

SOUTHWEST HEALTH SYSTEM, INC.
ANNUAL and REGULAR
BOARD OF DIRECTORS MEETING MINUTES
December 17, 2025
KIVA Room – 5:30pm

Quorum:

Shirley Jones, Chairperson	<u>Also in Attendance:</u>	Niki Young, Quality Coordinator
Eric Croke, Vice Chair	Caitlin DeCrow, Compliance Mgr. (Teams)	Marti Justice, Community Member
Mary Dodd, Director	Joe Thomason, SVP Operations CHC	Marilyn Justice, 2026 Elected Board Member
David Dull, Director	Brandon Johnson, MCHD Chair	Mary Beth Moran, CHC VP Human Resources
Margi Strangl, Director	Dr. Jenny Gero, MD Chief Medical Officer (via teams)	<u>Excused:</u>
Jim Rogers, Director	Chuck Krupa, IS Director / PIO	Jay Wood, Scty/Treas
	Bridgett Jabour, Board Secretary	Lisa Gates, CNO
<u>Ex Officio Members:</u>	Maddie Wright, Quality Director	
Joe Theine, CEO	Adam Conley, SHS CFO (via Teams)	
Randy Davidson, MD Chief of Staff	Crysta Connell, PA	

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 agenda changes were made and no conflicts of interest were identified.		
Public Comment / Introductions	No public attendance or comment.		
ANNUAL MEETING <ul style="list-style-type: none"> • Election of Officers • Election of Marilyn Justice, MD • 2026 Board Meeting Calendar Review • Board-appointed Committee 	<p>The 2026 proposed slate of officers was reviewed: Chair: Eric Croke Vice: Mary Dodd SctyTreas: Margi Strangl Recommendation for Dr. Justice to be elected to the board with term beginning January 1, 2026.</p> <p>The enclosed calendar was reviewed. It was noted that the MCHD meeting date was updated by MCHD at their meeting on 12/10 from the 2nd Wednesday of each month to the 3rd Wednesday of each month.</p> <p>The board discussed changes to the committee assignments and committee assignments were updated by Ms. Jones. The final</p>	<p>It was moved and seconded to approve the slate of officers for 2026 as presented with Eric Croke as Chairperson Mary Dodd as Vice-Chairperson Margi Strangl as Secretary/Treasurer MOTION: Jim Rogers SECOND: David Dull Motion carried.</p> <p>It was moved and seconded to elect Marilyn Justice, MD to the SHS Board of directors effective January 1, 2026.</p>	

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<p>assignments for 2026</p> <ul style="list-style-type: none"> Annual Committee Reports 	<p>assignments will be uploaded to the SHS Board page and the appropriate members would be added to their corresponding meetings as they're scheduled in January 2026. Mr. Wood communicated concern with his ability to continue with board seat with other family obligations he currently has, but no formal resignation had been received. The enclosed annual committee reports were reviewed; no comments or questions. Ms. Dodd advised that the Nominating committee has two main goals. One being board assessment and development and the other being board member interviews and recommendations for election. The board members on the committee would exclusively be meeting to determine board development. All other committee members included in board seat openings and board seat vetting and interview process.</p>	<p>MOTION: Mary Dodd SECOND: Margi Strangl Motion carried.</p>	
<p>REGULAR Meeting</p>			
<p>Quality Report</p>	<p>SHS Quality Director Maddie Wright reviewed the enclosed Quality Report with the Board. SHS contracts with Det Norske Veritas (DNV) to complete our accreditation survey was Nov 4th & 5th. Their visit included closing out findings from previous year. Their assessment resulted in 4 NC-1's and 5 NC-2's that we will be monitoring and correcting once our corrective action plan is approved by DNV. NC-1's must be corrected and submitted by March. "Nonconformity 1 (NC-1)" is a higher-level finding. NC-2 is a lower-level finding. The full DNV report was provided to the board as attachment. General questions were answered by Ms. Wright and Ms. Young.</p>		
<p>Finance Committee Report</p>	<p>SHS CFO Adam Conley reviewed the enclosed October financial report and discussed recent wins and opportunities for improvement. Highlights include: SHS was able to complete/Settle the 2014, 2015, and 2018 Medicaid Cost reports to bring us current to 2021, where DCOH fell to 108 days, as expected based on purchases. EBIDA \$8.4m year to date is above budget and prior year. Spending less than we thought we would and making more than we thought we would. SHS is meeting with Advisory Board to see how to mitigate the potential challenges around the OBBB. Their recommendations will be utilized, as OBBB is not anticipated to affect in 2026.</p>		

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MCHD Report	Mr. Johnson thanked the SHS board for their collaboration and work with MCHD this year.															
Other Written Reports	CHC Report * CEO Report * Foundation Report * Capital Infrastructure Committee Report * Cerner Implementation 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: October Meeting Minutes 2026 Budget and Corresponding Banking Resolutions 2025-07 through 2025-08 2025-09 Posting Resolution November Financial Recommendations MOTION: Mary Dodd SECOND: David Dull Motion carried.													
Executive Session			The Board entered Executive Session at 6:35 pm.													
Return to Regular Session			The Board returned to the Regular Session at 7:20 pm.													
Action Items	<p>Executive Session Minutes</p> <p>MEC Recommendations</p> <table border="1" data-bbox="541 1024 1131 1388"> <tr> <td data-bbox="541 1024 726 1166">Initial</td> <td data-bbox="726 1024 1131 1166">Alexander Baxter, MD Maria Gallo, DO Matthew Geter, MD Dagmar Hernandez Suarez, MD Jeffrey Ramkaransingh, MD</td> <td data-bbox="1131 1024 1312 1166">No issues identified.</td> </tr> <tr> <td data-bbox="541 1166 726 1221">Reappointment</td> <td data-bbox="726 1166 1131 1221">Erick Ireland, PAC Caitlin Mooney, PAC</td> <td data-bbox="1131 1166 1312 1221">No issues identified.</td> </tr> <tr> <td data-bbox="541 1221 726 1276">Resignation</td> <td data-bbox="726 1221 1131 1276">Henry Lang, DNP, CRNA</td> <td data-bbox="1131 1221 1312 1276">No issues identified.</td> </tr> <tr> <td data-bbox="541 1276 726 1388">Policies</td> <td data-bbox="726 1276 1131 1388">Trauma Program & Performance Improvement Plan Trauma Services Facility Defined CME</td> <td data-bbox="1131 1276 1312 1388"></td> </tr> </table>		Initial	Alexander Baxter, MD Maria Gallo, DO Matthew Geter, MD Dagmar Hernandez Suarez, MD Jeffrey Ramkaransingh, MD	No issues identified.	Reappointment	Erick Ireland, PAC Caitlin Mooney, PAC	No issues identified.	Resignation	Henry Lang, DNP, CRNA	No issues identified.	Policies	Trauma Program & Performance Improvement Plan Trauma Services Facility Defined CME		<p>It was moved and seconded to approve the Executive Session Minutes as presented. Motion carried.</p> <p>It was moved and seconded to approve individually the MEC Appointments, Reappointments, policies and privileges and resignations 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.</p>	
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	Requirements		<p>It was moved and seconded to approve the slate of contracts/amendments as presented MOTION: David Dull SECOND: Margi Strangl Motion carried.</p>	
Adjournment			The Board adjourned the meeting at 7:32pm.	
Special Executive Session • 2026 CEO Goals Discussion	The board adjourned into a Special Executive Session at 7:33pm excusing all but Board members, Mary Beth Moran, Marilyn Justice, Joe Thomason and Joe Thiene. The remaining senior leaders left the meeting room.			
Return to Regular Session	The board returned to regular session at 7:43pm.			
Approval of 2026 CEO Goals			<p>It was moved and seconded to approve the CEO Goals for 2026 as presented. MOTION: Eric Croke SECOND: David Dull Motion carried.</p>	

Respectfully submitted:

Shirley Jones, Chairperson

Jay Wood, Secretary/Treasurer