

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

October 6, 2021

The Board of Trustees of Memorial Hospital of Sweetwater County met via Zoom in regular session on October 6, 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, Ms. Kandi Pendleton, Dr. Barbara Sowada, and Mr. Ed Tardoni.

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Dr. Jacques Denker, Medical Staff President; Mr. Jeff Smith, Sweetwater County Commissioner Liaison; and Mr. Geoff Phillips, Legal Counsel.

Mr. Jones said the majority of committees did not meet in September and the ones that did kept things brief so that staff could take care of patients. Mr. Jones asked that we keep this meeting as brief as we can so that people can get to taking care of people. He said we need to continue to do that during the current events and be mindful of what staff need to be doing. He asked that community communication comments be kept to three minutes.

Pledge of Allegiance

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

Our Mission and Vision

Mr. Tardoni read aloud the mission and vision statements.

Mission Moment

Ms. Richardson shared a patient story regarding Dr. Cody Christensen and Dr. Christopher Hunnicutt. She said we are fortunate to have them at MHSC.

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 September 1, 2021, regular meeting as presented was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

COVID-19 Preparation and Recovery – Incident Command Team Update

Ms. Kim White, Incident Commander and Director of Emergency Services, reported we have had 84 admissions from Covid since August 1 with 10 current and as many as 19 at one time. We have seen an increase in Covid as well as non-Covid. Ms. White submits reports to the State and we have been at the “crisis” level a couple of times in the past two weeks. Our current level is “contingency.” Ms. White reported we are seeing eight to ten patients with Covid daily. We have set up over 60 patients, the majority with Covid, to go home with oxygen. The swabbing station is performing 120-180 tests daily. Ms. White reported the Walk In Clinic has been very busy with approximately 50% of daily patients with Covid. We have increased monoclonal infusions and those are on an outpatient basis. We offer drive-thru vaccines two days each week. We have been having a good turnout with people getting their booster vaccinations. Ms. White said we are hoping the community will rally and get their initial vaccines. She said over 90% of patients with Covid who have been hospitalized and need critical care have not been vaccinated. She said we are begging our community to take care of themselves. Ms. White reported the University of Utah is accepting transferred patients on a case-by-case basis whether they have Covid or not. She said we continue giving great patient care. Ms. White reported representatives from the National Guard are onsite and have been very helpful. Mr. Jones thanked Ms. White for her report with specifics about what is going on. He asked her to give the Board’s thanks to everyone for everything they are doing.

Termination and Appeals Policy, Introductory Period Policy, Rules of Practice Governing Hearings

Mr. Jones said placeholders remain on the agenda for the Termination and Appeals Policy, the Introductory Period Policy, and the Rules of Practice Governing Hearings.

Medical Staff Bylaws

Ms. Kerry Downs, Director of Medical Staff Services, reported Dr. Denker was meeting with patients and she offered to provide an update. She reported the plan is to have the bylaws reviewed by legal counsel and then go to the general medical staff to vote on them November 17.

NEW BUSINESS

FY21 Audit Report

Mr. Jones introduced Mr. Daryn McGarvey and Mr. Dan Deyle from Clifton Larsen Allen. Mr. Jones thanked them for their work and advice over the years. Mr. McGarvey presented the audit and said it was a high-level overview. He said he spent time reviewing the details with the Finance and Audit Committee the previous week. Mr. Deyle reviewed financial highlights. Mr. McGarvey

said retention of staff is the largest challenge facing the Hospital and the majority of all hospitals in the nation right now. He said it was a good, clean audit and hospital staff and the Board provided their full cooperation. Mr. McGarvey noted some recommended areas for the Board to spend their time and focus with emphasis on to consider consumer preferences. He said we are seeing less brick and mortar and more collaborative relationships. Mr. Jones thanked the auditors and hospital team. Ms. Tami Love, Chief Financial Officer, thanked the auditors and her team. Mr. Tardoni said the medical staff has been faced with so much and so has our finance staff and they are doing a great job. Ms. Richardson thanked Clifton Larson Allen and said they have been great partners for us. She said we are very happy with the support they provide to us. Ms. Richardson gave a huge shout out to Ms. Love and her team for the excellent audit. She said it did not happen by accident. The motion to approve the FY21 audit as presented was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried.

Policy Stat Approvals for Board Committees

Mr. Jones asked for the Board's pleasure to discuss or think on it and come back next month. Mr. Kelsey asked to have the information sent out again for review. The Board agreed to discuss at the November meeting.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson read aloud a letter from senior leaders. She reported staff have been amazing in working so hard to take care of all of our patients. She said everyone has been helpful and willing to assist with anything and everything. Ms. Richardson said the Board has been very supportive. She thanked the Board for canceling committee meetings and commended them for their support of taking care of our patients. She said we are evaluating cancellations of any meetings in October. Ms. Richardson reported senior leaders continue to meet weekly and track quality, safety, compliance, and projects. She said our new Cerner go live date is February 28, 2022. Ms. Richardson provided a brief update on refinancing our debt. She said she feels our community is very fortunate to have this facility here to meet the needs of all of our patients. Ms. Richardson said it has been a tough time and she appreciates staff for hanging in there and thanked the Board for their support as we get through this together.

COMMITTEE REPORTS

Quality Committee

Dr. Sowada said the Committee did not meet.

Human Resources Committee

Dr. Sowada said the Committee did not meet.

Finance and Audit Committee

The motion to approve the net potential bad debt of \$715,979.02 presented by Mr. Ron Cheese, Director of Patient Financial Services, was made by Mr. Tardoni; second by Mr. Kelsey. Motion carried.

Building & Grounds Committee

Mr. Kelsey said there is no report this month.

Foundation

Ms. Tiffany Marshall, Foundation Executive Director, reported they received the final payment of the Francis Rappy Estate of \$228,717 towards the end of July/early August and we are very excited to get that and close that out. Ms. Marshal reported the golf tournament revenue was \$23,615 with our profit just over \$16,000. She said we are excited to hit those numbers with the constraints during Covid. Ms. Marshall said the Board of Directors met the previous month. They want to move forward with a virtual Red Tie event in February 2022.

Compliance Committee

Mr. Kelsey said the Committee is transitioning to Quality in terms of leadership. He reported Ms. Suzan Campbell, In House Counsel, has drafted a new charter and new policies. Mr. Kelsey said he is not sure when the Committee will meet as staff are tied up with Covid. He said he appreciates the activity and efforts.

Governance Committee

Dr. Sowada said the group met. The minutes are not in the packet. They will be added to the portal. The conversation was all about staffing and the challenges of staffing.

Executive Oversight and Compensation Committee

Mr. Jones said the Board will discuss in executive session.

Joint Conference Committee

Mr. Jones said there is nothing new to report.

CONTRACT REVIEW

Contract Consent Agenda

Ms. Richardson reviewed the Summit Pathology agreement. She said recruiting for pathology is difficult as the trend is working as groups rather than individual agreements. She said we made a decision to move forward with this contract. Ms. Richardson asked Ms. Mary Fischer, Director of Laboratory Services, to review the agreement details. Ms. Fischer said we are planning for a fairly

seamless process with these changes. Ms. Richardson said she will bring a contract next month for Dr. Cielette Karn to be onsite one time per week and serve as the medical director. The motion to approve the agreement as presented was made by Ms. Pendleton; second by Mr. Tardoni. Motion carried.

MEDICAL STAFF REPORT

Dr. Denker reviewed a physician quality measures presentation. Dr. Sowada thanked Dr. Denker for the information and efforts. Dr. Denker said the medical staff appreciates the Board. Ms. Richardson commended the medical staff and quality department. She said quality measures are discussed at every meeting. She said the desire to want to do better is evident and inspiring. Mr. Jones thanked Dr. Denker.

GOOD OF THE ORDER

Mr. Jones expressed appreciation to everyone at the Hospital.

Mr. Tardoni reported the State Miner's Board met earlier in the day. They are trying to get the word out about the program. He asked anyone interested in learning more to contact the State Miner's Board.

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 an eight-minute break and reconvene in executive session at 3:40 PM. The motion to go into executive session was made by Mr. Tardoni; second by Ms. Pendleton. Motion carried.

RECONVENE INTO REGULAR SESSION

At 4:34 PM, the motion to leave executive session and return to regular session was made by Mr. Kelsey; second by Mr. Tardoni. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Approval of Privileges

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

Credentials Committee Recommendations from September 14, 2021

1. Initial Appointment to Locum Tenens Staff (1 year)
 - Dr. Roger Young, Hospitalist
 - Dr. Haresh Visweshwar, Hospitalist
2. Initial Appointment to Consulting Staff (1 year)
 - Dr. Libo Wang, Cardiovascular Disease (U of U)
 - Dr. Anees Daud, Cardiovascular Disease (U of U)

3. Reappointment to Consulting Staff (2 years)
 - Dr. Gregory Kenyherz, Tele Radiology (VRC)
 - Dr. Michael Rethy, Tele Radiology (VRC)
 - Dr. William Brann, Cardiovascular Disease (Heart & Lung Institute)
4. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Philip Najm, Emergency Medicine (U of U)
 - Dr. Jonathan Roddy, Emergency Medicine (U of U)
 - Dr. James Rao, Hospitalist
5. Additional Privileges
 - Dr. Joshua Binks – Naso-Laryngoscope Privileges
6. New Business
 - Dr. Philip Najm Disaster Privileges

The motion to deny the claim presented in executive session was made by Dr. Sowada; second by Mr. Tardoni. Motion carried.

ADJOURNMENT

Mr. Jones thanked everyone. There being no further business to discuss, the meeting adjourned at 4:35 PM.

Mr. Taylor Jones, President

Attest:

Mr. Marty Kelsey, Secretary