

**TAOS HEALTH SYSTEMS, INC.**  
**BOARD OF DIRECTORS MEETING MINUTES**  
**Hospital Board Room**  
**August 22, 2018**  
**6:00 p.m.**

**Present:** Chris Stagg, Karen Matherlee, Andy Torres, Fred Peralta, Dan Guttmann, MD, Lucille Gallegos-Jaramillo, Barbara Vondy, Trinidad de Jesus Arguello, John Foster, MD, Patsy Scott, and Gregory Trujillo

**Members Absent:** Tim Moore, M.D and Cisco Gonzales

**Administration:** Bill Patten, Renee Sudborough, and Sue Romansky

**Guests:** Jody Pigg, AVP, QHR, Jeb Reid, MD, Bo Loy, MD, Jeremy Korsh, MD, Matt Owen, MD, Sean McQueen, Sean Marvil, MD, Caton Bargeos, David Parker, Bea Balsamo, PAC, Linda Friedman, Patty Hannigan, and Sharon Argenbright

**Citizens:**

- I. **Call to Order** - Holy Cross Hospital, a division of the Taos Health Systems, Inc., Board of Directors meeting was called to order at 6:03 p.m., Wednesday, August 22, 2018, by Chris Stagg, Chair. Attendance was recorded and a quorum was present.
- II. **Pledge of Allegiance**
- III. **Approval of Agenda** - The agenda was presented for review and approval. Following review and discussion, a motion was made and seconded to approve the agenda as presented. All were in favor and the motion carried.
- IV. **Approval of Minutes** - Following review and discussion, a motion was made and seconded to approve the July 25, 2018 minutes as amended to add the "Approval of the Compliance Risk Assessment and Management Plan under "Executive Session". All were in favor and the motion carried.
- V. **Public Comments** –  
Linda Friedman addressed her concerns:
  - Requested a copy of the Board Bylaws
  - Questioned how decisions are made by the board.
  - Inquired about the CEO succession plan.
  - Inquired about the Medicare reimbursement due to the CAH changes.
  - Inquired about the current turnover in comparison to previous administration
  - and previous CNO decision.  
Bea Balsamo, PAC for the Holy Cross Hospital ED voiced her following concerns:
  - She supports the community hospital.
  - Settlements with previous employees who have left.
  - Transparency of the hospital.
  - Bills not going out on a timely manner.
  - Questions on where the hospital is at on finances.
  - What QHR's role is and how much they are getting paid.  
Sharon Argenbright, 1199 District President reported that she is representing the staff at Holy Cross Hospital. She stated that she is very interested in the retention and happiness of employees. She said that she is here to work with Holy Cross Hospital and the community. Dr. Foster requested if the board could address the questions presented in writing.

VI. **Introduction of Orthopedic Fellows – Jeb Reid, MD**

Dr. Reid began by thanking Holy Cross Hospital and the board for their support in the orthopedic fellowship program. He introduced the three new fellows that will be working with Taos Orthopedic Institute and Holy Cross Hospital. The fellows are Drs. Bo Loy, Jeremy Korsh, and Matt Owen. They will be here through July 31, 2019. He also mentioned that the fellowship program has been in existence since 1999 and have had a total of 47 surgeons come through the program.

Dr. Reid mentioned that the work environment is outstanding at Holy Cross Hospital and commended the great leadership and excellent travelers they work with in the surgery department.

VII. **Department Presentation – Burt Ridge, IT Director**

Mr. Burt Ridge presented on the following:

- IT Governance Structure
- Role of the IT Steering Committee and Medical Staff/hospital Super User Committees
- Software support
- Hardware
- HIPAA IT Security Audit
- IT Strategic Plan
- FY19 Projects and timelines

VIII. **Lifewings Quality & Safety Council Report – Sue Romansky, Quality Asst., VP**

Sue Romansky presented on the following:

- Policy Procedure and Documentation Control
- Quality Measure Departmental Outcomes
- Customer Satisfaction Trends
- Quality Score Cards Review
- CAH regulatory annual review of services (To be posted on the board portal for the board to review)
- BeStarrs Recognition Program Awards

June

- Pediatric and Primary Care Staff – Teamwork
- Diane Ambler – Quality and Safety
- Paula Nickerson – Service

July

- Wound Clinic Staff – Service
- Patty Lucero – Communication
- Sherri Greaves – Teamwork
- Jessica Gonzales – Safety and Quality
- Andy Cardenas - Accountability

IX. **Approval of the Consent Agenda** - Following review and discussion, a motion was made and seconded to approve all the items listed under the Consent Agenda. All were in favor and the motion carried.

- July 2018 Financial Statements – Approved on Consent Agenda as recommended by the Finance Committee.
- Rural Radiology Associates, LLC Agreement – Approved on Consent Agenda as recommended by the Finance Committee.
- Taos Professional Office Building Lease Extension – Approved on Consent Agenda as recommended by the Finance Committee.
- Quality Qtrly. Report – Approved on Consent Agenda as recommended by the Finance Committee.
- Qtrly. Patient Care Division Report – Approved on Consent Agenda as recommended by the Finance Committee.
- Compliance Report – Approved on Consent Agenda as recommended by the Finance Committee.

X. **CEO Report – Bill Patten, CEO** - Mr. Patten reported on the following:

- *Board Member Reference Guide* – Bill distributed copies of the reference guide provided by QHR. The book is a tool designed to help board members understand their leadership roles and responsibilities in a rapidly changing environment.
- United Health Care has decided to sell their business to Molina.
- *Anesthesiologist* – Bill has reviewed the three anesthesiology options with the OR Committee and the Medical Executive Committee. They like the idea of expanding the anesthesia providers. This option would expand our time in the OR. The OR leadership is looking at creating a 12 – 8 shift to cover the evenings. This would also relieve call and create additional capacity.
- *HCH Provider Mix & Meet* – A reception is scheduled for all of our community physicians tomorrow evening at the Old Martina's Restaurant. The purpose of this social event is to build professional relationships, positively affecting referral patterns.
- *Taking Control of the Message* – Bill is working with a variety of resources to take control of our message, promoting a specific agenda to move past the current negative tone regarding HCH and focus on the many positive things we are accomplishing. Bill reviewed the three step plan. Bill also mentioned that they are also looking at new and better ways to communicate with employees.
- *Additional Tax Support* – Bill reviewed the summary of the options that they have been discussing related to additional tax support. He stated that we need to be proactive and develop our specific strategy that will include the kind of tax we are going to pursue and the timeframe within which we want to have the campaign/vote. Fred and Bill will be doing more research on this.
- *THS Board Bylaws* – Bill reviewed the revisions on the bylaws that were posted on the portal. The bylaws will now be sent to legal for final review. Bill asked the board to let him know if they have any final changes.
- *THS Monthly Board Meeting Date Change* – Bill proposed to move the monthly board meetings from the 4<sup>th</sup> Wednesday of the month to the last Wednesday of the month. This would allow more time for the financial reports to be completed and would only affect about four months in the year. The consensus of the board was to approve the change as presented by Mr. Patten.
- *Govern Well* – Bill reviewed the packet of information from the Govern Well "Essentials for Governing Excellence" educational material regarding the board's role in strategic planning. He elaborated on the need to evaluate our Mission, Vision, and Values – which are the foundation upon which a strategic plan is built. Dr. Foster stated that input needs to be solicited by the board when bringing new services to Taos that can benefit the hospital and community. He mentioned that the Community Health Needs Assessment and the Strategic plan need to coincide together.
- *PAC Advocacy Support* – Bill reminded the board regarding the PAC contribution. He reported that no hospital resources were used. Last year the hospital contributed \$2,320. Bill is asking the board and senior leadership team for a \$60 contribution, \$50 from the Medical Executive Committee, and \$35 from the leadership team. The deadline to submit contributions is August 31<sup>st</sup>.

XI. **QHR Trustee Conference Comments** – Barbara Vondy & Trinidad de Jesus Arguello

Barbara reported that the conference was excellent and very stimulating. She also commented that she had a good orientation by Bill. She complimented Cheri on the compliance introduction. Ms. Vondy mentioned that consumerism is what is driving change in healthcare.

Trinidad thanked the board and Bill for supporting the trip to Nashville. She mentioned that they provided a strong overview of where they stand as board members and what their role is. The issue of addressing innovation with technology, consumer satisfaction, and customer satisfaction were some other topics discussed. She also stated that the atmosphere at the conference was great.

XII. **QHR Report – Jody Pigg, AVP** – Mr. Pigg reported that he will be very involved in the HCH's audit process.

XIII. **Chief of Staff Report – John Foster, MD for Tim Moore, MD** – No report.

XIV. **Committee Reports**

a) **Finance Committee Report - Bill Patten, CEO**

Mr. Patten gave an overview of the Finance Committee meeting held earlier this afternoon.

- Bill provided a recap of the approved July financials.

- Finance Committee approved the Rural Radiology Associates, LLC Agreement
- Approved the Taos Professional Office building lease extension on a month to month basis if the landlord is responsible for upgrading the office. If the hospital is responsible, then they agreed to approve a one year lease.
- The hospital will be bringing in an Interim Revenue Cycle Director, Wayne Scholz, a former Finance VP. He will be here as soon as next week. He will assess and develop a plan.
- FY18 Audit will be presented next month. Dr. Foster inquired about the increase amount of bad debt and if this is reflected upon the many cases related to our timely filing. Bill reported that some of bad debt is from the old Meditech system. Dr. Foster requested a detailed explanation on the bad debt increase.

**b) Joint Conference Committee Report – Chris Stagg, Chair**

Mr. Stagg gave a summary on the JCC meeting held on August 15, 2018.

- Discussion held regarding the Pathology recruitment.
- Discussion regarding the role of the Chief of Staff and the rotation for the upcoming term.
- Bill gave a recruitment and financial update.
- Discussion on the recommendation made by MEC regarding the residents.
- TriCounty closure discussion and impact on the hospital.
- Dermatology contract being extended through November.
- Cheri reviewed the patient transfers for June.

Ms. Trinidad Arguello addressed her concerns regarding the impact of TriCounty patients coming to the ED. Mr. Patten reported that the hospital will be looking into bringing in temporary interim social services coverage to assist in the ED. He mentioned that another idea is to bring the TriCounty employees on a temporary basis to assist us in the ED.

**XV. New Business**

- September & Nov./Dec. Board Meeting Dates - Mr. Patten proposed to change the September board meeting date to October 3, 2018 due to their attendance at the Annual New Mexico Hospital Association Meeting in Albuquerque. The consensus of the board is to move the meeting to October 3<sup>rd</sup>.

**XVI. Old Business**

- Approval of the Amended Restated THS Board Bylaws – Pending final legal review. This item will be tabled till next month.

**XVII. Executive Session**

- A motion was made and seconded at 8:15 p.m. to enter into Executive Session to discuss Medical Staff credentialing and privileging recommendations, QHR Reports, legally protected matters, and personnel issues. All were in favor and the motion carried.
- A motion was made and seconded to reconvene into open session at 9:14 p.m. All were in favor and the motion carried.

**XVIII. Other Business**

- 1) Credentialing – A motion was made and seconded to approve each of the Medical Staff recommendations to the Board for privileges and memberships as listed below. All were in favor and the motion carried.

**REAPPOINTMENTS:**

**Bush, Sara MD, Emergency Medicine** – Reappointment in the Emergency Medicine Department.

**Hannah, Naomi CNM** – Reappointment in the Perinatal Department.

**Chao, Stan MD, General Surgery** – Reappointment in the Surgery & Anesthesia Department

**Ardakani, Navid MD, V-Rad** – Reappointment in the Pediatric & Adult Medicine Department.

**Edson, Steven MD, V-Rad** – Reappointment in the Pediatric & Adult Medicine Department.

Oner, Banu MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.

Searcey, Brett MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.

XIX. Other Actions – None.

XX. Adjournment - There being no further business, the meeting adjourned at 9:16 p.m.

Respectfully submitted by:

  
Lenora Cisneros, Recorder

Approved by:

  
Andy Torres, Secretary