

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

**May 1, 2024**

The Board of Trustees of Memorial Hospital of Sweetwater County met in regular session on May 1, 2024, at 2:00 p.m. with Dr. Barbara Sowada, President, presiding.

**CALL TO ORDER**

Dr. Sowada welcomed everyone, including Senator John Kolb, 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; Mr. Geoff Phillips, Legal; Dr. Brianne Crofts, Medical Staff President.

**Pledge of Allegiance**

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

**Mission and Vision**

Mr. Kelsey read aloud the mission and vision statements.

**Mission Moment**

Ms. Richardson shared the first Mission Moment for the Board, specifically thanking Dr. Sowada and Mr. Kelsey for being gracious enough to cover Governance and excusing her to deal with a family emergency. She thanked them for their compassion.

Dr. Sowada gave accolades to Dr. Tony Pedri from a patient in Sublette County. She said there is another person in Pinedale who is happy to come to MHSC.

**AGENDA**

Dr. Sowada requested a change to the Agenda: Move XI. Medical Staff Report to after VII. Chief Executive Officer Report. Motion to approve with change was made by Judge James; second by Ms. Pendleton. Motion carried.

**APPROVAL OF MINUTES**

The motion to approve the minutes of the April 3, 2024, regular meeting as presented was made by Ms. Pendleton; second by Judge James. Motion carried.

The motion to approve the minutes of the April 5, 2024, emergency meeting as presented was made by Judge James; second by Mr. Rood. Motion carried.

The motion to approve the minutes of the April 8, 2024, special meeting to approve actions of the emergency meeting was made by Judge James; second Ms. Pendleton. Mr. Kelsey abstained. Motion carried.

## **COMMUNITY COMMUNICATION**

Dr. Sowada introduced a former Board Liaison and current legislator, Senator John Kolb. She stated he is here to give updates and answer any questions the Board may have. Dr. Sowada questioned a special ad hoc committee pulled together by Governor Gordon to look at health care in Wyoming. Senator Kolb stated likely, Senator Baldwin as Chairman, would be the best person to inquire for information. Senator Kolb went on to say how nice it was to see everybody, and that he wanted the Board to be comfortable in calling and talking to him about issues. He said MHSC sits squarely in his district and should have a direct line to a legislator. He said it is good for the community to be able to give insight on what is happening. Senator Kolb said we need to work together. He said information directly from the source is always more valuable. Ms. Richardson thanked Senator Kolb for being a great advocate for MHSC. She said he has done a great job listening to and helping us.

Ms. Richardson asked Senator Kolb if he had insight to the fall Pulse Agenda? Senator Kolb stated, in his opinion, the Title XXV “revamp” was a failure. He believes it was too big and needs to be attacked in connectable smaller parts. He said that in the state of Wyoming, we have facility problems – housing, how people are titled, how are we going to prioritize what we are going to do. He said if we built a 200-bed facility, we’d have 220 people. Also, hospital security for titled patients; “how do you protect staff if you can’t charge?” Senator Kolb said incidents need to be reported, even if they can’t be charged. He said legislators need to know and we need to work together. Dr. Sowada thanked Senator Kolb for visiting, and the invitation as well as reminding him he was always welcome here.

## **OLD BUSINESS**

### **Medical Staff Bylaws**

Dr. Sowada said they remain under review.

### **Employee Policy: Non-Discrimination & Anti-Harassment**

Dr. Sowada stated this is in second reading and ready for action. The motion to approve as presented was made by Ms. Pendleton; second by Judge James. Motion carried.

### **Board of Trustees Bylaws**

Dr. Sowada noted this is reviewed every three (3) years and is the second reading. Mr. Kelsey stated a lot of clean-up and statute work was done. He said the decision was to leave the invitation of community members to be appointed to Board committees; this will require a policy be drafted. The motion to approve the bylaws as presented was made by Ms. Pendleton; second by Mr. Rood. Motion carried.

### **Board of Trustees Calendar**

Dr. Sowada stated this is a living document, there will be changes, but the purpose of the calendar is to give everybody a “heads up” and a way to plan their annual calendars. Judge James noted the non-physician providers event is not listed. Dr. Sowada will update and asked if anyone else has any events, please reach out. The motion to approve with amended calendar event was made by Ms. Pendleton; second by Judge James. Motion carried.

## **NEW BUSINESS**

No new business for discussion.

### **CHIEF EXECUTIVE OFFICER REPORT**

Ms. Richardson provided an update on the Patient Family Advisory Council (PFAC). The PFAC met April 29, and will combine the May and June meeting on June 3, with a plan to celebrate our 5-year anniversary on July 3. Person-Centered Care (PCC) training continues to go well. Ms. Richardson said we had a recent locums physician that was very impressed by our PCC culture. The Strategic Plan dashboard and reports are being worked on. Ms. Richardson said we want to ensure we are doing our due diligence regarding Critical Access Hospital (CAH) status. She said we met with the General Medical Staff to ensure all were on the same page. We have approved the hiring of additional staff on Med/Surg to allow up to 20 admissions to determine if we really need that coverage. Ms. Richardson said a Master Plan meeting is scheduled May 17 to receive the report. Surgical Services brought on a locum anesthesia and surgical services team to evaluate the need to run a third room. The Interim Emergency Department Nursing Director, Ms. Nicole Torres, will be onsite at least until the end of August. Ms. Richardson said we held a recruitment event last month and expressed kudos to Ms. Amber Fisk (HR Director), Dr. Ann Clevenger (Chief Nursing Officer), Ms. Deb Sutton (Marketing Director), Ms. Lena Warren (Community Outreach Director) and Ms. Robin Fife (Clinical Administrative Assistant with a huge shout out for a successful event. The Lab Accreditation CAP Survey was conducted April 11-12 and the staff did an excellent job. Ms. Richardson said budget meetings started April 15, with online meetings to review the budget before presenting it to the Finance & Audit Committee and the Board. Townhall meetings were held last month with positive feedback. CliftonLarsenAllen has been onsite reviewing the finance revenue cycle. Executive Foundation Director interviews are in progress and Ms. Richardson said we have narrowed candidates from 8 down to 4. Hospital Week is May 13 with BBQ, food trucks, prizes and gifts, pinning ceremony and banquet. Ms. Richardson said she attended the American Hospital Association Annual Meeting in Washington DC, and met with Wyoming Senators John Barrasso and Cynthia Lumus, as well as Congresswoman Harriet Hageman. Ms. Richardson said it is always good to advocate for ourselves at these meetings. She expressed appreciation to the staff, the Board, our providers, and the Commissioners for their work and support.

Dr. Sowada took a moment to congratulate Ms. Richardson for her designation as Grass Roots Representative for the State of Wyoming, noting the “head winds facing rural hospitals are strong.” Mr. Jones shared the requirements for nomination, stating, “We’ve come a long way since Irene took over – Excellent job!”

### **PRESIDENT OF THE MEDICAL STAFF REPORT**

Dr. Crofts began her report by noting they continue to work on Medical Staff Bylaws. Two medical scholarships were awarded from the 15 applicants (7 from SW#1, 8 from SW#2) that applied. The Medical Staff will meet May 21 and discuss the Strategic and Critical Access plans. Dr. Crofts reminded everyone that May is the one (1) year anniversary of the DaVinci Robot. She said the provider meeting agendas now include a Mission Moment.

Ms. Pendleton questioned whether the use of the robot sped up procedures? Dr. Crofts stated it wasn’t necessarily faster, but the view of the procedure is so much better. She said the robot provides better quality, which includes options for recording and connection to a hub which records data, as well as in

the moment viewing and assistance from providers long distance. Dr. Croft said she will look into providing statistics as well as creating a video.

## **COMMITTEE REPORTS**

### **Joint Conference Committee**

Did not meet.

### **Buildings & Ground Committee**

All information is in the packet. Mr. Kelsey added that in approximately one month we will be breaking ground for the Lab addition. He said there are a lot of important things we will be looking at in terms of master planning and financial priorities. Ms. Pendleton questioned if there was additional SLIB money available through the State? Ms. Richardson stated the Guaranteed Maximum Price (GMP) came in close to estimate but wasn't sure if there was any other funding available. Senator Kolb said ARPA (American Rescue Plan Act) Fund money was available and we should qualify for associated overrun costs. He said we would need to contact the Governor's office. Ms. Pendleton next questioned the Medical Office Building entrance and if we anticipated completion by October 2024. Ms. Richardson affirmed, yes.

### **Compliance Committee**

The minutes are in packet. Ms. Pendleton noted this Committee is good at picking subjects to audit, ensuring we are following our own procedures. Currently we are looking at tracking vendor compliance.

### **Quality Committee**

The minutes are in packet. Quality is always busy – we have conversations on sepsis, falls and ED through-put times, and we are continuing to make progress.

### **Human Resources Committee**

The HR Committee just had a special meeting to look at the contract for a salary survey. We will be looking at that contract a little later as the Board, but we had two options and chose to go with the more comprehensive version, which just made more sense.

### **Finance & Audit Committee**

The full report is in packet.

**Capital Expense:** Req. # 24-48 Vital Sign Monitors. Eleven (11) rooms have been identified in the Med/Surg Unit in need of new monitors. This is a patient safety need. The vendor is Oracle, in the amount of \$203,415.99. The motion to approve as presented was made by Judge James; second by Ms. Pendleton. Motion carried.

**IS Report:** Mr. Kelsey urged everyone to look over this report and said it is very informative.

**Bad Debt:** The motion to approve the potential bad debt of \$1,070,412.49 for April as presented was made by Ms. Pendleton; second by Judge James.

### **Foundation Board**

No meeting last month. No current updates.

## **Executive Oversight & Compensation Committee**

Meet on Friday, no updates.

### **CONTRACT REVIEW**

#### **Contract Approved By The CEO Since Last Board Meeting**

Dr. Sowada asked Ms. Richardson to provide a brief overview of the Gallagher contract. Ms. Richardson said we received two bids for salary review, but Gallagher provided a more comprehensive review. She liked that they will be looking at job descriptions to provide us with better feedback for salary structure. She said we have been using the same salary structure since about 2011 and it is time for a change to ensure we are competitive. The review will take 6-8 weeks to complete, with a goal to update every 3 years. Ms. Pendleton stated this was voted on in the Human Resources Committee and all felt like was a solid choice. The Board affirmed the choice.

### **BOARD EDUCATION**

#### **The Governance Institute E-Learning “Board Orientation Course”**

Unfortunately, most reported they were unable to access the information. All will try again in this next month. Dr. Sowada said this is a 4-hour course with tests, but it could be done in sessions and you will receive a certificate upon successful completion. If members continue to have trouble accessing, please reach out to Ms. Cindy Nelson, Executive Assistant.

### **GOOD OF ORDER**

Dr. Sowada said the June Board Meeting has been moved to May 29. The June Board Meeting is a busy meeting which includes the CEO Evaluation. To not waste time with oral instructions Dr. Sowada will e-mail instructions to members. Dr. Sowada reminded everyone that the June Governance Meeting decides the committee officers. Please send the recommended slate of officers and your preferred committee appointments to Mr. Kelsey. As an FYI, Dr. Sowada said she will be submitting her application to the County Commissioners for continuation of Board appointment.

### **EXECUTIVE SESSION**

The motion to go into executive session at 3:05 p.m. to discuss personnel, litigation and 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 the executive session and return to the regular session at 4:57 p.m. was made by Judge James; second by Mr. Rood. Motion carried.

### **ACTION FOLLOWING EXECUTIVE SESSION**

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

The motion to grant clinical privileges and 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 April 9, 2024

1. Initial Appointment to Associate Staff (1 year)
  - Dr. Torah Tomasi, Pediatrics
  - Dr. Andrew Mazzone, Urology
2. Initial Appointment to Consulting Staff (1 year)
  - Dr. Gregory Parish, Tele-Radiology (VRC)
  - Dr. Amir Arain, Tele-Neuro (U of U)
  - Dr. Blake Newman, Tele-Neuro (U of U)
  - Dr. Nicholas Frost, Tele-Neuro (U of U)
  - Dr. Sindhu Richards, Tele-Neuro (U of U)
3. Reappointment to Active Staff (2 years)
  - Dr. Christine Raps, Emergency Medicine
  - Dr. Emily Sanchez, Emergency Medicine
  - Dr. William Sarette, Pediatrics
  - Dr. David Liu, Otolaryngology
  - Dr. Ken Holt, OB/GYN
4. Reappointment to Consulting Staff (2 years)
  - Dr. Katharine Clapham, Cardiovascular Disease (U of U)
  - Dr. Vivek Reddy, Tele-Stroke (U of U)
  - Dr. Krishnan Kartha, Tele-Radiology (VRC)
  - Dr. Thomas Boden, Tele-Radiology (VRC)
  - Dr. Jennifer Ngo, Tele-Radiology (VRC)

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

**ADJOURNMENT**

There being no further business to discuss, the meeting adjourned at 4:58 p.m.

*Dr. Barbara Sowada, President*

Attest:

*Ms. Kandi Pendleton, Secretary*

*Submitted by Robin Fife*