

**TAOS HEALTH SYSTEMS, INC.  
BOARD OF DIRECTORS MEETING  
MINUTES  
May 29, 2024  
2:00 p.m.**

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

**Members Absent:**

**Administration:** James Kiser, Connie Prewitt, Sue Romansky, Brittany Lamendola, Margaret Lynch, Vivian Santistevan, Mitsy Carruth, Lenora Cisneros and Mercedes Burns

**Guests:** Eric Jones, Ovation Healthcare, Emmanuel Arrington, Ovation Healthcare, Eileen Lujan, Taos Pueblo

- 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, May 29, 2024, 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. **Approval of the April 24, 2024 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the April 24, 2024 THS Board Minutes as presented. All were in favor and the motion carried.
- IV. **Public Comments** – There were no public comments presented.
- V. **Declaration of Conflicts of Interest** – There were no conflicts of interest presented.
- VI. **Medical Staff Recommendations – Jonathan Moran, DO, Chief of Staff**
  - 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:**

- o **Lambert, Nicolas, MD (Telerad)** – Appointment in the Pediatric & Adult Medicine Department.
- o **Lewis, Jonathan, MD (Telerad)** – Appointment in the Pediatric & Adult Medicine Department.

**REAPPOINTMENTS:**

- o **Kaufman, Jemery, MD (Internal Medicine)** – Reappointment in the Pediatric & Adult Medicine Department.
- o **Hendricks, Kristin, MD (Pediatric Dentistry)** – Reappointment in the Surgery and Anesthesia Department



VII. Old Business

- Approval of the Amended THS Board Bylaws – Following review and discussion, a motion was made and seconded to approve the Amended THS Bylaws with the minor clerical modifications. All were in favor and the motion carried.
- Resolution to Collaborate with Taos & Picuris Pueblos - Ms. Chavez reported that she has sent the re-draft of the resolution to the pueblo for their review.

VIII. Lifewings Quality & Safety Council Report – Misty Carruth, Quality Director - May 2024

- Lifewings Quality & Safety Council Report – May 2024 – April S & Q Cards

Quality Report (April)

- Overall hospital rating score – 65.2%.
- Left without being seen – 1.90%.
- Inpatient Readmission Rate – 2.02%.
- Patient Satisfaction: Communication w/Doctors – 84.70%.
- Patient Satisfaction: Communication w/Nurses – 81.80%.
- Patient Satisfaction: Instructions for Care at Home – 82.60%.
  - Scorecard Response Rates – 14.8%.
- Patient Experience updates and the inpatient patient comments were presented and reviewed.
- Presented a DNV Report.
- Presented the Internal Audit Committee Report.

Following review and discussion, a 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

- April 2024 Financial Statements – Ms. Prewitt, CFO, presented the April 2024 financials for review and acceptance. (Refer to CFO's Narrative Report).

Following review and discussion, a motion was made and seconded to accept the April 2024 financials as presented. All were in favor and the motion carried.

- DaVinci Robot – Ms. Prewitt presented information regarding the DaVinci Robot. She mentioned that there will be additional costs associated with the purchase such as construction and sterilization equipment costs. Following review and discussion, a motion was made and seconded to approve the purchase of the DaVinci Robot. All were in favor and the motion carried.

Ms. Prewitt reported that the hospital received \$938,821 for our DaVinci robot. The question was raised if we wanted to wait and have the dollars sit in stock with the knowledge that if the stock price went down, that we could potentially lose some of our donor revenue. The other option if the stock were to be sold was to have it go into CD or money market. The money market would be a fluctuating interest rate whereas the CD could be a locked in interest rate. A motion was made and seconded to sell the stock and put it in a 6-month CD.

- Approval of Restated Physician Employment Agreement for Michael Darnell, MD (Surgeon) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. All were in favor and the motion carried.
- Approval of Physician Employment Agreement for Clifford Scott, MD (Pediatrics) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. All were in favor and the motion carried.



- Approval of Restated Physician Employment Agreement for Carla Bassat, MD (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. All were in favor and the motion carried.
- Approval of Restated Physician Employment Agreement for Cipry Jaramillo, MD (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. All were in favor and the motion carried.
- Approval of Restated Physician Employment Agreement for John Foster, MD (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. All were in favor and the motion carried.
- Approval of Restated Physician Employment Agreement for Kevin Nesh, MD (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. All were in favor and the motion carried.
- Approval of Restated Physician Employment Agreement for Alexandra Ninneman, MD (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. All were in favor and the motion carried.
- Approval of Restated Physician Employment Agreement for Trisha Fleet, MD (Hospitalist) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. 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. All were in favor and the motion carried.

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

- Transfer Data
  - ED Vol - 1354 TSF vol = 74 = 4.5% Tsf rate
  - Top Tsf Dx - Psych = 21; Cardiac = 13; GI = 9;
  - Mode of Tsf – Helicopter = 39; Fixed = 29; POV= 1; Ground = 5 (all for profit)
- Strategic Plan Focus
  - Workforce:
    - Traveler Utilization has decreased to 22.
    - Traveler Spend Trend – Decreased in May.

XI. **COO Report** - Sue Romansky, COO reported on the following:

**Surgery**

- Dr. Stephen Balise, General Surgeon, is scheduled to start on September 3<sup>rd</sup>.
- TSS/Urology APC - An offer has been made to Jaclyn Green, waiting on her response. She is a new graduate. Dr. Lucero and Dr. Slikkers liked that they could train her.
- Recruiting an Urologist that is da Vinci trained. Dr. Lucero approved of moving forward with this recruit, he estimates he will retire in a year.

**Pediatrics**

- Dr. Keith Krist will join us on July 8<sup>th</sup>.
- Dr. Clifford Scott – Offer extended and accepted. He will start in October 14<sup>th</sup>, pending updating Board Certification. Practicing since 1993, currently in Paris, Texas.

**OB/GYN/FPOB**

- No changes this month.



### **Hospitalist**

- New contracts extended to employed and 1099 Hospitalists physicians. Offer brings the team to market, meeting our strategic goal for recruitment and retention.

### **ED**

- Dr. Marshall, Connie and Sue met and agreed that they would host two more ED Residents. We are their most sought after site and rumor has it that to get a position at Taos someone has to die. In other words, we have great retention, great team work and great working conditions.

### **Primary Care**

- Sue is working on an employment agreement with Kyle Deisig, NP to see same day sick patients two to three days a week.
- Dr. Ouellette and Dr. Young our current Primary Care Team agreed that we have the space to add one more physician at WHI/Primary Care. We are interviewing:
  - Dr. Heather West
  - Dr. Paul Trites

### **Cardiology**

- Recruiting for a second APC for Cardiology no applicants this last month.
- The purchase of a new Cardiac Ultrasound is in our top ten items to purchase in the new fiscal year.

**Anesthesia** – We have had one CRNA resign and a second thinking of doing so. We are working on a plan to re-recruit him and keep the remaining team in tack.

**MOB** - \$15 million was approved, July funds will be available.

**Oncology** - Rotating Oncologist will see patients in our TSS location, Thursday/Friday starting September or October. May have an Oncologist who is interested in moving to Taos.

**Children's Heartline Consortium/Pediatric Echo Project** - No updates.

### **Other Recruiting**

- Director of Imaging – Looking for an interim to start in June 2024
- Director of Rehabilitation Services – We need to have a director before Kevin retires in August.
- Director of Physician Services – Several applicants, interviews to occur in the next several weeks.

XII. **HR Update** – Vivian Santistevan, Chief Human Resource Officer reported on the following:

- Presented the May employee stats – Total HCMC employees is 519.
- Team Taos Initiative remains steady with 30 nurse hires and several offers in the works.
- Flex-Friday collaboration with Taos HS and Workforce Development is a huge success.
- Conducted Mock interviews at Taos High School.
- Collective Bargaining Agreement for the Advance Practice Clinicians (APC) Union is complete. Main Union negotiations begin in June.
- Presented the ongoing HR Initiatives/Strategic Planning Goals:
  - Training and mentorship of staff is an ongoing discussion item for the SLT.
  - Customer Service Training for 50 staff members was held on May 8, 2024.
  - Recruiting and retention of staff with market pay and benefit focus initiatives remains a priority.
  - Reviewing two new Record Keeping companies for the 403b Retirement Plan.



XIII. **Chief of Support Services Report** – Margaret Lynch, Chief of Support Services reported on the following:

- Support Services Update
  - ICU Patient Rooms Refresh
  - Plumbing Project
  - Humidifier Project
  - Landscaping
  - LifeWings Quality & Safety Program
  - HERT Collaboration Meeting
- THS/HCMC Strategic Plan
  - Electronic Health Record – Vendor Comparison
  - Master Plan Refresh – Facility Walk Through
  - HCMC Community Presence – HERT Meeting

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

- Foundation Update
- EMR Update
- Legislative Funding Update
- Quality Awards Nomination Recommendation
- Taos Housing Partnership Update
- Anesthesia Update
- Strategic Plan will be published on the Taos News in the next few weeks.
- NMHA Annual Strategic Planning Retreat – Mr. Kiser encouraged the board to attend the meetings and the PAC dinner at the Taos Ski Valley on June 12<sup>th</sup> & 13<sup>th</sup>.
- National Hospital Week will be celebrated on June 3<sup>rd</sup> –June 7<sup>th</sup>. Mr. Kiser invited the board to attend any of the activities planned.

XV. **Board Committee Reports**

Nominating Committee Report – Lucille Gallegos reported on the following:

- Nominating Committee Recommendations for Slate of Board of Trustees – Lucille Gallegos presented the following recommendations from the Nominating Committee:

Recommendation to move to a 13-member board and assign the specific seat to the indigenous representative from the Taos/Picuris Pueblo. Following review and discussion, a motion was made and seconded to approve the 13<sup>th</sup> board seat as recommended by the Nominating Committee. All were in favor and the motion carried.

Appoint Eileen Lujan as the Taos/Picuris Pueblo indigenous representative for a four-year term. Following review and discussion, a motion was made and seconded to appoint Eileen Lujan for a four-year term. All were in favor and motion carried.

Re-appointment of Paul Sands - Following review and discussion, a motion was made and seconded to re-appoint Paul Sands for another four-year term. All were in favor and motion carried. Mr. Sands abstained from voting.

Re-appointment of Chris Stagg - Following review and discussion, a motion was made and seconded to re-appoint Chris Stagg for another four-year term. All were in favor and motion carried. Mr. Stagg abstained from voting.

Appointment of Andrew Chavez - Following review and discussion, a motion was made and seconded to appoint Andrew Chavez for a one-year term. All were in favor and motion carried.

XVI. **Ovation Healthcare Report** – Eric Jones, Ovation Healthcare, AVP – Mr. Jones introduced Emmanuel Arrington and reported on the following:

- **Advisory Services Update**
  - Vantage Workforce Efficiency (Refresh) – Ongoing.
  - Master Facilities Planning – Mr. Arrington presented on the Facility Master Plan.
  - FY2024 Medicare Cost Report Review – 3<sup>rd</sup> Quarter.
  - High Reliability Organization Quality/Patient Experience and Safety – 3<sup>rd</sup>/4<sup>th</sup> Quarter.
  - GPO/HealthTrust Purchasing Compliance Update.
  - Board Member Reference Guide
  - Upcoming Board Education Update.

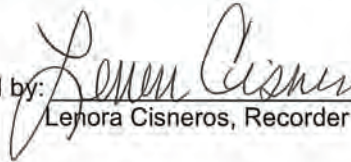
XVII. **New Business** - No new business was presented.

XVIII. **Executive Session**

- a) A motion was made and seconded at 4:54 p.m. to enter into Executive Session to 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.

XIX. **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:

  
Lenora Cisneros, Recorder

Approved by:

  
Cristina Martínez, Secretary