

SOUTHWEST HEALTH SYSTEM, INC.
BOARD OF DIRECTORS MINUTES
August 27, 2025
KIVA Room – 5:30pm

Quorum:

Shirley Jones, Chairperson	<u>Also in Attendance:</u>	
Jay Wood, Scty/Treas	Caitlin DeCrow, Compliance Mgr. (Teams)	Leah Wright, SHS Medical Staff Service
Eric Croke, Vice Chair	Moriah Tarpey, MD Vice-Chief of Staff	Mary Beth Moran, CHC VP HR
Mary Dodd, Director	Joe Thomason, SVP Operations CHC	
David Dull, Director	Lisa Gates, SHS CNO	<u>Excused:</u>
Margi Strangl, Director	Dr. Nathan Clyde, DPM	Dr. Jenny Gero, MD Chief Medical Officer
Jim Rogers, Director (via Teams)	Chuck Krupa, IS Director / PIO	Randy Davidson, MD Chief of Staff
<u>Ex Officio Members:</u>	Bridgett Jabour, Board Secretary	Adam Conley, SHS CFO
Joe Theine, CEO	Dave Yackell, CHC VP Finance	Brandon Johnson, MCHD Chair

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	Change of Financial Report Recommendations should say: “Finance Committee Recommendations July 2025”	It was moved and seconded to approve the agenda with no conflicts. MOTION: David Dull SECOND: Mary Dodd Motion carried.	
Tariff Impact on Healthcare Industry: Rosemary Zapata, CHC Supply Trust Reg Director	Ms. Zapata reviewed the enclosed report on tariff status on hospital supplies and how the HPG group purchasing program through CHC provides contracting and pricing programs.		
Quality Report	SHS CNO Lisa Gates reviewed the enclosed report. The Board reviewed the charts and report showing quality and safety trends.		
Finance Committee Report	SHS Board Scty/Treas Jay Wood reported on the July financial highlights, including: SHS received confirmation of receivable from RHC Medicaid of \$1.2M. This receivable will counter the payables remaining from 2014, 2015 and 2018.		

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	YTD EBIDA is \$3.2M compared to \$62k prior year. Days cash on hand is 110.				
MCHD Report	Enclosed written report.				
Other Written Reports	CHC Report * CEO Report * Foundation Report * Capital Infrastructure Committee Report * Provider Recruitment Contracting and Retention Report * Nominating Committee Report			No questions or comments on enclosed reports.	
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: June Meeting Minutes Finance Committee Recommendations July 2025 Nurse Staffing Master Plan MOTION: Eric Croke SECOND: Jim Rogers Motion carried.	
Adoptions of Upcoming Year’s Annual Agenda (Fiduciary)	The enclosed plan was reviewed by Mr. Theine and Ms. Jones. It was noted that the generative discussions would be in May and October. In addition, the 2025 October Board meeting will include the draft Community Health Needs Assessment as well as a presentation from Outside Counsel Chris Adelman with Hall Render providing a contract overview of the kinds of agreements and purposes for varying arrangements.			It was moved and seconded to approve the 2026 Board Meeting Agenda Schedule as presented. MOTION: Margi Strangl SECOND: Mary Dodd Motion carried.	
Executive Session				The Board entered Executive Session at 6:25pm.	
Return to Regular Session				The Board returned to the Regular Session at 7:04pm.	
Action Items	Executive Session Minutes			It was moved and seconded to approve the Executive Session Minutes as presented. MOTION: Margi Strangl SECOND: Jay Wood Motion carried.	
	MEC Recommendations				
	Initial	Shahir Melhem, MD Susana Samaniego, MD Freda Ready, MD	No Issues Identified No Issues Identified No Issues Identified		
	Reappointments	Timothy O’Brien John Wallace, CRNA	No Issues Identified No Issues Identified	It was moved and seconded to approve individually the MEC Appointments,	

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		Marcus Cox, MD	No Issues Identified	Reappointments and Resignations and FPPE status of the Medical Executive Committee with privileges to the Medical Staff as recommended by the Medical Executive Committee. MOTION: David Dull SECOND: Jim Rogers Motion carried. It was moved and seconded to approve the slate of contracts as presented. MOTION: Mary Dodd SECOND: Margi Strangl Motion carried.	
	Resignations	None			
	Privilege/ Contract Status Change	Marcus Cox, MD	No Issues Identified		
	Slate of Contracts: Barnard Call Compensation Letter Agreement Dr. Samaniego 1099 Gen Surg Call Coverage Agreement Anthony Raley, NP Emergency Medicine September 2025 Contract Marcy LePique, MD 1st Amendment				
Adjournment				The Board adjourned the meeting at 7:06 pm.	
Special Executive Session	The board adjourned into a Special Executive Session at 7:07pm to discuss specific areas of concern. All but the board and Mary Beth Moran with CHC were excused.				

Respectfully submitted:

Shirley Jones, Chairperson

Jay Wood, Secretary/Treasurer