

## Minutes

**Maricopa County Special Health Care District  
Board of Directors Meeting  
Virginia G. Piper Charitable Trust Pavilion  
2609 East Roosevelt Street, Phoenix, Arizona 85008  
3<sup>rd</sup> Floor, Board Room  
January 26, 2026, 1:00 p.m.**

**Present:** Virginia L. Korte, Chairman, District 2  
Earl V. Wilcox, Vice Chairman, District 5  
Martin C. Demos, Director, District 1  
Barbara R. Mundell, Director, District 3  
J. Woodfin Thomas, Director, District 4

**Others Present:** Steve Purves, FACHE, President & Chief Executive Officer  
Michael D. White, MD, MBA, Executive Vice President, Chief Clinical Officer  
Claire Agnew, CPA, MBA, Executive Vice President, Chief Financial Officer  
Lia Christiansen, MBC, Executive Vice President, Chief Administrative Officer  
Beth Beckman, DNP, MSN, BSN, Senior Vice President, Chief Nursing Officer  
Ijana Harris, JD, Executive Vice President, Chief Legal Officer

**Guest Presenters/  
Speakers:** Steven Ortquist, JD, CHC-F, Interim Chief Compliance Officer

**Recorded by:** Melanie Talbot, Chief Governance Officer; and Clerk of the Board  
Cynthia Cornejo, Senior Deputy Clerk of the Board

### **Call to Order:**

Chairman Korte called the meeting to order at 1:00 p.m.

### **Roll Call**

Ms. Talbot called roll. Following roll call, she noted all five voting members of the Maricopa County Special Health Care District Board of Directors were present, which represented a quorum.

### **Call to the Public**

Chairman Korte called for public comment. There were no comments.

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**General Session, Presentation, Discussion and Action:**

1. Discuss, Review and Approve Revisions to Valleywise Health’s Code of Conduct and Ethics; and Rescind Board Policy Statement 99304 G – Code of Conduct and Ethics

Mr. Ortquist explained that the Valleywise Health’s Code of Conduct and Ethics was rewritten, with the intent of making the document more approachable and understandable for all Valleywise Health employees. He noted that due to that rewrite, staff used an artificial intelligence (AI) tool to compare the content of the proposed document with the previous document, and staff had determined that the same topics were addressed in different ways.

**MOTION:** Director Thomas moved to approve the revisions to Valleywise Health’s Code of Conduct and Ethics. Vice Chairman Wilcox seconded.

**VOTE:** 5 Ayes: Chairman Korte, Vice Chairman Wilcox, Director Demos, Director Mundell,  
Director Thomas  
0 Nays  
**Motion passed.**

**MOTION:** Director Thomas moved to rescind Board Policy Statement 99304 G – Code of Conduct and Ethics. Vice Chairman Wilcox seconded.

**VOTE:** 5 Ayes: Chairman Korte, Vice Chairman Wilcox, Director Demos, Director Mundell,  
Director Thomas  
0 Nays  
**Motion passed.**

2. Board Compliance Training

Mr. Ortquist provided an overview of the Board’s role in the oversight of the compliance program at Valleywise Health. He outlined the Board’s fiduciary duties, to be legal and ethical, their responsibilities related to duty of care, to act in good faith, and their duty of loyalty, no self-dealing, and maintaining their compliance oversight obligations. The business judgement rule stated that the courts generally do not hold boards liable for decisions made in good faith and believed to be in the best interests of the organization.

He highlighted case law for publicly traded companies, while not specific to Arizona law, each case demonstrated how the Board’s responsibilities were applied to a variety of scenarios. He noted one case from 1996 which addressed a kickback allegation. While the organization paid a substantial settlement, the board was not held liable since it fulfilled the care of duty obligation by ensuring a corporate information and reporting system existed. However, in another case, the court ruled that for a board to be held liable, the plaintiff must show that the board knowingly failed to meet their obligations. He highlighted several cases that resulted in large settlements due to the boards’ lack of compliance oversight.

He outlined what was required for the Board to be effective in compliance program oversight, including federal sentencing guidelines that stated the Board must be knowledgeable about the content and operation of the compliance and ethics program and exercise reasonable oversight with respect to the implementation and effectiveness of the program. The United States Department of Health and Human Services, Office of the Inspector General, offered practical guidance for health care governing boards on compliance oversight and the link to the information was provided.

Mr. Ortquist listed 10 strategies to help the Board successfully implement and monitor a compliance and oversight program. The first strategy was to understand recommendations made for operating an effective compliance program. The next strategy was to become familiar with key legal requirements for healthcare organizations.

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**General Session, Presentation, Discussion and Action, cont.:**

2. Board Compliance Training, cont.,

Mr. Ortquist continued to outline the strategies for success, noting the third strategy was to ensure the compliance program had adequate staffing and resources and assure there was a structured process to bring significant concerns to the Board, which was why it was important that the compliance office had appropriate access to the Board. The sixth strategy was to ensure the compliance program and process were effectively working for the organization by asking questions and testing processes. Compliance-related discussions and actions taken must be adequately documented in the Board minutes. The remaining strategies included using and relying on experts, following their recommendations, or documenting why recommendations were not taken, and taking required action when warranted.

He emphasized that a good compliance program was a continuous process.

**MOTION:** Director Thomas moved to recess general session and convene in executive session at 1:35 p.m. Vice Chairman Wilcox seconded.

**VOTE:** 5 Ayes: Chairman Korte, Vice Chairman Wilcox, Director Demos, Director Mundell,  
Director Thomas  
0 Nays  
**Motion passed.**

**General Session, Presentation, Discussion and Action:**

Chairman Korte reconvened general session at 4:35 p.m.

**Adjourn**

**MOTION:** Director Thomas moved to adjourn the January 26, 2026 Maricopa County Special Health Care District Board of Directors General and Executive Session meeting. Vice Chairman Wilcox seconded.

**VOTE:** 5 Ayes: Chairman Korte, Vice Chairman Wilcox, Director Demos, Director Mundell,  
Director Thomas  
0 Nays  
**Motion passed**

Meeting adjourned at 4:35 p.m.

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Virginia L. Korte, Chairman  
Maricopa County Special Health Care District  
Board of Directors