

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS MEETING MINUTES
Hospital Board Room
July 31, 2019
6:00 p.m.

Present: Chris Stagg, Barbara Vondy, Tim Moore, M.D, John Foster, MD, Cindy Vest, Trinidad de Jesus Arguello, Sylvia Villarreal, MD, Menice Santistevan, Joaquin Gonzales, Geilan Ismail, MD, and Cisco Gonzales (via teleconference)

Members Absent: Lucille Gallegos-Jaramillo and Rey Garcia

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

Guests: Dwayne Smith, QHR President, Michelle Mayes, RVP, QHR, and Eric Jones, AVP, QHR

Citizens: Stephens Hall

- 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, July 31, 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 **Mission, Vision and Values**
Bill Patten reviewed the hospital's Mission statement He mentioned that he will be addressing his recommendation later on during his CEO Report
- 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 June 26, 2019 minutes as presented. All were in favor and the motion carried.
- VII **Public Comments** – None presented.
- VIII **Taos Orthopaedic Institute – Orthopaedic Sports Medicine Fellowship Annual Report, Program Lines of Supervisory Responsibility and Memorandum of Understanding Introduction of Orthopaedic Fellows – Jeb Reid, MD** - Tabled until next month.
- IX **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.
 - June 2019 Financial Statements – Approved on Consent Agenda as recommended by the Finance Committee
 - Approval of Capital Requests for July 2019 – Approved on Consent Agenda as recommended by the Finance Committee.
 - Approval of Contracts/Agreements:
 - Trish Fleet, MD – 1st Amendment to Physician Employment Agreement - Approved on Consent Agenda as recommended by the Finance Committee.

- Tze Yong, MD – Hospitalist PRN Agreement - Approved on Consent Agenda as recommended by the Finance Committee
- John Foster, MD - Hospitalist Medical Director Agreement - Approved on Consent Agenda as recommended by the Finance Committee Dr. Foster abstained from voting.
- Per Bjorkman, MD – ED PRN Agreement - Approved on Consent Agenda as recommended by the Finance Committee.
- Vladimir Spira, MD – Peds Locums Agreement – Approved on Consent Agenda as recommended by the Finance Committee.
- Draper Properties, LLC Lease – Approved on Consent Agenda as recommended by the Finance Committee.

- LifeWings Quality & Safety Council Report – Approved on Consent Agenda.
- Compliance Program Report – Approved on Consent Agenda
- Compliance Education – (Informational) Approved on Consent Agenda.
- Quarterly Marketing Report - Approved on Consent Agenda.
- Quarterly Ancillary Services Department Reports - Approved on Consent Agenda.

X. **QHR Report – Dwayne Smith, QHR President and Eric Jones**

Bill introduced Dwayne Smith, QHR President. Dwayne gave a brief summary on his background and opened the conversation to questions regarding Quorum He shared Quorum’s vision and financial health.

Eric Jones, AVP reported that the Service Line Analysis is still on track to be completed by the September board meeting

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

- Recruitment Update
- *Community Health Needs Assessment (CHNA)* – Bill asked the board if they were comfortable with the final CHNA Report executive summary. Following review and discussion, a motion was made and seconded to approve the Community Health Needs Assessment executive summary as presented All were in favor and motion carried. Bill thanked Sue Romansky for her leadership on the team
- *HR Director* - Leslie Hanson has been hired as the new Human Resources Director and will begin on August 26th. Bill commended Robert Motha and shared his appreciation for serving as Interim HR Director.
- Thanked Shea Brock for all the work he has done while serving as our Interim CFO.
- *Mission, Vision, and Values* - Bill mentioned that the leadership team had spent time talking about the hospital’s Mission, Vision, and Values at the recent Leadership Development Institute. He also stated that they would like to engage the employees and Medical Staff over the next six months in an effort to find out their thoughts on what we should be today, what we want to become in the future, and what the values will be that will help guide us.
- *Community Substance Abuse/Misuse Planning Efforts* – Bill mentioned that he believes that Holy Cross needs to provide the leadership that will help move these topics forward He is working with the planning team to find the best way to get our medical practitioners involved and to develop the educational campaign that will be necessary to help our community gain a more complete understanding of substance misuse.
- *Interior Design Project* - As part of our capital budget we are planning many flooring and painting projects. Before undertaking these projects, we want to develop a consistent interior color/finishing design QHR has provided 3 different resources that we are exploring and Bill has a couple of firms with whom he has worked that will also provide proposals
- *Mill Levy Outline* – Bill referred to the outline included in his report and wanted to make sure that the board is comfortable with the draft executive summary outline
- *Management Action Plan* – Bill reviewed the progress that has been made on our Management Action Plan (the nuts and bolts version of our Strategic Plan). He stated that a lot of work has been done and hopes that the board likes the tracking tool that they have developed to more clearly measure their progress. Bill also reported that they have been doing the prep work for the Patient Advisory Committee and hope to have the committee in place to begin meeting in early September.
- *Sleep Lab Project* – Jeff is working on a business plan and a pro forma to see if this would work at Holy Cross Hospital The goal is to have the planning completed by October.

- XII. **Chief of Staff Report – Tim Moore, MD** – Dr. Moore reported on the following:
- Reviewed his written report; refer to attached Medical Staff Report.
 - Dr. Marshall has taken on her new role as ED Medical Director.
 - Continue to work on eliminating the use of locums.
 - Welcomed the three new orthopedic fellows.
 - WHI has moved to their new location.
 - Striving to provide as many services to the community and hope that the community stands behind Holy Cross Hospital.

XIII. **Committee Reports**

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

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

- Approved the July Capital Requests
- Approved Contracts/Agreements
 - Trish Fleet, MD – 1st Amendment to Physician Employment Agreement
 - Tze Yong, MD – Hospitalist PRN Agreement
 - John Foster, MD - Hospitalist Medical Director Agreement
 - Per Bjorkman, MD – ED PRN Agreement
 - Vladimir Spira, MD – Pediatric Locums Agreement
 - Draper Properties, LLC Lease – Primary Care/Pediatric/WHI Clinics
- Reviewed the BKD Pre-Audit Letter
- Presented a status report on the TruBridge Project.

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

Chris Stagg reported on the following:

- Have a plan to address the IT concerns expressed by the Medical Staff.
- ED is addressing APC signing off on medical records.
- Passed the final DNV re-inspection.
- Dr. Selzer will be taking Dr. Foster's seat on the board.

XIV. **New Business**

- Approval of the 2018 Clinical and Non-Clinical Contract Services – Following review and discussion, a motion was made and seconded to approve the 2018 Clinical and Non-Clinical Contracted Services as presented by Administration. All were in favor and motion carried.

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

XVI. **Executive Session**

- a) A motion was made and seconded at 7:26 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 9:02 p.m. All were in favor and the motion carried.

XVII. **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:

Direct Radiology (Teleradiologists) Appointment in the Pediatric Adult Medicine Department.

- Asif Anwar MD
- Shameem Azizad MD

- Baharak Bagheri MD
- Daniel Baker MD
- Amitabha Banerjee MD
- Troy Belle MD
- John Boardman MD
- James Bulee DVM, DO
- Lawrence Bub MD
- Joanna Carlson MD
- Richard Carregal MD
- Courtney Carter MD
- Lillian Cavin MD
- Matthew Freeman MD
- Dhawal Goradia MD
- Laura Hotchkiss MD
- MiriamHulkower MD
- Perry Kaneriya MD
- Margaret Kang MD
- Farhad Keliddari MD
- Russell Kosik MD
- Benjamin Park MD
- William Phillips MD
- Asti Pilika MD
- Teppe Popovich MD
- Anjali Roy MD
- Faranak Shadri Tafazoli MD
- Shree Shah MD
- Frank Snyder MD
- Kimberly Taylor MD
- Todd Greenberg MD
- Kristen Grubb MD
- Morgan Haile MD
- James Haug DO
- Charles Westin MD
- William Woodard MD
- Yuming Yin MD

REAPPOINTMENT:

Castro, Christa, PAC, ED – Reappointment in the Emergency Medicine Department.

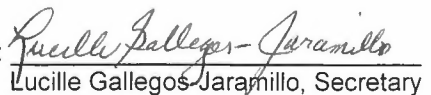
XVIII. **Other Actions** – None.

XIX. **Adjournment** - There being no further business, the meeting adjourned at 9:03 p.m.

Respectfully submitted by:


 Lenora Cisneros, Recorder

Approved by:


 Lucille Gallegos-Jaramillo, Secretary