

Telluride Regional Medical Center Board of Directors Meeting

March 25, 2022 Regular Meeting Minutes

Location: Hybrid (In Person at 500 W. Pacific Ave, Wellness Annex & By Zoom)

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

Staff Present: Bev Schulman, Diana Koelliker, Kate Wadley, Alicia Skoko, Kate Wadley, Mellisa Touhy

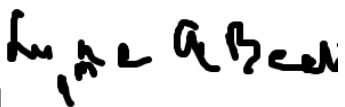
Guests Present: Renee Marr, Counsel; David Greher (Special Counsel: Cockrel Ela Glesne Greher & Ruhland, P.C.); Joe Kunkel (Healthcare Partners); Dennis Wilson (Turning Point Advisors); Kelly Johnston (Johnston Financial Services); Mike Hess (President, Telluride Medical Center Foundation), Jon Pushkin... Allison McClain,

AGENDA TOPIC	BY:	DISCUSSION	ACTION
Call to Order	Richard Betts	8:01 a.m.: R.Betts called to order. Quorum present. Staff/Guests: BSchulman, RMarr, MHess and DGreher.	
Executive Session 1: Attorney Advice	David Greher (Cockrel Ela Glesne Greher & Ruhland, P.C.), Special Counsel	8:02 a.m.: Motion to confer with an attorney for the public entity for the purposes of receiving legal advice on specific legal questions relating to general powers of the district and real estate as authorized by §24-6-402(4)(b) of the Colorado Revised Statutes, made by CChaffin. Second by RPinkert. All in favor. Counsel certified that: This is David Greher, Special Counsel for the Telluride Hospital District. It is 8:04 a.m. on March 25, 2022, and I am certifying for the record that the Board is going into Executive Session to confer with the attorney for the District on legal matters relating to general powers and real estate. 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. Bev may now turn off the recording. And we will do a similar certification at the end of the Executive Session. 8:51 a.m.: Counsel certified that: This is David Greher, Special Counsel to the Telluride Hospital District. It is 8:51 a.m. on March 25, 2022. And I am certifying for the record that the board is now exiting executive session and going back into open session, and I am certified for the record that the board limited its discussion to the matters enumerated in the agenda for discussion with legal counsel for advice.	
Executive Session 2: Personnel		8:52 a.m.: Motion 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, made by CChaffin, Seconded by RPinkert. All in favor.	

		<p>Noted for the record that Jennifer Oliver-Li was invited to attend the Executive Session, but was unable to do so.</p> <p>Exited Executive Session 2 at 9:00 a.m.. Resume Open Session.</p>	
Open Session		<p>9:00 a.m. Open Session. Full Board is Present, plus: Staff: DKoelliker, MTouhy, KWadley, ASkoko.</p> <p>Guests: Joe Kunkel, Dennis Wilson, Kelly Johnston, Renee Marr, Jon Pushkin, Allison McClain.</p> <p>Break to allow participants to join via Zoom.</p>	
Consent Agenda		<p>9:12 a.m. Motion to approve the Consent Agenda, made by RPinkert, consisting of:</p> <ul style="list-style-type: none"> - Approval of February 25, 2022 Regular Meeting Minutes - Ratification of Chair's signature on the Turning Point Agreement for Debt Capacity Analysis & Dennis Wilson as Interim CFO (12-30-21) - Ratification of Chair's signature on the Turning Point Agreement for USDA Financial Feasibility Study (3-1-22) - Ratification of Interim CEO's signature on the Dr. Turner Employment Agreement (2-28-22) <p>Second by CChaffin. All in favor.</p>	
Administrative Matters		<p>9:14 a.m. Discussion that due to personal medical leave of absence, Jennifer Oliver-Li will be on reduced time, and Dennis Willson of Turning Point Advisors has been hired as a full-time interim CFO. Jennifer will still authorize invoices, but if unable to do so, Dennis will do so with the full review and approval by Richard or Robert. Dennis has been acting as backup interim CFO since December, has full knowledge of THD operations due to his experience assisting with the new facility debt capacity analysis, and is able to immediately step in and assist.</p> <p>Motion to ratify Chair's signature on the Turning Point Agreement for Dennis Wilson to serve as full-time Interim CFO of 3-8-22 made by RPinkert. Second by LBeck. All in favor.</p>	
Medical Staff Report	Dan Hehir	Not present.	
Search Committee Update	Robert Pinkert	9:15 a.m. Update: Restarting search due to candidate withdrawal due to personal reasons. Offering housing to a candidate is a priority. Estimate another 2-3 months to get to the final interview stage.	

New Facility Report	Joe Kunkel	9:18 a.m. See report (attached to Agenda). Completed the PAR (Preliminary Architectural Report). Discussing redoing Environmental Phase 1 as required by USDA, coordinating timing with Genessee Partners. Debt Capacity Analysis is complete; Feasibility study estimated to be completed mid-April. Accordant is creating a philanthropic strategy (with Kate), and currently working with Genessee re: land use and conveyance.	
TMCF Report	Kate Wadley	9:30 a.m. See Report (attached to Agenda). As Joe mentioned, working with Accordant re: philanthropic strategy and TMCF "Assessment". Discussed "Get out the Vote" for "THD - Issue A"; and reminded that discussions are had as individuals, not in capacity as members of THD Board, or employees of THD or TMCF.	
ED Report (attached)	Diana Koelliker	9:41 a.m. See Report. -No other update; no questions.	
PC Report (attached)	Christine Mahoney	9:42 a.m. See Report. -Dr. Mahoney not present	
Imaging Dept. Report (Attached)		9:42 a.m.- See report. No in-person update.	
Finance Update	Kelly Johnston, and Dennis Wilson	<p>9:43 a.m. - see Report. Kelly Johnston and Dennis Wilson updated Board re: attached financials. RPinkert noted that THD is down for the year-to-date, a lot of legal expenses relating to the MoU with the County regarding housing, and Election matters. There were year end adjustments and reconciliations amounting to a net increase in the bottom line of \$760,000, reviewed by outside auditor, due to intracompany transfers between THD and TMCF end of year (CT scanner, Chair 7 clinic). Also discussion re: having staff increase the number of patient visits. KJohnston noted that Intercompany transfers between TMCF and THD were not properly recorded, and have now been reconciled and will be treated as a formal month-end process.</p> <p>10:00 a.m.: Discussion regarding and Motion to give the Finance Department the ability to give a weighted 5% price increase, made by RPinkert; seconded by LBeck. All in favor.</p> <p>KJohnston discussed EOY 2021 financials, depreciation, fees, and bottom line as well as TMCF intra-company transfers; and that she is now taking over Accounts Payable and recordkeeping in house at JFS. Discussed cash on hand, month over month, a big swing due to CEO search expenses, new facility expenses and other big-ticket expenses.</p>	

Interim CEO Report (attached)	Bev Schulman	10:13 am: See attached report. TABOR notice was prepared and mail ballot ready. CMahoney has taken FMLA for health reasons; Sharon Grundy taking over administration. Board thanked Sharon for stepping up quickly. Updated Board re: Chair 7 (Cimarron C1) Clinic, re: prepping and move-in. Board thanked Bev for all her work.	
Board Chair Report	Richard Betts	10:21 am. RBetts had conversation with Aspen Valley Hospital re CEO housing. RPinkert asked about the population served; between Aspen Valley, Glenwood Hospital and Valley View, approximately 32k. So with SMC at 8-12k, it would serve about the same amount of people. Discussion of all the work being done.	
Other Board Reports	Richard Betts	10:26 am -HR Report, Jodi Repola (attached; no in-person update) - - PR Report, Jon Pushkin (attached). Updated re: grassroots campaign on ballot and Get Out the Vote. KWadley added that there will be an April 1 staff meeting about the ballot measure and what can and cannot be said, as well as timing of receipt of tabor and ballots over spring break. RBetts asked JPuskin to draft standard points to explain how to write a letter to the editor, and where to send it, and to let people come up with their own verbiage and discussion points. Discussion held that communications can only be had as individual community members, not as a board member or an employee of THD or TMCF.	
Old Business		NONE	
New Business		NONE	
Public Comment		10:39 am: Allison McClain introduced herself; she is running for a 1 year seat on the Board of Directors. She gave her background, Board thanked her for attending.	
Legal	Renee Marr, General Counsel to THD Board	10:41 am. Discussed legislative changes re: Covid and current status of vaccine and mask mandates. Discussed success of current THD mask policy; DKoelliker, RPinkert and DCaton agreed it should stay in place going forward, especially with Spring Break approaching.	
Adjournment		10:45 am. Motion to Adjourn by CChaffin. Second by DCaton. All in favor. Meeting adjourned 10:45 am on March 25, 2022.	

Signed 
Lynne Beck, Secretary/Treasurer