

TAOS HEALTH SYSTEMS, INC.
ANNUAL BOARD OF DIRECTORS MEETING MINUTES
Hospital Board Room
June 26, 2019
6:00 p.m.

Present: Chris Stagg, Lucille Gallegos-Jaramillo, Barbara Vondy, Tim Moore, M.D, John Foster, MD, Cindy Vest, Trinidad de Jesus Arguello, Sylvia Villarreal, MD, Menice Santistevan, Joaquin Gonzales, Rey Garcia, and Cisco Gonzales

Members Absent: Geilan Ismail, MD,

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

Guests: Jeannie Ross, Michelle Mayes, RVP (via teleconference), QHR & Eric Jones, AVP, QHR, (via teleconference), Frank Torres, MD

Citizens: Stephens Hall, Jim Mitchell, and John Miller, Taos News

- I. **Call to Order** - Holy Cross Hospital, a division of the Taos Health Systems, Inc., Board of Directors meeting was called to order at 6:01 p.m., Wednesday, June 26, 2019, by Chris Stagg, Chair. Attendance was recorded and a quorum was present.
- II. **Pledge of Allegiance**
- III. **Mission, Vision and Values**

Bill reported that he picked up the idea to include the Mission, Vision, and Values in all meeting packets at the Western Regional Trustee Conference he recently attended along with Barbara and Trinidad. He stated that the comment made by the speaker was that by having the document at the beginning of the meeting packets, it helps to remind us as we make decisions why the organization exists and where we want it to go in the future. Bill reviewed the mission with the board. Bill mentioned that moving forward, the Mission, Vision, and Values would be included at the beginning of all meeting packets.
- IV. **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 "Introduction of Board Members" before Public Comments. All were in favor and the motion carried.
- V. **Declaration of Conflicts of Interest** - There were no conflicts of interest reported.
- VI. **Approval of Minutes** - Following review and discussion, a motion was made and seconded to approve the May 29, 2019 minutes as amended to change the wording on the QHR Report to read "the board requested the Service Line analysis to be completed before the September 2019 board meeting." All were in favor and the motion carried.
- VII. **Introduction of Board Members**

The board members introduced themselves.
- VIII. **Public Comments**
- IX. **Department Presentation – Jeannie Ross, Outreach Department**

Jeannie Ross presented on the different outreach programs:

 - *Benefit Navigation* – Application assistance with Medicaid, Medicare, the Health Exchange, and insurance counseling.
 - *Taos Alive* – Drug Free Community Coalition, Alcohol Policy Workgroup, Media Advisory Workgroup, Opioid Use Prevention, School-based prevention Programs, DRC Mentorship, Youth Coalition, Narcan Trainings, and Overdose Review Team.

- *Taos First Steps* – Home Visiting, Parenting Classes, Professional Development for Early Childhood Providers.
- *Cancer Support Services* – Weekly support group, gas cards, lodging, acupuncture, massage, service coordination, and compassionate support for individuals with a cancer diagnosis.

The board thanked Jeannie for her great presentation. Lucille Gallegos-Jaramillo presented a check to Jeannie on behalf of the Rotary Club in support of the Cancer Program.

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

- Reported on the Behavioral Standards, Rewards and Recognition and Social Committee activities for the past quarter.
- Presented on quarterly department reports for the Food and Nutrition, Infusion Clinic, Plant/EVS, Wound Care, and Emergency Departments.
- Reviewed the quarterly Customer Service scores.
- Reported on the new Patient and Family Advisory Council that will be starting up in August.
- Presented the Customer Satisfaction and Quality Measure Score Cards for May.
- BeSTARRS Awards for the month:
 - Juan Aboytes – Respect and Courtesy
 - Med-Surg Dept. – Teamwork
 - Patricia Free – Communication
 - Adam Ferguson – Safety and Quality
 - Mary Remeysen – Accountability
 - Marja Vigil – AIDET
 - Surgery Dept. – Service

XI. **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.

- May 2019 Financial Statements – Approved on Consent Agenda as recommended by the Finance Committee.
- Approval of Contracts/Agreements:
 - Approval of 1st Amendment to Physician Employment Agreement – Heather Marshall, MD – Approved on Consent Agenda as recommended by the Finance Committee.
 - Approval of the ED Physician Employment Agreement – Jeff Giddens, MD - Approved on Consent Agenda as recommended by the Finance Committee.
 - Approval of the Holy Cross Medical Arts Plaza Building Lease - Approved on Consent Agenda as recommended by the Finance Committee.
 - Audit Letter Approval – Approved on Consent Agenda as recommended by the Finance Committee.
- Compliance Education – (Informational) Approved on Consent Agenda.
- Quarterly Quality Reports - Approved on Consent Agenda.
- Quarterly Patient Care Div. Reports - Approved on Consent Agenda.

XII. **Election of Officers**

Chris Stagg explained the process for the election of officers. He also mentioned that the board officer seats are for a one year term. Chris presented the slate of officers for the board's consideration. He asked the board if there were any other nominations; none were presented.

Following review and discussion, motion was made and seconded to appoint Chris Stagg as Chairman. All were in favor and motion carried. Chris abstained from voting.

Following review and discussion, motion was made and seconded to appoint Geilan Ismail, MD as Vice-Chairwoman. All were in favor and motion carried.

Following review and discussion, motion was made and seconded to appoint Barbara Vondy as Treasurer. All were in favor and motion carried. Barbara abstained from voting.

Following review and discussion, motion was made and seconded to appoint Lucille Jaramillo-Gallegos as Secretary. All were in favor and motion carried. Lucille abstained from voting.

XIII. **Review of Board Committee Assignments**

Chris distributed copies of the Board Committee Assignments for the Board's review. He mentioned that he based the assignments on the members who responded regarding their specific committee preference. He asked that they send any changes to Lenora.

Chris reported that he and Bill have put together a list of exit interview questions to send to the retiring board members. He distributed copies to the board and asked that they review the questions and let Lenora if they have any questions.

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

- Recruitment Update.
- Opiate Summit took place on June 20th and had over 150 attendees. The second half of the Summit will take place on July 15th. The board was invited to attend.
- Pipe repair project update.
- Mill levy – Have had several meetings. Working on identifying partners and services. Discussed timing concerns for mill levy and the need for the board to be involved.
- Rural Maternity and Obstetrics Mgmt. Strategies Program (RMOMS) Grant – We have submitted the grant and will now have to wait for the award announcement.
- Management Action Plan (MAP) – This will be a regular board agenda item and we will be reporting on our progress.

XV. **QHR Report** – Michelle Mayes, SVP, QHR & Eric Jones, AVP, QHR (both via Teleconference)

- Eric reported on a new healthcare industry developments that occurred this week that will impact hospitals and all providers. Early this week President Trump signed an executive order designed to expand price transparency requirements. Hospitals and insurers will be required to provide patients with an understanding of an estimate on their out of pocket costs. This is still not fully understood by everyone since it is only a few days old. Eric and Bill will keep the board updated as they learn more about it.
- Service Line Financial Analysis - Eric reported that he has gotten a good start on the Service Line Analysis. By early next week they will be moving into the costing phase where they go thru patient by patient and charge by charge and assign a direct and indirect cost so they can see the true profitability. They are on track for a September report. Eric mentioned that the board will be hearing from Dan Hammon, QHR Strategic Consultant later in executive session.

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

- Highlighted all of the changes occurring within the medical staff leadership and the challenges in recruitment and retention.
- Encouraged Administration to appreciate the medical staff.
- Thanked his colleagues for their hard work in the community.

XVII. **Committee Reports**

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

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

- Approved Contracts/Agreements
 - 1st Amendment to Heather Marshall, MD's Physician Employment Agreement
 - Jeff Giddens, MD - ED Physician Employment Agreement
 - Holy Cross Medical Arts Plaza Building Lease
- Approved the Audit Engagement Letter with BKD.
- Presented a status report on the TruBridge Project.

b) **Board Education Committee Report – Western Regional Trustee Symposium**

Barbara and Trinidad presented an overview on the Western Regional Trustee Symposium they attended with Bill in Montana.

Board Evaluation – Lucille mentioned that only half of the board had responded to the Annual Board Self-Assessment. Since there was not a strong response, she suggested putting together a survey monkey and sending it to the board to get their input on desired training needs. A suggestion was made to make the board self-assessment more user friendly. The board education committee is also exploring board certification options.

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

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

XX. **Executive Session**

- a) A motion was made and seconded at 8:20 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 9:33 p.m. All were in favor and the motion carried.

XXI. **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:

Marshall, Heather MD, ED – Appointment in the Emergency Medicine Department.

Alexander, Lonnie, MD FP OB Locums – Appointment in the Perinatal Medicine Department.

Allen, Lindsey, DPM – Appointment in the Surgery & Anesthesia Department.

REAPPOINTMENTS:

Whitaker, John, MD, Radiology – Reappointment in the Pediatric & Adult Medicine Department.

Jalalzai, Waheed MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.

Peplinski, Scott MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.

Cavazos, Cristina MD, V-Rad – Reappointment in the Pediatric & Adult Medicine Department.

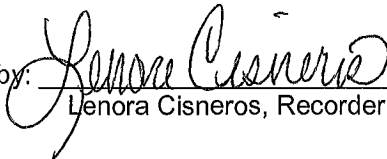
OTHER:

Status change for Dr. Claudia Bouvier, ED and Dr. Jon Moran, ED.

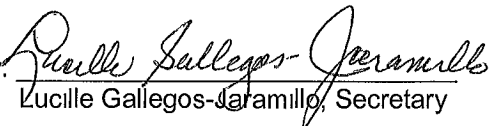
XXII. **Other Actions** – None.

XXIII. **Adjournment** - There being no further business, the meeting adjourned at 9:34 p.m.

Respectfully submitted by:


Lenora Cisneros, Recorder

Approved by:


Lucille Gallegos-Jaramillo, Secretary