

TAOS HEALTH SYSTEMS, INC.
ANNUAL BOARD OF DIRECTORS VIRTUAL MEETING MINUTES
March 29, 2023
2:00 p.m.

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

Members Absent:

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

Guests: Eric Jones, QHR, AVP

- I. **Call to Order** - Holy Cross Hospital, a division of the Taos Health Systems, Inc., Board of Directors meeting was called to order at 2:02 p.m., Wednesday, March 29, 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.
- IV. **Declaration of Conflicts of Interest** - There were no conflicts of interest reported.
- V. **Approval of the February 22, 2023 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the February 22, 2023 THS Board Minutes as presented. All were in favor and the motion carried.
- VI. **Primary Care Assessment Presentation** – Blake Seitz, VP, Strategy, QHR presented on the following:
 - There is a need of approximately 2.0 primary care physician FTE's in the Holy Cross primary service area – some of which is currently filled by a reliance on service area APP resources working in primary care.
 - Overall demand in the primary service area suggests an oversupply due to a heavy count of APP's however, adjustment of the APP resources to reflect a reduced panel reflects there is likely on-going incremental demand.
 - Currently General/Family Practice providers are filling much of the demand for other primary care services such as Internal Medicine, Pediatrics, and OB/GYN.
 - The secondary service area remains underserved across all primary care domains excluding OB/GYN. Similar to the primary service area, the primary care needs of the secondary service area are largely filled by APP's.
 - Additional scrutiny is likely required on the APP supply roster in order to effectively adjust for APP's that may be engaged in supporting specialty practices or other services beyond primary care.
 - New Mexico has a moderate physician supply compared to many other states across the country, but is ranked #26 for active patient care primary care supply.
 - Presented a breakdown of the service area demographics. The current population is 36,306.

James mentioned that they are planning to meet with the independent primary care physicians in our community and share this information, and let them know that the hospital's goal is respond to need. They will ask them if they want to recruit or if they want us to recruit.

Sue Romansky entertained a proposal to start entertaining recruiting doctors to come to Taos for Primary Care. Following review and discussion, a motion was made and seconded to approve the proposal with the stipulation that they first meet with the Primary Care physicians in the community. All were in favor and motion carried.

The board thanked Mr. Seitz for his presentation.

VII. **Approval of Consent Agenda**

- 2023 March Board Compliance Program Update – Renee Laughlin, VP Risk Mgmt./Compliance
- LWQS Risk Management 4 Qtr. Report – Renee Laughlin, VP Risk Mgmt./Compliance

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

VIII. **Lifewings Quality & Safety Council Report – Brittany Lamendola, CNO** - February 2023 – Brittany Lamendola, CNO, VP of Patient Care Services

- Lifewings Quality & Safety Council Report – February 2023 – February S & Q Card

Quality Report

- Overall hospital rating score increased to 85.70%.
- Left without being seen decreased to 1.60%.
- Inpatient Readmission Rate increased to 3.60%.
- Patient Satisfaction: Communication w/Doctors increased to 92.90%.
- Patient Satisfaction: Communication w/Nurses increased to 92.90%.
- Patient Satisfaction: Instructions for Care at Home increased to 82.40%.
- Survey return numbers:
 - Outpatient – 114
 - Inpatient – 14
 - ER – 56
 - Ambulatory Surgery – 46
- Patient Transfers – Brittany reported that we continue to use the fixed wing and helicopter quite a bit. Law enforcement psych transfers have declined. Continuing to work with EMS on building relationships.

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.

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

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

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

- Review and approval of the Draft FY22 990 Report – Connie reviewed the key points on the 990 Report. Following review and discussion, a motion was made and seconded to approve the Draft FY22 990 Report and authorized Connie and/or James to sign the report. All were in favor and the motion carried.

- Approval of the Concord Radiology Agreement – (Radiology Services Agreement) - 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 Agreement for Tze Yong, 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 Physician Employment Agreement for Oliver Taylor, MD – (FPOB) - 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 Agreement. for Kevin Nesh, MD – (Hospitalist) - 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 Agreement for Aaron Davis, MD – (Hospitalist) - 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. CEO Report

- Operation Team Taos – Rob Stultz, Interim HR Director reported on the progress on the recruitment campaign. He reported that two traveling nurses have converted to permanent hospital employees and just today, they made an offer to an ER RN. We will also be getting an LDRP nurse tomorrow. Rob mentioned that the campaign will also include physician recruitment. They are working on getting a clean list of staff who have left HCH and will be reaching out to them. He also reported that they have met with the Union leadership regarding the campaign and they are in support. Rob distributed Team Taos buttons and lanyards to the board.
- Cameras on Property – Renee Laughlin, Compliance/Risk VP informed the board that there have been some concerns brought up regarding the cameras on the property having audio. She clarified that they are getting the cameras up and running and they do not have audio.
- Partnership – James reported that if we choose to partner, his focus will be on the need to protect jobs for our hospital staff and keep our medical staff independent. James gave an update on the ongoing discussions with Christus St. Vincents.
- CHRO – Rob gave an update on a potential candidate to fill the CHRO position. He is from Phoenix and has extensive HR background. He know Taos very well as he spent many of his youth here with his mother. Rob and James have a call scheduled with him this evening and hope that they can recruit him.
- Donor Update – Mr. Russell has committed to \$8,000 per month. A recommendation was made to share this story on the Taos News. James mentioned that he will be working with our Marketing Department to get some testimonials from the community.
- Foundation – Discussion was held regarding bringing back the hospital Foundation to support the hospital. James asked the board for their suggestions.
- EMR – Meditech is scheduled to come to do a demo at HCH next week. Continue to look at all of our options.

- Covid Money Opportunities – Connie reported that we have seen a decline on the service lines. She is working to see if we qualify for the \$8M covid dollars.
- Capital Outlay Update – Senate Bill 205 passed and now awaiting for the governor to sign. James will be going before the community to see what we can do more for the community to get their support. He will also be attending town hall meetings in Questa, Red River, Taos, and the Ski Valley.
- Cath Lab – We are exploring the opportunities for a Cath Lab. Cardio Solutions will be developing a proforma. James will present more information once this is complete.
- LDRP Manager – Brittany has extended an offer to an LDRP Manager. She will start in late April.
- Kit Carson Cyber Initiatives – Kit Carson is looking for partners and have asked HCH to participate. They came to HCH to present their initiative.

B. Medical Staff Report – Sue Romansky, VP of Physician Practices, reported on the following:

- Cardiology – Have made an offer to Dr. Sandoval. He does not feel that he is the right physician for us right now. He prefers to work in a Cath Lab. Dr. Tiziano Scarabelli is scheduled to come to interview in April. His wife is a provider who also works in Cardiology.
- Pediatrics – Dr. Merridick has turned down our offer. Dr. Gomez will be coming this month to interview.
- FPOB – Interviewed Dr. Taylor last week and are making him an offer. He interviewed very well.
- Concord Radiology – Have signed the contract with Concord Radiology. Sue thanked Dr. Selzer for all his hard work.
- Hospitalist – Sue acknowledged the Hospitalists for all their hard work. They have been short staffed due to two providers being out. Working on bringing Dr. Davis, Locums to assist.
- National Doctor's Day – In celebration of Dr. Day tomorrow, all the Medical Staff will be receiving a thank you gift from the hospital.

XI. **QHR Report – Eric Jones, Ovation Healthcare, AVP** – Eric presented on the following:

- Announced that QHR Health has changed their name to Ovation Healthcare.
- Projects Update
 - Working on a Rural Health - Clinic Analysis.
 - Case Management Assessment was completed by Mayra. Working on some recommendation from the assessment.
 - Continue to track the GPO compliance, which is going in a positive direction.
 - Will be working with HCH on preparing for the Strategic Planning. Will be looking at some available dates in the next few months.
 - This month's Board Leadership webinar is on Service Leadership and is a follow up to some of the presentations that the attendees from HCH saw in Phoenix.

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.

INITIAL APPOINTMENTS:

- **Bolton, Mark MD (Hospitalist)** – Appointment in the Pediatric and Adult Medicine Department.

REAPPOINTMENTS:

- **Ismail, Geilan MD (Cardiologist)** – Reappointment in the Pediatrics and Adult Medicine Department.
- **Foster, John MD (Hospitalist)** – Reappointment in the Pediatrics and Adult Medicine Department.
- **Wells, John MD (Emergency Medicine)** – Reappointment in the Emergency Medicine Department.
- **Hull, Christina PA-C (Surgery)** – Reappointment in the Surgery and Anesthesia Department.
- **Yong, Tze-Seun MD (Hospitalist)** – Reappointment in the Pediatrics and Adult Medicine Department.
- **Kast, Douglas CNP (Wound Care)** – Reappointment in the Surgery and Anesthesia Department.

Dr. Jaramillo expressed her concerns regarding the medical staff's frustration with our current EMR system.

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

XIV. **New Business**

XV. **Strategic Planning**

Paul reported that the board needs to move forward on setting up the Strategic Planning Sessions asap as we need to get the GRT on the communities' radar and sell it. Paul and James discussed having stakeholders participate in the HCH Strategic Planning. Paul proposed scheduling the Strategic Planning session on June 24th. Paul would like to set up one meeting with the stakeholders and board and the other with just the board members. Blake will be facilitating the meetings. Eric recommended using our Community Health Needs Assessment on what the needs in the community are. Eric with check with Blake on his availability.

XVI. **Executive Session**

a) A motion was made and seconded at 4:48 p.m. to enter into Executive Session discuss legally protected matters. 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.

XVII. **Adjournment** - There being no further business, a motion was made and seconded to adjourn the meeting at 5:16 p.m. All were in favor and motion carried.

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