

SOUTHWEST HEALTH SYSTEM, INC.
BOARD OF DIRECTORS MINUTES
April 29, 2026
Kiva Room – 5:30pm

Quorum:

Eric Croke, Chairperson	<u>Also in Attendance:</u>	Daniel Kortsh, MD, Assoc Chief AI (V)
Mary Dodd, Vice Chair	Caitlin DeCrow, Compliance Mgr. (V)	
Margi Strangl, Director	Joe Thomason, SVP CHC	Mark Daffer, Blue & CO (V)
Marilyn Justice, MD, Director	Lisa Gates, SHS CNO	Mary Bether Moran, VP Human Resources
Jim Rogers, MD, Director (V)	Dr. Jenny Gero, MD Chief Medical Officer (V)	<u>Excused:</u>
	Chuck Krupa, IS Director / PIO	Jay Wood, Scty/Treas
	Bridgett Jabour, Board Secretary	David Dull, Director
<u>Ex Officio Members:</u>	Adam Conley, SHS CFO	
Joe Theine, CEO	Brandon Johnson, MCHD Chair	
Randy Davidson, MD Chief of Staff	Tiffany Aspromonte, Exec Asst	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 Eric Croke called the meeting to order at 5:30pm.		
Approval of Agenda / Conflicts of Interest	None.		
Public Comment / Introductions	None.		
Education Report	Daniel Kortsh, MD shared his presentation on AI in healthcare. This included general ai concepts and education on opportunities to be contemplated as it relates to both business office operations and policy considerations for use of AI in clinical care.		
Quality Report	Lisa Gates, CNO gave a verbal report on the enclosed quality report and graphs. Safe Use of Opioids continues trending within goal. Meeting all other trend goals if data was applicable.	Electronic health record data extraction for 2026 quality measures received access on 4/16/2026 and will be reported out at next month's board meeting.	
Finance Committee Report	SHS Scty/Treas Margi Strangl reviewed the enclosed report and noted that Gross Revenue was unfavorable in March and on a YTD basis as compared to budget and		

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	<p>prior year. Deductions from Revenue was favorable as compared to both budget and unfavorable to prior year.</p> <p>Mark Daffer with Blue & Co, shared and reviewed the 2025 SHS Independent Audit Report enclosed. Mr. Daffer advised that their review of the 2025 Financials resulted in a “clean” audit report. The Board can be confident the team is following appropriate protocols when reviewing financials presented by the Executive Leadership Team. Mr. Daffer provided comparisons to depreciation, net income and other major financial indicators to the SHS Board.</p>	<p>Ms. Jabour to put comparisons presented by Mr. Daffer on the board page for future reference.</p>	<p>Ms. Jabour</p>
MCHD Report	<p>MCHD Chair Brandon Johnson reported that MCHD board is moving forward with Collective Energy and they will be on-site in May to complete their design work for the Microgrid project. MCHD’s annual meeting is during EMS week in May so EMS crew will be celebrating with a Bar B Que, which all attending the Joint MCHD/SHS Board meeting from 3-5 will be welcome to share with the EMS crew in their engine bay</p>	<p>Joint meeting confirmed between MCHD and SHS Boards scheduled for 3-5pm on Wednesday May 20th with the annual meeting of MCHD beginning at 6pm.</p>	
Other Written Reports	<p>CHC Report * CEO Report * Foundation Report * Cerner Implementation * Capital Infr Committee Report</p>		
Consent Agenda	<p>The board reviewed the enclosed consent agenda.</p> <ul style="list-style-type: none"> • March Regular meeting Minutes • April Finance Committee Recommendations & Audit Approval 	<p>It was moved and seconded to approve the consent agenda with all enclosed actions as presented:</p> <ul style="list-style-type: none"> • March Meeting Minutes • April Finance Committee Recommendations & Audit Approval <p>MOTION: Margi Strangl SECOND: Mary Dodd Motion carried.</p>	
Board Business	<p>Board Governance Discussion Part 3: The CEO consulted with legal counsel and presented recommended amendments for the Board’s review (see attached HR Redlines version of the Amended Bylaws). The Board discussed counsel’s recommendations regarding electronic voting; Director eligibility provisions stating that current employees are not permitted to serve, and that former employees may be eligible to serve after a five (5) year hiatus; and the</p>	<p>The Board agreed to form a Governance Committee (Bylaws Working Group) to review the Bylaws. The following Directors committed to participate: Eric Croke, Chairperson; Mary Dodd,</p>	<p>Joe Theine Chris Adelem</p>

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	potential reimbursement of Board members for approved, organization-related expenses. The Board also discussed amending the Bylaws to allow for up to nine (9) Directors, each of whom may serve up to three (3) three (3)-year terms.			Vice Chair; Margi Strangl, Director; and Marilyn Justice, MD, Director.	Todd Linden Bylaws Working Group
Executive Session				The Board entered Executive Session at 6:49pm.	
Return to Regular Session				The Board returned to the Regular Session at 8:16pm.	
Action Items	Initial	Henykumar Patel, MD RPG Heather Nichols, MD RPG	No Issues Identified Voted Electronically	It was moved and seconded to approve the Executive Session Minutes as presented. MOTION: Margi Strangl SECOND: Marilyn Justice, MD Motion carried. It was moved and seconded to approve individually the MEC Appointments, Reappointments and Privilege Changes as recommended by the Medical Executive Committee with privileges as recommended by the Medical Executive Committee. MOTION: Margi Strangl SECOND: Marilyn Justice, MD Motion carried. It was moved and seconded to approve the slate of contracts as presented. MOTION: Mary Dodd SECOND: Margi Strangl Motion carried.	
	Reappointments	Justin Grisham, DO John Mathers, DO	No Issues Identified No Issues Identified		
	<p>Contracts Slate of Approvals:</p> <ul style="list-style-type: none"> • Patrick Cain, DO 2nd Contract • Mountain Medicine, LLC Independent Contract and BAA • Asche 3rd Employment Contract with Med Director • Madden OB Call Coverage Agreement • Hargrove 2nd Employment Agreement <p>(At some point in executive session, Mr. Roger’s remote participation was disconnected. Was not in attendance during special executive session.)</p>				

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Adjourn to Special Executive Session	Ms. Jabour, Ms. Aspromonte, Ms. Gates, Mr. Krupa, Ms. DeCrow, Ms. Gero and Mr. Conley were excused for the special executive session in which Mary Beth Moran would review with the board the annual CEO Evaluation.	A special executive session followed the adjournment of regular session at 8:18pm.	
Return to Regular Session		It was moved and seconded to approve the CEO Evaluation recommendation as presented. MOTION: Mary Dodd SECOND: Marily Justice, MD Motion carried. 3 in favor and one dissent.	
Adjournment		The Board adjourned the meeting at 9:20pm.	

Respectfully submitted:

Eric Croke, Chairperson

Margi Strangl, Secretary/Treasurer