

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

May 2 2018

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on May 2, 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. He asked Ms. Richardson to read aloud the mission and vision statements.

APPROVAL OF MINUTES

The motion to approve the minutes of the March 5, 2018, special planning retreat meeting as presented was made by Mr. Jones; second by Dr. Sowada. Mr. Kelsey abstained. Motion carried. The motion to approve the minutes of the April 4, 2018, regular meeting as presented was made by Mr. Jones; second by Mr. Tardoni. 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 personnel and litigation. The motion to go into Executive Session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

RECONVENE INTO REGULAR SESSION

The Board of Trustees reconvened into Regular Session at 4:30 PM. Mr. Phillips was no longer in attendance.

The motion to approve the April 16, 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 Locum Tenens (1 years)
 - Dr. Erik McClure, Anesthesia
 - Dr. Ronald Robinson, Anesthesia
 - Dr. Kurt Smith, Anesthesia
2. Initial Appointment to Consulting Staff
 - Dr. Scott Sullivan, Tele Radiology (VRC)
3. Reappointment to Active Staff (2 years)
 - Dr. Samer Kattan, OB/GYN
4. Reappointment to Consulting Staff (2 years)
 - Dr. Thomas Boden, Tele Radiology (VRC)
 - Dr. David Hunter, Tele Radiology (VRC)
 - Dr. Kendall Jones, Tele Radiology (VRC)
 - Dr. Krishnan Kartha, Tele Radiology (VRC)
 - Dr. William Wong, Tele Radiology (VRC)
5. Reappointment to AHP Staff (2years)
 - Aliya Robbins, PPC (SWCS)
6. Additional Privileges
 - Dr. Bikram Sharma, Hospitalist – Cardiovascular Stress Testing

CONTRACT REVIEW

Contract Consent Agenda

Ms. Suzan Campbell, Chief Legal Executive/General Counsel, reviewed the agreements. The motion to approve the CEO and President of the Board where designated to sign the agreements on behalf of the Hospital was made by Dr. Sowada; second by Mr. Jones. Motion carried.

MEDICAL STAFF REPORT

Dr. Dansie reported a recent educational presentation by two physicians from the University of Utah was well-attended and well-received. He said the Surgery Department is reviewing peer review standards and will reassess triggers. Dr. Dansie said bylaws revisions work continues.

OLD BUSINESS

None.

NEW BUSINESS

Compliance Reporting Structure

Ms. Campbell said when she began employment at MHSC she was asked to serve as the Compliance Officer. With the changes in our structure, we haven't had a program in place. Ms.

Campbell said she learned the Compliance Officer cannot be the hospital's attorney. She said we have documents in-place but don't really have a program in-place. Ms. Campbell said Mr. Clayton Radakovich, Risk Management/Compliance/Safety Director, has willingly agreed to take that responsibility on in addition to his other duties. Ms. Campbell said we will have a better reporting structure. Mr. Radakovich said we are required to have a direct line to the Board and reviewed some options. He said the Board needs to know everything that is going on in the facility. Mr. Radakovich said he will provide additional information and process options to the Board for review and approval.

Governance and Management

Mr. Mathey said that it is appropriate to refocus as a board. Following a lengthy discussion of governance and management, Mr. Mathey asked the audience for comments and observations. Dr. Dansie, Ms. Richardson, and Ms. Leslie Taylor, Clinic Operations Manager, provided feedback. Mr. Mathey said it seems to be the consensus of the Board some feedback is desirable. The motion to institute an online survey critiquing the Board of Trustees and administered by the CEO was made by Mr. Jones; second by Mr. Tardoni. Motion carried. Mr. Mathey said this will be an ongoing and open matter. Mr. Jones said we have a unified Board. Dr. Sowada said we are capable of self-reflection and that is an important skill.

Mr. Mathey called for a five-minute recess. The Board reconvened into regular session at 5:00 PM.

CEO REPORT

Mr. Richardson thanked everyone for their hard work. She said we are working on the strategic plan. We had signup sheets for workgroups at the recent Town Hall meetings. Staff are excited to help. The kick-off meeting will be May 10 at 9:30 a.m. and the Board is invited to attend. Initiatives with timelines and budgets will be brought back to the Board. Ms. Richardson said Hospital Week and Nurses' Week is coming up and is an opportunity to honor, thank, and congratulate staff. Events are scheduled every day of the week. We will honor employees with 5 to 40 years of service. Ms. Richardson reported we are in full swing with the budget. It is a long, detailed, involved process for the Budget Committee. She said we are going to have an attainable, realistic budget for a gain. We are down in FTE's following hard work in that area. The Joint Commission was here April 26 and 27. Ms. Richardson said we had a great survey and commended Mr. Jim Horan, Ms. Stevie Nosich and the Facilities staff. The Joint Commission was impressed and commended us. Ms. Richardson thanked Dr. Sowada for attending both of the closing sessions with them. The Joint Commission realized we have the support of the Board. Ms. Richardson said the nurse surveyor said our BCG (mycobacterium bovis) high level disinfectant process is a best practice as well as our risk assessment on the behavioral health rooms and wants us to submit the information to share with others. Ms. Richardson thanked all staff for their hard work. Physician recruitment efforts continue. Ms. Richardson is scheduled to speak at the Proud Wyoming Woman Retreat June 1. She said she is trying to get out to meet with groups as often as she can. We are preparing to give our yearly report to the Board of County Commissioners. Mr. Mathey asked that we get on their agenda for their second meeting in June.

COMMITTEE REPORTS

Building and Grounds Committee

Mr. Horan, Facilities Director, said we are going to tour the nurses old dormitory building on May 22 at 5 p.m. The CT replacement project is going well. We are still looking at alternate methods of cooling in the laundry. The failed steam expansion joint has been altered thanks to Mr. Gerry Johnston in Facilities. The collapsing retaining wall is stable for now. We are considering engineering to repair the wall in the near future. Mr. Horan said we are replacing some ceilings and sprinkler heads on the main floor. We sent our plans to the State for review for the Medical Office Building changes. Mr. Horan thanked Ms. Richardson for supporting The Joint Commission efforts. By our next survey, he feels we will be in even better shape physically. Mr. Jones thanked Mr. Horan for making it happen.

Foundation Board

Mr. Kelsey said the Foundation Board and Hospital Board had a joint meeting the prior week. He thought it went well. The Foundation Board meets the next week. They are working on bylaws. Mr. Kelsey said he does not think the CEO or the Trustee Liaison should be an officer of the Foundation Board. Ms. Tiffany Marshall, Foundation Director, said she thought the meeting went well. She said she will get marketing collateral out in the next week for the golf tournament.

Finance and Audit Committee

Capital Expenditure: The motion to approve FY 18-22 for \$192,500 for off-site back-up was made by Mr. Jones; second by Mr. Kelsey. Motion carried. Mr. Kelsey said he is excited about the project and we need this badly. Mr. Kelsey said Mr. Rich Tyler, I.T. Director, explained this request well at the Committee meeting. The annual costs will save us about \$15K/yr. and Mr. Kelsey thinks this is a great solution. He expressed appreciation to Mr. Tyler and his staff for coming up with it. Mr. Tyler offered to show the Trustees the equipment after it is set up. He commended his staff for doing their due diligence on this project.

Narratives: Ms. Tami Love, Chief Financial Officer, reviewed the narratives included in the packet. She said the bottom line was a gain for March and year-to-date. She said we had experienced a \$4M loss at this same time last fiscal year. This March was our highest revenue month in history. Expenses were under budget. Ms. Love said our expenses were \$5.9M over budget at this time last year. She said our loss in the Clinic was under budget for March. The Clinic also had a record revenue month. Ms. Love shared the April outlook and highlighted some supply chain trends. She said we are in the process of implementing a two-bin method in the Operating Room. Ms. Love said we tackled this project on our own. If it works, we will incorporate the method in OB and Central Supply. Ms. Love said another trend is the revenue cycle. We are currently looking at different proposals to help with automatic posting. We are looking at software to help with the pre-op process. Dr. Sowada asked about a financial navigator. Ms. Love said we have discussed it mostly in the context of the Cancer Center. The Cancer Center put a part time position into their budget to help with that. Ms. Richardson said we can look into it for other areas.

Investment Recommendation: The motion to approve the investment recommendation of \$17,015,243.57 as requested was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Bad Debt: Ms. Love said Mr. Ron Cheese, Patient Financial Services Director, had to leave to attend a Veterans' Administration meeting so she presented the Bad Debt information. The motion to approve the net potential bad debt for \$608,142.35 as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

Human Resources Committee

Ms. Amber Fisk, Human Resources Director, distributed drafts of new exempt and non-exempt policies. She said they slightly differ from the information in the meeting packets. Ms. Fisk said we needed to separate these policies and clarify the information. She said we are asking to change these immediately. Mr. Mathey said they were distributed at the last meeting for approval at this meeting. The motion to approve and adopt the new exempt and non-exempt policies as presented was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Quality Committee

Mr. Mathey said Dr. Banu Symington has been here several months and is particularly interested in quality. He said he is authorized and required to make appointments to committees and he has appointed Dr. Symington to the Quality Committee.

Mr. Jones said he thinks we are fine tuning what we have been looking at and focusing on what we are working on. We are making improvements and making progress.

Executive Oversight and Compensation

Mr. Mathey said we have a plan. The Committee generally handles personnel so most discussions are in executive session. We are working on the performance criteria for the CEO. Ms. Richardson started as the regular, full-time CEO on October 1, 2017. The end of the fiscal year is June 30. There is no performance criteria in the current contract so there is no criteria to really evaluate her on. Mr. Mathey said by the end of the fiscal year, we will have something in place for FY19. He said we intend to do an evaluation based on those criteria for FY18 to get some experience at doing it.

GOOD OF THE ORDER


Mr. Tardoni said his term is ended at the end of June. He said he will apply for consideration to be reappointed to both the Board of Trustees and the Miners' Board. Mr. Mathey said Mr. Tardoni is a very valued member of this Board and has the full support of the Board. Mr. Mathey said he would like Mr. Tardoni to be reappointed. Mr. Kolb said he is pleased with what's been going on and supports Mr. Tardoni's reappointment.

Dr. Dansie thanked the Emergency Room staff and Dr. Augusto Jamias for their help with a couple of patients from Castle Rock. Dr. Dansie thanked the Hospital for our relationship with that entity. Dr. Dansie said serious issues were caught with the patients because of the time he's given to round

there. He said we are in need of long term care facilities. Dr. Dansie said we can take patients with higher acuity at Castle Rock because of the relationship with the Hospital. Dr. Dansie is the physician for 52 of the 54 patients there. He said it is a big responsibility and he takes it seriously. Mr. Jones said this is a reminder that it is all about the patients.

ADJOURNMENT

There being no further business to discuss, the motion was made, second and carried to adjourn. The meeting adjourned at 5:59 PM.


Mr. Richard Mathey, President

Attest:


Mr. Marty Kelsey, Secretary