

**SOUTHWEST HEALTH SYSTEM, INC.  
SHS BOARD MEETING MINUTES  
Kiva Room at Southwest Memorial Hospital  
February 28, 2024**

<u>Present - Quorum</u>	<u>Also Present</u>	<u>Also Present</u>
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO (via Teams)	
Dan Valverde, Scty/Treas	Brandon Johnson, MCHD Chair	Caitlin DeCrow, Compliance Manager (via Teams)
Susan Hodgdon, SHS Vice Chairperson	Dave Koford, VP CHC (via Teams)	
Evelyn Quigley, Director (via Teams)	Joe Thomason, CHC SVP Operations	
Eric Croke, Director	Charles Krupa, CIO (via Teams)	
Jim Rogers, Director	Travis Parker, CHRO	<i>Bill Stroop, Community Member</i>
Jay Wood, Director	Robert Owens, SHS Plant Ops Director	<i>Kent Aikin, MD - Retired Physician</i>
<b>Ex Officio:</b>	Lisa Gates, SHS CNO	<i>Karla Demby, MD Retired Physician</i>
Joe Theine, CEO	Jenny Gero, MD SMG Medical Dir	<i>Brian Demby, MD Retired Physician</i>
Randy Davidson, Chief of Staff	Bridgett Jabour, Secretary	

*Public in attendance in italics.*

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Called to order.</b>		The SHS Board meeting was called to order at 5:01pm. by Shirley Jones, Chairperson.	
<b>Public Comment/Introductions</b>	No comment from those in attendance.		
<b>Changes/Addition to Agenda</b>		It was moved and seconded to approve the agenda as presented MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.	
<b><u>BOARD EDUCATION</u></b>			
<b>CHC Monthly Education</b>	David Koford, VP with Community Hospital Corporation reviewed the enclosed “Hospital at Home” presentation on the in-home care delivery models growing in popularity in the US. Medicare has provided a coverage waiver and pays at 100% of hospital DRG. This program utilizes APP on-site patient assessment, virtual monitoring and oversight by in-patient hospitalists.	CHC is implementing in a few hospitals, and this education is providing overview of potential service programs that it would be expected to become more popular nationwide.	
<b><u>Reports</u></b>			

<b>MCHD Report</b>	MCHD Secretary/Treasurer Rob Dobry reported that MCHD is working with Mazzetti to complete the pre-plan contract for a Microgrid assessment, as previously presented to the Board(s). The MCHD Board approved \$25,600 towards this preplan, once the contract language has been fully vetted and signed. This pre-plan will also include information regarding potential grant funding as well.		
<b>CHC Report</b>	Joe Thomason reviewed the CHC Board report with the Board briefly. Mr. Thomason also advised that the Change Healthcare claims management cyber attack affecting SHS is also affecting thousands of other hospitals. Very little information has been provided by Change Healthcare.	Mr. Theine noted that this has already affected accounts receivable. SHS is identifying work-arounds, but these workarounds are very manual time consuming and it remains to be seen if they will process through the payors.	The board will be updated as more information is available.
<b>Foundation Report</b>	SHS Director Evelyn Quigley updated the board on the Foundation activity. <ul style="list-style-type: none"> <li>• The Foundation is now working with a full board.</li> <li>• The Board reviewed 3 grant proposals from EMS, Family Birthing and Pharmacy. Further discussions to determine the grant flow process will be finalized for applicants.</li> </ul>		
<b>Quality Report</b>	SHS CNO Lisa Gates reviewed the enclosed Quality Report, summarizing the 2023 Quality Data and Reporting. All of these data points are reported to CMS and are utilized to determine star rating. The lab survey was completed in January; all deficiencies have been corrected and approved. The survey team was extremely complimentary of the Lab Department.		
<b>Finance Report</b> <ul style="list-style-type: none"> <li>• <b>January 2024 Financials</b></li> </ul>	Interim CFO Shelle Diehm reviewed the enclosed finance reports, including volumes, utilization statistics, and stats. <ul style="list-style-type: none"> <li>• January '24 EBIDA is \$592K</li> <li>• Review of statement of cash flows, balance sheet, ops analysis.</li> <li>• Year-end days cash on hand is 82.8 days in January under the new formula. Ms. Diehm reviewed the debt reserve fund and usage of funds in the Capital Infrastructure balance.</li> </ul>		
<b>Capital Infrastructure Report</b>	Eric Croke, SHS Director advised that the Committee continues to review proposals for the roof project. There was discussion regarding cash threshold that must be maintained as well as discussion regarding the current negotiations with Zions/Vectra. Mr.		

	Theine noted that the banks have been advised of the Change Healthcare cyber attack that has affected and will continue to affect cash receipt.								
<b>CEO Report</b>	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.								
<b>Consent Agenda</b>									
	<p><b>Consent Agenda includes:</b>                      January Meeting Minutes                      January Financials                      Borrower / Banking Resolutions 2024-02-2024-05                      Officer Appointments for 2024                      Quality Improvement Plan 2024                      History and Physical Policy 2024</p>	<p>It was moved and seconded to approve the consent agenda as presented:                      January 31, 2024 Regular Meeting Minutes                      January 2024 Financials                      Banking / Borrower Resolutions 2024-02, 2024-03, 2024-04, 2024-05                      Officer Appointments for 2024                      Quality Improvement Plan 2024                      History and Physical Policy 2024</p> <p>MOTION: Dan Valverde                      SECOND: Susan Hodgdon                      Motion carried.</p>							
<b>Adjourned Meeting in to break before entering Executive Session</b>	The meeting was adjourned for a break before entering executive session at 6:48pm.	A motion was made and seconded to adjourn the regular session at 6:48 pm. Motion carried.							
<b>Reconvene Regular Session</b>		It was moved and seconded to reconvene regular session at 8:50pm. Motion carried.							
<b>Action Items</b>									
	<p><b>January 31, 2024 Executive Session Minutes</b></p> <p><b>MEC Slate of Approvals</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="3" style="text-align: center;">Appointments</th> </tr> <tr> <td style="width: 33%;">Wade Bilger, CRNA, NOVS</td> <td style="width: 33%;">APP Staff</td> <td style="width: 33%;">No Issues Identified</td> </tr> </table>	Appointments			Wade Bilger, CRNA, NOVS	APP Staff	No Issues Identified	<p>It was moved and seconded to approve the January 31, 2024 Executive Session Minutes.                      MOTION: Dan Valverde                      SECOND: Susan Hodgdon                      Motion carried.</p> <p>It was moved and seconded to approve the MEC Appointments as presented and recommended by Medical Executive Committee, with privileges as described in the slate of approvals.                      MOTION: Dan Valverde</p>	
Appointments									
Wade Bilger, CRNA, NOVS	APP Staff	No Issues Identified							

	<b>Reappointments</b>			<p>SECOND: Jim Rogers Motion carried.</p> <p>It was moved and seconded to approve the MEC Reappointments as presented and recommended by the Medical Executive Committee, with privileges as described in the slate of approvals. MOTION: Eric Croke SECOND: Dan Valverde Motion carried.</p> <p>It was moved and seconded to approve the slate of contracts as presented. MOTION: Jim Rogers SECOND: Eric Croke Motion carried.</p> <p>It was moved and seconded to approve the CHC February 2024 invoices as presented. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p>	
	Erick Ireland, PA	APP Staff	No Issues Identified		
	Kim Shawn, MD VRAD	Telemedicine	No Issues Identified		
	Caitlin Mooney, PA	APP Staff	No Issues Identified		
	Dave Miller, MD	Consulting	No Issues Identified		
<p><b>Slate of Contracts:</b> Jameson Laub, DO Employment Contract</p>					
<b>Adjourn Regular Session</b>				Ms. Jones adjourned the board meeting at 8:52 pm.	

Respectfully submitted:

DocuSigned by:

*Shirley Jones, Chairperson*  
Shirley Jones, Chairperson

Signed by:

*Dan Valverde*  
Dan Valverde, Secretary/Treasurer