

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

June 2, 2021

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on June 2, 2021, at 2:00 PM 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: Mr. Taylor Jones, Mr. Marty Kelsey, Mr. Richard Mathey, Dr. Barbara Sowada, and Mr. Ed Tardoni.

Officially present: Ms. Irene Richardson, Chief Executive Officer; Dr. Jacques Denker, Medical Staff President; Mr. Geoff Phillips, Legal Counsel; and Mr. Jeff Smith, Sweetwater County Board of County Commissioners Liaison.

Pledge of Allegiance

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

Our Mission and Vision

Mr. Tardoni read aloud the mission and vision statements.

Mission Moment

Ms. Richardson said there are many great things going on. We have started sending out copies of thank you cards and survey comments weekly in “Thankful Thursday” e-mails to staff. Ms. Richardson read aloud several of the thank you note messages.

APPROVAL OF AGENDA

The motion to approve the agenda as presented was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the May 5, 2021, regular meeting as presented was made by Mr. Tardoni; second by Mr. Mathey. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

COVID-19 Preparation and Recovery - Incident Command Team Update

Ms. Kim White, Incident Commander and Director of Emergency Services, reported Incident Command continues to meet bi-weekly. We continue to have processes and protocols in place. The current positivity rate is 6.8%. Ms. White said we are still seeing quite a few Covid cases in the Emergency Department and have approximately two patients per day in the ICU. We maintain and do all we can until things start trending down again.

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

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

Emergency Operations Plan

The motion to approve the plan as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

Board Self-Assessment

Dr. Sowada reviewed the survey standardized by The Governance Institute. She said the full report is available in the board portal. The information compares 2018 results to this year as well as national averages. Dr. Sowada said the results show the board is relatively strong in fiscal oversight and duty of loyalty. There are some areas we can focus on to improve. The Board has a sense of where they need to spend their time. Dr. Sowada said she is proud of the Board and the senior leadership team. Mr. Jones said he appreciates the Board looking at the information critically and rating themselves accurately. Mr. Tardoni said he feels iProtean is a good self-directed resource. Dr. Sowada said the Governance Committee will review some options and bring back to the Board by August.

NEW BUSINESS

Performance Improvement and Patient Safety (PIPS) Plan

Ms. Kara Jackson, Director of Quality, Accreditation, and Patient Safety, briefly reviewed the plan. She said we bring the plan to the Board every year for review and approval. The FY22 PIPS Priorities will be presented to the Board at the July meeting.

Election of Officer Guidelines

Dr. Sowada said this policy is one that has been under review. We have about 18 policies under review right now. She said we will bring them to the Board as an agenda item. This policy is timely due to the election in July. The Governance Committee is putting together a slate of officers. Anyone interested may submit their name by June 15. Any office with two or more names will be

voted on. The motion to adopt the policy as presented was made by Mr. Mathey; second by Mr. Kelsey. Motion carried.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson introduced new leadership directors: Ms. Jeanne West, Director of Case Management; Ms. Patty O'Lexey, Director of Education; Ms. Marianne Sanders, Director of Physician Recruitment and Relations. 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. Ms. Richardson reported she is meeting with senior leaders every Monday in June to prepare for the 2021-2024 Strategic Plan. She would like one or two Trustees to join each meeting to ensure we have Board input. We have a Retreat scheduled July 14. If the Board recommends timing changes, please let her know. Ms. Richardson provided a Cerner project update and said we continue to plan for go-live in October. Ms. Richardson will provide her annual report to the Board of County Commissioners June 15. Ms. Richardson serves on the American Hospital Association Regional Policy Board. The next quarterly meeting is June 4. The Wyoming Hospital Association annual meeting is in Casper September 7-9. Trustees are invited to participate. Ms. Richardson reminded Trustees to sign in to iProtean to complete the assigned coursework. She expressed her personal appreciation for Mr. Mathey and said he will be recognized later in the meeting.

COMMITTEE REPORTS

Quality Committee

Mr. Kelsey said he did not have anything to add to the information in the packet.

Human Resources Committee

Mr. Tardoni said the packet includes a list of employee policies that have been reviewed. He said if there are changes recommended, the policy goes through the HR Committee. Mr. Tardoni asked if the Board approves of the current process. Following discussion, Mr. Tardoni said he will proceed with the current process.

Finance and Audit Committee

Capital Expenditure Requests: The motion to approve capital expenditure request FY21-77 for an interface with Cerner for \$69,488 was made by Mr. Tardoni; second by Mr. Jones. Motion carried. The motion to approve capital expenditure request FY21-80 for Synergy quality software to replace MIDAS for \$50,000 was made by Mr. Tardoni; second by Mr. Jones. Motion carried. The motion to approve FY21-81 for treadmills for tests for \$57,333.62 was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

Bad Debt: The motion to approve the net potential bad debt of \$761,198.65 as presented by Mr. Ron Cheese, Director of Patient Financial Services, was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

Ms. Tami Love, Chief Financial Officer, provided an overview of the FY22 Operating and Capital Budget. The motion to approve the FY22 Operating and Capital Budget as presented was made by Mr. Tardoni; second by Mr. Jones. Motion carried. Ms. Love thanked staff for their hard work and assistance.

Building & Grounds Committee

Mr. Kelsey said he did not have anything to add to the information in the meeting packet.

Foundation

Mr. Jones said the Foundation Board of Directors did not meet.

Compliance Committee

Mr. Tardoni said the Committee did not meet.

Governance Committee

Dr. Sowada said she did not have anything to add to the information in the packet.

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

The motion to approve the contracts as presented was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

MEDICAL STAFF REPORT

Mr. Jones said Dr. Denker is with patients and said he appreciates patients come first. Mr. Jones thanked everyone for their work to prepare for The Joint Commission visit and the tremendous improvements that came with lots of hard work, diligence, and everyone pitching in. Mr. Jones thanked Dr. Sowada for her work with the self-assessment. He thanked everyone for their work on the budget.

RECOGNITION

Mr. Jones said Ms. Richardson shared very appropriate comments and compliments for Mr. Mathey in her report. He said he can't thank Mr. Mathey enough for his guidance, help, dedication, and countless hours. Mr. Jones said the Hospital would not be in its current position without Mr. Mathey's guidance, intelligence, and service. Mr. Jones said he has learned a great deal from Mr. Mathey. On every board, everyone bring something to the table. Mr. Jones said he has never learned as much as he has from Mr. Mathey. Mr. Tardoni said Mr. Mathey was the parachute that stabilized everything and said he appreciated that Mr. Mathey brought us to a nice, safe landing. Mr. Jones said we wish Mr. Mathey the best in his retirement. Mr. Mathey was presented with a framed picture of the Hospital and Trustees along with a sand art sculpture and appreciation plaque.

GOOD OF THE ORDER

Mr. Tardoni said the State Miners' Board met in person. They are going to alternate meetings in-person and via Zoom moving forward.

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 Dr. Sowada; second by Mr. Mathey. Motion carried.

RECONVENE INTO REGULAR SESSION

At 4:49 PM, the motion to leave executive session and return to regular session was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve privileges of the healthcare professionals discussed in executive session was made by Mr. Mathey; second by Mr. Tardoni. Motion carried.

Credentials Committee Recommendations from May 11, 2021

1. Initial Appointment to Active Staff (2 years)
 - Dr. Joshua Binks, Radiation Oncology
2. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Wallace Curry, Urology
 - Dr. Joseph Sturdivant, Hospitalist
3. Reappointment to Active Staff (2 years)
 - Dr. Rahul Pawar, Nephrology
4. Reappointment to Consulting Staff (2 years)
 - Dr. Eric Tудay, Cardiovascular Disease (U of U)
5. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Mary Murphy, Radiology
 - Dr. Chandrashekar Yeshlur, Pediatrics

6. Reappointment to AHP Staff (2 years)
 - Michael Bauer, Licensed Professional Counselor (SWCS)
 - Julie Scott, Licensed Professional Counselor (SWCS)
7. Old Business:
 - Credentialing Policy
 - Delegated Credentialing
8. New Business:
 - Conditions of Affiliation

The motion to authorize the CEO to execute contracts with healthcare professionals discussed in executive session was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

The motion to authorize the CEO to pay employee bonuses as discussed in executive session was made by Mr. Mathey; second by Mr. Tardoni. Motion carried.

Ms. Kerry Downs, Director of Medical Staff Services, reviewed the Credentials Committee old business and new business items. The motion to approve the delegated credentialing policy as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried. The motion to approve the conditions of affiliation information as presented was made by Mr. Mathey; second by Dr. Sowada. Motion carried.

ADJOURNMENT

Mr. Jones thanked everyone. Mr. Jones repeated we cannot thank Mr. Mathey enough and wished him an amazing retirement. There being no further business to discuss, the meeting adjourned at 4:53 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary