

**TAOS HEALTH SYSTEMS, INC.**  
**BOARD OF DIRECTORS VIRTUAL MEETING MINUTES**  
**February 23, 2022**  
**2:00 p.m.**

**Present:** Cipry Jaramillo, MD, Lucille Gallegos-Jaramillo, Don Mooney, Paul Sands, Menice Santistevan, Peter Selzer, MD, Lynn Skall, Chris Stagg,

**Members Absent:** Christina Martinez, Trinidad de Jesus Arguello, and Eduardo Sampere

**Administration:** Bill Patten, Renee Laughlin, Connie Prewitt, Sue Romansky, and Cynthia Lewis

**Guests:** Eric Jones, QHR, and Ryan Nestrack, AVP, Strategy, QHR

- I. **Call to Order** - Holy Cross Hospital, a division of the Taos Health Systems, Inc., Board of Directors meeting was called to order at 2:00 p.m., Wednesday, February 23, 2022, by Chris Stagg, Chair. Attendance was recorded and a quorum was present.
- II. **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.
- III. **Declaration of Conflicts of Interest** - There were no conflicts of interest reported.
- IV. **Behavioral Health Study and Community Health Needs Assessment Update** - Ryan Nestrack, AVP, Strategy, QHR
  - A. *Behavioral Health Study Assessment Update*
    - Ryan presented a summary of the recent Behavioral Health (BH) Study assessment. He reported that the next steps involve using the opportunity around funding to really think about the size of the project, ability to use a separate BH provider number than Holy Cross, and final location of the project.
    - Ryan reported that the Behavioral Health Study indicated that there is a need in Taos County for 16 acute care beds and in the broader secondary service area, there is a need for 19 additional beds. Because HCH is a Critical Access hospital, we can only go after 10 additional beds under our critical access license. He related that the hospital might want to utilize GRT funding to get this program started. The hospital would also need to look at a separate license if we have more than 10 beds.
    - Bill mentioned that the original assumption when this project was started was that the unit would be within the current hospital. Once we received the Needs Assessment, it was clear that 10 beds was not going to meet the need. The question of having this service under a separate license is what Ryan is recommending to explore. As part of the Medical Office project, the question would be if that would be a better place to put the unit. It would have direct proximity to the hospital and ER and it would still allow good support services from the hospital. Bill mentioned that ideally we need build a unit that will have a 75-85% occupancy. As Ryan recommended, we need to take a step back and look at a larger project that does a better job at meeting the overall needs that the assessment has demonstrated for our community and those around us.
  - B. *Community Health Needs Assessment Update*
    - Ryan reported that the Community Health Needs Assessment just closed yesterday. There were around 500 respondents which was outstanding. Ryan commended Holy Cross for all their hard work in getting the word out. Ryan mentioned that the next steps are to summarize the data, complete community focus groups where we want some additional information/seek alignment around current programs we offer and to facilitate the April implementation session, concluding with a May Board presentation around the identified health needs and priorities for adoption.

- Ryan summarized the need to do the CHNA every three years. This is part of our not for profit status on the hospital IRS form 990 that is submitted annually. The next step in this process is to have a plan on how we are going to address the issues in the community.

V. **Approval of the January 26, 2022 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the January 26, 2022 THS Board Minutes as amended. Connie Prewitt clarified that the Donald Rumsfeld Foundation donation to Holy Cross Hospital was in the amount of \$25,000 and not \$20,000. All were in favor and the motion carried.

VI. **Acceptance of the Consent Agenda** – Following review and discussion, a motion was made and seconded to accept all the items listed under the Consent Agenda. All were in favor and the motion carried.

- Lifewings Quality & Safety Council Report – February 2022 – January S & Q Cards – Accepted on Consent Agenda as recommended by the Lifewings Quality & Safety Council Committee.
- Risk Management LWQS Q4 2021 January 2022 Report – Accepted on Consent Agenda as recommended by Administration.
- Compliance Program Update – Sept.-Nov. 2021 – Accepted on Consent Agenda as recommended by the Compliance Committee.
- Board Compliance Program Update - Dec.-Jan. 2022 – Accepted on Consent Agenda as recommended by the Compliance Committee.

VII. **Finance Report** – Connie Prewitt, Interim CFO

- January 2022 Financial Statements – Connie Prewitt, Interim CFO, presented the January 2022 financials for review and acceptance. (Refer to CFO's Narrative Report).
- Bill mentioned that he would like to discuss the need to spend some of our cash in upgrading the hospital building and spend it on staff.
- Sue reported that our increase in contracted services is due primarily to paying for Cardiology locums coverage and travelers.

Following review and discussion, a motion was made and seconded to accept the January 2022 financials as presented. All were in favor and the motion carried.

- Approval of Professional Services Agreement – Alan Mannheimer, MD (Peds Locums) – Following review and discussion, a motion was made and seconded to approve the Professional Services Agreement for Alan Mannheimer, MD as recommended by Administration. All were in favor and the motion carried. Bill stated that the contract has been reviewed by legal.
- Approval of the Medical Office Space Renewal – Holy Cross Medical Arts Plaza - Following review and discussion, a motion was made and seconded to approve the renewal of the Holy Cross Medical Arts Plaza Office Space as recommended by Administration. The lease will be for five years. All were in favor and the motion carried.

VIII. **CEO Report** – Bill Patten and Sue reported on the following:

1. Medical Staff Updates

- A. Cardiology – Sue reported that we have had a number of names that have come through from the recruiter. We continue to work hard to get the right individual hired. Sue may be reaching out to Dr. Albrecht to see if he is interested in a more permanent role. He was here for a week and was liked by everyone.

- B. FPOB – Had Dr. Ellen Ouelette here to interview last month and was well liked by everyone. She is an excellent candidate and Bill will be working on a contract to send to her. Sue also mentioned that they also have another candidate with whom they will be scheduling an interview.
  - C. Radiology – Sue presented an update on the Radiology Partners transition. They have gone live with the HL7 interface and things are going well. She has gotten good feedback from the ED staff and medical staff on the timeliness of reports. She is working on other issues with the Medical Director.
  - D. ED – Marti Miller, APC in the ER, has resigned. We will be recruiting to replace her.
2. Board
- A. The Nominating Committee will be meeting in early March for their first orientation meeting.
  - B. Chris reported that Eduardo Sampere has informed him that he will not be renewing his application for another term due to work commitments.
3. Leadership Recruitment
- A. Materials Management Director – Paul Scarcelli started this week. Bill thanked Jeff Schenck for serving in this role. Jeff will now be stepping out of that role and focusing on Imaging.
  - B. Case Management Manager – Patti Pittman is out on extended medical leave and we have brought in Syed Hussain as the Interim Case Management Manager; he will be assisting us in preparing for DNV.
4. Finance
- A. Bill reported that the Workforce Grant did not pan out. We tried five different grant writers and we were not able to find one that had the time to work with us. Bill mentioned that given the number of grants we expect to see over the next couple of years, Bill felt that it would be appropriate to hire our own grant writer. Bill wants to make sure the board does not have any concerns. The board was in agreement that the hospital should hire a grant writer.
5. Operations
- A. DNV Survey – We are expecting our annual DNV survey this April; it will probably be an on-site survey. We will be doing a mock survey including a life safety survey, to help us be better prepared for this important event.
  - B. COVID-19
    - a. The hospital continues to deal with very unpredictable supply chain issues
    - b. We continue having challenges getting traveling staff and the costs continue to be high. We got another set of nurses from FEMA via the state for a 4-week assignment.
    - c. While we have added COVID antigen tests to our testing arsenal, we were not able to make a bulk purchase that we could give to the community. Over-the-counter products of that type are either unavailable or far too expensive.
  - C. Staffing – We believe elements of our compensation package are behind the market, especially given the changes that have happened as a result of the pandemic. We are developing the following process:
    - a. We are creating a long-term strategy
      - i. We are in the process of purchasing two external salary surveys
      - ii. We will “age” the survey data to account for survey lag
      - iii. We will use this data to reset our pay scales
      - iv. We will then evaluate where employees should be using the new data
      - v. This process may well offset the need for the next rate increase, but will need to be negotiated with the union.
    - b. We are developing a mission-critical list of employees (front-line and leadership) and will use this list to develop specific recruitment strategies.
      - i. When are they retiring?

- ii. Do we have internal successors?
- iii. If not, can we train/develop internally?
- iv. Do we need to recruit externally?
  - Locally
  - Regionally
  - Domestically
  - Internationally

c. The “Fun Wednesday” events have been well received!

#### D. IT Topics

- a. We had the downtime to connect our new IT UPS on February 16<sup>th</sup>. There were a number of UPS errors that were not cleared and the electrical connection itself needs to be reconfigured. Based on input from the Medical Staff we are planning another middle of the night downtime on March 2<sup>nd</sup>.
- b. We used the February 16<sup>th</sup> downtime as an opportunity to evaluate our downtime procedures. Many departments made good progress with their procedures but several additional opportunities were identified that we will continue to refine.
- c. Burt and Bill attended the annual CPSI Client Advisory Council meeting. This was a great opportunity for them to be able to give their perspective (and that of our Medical Staff and other users) on the system. They also received updates on where the product is headed; some of the new product will be available later this year.

#### 6. Strategic Planning

- A. Bill recommended breaking down the planning projects into three separate phases.
  - Short range – rest of 2022
  - Mid-range – 2-23-2025
  - Long range – 2026 and beyond
- B. Even though the GRT option did not happen, we really need to start spending \$ on our physical plant. Examples include:
  - Remodel ICU
  - Remodel Med/Surg
  - Remodel L & D
  - Floors
  - Bathrooms
- C. Bill mentioned that he would like to do a planning session in late March/April. He suggested to have the strategic plan completed by the May board meeting so that any budgetary impacts can be included in the FY2023 budget.

#### IX. QHR Report – Eric Jones, QHR AVP – Eric reported on the following:

- 1. Strategic Planning – Eric shared some information that was shared at the AHA Rural Healthcare Leadership Conference. He presented the 10-year total forecast US healthcare investment needs by major asset categories. He related that our healthcare infrastructure is in critical need.
- 2. Board Leadership Webinar: Homework for the board – March 8<sup>th</sup> – Encouraged the board to join the webinar relating to the facility master planning, building updates and improvements and how it relates to Holy Cross Hospital. Eric will upload the webinar information to the board portal.

#### X. Medical Staff Recommendations – Cipry Jaramillo, MD

- Credentialing – A motion was made and seconded to accept the Medical Staff recommendations to the Board for privileges and memberships as listed below. All were in favor and the motion carried.

**INITIAL APPOINTMENTS:**

- **Albrecht, Carlos MD** (Cardiology Locums) - Appointment in the Surgery & Anesthesia Department and the Pediatric & Adult Medicine Department.
- **Martin, Angel MD** (Cardiology Locums) - Appointment in the Surgery & Anesthesia Department and the Pediatric & Adult Medicine Department.

**Radiology Partners On-Site and Teleradiology**

- **Dell, Lance MD**
- **Ghaleb, Melhem MD**
- **Kelly, Patrick MD**
- **Rimer, Ryan MD**

Appointment in the Pediatric and Adult Medicine Department.

**Radiology Partners Teleradiology**

- **Brown, Mark MD**
- **Geracimos, Ryan MD**
- **Giovannetti, Mark MD**
- **Huang, Charles MD**
- **Mehta, Snehal MD**
- **Muraki, Alan MD**
- **Parven, Steven MD**
- **Savit, Russ MD**

Appointment in the Pediatric and Adult Medicine Department.

**REAPPOINTMENTS:**

- **Brandt, Kimberly CRNA** – Requesting reappointment in the Surgery and Anesthesia Department.
  - **Kaufman, Michael MD** – Requesting reappointment in the Pediatric and Adult Medicine Department.
- Dr. Jaramillo shared the Medical Staff's frustration with the ongoing IT issues.

XI. **New Business** – Paul Sands shared that the Chamber of Commerce board would like to know what they can do to help Holy Cross Hospital. Chris mentioned that once the hospital has its Strategic Plan in place, we can let them know.

XII. **Old Business** – None presented.

XIII. **Executive Session**

- a) A motion was made and seconded at 3:14 p.m. to enter into Executive Session to discuss the Medical Staff credentialing and privileging recommendations, 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 3:47 p.m. All were in favor and the motion carried.

XIV. **Adjournment** - There being no further business, a motion was made and seconded to adjourn the meeting at 3:48 p.m. All were in favor and motion carried.

Respectfully submitted by:   
Lenora Cisneros, Recorder

Approved by:   
Menice Santistevan, Secretary