

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS MEETING MINUTES
Hospital Board Room
October 3, 2018
6:00 p.m.

Present: Chris Stagg, Karen Matherlee, Andy Torres, Fred Peralta, Lucille Gallegos-Jaramillo, Barbara Vondy, Trinidad de Jesus Arguello, John Foster, MD, Patsy Scott, Gregory Trujillo, Tim Moore, M.D and Cisco Gonzales

Members Absent: Dan Guttman, MD

Administration: Bill Patten, Renee Sudborough, Sue Romansky, Cheri Benander, and Jeff Schenck

Guests: Jody Pigg, AVP, QHR, Leandro Cordova, Taos County Manager, Michael Kaufman, MD, Brittany Lamendola, Tammy Rivera, BKD, and Jamie Johnson, BKD

Citizens: Rebecca Quintana, Stephen Mack, Del Endres, Bea Balsamo, Emelie Elson, Glenn Yocum, Jim Nagle, Gretchen Morse, Susann McCarthy, Mary Harrison, Linda Friedman, and Kayce Leopold

- I. **Call to Order** - Holy Cross Hospital, a division of the Taos Health Systems, Inc., Board of Directors meeting was called to order at 6:15 p.m., Wednesday, October 3, 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 amended to add the County Commission Meeting update under Item XI. 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 August 22, 2018 minutes as presented . All were in favor and the motion carried.
- V. **Public Comments**

Ms. Bea Balsamo recapped what she said at the last board meeting. She stated that they as a community would like clarification on the questions presented. She mentioned that she feels that this is very important information to know before the hospital starts asking for another mill levy.

Linda Friedman also inquired about questions asked at the last board meeting and has not received a response.

Del Endres asked about having the board agenda posted on line before the meeting. She also inquired about the July board minutes not being posted on the website.

Bill Patten apologized for the timeliness of the response to the two letters in question and stated that he completed responses to the letters and mailed them out yesterday. He gave a highlight on the questions presented. Mr. Patten also mentioned that most of the financial and operational inquiries are presented in the CFO and CEO videos posted in the hospital website.

VI. **NM Medical Society Update – Michael Kaufman, MD**

Dr. Michael Kaufman talked about the relationship between the NM Medical Society and the NM Hospital Association. He stated that he feels that they both need to stay as united as possible. He also mentioned that it is a very serious problem and potential threat to practice in NM if they do not keep the medical malpractice act because of the premiums. Dr. Kaufman presented a short history on the medical malpractice act. He stated there is a crisis due to the Department of Insurance opening up the act to hospitals. There are now about 22 hospitals involving about 1,100 clinicians. The fear is that the patient

compensation will go away. Another issue he addressed is that now the medical claims have to go before a medical legal panel first. Dr. Kaufman mentioned that he has drawn up an MOU to present to the NM Hospital Association. The MOU addresses two key points 1) Postpone any action at the next legislation and 2) would like to work out before it goes to legislation. Dr. Kaufman also asked the board to also consider paying the dues for the hospital employed physicians. Bill accepted the MOU and will present it to the NM Hospital Association.

VII. **Draft Financial Audit Presentation – May 31, 2018 – BKD**

Tammy Rivera and Jami Johnson, BKD auditors reviewed their audit findings and recommendations on the May 31, 2018 audit. They also reviewed the audit and management letters. They reported that they are prepared to present a clean audit. Following review and discussion, a motion was made and seconded to approve the May 31, 2018 Draft Financial Audit presentation. All were in favor and the motion carried.

VIII. **Department Presentation – Brittany Lamendola, Patient Care Services Director**

Ms. Lamendola presented an overview of the Medical Surgical, Advanced Care Unit and Emergency Departments. She elaborated on staffing, patient visits, staff certifications, recruitment, Sexual Assault Nurse Examiner Program, and accomplishments. The board thanked Ms. Lamendola for her great presentation.

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

Sue Romansky presented on the following:

- Policy Procedure and Documentation Control
- Quality Measures Departmental Outcomes – HCH earned the Hospital Innovation Improvement (HIIN) Award. The program goals were to:
 - 20% decrease in overall patient harm or maintenance of zero
 - 1% reduction in readmissions from the baseline numbers, by 2019

Holy Cross exceeded the improvement goals set by CMS for 75% of applicable measures since the HIIN project began in October, 2016.

- Lifewings Quarterly Reporting
 - Plant Operations – Annual Testing/Inspections
 - Antimicrobial Stewardship Committee – Defined Daily Dose
 - Pharmacy & Therapeutics – Adverse Drug Reactions/Event Reports
 - Drill Down of Service – Patient Dissatisfiers/Staff Dissatisfiers
 - Information Technology – Meaningful Use
 - Lab – Quality Control/Inspections/Regulatory/Equipment/Preventative Maint. Program
- Customer Satisfaction Trends
- Quality Score Cards Review
- DNV Survey Responses – Corrective actions have been accepted.
- BeStarrs Recognition Program Awards
 - August
 - MJ Garcia – Safety & Quality
 - Desiree Tafoya – Teamwork
 - Tom Heiser – Accountability
 - Kathleen Beck - Service
- CAH Regulatory Annual Review of Services – Following review and discussion, a motion was made and seconded to approve the CAH Regulatory Annual Review of Services as presented by Sue Romansky. All were in favor and the motion carried.

X. **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.

- August 2018 Financial Statements – Approved on Consent Agenda as recommended by the Finance Committee.

- Approval of Physician Employment Agreements:
 - Approval of Physician Employment Agreement for William Dougherty, MD – Tabled as recommended by the Finance Committee.
 - Approval of Physician Employment Agreement for Kimberly Moseley, MD – Removed from consent agenda as recommended by the Finance Committee.
 - Approval of Physician Employment Agreement for Tze Yong, MD – Approved on Consent agenda as recommended by the Finance Committee.
 - Approval of Physician Employment Agreement for John Foster, MD – Removed from consent agenda as recommended by the Finance Committee.
 - Approval of Physician Employment Agreement for Cipry Jaramillo, MD – Removed from consent agenda as recommended by the Finance Committee.
 - Approval of Physician Employment Agreement for Olan Bassett, MD – Removed from consent agenda as recommended by the Finance Committee.
- Approval of ED Co-Medical Director Agreement for Per Bjorkman, MD – Removed from consent agenda as recommended by the Finance Committee.
- Approval of ED Co-Medical Director Agreement for Christa Castro, PAC – Removed from consent agenda as recommended by the Finance Committee.
- Quarterly Ancillary Department Report – Approved on Consent Agenda as recommended by Administration.
- Compliance Report & Educational Information (Privacy versus Security) – Approved on Consent Agenda as recommended by Administration.

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

- Recruitment Update.
- APC Contract Negotiations Update.
- Business Office Options and proposal presented to the Finance Committee.
- Taking Control of the Message Initiative.
- Political Action Campaign results.
- Reviewed RN Turnover statistics.
- C2E – LDI #6 – Jeff Schenk gave an overview on Aidet Initiative coming in January 2019.
- Govern Well – Articles posted on the board portal.
- Update on meeting with County Commissioners – Mr. Peralta and Mr. Stagg gave a synopsis on their recent meeting with the County Commissioners. The focus of the meeting was on the hospital's financial situation and how to make the hospital sustainable and what public support needs to be put into play. They also discussed the hospital's short and long term plan and vision. The Commission is understanding the efforts that the HCH Board is doing. Overall, it was a good meeting and felt that some progress was made.

XII. **QHR Report – Jody Pigg, AVP** – Mr. Pigg reported on the following:

- Quorum Consulting and Region Support Deployment Plan – Reviewed specific initiatives.
- QHR is working with management on audit findings and financial matters.

XIII. **Chief of Staff Report – Tim Moore, MD** – Dr. Moore reported on the following:

- Shared an e-mail from Dr. Yong regarding a patient situation. He commended the physicians and clinicians on their interest in helping the patient.
- Reviewed the components of the Medical Staff
 - Recruitment and retention of our staff.
 - Support of Residents.
 - Thanked his colleagues on the Medical Staff for all the great care they give our patients.

XIV. **Committee Reports**

a) **Finance Committee Report - Steve Rozenboom, CFO**

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

- Finance Committee approved the draft May 31, 2018 Audit Report.
- Approved Dr. Yong's Physician Employment Agreement
- Reviewed the August financials.
- Discussed the capital projects to be considered for State budget surplus funding.
- Business Office discussion and option to address our ongoing A/R issues.
- Update on the Taos Professional building lease – Hospital is working on a plan as they are responsible for repairs. Finance Committee approved the one year lease.

b) **Joint Conference Committee Report – Bill Patten for Chris Stagg**

Mr. Patten gave a summary on the JCC meeting held on September 12, 2018. There were no action items.

XV. **New Business**

- Approval of the Advanced Practice Clinicians Contract – Following review and discussion, a motion was made and seconded to approve the Advanced Practice Clinicians Contract as recommended by the Finance Committee. All were in favor and motion carried.

XVI. **Old Business**

- Approval of the Amended Restated THS Board Bylaws – Following review and discussion, a motion was made and seconded to move this item to executive session for further discussion. All were in favor and motion carried.

XVII. **Executive Session**

- a) A motion was made and seconded at 8:25 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.
- b) A motion was made and seconded to reconvene into open session at 9:11 p.m. All were in favor and the motion carried.

XVIII. **Other Business**

- 1) Following review and discussion, a motion was made and seconded to approve the Amended Restated Taos Health Systems, Inc., Board Bylaws as recommended. All were in favor and motion carried. Dr. Foster abstained from voting.
- 2) 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.

APPOINTMENTS:

Reagan, Kelly, CNP, Peds – Appointment in the Pediatric and Adult Medicine Department and Perinatal Department.

REAPPOINTMENTS:

Kiesling, Carol, MD, OBGyn – Reappointment in the Perinatal Department and Surgery & Anesthesia Department.

Martinez, Liana, CNP, Hospitalist – Reappointment in the Pediatric & Adult Medicine Department.

O'Grady, Denise, MD, Peds (Community) – Reappointment in the Pediatric & Adult Medicine Department and Perinatal Department.

Burdette, David MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department

Chang, John MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.

Confer, Rand MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.
Jain, Shelly MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.
Nguyen, Victoria DO, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.
Strong, Benjamin MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.

OTHER:

Deithloff, Michelle, DPM – Status change.

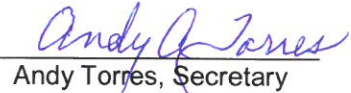
XIX. **Other Actions** – None.

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