

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

June 1, 2022

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on June 1, 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; Mr. Geoff Phillips, Legal Counsel, and Mr. Jeff Smith, Sweetwater Board of County Commissioners.

Pledge of Allegiance

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

Our Mission and Vision

Mr. Kelsey read aloud the mission and vision statements.

Mission Moment

Ms. Richardson said a patient's spouse stopped her at a community event and said they came to the Hospital and everyone was kind and caring. They said they had an exceptional experience and they are grateful the Emergency Department was there to take care of their loved one.

AGENDA

The motion to approve the agenda with the additions of Board Assessment, Letter to County Commissioners, and Change of Plan for Officers was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the May 4, 2022, regular meeting as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

COMMUNITY COMMUNICATION

Ms. Stephanie Thompson said Sweetwater Now has been tracking Covid numbers statewide and she asked what we are seeing at the Hospital. Ms. Kim White, Incident Commander and Director of Emergency Services, provided an update. She said we have seen a bit of an uptick but nothing like we have seen in the past. Mr. Jones thanked Ms. White for the update.

OLD BUSINESS

Threshold Criteria

Ms. Kerry Downs, Director of Medical Staff Services, said the reason for the revision is to match the new bylaws. The motion to approve the threshold criteria as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Introductory and Probationary Period Policy

Ms. Suzan Campbell, In House Counsel, said it has been brought to our attention that we are trying to move employees around internally and when we had 90 days as the introductory period it worked but having one year for the introductory period is hard so we propose striking one sentence. The Human Resources Committee approved the change. This is a Board policy and it requires the approval of the Board. Mr. Kelsey asked why the provision was in there in the first place. Ms. Campbell said she thinks it was left in because when it was 90 days, it worked well because we wouldn't want people to move within 90 days. Mr. Phillips said when it was 90 days it wouldn't be fair to evaluate someone who would transfer in 90 days so it was more of an evaluation tool when in the position. He said we inherited it and did not develop anew but in light of the challenges it makes sense to strike that now under the circumstances. The motion to approve the change to the Introductory and Probationary Period Policy as discussed was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

NEW BUSINESS

Spending Authority Matrix

Ms. Campbell reviewed the proposed changes. Mr. Jones said it gives Ms. Richardson more flexibility and noted the Board reviews everything she signs. Ms. Campbell said Dr. Sowada asked her to update the policy on behalf of the Governance Committee. Mr. Tardoni said emergency Covid powers are still in place for Ms. Richardson and she has handled that process exceptionally well. Mr. Jones said the matrix can be updated as needed. Mr. Tardoni requested spelling out "less than" and "greater than" instead of using the symbols. The motion to approve the Spending Authority Matrix with the changes suggested during the meeting was made by Ms. Pendleton; second by Mr. Tardoni. Motion carried.

Performance Improvement and Patient Safety (PIPS) Plan & FY 2023 PIPS Priorities

The motion to approve the PIPS Plan and FY 2023 PIPS Priorities as presented was made by Dr. Sowada; second by Ms. Pendleton. Motion carried.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson thanked staff for working incredibly hard. She said it has been a couple of difficult years and we are so fortunate to have amazing staff and physicians. Ms. Richardson expressed appreciation to everyone involved with the Cerner project and said we are excited for what the future holds. We continue to improve our person-centered care culture. Planetree Experiential and Communicating With Empathy Workshops continue. The Patient and Family Advisory Council is celebrating three years together and we feel fortunate to have the information they provide to us. Ms. Richardson reported she continues person-centered care rounding on staff. She said it is important to focus on taking care of the staff to support them taking care of the patients. Ms. Richardson said we continue preparing for The Joint Commission lab survey. She said it is very impressive that the Dialysis Department received a five-star rating. We hosted a Rock Springs Chamber of Commerce after hours meet and greet event May 11 at the Holiday Inn. It was an informal event where we had tables set up to share information. Numerous staff volunteered their time and we had a nice turnout. Ms. Richardson thanked Mr. Kelsey for attending and said we are grateful for the support of the Chamber to make that happen. She thanked Human Resources and Nutrition Services for a very successful Hospital Week. We celebrated three years of service award recipients at an awards banquet May 10. Ms. Richardson thanked Mr. Jones for attending and said staff were very thankful to be recognized. She said it is always nice to celebrate the staff and their accomplishments. Ms. Richardson reported we continue work on the FY23 budget. A Board Financial Workshop is scheduled June 13 at 10:00 a.m. and a Special Board Meeting is scheduled June 27 at 10:00 a.m. to approve the budget. Ms. Richardson said she presented a Town Hall via Zoom on May 13. June 1 is the official first day with Unidine in the Nutrition Services Department. We are looking forward to what they have to offer in the future. Ms. Richardson will present the annual report to the Board of County Commissioners on June 21. Ms. Richardson thanked Dr. Sowada and Mr. Tardoni for their participation in the Wyoming Hospital Association Trustee Education event in Riverton. She said she has received feedback that Dr. Sowada did an excellent job on the iProtean panel and thanked Dr. Sowada for her work to continually improve board governance. Ms. Richardson will attend the Wyoming Hospital Association Board Retreat at the end of June. Strategic Plan work is underway. She thanked the Board for their support and for all they do. She said we appreciate feedback and their partnership. Ms. Richardson thanked Commissioner Smith and the Board of County Commissioners for their continued support.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada referenced the packet in the board portal. She said there are some additions to the packet, for example, control charts that show how things are going, benchmarks, and improvement activities initiated. She urged everyone to delve in and thanked Ms. Kara Jackson, Director of Quality, Accreditation, Patient Safety, & Risk, and her team for their organization and work.

Human Resources Committee

Dr. Sowada said the information is in the meeting packet.

Finance and Audit Committee

Mr. Tardoni said his comments and the financial information are in the meeting packet. He said capital is frozen but we have one a request for replacement for the coil in the air handler in the medical office building. It is brittle and we have no choice but to replace it. We received three quotes and selected the low bidder. Mr. Tardoni said Ms. Tami Love, Chief Financial Officer, reports it qualifies for County maintenance funds. The motion to approve Capital Expenditure Request FY22-39 for \$41,660 as presented was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried. Ms. Love reported we have submitted requests for all available maintenance funds and will send this request through for next year's funds.

Bad Debt: The motion to approve the net potential bad debt of \$978,474.42 as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried. Mr. Tardoni asked Mr. Ron Cheese, Director of Patient Financial Services, to provide an update on the Cerner implementation. Mr. Cheese said we have been working on this project for the past 1.5 years during Covid and it is coming together. He said this is a clinically driven revenue cycle instead of a financially driven revenue cycle. He recognized Dr. Brianne Crofts and the lead project team for their work.

Building & Grounds Committee

Mr. Kelsey provided a projects update. The medical imaging staff have moved into their area so the project is complete. We have a contract for bulk oxygen so we are excited to move forward. We are working with Lightning Eliminators to get that project done. Plan One has been working on options for the pharmacy chemo mixing room. Mr. Kelsey said the Committee has been busy with finishing projects and getting projects started.

Foundation

Ms. Tiffany Marshall, Foundation Executive Director, said the Board meeting at the end of May was pushed to early June. She will have more to report after the meeting.

Compliance Committee

Mr. Kelsey said the Committee met. The Chair report and meeting minutes are in the packet. He noted there have been some technical difficulties with the fair warning report.

Governance Committee

Mr. Jones said there was a discussion about the special purpose tax and our project of the lab remodel. There was some concern about whether or not the project fell under basic infrastructure. Mr. Jones said he spoke with a couple of Commissioners and shared with them that his opinion is a hospital in a county this size with our population is basic infrastructure. He said we can't do hardly anything in our hospital without a fully functioning lab. We had approximately 76,000 visits last year and about 460,000 tests run in one year. Mr. Jones said one of the Commissioners asked for a letter from the Board stating our stance. There are possibilities of doing other projects for less money, for example, windows, parking, and the tunnel. Mr. Tardoni noted how we are getting our tests done. We took our Foundation area and converted it to a lab during Covid. Patients like it but

it increased work for the staff. There is also a waste drainage issue in the area. We have a temporary situation that requires extra work. The interior lab requires a long walk and wait in a very small space with seating for maybe four or five people sitting shoulder to shoulder. The expansion would expand the waiting room. Mr. Tardoni said it is well worth doing. Ms. Pendleton asked about other funding options. Ms. Richardson said we could see if we could put some projects through the State Loan and Investment Board (SLIB) process. She said we haven't heard if there will be changes to the ratio. For a \$6.5M project, we'd have to come up with half of that. Mr. Jones noted there is no guarantee we would get the grant. Commissioner Smith gave an update and said he thinks there will be plenty of applicants for Covid funds. There will be projects trimmed from what is taken to vote. The Board of County Commissioners will work to refine the list. Mr. Kelsey shared some thoughts about the definition of infrastructure. He said he has no doubt our lab is a physical structure and needed for the operation of the Hospital. He said the State of Wyoming has some definite definitions about capital construction with a dollar threshold. He wants to see the lab project go forward because it really is an integral part of what we do and we can't operate the Hospital without it. Dr. Sowada said she is in favor of the project. Mr. Jones said the letter is basically asking for the Commissioners' support and includes the justifications. The motion to authorize Mr. Jones to sign a letter to the Board of County Commissioners stating we are in favor of going ahead with the lab remodel as a six penny item was made by Dr. Sowada; second by Ms. Pendleton. Motion carried.

Dr. Sowada said we are coming to the end of the fiscal year. The Joint Commission requires an annual self-assessment survey. We used The Governance Institute survey last year. She asked if it is the pleasure of the Board to do that again and noted the survey is a service we have already paid for. The motion to use The Governance Institute Board self-assessment survey for the annual survey was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Dr. Sowada said the Committee developed the slate of officers for FY23. She said she is glad she sent it out early because we found Mr. Jones had been serving as president for three years. She said the Committee will have a slate of officers to present at the July meeting. She said anyone can recommend officers to the Committee by June 15. Dr. Sowada said committee assignments will be made at the July meeting as well.

CONTRACT REVIEW

Contract Consent Agenda

The motion to approve the contract as presented was made by Ms. Pendleton; second by Mr. Kelsey. Motion carried.

BOARD EDUCATION

Dr. Sowada said the Board reviewed a video from the American Hospital Association on enterprise leadership. She said she chose the topic in part because of challenges discussed at the Wyoming Hospital Association education session and thought the video points to Ms. Richardson's leadership style, the Board's leadership style, and our work with Planetree. Mr. Kelsey said a concept he really liked is we need to be agile and be able to pivot. Mr. Jones said we are doing a lot of the things the video suggested. He said we must make sure all of the information gets

disseminated in the same words. Board members cannot be stuck in the past and must be more open-minded about a hospital being a different kind of animal and not like other businesses. Mr. Jones said the Board has one employee and that is the CEO. Dr. Sowada said the purpose or goal for the organization is spread across the organization to break down silos and work together. Ms. Richardson said she agrees with the comments and liked how the video talked about their strategic plan and working with leaders to develop, then go out and talk to every person to create the plan together and work on it together so every person is on the same page and working on the same goals.

MEDICAL STAFF REPORT

Dr. Crofts had to leave the meeting and there was no report.

GOOD OF THE ORDER

There were no comments.

EXECUTIVE SESSION

Mr. Jones said there would be an executive session. He said the Board would leave the current meeting, go to another link, and then return to the original meeting for actions taken following executive session. The motion to go into executive session was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Mr. Jones said there would be a ten-minute break.

RECONVENE INTO REGULAR SESSION

At 4:48 p.m., the motion to leave executive session and return to regular session was made by Dr. Sowada; 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 listed by Ms. Downs was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Credentials Committee Recommendations from May 10, 2022

1. Initial Appointment to Associate Staff (1 year)
 - Dr. Adham Karim, Hospitalist
2. Initial Appointment to Active Staff (2 years)
 - Dr. Wallace Curry, Urology
 - Dr. Mary Murphy, Radiology
 - Dr. Chandrashekar Yeshlur, Pediatrics
3. Initial Appointment to Non-Physician Provider Staff (1 year)
 - Holly Allen, Professional Counselor (SWCS)
4. Reappointment to Consulting Staff (2 years)
 - Dr. Dipayan Chaudhuri, Cardiovascular Disease (U of U)
 - Dr. Bruce Bray, Cardiovascular Disease (U of U)

- Dr. Cristina Cavazos, Tele Radiology (VRC)
 - Dr. Richard Jennis, Tele Radiology (VRC)
5. Reappointment to Non-Physician Provider Staff (2 years)
- Todd Bader, Professional Counselor (SWCS)

The motion to approve the provider contract and authorize the CEO to execute the contract as discussed in executive session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

The motion to approve the senior leaders recognition as discussed in executive session for their contributions during Covid was made by Dr. Sowada; second by Ms. Pendleton. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:50 p.m.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary