

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

**November 1, 2017**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on November 1, 2017, at 2:00 PM with Mr. Richard Mathey, President, presiding.

**CALL TO ORDER**

Mr. Mathey called the meeting to order and announced 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 Board of County Commissioners.

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

**APPROVAL OF MINUTES**

The motion to approve the minutes of the October 4, 2017, 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.

**UNIVERSITY OF UTAH AFFILIATION AGREEMENT:**

Mr. Mathey requested that they move the University of Utah contract up next in the agenda, due to the high winds they needed to leave early for their flight back to Utah. The motion to approve the change in the agenda was made by Mr. Jones; second by Dr. Sowada. Motion carried.

Ms. Richardson introduced Mr. Tad Morley, Executive Director of Business and Network Development and Vice President of Outreach and Network Development, Ms. Jann Lefler, Senior Director of Strategic Alliances, and Mr. Benton Lyons, Outreach and Network Development Manager. Mr. Morley stated that they now have 19 affiliations in the western region including our affiliation. He stated that it is the University's goal to help improve patient care in our community. Mr. Morley stated that he appreciated working with MHSC and the relationship between us. He also stated that this affiliation is a two-way street, with the University nurses and physicians also coming away with added knowledge. Mr. Kelsey questioned that the contract can only be terminated for cause and asked if it was possible for the Hospital to add an out clause with say a year's notice. Mr. Morley assured the Trustees that their

commitment to MHSC is long-term and that they invest a lot of time and resources into the affiliation and that is why the contract reads as is. Mr. Morley also stated that their other 19 affiliations have the same wording in their contracts. Dr. Sowada asked if the agreement is quality related. Mr. Morley stated that part of it is but that it is also statement of work. Dr. Sowada asked for an example of statement of work. Ms. Lefler stated that the sepsis project and education for our staff at the University would be an example of statement of work and this is part of the affiliation. She said that we are responsible for travel expenses for this training but that the actual training is usually free to us. Mr. Morley stated that on a rare occasion there may be a charge to us for training if that training was costly to the University and required them to charge us a fee. He stated that some of the services lines they offer to us are the emergency department, cardiology, oncology and maternal fetal medicine. Mr. Mathey stated that currently we have around 12 to 15 individual agreements with the University. Our current contact with the University expired in September and per Ms. Richardson, MHSC and the University are acting on good faith right now. Mr. Mathey stated that the contact has to be first approved by the Board of Trustees and then also approved by the Sweetwater County Commissioners. Mr. Phillips asked Mr. Kolb if he thought the Commissioners could get this agreement added into the agenda for their next meeting on November 7. Mr. Phillips stated that it was in everyone's best interest that we get back on contract. Mr. Kolb stated that he thought it would be possible to get this added into the agenda for the November 7 meeting. He also asked the University if they would be able to attend their November 7 meeting to discuss the affiliation. Mr. Morley stated that they would be pleased to attend and would he would work with Ms. Richardson to get the necessary information. Mr. Kolb also thanked the University for their relationship with MHSC and for attending the board meeting. Mr. Tardoni asked if we were aware that the contract was expired. Ms. Richardson stated that we were aware that the contract was expired in September, but that she had been working with the University and wanted them to be able to be here when the contract was presented to the Board. Mr. Kelsey asked Ms. Suzan Campbell, Chief Legal Executive/General Counsel, if the laws were governed by Utah on this; Mr. Morley stated that they were. Mr. Mathey asked if that was negotiable and Mr. Morley said no. Mr. Mathey requested a motion for the University of Utah Affiliation Agreement subject to the County Commissioner's approval. **The motion to approve as stated was made by Mr. Jones; second by Mr. Kelsey. Motion carried.**

### **MEDICAL STAFF REPORT**

Dr. Dansie reported that the Medical Staff met on October 24. He stated that they are still working on the revision of the bylaws and are about half way done with them. He thanked Ms. Campbell for all her help with this. Dr. Dansie talked about the Joint Conference Committee. He stated that he is the chairman for this committee for two years. He stated they will be meeting again on Friday and that they are working on the mission statement. Mr. Mathey stated that this committee consisted of himself, Mr. Tardoni, Dr. Dansie, and Dr. Jamias. Mr. Mathey stated that they are working on the mission statement, vision, and strategic plan. Mr. Mathey said he feels this is moving in a healthy direction. He asked Dr. Kristy Nielson, Chief Nursing Officer, how the work on the mission statement was going on her end. She stated that there has been discussion with the staff but that the survey has yet to go out.



## **EXECUTIVE SESSION**

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 4:50 PM.

The motion to approve the October 11, 2017 Credentials Committee Recommendations as follows for appointment to the Medical Staff was made by Dr. Sowada; second by Mr. Jones. Motion carried.

1. Initial Appointment to Associate Staff (1 year)
  - Dr. Israel Stewart, Internal Medicine
2. Reappointment to Active Staff (2 years)
  - Dr. Melinda Poyer, Family Practice
3. Reappointment to Consulting Staff (2 Years)
  - Dr. Safdar Ansari, Tele Stroke (U of U)

Mr. Mathey requested a motion on the presentation in Executive Session on Dr. Jad Wakim, Hematology/Oncology pending approval from MEC and the Credentialing Committee. Mr. Mathey stated that Dr. Wakim would like to possibly provide locum coverage for us in the future and would like to remain credentialed with us as to not have to go through the whole credentialing process again when he does cover for us. Mr. Mathey requested a motion on the request by Dr. Wakim. The motion to approve as stated was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

## **OLD BUSINESS**

### CEO Contract Update

Mr. Mathey stated that he has not been able to get the contract to Ms. Richardson yet for her review. He apologized to her and stated that he will get the contract to her. Mr. Mathey requested a motion to table the CEO contract. The motion to table the contract as stated was made by Mr. Jones; second by Dr. Sowada. Motion carried.

### Strategic Plan Update

Mr. Mathey stated that this was covered in the Medical Staff Report by himself and Dr. Dansie. He stated that they will continue to work on a short and long term plan.

### Memorial Hospital Acquisition Update

Mr. Mathey stated that he did not have any information on this. Mr. Jones stated that Building & Grounds were working on this. Mr. Kolb stated that he thought we might be interested in the old hospital location for storage. Mr. Kolb stated that he thought this would be available in January or February 2018. Mr. Kolb stated that if we are interested in this we would need to put in a request to the Commissioners.

### Finance & Audit Committee and Spending Authority Matrix

Ms. Richardson and Mr. Jones and Taylor stated that they are still working on this.

### Bylaws

Ms. Campbell explained the process with the bylaws with CMS and The Joint Commission. She stated that she didn't feel that she needed to add anything to the bylaws. Mr. Kelsey stated that he thought they looked great. Ms. Campbell distributed an email to the Board from Dr. Sowada with her concerns. Dr. Sowada felt that in Chapter 1 Definitions, Section 2 D that it should also state the Commissioners have the duty to remove members if needed. After discussion it was decided that they would leave this as it, with no changes. Dr. Sowada also had a concern about Chapter 6 Fiscal Control, Section 1 B and if they should add at the end of that sentence that the annual budget shall be reported to the Commissioners in June, prior to the beginning of the new fiscal year. Dr. Sowada stated that she had no idea that the budget needed to go to the Commissioners and felt that this would also be helpful for new board members. Mr. Jones also agreed with Dr. Sowada about this being helpful for the new board members. Mr. Kolb stated that the budget needs to go to the Commissioners minimally once a year but that they can request this information from the Hospital at any time throughout the year. After discussion Mr. Mathey requested a motion to amend the draft of the bylaws to include this statement at the end of Chapter 6 Fiscal Control, Section 1 B. The motion to approve the change as discussed was made by Mr. Jones; second by Dr. Sowada. Motion carried. Ms. Campbell stated that she would make the change to the bylaws. Mr. Mathey then requested a motion on the bylaws. The motion to approve the bylaws was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

### **NEW BUSINESS**

None.

### **CEO REPORT**

Ms. Richardson stated that October has been very busy for the Hospital/Clinic with flu season starting. She thanked the staff and physicians for all their hard work. Ms. Richardson stated that she is working on the strategic plan and that she emailed leadership for their department's top priorities for this. Ms. Richardson thanked the leadership team for all their help with this. She stated that we had a great turnout for the Halloween Extravaganza. She estimated that we had over a thousand children and around three thousand with the adults. She thanked the staff for all their help with this event. Ms. Richardson stated the Lighted Parade will be on December 2 and



that we will have a float with walkers if any of the Board would like to join us. She stated that she has been very busy with litigation. She again thanked the staff and physicians for all their hard work. Mr. Mathey thanked Ms. Robin Fife, Clinical Administrative Assistant, for all her hard work for the Halloween Extravaganza along with the rest of the staff.

## **COMMITTEE REPORTS**

Mr. Mathey opened the discussion on how they should handle the committee reports moving forward. He stated that he prefers committee reports similar to the financial narratives and said this would update the Board on the developments for the month. Mr. Jones stated that he likes hearing from staff and having them here to answer any questions that the Board may have. Mr. Jones stated he likes to see the staff involvement. He requested giving the staff a two minute limit to present updates to the Board. Mr. Mathey suggested that the Board chair for these committees could make the decision on which staff should present. Mr. Tardoni stated that he thinks we should follow Mr. Jones' advice and if the staff needs to be here to present, then they should be here but if not needed then the Board chair can present for the committee. Dr. Sowada stated her concern on receiving the finance committee meeting minutes a month behind and not reflecting the current month to compare. Ms. Love stated that this is because the Finance Committee meets on Wednesday and the board packets are being prepared at that time, not allowing enough time to get this information in the board packet. She stated that she would investigate if this will be possible. Mr. Tardoni also expressed that he would like to have this information be for the month that they are reviewing and not a month behind. Mr. Kelsey said he felt this would be impossible to do with the meeting and deadline for the packet being so close.

## **BUILDING AND GROUNDS COMMITTEE**

Mr. Horan stated that they are working on the laundry issues and have been making some changes that laundry staff has already seen an improvement on. He stated that they are working on the behavioral health rooms and will hopefully have the ligature issues completed this week. He stated that the Board will be receiving information on the number of behavioral health rooms that are recommended for us to have. He stated that the steam pipe is working and that they will also be working on the CT. Mr. Horan stated that the Wyoming Department of Health was here for an inspection and that we will have to make some changes to the air duct system in the medical office building. Mr. Clayton Radakovich, Regulatory Compliance Director, is looking into this and the changes that they are requesting of us. Mr. Horan stated that all but one of The Joint Commission issues have been resolved. He stated that this is an expensive change and has met with Ms. Richardson and is currently getting another bid per her request. Mr. Mathey stated that he wanted Mr. Horan to know that he is aware that the physical plant needs are not falling on deaf ears. The Board is aware of these needs and this will be in the strategic plan to address once finances allow.

## **FOUNDATION**

Ms. Marshall thanked the Board for attending the meeting last week. She stated that she appreciated the Board's help with the Red Tie Gala and will provide the Board with a list of the items that they are lacking for this event. Ms. Marshall reminded the Board about the Can-Am

Defender drawing at the gala and that the tickets are \$100.00 each. Ms. Marshall also stated that her board approved \$300.00 to the Obstetrics Department for baby beds, \$1,000.00 to the Dialysis Department for protein shakes, and \$50,400.00 for a BioFire for the Laboratory Department. Ms. Mary Fisher, Lab Director, said this equipment is used to identify pathogens to rapidly determine whether it's viral, bacterial or a parasite. This equipment will reduce the turnaround time significantly. Ms. Fischer thanked the Foundation for the equipment and stated she is excited to get it. Ms. Marshall stated that a physician had actually brought this request for this piece of equipment to the Foundation and that this equipment will help all specialties. Ms. Marshall stated that her board has also approved \$50,000.00 for the Urology Department for equipment but are still waiting to hear back from this department on what they need. She reminded the Board that the Red Tie Gala is on February 3.

## **FINANCE AND AUDIT COMMITTEE**

### Capital Expenditures Requests

Requests FY 18-9 and 18-10 were presented by Mr. Jones. The motion to approve request FY 18-9 as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried. The motion to approve request FY 18-10 as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried.

### Narratives

Ms. Richardson thanked staff and physicians for all their hard work this month. She also wanted to let everyone know that this is the first time since April 2016 that we are reporting a gain. Ms. Richardson stated that she is very happy about this and hopes this trend continues.

### Bad Debt

The motion to approve the net potential bad debt for October as presented by Mr. Ron Cheese, Patient Finance Services Director, was made by Mr. Jones; second by Dr. Sowada. Motion carried.

### Investment Recommendation

The motion to approve the investment recommendation as requested was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

## **HUMAN RESOURCES COMMITTEE**

Mr. Mathey stated that there was no report for Human Resources and he would update the Board next month.

Mr. Mathey requested a 10 minute break at 6:13 PM. The Board reconvened to regular session at 6:26 PM.



## **QUALITY COMMITTEE**

Ms. Amanda Molski, Quality Director, presented a Power Point on strategic value. Dr. Sowada thanked Ms. Molski and her staff for all that they have done and said she appreciated this overview. Dr. Sowada also let the Board know that this presentation would count as part of the education required of the Board. Mr. Mathey stated that he believes this is our future regarding Ms. Molski's presentation. He said this is what we need to do to survive. Mr. Mathey also stated that Quality has the Board's ear and that they know it is very important. Quality will play a big part in the mission and strategic plan. Mr. Mathey encouraged everyone to keep up the good work and to not lose faith in the Board. Mr. Tardoni stated that Quality is a never ending challenge and there is always a new goal to achieve. He stated that it is very important and Mr. Jones agreed. Mr. Mathey requested a motion on the Quality Assessment Performance Improvement – QAPI – Patient Experience and Safety Plan. The motion to approve the plan as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

## **CONTRACT REVIEW**

### Contract Consent Agenda

Ms. Campbell presented five contracts to the Board. Mr. Mathey requested a motion to approve the five contracts. The motion to approve the contracts for Ms. Richardson's signature was made by Mr. Taylor; second by Mr. Kelsey. Motion carried.

## **COMMUNITY COMMUNICATION**

Ms. Campbell stated to the Board that with the new process regarding contracts that the five contracts she presented to the Board earlier would not need Board approval and would be information only provided to the Board as none of the five exceeded the \$25,000 limit needing board approval. The Board agreed with Ms. Campbell and stated that is how they wanted to proceed in the future.

## **GOOD OF THE ORDER**

Mr. Jones stated that he had some friends that received excellent care from the Emergency Department though being transferred out. He thanked Ms. Richardson for driving the finances and the great job that she has done. He stated that she is a visionary to us. Mr. Jones also asked the Board for any suggestions for their basket for the Red Tie Gala. Mr. Jones also challenged Mr. Kolb and the other Commissioners on a contest to see who does the best basket.

Mr. Tardoni brought up that the board packet was not available on the website. Richard stated that the board packet must be on the website for the public to access. Ms. Deb Sutton, PR and Marketing Director, stated that she was not aware that the board packet had not loaded correctly but that she has since fixed it and it is now on the website.

Mr. Tardoni brought up some information that he had found on the Hospital and the celebration that they had when the Hospital was first built. He stated that for 117 years we have been the

only hospital here and when people talk about the reputation of the Hospital that we should be proud as for all those years it has been only us providing care to generations of patients.

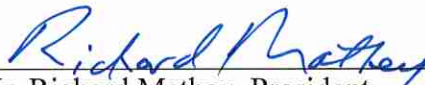
Mr. Tardoni also stated to Ms. Richardson that she needed to make sure the staff is vigilant on keeping the process for contracts as it is now and for the staff to not get careless with contracts and getting bids, etc. He told Ms. Richardson that she needs to hold the line and make sure the correct process continues. If the staff does not do this, the Board will have no choice but to go back to reviewing each and every contract as they have been doing since February.

Mr. Kolb also thanked Ms. Richardson and the staff for all their hard work. He stated that the change in the Clinic is tremendous. To have half of the loss that we previously have had is a great accomplishment. He feels very positive about the way things are going.


Ms. Richardson again thanked the staff and physicians for all their hard work. Ms. Richardson also wanted to thank Ms. Tami Love, Controller, Mr. Cheese, Mr. Rich Tyler, IT Director, Ms. Angel Bennett, Materials Management Director, and Ms. Brittany Griffin, Health Information Management Director, for everything they have done to make her successful in her position as CFO.

#### **ADJOURNMENT**

There being no further business to discuss, the motion was made, second and carried to adjourn. The meeting adjourned at 7:14 PM.

  
Mr. Richard Mathey, President

Attest:

  
Mr. Marty Kelsey, Secretary

*Submitted by Ms. Marianne Sanders, Physician Recruitment & Relations Manager*