

**TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS MEETING
MINUTES
December 4, 2024
2:00 p.m.**

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

Members Absent:

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

Guests: Eric Jones, Ovation Healthcare; Casey Carlton, e4h Architecture; Jessie Neitzer, and Brent Murray

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, December 4, 2024, by Paul Sands, Board Chair. Attendance was recorded and a quorum was present.

- I. **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 amended to add "Think NM" under New Business. All were in favor and the motion carried.
- II. **Approval of the October 30, 2024 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the October 30, 2024 THS Board Minutes 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 presented.
- V. **Approval of the Consent Agenda**
 - Board Quality Report
 - CNO Report
 - CAPS Report
 - CHRO Report
 - Support Operations Report
 - Board Compliance Program 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.

- VI. **Medical Office Building (MOB) Update - Casey Carlton, e4h Architecture** – Mr. Carlton presented the MOB schedule, design direction, site and floor plan. He reported that the medical office building design is progressing, with construction documents complete and procurement starting. The building will feature modern pueblo design elements, energy-efficient sun shading, and flexible exam room layouts.

Mr. Kiser mentioned that they have a meeting scheduled next week with the Taos County Procurement Officer to discuss the procurement funds. Mr. Kiser stated that he would request that they start meeting weekly to make sure that we are getting them what they need in terms of architectural design so they can go to state preapproved construction managers and general contractor. The board discussed the need to ensure that some of the signage be in Spanish along with looking at reducing the number of computers for the patient rooms. The board thanked Mr. Carlton for his update.

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

- October 2024 Financial Statements – Ms. Prewitt, CFO, presented the October 2024 financials for review and acceptance. (Refer to CFO's Narrative Report).
- Approval of Capital Request – Ms. Prewitt presented the list of Capital Requests for approval:
 - 2 Automatic Transfer Switches for hospital emergency power \$49,675
 - Land Purchase – Original requested \$60,000, need approval for \$68,000
 - OR Table w/robotics capabilities - \$91,337

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

Approval of the Physician Employment Agreement for Matthew Roman, MD (Primary Care) – 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 the Professional Services Agreement for Sara Bush, MD (ED Services) – Following review and discussion, a motion was made and seconded to approve the agreement as presented. All were in favor and the motion carried.

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

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

- SB 161, Rural Emergency \$5.7 Million – We will be able to use this money for operations.
- GRT – We will be able to use the GRT monies for renovation and equipment.
- Medicaid Supplement Payment – Mr. Kiser expressed concern about the Medicaid Supplemental payment of \$15 million, emphasizing its importance for quality patient care.
- EHR Update – the HCH team is working with our legal counsel to finalize negotiations on the Meditech Expanse contract. Mr. Kiser is optimistic that they will be able to get something signed by the end of this year.
- Ortho Update – Dr. Moran gave a status update on orthopedics. He reported that they are planning to meet after the holidays to bring everyone together and to get everyone on the same page. Dr. Moran to discuss further in executive session.
- daVinci Demo/Dinner – Mr. Kiser reported that the donors were invited to a private showing of the daVinci Robot. Dr. Slickers demoed the Robot. Mr. Kiser took them out to dinner to thank them for their donation.

- Veterans Annual Luncheon – Ms. Vivian Santistevan reported that the second annual Veterans Day luncheon that the hospital sponsored was a huge success. Last year we had 62 veterans who joined us and this year we had 90. They were all very thankful. Ms. Santistevan commended the dietary staff for the great meal.

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

Initial Appointments:

- **Oxford, Robert Glenn (UNM) (Tele Neuro Surg)** - Appointment in the Pediatric and Adult Medicine Department.
- **Prendergast, Gene, DO (Ortho)** – Appointment in the Surgery & Anesthesia Department.

Reappointments:

- **Martin, Amy, MD (ED)** – Reappointment in the Emergency Medicine Department.
- **Ouellette Ellen, MD (Family Medicine)** - Reappointment in the Pediatric/Adult Medicine Department.

Following review and discussion, a motion was made and seconded to approve the medical staff recommendations as presented. All were in favor and the motion carried.

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

- Presented a work plan update.
- Provided an updated on leadership training and compliance, including the Leadership 2025 registration. Mr. Jones encouraged the board to participate in training and stay informed about ongoing initiatives. The monthly leadership training covered strategy oversight, with a focus on continuous improvement.
- Provided an update on the shortage of IV Solutions due to the Hurricane Helene on the North Carolina facility, which produces 60% of IV solutions in the U.S.
- Rural Health Network – Ovation is now a partner in the NM Rural Health Network.
- Roosevelt hospital in Portales, NM has joined the Ovation network.

XI. **New Business** - **Ratification of the Advanced Practice Clinician (APC) Collective Bargaining Agreement Union Contract** – Ms. Vivian Santistevan, presented the agreement for review and approval. Following review and approval, a motion was made and seconded to approve the APC Collective Bargaining Agreement. All were in favor and the motion carried.

Approval of the 403b Plan Document – Ms. Vivian Santistevan, CHRO presented the 403b Plan Document for approval. Following review and discussion, a motion was made and seconded to approve the 403b Plan Document as presented. All were in favor and the motion carried. Ms. Santistevan discussed the transition from Corbridge to Fidelity as the new 403(b) record keeper.

XII. **Monthly Board Committee Meeting Calendar (December)** – Informational. A recommendation was made to have the Risk & Compliance Report after every Compliance meeting.

XIII. **Old Business**

- Think NM – Mr. Carl Gilmore introduced the "Think NM", a non-partisan organization focused on healthcare and other issues in NM. Mr. Gilmore distributed their 25th Anniversary report on the

healthcare crisis in NM and recommended that the board read it. He also suggested inviting Alfredo Vigil, MD, a board member to present on the organization's projects and agenda at the January 29th board meeting. A brief discussion was held regarding the med malpractice issue and the need to educate legislators on the topic.

XIV. **Executive Session**

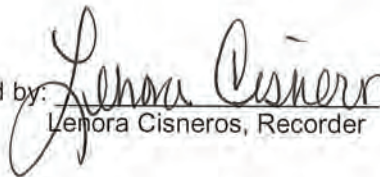
- a) A motion was made and seconded at 4:00 p.m. to enter into Executive Session to discuss legally protected matters. All were in favor and the motion carried.
- b) A motion was made and seconded to reconvene into open session at 4:50 p.m. All were in favor and the motion carried.

XV. **Review Meeting Effectiveness**

- No review held.

XVI. **Adjournment** - There being no further business, a motion was made and seconded to adjourn the meeting at 4:52 p.m. All were in favor and motion carried.

Respectfully submitted by:


Lenora Cisneros, Recorder

Approved by:


Cristina Martinez, Secretary