sowada. Ms. Pendleton abstained, and the motion carried. The motion to approve the minutes of the June 27, 2022, special meeting was made by Mr. Tardoni; second by Dr. Sowada. Ms. Pendleton abstained, and the motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

There were no items for discussion.

NEW BUSINESS

Trustee Reappointment

Mr. Jones thanked the Board of County Commissioners for reappointing Mr. Kelsey to the Board. He said Mr. Kelsey has been a tremendous asset to the Board. Mr. Kelsey said he enjoys working with the group and is looking forward to the future.

Changes to Masking & Visitor Policies

Ms. Kim White, Incident Commander and Director of Emergency Services, provided an update on masking and visitor policies. She said we have continued to monitor the rates of Covid in our community, with patients coming to the Emergency Department, the staff out, etc., through the pandemic. The State and The Joint Commission were recently onsite and shared with us what other facilities are doing. We have taken a great deal of information into consideration and made changes. Ms. White reviewed the changes to the visitor policy, and masking requirements for patients, visitors, and staff. She said we will continue to monitor and can reinstitute precautions if things change. Ms. White said we hope we don't have to return to the stricter guidelines. Mr. Jones thanked Ms. White for the update.

Election of Officers

Dr. Sowada presented a slate of officers provided by the Governance Committee:

President: Dr. Sowada
Vice-President: Mr. Jones
Secretary: Ms. Pendleton
Treasurer: Mr. Tardoni

Dr. Sowada said there were no other recommendations or changes submitted by the deadline of June 15. The motion to approve the officers as presented was made by Ms. Pendleton; second by Mr. Tardoni. Motion carried. Dr. Sowada thanked Mr. Jones for the past three years of his service as Board President. She said he has donated a tremendous amount of his time. Mr. Jones said it has been an interesting and rewarding three years. He said we have collectively come through many things due to a group effort. Mr. Jones thanked everyone for their hard work. He said he feels the President title is a title only and the work is done by everyone. He said good people will do good things. Dr. Sowada said we will formally thank Mr. Jones at the August meeting. She said we have had significant challenges over the past five years. She noted successes and said we may

have differences in leadership styles but we are going in the same direction on the path together. Dr. Sowada presided for the remainder of the meeting.

Committee Assignments

Dr. Sowada announced the committee assignments for the upcoming year:

Building & Grounds: Mr. Kelsey (Chair) and Mr. Tardoni
Compliance: Ms. Pendleton (Chair) and Mr. Jones
Executive Oversight: Dr. Sowada (Chair) and Mr. Jones
Finance & Audit: Mr. Tardoni (Chair) and Mr. Kelsey
Governance: Dr. Sowada (Chair) and Mr. Kelsey
Human Resources: Ms. Pendleton (Chair) and Dr. Sowada
Joint Conference: Dr. Sowada (Chair) and Ms. Pendleton
Quality: Mr. Jones (Chair) and Mr. Tardoni
Foundation: Mr. Jones

Dr. Sowada said we will focus on succession planning and strengthening the pipeline at the Board level. Dr. Sowada said we want people with experience on all committees because this Board works through its committees. She asked the committees to revisit the charters and body of work. Dr. Sowada said she will send an e-mail with the committee information and include the physician names for the Quality and Finance & Audit committees.

Employee Policies

Telecommuting: Ms. Suzan Campbell, In House Counsel, said a policy has been in place. Changes were made to clarify and bring associated forms in line with each other. The new IT Director provided input. The updates were approved by the Human Resources Committee. The motion to approve the policy as presented was made by Ms. Pendleton; second by Mr. Tardoni. Motion carried.

Social Media: Ms. Campbell said the policy was recently approved by the Board. Revisions were made to address some additional issues including not filming or posting videos from the Hospital. The updates were approved by the Human Resources Committee. The motion to approve the policy as presented was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson reported 817 people have completed the Planetree Person-Centered Care Workshops and 422 people have completed the Communicating With Empathy Workshops. The Patient and Family Advisory Council celebrated their three-year anniversary in May. They are a great group of patients and family members, and we continue to recruit additional members. The next meeting is August 29 and we hope to provide an onsite hospital tour. Ms. Richardson commended the Lab for their recent accreditation survey results. The Joint Commission was onsite for three days in June. 971 elements were reviewed with an excellent outcome. Ms. Richardson recognized Ms. Mary Fischer, Lab Director, Dr. Cielette Karn, Pathology, and all of the staff involved for the excellent survey. Ms. Richardson reported the Wyoming Department of Health

was onsite to conduct a Dialysis Life Safety Survey. She recognized and thanked Dr. Rahul Pawar, Nephrology, Ms. Jamie Webb, Mr. Jim Horan and Ms. Stevie Nosich, Facilities, and the staff for the excellent survey. Ms. Richardson thanked the Board for approving the FY23 budget and thanked the Board of County Commissioners for approving the maintenance and Title 25 budget. She reported we are working with the auditors for the \$11.6M Cares Act single audit. The auditors will be onsite the week of August 1 for the annual audit. Ms. Richardson said we continue working with Cerner to resolve some outstanding issues. She said she attended the Wyoming Hospital Association (WHA) Board Retreat at the end of June. The agenda of the WHA and the American Hospital Association includes staffing issues, mental health services, and workplace violence. Ms. Richardson said we are working on a new strategic plan. We continue working on State Land Investment Board (SLIB) grants to submit to the State. We have requested time on the July 19 Board of County Commissioners meeting agenda to review and request matching funds. Ms. Richardson congratulated Mr. Kelsey on his reappointment to the Board and thanked him for his years of work. Ms. Richardson congratulated Dr. Sowada and thanked her for taking the role of President. Ms. Richardson thanked Mr. Jones for his years of service as Board President. She said a lot of things have been unprecedented. His leadership and direction were very good and she said she learned a lot from him. Ms. Richardson invited everyone to participate in the Red Desert Round Up Parade July 30. She said we walked in the Flaming Gorge Days Parade in Green River and received a great response. She said we have a booth at the Sweetwater County Fair and are always looking for volunteers. The Hospital Picnic will be August 13 at Crossroads Park in Rock Springs. The Wyoming Hospital Association annual meeting will be September 7 and 8 in Laramie. The Foundation is hosting a Casino Night event September 17 at Bunning Hall in Rock Springs. Ms. Richardson said she presented the hospital annual report to the Board of County Commissioners June 21. She had asked her leadership team to submit their accomplishments and activities for the year and included that information in the report. Dr. Sowada asked Ms. Richardson to review the PowerPoint presentation for the Board and meeting attendees. Following the presentation, Ms. Richardson thanked staff for everything they have done throughout the year. Dr. Sowada said the report shows the amount of regular everyday work that went on while Covid was going on. She thanked Ms. Richardson for the report.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada said the information is in the packet. She urged Trustees to look at the end of the year summary report in the portal. She said it contains initiatives for each of the departments participating during the year.

Human Resources Committee

Dr. Sowada said the information is in the packet. She drew attention to one of the goals for the coming year to replace travel staff with hospital staff.

Finance and Audit Committee

Mr. Tardoni said his comments are in the packet with one correction to the bad debt information. He said it is 30% higher than what he anticipated. He said there are no capital projects to consider at this time.

Bad Debt: The motion to approve the net potential bad debt of \$1,125,418.46 as presented was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried.

Building & Grounds Committee

Mr. Kelsey said the information is in the packet.

Foundation

Ms. Tiffany Marshall, Foundation Executive Director, reported the Foundation has a lot going on. We are participating in Wyoming Gives July 13. A number of non-profit organizations are working together to benefit from online donations on this date. Ms. Marshall said we are excited to announce a Casino Night event September 17. We are working on SLIB grants and Wyoming Workforce grants. We continue working on employee contributions and rewards. The Foundation Board is continuing their work on their strategic plan with three to five different goals in each pillar. They meet again July 28.

Compliance Committee

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

Governance Committee

Dr. Sowada said we have contacted The Governance Institute regarding our survey. The Committee will review materials and the process at the next meeting.

Executive Oversight and Compensation Committee

Dr. Sowada said the end of the year CEO evaluation will be an item for executive session.

Joint Conference Committee

Mr. Jones said there is no information to report.

CONTRACT REVIEW

Contracts Approved By CEO Since Last Board Meeting

Dr. Sowada said there are no contracts requiring approval and asked for any questions/comments on the information in the packet. There were none.

BOARD EDUCATION

Dr. Sowada provided an overview of the iProtean Diversity, Equity and Inclusiveness program. She said CMS (Centers for Medicare and Medicaid Services) is looking at this as part of social determinants of health. She said this is something our Board will keep our eyes on and see where the topic is going. The Trustees provided their input on their review of the iPro program. Ms. Richardson said she thinks we already have some good things built in by being a county memorial hospital. She agreed we need to keep this on our radar.

MEDICAL STAFF REPORT

Dr. Crofts reported things continue to go well with Cerner. The physicians and providers have adopted the technology and are moving forward. Dr. Crofts referenced recent events and said she thinks there are times in healthcare where the nurses, doctors, techs, every person who touches the patients knows how they saved a life. Dr. Crofts said she is grateful to be part of this hospital and this community. Dr. Sowada said it is reassuring to know in times of major trauma everyone knows their important roles. She said we like to make those differences in people's lives.

GOOD OF THE ORDER

Mr. Tardoni said his term on the State Miner's Board expired in June. He said the Board of County Commissioners are directed by law for steps to take to fill spots. First is to invite from the Trustees. Next is considering any application by employees of MHSC. If there are none, then the spot is open to the general public. The next Miner's Board meeting is in September. Mr. Tardoni said it is a real benefit of having someone from the Hospital even though they aren't there to represent the Hospital. They bring a level of knowledge with them. The Miner's Board has governance on a pretty substantial insurance program the State provides for miners.

EXECUTIVE SESSION

Dr. Sowada said there would be an executive session that would last at least an hour. The motion to go into executive session was made by Mr. Jones; second by Ms. Pendleton. Motion carried. Dr. Sowada said the Board would take a break until 4:10 p.m.

RECONVENE INTO REGULAR SESSION

At 5:14 p.m., the motion to leave executive session and return to regular session was made by Mr. Jones; second by Ms. Pendleton. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve the clinical privileges and appointments to the Medical Staff as discussed by Dr. Crofts was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

Credentials Committee Recommendations from June 14, 2022

1. Initial Appointment to Active Staff (2 years)
 - Dr. Anil Aleti, Hospitalist
 - Dr. Nicholas Kanaan, Emergency Medicine (U of U)
2. Initial Appointment to Associate Staff (1 year)
 - Dr. Julie Widdison, Emergency Medicine (U of U)
3. Initial Appointment to Consulting Staff
 - Dr. Donald Anderson, Tele Radiology (VRC)
 - Dr. Joseph Horner, Tele Radiology (VRC)
 - Dr. Jason Mitchell, Tele Radiology (VRC)
4. Reappointment to Active Staff (2 years)
 - Dr. Alicia Gray, Hospitalist

The motion to approve four provider contracts and authorize the CEO to execute the contracts as discussed in executive session was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

Dr. Sowada said it will be best to continue meeting via Zoom due to the 6-foot distancing rule. The group agreed to stay with Zoom in August and reevaluate as issues change.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 5:19 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary