

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

July 7, 2021

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on July 7, 2021, at 2:00 PM with Mr. Taylor Jones, President, presiding.

OATH OF OFFICE

Mr. Jones called the meeting to order. He administered the oath of office and welcomed Ms. Pendleton to the Board of Trustees. He said she will be a great asset to the Board and the Hospital.

CALL TO ORDER

Mr. Jones announced there was a quorum. The following Trustees were present online: Mr. Taylor Jones, Mr. Marty Kelsey, Ms. Kandi Pendleton, Dr. Barbara Sowada, and Mr. Ed Tardoni.

Officially present: Ms. Irene Richardson, Chief Executive Officer; Dr. Jacques Denker, 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.

APPROVAL OF AGENDA

Mr. Jones said there was a change to the agenda as the Interim IT Director contract would not be reviewed. The motion to approve the amended agenda as requested was made by Dr. Sowada; second by Ms. Pendleton. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the June 2, 2021, regular meeting as presented was made by Mr. Tardoni; second by Mr. Kelsey. Ms. Pendleton abstained and the motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

Termination and Appeals Policy, Introductory Period, Rules of Practice Governing Hearings

Mr. Jones said placeholders remain on the agenda for the Termination and Appeals Policy, the Introductory Period Policy, and the Rules of Practice Governing Hearings.

Medical Staff Bylaws

Dr. Denker said the group met June 17. Information will be returned to legal counsel and the group will reconvene to review. Dr. Denker said the hope is to forward to the Board for review with all expediency.

Performance Improvement and Patient Safety (PIPS) Plan

Ms. Kara Jackson, Director of Quality, Accreditation, and Patient Safety, briefly reviewed the plan. Dr. Sowada said she did not see a column for deadlines. She referenced sepsis bundles and said we have been working on this for a couple of years. As a member of the Quality Committee, she said she is looking for deadlines. Ms. Jackson said we will work on them now and update the information. Dr. Sowada thanked the group for all the work staff have put into the plan. The motion to adopt the plan as written was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

NEW BUSINESS

Election of Officers

Dr. Sowada said the Governance Committee of Mr. Richard Mathey, Dr. Sowada, and Ms. Richardson developed a slate of officers. There was an opportunity to nominate from the floor open until June 15 and no nominations were received. Dr. Sowada said all candidates for office have been contacted. She presented the slate of officers for FY22:

- President – Mr. Jones
- Vice President – Dr. Sowada
- Secretary – Mr. Kelsey
- Treasurer – Mr. Tardoni

The motion to approve the slate of officers for FY22 as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Committee Assignments

Mr. Jones announced the Board Committee assignments:

Governance – Mr. Taylor Jones (Chair)
Dr. Barbara Sowada

Quality – Dr. Barbara Sowada (Chair)
Mr. Ed Tardoni

Physicians – Dr. Alicia Gray, Dr. Phil Najm

Building & Grounds – Mr. Marty Kelsey (Chair)
Mr. Ed Tardoni

Finance & Audit – Mr. Ed Tardoni (Chair)
Ms. Kandi Pendleton
Physicians – Dr. Israel Stewart, Dr. Ben Jensen

Human Resources – Dr. Barbara Sowada (Chair)
Ms. Kandi Pendleton

Joint Conference – Mr. Taylor Jones (Chair)
Mr. Marty Kelsey
Physicians – Dr. Jacques Denker, Dr. Alicia Gray

Compliance – Mr. Marty Kelsey (Chair)
Ms. Kandi Pendleton

Executive Oversight & Compensation – Mr. Taylor Jones (Chair)
Mr. Ed Tardoni

Board Reporting Calendar

Ms. Jackson said the calendar came about following recommendations from our quality consultant last August. The calendar contains a list of reports required to come to the Board as reports and/or approval to meet The Joint Commission standards and serves as oversight of the Board of the Hospital. Dr. Sowada noted items are recommendations for timing and may be moved as needed. Dr. Sowada said it is a nice job and a lot of work to get it done.

FY2022 PIPS Priorities

Ms. Jackson said the PIPS Committee met and used tools to help determine and select the priorities for FY22. A smaller workgroup and senior leaders met to take a list of 22 items down to the current 3. Ms. Pendleton asked where we are currently sitting with percentile in patient satisfaction HCAHPS likelihood to recommend scores. Ms. Jackson said she will obtain the current statistics and include that information moving forward. Mr. Kelsey said this item is listed in New Business; however, he would really like to approve at this time so we can move forward with the work. The motion to approve the FY22 PIPS Priorities with the addition of target deadlines and addition of where we are currently for each of the departments involved was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Board Policies

Dr. Sowada said between January and June 2021 the Governance Committee of Ms. Richardson, Mr. Mathey, and Dr. Sowada met with the assistance of Ms. Suzan Campbell, In House Counsel, and Ms. Marianne Sanders, Director of Physician Recruitment and Retention, to update board bylaws. They also worked on updating board policies. The list of 18 reviewed is included in the

meeting packet. Those highlighted in yellow on the list had no changes, highlighted in green are waiting to be processed, and highlighted in blue are archived. Mr. Kelsey requested the information with current and proposed to review side by side. Dr. Sowada created a chart of what has been proposed. She said Ms. Robin Fife, Clinical Administrative Assistant, created a special category for board policies in Policy Stat to help make them easier to find. Mr. Kelsey thanked Dr. Sowada, Mr. Mathey and staff for working on the policies. He suggested when this comes back, we do what he has typically seen and have a standard strike-thru and highlighted changes. He said that is a standard approach and will make it easier to see what the changes are exactly. Mr. Tardoni said he thinks there was a word missed in the contracts requiring board approval document in 2B. He said he believes item 1A-7 in maintenance of board committee minutes says motion “take” and should be “taken.” He said he will send an e-mail to Dr. Sowada with his suggested changes. Mr. Tardoni asked why the Chief Nursing Officer is listed twice in the approval area. Ms. Ann Clevenger, Chief Nursing Officer, said her name was listed twice because she was the proxy approval for the Board in Policy Stat following their approval in meetings. Dr. Sowada said a signature line has been added for the Board President and Secretary to “sign” their approval moving forward. Ms. Pendleton said the information provided has been very helpful to her as a new board member. She said it is very well done and very clear to understand. Mr. Jones said the Board has been working on developing and finetuning the information for about five years now.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson invited Ms. Kim White, Incident Commander and Director of Emergency Services, to provide a Covid-19 preparation and recovery Incident Command Team update. Ms. White said we are seeing younger patients (mid 30’s-40’s) admitted or transferred out for treatment we cannot provide. We are working through Incident Command and with Leadership Team on OSHA updated regulations. The County positivity rate dropped from over 10% to below 6%. Ms. White said hopefully it will continue to go down. Vaccine rates in the County have not really increased and remain at about 23%. She said we will continue to work with the community and providers to do what is needed. Ms. Pendleton asked about offering the vaccine at events. Ms. White said the vaccine is fragile and difficult with heat so we keep looking at all our options. We have had a confirmed case of the Delta variant.

As a mission moment, Ms. Richardson read aloud a patient letter recognizing and thanking Dr. Alicia Gray. She also shared some recent OB Press Ganey patient satisfaction survey positive feedback. Ms. Richardson welcomed Ms. Pendleton and said we are so excited and looking forward to working with her. Ms. Richardson and Mr. Jones will work with her to set up her orientation. She invited Ms. Pendleton to reach out with any questions. Ms. Richardson provided a 2018-2021 Strategic Plan update in the focus areas of Patient Experience, Quality and Safety, Community and Growth, Workplace Experience, Financial Stewardship. We are continuing with person-centered care initiatives. 634 people have successfully participated in the Planetree person-centered care experiential workshops. An excellent team is offering the communicating with empathy workshops. 301 people have successfully participated to-date. The Joint Commission triannual survey was conducted May 6 and 7. We are fully accredited for three more years. Ms. Richardson said we are very proud of staff for their commitment to quality. The surveyors said our staff was very helpful and knowledgeable. In the area of workplace experience, we thanked staff by bringing in food trucks the previous week to recognize their efforts and celebrate the successful survey. Ms. Richardson said she and Ms. Tami Love, Chief Financial Officer, will meet with a

representative from Standard & Poor's July 19. We are also discussing refinancing our debt with the Board Finance and Audit Committee and our auditors. The interim audit the previous week went well. We are off to a great start in preparing for their onsite visit at the end of July. The senior leaders are working on the framework for the new strategic plan. Dr. Sowada is the Board liaison and individual trustees have been involved to provide input. The Wyoming Hospital Association annual meeting is September 7-9 in Casper. Trustees are invited. Ms. Richardson asked anyone interested to let her know. Ms. Richardson reminded everyone to sign in to iProtean and said it is an excellent resource for trustees and senior leaders. The Governance Institute is offering in-person and virtual conferences September 19-22 in San Diego and October 10-13 in Colorado Springs. Ms. Richardson said we have a lot of things going on. Covid-19 continues, and we are preparing for a lab Joint Commission survey, quality initiatives, patient experience efforts, Cerner electronic health record implementation, and ongoing construction. Ms. Richardson expressed appreciation for everything everyone is doing for our community. She thanked the Board and County Commissioners for their continued support.

COMMITTEE REPORTS

Mr. Jones said the committee information is in the packet. Trustees are invited to pull out anything they want to address or discuss.

Quality Committee

Mr. Kelsey said it has been recommended by the staff that all employees get the flu vaccine. He said we will see what the response is.

Human Resources Committee

Mr. Tardoni said the HR Committee did not meet and said the standard report is in the meeting packet

Finance and Audit Committee

Capital Expenditure Requests: The motion to approve capital expenditure request FY22-3 for \$80,510.85 for budgeted equipment and maintenance was made by Mr. Tardoni; second by Mr. Jones. Ms. Crystal Hamblin, Director of Cardiopulmonary Services, addressed questions and concerns brought forward from the Finance and Audit Committee. Following discussion, the motion carried. The motion to approve capital expenditure request FY22-4 for \$287,897 for fire line work was made by Mr. Tardoni; second by Mr. Jones. Mr. Jim Horan, Facilities Director, said there is no renewable clause in the agreement. Mr. Tardoni said this will be submitted to the County for reimbursement from maintenance funds. Ms. Pendleton asked why there was only one bid and asked if we are in violation of state statutes. Mr. Horan and Mr. Tardoni said it was a matter of urgency. Mr. Kelsey said the Hospital has sole-source ability and for reasons Mr. Horan mentioned and given the circumstances we find ourselves in, this was the best course of action. Mr. Phillips said the Hospital can make an exception based on the expediency involved. Following discussion, the motion carried. The motion to approve capital expenditure request FY22-5 for \$156,346.71 for 17 budgeted replacement ER gurneys was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

CARES Act Capital Expenditure Request

The motion to ratify CARES Act capital expenditure request FY21-25 for \$153,586.93 for furniture through the hospital was made by Mr. Tardoni; second by Mr. Jones. Ms. Richardson said the CARES Act funds expire June 30 and that is why we worked to meet the deadlines. Ms. Richardson said the new furniture will be easier to clean and sanitize. Mr. Tardoni said it is hospital-grade material. Following discussion, the motion carried.

Bad Debt: The motion to approve the net potential bad debt of \$1,119,904.46 as presented by Mr. Ron Cheese, Director of Patient Financial Services, was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Building & Grounds Committee

Mr. Kelsey said he did not have anything to add to the information in the meeting packet. Mr. Kelsey thanked Mr. Horan for the recent tour.

Foundation

Ms. Tiffany Marshall, Executive Director of the Foundation, said the Board of Directors met in June in person for the first time in a year. The Golf Tournament is scheduled August 14 at Rolling Green in Green River. The Foundation formed an Annual Giving Committee. A Foundation Board Retreat is in the planning stage. The Waldner House continues to be busy.

Compliance Committee

Mr. Tardoni said the information is in the meeting packet.

Governance Committee

Dr. Sowada said she did not have anything new to report.

Executive Oversight and Compensation Committee

Mr. Jones said the Board will discuss in executive session.

Joint Conference Committee

Mr. Jones said there is nothing new to report.

CONTRACT REVIEW

Contract Consent Agenda

Mr. Kelsey asked if we do ads on Facebook because he sees ads for other doctors from other places on there every day. Ms. Deb Sutton, Marketing Director, said yes, we have quite a few services

that are highlighted on digital platforms. We have a contract with Scorpion for search and display. She said she has a meeting with them the following week to discuss additional opportunities.

The motion to approve the contracts contained in the consent agenda was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

MEDICAL STAFF REPORT

Dr. Denker reported the Medical Executive Committee (MEC) met June 22. Ms. Richardson and Dr. Denker presented scholarships to local students: Rikki Cozad, Delaney Gardea, Abby Hautala. Dr. Denker said the meeting hot topic was the quality report. Moving forward, information for all physician groups and levels will be reviewed at the department meetings by department chairs then move to MEC and then to the Board. Dr. Denker welcomed Locums Hospitalist Dr. Anil Aleti and Dr. Nicholas Kanaan in the Emergency Department. He welcomed Ms. Katie Moczulski, Nurse Practitioner, to the Sweetwater Walk-In Clinic. Dr. Denker said the Cerner electronic medical record is on everyone's minds. Go Live is set for October 4. Dr. Brianne Crofts is the physician leader and she is doing a great job keeping everyone on-track.

GOOD OF THE ORDER

Mr. Jones thanked everyone at the Hospital especially now with whatever the next level of Covid finds. He said he knows that adds stress.

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

RECONVENE INTO REGULAR SESSION

At 4:24 PM, the motion to leave executive session and return to regular session was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Mr. Jones asked if anyone wanted to change committees or have different assignments. There were no requests for changes.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve privileges for the list of providers discussed in executive session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Credentials Committee Recommendations from June 8, 2021

1. Initial Appointment to Locum Tenens Staff (1year)
 - Dr. Anil Aleti, Hospitalist
 - Dr. Don Dickerson, Radiation Oncology
 - Dr. Nicholas Kanaan, Emergency Medicine (U of U)

2. Initial Appointment to AHP Staff (1 years)
 - Katherine Moczulski, Family Nurse Practitioner
3. Reappointment to Consulting Staff (2 years)
 - Dr. Raymond Bozman, Tele Radiology (VRC)
 - Dr. Peter Hannon, Tele Stroke (U of U)
 - Dr. Lauren Theilen, Maternal/Fetal Medicine (U of U)
 - Dr. Marcela Smid, Maternal/Fetal Medicine (U of U)
4. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Taylor Delgado, Emergency Medicine (U of U)
5. Reappointment to AHP Staff (2 years)
 - Bonnie Collins, Licensed Clinical Social Work (SWCS)

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

The motion to approve the CEO evaluation for FY21 as discussed in executive session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

ADJOURNMENT

Mr. Jones thanked everyone. There being no further business to discuss, the meeting adjourned at 4:27 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary