

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS ANNUAL MEETING
MEETING MINUTES
June 28, 2023
2:00 p.m.

Present: Abe Balsamo, Robyn Chavez, Lucille Gallegos, Carl Gilmore, Cristina Martinez, Don Mooney, Paul Sands, Peter Selzer, MD, Lynn Skall, Chris Stagg, and Trinidad de Jesus Arguello

Members Absent: Cipry Jaramillo, MD

Administration: James Kiser, Connie Prewitt, Sue Romansky, Renee Laughlin, Brittany Lamendola, Vivian Santistevan and Mitsy Carruth

Guests: Eric Jones, Ovation Healthcare, Max Moulton and Kevyn Gilbert

- 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, June 28, 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 May 31, 2023 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the May 31, 2023 THS Board Minutes as amended to include the approval of the resolution allowing the CEO to expend funds for the purpose of enhancing community relationships and recruitment . All were in favor and the motion carried.
- VI. **GRT Campaign Plan – Marketing Presentation** – Max and Kevyn from Gizmo Productions presented the HCH GRT Campaign plan. They described the various campaigns that will be initiated. James and the Senior Leadership Team will be presenting at local organizations and civic groups along with hosting several public forums. The Board was encouraged to help promote the GRT campaign by reaching out to family and friends and to assist in distributing flyers to their local organizations. Gizmo also reviewed the GRT phase I and II schedule. The Board thanked Gizmo for all their great work on the campaign. (Presentation attached to minutes)

Following review and discussion, a motion was made and second to approve the GRT Campaign Plan as presented. All were in favor and motion carried.

VII. **Approval of the Consent Agenda**

- Lifewings Quality & Safety – Risk Management Qtr. 1 2023

Following review and discussion, a 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 – Misty Carruth, Quality Director** - May 2023

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

Quality Report

- Overall hospital rating score increased to 73.9%.
- Left without being seen decreased to 3%.
- Inpatient Readmission Rate decreased to 1.80%.
- Patient Satisfaction: Communication w/Doctors increased to 95.80%.
- Patient Satisfaction: Communication w/Nurses decreased to 81.90%.
- Patient Satisfaction: Instructions for Care at Home increased to 95.70%.
- Survey return numbers:
 - Outpatient – 118
 - Inpatient – 24
 - ER – 50
 - Ambulatory Surgery – 58

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, CFO

- May 2023 Financial Statements – Connie Prewitt, CFO, presented the May 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 May 2023 financials as presented. All were in favor and the motion carried.

Review and acceptance of the FY24 Operating and Capital Budget – Connie presented the following:

- Budget goals and assumptions.
- Budget key drivers of Financial Performance
- Reviewed the Capital Budget. The total Capital Budget requests is \$34,823,498.
- Key Opportunities and Risk
- % of growth year over year patient revenue.

Following review and discussion, a motion was made and seconded to accept the FY 2024 Operating and Capital Budget as presented. All were in favor and the motion carried.

Approval of the Physician Employment Agreement for Mary Jo Young, MD (Primary Care) – Following review and discussion, a motion was made and seconded to approve the Physician Employment Agreement as presented. All were in favor and motion carried. This agreement was reviewed by legal.

Approval of the Professional Services Agreement for Alexandra Ninneman, MD, (Hospitalist Locums) – Following review and discussion, a motion was made and seconded to approve the Professional Services Agreement as presented. All were in favor and motion carried. This agreement was reviewed by legal.

Approval of the Professional Services Agreement for Kateland Townley, MD (ER Physician) – Following review and discussion, a motion was made and seconded to approve the Professional Services Agreement as presented. All were in favor and motion carried. This agreement was reviewed by legal.

X. **CNO Report** – Brittany Lamendola, CNO reported on the following:

- Team Taos Update: We have recruited 8 RN staff members and continue to work hard to recruit local nurses. HCH continues to work closely with UNM and the community to recruit for nurses and other specialty areas.

- Reviewed the current trends in Nursing nation-wide along with the projected shortage of Registered Nurses that is expected to intensify as baby boomers age and the need for healthcare grows.

XI. **HR Report** - Vivian Santistevan, CHRO reported on the following:

- Gave a brief description on her background and experience.
- Introduced the HR Team.
- HR Project/Operational Focus Update: New office hours; In Person New Employee Orientation; Recruitment with a focus on retention component; Improving Communication with staff.
- Will be starting up the Personnel and Labor Relations Committee of the Board.
- Vivian invited the Board to stop by and visit the HR Department.

XII. **Medical Staff Report** – Susan Romansky, COO reported on the following:

Cardiology

- On track with Dr. Scarabelli and Carol Chen-Scarabelli, NP, to join us on August 8th.
- Kyia Mountain will be leaving to take another position in Ohio close to her family.

Surgery

- Dr. Brown licensing delay will prevent him from starting in July.

Pediatrics

- Dr. Gelfand will be leaving in July.
- Dr. Patterson well-known and respected pediatrician from Santa Fe will provide locums clinic coverage starting in July.
- Dr. Cynthia West experienced pediatrician is interested in the full time position and will interview with us in mid-September. We will need one additional Pediatrician to help cover our call needs.
- Morgan Verkuilen – RN at TCCY completed her NP program, we offered her a position and she accepted. She will start in September.

OB/GYN

- We have begun to rethink the FPOB model and started a soft search for a third OB/GYN. We believe that it is a better model to have an OB/GYN back up the FPOB when they are on call verses a general surgeon. We are looking for OB/GYN who would boost our GYN surgeries. Also, FPOB is stretched thin covering OB/Primary Care/ Peds. Focus would be better if they did two out of the three.

Hospitalist

- Richard Ngole, NP, is returning. He had to leave us due to health reasons but has fully recovered and is ready to start work again. We are happy to welcome him back in August.
- We extended an offer to Dr. Alexandra Ninneman, to be an independent contractor to provide hospitalist coverage. She would like to work here part time as well as spend time with her family that live in Taos.

ED

- An offer was made to Melissa Tingle, NP, to work PRN in the ED. She has accepted and will help cover our full time APC's vacations and absences. She lives in Taos and previously worked at Urgent Care.
- We also made an offer to Lisa Spero, NP also PRN to help cover our APC team. She is considering the offer. She also lives in Taos and works for Indian Health Services.
- Offer made to Dr. Townley for independent contractor in the ED. She will be moving to Taos this fall and wants to start with as PRN. Currently working in Phoenix and Flagstaff.

Primary Care

- Dr. Young accepted our offer and will work 2.5 days a week starting in August in our primary care clinic. We will continue to look for one additional Primary Care Doctor.

Concord Radiology

- Go live went very well, and the coverage they are providing has been excellent. No delays to date.

The board thanked Sue for all of her hard work in recruitment of our physicians.

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

A. CEO Report

- Welcomed the two new Board Members; Abe Balsamo and Robyn Chavez;
- Welcomed Vivian CHRO.
- LEA Building (Laundry, Education, Ambulance; Bond); Request from the County to amend agreement regarding purchase of ambulance bi-annually to include 'Equipment';
- Attended the NMHA Annual Strategic Planning Retreat last week along with several board members. 700 Primary Physicians have left the state. Med. Mal. Advocacy;
- Lions Club, Rotary (Paul, Lucille) garner their endorsement, testimonials;
- Meeting with Governor, (6-7 hospitals at risk of closing) no show, but NMHA, believes she will be supportive near the end of her term; SB 205, SB 7, Application: Chemotherapy, Cardiac, Primary Care, DaVinci, to recruit and retain surgeons (General, GYN, Urology, etc.);
- PRN, MBE Update;
- Strategic Planning, July 8th, Don Fernando, Survey 121 responses received on the survey thus far.
- E.D. Manager change. Sarah Beane and Brittany will be co-directing the ED until a replacement is hired;
- ROAMS, BCBS \$600K lifeline (Medicaid Advantage);
- Reported on the Meditech Expanse, site Visit, Alamosa;
- Reported on the lunch meeting with Marketing and the Taos News. They have been giving us some great press;
- Had double to triple the turnout at the "For the Health of it" event last week. HCMC set up four Booths/Tents.
- HIPAA, Cyber Security Audit – Renee reported that we are working with Kit Carson Electric on our cybersecurity;
- James reported on his meeting with Dr. Cherian regarding inpatient dialysis;
- Onsite Interventional Radiology;
- Leadership, All-Staff Meeting; role in supporting GRT;

XIV. **Ovation Healthcare Report** – Eric Jones, Ovation Healthcare, AVP – Eric Jones reported on the following:

- The Ovation Healthcare Strategy Team is working with Administration on putting together the details for the Strategic Planning Retreat scheduled for July 8th at the Don Fernando Hotel.
- Eric asked the board members to read the Board Reference Guide prior to the Strategic Planning Meeting.

XV. **Medical Staff Recommendations – Paul Sands for Cipry Jaramillo, MD, COS**

- 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:

Locums

- **Karnik, Rajmohan MD (Cardiologist)** – Appointment in the Pediatric and Adult Medicine Department
- **Nolan, Audrea CRNA (Locum)** – Appointment in the Surgery and Anesthesia Department
- **Ntalageorgos, Themis MD (Hospitalist)** – Appointment in the Pediatric and Adult Medicine Department.

Concord Teleradiology:

- Wood, Jeffrey MD
- Lloyd, Michael MD
- Morris III, Lee MD
- Parvey, Harry MD
- Taylor, Kevin MD
- Veean, Satyam MD
- West, James MD
- Appelt, Eric MD
- Donepudi, Sreechanda MD
- Cox, Winslett MD
- Yin, Chen MD
- Harwood, Daniel MD
- Lieberman, Robert MD
- Haq, Aftab MD
- Gogia, Rajech MD
- Biggs, Sean MD

Real Teleradiology:

- Vrdoljak, Jake MD
- St. Clair, Shannon MD
- Ruvo, Veronica DO
- QUraishi, Mohammed MD
- Jaksha, Jonathan MD
- Henley, David MD
- Grennan, Jason MD
- Gillian, Monjari MD
- Hirschman, Kyle MD
- Calhoun, Shannon DO
- Cambron, Kathryn MD

- Jalalzai, Waheed MD
- Conner, Timothy MD
- McCormack, Steven MD

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

REAPPOINTMENTS:

- **Alexander, Lonnie MD (Family Medicine/OB)** – Reappointment in the Pediatric and Adult Medicine Department.
- **Macri, Elizabeth MD (Telenuero)** – Reappointment in the Pediatric and Adult Medicine Department.

XVI. New Business

- **Election of Board Officers** – The board members were e-mailed a poll to nominate and vote for the board officer seats. The final #'s were tallied and Paul reported that the following board members were appointed for the 2023-2024 board officer seats:

Chair: Paul Sands

Vice-Chair: Lucille Gallegos

Treasurer: Don Mooney

Secretary: Cristina Martinez

- **Board Committee Assignments** – Paul Sands asked the board members to let him or Lenora know if they are interested in serving in any specific board committees. A final draft will be sent out to the board for their review.

XVII. Old Business

Strategic Planning – Lenora Cisneros will send out an e-mail reminder and the agenda to everyone invited to the Strategic Planning meeting on July 8th.

XVIII. Executive Session


- A motion was made and seconded at 5:00 p.m. to enter into Executive Session discuss legally protected matters. All were in favor and the motion carried.**
- A motion was made and seconded to reconvene into open session at 5:10 p.m. All were in favor and the motion carried.**

- XIX. Adjournment** - There being no further business, **a motion was made and seconded to adjourn the meeting at 5:11 p.m. All were in favor and motion carried.**

Respectfully submitted by:


Lenora Cisneros, Recorder

Approved by:


Cristina Martinez, Secretary