

TAOS HEALTH SYSTEMS, INC.
ANNUAL BOARD OF DIRECTORS VIRTUAL MEETING MINUTES
August 31, 2022
2:00 p.m.

Present: Lucille Gallegos, Xahra Gilbert, Carl Gilmore, Cipry Jaramillo, MD, Christina Martinez, Paul Sands, Menice Santistevan, Peter Selzer, MD, Lynn Skall and Chris Stagg

Members Absent: Don Mooney and Trinidad de Jesus Arguello,

Administration: Bill Patten, James Kiser, Connie Prewitt, Brittany Lamendola, Cynthia Lewis, Sue Romansky, Renee Laughlin, Dayna Duran

Guests: Eric Jones, QHR, AVP, Geoffrey Plant, Taos News, Darlene Vigil, Bob Romero, Lucas Schrieber, MD, Sari Peterson, Tim Moore, MD, Clayton Puney, Isabel Depay, Stephanie Decker, Ryan Murphy, MD, Shawna Collins, Dennis Salazar, Kimberly Salazar, George Weis, Iva Garrettova, Dan Guttmann, MD., Debra Phillips, Jan Enright, RoseAnn Casteini, Philip Bareiss, Ruth Clothier, and Daniel Clothier

- 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, August 31, 2022, by Paul Sands, 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 amended to move the "Leadership Risk Based Compensation" from the Finance Report into executive session. All were in favor and the motion carried.
- III. **Public Comments** – Mr. Sands welcomed the guests present and mentioned that anyone planning to speak would be limited to three minutes per person. He also mentioned that the total time allotted for the open comments section would be 30 minutes. Mr. Sands clarified that the board is standing firm on their decision regarding Dr. William Dougherty. Several members of the Holy Cross Hospital OR Department, Medical Staff, and community shared their support and concerns regarding the termination of William Dougherty, MD's employment with Holy Cross Hospital. Mr. Sands thanked the guests in attendance.
- IV. **Declaration of Conflicts of Interest** - There were no conflicts of interest reported.
- V. **Approval of the July 27, 2022 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the July 27, 2022 THS Board Minutes as presented. All were in favor and the motion carried.
- VI. **Lifewings Quality & Safety Council Report** – Brittany Lamendola, VP of Quality reported on the following:

- Lifewings Quality & Safety Council Report – August 2022 – July S & Q Card

Quality Report

- Overall hospital rating score stayed steady at 78.72%.
- Left without being seen in ER decreased to 2.40%.
- Inpatient Readmission Rate decreased to 3.81%.
- Patient Satisfaction: Communication w/Doctors increased to 81%.
- Patient Satisfaction: Communication w/Nurses stayed steady at 71.40%.
- Patient Satisfaction: Instructions for Care at Home increased to 61.50%.
- Survey return numbers:
 - Outpatient – 161
 - Inpatient – 14

- ER – 65
- Ambulatory Surgery – 35

Brittany presented a report detailing the patient transfer data comparison from 2019 to current. The report showed a large decline in ground transfers and an increase in air patient transfers. Discussion was held regarding the need to look at other options for ground patient transport. Further discussion to be held under new business.

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.

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

- July 2022 Financial Statements – Connie Prewitt, Interim CFO, presented the July 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 July 2022 financials as presented. All were in favor and the motion carried.

- Approval of Physician Employment Agreement for Rachel Engle, MD, (FP/OB) – Following review and discussion, a motion was made and seconded to approve the Physician Employment Agreement for Rachel Engle, MD as recommended by Administration. All were in favor and the motion carried. Bill reported that the contract has been reviewed and approved by legal.
- Approval of Professional Services Agreement for Masina Wright, D.O., (Hospitalist Locums) – Following review and discussion, a motion was made and seconded to approve the Professional Services Agreement for Masina Wright, D.O., as recommended by Administration. All were in favor and the motion carried. Bill reported that the contract has been reviewed and approved by legal.
- Taos Professional Building Lease – Bill presented a proposed lease extension for the Taos Professional Building lease for review and discussion. Following review and discussion, a motion was made and seconded to approve the Taos Professional Building Lease as recommended by Administration. All were in favor and the motion carried.

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

1. Medical Staff Updates – Sue Romansky, COO, VP of Physician Practices
 - A. Cardiology – Continue to search for a permanent Cardiologist as Dr. Wolf may not be a good fit. We will have two locums covering in September. Kyia Mountain, CNP for Cardiology is scheduled to start on October 3rd.
 - B. Hospitalist – Dr. Carla Bassat, Hospitalist locums started on August 6th.
 - C. Pediatrics – Maria Sanchez, NP is scheduled to start in October. Dr. Parker will be coming back to work sometime in October. Drs. Weinstein and Williams, Locums Pediatricians, joined the TCCY Clinic this month. We also have Dr. Synstegard, (locums) starting in late September
 - D. OB/GYN – Sue is working with Dr. Casey Smith who will be graduating next summer. Sue is working on locking her down.
 - E. FP/OB – Dr. Ouellette is scheduled to start in October.
 - F. Surgery – Dr. Chow has agreed to assist us in providing coverage until Dr. Slikkers begins in mid-September.

2. Finance – Bill Patten reported on the following:

A. Imaging Project Updates

- a. We went live with the new Fluoroscopy room on July 26th. The technical application specialist for this system will return at the end of October for further training.
- b. Installation of the new CT room – We are going to keep our current CT in place and put the new one across the hall. The cost of the project is over \$70,000 more which the board has already approved. We are still trying to resolve a conflict with Phillips regarding the additional costs related to the CT room construction. Until that issue is resolved, the project cannot move forward.

3. Operations

A. COVID-19

- a. We are seeing a similar number of positives in the ED and IP, but the number of positive staff members has declined.
- b. In the first step toward the national rollout of omicron-updated COVID-19 vaccines, earlier today the FDA [authorized](#) Pfizer's and Moderna's candidates for emergency use. The CDC will meet for the next two days, and pending that agency's OK, the boosters could be ready [after Labor Day weekend](#).
- c. Pfizer's candidate, which showed a [9.1-times better](#) response than its predecessor, is authorized for people 12 and older. Moderna's new booster, which is [nearly twice as effective](#) as its original formula, is authorized for adults 19 and older.

- B. We are still working to complete a compensation analysis that we plan to have completed very soon. We have faced numerous staffing issues within the HR Department, which have artificially delayed the project.
- C. Chris Greenley, our newest Interim HR Director, has started and we are grateful for his service. Rob Stultz continues to provide a limited amount of remote support for the department.
- D. New Sick Leave Legislation – We are close to completing the negotiations for a new MOU with the 1199NM related to this new law. Due to the requirements of the Bill (it was actually two different bills that were merged on the house floor at the last minute, without some of the conflicts being resolved), we are creating a new sick leave benefit and are reducing the paid leave time benefit. Our counsel has developed the accompanying MOU; we have given the union an outline of that document and will share the entire document when they are ready. Bill will be presenting elements of the plan during executive session and will ask for approval of the plan in regular session at the end of the meeting.
- E. Change in September Board Meeting Date – Due to the Annual NM Hospital Association Meeting in late September, Bill proposed to change the Board Meeting date. The consensus of the board was to move the board meeting date to Monday, September 26, 2022.

4. CEO Transition

- A. James and Bill have had a good transition over the past 3 weeks. Bill will continue to be a resource to him as James sees fit. Bill mentioned that he will be out for the next week and will be back for his final week, the 12th to the 16th. James will be back to begin his fulltime role beginning the 19th.
- B. Bill thanked the Board, the Leadership Team, the Medical Staff, and the employees of Holy Cross Medical Center. He stated it has been an honor and a privilege to serve this organization for the past 6.5 years!

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

A. Presented the monthly Operations Support Updates

- CPO/Health Trust Purchasing Compliance – Trended Scorecard Report for period ending 5/31/22.
- Reminded the board about the Board Leadership webinars coming up on September 13th.
- Save the Date: The Board Leadership 2023 is scheduled for March 7-9, 2023.
- Reported on the CEO recruitment efforts.

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:

- **Dukes, Chase MD Ortho Fellow** - Appointment in the Surgery and Anesthesia Department.
- **Meyer, Benjamin DO Ortho Fellow** - Appointment in the Surgery and Anesthesia Department.
- **Richardson, David MD Ortho Fellow** - Appointment in the Surgery and Anesthesia Department.

Locum Privileges:

- **Church, David MD Cardiology** - Appointment in the Pediatric and Adult Medicine Department.

Radiology Partners Teleradiology:

- Evans, Michael, MD
- Greenspan, Stacy Lynn, DO
- Heinlen, Stephanie, MD

REAPPOINTMENTS:

- **Nesh, Kevin MD**— Requesting Reappointment in the Pediatric and Adult Medicine Department, Affiliate Status.
- **Hannah, Naomi CNM**— Requesting Reappointment in the Perinatal Department, Active Status.
- **Janowak, Elise DPM** — Requesting Reappointment in the Surgery and Anesthesia Department, Affiliate Status.

XI. **Old Business** - No old business was presented.

XII. **New Business**

Patient Transfers – Discussion was held regarding the big impact patient transfers is having in the community. A big concern is the cost effectiveness to the patient when they are flown out. Psych patients are currently being transferred by our local police agency due to no ground transport availability.

Carl Gilmore gave a brief summary about his background with EMS. He mentioned the biggest concerns are problems with funding, issues with psych patients being transferred by EMS to Las Vegas and then being refused by them. Other issues mentioned are were not having a barrier between psych patients and the EMS crew, the cost of equipment and it taking two years to get a rig. The consensus

of the board is to open a dialog with the County and address pay and how they can attract more personnel.

Bill suggested doing a financial modeling/Critical Access Hospital financial analysis to see how much money is actually being left on the table. We also need to look at opportunity cost of 1) holding patient in ER, 2) holding patient in the house, and 3) burnout of staff. Another suggestion mentioned is to have the CEO schedule an offline meeting with Ms. Vigil and the board.


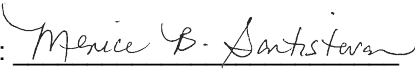
XIII. **Executive Session**

a) A motion was made and seconded at 3:55 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 5:15 p.m. All were in favor and the motion carried.

Leadership Risk Based Compensation – Following review and discussion, a motion was made and seconded to approve the Leadership Risk Based Compensation program as recommended by Administration. 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 5:18 p.m. All were in favor and motion carried.

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