

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS MEETING
MINUTES
September 25, 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, Chris Stagg and Andrew Chavez

Members Absent: Eileen Lujan

Administration: James Kiser, Connie Prewitt, Sue Romansky, Vivian Santistevan, Lenora Cisneros and Mercedes Burns

Guests: Eric Jones, Ovation Healthcare; Emmanuel Arrington, Ovation Healthcare; Casey Carlton, e4h Architects; Stephen Balise, MD, Brent Jaramillo, County Manager; Chris Madrid, Deputy County Manager;

- 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, September 25, 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 August 28, 2024 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the August 28, 2024 THS Board Minutes as presented. All were in favor and the motion carried.
- IV. **Public Comments** – There were no public comments presented. Mr. Kiser introduced Stephen Balise, MD, new General Surgeon and welcomed him. Dr. Balise stated that he was very happy to be in Taos and hope to get on the new daVinci robot soon. He invited the board to go by the OR to check out the robot.
- V. **Declaration of Conflicts of Interest** – There were no conflicts of interest presented.
 - **E4h Presentation** – Casey Carlton, e4h Architect presented on the Master Plan for Holy Cross Medical Center, emphasizing the need to address clinical and physical plant conditions. He also identified key building infrastructure systems needing replacement or upgrade, discussed the inefficiencies in existing hospital space and the desire to improve visual appeal for patient satisfaction.
 - Mr. Carlton reported on detailed initiatives and priorities:
 - Outlined various initiatives aimed at improving the hospital's infrastructure and capacity.
 - Description of a new medical office building, including its estimated size and budget allocation. Reviewed the detailed prioritization of spaces to be housed in the new medical office building, including primary care, urgent care, WHI, cardiology practice, and other specialized clinics.

- Emergency department expansion and renovation plans, highlighting the need for increased space and improved flow.
 - ICU expansion and renovation, focused on enhancing patient care and privacy
 - Labor and Delivery expansion and renovation, focused on enhancing patient care and privacy.
 - Discussed funding and construction considerations.
 - Ms. Arguello emphasized on the importance of integrating behavioral health services into the hospital's strategic plan to address community needs.
- Mr. Arrington explained the financial aspects of the master plan, including the need for expansion and the limitations of current funding. He also discussed the involvement of state-approved contractors to expedite the construction process and challenges with funding and the need for creative solutions to balance immediate needs and long-term strategic planning.
 - Ms. Martinez asked about the timeline and objectives for the medical office building project. Mr. Carlton outlined the goal to have the design completed by the end of the year and the construction process beginning shortly afterward. Discussion was held regarding the importance of aligning the project timeline with available funding and the need for careful planning and coordination.
 - Mr. Jaramillo, County Manager explained the procurement process for selecting contractors, including the use of requests for qualifications (RFQ's) and requests for proposals (RFP's). He also discussed the advantages of using a state price agreement to ensure competitive pricing and timely execution. Mr. Carlton added that the design team will work closely with potential contractors to ensure cost estimates are aligned with the project's goals and emphasized on the importance of thorough administrative processes to avoid delays and ensure smooth implementation.

VI. **Approval of the Consent Agenda**

- Board Quality Report – September 2024
- CNO Report
- CHRO Report
- Support Operations Report

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.

VII. **Finance Report** – Connie Prewitt, CFO

- August 2024 Financial Statements – Ms. Prewitt, CFO, presented the August 2024 financials for review and acceptance. (Refer to CFO's Narrative Report).
- Approval of Capital Request – Weimer Land Purchase – Ms. Prewitt presented an opportunity to purchase an adjacent acre of land on Weimer for future expansion. Following review and discussion, a motion was made and seconded to approve the capital request as presented. All were in favor and the motion carried.
- Approval of Physician Employment Agreement for Ryan Mullins, 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 the motion carried.

- Approval of Physician Locums Agreement for Gene Prendergast, DO (Orthopedic Locums) Care) - Following review and discussion, a motion was made and seconded to approve the Physician Locums Agreement as presented. All were in favor and the motion carried.
- Approval of Physician Employment Agreement for Cydney Siggins, MD (OB/GYN)) - Following review and discussion, a motion was made and seconded to approve the Physician Employment Agreement as presented. All were in favor and the motion carried.
- Ms. Romansky, Chief Ancillary and Physician Services, presented a recruitment update. She and Dr. Moran also gave the board an update on Taos Orthopedic Institute.

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

VIII. **Chief of Ancillary and Physician Services Report** – Ms. Romansky gave the board a brief recruitment summary and informed them on the status of the TOI issues.

IX. **CEO Report** - Mr. James Kiser reported on the following:

- EHR Update – The goal is to make a decision by the end of October.
- Award presented to Senator Gonzales at the NMHA Annual Meeting.
- Foundation Update – Helen Forte, Interim Foundation Planner will be presenting to the board on a quarterly basis.
- daVinci Robot Update.
- Taos Housing Partnership (THP) – Paul and James met with THP and related to them that the hospital does not have land to give away and expressed the hospital's concerns. They also relayed that the hospital supports the housing need in the community.
- Ms. Santistevan, CHRO reported that they are working on formatting the new contract.

X. **Medical Staff Recommendations** – Jonathan Moran, DO, Chief of Staff

Locums:

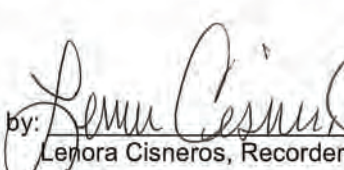
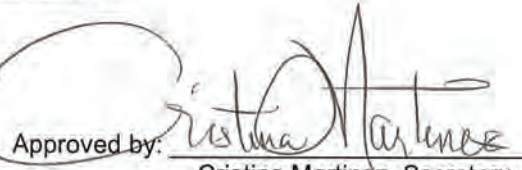
- Neba, William, CRNA
- Scott, Kristena "Jordan" CRNA
- Scharff, Kevin, CRNA
- Quintana, Juan CRNA
- Gosey, Gregory "Max", MD (Ortho)

Reappointments:

- Bassat, Carla, MD (Hospitalist) – Reappointment in Pediatric & Adult Medicine.
- Jaramillo, Cipry, MD (Hospitalist) – Reappointment in Pediatric & Adult Medicine.
- Makka Solomon, Faith, CNP (Hospitalist) - Reappointment in Pediatric & Adult Medicine.
- Johnson, Paul, MD (Radiology) - Reappointment in Pediatric & Adult Medicine.

Dr. Moran commended the hospital for hiring into all departments and bringing back staff who are full time. He mentioned that the culture in the ED and hospital is healthier and positive. Dr. Moran also related that he is committed as Chief of Staff to help come up with a solution for the TOI issues.

- XI. **Ovation Healthcare Report** – No report presented.
- XII. **New Business** - Ms. Gallegos commended Ms. Robyn Chavez for being awarded the “40 under 40” award at the Santa Fe Hispanic Chamber of Commerce.
- XIII. **Old Business**
- **CEO Goals** – Ms. Cristina Martinez asked the board if they had reviewed the potential goals for the CEO. This topic to be discussed further in executive session.
 - **Resolution with HCH and Taos/Picuris Pueblo** – Ms. Chavez reported that the Tribal Council will be meeting on October 10th and hopefully will review the resolution at their meeting.
- XIV. **Monthly Board Committee Meeting Calendar (October)** - The Personnel and Labor Relations Committee will be meeting on October 30th at 1:00 p.m. Informational.
- XV. **Executive Session**
- a) A motion was made and seconded at 4:08 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 4:40 p.m. All were in favor and the motion carried.
- Following review and discussion in the executive session, Ms. Martínez, Mr. Sands, and Mr. Chavez agreed to work with Ms. Santistevan, CHRO to incorporate the goals presented into a new performance review form for Mr. Kiser. The goal is to have a draft at the December 4th Board Meeting. The actual review to be completed prior to any new contract negotiations.
- The consensus of the board was to send a response to the patient letter addressed to the board be drafted by James, Mr. Sands and Ms. Cisneros once an internal investigation is complete.
- XVI. **Review Meeting Effectiveness**
- No review held.
- XVII. **Adjournment** - There being no further business, a motion was made and seconded to adjourn the meeting at 4:45 p.m. All were in favor and motion carried.

Respectfully submitted by:  Approved by: 
 Lenora Cisneros, Recorder Cristina Martinez, Secretary