

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

June 6, 2018

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on June 6, 2018, at 2:00 PM with Mr. Richard Mathey, President, presiding.

CALL TO ORDER

Mr. Mathey called the meeting to order and asked that the minutes reflect 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, CEO, and Dr. David Dansie, Medical Staff President. Mr. Jim Phillips, Legal Counsel, and Mr. John Kolb, Sweetwater County Board of County Commissioners, arrived later in the meeting.

Mr. Mathey led the audience in the Pledge of Allegiance. He asked Dr. Sowada to read aloud the mission and vision statements.

APPROVAL OF MINUTES

The motion to approve the minutes of the January 25, 2018, special meeting with the Foundation Board as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried. The motion to approve the minutes of the April 26, 2018, special meeting with the Foundation Board as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried. The motion to approve the minutes of the May 2, 2018, regular meeting as corrected (page 3, paragraph 2 “we are capable of self-reflection”) was made by Mr. Jones; second by Mr. Tardoni. Motion carried. The minutes of the May 22, 2018, special meeting with the Medical Staff was made by Mr. Jones; second by Dr. Sowada. Mr. Kelsey and Mr. Tardoni abstained. Motion carried.

COMMUNITY COMMUNICATION

Mr. Mathey invited members of the community to address the Board. Ms. Robin Snowberger addressed the Board. She said she works in the Lab and feels it is important to see each Trustee tour in the Lab. She said the Lab is really the heart of the organization and they help patients to have excellent care. Ms. Snowberger invited Mr. Mathey, Mr. Jones, and Mr. Kelsey to schedule a tour. Mr. Jones said Ms. Mary Fischer, Lab Director, took him on a great tour.

SCHOLARSHIP PRESENTATION

Dr. Dansie recognized two students who received \$3,000 scholarships by the General Medical Staff in combination with the Hospital. He said the applicant pool this year was a really good pool of strong candidates. Dr. Dansie read information about each recipient.

Ms. Kenzie Overy graduated from Rock Springs High School. She is the daughter of Mr. and Mrs. Ronnie and Sheree Sains and Mr. Roger Overy. Ms. Overy is interested in pursuing a career in orthopedic surgery. She is planning on attending the University of Wyoming. Ms. Overy was born and raised in Rock Springs. Her mother has lived in Wyoming most of her life and her father has lived in Rock Springs his entire life. Ms. Overy has a cumulative GPA of 3.85.

Ms. Ali Lange also just graduated from Rock Springs High School. She is the daughter of Mr. LeRoy Lange and Ms. Christy Doak. Ms. Lange is interested in pursuing a career as a transplant surgeon. She is planning to attend the University of Nevada, Las Vegas. Ms. Lange was born and raised in Rock Springs. Her mother is also from Rock Springs and her father is from Rawlins, Wyoming. Ms. Lange has a cumulative GPA of 4.0.

Ms. Brooklynne Stauffer received a \$1,500 scholarship from MHSC. Ms. Deb Sutton, Public Relations and Marketing Director, said the hospital awards the scholarship annually to a Rock Springs High School Health Academy student. Ms. Stauffer is 17-years-old and has been accepted into the University of Wyoming Nursing Program. She is the daughter of Mr. and Mrs. David and DonaJane Stauffer of Rock Springs. Ms. Stauffer has a cumulative GPA of 3.98.

Ms. Richardson presented checks to the recipients.

MEDICAL STAFF REPORT

Dr. Dansie reported the Utilization Management Committee met. Amy Dolce, P.A., has accepted a new position in Utah. Dr. Wagner Veronese's last day is June 22. Mr. Mathey reported the Medical Executive Committee continues to work on medical staff bylaws. When completed, they will be turned over to the Board of Trustees for review and approval.

OLD BUSINESS

Compliance Reporting Structure

Mr. Clayton Radakovich, Director of Compliance and Risk Management, said the information in the packet was a starting point. The Board needs to decide the reporting structure they want to have. Mr. Radakovich provided a compliance program overview including information from the U.S. Department of Health and Human Services Office of the Inspector General. They require the Hospital have an officer and a committee. An annual risk assessment is required. We are required to self-disclose if we identify any issues. Dr. Sowada said the Hospital historically had a compliance officer and they met quarterly or as needed with information being provided in executive session. Mr. Radakovich provided best practice information. Dr. Dansie said we must make an effort to police ourselves. Mr. Mathey said he would appoint an Ad Hoc Committee to

workshop the plan. The Committee will include Mr. Mathey, Mr. Tardoni, Senior Leaders, and Mr. Radakovich. Mr. Radakovich said his goal is to have a good internal investigation process.

Board Survey to Staff

Ms. Richardson said she has a list of questions from The Governance Institute and wants to review the information with Mr. Mathey. She said we will be ready to conduct the survey following their discussion.

NEW BUSINESS

Miners' Hospital Board Report

Mr. Tardoni distributed information to the Trustees. He said he serves on the board and provided an overview of services. Mr. Tardoni encouraged people to check out the website and contact him with questions. He invited the media in attendance to publish important information for community members regarding services and upcoming deadlines.

CEO REPORT

Ms. Richardson said we are moving forward with the strategic plan. She is speaking to different providers of patient experience and relationship improvement programs to help identify the direction we want to go for our staff. We are working to identify a provider for a community needs assessment. Ms. Richardson said we are working on policies as well as cross-training nurses to create a float-pool. We want to utilize staff in the most efficient way possible. A budget workshop was conducted May 15. Following Mr. Kolb's invitation, Ms. Richardson met with the Board of County Commissioners (BOCC) June 15 to review our budget request regarding Title 25 and maintenance. Mr. Kolb said some additional funds may be available. The BOCC generously approved \$202,000 for our much-needed collapsing retaining wall project. Ms. Richardson said we are very pleased and very appreciative. She welcomed Starla Leete, CNM, who started with us May 14. As Dr. Dansie said, Amy Dolce, P.A.'s last day is June 11 and we wish her well in her new location. Dr. Veronese has requested to continue his privileges to help with on-call. We also wish him well in his new location. Dr. Neupane's last day is June 8. We wish him well as he pursues a sleep medicine fellowship. We are recruiting a pulmonologist, orthopedic surgeon, and a pediatrician. Ms. Richardson said she will return to present to the BOCC on June 19 for the annual report. She invited the Trustees to join her. Ms. Richardson reported The Joint Commission was on-site. We received full accreditation on May 7. Mr. Mathey echoed his appreciation to the BOCC. He stressed the benefit of working together and having a good relationship.

COMMITTEE REPORTS

Foundation Board

Mr. Kelsey reviewed grant award information. He said a cancer research coordinator was hired and will start July 9. That person will be responsible for implementing programs in a number of counties. Mr. Kelsey said there was a large workgroup that worked on the grant submission. He

said Ms. Tiffany Marshall, Foundation Director, and her group are very excited for this opportunity. Mr. Mathey thanked Ms. Marshall and the Foundation Board for seeing the project through.

Finance and Audit Committee

Capital Expenditure: The motion to approve FY 18-27 for \$58,750 for medical oncology software was made by Mr. Jones; second by Dr. Sowada. Motion carried. The motion to approve FY 18-30 for \$26,865 for the retaining wall was made by Mr. Jones; second by Mr. Tardoni. Motion carried. The motion to approve FY 18-31 for \$30,574 for prostate cancer patient urology equipment was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

Investment Recommendation: The motion to approve the investment recommendation of \$17,013,188.83 as requested was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

Bad Debt: The motion to approve the net potential bad debt for \$748,456.46 as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

FY19 Budget: Mr. Mathey said he reviewed the budget and invited comments from the Committee members for the benefit of the other Trustees. Mr. Jones said he is completely comfortable with the work done and where it lands us. Mr. Kelsey said the bottom line number is basically based on a number of assumptions. A lot of numbers were reduced from the prior year. Mr. Kelsey asked who knows what the next 12 months will bring. It is an educated guess. Mr. Kelsey said he appreciates the hard work to create the budget. The concern is if our assumptions are off. He said then we will need to adjust. Mr. Kelsey said he is concerned about our margins. In his view, 1.9 is an optimistic number but he also thinks it is possible. On the non-operating side, he thinks that's very realistic. Mr. Kelsey reminded everyone we lost the tax money and that one of our bonds is paid off September 1. He said he would really like to see some focus given to some key metrics (8 to 10) that pretty much drive our financial health. He thinks there should be some goals and action plans. Mr. Kelsey said we are quite a bit behind state-wise on margins. He said we need to spend some time this year on salaries and staffing. He said he's not saying they are too high or too low; he just wants to look at it and learn more. Mr. Kelsey said he really appreciates the work Ms. Love, Ms. Richardson, and the staff have done. He thinks it's a good budget and one we can support. We have seen huge improvement but there is still work to be done. The motion to recommend the budget as presented was made by Mr. Kelsey; second by Mr. Jones. Motion carried. Ms. Love thanked Ms. Jan Layne, Controller, and Ms. Erica Taylor, Staff Accountant, for their hard work.

Quality Committee

Ms. Suzan Campbell, Chief Legal Executive/General Counsel, said in an attempt to streamline there were changes made to the charter in the composition of the committee. She said most of the Quality work should be done in the QAPI (Quality Assurance Performance Improvement) Committee and then reported up to the Quality Committee. Ms. Campbell said we hope to get data moving and focus discussions. Mr. Jones said the charter changes have been approved by

the Quality Committee. The motion to approve the charter revision was made by Mr. Jones; second by Dr. Sowada. Motion carried.

CONTRACT REVIEW

Contract Consent Agenda

Ms. Campbell said her goal is to make sure the check lists for the contracts have all of the information the Board needs to help them in the review process. The motion to authorize the CEO to execute four contracts on behalf of the Hospital was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

GOOD OF THE ORDER

Mr. Jones said in past years, the Board meetings started at a later time. He feels we are a very transparent board but starting at 2:00 PM makes it difficult for a certain aspect of the public to attend. Mr. Mathey said he will take that under advisement.

Ms. Richardson again thanked the BOCC and Mr. Kolb for their generous support. Mr. Kolb said if we can keep money local it has an 8x multiplier to the benefit of the County.

EXECUTIVE SESSION

The motion to go into Executive Session was made by Mr. Jones; second by Mr. Tardoni. Motion carried. Mr. Mathey said the Board would take a 5-minute recess.

RECONVENE INTO REGULAR SESSION

The Board of Trustees reconvened into Regular Session at 6:55 PM. Mr. Phillips was no longer in attendance.

The motion to approve the May 14, 2018 Credentials Committee Recommendations as follows for appointment to the Medical Staff was made by Dr. Sowada; second by Mr. Jones.. Motion carried.

1. Initial Appointment to Locum Tenens (1 years)
 - Dr. Brian Kradel, Anesthesia
2. Reappointment to Active Staff (2 years)
 - Dr. David Liu, Otolaryngology
 - Dr. William Sarette, Pediatrics
3. Reappointment to Consulting Staff (2 years)
 - Dr. Erin Clark, Maternal/Fetal Medicine (U of U)
 - Dr. Bruce Bray, Cardiology (U of U)
 - Dr. Edward Gilbert, Cardiology (U of U)
 - Dr. John Ryan, Cardiology (U of U)
 - Dr. Jerry Walker, Cardiology (U of U)

- Dr. Cristina Cavazos, Tele Radiology (VRC)
 - Dr. Marc Paul, Tele Radiology (VRC)
 - Dr. Ann Tran, Tele Radiology (VRC)
4. Reappointment to AHP Staff (2years)
 - Todd Bader, LPC (SWCS)
 5. Occupation Medicine Board Certification Waivers
 6. Tele Burn, Tele ICU & Tele Stroke Privileges
 7. Credentials Conference

The motion to approve occupational medicine board certification waivers for current staff who currently possess family medicine certification was made by Mr. Kelsey; second by Mr. Jones. Motion carried.


The motion to approve a physician contract and authorize the CEO to sign on behalf of the Hospital was made by Dr. Sowada; second by Mr. Jones. Motion carried.

The motion to approve the ICU burn telemedicine as part of the credentialing process was made by Dr. Sowada; second by Mr. Jones. Motion carried.

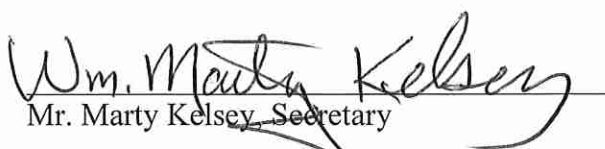
The motion to approve the adoption of employee policies effective July 1 with permission to Ms. Campbell to correct clerical errors, and to supersede, revoke and replace all existing personnel policies was made by Dr. Sowada; second by Mr. Jones. Motion carried. Mr. Mathey said the intent of the action is to revoke all previous employee policies whenever adopted at MHSC. The purpose is to enact a group of policies at one time to avoid any confusion over which policies are in effect. He said not included in those policies are drug testing, grievance, and reduction in force. The intention is to consider those in final format and enact at the next meeting.

ADJOURNMENT

There being no further business to discuss, the motion was made, second and carried to adjourn.


Mr. Richard Mathey, President

Attest:


Mr. Marty Kelsey, Secretary