

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

March 7, 2018

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on March 7, 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; Dr. David Dansie, Medical Staff President; Mr. Jim Phillips, Legal Counsel; and Mr. John Kolb, Sweetwater County Board of County Commissioners.

Mr. Mathey led the audience in the Pledge of Allegiance.

Mr. Mathey asked if there were any changes to the agenda. The motion to approve the agenda as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the February 7, 2018, regular meeting as presented was made by Dr. Sowada; second by Mr. Jones. Motion carried. The motion to approve the minutes of the February 27, 2018 special meeting as presented was made by Mr. Kelsey; second by Mr. Tardoni. Mr. Jones abstained. Motion carried.

COMMUNITY COMMUNICATION

Mr. Mathey invited members of the community to address the Board. There were no comments.

EXECUTIVE SESSION

Mr. Mathey said there would be an Executive Session to discuss litigation and personnel matters. The motion to go into Executive Session was made by Mr. Jones; second by Dr. Sowada. Motion carried.

RECONVENE INTO REGULAR SESSION

The Board of Trustees reconvened into Regular Session at 4:35 PM. Mr. Phillips left the meeting.

The motion to approve the February 13, 2018 Credentials Committee Recommendations as follows for appointment to the Medical Staff was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

1. Initial Appointment to Associate Status (1 years)
 - Dr. Weston Jones, Pediatric Dentistry
2. Initial Appointment to AHP Status (1 year)
 - Alisha Hardin, First Assistant Surgery
3. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Ludwig Kroner, Orthopaedic Surgery
 - Dr. Robert Lipscomb, Orthopaedic Surgery
 - Dr. Elizabeth Wuerslin, Pediatrics
 - Dr. Joy Neyhart, Pediatrics
4. Initial Appointment to Consulting Staff (1year)
 - Dr. Muhammad Chauhan, Tele Stroke (U of U)
5. Reappointment to Active Staff (2 years)
 - Dr. Charles Knight, Hospitalist
6. Reappointment to Consulting Staff (2 years)
 - Dr. David Renner, Tele Stroke (U of U)
7. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Thomas Barclay, Radiation Oncology

MEDICAL STAFF REPORT

Dr. Dansie reported a hospital health fair is scheduled March 24. Testing will be offered at the Rock Springs Senior Center March 14 and on-site at the hospital March 15 and 16. The profile of tests has been expanded. Dr. Dansie said March 30 is Doctor's Day. A celebration luncheon will be held March 28. Dr. Dansie referenced the information provided in the meeting packet and reported the medical staff committees are full and staffed. One more change is needed. Dr. Dansie said he will update the Board when that is complete. The Medical Executive Committee plans to meet March 20 with a Bylaws meeting immediately after. Dr. Dansie said the hope is to finish the bylaws work that night and invite legal counsel to attend a meeting in the following month.

OLD BUSINESS

Mission and Vision Statements

Mr. Mathey said draft information was presented to the Board at the February meeting. The information was given to review with an eye to discuss and vote at the March meeting. Dr. Kristy Nielson, Chief Nursing Officer, said she sent out a survey to employees and trustees for input via survey monkey. She said many good responses were received. Dr. Nielson reviewed the information included in the meeting packet. The motion to approve the mission and vision statements as presented was made by Dr. Sowada; second by Mr. Jones. Motion carried.

NEW BUSINESS

Unemployment Claims

Mr. Mathey said we have a situation at the Hospital he personally found confining for the Hospital to be able to protect its interests. Mr. Mathey reviewed the unemployment claims process and said when we let someone else respond for us, it is not always as clearly in focus. He said the proposal is to be self-insured but handle our own claims. The motion to approve the proposal as presented by Mr. Mathey was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Ms. Tami Love, Chief Financial Officer, said she will communicate the change to the Wyoming Hospital Association on behalf of the Hospital.

Cancer Center Update

Ms. Kari Quickenden, Chief Clinical Officer, introduced Ms. Tasha Harris, Director of the Cancer Center. Ms. Harris distributed information and reviewed a PowerPoint program. Mr. Jones said the center is doing a great job. Mr. Mathey said we are justifiably proud of this affiliation. Mr. Mathey expressed his concern about Salt Lake City doctors not having any idea the affiliation exists. Ms. Harris said it has been a frustration and we continue to communicate and re-enforce getting information out to everyone involved. She said this is one of the reasons we are so excited about the new breast cancer project. Ms. Harris said it is a work in progress. She thinks it will take time. Ms. Harris said we are already seeing it getting better. Ms. Quickenden said Dr. Banu Symington participated in the recent symposium and networked with other providers. Dr. Zachary Nicholas is also working on networking peer-to-peer. Ms. Harris said she thinks that is what will make the biggest difference.

CEO REPORT

Ms. Richardson thanked everyone for their hard work in February. Ms. Richardson spoke at a recent Enterprise Committee meeting. Town Hall meetings were held in February. Future sessions will be held in April, July, October, and January. Ms. Richardson said we received the Standard and Poor's credit report and we were downgraded from a BBB- rating with a negative outlook to a BB+ with a stable outlook rating. Ms. Richardson said we have had a steady decline in our rating since it was first awarded. The Joint Commission will be here to conduct a survey in March or April. Ms. Richardson thanked everyone for preparing for the visit. We want everyone to be Joint Commission-ready every day. Mr. Mathey said Dr. Sowada has been busy working to make sure the Trustees are ready. Ms. Richardson said a strategic planning retreat was held March 5. She thanked everyone who attended. Ms. Richardson said five "pillars" or strategies were identified. The Executive Leaders will take the information gathered and develop the three to five initiatives for each strategy to present to the Board for approval. The Executive Leaders will then meet with workgroups and report progress regularly to the Board. Ms. Richardson said we are working on next year's budgets. The plan is to present to the Board for approval at the June meeting. Ms. Richardson said the Health Fair is scheduled March 24. She said weekly health fairs are offered monthly on the second, third, and fourth Wednesdays. Ms. Richardson invited the Trustees to attend the Doctor's Day luncheon on March 28.

COMMITTEE REPORTS

Building and Grounds Committee

Mr. Jim Horan, Facilities Director, reviewed the report in the meeting packet. Ms. Richardson thanked Mr. Horan and his staff for their work in the administration area to help get people

moved into offices. Mr. Mathey thanked Mr. Tardoni for his work in the laundry area. Mr. Tardoni said it was pleasant working with the staff in the laundry.

Foundation Board

Mr. Kelsey said the February 14 meeting was canceled. Mr. Mathey referenced an email sent by Ms. Tiffany Marshall, Foundation Director, regarding a \$200,000 grant for the cancer center. Ms. Quickenden said the grant is to help with cancer awareness and prevention. She said it is a huge honor to be awarded the grant. She said there were a lot of people involved in developing the grant paperwork on short notice. Mr. Mathey reminded everyone we have a Sweetwater County grant writer, Ms. Krisena Marchal, wanting to help us anytime she can. Mr. Jones asked if there is a final report available on the recent Red Tie Gala. Mr. Kelsey said the report is not available yet.

Finance and Audit Committee

Capital Expenditures Requests: The motion to approve capital expenditure FY18-18 for a ventilator replacement for \$34,342 as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

Narratives: Ms. Love reviewed the narratives included in the packet. She reported a loss in January compared to a gain in the budget. She noted last year at the seven month mark we had a loss of almost \$3M. Ms. Love reported expenses were under budget and were \$4.8M more last year at this time. She said days of cash on hand went up ten days from December to 118. Ms. Love reported we continue to see a shift from outpatient to inpatient. She said the average daily census was up but still below budget.

Investment Recommendation: The motion to approve the investment recommendation of \$17,002,869.41 as requested was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Bad Debt: The motion to approve the net potential bad debt for \$511,452.11 as presented by Mr. Ron Cheese, Patient Financial Services Director, was made by Mr. Jones; second by Dr. Sowada. Motion carried.

Human Resources Committee

Ms. Amber Fisk, Human Resources Director, said the next meeting is scheduled March 19. She reported we experienced approximately 21% turnover with 116 separations in 2017. She said the national rates are between 25-26%. Ms. Fisk said the Position Control Team still meets to approve job postings. Team Bravo is a new group incorporating the former Code of Caring Committee and Culture Committee. They have only had one meeting so far. All staff members throughout the hospital will be involved. Ms. Fisk said the intent is to put together some fun things to get people engaged. HR has started check-ins with new hires at periodic times. They are meeting with them in person to see if there is anything they need. The feedback has been very positive. Ms. Fisk said the Committee is working on two policies involving exempt and non-exempt staff. Mr. Mathey asked if the most recent drafts are available. Ms. Fisk said she would load them into the board portal for review. Mr. Mathey said health insurance at the hospital is a self-insured program. He said it came to light at the last Committee meeting we do not exactly know the plan being administered for us by University of Utah Health. Mr. Mathey said we are

looking into this. He said it appears the precise terms of the plan appear to not be anywhere including the administrator resulting in increasing costs to the employer. He said their performance as administrator is hard to follow if we don't know how it's being administered. Mr. Tardoni asked if we have checks and balances in place. Ms. Fisk said we have some flexibility because we are self-insured. Mr. Tardoni said there is some concern that this plan is costing us more than the former plan. Ms. Fisk said our third-party administrator, J. Gallagher, is helping us analyze and we are in the process of going out to look at options. Mr. Mathey said this is an area where work needs to be done so we will hear more on this as the Committee works on it.

Quality Committee

Dr. Sowada reported February information is included in the meeting packet. She said quality is the Board's ethical and legal responsibility. Dr. Sowada outlined some changes in the meeting format. In February, the Committee test-drove a new agenda format. She said there are about 108 individual core measures. Dr. Sowada thanked staff for their assistance in making the changes. The Committee is focusing on The Joint Commission, Hospital Compare star ratings (MHSC is currently ranked three stars out of five), and Merit Based Incentive Payment System (MIPS), which is based on value rather than volume. Dr. Sowada reported the staff believes we are ready for The Joint Commission visit. The Committee discussed opportunities to improve in the star ratings. Dr. Sowada said the Committee recommends having this become part of the strategic plan. Dr. Sowada referenced Wyoming Statute 35-2-910 regarding quality information not being part of the public meeting packet. She has noticed other hospitals include their data on their website and she is wondering why they can and we can't. Mr. Mathey said he feels we should be as transparent as possible and if committee meetings could be more open, he is in favor of it. He asked Ms. Suzan Campbell, Chief Legal Executive/General Counsel, to research and report at the next regular meeting.

CONTRACT REVIEW

Contract Consent Agenda

The motion to approve the CEO signing the agreements under the consent agenda on behalf of the Hospital was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

GOOD OF THE ORDER

Mr. Tardoni said he submitted his name for consideration for appointment to the Wyoming Miner's Board and his application was approved by the Governor.

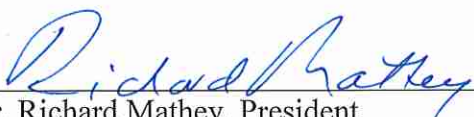
Mr. Jones thanked Dr. Sowada and Mr. Tardoni for covering for him at Committee meetings. He said he will miss the next Board meeting due to being out of town. Mr. Jones thanked the Board for their help with the auction item for the Gala and thanked the County Commissioners for their support in accepting the challenge.

Mr. Kolb referenced the financial report in the packet and said you can see how the margins have changed and those are things that happen because of leadership. He said that is something to be

proud of. Changes happened, not because you just hoped, but because you worked on it every day. He said people aren't going to thank themselves so he wanted to do that publicly.

ADJOURNMENT

There being no further business to discuss, the motion was made, second and carried to adjourn. The meeting adjourned at 6:30 PM.


Mr. Richard Mathey, President

Attest:


Mr. Marty Kelsey, Secretary