

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

April 3, 2024

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on April 3, 2024, 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: Judge Nena James, Mr. Marty Kelsey, Ms. Kandi Pendleton, Mr. Craig Rood, and Dr. Barbara Sowada.

Officially present during the meeting: Ms. Irene Richardson, Chief Executive Officer; Mr. Taylor Jones, Sweetwater County Commissioner Liaison.

Pledge of Allegiance

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

Our Mission and Vision

Judge James read aloud the mission and vision statements.

Mission Moment

Ms. Richardson shared a positive personal family experience. She said everyone involved was kind, efficient, and very compassionate. It made a not-so-great situation very good. She said her family member hears her talk about our mission and they could feel it and said we are doing great things. Ms. Richardson thanked everyone who was part of that process. She said she is very proud of our staff.

Dr. Sowada said she was here with Judge James. Ms. Melida Marin, Patient Financial Navigation, talked to both of them about her job. Dr. Sowada said Ms. Marin is so passionate about it and shared a story about providing something very important for a patient and Dr. Sowada said that exhibits such compassionate care.

AGENDA

The motion to approve the agenda as presented was made by Judge James; second by Mr. Rood. Motion carried.

APPROVAL OF MINUTES

The motion to approve the minutes of the March 4, 2024, regular meeting as presented was made by Ms. Pendleton; second by Mr. Kelsey. Motion carried.

COMMUNITY COMMUNICATION

There were no comments.

OLD BUSINESS

Medical Staff Bylaws

Dr. Sowada said they remain under review.

Employee Policies

Non-Discrimination & Anti-Harassment: Dr. Sowada said the biggest change was pulling some information out and creating the Consensual Relationships Policy. We will bring this back for action in May.

Consensual Relationships: The motion to approve the Consensual Relationships Policy as presented was made by Ms. Pendleton; second by Judge James. Motion carried.

NEW BUSINESS

Board of Trustees Bylaws

Mr. Kelsey said Dr. Sowada appointed a subcommittee to review the bylaws. He said a few Trustees and some staff met and took some suggestions and made some minor updates and clarifications. He said the only real substantive change was adding a provision that community members can be appointed to board committees. Dr. Sowada said she learned more about that at a recent conference. She said this is a first read for review. Judge James said she was happy with the work they did. Ms. Richardson said the Committee did good work and she likes the additions. She thinks it was time well-spent. Dr. Sowada said questions and concerns should be forwarded to Mr. Kelsey. She thanked everyone for their work and said we will bring the bylaws back for action at the May meeting.

Board of Trustees Calendar

Dr. Sowada said the idea behind a board calendar is a way to keep people on track. She said she carries a lot of the institutional memory and as people come and go, it could be a useful tool. She asked for input and asked Ms. Richardson to share with Leadership to make sure we have captured everything. She said we are trying to level things out throughout the year. Dr. Sowada asked people to e-mail comments, questions, and changes to her. She said we will bring the calendar back to the May meeting.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Richardson provided an update on strategic plan initiatives related to patient experience, quality and safety, community and growth, employee experience, and financial stewardship. She is working with Senior Leaders and our consultant to put together the process to provide strategic plan status updates to the Board quarterly. Ms. Richardson said she can't say enough thanks to the staff for the hard work they do and said she knows our community is grateful.

COMMITTEE REPORTS

Executive Oversight and Compensation Committee

Dr. Sowada said the Committee is to meet for oversight of the CEO. They have been focusing more on onboarding for Judge James. Dr. Sowada said they plan to do that for the next couple of months.

Joint Conference Committee

Dr. Sowada said the meeting to review the Medical Staff Bylaws was rescheduled for sometime in April.

Building and Grounds

Mr. Kelsey asked Mr. Rood to provide an update. Mr. Rood said the information is in the meeting packet. He said we need to figure out the exact timeline for the SLIB funds for projects. Ms. Tami Love, Chief Financial Officer, and Ms. Richardson said they do not have an update yet.

Compliance Committee

Ms. Pendleton said the Committee did not meet.

Governance Committee

Dr. Sowada said one of the items discussed in the meeting minutes was Wyoming Hospital Association training about the Board President being bonded in addition to the Treasurer. Ms. Suzan Campbell, In House Counsel, researched and found that is not an issue.

Quality Committee

Ms. Pendleton encouraged everyone to review the executive summary in the meeting packet.

Human Resources Committee

Ms. Pendleton said there was nothing to report.

Finance and Audit Committee

Mr. Kelsey said we had another great financial month for February. He said it is the latest in a string of several good months. Mr. Kelsey encouraged everyone to review the financial information. Ms. Richardson said we have had higher volume and we are focusing on managing our expenses. Dr. Sowada thanked the staff for their efforts.

Groathouse GMP Approval for Laboratory Expansion Project: Mr. Kelsey reported we received the Guaranteed Maximum Price (GMP). He said we are scheduled to start in late May with subcontractors here in August 2025 for the lab renovation and addition project. The motion to enter into a contract with Groathouse for renovation and addition of the lab on campus for \$9,005,423 and for the contract provision presented was made by Mr. Kelsey; second by Mr. Rood. Motion carried.

Bad Debt: The motion to approve the potential bad debt of \$1,515,144.64 for February, and \$1,537,546.50 for March as presented was made by Mr. Kelsey; second by Judge James. Motion carried.

Foundation Board

Mr. Rood said the Foundation Board had a farewell party for the former Director. Ms. Richardson said they have put together a small committee for the search for a new Director. She said she thinks we have good interest. Mr. Matt Jackman, Foundation Board President, will lead until a new Director is identified. Mr. Rood said the Red Tie Gala was very successful and we celebrate that success as we move forward.

CONTRACT REVIEW

Contract Approved By The CEO Since Last Board Meeting: Dr. Sowada asked Ms. Richardson to provide a brief overview of the Varian Medical Systems agreement. Dr. Sowada said the Helmsley article in the newspaper was very nice. She said this is a great gift to our community.

BOARD EDUCATION

Dr. Sowada asked for discussion regarding the assignment of Veralon programs on compliance programs. Ms. Pendleton said there are over 600 federal regulations for healthcare. She said she thought it was a very good overview. Dr. Sowada said we meet the criteria and thanked the staff. She distributed a "How Well Do You Know Your Hospital?" quiz to everyone at the meeting.

MEDICAL STAFF REPORT

Dr. Crofts was called away to care for patients.

GOOD OF THE ORDER

There were no comments.

EXECUTIVE SESSION

The motion to go into executive session at 3:10 p.m. to consider or receive any information classified as confidential by law was made by Ms. Pendleton; second by Judge James. 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 4:22 p.m. was made by Ms. Pendleton; second by Judge James. Motion carried.

ACTION FOLLOWING EXECUTIVE SESSION

Pursuant to the notice provided in the agenda, the Board of Trustees held discussions and action was taken.

A motion to amend the meeting agenda to include approval of Otolaryngology Privileges, Mako Robotic Privileges, OB/GYN Privileges, and Urology Privileges as presented by the Credentials Committee was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

The motion to approve the privileges as presented was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

The motion to grant clinical privileges and appointments to the Medical Staff as discussed in executive session was made by Ms. Pendleton; second by Judge James. Motion carried.

Credentials Committee Recommendations to the Board of Trustees for Granting Clinical Privileges and Granting Appointment to the Medical Staff from March 12, 2024

1. Initial Appointment to Associate Staff (1 year)
 - Dr. Ethan Tumarkin, Cardiovascular Disease (U of U)
2. Reappointment to Active Staff (2 years)
 - Dr. Samer Kattan, OB/GYN
 - Dr. Susan Feeney, Radiation Oncology
3. Reappointment to Consulting Staff (2 years)
 - Dr. Anwar Tandar, Cardiovascular Disease (U of U)
 - Dr. Omar Wever-Pinzon, Cardiovascular Disease (U of U)
 - Dr. Giavonni Lewis, Tele Burn (U of U)
 - Dr. Jason Mitchell, Tele Radiology (Vrad)
4. Reappointment to Non-Physician Provider Staff (2 years)
 - Julianne Forrester, Nurse Practitioner – Pediatrics

The motion to approve the physician contracts as presented and authorize the CEO to sign them as discussed in executive session was made by Ms. Pendleton; second by Judge James. Motion carried.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:24 p.m.

Dr. Barbara Sowada, President

Attest:

Ms. Kandi Pendleton, Secretary