

SOUTHWEST HEALTH SYSTEM, INC.
BOARD OF DIRECTORS MINUTES
January 29, 2025
KIVA Room – 5:30pm

Quorum:

Shirley Jones, Chairperson	<u>Also in Attendance:</u>	Bridgett Jabour, Board Secretary
Jay Wood, Scty/Treas	Caitlin DeCrow, Compliance Mgr. (Teams)	Leah Wright, Sr. Exec Asst.; Medical Staff Svcs.
Eric Croke, Vice Chair	Adam Conley, SHS CFO	Lisa Gates, CNO via Teams
David Dull, Director	Joe Thomason, SVP Operations CHC	<u>Excused:</u>
Margi Strangl, Director	Chris Adelman, Esqu. SHS Outside Counsel	Brandon Johnson, MCHD Chair
Mary Dodd, Director	Dr. Gero, MD Chief Medical Officer	Jim Rogers, Director
<u>Ex Officio:</u>	Maddie Wright, Quality Director	Randy Davidson, MD Chief of Staff
Joe Theine, CEO (via Teams)	Chuck Krupa, IS Director / PIO	

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 5:32pm.		
Approval of Agenda / Conflicts of Interest	No conflicts were identified.	It was moved and seconded to approve the agenda as presented. MOTION: David Dull SECOND: Mary Dodd Motion carried.	
Public Comment	None		
CHC Board Education – Joe Thomsas, SVP	Review hospital challenges already looming. Workforce challenges/financial challenges/behavioral health and addictions top the list. 2025 Outlook is strict cost controls, volume recovery and Rev Cycle Management focus. Policy shifts/reimbursement trends make it difficult. Private equity impact. Cyber attacks, etc. Must improve access to care, timely appointments, reinstate personal touch and decrease complexity of health insurance process.		
MCHD Report	MCHD Chair Brandon Johnson enclosed the MCHD minutes. Since not in attendance, no additional report was given.		

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CHC Report	Joe Thomason, SVP Operations reviewed the work CHC has done with the SHS team. Review support for hr, quality, finance, rev cycle, materials, and supply chain.		
Foundation Report	Mary Dodd, Director gave a verbal report on the Foundation activities since the last meeting. The Foundation raised just over \$101k in 2024. They are working on a 2025 Capital campaign and contacting donors. Their goal is to raise \$250k in 2025.		
Quality Report	Quality Report – Maddie Wright Review new graph of data previously being reported in the excel spreadsheets format. Easier to see if not in goals. Board feedback – like the new look of report. David Dull is working with quality to prepare reports for future meetings with some adjustments. Quapi plan reviewed for 2025. Provides focus to the year’s goals. DNV survey this week. Happy to report they closed out 6 of the 7 findings. The one carried over partially. 6 findings this year. 2 under NC-1 one will require 60-day follow. 4 NC-2’s. Great things to say about hospital/staff. Officer Appointments 2025,		
Finance Report	Finance Committee – Jay Wood Review Nov & Dec financial report and meeting activities. Jan meeting reviewed Nov & Dec and spoke with Vectra Wealth regarding investment performance and 2025 expectations. Recommendation to approve the financials, CHC invoices and Q4 ratios. Review how financials have improved over the previous year. \$9.9m EBIDA includes 1-time items, still at \$8.1m without them. Well above \$6m EBIDA budget for 2024. In 2025, Rev Cycle is working with a revenue improvement company.		
Capital Infrastructure Committee Report	Cap Inf Comm – Eric Croke attended MCHD meeting as SHS representative. Discussing an improved facility plan. Will be provided at the May 2025 meeting. Anticipate a major renovation to the imaging dept in the plan through 1/5/10 year plans. Discussion on energy audit. Items discussed in both CIC and MCHD Board meeting.		
Provider Recruitment	PRCRC – Opal Greenway from Stroudwater gave a report that affect compensation. Main takeaway, is that you need both providers and administration at the table to develop the plan.		

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Contracting and Retention Committee					
CEO Report	Enclosed report, no further discussion.				
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: December Meeting Minutes Finance Committee Recommendations November & December 2024 Financials 2024 Q4 Ratios Annual Letter to MCHD Quality Committee Recommendations for 2025 Officer Appointments 2025 QAPI Plan Rural Hospital Stabilization Grant MOU Execution MOTION: Mary Dodd SECOND: Eric Croke Motion carried.	
Board Packet Review	The board discussed the board packet options and what was helpful to each of them to see in a future packet order/process.				
Executive Session				The Board entered Executive Session at 7:08pm.	
Return to Regular Session				The Board returned to the Regular Session at 7:59pm.	
Action Items	MEC Recommendations			It was moved and seconded to approve the MEC Appointments and Reappointments to the Medical Executive Committee with privileges as recommended by the Medical Executive Committee MOTION: David Dull SECOND: Eric Croke Motion carried. It was moved and seconded to approve the FPPE/OPPE recommendation by the Medical Executive Committee.	
	Background	Name	Review Items		
	Initial	Igor Huzicka, MD April Randall, MD Anthony Raley, NP	Active Active APP Staff		
	Reappointments	Stephen McKerrow, MD David Silva, DO	Active Active		
	Resignations	Carly Temple NP Ben Carelock, DPM	Eff 12/12/24 Eff 12/12/24		

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	<div>Policies Approved: Internal Auditing Policies</div> Slate of Contracts: <<>>	MOTION: Eric Croke SECOND: Jay Wood Motion carried. It was moved and seconded to approve the resignations from the Medical Executive Committee as recommended. MOTION: David Dull SECOND: Jay Wood Motion carried. It was moved and seconded to approve the 2 nd Amendment for <<>>> contract. MOTION: Margi Strangl SECOND: Mary Dodd Motion carried.	
Special Executive Session	The Board of Directors, Laurie Breedlove, VP of HR CHC entered special executive session, Ms. Jabour and Mr. Theine were excused for this portion from 9:38pm until 10:08pm.		
Return to Regular Session	At 10:08pm, the board returned to regular session. No decisions or recommendations were made.		
Additional Action	CEO Incentive Plan for 2025	It was moved and seconded to approve the CEO Incentive Plan proposed for Joe Theine by CHC SVP's Laurie Breedlove and Joe Thomason. MOTION: Jay Wood SECOND: Jim Rogers Motion carried.	
Adjourn Meeting	With no further business or action to be taken, the meeting was adjourned at 9:07pm.		

Respectfully submitted:

Shirley Jones, Chairperson

Jay Wood, Secretary/Treasurer