

**SOUTHWEST HEALTH SYSTEM, INC.  
SHS BOARD MEETING MINUTES  
Kiva Room at Southwest Memorial Hospital  
July 26, 2023**

<b><u>Present - Quorum</u></b>	<b><u>Also Present</u></b>	<b><u>Also Present</u></b>	<b><u>Also Present</u></b>
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO	Brandon Johnson, MCHD Chair	Tom Buffaloe
Susan Hodgdon, Vice-Chairperson	Leah Wright, Executive Assistant	Steve Jones, Blue & Company	Brian Demby
Dan Valverde, Director	Travis Parker, CHRO	Jessica Kaplan, SHS	Chuck McAfee
	Joe Thomason, CHC SVP Operations	Joel Bagley, SHS	MB McAfee
	Charles Krupa, CIO	Erin Schmitt, SHS	Jim Patton
	Aaron Brooks, SHS Attorney	Jacqueline Romine	Karen Sheek
<b>Ex-Officio Board Members:</b>	John Brooks, SHS Attorney	Rob Owens, SHS	<b>Excused/Absent</b>
Joeseeph Theine CEO	Lisa Gates, CNO	Hilary Mockewch	Sean Killoy, Scty/Treas
	Erik Lambert, SHS Quality/Risk Manager	Abby Nuetzel	
	Kevin Matteson Chief of Staff	Mary Dodd	
	Mike Row, CHC	Lydia Beltoven	
	Catilin DeCrow Compliance Manager	Patty Coen	
	Mark Daffer Blue & Company	Jim Law	

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 5:05pm. by Shirley Jones.	
<b>Updates</b>	Chuck Krupa, CIO informed the public that the SHS website is now not only publishing agenda, it also has minutes, 990, bylaws, article of incorporation and will soon be publishing key financial indicators. Mr. Krupa provided a brief overview of the website.		
<b>Public Comment/Introductions</b>	Public attendance Lydia Beltoven guest speaker from public spoke to the Board concerning her side on how mothers are patients her feelings on the ongoing Labor and Delivery issue. Brien Demby MD spoke of interest in community and in developing a nominating committee called Friends of Hospital Nominating Committee. Mr. Brooks, SHS attorney did say the Southwest Health System is in the process of developing a such committee that will represent nine different sections of hospital that will review and make recommendations.		

<b>Blue &amp; Company 2022 Financial Audit</b>	Blue and Company Steve Jones and Mark Daffer reviewed the 2022 audit with The Southwest Health System Board and members of the public in attendance. The 2022 audit was determined to be a clean audit with a significant deficiency of Grant Revenue Recognition 2022-01 and a material weakness of Reporting of lost revenues attributable to coronavirus 2022-002. Shelle Diehm responded with the Management Representative Letter and Corrective Action Plan on July 27, 2023.		
<b>Changes/Addition to Agenda</b>	The IS Website discussion was moved to the beginning of the agenda to give public the knowledge of new website posting for Southwest Health Systems.		
<b><u>Reports</u></b>			
<b><u>MCHD Report</u></b>	<p>Mr. Johnson, MCHD Chair did update the Board that the lease and financing are currently taking place. Mr. Johnson did encourage the SHS Board to be in attendance at the August 9<sup>th</sup> MCHD meeting.</p> <p>Rob Owens reported on the top 10 infrastructure items that are needing to be repaired.</p> <ol style="list-style-type: none"> <li>1. Roof Replacement</li> <li>2. Humidifier Steam Generator</li> <li>3. Medical Gas Manifold</li> <li>4. Condensate Return Unit</li> <li>5. Penthouse Heat Exchanger</li> <li>6. Penthouse Glycol Feeder</li> <li>7. Emergency Fuel Oil System</li> <li>8. Boiler 2 Refurbishment and Steam Heater Upgrades</li> <li>9. Implement Chilled Water Variable Flow System</li> <li>10. Replace RTU 1 &amp; 2</li> </ol>		
<b><u>CHC Education/Report</u></b>	<p>CHC Education was presented by Mike Row of CHC and the topic was “No Surprise Act and Hospital Price Transparency”.</p> <p>Joe Thomason, SVP of Operations for CHC informed the Board that the CHC Board Report was enclosed in the Agenda Packet.</p>		

	Mr. Thomason did show his appreciation of CEO Joe Theine and welcomed him to be a part of Southwest Health System.		
<b><u>CNO Report</u></b>	<p>Lisa Gates, CNO reviewed the following with the members in attendance:</p> <ul style="list-style-type: none"> <li>• NRC percentages from this year compared to 2022</li> <li>• The HCAHPS rate for the hospital</li> <li>• The acute qualitative input template</li> <li>• Surgical Services 2023 June Data</li> <li>• Clinical Operating Statistics</li> <li>• CNO goals for staffing support</li> </ul> <p>Lisa also gave general updates from Southwest Health System.</p>		
<b><u>Quality Report</u></b>	Quality Manager Erik Lambert presented the 2023 Quality Assurance Plan to the Board for approval.	A motion was made and seconded to approve the 2023 Quality Assurance Plan. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	
<b><u>CFO Report</u></b> <ul style="list-style-type: none"> <li>• <b><u>June 2023 Financials</u></b></li> </ul>	Interim CFO, Ms. Shelle Diehm reviewed the June financials for the Board and public. Days cash on hand at the end of June was at 70 days. Shelle did comment that the Financials that were reviewed in the Finance Committee meeting were included in the packet and asked if there were any questions.		
<b>CEO Report</b>	Mr. Joe Theine did introduce himself to the members of the public at the beginning of the meeting and did not have a report being it was his day at Southwest Health system.		
<b>Compliance Manager Resolution</b>	The new Compliance Manager Resolution naming Caitlin DeCrow was brought to the Board for approval.	A motion was made and seconded to approve Catilin De Crow as Compliance Manager. MOTION: Dan Valverde SECOND: Susan Hodgdon 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 7:02 pm.	Shirley Jones adjourned the regular session at 7:02 pm.	

<b>Reconvene Regular Session</b>	Regular session was reconvened at 8:24 pm	Regular session reconvened at 8:24 pm. A motion was made and seconded to reenter regular session. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	
<b>Action Items:</b> <ul style="list-style-type: none"> <li>• <b>Approval of June Regular Meeting Minutes</b></li> <li>• <b>2022 Financial Audit</b></li> <li>• <b>Financials</b></li> <li>• <b>CHC Invoice</b></li> </ul>		<p>A motion was made and seconded to approve June 28 minutes as presented. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the 2022 Financial Audit. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to approve the June 2023 Financials as recommended by the Finance Committee. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the 2<sup>nd</sup> quarter ratios as recommended by the Finance Committee. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the CHC invoice. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p>	

<p><b>Executive Session Items:</b></p> <ul style="list-style-type: none"> <li>• <b>June Minutes</b></li> <li>• <b>Cavanaugh, Michael PAC 1<sup>st</sup> Amendment to Provider Employer Contract</b></li> <li>• <b>Larrick, Heidi NP 1<sup>st</sup> Employer Contract</b></li> <li>• <b>Animas Spine Service Agreement</b></li> </ul>		<p>A motion was made and seconded to approve the June Executive Session Minutes: MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>The amendment for Cavanaugh, Michael was tabled until further review.</p> <p>A motion was made and seconded to approve Larrick, Heidi NP's First Employers Contract. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the Animas Spine Service Agreement: MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p>	
--	--	--	--

<ul style="list-style-type: none"> <li>• <b>McLaughlin, Patrick DO Service Agreement</b></li> </ul>		<p>A motion was made and seconded to approve the McLaughlin, Patrick DO Service Agreement.  MOTION: Dan Valverde  SECOND: Susan Hodgdon  Motion carried.</p>	
<p><b>MEC Recommendations</b></p> <p><b>New Providers</b></p> <ul style="list-style-type: none"> <li>• <b>Morgan, Brittany MD VRAD</b></li> <li>• <b>Brown, Teresa MD VRAD</b></li> <li>• <b>Revoal, Alana DO Locums CompHealth OB/GYN</b></li> </ul> <p><b>Resignations</b></p> <ul style="list-style-type: none"> <li>• <b>Trammel, Catherine LCSW</b></li> </ul>		<p>A motion was made and seconded to approve the privileges listed on the July 2023 MEC report of Morgan, Brittany MD VRAD.  MOTION: Susan Hodgdon  SECOND: Dan Valverde  Motion carried.</p> <p>A motion was made and seconded to approve the privileges listed on the July 2023 MEC report of Brown Teresa MD VRAD.  MOTION: Dan Valverde  SECOND: Susan Hodgdon  Motion carried.</p> <p>A motion was made and seconded to approve the privileges listed on the July 2023 MEC report for Revoal, Alana DO.  MOTION: Susan Hodgdon  SECOND: Dan Valverde  Motion carried.</p>	

<p><b>Reappointments</b></p> <ul style="list-style-type: none"> <li>• <b>Davidson, Randy</b> <b>MD Emergency</b> <b>Medicine</b></li> <li>• <b>Mullen, Amanda</b> <b>MD SMG</b></li> <li>• <b>Finneseth, Karen</b> <b>CRNA Anesthesia</b></li> </ul>		<p>Amotion was made and seconded to approve the resignation of Trammel, Catherine LCSW effective 5/31/2023. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Davidson, Randy MD Emergency Medicine for final review and decision of the privileges stated on the July 2023 MEC report as recommended by the MEC Committee. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Mullen, Amanda MD SMG for final review and decision of the privileges stated on the July 2023 MEC report as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Finneseth, Karen CRNA Anesthesia for final review and decision of the privileges stated on the July 2023 MEC report as recommended by the MEC Committee. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p>	
--	--	--	--





<b>elevation from FPPE to OPPE Status</b>		A motion was made and seconded to approve Farr, Chad DO, Emergency Dept's elevation from FPPE to OPPE status as recommended by the MEC Committee. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.	
<b>Adjourn Regular Session</b>		A motion was made and seconded to adjourn Regular Session at 8:29 pm. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried	

Respectfully submitted:

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

\_\_\_\_\_  
Sean Killoy, Secretary/Treasurer