

SOUTHWEST HEALTH SYSTEM, INC.
BOARD OF DIRECTORS MINUTES
March 25, 2026
Kiva Room – 5:30pm

Quorum:

Eric Croke, Chairperson	<u>Also in Attendance:</u>	Tiffany Aspromonte, Exec Asst (New Hire)
Mary Dodd, Vice Chair	Caitlin DeCrow, Compliance Mgr. (V)	Todd Linden, Linden Consulting (V)
Margi Strangl, Director	Joe Thomason, SVP CHC	Mike Roy, CHC VP Rev Cycle (V)
Jim Rogers, MD, Director	Lisa Gates, SHS CNO	
Marilyn Justice, MD, Director	Dr. Jenny Gero, MD Chief Medical Officer	<u>Excused:</u>
	Chuck Krupa, IS Director / PIO	Jay Wood, Scty/Treas
	Bridgett Jabour, Board Secretary	Randy Davidson, MD Chief of Staff
<u>Ex Officio Members:</u>	Adam Conley, SHS CFO	David Dull, Director
Joe Theine, CEO	Brandon Johnson, MCHD Chair	
	Leah Wright, Med Staff Services	V=Virtual attendance through Teams

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Call to order	SHS Chairperson called the meeting to order at 5:30pm.		
Approval of Agenda / Conflicts of Interest	The Capital Infrastructure Committee Recommendation was added to the consent agenda. No conflicts of interest were noted.	It was moved and seconded to approve the addition of the Capital Infrastructure Committee recommendation to the consent agenda. MOTION: Mary Dodd SECOND: Margi Strangl Motion carried.	
Public Comment / Introductions			
No Surprise Act Updates – Mike Roy, CHC Rev Cycle Director	No surprises act presentation. Intent to protect patients from large-balance bills due to 3 rd party services provided in the ED/IP. Reviewed how the process works. Enforcement on the law begins in 8/1/26, rulings for cases already before the courts will further provide direction on processes. Independent dispute resolution for out of network payers with arbiters.		
Quality Report	SHS CNO Lisa Gates reviewed the enclosed report. The Board reviewed the charts and report showing quality and safety trends.		

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	<p>Highlights include Sepsis Management at 100% for January. 7 metrics/many components go into septic management. Another quality measure called SOAR, (first time moms not going to C-section) was reviewed.</p> <p>Our performance improvement plan stroke diagnostic to CT time is currently meeting at 100% will continue to track.</p> <p>Nightingale awards (regional nursing awards) are in Durango on April 14th. RSVP by 4/1 if you'd like to go, it is at Fort Lewis College dinner included.</p>		
Finance Committee Report	<p>Secretary/Treasurer Margi Strangl reported that the February financials are enclosed summarized within the report. The auditors will be reporting to the Finance Committee in April virtually and the final draft presented at the April board meeting. February financials are similar to January, well below budgeted volumes, however, the end of February and the beginning of March shows good improvement.</p>		
MCHD Report	<p>MCHD Chair Brandon Johnson reported that the Microgrid project is moving forward as contract is in negotiations with Owner's Rep Collective Energy. The next project is the boiler, replacing the tubes. Reworking space by the boiler room to include a wall. The MCHD Board met on Thursday to walk the grounds and see what is happening around the property so they had a good understanding to start to develop strategic plan. Discussion on landscaping planning and upgrades/parking lots/etc.</p>		
Cerner Update – Chuck Krupa PIO/IS Director	<p>In addition to the enclosed report, Mr. Krupa advised that the Go-Live date of April 13th is still on track. There is a budget of \$1.3m for revenue impact from the transition.</p>		
Other Written Reports	<p>CHC Report * CEO Report * Foundation Report * Nominating Committee Report</p>	<p>Mr. Theine reported that Clinical Operations Director Kierra Fury has resigned. Mr. Theine and the executive team is looking at the position and the needs of the organization before posting a new position. Mr. Krupa will act as interim operations director.</p>	
Consent Agenda	<p>The board reviewed the enclosed consent agenda.</p> <ul style="list-style-type: none"> • February Regular meeting Minutes • February Finance Committee Recommendations • Capital Infrastructure Committee (CIC) Recommendation Sewer Assessment and Prioritization of Repair 	<p>It was moved and seconded to approve the consent agenda with all enclosed actions as presented:</p> <ul style="list-style-type: none"> • February Meeting Minutes 	

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	<p>It was noted that the board completed 2 electronic votes to appoint members of the Medical Staff:</p> <p>3-2-26 Jessica Jakobsen, CRNA to AHP Staff 3-12-26 (RPG) William Brandenburg, MD to Active Staff (RPG) Manisha Sha, MD to Active Staff (RPG) Purav Patel, MD to Active Staff (RPG) Sameen Kinza, MD to Active Staff</p>	<ul style="list-style-type: none"> February Finance Committee Recommendations CIC Recommendation <p>MOTION: Jim Rogers, MD SECOND: Mary Dodd Motion carried.</p>													
Board Business	<p>Mr. Croke advised that the Executive Committee met prior to the meeting to discuss board governance, composition and structure as written in the bylaws with the main discussion being around increasing the board member size to 9 to spread the workload and provide depth as well as discussion on structuring initial expectations of new members to step up responsibilities as board experience increases.</p> <p>Todd Linden, Linden Consulting provided recommendations and feedback on the thoughts of the Executive Committee.</p>	<p>The board requested Mr. Linden take feedback from the Board and prepare examples of ways to break out Nominating Committee from Governance Committee as well as an update to the bylaws with assistance from Chris Adelman, Hall Render.</p>	<p>Todd Linden Joe Theine Chris Adelman</p>												
Executive Session		<p>The Board entered Executive Session at 6:54 pm.</p>													
Return to Regular Session		<p>The Board returned to the Regular Session at 7:33pm.</p>													
Action Items	<p>Executive Session Minutes</p> <p>MEC Recommendations</p> <table border="1" data-bbox="478 1019 1297 1318"> <tr> <td data-bbox="478 1019 680 1218">Initial</td> <td data-bbox="680 1019 1050 1218"> Daphne Rommereim-Madden MD FMOB Justin Sikes, MD Amanda Bristol Swansen, MD FMOB Joshua Zarzour, CRNA </td> <td data-bbox="1050 1019 1297 1218"> No Issues Identified No Issues Identified No Issues Identified No Issues Identified </td> </tr> <tr> <td data-bbox="478 1218 680 1253">Reappoint</td> <td data-bbox="680 1218 1050 1253">Jennifer Gero, MD</td> <td data-bbox="1050 1218 1297 1253">No Issues Identified</td> </tr> <tr> <td data-bbox="478 1253 680 1289">Resignation</td> <td data-bbox="680 1253 1050 1289">None</td> <td data-bbox="1050 1253 1297 1289"></td> </tr> <tr> <td data-bbox="478 1289 680 1318">Approval for:</td> <td data-bbox="680 1289 1050 1318">None</td> <td data-bbox="1050 1289 1297 1318"></td> </tr> </table> <p>Slate of Contracts: None</p>	Initial	Daphne Rommereim-Madden MD FMOB Justin Sikes, MD Amanda Bristol Swansen, MD FMOB Joshua Zarzour, CRNA	No Issues Identified No Issues Identified No Issues Identified No Issues Identified	Reappoint	Jennifer Gero, MD	No Issues Identified	Resignation	None		Approval for:	None		<p>It was moved and seconded to approve the Executive Session Minutes as presented. MOTION: Mary Dodd SECOND: Jim Rogers, MD Motion carried.</p> <p>It was moved and seconded to approve individually the MEC Appointments, Reappointments and Privilege Changes to the Medical Executive Committee with privileges to the Medical Staff as recommended by the Medical Executive Committee. MOTION: Margi Strangl</p>	
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Reappoint	Jennifer Gero, MD	No Issues Identified													
Resignation	None														
Approval for:	None														

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		SECOND: Mary Dodd Motion carried.	
Adjournment		The Board adjourned the meeting at 7:34pm.	

Respectfully submitted:

Eric Croke, Chairperson

Margi Strangl, Secretary/Treasurer