

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

**May 1, 2019**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on May 1, 2019, at 2:00 PM with Dr. Barbara Sowada presiding.

**CALL TO ORDER**

Dr. Sowada called the meeting to order and announced a quorum was present. The following Trustees were present: Mr. Marty Kelsey, Dr. Barbara Sowada, and Mr. Ed Tardoni (via telephone). Excused: Mr. Taylor Jones and Mr. Richard Mathey.

Ms. Suzan Campbell, Chief Legal Executive and General Counsel, announced the Wyoming Open Meetings Act indicates as long as the Board has a quorum, a Trustee may participate via telephone.

Officially present: Ms. Irene Richardson, Chief Executive Officer; Dr. Lawrence Lauridsen, Medical Staff President; and Mr. Jeff Smith, Sweetwater County Board of County Commissioners Liaison (*not in attendance following executive session*).

Dr. Sowada led the audience in the Pledge of Allegiance and read aloud the mission and vision statements.

**APPROVAL OF AGENDA**

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

**CAPITAL EXPENDITURE REQUESTS**

Mr. Kelsey reported the Finance and Audit Committee approved requests to be forwarded to the Board for review and approval. The motion to approve FY 19-36 and FY 19-37 for portable x-ray units for the sum of \$325,164 was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried. The motion to approve FY19-38 for a replacement Quadramed unit for \$122,899, which includes a maintenance contract for \$44,064, was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

**CONTRACT REVIEW**

Ms. Richardson reviewed the request for NRC-The Governance Institute and recommended we continue our membership with them. Dr. Sowada said she uses their resource materials. The motion to authorize the CEO to sign the agreement as presented on behalf of MHSC was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

## **BAD DEBT**

The motion to approve the net potential bad debt of \$1,114,645.05 as presented was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

## **EXECUTIVE SESSION**

The motion to go into Executive Session to discuss credentials and personnel was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

## **RECONVENE INTO REGULAR SESSION**

The motion to reconvene the meeting at 2:45 p.m. was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

## **ACTION FOLLOWING EXECUTIVE SESSION**

The motion to authorize the CEO to sign two physician agreements as discussed was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

### Approval of Privileges

The motion to approve the April 9, 2019, Credentials Committee Recommendations as follows for appointment to the Medical Staff was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

1. Initial Appointment to Locum Tenens Staff (1 year)
  - Dr. Roger Hansen, Radiation Oncology (Gamma West)
  - Dr. John Hayes, Radiation Oncology (Gamma West)
  - Dr. George Hunter, Radiology (Advanced Medical Imaging)
2. Initial Appointment to AHP Staff (1 year)
  - Jennie Vagher, CGC (Huntsman)
3. Reappointment to Active Staff (2 years)
  - Dr. Jacques Denker, Orthopedic Surgery
  - Dr. Brytton Long, Family Practice/Occupational Medicine
4. Reappointment to Consulting Staff (2 years)
  - Dr. Lillian Khor, Cardiovascular Disease (U of U)
5. Reappointment to AHP Staff (2 years)
  - Mark Gibson, Ph.D., Psychology (SWCS)
6. Change of Status to Locum Tenens Staff (1 year)
  - Dr. Chandra Yeshlur, Pediatrics
7. New Business
  - Kamran Khan, MD – requested additional privileges

## **APPROVAL OF MINUTES**

The motion to approve the minutes of the April 3, 2019, regular meeting as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. The motion to approve the minutes of the

April 11, 2019, special meeting as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. The motion to approve the minutes of the April 25, 2019, special meeting as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

## **COMMUNITY COMMUNICATION**

There were no comments.

## **OLD BUSINESS**

### **Social Media Policy**

The motion to approve the social media policy as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. Mr. Kelsey noted he thinks we should still have something about the use of personal devices and social media.

### **Code of Conduct Policy**

Mr. Kelsey said that, in general, it is a well-written policy except for the provision regarding employees receiving gifts. He said we are a public institution and tax-supported in part. He proposed alternate wording of "as a general rule, employees may not receive gifts from MHSC vendors or potential vendors. If there is a question regarding whether a gift may be accepted, the compliance department will be contacted." Mr. Tardoni suggested forwarding the policy and comments to the Human Resources Committee for review. He said this is an existing policy and it has been in effect for a long time. The motion to refer the policy to the HR Committee for further review as discussed was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

### **Residents in Training Policy**

Dr. Lauridsen said the policy was reviewed at the Medical Executive Committee (MEC) and staff level and was accepted. He said the policy specifically allows for the residents to be here. They must go through credentialing, must be licensed, etc. Mr. Kelsey asked why the policy includes a monthly report to the Board of Trustees and expressed concern it is personalized. Dr. Lauridsen said it is because the Board of Trustees approves the credentials but if the Board prefers a different reporting structure, we can do that. He said it is another level of oversight. Dr. Lauridsen said the MEC is comfortable with revisions and open to suggestions. Dr. Sowada said a general report is fine but she is uncomfortable with specifics. The motion to send the policy back to the Credentials Committee for further consideration was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

### **U of U Emergency Medicine Rotation at MHSC**

Mr. Kelsey asked for clarification on if our professional liability insurance waiver covers these residents with the proposed language. Ms. Campbell responded she believes so because it is written very broadly. Dr. Lauridsen said the supervisor is responsible. The motion to approve the U of U Emergency Medicine Rotation at MHSC as presented was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

## NEW BUSINESS

None.

### CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson said she had planned to report on the strategic plan and said she will wait for a future meeting when everyone is available. She said the first Patient and Family Advisory Council dinner is scheduled May 20. The Person Centered Care Steering Committee is meeting regularly. The Person Centered Care Workshops begin May 8. Ms. Richardson said our entire plan is centered around the patient and said a person centered culture is what we are working toward at MHSC. She said the quality and safety focus on LEAN processes and the CMS star rating is to help us put the patient experience first. Ms. Richardson reported we had an impressive amount of responses to our community health needs assessment survey. The Board will receive the survey results in June. Work continues on the community and growth initiatives. The workplace experience strategy is to reduce turnover and retain staff. Regarding financial stewardship, we are in the budget process now and are investigating possible six penny projects. Ms. Richardson said a kick-off meeting with an emergency management services consultant is scheduled in June. We are looking at what is the best entity to take over ambulance services in our community. Ms. Richardson said we told the Board of County Commissioners we would do our due diligence and explore all possibilities before making any recommendations. We are working on an open meetings update and clinic update to the Board in July or August. Ms. Richardson provided a physician recruitment update. Recent Hospital Week activities were well received and Ms. Richardson thanked staff for everything they do. Dr. Sowada said an incredible amount of work has been done in two years. Ms. Richardson said our goal is to transform our culture to focus on our patients. Dr. Sowada thanked Ms. Richardson and everyone for everything positive that is being done every day.

### COMMITTEE REPORTS

#### Quality Committee

Dr. Sowada asked Mr. Kelsey to report. He noted areas of favorable direction trending in the star rating summary. Regarding HCAHPS scores, we are focusing on efforts. In the risk and safety area, there are no serious events. A new patient grievance process rolls out in May. Mr. Kelsey said he has asked Ms. Kara Jackson, Quality Director, for concise, brief summaries of completed LEAN projects in the future.

#### Human Resources Committee

Mr. Tardoni referenced his report in the meeting packet.

#### Compliance Committee

Mr. Tardoni reported the Committee met. He said there are two groups meeting. One is the Committee of the Board and the other is the working committee drawn from every department in the Hospital. Mr. Tardoni said risk matters are arrived at by staff. Mr. Tardoni commended

everyone involved for their hard work. He said there is value in everyone watching for issues and looking for ways to avoid future issues. He said the only time the Board is concerned is when they don't see people looking.

#### Finance and Audit Committee

*Narratives:* Ms. Tami Love, Chief Financial Officer, reviewed the narrative highlights included in the meeting packet.

#### Building and Grounds Committee

Mr. Tardoni referenced his report included in the meeting packet. He said Mr. Jim Horan, Facilities Director, has been reviewing in detail the ranked projects list with the Committee and that has been very helpful. Mr. Horan referenced the meeting minutes in the meeting packet and provided a brief, big projects update. He said the retention wall drainage project is moving along as planned. The central plant project is in design documents review. Bids will be due July 26. Mr. Horan said everything seems to be on schedule and he will keep the Board updated.

#### Foundation Board

Dr. Sowada reported the Board met with the Foundation Board a week ago.

### **MEDICAL STAFF REPORT**

Dr. Lauridsen reported General Services met April 27 with a focus on patient care. Dr. Rahul Pawar is the new Vice President. Dr. Lauridsen reported the MEC met. The Grievance Committee now has a physician member and that is Dr. Melinda Poyer. The General Medical Staff met and there is some interest in revising the meeting schedule in the bylaws. Dr. Jake Johnson led the "Walk with a Doc" program April 16. Dr. Lauridsen said we regret Dr. Zach Nicholas left and said we look forward to working with Gamma West. We look forward to Dr. Prachi Pawar joining us next year. Dr. Lauridsen announced Dr. Alicia Gray has signed and Dr. Cielette Karn has signed on to join us. Dr. Cody Christensen obtained his full board certification and Dr. Jacques Denker has written an article for publication.

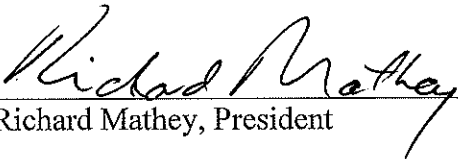
### **GOOD OF THE ORDER**

Mr. Kelsey brought up some items from the Finance and Audit Committee. He said we have a lot of our liability and insurance money going to one group. He said in his experience no one brokerage firm has access to all opportunities and said he would like to ask staff to consider retaining an independent insurance consultant to help us prepare our bid specs and review all of our documents. Mr. Kelsey said this would reassure the Board our risks are covered properly. He said we would typically bid out a property package and a liability package every three years. He said it is a model well worth considering. Mr. Kelsey said an independent person reporting to the Hospital and the Board adds confidence in the information. Mr. Kelsey said we have a good auditing firm. He said it is really best practice to change firms or lead auditors periodically. Mr. Kelsey said he is not really a fan of changing very regularly but he does feel strongly every five years or whatever number is desired that the firm provides a different lead auditor. Ms. Love said


we believe we are getting new auditors every year due to the rotation of their staff. Mr. Kelsey suggested Ms. Love check with our auditors and see what we can do. Ms. Richardson said Mr. Darryn McGarvey with CliftonLarsonAllen has been with us and was very good at helping us with our six penny process. She said she is not sure we want to move now and asked if this could be looked at for the next year. Mr. Kelsey said he will let staff be the judge of timing. He said sometimes audit firms and partners get into a routine and we need to be careful about that as an organization.

### ADJOURNMENT

Dr. Sowada thanked everyone for their attendance. There being no further business to discuss, the meeting adjourned at 4:12 p.m.

  
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Mr. Richard Mathey, President

Attest:

  
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Mr. Ed Tardoni, Secretary