



St. John's Health
 P.O. Box 428
 Jackson, Wyoming 83001
 307-733-3636

Committee: Board of Trustees Regular Meeting –Public Session - via Zoom

Meeting Date: December 7th, 2022

Minutes Prepared By: Morgan Gurney, Executive Assistant

Members Present:

Cynthia Hogan, Chair
 Scott Gibson, Treasurer
 Bruce Hayse, MD, Trustee
 Brent Blue, MD Trustee
 Pam Cutler, MD Trustee
 Katharine Conover-Keller,
 Trustee

Members Absent:

Others Present:

Dave Robertson, CEO	Richelle Heldwein
John Kren, COO/CFO	Becca Radley
Thom Kinney	Casey
Morgan Gurney	Claire Hurley
Jane Carey	Evan Jones
Dr. Lisa Finkelstein	Sue Critzer
Audra Nielsen	Jen Simon
Pat Weber	Lauren Sullivan
Lindsay Long	Laurie
Sherry Simpson	Marcus Stauffer
Joe Albright	Joan Goldfarb
Anna Olson	Phil Ramsey
Bill Stangl	Dr. Marty Trott
Karen Connelly	Naomi Floyd
Kaitlin Silbaugh	Jen Chiappa
Thomas Fairclough	Mary Ponce
Alisa Lane	Meghan W.
Miranda de Moraes	Pat Robertson
Nils Westfall	Sandy Ress
Sherry Murrell	Seth Robertson
Sean Ryan	Alison Gee
Tom Lubnau	307-739-7617

Board Advisors Present:

Bob Pisano
 Jim Hunt
 Dr. Jim Little Jr.

Call to Order

The public board meeting was called to order at 4:00 p.m. MST by Cynthia Hogan, Chair.

Approval of Agenda

Ms. Hogan presented for approval the agenda of the December 7th Regular Meeting of the Board. Ms. Hogan announced that the agenda is posted on the SJH website for public review prior to the meeting.

It was moved by Katharine Conover-Keller, seconded by Dr. Pam Cutler, to approve the Agenda of the Regular Meeting of the Board as presented. Members voted as follows, six Ayes. The motion carried unanimously.

Comments from the Chair *(presented by Ms. Cynthia Hogan)*

Ms. Hogan started the meeting with a tribute to the previous St. John's Health CEO and the newly elected Trustee, Dr. Lou Hochheiser. Dr. Lou Hoccheiser, passed away on November 23, 2022, shortly after taking his oath of office. Board Members, Advisors, previous Trustees, and community members honored Dr. Lou Hochheiser in his many roles of service to SJH and the Teton County Community.

Ms. Hogan announced the need for an election of Board Officers and the appointment and approval of Committee Chairs. Ms. Hogan recommended a motion for the transition of the Board Officers and Committee Chairs to be effective January 1, 2023.

It was moved by Scott Gibson, seconded by Katharine Conover-Keller, to approve the effective date of the new Board Officers and Committee Chairs as of January 1, 2023. Members voted as follows, six Ayes. The motion carried unanimously.

Ms. Hogan opened the floor for nominations for Board Officers, beginning with the position of Chair of the Board of Trustees. The Board of Trustees nominated, appointed, and approved the following as Officers:

Dr. Pam Cutler nominated Katharine Conover-Keller as Chair of the Board of Trustees. No further nominations were made.

It was moved by Dr. Pam Cutler, seconded by Scott Gibson, to approve Katharine Conover-Keller as Board Chair of the Board of Trustees. Members voted in favor of electing Katharine Conover Keller as Board Chair as follows: five Ayes and one abstention. Dr. Brent Blue abstained noting he has not worked with these Trustees before and felt he did not have the knowledge to vote. The motion carried.

Dr. Bruce Hayse nominated Dr. Pam Cutler as Vice-Chair of the Board of Trustees. No further nominations were made.

It was moved by Dr. Bruce Hayse, seconded by Katharine Conover-Keller, to approve Dr. Pam Cutler as Board Vice-Chair of the Board of Trustees. Members voted as follows: five Ayes and one abstention. Dr. Brent Blue abstained as noted in the previous motion, The motion carried.

Katharine Conover-Keller nominated Scott Gibson as Treasurer of the Board of Trustees. No further nominations were made.

It was moved by Katharine Conover-Keller, seconded by Dr. Bruce Hayse, to approve Scott Gibson as Board Treasurer of the Board of Trustees. Members voted as follows: six Ayes, none abstained. The motion carried unanimously.

Katharine Conover-Keller nominated Cynthia Hogan as Secretary of the Board of Trustees. No further nominations were made.

It was moved by Katharine Conover-Keller, seconded by Dr. Bruce Hayse, to approve Cynthia Hogan as Board Secretary of the Board of Trustees. Members voted as follows: five Ayes and one abstention. Dr. Brent Blue abstained as noted in the previous motion. The motion carried.

The following were nominated, appointed, and approved as Committee Chairs:

Katharine Conover-Keller nominated Dr. Pam Cutler as Chair of the Joint Compliance and Quality Committee. No further nominations were made.

It was moved by Katharine Conover-Keller, seconded by Scott Gibson, to approve Dr. Pam Cutler as Chair of the Joint Compliance and Quality Committee. Members voted as follows: five Ayes and one abstention. Dr. Brent Blue abstained as noted in the previous motion. The motion carried.

Dr. Pam Cutler nominated Scott Gibson as Chair of the Finance, Facilities, and IT Committee. No further nominations were made.

It was moved by Dr. Pam Cutler, seconded by Katharine Conover-Keller, to approve Scott Gibson as Chair of the Finance, Facilities, and IT Committee. Members voted as follows: six Ayes, none abstained. The motion carried unanimously.

Dr. Bruce Hayse nominated Katharine Conover-Keller as Chair of the Nominating and Governance Committee. No further nominations were made.

It was moved by Dr. Bruce Hayse, seconded by Cynthia Hogan, to approve Katharine Conover-Keller as Chair of the Nominating and Governance Committee. Members voted as follows: five Ayes and one abstention. Dr. Brent Blue abstained as noted in the previous motion. The motion carried.

Katharine Conover-Keller nominated Cynthia Hogan as Chair of the Strategy and HR Committee. No further nominations were made.

It was moved by Katharine Conover-Keller, seconded by Pam Cutler, to approve Cynthia Hogan as Chair of the Strategy and HR Committee. Members voted as follows: five Ayes and one abstention. Dr. Brent Blue abstained as noted in the previous motion. The motion carried.

Ms. Hogan noted that individual trustees, community members, and Board Advisors are appointed to a committee by each Committee Chair. The 2023 Board of Trustees calendar was presented to the Board Members and Advisors to review for information only.

Ms. Hogan thanked Mike Tennican for his lengthy service to St. John's Health in multiple roles including Chair of the Board of Trustees.

Ms. Hogan thanked Joe Albright and Zach Hall for their participation in the Political Action Committee (PAC) that helped promote the Hitching Post Project on the recent SPET Ballot initiative. Because St. John's Health is limited to only education on these initiatives, the PAC successfully supported the SPET housing initiative in many additional ways.

Ms. Hogan thanked Dave Robertson for his four years of service as a Board Advisor and his willingness during the past 18 months to serve as the St. John's Health Chief Executive Officer during a difficult transition. The Board of Trustees plans to hold a dinner celebration for Dave Robertson's retirement.

A copy of Ms. Hogan's presentation materials, which provides information on the above topic, is attached as a permanent part of these minutes.

Approval of Minutes

Ms. Hogan presented for approval the minutes of the October 27th Regular Meeting of the Board.

It was moved by Cynthia Hogan, seconded by Scott Gibson to approve the minutes of the October 27th Regular Meeting of the Board as presented. Members voted as follows: six Ayes. The motion carried unanimously.

CEO Report *(presented by CEO Dave Robertson, Lindsay Long, and Dr. Nils Westfall)*

Lindsay Long, Manager of Behavior Health, and Dr. Nils Westfall, Child and Adolescent Psychiatry, presented the St. John's Health Mental Health Program. Ms. Long reviewed an overview of the current program, including current gaps, and discussed future opportunities within the organization and community. Ms. Long highlighted the increase in the community's need for mental health resources. Ms. Long and Dr. Westfall answered all questions that followed their presentation.

David Robertson presented the monthly CEO Report focusing on the following topics:

- Summary of SPET Election
- Housing Update – 130 SJH housing units over the next 3 years
 - Hitching Post – SPET funding has been approved
 - King & Karns
 - 105 Mercill Ave.
- CEO Transition – Jeff Sollis will begin as the next CEO on January 3rd

Joan Goldfarb, a community member, and others thanked Dave Robertson for his exceptional role as CEO and wished him well in his retirement.

A copy of Ms. Long's, Dr. Westfall's, and Mr. Robertson's presentation materials, which provides information on each of the above topics, is attached as a permanent part of these minutes.

Nominating and Governance Update *(presented by Mr. Jim Hunt)*

Mr. Hunt presented the committees recommended process to fill a Board vacancy. The committee recommended that the Board place an ad in the newspaper, receive applications and resumes, and conduct interviews, before appointing a Trustee to the Board. Mr. Hunt assured the Board that this process aligns with State statute requirements. The Board discussed this recommendation, including the importance of having financial experience as one criterion for consideration.

It was moved by Katharine Conover-Keller, seconded by Dr. Pam Cutler, to approve the process recommended by the Nominating and Governance Committee to place an ad in the newspaper that will include in the ad a description of the qualities to be used as criteria including financial experience, receive applications and resumes, conduct interviews, and appoint a new Trustee. Members voted as follows, six Ayes. The motion carried unanimously.

Strategy, Development, and HR Committee *(presented by Ms. Cynthia Hogan)*

Ms. Hogan reported that the Strategy Committee focused on workforce housing initiatives, the Wyoming Public Records Policy, and an updated Memorandum of Understanding (MOU) between St. John's Health & St. John's Health Foundation. The Wyoming Public Records Policy was presented for review and is planned to be finalized during the January Board of Trustees meeting. Cynthia

announced that the Board has completed the five goals that they set in January 2022. The Board discussed the MOU between St. John's Health and St. John's Health Foundation.

It was moved by Dr. Pam Cutler, seconded by Dr. Brent Blue, to approve the Memorandum of Understanding (MOU) between St. John's Health and the St. John's Health Foundation as presented. Members voted as follows, six Ayes. The motion carried unanimously.

Finance, IT, and Facilities Committee (*presented by Mr. Scott Gibson and John Kren*)

Mr. Gibson reported that October experienced an overall below-budget month. Total net revenue was under budget and total expenses were also under budget. The volume reflects the downturn in joint and spine surgeries. Mr. Gibson announced that the committee has finalized the new financial reporting format for current and future employee housing initiatives. Mr. Gibson presented two housing initiative updates that the committee unanimously recommended and approved at their committee meeting earlier in the month. The first update was on the King and Karns project, not to exceed \$9.9 million, and to move forward with the construction of the project. Approximately \$400,000 has been spent on permitting and design so the total project cost will be approximately \$10.3 million. The second update was to purchase two workforce housing units located at 105 Mercill Avenue.

It was moved by Cynthia Hogan, seconded by Dr. Brent Blue, to approve the King and Karn's project not to exceed \$10.3 million and to move forward with the construction of the project. Members voted as follows, six Ayes. The motion carried unanimously

It was moved by Dr. Pam Cutler, seconded by Dr. Brent Blue, to approve a not to exceed \$1.3 million for the purchase of the discussed newly constructed Mercill units located at 105 Mercill Avenue. Members voted as follows, six Ayes. The motion carried unanimously.

SJH Foundation (*presented by Ms. Anna Olson*)

Ms. Olson announced the Foundation's priorities are focused on developing a vibrant culture of philanthropy throughout the institution, reviewing Foundation Governance, and planning for compelling fundraising priorities in partnership with SJH's strategic plan in 2023. Anna mentioned that the SJH Foundation Board will review several topics as well as the MOU between SJH and SJHF at their next Board meeting on December 15, 2022.

Old Business - None

New Business – It was moved by Dr. Brent Blue to approve recording all Public Board meetings and posting the recorded Zoom link online to the SJH website. The Board of Trustees discussed this process noting that Zoom links to the Public Board sessions are currently available on the SJH website. **The motion died for lack of a second.**

It was moved by Dr. Brent Blue to query the SJH Human Resources department regarding the resignation reason from the last twenty-five employees who have left SJH. Cynthia Hogan noted that HR recently updated the Board of Trustees on exit interviews and resignations. **The motion died for lack of a second.** The Board did confirm they will set a one-on-one meeting with Thom Kinney, Director of Human Resources, and Dr. Brent Blue to discuss this in depth.

Public Comment – Katharine Conover-Keller thanked Cynthia Hogan for her service to the SJH Board as Board Chair in 2022.

Next Meeting

The next regular monthly meeting is scheduled for Thursday, January 26th, 2022, via Zoom only. The Executive Session begins at 2:30 pm and the monthly Public Session begins at 4:00 pm.

Adjournment

With nothing additional to discuss, Ms. Hogan adjourned the meeting at 6:03 p.m.

Respectfully submitted,
Morgan Gurney, Senior Executive Assistant

CEO Report

Board of Directors Meeting
December 7, 2022



Topics

- Welcome to Our New Board Members
- Summary of SPET Election
- Housing Update
 - Hitching Post
 - King & Karns
 - 105 Mercill Ave.
- CEO Transition



WELCOME – New Trustees!

- Dr. Brent Blue
- Dr. Pam Cutler
- Katharine Conover-Keller
- Dr. Lou Hochheiser – In Memorium



Summary of SPET SJH Housing Election

- Third highest positive vote count of the 15 SPET initiatives
- Highest positive vote count of the 5 housing initiatives

THANK YOU, Teton County!



Hitching Post Project Status

- SPET funding has been approved
- INSPYRE has been selected as the Owner's Representative
- Interviews have been conducted with the two finalist Design/Build firms and questions have been submitted by the Owner's Representative to each firm
- Final recommendation will be presented at the January Meeting



King & Karns

- GMP to be approved at today's meeting
- Expect construction to begin before the end of this calendar year



105 Mercill Ave.

- Purchase of two units to be considered by the Board at today's meeting



CEO Transition

- David Robertson will continue serving as CEO until January 2nd, and Jeff Sollis will assume his new role on January 3rd



Thank You!

It has been a true pleasure to be of service to such an outstanding organization and team of dedicated professionals for the past 18 months.

It is time to retire for a second time!



Questions?
