

TELLURIDE HOSPITAL DISTRICT: REGULAR BOARD MEETING MINUTES

May 27, 2022 at 8:00 a.m.

Location: In Person: 333 W. Colorado Avenue (San Miguel County offices), Telluride **and: by Zoom**

Board Present: Richard Betts, Chris Chaffin, Allison McClain, Rob Pinkert, Paul Reich
Staff Present: Bev Schulman, Jodi Repola, Diana Koelliker, Sharon Grundy, Kate Wadley, Jodi Repola
Guests Present: Renee Marr, Counsel; Kelly Johnston, Johnston Financial Services; Joe Kunkel, the Healthcare Collaborative; Jon Pushkin, Pushkin PR; Dan Caton; Lynne Beck; Ned Powell

1. **CALL TO ORDER (Quorum met/not met) –**

Rob Pinkert, Vice-Chair, called the meeting to order at 8:05 a.m. Board Vice-Chair welcomed new Board members and congratulated incumbent members. Interim CEO administered the oath and welcomed new Board members. The Board reviewed the Agenda; no changes. Chris Chaffin departed at 8:08 am due to a family emergency. Counsel gave a mini-Board Governance Workshop.

2. **ELECTION/BOARD MATTERS - 8:38 a.m.:** Discussion of Officer roles.

a. **MOTION** by Robert Pinkert to elect Richard Betts as Chair and himself as Vice-Chair; seconded by Paul Reich. All in Favor.

MOTION by Paul Reich to elect Allison McClain as Secretary/Treasurer; seconded by Robert Pinkert. All in Favor.

b. Chair Richard Betts re-appointed Robert Pinkert and appointed Allison McClain to Finance Committee.

c. Chair Richard Betts re-appointed CEO Search Committee to consist of: Richard Betts, Robert Pinkert, Lynn Borup, Diana Koelliker and Bev Schulman.

d. Chair Richard Betts thanked outgoing Board members Lynne Beck and Daniel Caton for their service; and presented them with service awards. Lynne Beck will continue to serve on the Telluride Medical Center Foundation Board of Directors. Dan Caton and Ned Powell will continue to support the organization as needed.

3. **CONSENT AGENDA (all items, attached):**

a. Approval of May 27, 2022 Agenda

b. Approval of April 22, 2022 Regular Meeting Minutes

MOTION by Robert Pinkert to approve Consent Agenda at 8:43 am; second by Richard Betts. All in Favor.

4. **MEDICAL STAFF REPORT –** Dan Hehir (credentialing, if necessary) - not present.

5. **SEARCH COMMITTEE UPDATE –** Robert Pinkert updated the Board on the search for a permanent CEO. The search committee is interviewing candidates, and hopes to have a final selection by the end of June; interviews anticipated to be from June 1 through Jun 10. The Board will be securing housing for the CEO. Updated the new board members as to the CEO search parameters.

6. **NEW FACILITY REPORT (See report attached to Agenda) –** Joe Kunkel updated Board as to the status of the new facility. Turning Point finished the feasibility study. Still awaiting Genesee's Phase 3 application to the County. A project meeting will be held next Wednesday.

a. Debt financing – Richard Betts updated the Board about debt financing for the new facility; a pivot from a USDA financing to market bond financing due to efficiencies of time and certification. Board discussion of repayment of debt/bonds being dependent on fundraising (as funds raised will reduce debt load).

7. **TMC FOUNDATION REPORT (See report attached to Agenda)** – Kate Wadley updated the Board about the role of TMCF in raising money for the capital campaign.
8. **EMERGENCY DEPARTMENT REPORT (See report attached to Agenda)** – Dr. Koelliker updated the Board regarding her May report; also discussed e-bikes in town and safety.
9. **PRIMARY CARE DEPARTMENT REPORT (See report attached to Agenda)** – Dr. Grundy updated the Board as to her report; she will be taking over for Dr. Mahoney as Medical Director, Primary Care. Discussion of Chair 7 Clinic profitability. Paused discussion for financial report as Kelly Johnston had limited time.
10. **FINANCE DEPARTMENT REPORT (See report attached to Agenda)** – Kelly Johnston gave a report on behalf of Dennis Wilson, who is out on vacation; discussed her transition back to in-house this May; and bringing vendor payments up to date and other financial reporting. Audit update is attached to Agenda.

Resumed discussion of Chair 7 Clinic profitability by S. Grundy.

11. **INTERIM CEO REPORT (See report attached to Agenda)** – Bev Schulman updated the Board and discussed current issues and her monthly report.
12. **BOARD CHAIR REPORT** –no report.
13. **OTHER BOARD REPORTS (See report attached to Agenda):** Bev referred the Board to the HR Department Report and Communications/PR Report by Jon Pushkin, attached to the Agenda.
14. **OLD BUSINESS/NEW BUSINESS - none**
15. **PUBLIC COMMENT - none**
16. **LEGAL - Counsel (See policies attached to Agenda).**
 - a. **MOTION** to adopt THD Contracting Policy and Procedure as presented, made by Robert Pinkert, second by Paul Reich. All in favor.
 - b. **MOTION** to adopt Resolution 2022-06, THD Email Policy, as presented, made by Paul Reich, seconded by Robert Pinkert. All in favor.

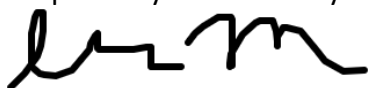
17. EXECUTIVE SESSION:

MOTION to enter into Executive Session to discuss the purchase, acquisition, lease, transfer, or sale of real, personal, or other property interest as authorized by §24-6-402(4)(a) of the Colorado Revised Statutes, made by Robert Pinkert at 11:08 am. Seconded by Allison McClain. All in favor.

(5 min break). Discussion. Exited Executive Session at 11:35 am.

18. **ADJOURNMENT: MOTION** to adjourn made by Paul Reich, seconded by Robert Pinkert. All in favor. Meeting adjourned at 11:37 a.m.

Respectfully submitted by:



Allison McClain, Secretary/Treasurer