

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

**June 6, 2023**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on June, 6, 2023, at 2:00 p.m. with Dr. Barbara Sowada, President, presiding.

**CALL TO ORDER**

Dr. Sowada welcomed everyone and called the meeting to order.

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

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Dr. Brianne Crofts, Medical Staff President; and Mr. Geoff Phillips, Legal Counsel.

Mr. Robb Slaughter, County Commissioner Liaison was excused.

**Pledge of Allegiance**

Dr. Sowada 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 relayed a Mission Moment, in relation to Ms. Patty O'Lexey, Education Director and member of Patient Family Advisory Council (PFAC). The community is appreciating the Health Care Portal, noting it is "Amazing" and how easy it is to receive results. Additionally, a strong increase in CPR and Community Services was noted.

**AGENDA**

Ms. Pendleton requested an amendment to the agenda to remove "Employee Policy – Non-Discrimination and Anti-Harassment" under "New Business" as it is not ready for review; and add "Employee Decision" under "New Business". The motion to approve the agenda with noted changes was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

**APPROVAL OF MINUTES**

The motion to approve the minutes of the May 3, 2023, regular meeting as presented was made by Mr. Kelsey; second by Ms. Pendleton. Motion carried.

The motion to approve the minutes of the May 11, 2023, special budget workshop as presented was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried.

## COMMUNITY COMMUNICATION

There were no comments.

Dr. Sowada used this time to express appreciation to Mr. Tardoni. Mr. Tardoni has served on the Board of Trustees for over five years and this will be his last official meeting as a member. All shared an “Ed War Story”.

Mr. Tardoni shared a quote from President Roosevelt: “It is not the critic who counts; not the man who points out how the strong man stumbles, or where the doer of deeds could have done them better. The credit belongs to the man who is actually in the arena, whose face is marred by dust and sweat and blood; who strives valiantly; who errs, who comes short again and again, because there is no effort without error and shortcoming; but who does actually strive to do the deeds; who knows great enthusiasms, the great devotions; who spends himself in a worthy cause; who at the best knows in the end the triumph of high achievement, and who at the worst, if he fails, at least fails while daring greatly, so that his place shall never be with those cold and timid souls who neither know victory nor defeat.”

Mr. Tardoni shared his philosophy: “If we all agree, all the time, we had better ask what’s going on?” Mr. Tardoni then shared with the audience the gifts presented to him for his service: a hard hat signed by many of those that have worked with him over the years, and a custom belt buckle with the hospital logo.

Ms. Richardson thanked Mr. Tardoni for his direction, knowledge, and experience. She noted he was an amazing person who helped her so much and made her become a better leader.

Mr. Tardoni closed with a final observation that when he first arrived, we were in trouble and more trouble was coming with Covid, but we came through it. He said we waged battle with the Cerner upgrade – we fought it and won. He said we accomplished in one year what it takes many to do in five years.

## OLD BUSINESS

### **Employee Policies – Workplace Violence Prevention Program**

Remains under review/development, no request for action.

### **Employee Policies – Workplace Violence Prevention Policy**

The motion to approve the employee policy as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

### **Board Policy – CEO Evaluation**

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

## **NEW BUSINESS**

### **Board Policy – Succession/Talent Management Plan**

Dr. Sowada noted this policy was originally written six to seven years ago and is up for review. It has been updated, with long, hard consideration by the Governance Committee. Dr. Sowada requested any questions or suggestions; none were voiced. If questions or suggestion come up later, please send them to Dr. Sowada or Mr. Kelsey before the next Governance Committee meeting.

### **Credentials Committee – Pathology Privilege Form**

The motion to approve the Pathology Privilege form as presented was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

### **Employee Decision**

An employee hearing was held prior to the regular Board meeting. Action was taken. The motion to approve the decision was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

## **CHIEF EXECUTIVE OFFICER REPORT**

Ms. Richardson began her CEO Report with updates on Person-Centered Care. Training of employees continues, including new orientees and providers. The training has proven beneficial with much positive feedback. Work continues as well toward Planetree certification.

Several new providers have been added to the team: Dr. Hacer Kural, OB/GYN, starting February 2024, Dr. Kyle Hoffman, General Surgery, starting September 1, 2023, and his wife, Dr. May Poundstone, Medicine/Pediatric, will also be starting September 1, 2023.

The DaVinci Robot ribbon cutting was held June 5. The first dry run is scheduled for June 8.

Ms. Richardson noted we are now in The Joint Commission survey window and the survey could be announced any day. She gave a shout out to the Quality Department, our leaders, and staff for all the continued hard work to be continuously ready.

National Hospital Week was successfully celebrated the week of May 8, including the Service Awards dinner for staff commemorating five-year increments of service. Ms. Richardson thanked Human Resources for all their hard work. During Hospital Week we also hosted the Southwest Regional Wyoming Nurse Association Event and Awards Banquet as part of Nurse's Week, inviting our nursing staff to participate.

Talks continue with Castle Rock Ambulance related to providing county service. They are looking into the possibility of building an ambulance bay onsite at MHSC. Commissioner Slaughter recently completed a tour of the site.

Ms. Richardson said she and Dr. Sowada just returned from the Wyoming Hospital Association Spring CEO and Trustee Conference in Casper. The American Hospital Association Region 8 Meeting begins June 7 in Boise, Idaho. The Wyoming Hospital Association Board Retreat is next week in Pinedale. Ms. Richardson said she received an invitation to write a newspaper article for July 3. She will present an annual report to the County Commissioners on June 20. The Hospital is sponsoring the Sweetwater County Fair on August 4. Ms. Richardson invited the Trustees to save the date of August 29-31 for the Wyoming Hospital Association Annual Meeting in Cheyenne.

## COMMITTEE REPORTS

### Quality Committee

Mr. Jones stated there are always things to be improved, but that we need to celebrate all the improvements that have been made.

### Human Resources Committee

Ms. Pendleton stated all information is in the packet. She noted a new problem HR is dealing with regarding job abandonment. Ms. Pendleton said that in the past two months job abandonment has been the number one reason for staff loss. She said this is a new problem and we are looking into possible reasons.

### Finance and Audit Committee

Mr. Tardoni said the financial narrative and statements are in the meeting packet.

***FY24 Capital and Operating Budget:*** The motion to approve the FY24 Capital and Operating Budget as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Mr. Kelsey suggested we bring back goals for next year, including year-to-date collective cash and how it is measured.

***Capital Expenditure Request:*** Mr. Tardoni presented two capital expenditure requests. The motion to approve Capital Expenditure Request FY23-42 for single sourced Siemens MRI magnet upgrade, parts and maintenance for \$1,157,717, as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. The motion to approve Capital Expenditure Request FY-23-50 for University of Utah suite renovations for \$100,971.79, was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

***Bad Debt:*** The motion to approve the net potential bad debt of \$1,507,081, as presented was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried.

***I.S. Report:*** Mr. Kelsey said the report is in the meeting packet.

***Finance & Audit Committee Meeting Information:*** Mr. Ron Cheese distributed a graph that he requested from Cerner outlining where we stood in comparison to other similar hospitals in the Cerner implementation process. We are at one year, where others are at four, five, or even eight years. Mr. Cheese noted this was a bigger project than all four previous MHSC implementations combined.

### **Building and Grounds**

Mr. Kelsey said information is in the meeting packet and pointed out the construction has started in the back by Wiley Construction. Mr. Kelsey said we have lots going on.

### **Foundation**

Dr. Sowada complimented Ms. Tiffany Marshall, Foundation Executive Director, on a fabulous report. Ms. Marshall reported they have met with Plan One Architects on a Behavior Health Unit. They are still looking at space. She said the current Foundation area may work or we may need a new build. Ms. Marshall further reported that \$750,000 has been invested in CDs in our local banks and that the patient entertainment upgrade is nearly ready to roll out. She said the Foundation Board is looking at updating the Foundation Bylaws. Ms. Marshall announced Casino Night will be on Saturday, August 26, at the WWCC Atrium. The Board Foundation Dinner will be on June 14 and more information will be forthcoming.

### **Compliance Committee**

Ms. Pendleton stated there were no updates.

### **Governance Committee**

Dr. Sowada said the information is in the meeting packet. Dr. Sowada noted some recent Best Practice Webinars talked about appointment to Board Committees and the processes that were used. Currently they are recommended by the Board President and approved by the Trustees. The Trustees agreed they were fine with the current process.

Dr. Sowada questioned the timing of the annual board evaluation which usually occurs in June, but was not available at this time, and suggested moving it to December. Further discussion is needed.

### **Executive Oversight and Compensation Committee**

Dr. Sowada said the CEO Evaluation will be completed in the Executive Session.

### **Joint Conference Committee**

Dr. Sowada said there is nothing to report.

## **CONTRACT REVIEW**

Two new contracts were approved since last regular meeting: Spectra Laboratories and ARUP Laboratories.

## **EDUCATION**

Mr. Tardoni shared the Wyoming Statute Title 18 Chapter 8 comparison, from five years ago to present. Mr. Kelsey noted it was well written and a nice review. Ms. Richardson noted we were adhering very well and had fine-tuned our process in the past six years. Dr. Sowada commented it was interesting that County Memorials were appointed. Mr. Jones said statutes leave gray areas and that common sense needs to prevail. Ms. Pendleton stated she saw nothing surprising. Mr. Tardoni noted it was with Union Pacific and the Coal Mines that insurance started. Mr. Phillips noted the relationship between MHSC Board and the County Commissioners has allowed Memorial Hospital to provide services to Sweetwater County. He stated he was extremely proud of the Hospital and its efforts to ensure the community has excellent care at a reasonable cost.

## **MEDICAL STAFF REPORT**

Dr. Crofts reported the May 4 Medical Staff meeting was attended by 29 participants. She said Cerner has been great on the clinical side, with a presentation on documentation upcoming this month. Dr. Crofts said this knowledge is not only good for finance, but for patient care and provider hand-off.

## **GOOD OF THE ORDER**

Ms. Richardson stated it is the staff and everyone that works every day that makes us so successful. It is rewarding to come to work. She said challenges happen, but we work through them with compassion. She thanked staff and leadership.

Mr. Jones thanked Mr. Tardoni again for his “war stories” and concepts, and said the discussions were valuable. Mr. Kelsey stated everyone would miss Mr. Tardoni’s stories.

## **EXECUTIVE SESSION**

The motion to go into executive session at 3:40 p.m. was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

## **RECONVENE INTO REGULAR SESSION**

The motion to leave executive session and return to regular session at 5:15 p.m. was made by Mr. Jones; second by Ms. Pendleton. Motion carried.

## **ACTION FOLLOWING EXECUTIVE SESSION**

### **Approval of Privileges**

The motion to approve the list of clinical privileges and granting appointments to the Medical Staff as reviewed in executive session was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from May 9, 2023

1. Initial Appointment to Associate Staff (1 year)
  - Dr. Lakshmi Balasubramanian, Hematology/Oncology
  - Dr. Paul Spilotro, Pediatrics
  - Dr. Thomas Oliver, Urology
2. Initial Appointment to Consulting Staff (1 year)
  - Dr. Anish Deshmukh, Tele Stroke (U of U)
  - Dr. Amy Federico, Tele Radiology (VRC)
3. Initial Appointment to Active Staff (2 years)
  - Dr. J. Cameron Kesler, Hospitalist
4. Reappointment to Consulting Staff (2 years)
  - Dr. Eric Tuday, Cardiovascular Disease, (U of U)
5. Reappointment to Non-Physician Provider Staff (2 years)
  - Brian Barton, Physician Assistant Family Medicine
  - Michael Bauer, Professional Counselor (SWCS)

### **Approval of Contracts**

The motion to approve the agreements discussed during executive session and authorize the CEO to sign and execute the contracts was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

### **CEO Annual Evaluation and Contract**

The motion to approve the CEO annual evaluation and review of the CEO contract was made by Ms. Pendleton; second by Mr. Jones. It was noted there were no changes made to the contract. Motion carried.

## **ADJOURNMENT**

There being no further business to discuss, the meeting adjourned at 5:20 p.m.

*Dr. Barbara Sowada, President*

Attest:

*Ms. Kandi Pendleton, Secretary*