

**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>
<b>Ex Officio:</b>	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>
<b>Excused:</b>	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
<b>Called to order.</b>		The SHS Board meeting was called to order at 5:03pm. by Shirley Jones, Chairperson.	
<b>Public Comment/Introductions</b>	Bill Stroop offered his congratulations to SHS for receiving the 2023 Chartis Performing Leadership award for outstanding outcomes.		
<b>Changes/Addition to Agenda</b>	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.	
<b><u>BOARD EDUCATION</u></b>			
<b>CHC Monthly Education</b>	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.		
<b><u>Reports</u></b>			

<b>MCHD Report</b>	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.		
<b>CHC Report</b>	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.		
<b>Foundation Report</b>	Written report included in packet.		
<b>Quality Report</b>	SHS CNO Lisa Gates was excused from the meeting; there was no Quality Report.		
<b>Finance Report</b> <ul style="list-style-type: none"><li><b>December 2023 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>December EBIDA is \$221k; Year-end EBIDA is \$5.976M.</li><li>Review of statement of cash flows, balance sheet, ops analysis.</li><li>Year-end days cash on hand is 80.1 days at year-end.</li></ul>		
<b>Capital Infrastructure Report</b>	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.		
<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>			
	<b>Consent Agenda includes:</b> 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.							
<b>Board Business</b>									
<b>Committee Assignments</b>	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.							
<b>Ute Mountain Ute Tribe Board Communications</b>		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.							
<b>Bank Resolution 2024-01</b>	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.							
<b>Adjourned Meeting in to break before entering Executive Session</b>	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.							
<b>Reconvene Regular Session</b>	Regular session was reconvened at 8:19 pm								
<b>Action Items</b>									
	<p><b>December 18, 2023 Executive Session Minutes</b></p> <p><b>MEC Slate of Approvals</b> 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							

	<table border="1"> <tr> <td>Teresa Brown-Sanchez, NP</td> <td>Family Medicine</td> <td>APP Staff</td> </tr> <tr> <td>Kay Christian, PA</td> <td>Emergency Medicine</td> <td>APP Staff</td> </tr> <tr> <td>Jason Garnreiter, MD</td> <td>Pediatric Cardiology</td> <td>Consulting Staff</td> </tr> <tr> <td>Jay Johnson, MD</td> <td>Radiology</td> <td>Active Staff</td> </tr> <tr> <td>Braden Jones, MD</td> <td>Orthopedic Surgery</td> <td>Active Staff</td> </tr> <tr> <td>Jonathan Shepard, PA</td> <td>Family Practice</td> <td>APP Staff</td> </tr> </table>	Teresa Brown-Sanchez, NP	Family Medicine	APP Staff	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><b>Slate of Contracts:</b>                  Carelock Independent PRN Agreement                  Megan Viquez, MD Employment Agreement                  Lease with MCHD for 1413 N Mildred (SWIC Lease)</p>	<p>MOTION: Eric Croke                  SECOND: Susan Hodgdon                  Motion carried.</p> <p>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.</p> <p>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.</p> <p>It was moved and seconded to approve the slate of contracts as presented.                  MOTION: Susan Hodgdon                  SECOND: Dan Valverde                  Motion carried.</p> <p>It was moved and seconded to approve the CHC January 2024 invoice.                  MOTION: Dan Valverde                  SECOND: Evelyn Quigley                  Motion carried.</p>	
Teresa Brown-Sanchez, NP	Family Medicine	APP Staff																				
Kay Christian, PA	Emergency Medicine	APP Staff																				
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Braden Jones, MD	Orthopedic Surgery	Active Staff																				
Jonathan Shepard, PA	Family Practice	APP Staff																				
<p><b>Adjourn Regular Session</b></p>		<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:

*Shirley Jones, Chairperson*

Shirley Jones, Chairperson

Signed by:

*Dan Valverde*

Dan Valverde, Secretary/Treasurer

**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>	<p>SHS Director Evelyn Quigley updated the board on the Foundation activity.</p> <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>	<p>Interim CFO Shelle Diehm reviewed the enclosed finance reports, including volumes, utilization statistics, and stats.</p> <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



**SOUTHWEST HEALTH SYSTEM, INC.**  
**BOARD OF DIRECTORS MINUTES**  
**March 27, 2024**  
**KIVA Room – 5:00pm**

**Quorum:**

**Also in Attendance:**

Shirley Jones, Chairperson	Joe Theine, SHS CEO	Brandon Johnson, MCHD Board Chair
Susan Hodgdon, Vice-Chair	Rob Owens, SHS Plant Ops Director	Laurie Breedlove, CHC VP of Human Resources
Dan Valverde, Scty/Treas	Shelle Diehm, Finance Director	Travis Parker, CHRO
Evelyn Quigley, Director	Adam Conley, SHS CFO	Leah Wright, SHS Med Staff?
Jim Rogers, Director	Caitlin DeCrow, SHS Compliance Officer	John Leavitt, Principal of The Colorado Network
Eric Croke, Director	Lisa Gates, CNO	Angelina Salazar, WHA
Jay Wood, Director	Maddie Wright, SHS Quality Director	Bill Stroop, Community member
	Brian Doerr, VP of IT CHC	Joe Thomason, SVP Operations for CHC

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Chairperson Shirley Jones called the meeting to order at 5:01pm.		
<b>Changes or additions to the agenda</b>		It was moved and seconded to approve the addition to the agenda of “Capital Infrastructure Committee Recommendation for Roof” under Board Business. MOTION: Eric Croke SECOND: Susan Hodgdon Motion carried.	
<b>Public Comment</b>	No public comment.		
<b>Board Education</b> <ul style="list-style-type: none"> <li>• Change Healthcare Status Report by Brian Doerr with Community Hospital Corporation</li> </ul>	VP of Information Services Brian Doerr reviewed the enclosed presentation with the Board regarding the Change Healthcare Cyber Security Breach which began in February. Change Healthcare acts as a clearinghouse for healthcare providers and third-party payors through Cerner and Athena for SHS. 119 systems through Change Healthcare were affected. Mr. Doerr reviewed the individual and global impact and how healthcare providers such as SHS and insurance companies are	Change Healthcare has 60 days to report a breach of information per the State of Colorado. To date, no announcement or communication has been received by Change Healthcare to SHS or Cerner. The FBI and Office of Civil Rights have opened investigations into privacy concerns of the	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<p>Managed Care Program Report by John Leavitt of The Colorado Network</p>	<p>working claims. Across CHC-owned and managed systems, communications on what is and is not working is being communicated.</p> <p>Cerner and Athena have identified alternate clearinghouses to submit claims, the current hold up has to do with enrolling all providers for all services with these new payors, which can take months to accomplish, especially with so many providers all doing the same thing.</p> <p>Change Healthcare is now coming back online and now that alternate routes to submit claims have been implemented, it is unlikely that providers will go back to using Change as it would require re-enrollment. There are strategies being developed to try to make sure this does not happen again.</p> <p>John Leavitt of the Colorado Network, which is SHS’s external managed care contractor, reviewed the basic history and progression of insurance programs and managed care programs under Medicare. Managed Care programs vary and there is very little education to the patients/Medicare enrollees. They basically all function as an HMO at this point.</p>	<p>data housed by Change Healthcare, a subsidiary of United Healthcare.</p> <p>Questions and discussion around security were reviewed. There is a balance between security and usability.</p> <p>It was recommended that SHS develop a Medicare Advantage strategy to avoid reactive responses to proposals and develop KPI’s specific to SHS’s goals. This will include a specific set of criteria to contract with SHS.</p>	
<p><b>MCHD Report</b></p>	<p>MCHD Chairperson Brandon Johnson advised that the MCHD Board approved the Centmark Roofing Contractor, funding from Capital Infrastructure funding up to \$560,000 (which includes a 10% contingency.)</p> <p>Additionally, they have sent out a “request for proposal” for an Owner’s Representative for the project.</p>		
<p><b>CHC Report</b></p>	<p>CHC SVP Operations Joe Thomason reviewed the enclosed report and invited the SHS Board to the Community Hospital Corporation Annual Conference April 30<sup>th</sup> through May 2<sup>nd</sup> in Frisco, Texas.</p>	<p>Any board members interested in attending should reach out to Joe and Bridgett to set up travel arrangements and register.</p>	
<p><b>Foundation Report</b></p>	<p>Evelyn Quigley, Board member and SHS Board representative on the Foundation Board reported on the status of an EMS request in total \$107,000. Half of the funding for this equipment is paid for through CDPHE (Colorado Dept. of Public Health and Environment); the remaining amount of \$54,000 the</p>	<p>The appropriate process for Board approval is that this be reviewed and presented to the Finance Committee to then recommend to the full board. Time is of the essence as the equipment must be purchased and in service</p>	<p>The item will be added to the Finance</p>

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
	<p>Foundation has received pledges in excess of the \$54,000 needed.</p> <p>Ms. Quigley recommends the board approve this request. The equipment must be purchased by SHS; the amount requested exceeds CEO signing authority without board approval.</p> <p>It was noted that the process by which these requests have been reviewed over the years through the Foundation has varied.</p>	<p>prior to 6/1/24 in order for CDPHE grant to be paid; lead time for the equipment may make hitting these timelines while waiting for April board and finance committee meeting challenging.</p>	<p>Committee meeting agenda in April.</p>
<b>Quality Report</b>	<p>The board was introduced to Maddie Wright, SHS Quality Director. She develops the reports and information which Lisa Gates, SHS CNO has been reporting to the Board.</p> <p>Ms. Gates reviewed the enclosed report and noted that the February statistics can be affected due to the Change Healthcare incident affects coding, which is where some of these numbers come from. The statistics and their meaning were reviewed briefly.</p>		
<b>Finance Report</b>	<p>SHS Finance Contractor Shelle Diehm reviewed the enclosed Financial Report for February. Operating performance, volumes, utilizations were discussed.</p> <p>YTD EBIDA is \$429,000.</p> <p>The income statement and balance sheet were reviewed, and additional discussions regarding the specific issues SHS is experiencing in cash flow and days unbilled were discussed.</p> <p>Days unbilled for the end of February was 15. We normally run at 3-5 days unbilled. SHS has applied for Medicare advanced payment as well as funds from Change Healthcare. Much of the process is manual and when funds come in, it is also unknown where to post the funds as the payments are not necessarily received with an explanation of benefits, so staff are having to process each individually.</p>		
<b>Capital Infrastructure Committee Report</b>	<p>Eric Croke, SHS Board representative on the Capital Infrastructure Committee advised that 4 bids were received (enclosed summary reviewed). The best option was clearly CentiMark Roofing. They have so far had excellent reviews.</p> <p>The proposal for \$507,000 includes replacement of end cap of parapet walls. Mr. Croke also recommended that should SHS Board approve, a 10% contingency be added for a total of</p>		

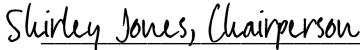
Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
	<p>\$560,000 as MCHD did. CentiMark does large projects for many hospitals in and near Colorado. They are an HPG vendor, which contributed to the discounted rate offered to SHS. All other bids were much higher. An annual preventative roofing maintenance check is also included in the bid from CentiMark. It was also noted that SHS did submit a grant to both Senator Hickenlooper and Bennett’s office for Congressionally-Directed Spending in 2025 from the list of priority projects toward the SHS infrastructure, specifically, the Med Gas replacement and emergency fuel oil replacement. Mr. Theine advised that while it is not expected that this necessarily be awarded, it at least begins the conversation for future requests.</p>		
<p><b>Compliance Report by Caitlin DeCrow, SHS Compliance Officer</b></p>	<p>SHS Compliance Officer Caitlin DeCrow reviewed the enclosed Compliance Work Plan (under Consent Agenda) as well as the Code of Conduct. These have been updated with a change to CEO on the Code of Conduct and the work plan based on Compliance Committee review and recommendations.</p>		
<p><b>Provider Recruiting, Contracting and Retention Committee, Dr. Jenny Gero</b></p>	<p>SMG Medical Director and Committee Chair reviewed the enclosed report with the Board. The committee was stood up at their first meeting since 2015 this month. Education for the committee as well as structure and intent were outlined. Those in the committee have been directed to send their recommendations for focus to Ms. Gero for future meeting agenda development and committee focus.</p>		
<p><b>Nominating Committee Report by Dan Valverde, Committee Chair</b></p>	<p>Mr. Valverde reported that at the current time, there is no business to conduct until early summer; no vacancies on the board are expected until later this year. Mr. Valverde advised that Friends of the Hospital are assisting in promoting board positions in the community. More to follow after the summer meeting is held.</p>		
<p><b>CHA Meeting Report by Evelyn Quigley and Jim Rogers</b></p>	<p>Both Ms. Quigley and Mr. Rogers advised that the meeting was educational and helpful to their new board role. At the end of the conference, they met with legislators to discuss the challenges regarding rural healthcare.</p>	<p>Mr. Theine recommended that the board consider developing a governance budget and board planning.</p>	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Western Healthcare Alliance, Angelina Salazar CEO</b>	Western Healthcare Alliance (WHA) CEO Angelina Salazar reviewed the many services the WHA provides to western slope hospitals and health systems. SHS has been a part of WHA since they opened. SHS is part-owner of A1 collection/ AR Services through WHA. Ms. Salazar will be providing a training on-site for SHS Leaders/Directors Thursday and Friday this week. Mr. Theine noted that Leadership development was a main focus for 2024.	The WHA Summit is on July 17 <sup>th</sup> and 18 <sup>th</sup> , another collaborative and training opportunity should any of the board members be interested.	
<b>Strategic Planning Report, CEO Joe Theine</b>	Mr. Theine provided a powerpoint presentation as well as the enclosed report updating the board on recruiting plan status, retention rates, and capital expenses. There was discussion on the capital purchases list and how that ties in with fundraising efforts. As these are prioritized, the results will be presented to the Board.		
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda. February 28, 2024 Regular Meeting Minutes February 2024 Financials CHC Invoices – March 2024-06 Bond Borrower Resolution HR Policy Extended Illness Bank 2024 Compliance Work Plan Code of Conduct Policy	It was moved and seconded to approve the consent agenda with all enclosed action as presented: February 28, 2024 Regular Meeting Minutes February 2024 Financials CHC Invoices – March 2024-06 Bond Borrower Resolution HR Policy Extended Illness Bank 2024 Compliance Work Plan Code of Conduct Policy MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	
<b>Business Planning</b>	Mr. Theine reviewed the enclosed timeline for the 2025 Budget calendar as well as the planning cycle for the business plan.		
<b>Capital Infrastructure Roofing Proposal</b>		It was moved and seconded to approve contracting with Centimark to provide Roofing repair as described for \$507,000, plus 10% contingency for total of \$560,000 with funds, as available with Days Cash on Hand requirements, in Capital Infrastructure account held in trust by Zions Bancorp, NA.	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party																		
		MOTION: Jim Rogers SECOND: Susan Hodgdon Motion carried.																			
<b>Break for Dinner</b>	All were excused except those remaining for Executive Session																				
<b>Adjourn to Executive Session</b>		The Board adjourned to Executive Session at 8:35pm.																			
<b>Return to Regular Session</b>		The Board returned to Regular Session at 9:11pm.																			
<b>Action Items</b>	<p>MEC Chair/Vice Chair Recommendation</p> <table border="1" data-bbox="575 565 1251 1123"> <thead> <tr> <th data-bbox="575 565 785 597">Background</th> <th data-bbox="785 565 1073 597">Name</th> <th data-bbox="1073 565 1251 597">Appointment</th> </tr> </thead> <tbody> <tr> <td data-bbox="575 597 785 764">Initial Appointment</td> <td data-bbox="785 597 1073 764">Timothy Bender, MD Radiology Assoc. of Durango Daniel Mower, CRNA Novus Anesthesia</td> <td data-bbox="1073 597 1251 764">Active Staff  APP Staff</td> </tr> <tr> <td data-bbox="575 764 785 927">Reappointment</td> <td data-bbox="785 764 1073 927">Laura Chase, CRNA Pamela Clark, FNPBS Nicholas Preston, CFNP Matthew Thompson, MD</td> <td data-bbox="1073 764 1251 927">APP Staff APP Staff APP Staff Active Staff</td> </tr> <tr> <td data-bbox="575 927 785 992">Resignations</td> <td data-bbox="785 927 1073 992">Jenny Lovett, NP Robin Richard, MD</td> <td data-bbox="1073 927 1251 992">APP Staff Active Staff</td> </tr> <tr> <th data-bbox="575 992 785 1024">Background</th> <th colspan="2" data-bbox="785 992 1251 1024">Policy References</th> </tr> <tr> <td data-bbox="575 1024 785 1123">Podiatry Privileges</td> <td colspan="2" data-bbox="785 1024 1251 1123">Amer Coll of Foot &amp; Ankle Position Statement; SHS Podiatry Privilege Form Core Levels</td> </tr> </tbody> </table> <p><b>Slate of Contracts:</b> Chris Jetter, DPM Employment Agreement</p>	Background	Name	Appointment	Initial Appointment	Timothy Bender, MD Radiology Assoc. of Durango Daniel Mower, CRNA Novus Anesthesia	Active Staff  APP Staff	Reappointment	Laura Chase, CRNA Pamela Clark, FNPBS Nicholas Preston, CFNP Matthew Thompson, MD	APP Staff APP Staff APP Staff Active Staff	Resignations	Jenny Lovett, NP Robin Richard, MD	APP Staff Active Staff	Background	Policy References		Podiatry Privileges	Amer Coll of Foot & Ankle Position Statement; SHS Podiatry Privilege Form Core Levels		<p>It was moved and seconded to approve the MEC Chair/Vice Chair of Dr. Randy Davidson as Chair and Moriah Tarpey, MD as Vice-Chair recommendation by the Medical Executive Committee. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>It was moved and seconded to approve the initial appointments as presented and recommended by the Medical Executive Committee. MOTION: Jim Rogers SECOND: Dan Valverde Motion carried.</p> <p>It was moved and seconded to approve the Reappointments as presented and recommended by the Medical Executive Committee MOTION: Jim Rogers SECOND: Eric Croke Motion carried.</p> <p>It was moved and seconded to approve the Podiatry Privileges as presented and recommended by the Medical Executive Committee. MOTION: Dan Valverde</p>	
Background	Name	Appointment																			
Initial Appointment	Timothy Bender, MD Radiology Assoc. of Durango Daniel Mower, CRNA Novus Anesthesia	Active Staff  APP Staff																			
Reappointment	Laura Chase, CRNA Pamela Clark, FNPBS Nicholas Preston, CFNP Matthew Thompson, MD	APP Staff APP Staff APP Staff Active Staff																			
Resignations	Jenny Lovett, NP Robin Richard, MD	APP Staff Active Staff																			
Background	Policy References																				
Podiatry Privileges	Amer Coll of Foot & Ankle Position Statement; SHS Podiatry Privilege Form Core Levels																				

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
	Hall Render Engagement for Outside Counsel	<p>SECOND: Evelyn Quigley Motion carried.</p> <p>It was moved and seconded to approve the employment agreement for Chris Jetter, DPM as presented. MOTION: Eric Croke SECOND: Susan Hodgdon Motion carried.</p> <p>It was moved and seconded to ratify the Engagement Letter signed by SHS CEO Joe Theine. MOTION: Jay Wood SECOND: Evelyn Quigley Motion carried.</p>	
<b>Adjourn Regular Meeting</b>		The meeting was adjourned at 9:14pm.	
	The SHS Board remained with Laurie Breedlove and Joe Thomason for a special executive session.		

Respectfully submitted:

Docusign  
  
 Shirley Jones, Chairperson

Signed by:

  
 Dan Valverde, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.**  
**BOARD OF DIRECTORS MINUTES**  
**April 24, 2024**  
**KIVA Room – 5:00pm**

**Quorum:**

**Also in Attendance:**

Shirley Jones, Chairperson	Brandon Johnson, MCHD Board Chair	Bill Stroop, Community member
Susan Hodgdon, Vice-Chair	Jenny Gero, MD CMO	Joe Thomason, SVP Operations for CHC
Dan Valverde, Scty/Treas	Shelle Diehm, Finance Consultant (Teams)	Kent Lindsay, County Commissioner
Jim Rogers, Director	Adam Conley, SHS CFO	Bridgett Jabour, Board Secretary
Eric Croke, Director	Caitlin DeCrow, Compliance Mgr. (Teams)	Mark Daffer, Blue & Co Auditor
Jay Wood, Director	Lisa Gates, CNO	Amy Brown, CHC VP Risk & Compliance (Teams)
<b><u>Ex Officio:</u></b>	Travis Parker, CHRO	
Joe Theine, CEO	<b><u>Excused:</u></b>	
Randy Davidson, Chief of Staff	Evelyn Quigley, Director	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Chairperson Shirley Jones called the meeting to order at 5:01pm.		
<b>Approval of Agenda</b>		It was moved and seconded to approve agenda. Motion carried.	
<b>Public Comment</b>	No public comment.		
<b>Board Education</b> <ul style="list-style-type: none"> <li>• Board Responsibilities and Compliance, CHC Compliance VP Amy Brown</li> </ul>	CHC Compliance VP Amy Brown provided an update following November 2023 guidance update, including advising that the Compliance Officer should be reporting to the board on a routine basis.	CHC will be doing a Compliance/Risk assessment for SHS in the coming weeks. Ms. Brown has already been in touch with Ms. DeCrow to review the 7 elements. Once complete, the Board will receive a detailed report.	
<b>2023 Audit Report, Mark Daffer Blue &amp; Co</b>	Mark Daffer with Blue & Co., SHS’s Independent Auditor reviewed the 2023 final financial report presented on the screen, (draft presented in the packet). Mark Daffer reviewed the board letter and 2023 final audit, and highlighted the following: <ul style="list-style-type: none"> <li>• SHS closes the year-end books early.</li> <li>• The final was an unmodified opinion, also considered a “clean audit”.</li> </ul>		



Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
	<ul style="list-style-type: none"> <li>Everything is done according to GAAP.</li> </ul>		
<b>MCHD Report</b>	MCHD Chair Brandon Johnson advised that the Board hired the Owner’s Rep for the roofing project. He is a local person working with a company out of Arizona, named Peter Rehn, CAPM.		
<b>CHC Report</b>	Joe Thomason, gave a CHC Report to the Board. Mr. Thomason complimented the team advising that in their monthly report, the SHS team is always well prepared and engaged in the discussion. Adam Conley received orientation at CHC and much of the CHC team got to meet him. Beth Kim completed desk review on CPT codes and pricing.		
<b>Foundation Report</b>	Mr. Theine advised that the Foundation held their annual meeting and seated officers. Mr. Theine updated the foundation board on SHS planning for capital budget. The Foundation is working to renew Enterprise Zone tax credit.		
<b>Quality Report</b>	Lisa Gates, CNO gave a Quality Report reviewing all the enclosed metrics for Quality and Quality report. The n size is small which can skew percentages significantly when the volumes are low. HCAHPS, would recommend HCAHPS have gone up significantly.		
<b>Finance Report</b>	<p>SHS Finance Contractor Shelle Diehm reviewed the February Financials with the Board:</p> <p>Net operating revenue up 3.9%, growing volume more than expenses. Pharmaceuticals growth in retail pharmacy. Our payments have seen an increase in the Provider Fee (CHASE).</p> <p>Capital infrastructure cash is at 1.950M. Cash flow is because of change healthcare issues. Days unbilled is at 27 days; AR days are up due to this as well. Clinic AR Days at 36, but still under target. Days cash on hand is 83 days.</p> <p>Review of capital facilities improvement account. Balance. Up to 2.25 million in capital facilities improvement from at the end of March. \$2.1m including interest on sweep account.</p>		
<b>Capital Infrastructure Committee Report</b>	Eric Croke provided an update to the Board advising the roof contract with CentiMark has been signed. The Committee is		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party												
	reprioritizing top 10 items that need replacing or repaired. These are the items that the Capital Infrastructure funds may be used to address.														
<b>Strategic Planning Report, CEO Joe Theine</b>	Mr. Theine reviewed a presentation on screen as well as the enclosed report updating the board on recruiting plan status, retention rates, and capital expenses. Grant applications have been submitted in several areas, as described. Employee of the month recipients were reviewed.														
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda.	It was moved and seconded to approve the consent agenda with all enclosed action as presented: March 28, 2024 Regular Meeting Minutes March 2024 Financials / Q1 Ratios 2023 Audit Report, Blue & Co. CHC Invoices – April Pharmacy Nighthawk Prescriptive Services Cardiopulmonary Read Services Physician Recruitment Policy MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.													
<b>Break for Dinner</b>	All were excused except those remaining for Executive Session														
<b>Adjourn to Executive Session</b>		The Board adjourned to Executive Session at 6:43pm.													
<b>Return to Regular Session</b>		The Board returned to Regular Session at 7:10pm.													
<b>Action Items</b>	<table border="1" data-bbox="573 1122 1220 1409"> <thead> <tr> <th colspan="3" data-bbox="573 1122 1220 1146">MEC Recommendations</th> </tr> <tr> <th data-bbox="573 1146 772 1179">Background</th> <th data-bbox="772 1146 1035 1179">Name</th> <th data-bbox="1035 1146 1220 1179"></th> </tr> </thead> <tbody> <tr> <td data-bbox="573 1179 772 1279">Initial Appointment</td> <td data-bbox="772 1179 1035 1279">Chris Jetter, DPM Kenneth Richardson, MD</td> <td data-bbox="1035 1179 1220 1279">Active Staff Active Staff</td> </tr> <tr> <td data-bbox="573 1279 772 1409">Reappointment</td> <td data-bbox="772 1279 1035 1409">Kenton Asche, DO Jennifer Gero, MD Gretchen Heinrichs, MD</td> <td data-bbox="1035 1279 1220 1409">Active Staff Active Staff</td> </tr> </tbody> </table>	MEC Recommendations			Background	Name		Initial Appointment	Chris Jetter, DPM Kenneth Richardson, MD	Active Staff Active Staff	Reappointment	Kenton Asche, DO Jennifer Gero, MD Gretchen Heinrichs, MD	Active Staff Active Staff	It was moved and seconded to approve the MEC Recommendations as presented and recommended by the Medical Executive Committee (including appointments, reappointments and FPPE/OPPE). MOTION: Jim Rogers SECOND: Dan Valverde Motion carried.	
MEC Recommendations															
Background	Name														
Initial Appointment	Chris Jetter, DPM Kenneth Richardson, MD	Active Staff Active Staff													
Reappointment	Kenton Asche, DO Jennifer Gero, MD Gretchen Heinrichs, MD	Active Staff Active Staff													

Agenda Item/Topic	Findings and Discussions			Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party	
	FPPE/OPPE	Kristen Sena, PA-C Wade Bilger, CRNA	APP Staff	It was moved and seconded to approve Kevin Bagley, MD and Heidi Larrick, NP as recommended by the Medical Executive Committee MOTION: Dan Valverde SECOND: Jay Wood Motion carried. It was moved and seconded to approve the CME Financial Relationship Policy as recommended by the Medical Executive Committee. MOTION: Jim Rogers SECOND: Dan Valverde Motion carried. It was moved and seconded to approve the Slate of Contracts as presented. MOTION: Jay Wood SECOND: Susan Hodgdon Motion carried.		
Additions to Medical Executive Committee						
MEC Director	Kevin Bagley, MD	term ends 2026				
APP Director	Heidi Larrick, NP	Term ends 2026				
<b>Adjourn Regular Meeting</b>				The meeting was adjourned at 7:12pm.		

Respectfully submitted:

DocuSigned by:

*Shirley Jones, Chairperson*

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Shirley Jones, Chairperson

Signed by:

*Dan Valverde*

6A811E47D0CC  
Dan Valverde, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.**  
**BOARD OF DIRECTORS MINUTES**  
**May 29, 2024**  
**KIVA Room – 5:00pm**

**Quorum:**

**Also in Attendance:**

Shirley Jones, Chairperson	Brandon Johnson, MCHD Board Chair	Leah Wright, Med Staff Services
Susan Hodgdon, Vice-Chair	Moriah Tarpey, MD Vice Chief of Staff	Bridgett Jabour, Board Secretary
Dan Valverde, Scty/Treas	Chuck Krupa, IS Director / PIO	Valerie Hayes / Lisette Hudson, CHC VP Marketing
Jim Rogers, Director	Adam Conley, SHS CFO	Todd Linden, Linden Consulting
Eric Croke, Director	Caitlin DeCrow, Compliance Mgr. (Teams)	Barb Lorschach, GHI governWell
Jay Wood, Director	Travis Parker, CHRO	<b><u>Excused:</u></b>
Evelyn Quigley, Director (Teams)	Joe Thomason, SVP Operations for CHC	Randy Davidson, Chief of Staff
<b><u>Ex Officio:</u></b>	Amanda Mullen, MD	Jenny Gero, MD CMO
Joe Theine, CEO		Lisa Gates, CNO

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Chairperson Shirley Jones called the meeting to order at 5:05pm.		
<b>Approval of Agenda</b>	No change to agenda.		
<b>Public Comment</b>	No public comment.		
<b>Board Assessment Introduction with Todd Linden, Linden Consulting</b>	Todd Linden, with Linden Consulting shared that a Board assessment had been sent out to all board members to complete. The response is due by June 3 <sup>rd</sup> in order for the assessment key takeaways can be ready for the Friday meeting.	The Board scheduled the first Board Development Workshop for Friday, June 7 <sup>th</sup> from 12-4pm in Kiva Room.	Ms. Jabour will send out the invite.
<b>Board Education CMS SAFER Guides by Erin Dickerman, Director of Clinical Informatics</b>	CHC Compliance VP Clinical Informatics educated the Board regarding the requirements that must be reported through CMS. CHC reviews, assesses and educates SHS on SAFER requirements. SHS began meeting these in 2022. Cross functional teams meet with all recommended under the SAFER requirements.		
<b>MCHD Report</b>	MCHD Chair Brandon Johnson advised work continues on the roof project. It started on May 15 <sup>th</sup> and they expect to be done by June 11 <sup>th</sup> . SWIC roof is already completed.		
<b>CHC Report</b>	Joe Thomason, gave a CHC Report to the Board.		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
	<p>CHC will be conducting a mock survey on June 12<sup>th</sup> and 13<sup>th</sup> Mr. Thomason reviewed the enclosed report, and also thanked those who attended the conference at CHC last month. Great education and collaboration by those attending.</p>		
<b>Foundation Report</b>	<p>SHS Director Evelyn Quigley updated the board on SWMH Foundation activities, including reminder that City Market will donate based on spending on Kroger/City Market card. The Foundation is also reviewing their Bylaws.</p>	<p>Ms. Quigley will forward the information to the Board.</p>	<p>Ms. Quigley</p>
<b>Quality Report</b>	<p>With Ms. Gates and Ms. Wright being away from the office, Mr. Theine reviewed the enclosed Quality Report, highlighting notable items.</p>		
<b>Finance Report</b>	<p>SHS CFO Adam Conley reviewed the April Statistics and Financials with the Board.                      Items of note are that April saw many volume and utilization highs over the previous 6 months, notably in imaging and outpatient diagnostic services. Large increase in births back to historical averages. 13 births in April.                      April 2024 net income was \$152k; EBIDA is \$541k.                      Year to date net income is \$478k; Year to Date is \$2.16m.                      We're maintaining days cash on hand at 81 days with new loan calculation.                      Business office elements continues to get back to normal cycle as processing resumes for billing.</p>		
<b>Capital Infrastructure Committee Report</b>	<p>Eric Croke advised that the Capital Infrastructure Committee meets monthly. The Committee is reworking and reassessing the infrastructure reinvestment into the facility. It was noted that the State of Colorado is mandating energy reduction and will be considered in appropriate</p>		
<b>Provider Recruitment Contracting and Retention Committee Report</b>	<p>Jay Wood, Director, and member of PRCRC gave an updated the board on the work being done by the Committee, specifically researching what we have/offer that makes providers choose to come to work her as well as what makes them leave. There was discussion on what role the board plays in supporting providers during recruitment and employment.</p>		
<b>Strategic Planning Report, CEO Joe Theine</b>	<p>Mr. Theine reviewed a presentation on screen as well as the enclosed report updating the board on recruiting plan status, retention rates, and capital expenses. Grant applications have</p>		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party												
	been submitted in several areas, as described. Lil Bostrom’s retirement part was a success, and an OR room was dedicated to her for her many years of service.														
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda.	It was moved and seconded to approve the consent agenda with all enclosed action as presented: April 24, 2024 Regular Meeting Minutes April 2024 Financials CHC Invoices – May MOTION: Eric Croke SECOND: Jim Rogers Motion carried.													
<b>Board Business:</b> Market Assessment Review Lisette Hudson / Valerie Hayes CHC	Lisette Hudson, VP Marketing with CHC reviewed the highlights of the handout/on screen report regarding the recently-completed Market Assessment for SHS. The conclusions and data analytics can provide some detail on potential opportunities to grow and develop programs within the organization.	The board requested Mr. Theine and Ms. Hudson to provide the recommendations of what would best support the community that SHS can potentially expand. There was discussion around key opportunities such as Cardiology, Pulmonology and Oncology.													
<b>Break for Dinner</b>	All were excused except those remaining for Executive Session at 7:34pm														
<b>Adjourn to Executive Session</b>		The Board adjourned to Executive Session at 8:00pm.													
<b>Return to Regular Session</b>		The Board returned to Regular Session at 8:50 pm.													
<b>Action Items</b>	<table border="1" data-bbox="562 1089 1230 1408"> <thead> <tr> <th colspan="3" data-bbox="562 1089 1230 1117">MEC Recommendations</th> </tr> <tr> <th data-bbox="562 1117 751 1149">Background</th> <th data-bbox="751 1117 1024 1149">Name</th> <th data-bbox="1024 1117 1230 1149"></th> </tr> </thead> <tbody> <tr> <td data-bbox="562 1149 751 1252">Initial Appointment</td> <td data-bbox="751 1149 1024 1252">Raymond Welsh, MD David Lebec, CRNA Mark Neimat, MD</td> <td data-bbox="1024 1149 1230 1252">Telemedicine APP Staff Active Staff</td> </tr> <tr> <td data-bbox="562 1252 751 1408">Re-appointment</td> <td data-bbox="751 1252 1024 1408">Justin Grisham, DO John Mathers, DO Robin Gwaltney, MD Jeffrey Hare, MD Scott Penny, MD</td> <td data-bbox="1024 1252 1230 1408">Active Staff Active Staff Telemedicine Telemedicine Active Staff</td> </tr> </tbody> </table>	MEC Recommendations			Background	Name		Initial Appointment	Raymond Welsh, MD David Lebec, CRNA Mark Neimat, MD	Telemedicine APP Staff Active Staff	Re-appointment	Justin Grisham, DO John Mathers, DO Robin Gwaltney, MD Jeffrey Hare, MD Scott Penny, MD	Active Staff Active Staff Telemedicine Telemedicine Active Staff	It was moved and seconded to approve the MEC Recommendations as presented and recommended by the Medical Executive Committee (including appointments and reappointments). MOTION: Dan Valverde SECOND: Jay Wood Motion carried.	
MEC Recommendations															
Background	Name														
Initial Appointment	Raymond Welsh, MD David Lebec, CRNA Mark Neimat, MD	Telemedicine APP Staff Active Staff													
Re-appointment	Justin Grisham, DO John Mathers, DO Robin Gwaltney, MD Jeffrey Hare, MD Scott Penny, MD	Active Staff Active Staff Telemedicine Telemedicine Active Staff													

Agenda Item/Topic	Findings and Discussions		Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party	
		Stephanie Runyan, DO Linda E. Sanders, MD Jennifer Gero, MD	Telemedicine Active Staff Active Staff	It was moved and seconded to approve the Slate of Contracts as presented. MOTION: Eric Croke SECOND: Dan Valverde Motion carried.	
<b>Adjourn Regular Meeting</b>	<b>Slate of Contracts:</b> Jocelyn Hirschman, MD – Family Medicine Employed Contract Erick Ireland, PA-C – 3 <sup>rd</sup> Contract Orthopedic Employ Contract Kay Christian, PA – PRN APP Emerg. Room 1099 Agreement		The meeting was adjourned at 8:57pm.		

Respectfully submitted:

Docusign Signed by:

*Shirley Jones, Chairperson*

Shirley Jones, Chairperson

Signed by:

*Dan Valverde*

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Dan Valverde, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.**  
**BOARD OF DIRECTORS MINUTES**  
**June 26, 2024**  
**KIVA Room – 5:00pm**

**Quorum:**

**Ex Officio:**

Shirley Jones, Chairperson	Joe Theine, CEO	Brandon Johnson, MCHD Board Chair
Susan Hodgdon, Vice-Chair (Teams)	Randy Davidson, MD Chief of Staff	Chuck Krupa, IS Director / PIO
Jim Rogers, Director		Barb Lorschbach, GHI GovernWell
Eric Croke, Director	<b><u>Also in Attendance:</u></b>	Kaye Marantette, CHC Quality Director
Jay Wood, Director	Caitlin DeCrow, Compliance Mgr. (Teams)	Adam Conley, SHS CFO
Evelyn Quigley, Director	Travis Parker, CHRO	<b><u>Excused:</u></b>
	Judi McLain, VP Finance for CHC	Dan Valverde, Scty/Treas

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Chairperson Shirley Jones called the meeting to order at 5:05pm.		
<b>Approval of Agenda</b>	No change to agenda.	It was moved and seconded to approve the agenda as presented. MOTION: Jay Wood SECOND: Eric Croke Motion carried.	
<b>Public Comment</b>	No public comment.		
<b>Board Education Health Equity</b> presented by Kaye Marantette, CHC Quality Director	CHC Quality Director Kaye Marantette reviewed the enclosed presentation, reviewing the CMS guidance. Lisa Gates, CNO added work SHS does and how the data collection has been managed and goals for data compilation for trends and disparities in the coming years.		
<b>MCHD Report</b>	MCHD Chair Brandon Johnson advised original work completed on the roof project. The change order additional items should be finished by the end of this week, and the work will be finished.		
<b>CHC Report</b>	Judi McLain reviewed the enclosed report, including work by Lisette Hudson and Valerie Hayes who will be leading the strategic planning session scheduled for July 25 & 26.		
<b>Foundation Report</b>	SHS Director Evelyn Quigley reviewed the enclosed written report.		



Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Quality Report</b>	Ms. Gates reviewed the enclosed Quality Report. All sections reviewed, including inpatient, outpatient, readmission and hospital-acquired conditions. Overall scorecard data showing favorable results.		
<b>Finance Report</b>	SHS CFO Adam Conley reviewed the April Statistics and Financials with the Board. May 2024 net income was \$46k; EBIDA is \$447k. Year to date net income is \$521k; Year to Date is \$2.6m. Net assets at \$23.7m; Liabilities of \$15m Days cash on hand is at 84 days, but includes most of prefunding of roofing project as balance has not been invoiced to SHS yet. Business office elements continues to get back to normal cycle as processing resumes for billing. 13-week cash projection remains less accurate, but will improve as cash receipts go back to normal.		
<b>Capital Infrastructure Committee Report</b>	Eric Croke advised that the Capital Infrastructure Committee has completed recommendation to review and reassess top 10 items to repair on campus. Microgrid design work continues to move forward. The Committee is reviewing “stacked funding” opportunities for the Microgrid project.		
<b>Compliance Committee Report</b>	Ms. Quigley reviewed the committee meeting discussions, focusing on Conflict of Interest Plan, as well as the Compliance Work Plan enclosed in Consent Agenda.		
<b>Provider Recruitment Contracting and Retention Committee Report</b>	Mr. Croke reviewed the enclosed PRCRC report which included discussion of the sleep program with the resignation of Carly Temple, NP. After review of options, no changes were recommended, so an APP position to continue the sleep program as is currently will be posted.		
<b>Strategic Planning Report, CIO/PIO Chuck Krupa</b>	Mr. Krupa reviewed a presentation on screen as well as the enclosed report updating the board on recruiting plan status, retention rates, and capital expenses.		
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda.	It was moved and seconded to approve the consent agenda with all enclosed action as presented: May 29, 2024 Regular Meeting Minutes May 2024 Financials	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party												
		CHC Invoices – June Capital Infrastructure Committee Prioritizing Repairs as Recommended Compliance Committee Recommendations MOTION: Jim Rogers SECOND: Evelyn Quigley Motion carried.													
<b>Board Business:</b> Market Assessment Follow Up	Mr. Theine reviewed the draft agenda enclosed and the plan and process of the strategic planning scheduled for July 25 <sup>th</sup> and 26 <sup>th</sup> .														
<b>Break for Dinner</b>	All were excused except those remaining for Executive Session at 6:32pm														
<b>Adjourn to Executive Session</b>		The Board began to Executive Session at 6:55pm.													
<b>Return to Regular Session</b>		The Board returned to Regular Session at 8:15 pm.													
<b>Action Items</b>	<p>MEC Recommendations</p> <table border="1" data-bbox="443 808 1108 1174"> <thead> <tr> <th data-bbox="443 808 632 846">Background</th> <th data-bbox="632 808 905 846">Name</th> <th data-bbox="905 808 1108 846"></th> </tr> </thead> <tbody> <tr> <td data-bbox="443 846 632 943">Initial Appointment</td> <td data-bbox="632 846 905 943">Todd Winkler, MD Stetler Shumway, CRNA</td> <td data-bbox="905 846 1108 943">Telemedicine APP Staff</td> </tr> <tr> <td data-bbox="443 943 632 1040">Re-appointment</td> <td data-bbox="632 943 905 1040">Shannon Ferrari, LCSW Jeffrey Tarpey, MD Moriah Tarpey, MD</td> <td data-bbox="905 943 1108 1040">APP Staff Active Staff Active Staff</td> </tr> <tr> <td data-bbox="443 1040 632 1174">Continued Privileges</td> <td data-bbox="632 1040 905 1174">Extension of M. Thompson privileges superceding contract language section</td> <td data-bbox="905 1040 1108 1174">Active Staff</td> </tr> </tbody> </table> <p><b>Slate of Contracts:</b>                      Chris Jetter, DPM 1st Amendment                      Kronen PRN Hospitalist Agreement                      Eve Bruneau, DO Employment Agreement</p>	Background	Name		Initial Appointment	Todd Winkler, MD Stetler Shumway, CRNA	Telemedicine APP Staff	Re-appointment	Shannon Ferrari, LCSW Jeffrey Tarpey, MD Moriah Tarpey, MD	APP Staff Active Staff Active Staff	Continued Privileges	Extension of M. Thompson privileges superceding contract language section	Active Staff	<p>It was moved and seconded to approve the Executive Session minutes.                      MOTION: Evelyn Quigley                      SECOND: Jim Rogers                      Motion carried.</p> <p>It was moved and seconded to approve the MEC Recommendations as presented and recommended by the Medical Executive Committee (including appointments and reappointments, and continued privileges).                      MOTION: Jim Rogers                      SECOND: Jay Wood                      Motion carried.</p> <p>It was moved and seconded to approve the Slate of Contracts as presented.                      MOTION: Evelyn Quigley                      SECOND: Jim Rogers                      Motion carried.</p>	
Background	Name														
Initial Appointment	Todd Winkler, MD Stetler Shumway, CRNA	Telemedicine APP Staff													
Re-appointment	Shannon Ferrari, LCSW Jeffrey Tarpey, MD Moriah Tarpey, MD	APP Staff Active Staff Active Staff													
Continued Privileges	Extension of M. Thompson privileges superceding contract language section	Active Staff													

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Adjourn Regular Meeting</b>		The meeting was adjourned at 8:15pm.	

Respectfully submitted:

DocuSigned by:

*Shirley Jones, Chairperson*

Shirley Jones, Chairperson

Signed by:

*Dan Valverde*

Dan Valverde, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.  
BOARD OF DIRECTORS MINUTES  
July 31, 2024  
KIVA Room – 5:00pm**

**Quorum:**

**Also in Attendance:**

Shirley Jones, Chairperson	Caitlin DeCrow, Compliance Mgr. (Teams)	Lisa Gates, CNO
Susan Hodgdon, Vice-Chair (Teams)	Travis Parker, CHRO	Caitlin DeCrow, SHS Compliance Officer
Dan Valverde, Scty/Treas	Adam Conley, SHS CFO	Mary Dodd, Community Member
Jim Rogers, Director	Joe Thomason, CHC SVP Operations	Karla Demby, MD Retired Physician
Eric Croke, Director	Leah Wright, SHS Medical Staff Svcs	Maggie, Community Member
Jay Wood, Director	Travis Parker, CHRO	Camryn Cass, Cortez Journal Journalist
	Brandon Johnson, MCHD Board Chair	<b><u>Excused:</u></b>
<b><u>Ex Officio:</u></b>	Chuck Krupa, IS Director / PIO	Evelyn Quigley, Director
Joe Theine, CEO	Bridgett Jabour, Board Secretary	Randy Davidson, MD Chief of Staff

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Chairperson Shirley Jones called the meeting to order at 5:03pm.		
<b>Approval of Agenda</b>	No change to agenda.	It was moved and seconded to approve the agenda as presented. Susan Hodgdon Dan Valverde Motion carried.	
<b>Public Comment</b>	No public comment.		
<b>MCHD Report</b>	MCHD Chair Brandon Johnson thanked CHC for the facilitation of the strategic planning session on July 25 <sup>th</sup> and 26 <sup>th</sup> .		
<b>CHC Report</b>	Mr. Thomason reviewed the enclosed report with the board.		
<b>Foundation Report</b>	Mr. Theine advised that the foundation will be hosting a donor appreciation event for the EMS equipment donated by the community. The EZ project application was accepted by Region 9.		
<b>Quality Report</b>	Ms. Gates reviewed the enclosed Quality Report. All sections reviewed, including inpatient, outpatient, readmission and hospital-acquired conditions. Overall scorecard data showing favorable results.		
<b>Finance Report</b>	SHS CFO Adam Conley reviewed the June Statistics and Financials with the Board. Days cash on hand is 88 days. Gross charges are above		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party												
	budget; expenses are below budget. Financial investment recommendation is in the consent agenda.														
<b>Capital Infrastructure Committee Report</b>	Eric Croke reported completion of roof project on south campus on time and less than half of the rough order of magnitude estimate. The committee is now focusing on strategic things as the emergent things are being repaired.														
<b>Strategic Planning Report, Joe Theine, CEO</b>	Mr. Theine reviewed his dashboard report showing recruitment, retention, volumes, employee appreciation. Cataract surgery is being contemplated and the board can expect to see a proposal from leadership at the next meeting.														
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda.	It was moved and seconded to approve the consent agenda with all enclosed action as presented: June 26, 2024 Regular Meeting Minutes June 2024 Financials / Q2 ratios Reinvestment Recommendations CHC Invoices – July MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.													
<b>Strategic Planning Follow Up Discussion</b>	The board discussed additional information and provided feedback to Mr. Theine.														
<b>Board Terms and Vacancies</b>	After discussion, it was recommended that the board ratify that all member would serve 3 year terms in the minutes. The board discussed those who would not serve following the December board meeting. The scrivener’s error for Ms. Jones’ terms were reviewed.	Mr. Theine was directed to review the errors related to Ms. Jones with counsel Chris Adelman.	Mr. Theine												
<b>Break for Dinner</b>	All were excused except those remaining for Executive Session at 6:38pm.														
<b>Adjourn to Executive Session</b>		The Board began to Executive Session at 7:05pm.													
<b>Return to Regular Session</b>		The Board returned to Regular Session at 8:09 pm.													
<b>Action Items</b>	<table border="1" data-bbox="443 1279 1108 1403"> <thead> <tr> <th colspan="3" data-bbox="443 1279 1108 1304">MEC Recommendations</th> </tr> <tr> <th data-bbox="443 1304 632 1336">Background</th> <th data-bbox="632 1304 905 1336">Name</th> <th data-bbox="905 1304 1108 1336"></th> </tr> </thead> <tbody> <tr> <td data-bbox="443 1336 632 1369">Initial Appointment</td> <td data-bbox="632 1336 905 1369">Eric Viquez, MD</td> <td data-bbox="905 1336 1108 1369">Active Staff</td> </tr> <tr> <td data-bbox="443 1369 632 1403"></td> <td data-bbox="632 1369 905 1403">Megan Viquez, MD</td> <td data-bbox="905 1369 1108 1403">Active Staff</td> </tr> </tbody> </table>	MEC Recommendations			Background	Name		Initial Appointment	Eric Viquez, MD	Active Staff		Megan Viquez, MD	Active Staff	It was moved and seconded to approve the Executive Session minutes. Motion carried.	
MEC Recommendations															
Background	Name														
Initial Appointment	Eric Viquez, MD	Active Staff													
	Megan Viquez, MD	Active Staff													

Agenda Item/Topic	Findings and Discussions			Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
		Jameson Laub, DO Ryan Kronen, MD Elizabeth Cripps, FNP John Brach, MD	Active Staff Active Staff AHP Staff Active Staff	It was moved and seconded to approve the MEC Recommendations as presented and recommended by the Medical Executive Committee (including appointments and reappointments, resignations, FPPE/OPPE). MOTION: Jim Rogers SECOND: Jay Wood Motion carried. Ms. Hodgdon abstained from the vote.	
	Re-appointment	Jason Eversole, DO Michael Petterson, MD Kameo Smith, DO Wendy Stevens, ACNP	Active Staff Active Staff Active Staff Active Staff	It was moved and seconded to approve the Slate of Contracts as presented. MOTION: Susan Hodgdon SECOND: Jim Rogers Motion carried. It was moved and seconded to approve the Conflict of Interest Agreements and Management Agreements as presented. MOTION: Jim Rogers SECOND: Jay Wood Motion carried. Ms. Jones recused herself from the vote.	
	Resignations	J. Lane Shepard, PA Todd Winkler, MD			
	FPPE / OPPE	Carlos Zamora	Completed		
<b>Adjourn Regular Meeting</b>	<p><b>Slate of Contracts:</b> E. Claire Cripps, FNP – Walk In Employment Agreement</p> <p><b>Conflict of Interest Recommendations</b></p>			The meeting was adjourned at 8:11pm.	

Respectfully submitted:

DocuSigned by:

*Shirley Jones, Chairperson*  
Shirley Jones, Chairperson

Signed by:

*Dan Valverde*  
Dan Valverde, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.**  
**BOARD OF DIRECTORS MINUTES**  
**August 28, 2024**  
**KIVA Room – 5:30pm**

**Quorum:**

Shirley Jones, Chairperson	<b><u>Ex Officio:</u></b>	Chuck Krupa, IS Director / PIO
Susan Hodgdon, Vice-Chair (Teams)	Joe Theine, CEO	Bridgett Jabour, Board Secretary
Dan Valverde, Scty/Treas	Randy Davidson, MD Chief of Staff	Beth Kim, CHC VP Rev Integ
Jim Rogers, Director		Lisa Gates, CNO
Eric Croke, Director	<b><u>Also in Attendance:</u></b>	
Jay Wood, Director	Caitlin DeCrow, Compliance Mgr. (Teams)	
	Adam Conley, SHS CFO	<b><u>Excused:</u></b>
	Judy McClain, CHC VP Finance	Evelyn Quigley, Director
	Brandon Johnson, MCHD Board Chair	Travis Parker, CHRO

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Chairperson Shirley Jones called the meeting to order at 5:30pm.		
<b>Approval of Agenda</b>	No change to agenda.	It was moved and seconded to approve the agenda as presented. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	
<b>Public Comment</b>	No public comment.		
<b>CHC Board Education – Beth Kim VP Rev Integ</b>	CHC VP Beth Kim reviewed the enclosed Price Transparency Update Reviewed what has already been implemented as well as the 2025 requirements. Review of audit and enforcement statistics by CMS. The 2025 requirements are very specific and will require significant work by each hospital to meet. Vendors will have to do to meet these data requirements.		
<b>MCHD Report</b>	MCHD Chair Brandon Johnson Foundation event was nice. CPA retiring, putting out an RFP for a new accountant.		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>CHC Report</b>	Judi McLain, VP Finance – Michael was not able to come, but provided CHC report. Mock survey rescheduled for Oct 2 <sup>nd</sup> , review schedule for DNV annual survey visits expected in November and December.		
<b>Quality Report</b>	Ms. Gates reviewed the enclosed Quality Report. All sections reviewed, including inpatient, outpatient, readmission and hospital-acquired conditions. Overall scorecard data showing favorable results.		
<b>Finance Report</b>	Secretary/Treasurer Dan Valverde provided an overview of the items discussed in Finance Committee. SHS CFO Adam Conley reported on the July Financials, including that July had good volumes in most areas. Reviewed all enclosed reports. Days cash on hand is 90 days.		
<b>Capital Infrastructure Committee Report</b>	Eric Croke reported that DOLA Regional Director Patrick Rondinelli attended the meeting and also got a tour of the facility. Item in consent agenda recommendation, has addition of 2 <sup>nd</sup> floor sewer infrastructure to the capital infrastructure list reviewed by Mr. Croke.		
<b>Nominating Committee Report</b>	Dan Valverde reported on progress being made by Nominating Committee towards recommending a new community member to replace Mary Dodd who intends to apply for an open board seat. Following a review process, the Committee recommends the Board of Directors nominate Nancy Schaufele to the Nominating Committee as the Community Member representative, included in consent agenda.		
<b>Strategic Planning Report, Joe Theine, CEO</b>	Mr. Theine reviewed his dashboard report showing recruitment, retention, volumes, employee appreciation.		
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda.	It was moved and seconded to approve the consent agenda with all enclosed action as presented: June 26, 2024 Regular Meeting Minutes July 2024 Financials Surgical Direct Contract CHC Invoices – July MOTION: Jay Wood SECOND: Eric Croke Motion carried. It was moved and seconded to approve Resolution 2024-07 as presented. Ms. Jones	



Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party												
		abstained from the vote. MOTION: Susan Hodgdon SECOND: Jay Wood Motion carried. It was moved and seconded to approve Resolution 2024-08 as presented. MOTION: Susan Hodgdon SECOND: Jay Wood Motion carried. It was moved and seconded to appoint Nancy Schaufele to Nominating Committee as recommended by the Nominating Committee. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.													
<b>Adjourn to Executive Session</b>		The Board began to Executive Session at 6:33pm.													
<b>Return to Regular Session</b>		The Board returned to Regular Session at 8:55 pm.													
<b>Action Items</b>	MEC Recommendations <table border="1" data-bbox="443 930 1108 1138"> <thead> <tr> <th data-bbox="443 930 632 959">Background</th> <th data-bbox="632 930 905 959">Name</th> <th data-bbox="905 930 1108 959"></th> </tr> </thead> <tbody> <tr> <td data-bbox="443 959 632 1024">FPPE / OPPE</td> <td data-bbox="632 959 905 1024">Daniel Mower, CRNA Chris Jetter, DPM</td> <td data-bbox="905 959 1108 1024">Completed</td> </tr> <tr> <td data-bbox="443 1024 632 1066">Policies</td> <td data-bbox="632 1024 905 1066">Pharmacy Policy</td> <td data-bbox="905 1024 1108 1066"></td> </tr> <tr> <td data-bbox="443 1066 632 1138">Resignations</td> <td data-bbox="632 1066 905 1138">J. Lane Shepard, PA Todd Winkler, MD</td> <td data-bbox="905 1066 1108 1138"></td> </tr> </tbody> </table> <p data-bbox="443 1232 982 1291"><b>Slate of Contracts:</b> Justin Grisham, DO PRN Employment Agreement</p>	Background	Name		FPPE / OPPE	Daniel Mower, CRNA Chris Jetter, DPM	Completed	Policies	Pharmacy Policy		Resignations	J. Lane Shepard, PA Todd Winkler, MD		It was moved and seconded to approve the Executive Session minutes. Motion carried. It was moved and seconded to approve the MEC Recommendations as presented and recommended by the Medical Executive Committee MOTION: Jim Rogers SECOND: Eric Croke Motion carried. It was moved and seconded to approve the Employment Agreement as recommended. MOTION: Susan Hodgdon SECOND: Jay Wood Motion carried.	
Background	Name														
FPPE / OPPE	Daniel Mower, CRNA Chris Jetter, DPM	Completed													
Policies	Pharmacy Policy														
Resignations	J. Lane Shepard, PA Todd Winkler, MD														

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Adjourn Regular Meeting</b>		The meeting was adjourned at 8:56pm.	

Respectfully submitted:

*Shirley Jones, Chairperson*

Shirley Jones, Chairperson

Signed by:

*Dan Verde*

Dan Verde, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.**  
**BOARD OF DIRECTORS MINUTES**  
**October 30, 2024**  
**KIVA Room – 5:30pm**

**Quorum:**

Shirley Jones, Chairperson	<b><u>Also in Attendance:</u></b>	Bridgett Jabour, Board Secretary
Jim Rogers, Director	Caitlin DeCrow, Compliance Mgr. (Teams)	Leah Wright, Sr. Exec Asst.; Medical Staff Svcs.
Eric Croke, Director	Adam Conley, SHS CFO	
Jay Wood, Director	Joe Thomason, SVP Operations CHC	<b><u>Excused:</u></b>
Dan Valverde, Scty/Treas	Brandon Johnson, MCHD Board Chair	Brandon Johnson, MCHD Chair
Susan Hodgdon, Vice-Chair	Laurie Breedlove, SVP Human Resources CHC	
<b><u>Ex Officio:</u></b>	Dr. Gero, MD Chief Medical Officer	
Joe Theine, CEO (via Teams)	Lisa Gates, CNO	
Randy Davidson, MD Chief of Staff	Chuck Krupa, IS Director / PIO	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Chairperson Shirley Jones called the meeting to order at 5:33pm.		
<b>Approval of Agenda</b>		It was moved and seconded to approve the agenda as amended. MOTION: Dan Valverde SECOND: Eric Croke Motion carried.	
<b>Public Comment</b>	SHS Chairperson Shirley Jones addressed the public in attendance and advised that the public would have a total of 30 minutes to speak, limiting to 3 minutes each. There were approximately 40 people in attendance (including children), of which, approximately 10 people spoke, taking approximately 35 minutes. The general public comment was in regards to Dr. Erin Schmitt no longer employed with SHS. The public requested the reason and expressed concern with treatment of Dr. Schmitt.	Some very general questions were answered by Ms. Jones regarding staffing of Family Birthing and Women’s Health in that, 2 new physicians are arriving in the coming weeks and that women’s health and growth and continuation of Family Birthing is highly regarded and important to the SHS Board. Additionally, SHS Board member Eric Croke expressed Board commitment to women’s health and family birthing.	
<b>CHC Board Education – Tammy Heartfield, CHC</b>	CHC VP Quality Tammy Heartfield provided the enclosed Board education of Top Condition Level Survey Deficiencies that are seen.		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>MCHD Report</b>	MCHD Chair Brandon Johnson enclosed the MCHD minutes. Since not in attendance, no additional report was given.		
<b>CHC Report</b>	Joe Thomason, SVP Operations reviewed the work CHC has done with the SHS team. Discussion regarding IV solution shortage due to hurricane Helene was discussed. Mr. Thomason also advised the CHC Mock Survey was completed; a few areas of improvement were determined but no findings.	SHS was able to maintain stock and did not have to cancel surgeries by communicating with providers of stock we had and advising what we could make ourselves.	
<b>Foundation Report</b>	The Foundation appointed 2 new board members that will start early in 2025. The fundraiser held at Wild Edge Brewery went very well. No estimated dollar amount has been provided, but expecting to raise \$80k to open prenatal care in Mancos.		
<b>Quality Report</b>	Ms. Gates reviewed the enclosed Quality Report. All sections reviewed, including inpatient, outpatient, readmission and hospital-acquired conditions.		
<b>Compliance Report</b>	SHS Compliance Officer Caitlin DeCrow reviewed the enclosed quarterly compliance report with the Board.		
<b>Finance Report</b>	Secretary/Treasurer Dan Valverde reviewed the financial report for September 2024. This report includes review of statistics, operating performance, including a YTD EBIDA of \$6.7m, with the budget being \$4.7m. Days cash on hand at 99 days with all reserves.		
<b>Capital Infrastructure Committee Report</b>	Eric Croke advised that work is underway for water intrusion in inpatient pharmacy. The Microgrid project continues the design phase, with hopes for options and estimates at the next meeting. Roof top unit #2 (RTU2) over diagnostic imaging poses significant challenges to be fully replaced, so it is the recommendation of the Committee to purchase 2 compressors and replace one compressor in the RTU2 to extend life and improve function. Estimated costs for units totaled \$19,870. This proposed addition is under the consent agenda for approval.		
<b>Nominating Committee Report</b>	Nominating Committee has a very successful set of interviews. Initially, there were 6 applicants, from which, 5 people were interviewed. Three applicants will be recommended to the Board for appointment effective January 1, 2025.		
<b>Compliance Report</b>	Ms. Caitlin DeCrow reviewed the enclosed Compliance Report for 3 <sup>rd</sup> quarter. Implementations of new work plans, trainings and focus areas have been updated.		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Provider Recruitment Contracting &amp; Retention Committee</b>	Dr. Gero reviewed the enclosed report.		
<b>Strategic Planning Report, Joe Theine, CEO</b>	Mr. Theine reviewed his dashboard report showing recruitment, retention, volumes, and employee appreciation.		
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda.	It was moved and seconded to approve the consent agenda with all enclosed action as presented: September Meeting Minutes Finance Committee Recommendations September 2024 Addition to Facility Infrastructure Priority List (Cap Inf Funds) MOTION: Jim Rogers SECOND: Eric Croke Motion carried.	
<b>Adjourn to Executive Session</b>		The Board began to Executive Session at 7:21pm.	
<b>Return to Regular Session</b>		The Board returned to Regular Session at 9:37pm.	
<b>Action Items</b>		It was moved and seconded to approve the MEC Recommendations as presented and recommended by the Medical Executive Committee MOTION: Eric Croke SECOND: Jay Wood Motion carried.	
<b>Adjourn Meeting</b>	With no further business or action to be taken, the meeting was adjourned at 10:11pm.		

Respectfully submitted:

\_\_\_\_\_  
Shirley Jones, Chairperson

\_\_\_\_\_  
Dan Valverde, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.**  
**BOARD OF DIRECTORS MINUTES**  
**December 18, 2024**  
**KIVA Room – 5:30pm**

**Quorum:**

Shirley Jones, Chairperson	<b><u>Also in Attendance:</u></b>	Bridgett Jabour, Board Secretary
Jim Rogers, Director	Caitlin DeCrow, Compliance Mgr. (Teams)	Leah Wright, Sr. Exec Asst.; Medical Staff Svcs.
Eric Croke, Director	Adam Conley, SHS CFO	Mary Dodd, incoming Board Member (1/1/25)
Jay Wood, Director	Joe Thomason, SVP Operations CHC	David Dull, incoming Board Member (1/1/25)
Dan Valverde, Scty/Treas	Brandon Johnson, MCHD Board Chair	Margi Strangl, incoming Board Member (1/1/25)
Susan Hodgdon, Vice-Chair	Maddie Wright, Quality Director	
<b><u>Ex Officio:</u></b>	Chuck Krupa, IS Director / PIO	
Joe Theine, CEO	Todd Linden, Linden Consulting (Exec Session)	<b><u>Excused:</u></b>
		Randy Davidson, MD Chief of Staff

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Chairperson Shirley Jones called the meeting to order at 5:30pm.		
<b>Approval of Agenda</b>	No conflicts.	It was moved and seconded to approve the agenda as amended. MOTION: Dan Valverde SECOND: Jim Rogers Motion carried.	
<b>Public Comment</b>	None.		
<b>What Hospitals Should Expect Under a Second Trump Administration</b>	CHC VP Michael Morgan reviewed the enclosed report identifying the political influence of the incoming presidential administration on healthcare policy.	CHC will continue to advise based on presidential appointments and fiscal policy in the coming months and years.	
<b>MCHD Report</b>	MCHD Chair Brandon Johnson reported that MCHD Board Member Gala Pock resigned in late November. Bob Ower was appointed as representative to the Southwest Memorial Hospital Foundation replacing Ms. Pock. The MCHD 2025 Budget was approved.		
<b>CHC Report</b>	Joe Thomason, SVP Operations reviewed the work CHC has done with the SHS team.		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Foundation Report</b>	Per Mr. Theine, the Foundation is working on an end-of-year giving campaign. The Foundation is developing a fundraising plan for 2025.		
<b>Quality Report</b>	SHS Quality Director Maddie Wright reviewed the enclosed Quality Report. All sections reviewed, including inpatient, outpatient, readmission and hospital-acquired conditions. SHS was awarded a 5 star rating by National Rural Health with only 22 other critical access hospitals this year.		
<b>Finance Report</b>	Secretary/Treasurer Dan Valverde reviewed the financial report for October 2024. This report includes review of statistics, operating performance, including a YTD EBIDA of \$7.4m, with the budget being \$5.3m. Days cash on hand at 95 days with all reserves.		
<b>2025 Budget and Capital Expenditure</b>	The 2025 Budget presented includes estimates for revenue and expenses anticipated. This includes an expected decrease in revenue due to Cerner contract/clinic EHR conversion anticipated in the spring of 2025. This budget also includes a 3% merit increase for employees as well as 3% retirement match. Mr. Conley reviewed the consolidated budget with a total net revenue of \$83,054,414 and expenses of \$82,011,685. With all other nonoperating revenue, this provides a net margin of \$3.3 million. The capital expenditures budget was reviewed by Mr. Conley including the anticipated quarters the equipment would be purchased.		
<b>Capital Infrastructure Committee Report</b>	Eric Croke advised that work is underway for water intrusion in inpatient pharmacy. Mazzetti Engineering is reviewing potential energy savings throughout the facility. Roof Top Unit #1 is included in the consent agenda.		
<b>Provider Recruitment Contracting &amp; Retention Committee</b>	Jay Wood reviewed the enclosed report from the Committee work underway. It was noted that a main focus is creating specific plans to support the medical staff through different opportunities to interact as well as discussions on how the board might be engaged during onboarding.		
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda. October Meeting Minutes Finance Committee Recommendations Oct 2024 Resolution 2024-10 2025 Budget Adoption Resolution, which includes a 3% employer match of retirement funds as well as budgeted pay increase for employees. Resolution 2024-11 2025 Budget Appropriation Resolution Resolution 2024-09 2025 SHS Meeting Posting Resolution Ni2 Contract Approval Recommendation	It was moved and seconded to approve the consent agenda with all enclosed action as presented: October Meeting Minutes Finance Committee Recommendations October 2024 Resolutions 2024-10, 2024-11 for 2025 Budget Adoption and	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
	RTU-1 Purchase Approval – Cap Inf Committee Recommendation	Appropriation Resolutions 2024-09 Posting Resolution Ni2 Contract Approval RTU-1 Purchase Approval MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.	
<b>Board Business</b>	<p>The board reviewed the enclosed Policy Governance Objectives Policy Strategic Planning Approval and the redline amendments to the Policy Governance Policies as enclosed.</p> <p>The board reviewed the Board Development Task Force update enclosed.</p> <p>The report on the League of Women Voters (LWV) Local Healthcare Board Panel happening in spring of 2025, in which the board may be asked to participate in a panel.</p>	<p>It was moved and seconded to approve the Objectives Policy 5.0 Strategic Planning. MOTION: Jay Wood SECOND: Dan Valverde Motion carried.</p> <p>It was moved and seconded to approve the Policy Governance edits as recommended. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>Ms. Jones appointed Margi Strangl to the Board Development Task Force beginning in Jan 2025 to replace Dan Valverde. If participation in the LWV is needed, Ms. Jones will participate on behalf of the Board.</p>	
<b>Annual Meeting Agenda</b>	<ol style="list-style-type: none"> <li>1. Year-End Report to the Board. Mr. Theine provided report on people, service, quality and growth.</li> <li>2. Board Officer and/or Committee Chair Annual Reports. There were no reports during this section.</li> <li>3. Ms. Jabour reviewed the enclosed 2025 SHS Board Meeting calendar.</li> <li>4. Election of Officers</li> <li>5. Committee Appointments. The Board, with the new board members who start in January, discussed the open positions.</li> </ol>	<p>It was moved and seconded to approve the slate of officers: Shirley Jones, Chairperson Eric Croke, Vice-Chairperson Jay Wood, Secretary/Treasurer MOTION: Jim Rogers SECOND: Susan Hodgdon Motion carried.</p> <p>Ms, Jones appointed the committee members for the 2025 year.</p>	



Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Adjourn to Executive Session</b>		The Board began to Executive Session at 7:17pm.	
<b>Return to Regular Session</b>		The Board returned to Regular Session at 9:37pm.	
<b>Adjourn Meeting</b>	With no further business or action to be taken, the meeting was adjourned at 9:11pm. It was noted that there is no finance committee this Thursday morning at 7am.		

Respectfully submitted:

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Shirley Jones, Chairperson

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Dan Valverde, Secretary/Treasurer