

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

September 12, 2018

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on September 12, 2018, at 2:00 PM in a meeting room at Castle Rock Hospital District in Green River, Wyoming, with Mr. Richard Mathey, President, presiding.

CALL TO ORDER

Mr. Mathey called the meeting to order. He said pursuant to a motion at the August meeting, the Board was holding their September meeting at Castle Rock in Green River.

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, Chief Executive Officer, Dr. David Dansie, Medical Staff President; Mr. John Kolb, Sweetwater County Board of County Commissioners Liaison. Mr. Jim Phillips, Legal Counsel, arrived later in the meeting.

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

APPROVAL OF MINUTES

The motion to approve the minutes of the July 26, 2018, special meeting with the Foundation Board of Directors as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

The motion to approve the minutes of the August 1, 2018, regular meeting as presented was made by Mr. Jones; second by Mr. Tardoni. Motion carried. Mr. Mathey referenced the information in the minutes regarding amending the bylaws. He said we must keep scrupulous track of the bylaws in effect. Mr. Mathey stressed the importance of keeping good records and said he is very dedicated to keeping scrupulous track of information. Mr. Mathey called attention to the "old business" section of the agenda. He said he is trying to prevent anything from coming before the Board of Trustees for passage unless it came from a committee. The policies not ready for prime time should be taken to a committee first. Mr. Kelsey thanked Mr. Mathey for restructuring the agenda.

The motion to approve the minutes of the August 28, 2018, special meeting with the General Medical Staff as presented was made by Mr. Jones; second by Mr. Kelsey. Motion carried. Dr. Sowada abstained.

COMMUNITY COMMUNICATION

Mr. Mathey invited members of the community to address the Board. Mr. Bob Gordon said he is the Chairman of the Castle Rock Hospital District Board. Mr. Gordon said they appreciate what the Board is doing and look forward to future collaboration opportunities for the benefit of our community. Mr. Mathey said both boards share that sentiment. He said it is time both look at concrete ways to support each other. Mr. Mathey said we must collaborate and cooperate. He said next steps should be finding ways to make that possible. Ms. Bobbi Jo Drozd from Mission at Castle Rock thanked the Board for the collaborative efforts. She said they are making great strides in decreasing readmissions. She said she thinks a great deal of credit goes to Dr. Dansie. Ms. Drozd thanked the Board for their support in working together.

MEDICAL STAFF REPORT

Dr. Dansie requested a brief amendment to the agenda to discuss credentials so some staff could return to the Hospital. Mr. Mathey said the item was placed on the agenda for the convenience of attendees and made a decision to leave the agenda as published.

Dr. Dansie presented a request for approval to change the timing of the medical staff radiation safety committee meetings from three times per year to annually or semi-annually. The motion to approve the change as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

Dr. Dansie reported the Medical Executive Committee met with Mr. Healey September 11 to review the bylaws. Ms. Suzan Campbell, Chief Legal Executive and General Counsel, reported her understanding is the final draft will be presented to the General Medical Staff in October or November and then to the Board for approval in December. Mr. Mathey said the appropriate referral is to the Joint Conference Committee so that the Committee can work through the same set of bylaws before presenting them to the Board for approval. Dr. Dansie said he will call a Joint Conference Committee meeting when he has the final set of bylaws in-hand. Mr. Mathey said the Committee membership is Dr. Augusto Jamias, Dr. Dansie, Mr. Mathey, and Mr. Tardoni.

Dr. Dansie reported no sub-committees met since the last Board meeting.

OLD BUSINESS

For Board Approval

Plan for Providing Patient Care Services and Scopes of Care

Ms. Campbell said the information was presented at the August meeting. Many comments for changes were gathered and incorporated. She said approval by the Board is a Joint Commission requirement. Mr. Tardoni asked a question regarding "Chinese Medical Association" on page 21. He requested two changes: a missing space between "25" and "patients" in the Security Department section, and "shock" instead of "shack" therapy in the Surgical Services section. The

motion to approve the Plan for Providing Patient Care Services and Scopes of Care as presented in the meeting packet with the two changes requested by Mr. Tardoni was made by Dr. Sowada; second by Mr. Jones. Motion carried. Mr. Kelsey asked if the document is updated every year and presented for approval. Ms. Kari Quickenden, Chief Clinical Officer, confirmed it is. Mr. Kelsey said it would be nice if one person coordinated the update in the future. Mr. Mathey suggested a committee be responsible for the update. Dr. Sowada said Ms. Robin Fife, Clinical Administrative Assistant, did a fabulous job of gathering information and performing clean up on the document.

Compliance Committee Charter

Mr. Mathey said two ad-hoc committee meetings were held with the purpose to take the topic and integrate into the overall operations of the Hospital. Mr. Tardoni volunteered to do a draft committee charter. At the next meeting, Mr. Clayton Radakovich, Director of Compliance and Risk Management, did a draft more appropriate for a staff compliance committee. Mr. Mathey reconciled the two drafts. He said the plan going forward is to have Mr. Radakovich establish the process he needs. He began with a draft corporate compliance plan. Mr. Tardoni said the working committee had included two Board members. He asked to remove the two trustees because that's the working committee and referenced governance vs. management. Mr. Radakovich said there are no Joint Commission requirements for this because it is above this level. He feels the charter is the right direction and a good model and will work very well for us. Mr. Mathey noted the version in the packet needs to be updated with a footnote of "9/4/18." He said he is insisting on that addition to the Board's work product. The motion to approve the Compliance Committee Charter as presented was made by Mr. Tardoni; second by Mr. Jones. Motion carried.

Conflict of Interest Policy

Ms. Campbell said the policy was approved at the August meeting. The request at this point is to approve the format of the policy. Mr. Mathey noted the heading of the policy in the meeting packet with the original adoption date of May 4, 2011, and the revision date of August 1, 2018. The motion to approve the format of the Conflict of Interest Policy as presented was made by Mr. Kelsey; second by Dr. Sowada. Motion carried.

Outstanding – Not Ready For Board Consideration

Mr. Mathey listed the following items as not ready for Board consideration:

- Drug and Alcohol Policy for Staff
- Drug and Alcohol Policy for Employed and Credentialed Physicians
- Policy or Plan RE Inspections for Weapons
- Employee Corrective Action Policy
- Employee Grievance Procedure and Conflict/Dispute

Mr. Tardoni said he and Mr. Kelsey asked in the Human Resources Committee to hold things up until they considered a work method process. That was adopted at the last meeting and assures

that the group will follow it and move items forward. Mr. Mathey offered to share Mr. Tardoni's work method with other committees.

NEW BUSINESS

None.

CEO REPORT

Ms. Richardson referenced the 2018-2021 Strategic Plan information included in the packet. She reviewed each item and said she will present progress reports to the Board quarterly. She thanked the executive leadership team and the staff for putting the plan together. Ms. Richardson said she feels the plan is obtainable and focused. Mr. Kelsey asked how new employees will obtain the training referenced in the plan. Ms. Richardson said we will have a plan in-place to onboard all employees. She said we want to make sure everyone learns the processes. We will have the first wave and then it will build on itself. Dr. Sowada asked if there is a concern of having a completion date so far out. Ms. Richardson said she feels we will be done well before then and the date references it will be ongoing. Mr. Mathey stressed the plan is not an outline, it is the plan. He said the Board will vote on the plan timelines and measurables at the October meeting. He said he applauds its brevity. Ms. Richardson said we are introducing a new "Shhhhh! Campaign" to improve our patient experience with helping keep noise low to help our patients heal. Noise is an element in our CMS (Centers for Medicare and Medicaid Services) HCAHPS (Hospital Consumer Assessment of Healthcare Providers and Systems) score. Ms. Richardson announced the Hospital was awarded a Wyoming Quality Excellence Award for 2018 from the Mountain Pacific Quality Health organization. Seven hospitals received the award with MHSC receiving the highest score. Ms. Richardson commended Ms. Amanda Molski, Quality Director, for putting together an excellent application. Ms. Richardson reported MHSC received Storm Ready certification/deemed status. She said we had a very nice turn out of staff and physicians at our booths at the county fair which resulted in great exposure for us. Ms. Richardson thanked all of the volunteers helping with all of the summer events and activities. Mr. Mathey and some of the MHSC leaders attended the Wyoming Hospital Association annual meeting in Laramie. Dr. Sowada, several physicians, and a small group of leaders plan to attend a Governance Institute Leadership Conference in Colorado Springs in October. Ms. Richardson reported on recruitment efforts for a Pulmonologist, Orthopedic Surgeon, and Pediatrician. She said Mr. Benton Lyons of the University of Utah asked her what other services we are interested in having in Rock Springs. She said that is what our affiliation with them is all about. We currently have cardiology and maternal fetal medicine. We hope to have more focus on how to proceed following the completion of a community needs assessment. Ms. Richardson reported she will conduct Town Hall meetings in October. A "Paint the Town Pink" cancer prevention and awareness event is scheduled October 5 at the Broadway Theater in Rock Springs. As part of Ms. Richardson's physician retention plan, she is hosting a family movie night September 17 and a medical staff costume party October 23. She invited the Trustees to participate in our October 31 Community Halloween Trick or Treat event. She said we had approximately 1,300 children and their families visit us last year. Ms. Richardson said Trustees are invited to attend a medical staff dinner and meeting at Santa Fe Trail in Rock Springs September 25. The Foundation Board of Directors and executive leaders are also invited. Ms. Richardson said plans for the MHSC 125th Birthday

Celebration are underway. The November 8 event from 5-7 PM will offer prizes, speakers, refreshments, and some great history about the Hospital. As part of employee retention, a staff kick ball event is scheduled September 22 at the WWCC ball field. The idea came from feedback from the staff and Ms. Campbell asked Ms. Tiffany Marshall, Foundation Director, to organize the event.

COMMITTEE REPORTS

Building and Grounds

Mr. Tardoni referenced the report by Mr. Jim Horan, Facilities Director, in the Finance and Audit Committee section of the meeting packet. He said he and Dr. Sowada have asked the Committee to focus on mechanical things. Mr. Tardoni said money is a matter for the Finance and Audit, not Building and Grounds. Mr. Tardoni said he doesn't want Mr. Horan to have to repeat himself twice. Mr. Tardoni said Mr. Horan had invited ST&B Engineering, a consulting firm, to make a presentation of over \$7M in hospital needs to the Building and Grounds Committee. Mr. Tardoni said the CEO has the authority to enter into a contract for ST&B to prioritize those things that need to be done. Mr. Tardoni reported he has requested some information including metrics from Mr. Horan to provide starting with the next Building and Grounds Committee meeting. Mr. Tardoni said if the Board pays attention to those metrics, the Board will see if there's more than we can handle. He asked for it so the Board can stay informed. Mr. Jones said he thinks that's crossing the line and feels like heavy management on the side of the Board. Mr. Tardoni said he characterizes it much the same as the metrics going to the Quality Committee. Dr. Sowada said her perspective is Mr. Horan is providing a metric with work orders trending up. The Board knows management is watching but this is another way to see trends. Mr. Jones said he just does not want the Committee to be a go-around. Mr. Tardoni said if that metric is there, the CEO will have already seen it and reacted. Ms. Richardson said it seems like it would be blurring the line a bit. She said we will see them but it's up to Ms. Richardson to make the recommendations. Mr. Jones said it is easy to become a managing committee. Mr. Tardoni said he understands the concern but that isn't the intent of looking at the metric. He said it is just to give a general sense of how things are going. Mr. Horan said what Mr. Tardoni is asking for is information easily accessible and he is willing to give it a try. Mr. Kelsey said he personally likes the idea of metrics in all the committees. He thinks the Board should consider in a strategy session setting some broader-based goals for the committees and see if the Hospital can meet and track those goals. Dr. Sowada said the Board is doing their diligence in creating a record for the future. Mr. Jones asked why there is a need for a consultant. Mr. Tardoni said the technical work requires a consultant in this area. Mr. Kelsey said the Board has not really set a goal around our percentage of operating margin. He said the budget shows a mathematical computation. He said it might take a working session of the Board to work through some of these things based on assumptions and not on strategic goals. Mr. Kelsey said that, as a government board, they need to be very mindful, proactive, and intentional in setting out what they want for their goals in these areas.

Compliance

Mr. Mathey said the charter states as the President of the Board of Trustees he cannot serve on the Committee. Mr. Tardoni is currently serving on the Committee. Dr. Sowada volunteered to serve. Mr. Mathey appointed Dr. Sowada to service on the Committee.

Executive Oversight and Compensation

Mr. Mathey reported the Board formulated evaluation questions for the Board to evaluate the CEO. He said the evaluations have been completed and compiled. The next step is to share the results with Ms. Richardson and then share with the Board of Trustees. Mr. Mathey said the Board will set goals with Ms. Richardson.

Finance and Audit

Capital Expenditure Requests: Mr. Kelsey said the Committee is holding capital expenditure request FY 19-3. The motion to approve capital expenditure request FY 19-4 for \$29,983.68 for a flexible video cystoscope was made by Mr. Kelsey; second by Mr. Jones. Motion carried. The motion to approve capital expenditure request FY 19-5 for \$55,937.84 for Dell desktop computers was made by Mr. Kelsey; second by Mr. Jones. Motion carried. The motion to approve capital expenditure request FY 19-6 for laptops for provider use for \$32,652 was made by Mr. Kelsey; second by Mr. Jones. Motion carried.

Narratives: Ms. Tami Love, Chief Financial Officer, reviewed the narrative highlights included in the meeting packet. She said we are projecting to break even for August. Ms. Love said the audit has been completed and the auditors will call in for the September Finance and Audit Committee meeting. They will present to the full Board at the October 3 meeting. Dr. Sowada asked about labor and delivery projections. Ms. Leslie Taylor, Clinic Director, said numbers are trending up. Ms. Love reported seven key financial indicators (Operating Margin, Total Profit Margin, Days Cash on Hand, Net Days in AR, Average Age of Plant, Long Term Debt to Capitalization, and Debt Service Coverage) will be included in the Finance and Committee meeting packet each month moving forward. Mr. Kelsey said setting the Standard & Poor's rate as a goal is really difficult. He thinks we can work towards influencing them.

Bad Debt: The motion to approve the net potential bad debt for \$969,666.82 as presented by Mr. Ron Cheese, Patient Financial Services Director, was made by Mr. Jones; second by Mr. Tardoni. Motion carried.

Investment Recommendation: The motion to approve the investment recommendation of \$17,082,059.37 as requested was made by Mr. Kelsey; second by Mr. Jones. Motion carried. Mr. Kelsey said the Committee discussed our investments currently at Bank of the West (BOTW) and the Committee voted to recommend to the Board that funds currently invested be withdrawn with the proviso senior management come back with a strategy that is prudent. Ms. Love said they have not put the plan together yet. They had already sent out letters to all banks looking at the best ways to invest our funds. Mr. Mathey said he did not understand the status to the Board at this time. Mr. Kelsey said he felt as a key component of the County, and the County voted that

way, the State voted that way, the Committee felt we should go that way. Mr. Jones asked if we support our own or not. Mr. Tardoni shared his personal experience with mining and his personal views. Mr. Tardoni read the mission statement. He said he did not think the Board should vote to make a political statement to benefit one over another. He said if the BOTW cannot benefit us with returns for the financial wellbeing of the Hospital, then we should look at other organizations. Mr. Jones said BOTW is not supporting our mission statement. Mr. Kelsey said the interest rate with BOTW is horrible and he is interested to see what Ms. Love and her staff come up with. Dr. Sowada said she is of the opinion it needs to be what makes the most financial sense. She is more interested in the bottom line. Mr. Mathey said he sees it like Dr. Sowada and Mr. Tardoni see it. If the decision is to be made, he said it needs to be a business consideration not a political one. Mr. Mathey said it is a mistake to interject politics into the Board. Mr. Kolb said the Board should consider the 6 cent impacts and issue thereof. He said as the liaison, he would put that out there because it is a reality.

Mr. Phillips asked to be excused from the meeting and left at 4:11 PM.

Foundation Board

Ms. Marshall reported the Baker family purchased two sleeper chair recliners for the medical floor in honor of and following the loss of a dear family member.

Governance

Dr. Sowada said she assumed everyone completed their online survey and we are now waiting for the survey results. Mr. Mathey said the results will be presented by the CEO to the Board when they are prepared and available.

Human Resources

Ms. Richardson reported the Arthur J. Gallagher Company presented three different options for health insurance: UMR, BCBS and UUHP. She said the desire is to bring the information to the Committee to choose a program and ask the Board for approval for a January effective date.

Quality

Dr. Sowada said the QAPI plan is the staff level annual quality plan. The plan was approved by the Quality Committee. It is now presented to the full Board for approval. Dr. Sowada said it is thorough, well-written, vetted by staff and the Quality Committee, and has everything it needs to contain. Dr. Dansie said the Medical Executive Committee had a couple of questions and requested flexibility in the CMS-related work plan information. The strategic plan in the appendix will need to be updated following approval by the Board in October. Dr. Sowada said this is a good example of how we need to make sure our timelines mesh better. She said we somehow need to get a timeline so everyone can get input in at the right time. Dr. Sowada said one of the strategic goals for the Board Quality Committee is to get us all on the same page. She said there is a huge spectrum of knowledge on this Board. She said we will be spending some of our meeting time getting all on the same page. She asked why should one group slow another

one down? Mr. Tardoni said in the Human Resources Committee, they designated one person to collect comments with a deadline. Ms. Campbell said there may be changes to the work plan based on CMS and the Joint Commission. That information in the plan serves as a placeholder. The motion to approve the QAPI plan as presented was made by Mr. Jones; second by Dr. Sowada. Motion carried.

CONTRACT REVIEW

Contract Consent Agenda

Mr. Mathey said he wanted to discuss the University of Utah Air Med agreement. He asked for a change in wording in section 2.3 from “patients in central Utah” to “patients in southwest Wyoming.” Ms. Campbell said she would make that change and bring the agreement to the Board in October.

Dr. Banu Symington, Hematology/Oncology, distributed a framed letter for the Board to see regarding a paper published regarding rural vs. urban cancer outcomes. She reviewed the need for the research agreement with the University of Utah. Mr. Tardoni asked if our involvement in clinical trials will increase our liability insurance costs. Ms. Richardson said we will investigate any increases to rates. Dr. Symington said there are no other cancer centers in the state of Wyoming participating in clinical trials. Dr. Dansie said he thinks this will have a positive impact.

The motion to authorize the CEO to sign the agreements as presented on behalf of MHSC, with the exception of the University of Utah Air Med agreement and noting the University of Utah affiliation amendment and research affiliation agreements will then be forwarded to the Board of County Commissioners for approval, was made by Dr. Sowada; second by Mr. Jones. Motion carried.

Contracts Approved by CEO Since Last Board Meeting

No comments.

GOOD OF THE ORDER

Dr. Sowada thanked the Board for the flowers and card. She said her recovery is going well.

Mr. Mathey again thanked the doctors and staff at the Hospital and Air Med for their care of him. He said the images from his CT scan on the new scanner were astounding.

Mr. Kelsey thanked Ms. Fife and others involved in providing access to the Trustees for Policy Stat. He encouraged everyone to check the policies out. Mr. Tardoni said it is a wonderful resource to see what is current.

Mr. Jones listed some positive things happening at the Hospital. He said “hat’s off” to Ms. Richardson and her staff. He said the day-to-day stuff doesn’t just happen magically.

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 5:48 PM.

The motion to approve the August 13, 2018 Credentials Committee Recommendations as follows for appointment to the Medical Staff was made by Dr. Sowada; second by Mr. Jones. Motion carried.

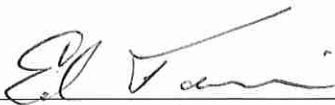
1. Initial Appointment to Associate Staff (1 year)
 - Dr. Benjamin Jensen, Anesthesia
2. Initial Appointment to Locum Tenens Staff (1 years)
 - Dr. Colin Little, Emergency Medicine (U of U)
3. Initial Appointment to Consulting Staff (1 year)
 - Dr. Majd "Mark" Ibrahim, Cardiology (U of U)
 - Dr. Jorge Ramirez Romero, Cardiology (Casper Cardiology/Cedars Health)
4. Reappointment to Active Staff (2 years)
 - Dr. Joseph Oliver, Orthopaedic Surgery
5. Reappointment to Locum Tenens Staff (1 year)
 - Dr. Philip Craven, Emergency Medicine (U of U)
6. Reappointment to Consulting Staff (2 years)
 - Dr. Jean Stachon, Public Health/Family Practice
 - Dr. Clint Allred, Cardiology (U of U)
 - Dr. Anna Catino, Cardiology (U of U)
 - Dr. Rashmee Shah, Cardiology (U of U)
 - Dr. Gavin Arnett, Tele Radiology (VRC)
7. Dr. Daryl McLaren, Emergency Medicine (U of U)
 - Withdrew his application, he resigned from the U of U fellowship program.

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