

TAOS HEALTH SYSTEMS, INC.
ANNUAL BOARD OF DIRECTORS VIRTUAL MEETING MINUTES
December 7, 2022
2:00 p.m.

Present: Trinidad de Jesus Arguello, 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: Lucille Gallegos

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

Guests: Eric Jones, QHR, AVP, Myra, 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, December 7, 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 amended to accommodate for two Executive Sessions due to Dr. Jaramillo traveling and wants to participate in the Executive Session related to physician credentialing. All were in favor and the motion carried.
- III. **Public Comments** – No public comments were presented.
- IV. **Declaration of Conflicts of Interest** - There were no conflicts of interest reported.
- V. **Approval of the October 26, 2022 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the October 26, 2022 THS Board Minutes as presented. All were in favor and the motion carried.
- VI. **Approval of the Consent Agenda** –
 - Risk Management Q3 2022 Report
 - 2022 Board Compliance Program Update – August – October 2022

Following review and discussion, a motion was made and seconded to approve the Consent Agenda as presented. All were in favor and motion carried.

- VII. **Lifewings Quality & Safety Council Report** – Brittany Lamendola, VP of Quality reported on the following:
 - Lifewings Quality & Safety Council Report – October & November 2022 – October S & Q Card
 - Quality Report
 - Overall hospital rating score was 79.88% for Oct. and 66.70% in Nov.
 - Left without being seen was 1.30% in Oct. and 2.60% in Nov.
 - Inpatient Readmission Rate was 4.30% in Oct. and 7.83% in Nov.
 - Patient Satisfaction: Communication w/Doctors was 80.40% in Oct. and 61.90% in Nov.
 - Patient Satisfaction: Communication w/Nurses was 82.40% in Oct. and 61.90% in Nov.
 - Patient Satisfaction: Instructions for Care at Home was 78.60% in Oct. and 71.40% in Nov.
 - Survey return numbers:
 - Outpatient – 154 (Oct.) & 172 (Nov.)
 - Inpatient – 17 (Oct.) & 7 (Nov.)
 - ER – 41 (Oct.) & 23 (Nov.)

- Ambulatory Surgery – 35 (Oct.) & 30 (Nov.)
- Patient Transfers – Brittany reported that we are still seeing primarily flight use for patient transfers.

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.

- VIII. **Executive Session** Following review and discussion, a motion was made and seconded to go into executive session at 4:16 p.m. to discuss the Medical Staff Officer recommendations and other medical staff related issues. All were in favor and motion carried.

A motion was made and seconded to reconvene into open session at 4:30 p.m. All were in favor and the motion carried.

A motion was made and seconded to approve the recommendations from the Medical Executive Committee regarding the 2023 Medical Staff Officers:

- Jonathan Moran, MD – Chief of Staff Elect, approved and confirmed by the board.
- Veronica Parker, MD – Secretary/Treasurer, approved and confirmed by the board.
- Tim Moore, MD – Past Chief of Staff, approved and confirmed by the board.
- William Doherty, MD – Chief of Staff, not approved or confirmed by the board. Mr. Mooney reported that a committee will be established to try to resolve the dispute. Two representatives from both the Medical Staff and the Board will sit on the committee. The committee will be meeting prior to the holidays.

- IX. **Finance Report** – Connie Prewitt, Interim CFO

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

Connie reviewed the October 2022 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 October and November 2022 financials as presented. All were in favor and the motion carried.

- Approval of Physician Professional Services Agreement – Heather Krause, MD (ED) – Sue Romansky presented the Professional Services Agreement for Heather Krause, 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 the revised Physician Professional Services Agreement for Camille Doan, MD (ED) – Sue Romansky presented the revised Professional Services Agreement for Camille Doan, 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.

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

- A. Sue Romansky is doing a great job on physician recruitment. Sue to send the board an update via e-mail.

- B. Connie and the Senior Leadership team is working on updating, prioritizing, and readjusting the budget to reflect inflation, and also focusing on cost management.
- C. May consider Strategic Planning and using some QHR resources that come with our QHR Advisory agreement but focus on some high level priorities through the year to make sure they are where they need to be.
- D. The County and the Town will be at the table to address the affordable housing challenges. James and Lynn Skall have attend some of the meetings.
- E. Paul and James met with the publisher and editor of the Taos News to work on relations and build bridges with them on their reporting strategies.
- F. Need to work on finding some alternatives to our ground patient transfer issues. James mentioned that he had reached out to Representative Kristina Ortez when we had a situation in transferring a geriatric psych patient from the ER and she was supportive. James immediately received a call from the governor's Office.
- G. Working on getting a work session scheduled with the Town of Taos to share the same information as with the County and to begin building relationships so they can be a voice in the community of support when we have to go to the ballot again for a mill levy etc.
- H. Trinidad reported on the meeting held with Judge Chavez, Judge Blankenhorn, Scott Peterson, and Hannah Smith to identify ways that they can help in partnership with the County, Judicial system, and the hospital for crisis stabilization and medication treatment.

Trinidad reported that the county is working with the State Supreme Court to organize a summit for the entire state and have a representative from each county to address the issues of people submissive to mental illness in the criminal justice system. They are going to be looking a funding and the individual who will be in charge is Scott Peterson who is the Director for the Judicial System statewide. They will be having a follow-up meeting in January. A suggestion was made to include Judge Ortega and the police department.
- I. The PHO will be contracting on their own with an ACO. James mentioned that this is more like value based purchasing. James reported that he is getting a lot of pressure in the community that they can't get in to primary care. James recommended that the board members meet with the primary care providers in a special session to share our concerns.
- J. Hearing good things about Drs. Darnell and Slikkers, surgeons.
- K. James has started up the "All Staff" meetings and attending departmental staff meetings.
- L. Cristina Martinez has been working hard at getting James connected with many of the legislators and others. She has set up a meeting for James and Paul to meet with Senator Bobby Gonzales. James invited the board if they want to attend.
- M. Connie reported that they have been working with the Union in terms of negotiating the adjusted wages. Connie reviewed the systems and process. She stated that the initiative was to make sure that every employee a compensation worksheet to try to show their history, what experience they had so that we could make sure that they were at the appropriate grade level and step. HR went out and purchased three salary surveys to compare and came up with an average. Once that was done, they met with the Union to negotiate. They also negotiated on doing away with the PDP and CAP Program and increasing it in the base, then compare to market. We are hoping that this will help to reduce our travelers. Connie mentioned that we are going to have to look at our operations and tightening it up as well as looking at our overtime and the different differentials and making sure we are using them appropriately. This will help pay for the program.

XI. **QHR Report – Eric Jones, QHR AVP** – Eric introduced Myra Pinero, QHR Clinical and Operational Improvement Consultant.

- a. Case Management Report - Myra Pinero, QHR presented a demonstration relating to all of the roles and responsibilities of a Case Management Department. Myra reported that after she visits with the

HCH Case Management Department, she will be putting a report together and will bring back to the board with her findings and recommendations.

- b. Eric reported that he has been speaking to Connie and James regarding Strategic Planning in the first quarter of 2023. He mentioned that where we are now with recruitment of a CEO and partner search, this might not be the right time. The QHR team is on que when the board may want to move forward with it. If the hospital chooses not to, the consulting funds are still available to divert to other consulting engagement.
- c. Supply Chain Update – We are at 80.7% in compliance.
- d. Board Leadership Conference – Eric reminded the board of the upcoming QHR Leadership Conference in Phoenix, AZ on March 7 – 9, 2023. He encouraged the board to attend. Please contact Lenora or James if you are interested in attending so she can get you registered.

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:

- Brown, Darnell, MD – Locum General Surgeon

INITIAL APPOINTMENTS:

- **Ouellette, Ellen MD (FPOB)** – Appointment in the Perinatal Department.
- **Nashed, Zaki MD (Radiology)** – Appointment in the Pediatrics and Adult Medicine Department.

Radiology Partners Teleradiology:

- Krad, Nuha MD
- Evans, Brian MD

REAPPOINTMENTS:

- **Martin, Amy MD** - Reappointment in the Emergency Medicine Department.

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

XIV. **New Business** - Letter to CEO Candidates – Paul reviewed the letter that will be send out to the 11 CEO candidates. One of the requirements is that the candidates will have to go to the HCH website and fill in the online application. A recommendation was made to ask the candidates to submit a cover letter with their application along with why they are applying for the job. Following review and discussion, a motion was made and seconded to approve the letter to the CEO candidates as presented. All were in favor, and motion carried.

CEO Interview Committee – Paul mentioned that the committee will meet to review and rank the CEO applications. The plan is to interview the candidates in early February.

XV. **Executive Session**

- a) A motion was made and seconded at 4:18 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 4:35 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 4:36 p.m. All were in favor and motion carried.

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