

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

November 3, 2021

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on November 3, 2021, at 2:00 PM with Mr. Taylor Jones, President, presiding.

CALL TO ORDER

Mr. Jones called the meeting to order and announced there was a quorum. The following Trustees were present online at the call to order: Mr. Taylor Jones, Mr. Marty Kelsey, Dr. Barbara Sowada, and Mr. Ed Tardoni. Excused: Ms. Kandi Pendleton.

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Mr. Geoff Phillips, Legal Counsel.

Pledge of Allegiance

Mr. Jones led the attendees in the Pledge of Allegiance.

Our Mission and Vision

Dr. Sowada read aloud the mission and vision statements.

Mission Moment

Ms. Richardson said the National Guard is on site and assisting in various areas. They have been so helpful and kind. She said we are grateful to them and the State of Wyoming for allowing them to help us. Two members of the National Guard stopped by to talk to her to tell her how kind everyone in every area of the Hospital is including the community members visiting. They told her the culture we have built here is something to be proud of and they can feel that and wanted her to know.

APPROVAL OF AGENDA

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

APPROVAL OF MINUTES

The motion to approve the minutes of the October 6, 2021, regular meeting as presented was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

Mr. Jones said in an effort to keep the meeting time as reasonable as possible to help staff in caring for patients, the reminder was given to limit community communication comments to three minutes. Mr. Michael Eddy of Kemmerer introduced himself as a pharmacist and shared comments regarding the Covid-19 vaccine. He referenced information he had forwarded via e-mail for additional information and invited anyone interested in further discussion to contact him following the meeting.

OLD BUSINESS

COVID-19 Preparation and Recovery – Incident Command Team Update

Ms. Kim White, Incident Commander and Director of Emergency Services, provided a Covid-19 update. She reported we are still in crisis level of care due to staffing especially staffing in the ICU. Ms. White said the vaccine clinics are being well-attended. The FDA approved the Pfizer vaccine for kids 5 to 11 years old. Ms. Noreen Hove, Director of Infection Prevention/Employee Health and Grievance, will be working with Public Health to get those out.

PolicyStat Approvals for Board Committees

Mr. Tardoni said he thinks this is an administrative function. He said we have chair reports and we can track documents by date. Mr. Tardoni said if we add this step, it means five people would have to go into a program and said he thinks it is a step we don't have to do. Dr. Sowada said the discussion was around ensuring the date and signature of the Board to help with recordkeeping for future reference. Mr. Kelsey said he appreciates Ms. Robin Fife, Clinical Administrative Assistant and Special Events Coordinator's, explanation sent via e-mail. Mr. Tardoni suggested someone at the Hospital can go in and type in the name and date. Mr. Kelsey said the real official action and record needs to be in the minutes where the action occurred. The rest is administrative. The motion to approve Board policies in PolicyStat going forward containing the electronic signature of the Board President and date originally approved and when updates are approved that can be done by hospital staff was made by Dr. Sowada; second by Mr. Kelsey. Motion carried. Mr. Tardoni said this is limited to policies approved by the Board and wanted to clarify we are not applying this to committee approval. Everyone agreed.

Introductory and Probationary Period Policy, Employee Corrective Action Policy, and Termination, Suspension Without Pay and Appeal Policy

Mr. Jones said there has been a ton of hard work, time, discussions, and meetings, and he appreciates everyone's hard work. Mr. Tardoni asked who to send written comments to. Dr. Sowada said she was not involved until July, the information has been in draft form for a very long time and involves various groups, and she suggested comments be sent to Ms. Richardson. The group agreed to forward notes and comments to Ms. Richardson and Mr. Jones. Mr. Jones said depending on the comments, the Board may or may not vote on these at the December meeting.

Rules of Practice Governing Hearings

Mr. Jones said the placeholder remains on the agenda for the Rules of Practice Governing Hearings.

Medical Staff Bylaws

Ms. Kerry Downs, Director of Medical Staff Services, reported Dr. Denker was meeting with patients. Mr. Jones said Dr. Denker could report at any time he was available to join the meeting.

NEW BUSINESS

Compliance Committee of the Board Charter, Risk Management Program, Compliance Program

Mr. Kelsey said there are three items for review from the Compliance Committee and provided a brief overview. He said earlier in the year, the CEO made a decision to put Compliance under the umbrella of the Quality Department. He said the documents presented are revisions and were approved by the Committee the prior week. Mr. Kelsey said since then, there have been some further discussions and he invited Ms. Richardson to provide an update. Ms. Richardson thanked Ms. Suzan Campbell, In-House Counsel, Dr. Kari Quickenden, Chief Clinical Officer, and Ms. Kara Jackson, Director of Accreditation, Patient Safety, Risk, & Compliance, for all of their hard work on these programs and documents. Ms. Richardson said through all of the discussion, she thinks we have all been enlightened about the who and what of Compliance. She said she wants to revisit the decisions made to have Compliance fall under Quality. Ms. Richardson said she wants to look at Compliance reporting directly to the CEO. Regarding Risk Management, Ms. Richardson said she reached out to a number of hospitals in the state to learn about their structures and found there are as many varieties of structures as there are hospitals. She said she would like some time to review. She does not want to duplicate efforts. Ms. Richardson said the Quality Department is currently doing a lot of risk management-type work. She said Dr. Sowada directed us to look at three modules in iProtean regarding enterprise risk management. Ms. Richardson said it is opening eyes to look at options on the direction to go. She said she thinks both should report to her directly and wants to explore and look at that and report back. She said she appreciates all of the work done and wants to take the time to decide on the reporting function. Dr. Sowada noted we are a smaller hospital and asked where is the risk here, what are the big-ticket items? Ms. Richardson said staffing, Covid, reimbursement models, there are a lot of things across the seven domains mentioned in the video. Ms. Richardson said we are complying with all the rules and regulations, keeping our patients safe, looking at external risks (enterprise risk management as a whole) and how that features into our strategic plan. Dr. Sowada said work has been done by the Board and she is wondering if this is the time to highlight the responsibilities that fall on each department director and work that into the plan. She said the directors are really the first line eyes for senior leadership. Dr. Sowada said she really likes structure, and she didn't see that in the compliance plan. Ms. Richardson said she appreciates the Board supporting us looking at what works best and what works best for us. She will bring a new draft of the plan when it is ready. Mr. Jones said he appreciates that we are looking at other locations as well as seeing what works for us.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson thanked the Board for all of their support as we have worked through September and October with Covid-related issues. She provided an update. She said we started several years ago with a strategic plan to work toward a person-centered care culture. To-date, 631 people have attended the person-centered care workshops. We will resume workshops in November and December. 302 people have completed the communicating with empathy workshops. Based on staffing, we hope to resume those workshops in November and December, also. Ms. Richardson said we continue to introduce our culture during new employee orientation. She said quality and safety continue to be our priority. She thanked the Board for allowing us to put our patients first. We canceled a majority of committee meetings in September and October. We plan to resume our regular meetings schedule in November. Ms. Richardson said the senior leaders continue to meet weekly and work with department leaders on quality and safety. In the area of the workplace experience, Ms. Richardson said we are grateful to physicians and staff and their resilience. We continue to prepare for whatever tomorrow brings. We are working on staffing needs and looking to incentivize staff to take additional shifts. Regarding financial stewardship, we are in the process of refinancing our bonds. We are taking advantage of lower interest rates. She said we hope to save \$300,000 to \$350,000 in interest per year. She reviewed the groups and timeline involved. Ms. Richardson said everyone has been very excellent to work with and we look forward to closing mid-December. She provided a construction projects update and thanked the Board and Board of County Commissioners for their support. Ms. Richardson welcomed Ms. Jamie Webb, Interim Director of Dialysis, and Dr. Greg Puchala, Hospitalist. Dr. Rasheel Chowdhary, Pulmonologist, joins us November 15. Ms. Richardson said Cerner Go-Live for our new electronic health record has been moved to February 28, 2022, due to our needs regarding patients. We continue to offer Covid testing and drive-thru vaccines at the front entrance. We go out to various sites to offer vaccine clinics. The Halloween Cruz-Thru was held October 31 at the front entrance with approximately 1,000 bags of goodies given out to kids. Ms. Richardson said people were so grateful for the event. She expressed thanks to Ms. Fife and everyone who volunteered to help including staff who donated all the candy. A Veterans' Day Drive-Thru lunch is planned November 11. A Christmas Cruz-Thru is planned Friday, December 10 from 3:00 – 5:00 PM. The Rock Springs Lighted Parade is December 4 at 5:00 PM. Ms. Richardson invited everyone to join us for upcoming events. She wished everyone a Happy Thanksgiving. She said she is so thankful to hospital staff, physicians, and the Board for their support. Ms. Richardson said it has been a difficult time, but our staff is amazing and resilient. She said they keep coming back and doing the right things every day.

COMMITTEE REPORTS

Mr. Jones asked everyone to please still try to shorten meetings if they are needed moving forward so the priority is patients and not the meetings.

Quality Committee

Dr. Sowada said the Committee did not meet in October and plans to meet in November.

Human Resources Committee

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

Finance and Audit Committee

Mr. Tardoni said his comments and the usual financial reports are in the meeting packet.

The motion to approve ratification of Capital Expenditure FY 22-20 for \$26,132.55 for the purchase of an instrument to place feeding tubes was made by Mr. Tardoni; second by Dr. Sowada. Mr. Tardoni noted this was purchased by the Hospital under the Covid provisions approved by the Board. Motion carried.

The motion to approve Capital Expenditure Request FY 22-22 for \$59,910.87 to replace a snowplow truck replacing a 2001 truck at the end of service life following receipt of three bids was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

The motion to approve Capital Expenditure Request FY 22-24 for \$139,913 for end user laptops and monitors compliant with Cerner following receipt of two bids was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

The motion to approve Capital Expenditure Request FY 22-25 for a video cystoscope that Dr. Cody Christensen helped to negotiate a lower price of \$29,187.73 was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

Mr. Tardoni reviewed Change Order 5 and said he feels the Board should review and consider them separately and approve separately. The motion to approve 78% of the change order related to scheduling required to keep Imaging in action during the upgrade in the Imaging area was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried. The motion to approve the remaining 22% portion of the change order to allow windows and doors to be added to the S1 blower workspace so the area can be used for a maintenance work area was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

The motion to approve the net potential bad debt of \$909,081.89 presented by Mr. Ron Cheese, Director of Patient Financial Services, was made by Mr. Tardoni; second by Dr. Sowada. Motion carried. Dr. Sowada asked how this compares to July or August. Mr. Cheese said all have been very close and he reviewed the process.

Building & Grounds Committee

Mr. Kelsey said his report and the minutes are in the packet. He reviewed Change Order 4 from Groathouse Construction. He said some fireproofing is needed to meet code. The Committee did not want to hold up the project and recommended Ms. Richardson use her Covid-related authority to move forward. The motion to ratify the change order following hospital leadership action was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

Foundation

Ms. Tiffany Marshall, Foundation Executive Director, reported the Board of Directors did not meet the prior month. She said they are excited to bring the Red Tie Gala back and it will be virtual. They plan to offer an activity week in the community leading up to the event. The event website should go up in one week. There will be a live and silent auction. Mr. Jones asked if the Board of Trustees is interested in putting together an auction item like they have done in the past. Ms. Marshall suggested a challenge with the Board of County Commissioners. Ms. Marshall said donor wall plans continue moving forward. The Foundation postponed their retreat and are working to reschedule toward the end of February. The Board of Directors has discussed three current vacancies. When people term off, it's in groups of two, three, or four. The Board of Directors is talking about adding a new member every year to help with turnover timing. Ms. Marshall asked everyone to please forward suggestions to her for names to consider. Funding requests were presented to the Board of Directors.

BOARD REVIEW OF IPROTEAN

Dr. Sowada invited Trustees to share their comments on the three 10-minute videos assigned. Mr. Kelsey thanked Ms. Downs for providing some excellent information via e-mail. Ms. Campbell said she will get with Ms. Downs to put together detailed information on credentialing and privileges and the differences between the processes.

CONTRACT REVIEW

Contract Consent Agenda

Ms. Richardson said she feels we will be able to devote time to the Kaufman Hall project and feels this work should answer some questions and help us move forward with our strategic plan. The motion to approve the Kaufman Hall contract was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

MEDICAL STAFF REPORT

Ms. Downs reported Dr. Denker was unable to join the meeting. Mr. Jones noted patients always come first.

GOOD OF THE ORDER

Mr. Kelsey asked for assistance with his portal program. He said it times out after 1.5 hours.

EXECUTIVE SESSION

Mr. Jones said there would be an executive session. He said the Board would leave the current meeting, go to another link, and then return to the original meeting for actions taken following executive session. He said the Board would take a 10-minute break and reconvene in executive session at 3:50 PM. The motion to go into executive session was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

RECONVENE INTO REGULAR SESSION

At 5:01 PM, the motion to leave executive session and return to regular session was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve credentials and privileges for everyone on the list provided by Ms. Downs was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

Credentials Committee Recommendations from October 12, 2021

1. Initial Appointment to Active Staff (2 years)
 - Dr. Lex Auguiste, OB/GYN
2. Initial Appointment to Associate Staff (1 year)
 - Dr. Grzegorz Puchala, Hospitalist
3. Reappointment to Active Staff (2 year)
 - Dr. John Iliya, General Surgery
4. Reappointment to Consulting Staff (2 years)
 - Dr. Barbara McCorvey, Tele Radiology (VRC)
 - Dr. Keiron Kennedy, Tele Radiology (VRC)
 - Dr. Mansour Khaddr, Cardiovascular Disease (Casper Cardiology)

The motion to approve the physician contract discussed in executive session and delegate the signing of the contract to the CEO was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

ADJOURNMENT

Mr. Jones thanked everyone. There being no further business to discuss, the meeting adjourned at 5:02 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary