

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS MEETING
MINUTES
May 28, 2025
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:

Hospital Staff: James Kiser, Connie Prewitt, Sue Romansky, Vivian Santistevan, Margaret Lynch, Lenora Cisneros, and Mercedes Burns,

Guests: Eric Jones & Jessie Neitzer, 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 2:01 p.m., Wednesday, May 28, 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 April 30, 2025 Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the April 30, 2025, 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**
 - CNO Report
 - CAPS Report
 - COS Report
 - CHRO 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. **DNV Survey Update** – The DNV surveyors were invited to present an update to the board on their annual DNV survey currently being conducted this week at HCH. The surveyors reported that the survey is going well and gave an overview and role/purpose of the survey.
- VII. **Lifewings Quality & Safety Council Report** – Misty Carruth, Director of Quality, Risk & Compliance – A motion was made and seconded to table the Lifewings Quality & Safety Report till next month due to Ms. Carruth overseeing the DNV survey. All were in favor and the motion carried.

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

- March 2025 Financial Statements – Ms. Prewitt, CFO, presented the March 2025 financials for review and acceptance. (Refer to CFO's Narrative Report).
- Approval of Capital Request – Ms. Connie Prewitt presented the capital requests for review and approval.
 - Roof repair in Main Hospital - \$511,795
 - 5 Anesthesia Machines - \$247,204
 - LEA Building Roof Repair - \$84,475
 - Software for Cardiac Imaging - \$76,308
 - Quantum Host for Server - \$60,505
 - Air Cooling System for Main Kitchen - \$28,994
 - Nanosonics Trophon Disinfection Units (3) - \$24,000

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. Ms. Prewitt reported that the capital items will be funded from the GRT Bonded Funds.

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

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

- Proposed cuts to Medicaid by the Trump Administration and the potential impact on the hospital.
- The hospital is awaiting a decision on a \$5.7 million emergency funding grant.
- Continue to collaborate with the County on the land transfer and the potential for a new appraisal. We do have nine qualified bidders.
- Board Orientation – Ms. Vivian Santistevan, CHRO reminded the board members that the Board Orientation session has been scheduled for June 17, 2025 from 10:00 a.m. – 4:00 p.m. at the Taos Valley Lodge. The orientation will include group activities, board bylaws review, and strategic planning for the next year.
- Mr. Kiser commended Ms. Cristina Martinez on her efforts in hosting an Auxiliary District meeting and her work on legislation for backup power for medical devices. Ms. Cristina Martinez reported that they had a great turnout. They had some great entertainment, presentations, and prizes.
- Ms. Margaret Lynch provided an update on the Electronic Health Record (EMR) Implementation, including onboarding meetings and kickoff sessions. The go live date is set for June 1, 2026.

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

Initial Appointments:

- **Siggins, Cydney, MD (OBGYN)** – Appointment in Perinatal and Pediatric and Adult Medicine Department.

- **Pyko, Maximilian, DO (Telerad)** - Appointment in Pediatric and Adult Medicine Department.

Reappointments:

- **Sandoval, Anthony, MD (Cardiology)** - Re-appointment in Pediatric and Adult Medicine Department.
- **Krahl, Kory, CRNA** - Re-appointment in Surgery and Anesthesia Department.
- **Marshall-Vaskas, Healthier, MD (ED Services)** - Re-appointment in Emergency Medicine Department.
- **Marvil, Sean MD (Ortho)** - Re-appointment in Surgery and Anesthesia Department.
- **Otto, Carolyn, CRNA** - Re-appointment in Surgery and Anesthesia Department.
- **Peterson, Sari, CNP (Wound Care)** - Re-appointment in Surgery and Anesthesia 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.

XI. **Ovation Healthcare Report** – Eric Jones & Jessie Neitzer presented on the following:

- Potential Clinic Status – Jessie reported that they have been having regular calls with the HCMC team to discuss various types of assessments on how the structure of the clinics are formed and what is most beneficial for the community, more advantageous financially, and compliant. They will continue with the calls once Connie completes the budget and becomes available.
- Board Leadership Virtual Training is scheduled for June 10th at 11:00 a.m. to 12:00 p.m.
- Physician Services Summer Symposium is scheduled for June 17th – This will be a classroom event that focuses on how to navigate a successful regulatory survey.
- Ovation is looking to continue to support the Swing Bed Utilization and Improvement through the NM Rural Hospital Network. They are hoping to get this set up by this summer.

XII. **New Business**

- **Nominating Committee Recommendation for State of Board of Trustees** - Mr. Don Mooney reported that there were six applicants for the two open positions. Two of the applicants were re-applicants and the other four were new applicants. Mr. Mooney presented the following recommendations from the Nominating Committee:

Re-Appointment of Andrew Chavez – Following review and discussion, a motion was made and seconded to approve the re-appointment for another (4) four year term. All were in favor and the motion carried.

Re-Appointment of Lucille Gallegos – Following review and discussion, a motion was made and seconded to approve the re-appointment for another (4) four year term. All were in favor and the motion carried.

Re-Appointment of Cristina Martinez as the Auxiliary Representative - Following review and discussion, a motion was made and seconded to approve the re-appointment for another (4) four year term. All were in favor and the motion carried.

Dr. Moran raised concerns about the ability of hospital-employed physicians to serve on the board and the need for clarification from the MEC. Mr. Mooney reviewed the THS Board Bylaws and confirmed that the Medical Staff representative can be employed and serve on the board as well as the Chief of Staff. Dr. Moran reported that he would be presenting the Medical Staff Representative at the June 2025 board meeting.

XIII. **Monthly Board Committee Meeting Calendar (May 2025)** – Informational.

XIV. **Old Business**

- **Pueblo Outreach and Integration Update** – Ms. Eileen Lujan reported that she would be attending the next Pueblo Council meeting and will be addressing the resolution and the need for clear communication and support from the council. The board discussed the importance of continued efforts to integrate Pueblo services and improve community engagement.

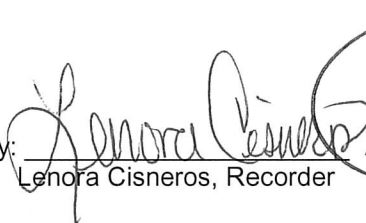
XV. **Review Meeting Effectiveness** – Meeting was very effective and stayed on time and on track.

XVI. **Executive Session**

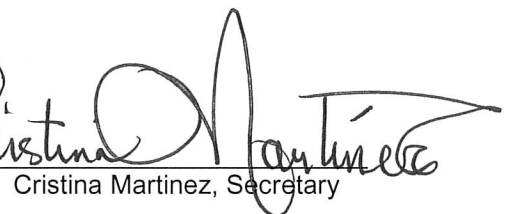
- A motion was made and seconded at 3:00 p.m. to enter into Executive Session to discuss legally protected matters. All were in favor and the motion carried.**
- A motion was made and seconded to reconvene into open session at 3:53 p.m. All were in favor and the motion carried.**
- Following review and discussion in executive session, **a motion was made and seconded to table the legal update until the June board meeting. All were in favor and the motion carried.**
- Following review and discussion in executive session, **a motion was made and seconded to allow the CEO/CFO to sign a Memo of Understanding of Lease Agreement with the County after terms have been worked out between the attorneys. All were in favor and the motion carried.**

XVII. **Adjournment** - There being no further business, **a motion was made and seconded to adjourn the meeting at 3:58 p.m. All were in favor and motion carried.**

Respectfully submitted by:


Lenora Cisneros, Recorder

Approved by:


Cristina Martinez, Secretary