

TAOS HEALTH SYSTEMS, INC.
ANNUAL BOARD OF DIRECTORS VIRTUAL MEETING MINUTES
February 22, 2023
2:00 p.m.

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

Members Absent: Xahra Gilbert, Carl Gilmore, Trinidad de Jesus Arguello, and Menice Santistevan

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

Guests: Eric Jones, QHR, AVP, Jerry Jones, Anchorum Health, Joseph Lupica, New Point Health, Angela Torres, Robert Russell

- 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, February 22, 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** – There were no public comments presented.

Lucille reported that Dr. Seuss' birthday is March 3rd and the schools are asking for community members to go read books to the kids. She encouraged the board members to sign up if they are interested.

- IV. **Declaration of Conflicts of Interest** - There were no conflicts of interest reported.
- V. **Approval of the January 25, 2023 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the January 25, 2023 THS Board Minutes as presented. All were in favor and the motion carried.
- VI. **Executive Session**
 - a) A motion was made and seconded at 2:05 p.m. to enter into Executive Session discuss legally protected matters. All were in favor and the motion carried.
 - b) Mr. Joseph Lupica from Newpoint Healthcare Advisors met with the board for a conversation on the current condition and outlook of its operating unit, Holy Cross Hospital and Taos Professional Services, a method of balancing risks and opportunities, and a process for considering strategic options while welcoming community viewpoints. James requested that Newpoint present a scope of work based on the discussion with the board. The board thanked Mr. Lupica for the presentation.
 - c) A motion was made and seconded to reconvene into open session at 3:40 p.m. All were in favor and the motion carried.

Paul Sands announced that the board will be drafting up an acceptance offer letter to offer James Kiser appointing him to the permanent CEO position. The vote came unanimous from all of the members of the board. James thanked the board for their support.

VII. **Approval of Consent Agenda**

Lifewings Quality & Safety Council Report - January 2023 – Brittany Lamendola, VP of Quality & Interim CNO. Following review and discussion, a motion was made and seconded to approve the Consent Agenda as presented. All were in favor and motion carried.

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

- January 2023 Financial Statements – Connie Prewitt, Interim CFO, presented the January 2023 financials for review and acceptance. (Refer to CFO's Narrative Report).

Leadership Compensation Program – Connie presented the measurements and goals required for the Leadership Team.

Connie presented a capital request to purchase a Dishmachine in the amount of \$48,000. The current machine works routinely and is damaging the building and making unsafe situations. Following review and discussion, a motion was made and seconded to approve the capital request as presented by Administration. All were in favor and motion carried.

Connie reported on the Cardiology assessment completed in Cardiology.

Following review and discussion, a motion was made and seconded to accept the January 2023 financials as presented. All were in favor and the motion carried.

- Approval of Professional Services Agmt. for Cipry Jaramillo, MD (Chief of Staff) - 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 Professional Services Agmt. for Tim Moore, MD – (Surgery & Anesthesia Comm. Chair) - 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 Professional Services Agmt. for Olan Bassett, MD – (PAM Committee Chair) – 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 Professional Services Agmt. for Jonathan Moran, DO – (ED Committee Chair) - 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 Professional Services Agmt. for Jemery Kaufman, MD – (Credentials Comm. Chair) - 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 Restated Physician Employment Agmt. for John Foster, MD – (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented by Administration. All were in favor and motion carried.
- Approval of Restated Physician Employment Agmt. for Trisha Fleet, MD – (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented by Administration. All were in favor and motion carried.

- Approval of Restated Physician Employment Agmt. for Cipry Jaramillo, MD – (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented by Administration. All were in favor and motion carried.
- Approval of Restated Physician Employment Agmt. for Bertrand Olan Bassett, MD – (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented by Administration. All were in favor and motion carried.
- Approval of Professional Services Agmt. for Heather Marshall-Vaskas, MD – (Employee Health/Infection Prevention Medical Director) - 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 Professional Services Agmt. for Heather Marshall-Vaskas, MD – (SANE Medical Director) - 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. **CEO Report** – James Kiser reported on the following:

- A. Presented with Paul Sands to the Lion’s Club last week. James stated it was very positive. Many spoke out regarding the great care they have received at Holy Cross Hospital and how the hospital saved their lives. James and Paul suggested getting some testimonials from both the Lions and Rotary Club members.
- B. James will be attending a CEO Executive Forum tomorrow morning at Kit Carson. He is starting to strengthen relationship with the city and county government folks. James will be taking it to the broader community including major employers.
- C. Capital Outlay Update – Connie submitted an application. James thanked Cristina Martinez for reaching out to both Bobby Gonzales and Cristina Ortez to ask for their support.
- D. Robert Russell, Donor - Angela Torres, Diabetes Management Clinical Educator, introduced Mr. Robert Russell to the board. She mentioned that Mr. Russell wants to help with the shortfall in reimbursements in the Diabetes Dept. Mr. Russel spoke about the great care his son received at Holy Cross Hospital and at the Diabetes Management Clinic. The Board thanked Mr. Russell for his support of the Diabetes Program at HCH.
- E. County and Board Working Group. – Bob Romero has reached out to James regarding setting up of a working group with members of the county commissioners and the board. The county Commission members who will be on the working group are Bob Romero, AnJanette Brush, and Darlene Vigil. Paul asked for any volunteers to sit on the working group. Paul Sands, Cristina Martinez, and Carl Gilmore agreed to sit on the working group. Paul mentioned that if there is anyone else interested, they are to contact James, Paul or Lenora. Paul will reach out to Trinidad to see if she wants to sit on the committee.
- F. Operation Team Taos Recruitment Campaign - Rob Stultz and the HR Team are working on a campaign to recruit nurses and other professionals who have left HCH in the last five years. Rob mentioned that this program will be launched in March. The focus will be to hire our locals back. The plan is replace at least 25 travelers by August.
- G. Centinel Bank – Angel Reyes invited James to speak to the Centinel staff and James spoke to them about our Operation Team Taos recruitment campaign and how they can help HCH with these efforts.
- H. Auxiliary Donation – James thanked the Auxiliary for their generous donation of \$20,000, which was presented at the Annual Employee Valentine’s Tea Party. This donation will be applied towards the flooring project.
- I. Working to get a high school program going for this summer to bring in some high school students to help the hospital out with landscaping the hospital grounds.

J. EMR Update – We had Meditech here. They are an integrated product. Connie has said that they have the best revenue cycle and we want to be sure that it can serve on the clinical end. This would be a way for HCH to maintain their independence and our medical staff would be able to have their own order sets. We have also talked to EPIC.

K. Medical Staff Report – Sue Romansky reported on the following:

- Cardiology - Have made an offer to Dr. Sandoval. He has worked with HCH the past year as a locums Cardiologist. He is very well liked by both the staff and medical staff.
- Urology – We have been recruiting for an APC to support Dr. Lucero, but have not had any success.
- Peds – Have made an offer to Dr. Merridick, Pediatrician, but have not heard back yet. Have another interview scheduled for next week.
- Surgery – Dr. Robert Brown has accepted the offer for the Gen. Surgeon position. He is well versed in wound care and will be assisting us with our Wound Program. He will start in July.
- FPOB – Dr. Oliver Taylor will be coming to interview in late March. He is very interested in coming to Taos. He is finishing up his fellowship at this time.
- Primary Care Assessment - Sue has been working with Eric Jones and Blake Seltz from QHR on our Primary Care Assessment. The results from the assessment will be presented at the March Board meeting.
- Primary Care – Sue is working on recruitment of two primary care physicians who have shown interest. James would also like to work with our community primary care physicians on collaborating with them on recruiting additional physicians rather than competing with them.
- Radiology Services Update – Radiology Partners is claiming that we are in breach of contract and that we have not followed protocol. We are working with legal on the details. We are working with Concord Radiology on the draft contract revisions, and are waiting for their response.

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

- a. Medical Staff Development - Will have someone from QHR present next month.
- b. Strategic Planning will be coming up in the next quarter.
- c. Board Conference in Phoenix – James, Don, Cristina and Lenora will be attending the QHR Board Conference. Eric will provide the information
- d. Board Leadership Program – Eric reported he included some information on the board portal. This will be very beneficial in preparation of the Strategic Planning coming up.

XI. **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:

- **Decker, Samuel MD (ED)** – Appointment in the Emergency Medicine Department.
- **Victory, Farzan MD (Radiologist)** - Appointment in the Pediatrics and Adult Medicine Department.

Radiology Partners Teleradiology:

- Lopresti, David MD
- Covert, Brandon DO

- Boe, Justin MD
- Bonetti, Renee MD
- Couvillon, Joseph MD
- Drew, Jack MD
- Karsenti, Jeremie MD
- Pavo, Michael MD
- Song, Samuel MD
- Firouztale, Pejman MD
- Holt, Peter MD
- Mena, Juan MD

The above listed practitioners are requesting appointment in the Pediatric and Adult Medicine Department.

REAPPOINTMENTS:

- **Schreiber, Lucas MD (General Surgeon)** – Reappointment in the Pediatrics and Adult Medicine Department and Surgery and Anesthesia.
- **Schmidt, Meic MD (Teleneurosurgery)** – Reappointment in the Pediatrics and Adult Medicine Department.
- **Darnell, Michael MD (General Surgeon)** – Reappointment in the Surgery and Anesthesia Department.
- **Dougherty, William MD (General Surgeon)** – Reappointment in the Surgery and Anesthesia Department.

- XII. **Nominating Committee Update** - Paul Sands reported that due to time restraints Menice Santistevan and Xahra Gilbert have reported that will not seeking another term on the board. Lenora presented the Nominating Committee timeline and reviewed the list of members who will be sitting on the 2023 Hospital Nominating Committee.
- XIII. **Board Education** – No board education was presented.
- XIV. **Old Business** - No old business was presented.
- XV. **New Business** - No new business was presented.
- 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