

TAOS HEALTH SYSTEMS, INC.
ANNUAL BOARD OF DIRECTORS VIRTUAL MEETING MINUTES
October 26, 2022
2:00 p.m.

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

Members Absent:

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

Guests: Eric Jones, QHR, AVP, James Mann, CliftonLarson Accounting

- 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, October 26, 2022, by Paul Sands, Board 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. **Public Comments** – There were no public comments presented. Cristina Martinez reported that the Auxiliary will be having their Fall Craft Fair on November 2nd next to the Enchanted Cup Café. The Auxiliary will also be having their annual bake sale on December 7th at same location.
- IV. **Declaration of Conflicts of Interest** - There were no conflicts of interest reported.
- V. **Approval of the September 26, 2022 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the September 26, 2022 THS Board Minutes as presented. All were in favor and the motion carried.
- VI. **Approval of the FY22 Audited Financial Statements Draft** - Mr. James Mann presented the May 31, 2022 draft financial audit and reviewed the audit results and report to the board. James also reviewed the audit and management letter, executive summary, and comparative data used. He stated that the audit overall was very good and they plan to issue an unmodified clean opinion. There were no material weaknesses reported. Following review and discussion, a motion was made to approve the audit as presented. All were in favor and motion carried.
- VII. **Approval of the FY22 Cost Report Draft** – Mr. Mann gave a brief summary on the FY22 Cost Report. He mentioned it is showing a payable. Following review and discussion, a motion was made and seconded to approve the FY22 Cost report and authorize Administration to sign and file the Cost Report. All were in favor, and motion carried.
- VIII. **Finance Report** – Connie Prewitt, Interim CFO
 - September 2022 Financial Statements – Connie Prewitt, Interim CFO, presented the September 2022 financials for review and acceptance. (Refer to CFO’s Narrative Report).

Connie reported that they will be working on making improvements on our contractuals.

Chris recommended HCH promoting and heightening awareness of our state of the art Mammography Unit in the community to try to increase our volumes. Sue mentioned that she will be working with our Marketing Department. Chris also mentioned that we might need to look at adjusting the budget to make it more realistic.

Connie reviewed the Bad Debt & Charity Report. She also reported that we will be launching the annual Bad Debt Charity program in the community.

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

- Approval of Physician Professional Services Agreement – Samuel Decker, MD (ED) – Sue Romansky, presented the Professional Services Agreement for Samuel Decker, MD for review and approval. Following review and discussion, a motion was made and seconded to approve the agreement as presented by Administration. The agreement has gone to legal for review. All were in favor and the motion carried.
- Approval of Physician Employment Agreement – Veronica Parker, MD (PEDS) – Sue Romansky, presented the Physician Employment Agreement for Veronica Parker, MD for review and approval. Following review and discussion, a motion was made and seconded to approve the agreement as presented by Administration. The agreement has gone to legal for review. All were in favor and the motion carried.
- Approval of Physician Employment Agreement – Rick Converse, MD (Cardiology) – Sue Romansky, presented the Physician Employment Agreement for Rick Converse, MD for review and approval. Following review and discussion, a motion was made and seconded to approve the agreement as presented by Administration. The agreement has gone to legal for review. All were in favor and the motion carried.
- Approval of Addendum to Physician Employment Agreement – Tze Yong, MD – Sue Romansky, presented the addendum to Physician Employment Agreement for Tze Yong, MD for review and approval. Following review and discussion, a motion was made and seconded to approve the Addendum as presented by Administration. The agreement has gone to legal for review. All were in favor and the motion carried.
- Approval of Physician Employment Agreement – Casey Smith, MD (OB/GYN) – Sue Romansky, presented the Physician Employment Agreement for Casey Smith, MD for review and approval. Following review and discussion, a motion was made and seconded to approve the agreement as presented by Administration. The agreement has gone to legal for review. All were in favor and the motion carried.

IX. **Lifewings Quality & Safety Council Report** – Brittany Lamendola, VP of Quality reported on the following:

- Lifewings Quality & Safety Council Report – October 2022 – September S & Q Card

Quality Report

- Overall hospital rating score decreased to 77.90%.
- Left without being seen in ER increased slightly to 3.20%.
- Inpatient Readmission Rate decreased to 3.00%.
- Patient Satisfaction: Communication w/Doctors decreased to 66.70%.
- Patient Satisfaction: Communication w/Nurses stayed decreased to 75.60%.
- Patient Satisfaction: Instructions for Care at Home remained the same at 92.30%.
- Survey return numbers:
 - Outpatient – 212
 - Inpatient – 14
 - ER – 52
 - Ambulatory Surgery – 49
- Patient Transfers – Brittany reported that law enforcement did not transfer anyone other than to the airport in September. EMS is looking at going for a GRT. James mentioned that he and had met with the county EMS ???? Chris mentioned that the EMS funding will

likely be going to the legislature this year. Another thing to look at with EMS transfers is their scheduled hours.

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.

- Approval of the FY22 Annual CAH Review – Brittany informed that the CAH Annual Summary is included in the board packet. She mentioned that each department provides information on their Lifewings, financials, departmental need such as space and equipment, and staffing. Brittany mentioned that the board will need to approve it and due to its large content of information, this can be approved next month. Following review and discussion, a motion was made and seconded to table this item until the December board meeting. All were in favor and motion carried.
- Brittany reported that our DNV Objective evidence from their findings was due October 18th and has been accepted by DNV. We will now need to follow through with our corrective action plans and objectives.

X. **CEO Report** – James Kiser reported on the following:

A. Operations

1. James reported that he had spoken to CCI today. He will be meeting with the CCI Anesthesia group in November to discuss several operational topics along with their request for more money due to the increase in surgeries. We will be pulling the data to see if in fact there has been an increase.
2. James will be working with our leadership team on ways to capture lost revenues. We are hearing things of opportunities.
3. Electronic Health Record – Renee and James were on the phone with Evident. There are lot of things that we were not holding too. We are looking at opportunities for improvement. Renee gave a brief update in the IT Dept. She stated that we are looking at staffing and processes.
4. Partnering Project – Waiting to hear back from Christus St. Vincents for another site visit sometime in November. James is working with legal on an RFI. James to get the RFI outline out to the board once he updates it.
5. Cost of contract labor - James mentioned that the whole industry is dependent on contract labor. He mentioned that our Interim HR Director is looking at the idea of setting up our own Traveler Agency. He would like to run a proforma and bring it to the board. James mentioned that one of the big setback is the housing issues. He encouraged the board to attend the Town meeting this evening as they will be discussing housing issues.
6. Meeting with the Union on November 4th to discuss the ongoing Compensation program. The plan is that the increases will be coming out on the November 12th paycheck.
7. Strengthening Community Relations – James has met with several community leaders in attempts to strengthen the hospital's relationships. The work session is tentatively scheduled for November 16th at 2:00 p.m. James stated that they discussed transparency and the need for the hospital to re-look at having a county or town representative on the board.
8. Discussion was held regarding the importance of doing some type of press release informing our community what the hospital has done with the mill levy monies. James will reach out to our Marketing folks to get this release done.
9. James mentioned that we may have to re-look at our lease agreement with the County.
10. James proposed having the November/December Board meeting on December 7th or the 14th. The consensus of the board is to have the meeting on December 7th.

B. Medical Staff Report – Sue Romansky, VP of Physician Practices

1. Sue recognized our medical staff for all their hard work and dedication. She also commended Dr. Darnell for all his efforts the ED last weekend. She also applauded Dr. Slikkers for helping out.
2. FP/OB – Dr. Ouellette started this month and is off to a great start. She is seeing 14-16 patient per day. She is working one day per week at TCCY.
3. TCCY – Marie Sanchez, NP started at the TCCY Clinic on September 19th and is working out well.
4. Cardiology- Kyia Mountain, NP started in September. She is training to come up to speed to assist our current Cardiologist Dr. Sandoval. Dr. Sandoval is a very valuable locums with a many years of experience and has been providing some great feedback on ways we can optimize our processes and improve on collections at the clinic. Sue is hoping to hear back from Dr. Converse, Cardiologist, this week.
5. Surgery – Dr. Flanagan is no longer with HCH. Sue is working on recruiting a new surgeon. She is looking at Dr. Dumont and Paul recommended acknowledging out medical staff in the tradegy over the weekend.
6. Primary Care – HCH establishing in the community, will help significantly to take care of our community. Sue reported that QHR is assisting us on developing a Medical Staff Development Plan. Dr. Jaramillo shared her concerns relating to the lack of primary care in the community. The waiting period to get in to see a primary care provider is three to six months.
7. Surgery – Sue reported that she has several interviews scheduled with a few potential surgeons. Dr. Brown is scheduled to come for an onsite interview in early November. Dr. Dumont will be coming to do some locums and is interested in a permanent position.

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

- a. Eric reported that they will have a QHR consultant available to provide support in the Case Management Department. The plan is to have them come and so an assessment sometime in December.
- b. Outmigration Analysis – QHR has loaded the data for all of Taos County for the past seven years. The data is separated by specific service and sub service lines. Eric would like to review this data over the next 3 to 4 months.
- c. QHR Leadership Meeting March 7 & 8th in Arizona. He encouraged the board members to sign up.

XII. **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.

Locums:

- Synstegard, Chrys Ann MD – Locum Pediatrician
- Fuseini, Mahamadu MD – Locum Cardiologist
- Sandoval, Anthony MD – Locum Cardiologist
- Lujan, Nicolette MD – Locum Pediatrician
- Lynn, Christopher CRNA – Locum CRNA
- Bergen, Marcus CRNA – Locum CRNA

INITIAL APPOINTMENTS:

- **Sanchez, Marie CNP (Pediatrics)** – Appointment in the Perinatal Department.

- **Mountain, Kyia, CNP (Cardiology)** - Appointment in the Pediatrics and Adult Medicine Department.
- **Slikkers, Steven MD** - Appointment in the Surgery and Anesthesia Department.

Radiology Partners Teleradiology:

- Gupta, Nidhi MD
- Pourjabbar, Sarvenaz MD
- Schoettle, Byron DO
- Techeria, Aemon MD

REAPPOINTMENTS:

- **Weiss, Steven MD** – Reappointment in the Emergency Medicine Department.
- **Almaraz, Karla MD** – Reappointment in the Pediatric and Adult Medicine Department.
- **Bowers, Christian MD** – Reappointment in the Pediatric and Adult Medicine Department.

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

XIV. **New Business** - No new business was presented.

XV. **Executive Session**

- A motion was made and seconded at 3:12 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.
- A motion was made and seconded to reconvene into open session at 4:48 p.m. All were in favor and the motion carried.

XVI. **Adjournment** - There being no further business, a motion was made and seconded to adjourn the meeting at 4:50 p.m. All were in favor and motion carried.

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