

SOUTHWEST HEALTH SYSTEM, INC.
BOARD OF DIRECTORS MINUTES
May 28, 2025
KIVA Room – 5:30pm

Quorum:

Shirley Jones, Chairperson	<u>Also in Attendance:</u>	Leah Wright, Medical Staff
Jim Rogers, Director	Caitlin DeCrow, Compliance Mgr. (Teams)	Kelli Hohenstein, SVP Clinical Quality.
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, SHS CNO	VP Compliance Amy Brown
	Grant Linden, Linden Consulting, Inc.	<u>Excused:</u>
	Dr. Jenny Gero, MD Chief Medical Officer	Randy Davidson, MD Chief of Staff
<u>Ex Officio Members:</u>	Brian Doerr, SVP Information Technology & Security and Privacy Officer CHC	Mary Dodd, Director
	Steve Jones, Blue & CO	Joe Theine, CEO
	Mark Daffer, Blue & Co	Jay Wood, Scty/Treas

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 5:24pm.		
Approval of Agenda / Conflicts of Interest	Eric Croke, Vice Chair added the Capital Infrastructure Committee Facility Light Upgrade to the consent agenda.	It was moved and seconded to approve the agenda with the addition of the lighting upgrade. MOTION: Margi Strangl SECOND: Jim Rogers Motion carried.	
Public Comment	None		
CHC Board Report	Joe Thompson, CHC SVP of Operations introduced Kelli Hohenstein, SVP Clinical Quality. Mr. Thomason then presented the CHC Board Report to the SHS Board. Mr. Thomason reported that calls have been made between the Quality teams, and a review of Productivity has been reviewed with Adam Conly. The Health Trust Compliance is 86%. Medicaid is still in play with the government and a Medicare Advantage update was given. The measles outbreak is still continuing with the hardest areas hit of Mexico, Texas and Canada.		

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CHC Education: New Trends in Talent Acquisition	CHC SVP of Information Technology presented the education to Southwest Health System Board. Education was on Cyber Security. The current targeted industries are Financial, Business and Professional Services, High Tech, Government and Healthcare. The average cost of a breach is now at \$10.1 million dollars concerning healthcare and it is taking approximately 30 days to recover. Third party breaches have doubled in 2024.		
Quality Report	SHS CNO Lisa Gates reviewed the enclosed report concerning Quality and reviewed the updated charts concerning monthly trends and discharge safety.		
Blue & Company Audit Review	Steve Jones with Blue and Company reviewed the 2024 audit with the Board. No adjustments were made, one post-closing adjustment was made by managers, and the current recommendation was maintenance of patient accounts. The results were “clean”. Balance sheets show growth of 4.7%, current and long-term liabilities decreased by \$2.6 million, equity position increased, operating revenues increased and there was a positive cashflow of \$6.7 million.		
Finance Committee Report	SHS Board President Shirley Jones reviewed the financial data with the Board. 428 patient days total, 87 swing beds, discharges were at 4.8. Mrs. Jones reviewed the financial graphs. Adam Conley, CFO reported to the Board that there will be money going back to Chase and Medicaid in the later summer/fall months.		
MCHD Report	Enclosed report provided. Mr. Johnson did inform the Board on the new members that have joined the MCHD Board and that there is still one position open. Mr. Johnson invited the SHS Board to tour the Mancos facility and is asking for dates of June 16-20. The Owners Rep is looking into memorial ideas for Orly Lucero, a former member. Landscaping is taking place by pharmacy.		
Foundation Report	The Foundation Report was included in packet but not reviewed as Mary Dodd was absent..		
Compliance Report	Caitlin DeCrow updated the Board with her Compliance report. The Quarterly meeting has taken place. Amy Brown VP of Compliance with CHC attended the meeting to review the finding of the program review. The Compliance Committee has started reviewing the plans for the 2025 Work Plan. The Compliance Committee Charter was up for approval, under consent agenda.		

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Capital Infrastructure Report	Eric Croke provided the Board with his report of the following; The air handlers have recently came in and will be installed soon. The lighting conversion is in the gathering and the estimated cost is \$250,000.00, the approval has been added to the consent agenda.				
Provider Recruitment Contracting and Retention Committee	An enclosed report was provided and reviewed by Jenny Gero. Dr. Gero did present to the Medical Executive Committee the idea of co-chairing the Joint Conference Committee, MEC did agree and accept the offer.				
CEO Report	SHS CEO Joe Theine was not at the meeting however his report was enclosed			.	
Consent Agenda	The board reviewed the enclosed consent agenda with the addition of the lighting upgrade.			It was moved and seconded to approve the consent agenda with all enclosed action as presented: April Meeting minutes Finance Committee Recommendations Compliance Committee Recommendations Capital Infrastructure Lighting Upgrade MOTION: Jim Rogers SECOND: Eric Croke Motion carried.	
Board Business Linden Consulting, Inc.	Grant Linden, Linden Consulting, Inc. presented the Board with “What is Health, Governance by Leadership.” The three modes of governance are Fiduciary, Strategic and Generative. The presentation was following by a group activity and determining what is health by the Board attendees.			A brainstorm list of “what is health” was made by the Board and will be narrowed down and top items selected for presentations at a later meeting.	Board
Executive Session				The Board entered Executive Session at 7:59pm.	
Return to Regular Session				The Board returned to the Regular Session at 8:07pm.	
Action Items	MEC Recommendations			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 along with the FPPE/OPPE	
		Name	Appointment		
	Initial	Casey Almonte, MD Sean Bowman, MD Jenny Hargrove, MD	Telemedicine Telemedicine Active Staff		

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Adjournment		The Board adjourned the meeting at 8:09pm. MOTION: David Dull SECOND: Jim Rogers Motion carried.	

Respectfully submitted:

Shirley Jones, Chairperson

Jay Wood, Secretary/Treasurer