

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

Quorum:

Also in Attendance:

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

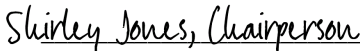
Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Call to order	SHS Chairperson Shirley Jones called the meeting to order at 5:01pm.		
Approval of Agenda		It was moved and seconded to approve agenda. Motion carried.	
Public Comment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

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

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	reprioritizing top 10 items that need replacing or repaired. These are the items that the Capital Infrastructure funds may be used to address.														
Strategic Planning Report, CEO Joe Theine	Mr. Theine reviewed a presentation on screen as well as the enclosed report updating the board on recruiting plan status, retention rates, and capital expenses. Grant applications have been submitted in several areas, as described. Employee of the month recipients were reviewed.														
Consent Agenda	The board reviewed the enclosed consent agenda.	It was moved and seconded to approve the consent agenda with all enclosed action as presented: March 28, 2024 Regular Meeting Minutes March 2024 Financials / Q1 Ratios 2023 Audit Report, Blue & Co. CHC Invoices – April Pharmacy Nighthawk Prescriptive Services Cardiopulmonary Read Services Physician Recruitment Policy MOTION: Dan Valverde SECOND: Susan Hodgdon Motion carried.													
Break for Dinner	All were excused except those remaining for Executive Session														
Adjourn to Executive Session		The Board adjourned to Executive Session at 6:43pm.													
Return to Regular Session		The Board returned to Regular Session at 7:10pm.													
Action Items	<table border="1" data-bbox="573 1122 1220 1409"> <thead> <tr> <th colspan="3" data-bbox="573 1122 1220 1146">MEC Recommendations</th> </tr> <tr> <th data-bbox="573 1146 772 1179">Background</th> <th data-bbox="772 1146 1035 1179">Name</th> <th data-bbox="1035 1146 1220 1179"></th> </tr> </thead> <tbody> <tr> <td data-bbox="573 1179 772 1279">Initial Appointment</td> <td data-bbox="772 1179 1035 1279">Chris Jetter, DPM Kenneth Richardson, MD</td> <td data-bbox="1035 1179 1220 1279">Active Staff Active Staff</td> </tr> <tr> <td data-bbox="573 1279 772 1409">Reappointment</td> <td data-bbox="772 1279 1035 1409">Kenton Asche, DO Jennifer Gero, MD Gretchen Heinrichs, MD</td> <td data-bbox="1035 1279 1220 1409">Active Staff Active Staff</td> </tr> </tbody> </table>	MEC Recommendations			Background	Name		Initial Appointment	Chris Jetter, DPM Kenneth Richardson, MD	Active Staff Active Staff	Reappointment	Kenton Asche, DO Jennifer Gero, MD Gretchen Heinrichs, MD	Active Staff Active Staff	It was moved and seconded to approve the MEC Recommendations as presented and recommended by the Medical Executive Committee (including appointments, reappointments and FPPE/OPPE). MOTION: Jim Rogers SECOND: Dan Valverde Motion carried.	
MEC Recommendations															
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	FPPE/OPPE	Kristen Sena, PA-C Wade Bilger, CRNA	APP Staff	It was moved and seconded to approve Kevin Bagley, MD and Heidi Larrick, NP as recommended by the Medical Executive Committee MOTION: Dan Valverde SECOND: Jay Wood Motion carried. It was moved and seconded to approve the CME Financial Relationship Policy as recommended by the Medical Executive Committee. MOTION: Jim Rogers SECOND: Dan Valverde Motion carried. It was moved and seconded to approve the Slate of Contracts as presented. MOTION: Jay Wood SECOND: Susan Hodgdon Motion carried.		
Additions to Medical Executive Committee						
MEC Director	Kevin Bagley, MD	term ends 2026				
APP Director	Heidi Larrick, NP	Term ends 2026				
Adjourn Regular Meeting				The meeting was adjourned at 7:12pm.		

Respectfully submitted:

DocuSigned by:

 Shirley Jones, Chairperson

Signed by:


 Dan Valverde, Secretary/Treasurer