

SOUTHWEST HEALTH SYSTEM, INC.
BOARD OF DIRECTORS MINUTES
March 26, 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)	Cameron Slavkin, Dartmouth Grad Student
Eric Croke, Vice Chair	Adam Conley, SHS CFO	Brandon Johnson, MCHD Chair
David Dull, Director (via Teams)	Joe Thomason, SVP Operations CHC	Chuck Krupa, IS Director / PIO
Margi Strangl, Director	Lisa Gates, CNO	Heather Frazier (Mission Moment)
Mary Dodd, Director	Laurie Breedlove, SVP Human Resources	
Jim Rogers, Director		
<u>Ex Officio Members:</u>		<u>Excused:</u>
Joe Theine, CEO		Dr. Jenny Gero, MD Chief Medical Officer
Randy Davidson, MD Chief of Staff		

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 5:22pm. CHC SVP Laurie Breedlove was introduced to the Board.		
Approval of Agenda / Conflicts of Interest	No conflicts were identified.	It was moved and seconded to approve the agenda as presented. MOTION: Mary Dodd SECOND: Eric Croke Motion carried.	
Public Comment	None		
CHC Education: New Trends in Talent Acquisition	CHC SVP of Human Resources Laurie Breedlove reviewed the enclosed report briefly, including challenges, recruitment programs and discussing how AI is changing the landscape of human resources programs.		
Quality Report	SHS CNO Lisa Gates reviewed the enclosed report of quality data through February 2025. Continued improvements with all goals being measured and the three below the goal were within 10% of the meeting goal.		
Finance Committee Report	SHS Board Scty/Treas Jay Wood reported that on the February financial indicators including 1020 days cash on hand and a 5% operating margin. SHS CFO Adam Conley advised that SHS began an initiative to more timely work credit balances on the balance sheet. The impact of working the credit		

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	balances had a negative impact from the beginning of this initiative that is seen on the February income statement. This is not expected to continue long-term.		
MCHD Report	Enclosed report provided. Mr. Johnson advised that MCHD received the Microgrid Grant award in full written in December of 2024 of \$1.6m. MCHD has their annual announcement and notice for election, but it appears there will be more open seats than those who are submitting a self-nomination. McCabe’s office is where people can be directed to provide their self-nomination to the Board.		
CHC Report	CHC SVP Joe Thomason reviewed the enclosed report. CHC is continuing to watch and provide support to health systems requesting assistance in measles outbreak in the southeast US. Mr. Thomason advised of FBI warning of threats to hospitals and airlines.	Mr. Thomason advised that CHC will be holding their annual conference November 5,6, and 7 in Plano Texas. Board members were encouraged to advise if interested in attending.	Board members
Foundation Report	The enclosed report was from the previous month. Ms. Dodd gave a short verbal report on the continued progress of the Foundation in preparing for fundraisers and determining capital equipment to be marketed for donations.	Ms. Jabour will email out the correct report to the Board.	Ms. Jabour
Capital Infrastructure Committee Report	SHS Vice Chair Eric Croke provided a written report and advised the HVACs for south campus have been ordered. They will not be delivered for several more weeks.		
Provider Recruitment Contracting and Retention Committee	An enclosed report was provided. The Committee continues to research and then will formalize recommendations on Board engagement with physicians and providers. More information is being provided at the next meeting which will help with this recommendation.		
CEO Report	SHS CEO Joe Theine provided a quarterly update on the progress made on the 2025 Board Policy Objectives approved by the board in late 2024, including budgeted expenses, measurements, and use of Gallup principles, leadership development, creating a high-reliability organization, initiative to review compensation for both staff and providers,	Mr. Theine will provide this report to the board quarterly.	
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: February Meeting Minutes Charity / Financial Assistance Policy Finance Comm Recommendations-Feb 2025	

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		Synapse CV and Epiphany Contract MOTION: Eric Croke SECOND: Jim Rogers Motion carried.										
Board Business - Letter to Elected Officials - Board Code of Conduct	The enclosed report and draft letter was reviewed by the board. Board Code of Conduct was reviewed. The Annual Code of Conduct was handed out and signatures procured from all board members in attendance.	It was moved and seconded to approve the draft letter be prepared, signed and sent to elected officials as presented. MOTION: Jim Rogers SECOND: Margi Strangl Motion carried. It was moved and seconded to approve the Board Code of Conduct as presented. MOTION: Jim Rogers SECOND: Mary Dodd Motion carried.										
Executive Session		The Board entered Executive Session at 7:56pm.										
Return to Regular Session		The Board returned to the Regular Session at 9:04pm.										
Action Items	MEC Recommendations <table border="1" data-bbox="478 899 1205 1382"> <thead> <tr> <th data-bbox="478 899 632 932"></th> <th data-bbox="632 899 1010 932">Name</th> <th data-bbox="1010 899 1205 932">Appointment</th> </tr> </thead> <tbody> <tr> <td data-bbox="478 932 632 1089">Initial</td> <td data-bbox="632 932 1010 1089">Kara Jindrich, MD Sameet Rao, MD Marcus Cox, MD Shelly McCormick, MD</td> <td data-bbox="1010 932 1205 1089">Telemedicine Telemedicine Telemedicine Telemedicine</td> </tr> <tr> <td data-bbox="478 1089 632 1382">Reappointments</td> <td data-bbox="632 1089 1010 1382">Kent Aiken, MD Mary Bishop, CRNA Trent Bishop, CRNA Chad Farr, DO Anna Kelly, MD Victoria Mohr, MD Amit Patanga, MD David Tague, MD Angela Valladares Otero, MD</td> <td data-bbox="1010 1089 1205 1382">Active Staff Active Staff Active Staff Active Staff Active Staff Active Staff Telemedicine Telemedicine Telemedicine</td> </tr> </tbody> </table>		Name	Appointment	Initial	Kara Jindrich, MD Sameet Rao, MD Marcus Cox, MD Shelly McCormick, MD	Telemedicine Telemedicine Telemedicine Telemedicine	Reappointments	Kent Aiken, MD Mary Bishop, CRNA Trent Bishop, CRNA Chad Farr, DO Anna Kelly, MD Victoria Mohr, MD Amit Patanga, MD David Tague, MD Angela Valladares Otero, MD	Active Staff Active Staff Active Staff Active Staff Active Staff Active Staff Telemedicine Telemedicine Telemedicine	It was moved and seconded to approve the MEC Appointments, Reappointments and Resignations of the Medical Executive Committee with privileges to the Medical Staff as recommended by the Medical Executive Committee MOTION: Jay Wood SECOND: Jim Rogers Motion carried. It was moved and seconded to approve the slate of contracts as presented. MOTION: Eric Croke SECOND: Jay Wood Motion carried.	
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	Resignations	Walde Bilger, CRNA	Effective 2/26/2025		
	Policies	Ongoing Professional Practice Evaluation Supplemental C			
Adjournment				The Board adjourned the meeting at 10:00pm.	

Respectfully submitted:

Shirley Jones, Chairperson

Jay Wood, Secretary/Treasurer