

SOUTHWEST HEALTH SYSTEM, INC.
BOARD OF DIRECTORS MINUTES
April 30, 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)	
Eric Croke, Vice Chair	Adam Conley, SHS CFO	
David Dull, Director (via Teams)	Joe Thomason, SVP Operations CHC	
Margi Strangl, Director	Lisa Gates, CNO	
Mary Dodd, Director	Todd Linden, Linden Consulting, Inc.	
Jim Rogers, Director	Barb Lorschach, Linden Consulting, Inc.	
<u>Ex Officio Members:</u>	Kaye Marantette, CHC Quality Director	<u>Excused:</u>
Joe Theine, CEO	Brandon Johnson, MCHD Chair	Dr. Jenny Gero, MD Chief Medical Officer
Randy Davidson, MD Chief of Staff	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 5:30pm.		
Approval of Agenda / Conflicts of Interest	No conflicts were identified.	It was moved and seconded to approve the agenda with 2 additions under Board Business. 1) Emergency Dept. Trauma Designation, and 2) ‘Thank You’ note to Representative Hurd MOTION: Mary Dodd SECOND: David Dull Motion carried.	
Public Comment	None		
CHC Education: Role of Regulators Presentation by Kaye Marantette, CHC	CHC Director of Quality Kaye Marantette reviewed the enclosed presentation with the board which provides an overview of the focus of regulatory agencies when completing surveys for each hospitals. This includes recent areas of focus such as Patient Rights, Competency Assessments, Infection Control and Care Environment. .		
Up the Quality and Patient Safety Focus of the Board: Part 1	Barb Lorschach with Linden Consulting reviewed the enclosed presentation on patient safety and focus of the Board based on their strategic planning session from late 2024 in which the Board set patient	Part 2 will be provided to the board based on the approved Board schedule in the coming	

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Presentation by Barb Lorsbach, Linden Consulting	safety as a higher area of focus where additional training and continued prioritization was reiterated.	months. There was consensus that continued focus was still important to the board.	
Quality Report	SHS CNO Lisa Gates reviewed the enclosed quality dashboard indicators, discussing the 2025 Board Quality recommendation to focus on patient safety monthly as well as education on DNV survey work and regulatory implications and importance of the work and areas of focus. These recommendations are described and recommended under the Consent Agenda.		
Finance Committee Report	SHS Board Scty/Treas Jay Wood reported provided a short report on the 2024 independent audit, in which SHS received an unmodified (clean) opinion. EBIDA is \$3.8m, which is above budget (\$2.2m) and above prior year (\$1.6m). Full days cash on hand is 109 days.		
MCHD Report	Mr. Johnson reported that the MCHD Board is holding their annual meeting in May. They will be swearing in new members and have received multiple letters of interest in the last month. Once the new board is sworn in, Mr. Johnson proposed that the two boards hold a joint meeting at the Marcos clinic so everyone can see what we have over there. Looking for dates in May or June. The infrastructure committee continues to look at DOLA grant and how to come up with matching funds. MCHD has hired new Owner's rep for all upgrades and construction for facility through infrastructure and is working to complete warranty repair of landscaping outside the inpatient pharmacy where 0. Bought the 28 acres due west – working on getting another access point to it.		
CHC Report	CHC SVP Joe Thomason reviewed hired a new quality director, Lisa excited for the experience she brings to the position, replacing Jill Bayless who is retiring. CHNA underway. Required every 3 years. Went to McCook with Joe to see what they do there – specifically oncology. Call tomorrow to get more info on RHC's – specialty providers.		
Foundation Report	The enclosed report was from the previous month. The Foundation task force is reviewing submitted cancer fund grants.		
Capital Infrastructure Committee Report	SHS Vice Chair Eric Croke provided a written report and advised the Centered around air conditioning everything is on track. DOLA Grant would take the edge off peak usage and provide backup generation with		

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	controller and battery packs. LED light project underway. Looking at funding options and getting bids.		
Annual Facility Plan Submitting to MCHD per Lease	MCHD receives this information from SHS annually under the lease agreement. This is what will be delivered to MCHD at their annual meeting. Discussion on DI facility planning. Air handling unit will be replaced when MRI is replaced. Planning and phasing over the next couple of year.s		
Provider Recruitment Contracting and Retention Committee	An enclosed report was provided. Reviewed the enclosed report. Recommendations under the consent agenda. Motion to approve Jt Conf Committee redline policy as presented only - that we meet once per year. Jim Second Mary – carried Discussion on the items included in the presentations under board business, redlines and summary/coversheet. Annual social event – may not belong under individual responsibility - may belong under a different policy or just say that policy. Table the other for feedback from the medical staff. 2.04 approve policy with the exclusion of item six. Jim/Eric. Carried. Dr. Davidson stated he felt the relationship between the board and the medical staff would be one thing. David Dull – recommends the board maybe have an event, gift, proclamation, etc. table motion Margi/Jim – carried. Withdraw first motion.		
CEO Report	The written report enclosed from CEO was provided.		
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 Meeting Minutes Finance Comm Recommendations-March 2025, including ratios. Capital Infrastructure Comm. Recomm. Quality Committee Recommendation MOTION: Mary Dodd SECOND: Eric Croke Motion carried.	
Board Business - Revised Policy 2.15	Committee Chair Jim Rogers reviewed the recommendations during the report. Discussion on the items included in the presentations under board business regarding redlines on both policy 2.15 and 2.04.	Motion to approve the proposed, red-lined edits to Policy 2.15 Jt. Conference Committee as presented. MOTION: Jim Rogers	

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<div><div>Jt. Conf. Committee</div><div>- Revised Policy 2.04 Directors Individual Responsibilities</div><div>- Level IV Trauma Designation Resolution</div><div>- Thank You Card to Rep. Hurd</div></div>	<div>The addition with Board Recommendation for approval of Resolution 2025-06 was reviewed.</div> <div>Mr. Rogers recommended the Board send a thank you card to Representative Hurd for advocacy of Medicaid for rural communities.</div>			<div>SECOND: Mary Dodd</div> <div>Motion carried.</div> <div>Motion to approve policy with exception of adding item #6.</div> <div>MOTION: Jim Rogers</div> <div>SECOND: Eric Croke</div> <div>After discussion, it was moved and seconded to withdraw previous motion and get further information to bring to full board excepting approval of red-line of #2 of Policy 2.04 and Board Engagement dashboards presented.</div> <div>MOTION: Margi Strangl</div> <div>SECOND: Jim Rogers</div> <div>Motion carried.</div> <div>It was moved and seconded to approve Resolution 2025-06 as presented.</div> <div>MOTION: Jim Rogers</div> <div>SECOND: Jay Wood</div> <div>Motion carried.</div> <div>There was board consensus to send a thank you card to Representative Hurd and have Mr. Theine hand-deliver when in Washington DC next week.</div>																									
Executive Session				The Board entered Executive Session at 8:10p.																									
Return to Regular Session				The Board returned to the Regular Session at 8:50pm.																									
Action Items	<div>MEC Recommendations</div> <table><tr><td></td><td>Name</td><td>Appointment</td></tr><tr><td>Initial</td><td>Daniel Fullmer, MD</td><td>Telemedicine</td></tr><tr><td>Reappointments</td><td>Jennifer Bryant-Kruger, MD</td><td>Active Staff</td></tr><tr><td></td><td>Jack Newman, MD</td><td>Active Staff</td></tr><tr><td></td><td>Rachel Wallace, CRNA</td><td>APP Staff</td></tr><tr><td></td><td>Alexinna Johns, MD</td><td>Active Staff</td></tr><tr><td></td><td>Patrick Cain, DO</td><td>Active Staff</td></tr><tr><td></td><td>Tyson Bolinske, MD</td><td>Active Staff</td></tr></table>				Name	Appointment	Initial	Daniel Fullmer, MD	Telemedicine	Reappointments	Jennifer Bryant-Kruger, MD	Active Staff		Jack Newman, MD	Active Staff		Rachel Wallace, CRNA	APP Staff		Alexinna Johns, MD	Active Staff		Patrick Cain, DO	Active Staff		Tyson Bolinske, MD	Active Staff	<div>It was moved and seconded to approve the recommendations of the Medical Executive Committee with privileges to the Medical Staff as recommended by the Medical Executive Committee.</div> <div>MOTION: Eric Croke</div> <div>SECOND: Jim Rogers</div> <div>Motion carried.</div>	
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		Nathan Daley, MD Kevin Matteson, MD Douglas Bagge, MD Richard Mitchell, MD	Active Staff Active Staff Honorary Telemedicine	<p>It was moved and seconded to approve the appointment of Dr. Tibor Mojzis as Member at Large of the Medical Executive Committee MOTION: Eric Croke SECOND: Jay Wood Motion carried.</p> <p>It was moved and seconded to approve the policy “Self-Treatment and Treatment of Family Members” as presented. MOTION: Jim Rogers SECOND: David Dull Motion carried.</p>	
	Resignations	Christopher Jetter, DPM Kim Washburn, WHNP Chad Farr, MD	Eff 6/10/25 Eff 5/2/25 Eff 4/30/25		
	Appointment to MEC At Large	Dr. Tibor Mojzis – Hospitalist			
	Policies	Self-Treatment and Treatment of Family Members			
	Slate of Contracts: Kameo Smith, DO Employment Agreement E. Viquez 1 st Amendment P Cain 1 st Amendment			<p>It was moved and seconded to approve the slate of contracts as presented. MOTION: David Dull SECOND: Eric Croke Motion carried.</p>	
Adjournment				The Board adjourned the meeting at 8:53pm.	

Respectfully submitted:

Shirley Jones, Chairperson

Jay Wood, Secretary/Treasurer