

**TAOS HEALTH SYSTEMS, INC.**  
**BOARD OF DIRECTORS VIRTUAL MEETING MINUTES**  
**March 30, 2022**  
**2:00 p.m.**

**Present:** Trinidad de Jesus Arguello, Cipry Jaramillo, MD, Lucille Gallegos-Jaramillo, Christina Martinez, Don Mooney, Paul Sands, Menice Santistevan, Peter Selzer, MD, Lynn Skall, Chris Stagg

**Members Absent:** Eduardo Sampere

**Administration:** Bill Patten, Connie Prewitt, Sue Romansky, Cynthia Lewis, Brittany Lamendola, and Dayna Duran

**Guests:** Eric Jones, QHR, AVP

- 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, March 30, 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. **Approval of the February 23, 2022 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the February 23, 2022 THS Board Minutes as presented. All were in favor and the motion carried.
- V. **Lifewings Quality & Safety Council Report** – Brittany Lamendola, VP of Quality reported on the following:
  - Lifewings Quality & Safety Council Report – March 2022 – February S & Q Card
    - Quality Report
      - Overall hospital rating score decreased to 81.99%.
      - Left without being seen in ER decreased to 2.10%.
      - Inpatient Readmission Rate decreased to 6.54%.
      - Patient Satisfaction: Communication w/Doctors declined to 81.90%.
      - Patient Satisfaction: Communication w/Nurses dropped to 66.70%.
      - Patient Satisfaction: Instructions for Care at Home declined to 56.40%.
      - Survey return rate:
        - Outpatient - 166
        - Inpatient – 15
        - ER – 46
        - Ambulatory Surgery – 41

Following review and discussion, motion was made and seconded to accept the Lifewings Quality & Safety Council Report as presented. All were in favor and the motion carried.

  - Quality Projects:
    - The Community Health Needs Assessment is ongoing right now and links have been posted on Facebook and the hospital website. The board was encouraged to ask members they know in the community to participate in the survey.
    - We are prepping for the upcoming DNV Survey as they could be here anytime.
- VI. **Acceptance of the Consent Agenda** – There were no items under the consent agenda.

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

- February 2022 Financial Statements – Connie Prewitt, Interim CFO, presented the February 2022 financials for review and acceptance. (Refer to CFO's Narrative Report).

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

- Approval of Physician Employment Agreement – Ellen Ouellette, MD (FP/OB) – Following review and discussion, a motion was made and seconded to approve the Physician Employment Agreement for Ellen Ouellette, MD as recommended by Administration. All were in favor and the motion carried. Bill reported that the contract has been reviewed by legal. She will begin working in October 2022.
- Fluoroscopy & CT Room Construction Project Update – Bill mentioned that this item is just an update as the board has already voted and approved the projects by e-mail. Bill reported that he received sufficient votes in favor of the proposed projects; only two board members did not submit votes. Bill thanked the board for their support on these much-needed projects. Lenora has a printout of the vote showing who voted and who did not so that the minutes will be accurate. The printout will be attached to the minutes.
- Review and approval of the Draft FY21 990 Report – Connie reviewed the key points on the 990 Report. Following review and discussion, a motion was made and seconded to approve the Draft FY21 990 Report. All were in favor and the motion carried.

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

1. Medical Staff Updates – Sue Romansky, VP of Physician Practices

- A. Doctors Day – Sue Romansky began by saying thank you to our Medical Staff. Today is National Doctor's Day. Sue expressed special thanks to Drs. Jaramillo and Selzer. She mentioned that HCH has a great medical staff and is very appreciative of all the work that they do every day.
- B. Cardiology – Sue reported that they continue to recruit for a Cardiologist. She and Bill interviewed Dr. Wolf, a retired Cardiologist who is very interested in working at HCH. He will be offered a three-month contract to see how he works out. If he is a good fit, HCH will make him an additional offer for a longer term.
- C. FPOB – Dr. Ouellette is very close to signing her contract. Sue mentioned that we have four other potential FBOB's interested. Sue will be scheduling interviews.
- D. Pediatrics – TCCY has asked for additional support. Bill is working on a contract for Dr. Amy Williams to provide some coverage for call and at the clinic.
- E. Surgeons – We have started interviewing some surgeons. With the change in the FP/OB model, we are not confident that all of our surgeons will want to stay with us and whether or not they will be willing to provide the needed back-up to our FP/OB's. We have two candidates on deck who will be interviewed by the end of April.
- F. Telepsych – Sue and Bill met with two telepsych companies today. They are hoping to bring in some telepsych services for our ED and our inpatients.
- G. APC – Erica Lucero, APC, will be joining HCH in approximately 30 days.

2. Board

- A. The Nominating Committee met on March 21<sup>st</sup> for their orientation meeting.

### 3. Leadership Recruitment

- A. Case Management Manager – Patti Pittman has returned from her FMLA leave and is on light duty working three days a week. Syed Hussain will continue as the Interim Case Management Manager until she is released to work full-time.
- B. Rob Stultz, Interim HR Director, has a big family event planned in late June early July. He is willing to come back, but there are concerns in having such a big gap while he is gone, so HCH is going to begin to recruit for a permanent HR Director.

### 4. Finance

- A. Bill reported that as part of our FY23 budget, he has asked Connie to analyze our ability to take on debt, both funded from our own cash reserves, but also our ability to issue bonds, etc.
- B. Bill reported that all HCMC employees received a “Thank you” payment. Bill gave the board an update on the incentive program for the departments having travelers. There were three different thresholds. For all employees that were not heavily impacted by travelers, they received a payment of \$300 and \$150 for part-time employees. They will get another payment at the end of April and again in May.

### 5. Operations

- A. The OR has emphasized the need to replace the ultrasound machine in the OR. This cost for this item is \$35,000 and has already been budgeted. Bill asked for approval to purchase the replacement ultrasound machine. Following review and discussion, a motion was made and seconded to approve the purchase as requested. All were in favor and motion carried. Bill reported that this purchase will come out of mill levy monies.
- B. Mock Survey Update – We had our Mock Survey on March 14<sup>th</sup> & 15<sup>th</sup> to help us be better prepared for our upcoming DNV Survey. The survey was conducted by Cheri Benander from HealthtechS3. Bill gave a brief update on the findings including a number of opportunities to improve including status of HR files, restraints documentation, and miscellaneous issues that were overlooked/delayed during the pandemic. Brittany is leading the response and working with the leadership team on their corrective action plans. We are expecting our annual onsite DNV survey sometime in April/May.
- C. COVID-19
  - a. We are not seeing much impact from Covid-19 patients.
  - b. We are still having some challenges getting traveling staff but the cost may have peaked. We are focusing a lot of energy on recruiting permanent staff.
  - c. The FDA has just authorized another booster shot for older people and certain immunocompromised individuals. The shots must be at least four months after the last dose.
- D. We continue our work updating our compensation package as a result of the pandemic and the overall tight labor market. The latest thank you/retention payments which included a special component for traveler heavy departments has been well received.

### E. IT Topics

- a. We have connected the new IT UPS and will need one more scheduled down-time to finalize the installation.
- b. We have had a number of unplanned down times; one of which we are recovering from right now. We have contracted with an outside vendor to provide expanded network support.
- c. We are upgrading our e-mail system to Office 365, which is a cloud-based software. The cost for the upgrade is \$45,000. Following review and discussion, a motion was made and seconded to approve the Office 365 Upgrade at the cost of \$45,000. All were in favor and motion carried.
- d. We could simplify our current software configuration by eliminating some systems. Examples include the Wellsoft ED module, the OBix OB module, the module used for wound

care, etc. Discussing options of this type should be part of our strategic planning process; the future of our IT systems.

6. Strategic Planning

- a. Still looking at planning a Strategic Planning Session with the Board.
- b. As part of the FY23 budget, we will proposing spending dollars on our physical plant. We will seek the input of the medical staff and front-line employees.
- c. Still looking at planning a Strategic Planning session with the Board
  - i. Remodel ICU
  - ii. Remodel Med/Surg
  - iii. Remodel L & D
  - iv. Floors
  - v. Bathrooms

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

1. Supply Chain Shared Service Center Update – Eric shared the savings to HCH. Overall (combined average) six month average is up to 82.1% from 78.3%.
2. The Board Leadership Webinar information is available on 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:**

- **Reed, Daniel DMP (Rio Grande Foot & Ankle)** – Appointment in the Surgery & Anesthesia Department
- **Manchanda, Monika MD (Teleneuro)** – Appointment in the Pediatric & Adult Medicine Department

**Radiology Partners On-Site and Teleradiology**

- Pretorius, Eugene MD
- Stears, Robert MD
- Warpinski, Amy DO

Appointment in the Pediatric and Adult Medicine Department.

**REAPPOINTMENTS:**

- **Bassett, Bertrand MD** – Reappointment in the Pediatric & Adult Medicine Department.
- **Parker, Veronica MD** – Reappointment in the Perinatal Department and the Pediatric and Adult Medicine Department.
- **Aragon, Sarah, CNP** - Reappointment in the Pediatric & Adult Medicine Department.

Dr. Jaramillo shared the frustration of the staff with the ongoing IT issues. She will discuss this issue further in executive session.


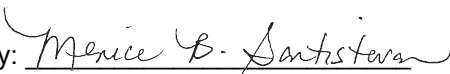
XI. **New Business** – None presented.

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

XIII. **Executive Session**

- a) A motion was made and seconded at 3:05 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 3:31p.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 3:33 p.m. All were in favor and motion carried.

Respectfully submitted by:  Approved by:   
Lenora Cisneros, Recorder Menice Santistevan, Secretary