

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS VIRTUAL MEETING MINUTES
May 25, 2022
2:00 p.m.

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

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

Administration: Bill Patten, Connie Prewitt, Cynthia Lewis, Sue Romansky, Renee Laughlin, 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, May 25, 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 April 27, 2022 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the April 27, 2022 THS Board Minutes as presented. All were in favor and the motion carried.
- V. **Approval of Consent Agenda**
 - Risk Management Report 1st Qtr. 2022
 - Board Compliance Program Update May 2022
 - Lifewings Quality & Safety Council Report – May 2022Following review and discussion, motion was made and seconded to approve the Consent Agenda as presented. All were in favor and the motion carried.
- VI. **Finance Report** – Connie Prewitt, Interim CFO
 - April 2022 Financial Statements – Connie Prewitt, Interim CFO, presented the April 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 April 2022 financials as presented. All were in favor and the motion carried.
 - Approval of Professional Services Agreement – Yahel Weinstein, MD (Peds Locums) – Following review and discussion, a motion was made and seconded to approve the Professional Services Agreement for Yahel Weinstein, MD as recommended by Administration. All were in favor and the motion carried. Bill reported that the contract has been reviewed by legal.
 - Approval of Professional Services Agreement – Richard Wolf, MD (Cardiology) – Following review and discussion, a motion was made and seconded to approve the Professional Services Agreement for Steven Wolf, MD as recommended by Administration. All were in favor and the motion carried. Bill reported that the contract has been reviewed by legal.

- Approval of Physician Employment Agreement Steven Slikkers, MD (Surgeon) – Following review and discussion, a motion was made and seconded to approve the Physician Employment Agreement for Steven Slikkers, MD as recommended by Administration. All were in favor and the motion carried. Bill reported that the contract has been reviewed by legal.
- Approval of Employment Agreement – Kyia Mountain, CNP (Cardiology) – Following review and discussion, a motion was made and seconded to approve the Physician Locums Agreement for Kyia Mountain, CNP as recommended by Administration. All were in favor and the motion carried. Bill reported that the contract has been reviewed by legal.
- Budget 2023 Key Assumptions – Connie reviewed the FY23 Budget assumptions. She reported that she will be bringing the budget back for the board's approval next month.

VII. **CEO Report** – Bill Patten reported on the following:

1. Medical Staff Updates – Sue Romansky, COO, VP of Physician Practices
 - A. Cardiology – Sue reported that she is very pleased with the movement in Cardiology. We have signed an independent contract with Dr. DeBauche. He will be providing EKS readings via remote for HCH.
 - B. Hospitalist – Dr. Bassat has signed her contract and will begin in August.
 - C. Cardiopulmonary Medical Director – Dr. Foster has signed an agreement to continue as the Cardiopulmonary Medical Director.
 - D. ED – Waiting to hear back from Dr. McDonald, who will be helping us out in the ED.
 - E. Peds – Dr. Parker is taking a 4-month leave of absence. We have two Pediatricians who will be available to provide a bit of coverage. We have made an offer to Marie Sanchez, NP to assist in the Peds Clinic.
 - F. Surgeons – Dr. Slikkers has accepted our offer. He is scheduled to start on September 2022.
2. Finance
 - A. Bill reported that he really appreciated the FY23 Budget assumption report that Connie presented to the board.
 - B. We just renewed our Commercial/Property insurance. We had a 5% increase this year.
3. Operations
 - A. Bill gave the board an update on the CT and Fluoroscopy projects. Bill reported that they are working on identifying who is responsible for the \$70,000 overage on the CT project. Bill requested the board for approval of an additional \$100,000 for the CT Scan project. Following review and discussion, a motion was made and seconded to approve the additional \$100,000 expense as recommended by Administration. All were in favor and motion carried. Bill mentioned that mil levy monies will be used for this additional overage. The new CT will not be ready until around November.
 - B. DNV Update – Bill reported that our deficiencies were 10 instead of 12. Bill presented the findings to the board. Brittany is working with the Leadership team on their corrective plans. DNV will be back within 60 days to review our corrective plans.
 - C. COVID-19 - We are starting to see an uptick on positives especially amongst employees.
 - D. Jeff has accepted a COO position in Nebraska. His last day is this Friday.
 - E. The last retention payment for employees will be distributed this Friday.

F. Compensation Project - Continue to work on the Compensation project. Bill reviewed the steps on how the project will work. They hope to get this project done by August. An education session will be scheduled with the Union.

G. Continue to recruit for a permanent HR Director. Bill is working with Rob Shultz, Interim HR Director on screening candidates. The goal is to have an HR Director hired in the next few months.

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

1. CEO Recruitment Efforts – QHR was able to finalize the CEO job description and has posted it on the board portal. The posting for the CEO position is live and on Linked in. Eric will putting together a summary of the applicants and will be presenting it to the CEO Search Committee for their review. Eric mentioned that they will be posting the position locally in the Taos News and in the NM Hospital Association site.

2. Risk Assessment – This project should be closing in a week.

IX. **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:

- **Webb, Rebecca, MD (Pediatrician)** - Appointment in the Perinatal and Pediatric & Adult Medicine Departments.

REAPPOINTMENTS:

- **Brandon, Lorin, Podiatrist** – Reappointment in the Surgery and Anesthesia Department.

X. **Old Business** - None presented.

XI. **New Business** –

- Nominating Committee Recommendations for Slate of Board of Trustees – Peter Selzer, MD presented the following recommendations from the Nominating Committee:

Following review and discussion, a motion was made and seconded to appoint Carl Gilmore for a four-year term. All were in favor and motion carried.

Following review and discussion, a motion was made and seconded to appoint Xahra Gilbert for a one-year term. All were in favor and motion carried.

Following review and discussion, a motion was made and seconded to re-appoint Trinidad de Jesus Arguello for a four-year term. All were in favor and motion carried.

Following review and discussion, a motion was made and seconded to re-appoint Don Mooney for a four-year term. All were in favor and motion carried. Mr. Mooney abstained from voting.

- Approval of the Annual Clinical and Non-Clinical Contract Evaluations – Following review and discussion, a motion was made and seconded to table the approval of the Annual Clinical and Non-Clinical Contract evaluations until the June 2022 board meeting in order to allow the Medical Executive Committee to review the evaluations. All were in favor and the motion carried.
- Chris mentioned that he has served as Board Chair on the board for the past 10 years and would like to see the board members consider serving as an officer on the board. Chris will work with Lenora to put together a voting tool in place so the board can vote anonymously.

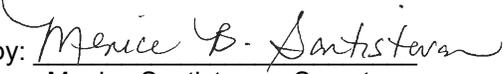
- Dr. Jaramillo mentioned that she would like to see the monthly board meetings go back to live meetings and move the time back to 5:00 p.m. in order to allow physicians who may want to attend the opportunity after they get out of work.

XII. **Executive Session**

- a) A motion was made and seconded at 3:30 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 4:04 p.m. All were in favor and the motion carried.

XIII. **Adjournment** - There being no further business, a motion was made and seconded to adjourn the meeting at 4:06 p.m. All were in favor and motion carried.

Respectfully submitted by: 
Lenora Cisneros, Recorder

Approved by: 
Menice Santistevan, Secretary