

SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
January 25, 2023

Present - Quorum	Also Present	Also Present
Shirley Jones, Chairperson	Julie Leonard, CFO	Christopher Alvarez, Director of Patient Access
Susan Hodgdon, Vice-Chairperson	Leah Wright, Executive Assistant	Dean Matthews, MCHD Chair
Sean Killooy, Scty/Treas	Travis Parker, CHRO	Brandon Johnson, MCHD Vice Chair
Dan Valverde, Director	Joe Thomason, CHC SVP Operations	
	John Brooks, SHS Attorney	
	Aaron Brooks, SHS Attorney	
Ex-Officio Board Members:	Deborah Herman, Med Staff Services	
Jeanie Gentry, CEO	Travis Parker, CHRO	Absent/Excused
Kevin Matteson, MD	Lisa Gates, CNO	
	Polly Bolton, SHS Compliance Coordinator	
	Kaye Maranette, Director of Quality CHC (virtual)	
	Erik Lambert, SHS Quality/Risk Manager	
	Charles Krupa, CIO/PIO	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:03pm. by Shirley Jones.	
Public Comment/Introductions	There was not any public comment.		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
Reports			
<u>MCHD Report</u>	Dean Matthews, MCHD Chair updated The Board that the new storage shed was turned over to SHS on 01/24/23, the shed is ready to go, but does have a few parts on backorder. SHS was asked contact was made with potential board member and was reported that Sean Killooy had done this. The Facility Committee has started back up and held their first meeting the prior week and completed a walk through of the facility. Nunn has been given a list of facility needs and will turn in a price quote. Mr. Matthews asked if the		

	lease and re-amortization could be visited upon during a special executive session after meeting, but the attorneys were going to speak on it Monday.		
<u>CHC Education/Report</u>	The CHC Education Report was presented by Kaye Maranette, MSN, RN, NEA-BC, Director of Quality for CHC. “Workplace Violence was the topic introduced and included statistics, headlines, impact, call of action, and expectations. Joe Thomason, SVP of Operations for CHC updated the Board on the CHC Report and answered questions.		
<u>HR Monthly Dashboard</u>	Travis Parker presented the Board with a wrap up of 2022 and a current report for January 2023.		
<u>Quality Report</u>	Erik Lambert, Quality/Risk Manager reviewed with the Board the results of the DNV audit and went over the last quarter of 2022 Complaints/Grievances stats. Erick also reported updates on the Hospital Transformation Program.		
<u>IS Board Report</u>	Chuck Krupa, CIO gave a quick review of 2022 for Information Services.		
<u>CFO Report</u> • <u>November & December Financials</u>	SHS CFO, Julie Leonard gave a quick overview of the November and December 2022 financials. November 2022 Financials: <ul style="list-style-type: none"> • Cash collections of \$6.8M. • AP decreased \$836K • Revenue Over Expenses exceeded budget by \$617K • EBIDA was \$1.17M • Donations from MCHD sales tax \$208K December 2022 Financials: <ul style="list-style-type: none"> • Cash collections of \$6.06M • AP decreased \$460K • Revenue Over Expenses was below budget by \$607K • EBIDA was -\$94K • Donations from MCHD sales tax was 196K 	A motion was made to approve the November 2022 Financials. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried. A motion was made to approve the December 2022 Financials. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried. A motion was made to approve the 4 th quarter ratios. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	

<p>Approval of Regular Minutes</p>		<p>A motion was made and seconded to approve minutes as presented with the correction of Sean Killoy’s name on page 72. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p>	
<p>Adjourned Meeting in to Executive Session</p>		<p>A motion was made and seconded to adjourn the SHS Board meeting into a break before entering executive session at 7:16 pm. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	
<p>Reconvene Regular Session</p>	<p>Regular session was reconvened at 8:26 pm</p>	<p>It was moved and seconded to reconvene to regular session 8:26 pm. Motion carried.</p>	
<p>Approval of December & January Executive Session Minutes</p>		<p>A motion was made and seconded to approve December Executive Session minutes. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the January 4 “Special Executive Session” minutes. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p>	
<p>Reconvene Executive Session</p>		<p>A motion was made and seconded to reconvene Executive Session at 8:30 pm. MOTION: Susan Hodgdon SECOND: Sean Killoy Motion carried</p>	
<p>ACTION ITEMS</p>			

<p>MEC Recommendations:</p> <p>New Providers</p> <ul style="list-style-type: none"> • Malka, Sarah MD, MPH, FAAP, FACEP, FAWN, DIMM, for Emergency Medicine • Irwin-Warren, Crystal DO for Emergency Medicine • Norris, Joy MD for Emergency Medicine • Nevel, Etta MD for Obstetrics and Gynecology 		<p>A motion was made and seconded to approve the temporary privileges for Malka, Sarah, MD, MPH, FAAP, FACEP, FAWN, DIMM as of 12/26/22. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges for Irwin-Warren, Crystal DO for Emergency Medicine as of 12/07/22. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges for Norris, Joy MD for Emergency Medicine as of 01/07/23. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges for Nevel, Etta MD for Obstetrics and Gynecology effective 1/25/23. MOTION: Sean Killoy</p>	
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<ul style="list-style-type: none"> • Gorham, Janet NP for Walk-In Clinic <p>Resignations</p> <ul style="list-style-type: none"> • Jones, Courtney MD from SMG Mancos Clinic • Rooks, Sean MD from SHS Emergency Department • Cornelius, Maria MD from SHS Hospitalist 		<p>SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges for Gorham, Janet NP for Walk-In Clinic as of 1/6/23. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>It was moved and seconded to approve the resignation of Jones, Courtney, MD as of 3/6/23 recommended by the Medical Executive Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion Carried.</p> <p>It was moved and seconded to approve the resignation of Rooks, Sean MD as of 11/30/22 as recommended by the Medical Executive Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion Carried.</p> <p>It was moved and seconded to approve the resignation of Cornelius, Maria MD effective immediately as recommended by the Medical Executive Committee. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion Carried.</p>	
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<p>Reappointments</p> <ul style="list-style-type: none"> • Rohren, Kurt MD • DeLacey, Jonathan MD • MacKerrow, Stephen MD • McLaughlin, Patrick MD 		<p>It was moved and seconded to approve the reappointment of Rohren, Kurt MD as recommended by the Medical Executive Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion Carried.</p> <p>It was moved and seconded to approve the reappointment of DeLacey, Jonathan MD as recommended by the Medical Executive Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion Carried.</p> <p>It was moved and seconded to approve the reappointment of MacKerrow, Stephen, MD as recommended by the Medical Executive Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion Carried.</p> <p>It was moved and seconded to approve the reappointment of McLaughlin, Patrick MD as recommended by the Medical Executive Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion Carried.</p>	
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SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
March 1, 2023

Present - Quorum	Also Present	Also Present
Shirley Jones, Chairperson	Julie Leonard, CFO	Rob Dobry, MCHD Secretary/Treasurer
Susan Hodgdon, Vice-Chairperson (Virtual)	Leah Wright, Executive Assistant	
Sean Killooy, Scty/Treas (Virtual)	Travis Parker, CHRO	
Dan Valverde, Director (Virtual)	Joe Thomason, CHC SVP Operations	
	Charles Krupa, CIO/PIO	
	Aaron Brooks, SHS Attorney (Virtual)	
Ex-Officio Board Members:	Deborah Herman, Med Staff Services	
David Faulkner, Interim CEO	Lisa Gates, CNO	Absent/Excused
Kevin Matteson, MD	Erik Lambert, SHS Quality/Risk Manager	Kevin Matteson, MD
	Polly Bolton, SHS Compliance Coordinator	John Brooks, SHS Attorney
	Christopher Alvarez, Director of Patient Access	
	Will Jansen, Practice Administrator	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:00pm. by Shirley Jones.	
Public Comment/Introductions	There was not any public comment.		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
Reports			
<u>MCHD Report</u>	Rob Dobry, MCHD Secretary/Treasurer announced to the SHS Board that Dean Matthews, former MCHD Chair has stepped down along with Fred DeWitt, Director. MCHD is to hold a “Special Meeting” this evening for Board nominations.		
<u>CHC Education/Report</u>	The CHC Education Report was presented by Joe Thomason and was titled “Healthcare in 2023”. Main topics of the Education: <ul style="list-style-type: none"> • What Healthcare Leaders Expect in 2023 • 16 Things CEOs Need to Know in 2023 		

	Joe Thomason, SVP of Operations for CHC updated the Board on the CHC Report and answered questions.		
<u>HR Monthly Dashboard</u>	Travis Parker presented the Board with a dashboard report for February 2023.		
<u>CNO Report</u>	Lisa Gates, SHS CNO updated the Board on: <ul style="list-style-type: none"> • Surgical Services 2022 Data Review • Surgical Services 2023 January Data • Case Management • Patient Satisfaction 		
<u>Quality Report</u>	Erik Lambert, Quality/Risk Manager presented the 2022 Quality Metric Review Scorecard to the Board. Erik reviewed the “Photographing/Videotaping” Policy with the Board for their approval. The revised Code of Conduct Policy was presented for approval.		
<u>Compliance Report</u>	Polly Bolton, Compliance Officer reviewed the 2022 compliance Report and 2023 Compliance Work Plan. Dan Valverde and a provider will provide oversight for the Compliance Reports. The 2023 Workplan was presented for approval. The Board will be provided a Compliance Training at the March Board Meeting.		
<u>IS Board Report</u>	Chuck Krupa, CIO gave a quick update of the January 2023 report for Information Services.		
<u>CFO Report</u> <ul style="list-style-type: none"> • <u>January 2023 Financials</u> 	SHS CFO, Julie Leonard asked if the Board had any questions regarding the January 2023 financials that were reviewed in the Finance meeting.	A motion was made to approve the January 2023 Financials as recommended by the Finance Committee. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.	
<u>CEO Report</u>	David Faulkner, Interim CEO gave the Board a report on what he has accomplished in the prior month and his top		

	priorities. Mr. Faulkner is planning to develop a plan to eliminate travelers and is currently recruiting physicians.		
Approval of Regular Minutes		A motion was made and seconded to approve minutes as presented. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 6:49 pm.		
Executive Session	The meeting was called back into Executive Session at 7:09 pm.		
Reconvene Regular Session	Regular session was reconvened at 8:25 pm	It was moved and seconded to reconvene to regular session 8:25 pm. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	
Action Items:			
Photography and Videotaping Patients Policy		A motion was made and seconded to approve the Photography and Videotaping Patients Policy presented by Quality. MOTION: Susan Hodgdon SECOND: Dan Valverde	
Revised Code of Conduct Policy		A motion was made and seconded to approve the revised Code of Conduct Policy presented by Compliance. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.	
Compliance Plan 2023		A motion was made and seconded to approve the 2023 Compliance Work Plan. MOTION: Dan Valverde SECOND: Susan Hodgdon	

<p>Approval of January Executive Session Minutes</p> <p>Farr Contract</p> <p>MEC Recommendations were approved by electronic vote on 2/23/23</p>		<p>Motion carried.</p> <p>A motion was made and seconded to approve January Executive Session minutes. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve the Farr contract as discussed in the previous Executive Session. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p>	
<p>Adjourn Executive Session</p>		<p>A motion was made and seconded to adjourn Executive Session at 8:28 pm. MOTION: Susan Hodgdon SECOND: Sean Killoy Motion carried</p>	

Respectfully submitted:

DocuSigned by:

Shirley Jones

Shirley Jones, Chairperson

DocuSigned by:

Sean Killoy

Sean Killoy, Secretary/Treasurer

SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
March 29, 2023

Present - Quorum**Also Present****Also Present****Also Present**

Shirley Jones, Chairperson	Julie Leonard, CFO	Rob Dobry, MCHD Secretary/Treasurer	Teresa Brown-Sanchez
Susan Hodgdon, Vice-Chairperson	Leah Wright, Executive Assistant	Brandon Johnson, MCHD Chair	Jessica Kaplan
Sean Killooy, Scty/Treas	Travis Parker, CHRO	Gala Pock, MCHD Director	
Dan Valverde, Director	Joe Thomason, CHC SVP Operations	Traci Waugh, PYA (Virtual)	
	Charles Krupa, CIO/PIO	Erin Schmitt	
	Aaron Brooks, SHS Attorney	Mr. Schmitt	
Ex-Officio Board Members:	John Brooks, SHS Attorney	Erin Henderson	Excused/Absent
David Faulkner, Interim CEO	Lisa Gates, CNO	Jeffrey Tarpey	
Kevin Matteson, MD	Erik Lambert, SHS Quality/Risk Manager	Amanda Mullen	
	Polly Bolton, SHS Compliance Coordinator	Braden Jones	
	Christopher Alvarez, Director of Patient Access	Abbas Syed	
	Will Jansen, Practice Administrator	Audra Fahrion	
	Deborah Herman, Med Staff Services	Kevin Bagley	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:06pm. by Shirley Jones.	
Public Comment/Introductions	There was not any public comment.		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
Reports			
<u>PYA Compliance Board Education</u>	Ms. Traci Waugh with PYA presented slides on Compliance., Compliance was defined, Board duties and Department of Justice programs were discussed. Benefits and Risks of Compliance were explained.		
<u>MCHD Report</u>	Mr. Johnson, MCHD Chair asked SHS to attend the MCHD Board meeting on April 12 to discuss lease. Ms. Jones, SHS Chari expressed her concerns with the Bond issue and debt.		

<p><u>CHC Education/Report</u></p>	<p>The CHC Education Report was presented by Joe Thomason and was titled “Healthcare in 2023 Part 2”.</p> <p>Main topics of the Education:</p> <ul style="list-style-type: none"> • Today’s Market Environment • Competition for Strategic Assets • Emerging Structural Disruptions <p>Medicare was explained in great detail along with Medicare Advantage Plans. A sample letter was given out and can be asked for from Leah to send to State Representative Kyle Kacal concerning Medicare Advantage Plans.</p> <p>Joe Thomason, SVP of Operations for CHC informed the Board that the CHC Board Report was enclosed in the Agenda Packet.</p>		
<p><u>CFO Report</u></p> <ul style="list-style-type: none"> • <u>February 2023 Financials</u> 	<p>CFO, Ms. Julie Leonard reviewed the February Financials with the Board and the providers in attendance. Ms. Leonard did explain that at this time we are expensed is more than the revenue. Locum charges were discussed along with payroll. Ms. Leonard did explain to the providers that payroll is not in jeopardy that we are paying vendors down at this time and that is effecting our days cash on hand, not to worry on payroll. Mr. Faulkner, CEO, and Ms. Leonard told the providers that they are planning monthly meetings with providers to be more transparent and to keep them in the loop.</p>		
<p><u>HR Monthly Dashboard</u></p>	<p>Travis Parker presented the Board with a dashboard report for March 2023. The Engagement Survey will be presented at next month’s meeting.</p>		
<p><u>CNO Report</u></p>	<p>Lisa Gates, SHS CNO updated the Board on:</p> <ul style="list-style-type: none"> • Surgical Services 2023 January Data • Surgical Services February 2023 Data • Clinical Operating Statistics • Continual attendance in association with Fort Lewis BSN Program • Nursing Leadership/Collaboration Committee • Case Management • Emergency Director Director Position 		

<u>Quality Report</u>	Erik Lambert, Quality/Risk Manager presented education on “Alternative to Opioids” and asked for the Board’s approval.		
<u>IS Board Report</u>	<p>Chuck Krupa, CIO gave a quick update of the March 2023 report for Information Services.</p> <ul style="list-style-type: none"> • Infrastructure • Operations • IS as an Asset 		
Practice Administrator Report	Will Jansen, Practice Administrator updated the Board on the current happenings at Mancos, Park Street, OB/GYN, Behavioral Health and the Walk In Clinics.		
CEO Report	<p>David Faulkner, Interim CEO updated the Board of current happenings at Southwest Health System:</p> <ul style="list-style-type: none"> • Dr. Farr has signed his employment agreement. • Dr. Cain has visited, a decision should be made before next meeting. • Cutting locums when possible. • Follow-Up School meeting to come. • Leaks in Building. • COVID 		
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 7:17 pm.		
Reconvene Regular Session	Regular session was reconvened at 9:13 pm	Regular Session reconvened at 7:36 pm	
<p>Action Items:</p> <ul style="list-style-type: none"> • Approval of Regular Minutes • Financials 		<p>A motion was made and seconded to approve minutes as presented. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	

<ul style="list-style-type: none"> • CHC Invoice • ALTO Education <p>Executive Session Items:</p> <ul style="list-style-type: none"> • February Minutes • Approval of Gero, Jennifer MD, Emergency Medicine Provider Employment Agreement • Park Street To Main Campus 	<p>Motion to approve ALTO education.</p>	<p>A motion was made to approve the February 2023 Financials as recommended by the Finance Committee. MOTION: Sean Killoy</p> <p>A motion was made to approve the CHC Invoice 9813 as recommended by the Finance Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>It was moved and seconded to approve the Alternative to Opioid Education. MOTION: Susan Hodgdon SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the February Executive Session Minutes: MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve Gero, Jennifer MD, Emergency Medicine Provider’s Employment Agreement. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to give David Faulkner, Interim CEO the authority to</p>	
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<ul style="list-style-type: none"> • Spine Contract <p>MEC Recommendations</p> <p>Resignations</p> <ul style="list-style-type: none"> • Miller, Robert MD VRAD • Bergen, Marcus CRNA Novus <p>Reappointments</p> <ul style="list-style-type: none"> • Bishop, Trent CRNA Novus 		<p>move the Park Street Clinic to the Main Campus and incorporate operations there. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to terminate the contract with Animas Spine in accordance with their contract terms. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Miller, Robert MD’s resignation request effective as of 2/23/23 based on the Chief of Service Line’s recommendation that the Executive Committee has approved. MOTION Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Bergen, Marcus CRNA’s resignation request effective as of 3/01/23 based on the Chief of Service Line’s recommendation that the Executive Committee has approved. MOTION Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve Bishop, Trent CRNA for final review and decision for the privileges noted in the 3/2023 MEC</p>	
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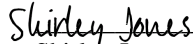
<ul style="list-style-type: none"> • Cox, Marcus MD USARD Holding Cardiology • Riggert, Amy MD Anesthesia Independent • Trammell, Catherine LPC Licensed Professional Counselor <p>Other Business</p> • Chaney-Roberts, Rachel MD 		<p>report as recommended by the MEC Committee. MOTION Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to approve Cox, Marcus MD USARD Holding Cardiology for final review and decision for the privileges noted in the 3/2023 MEC report as recommended by the MEC Committee. MOTION Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to Riggert, Amy MD, Anesthesia for final review and decision for the privileges noted in the 3/2023 MEC report as recommended by the MEC Committee. MOTION Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Trammell, Catherine LPC for final review and decision for the privileges noted in the 3/2023 MEC report as recommended by the MEC Committee. MOTION Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made for Chaney-Roberts MD for final review and decision from the Board for Exemption of the Board Certification Status as stated on the 3/2023</p>	
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<ul style="list-style-type: none"> • Jones, Courtney MD Mancos Clinic • Stevens Wendy NP Wound Care • Palmer, Shawn PAC SMG • Mooney, Caitlin PAC SMG 		<p>MEC Report as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to not approve Jones, Courtney MD for the elevation from FPPE to OPPE status as was recommended by the 3/2023 MEC Report. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made for Stevens, Wendy NP Wound Care to move forward for final review and decision from the Board for the listed privileges on the 3/23 MEC Report as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve Palmer, Shawn PAC for final review and decision from the Board for elevation from FPPE to OPPE status as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Mooney, Caitlin PAC to move forward for final review and decision from the Board to have Dr. Amanda Mullen as supervising physician as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Susan Hodgdon</p>	
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<ul style="list-style-type: none"> • Sanchez, Brandon PAC SMG • Christian, Kay PAC SHS ED 		<p>Motion carried.</p> <p>A motion was made to approve Sanchez, Bandon PAC to move froward for final review and decision from the Board to have Dr. Amanda Mullen as supervising physician as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve the removal of NRP Certification requirements from the criteria of the Emergency Department Physician Assistants and Nurse Practitioners for Christian, Kay PAC as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 9:13 pm. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried</p>	

Respectfully submitted:

DocuSigned by:



Shirley Jones, Chairperson

DocuSigned by:



Sean Killoy, Secretary/Treasurer

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

<u>Present - Quorum</u>	<u>Also Present</u>	<u>Also Present</u>	<u>Also Present</u>
Shirley Jones, Chairperson	Julie Leonard, CFO	Angelina Salazar, WHA (Virtual)	Matt Lindsay, SHS
Susan Hodgdon, Vice-Chairperson	Leah Wright, Executive Assistant	Brandon Johnson, MCHD Chair	Robin Richard, SHS
Sean Killoy, Scty/Treas	Travis Parker, CHRO	Karen Siegel, SHS (Virtual)	Tracey Dickerson, CHC (Virtual)
Dan Valverde, Director	Joe Thomason, CHC SVP Operations	Kierra Fiery, SHS	
	Charles Krupa, CIO/PIO	Erin Schmitt, SHS	
	Aaron Brooks, SHS Attorney	Lacy Moore, SHS	
Ex-Officio Board Members:	John Brooks, SHS Attorney	Jenn Blackmer, SHS	Excused/Absent
David Faulkner, Interim CEO	Lisa Gates, CNO	Heather Lewis, SHS	
Kevin Matteson, MD	Erik Lambert, SHS Quality/Risk Manager	Patrick McLaughlin, Animas Spine	
	Polly Bolton, SHS Compliance Manager	Trent Bishop, SHS	
	Christopher Alvarez, Director of Patient Access	Bridgett Jabour, SHS	
	Will Jansen, Practice Administrator	Jessica Kaplan, SHS	
	Michael Morgan, CHC (Virtual)	Kevin Bagley	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:00pm. by Shirley Jones.	
Public Comment/Introductions	<p>Dr. Patrick McLaughlin with Animas Spine discussed the termination of the Animas Spine contract with Southwest Health System. Dr. McLaughlin spoke to the Board about current patients coming to the Southwest Health that would be unable to travel to Durango for care, human cost of care should be considered.</p> <p>Dr. Richard of SHS spoke on behalf of Animas Spine on the same issues of patient care and the affordability of patients having to travel. Dr. Richard asked the Board to look into the billing and collection process of SHS. R. Richard lastly spoke on the Board looking at the financials of SHS before eliminating any future programs.</p>		

	Trent Bishop of SHS asked if Southwest Health system is looking at benchmarks at other facilities and asked the involvement of CHC.		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
<u>Reports</u>			
<u>Western Healthcare Alliance 101 Education</u>	Ms. Angelina Salazar from WHA spoke to the Board on behalf of Western Healthcare Alliance and gave the Board the background of the organization.		
<u>MCHD Report</u>	Mr. Johnson, MCHD Chair gave a brief update on the waterline and that SHS should have water next week, which will in return save water costs for watering the landscaping of the facility.		
<u>CHC Education/Report</u>	<p>The CHC Education Report was presented by Michael Morgan with CHC on “The End of The Public Health Emergency”, topics covered were:</p> <ul style="list-style-type: none"> • Medicaid Redeterminations • Medicaid FMAP-DSH Impacts • PHE Impacts – Telehealth Reimbursements • PHE Impacts – Telehealth • PHE Impacts – Hospital Expanded Capacity • PHE Impacts – Hospital Expanded Workforce • PHE Impacts – Hospital Admin Flexibilities • PHE Impacts – Rural Health Clinics <p>Joe Thomason, SVP of Operations for CHC informed the Board that the CHC Board Report was enclosed in the Agenda Packet. Mr. Thomason discussed the reporting measures between CHC and SHS.</p>		
<u>HR Monthly Dashboard</u>	Travis Parker, CHRO reviewed the HR dashboard with the SHS Board. The 2023 Pulse Engagement Results were briefly reviewed along with the process of evaluation and results.		
<u>CNO Report</u>	Lisa Gates, CNO gave her report on Surgery Utilization through March.		
<u>EMS Services Review</u>	Matt Lindsay, EMS Chief reported on the SHS Regional Ambulance Locations, SHS EMS Trauma Run 2020-2022 Breakdown, 2020-2022 SHS EMS Run Data by Level, SHS		

	Community Involvement, SHS EMS Education Center 31 along with other EMS topics.		
<u>Quality Report</u>	Erik Lambert gave his Quality report which included inpatient falls and patient satisfaction.		
<u>CIO Report</u>	Charles Krupa presented the Board with an update on Infrastructure, Operations and IS as an Asset.		
<u>CEO Report</u> • <u>March 2023 Financials</u>	CFO, Ms. Julie Leonard reviewed the March Financials with the Board and the providers in attendance. Ms. Leonard did state that March concluded with 69 days cash on hand.		
CEO Report	David Faulkner, Interim CEO updated the Board of current happenings at Southwest Health System: <ul style="list-style-type: none"> • Dr. Pyle is retiring by end of year. • Lisa, Julie, and David met with Centennial and established working relationship. • Meeting have been held with Family Practice Providers discussing Pediatric Call. • OB/GYN Call – still trying to recruit. • Emergency Room recruiting, Patrick Cain, DO contract is packet for approval. • Credentialing, Leah Wright has accepting the position to fill the open credentialing position. <p>The Board Chair, Shirley Jones requested that there be a Spending Freeze even though the budget has been approved. The Board would like to look at any additional expenditures before they are approved.</p>		
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 7:30 pm.	Shirley Jones motioned to adjourn regular session at 7:30 pm the motion was seconded by Sean Killooy Motion carried.	
Reconvene Regular Session	Regular session was reconvened at 8:44 pm	Regular session reconvened at 8:44 pm.	
Action Items:			

<ul style="list-style-type: none"> • Approval of Regular Minutes • Financials • CHC Invoice • 1st Quarter 2023 Ratios <p>Executive Session Items:</p> <ul style="list-style-type: none"> • March Minutes 		<p>A motion was made and seconded to approve minutes as presented. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve the March 2023 Financials as recommended by the Finance Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve CHC Invoice 9846 as recommended by the Finance Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve the First Quarter 2023 Ratios as recommended by the Finance Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the March Executive Session Minutes: MOTION: Susan Hodgdon SECOND: Sean killoy</p>	
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<ul style="list-style-type: none"> • PECOS Appointment of Authorized Officials • Approval of Cain, Patrick DO Emergency Medicine Provider Employment Agreement • Lovett, Jeni FNP 1st Amendment to Employment contract • Christian, Kay MS PA-C 1st Amendment to Employment Contract 		<p>Motion carried.</p> <p>A motion was made to approve Charles Krupa and Travis Parker as authorized officials for PECOS. MOTION: Susan Hodgdon SECOND: Dean Killoy Motion carried.</p> <p>A motion was made and seconded to approve Cain, Patrick DO, Emergency Medicine Provider’s Employment Agreement as presented. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve Lovett, Jeni FNP’s 1st amendment to Employment Contract as presented. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve Christian, Kay MS-PA_C’s 1st amendment to Employment Contract as presented. MOTION: Susan Hodgdon SECOND: Shirley Jones Motion carried.</p>	
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<ul style="list-style-type: none"> • Siegel, Karen FNP 1st Amendment to Employment Contract <p>MEC Recommendations</p> <p>New Providers</p> <ul style="list-style-type: none"> • Srivastava, Shashank MD OB/GYN Comphealth • Mohr, Victoria MD Comphealth • Thomas, Whitney MD Comphealth • Kelly, Anna OB/GYN Comphealth 		<p>A motion was made and seconded to approve Siegel, Karen FNP 1st amendment to Employment Contract as presented with the condition of final review.. MOTION: Shirley Jones SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges presented of Srivastava, Shashank MD OB/GYN as of 3/29/23. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges presented of Mohr, Victoria MD as of 3/07/23. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges presented of Thomas, Whitney MD as of 2/07/23. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges presented of Kelly, Anna OB/GYN as of 3/24/23.</p>	
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<ul style="list-style-type: none"> • Farr, Chad MD SHS Emergency Medicine SHS • Patange, Amit MD MPH FAAP FACC, Pediatric <p>Resignations</p> <ul style="list-style-type: none"> • Felkey, Erin CRNA NOVUS <p>Reappointments</p>		<p>MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve privileges as presented for Farr, Chad MD SHS Emergency Medicine. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve Pantange, Amit MD MPH FAAP FACC for EKG Pediatrics Reads only, telemedicine status. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the resignation of Felkey, Erin CRNA effective as of 3/29/23 as recommended by MEC. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	
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<ul style="list-style-type: none"> • Bishop, Mary CRNA NOVUS • Aikin, Kenton MD Honorary SHS • Tauge, David MD VRAD • Valladres-Otero, Angela MD VRAD <p>Other Business</p> <ul style="list-style-type: none"> • Gwaltney, Robin MD VRAD 		<p>A motion was made to approve Bishop, Mary CRNA for final review and decision for the privileges noted in the 4/2023 MEC report as recommended by the MEC Committee. MOTION Susan Hodgdon SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Akin, Kenton MD Honorary for final review and decision as Honorary Status as noted in the 4/2023 MEC report as recommended by the MEC Committee. MOTION Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to approve Tauge, David MD for final review and decision for the privileges noted in the 4/2023 MEC report as recommended by the MEC Committee. MOTION Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve Valladres-Otero, Angela MD for final review and decision for the privileges noted in the 4/2023 MEC report as recommended by the MEC Committee. MOTION Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve Gwaltney, Robin MD for the final review and decision from the Board for the elevation</p>	
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<ul style="list-style-type: none"> • Khan, Faraz MD VRAD • Hare, Jeffrey MD VRAD • Trammel, Catherine LCSW SMG • Ferrari, Shannon LCSW SMG 		<p>of status from FPPE to OPPE as recommended by the MEC. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to approve Khan, Faraz MD for the final review and decision from the Board for the elevation of status from FPPE to OPPE as recommended by the MEC. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to approve Hare, Jeffrey MD for the final review and decision from the Board for the elevation of status from FPPE to OPPE as recommended by the MEC. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to approve Trammel, Catherine LCSW for the final review and decision from the Board for the elevation of status from FPPE to OPPE as recommended by the MEC. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve Ferrari, Shannon LCSW for the final review and decision from the Board for the elevation</p>	
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<ul style="list-style-type: none"> • Sederlin, Jeffrey NP SMG 		<p>of status from FPPE to OPPE as recommended by the MEC. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to not elevate Sederlin, Jeffrey NP for the final review and decision from the Board for the elevation of status from FPPE to OPPE as recommended by the MEC. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 8:48 pm. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried</p>	

Respectfully submitted:

DocuSigned by:

Shirley Jones

Shirley Jones, Chairperson

DocuSigned by:

Sean Killoy

Sean Killoy, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
May 31, 2023**

<u>Present - Quorum</u>	<u>Also Present</u>	<u>Also Present</u>	<u>Also Present</u>
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO	Nick Manning	
Susan Hodgdon, Vice-Chairperson	Leah Wright, Executive Assistant	Brandon Johnson, MCHD Chair	
Sean Killooy, Scty/Treas	Travis Parker, CHRO	Benjamin Carelock, DPM	
Dan Valverde, Director	Joe Thomason, CHC SVP Operations		
	Charles Krupa, CIO/PIO		
	Aaron Brooks, SHS Attorney		
Ex-Officio Board Members:	John Brooks, SHS Attorney		Excused/Absent
David Faulkner, Interim CEO	Lisa Gates, CNO		Kevin Matteson, MD
	Erik Lambert, SHS Quality/Risk Manager		
	Polly Bolton, SHS Compliance Officer		
	Christopher Alvarez, Director of Patient Access		
	Gene Miller, Interim Practice Administrator		
	Brian Doerr, CHC (Virtual)		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:02pm. by Shirley Jones.	
Public Comment/Introductions	There was not any public comment or introduction to this meeting.		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
<u>Reports</u>			
<u>MCHD Report</u>	Mr. Johnson, MCHD Chair did not have any updated for the Board, but did want to thank them for including MCHD in the CEO candidate interviews.		
<u>CHC Education/Report</u>	The CHC Education Report was presented by Brian Doerr, SVP of IT on “The Value of AI in Healthcare”. <ul style="list-style-type: none"> • AI in Patient Care Diagnoses Treatment 		

	<p>Monitoring Education</p> <ul style="list-style-type: none"> • AI in Reducing Costs Automating Administration Tasks Improving Efficiency Preventing Fraud • AI in making Healthcare More Efficient Improving Access to Care Improving Patient Experience Improving Communication • AI Concerns in Healthcare Job Security Cost <p>AI is a powerful tool that has potential to transform healthcare. Improving patient care and reducing costs AI can be beneficial.</p> <p>Joe Thomason, SVP of Operations for CHC informed the Board that the CHC Board Report was enclosed in the Agenda Packet. SHS is reportedly doing exceptionally well in Healthcare Contract Compliance. Mr. Thomason said the CEO discussion would take place in Executive Session.</p>		
<p><u>HR Monthly Dashboard</u></p>	<p>Travis Parker, CHRO reviewed the HR dashboard with the SHS Board.</p>		
<p><u>CIO Report</u></p>	<p>Charles Krupa presented the Board with an update on Infrastructure, Operations and IS as an Asset.</p>		
<p><u>Compliance Report</u></p>	<p>Polly Bolton reviewed the Anti-Discrimination Policy with the Board that will need approval. Polly did inform the BOD of a Medicare Scam going around.</p>		
<p><u>CFO Report</u></p> <ul style="list-style-type: none"> • <u>March 2023 Financials</u> 	<p>Interim CFO, Ms. Shelle Diehm reviewed the April Financials with the Board.</p> <ul style="list-style-type: none"> • Total cash collections of \$6.036M for April, • AP increased \$280K from March • Revenue Over Expenses exceeded budget by \$890K • Days Cash on Hand is at 67.3 • MCHD Deposit \$137,28.31K 		

	Ms. Diehm reviewed a price increase with the Board explaining that if approved SHS would be increasing prices June 1, 2023.		
CEO Report	<p>David Faulkner, Interim CEO updated the Board of current happenings at Southwest Health System:</p> <ul style="list-style-type: none"> • Dr. Pyle is retiring by end of year, earlier than expected. • Dr. Stanwix did say that she would like to work PRN in the future. • Mr. Faulkner and Dr. Eversole have been discussion plan to move to Mancos. • Gene Miller, Interim Practice Administrator started May 15. • Interim CFO, Shelle Diehm started May 22. • Bridgett Jabour has reduced insurance premiums significantly. • Met with Heather Alvarez, Mancos Town Administrator to discuss rumors. • Lab Blood Bank Refrigerator needs approval to be replaced. 		
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 6:07 pm.	Shirley Jones asked for a motion to adjourn regular session at 6:07 pm. MOTION: Sean Killooy SECOND: Susan Hodgdon Motion carried.	
Reconvene Regular Session	Regular session was reconvened at 6:49 pm	Regular session reconvened at 6:49 pm.	
Action Items:			
<ul style="list-style-type: none"> • Approval of Regular Minutes 		A motion was made and seconded to approve minutes as presented. MOTION: Sean Killooy SECOND: Susan Hodgdon Motion carried.	

<ul style="list-style-type: none"> • Non-Discrimination Policy • Financials • 2023 Price Increase • CHC Invoice • Lab Blood Bank Refrigerator <p>Executive Session Items:</p> 		<p>A motion was made to approve the Non-Discrimination Policy presented by Polly Bolton, Compliance Officer. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve the April 2023 Financials as recommended by the Finance Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve the proposed 2023 price increase. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve the CHC Invoice as recommended by the Finance Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve the purchase of a new lab blood bank refrigerator. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p>	
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<ul style="list-style-type: none"> • April Minutes • Approval of Henrichs, Andrew PAC Provider Employment Agreement <p>MEC Recommendations</p> <p>New Providers</p> <ul style="list-style-type: none"> • Cain, Patrick DO Emergency Medicine <p>Reminder of Benjamin, Robert Electronic Vote for amended agreement</p> <p>Resignations</p> <ul style="list-style-type: none"> • None 		<p>A motion was made and seconded to approve the April Executive Session Minutes: MOTION: Susan Hodgdon SECOND: Sean killoy Motion carried.</p> <p>A motion was made and seconded to approve Henrichs, Andrew PAC’s Provider’s Employment Agreement as presented. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the privileges presented for Cain, Patrick DO for Emergency Medicine as of 6/2/23. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	
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<p>Reappointments</p> <ul style="list-style-type: none"> • Bagge, Douglas MD - Honorary • Bolinske, Tyson MD Radiology Associates of Durango • Bryant Kruger, Jennifer MD VRAD • Daley, Nathan MD VRAD 		<p>A motion was made to approve Bagge, Douglas MD for Honorary status as stated on the MEC report as recommended by the MEC. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve Bolinske, Tyson MD for final review and decision for privileges stated on the 5/2023 MEC report as recommended by MEC. MOTION: Dan Valverde SECOND: Shirley Jones Motion carried.</p> <p>A motion was made to approve Bryant Kruger, Jennifer MD for final review and decision for privileges stated on the 5/2023 MEC report as recommended by MEC. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to approve Daley, Nathan MD for final review and decision for privileges stated on the 5/2023 MEC report as recommended by MEC. MOTION: Dan Valverde SECOND: Sean Killoy</p>	
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<ul style="list-style-type: none"> • Laningham, Susan MD SMG • Matteson, Kevin MD SMG • Mitchell, Richard MD Virtual Radiologic Professionals • Newman, Jack MD Cardiology – Contracted Telehealth SHS 		<p>Motion carried.</p> <p>A motion was made to approve Laningham, Susan MD for final review and decision for privileges stated on the 5/2023 MEC report as recommended by MEC. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made to approve Matteson, Kevin MD for final review and decision for privileges stated on the 5/2023 MEC report as recommended by MEC. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve Mitchell, Richard MD for final review and decision for privileges stated on the 5/2023 MEC report as recommended by MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Newman, Jack MD for final review and decision for privileges stated on the 5/2023 MEC report as recommended by MEC. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	
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<ul style="list-style-type: none"> • Wallace, Rachel CRNA, INFORCE <p>Other Business</p> <ul style="list-style-type: none"> • None 		<p>A motion was made to approve Wallace, Rachel CRNA for final review and decision for privileges stated on the 5/2023 MEC report as recommended by MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 6:55 pm. Motion carried</p>	

Respectfully submitted:

DocuSigned by:

Shirley Jones

Shirley Jones, Chairperson

DocuSigned by:

Sean Killoy

Sean Killoy, Secretary/Treasurer

**PROCEEDINGS OF THE BOARD OF DIRECTORS
SOUTHWEST HEALTH SYSTEM, INC.
DATE: 5/3/2023**

The Board of Directors of Southwest Health System, Inc. met in Special Session in the Kiva Room at 1311 North Mildred Road, Cortez, Colorado 81321 at 6:39 p.m. Those present: Shirley Jones, Chairperson; Sean Killoy, Secretary/Treasurer; Susan Hodgdon, Vice Chairperson; Dan Valverde, Director; David Faulkner, Interim CEO; Julie Leonard, CFO; Joe Thomason, CHC; John Brooks, SHS Attorney; and Aaron Brooks, SHS Attorney.

A. WELCOME

B. EXECUTIVE SESSION:

Sean Killoy moved to enter into Executive Session to discuss the proposed Business Plan concerning expense reduction and receive legal advice. Dan Valverde seconded. Motion carried unanimously.

C. GENERAL BUSINESS AND ADMINISTRATIVE ITEMS:

C-1 Business Plan Review and Discussion

The Special Session was reconvened.

The Business Plan (attached hereto) was presented with discussion on items concerning the (i) commercial lease at 111 North Park Street, Cortez, Colorado 81321 with the B&K Demby Trust, (ii) spine/pain intervention contract with Drs. McLaughlin and Silva of Animas Spine, (iii) Labor & Deliver service line and related call coverage, and (iv) Mancos Clinic.

Sean Killoy made a motion to approve all expense reductions as presented with the stipulation to hold on closure of the Mancos Clinic at this time. Susan Hodgdon seconded the Motion. Motion carried unanimously.

D. ADJOURNMENT:

Sean Killoy moved to adjourn. Dan Valverde seconded. Motion carried unanimously.

With no further business before the Board, the Board of Directors adjourned at 7:25 p.m.

**BOARD OF DIRECTORS
SOUTHWEST HEALTH SYSTEM, INC.**

DocuSigned by:
By Shirley Jones
Shirley Jones, Chairperson

ATTEST:

DocuSigned by:
Sean Killoy
Sean Killoy, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Public Discussion / Forum
EMS Bay at Southwest Memorial Hospital
June 15, 2023**

<u>Present</u>	<u>Also Present</u>	<u>Also Present</u>	<u>Also Present</u>
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO	150 + Members of Community, including	
Dan Valverde, Director	Leah Wright, Executive Assistant	Staff, retired and current SHS physicians and	
	Charles Krupa, CIO/PIO	Providers.	
	Joe Thomason, CHC SVP Operations		
	Gene Miller, Interim Practice Administrator		
	Aaron Brooks, SHS Attorney		
Ex-Officio Board Members:	John Brooks, SHS Attorney		Excused/Absent
David Faulkner, Interim CEO	Lisa Gates, CNO		Kevin Matteson, MD
			Susan Hodgdon, Vice-Chairperson
			Sean Killoy, Scty/Treas

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Public Comment	<p>The public discussion began with Mr. Thomason apologizing to the community for the roll out of the pause of the Family Birthing Center and how it was executed. Mr. Thomason explained to the public that many rural hospitals around the nation are in financial distress and having to close down service lines, particularly Labor and Delivery/Family Birthing programs. Since the COVID pandemic, salaries and benefits have increased, drugs and materials costs have increased due to inflation. Southwest Health System’s cash flow is breaking even he said and assured the community that the hospital was not in a critical state as of yet.</p> <p>The Southwest Health System Board has met with providers throughout the week and are exploring all options.</p>		

	<p>The public did ask about a grant writer and suggested that Southwest Health System look into this for needed funding.</p> <p>Southwest Health System was asked why they are not completing exit interviews or focusing on recruiting and retention. This needs to be a priority to understand why retention is not occurring.</p> <p>Many asked why the birthing unit was the service line chosen and answered with the reasoning that service line is losing over \$1M annually.</p> <p>Shirley Jones, SHS Board Chair explained to the public that closing of service line was a choice that was made with considerable thought and the bottom line is they are trying to keep the hospital open. Southwest Health System is currently not meeting the bank covenants.</p> <p>Major concern with Community Hospital Corporation was shown by the attending public.</p>		

**SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
June 28, 2023**

Present - Quorum	Also Present	Also Present	Also Present
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO	Brandon Johnson, MCHD Chair	
Susan Hodgdon, Vice-Chairperson	Leah Wright, Executive Assistant	35 + Members of the Public	
Sean Killoy, Scty/Treas	Travis Parker, CHRO	10 + SHS Physicians	
Dan Valverde, Director	Joe Thomason, CHC SVP Operations		
	Charles Krupa, CIO/PIO		
	Aaron Brooks, SHS Attorney		
Ex-Officio Board Members:	John Brooks, SHS Attorney		Excused/Absent
Gene Miller, Interim CEO	Lisa Gates, CNO		
	Erik Lambert, SHS Quality/Risk Manager		
	Kevin Matteson Chief of Staff		
	Bridgett Jabour		
	Kiera Fury		
	Ali Umburger		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:07pm. by Shirley Jones.	
Updates	<p>Shirley Jones, SHS Chair gave a brief update to the public informing that the Labor and Delivery Department will remain open.</p> <p>Sean Killoy, Secretary/Treasurer informed the public that there are currently three openings on the SHS Board, terms are for three years, and employees/contractors are not permitted. The SHS website is being rebuilt and agendas, minutes, financial key indicators will be posted.</p> <p>Gene Miller, Interim CEO briefed on his new role as Interim CEO and Practice Administrator. Mr. Miller informed the public that a plan is currently being built to control costs and enhance revenue. Mr. Miller gave the public an example of increasing productivity by 10% would bring over \$900K a year. Renegotiating contracts, watching our full-time employee counts and growth are all</p>		

	each significant factors. SHS is prioritizing patients to help with the effect of Dr. Henderson and Dr. Richard leaving. We have a new Nurse Practitioner, Heidi Larrick, that will be helping out in OB and taking patients soon in Mancos.		
Public Comment/Introductions	<p>Public attendance from Rehoboth Hospital in Gallup NM, a CHC Hospital, spoke out with concerns that Southwest Health System will end up like Rehoboth. The prior employees of Rehoboth spoke of lack of administrative concern, reduction in physicians, Labor and Delivery closures which all lead to devastated healthcare in Gallup. They cautioned those in attendance that the same could happen in Cortez under CHC leadership.</p> <p>Dr. Erin Schmitt spoke about trends since 2016 and asked how cutting services would help the community. Dr. Schmitt also requested that Leadership be more involved with the physicians.</p> <p>Grants was a topic from the public, asking if we have a person writing/searching for grants, this was answered with we do have several people at this time, but it is not a designated role. Reaching out to other districts for ideas was suggested.</p> <p>Dr. Bagley pointed out that we may need a liaison that represents the physicians, this person should be involved in both Senior Leadership Team and the Board Meetings. Dr. Bagley had four main point: 1) Physicians need more input 2) We need Family Birthing Retention 3) Stop the exodus [of staff and providers] in the hospital and clinic and start recruiting 4) He believes there are billing and collecting issues.</p> <p>The Board of County Commissioners have requested a work session with the Montezuma County Hospital District and the Southwest Health System Boards.</p>		
Changes/Addition to Agenda	The CHC Education was removed from the agenda for additional public comment.		

Commented [BJ1]: I thought this was ER?

Reports			
<u>MCHD Report</u>	Mr. Johnson, MCHD Chair did update the Board that they are currently repairing the “old” part of the building and working on reamortizing the current loan.		
<u>CHC Education/Report</u>	<p>CHC Education was not presented for this month.</p> <p>Joe Thomason, SVP of Operations for CHC informed the Board that the CHC Board Report was enclosed in the Agenda Packet.</p> <p>Mr. Thomason did speak about Joe Theine the incoming CEO for Southwest Health System and the date of July 24th which he will start. A permanent CFO search is on hold until Mr. Theine’s arrival. The Pell Trust GPD is saving Southwest Health System 15-20% and we are in one of the top tiers for purchasing.</p>		
<u>HR Monthly Dashboard</u>	Travis Parker, CHRO reviewed the HR dashboard with the SHS Board.		
<u>CIO Report</u>	Charles Krupa presented the Board with an update on <u>Infrastructure, Operations and IS as an Asset.</u>		
<u>CFO Report</u>	Interim CFO, Ms. Shelle Diehm did inform the Board that the Financials that were reviewed in the Finance Committee meeting were included in the packet and asked if there were any questions.		
<ul style="list-style-type: none"> • <u>May 2023 Financials</u> 			
CEO Report	Mr. Gene Miller, SHS Interim CEO told the public that he was very appreciative of the community and practitioners that we have. Mr. Miller did say that Southwest Health System is currently working on a plan and on items formerly shared with the community.		
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 6:07 pm.	Shirley Jones adjourned the regular session at 7:41 pm.	
Reconvene Regular Session	Regular session was reconvened at 8:47 pm	Regular session reconvened at 8:47 pm.	
Action Items:			

<ul style="list-style-type: none"> • 2023 Amended & Restated Hospital Operating Lease Agreement • CHC Invoice • Approval of Anderson, Jacob DO 1st Amendment to Provider Employment Agreement • Approval of Mullen, Amanda MD 2nd Amendment to Provider Employment Agreement • Approval of Tarpey, Moriah MD 1st Amendment to Provider 		<p>SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the 2023 Amended & Restated Hospital Operating Lease Agreement. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the CHC invoice as recommended by the Finance Committee with the correction of the credit. MOTION: Dan Valverde SECOND: Sean Killoy</p> <p>A motion was made and seconded to approve Anderson, Jacob DO 1st amendment to Provider’s Employment Agreement as presented. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve Mullen, Amanda MD 2nd amendment to Provider’s Employment Agreement as presented. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve Tarpey, Moriah, 1st amendment to Provider’s Employment Agreement as presented. MOTION: Sean Killoy SECOND: Dan Valverde</p>	
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<p>Employment Agreement</p> <ul style="list-style-type: none"> • Approval of Jarrett, Bryan MD, FAWN 2nd Amendment to Provider Employment Agreement • Approval of Thompson, Matthew MD 1st Amendment to Provider Employment Agreement • Approval of Farr, Chad DO 1st Amendment to Provider Employment Agreement • Approval of Lovett, Jeni FNP amended and restated Provider Employment Agreement 		<p>Motion carried.</p> <p>A motion was made and seconded to approve Jarrett, Bryan MD, FAWN 2nd amendment to Provider’s Employment Agreement as presented. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve Thompson, Matthew MD 1st amendment to Provider’s Employment Agreement as presented. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve Farr, Chad 1st amendment to Provider’s Employment Agreement as presented. MOTION: Sean Killoy SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the amended and restated Provider Employment Agreement for Lovett, Jeni FNP. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
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<p>MEC Recommendations</p> <p>New Providers</p> <ul style="list-style-type: none"> • Wolle, Candiss LCSW, SMG – School Based Clinic • Henrichs, Andrew PAC, SMG • Mitchell, William MD FAAP, Weatherby LOCUMS Peds Call • Ybasco, Albert MD VRAD 		<p>A motion was made and seconded to approve the privileges of Licensed Professional Counselor CORE for Wolle, Candiss LCSW as of 8/1/23. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the Physician Assistant CORE privileges for Henrichs, Andrew PAC on 9/28/2023. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges of Inpatient CORE Mitchell, William MD, FAAP. Motion: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the privileges of Teleradiology CORE and Telemedicine Status for Ybasco, Albert MD. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the temporary privileges of</p>	
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<ul style="list-style-type: none"> • Wilson-Manigat, Brandy OB/GYN Locums Comp Health 		<p>OB/GYN for Wilson-Manigat, Brandy OB/GYN. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<p>Resignations</p>			
<ul style="list-style-type: none"> • Henderson, Erin MD Internal Medicine SMG 7/5/23 		<p>A motion was made and seconded to approve the resignation of Henderson, Erin MD as of 7/5/2023. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	
<ul style="list-style-type: none"> • Bosckov, Djordje MD VRAD 5/16/23 		<p>A motion was made and seconded to approve the resignation of Boskoc, Djordje MD as of 5/16/23. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<ul style="list-style-type: none"> • Pyle, Blair MD Hospitalist SHS 9/1/23 		<p>A motion was made and seconded to approve the resignation of Pyle, Blair MD as of 9/1/23. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p>	
<ul style="list-style-type: none"> • Richard, Robin MD Internal Medicine SMF 9/1/23 		<p>A motion was made and seconded to approve the resignation of Richard, Robin MD as of 9/1/23. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<p>Reappointments</p>		<p>A motion was made to approve Bevan, Mark MD for final review and decision for</p>	

<ul style="list-style-type: none"> • Bevan, Mark MD Nephrology 		<p>the privileges stated on the 6/23 MEC report as recommended by the MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<ul style="list-style-type: none"> • Sanchez, Brandon PAC SMG 		<p>A motion was made to approve Sanchez, Brandon PAC for final review and decision for the privileges stated on the 6/23 MEC report as recommended by the MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<ul style="list-style-type: none"> • Schultze, Dietrich MD 		<p>A motion was made to approve Schultze, Dietrich MD for final review and decision for the privileges stated on the 6/23 MEC report as recommended by the MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<ul style="list-style-type: none"> • Brown, Timothy MD 		<p>A motion was made to approve Brown, Timothy MD for final review and decision for the privileges stated on the 6/23 MEC report as recommended by the MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<ul style="list-style-type: none"> • Syed, Abbas DO MBBS General Surgery SMG 		<p>A motion was made to approve Syed, Abbas DO MBBS for final review and decision for the privileges stated on the 6/23 MEC report as recommended by the MEC. MOTION: Dan Valverde</p>	

<ul style="list-style-type: none"> • Mikkelsen, Erik CRNA • Miller, Russell CRNA • Harvey, Jeffrey MD Other Business <ul style="list-style-type: none"> • None 		<p>SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Mikkelsen, Erik CRNA for final review and decision for the privileges stated on the 6/23 MEC report as recommended by the MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Miller, Russell CRNA for final review and decision for the privileges stated on the 6/23 MEC report as recommended by the MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made to approve Harvey, Jeffrey MD for final review and decision for the privileges stated on the 6/23 MEC report as recommended by the MEC. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 8:57 pm. MOTION: Dan Valverde SECOND: Susan Hodgdon</p>	

		Motion carried	
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Respectfully submitted:

Shirley Jones, Chairperson

Sean Killoy, Secretary/Treasurer

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

Present - Quorum	Also Present	Also Present	Also Present
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
Ex-Officio Board Members:	John Brooks, SHS Attorney	Rob Owens, SHS	Excused/Absent
Joeseph Theine CEO	Lisa Gates, CNO	Hilary Mockewch	Sean Killooy, 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
Called to order.		The SHS Board meeting was called to order at 5:05pm. by Shirley Jones.	
Updates	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.		
Public Comment/Introductions	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.		

Blue & Company 2022 Financial Audit	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.		
Changes/Addition to Agenda	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.		
<u>Reports</u>			
<u>MCHD Report</u>	<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 9th 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"> 1. Roof Replacement 2. Humidifier Steam Generator 3. Medical Gas Manifold 4. Condensate Return Unit 5. Penthouse Heat Exchanger 6. Penthouse Glycol Feeder 7. Emergency Fuel Oil System 8. Boiler 2 Refurbishment and Steam Heater Upgrades 9. Implement Chilled Water Variable Flow System 10. Replace RTU 1 & 2 		
<u>CHC Education/Report</u>	<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.		
<u>CNO Report</u>	<p>Lisa Gates, CNO reviewed the following with the members in attendance:</p> <ul style="list-style-type: none"> • NRC percentages from this year compared to 2022 • The HCAHPS rate for the hospital • The acute qualitative input template • Surgical Services 2023 June Data • Clinical Operating Statistics • CNO goals for staffing support <p>Lisa also gave general updates from Southwest Health System.</p>		
<u>Quality Report</u>	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.	
<u>CFO Report</u>	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.		
• <u>June 2023 Financials</u>			
CEO Report	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.		
Compliance Manager Resolution	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.	
Adjourned Meeting in to break before entering Executive Session	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.	

<p>Reconvene Regular Session</p>	<p>Regular session was reconvened at 8:24 pm</p>	<p>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.</p>	
<p>Action Items:</p> <ul style="list-style-type: none"> • Approval of June Regular Meeting Minutes • 2022 Financial Audit • Financials • CHC Invoice 		<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 2nd 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>	

<ul style="list-style-type: none"> • McLaughlin, Patrick DO Service Agreement <p>MEC Recommendations</p> <p>New Providers</p> <ul style="list-style-type: none"> • Morgan, Brittany MD VRAD • Brown, Teresa MD VRAD • Revoal, Alana DO Locums CompHealth OB/GYN <p>Resignations</p> <ul style="list-style-type: none"> • Trammel, Catherine LCSW 		<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>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>	
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<p>Reappointments</p> <ul style="list-style-type: none"> • Davidson, Randy MD Emergency Medicine • Mullen, Amanda MD SMG • Finneseth, Karen CRNA Anesthesia 		<p>A motion 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>	
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<p>elevation from FPPE to OPPE Status</p>		<p>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.</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 8:29 pm. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried</p>	

Respectfully submitted:

Shirley Jones, Chairperson

Sean Killoy, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
August 30, 2023**

Present - Quorum	Also Present	Also Present	Also Present
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO	Brandon Johnson, MCHD Chair	Mark Hodson, CHC
Susan Hodgdon, Vice-Chairperson	Leah Wright, Executive Assistant	Bill Stroop	
Dan Valverde, Director	Laurie Breedlove, Human Resources CHC	Kent Aikin	
Sean Killoy, Secretary/Treasurer	Joe Thomason, CHC SVP Operations	Joanne Teetzel	
	Charles Krupa, CIO	Erin Schmitt, SHS	
	Aaron Brooks, SHS Attorney	Mary Dodd	
Ex-Officio Board Members:	John Brooks, SHS Attorney	Abby Nuetzel	Excused/Absent
Joeseph Theine CEO	Lisa Gates, CNO	Karen Sheek	
	Erik Lambert, SHS Quality/Risk Manager	Brian Demby	
	Randy Davidson, MD	Caitlin DeCrow, Compliance SHS	
	Mike Row, CHC	Gene Miller, Practice Administrator	
	Catilin DeCrow Compliance Manager	Laura Herrick	
	Mark Daffer Blue & Company	Kelsie Jarmin ER Director	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:04pm. by Shirley Jones.	
Public Comment/Introductions	<p>Mary Dodd and Friends of the Hospital spoke sending thank s to Southwest Health system for being more transparent and posting information on the SHS Website. Ms. Dodd would like to have more community collaboration that meets benchmarks and hopes that the three boards will trust and work together, SHS, MCHD and Nominating Committee.</p> <p>Brian Demby said that he would like more transparency and community involvement.</p>		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
Reports			
<u>MCHD Report</u>	Mr. Johnson, MCHD Chair let the Southwest Health System Board know that the financing for the		

	<p>reamortization should take place tomorrow 8/31/23. Mr. Johnson also went of the Glycol Feeder quote, this amount was around \$5,300 K and will be discussed at the Facilities meeting on September 6th. SHS will need to do electronic vote on Glycol Feeder before next meeting.</p> <p>1. Replace RTU 1 & 2</p>		
<u>CHC Education/Report</u>	<p>CHC Education was presented by Mark Hodson of CHC on “Supply Chain/Inflation Slides”. Mr. Hodson presented slides on:</p> <ul style="list-style-type: none"> • 12 Month CPI Report • CPI Inflation Report for June 2023 • Food buy Leads the Industry in Food Service Procurement • PPI vs CPI – June 2023 • Supply & Inflation • CPI Food Forecast through 2024 <p>Joe Thomason, SVP of Operations for CHC informed the Board that the CHC Board Report was enclosed in the Agenda Packet. CHC came down and presented a mock survey this last week. CHC is still monitoring productivity. Medicaid Cliff – 75-85% of applicants are not being renewed at this time. CHC is still performing a CFO search, they have three screens to be completed this week.</p>		
<u>CIO Report</u>	<p>Chuck Krupa, CIO updated the Board on Infrastructure, Operations and IS as an Asset.</p>		
<u>CNO Report</u>	<p>Lisa Gates, CNO gave a quick update on swing beds and visits for July. Quality metrics were discussed briefly.</p>		
<ul style="list-style-type: none"> • <u>July 2023 Financials</u> 	<p>Interim CFO, Ms. Shelle Diehm reviewed the July financials for the Board and public. Ms. Diehm updated the public and Board that there were 88 births so far year to date, and there we are 43 admissions up from last year. Cash decreased \$80K this month and accounts receivable is at 27 from 31. Shelle will add an extra column for the debt service report next month for the capital fund. The new amortization will increase days cash on hand by 9, we should be over 80 by end of September. Shelle Diehm</p>		

	explained the Forensic Contract to the Board and the members of the community.		
CEO Report	Mr. Joe Theine updated on the following: <ul style="list-style-type: none"> • Reamoritization went well with community and Boards • He has been meeting with several individuals both in the public and of Medical Staff. • Pain Management and Nuclear Med are still ongoing • Meeting with “Friends of The Hospital” next week 		
Practice Administrator Report	Gene Miller, Interim Practice Administrator updated the Board that this coming Friday, September 1 st will be his last day. The clinic visits went up from 188 in May to 523 in August. The waiting list to get into a provider has decreased. September 1st is Dr. Richard’s last day, Rebecca Moore is a new locums practicing in Internal Medicine. Ali Umberger resigned from the clinics. Mr. Miller gave his thank you to the Medical Staff and “Friends of The Hospital”.	A motion was made and seconded to approve Catilin De Crow as Compliance Manager. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	
Nominating Committee Discussion	Sean Killoy, SHS Secretary/Treasurer and Mr. Brooks, SHS Attorney discussed the nominating committee and how the process will work. Mr. Killoy did suggest that a change be made from four to three from the SHS Board.		
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 6:30 pm.	A motion was made and seconded to adjourn the regular session at 6:30 pm MOTION: Sean Killoy SECOND: Dan Valverde Motion carried	
Reconvene Regular Session	Regular session was reconvened at 8:32 pm	Regular session reconvened at 8:32 pm. A motion was made and seconded to reenter regular session. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.	
Action Items:		A motion was made and seconded to approve the July minutes as presented.	

<ul style="list-style-type: none"> • Approval of July Regular Meeting Minutes • Financials • CHC Invoice • Forensic Audit <p>Executive Session Items:</p> <ul style="list-style-type: none"> • July Minutes <p>Contracts:</p>		<p>MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made to approve the July 2023 Financials as recommended by the Finance Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the CHC invoices as recommended by the Finance Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the Forensic Audit as recommended by the Finance Committee. MOTION: Dan Valverde SECOND: Sena Killoy Motion carried.</p> <p>A motion was made and seconded to approve the July Executive Session minutes. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the Cavanaugh, Michael PAC</p>	
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<ul style="list-style-type: none"> • Cavanaugh, Michael PAC • Malarchick, Steven FNP • Tarpey, Jeffrey MD • Mojzis, Tibor MD • Thompson, Matthew MD • Siegel, Karen NP 		<p>First Amendment to Provider Employment Contract. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the provider agreement of Malarchick, Steven, FNP. MOTION: Dan Valverde SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the amended contract for Jeffrey Tarpey. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the amended contract of Mojzis, Tibor MD. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the amended contract of Thompson, Matthew MD. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the amended contract of Siegel, Karen NP. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p>	
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<p>Approval of the Board Policy 2.14 Nominating Committee/Board Development</p> <p>MEC Recommendations</p> <p>New Providers</p> <ul style="list-style-type: none"> • Van Kirk, Christian MD VRAD • Larrick, Heidi NP Mancos Valley • Himebaugh, Karen MD, CHC Locums 		<p>A motion was made and seconded to approve the Board Policy 2.14 Nominating Committee/Board Development. MOTION: Sean Killoy SECOND: Susan Hodgson Motion carried.</p> <p>A motion was made and seconded to approve the privileges listed on the August 2023 MEC report Van Kirk, Christian MD VRAD as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the privileges listed on the August 2023 MEC report of Larrick, Hedid NP Mancos as recommended by the MEC Committee by electronic vote 8/15/23. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the privileges listed on the August 2023 MEC report for Himebaugh, Karen MD as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p>	
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<ul style="list-style-type: none"> • Moore, Rebecca MD MPLT Healthcare • Tarpey, Jeffrey MD SHS Hospitalist • Wolle, Candiss Social Worker SMG <p>Resignations</p> <ul style="list-style-type: none"> • Srinivas, Balaji MD Emergency Medicine 		<p>A motion was made and seconded to approve the privileges listed on the August 2023 MEC report for Moore, Rebecca MD as recommended by the MEC Committee by electronic vote 8/15/23. MOTION: Susan Hodgdon SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the privileges listed on the August 2023 MEC report for Tarpey, Jeffrey MD as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the change of privileges from LCSW to Social Worker as recommended by the MEC Committee by electronic vote 8/15/23. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the resignation of Srinivas, Balaji MD effective 8/31/2023 as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
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<ul style="list-style-type: none"> • Vivolo, Jon MD Emergency Medicine • Cox, Marcus MD USA RAD <p>Reappointments</p> • Siegel, Karen NO Mancos • Pandya, Manish MD Nephrology 		<p>A motion was made and seconded to approve the resignation of Vivolo, Jon MD effective 9/30/2023 as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the resignation of Cox, Marcus MD effective 5/25/2023 as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Siegel, Karen for final review and decision of the privileges stated on the August 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 Pandya, Manish MD for final review and decision of the privileges stated on the August 2023 MEC report as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Cavanaugh,</p>	
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<ul style="list-style-type: none"> • Cavanaugh, Michael. PAC Emergency • Bagley, Joel MD SMG Specialty • Anderson, Jacob DO SMG Family Medicine <p>Other Business</p> <p>Settlement</p>		<p>Michael PAC for final review and decision of the privileges stated on the August 2023 MEC report as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Bagley, Joel MD for final review and decision of the privileges stated on the August 2023 MEC report as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Anderson, Jacob DO for final review and decision of the privileges stated on the August 2023 MEC report as recommended by the MEC Committee. MOTION: Sean Killoy SECOND: Susan Hodgdon Motion carried.</p> <p>The Board agreed with Amy Wilson regarding a proposed settlement to hold off until motion is heard.</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 8:40 pm. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried</p>	

Respectfully submitted:

Shirley Jones, Chairperson

Sean Killoy, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
September 27, 2023**

<u>Present - Quorum</u>	<u>Also Present</u>	<u>Also Present</u>
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO	Kay Marantette, CHC
Dan Valverde, Director	Bridgett Jabour, Minutes Recorder	Caitlin DeCrow Compliance Manager
Sean Killoy, Secretary/Treasurer	Robert Dobry, MCHD Scty/Treasurer	Erin Schmitt, DO and husband Phil
	Joe Thomason, CHC SVP Operations	Mary Dodd
Ex-Officio Board Members:	Charles Krupa, CIO	Abby Nuetzel
Joeseph Theine CEO	Aaron Brooks, SHS Attorney	Brenton Wright, Rehab Department Director
Kevin Matteson, MD Chief of Staff	John Brooks, SHS Attorney	Excused/Absent
	Lisa Gates, CNO	Susan Hodgdon, SHS Vice Chairperson
	Erik Lambert, SHS Quality/Risk Manager	
	Travis Parker, CHRO	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:04pm. by Shirley Jones.	
Public Comment/Introductions	No comments were given during this time.		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
<u>Reports</u>			
<u>MCHD Report</u>	MCHD Secretary/Treasurer Robert Dobry advised that MCHD is pleased with the finalized reamortization schedule and looks forward to the completion of the glycol project. Mr. Dobry is the representative from MCHD to the nominating committee and attended the meeting last night and is looking forward to the process.		
<u>Foundation Report</u>	Southwest Memorial Hospital Foundation Chair Abby Nuetzel advised that the Foundation currently has 4 members. The Board is working to add to this amount and also developing fundraising opportunities.		

	The Foundation has collected \$7,421 in donations in 2023 and disbursed \$5,000 in 5 \$1,000 grants to local cancer awards to applicants		
<u>CHC Report</u>	<p>Kay Marantette of CHC’s Clinical Quality Team presented (enclosed) to the Board how the Star Rating through CMS is calculated. Highlights include:</p> <ul style="list-style-type: none"> • Much of the data utilized for rating can be 2+ years old, so not a current picture of performance in some measures. • The measures have many variables and standardizing, scoring and grouping can affect each hospital’s score significantly. <p>CHC SVP Joe Thomason reviewed the enclosed report and advised that the business plan for 2024 is underway. CHC continues to recruit for a permanent CFO for SHS. There are three candidates coming to interview at CHC corporate office. If they pass the initial screening, on-site interviews will be scheduled.</p> <p>Judy McClain, VP of Finance will be covering for Shelle Diehm, Interim CFO at SHS, while she’s on vacation.</p> <p>SHS maintains top tier purchasing compliance through HPG. This is lead by SHS Materials Manager Ethan Schwartz.</p>		
<u>CIO Report</u>	Chuck Krupa, CIO updated the Board on Infrastructure, Operations and IS as an Asset. IS continues to implement clinical workflow optimization, review of operations and cyber risk analysis.		
<u>CNO Report</u>	Lisa Gates, CNO thanked Kay for report regarding CMS Star Rating. The timing is impeccable as Ms. Gates’ report this month is regarding the CMS score updated in July of 2023. It came to our attention that the data utilized by CMS to rate SHS for 2023 was not accurate. Due to some validation issues with the data reported to CMS, SHS’s star rating has lowered from a 3 star rating to a 1 star rating. Again, this is due to incorrect data utilized to rate SHS. Ms. Gates has put in a request for an audit of data to correct, but it is most likely not something that CMS will address prior to the next year’s rating. There are many issues with this rating as noted by Ms. Marantette that do not accurately reflect the quality and safety of care. This is especially true this rating season for SHS.		

	<p>SHS held a mock Mass Casualty Incident (MCI) Drill. SHS emergency planning and mock incidents help ensure all staff and multidisciplinary teams maintain high level response and communications amongst all emergency management components including police, fire and EMS.</p> <p>Ms. Gates reviewed the HQIP (Hospital Quality Incentive Program) payment totals since its inception. This is under the Colorado Hospital Transformation Project which has incentives to improve care coordination, behavioral health, opioid management and social determinants of health. SHS's payment more than doubled from 2021 to 2022, totaling \$736,465 in 2022.</p> <p>Ms. Gates reviewed the enclosed report regarding the development of the Rehab Department over the last year, including the increase in swing bed usage which is possible due to increased care available through Rehab that was previously done through our nursing home partners in the community. These services are now being done in-house.</p>		
<p><u>CEO Report</u></p> <ul style="list-style-type: none"> • <u>August 2023 Financials</u> 	<p>Interim CFO Shelle Diehm reviewed the enclosed finance reports, including volumes, utilization statistics, and stats.</p> <ul style="list-style-type: none"> • August EBIDA is \$903k; Year-to-Date is \$3.9M. • Days cash on hand calculations have been updated under the new bond covenant calculations, including restricted funds. August ended days' cash at 84 with the new formula. • Review of statement of cash flows, balance sheet, ops analysis. • Capital reserve total at \$715K as of 8/31/23. <p>Ms. Diehm is pulling together data for the bank syndicate regarding days cash level without COVID cash infusion to get a long-term, accurate look at what an appropriate days' cash threshold should be for a rural facility of this size. The goal is to finalize this by year-end.</p>	<p>It was moved and seconded to approve the August 2023 financials as recommended by the Finance Committee.</p> <p>MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>The Finance Committee reviewed the Investment Policy, no changes recommended.</p>	
<p>CEO Report</p>	<p>SHS CEO Joe Theine reviewed his enclosed report.</p> <ul style="list-style-type: none"> • Overview of the national challenges in healthcare including workforce shortages, staff turnover and how it compares to SHS's turnover. • Reforms pressure through legislation at the state and federal level add burdens to healthcare providers. 		

	<ul style="list-style-type: none"> • Mr. Theine reviewed recruiting efforts including on-site visits from a Family Medicine candidate and Internal Medicine Candidate. Talks are underway for 2 couples, each Family Practice with OB and ER Physician. These candidates are in residency and would be looking to build their practices beginning in the summer of 2025. • The work of the recruitment task force and involvement of the community in recruiting efforts under the coordination and organization of SHS Marketing Coordinator Jaycee Hart was extremely well-received by the most recent Family Medicine candidate. She is so impressed, that a letter of intent is being prepared as she's communicated she may not be looking anywhere else after this visit. • A regionally-local hospitalist has expressed interest in joining our hospitalist program. 		
Practice Administrator Report	Gene Miller, Interim Practice Administrator updated the Board that this coming Friday, September 1 st will be his last day. The clinic visits went up from 188 in May to 523 in August. The waiting list to get into a provider has decreased. September 1st is Dr. Richard's last day, Rebecca Moore is a new locums practicing in Internal Medicine. Ali Umberger resigned from the clinics. Mr. Miller gave his thank you to the Medical Staff and "Friends of The Hospital".	A motion was made and seconded to approve Catilin De Crow as Compliance Manager. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.	
Nominating Committee Report	SHS Chair Shirley Jones appointed Sean Killoy as Nominating Committee Chairperson. Mr. Killoy advised that Nominating Committee met yesterday evening and have developed a plan to complete interviews and communications with those candidates who expressed interest in joining the SHS. The committee will review qualifications of six candidates and recommend 3 with one alternate at the October Board meeting for board review/action. There was discussion about the advantages of changing the bylaws to allow for an additional 2 board members in depth and ability to fill committee seats with more members.	Mr. John Brooks will review and prepare a draft for board consideration	Mr. Brooks
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 6:42 pm.	A motion was made and seconded to adjourn the regular session at 6:42 pm Motion carried.	

Reconvene Regular Session	Regular session was reconvened at 8:51 pm	Regular session reconvened at 8:51 pm. A motion was made and seconded to reenter regular session. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.	
Action Items: <ul style="list-style-type: none"> • Approval of August Regular Meeting Minutes • CHC Invoice Executive Session Items: <ul style="list-style-type: none"> • August Minutes Contracts: <ul style="list-style-type: none"> • Tibor Mojzis, MD 1st Amendment • Jeff Tarpey, MD 2nd Independent Agreement 		A motion was made and seconded to approve the August minutes as presented. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried. A motion was made and seconded to approve the CHC invoices as recommended by the Finance Committee. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried. A motion was made and seconded to approve the August Executive Session minutes. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried. A motion was made and seconded to approve the Mojzis First Amendment to Physician Employment Contract. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried. A motion was made and seconded to approve the 2 nd Physician Agreement for	

<ul style="list-style-type: none"> • J. Gero, MD 1st Amendment • Richard Professional Services Agreement <p>Borrower’s Representative Form – Vectra/Zions</p> <p>MEC Recommendations</p> <p>New Providers</p> <ul style="list-style-type: none"> • John Wallace, CRNA 		<p>Jeff Tarpey, MD. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the 1st Amendment to physician contract of Jennifer Gero, MD. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the Independent Professional Services Agreement of Robin Richard, MD. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>It was moved and seconded to appoint the Executive Committee as signers of the Borrower’s Representative Form for all business with Vectra/Zions. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the core privileges as recommended by the Medical Executive Committee of John Wallace, CRNA. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	
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<ul style="list-style-type: none"> • Steven Malarchick, NP -Emerg Med <p>Resignations</p> <ul style="list-style-type: none"> • Sara Malka, MD – Emerg Med • Chrystal Irwin-Warren, DO – Emerg Med • Abbas Syed, DO – General Surgery • Riane Teagarden, DPM - Podiatry 		<p>A motion was made and seconded to approve the privileges listed on the September 2023 MEC report of Stephen Malarchick, NP as recommended by the MEC Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the resignation of Sara Malka, MD as recommended by the MEC Committee as of 11/30/23. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the resignation of Chrystal Irwin-Warren, DO as recommended by the MEC Committee as of 11/30/2023. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the resignation of Abbas Syed, DO as recommended by the MEC Committee as of 10/31/2023. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the resignation of Riane Teagarden, DPM as recommended by the MEC Committee as of 9/7/23. MOTION: Sean Killoy SECOND: Dan Valverde</p>	
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<p>Reappointments</p> <ul style="list-style-type: none"> • Erin Schmitt, DO – OB/GYN • Rachel Chaney-Roberts, MD - Cardiology • Jessica Kaplan, DO -OB/GYN • Timothy O’Brien, CPO - Orthotics • Tibor Mojzis, MD – Internal Medicine 		<p>Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Erin Schmitt, DO as recommended by the MEC Committee with privileges stated on the September 2023 MEC report. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Rachel Chaney-Roberts, MD as recommended by the MEC Committee with privileges stated on the September 2023 MEC report. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Jessica Kaplan, DO as recommended by the MEC Committee with privileges stated on the September 2023 MEC report. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Timothy O’Brien, CPO as recommended by the MEC Committee with privileges stated on the September 2023 MEC report. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Tibor Mojzis, MD as recommended by the MEC</p>	
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<p>Other Business</p> <p>Rescind Resignation of Privileges for Robin Richard, MD</p> <p>Approval of Policies Presented by Medical Executive Committee</p>		<p>Committee with privileges stated on the September 2023 MEC report. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>It was moved and seconded to rescind the Board’s June 28, 2023 action as to the resignation of privileges effective September 9, 2023 for Dr. Robin Richard. Said privileges to hereby continue in effect. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>It was moved and seconded to approve all MEC policies as presented and stated in the September 2023 Medical Executive Committee report. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 8:57 pm. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried</p>	

Respectfully submitted:

Shirley Jones, Chairperson

Sean Killoy, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
October 25 , 2023**

<u>Present - Quorum</u>	<u>Also Present</u>	<u>Also Present</u>
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO	Hilary Mockewich
Dan Valverde, Director	Leah Wright SHS	Caitlin DeCrow Compliance Manager
Sean Killoy, Secretary/Treasurer	Robert Dobry, MCHD Scty/Treasurer	Erin Schmitt, DO and husband Phil
Susan Hodgdon, SHS Vice Chairperson	Joe Thomason, CHC SVP Operations	Mary Dodd
Ex-Officio Board Members:	Charles Krupa, CIO	Abby Nuetzel
Joeseeph Theine CEO	Aaron Brooks, SHS Attorney	Eve Bruneau
Kevin Matteson, MD Chief of Staff	John Brooks, SHS Attorney	Karla Denby
Brandon Johnson, MCHD Chair	Lisa Gates, CNO	Brian Denby
	Travis Parker, CHRO	

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:04pm. by Shirley Jones.	
Public Comment/Introductions	Mary Dodd gave her appreciation to Board, Nominating Committee, Marc Meyer, Amanda Mullen, Rob Dobry, Abby Nuetzel, Leah, Bridgett Friends of Hospital and community for help with Nominating Committee.		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
<u>Reports</u>			
<u>MCHD Report</u>	MCHD Chair Brandon Johnson advised that MCHD will be holding a Facilities meeting on November 8 th in Rob Ownes office and would like to discuss the roof and its condition. This spring will be the time to replace the roof, but some temporary fixes will need to be completed before winter.		
<u>CHC Report</u>	Joe Thomason reviewed the CHC Board report with the Board and members of the public. The main topic of report was the CFO search and upcoming interviews.		

<u>Compliance Report</u>	Caitlin DeCrow introduced herself to the Board and gave her contact information. Ms. DeCrow went over the 2023 and 2024 Work Plans and the Compliance Program Basics.		
<u>CHRO Report</u>	Travis Parker reviewed the Human Resources Dashboard, Retention Activities and Projects with the Board.		
<u>CIO Report</u>	Chuck Krupa, CIO updated the Board on Infrastructure, Operations and IS as an Asset. IS continues to implement clinical workflow optimization, review of operations and cyber risk analysis.		
<u>CNO Report</u>	<p>Lisa Gates, CNO updated on the following:</p> <ul style="list-style-type: none"> • New graduates and completion of residency programs on nursing staff • Surgical Services • OB nurse education • EMT Classes • New Ambulance • Lisa and Meghan have been reaching out to Fort Lewis College and PCC • Sepsis update • Inpatient Falls have decreased. • SHS has been awarded a Quality Excellence Award from Colorado Rural Health Association • Currently starting 2nd year registered nursing students • Outpatient Retail Pharmacy has filled over 400 scripts. • Swing bed growth of 172% <p>The Master Staffing Plan was reviewed and went for approval to The Board.</p>	<p>It was moved and seconded to approve the Master Staffing Plan. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p>	
<ul style="list-style-type: none"> • <u>September 2023 Financials</u> 	<p>Interim CFO Shelle Diehm reviewed the enclosed finance reports, including volumes, utilization statistics, and stats.</p> <ul style="list-style-type: none"> • September EBIDA is \$580k; Year-to-Date is \$4.5M. 	<p>It was moved and seconded to approve the September 2023 financials as recommended by the Finance Committee. MOTION: Sean Killoy</p>	

	<ul style="list-style-type: none"> Days cash on hand calculations have been updated under the new bond covenant calculations, including restricted funds. September ended days' cash at 85 with the new formula. Review of statement of cash flows, balance sheet, ops analysis. <p>Ms. Diehm reported that by end of year 2.15M will go into Capital Improvement Plan. Next week the clinics and hospital will be receiving coding education.</p>	<p>SECOND: Dan Valverde Motion carried.</p> <p>It was moved and seconded to approve the third quarter rations for 2023. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p>	
CEO Report	SHS CEO Joe Theine reviewed his enclosed report that mainly consisted of recruitment stats. The following week Joe has brought in Amy Steinbinder with Thunderbird Consulting to evaluate Southwest Health System Culture.		
Adjourned Meeting in to break before entering Executive Session	The meeting was adjourned for a break before entering executive session at 6:16 pm.	A motion was made and seconded to adjourn the regular session at 6:16 pm. Motion carried.	
Reconvene Regular Session	Regular session was reconvened at 7:18 pm	Regular session reconvened at 7:18 pm. A motion was made and seconded to reenter regular session. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.	
Action Items: <ul style="list-style-type: none"> Approval of September Regular Meeting Minutes CHC Invoice Executive Session Items:		<p>A motion was made and seconded to approve the September minutes as presented. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the CHC invoices as recommended by the Finance Committee. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p>	

<ul style="list-style-type: none"> • Rebecca Magno MD, Radiology • Sulekha Parshad MD, Radiology Diagnostics • Jeffrey Chamberlain MD, OB/GYN 		<p>A motion was made and seconded to approve the reappointment of Rachel Chaney-Roberts, MD as recommended by the MEC Committee with privileges stated on the September 2023 MEC report. MOTION: Dan Valverde SECOND: Sean Killoy Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Rebecca Magno MD, Radiology as recommended by the MEC Committee with privileges stated on the October 2023 MEC report. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Sulekha Parshad MD, Radiology Diagnostics as recommended by the MEC Committee with privileges stated on the October 2023 MEC report. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Jeffrey Chamberlain MD, OB/GYN as recommended by the MEC Committee with privileges stated on the October 2023 MEC report. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p>	
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<ul style="list-style-type: none"> • Katherine Phillips MD, Anatomic & Clinic Pathology • Chrystal Connell PAC, Family Medicine • Karla Denby MD, Honorary Status 		<p>A motion was made and seconded to approve the reappointment of Katherine Phillips MD, Anatomic & Clinic Pathology as recommended by the MEC Committee with privileges stated on the October 2023 MEC report. MOTION: Sean Killoy SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the reappointment of Chrystal Connell PAC< Family Medicine as recommended by the MEC Committee with privileges stated on the October 2023 MEC report. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve Karla Denby MD for Honorary Status. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 7:26 pm. MOTION: Shirley Jones SECOND: Dan Valverde Motion carried</p>	

Respectfully submitted:

Shirley Jones, Chairperson

Sean Killoy, Secretary/Treasurer

**SOUTHWEST HEALTH SYSTEM, INC.
SHS BOARD MEETING MINUTES
Kiva Room at Southwest Memorial Hospital
December 18 , 2023**

<u>Present - Quorum</u>	<u>Also Present</u>	<u>Also Present</u>
Shirley Jones, Chairperson	Shelle Diehm, Interim CFO	Kevin Matteson, MD Chief of Staff
Dan Valverde, Director	Leah Wright SHS	Sean Killoy, Past Secretary/Treasurer
Susan Hodgdon, SHS Vice Chairperson	Brandon Johnson, MCHD Chair	Bridgett Jabour, SHS
Jim Rogers, Director	Joe Thomason, CHC SVP Operations	Kierra Fury, SHS
Evelyn Quigley, Director	Charles Krupa, CIO	Kent Aikin MD
Jay Wood, Director	Aaron Brooks, SHS Attorney	Bill Strupe
Eric Croke, Director	John Brooks, SHS Attorney	Karla Denby
Ex-Officio Board Members:	Lisa Gates, CNO	Brian Denby
Kevin Matteson, MD Chief of Staff	Travis Parker, CHRO	Lisette Hudson, CHC
Joeseph Theine CEO	Caitlin DeCrow Compliance Manager	Valery Hayes, CHC

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Called to order.		The SHS Board meeting was called to order at 5:00pm. by Shirley Jones.	
Public Comment/Introductions	Dr. Kent Aikin thanked the Board for the past year and was very appreciative of letting the “Friends of the Hospital Committee” help with Board nominations.		
Changes/Addition to Agenda	There were no changes or additions to the agenda.		
<u>Reports</u>			
<u>MCHD Report</u>	MCHD Chair Brandon Johnson advised that MCHD is needing a SHS representative to be on the Facilities Committee. Wednesday December 20 at 2:00 there will be a plaque ceremony honoring Fred DeWitt of the MCHD Board, please attend if possible.		
<u>CHC Report & Education</u>	Lisette Hudson and Valerie Hayes reviewed the Board Education Packet, “Medical Staff Development and Planning” with the Board. The 2024 Medical Staff Development Plan will begin being put together in the fall and will be completed the following February 2025. Joe Thomason reviewed the CHC Board report with the Board and members of the public.		

<u>2023 Annual Meeting</u>	The 2023 Annual Meeting was called to order at 5:29 by Shirley Jones		
<u>2024 Annual Calendar</u>	The 2024 Annual Calendar was presented to the Board and discussion held on committees that Board members need to attend. A calendar with legend will be sent out Tuesday am.	A motion was made and seconded to approve the 2024 calendar. Motion carried.	
<u>Election of Jim Rogers and Officers</u>	<p>A motion was made to elect new appointed member Jim Rogers to the SHS Board.</p> <p>An Election of officers was held for the SHS Board: Chair – Shirley Jones Vice-Chair – Susan Hodgdon Sect/Treas – Dan Valverde</p>	<p>A motion was made by Dan Valverde and seconded by Sean Killoy to elect Jim Rogers to the SHS Board. MOTION: Dan Valverde SECOND: Sean Killy Motion carried.</p> <p>A motion was made to elect Shirley Jones as Chair of SHS Board. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion Carried.</p> <p>A motion was made to elect Susan Hodgdon as Vice Chair of SHS Board. MOTION: Dan Valverde SECOND: Evelyn Quigley Motion Carried.</p> <p>A motion was made to elect Dan Valverde as Secretary/Treasurer of SHS Board. MOTION: Susan Hodgdon SECOND: Evelyn Quigley Motion Carried.</p>	
<u>Compliance Report</u>	Caitlin DeCrow updated the Board with Compliance updates, reviewed the Compliance Charter, went over the Conflict of Interest Policy. A Clearly defined COI Governance Structure was stressed.	<p>A motion was made and seconded to approve the Compliance Conflict of Interest Policy. MOTION: Susan Hodgdon SECOND: Evelyn Quigley Motion carried.</p> <p>*Jay Wood abstained from vote since he had not been there while policy was reviewed.</p>	

		A motion was made and seconded to approve the Compliance Charter. MOTION: Dan Valverde SECOND: Evelyn Quigley Motion carried.	
<u>Recruitment Plan Recommendations</u>	<p>CEO Joe Theine reviewed the 2024 Recruitment Plan with the Board, the six recommendations:</p> <ol style="list-style-type: none"> 1. FM/OB – Recruit 2 family medicine OB physicians 2. FM or Pediatrics – Recruit 1 family medicine or pediatric physician. 3. Internal Medicine – Recruit 2 primary care physicians focused on internal medicine. 4. APP Primary Care – Recruit 1 additional advanced practice provider. 5. Vacated Positions – Fill empty podiatrist role, hospitalist role, a general surgeon role, expand ED physician coverage. 6. Study Specialty Care – research cardiology, urology, oncology and others. 	A motion was made and seconded to approve the Recruitment Plan Recommendation 1-6. MOTION: Eric Croke SECOND: Evelyn Quigley Motion carried.	
<u>CEO Year End Report</u>	CEO Joe Theine gave an update on recruitment, operations, community engagement and other notable items.		
<u>Annual Meeting Session Closed</u>	Shirley Jones closed the Annual Meeting session at 6:16pm. A motion was made to return to General Session at 6:16.	Annual Session closed at 6:16 pm. A motion was made and seconded to return to General Session at 6:16 pm. MOTION Susan Hodgdon SECOND: Eric Croke Motion carried.	
<u>CFO Report</u> <ul style="list-style-type: none"> • <u>October 2023 Financials</u> 	<p>Interim CFO Shelle Diehm reviewed the 2024 Budget with the Board members along with the Financial Assistance Policy and the October Financials.</p> <ul style="list-style-type: none"> • October EBIDA is \$628k; Year-to-Date is \$5.1M. • Days cash on 86 with new mandate, 80 with the old mandate • Review of statement of cash flows, balance sheet, ops analysis. <p>The 2024 Budget was presented to Board for approval.</p>	<p>It was moved and seconded to approve the October 2023 financials as recommended by the Finance Committee. MOTION: Dan Valverde SECOND: Evelyn Quigley Motion carried.</p> <p>It was motioned and seconded to approve the October CHC invoices. MOTION: Dan Valverde</p>	

	<p>Resolutions 2023-06, the 2024 Budget & Adoption Resolution, 2023-07, the Budget Appropriation Resolution and 2024 Posting Resolution 2023-08 were all reviewed.</p>	<p>SECON: Jim Rogers Motion carried.</p> <p>It was motion and seconded to approve the November CHC invoices. MOTION: Evelyn Quigley SECOND: Dam Valverde Motion carried.</p> <p>It was motioned and seconded to approve the Financial Assistance Policy. MOTION: Dan Valverde SECON: Susan Hodgdon Motion carried.</p> <p>It was motioned and seconded to approve the 2024 Budget. MOTION: Dan Valverde SEECOND: Susan Hodgdon Motion carried.</p> <p>It was motion and seconded to approve the 2024 Budget & Adoption Resolution 2023-06. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>It was motion and seconded to approve the 2024 Budget Appropriation Resolution 2023-07. MOTION: Dan Valverde SECOND: Evelyn Quigley Motion carried.</p> <p>It was motion and seconded to approve the Posting Resolution 2023-08. MOTION: Evelyn Quigley SECOND: Jim Rogers Motion carried.</p>	
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<p>Adjourned Meeting in to break before entering Executive Session</p>	<p>The meeting was adjourned for a break before entering executive session at 7:19 pm.</p>	<p>A motion was made and seconded to adjourn the regular session at 7:19 pm. MOTION: Shirley Jones SECND: Dan Valverde Motion carried.</p>	
<p>Action Items:</p> <ul style="list-style-type: none"> • Approval of October Regular Meeting Minutes <p>Executive Session Items:</p> <ul style="list-style-type: none"> • October Minutes <p>Contracts:</p> <ul style="list-style-type: none"> • Kristen Sena PAC 1st Employment Contract 		<p>A motion was made and seconded to approve the October minutes as presented. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the October Executive Session Minutes. MOTION Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve Kristen Sena PAC 1st Employment Contract. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.</p> <p>A motion was made and seconded to approve the 5th Amendment to Jason</p>	

<ul style="list-style-type: none"> • Jason Eversole DO 5th Amendment to Employment Contract • Megan McClure, 1st Employment Contract • Rebecca Moore MD, 1st Employment Contract <p>Over Income Approvals</p> <ul style="list-style-type: none"> • Jacob Anderson • Michael Cavanaugh • Kay Christian 		<p>Eversole DO Employment Contract. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried. *Susan Hodgdon Recused herself from vote</p> <p>A motion was made and seconded to approve Megan McClure 1st Employment Contract. MOTION: Jay Wood SECOND: Jim Rogers Motion carried.</p> <p>A motion was made and seconded to approve Rebecca Moore MD 1st Employment Contract. MOTION: Susan Hodgdon SECOND: Jim Rogers Motion carried.</p> <p>A motion was made and seconded to approve waiver 3.2.3 of Employment Agreement of Jacob Anderson. MOTION: Dan Valverde SECOND: Jay Wood Motion carried.</p> <p>A motion was made and seconded to approve waiver 3.2.3 of Employment Agreement of Michael Cavanaugh. MOTION: Jim Rogers SECOND: Jay Wood Motion carried.</p> <p>A motion was made and seconded to approve waiver 3.2.3 of Employment Agreement of Kay Christian. MOTION: Jay Wood SECOND: Dan Valverde</p>	
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<ul style="list-style-type: none"> • Jeff Tarpey <p>MEC Recommendations</p> <p>New Providers</p> <ul style="list-style-type: none"> • Kristen Sena, PAC <ul style="list-style-type: none"> • Rebecca Moore MD <ul style="list-style-type: none"> • Kwei Akuete <p>Resignations</p> <ul style="list-style-type: none"> • Amy Rigert, MD Anesthesia 	<p>Tabled until further review.</p>	<p>A motion was made and seconded to approve waiver 3.2.3 of Employment Agreement of Jeff Tarpey. MOTION: Jim Rogers SECOND: Jay Wood Motion carried.</p> <p>A motion was made and seconded to approve the core privileges as recommended by the Medical Executive Committee of Kristen Sena PAC as recommended by the MEC Committee on the Dec 2023 MEC report. MOTION: Evelyn Quigley SECOND: Jim Rogers Motion carried.</p> <p>A motion was made and seconded to approve the privileges listed on the December 2023 MEC report of Rebeca Moore MD as recommended by the MEC Committee. MOTION: Susan Hodgdon SECOND: Evelyn Quigley Motion carried.</p> <p>A motion was made and seconded to approve the resignation effective 12/15/2023 of Amy Rigert MD, Anesthesia as recommended by the MEC Committee with privileges stated on the December 2023 MEC report. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p>	
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<p>Other Business</p> <ul style="list-style-type: none"> • Steven Malarchick, Elevation from FPPE to OPPE • OPPE Policy 		<p>A motion was made and seconded to approve the elevation from FPPE to OPPE as recommended by the MEC on the November 2023 MEC report. MOTION: Susan Hodgdon SECOND: Dan Valverde Motion carried.</p> <p>A motion was made and seconded to approve the OPPE Policy as recommended by the MEC on the December 2023 MEC report. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.\</p>	
<p>Adjourn Regular Session</p>		<p>A motion was made and seconded to adjourn Regular Session at 8:53 pm. MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried</p>	

Respectfully submitted:

Shirley Jones, Chairperson

Dan Valverde, Secretary/Treasurer