

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS MEETING MINUTES
Hospital Board Room
May 29, 2019
6:00 p.m.

Present: Chris Stagg, Karen Matherlee, Andy Torres, Lucille Gallegos-Jaramillo, Barbara Vondy, Tim Moore, M.D, John Foster, MD, Geilan Ismail, MD, Cindy Vest, Trinidad de Jesus Arguello, Gregory Trujillo and Sylvia Villarreal, MD

Members Absent: Cisco Gonzales

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

Guests: Fred Peralta, Michelle Mayes, RVP, QHR, Eric Jones, AVP, QHR, and Gary Ayers

Citizens: Sharon Argenbright and Margie Cisneros

- 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, May 29, 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 1) remove the approval of the FY2020 Capital and Operating Budget out of the consent agenda, 2) add approval of the extension of Per Bjorkman, MD's Medical Director Agreement, 3) approval of Frank Torres, MD's Physician Employment Agreement, and add approval of Phase II of the Heating and Leak Repair Project under the consent agenda. All were in favor and the motion carried.
- IV. **Declaration of Conflicts of Interest**
Geilan Ismail, MD. declared that she had a conflict of interest with Dr. Frank Torres, Cardiology agreement; she will abstain from voting.
- V. **Approval of Minutes** - Following review and discussion, a motion was made and seconded to approve the April 24, 2019 minutes as presented. All were in favor and the motion carried.
- VI. **Public Comments**
Sharon Argenbright addressed her concerns regarding the ongoing leaking issues throughout the hospital. Bill Patten summarized the two different phases and timelines of the leaking repair project.

Chris Stagg presented Karen Matherlee, Fred Peralta, Andy Torres, and Greg Trujillo certificates of appreciation and gifts on behalf of the hospital and the board. He thanked them for their service and commitment on the board.
- VII. **Department Presentation – Gary Ayers, Laboratory Director**
Gary Ayers presented on the following:
 - CAP Accreditation
 - CLIA Specialties/Subspecialties
 - Lab and Pathology staff
 - Staffing Model
 - H1B Visa Medical Lab Scientist Trial

- Chemistry platforms
 - Hematology
 - Microbiology/Immunology
 - Immunohematology (Blood Bank)
 - Chemistry
- New tests on current platforms and outreach programs

The board thanked Gary for his great presentation.

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.

- April 2019 Financial Statements – Approved on Consent Agenda as recommended by the Finance Committee.
- Approval of Phase II of the Heating and Leak Repair Project – Approved on Consent Agenda as recommended by the Finance Committee.
- Approval of Contracts/Agreements:
 - Approval of Hospitalist Employment Agreement – Trisha Fleet, MD – Approved on Consent Agenda as recommended by the Finance Committee.
 - Approval of the Medical Director Agreement Extension – Per Bjorkman, MD – Approved on Consent Agenda as recommended by the Finance Committee.
 - Approval of Cardiology Employment Agreement – Frank Torres, MD – Approved on Consent Agenda as recommended by the Finance Committee.
- LifeWings Quality & Safety Council Reports - Approved on Consent Agenda.
- Compliance Report – Approved on Consent Agenda.
- Compliance Education – (Informational) Approved on Consent Agenda.
- Quarterly CEO Department Reports - Approved on Consent Agenda.
- Quarterly CFO Department Reports - Approved on Consent Agenda.
- Quarterly Taos Professional Services Report - Approved on Consent Agenda.

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

- Recruitment Update.
- Recognized the ED team for their efforts over the busy Memorial weekend.
- The Community Foundation has awarded a \$10,000 grant to our Cancer Support Services program.
- Trinidad, Barbara, and Bill will be attending the Western Trustee conference in Montana.
- The deadline for the Rural Maternity grant has been extended. HCH, Questa, Union County, and Raton will be participating.
- Bill has a meeting tomorrow with the Department of Health regarding the Safety Net Care Program.
- One of our three Strategic Planning initiatives will be to look at pursuing mill levy dollars.
- The County has approved the use of mill levy funds for operations if it is needed.
- Gave an update on the meeting with Mr. Mitchell. Have developed a plan to improve our process.
- The hospital Auxiliary hosted their Annual Auxiliary Meeting at the Taos Country Club and reported that they provided over 10,000 volunteer hours this past years. They also donated \$13,500 to HCH this past year. Their annual report was included in the board packet. Bill commended the Auxiliary.

X. **QHR Report** – Michelle Mayes, SVP, QHR & Eric Jones, AVP, QHR

- Michelle presented the final 2019-2022 Strategic Plan. Discussion was held regarding the three strategic priorities:
 - Drive improvement in operational performance of the hospital.
 - Community Support – Tax
 - Operational performance of the physician clinics.

QHR agreed to assist HCH in completing a service line analysis. The board requested the Service Line Analysis to be completed before the September 2019 board meeting.

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

- Reported on the three operating principles.
- Reported on an article he read in Time Magazine relating to physician burnout.
- Discussed models in rural health hospitals and the need to think about patient safety and quality of care.

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 April financials. He also reported on the following:

- Approved Contracts/Agreements
 - Trisha Fleet, MD – Hospitalist Physician Employment Agreement
 - Per Bjorkman, MD – Extension of the ED Medical Director Agreement.
 - Frank Torres, MD – Cardiology Physician Employment Agreement
- Presented a status report on the TruBridge Project.
- Approved Phase II of the Heating and Seal project.
- FY2020 Capital and Operating Budget – Following review and discussion, a motion was made and seconded to approve the FY2020 Capital and Operating Budget as presented. All were in favor and motion carried.

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

Dr. Ismail presented the Board Nominating Committee recommendations for the three open positions.

Following review and discussion, a motion was made and seconded to accept the appointment of Reynaldo Garcia for the at Large seat for a two-year term on the Board of Trustees as recommended by the Board Nominating Committee. All were in favor and the motion carried.

Following review and discussion, a motion was made and seconded to accept the appointment of Joaquin Gonzales for the Southern Taos County seat for a term of four years as recommended by the Board Nominating Committee. All were in favor and the motion carried.

Following review and discussion, a motion was made and seconded to accept the appointment of Menice Santistevan for the Northern Taos County seat for a term of four years as recommended by the Board Nominating Committee. All were in favor and the motion carried.

Dr. Ismail also presented a recommendation from the Nominating Committee that exit interviews be conducted for all outgoing board members primarily to get a better feel on the strengths and weaknesses of the board in order to fulfill the future board. Bill and Chris agreed to put together some questions and will send them to the board for review. Chris will then call the outgoing board members by phone and conduct the exit interviews.

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

XIV. **Old Business**

- Review and approval of the Strategic Plan – Bill reviewed the Management Action Plan (MAP) and the timelines. Barbara Vondy recommended changing the document name from Strategic Plan to Management Action Plan. Following review and discussion, a motion was made and seconded to approve the Management Action Plan as presented. All were in favor and motion carried.
- Approval of the Community Health Needs Assessment (CHNA) – Following review and discussion, a motion was made and seconded to approve the Community Health Needs Assessment as presented. All were in favor and motion carried. Bill thanked Sue Romansky, Gayle Martinez, Jeannie Ross, and Karen Matherlee for their work on the CHNA.

XV. **Executive Session**

- a) A motion was made and seconded at 8:45 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 9:15 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:

Mitchell, Rosalind MD, ED locums – Appointment in the Emergency Medicine Department.

Torres, Frank MD, Cardiology – Appointment in the Pediatric & Adult Medicine Department

Keitz, John David DO ED locums - Appointment in the Emergency Medicine Department.

Boyd Scott MD, Anesthesia – Appointment in the Surgery & Anesthesia Department.

REAPPOINTMENTS:

Marvil, Sean MD, Orthopedic Surgery - Reappointment in the Surgery & Anesthesia Department.

Trivino Leigh PAC ED - Reappointment in the Emergency Medicine Department

Stoecker Francis CRNA - Reappointment in the Surgery & Anesthesia Department.

OTHER:

Garland, Jack MD – Appointment to Honorary Status.

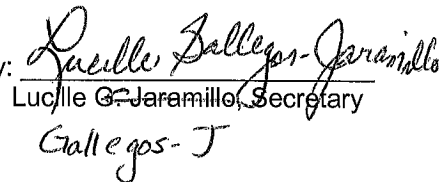
- XVII. **Other Actions** – None.

- XVIII. **Adjournment** - There being no further business, the meeting adjourned at 9:17 p.m.

Respectfully submitted (by:


Lenora Cisneros, Recorder

Approved by:


Lucille G. Jaramillo, Secretary
Gallegos - J