

Telluride Regional Medical Center Board of Directors Meeting
February 25, 2022 Regular Meeting Minutes
Location: Zoom

Board Present: Richard Betts, Lynne Beck, Chris Chaffin, Rob Pinkert, Dan Caton.

Staff Present: Bev Schulman, Christine Mahoney, Diana Koelliker, Kate Wadley, Alicia Skoko, Marcia Jennings; Jodi Repola; Kate Wadley; Jennifer Oliver-Li


Guests Present: Renee Marr, Counsel; David Greher (Special Counsel: Cockrel Ela Glesne Greher & Ruhland, P.C.); Michael Santo (Special Counsel: Bechtel & Santo); Joe Kunkel (Healthcare Partners); Kelly Johnston

AGENDA TOPIC	BY:	DISCUSSION	ACTION
Call to Order	Richard Betts	8:01 am: R.Betts called the meeting to order. Quorum present.	
Executive Session 1: Attorney Advice	David Greher (Cockrel Ela Glesne Greher & Ruhland, P.C.), Special Counsel	<p>8:02 am: Motion to confer with an attorney for the public entity for the purposes of receiving legal advice on specific legal questions relating to TABOR as authorized by §24-6-402(4)(b) of the Colorado Revised Statutes, made by RPinkert. Second by LBeck. All in favor.</p> <p>Counsel certified that: This is David Greher, Special Counsel for the Telluride Hospital District It is February 25, 2022, at 8:03am and I am certifying for the record that the Board is going into Executive Session to confer with counsel on legal matters. We will be shortly turning off the recording and I will certify at the end of the Executive Session that the Board has limited its discretion to obtaining legal advice during the Executive Session.</p> <p>9:01 a.m.: Counsel certified that: This is David Greher, Special Counsel to the Telluride Hospital District. It is 9:01 am on February 25, 2022. I am certifying for the record that word is about to go back into open session. And I am certifying that the board limited its discussion in executive session to receiving legal advice from counsel on legal matters.</p> <p>9:01am: Reconvened Open Session. David Greher exited. Michael Santo joined.</p>	
Executive Session 2: Attorney Advice	Michael Santo (Bechtel & Santo), Special Counsel	<p>9:01 am: Motion to confer with an attorney for the public entity for the purposes of receiving legal advice on specific legal questions as authorized by §24-6-402(4)(b) of the Colorado Revised Statutes for specific legal requisitions relating to employment legal matters, made by RPinkert. Second by DCaton. All in favor.</p> <p>Counsel certified that: I am Michael Santo, acting as Special Counsel giving advice to the Board of the Telluride Hospital District in Executive Session, at 9 a.m., on February 25, 2022. Pursuant to §24-6-402(d.5)(ii)(B), no record will be kept of the portions of the executive session following this statement because, in my opinion the</p>	

		<p>discussions constitute privileged attorney-client communication.</p> <p>9:18 am: Counsel certified that: I, Michael Santo, counsel to the Telluride Hospital District, certify that Executive Session was privileged attorney-client communication with Michael Santo to answer a specific legal question pursuant to §24-6-402(4)(b), and re-enter open session at 9:18 am on February 25, 2022.</p>	
Executive Session 3: Personnel		<p>9:18 am. Reconvened Open Session. Michael Santo exited. Executive Session 3 Tabled. RPinkert exited the meeting. Discussion of timing for break.</p> <p>9:23 am. Recess for break until 10 am.</p>	
Resume Open Session		<p>10:00 am. Reconvene Open Session. Present: Richard Betts, Chris Chaffin, Dan Caton, Lynne Beck; Christine Mahoney, Jodi Repola, Kate Wadley, Diana Koelliker; Joe Kunkel, Kelly Johnston, Renee Marr.</p>	
Consent Agenda	02/25/22 Agenda and Reports; 01/28/22 Regular Meeting Minutes, 07/23/21 and 09/24/21 Revised Regular Meeting Minutes	<p>10:01 am. Motion to approve Consent Agenda:</p> <ul style="list-style-type: none"> - The February 25, 2022 Agenda and attached report; - The January 28, 2022 Regular Meeting Minutes; - The July 23, 2021 Revised Meeting minutes (revised to reflect typo in minutes referring to “6-23-21”; corrected to “6-25-21” minutes); and - The September 24, 2021 Minutes (Revised to reflect mis-reference in topic reference, corrected to “9/24/21 Agenda and 8/27/21 Minutes”. <p>Made by CChaffin; Second by LBeck. All in favor.</p>	
Medical Staff Report	Dan Hehir	Not present.	
Search Committee Update	Robert Betts for Robert Pinkert	10:02 am. Tabled until after the next report to allow for more staff to sign in. New Facility Report next.	
New Facility Report	Joe Kunkel	10:03 am. See report (attached to Agenda). Debt capacity analysis with Turning Point Advisors and Eide Bailly underway. TMCF has engaged Accordant for capital campaign. MoU has been signed with San Miguel County. Currently completing the PAR (Preliminary Architectural Report). Receiving comments on initial facility layout. Phase 1 of Geotechnical report updated. Hopefully much progress will happen in the next 60 days.	
Search Committee Update	Robert Betts for Robert Pinkert	<p>10:12 am. ASkoko, MJennings, and Jennifer O-Li have joined.</p> <p>RBetts thanked the Search Committee, including Diana Koelliker, Robert Pinkert, Lynn Borup and Jennifer Oliver-Li, as well as Bev Schulman for helping organize.</p>	

		<p>Summarized search progress, and that the Search Committee selected Dr. Andrew Jones, candidate, for Board consideration, after all legal requirements are met. Discussion.</p> <p>RBetts, as Chair of THD, appointed a Compensation Committee to finalize a potential engagement with Dr. Jones, consisting of Dan Caton and Robert Pinkert. CChaffin mentioned a housing opportunity for the candidate.</p>	
CEO Report	Bev Schulman	10:22 am: Tabled to accommodate schedule of Kelly Johnston, who is at the state capitol, and currently available	
Finance Update	Jennifer Oliver-Li	10:23 am - see Report. Kelly Johnston and Jennifer Oliver-Li updated Board re: attached financials.	
CEO Report (attached)	Bev Schulman	<p>10:45 am: See attached report. Discussion for Board and Staff of the difference between a Critical Access Hospital (new facility) and a Community Clinic (currently), as well as CAH and Rural Health Clinic. Same governing Board can continue once a CAH.</p> <p>Update re: new C1 annex. Plans for preparation of new facility at Chair 7/Cimarron space #C1. Pending easement discussions w/TelSki for fiber optic.</p> <p>Update re: May election. All 4 board members have submitted self-nomination forms (3 years: Richard Betts, Chris Chaffin and Lynne Beck; 1 year: Daniel Caton), as well as 2 community members (for 3 year terms: Ned Powell and Paul Reich). Expecting another community member to self-nominate for the 1 year position by 5 pm today.</p>	
ED Report (attached)	DKoelliker	11:08a See Report. -No other update	
PC Report (attached)	Christine Mahoney	11:08 am. See Report. -No other update	
TMCF Report	Kate Wadley	11:09 am. See Report (attached to Agenda). Discussed political action committee for May election for TABOR ballot debt language. Counsel reminded that non-employee, non-Board member can head up PAC (i.e., previously Dr. Solomon, who hired Beth Kelly for ads), and that any comments made can only be made personally (and not in any capacity as employee or Board member).	

Board Chair Report	Richard Betts	11:16 am. Thanks to the Search Committee for all their work. Thanks to the weekly report participants. Discussion of all the work being done.	
Other Board Reports	Richard Betts	11:20 am -HR Report, Jodi Repola (attached; no in-person update) - - PR Report, Jon Pushkin (attached; no in-person update) No comments or discussion.	
Legal	Renee Marr, General Counsel to THD Board	<p>11:20 am. Discussed proposed Resolutions and presented for Board consideration and adoption.</p> <p>Motion to adopt Resolution 2022-04, “A Resolution Authorizing and Election on the Question of a Debt Increase”, made by DCaton. Seconded by CChaffin. All in favor.</p> <p>Motion to adopt Resolution 2022-05, “A Resolution ratifying prior actions September 2020 to January 2022”, made by LBeck. Seconded by DCaton. All in favor.</p> <p>Motion to ratify “Intergovernmental Agreement between the Telluride Hospital District and the San Miguel County Clerk and Recorder regarding Responsibilities for Conducting the Regular Special District Board Elections, May 3, 2022”, dated February 18, 2022, made by DCaton. Seconded by LBeck. All in favor.</p> <p>Motion to ratify “Memorandum of Understanding” between the Telluride Hospital District and the Board of County Commissioners of the County of San Miguel, State of Colorado, re: Land Use Process for the Development of the Medical Center Parcel, dated February 2, 2022, made by CChaffin. Seconded by DCaton. All in favor.</p>	
Old Business		NONE	
New Business		NONE	
Public Comment		NONE	
Adjournment		11:29 am. Motion to Adjourn by LBeck. Second by CChaffin. All in favor. Meeting adjourned 11:29 am on February 25, 2022.	

Signed 
Lynne Beck, Secretary/Treasurer