

Telluride Regional Medical Center Board of Directors Meeting
January 28, 2022 Regular Meeting Minutes
Location: Zoom

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

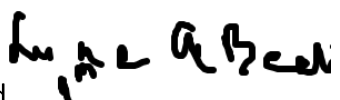
Staff Present: Bev Schulman, Dan Hehir, Kate Wadley, Jennifer Oliver-Li, Christine Mahoney, Diana Koelliker, Melissa Touhy, Kate Wadley, Alicia Skoko, Marcia Jennings; Jodi Repola

Guests Present: Renee Marr, Counsel; Michael Santo (Special Counsel: Bechtel & Santo) Joe Kunkel (Healthcare Partners); Dan Caton; Laila Benitez, Mike Hess (TMCF Board President), John Pryor, Kelly Johnston, Jon Pushkin (PR), John Gardner, Dennis Wilson (Turning Point Advisors)

AGENDA TOPIC	BY:	DISCUSSION	ACTION
Call to Order	Richard Betts	8:02 am: R.Betts called to order. Quorum present.	
Executive Session 1: Attorney Advice	Renee Marr, General Counsel; Michael Santo (Bechtel & Santo), 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 as authorized by §24-6-402(4)(b) of the Colorado Revised Statutes, made by RBetts. Second by LBeck. All in favor.</p> <p>Counsel certified that: I am Renee Marr, acting as counsel, with Michael Santo as special counsel giving advice to the Board of the Telluride Hospital District in Executive Session, at 8:04 a.m., on January 28, 2022. Pursuant to Section 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 discussions constitute privileged attorney-client communication.</p> <p>8:40 am: Counsel certified that: I, Renee Marr, 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 Section 24-6-402(4)(b), and re-enter open session at 8:40 am on January 28, 2022.</p>	
Consent Agenda	12/10 Regular Meeting & 12/28 Special Meeting Minutes	8:40 am. Motion To approve Consent Agenda , made by RPinkert, consisting of Dec. 10 Regular Meeting Minutes and Dec. 28 Special Meeting minutes. Second by LBeck. All in favor.	
Medical Staff Report	Dan Hehir	8:41 am. Discussion. Motion to credential Megan Ames, CNM; and Dr. Anna Turner, Family Practice Physician , made by RPinkert, Second by CChaffin. All in favor.	
Search Committee Update	Robert Pinkert	8:45 am. Discussion: Four candidates will be interviewing with the Search Committee next week. The committee plans to narrow down the selection to 2 for further interviews, possibly to bring in February.	

TMCF Report	Kate Wadley	8:50 am. See Report (attached to Agenda). Just returned from Lilly conference. Foundation: 2021 total funds raised ~\$670k.	
New Facility Report	Joe Kunkel	8:53 am. See report (attached to Agenda). Will sit down with doctors soon re: movement for new facility layout. Discussion re LEED. CChaffin noted that the building is not yet designed, and will have consultants' and staff input. Richard Betts added input will be sought from the Patient Advisory Committee.	
CEO Report (attached)	Bev Schulman	9:08 am Report - no questions	
ED Report (attached)	DKoelliker, MTouhy	9:09a See Report. -No other update	
PC Report (attached)	Christine Mahoney	9:13 am. Update re: Primary care. Discussion of report. Discussed Dr. Turner (new doctor) onboarding, will take a while to credential with payors.	
Finance Update	Jennifer Oliver-Li	9:19 am Kelly Johnston and Jennifer Oliver-Li updated Board re: attached financials.	
Board Chair Report	Richard Betts	9:42 am. Thanking Kelly and Jennifer for work on finances. Discussion of the huge impact of the new facility and acknowledged work of Board and Staff. Noted that other hospitals are already expressing interest in affiliate programs with the new facility. Updated Board on Memorandum of Understanding with San Miguel County re: employee housing.	
Other Board Reports		-HR Report, Jodi Repola (written only, attached to Agenda) - PR Report, Jon Pushkin (written only, attached to Agenda) 9:51 am. Chris Chaffin: Updating Board that 300 South Mahoney, Unit C1 Lease was signed. Will call it the "Cimarron Clinic." Discussion.	
Old Business		NONE	
New Business		NONE	
Legal	Richard Betts, Chair; & Renee Marr, General Counsel to THD Board	9:54am. Board expressed thanks to Laila Benitez for her service. Motion to accept Resignation of Laila Benitez as Board Member , made by RPinkert. Seconded by LBeck. All in Favor. 9:56am. Chair introduced Dan Caton, noted qualifications (and previous service as Interim CEO). Motion appointing Dan Caton to Board Vacancy made by RPinkert. Seconded by LBeck. All in Favor. Chair Richard Betts welcomed Dan Caton and explained that his term will be through the May 3, 2022 election, and that the one-year term (remaining of Laila Benitez's term) will be up for election in May. 9:58am Chair discussed Telluride Medical Center Foundation Board, how THD can appoint members, and	

		<p>how important TCMF will be for fundraising regarding the upcoming facility.</p> <p>Motion appointing Laila Benitez and John Pryor, and re-appointing Lynne Beck, as members of the Board of Telluride Medical Center Foundation, made by CChaffin. Seconded by RPinkert. All in favor.</p> <p>Mike Hess, President of TCMF Board, welcomed new members.</p> <p>10:00 am. Counsel discussed housekeeping items for Board approval and adoption:</p> <ul style="list-style-type: none"> - Motion to Adopt Resolution 2022-01: Designating Location to Post Notice (tellmed.org) made by CChaffin. Seconded by LBeck. All in favor. - Motion to Adopt Resolution 2022-02: Amending Election Resolution made by CChaffin. Seconded by LBeck. All in favor. - Motion to Adopt Resolution 2022-03: Designating Authorized Signatories on a Bank Account made by LBeck. Seconded by CChaffin. All in favor. 	
Public Comment		10:07am Dr. Christine Mahoney expressed her desire to see the Board match the diversity of the community in the upcoming election.	
Executive Session 2: Real Estate	Beverly Schulman	<p>10:08 am: Motion to enter into Executive Session made by CChaffin to discuss the purchase, acquisition, lease, transfer, or sale of real, personal, or other property interest as authorized by Section 24-6-402(4)(a) of the Colorado Revised Statutes. Seconded by LBeck. All in favor.</p> <p>Present: Board, BSchulman, Dennis Wilson (Turning Point Advisors), LBenitez, DCaton, J. Oliver-Li, RMarr</p> <p>10:44 am: Exit Executive Session.</p>	
Executive Session 3: Personnel	Beverly Schulman	<p>10:44am: Motion to enter into Executive Session made by LBeck to discuss personnel matters, except if the employee who is the subject of the executive session has requested an open meeting, or if the personnel matter involves more than one employee, all of the employees must request an open meeting as authorized by §24-6- 402(4)(f) of the Colorado Revised Statutes. Seconded by CChaffin. All in favor.</p> <p>11:36am: Exit Executive Session.</p>	
Adjournment		10:46 Motion to Adjourn by LBeck. Second by RPinkert. All in favor. Meeting adjourned 10:46 am.	

Signed 
Lynne Beck, Secretary/Treasurer