

TAOS HEALTH SYSTEMS, INC.
ANNUAL BOARD OF DIRECTORS VIRTUAL MEETING MINUTES
January 25, 2023
2:00 p.m.

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

Members Absent: Peter Selzer, MD, Xahra Gilbert, and Carl Gilmore

Administration: James Kiser, Connie Prewitt, Brittany Lamendola, Sue Romansky, Renee Laughlin, Rob Stultz, and Dayna Duran

Guests: Eric Jones, QHR, AVP, and Stephen Hall

- 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, January 25, 2023, 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** – Cristina Martinez reported that the Auxiliary will be donating \$20,000 to Holy Cross Hospital at their Annual Valentine’s Tea Party on February 14th at 2:00 p.m. in the hospital cafeteria. She invited the board to attend.
- IV. **Declaration of Conflicts of Interest** - There were no conflicts of interest reported.
- V. **Approval of the December 7, 2022 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the December 7, 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 & Interim CNO reported on the following:
 - Lifewings Quality & Safety Council Report – December 2022 – December S & Q Card
 - Quality Report
 - Overall hospital rating score increased to 73.20%.
 - Left without being seen decreased to 2.10%.
 - Inpatient Readmission Rate decreased to 3.70%.
 - Patient Satisfaction: Communication w/Doctors increased to 77%.
 - Patient Satisfaction: Communication w/Nurses increased to 68.90%.
 - Patient Satisfaction: Instructions for Care at Home increased to 78.60%.
 - Survey return numbers:
 - Outpatient – 156
 - Inpatient – 15
 - ER – 46
 - Ambulatory Surgery – 54
 - Patient Transfers – Brittany reported that HCH had a total of 71 transfers in the month of December. 32 of the transfers were via fixed wing along with 30 transfers via Helicopter. The three top reasons for transfers were due to trauma, psych, and cardiac.

- Approval of the FY22 Annual CAH Review J– 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. Following review and discussion, a motion was made and seconded to approve the FY22 Annual CAH Review Report as presented. All were in favor and motion carried.
- James and Brittany briefed the board on the issues relating to our TV's in patient rooms being down. We hope to have them all up and running in the next few weeks.
- 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

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

Connie reviewed the November and December 2022 Bad Debt & Charity Report. She also reported on the 2022 Bad Debt Relief Program. She reported that \$2,114,150 of patient debt was forgiven by HCH. The Medical Debt Relief Fund is supported by community donation and the funds raised are used to pay off bad debt that remains at the end of the year. \$63,424.53 was raised from local supporters and 1,362 unpaid accounts were cleared for local patients.

Connie reported that she will be doing an assessment in Cardiology, our service lines, and a comparison in our clinics. She will be presenting the assessment at the February board meeting

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

- Approval of Physician Employment Agreement – Robert Brown, MD (General Surgeon) – Sue Romansky presented the Physician Employment Agreement for Robert Brown, 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 Second Addendum to Physician Employment Agreement for Rameet Singh, MD (Perinatal Committee Chair) – Sue Romansky presented the Addendum to Physician Employment Agreement for Rameet Singh, 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.

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

- A. Board Education – Board Chair, Paul Sands made a recommendation to delegate a total of 15 minutes toward board education at each board meeting.
- B. Union Update – James is working with the Union on the Compensation Program. Rob gave a brief update on his meetings with the individual employees that had questions and reviewed the compensation process. He stated that there were very few changes on the worksheets. James thanked Connie and HR for all their hard work on the Compensation Project.
- C. HR Update – Rob reported that we currently have between 40 to 50 travelers and have had that number for about a year. He mentioned that we need to reduce them on a methodical basis and replace them with full time staff. Rob stated that about a year ago, HR started a foreign recruitment plan. Rob reviewed the process and stated that it takes up to a year to bring on the foreign nurses. We expect to get some nurses hired in the next six months. HR is also working on a “growing your own” program and working with the local high schools and universities and will be attending job fairs. HR will also be reaching out to nurses who have left Holy Cross Hospital and encourage them to come back to work at HCH.

- D. County Work Session – James reminded the board about the 2nd quarter work session with the County on January 31st at 1:00 p.m.
- E. Town Work Session – James reported that the work session with the Town went very well. He stated that they had a good dialog. James has been asked to sit on the Housing Board. They are looking at hiring a Housing Executive Director and seeking sponsors to fund this position. James mentioned that we need to educate the community on the benefits of having our local hospital.
- F. LEAD Meeting – James attended a LEAD meeting with many representatives from the community. The meeting focused around substance abuse and mental illness and looking at alternatives besides incarceration.
- G. EHR Update – James met with a former colleague and CEO from Aspen Colorado and mentioned that they have stated that they can actually host EPIC. Glenwood Springs and Vail Valley Hospital in Vail, Colorado will probably be provisioned as Aspen is the host site. James then mentioned that he spoke to the former head of the Western Alliance in Colorado and shared what they are doing. James will be doing a follow-up with the team to see how this would look like. We are still looking at Meditech, which is still one of the top three EMR's.
- H. Orthopaedic Fellowship Training – TOI is looking at a virtual reality training program rather than brining in cadavers. James has met with Christina Hull, OR Director to try to understand the program better. The program is not very costly, but one advantage is that we need to take our Critical Access designation and we may be able to write off 100% of the expenses on our cost report. We are exploring this program request.
- I. DaVinci Robot – James reported that our surgeons brought in a request and a vendor for a DaVinci Robot. Our surgeons are well trained and experienced in using them. James' understanding is that we may be able to write off 50% of the depreciation expense but could count as an operating lease. We are going to explore it as this could open up additional services.
- J. Capital Outlay – James is working with Chris on getting educated on the Capital Outlay process. James mentioned that we have passed the deadline. James will look and see how we can apply on line. James will look to Brent for some guidance to get it to the NM Hospital Association and the legislature.
- K. Med Malpractice Reform Update – The Medical Society met with Senator Gonzales and Representative Ortez. There is no appetite in NM as the governor does not support it. This is putting the state at risk. Physicians are going to be apprehensive to coming here because of the high cost of med mal insurance. There have been some huge claims in NM and there is a need for some tort reform.
- L. GRT – Dr. Jaramillo and/or board members will be testifying in support of the additional .5% GRT. We will get some advisement and hope that the NM Hospital Association will help us articulate this as well.
- M. Ground Patient Transfers – HCH will be working with the County on resolving our ground transport issues. James stated that this is not the hospital's problem, it is a community problem. We have to get our patients to the appropriate level of care including psych patients.
- N. Interim LDRP Manager – We currently have an interim LDRP Manager who is working out very well. She is working to get a lot of processes in place and the physicians really like her.
- O. CNO Update – James reported on the change in the CNO role. Brittany Lamendola has transitioned into the Interim CNO role and will continue her duties as Quality VP. We have given HealthTech the required 30-day notice.
- P. Accountable Care Organization Update – We are working with our Independent Primary Care physicians who are part of an Accountable Care Organization on trying to enhance quality and cost centered around value based care. More to come.
- Q. Medical Staff Report – Sue Romansky reported on the following:
- Thanked the physicians that have stepped up to serve on the various medical staff committees. Sue presented the list of medical staff officers and committee chairs for 2023:
 - Cipry Jaramillo, MD – Chief of Staff

- Jonathan Moran, DO – Chief of Staff Elect
 - Veronica Parker, MD – Secretary/Treasurer
 - Tim Moore, MD – Surgery & Anesthesia Chair
 - Olan Bassett, MD – PAM Chair
 - Jonathan Moran, DO – Emergency Dept. Chair
 - Perinatal Dept. – To be determined
 - Jemery Kaufman, MD – Credentials Committee Chair
 - Tim Moore, MD – Professional Standards Chair
- Cardiology – Continue to pay huge fees for Cardiology locums. Sue is looking into a remote model to include part time Cardiologists and NP's. An interview is scheduled with Dr. Swaminathan on February 3rd. He is interested in coming to work two weeks per month. Sue also has another young Cardiology fellow graduating soon and interested in coming to work at HCH.
 - Pediatrics – Dr. Kristin Meredith, MD is scheduled to come to interview tomorrow.
 - Surgery – Sue has made an offer to Dr. Brown and hopes that he will accept. Sue mentioned she has another interview scheduled in February with Dr. Mahone. Sue has also been speaking to Dr. Freesia, who is a surgeon who knows Taos.
 - Hospitalists – Mark Bolton, MD will be providing locums coverage. Sue is working on new employment contracts for all of the Hospitalists.
 - Pain Management/Oncology – Both want a presence in Taos and Holy Cross. Sue is also working on other specialties.
 - Radiology – Radiology Partners have decided to terminate their contract with HCH. They are unable to provide coverage for us. They are getting out of 2-3 other hospitals. July 8th will be the last day they will be providing services at HCH. Sue has been in contact with another company called Concord and feels that they may be a good fit. She is working on a contract with them. Concord has a good offsite plan.
 - Imaging Customer Service Improvement – Our customer service has been positive and making improvements with the hiring of another scheduler. Our productivity has also improved.
 - CRNA's – Working on a contract with the CRNA's and is almost complete.

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

- a. Annual GPO/SSP Savings & Rebate Review – Eric presented a three-year review. He reported that in 2020-2021, we had a savings of \$690,326. We expect that we will exceed \$700,000 savings in 2022.
- b. Board Conference in Phoenix – Eric encouraged the board members to attend the QHR Board Leadership Conference in Phoenix on March 7th – 9th. Please let Lenora know if you plan to attend.

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:

- **Wright, Masina MD (Hospitalist)** – Appointment in the Pediatrics and Adult Medicine Department.

REAPPOINTMENTS:

- **Stevens, Wendy CNP** – Reappointment in the Pediatrics and Adult Medicine Department and Emergency Medicine Department.
- **Krudewig, Thomas CRNA** – Reappointment in the Surgery and Anesthesia Department.

- **Smudzinski, Kurt CRNA**– Reappointment in the Surgery and Anesthesia Department.

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

XII. **New Business** -

XIII. **Executive Session**

a) A motion was made and seconded at 3:50 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 4:19 p.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 4:20 p.m. All were in favor and motion carried.

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