

**SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
January 31, 2024**

<u>Present - Quorum</u>	<u>Also Present</u>	<u>Also Present</u>
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO (via Teams)	Bridgett Jabour, Secretary
Dan Valverde, Scty/Treas (via Teams)	Leah Wright SHS Med Staff Mgr	Caitlin DeCrow, Compliance Manager
Susan Hodgdon, SHS Vice Chairperson	Robert Dobry, MCHD Scty/Treasurer	George Augustini, Mazzetti Engineering
Evelyn Quigley, Director	Joe Thomason, CHC SVP Operations	Bethany Beers, Mazzetti Engineering
Eric Croke, Director	Charles Krupa, CIO	Ryan Stromquist, Mazzetti Engineering
Jim Rogers, Director	Aaron Brooks, SHS Attorney	<i>Bill Stroop, Community Member</i>
Ex Officio:	Laurie Breedlove, SVP Human Resources CHC	<i>Kent Aikin, MD - Retired Physician</i>
Joe Theine, CEO	Travis Parker, CHRO	<i>MB McAfee, Community Member</i>
Excused:	Robert Owens, SHS Plant Ops Director	<i>Karla Demby, MD Retired Physician</i>
Jay Wood, Director		<i>Brian Demby, MD Retired Physician</i>

Public in attendance in italics.

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:03pm. by Shirley Jones, Chairperson.	
Public Comment/Introductions	Bill Stroop offered his congratulations to SHS for receiving the 2023 Chartis Performing Leadership award for outstanding outcomes.		
Changes/Addition to Agenda	Ms. Jones presented the addition of Resolution 2024-01 to Board Business.	It was moved and seconded to approve addition of Resolution 2024-01 under Board Business. MOTION: Susan Hodgdon SECOND: Evelyn Quigley Motion carried.	
<u>BOARD EDUCATION</u>			
CHC Monthly Education	CHC SVP Joe Thomason reviewed the enclosed presentation “PEAK 65”. Peak 65 is when more Americans will reach retirement age, and eligible for Medicare and Social Security. Beginning in 2025, 12,000 people per day will reach 65 years old. CHC working on value based care, Medicare savings program, “Hospital at Home”, virtual nursing, and other opportunities.		
<u>Reports</u>			

MCHD Report	MCHD Secretary/Treasurer Rob Dobry reported that MCHD signed the Intergovernmental Agreement for regional dispatch by the City of Cortez. MCHD continues to look at potential DOLA grant opportunities for capital infrastructure and also reviewed the Microgrid report just seen by the SHS Board.		
CHC Report	Joe Thomason reviewed the CHC Board report with the Board and members of the public. Two CFO candidates were interviewed at CHC this week. These candidates will have a phone interview with Joe Theine and Shelle Diehm.		
Foundation Report	Written report included in packet.		
Quality Report	SHS CNO Lisa Gates was excused from the meeting; there was no Quality Report.		
Finance Report <ul style="list-style-type: none">December 2023 Financials	Interim CFO Shelle Diehm reviewed the enclosed finance reports, including volumes, utilization statistics, and stats. <ul style="list-style-type: none">December EBIDA is \$221k; Year-end EBIDA is \$5.976M.Review of statement of cash flows, balance sheet, ops analysis.Year-end days cash on hand is 80.1 days at year-end.		
Capital Infrastructure Report	Eric Croke, SHS Board representative for the Capital Infrastructure Committee reported that he was very impressed with the water main leak response of the plant operations team. Mr. Croke was also impressed that high school students are currently working in our Plant Operations department, a student that is interested in pursuing a career in engineering. SHS Plant Operations Director Rob Owens advised that work is underway to look at every opportunity to enhance energy usage.		
CEO Report	In addition to the enclosed report, Mr. Theine reviewed additional slides presented to the board and public that shared status of key recruiting efforts, employee recognitions, and key service area budgets for 2024.		
Consent Agenda			
	Consent Agenda includes: December Meeting Minutes December Financials Q4 Ratios for Lease Agreement	It was moved and seconded to approve the consent agenda as presented, which includes: December 18, 2023 Regular Meeting Minutes FYE December 2023 Financials Q4 2023 Ratios	

		MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.							
Board Business									
Committee Assignments	Ms. Jones reviewed the open positions in the attached committee assignments.	After discussion, Ms. Jones appointed Jim Rogers to the Nominating Committee and Dan Valverde was appointed as Chair of the Nominating Committee. Ms. Quigley was appointed to the Foundation Board by Ms. Jones.							
Ute Mountain Ute Tribe Board Communications		It was moved and seconded to direct a communication from the SHS board to Ute Mtn Council to invite them to attend an SHS Board meeting in the coming months. MOTION: Jim Rogers SECOND: Susan Hodgdon Motion carried.							
Bank Resolution 2024-01	Ms. Diehm advised that the CD maturing that is held at First National Bank Cortez will be rolled over at 4.35% APY for 2 more years.	It was moved and seconded to approve Resolution 2024-01 as presented. MOTION: Dan Valverde SECOND: Eric Croke Motion carried.							
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 7:05pm.	A motion was made and seconded to adjourn the regular session at 6:41p pm. Motion carried.							
Reconvene Regular Session	Regular session was reconvened at 8:19 pm								
Action Items									
	<p>December 18, 2023 Executive Session Minutes</p> <p>MEC Slate of Approvals Reappointment:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Specialty</th> <th>Staff</th> </tr> </thead> <tbody> <tr> <td>Matthew Belan, MD</td> <td>Anesthesiology</td> <td>Active Staff</td> </tr> </tbody> </table>	Name	Specialty	Staff	Matthew Belan, MD	Anesthesiology	Active Staff	<p>It was moved and seconded to approve the December 18, 2023 Executive Session Minutes as recommended by the Medical Executive Committee. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>It was moved and seconded to approve the MEC Reappointments as presented, with privileges as described in the slate of approvals.</p>	
Name	Specialty	Staff							
Matthew Belan, MD	Anesthesiology	Active Staff							

	Teresa Brown-Sanchez, NP	Family Medicine	APP Staff	<p>MOTION: Eric Croke SECOND: Susan Hodgdon Motion carried. It was moved and seconded to approve the resignation of Marcus Bergen, CRNA as recommended by the Medical Executive Committee. MOTION: Susan Hodgdon SECOND: Eric Croke Motion carried. It was moved and seconded to approve the FPPE status change to OPPE for Elena Klaus as recommended by the Medical Executive Committee. MOTION: Evelyn Quigley SECOND: Eric Croke Motion carried. It was moved and seconded to approve the slate of contracts as presented. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried. It was moved and seconded to approve the CHC January 2024 invoice. MOTION: Dan Valverde SECOND: Evelyn Quigley Motion carried.</p>
	Kay Christian, PA	Emergency Medicine	APP Staff	
	Jason Garnreiter, MD	Pediatric Cardiology	Consulting Staff	
	Jay Johnson, MD	Radiology	Active Staff	
	Braden Jones, MD	Orthopedic Surgery	Active Staff	
	Jonathan Shepard, PA	Family Practice	APP Staff	
	<p>Resignation Marcus Bergen, CRNA</p> <p>FPPE Report for Elena Klaus, PA</p> <p>Slate of Contracts: Carelock Independent PRN Agreement Megan Viquez, MD Employment Agreement Lease with MCHD for 1413 N Mildred (SWIC Lease)</p>			
Adjourn Regular Session				<p>Ms. Jones adjourned regular session and enter back into a special executive session at 8:24 pm to discuss specific items.</p>

Respectfully submitted:

DocuSigned by:

Shirley Jones, Chairperson

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 Shirley Jones, Chairperson

Signed by:

Dan Valverde

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 Dan Valverde, Secretary/Treasurer