

TAOS HEALTH SYSTEMS, INC.
BOARD OF DIRECTORS' MEETING
MINUTES
December 3, 2025
2:00 p.m.

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

Members Absent:

Hospital Staff: James Kiser, Connie Prewitt, Vivian Santistevan, Brittany Hamilton, Misty Carruth and Lenora Cisneros

Guests: Eric Jones, Ovation Healthcare; Stephanie Gates, Taos News

- I. **Call to Order** – Holy Cross Hospital, a division of the Taos Health Systems, Inc., Board of Directors meeting was called to order at 1:05 p.m., Wednesday, December 3, 2025, by Paul Sands, 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. **Memoriam for Ernest Romero** – A memorial dedication service was held to honor Mr. Ernest Romero, former CEO of Holy Cross Hospital. Members of Mr. Romero’s family were present for the service. Mr. Bob Romero delivered a heartfelt tribute highlighting Mr. Romero’s many accomplishments, years of service, and his deep commitment to the Taos community.
- IV. **Public Comments** – Ms. Cristina Martinez reported that the Auxiliary will be hosting their annual Holiday Bake Sale on December 11th from 9:00 – 12:00.
- V. **Declaration of Conflicts of Interest** – There were no conflict of interests presented.
- VI. **Approval of the October 29, 2025, Taos Health Systems (THS) Board Minutes** - Following review and discussion, a motion was made and seconded to approve the October 29, 2025, THS Board Minutes as presented. All were in favor and the motion carried.
- VII. **Lifewings Quality & Safety Council Report** – Misty Carruth, Director of Quality, Risk & Compliance
 - Lifewings Quality & Safety Council Report – October 2025

Ms. Misty Carruth presented an update on patient survey response rates, highlighting the hospital’s performance across multiple measures and reviewing inpatient patient experience comments. She also briefed the board on the 2024 CMS core measures that

were retired and noted that the hospital continues to conduct social drivers of health screenings, as they remain a priority.

- Risk LWQS Q3 2025 – The Qtr. 3 Risk Management written report was provided for the board for informational purposes.

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.

VIII. **Approval of the Consent Agenda**

- CNO Report
- CHRO Report
- CAPS Report
- Compliance Committee Board Update November 2025

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.

IX. **Acceptance of the October Finance Committee Executive Summary and Capital Requests** - Ms. Connie Prewitt presented an executive summary for the October 2025 Financials and the capital requests for approval.

Gross patient revenues for the month were \$14.2M; under budget by (\$878K). Holy Cross Hospital was under budget (\$765K). Taos Professional Services was under budget (\$113K). Other income realized a negative (\$1.2M) to budget in October related to HDAA revenue. This amount should be positive after we accrue for HDAA as we begin to get our next quarter amount in December. YTD we are doing well and managing our expenses. Overall loss for the month was (\$1,004K) and overall loss of (\$2,016K) year-to-date.

Ms. Prewitt reported that the organization has been over budget in expenses as a % of revenue for the past few months due to a low census in both the hospital and clinics. In addition, the loss of several budgeted clinic providers has significantly impacted patient volumes and operating expenses.

Approval of Capital Requests

- **Parapet/Roof Repair - \$48,931** – Ms. Prewitt presented the capital approval for the repair of the Parapet/Roof repair @ \$48,931. Following review and discussion, a motion was made and seconded to approve the capital purchase as recommended by the Finance Committee. All were in favor and the motion carried.

Following review and discussion, a motion was made and seconded to accept the Finance Committee Executive Summary as recommended by the Finance Committee. All were in favor and the motion carried.

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

- **Mill Levy Election:** Mr. Kiser reported the mill levy was successful. He emphasized that beyond the financial impact, the most significant outcome was the strong community

support reflected in the most favorable vote achieved in any prior mill levy election, demonstrating broad community and regional support for the hospital.

- **Community Leadership Engagement:** Mr. Kiser summarized the CEO Executive Forum held on November 14, 2025, with local business leaders, focused on collaboration and mutual support. Follow-up discussions at a subsequent community leadership meeting highlighted the potential to form a stronger, unified advocacy group representing the broader community and region, rather than operating in silos.
- **Health Summit & Advocacy Efforts:** Mr. Kiser reported the hospital was selected as one of four statewide sites to host the Patient-Led New Mexico Health Summit, addressing Medicaid reform and medical malpractice reform. He noted New Mexico's significantly higher malpractice insurance costs and the negative impact on physician recruitment and retention. The event had the largest turnout in the state to date and reinforced the hospital's advocacy efforts. He also noted the Governor has identified this issue as a priority for the upcoming legislative session. Mr. Kiser recognized Lenora for coordinating the Health Summit and securing sponsorships totaling approximately \$6,000, which covered the full cost of the event.
- **EMR Update:** Mr. Kiser reported that while it is spreading everyone thin, the electronic health record is coming together.
- **MOB –** Regarding the medical office building, the architect is currently coordinating with the contractor. There is a limited opportunity to move forward within the existing price guarantee window. Mr. Kiser noted that over the past three weeks, he has sent correspondence to the Board, the County, hospital leadership, the architect, and the contractor, emphasizing the need for all parties to meet and resolve outstanding issues, ideally before the end of the month and prior to Christmas

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

Initial Appointments:

- **Miranda, Alejandro, MD (Orthopedics)** – Appointment in Surgery and Anesthesia Department.
- **French, Frederick, MD (General Surgery)** - Appointment in Surgery and Anesthesia Department.
- **Coaxion Teleradiology** - Appointment in the Pediatric and Adult Medicine Department.
 - Kis, Naomi, MD
 - Praisoody, Sankaman, MD
 - Sharma, Ayushman, MD

Reappointments:

- **Stevens, Jeffrey, MD (Tele Rad)** - Reappointment in Pediatric and 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.

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

- **2026 Work Plan** – In the coming weeks, Mr. Jones will meet with Ms. Prewitt and Mr. Kiser to discuss the 2026 work plan. The discussion will incorporate items raised during the Finance Committee meeting, with an emphasis on allocating resources to evaluate best practices in auditing processes.
- **Supply Chain** – Mr. Jones highlighted the supply chain compliance percentage previously discussed by Ms. Prewitt in the Finance Committee. This metric serves as a tool to ensure all capital, equipment, and supply chain expenditures are routed through appropriate channels to secure the best possible pricing for Holy Cross Hospital. He reported that compliance increased to 84.9% this quarter, up from 84.2%. Year-over-year improvements in this percentage directly contribute to incremental savings in supply expenses and capital purchasing.
- **CEO Performance Evaluation** – Mr. Jones reported that Mr. Sands requested the CEO performance evaluation be administered electronically via a survey link to streamline the process. To date, five responses have been received. The survey link will remain open through December 12.
- **Board Education** – Mr. Jones shared that the Ovation Learning Institute has launched a podcast network featuring multiple series and episodes focused on board governance and leadership, including insights from cohorts at other Ovation client hospitals. He also referenced the board certification opportunity previously reported by Ms. Jessie Neizer, noting that the information will be uploaded to the board portal and emailed to Lenora for distribution to the board. Additionally, Mr. Jones reminded the board of the upcoming Ovation Board Leadership Conference scheduled for February 17–19, 2026, in Carlsbad, CA.

XIII. **New Business**

Development Update - Ms. Lucille Gallegos presented a brief update on the Development Department on behalf of Ms. Victoria Santistevan, Foundation Director.

- The former HCMC Foundation structure is no longer recognized by the IRS. This has raised concerns from at least one potential donor regarding the ability to make large contributions. Two interim options were discussed: pursuing the reestablishment of a Foundation or requesting that the Board adopt a resolution affirming that all donations will be used strictly in accordance with donor intent. Ms. Gallegos noted that adopting a donor resolution could help reassure donors while a final decision on reestablishing a Foundation is under consideration. A draft Donor Resolution was presented to the Board for review and approval. Following discussion, a motion was made and seconded to approve the Donor Resolution as presented. All were in favor and the motion carried.
- The donor platform will not be ready for Giving Tuesday, as several departments are currently focused on major initiatives. The platform is scheduled to launch in the New Year, which will allow us to partner with Marketing on a comprehensive strategy to maximize its effectiveness.
- Positive news: HCMC submitted an application to the Mabee Foundation in time for its spring funding cycle, requesting \$1.3 million toward the purchase of a new CT scanner.

- Development partnered with Community Health Services on a Medicare Navigation grant application totaling \$150,000. A response is expected soon, as funding is anticipated to be available by February 1.
- James and Ms. Victoria Santistevan will meet with Senator Gonzales and Representative Ortez to discuss potential access to discretionary funds. A donor has committed \$200,000 contingent upon a matching contribution. The donor met with Ms. Santistevan last week and requested her assistance in drafting a letter to Mr. Louis Bacon.
- HCMC received a beautiful, ornate cross donated by employee Kristine Willis. This family heirloom, originally belonging to her grandparents, is valued at \$500 and will be displayed near the Infusion Clinic.
- Ms. Gallegos encouraged the board members to participate in holiday shopping through the online See's Candy store, with a portion of each purchase benefiting the hospital. Orders must be placed by December 5, and a physical address should be used for delivery.

XIV. **Old Business** – No old business was presented.

XV. **Monthly Board Committee Meeting Calendar (January 2025)** – Informational.

XVI. **Review Meeting Effectiveness** – The meeting was run very effective.

XVII. **Executive Session**

- A motion was made and seconded at 3:15 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 4:48 p.m. 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 4:49 p.m. All were in favor and motion carried.

Respectfully submitted by:


Lenora Cisneros, Recorder

Approved by:


Cristina Martinez, Secretary