

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

March 1, 2023

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session via Zoom on March 1, 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. 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. Robb Slaughter, County Commissioner Liaison.

Pledge of Allegiance

Dr. Sowada led the attendees in the Pledge of Allegiance.

Our Mission and Vision

Ms. Pendleton read aloud the mission and vision statements.

Mission Moment

Dr. Sowada said Mr. Fred Von Ahrens saw her in town and was very complimentary of the recent Red Tie Gala and Hospital. He asked her to say hello to everyone and thank everyone for all they are doing. Mr. Tardoni said he recently used the Walk In Clinic and had an excellent experience. Ms. Pendleton shared several positive experience stories involving someone she works with and the Walk In Clinic, a family member and Same Day Surgery, and a visit to the Emergency Room.

AGENDA

The motion to approve the agenda as amended to add an update on the emergency spending authority for the CEO by Mr. Phillips under “Old Business” was made by Mr. Jones; second by Ms. Pendleton. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the February 1, 2023, regular meeting as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried. The motion to approve the minutes

of the February 9, 2023, special meeting as presented was made by Mr. Jones; second by Mr. Tardoni. Ms. Pendleton abstained, and the motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

Employee Policies

Placeholder during continued review.

Patient Safety Plan

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

Emergency Spending Authority

Dr. Sowada asked Mr. Phillips if he had a chance to look into authorization for the CEO in emergency situations. Ms. Richardson said at the beginning of Covid, the Board gave her emergency spending authority and she never used it. It would require the ratification of the Board at the meeting following use. It is separate from the spending authority matrix. The Board agreed to keep current plans in place.

NEW BUSINESS

Board Meeting Guidelines and Annotation Checklist

Mr. Kelsey said the proposed guidelines were designed to improve communication and enhance structure to our meetings. He said it is intended to document and reenforce some of the practices currently in place. Mr. Kelsey said the biggest addition would be to improve communication. He said the checklist memo is short, concise, easy to read, and not a burden on staff to prepare. It is a tool to improve how we do business. Ms. Richardson said if approved in April, we would implement for the May meeting. The Board discussed the proposal including any concerns. Ms. Richardson said she appreciates the interaction of the Board. Dr. Sowada said the memo helps her with timesaving access to information.

Quality Committee Charter

Dr. Sowada noted the highlighted changes.

Resolution

Ms. Richardson reviewed the Critical Access Hospital (CAH) designation and background of how we arrived at the current discussion. She said our auditors recommend we move to CAH status.

We have reviewed with Leadership and the Medical Staff. Ms. Richardson said we think this will help our hospital move into the future. She said the proposed resolution will allow us to start pursuing the status change. The motion to approve Resolution 2023-1 as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

Credentials Committee Privilege Form

Ms. Kerry Downs, Director of Medical Staff Services, said we are revising privilege forms. The form presented has been approved by the specialties, department chairs, and Credentials Committee, and Medical Executive Committee. The motion to approve the form as presented was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson said she wanted to take a few minutes to reflect on the past three years. She feels the Hospital got our community through Covid with the help of others in our community. She gave a huge shout out to our hospital She said our community couldn't ask for better staff to take care of them. Ms. Richardson provided an update on the strategic plan areas of patient experience, quality and safety, community and growth, workplace experience, and financial stewardship. She thanked the Board for their approval to pursue CAH status. Ms. Richardson thanked the amazing staff for all they do every day. Dr. Sowada congratulated Ms. Richardson and thanked her for showcasing MHSC so well by presenting at the recent American Hospital Association Rural Healthcare Conference in San Antonio.

COMMITTEE REPORTS

Quality Committee

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

Human Resources Committee

Ms. Pendleton said the information is in the meeting packet.

Finance and Audit Committee

Mr. Tardoni said the meeting was moved to a different time. He presented three capital expenditure requests. The motion to approve FY23-28 for \$653,167 for oncology suite renovations was made by Mr. Tardoni; second by Mr. Jones. The request is budgeted, and Mr. Tardoni said the CFO advised the expenses are County Maintenance Fund eligible. Motion carried. The motion to approve FY23-29 for \$2,539,455.80 for a five-year lease of the DaVinci robot was made by Mr. Tardoni; second by Mr. Jones. Mr. Tardoni said the lease requires \$185,000 per year for a service contract. Motion carried. The motion to approve FY23-30 for \$84,872.48 for a non-budgeted sonic irrigator was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

Bad Debt: The motion to approve the net potential bad debt of \$1,029,135.57 as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

Building and Grounds

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

Foundation

Ms. Tiffany Marshall, Foundation Executive Director, said the February Board of Directors meeting was canceled. She said the goal for the Red Tie Gala was \$175,000 and we raised over \$200,000. She said we were excited to see the support from our community. Ms. Marshall expressed appreciation of the love and support our community showed to us. She said the Board of Directors continues working on rolling out their strategic plan.

Governance Committee

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

Executive Oversight and Compensation Committee & Joint Conference Committee

Dr. Sowada said there is nothing to report.

EDUCATION

Dr. Sowada led the discussion on review of the iProtean Social Determinants of Health video. She said Covid brought to light the area of social determinants of health, and it has become a subject of concern. Mr. Jones said we can always improve but it seems like most of the videos we watch share examples for many things we already do like housing partners, transportation services, and it makes him feel good about our hospital. Dr. Sowada said she was amazed at the technology available to review and pull data. Ms. Pendleton said she was watching for things we can improve and mentioned telehealth. She said it would be nice if we could expand the Walk In Clinic hours. Ms. Kara Jackson, Director of Quality Accreditation, Patient Safety & Risk, said the discussion is great timing because our Health Equity Team is meeting. The Team reviewed CMS updates and discussed why social determinants of health are so important. Ms. Robin Jenkins, Director of Care Management, said we have an assessment tool in Cerner. She provided a review of our resources and said we will continue to increase our participation in the Sweetwater Care Coalition. Dr. Sowada thanked Ms. Jackson and Ms. Jenkins for the information they provided.

MEDICAL STAFF REPORT

Dr. Crofts said it is amazing how many people stop at this hospital along their travels. She said we take care of other communities as well as our own. Dr. Crofts said the General Medical Staff and Medical Executive Committee met. She said she thinks the DaVinci will help us in physician recruitment.

GOOD OF THE ORDER

Dr. Sowada said prior to Covid, the Board had a Quality Committee Workshop at least once a year and a Finance and Audit Committee Workshop at least once a year. Mr. Jones said his concern is

how much time is devoted/involved in a workshop for the Board and wonders if that is the best use of time. Mr. Tardoni said he thinks committees, if used properly, allow at least two Trustees to specialize in an area. Because of rotating duties, Trustees learn about all of the committees. Ms. Pendleton said we can always schedule workshops as needed. The Trustees agreed a workshop to have a workshop is not desirable and agreed an annual budget workshop is of key importance. They agreed iPro videos for education will continue.

Commissioner Slaughter thanked the Board. He said he attended the Finance and Audit Committee meeting, has spoken with Ms. Richardson, received information from Ms. Tami Love, Chief Financial Officer, and taken several notes at this meeting. He asked if there is anything the Board wants him to take to the full Board of County Commissioners. Dr. Sowada thanked Commissioner Slaughter for attending our meetings and for his support.

EXECUTIVE SESSION

The motion to go into executive session was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

RECONVENE INTO REGULAR SESSION

At 5:31 p.m., the motion to leave executive session and return to regular session was made by Ms. Pendleton; second by Mr. Jones. 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 February 7, 2023

1. Initial Appointment to Associate Staff (1 year)
 - Dr. Susan Feeney, Radiation Oncology
2. Reappointment to Active Staff (2 years)
 - Dr. David Duckwitz, Podiatric Surgery
 - Dr. Wagner Veronese, OB/GYN
3. Reappointment to Consulting Staff (2 years)
 - Dr. Gregg Sydow, Tele Radiology (Vrad)
 - Dr. Ronald Sonken, Tele Radiology (Vrad)
 - Dr. David Tague, Tele Radiology (Vrad)
4. Reappointment to Non-Physician Provider Staff (2 years)
 - Emily James, Nurse Practitioner

The motion to approve the provider contracts presented by the CEO and authorize the CEO to sign the contracts as discussed in executive session was made by Ms. Pendleton; second by Mr. Jones. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 5:32 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary