

**SOUTHWEST HEALTH SYSTEM, INC.**  
**BOARD OF DIRECTORS MINUTES**  
**January 28, 2026**  
**EMS Training Room – 5:30pm**

**Quorum:**

Eric Croke, Chairperson (via Teams)	<b><u>Also in Attendance:</u></b>	
Mary Dodd, Vice Chair	Caitlin DeCrow, Compliance Mgr. (Teams)	
Margi Strangl, Director	Joe Thomason, SVP Operations CHC	
David Dull, MD, Director	Lisa Gates, SHS CNO	
Jim Rogers, MD, Director	Dr. Jenny Gero, MD Chief Medical Officer (via teams)	<b><u>Excused:</u></b>
Marilyn Justice, MD, Director	Chuck Krupa, IS Director / PIO	Jay Wood, Scty/Treas
	Bridgett Jabour, Board Secretary	Randy Davidson, MD Chief of Staff
<b><u>Ex Officio Members:</u></b>	Adam Conley, SHS CFO	
Joe Theine, CEO	Bob Ower, MCHD Vice-Chair	
Moriah Tarpey, MD Vice Chief of Staff		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
<b>Call to order</b>	SHS Vice-Chairperson Mary Dodd called the meeting to order at 5:28pm.		
<b>Approval of Agenda / Conflicts of Interest</b>		It was moved and seconded to approve the agenda with no conflicts acknowledged. MOTION: David Dull, MD SECOND: Marilyn Justice, MD Motion carried.	
<b>Public Comment / Introductions</b>	No public attendance or comment.		
<b>Rural Healthcare Transformation Program, Joe Thomason, SVP</b>	CHC SVP Joe Thomason reviewed the enclosed presentation explaining that the state funding of \$250m annually will be distributed through CDPHE through a 15-seat committee, which will decide award amounts individually. CDPHE has stated they will provide communications to applicants (ie. hospitals/healthcare facilities/other eligible entities) by February 1 <sup>st</sup> . Mr. Thomason advised that they've enlisted grant writers to assist their hospitals in their respective state applications for Rural Health Transformation funding.		

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<b>Quality Report</b>	SHS CNO Lisa Gates reviewed the enclosed report. The Board reviewed the charts and report showing quality and safety trends. SHS was awarded family-friendly designation by CMS (Center for Medicare/Medicaid Services). This was a 2-year process with multidisciplinary collaboration between several teams at SHS.		
<b>Finance Committee Report</b>	Secretary/Treasurer Marji Strangl reported that the November and December Financials are summarized and enclosed as well as all referenced and attached detailed financial documents including graphs, stats, volumes, income statement, balance sheet, ratios, and days cash on hand. The year ended with: 110 days cash on hand EBIDA at \$4.4m as compared to \$3.9m for previous year.		
<b>MCHD Report</b>	MCHD Vice Chair Bob Ower stated the enclosed report was there for review.		
<b>Quarterly Update on Board Objectives CEO Joe Theine</b>	Mr. Theine reviewed some changes to the reporting structure and support position reorganization. Additionally, he reviewed all recruiting, retention, compensation assessments, statistics, leadership development, care coordination, status of the cardiology and other expansion initiatives.		
<b>Other Written Reports</b>	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.	
<b>Consent Agenda</b>	The board reviewed the enclosed consent agenda. <ul style="list-style-type: none"> <li>• 12-17-25 December Annual and Regular Meeting Minutes</li> <li>• November and December Financials and Q4 Ratios</li> <li>• Quality Committee Policy Recommendations</li> <li>• Annual Appointments</li> </ul>	It was moved and seconded to approve the consent agenda with all enclosed action as presented: <ul style="list-style-type: none"> <li>• December Meeting Minutes</li> <li>• November and December Finance Committee Recommendations and Banking Resolutions</li> <li>• Quality Committee Policy Recommendations and Appointments</li> </ul> MOTION: Margi Strangl SECOND: Jim Rogers, MD Motion carried.	

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<b>Board Business</b>	The enclosed recommendation for 2026 Quality Indicators and Strategic Plan as required by Policy 2.12 was reviewed by the board, prepared by the Quality Committee.	It was moved and seconded to approve the 2026 Quality Indicators and Strategic Plan for 2026. MOTION: David Dull, MD SECOND: Margi Strangl Motion carried.													
<b>Executive Session</b>		The Board entered Executive Session at 7:01 pm.													
<b>Return to Regular Session</b>		The Board returned to the Regular Session at 7:33pm.													
<b>Action Items</b>	<p>Executive Session Minutes</p> <p>MEC Recommendations</p> <table border="1" data-bbox="491 683 1276 1105"> <tbody> <tr> <td data-bbox="491 683 611 878">Initial</td> <td data-bbox="611 683 1037 878">Amber Angles, MD Daniel Baram, MD Adam Fehring, MD Mohammed Hajjiri, MD Mohammed Hussain, MD Sarah McKinley, MD Jason Roth, MD</td> <td data-bbox="1037 683 1276 878">No Issues Identified No Issues Identified No Issues Identified No Issues Identified No Issues Identified No Issues Identified</td> </tr> <tr> <td data-bbox="491 878 611 964">Reappointment</td> <td data-bbox="611 878 1037 964">Dave Miller, MD Shwan Kim, MD Nicholad Preston, FNP</td> <td data-bbox="1037 878 1276 964">No Issues Identified No Issues Identified No Issues Identified</td> </tr> <tr> <td data-bbox="491 964 611 1050">Resignation</td> <td data-bbox="611 964 1037 1050">Julie Allen, DO John Wallace, CRNA Anthony Chuprin, MD</td> <td data-bbox="1037 964 1276 1050">Effective 12/31/2025 Effective 11/21/2025 Effective 12/31/2025</td> </tr> <tr> <td data-bbox="491 1050 611 1105">Policies</td> <td data-bbox="611 1050 1037 1105">Medical Staff Bylaws, APP Voting Rights</td> <td data-bbox="1037 1050 1276 1105"></td> </tr> </tbody> </table> <p><b>Slate of Contracts:</b></p> <p>2025 At Risk Compensation Model Change Proposed / EBIDA Budget adjust to \$9.6m</p>	Initial	Amber Angles, MD Daniel Baram, MD Adam Fehring, MD Mohammed Hajjiri, MD Mohammed Hussain, MD Sarah McKinley, MD Jason Roth, MD	No Issues Identified No Issues Identified No Issues Identified No Issues Identified No Issues Identified No Issues Identified	Reappointment	Dave Miller, MD Shwan Kim, MD Nicholad Preston, FNP	No Issues Identified No Issues Identified No Issues Identified	Resignation	Julie Allen, DO John Wallace, CRNA Anthony Chuprin, MD	Effective 12/31/2025 Effective 11/21/2025 Effective 12/31/2025	Policies	Medical Staff Bylaws, APP Voting Rights		<p>It was moved and seconded to approve the Executive Session Minutes as presented. MOTION: Margi Strangl SECOND: David Dull, MD Motion carried.</p> <p>It was moved and seconded to approve individually the MEC Appointments, Reappointments and Resignations to the Medical Executive Committee with privileges to the Medical Staff as recommended by the Medical Executive Committee. MOTION: David Dull, MD SECOND: Jim Rogers, MD Motion carried.</p> <p>It was moved and seconded to approve individually FPPE and OPPE report and MEC Bylaws as recommended by the Medical Executive Committee. MOTION: Margi Strangl SECOND: Marilyn Justice, MD Motion carried.</p> <p>It was moved and seconded to approve the slate of contracts/amendments as</p>	
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		presented MOTION: David Dull, MD SECOND: Jim Rogers, MD Motion carried.	
<b>Adjournment</b>		The Board adjourned the meeting at 7:36pm.	
<b>Special Executive Session</b>	The board adjourned into a Special Executive Session at 8:35pm to discuss specific areas of concern. All but the board and Joe Theine the meeting room.		

Respectfully submitted:

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Eric Croke, Chairperson

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Margi Strangl, Secretary/Treasurer