

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

October 4, 2023

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on October 4, 2023, at 2:00 p.m. with Dr. Barbara Sowada, President, presiding.

CALL TO ORDER

Dr. Sowada welcomed everyone and called the meeting to order.

Dr. Sowada requested a roll call and announced there was a quorum. The following Trustees were present: Mr. Marty Kelsey, Mr. Craig Rood, and Dr. Barbara Sowada.

Excused: Ms. Kandi Pendleton.

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Mr. Taylor Jones, County Commissioner Liaison; Dr. Brianne Crofts, Medical Staff Services President, and Mr. Geoff Phillips, Legal Counsel.

Pledge of Allegiance

Dr. Sowada led the attendees in the Pledge of Allegiance.

Our Mission and Vision

Mr. Rood read aloud the mission and vision statements.

Mission Moment

Ms. Richardson shared a message from former Trustee, Mr. Ed Tardoni, and his wife, Mrs. Joanna Tardoni, and a beautiful photography print of the blue moon on a metal plate for hanging. Mr. Tardoni's note states a blue moon is a rare event that occurs only at the closest approach to earth. Mr. Tardoni said the print is reflective and the viewer can see their face in the photo. The lower left corner of this spectacular photo contains the words, "In this life we only meet people like you once in a blue moon." The note states the gift is given with the wish it will provide support and aid when the infusion nurses in the Cancer Center face a tough day. Ms. Richardson thanked the Tardonis and said she will forward the print to the Cancer Center to display where visitors and patients may see it.

AGENDA

The motion to approve the agenda as amended to table the Employee Policy under Old Business and affirm Mr. Rood as Vice President under New Business was made by Mr. Rood; second by Mr. Kelsey. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the September 6, 2023, regular meeting as presented was made by Mr. Rood; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

Commissioner Jones said he needed to leave the meeting early due to another meeting. Dr. Sowada thanked him for attending. Dr. Sowada announced the Trustees would break at 4:00 p.m. to participate in an event in The Healing Garden in support of the Hospital and Oncology Department cancer awareness event.

OLD BUSINESS

2023-24 Memorandum Of Understanding Between The Sweetwater County Board Of Sweetwater County Commissioners And The Memorial Hospital Of Sweetwater County

Dr. Sowada reviewed the process to-date regarding the Memorandum of Understanding (MOU). She said the Trustees approved an earlier version in August. Changes were made so approval of the final version is needed. Mr. Phillips provided an overview and said it is in effect for one year. He said it separates completely the Title 25 funds from what is budgeted for maintenance. Mr. Phillips expressed appreciation to the County Commissioners for their work through this process. The motion to approve the MOU as presented was made by Mr. Rood; second by Mr. Kelsey. Motion carried. Dr. Sowada thanked Ms. Richardson, Mr. Phillips, Commissioner Jones and everyone involved in the process.

NEW BUSINESS

FY23 Audit Report

Ms. Richardson introduced Mr. Darryn McGarvey from Clifton Larsen Allen (CLA) and thanked him for a great audit. She said CLA is very thorough and does an excellent job. Ms. Richardson said we learn from them every year. She said CLA has a great team. Ms. Richardson thanked the MHSC team and stressed this is a great team effort. Mr. McGarvey thanked the Hospital team and the Board of Trustees. He reviewed the audit report. Mr. McGarvey said the CLA staff that work on the Hospital audit primarily work on hospital audits only. The CLA team was onsite the first week in August and prepared the audit and financial statements with the assistance of MHSC staff. He said the Cerner EHR was the most significant item in the new accounting standard GASB96. Mr. McGarvey said material weaknesses are a major part of the process and there were none identified. He said CLA tries to bring things to the table every year to help the organization improve. He noted some of the impacts from COVID reflected in the presentation data. He said we have seen improvements in the operating loss per provider data over the past few years. Visits per FTE have increased. Days of cash on hand were at 100 days and we had a massive EHR conversion in the middle of all of this. Mr. McGarvey said all organizations increase days in A/R related to an EHR conversion. He said the key is how quickly we bring that back down and charity care has trended downward. Mr. McGarvey said there is information included in the audit report for board education. Dr. Sowada thanked Mr. McGarvey for his presentation. Mr. Kelsey thanked

Mr. McGarvey for his work and said they always do a great job. The motion to approve the FY23 Audit Report as presented was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

Human Resources Charter

Dr. Sowada said the HR Charter has been slightly amended and will be returned next month for approval.

Compliance Committee Charter

Dr. Sowada said this is the first read and we will bring the charter back next month for approval.

Governance Committee Charter

Dr. Sowada said the recommended changes are in the packet and asked Mr. Kelsey to review. She said this is the first read and we will bring it back next month for approval.

Finance & Audit Committee Charter

Mr. Kelsey reviewed the recommended changes and said we will bring the charter back next month for approval. Mr. Kelsey expressed appreciation to everyone working on the committee charters.

Vice President

Dr. Sowada said Mr. Rood accepted stepping into the Vice President position. The motion to appoint Mr. Rood as Vice President for the 23/24 year as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson reviewed person-centered care initiatives and highlighted the Patient & Family Advisory Council. She thanked the Medical Staff for working with us on the efforts to improve patient experience. Ms. Richardson provided a Critical Access Hospital status update. She gave a huge thank you to CLA and the MHSC audit team. The Board and Senior Leaders will meet November 13 and 14 for a Strategic Plan Retreat. Ms. Richardson said we continue to prepare for a visit from The Joint Commission for our survey. She thanked all staff for their work preparing. Quarterly Town Hall meetings are scheduled the week of October 16. Ms. Richardson said she attended the American Hospital Association Regional Policy Board meeting in Washington D.C. She met with many legislators and said we have to set the narrative for ourselves. She said she appreciates having the opportunity to attend. Ms. Richardson said we must keep the Hospital here for our community as a full-service hospital. She announced upcoming events and invited everyone to participate. She thanked staff, the Commissioners, physicians, the Board, and our community for supporting us to be here to take care of our community.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada said at last month's meeting, the Board's education was Veralon videos on quality. She said the videos asked what are the top 5 quality issues at your hospital? Dr. Sowada invited Dr. Kari Quickenden, Chief Clinical Officer, and Ms. Kara Jackson, Director of Quality Accreditation, Patient Safety, and Risk, to review highlights from the most recent Quality Committee meeting. They said their top 5 areas of focus are: 1) Medication Safety, 2) Sepsis, 3) Falls, 4) Patient Safety Processes & Principles in General, 5) Patient Experience. They said they all tie together and align with our Process Improvement and Patient Safety (PIPS) priorities. Ms. Jackson said over the last couple of years the entire organization has worked on quality and safety indicators. She said we have seen a lot of improvement. Collaboration through providers, staff, and various departments has made the difference. Ms. Richardson gave kudos to leaders making meetings happen to look at opportunities for improvement. Dr. Sowada thanked them for sharing the information and thanked everyone for all the work being done.

Human Resources Committee

Mr. Rood said the Committee focused discussions on updates to a policy on anti-harassment and non-discrimination.

Finance and Audit Committee

Capital Expenditure Requests - Mr. Kelsey said the Committee approved one capital expenditure request from staff. The motion to approve FY 24-15 for \$316,565 as presented for a budgeted sole source item from Siemens for replacement x-ray equipment was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

Information Technology Report – Mr. Kelsey noted the large number of systems the IT Department keeps running. He said it is a good department doing a lot of good things. Ms. Richardson said cybersecurity is a huge threat and thanked Mr. Terry Thompson, Director, and the staff for keeping us as safe as we can be. Mr. Thompson thanked Ms. Richardson and the Board for their support.

Bad Debt – The motion to approve the potential bad debt of \$1,519,194.77 as presented was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

Finance & Audit Committee Meeting Information – Mr. Kelsey said the report is in the meeting packet along with the financial data. He said it is a great report.

Building and Grounds

Mr. Kelsey said there is a lot going on and said the information is in the meeting packet.

Foundation

Dr. Sowada noted the report is in the meeting packet. Mr. Rood said the Foundation is working on replacing his position on the Board of Directors. He also asked everyone to save the date of February 3, 2024, for the next Red Tie Gala.

Compliance Committee

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

Governance Committee

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

Executive Oversight and Compensation Committee

Dr. Sowada said the Committee did not meet.

Joint Conference Committee

Dr. Sowada said the Committee has not met.

BOARD EDUCATION

Dr. Sowada said several people had difficulty accessing the webinar on The Governance Institute site. Mr. Kelsey said he was able to review the webinar and said it was very good and the topic of mental health is very serious. Dr. Sowada suggested revisiting discussion of the webinar at a later date.

MEDICAL STAFF REPORT

Dr. Crofts said she completed her proctoring of the DaVinci and will work with Urology and OB to help them move forward. She said we are very grateful Dr. Hoffman joined us as well as Dr. Poundstone. Dr. Crofts said the Medical Staff are working on bylaws updates and in the process of selecting Department Chairs.

GOOD OF THE ORDER

Mr. Kelsey suggested adding “personal vision for the Hospital” when the Trustees rotate through on sharing the mission and vision for the Hospital each month. Dr. Sowada said different lenses are like a kaleidoscope and suggested we may ask some of the staff to share their personal visions for the Hospital, as well.

Dr. Sowada thanked everyone in attendance and reminded everyone about the Cancer Center special ceremony in The Healing Garden at 4:00 p.m.

EXECUTIVE SESSION

The motion to go into executive session at 3:26 p.m. was made by Mr. Kelsey; second by Mr. Rood. Motion carried. Dr. Sowada said there would be a 10-minute break.

RECONVENE INTO REGULAR SESSION

The motion to leave executive session and return to regular session at 4:55 p.m. was made by Mr. Rood; second by Mr. Kelsey. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

The motion to approve the list of clinical privileges and granting appointments to the Medical Staff as discussed in executive session was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from September 12, 2023

1. Initial Appointment to Active Staff (2 years)
 - Dr. Brian Opferman, Emergency Medicine (U of U)
 - Dr. Arion Lochner, Emergency Medicine (U of U)
2. Initial Appointment to Associate Staff (1 year)
 - Dr. Daniel Kogan, Neurology
 - Dr. George Kingsley, OB/GYN
 - Dr. Mitchel Faulkner, Emergency Medicine (U of U)
 - Dr. Benjamin Verseman, Emergency Medicine (U of U)
 - Dr. Hannah Loewenberg, Emergency Medicine (U of U)
 - Dr. Rowan Kelner, Emergency Medicine (U of U)
3. Initial Appointment to Consulting Staff (1 years)
 - Dr. Holly Huang, Tele Stroke (U of U)
 - Dr. Veronica Moreno-Gomez, Tele Stroke (U of U)
 - Dr. Judea Wiggins, Tele Stroke (U of U)
 - Dr. Aaron Shoskes, Tele Stroke (U of U)
4. Reappointment to Consulting Staff (2 years)
 - Dr. William Brann, Cardiovascular Disease
 - Dr. Gregory Kenyherz, Tele Radiology (VRC)
 - Dr. Michael Rethy, Tele Radiology (VRC)
5. Reappointment to Non-Physician Staff (2 years)
 - Alisha Mackie, RN First Assist
6. Initial Appointment to Consulting Staff (2 years)
 - Dr. Alan Pratt, Tele Radiology (VRC)

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:56 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary