

**TAOS HEALTH SYSTEMS, INC.**  
**BOARD OF DIRECTORS MEETING MINUTES**  
**Hospital Board Room**  
**January 30, 2019**  
**6:00 p.m.**

**Present:** Chris Stagg, Karen Matherlee, Andy Torres, Lucille Gallegos-Jaramillo, Barbara Vondy, Tim Moore, M.D, John Foster, MD, Cisco Gonzales (via phone), and Gregory Trujillo

**Members Absent:** Trinidad de Jesus Arguello

**Administration:** Bill Patten, Renee Sudborough, Sue Romansky, Shea Brock, and Jeff Schenck

**Guests:** Jody Pigg, AVP, QHR and Eric Jones, incoming AVP, QHR

**Citizens:** Stephen Hall, Bea Balsamo, PA, and Dell Endres

- I. **Call to Order** - Holy Cross Hospital, a division of the Taos Health Systems, Inc., Board of Directors meeting was called to order at 6:00 p.m., Wednesday, January 30, 2019, 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 "Health Security Act Resolution Discussion" under Item XII. New Business. 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 December 5, 2018 minutes as presented . All were in favor and the motion carried. Ms. Matherlee addressed the inconsistency on how people are referenced in the board minutes. She recommended that the first time the person is referenced that the first and last name be used and thereafter, refer to them as Mr., Ms. or Dr.
- V. **Public Comments**  
Bea Balsamo reported a concern regarding a long-term employee. Dell Endres echoed Bea Balsamo's comments noting that she felt the hospital doesn't treat its employees very well. Ms. Endres also mentioned that she had heard that the Pediatrician and Nurse Practitioner were fired, but was not sure if it was true.
- VI. **Lifewings Quality & Safety Council Report – Sue Romansky, Quality Asst., VP**  
Sue Romansky presented on the following:
  - Lifewings Report
    - Over the next three months, she will be talking about the evaluations of the 2018 plans and the presentation of the new plans for each of the departments.
    - A lot of the attention will be focused on quality improvement, customer satisfaction, safety and risk as well as policies and procedures.
    - Ms. Romansky highlighted the eight departments who reported this month and reviewed the improvements and goals met.
  - Behavior Standards Awards
    - November
      - Unique Padilla & Alana Vigil, Teamwork
      - Rosa Duran, Service
    - December
      - Elizabeth Lucero, Service
      - LDRP, Quality and Safety
      - Anthony Cordova, Jennifer Ellis, Burt Ridge - Accountability

VII. **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. The majority were in favor and the motion carried. Ms. Barbara Vondy abstained from voting.

- November & December 2018 Financial Statements – Approved on Consent Agenda as recommended by the Finance Committee.
- Approval of Contracts/Agreements:
  - Approval of employment agreement for Ruobing Xiao, MD – Pathologist – Approved on Consent Agenda as recommended by the Finance Committee.
  - Approval of Locums agreement for Ronald Press, MD – Hospitalist - Approved on Consent Agenda as recommended by the Finance Committee.
  - Approval of employment agreement for Richard Ngole, NP - Hospitalist – Approved on Consent Agenda as recommended by the Finance Committee.
  - Approval of Credentials Committee Department Chair agreement for Jemery Kaufman, MD – Approved on Consent Agenda as recommended by the Finance Committee.
  - Approval of Chief of Staff Agreement for Tim Moore, MD - Approved on Consent Agenda as recommended by the Finance Committee.
  - Approval of Perinatal Department Chair agreement for Veronica Parker, MD – Approved on Consent Agenda as recommended by the Finance Committee.
  - Approval of Pediatric/Adult Medicine Department Chair agreement for Robert White, MD – Approved on Consent Agenda as recommended by the Finance Committee.
  - Approval of ED Department Chair agreement for Christa Castro, PAC – Approved on Consent Agenda as recommended by the Finance Committee.
  - Approval of Surgery & Anesthesia Department Chair agreement for John Reid, MD – Approved on Consent Agenda as recommended by the Finance Committee.
- Quarterly Ancillary Services Report – Approved on Consent Agenda.

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

- Recruitment Update
- 2020 Budget preparation process; looking at cost reduction efforts and revenue enhancements until additional mill levy funds are in place.
- Staff Turnover and Recruitment Report – Administration is planning to present a report to the board relating to staff turnover and recruitment efforts at the February board meeting.
- Compliance Officer – Mr. Patten reported that they will not be replacing the Compliance Officer position vacated by Cheri Benander. Mr. Patten made a recommendation to the board to appoint Renee Laughlin as the new Compliance Officer/Risk Manager. Following review and discussion, a motion was made to approve the appointment as recommended by Administration. All were in favor and motion carried.
- Pediatric Clinic – Mr. Patten confirmed that there has not been any termination of the Pediatrician or the Peds Nurse Practitioners in that practice. He recommended having a conversation with Sylvia Villarreal, MD about the possibility of having the two clinics work more closely. The consensus of the board was to authorize Mr. Patten to move forward and have discussions with Dr. Villarreal.
- Strategic Planning & Community Health Needs Assessment (CHNA) – Have started to schedule the focus group meeting for both of those. John Foster, MD suggested to add the question “what specialty care do you get outside of Taos that is not available here” that was left out on the CHNA questionnaire. Bill will ask QHR to include this question as part of the focus groups. This will help to know what potential revenue streams or services we can look at.

- AIDET – We are in the middle of our AIDET training. All employees are to attend. Jeff Schenck is leading the training.
- All Staff Meetings – Mr. Patten is holding a series of All Staff Meetings this week.
- Leadership Development Institute (LDI) – Starting to develop plans and the curriculum for LDI #7 Leadership class to be held in mid-March.
- Mr. Patten shared an update on the avalanche experience and his phone discussion with the father of one of the skiers who passed. He was very complimentary of the staff and care his son received at Holy Cross Hospital. A community healing meeting is scheduled at the County Commission Chambers tomorrow night from 4:00 pm – 6:30 pm.
- Mr. Stagg introduced Pam Akin, CNO, Brent Jaramillo, Taos County Representative, and Eric Jones, AVP, QHR

IX. **QHR Report** – Jody Pigg, AVP and Eric Jones, incoming AVP, QHR

- Mr. Pigg introduced Eric Jones, AVP, who will be replacing him. Mr. Pigg has been given some additional responsibilities and will no longer oversee Holy Cross Hospital. He also mentioned that Don Smithburg has been promoted but will continue as our Regional VP, overseeing HCH. The other changes within QHR that have occurred are Duane Gunter has been appointed as Division VP and Bob Vento will be transitioning into an Executive Advisor role.
- Quorum Consulting and Region Support Deployment Plan (Informational)
- 2019 QHR Board Educational Opportunities Calendar (Informational)
- Quorum Board Minutes - (Informational)

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

- Dr. Moore will continue to serve as Chief of Staff for another two years.
- He shared an article entitled “Stress amongst Healthcare Professionals”.

XI. **Committee Reports**

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

Mr. Rozenboom gave a recap of the Finance Committee meeting held earlier this afternoon and reported on the November & December financials. He also reported on the following:

- Medical Staff Department Chair, Employment, and Locum contracts were approved.
- The Finance Committee approved changing the start time of the monthly Finance Committee meeting to 3:30 p.m.
- Continuing on a month to month lease with Draper Properties. Awaiting response from Mr. Draper.
- Shea Brock, Interim CFO presented a status report on the TruBridge Project.

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

Mr. Stagg gave a summary on the JCC meeting held on January 9, 2019. There were no action items to bring forward to the board.

c) **Board Education Committee Report – Barbara Vondy/Lucille Gallegos**

Lucille Gallegos reminded the board to complete the Board Self-Evaluation. This tool will assist developing future education and training for the board. The board was also reminded to complete the CEO review and the NetLearning modules.

XII. **New Business**

- Appointment of Finance Committee Chair – Mr. Stagg presented a recommendation to appoint Barbara Vondy as the Finance Committee Chair. Following review and discussion, a motion was made and seconded to approve the recommendation as presented. All were in favor and motion carried.
- Appointment of new Board Member – Mr. Stagg presented a recommendation to appoint Gelian Ismail, MD, as the Taos Valley Representative board seat vacated by Fred Peralta. Following review and discussion, a motion was made and seconded to approve the recommendation as presented. All were in favor and motion carried.
- Health Security Act Resolution Discussion – Mr. Patten presented and reviewed the Health Security Act Resolution initiative and benefit structure. Following review and discussion, a motion was made

and seconded to approve development of a resolution in support of the financial feasibility portion of this Act. Mr. Patten was directed to develop a resolution and send it to the board for their review.

XIII. **Old Business**

There was no old Business presented.

XIV. **Executive Session**

- a) A motion was made and seconded at 7:12 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 8:36 p.m. All were in favor and the motion carried.

XV. **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.

**APPOINTMENTS:**

**Dixon, Douglas MD, ED** – Reappointment in the Emergency Medicine Department.

**Bjorkman, Per MD, ED** – Reappointment in the Emergency Medicine Department.

**Felt, Christian CRNA** – Reappointment in the Surgery & Anesthesia Department.

**Hull, Christina PAC, Surgery** – Reappointment in the Surgery & Anesthesia Department.

**Raskin, David, CNP, Primary Care** – Reappointment in the Pediatric & Adult Medicine Department.

**Change of Status Recommended:**

- David Flanagan, MD, General Surgery
- Wendy Stevens, CNP, Hospitalist


Additionally, MEC deferred review of a list of nonclinical contracts, as per Health Care Contracts Evaluation Policy provision, until their February meeting.

- 2) Creation of a line of Credit - Following review and discussion, a motion was made and seconded to authorize administration to approach Centinel Bank regarding the creation of a line of credit up to \$1M. All were in favor and motion carried.

XVI. **Other Actions** – None.

XVII. **Adjournment** - There being no further business, the meeting adjourned at 8:38 p.m.

Respectfully submitted by:   
Lenora Cisneros, Recorder

Approved by:   
Andy Torres, Secretary