

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

November 7, 2018

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on November 7, 2018, at 2:00 PM with Mr. Richard Mathey, President, presiding.

CALL TO ORDER

Mr. Mathey called the meeting to order. The following Trustees were present: Mr. Marty Kelsey, Mr. Taylor Jones, Mr. Richard Mathey, Dr. Barbara Sowada, and Mr. Ed Tardoni.

Officially present: Dr. David Dansie, Medical Staff President, and Ms. Irene Richardson, Chief Executive Officer. Mr. John Kolb, Sweetwater County Board of County Commissioners Liaison, and Mr. Jim Phillips, Legal Counsel, arrived later in the meeting.

Mr. Mathey led the audience in the Pledge of Allegiance. Mr. Jones read aloud the mission and vision statements.

APPROVAL OF MINUTES

The motion to approve the minutes of the October 3, 2018, regular meeting as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried. The motion to approve the minutes of the October 17, 2018, special meeting as presented was made by Mr. Jones; second by Mr. Tardoni. Mr. Kelsey abstained. Motion carried.

COMMUNITY COMMUNICATION

Mr. Tardoni said one of his hobbies is looking at what happened 100 years ago. He said he read the Spanish flu was going around Rock Springs. There were four to five deaths each day. He read aloud a news article dated November 8, 1918. The motion to note the death and service of Nurse Helen Louise McElhiney was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

EXECUTIVE SESSION

The motion to go into Executive Session for the reasons noted on the agenda was made by Mr. Jones; second by Dr. Sowada. Motion carried.

RECONVENE INTO REGULAR SESSION

The Board of Trustees reconvened into Regular Session at 3:57 PM. Mr. Phillips was no longer in attendance.

The motion to approve the CEO to sign a physician contract on behalf of the Hospital as presented was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

The motion to make no additional recommendations to the Executive Oversight and Compensation Committee as discussed was made by Dr. Sowada; second by Mr. Kelsey. Motion carried.

CREDENTIALS

Approval of Privileges

The motion to approve the October 15, 2018, 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 Locum Tenens Staff (1 year)
 - Dr. Eric Porritt, Orthopaedic Surgery
2. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Philip Najm, Emergency Medicine (U of U)
 - Dr. Norkamari Bandolin, Emergency Medicine (U of U)
3. Reappointment to Consulting Staff (2 years)
 - Dr. Christian Van Kirk, Tele Radiology (VRAD)
 - Dr. Edward Kimball, Tele ICU (U of U)
 - Dr. Raoul Joubran, Gastroenterology

Approval of Credentialing Criteria

Mr. Mathey referenced a list of forms e-mailed by Ms. Kerry Downs, Medical Staff Services Manager, to the Board of Trustees. Dr. Sowada expressed concern with the format differences. She said the occupational medicine format was easier to read and asked if we can update all of the forms to make them easier to read and more clear. Mr. Kelsey said he thinks standardization of format will be wonderful. Mr. Mathey said he thinks we should defer action until the forms are in the same format. Ms. Downs said she will take the request to the Medical Staff. She said she will need to have others review the forms before she brings them back to the Board.

MEDICAL STAFF REPORT

Dr. Dansie reported the General Medical Staff had the shortest meeting on record October 23 when Ms. Richardson and Administration hosted a costume party. He said it was very well-received and he had only thanks from the medical staff to extend. Dr. Dansie reported the surgery department met. Dr. Steven Croft remains the Chair and Dr. Jacques Denker is the Vice-Chair. Dr. Dansie said if the bylaws formatting is ready by the next Medical Executive Committee meeting then Dr. Dansie will call a Joint Conference Committee meeting. If approved by that group, the bylaws may then be moved on to the full general medical staff for review and vote. Dr. Dansie said it has been his pleasure to serve as Medical Staff President.

OLD BUSINESS

For Board Approval

2018-2021 Strategic Plan

Mr. Mathey said the plan was in the previous month's packet for action. Ms. Richardson was not in attendance and the document was mistitled so action was moved to the current meeting. The motion to approve the 2018-2021 Strategic Plan as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

Corporate Compliance Plan

Mr. Mathey said the plan has been before the Board for review and discussion and is now ready for action. The motion to approve the Corporate Compliance Plan as presented was made by Dr. Sowada; second by Mr. Jones. Mr. Mathey shared several concerns he had regarding the plan including "cost of organization retention", "code of conduct", and "independent authority". Mr. Mathey apologized for bringing this up at this meeting and not at the previous meeting. Dr. Sowada withdrew her motion; second by Mr. Jones. The motion to table the request for approval was made by Mr. Tardoni; second by Dr. Sowada. Motion carried.

For Board Discussion/Action

Mr. Kelsey's Finance Position Paper

Mr. Mathey referenced Mr. Kelsey's information in the meeting packet and Mr. Mathey's comments. Mr. Mathey said he understands Mr. Jones and Ms. Richardson provided comments that are not in the packet. Mr. Kelsey said he appreciated the feedback. He said he wrote the paper to provoke some thinking. He said it wasn't his view to discuss the points in a meeting. He thinks he might want to discuss them at some point, perhaps in a more informal setting like a workshop. Mr. Kelsey said he thinks it's good to discuss these things. Mr. Mathey agreed this was valuable. He said no action has been called for except perhaps getting together in the future. A budget workshop was suggested. Ms. Richardson said the best timing would probably be January or February. She said these are definitely conversations we want to have with the entire Board. Ms. Tami Love, Chief Financial Officer, said February would be best. Dr. Sowada said she read the paper through the lens of the Quality Committee. She said it resonated with the Quality Committee as a call to take the next steps forward as a Board and senior leaders in our interactions together. She said she would really appreciate something like a workshop with Quality. She said the Board doesn't often hear what senior leadership is thinking because there is no time in a meeting for a deep conversation.

Outstanding – Not Ready For Board Consideration

Mr. Tardoni briefly outlined items the Human Resources Committee is working on.

NEW BUSINESS

From the Governance Committee

Board Procedure: Board Agenda Draft

Mr. Mathey said the Governance Committee is attempting to improve procedures. Information will be introduced this month with a request for action the following month. Mr. Tardoni said this process imposes some things that require some lead time. It will take two months lead time so people need to be aware to get things in early. Dr. Sowada said the safety valve is the ability to add an agenda item at the meeting. Mr. Mathey said it is not the intent of the Governance Committee to delay action where action is necessary. Dr. Sowada said she would amend the procedure to include language regarding urgent issues.

Board Procedure: E-mail Communication Draft

Mr. Mathey said this is a topic we have received the advice of counsel on and asked if the Trustees want an expert identified by media to address the Board regarding open meetings law. Mr. Kolb said in general he thinks a lot of people would benefit from this type of conversation. Ms. Deb Sutton, Public Relations and Marketing Director, shared information regarding the Wyoming Press Association and offered to help coordinate a workshop. Mr. Mathey said we will pursue opportunities.

From the Human Resources Committee

Health Insurance Recommendation

Ms. Amber Fisk, Human Resources Director, reported we want to make a change to our health insurance effective January 1, 2019. Mr. Mathey said the request will be handled through the committee reports process.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson thanked everyone for their hard work. She reviewed the strategic plan. She said everyone is working hard on it and she is excited for us to move forward. Ms. Richardson said we are continuing recruitment for pulmonology, orthopedic surgery, and pediatrics. Town Halls were conducted in October and will be held again in January. The Paint the Town Pink Cancer Center event was well attended. The community Halloween event was a huge success. The 125th Hospital Birthday Celebration will be November 8. The community Christmas event will be November 30. The medical staff costume party was really fun and we look forward to doing more things together in the future. Our United Way campaign is underway. Ms. Richardson said we made a presentation on the opioid crises to the Pulse of Southwest Wyoming group. She said she would like to present the information to the Board. Kiwanis weekly meetings are held at the Hospital as well as the Rock Springs Enterprise Committee monthly meetings. Ms. Richardson said it is important to us to be good community partners. She thanked Mr. Kolb and Mr. West for

everything they have done to help us over the years. She congratulated new commissioners Jeff Smith and Roy Lloyd, as well as returning commissioner Randy Wendling.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada reported we are continuing to do capacity building and thanked Mr. Mathey for attending the committee meetings.

Human Resources Committee

Mr. Tardoni distributed a written report. He said his notes are not minutes, just work-in-progress to bring the Trustees up to speed for now, and not have them read what happened two months ago. Ms. Fisk distributed health insurance information. The motion to approve the health insurance recommendation as presented was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

Finance and Audit Committee

Capital Expenditure Requests: The motion to approve capital expenditure request FY 19-14 for \$27,891 for the DR Bridge program upgrade was made by Mr. Kelsey; second by Mr. Jones. Motion carried. The motion to approve capital expenditure request FY 19-15 for \$113,772.96 for a Steris sterilizer for surgical equipment upgrade was made by Mr. Kelsey; second by Mr. Jones. Motion carried. The motion to approve capital expenditure request FY19-16 for \$84,657 for an HR software package was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Narratives: Ms. Love reviewed the narrative highlights included in the meeting packet. She said the outlook is to be ahead of budget.

Investment Recommendation:

Open Bid Investment Summary - The motion to approve the investment recommendation of \$16,597,201.01 as requested was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Investment Plan – Bank of the West Funds – Ms. Love distributed information. She said the investment plan for the funds that were approved at the last meeting of \$8,754,513 includes market value of bonds and one money market account. She reviewed the recommendations. The motion to approve the plan for the funds to be transferred from the Bank of the West to various entities as described by the CFO with the understanding the final amounts will be as of the 10/31 balance amounts was made by Mr. Kelsey; second by Mr. Jones. Mr. Tardoni abstained. Motion carried.

Bad Debt: The motion to approve the net potential bad debt for \$745,708.32 as presented by Mr. Ron Cheese, Patient Financial Services Director, was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Building and Grounds Committee

Mr. Tardoni distributed his notes and reviewed the information.

Foundation Board Committee

Ms. Tiffany Marshall, Foundation Director, reported a donor wall was discussed at the last joint meeting. She said she will look at pricing for the selected options. There were two options that tied (Tie #1) and two other options that tied (Tie #2). Ms. Marshall expressed appreciation for everyone working together on this project. She hopes it will be up in 2019. Ms. Marshall said she is super excited for the November 30 Christmas event. She asked both the Foundation Board and Board of Trustees to participate in the Hospital BRAVO recognition program. It is still in the rough draft phase. We will roll it out in 2019. Ms. Marshall reported the Foundation Board of Directors and Ms. Love looked at buying items for the Hospital. \$200,000 will be invested in the Hospital. Ms. Marshall said we are really excited to help out and hope to do it again next year. She said the Red Tie Gala is off to a good start. Mr. Mathey extended a huge thank you to the Foundation Board for the equipment purchases.

Compliance Committee

Dr. Sowada reported this was covered earlier in the meeting.

Executive Oversight and Compensation Committee

Mr. Mathey said this was executive session material.

Governance Committee

Mr. Mathey said the minutes are in the meeting packet. He said we have discussed the two procedural measures.

Joint Conference Committee

Mr. Mathey said there is nothing to report.

CONTRACT REVIEW

Contract Consent Agenda

Ms. Suzan Campbell, Chief Legal Executive and General Counsel, asked for any questions on the contracts included in the meeting packet. She said at the last meeting, Mr. Mathey had a great question on dates in the Change Healthcare from Interqual agreement. She said it has been ongoing since 2006 with add-ons every two to three years. She said this one was supposed to start on June 26. This request is to approve the add-ons. Ms. Campbell said we are not paying for three years of service and getting two and a half years. The motion to authorize the CEO to sign

the agreements as presented on behalf of MHSC was made by Dr. Sowada; second by Mr. Jones. Motion carried.

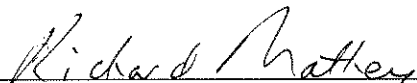
GOOD OF THE ORDER

Mr. Jones thanked Mr. Kolb for all he has done for the Hospital, Events Complex, Justice Center, and a variety of things. He said there were some huge undertakings and accomplishments. Mr. Kolb said he did it for the right reason. He said there are consequences for doing that. He said he values all the board members and this board especially. Mr. Kolb said this hospital has turned around. He said there are five people really involved and actually working on the hospital board. He said this board will continue on for years doing the right things for the right reason, thanked the Board, and thanked everybody here for doing what they have done.

Mr. Kelsey said he had an idea he'd like to float by the Board. He said he thinks it might help improve communication. He said the Board relies heavily on their committees in terms of governance and he enjoys them. Mr. Kelsey said there is a little bit of a consequence of this model in that it creates silos. He said hearing a report is not the same as being there and gave examples of finance and quality. Mr. Kelsey said it is a little bit troubling to him and asked why not maybe cut back on committee meetings board members attend. For example, Quality meets maybe 10 times instead of 12 times a year. He suggested substituting for that four board workshops a year where everyone can hear everything. Mr. Tardoni said he thinks what Mr. Kelsey is talking about would be good for a new board member but now there are four who are current. Mr. Tardoni said he thinks maybe new board members go to every committee meeting and maybe you rotate through all. Dr. Sowada said she likes the idea of rotating through for new members. She said she very much values the different perspectives each member bring to whatever they are involved in. She said she knows senior leaders have perspectives she doesn't have. Dr. Sowada said healthcare changes on a dime. Having a broader conversation two to four times a year would help board members be stronger voices for the hospital back to the community. Mr. Kelsey said he is not looking for any more meetings. He said that's why he thought we could cut back on some. Mr. Jones said he agrees and a "refresher" on committees would be nice. Mr. Mathey said he has wanted workshops but it is apparent there is not appetite among board members for more meetings. He said he has attended the quality meetings and cleared that with Mr. Phillips, Legal Counsel. Mr. Jones said a return to a seven-person board may be needed.

ADJOURNMENT

There being no further business to discuss, the motion was made, second and carried to adjourn.


Mr. Richard Mathey, President

Attest:


Mr. Ed Tardoni, Secretary