

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

Present:, Trinidad de Jesus Arguello, Rey Garcia, Cisco Gonzales (via teleconference), Lucille Gallegos-Jaramillo, Geilan Ismail, MD, Tim Moore, M.D, Menice Santistevan, Peter Selzer, MD, Chris Stagg, Cindy Vest, Sylvia Villarreal, MD, and Barbara Vondy

Members Absent. Joaquin Gonzales

Administration: Renee Laughlin, Bill Patten, Sue Romansky

Guests: Eric Jones, AVP; QHR, Dayna Duran, Accounting Manager

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 p.m., Wednesday, October 30, 2019, by Chris Stagg, Chairman 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. Chris introduced the guests present.
- IV. **Mission, Vision and Values** - Chris Stagg reported that the Taos Ski Valley has been working on their mission, vision and values They have found this to be a very useful process and are now looking at working with their staff.
- V. **Declaration of Conflicts of Interest** – Bill Patten revealed that the parties involved in the Holy Cross Medical Arts and Plaza de Colores lease agreements were Dan Daigle, Dave Armijo, and James Perea. There were no conflicts of interest reported.
- VI. **Approval of Minutes** - Following review and discussion, a motion was made and seconded to approve the September 23, 2019 minutes as amended All were in favor and the motion carried.
- VII. **Public Comments** – Stephens Hall asked about more information on the Patient Advisory Committee. He mentioned that he knows of someone that might be interested in serving on the committee. Stephens agreed to send the contact information to Sue Romansky.
- VIII. **Taos Orthopaedic Institute – Orthopaedic Sports Medicine Fellowship Annual Report, Program Lines of Supervisory Responsibility and Memorandum of Understanding Introduction of Orthopaedic Fellows – Sean Marvil, MD** – The three orthopedic fellows were introduced and gave a brief summary about themselves. The new fellows are Peter Neff, MD , Daniel Jones, MD, and Donald Franklin, MD. Dr. Marvil reported that the fellows are doing a great job. The board welcomed the fellows!
- IX. **Finance Department Presentation – Dayna Duran, Accounting Manager**
Dayna Duran presented on the following
 - Introduced the Finance Team
 - Reviewed the functions of the department
 - Accounts Payable
 - Payroll

- Grant & Donation Accounting
- Financial Reporting
- Cross training of staff

The Board thanked Ms Duran for the great presentation.

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

Sue presented on the following:

- Reviewed the quarterly department reports and highlighted the following items.
 - Finance – Invoice correction
 - Finance/Materials Management – Materials Management Errors
 - Diabetes Clinic – Difference between average Pre to Post A1C & % of Foot Exams completed at 1st Visit
 - Lab – Average troponin TATS turnaround time and Patient recalls
 - Med Surg/ACU - Number of Falls & Pain Assessment Documentation.
 - Med-Surg – Customer satisfaction
- BeStarrs Awardees – Highlighted the First Steps team for their outstanding service.
- 2019 CAH Hospital Annual Evaluation – Following review and discussion, a motion was made and seconded to approve the 2019 CAH Hospital Annual Evaluation as presented. All were in favor and motion carried.

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

- September 2019 Financial Statements – Approved on Consent Agenda as recommended by the Finance Committee.
- Approval of the FY19 Final Financial Audit Report – Approved on Consent Agenda.
- Authorization for Bill Patten, CEO to sign the FY2019 Cost Report – Approved on the Consent Agenda
- Approval of Contracts/Agreements:
 - Taos Orthopedic Institute P.C. On Call Addendum - Approved on Consent Agenda.
- Compliance Education – (Informational) - Approved on Consent Agenda
- Quarterly Ancillary Services Reports - Approved on Consent Agenda.
- Holy Cross Medical Arts Building Lease (Suites -103, 203-205) – Approved on Consent Agenda
- Plaza de Colores Building Lease – Approved on Consent Agenda.
- Carol Kiesling, MD –OB/GYN Contract – Approved on Consent Agenda.

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

- Recruitment Update.
- Exploring cross training – looking at adding a Financial Analyst to help with data mining.
- Looking at converting the TPS Director position into two separate manager positions.
- Looking to hire the ROAM's Director and an Administrative Assistant
- Thanked the board for attending the Employee Service Awards
- Inter-facility Transfer RFP - Had a meeting with Brent Jaramillo, County Manager and Chris Medina, EMS Director re. inter-facility transfers and to review a draft RFP The County has approved the RFP and supports the hospital moving forward Hope to have this in place by January.
- Interior design project - Have selected Trisha Fong from e4h Environments for Health Architecture for the project
- Worker's Comp Safety Reimbursement – This year we will be receiving around \$115,000 in W/C rebates.
- Mill Levy – The hospital is scheduled to present to the County Commission on November 19th.
- Capital Appropriation – Bill met with Representative Bobby Gonzales regarding our appropriation request The hospital's list is around \$5.6M Once this has been filed we will have to lobby the Governor and will be asking for Board support.

- Safety Net Care Pool – The NMHA has made a preliminary submission to the state regarding the model that the Hospital Association is recommending. The state is close to having the design of that program completed. The way that it looks now through a mechanism called directed payments, and based on our Medicaid volume, there will be an additional payment per encounter that we would receive over and above the fee schedule. If all goes as planned, the hospital could see an annual improvement of just under \$300,000; we will know more by the end of this calendar year. The state will submit the plan to CMS for their approval before the end of December.
- PHO Update – Had their meeting last week. The doctors have not really thought through the impact of dissolving the PHO. The hospital stands ready to assist the PHO but does not see a role for the hospital in the ACO. It is Bill's sense that it may take over a year to unwind the PHO. Dr. Villarreal stated that the PHO has to exist especially for credentialing and contracts. The major issue is how to continue the physicians' support for the hospital.
- Town of Taos Board Liaison – Bill reported that he received communication from the Town of Taos that they have an interest in having Rick Bellas, City Manager, have a liaison position on the board similar to what we have with Taos County. Bill mentioned Mr. Bellas clearly has experience as it relates to healthcare. This was a request to communicate to the board. Bill is happy to take the board's message back to the Town. If this change was to occur, Bill's suggestion is to mirror the language we have on the bylaws related to the County Manager, but it would require a change in the bylaws. Bill recommended presenting the board with draft language and suggested that the board can schedule an interview with Mr. Bellas to get to know him.

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

- Ethics Point reporting system pertaining to physician issues
- Surgeon demands in the OR, conflict and disruption in the OR with surgeons and staff, long hours, and the need to support the staff
- Travelers in the OR and their skill sets and expectations.
- Reviewed solutions to the ongoing issues in the OR
- Unpredictable nature of medicine.
- Handling of trauma patients.
- Commended Dr. Selzer for his work on the Professional Standards Committee.

XIV. **Committee Reports**

a) **Finance Committee Report – Dayna Duran for Steve Rozenboom, CFO**

Dayna gave a recap of the Finance Committee meeting held earlier in the afternoon and reported on the September financials. She also reported on the following:

- Approval of the FY19 Final Financial Audit Report – Clean unmodified opinion.

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

Chris gave a brief summary on the October 16th Joint Conference Committee meeting. Discussion held on the following:

- Patient transfers.
- Treatment of trauma patients
- Recruitment update.
- Mill Levy update
- Overview of the September financials.
- Union Negotiations update.
- Pam presented an update on the ongoing clinical projects and education update

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

XVI. **New Business** – There was no new business presented.

- November/December Board Meeting date – The consensus of the board is to move forward with the December 11th date

XVII. **Executive Session**

- a) A motion was made and seconded at 7:20 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 8:18 p.m. All were in favor and the motion carried.

XVIII. **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.

INITIAL APPOINTMENTS:

- Pandya, Kaylesh DO – Appointment in the Pediatric & Adult Medicine Department.
- Harrison, Joy MD - Appointment in the Emergency Department.

REAPPOINTMENT:

- Gelfand, Karen MD – Reappointment in the Perinatal Department and Pediatric and Adult Medicine.

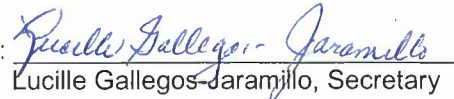
XIX. **Other Actions** – None.

XX. **Adjournment** - There being no further business, the meeting adjourned at 8:19 p.m.

Respectfully submitted by:


Lenora Cisneros, Recorder

Approved by:


Lucille Gallegos-Jaramillo, Secretary