



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:** January 10<sup>th</sup>, 2022

**Minutes Prepared By:** Morgan Gurney, Executive Assistant

**Members Present:**

Cynthia Hogan, Chair  
Debby Hopkins, Vice Chair  
Sue Critzer, Secretary  
Scott Gibson, Treasurer  
Mike Tennican, Trustee  
Joe Albright, Trustee  
Bruce Hayse, MD, Trustee

**Members Absent:**

**Others Present:**

Dave Robertson, CEO	Jen Simon
John Kren, COO/CFO	Jim Hunt
Morgan Gurney	John Goettler
Blair Christy	Karen Connelly
Richelle Heldwein	Marc Domskey
Alina	Mary Ponce
Alisa Lane	Naomi Starcevich
Alison Gee	Phillip Fox
Evan Robinson-	Roger Perkins
Johnson	Sandy Ress
Jen Chiappa	Tom Lubnau
Audra Nielsen	Vance Vanier
Laurie	Unknown
	Unknown

**Board Advisors Present:**

Bob Pisano  
Bob Hopkins  
Jim Little, Jr, MD  
Katharine Conover-Keller

**Call to Order**

The public board meeting was called to order at 4:02 p.m. MT by Chair Cynthia Hogan.

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

Ms. Hogan thanked all the Trustees and Advisors that interviewed candidates on Friday, January 7<sup>th</sup> and on Monday, January 10<sup>th</sup> for a Board of Trustee position which would continue Joe Albright's term through November 2022.

**Approval of Minutes**

Ms. Hogan asked those present to review the minutes of the December 6<sup>th</sup>, 2021 meeting and asked for any recommended changes prior to approval. **Sue Critzer moved to approve the minutes from the December 6<sup>th</sup>, 2021 Board of Trustees regular meeting as presented. Debby Hopkins seconded the motion. With seven in favor and none opposed, the motion carried.**

Ms. Hogan announced that today's meeting is Joe Albright's last day and meeting as Trustee. Joe Albright resigned and will continue public work within the County with Teton County Public Health. Joe Albright is the emblem of what a public servant is and is typically one of the first to stand up and join a needed cause of public service for the community. Sue Critzer, Dr. Bruce Hayse, and Mike Tennican expressed their gratitude and appreciation of Joe Albright's twelve years of service to the SJH Board and Community. Debby Hopkins and Scott Gibson agreed and thanked Joe for his service.

**Board of Trustee Search Process**

Ms. Hogan explained the Board of Trustees Search process. This process has been used by SJH for the last six years. When a Trustee resigns, SJH has a set process that might be slightly updated each year to remain relevant but is consistent with previous processes used. The first step in this process is for the Board to create a timeline and run at least three ads in the local News & Guide Newspaper. These ads ask for applicants who are interested to notify the Administrative Assistant or Head of Communications at SJH, who then sends the applicant a questionnaire and requests them to complete it and send back along with their CV, Resume, or Bio. This questionnaire has been modified by Trustees over time and will continue to be edited with small updates to keep the questionnaire relevant to the times and needs of SJH. Everyone who submits the questionnaire and requested CV is considered a candidate. The next step is for the Board of Trustees to interview all candidates. In this past search, there was twelve candidate which was about twelve hours of interviews and another 12 hours of one on ones, and about 10 more hours of planning, discussions, reading, etc. The Board is astonished, grateful, and excited for the twelve applicants and is committed to continuing discussions on how to best take advantage of all this interested talent. The Board of Trustees is not only using this search process to select a new Trustee but additionally to acquire talent, skills, and resources to the Board Advisor group, to help within the different Board Committees, and to help within the Foundation Board. Ms. Hogan hopes this explanation of the Board of Trustee Search process shows transparency and the process in which the Board operates.

Ms. Hogan introduced Nominating and Governance Chair, Debby Hopkins. **Ms. Hopkins moved to appoint Katharine Conover- Keller to serve as Trustee of the Teton County Hospital District for the remainder of Joe Albright's term. Dr. Bruce Hayse seconded the motion. With seven in favor and none opposed, the motion carried.** Ms. Hogan congratulated Katharine as a new Trustee. Katharine Conover will be sworn on January 11<sup>th</sup>, 2022.

### **Appointment of Board of Trustees Committee Chairs**

Mrs. Hogan presented the 2022 Board Committee Chairs. There are four committees with three trustees allowed on each committee. The committees and chairs are:

#### **JCQC: Meets Every Other Month**

- Sue Critzer, Trustee, Chair
- Bruce Hayse MD, Trustee
- Katharine Conover-Keller, Trustee

#### **Nominating / Governance / Innovations: Meets Quarterly**

- Debby Hopkins, Trustee, Chair
- Sue Critzer, Trustee
- Katharine Conover-Keller, Trustee

#### **Strategy / HR: Meets Monthly**

- Cynthia Hogan, Trustee, Chair
- Scott Gibson, Trustee
- Sue Critzer, Trustee

#### **Finance, Facilities, IT: Meets Monthly**

- Scott Gibson, Trustee, Chair
- Debby Hopkins, Trustee
- Mike Tennican, Trustee

**Scott Gibson moved to approve the 2022 Trustees on the four Board Committees. Seconded by Mike Tennican. With seven in favor and no opposed, the motion carried. Calendar invites will be sent out shortly.**

### **CEO Report** (presented by CEO Dave Robertson, PowerPoint Attached)

Mr. Robertson provided updates on COVID-19 and staffing challenges. Teton County has the highest per capita COVID rate of any county in the country. Vaccinations are proving to significantly help with the severity of sickness and with Omicron it greatly reduces the risk of death. About 60 staff members were out last week due to COVID-19.

### **COVID-19**

Mr. Robertson mentioned that there has been a tremendous increase in overall active cases per day, which increases the testing demands causing stress to the healthcare system in Teton County.

Since July, there have been a total of 195 COVID admissions at St. John's Health. The breakdown of admissions is 142 in PCU, 48 in ICU, 3 in OB, and 2 in ED. Data shows that 77% of admissions (149 patients) were unvaccinated. 21% of admissions (41 patients) were vaccinated. 2% of admissions (4 patients) were partially vaccinated (\*note: this information is not available on all patients). One patient has an unknown vaccination status. Ten out of eleven deaths were unvaccinated (91%). Being vaccinated significantly reduces the risk of death and hospitalization. Teton County is a highly vaccinated County.

In the ICU, 83% of ICU admissions (40 patients) were unvaccinated and 10% (5 patients) were vaccinated. 4% (2 patients) were partially vaccinated. There was 1 unknown vaccination status in the ICU data.

SJH Admissions data shows we have had 67 admissions from Teton County and have had 1 death, other Wyoming counties have had 92 admissions and have had 9 deaths (Fremont 3, Lincoln 0, Sublette 6). SJH has had 30 admissions from other States and have had 1 death. In percentages, Teton County has accounted for 34% of admissions, other Wyoming counties have accounted for 47% of admissions, and admissions from out of state citizens has accounted for 18% of SJH admissions. Since December, SJH has had 29 COVID admissions. 67% of those admissions were unvaccinated and 33% were vaccinated. 100% of ICU admissions were unvaccinated. No deaths since December.

### **General Trends**

General trends show that unvaccinated patients are far more likely to contract COVID-19. Unvaccinated individuals contracting COVID are, on average, much sicker and at much higher risk for hospitalization and death than vaccinated patients with breakthrough infections. Hospitalizations of unvaccinated patients with the Delta Variant include much younger patients than seen with the Alpha Variant. Unvaccinated patients are still 15x more likely to be hospitalized, to have severe disease, and 18x more likely to die from COVID-19.

### **Omicron Variant**

Highly contagious but appears to have less severity for fully vaccinated and boosted.

### **Monoclonal Antibodies Clinic (Regeneron)**

Regeneron appears to **NOT** be effective with the Omicron Variant. Xevudy (Sotrovimab) appears to be effective for Omicron. Oral treatments of Paxlovid and Molnupiravir have been ordered, and SJH is working on obtaining a better supply of both. Dr. Jim Little, Jr, Chief of Staff, mentioned there are a few new therapeutics coming available. As of January 10<sup>th</sup>, SJH has not received Paxlovid from the Department of Health. SJH has received less than twenty doses of Molnupiravir. SJH Outpatient Pharmacy will be the only dispensing pharmacy in Teton County.

### **Covid Testing Supplies**

A significant increase in testing demands is occurring with the Omicron Variant spread in Teton County. Urgent Care is performing testing at maximum capacity and is testing symptomatic patients only at this time. No travel or exposure testing is currently available. Supplies are becoming more limited and SJH is watching the supply chain carefully.

### **Staffing Challenges**

98% of SJH employees are in full compliance with the vaccine mandate (fully vaccinated, approved medical exemption, or approved religious exemption). There are 16 SJH employees not in compliance and who are “at risk” if the mandate were to take effect and they chose not to take any further steps to come into compliance. Several states with HCW vaccine mandates in place are now in significant crisis staffing situations and are putting in place mechanisms to allow COVID+ workers to continue to work. SJH has 88 vacant positions (9.4%) with 42 employees out with COVID (4.5%) which is down from 60 staff out last Friday.

The U.S. Supreme Court heard oral arguments on the CMS and OSHA Vaccine Mandates on January 7<sup>th</sup>. At issue is whether these two mandates should be allowed to go into effect pending review in the Court of Appeals. Based on the questions that were asked, the American Hospital Association’s legal counsel predicts that the Health Care Worker Vaccine Mandate (CMS) is likely to go into effect, while the OSHA mandate received more skepticism. A decision is expected by the end of January. The compliance deadline has been delayed to January 27<sup>th</sup> for 1<sup>st</sup> dose and February 28<sup>th</sup> for full vaccination (second dose – no booster requirement). The current funding for Public Health Covid-19 testing is running low. SJH is not aware of how this will affect testing in the future.

### **Nominating & Governance Committee** *(presented by Ms. Debby Hopkins)*

Ms. Hopkins stated that the depth of talent shown by the twelve candidates to continue in Joe Albright’s Trustee term (January-November 2022) and be willing to run again was a delightful surprise. The Board has discussed the best way to utilize the talent from the twelve candidates and have decided to appoint two new advisors. The Board will continue to discuss how to best use the remainder of the talent to support different committees and areas within SJH, as Cynthia mentioned previously.

**Debby Hopkins moved to appoint Vance Vanier and Jim Hunt to serve Teton County Hospital District as Board Advisors, serving a two-year term (2022-2024). Scott Gibson seconded the motion. With seven in favor and no opposed, the motion carried.**

Ms. Hopkins announced an upcoming Special Board Meeting on February 1<sup>st</sup>, 2022 at 3:00 p.m. MT. The topic that will be discussed is the SJH Board Bylaws. The Board hopes to potentially amend the maximum number of Board Advisors from five to seven.

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

Ms. Hogan commented on the role of the CEO Search Committee and stated that this committee has spent the last few months planning and is now ready to appoint a Search Committee Chair and establish a Search Committee. Due to COVID-19, the process has changed regarding to how we can conduct interviews while doing the best to protect everyone involved against COVID-19. In the 2020 CEO Search Committee, there was no vaccine and no rapid testing during the search window time and COVID-19 was at its peak. This significantly impacted the search process.

The SJH Search Committee Chair is appointed by the Board of Trustees. The Committee Members are selected by the Board Chair with advice from the Search Chair, CEO, and other Board Members/Advisors. The Committee should ideally have five to eight members. Ms. Hogan anticipates the committee will include three Trustees, a Foundation representative, and at least one Physician. The Board's goal from David Robertson's was to have him help in the hiring process of a new CEO. Dave Robertson will be a member of the 2022 Search Committee. Dave is going to play a key role as a liaison between the SJH staff and the Search Committee. The Board hopes this will increase communication and transparency. The Search Committee will interview national search firms and recommend a firm to the Board of Trustees. The Committee will also create a leadership profile for the CEO Search, which will be approved by the Board of Trustees. The Committee will work with the selected search firm on a timeline and narrow down the applications received to 6-7 first round candidates. The first round of interviews typically will include roughly 25 people interviewing each candidate. All CEO direct reports and all Trustees and one or two physicians are examples of who should participate in the first round of interviews. A few community leaders might be invited to participate in these interviews which are conducted in small groups and/or in one-on-one sessions. Confidentiality is the top priority in this phase. These top executives are typically employed, and confidentiality is the most important aspect for them. If it is not safe to interview in person due to COVID-19, the Search Committee may make a recommendation to postpone the interview sessions until an in-person setting is feasible. If the Committee makes the candidate names public, which the Community usually wants to know, the Committee will likely see candidates drop out of the first round of interviews to keep their confidentiality to protect their current employment. If SJH can keep confidentiality at this phase, SJH has a greater chance of attracting a higher number of candidates willing to go through the interview process. Feedback from the first round of interviews would be consolidated and the Committee would then work with the Board of Trustees to narrow down to the final 2-3 candidates. The second round of interviews typically includes roughly 50 people or more. In 2020, this process was done via Zoom. In 2016, this process was done in person with multiple in-person events at The Wort, etc. The Search Committee and Board hopes to rethink how these interviews are conducted in the age of COVID-19 and hopes to maximize transparency and maximize involvement in the time of this pandemic while maintaining confidentiality where it is deemed necessary.

#### **CEO Search Process Update** *(presented by Ms. Cynthia Hogan)*

**Ms. Hopkins moved to appoint Katharine Conover-Keller as Chair of the Search Committee. Sue Critzer seconded the motion. With seven in favor and none opposed, the motion carried.**

Sue Critzer mentioned Katharine Conover-Keller has led multiple Search Committees in her past and that using her expertise will greatly benefit SJH. Cynthia Hogan mentioned that Katharine knows the culture of SJH and the community which will help tremendously in this search. Katharine met with Senior Staff at SJH to learn about ways the Board and Committee can better communicate the process, updates, etc. during the CEO search process. Ms. Hogan asked Katharine to give a high-level summary of that meeting.

Ms. Conover-Keller mentioned that she had a highly enjoyable and interesting conversation with Senior Staff at SJH. Dave Robertson will play an important role as liaison between the committee and the SJH staff. Most of the conversation was around the culture at SJH and how the behaviors of the CEO embody that culture. The staff hope the next incoming CEO respects their opinion and takes their opinion into account, in order to make a thoughtful decision. The Senior Staff would like the CEO role to be visibly accessible and to build relationships with the staff. They hope the CEO respects and collaborates often with staff. They want the CEO to embody all SJH values and to gain the trust

of the institution along with the Community and Board. The Senior Staff think it will be hard to find a new CEO that has all aspects of these attributes.

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

Mr. Gibson noted that the committee focused on employee affordable housing and held a Special Finance Committee meeting in late December 2021. The committee invited community experts to assist in this discussion. Community participants included Bob Morse, Fred Arbuckle, Chris Beda, Robb Pitts. Foundation experts included Bill Best, Chuck Fleischman, Doug Uber, Jeff Flug, Patrick Trucco, John Goettler. Finance consultants from K&H included Robert Turner and John Anderson. Mr. Gibson thanked everyone who joined that meeting as many community members were invited and participated. Big takeaways from that meeting were that there are national level funders like Freddie Mac or Ford Family Foundation which have created affordable housing based on 30% max of 80% average median wage. There are potential federal funding sources for employee housing projects that use concessionary rates to do so. The Hitching Post Project is still working on the zoning with the County and has started light architectural plans. There are a number of local experts willing to partner with SJH to assist in these efforts. Next steps are continuing meetings with John & Dave to take the next steps with community experts who are in contact with national funders to hopefully use for the Hitching Post. The Hitching Post zoning is still in the works. Additionally, SJH is pursuing a 15-unit complex on King and Karns. Progress on affordable housing is happening.

Mr. Gibson presented the November financials. From a volume standpoint, November was a low month which resulted in being below budget for net revenue. CMS removed 298 procedures from the inpatient revenue list so that resulted in a \$1.4M impact. Nationally, CMS has been urged to reconsider this procedural change in coding as all hospitals are impacted negatively. In December, the SJH financials did not see the big “deductible surge” as we have in the past.

**Joint Compliance & Quality Control Committee** (*presented by Ms. Sue Critzer*)

Ms. Critzer announced that the Committee welcomed Dr. Eric Wieman as the new Vice Chief of Staff who is responsible to lead the SJH Credentialing Committee. Ms. Critzer thanked Dr. Marcia Lux for her multi-year service as outgoing Vice Chief of Staff. Richelle Heldwein presented the December mock survey results which were positive with many noteworthy compliments and suggestions for SJH. The cleanliness of the overall facility and the SJH Sterile Processing Area in particular, were complimented by the mock surveyors. Improvement areas include standardizing the high-level disinfection processes outside of the OR between all departments (ex: Radiology and Cardiopulmonary). SJH is disinfecting great, but the process is not the same across all departments. Eye washing stations instead of eye washing bottles was another opportunity for improvement. All of the SJH rooms used for behavior health admissions need to have a regular walk-through assessment to ensure the highest level of safety. The facility as a whole had a few noted items for small environmental improvements.

Ms. Critzer mentioned that the committee is confidential as it reviews patient sensitive materials. The JCQC Committee approved all credentialing recommendations as presented by the Medical Staff. **Sue Critzer recommended Board approval on all credentialing recommendations as presented in the Board Packet already approved by the JCQC Committee. Dr. Jim Little, Jr. mentioned that all credentialing applications are straight-forward and recommended by the Medical Staff. Joe Albright moved to approve all credentialing recommendations as presented by the Medical**

**Staff. Cynthia Hogan seconded the motion. With seven in favor and none opposed, the motion carried.**

**Foundation** (*presented by Mr. John Goettler*)

Mr. Goettler announced that it started a mini campaign the first week of December to fund the 3D Mammography equipment. December was a very generous month with over \$1M in donations, matches, etc. to the Foundation.

**Old Business** – none

**New Business** – none

**Public Comment** – Sandy Ress commented that he knows the Board loves the hospital and that he cares equally for SJH. Sandy believes SJH is at significant risk due to how he perceives the Board operates. Sandy does not believe there is transparency by the SJH Board. Process is the most important aspect to Sandy. Sandy believes the Board has made major mistakes in the past six months. Sandy is requesting more transparency in what the Board does, complying with public record rules, complying with the Wyoming open meeting rules, and getting people involved with SJH. Sandy believes outcomes should be discussed publicly.

Ms. Hogan replied by mentioning all documents related to Sandy's recent WPRA (Wyoming Public Records Act) request were provided, which were none on that topic. Ms. Hogan will send Sandy a copy of the Search Committee process document that is a written process the SJH Board uses and has used in the past. Ms. Hogan mentioned that the News and Guide wrote about all twelve candidates for the Trustee position and published that in January. Alison Gee, from Lubnau Law, mentioned that the Lubnau Law Firm did conduct a thorough IT search for any documents relating to Sandy's request and there was nothing found. Dr. Bruce Hayse commented that although he is friends with Sandy and respects him, he must disagree with his comment that SJH is recently suffering as Dr. Bruce Hayse mentioned he is in the hospital daily and sees the inner workings and does not believe it has or is suffering. SJH has maintained its quality during this difficult time with COVID-19.

**Next Meeting**

The next meeting is a special meeting which is scheduled for February 1<sup>st</sup>, 2022 at 3:00pm MT via Zoom only. This meeting will focus on a Bylaw discussion.

The next regular monthly meeting is scheduled for February 24, 2022 via Zoom only. Executive Session begins at 2:30 pm and the monthly Public Session begins at 4:00 pm. All times are in Mountain Time.

**Adjournment**

With nothing additional to discuss, Ms. Hogan adjourned the meeting at 5:36 p.m.

Respectfully submitted,  
Morgan Gurney, Executive Assistant