

TELLURIDE HOSPITAL DISTRICT: REGULAR BOARD MEETING MINUTES

September 19, 2022

LOCATION: Zoom

Board Present: Paul Reich, Robert Pinkert, Allison McClain, Chris Chaffin

Staff Present: Bev Schulman, Jodi Repola, Alicia Skoko, Diana Koelliker, Sharon Grundy, Dan Hehir, Wil Crossland

Guests Present: Renee Marr, Counsel; Christina Harvey (Bechtel & Santo); Billy Bailey (new CFO to start 9/26); Chris Darnell (new CEO to start 9/26); Marc Cabrera (new Board Member); David Bruce (Telluride Foundation)

1. **CALL TO ORDER** – Chair called meeting to order at 5:01 p.m. Quorum met. (Reich, Pinkert, McClain)
2. **REVIEW OF AGENDA** – Chair tabled item 6 (Financial Department Update) to a later meeting, replacing it with Pinion Park housing lottery discussion.
3. **PUBLIC COMMENT FOR ITEMS NOT ON THE AGENDA** – None.

Board Member Chris Chaffin joined at 5:05 p.m.

4. **CONSENT AGENDA (all items, attached)/ONE MOTION TO APPROVE:**
 - a. Approval of September 19, 2022, Agenda- as amended per item 2, above
 - b. Approval of August 26, 2022, Regular Meeting Minutes
 - c. Approval of September 8, 2022, Special Meeting Minutes
 - d. Ratification of Interim CEO's signature on Consulting Services Agreement with Gallagher Services, Inc (8/31/22) (attached). Discussion.
 - **Motion** to approve Consent Agenda noting 4.a. as amended, made by Robert Pinkert, seconded by Allison McClain. Discussion re 4(d). All in favor.
5. **BOARD MATTERS/ADMINISTRATIVE MATTERS**
 - a. Motion to appoint Marc Cabrera to the open THD Board seat. Discussion.
 - **Motion** to appoint Marc Cabrera to the open THD Board seat, made by Robert Pinkert, seconded by Chris Chaffin. All in favor.
 - b. Medical Staff Credentialing - Dan Hehir. Discussion.
 - **Motion** to approve Dr. Inhyup Kim, MD for appointment to telemedicine staff for neurology/stroke, made by Robert Pinkert, seconded by Allison McClain. All in favor.
 - o Dr. Hehir discussed option to provide leased housing to sublease to Residents, one resident per month in space, from December 2022 to April, 2023. Board discussion and consensus. Paul Reich directed Bev Schulman to budget for this lease.
 - c. Consideration of and Motion to approve Resolution 2022-08, Global Banking Resolution (attached) – Bev Shulman. Discussion.

Direction to Bev Schulman to set at \$25,000 limit on transactions that will require two signatures.

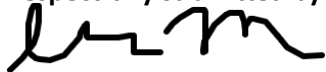
 - **Motion** to approve Resolution 2022-08, Global Banking Resolution, made by Allison McClain, seconded by Robert Pinkert. All in Favor.
6. **FINANCE DEPARTMENT UPDATE – deferred to October 7, 2022**

REPLACED WITH PINION PARK HOUSING LOTTERY UPDATE - David Bruce (Telluride Foundation) joined to discuss THD's application for purchasing a deed restricted home in the Pinion Park development in Norwood being selected in the lottery. Board discussed purchasing unit to rent to employees of the TRMC.

- **Motion** for Bev Schulman, working with Chris Chaffin, to move forward to purchase one of the available Pinion Park units, not to exceed \$385,000 purchase price, made by Chris Chaffin, seconded by Robert Pinkert. All in Favor.

7. **INTERIM CEO UPDATE (Report Attached)** – Bev Schulman
 - a. Consideration of and Motion to approve replacing current Extended Illness Benefit (EIB) with Short- and Long-Term Disability Insurance. Bev presented cost savings analysis of making this change. Discussion.
 - **Motion** to authorize Bev Schulman to negotiate the contract with Willis Towers Watson to provide Short and Long-Term Disability Insurance to replace Extended Illness Benefits, made by Chris Chaffin, seconded by Robert Pinkert. All in favor.
8. **BOARD MEMBER UPDATE** – No updates.
9. **BOARD COMMUNICATIONS WORKSHOP, Part 2: Governance v. Management** - Christina Harney (Bechtel and Santo) presented regarding the board’s responsibility to govern successfully; including how involved board should be in policy decisions versus day-to-day operations, budget process, funding, and hiring to create a successful organization. Discussion.
10. **REGULAR BOARD REPORTS** (all reports attached, no in-person update):
 - a. New Facility Update (J. Kunkel—no report)
 - b. Primary Care Report (S. Grundy)
 - c. Emergency Department Report (D. Koelliker)
 - d. TMC Foundation Report (K. Wadley)
 - e. HR Department Report (J. Repola)
 - f. Communications/PR Report (J. Pushkin)
 - o No Questions for reports
 - o Board and CEO thanked Dr. Koelliker for her assistance with the Pinion Park lottery application.
 - o Bev Schulman asked about board’s upcoming budget review and how in depth it would be. Discussion.
11. **MEETING ADJOURNMENT:**
 - Motion to adjourn made by Robert Pinkert, seconded by Allison McClain. All in favor. Meeting adjourned at 7:19 p.m.

Respectfully submitted by:



Allison McClain, Secretary/Treasurer

TELLURIDE HOSPITAL DISTRICT: SPECIAL BOARD MEETING MINUTES

September 22, 2022 at 8:00 am

Location: by Zoom

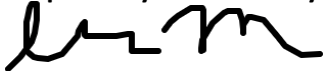
Board Present: Allison McClain, Chris Chaffin, Marc Cabrera
Board Absent: Paul Reich, Robert Pinkert (both traveling)
Staff Present: Bev Schulman, Wil Crossland, Kate Wadley
Guests Present: Renee Marr, Counsel; David Greher (CEGR, Special Counsel); Mike Hess (TMCF President); Cliff Hansen (TMCF Board), Chris Darnell (new CEO to start 9/26), Billy Bailey (new CFO to start 9/26)

1. **CALL TO ORDER** - Chris Chaffin called the meeting to order at 8:03 a.m. Quorum met (Chaffin, McClain, Cabrera).
2. **EXECUTIVE SESSION:**
 - **Motion** to enter Executive Session to discuss the purchase, acquisition, leaves, transfer or sale of real, personal, or other property interest as authorized by Section 24-6-402(4)(a) of the Colorado Revised Statutes, made by Chris Chaffin, seconded by Marc Cabrera. All in favor.

Discussion.

Exited Executive Session at 9:18 a.m.
3. **MOTION:**
 - **Motion** to authorize Bev Schulman to enter into contract for up to two (2) Pinion Park units in Norwood, Colorado, not to exceed \$396,000 purchase price per unit, and make a downpayment on each, made by Allison McClain, seconded by Chris Chaffin. All in favor.
4. **ADJOURNMENT:**
 - **Motion** to adjourn made by Allison McClain, seconded by Marc Cabrera. All in favor. Meeting adjourned at 9:28 a.m.

Respectfully submitted by:



Allison McClain, Secretary/Treasurer



TELLURIDE HOSPITAL DISTRICT: SPECIAL BOARD MEETING MINUTES

October 7, 2022

Location: 333 W Colorado Ave **AND** Zoom

Board Present: Paul Reich, Robert Pinkert, Allison McClain, Chris Chaffin, Marc Cabrera
Staff Present: Chris Darnell, William "Billy" Bailey, Dr. Sharon Grundy, Dr. Diana Koelliker, Wil Crossland, Kinley Lee
Guests Present: Renee Marr, Counsel; Bev Shulman, Turning Point Advisors

1. **CALL TO ORDER** – Chair called meeting order at 8:05 a.m. Quorum met.
2. **PUBLIC COMMENT FOR ITEMS NOT ON THE AGENDA** – None.
3. **FINANCE DEPARTMENT UPDATE**
 - a. August 2022 Financials – Chris and Billy present details of August 2022 financials to Board. Discussion.
4. **Discussion for Input to 2023 Budget** – Chris thanks Bev and Dennis for putting together data to build the budget, Renee reminds all of deadlines and notes that the final budget must be sent by October 15.
 - a. Financial Forecast – Income Statement
 - o Chris and Billy present the initial draft budget and assumptions that went into building it. Discussion. Paul gave direction to Chris to update the October 28 meeting to include a work session to continue budget discussion.

Board Chair Paul Reich left the meeting at 10:00 a.m.

5. **Other Board Matters, if any** – None.
6. **MEETING ADJOURNMENT**
 - **Motion** to adjourn made by Rob Pinkert, seconded by Chris Chaffin. All in favor. Meeting adjourned at 10:02 a.m.

Respectfully submitted by:

Allison McClain, Secretary/Treasurer