

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS MEETING
MINUTES
March 12, 2025
2:00 p.m.

Present: Trinidad de Jesus Arguello, Abe Balsamo, 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: Andrew Chavez

Hospital Staff: James Kiser, Connie Prewitt, Sue Romansky, Vivian Santistevan, Brittany Hamilton, Margaret Lynch, Lenora Cisneros, Mercedes Burns, Dayna Duran, and Helen Forte,

Guests: Eric Jones, Jessie Neitzer, and Phillip Stubblefield, Ovation Healthcare;

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 12, 2025, 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 presented. All were in favor and the motion carried.
- II. **Approval of the January 29, 2025 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the January 29, 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. **HIPPA Education – Amalia Salazar, HIM Director & Privacy Officer** – Ms. Amalia Salazar provided a detailed HIPAA compliance presentation, emphasizing the importance of protecting patient health information and the penalties for violations. She presented examples of common HIPAA violations and how to avoid them. Ms. Salazar provided resources and references for further information on HIPAA compliance and the compliance reporting hotline. She encouraged board members to report any breaches. Ms. Salazar explained the use of passcodes for patient information and the role of practitioners in deciding the relevance of shared information. The board thanked Ms. Salazar for her presentation.
- VI. **Development Department Update – Helen Forte, Foundation Interim Planner** - Ms. Helen Forte provided an update on the development department. She mentioned that she is getting to the end of the planning stage. She has been working on updating policies and has submitted them to the Senior Leadership Team for review and then she will bring them to the board for final approval. Ms. Forte discussed the implementation of donor management software and its integration with financial systems and shared an example of a new donor and the process of accepting a piece of art as a donation.
- VII. **Approval of the Consent Agenda**
 - CAPS Report

- COS Report
- CHRO Report
- CNO Report
- Compliance Oversight Committee 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.

VIII. **Lifewings Quality & Safety Council Report** – Misty Carruth, Director of Quality, Risk & Compliance

- Lifewings Quality & Safety Council Report – January & February 2025 – Q & S Cards

Ms. Carruth presented the quality and patient satisfaction update for January and February. She highlighted the improvements in overall hospital ratings and patient satisfaction. Ms. Carruth also discussed the impact of readmission rates. She shared positive patient comments and areas for improvement in patient care.

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

- January 2025 Financial Statements – Ms. Prewitt, CFO, presented the January 2025 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:
 - Patient Telemetry Monitoring @ \$1,143,745 - (From GRT)
 - Heating /Cooling Pumps - \$34,651 - (From GRT)
 - Lab Chemistry Analyzer - \$301,605 – (From Mill Levy)

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.

Following review and discussion, a motion was made and seconded to accept the January 2025 Financial Report as presented. All were in favor and the motion carried.

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

- Taos County Day – James was very inspired with the Taos Day at the legislature. There was good attendance by our board members. There was good collaboration with other local organizations.
- Facebook Ask Taos – Reported that there were some very positive comments praising Holy Cross Hospital posted.
- MOB Update – Ms. Margaret Lynch gave an update on the status of the MOB. The project has been put out for bid. Once this is done, we hope to look at breaking ground in May. We will continue weekly meetings with the County. Our hope is open June 2026. Continue to have lot line conversations regarding the property land transfer.

- EHR – The agreement was signed on 12/31/24. The Senior Leadership Team is embarking on the staffing matrix for the subject matter experts. The system needs to be designed to our needs. The hospital has selected Haffty as the firm to do the backside build of our EHR. The initiation phase has been pushed from May to June, to coincide with our fiscal year. We will have access to the system in September for actual implementation.
- Mr. Kiser and Mr. Paul Sands presented information pertaining to the Medicare Advantage Plan break out session they attended at the AHA Rural Hospital Meeting in San Antonio, TX. The AHA and NM Hospital Association are advocating that Medicare Advantage plans pay critical access hospitals at cost. This is putting the health care delivery safety net at risk because we have the expense to provide the care and hospitals are not being reimbursed for it.
- Medicaid Update – Mr. Kiser discussed his concern regarding possible Medicaid cuts coming with the new administration.

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

Reappointments for February 2025

- **Schreiber, Lucas, MD (Family Medicine)** - Re-appointment in the Surgery and Anesthesia Department.
- **Dougherty, William, MD (General Surgery)** - Re-appointment in the Surgery and Anesthesia Department.
- **Darnell, Michael, MD (General Surgery)** - Re-appointment in the Surgery and Anesthesia Department.
- **Decker, Samuel, MD (ED)** - Re-appointment in the Emergency Medicine Department.
- **Victory, Farzan, MD (Radiology)** - Re-appointment in the Pediatric and Adult Medicine Department.
- **Kast, Douglas, CNP (Wound Care)** - Re-appointment in the Surgery and Anesthesia Department.
- **Yong, Tze S, MD (Hospitalist)** - Re-appointment in the Pediatric/Adult Medicine Department.
- **Foster, John, MD (Hospitalist)** - Re-appointment in the Pediatric/Adult Medicine Department.
- **Wells, John, DO (ED Services)** - Re-appointment in the Emergency Medicine Department.
- **Hull, Christina, PA** - Re-appointment as Community Staff.

Locums:

- **Wilson, Adam (Ortho)**

Initial Appointments for March:

- **Nelson, Christopher, MD (Telerad)** - Appointment in the Pediatric/Adult Department.
- **Dawn, Samuel, MD (Telerad)** - Appointment in the Pediatric/Adult Department.
- **Nader, Mathieu, MD (Telerad)** – Appointment in the Pediatric/Adult Department.
- **Fisher, Stephen, MD (Telerad)** - Appointment in the Pediatric/Adult Department.
- **Kash, Fred, MD (Telerad)** – Appointment in the Pediatric/Adult Department.
- **Sharma, Vineet, MD (Telerad)** - Appointment in the Pediatric/Adult Department.
- **Hang, Robert, MD (Telerad)** – Appointment in the Pediatric/Adult Department.

Locums:

- **Thomas, Jason, CRNA**

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.

XII. **Ovation Healthcare Report** – Eric Jones, Ovation Healthcare presented on the following:

- Jessie Neitzer is working with hospitals on the EMR platform.
- The GPO Client Report has been uploaded to the board portal.
- The Ovation Healthcare Board Leadership presentations are available on the board portal.

Board Compliance Education – Phillip Stubblefield, Dir. Compliance Advisory presented on the following:

- Presented the Compliance Program basics, including the history of compliance and the seven elements of a compliance program. He explained the importance of having a Compliance Officer, Code of Conduct, policies and procedures, training, monitoring, reporting, and enforcement.
 - Mr. Stubblefield discussed the key risk areas, including the Federal False Claims Act, Stark Law, and the Anti-Kickback Statute. He emphasized the importance of documenting compliance efforts and staying informed of regulatory changes. He also explained the importance of receiving compliance reports and engaging with compliance on incidents and investigations.
 - Reviewed the Board member roles and responsibilities outlining the fiduciary duties of board members and their role in compliance oversight. Mr. Stubblefield provided resources and links for healthcare board members and compliance professionals.
- Ovation Healthcare Board Leadership and AHA Conference Attendee Update – The board members who attended the Ovation Healthcare Board Leadership Conference shared their key takeaways from the conference. Mr. Sands and Mr. Kiser also reported on the AHA Conference they attended.

XIII. **New Business**

- **Annual Approval of the Clinical Services Contract Evaluations** - Following review and discussion, a motion was made and seconded to approve the Clinical Services Contract Evaluations as presented. All were in favor, and the motion carried.
- **Annual Approval of the Non-Clinical Services Contract Evaluations** - Following review and discussion, a motion was made and seconded to approve the Non-Clinical Services Contract Evaluations as presented. All were in favor, and the motion carried.
- **Nominating Committee Timeline** - Informational.
- **Review and approval of the Amended THS Inc., Board Bylaws** – Mr. Don Mooney reviewed the addition and changes to the THS Board Bylaws. Following review and discussion, a motion was made and seconded to approve the Amended THS Inc., Board Bylaws as presented. All were in favor and the motion carried.
- **Approval of the Revised EMTALA Policy** – Discussion was held regarding the need to update the EMTALA policy to include a clause prohibiting actions that discourage individuals from

seeking emergency medical care. Following review and discussion, a motion was made and seconded to approve the revised EMTALA Policy as presented. The majority were in favor with one abstention. The motion carried.

XIV. **Monthly Board Committee Meeting Calendar (March & April 2025)** – Informational.

XV. **Old Business** - There was no old business presented.

XVI. **Review Meeting Effectiveness** – The effectiveness of the current meeting agenda and the importance of ongoing self-assessment was discussed. Mr. Sands acknowledged the contributions of the board members and staff in maintaining compliance and strategic planning.

XVII. **Executive Session**

a) A motion was made and seconded at 4:40 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 5:25 p.m. All were in favor and the motion carried.

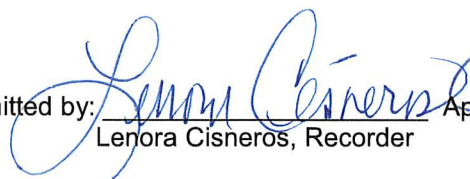
c) Following review and discussion in Executive Session, a motion was made and seconded to appoint Misty Carruth to serve as the Compliance Officer as recommended by Administration. All were in favor and the motion carried.

d) Following review and discussion in Executive Session, a motion was made and seconded to tentatively approve the Draft 990 Report as presented by Ms. Connie Prewitt, CFO. All were in favor and the motion carried.

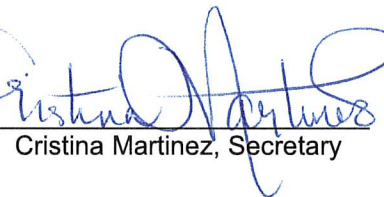
e) Ms. Connie Prewitt that more information will need to be submitted for the ERC Credit. Following review and discussion in Executive Session, a motion was made and seconded to authorize the Board Executive Committee to approve the ERC Credit. All were in favor and the motion carried.

XVIII. **Adjournment** - There being no further business, a motion was made and seconded to adjourn the meeting at 5:30 p.m. All were in favor and motion carried.

Respectfully submitted by:


Lenora Cisneros, Recorder

Approved by:


Cristina Martinez, Secretary