

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS MEETING MINUTES
Hospital Board Room
April 24, 2019
6:00 p.m.

Present: Chris Stagg, Karen Matherlee, Andy Torres, Lucille Gallegos-Jaramillo, Barbara Vondy, Tim Moore, M.D, John Foster, MD, Gelian Ismail, MD, Cindy Vest, Cisco Gonzales (via teleconference), Gregory Trujillo and Sylvia Villarreal, MD

Members Absent: Trinidad de Jesus Arguello

Administration: Bill Patten, Renee Laughlin, Sue Romansky, Shea Brock, and Pam Akin

Guests: Gayle Martinez, Brent Jaramillo, Taos County Manager, Theresa Lewis, AVP Consulting, QHR, and Michelle Mayes, RVP, QHR (via teleconference)

Citizens: Stephens Hall and Jim Mitchell

- 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, April 24, 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 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 March 27, 2019 minutes as presented. All were in favor and the motion carried.
- V. **Public Comments**
Mr. Jim Mitchell reported that he came to address the board back in December regarding concerns related to accessing his medical history on our computer systems. He wanted to follow up on the status of the system interface. Mr. Mitchell stated that he has had continued great service at HCH and commended the great staff. Mr. Patten agreed to meet with Mr. Mitchell at a later date.
- VI. **Community Health Needs Assessment (CHNA) – Theresa Lewis & Michelle Mayes, QHR**
Theresa Lewis, AVP Consulting, QHR reviewed the CHNA process and stated that this is a required report by the IRS per our charitable tax exempt status. She mentioned that they received 200 responses from the community. Theresa stated that HCH's priorities have not changed since our last CHNA. She reviewed the five significant health needs in the 2019 survey. They were 1) Alcohol/Substance Abuse, 2) Mental Health/Suicide, 3) Access/Affordability, 4) Cancer, and 5) Diabetes. This report is required to be completed every three years with input from the community, staff and key stakeholders. The final report will be brought back to the board at the May meeting for approval.
- VII. **Strategic Planning Draft Discussion – Theresa Lewis/Michelle Mayes, QHR**
Theresa Lewis presented and reviewed the draft Strategic Plan. She reviewed the following:
 - U.S. Healthcare Landscape
 - Key Trends: Local Market and HCMC
 - Summary of Key Stakeholder Interviews – Discussed the strengths, weaknesses, opportunities, and threats.
 - Review of Strategic Themes/Priorities
 - Discussion of Priorities: The priorities identified were:
 - 1) Drive improvement in operational performance of the hospital.

- 2) Identify partners that can also benefit from increased level of healthcare tax support to improve our efforts to gain approval of an increased tax millage.
- 3) Drive performance improvement in physician clinics.

The consensus of the board is to have Administration add detail to the three priority items identified and bring them back to the board in May with the full detail plan. Brent Jaramillo encouraged Administration to take the SWOT analysis back to the stakeholders which will help the hospital to get the mill levy support they need. Another recommendation is to also take it to the staff to get their buy in as well.

VIII. **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.

- March 2019 Financial Statements – Approved on Consent Agenda as recommended by the Finance Committee.
- Approval of Contracts/Agreements:
 - Approval of OB/GYN Agreement – Carol Kiesling, MD – Approved on Consent Agenda as recommended by the Finance Committee.
 - Approval of OB/GYN Agreement – Brenda Pereda, MD – Approved on Consent Agenda as recommended by the Finance Committee.
- Quarterly Ancillary Dept. Reports – Approved on Consent Agenda.
- Lifewings Quality & Safety Council Reports – Approved on Consent Agenda.
- Compliance Report – Approved on Consent Agenda.
- Compliance Education – (Informational) Approved on Consent Agenda.

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

- Recruitment Update.
- Attended the annual AHA Conference in Washington. They focused on board governance which included addressing conflicts of interests. Bill recommended adding "conflict of interests" as a standing agenda item beginning in May. The board members will have the opportunity to state if they have a conflict of interest with any item on the agenda at the beginning of the meeting.
- Will be partnering with the Questa Health Center/PMS, Miners Colfax Hospital, Union County General Hospital, and First Steps to pursue a HRSA Grant. The grant is to improve access to and continuity of maternal and obstetric care in rural communities. We will use a local grant writer. A letter of intent will be submitted. The deadline is May 24, 2019.
- DNV completed their annual survey on April 23rd & 24th. Bill summarized the findings.
- We had \$45K in saving this last pay period from our low census efforts.
- We will be taking a moderately conservative plan with our budget.
- Bill will be attending the Taos County Commission Meeting on May 7th to address the mill levy.
- Still looking at pursuing the line of credit with Centinel Bank.
- Bill distributed copies of the Western Regional Trustee Symposium to be held on June 5-7, 2019 in Missoula, Montana. Board members are to contact Lenora if they are interested in attending.

X. **QHR Report** – Michelle Mayes, SVP, QHR

- Quorum Board Minutes (When Healthcare Tech Meets 5G) - (Informational).
- Michelle reported that she has been promoted as SVP and will be overseeing Holy Cross Hospital in Don Smithburg's place. She will be overseeing five hospitals two of which will be in NM. Michelle gave a brief overview of her background and experience.
- Michelle congratulated Holy Cross Hospital on their great DNV survey.

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

- Gave his perspective from his recent experience as a patient and commented on the high quality of care he has received at Holy Cross Hospital. He walked through the ED registration process thru the completion of his lab and imaging studies. Dr. Moore stated that there are processes that need to be improved including the need to provide itemized bills to our patients. He thanked his colleagues for taking great care of him.

XII. **Committee Reports**

a) **Finance Committee Report - Shea Brock, Interim CFO**

Mr. Brock gave a recap of the Finance Committee meeting held earlier this afternoon and reported on the March financials. He also reported on the following:

- Approved Contracts/Agreements
 - Carol Kiesling, MD – OB/GYN Agreement
 - Brenda Pereda, MD – OB/GYN Agreement
- Presented a status report on the TruBridge Project.
- Barbara Vondy presented a potential list of finance related topics for the committee to review in future meetings.
- Discussion held regarding the FY20 budget.

b) **Nominating Committee Report - Dr. Ismail**

- Reported that the Nominating Committee has met three times and have established the ground rules for the selection process of the candidates. There are six applicants who will be interviewed on May 10th.

XIII. **New Business** - There was no new business presented.

XIV. **Old Business** – There was no old business presented.

XV. **Executive Session**

- a) A motion was made and seconded at 8:28 p.m. to enter into Executive Session to discuss Medical Staff credentialing and privileging recommendations, QHR Reports, legally protected matters, personnel issues. All were in favor and the motion carried.
- b) A motion was made and seconded to reconvene into open session at 9:21 p.m. All were in favor and the motion carried.

XVI. **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:

Hugentobler, Nicholas, DPM – Appointment in the Surgery & Anesthesia Department.

Ngole, Richard, CNP, Hospitalist – Appointment in the Pediatric & Adult Medicine Department.

Coderre, Robert CRNA – Appointment in the Surgery & Anesthesia Department.

Ismail, Geilan MD, Cardiology – Appointment in the Pediatric & Adult Medicine Department.

Rembecki, Richard MD, Pediatrics – Appointment in the Perinatal Department and Pediatric and Adult Medicine Department.

REAPPOINTMENTS:

Murphy, Ryan DO, General Surgery for Endoscopy Only – Reappointment in Surgery & Anesthesia Department.

Lucero, Stephen MD, Urology – Reappointment in the Surgery & Anesthesia Department.

Yong, Tze MD, Hospitalist – Reappointment in the Pediatric & Adult Medicine Department.

Behar, Jeffrey MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.

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

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

Ransom, Sharon MD, OBGyn – Extension of privileges for one month until 5/24/19. Dr. Ransom will be resigning effective 5/5/19.

XVII. **Other Actions** – None.

XVIII. **Adjournment** - There being no further business, the meeting adjourned at 9:22 p.m.

Respectfully submitted by: Lenora Cisneros
Lenora Cisneros, Recorder

Approved by: Andy Torres
Andy Torres, Secretary