

**Regular Meeting of the Board of Directors
Minutes
December 8, 2020
8:30am – 10:30am**

MEMBERS PRESENT: Martha Cole McGrew, M.D. (Chair)
Michael Richards, M.D. (Vice-Chair)
Steve McLaughlin, M.D.
Gary Mlady, M.D.
Eve Espey, M.D.
David Rakel, M.D.
Robert Schenck, M.D.
Mr. Chris Pacheco
Mr. Robert DeFelice

MEMBERS ABSENT: Selina Silva, M.D.
Karen Hawley, M.D.

OFFICERS PRESENT: A. Robb McLean, M.D., Interim President & CEO
Jill Klar, COO
Marjorie Goldstein, CFO
Donna Sigl, M.D. (Secretary)
Jennifer Phillips, M.D.
Melissa Ivers, D.M.D.

OFFICERS ABSENT:

OTHERS PRESENT: Andy Baatz
Cory McDowell
Diana Heider
Dina Ortiz
Quinn Mander
Erika Condrey
John-Paul Montoya
Jared Udall
Helen Nielsen
Richard Fortescue
Renee Ayala
Mary Swanson
Kristin Gates
Arthur Culpepper
Carly Newlands

GUESTS: Douglas Ziedonis, M.D.

I.	Called To Order and Confirmation of Quorum	Action
	Chairperson Dr. Martha Cole McGrew called the meeting to order and a quorum was established at 8:30am	
II.	Opening Comments and Welcome to Dr. Douglas Ziedonis	
III.	Vote to go into Executive Session for the following purposes (<i>Martha Cole McGrew, M.D.</i>)	Action
	<p>Vote to go into Executive Session for the following purposes (<i>Martha Cole McGrew, M.D.</i>)</p> <ul style="list-style-type: none"> A. Discussion and, where appropriate, determination of matters involving information, proceedings, or actions covered by the confidentiality protections of the New Mexico Review Organization Immunity Act, § 41-91-1 et seq., NMSA 1978, as provided in Section 5(10) of the UNMMG's Open Meetings Policy. B. Portions of meetings of the Board of Directors where strategic and long-range business plans, trade secrets, or institutional compliance program matters are discussed. C. Discussion of limited personnel matters (specifically, discussion of investigation and consideration of complaints against individual employees) and matters subject to attorney-client privilege pertaining to threatened or pending litigation, governmental investigation, administrative proceeding, arbitration proceeding, mediation, in which the Corporation is or may be before a participant. 	Dr. Martha Cole McGrew requested a motion to proceed into Executive Session of the UNMMG Board meeting. Dr. Steve McLaughlin made a motion and Dr. Robert Schenck 2 nd motion. Motion carried.
IV.	Vote to Reconvene into Open Session (<i>Martha Cole McGrew, M.D.</i>)	Action
	<p>Vote to Reconvene in Open Session (<i>Martha Cole McGrew, M.D.</i>):</p> <ul style="list-style-type: none"> A. Certification that only those matters described in Agenda Item 10 above were discussed in Executive Session and, if necessary, final action with regard to those matters will be taken in Open Session. 	The motion to reconvene the Board of Directors meeting to Open Session passed by a unanimous vote. 1 st motion made by Chris Pacheco & 2 nd Dr. Robert Schenck.
V.	Approval of Consent Agenda Process (<i>Dr. Martha McGrew, M.D.</i>)	Action
	Dr. Martha Cole McGrew asked Dr. Robb McLean to communicate the newly adopted consent agenda process we will follow going forward. This change was made in order to get through the critical information and discussion items. Should any questions arise in those items contained in the consent agenda, these items can be brought forward and addressed during the meeting.	Dr. Martha Cole McGrew requested motion to adopt the consent agenda

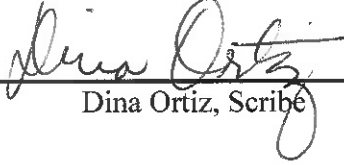
		<p>Motion made by Dr. Gary Mlady and 2nd by Dr. Eve Espey. Motion carried.</p> <p>Dr. Martha Cole McGrew asked for a motion to approve the consent agenda for today's meeting. Motion made by Dr. Gary Mlady and 2nd by Chris Pacheco. Motion carried.</p>
VI.	Recognitions	Action
	<p>Dr. A. Robb McLean recognized the following:</p> <ul style="list-style-type: none"> • Mr. Chris Pacheco, served as our Community Board member since 2011 & Chair of the Audit & Compliance Committee • Dr. Steve McLaughlin, served as a two-term Board member, Chair of the Finance Committee & Chair of the Operations Committee • Dr. Selina Silva, PAG Chair • Dr. Karen Hawley will be assuming the role of the PAG Chair • Dr. Lisa Hofler, new PAG Chair elect. 	
VII.	Approval of Meeting Minutes	Action
	<p>Chairperson Dr. Martha Cole McGrew made a motion to approve the minutes from the October 14, 2020 Board of Directors meeting.</p>	<p>Dr. Martha Cole McGrew requested a motion to approve the October 14th minutes. Chris Pacheco made a motion to approve the minutes and Dr. David Rakel 2nd the motion. Motion carried.</p>
VIII.	Public Comment	Action

	There is no public comment	
IX.	Board Membership	Action
	<p>Dr. Martha Cole McGrew communicated the following new Board members effective February 10th during our Board meeting.</p> <ul style="list-style-type: none"> • Dr. Mark Unruh, Chairperson Internal Medicine • Dr. Lisa Hofler, PAG Chair-elect • Michelle Hernandez, Community Board Member <p>Dr. Robb McLean stated the nominees will be presented during the February 16th Board of Regents meeting for approval.</p>	
X.	Election of Officers	
	<ul style="list-style-type: none"> • Re-election of COO, Jill C. Klar • Re-election of Secretary, Donna Sigl, M.D. • Re-election of Executive Committee members, Martha Cole McGrew, M.D., Michael Richards, M.D. and Steve McLaughlin, M.D. <p>Two separate resolutions presented for re-election of officers and Executive Committee members, presented and read by Dr. Martha Cole McGrew.</p>	<p>Dr. Martha Cole McGrew requested a motion to accept the re-election of the Board Officers & approval of resolutions. Dr. Gary Mlady made the motion and Dr. Eve Espey 2nd the motion. Motion carried.</p>
XI.	Administrative Reports	Action
	<ul style="list-style-type: none"> • Financial & Rev Cycle Reports through the month of October presented by Marjorie Goldstein. Work RVUs are 2.2% below budget. Collections improved at 7.6% below budget, compared to last year at 12.9% below. Average total charges billed to date \$2.1M. Distribution to SOM at 80% of revenues. Clinic losses of \$401K significantly better than budgeted loss of \$1.2M; largely attributable to the financial performance of Truman. UNMMG management company costs: \$9.2M compared to budget or \$10M. Lovelace UNM Rehab Hospital: UNMMG share of earnings = \$1.7M, slightly below prior year results. Distributions received since inception is \$5.7M. Income Statement overall our revenues are down compared to budget and last year. This is due to decrease in volume. Balance sheet continues to look strong for October. Revenue Cycle accounts receivables is up significantly as a result of not writing off low dollar accounts. These were receivables that would have been primarily 	<p>Dr. Martha Cole McGrew requested a motion to approve the Financial & Rev Cycle Report. Dr. David Rakel made a motion and Chris Pacheco 2nd the motion. Motion approved.</p>

	<p>for reserves. Denials down 4.1%. We will be focusing to address the increase in denials.</p> <ul style="list-style-type: none"> • Dr. Robb McLean reported the CEO Highlights. Dr. McLean presented regarding threats to the 340B revenues. Two of these are federal, related to CMS, specifically a drug rebate rule. This could significantly impact our Truman Clinic. The second is a stepwise reduction to maximum allowable price of a drug. This is for Medicare Part B only and will not impact Truman. Most recently, one of the large pharmaceutical companies stated they will not provide 340B drugs to contract pharmacies. Contract pharmacies are not 340B eligible entities. Based on financials provided by Marjorie Goldstein, our pharmacy margin stands at approximate \$5M, first 4 months of this year. About 2/3 of this is our 340B margin. We could potentially take a \$10M hit if our 340B margins went away. • Dr. Jennifer Phillips presented the updated policies, procedures & privilege sets for approval. • They are: <ul style="list-style-type: none"> <i>Reviewed and Updated Policies</i> 11305 – Patient Rights & Responsibilities 11359 – Bloodborne Pathogens Exposure Control Plan 11302 – Standard Precautions 11304 – Employee Health, Infection Prevention and Control 11344 – Infection Prevention and Control Plan 11101 – Advanced Directives 11103 – After Hours Emergencies 11106 – Healthcare Facilities Services 11116 – Hours of Operation 11201 – Clinic Maintenance 11343 – Ice Machines 11360 – Basic Life Support 11361 – Advanced Cardiac Life Support 11135 – Safety Rules and Guidelines 11307 – Tuberculosis Exposure Control Plan 11311 – Tuberculosis Monitoring & Exposure Follow-up 11211 – Documentation of Patient Care Activities by Licensed Professionals <i>New Policies and Procedures</i> Coronavirus Exposure Prevention, Preparedness & Response Plan 11008 – High Level Disinfection Trophon EPR HSC Codes of Professionalism and Conduct 	<p>Dr. Martha Cole McGrew requested a motion to approve the policies & procedures presented by Dr. Jennifer Phillips. Dr. Robert Schenck made the motion and Chris Pacheco 2nd the motion.</p>
XII.	Meeting Adjourned	Action
	<p>There being no further business, Chairperson Dr. Martha Cole McGrew requested a motion to adjourn the Regular Session of the Board of Directors at 10:04am.</p>	<p>Dr. Eve Espey made the motion to adjourn and Chris Pacheco 2nd motion. Motion carried.</p>



Dr. Donna Sigl, Secretary



Dina Ortiz, Scribe