

**Regular Meeting of the Board of Directors  
Minutes  
December 8, 2021  
(Annual Meeting)  
8:00am – 10:00am**

MEMBERS PRESENT: Michael Richards, M.D. (Chairman)  
Bob DeFelice  
Eve Espey, M.D.  
Karen Hawley, M.D.  
Michelle Hernandez, Esq  
Lisa Hofler, M.D.  
Richard Miskimins, M.D.  
Gary Mlady, M.D.  
Robert Schenck, M.D.  
Aimee Smidt, M.D.  
Mark Unruh, M.D.

MEMBERS ABSENT:

OFFICERS PRESENT: A. Robb McLean, M.D., President & CEO  
Diana Heider  
Jill Klar, COO  
Jennifer Phillips, M.D., CMO  
Donna Sigl (Secretary)  
Jared Udall, CFO

OFFICERS ABSENT:

OTHERS PRESENT: Renee Ayala  
Andy Baatz  
Erika Condrey  
Arthur Culpepper  
Kristin Gates  
Melissa Ivers, M.D.  
Laura Lerdall (Scribe)  
Quinn Mander  
Cory McDowell  
JP (John-Paul) Montoya  
Erica Richards, PhD  
Deborah Stephenson  
Mary Swanson

GUESTS:

	<b>Called To Order and Confirmation of Quorum</b>	<b>Action</b>
	Chairman Dr. Michael Richards called the meeting to order and a quorum was established at 8:02am	
<b>I.</b>	<b>Opening Comments</b>	
	Dr. Michael Richards welcomed attendees and acknowledged the hard work all are doing in unprecedented times. Stress on the University system is anything but normal course of business and we continue to see record numbers putting extraordinary stress on the system but this last week we stepped into new territory to get all-hands on deck for COVID modeling and the numbers should plateau soon. The Chairman emphasized his appreciation that everyone is busy with that level of work and conveyed his gratitude.	
<b>II.</b>	<b>Approval of Consent Agenda (<i>Michael Richards, M.D.</i>)</b>	<b>Action</b>
	<p>Dr. Michael Richards presented the following items for approval as part of the Consent Agenda:</p> <ul style="list-style-type: none"> <li>• Finance Committee Meeting Minutes for November 3, 2021</li> <li>• Operations Committee Meeting Minutes for September 29, 2021</li> <li>• COO/CMO Report</li> </ul> <p>The CEO report will be provided by Dr. A. Robb McLean as part of the Administrative Reports.</p>	Dr. Michael Richards requested a motion to approve the consent agenda. Dr. Lisa Hofler made the motion & Dr. Eve Espey 2 <sup>nd</sup> the motion. Motion carried.
<b>III.</b>	<b>Approval of Board Meeting Minutes (<i>Michael Richards, M.D.</i>)</b>	<b>Action</b>
	Dr. Michael Richards presented the UNMMG Board Meeting minutes for the October 13, 2021 meeting for approval.	Dr. Michael Richards requested a motion to approve the October 13, 2021 meeting minutes. Dr. Eve Espey made a motion to approve and Ms. Michelle Hernandez 2 <sup>nd</sup> the motion. Motion carried.
<b>IV.</b>	<b>Recognitions (<i>A. Robb McLean, MD</i>)</b>	
	Dr. Robb McLean presented the following recognitions:	

	<ul style="list-style-type: none"> <li>◦ Welcome Dr. Richard Miskimins to the Board and joining next month as the PAG (Physicians Advisory Group) Chair-Elect.</li> <li>◦ Center of Excellence for Orthopaedic Surgery &amp; Rehabilitation officially opened with a nice ceremony with Dr. Zeidonis, Dr. Stokes and a number of community representatives in attendance. The center will be great for learners and critical care. It is a stunning facility. Thank you to the Board for its support and approval for helping fund some of the equipment needed for this Center.</li> <li>◦ Thank you, Dr. Karen Hawley for dedicated service for the last 2 years as she concludes her term as PAG Chairperson at the end of the month. Redirected PAG whitepapers into new format and mission of excellence to the entire HSC team are only a small portion of the great work she’s accomplished.</li> <li>◦ Thank you Dr. Donna Sigl for service as the Secretary of the Board for 8 years. As the former PAG Chairperson, preceding Dr. McLean in 2012, and acting as clinical liaison to the schools, she also connected the Clinical Leadership with the Revenue Cycle Teams. Thank you for your fantastic years of service as you step into an expanded role in Faculty Affairs at SOM.</li> <li>◦ Dr. Sigl conveyed her thanks and continued, “...it’s been great starting out with you – the last 8 years have been the most stimulating and fulfilling of my career. I know the team with collective efforts has never been in a stronger position. I know they will continue in their service missions. Thank you.”</li> </ul>	
<b>V.</b>	<b>Public Comment (<i>Michael Richards, M.D.</i>)</b>	
	There is no public comment for this meeting.	
<b>VI.</b>	<b>Administrative Reports</b>	
	<ul style="list-style-type: none"> <li>◦ <i>Financial &amp; Revenue Cycle Report</i></li> </ul> <p>Mr. Jared Udall presented the following Financial Report through the end of November 2021:</p> <ul style="list-style-type: none"> <li>◦ We need to get more information from the Cancer Center as to why their WRVUs appear to stand out to be higher than the prior year.</li> <li>◦ Salaries and benefits are working to filling some vacancies.</li> <li>◦ Pharmacy is higher than last year but from revenue perspective we’re better than last year.</li> <li>◦ Pretty level this year. Trying to call out the things that mean the most or really catch my eye.</li> <li>◦ Dr. Hawley asked as to why collections on RVUs have gone down in general, but why are RVUs up and collections down?</li> <li>◦ Answer was that overall 5.2% increase in wRVUs but only contract that pays more is Medicare. So, collection rates are the same. By adding RVU values, we’ve diluted those numbers. Similarly happened in the charges column but see same degradation in gross collection rates.</li> <li>◦ Dr. McLean added that this will be accounted for in the FY23 Budget numbers, but the changes were not incorporated in the FY22 budget.</li> </ul> <p>Mr. Udall then went on to present the Revenue Cycle Slides and asked if anyone needed clarification on them. Adding that we’re using JP Montoya’s great new format of slides.</p> <ul style="list-style-type: none"> <li>◦ CARES Act Update</li> </ul>	<p>Dr. Michael Richards requested a motion to approve the Financial and Revenue Cycle Reports. Dr. Robert Schenck made a motion to approve and Dr. Lisa Hofler 2<sup>nd</sup> the motion. Motion carried.</p>

As we receive the money, we are doing due diligence and auditing to ensure we can keep all the money.

- CMS Physician Fee Schedule 2022 Final Rule Update – go-live is Jan, 2023
- Physicians and NPPs in the same group can bill for split (or shared) visits for both new and established patients. In 2023, billing provider will be based on who spent more than 50% time in care of patient. For 2022 (except Critical Care), performing 1 of 3 critical elements will allow MD to bill.
- Physicians and NPPs can bill for critical care and certain Skilled Facility/Nursing Facility visits.
- Critical Care is eligible to be billed as Split/Shared.
- Approved Telehealth services through December 2023 or end of Public Health Emergency.
- Teaching and physician services – only attending time can be used to determine E&M level.
- Plan is for a roll out and education tip sheet preparation by each topic as well as education of providers and meetings with departments.
  
- *Chief Executive Officer Board Updates*  
Dr. Robb McLean highlighted the following:
  - Acknowledge permanent additions of Dr. Jennifer Phillips as CMO and Jared Udall as CFO.
  - Announcement of Crisis Standards of Care is new for several health systems.
  - Patient volume is high now with COVID and non-COVID.
  - 150% of our capacity at UNMH.
  - Above 100% capacity at SRMC as well.
  - Booster mandate implemented across HSC in follow up with the Governor’s announcement.
  - System-wide, we are reducing in-person meetings and eating gatherings. We are requesting that people not host gatherings.
  - Unified Operating Plan was also reviewed
  
- *PAG Update*  
Dr. Karen Hawley provided the following PAG update:
  - Thank you everyone for your support. We will have our transition of leadership.
  - Chairman Richards thanked Dr. Hawley for her leadership in the PAG role.
  
- *CMO Quality Update*  
Dr. Jennifer Phillips, M.D. presented informational slides on UOP Outpatient Quality for FY2022.
  - We’ve really made some strides on medication reconciliation.
  - Trying to improve feedback from patients on their overall experience with text messaging requesting feedback.
  - Question from Dr. Schenk about hand washing.
  - Answer from Renee Ayala was that it was a non-medical case manager with PT interaction. We are reinforcing the policy with the group that everyone is responsible to keep PTs safe.
  - Dr. Schenk said it was remarkable that you’ve picked this up!
  - Renee Ayala responded that it was human observation.

Dr. Michael Richards requested a

	<ul style="list-style-type: none"> <li>◦ Updated Policies, Procedures and Standing Orders</li> </ul> <p>Dr. Jennifer Phillips went through the update and thanked Renee Ayala for her help in updating the massive document.</p>	<p>motion to approve the Policies, Procedures, Standing Orders and Documents. Dr. Eve Espey made a motion to approve and Dr. Mark Unruh 2nd the motion. Motion carried.</p>
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<b>VII. Resolutions</b>		
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	<p>Chairman Richards confirmed that UNMMG Attorney Cory McDowell was on the call and determined, with Mr. McDowell’s affirmation that it was permissible to not read the preamble of each of the six following Resolutions. Chairman Richards stated that the Resolutions are advanced as the retirement of Dr. McGrew.</p> <p>Each Resolution, not including the preamble, was then read aloud by Chairman Richards.</p> <p>A. Resolution Appointing and Reaffirming the Members of the Executive Committee</p> <p>B. Resolution Appointing and Reaffirming the Members of the Finance Committee</p>	<p>Dr. Michael Richards requested a motion to approve the Resolution Appointing and Reaffirming the Members of the Executive Committee. Dr. Mark Unruh made a motion to approve and Ms. Michelle Hernandez 2nd the motion. Motion carried.</p> <p>Dr. Michael Richards requested a motion to approve the Resolution Appointing and Reaffirming the Members of the Finance</p>
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		<p>Committee. Dr. Karen Hawley made a motion to approve and Dr. Mark Unruh 2nd the motion. Motion carried.</p>
	<p>C. Resolution Appointing and Reaffirming the Members of the Audit and Compliance Committee</p>	<p>Dr. Michael Richards requested a motion to approve the Resolution Appointing and Reaffirming the Members of the Audit and Compliance Committee. Dr. Eve Espey made a motion to approve and Dr. Lisa Hofler 2nd the motion. Motion carried.</p>
	<p>D. Resolution Appointing CMO and Officer of Corporation</p>	<p>Dr. Michael Richards requested a motion to approve the Resolution Appointing CMO and Officer of Corporation. Dr. Robert Schenck made a motion to approve with December 1, 2021 as the effective date and Dr. Karen Hawley 2nd the motion. Motion carried.</p>

	<p>E. Resolution Electing Officer</p>          <p>F. Resolution Electing Secretary</p>          <p>Dr. McLean thanked Diana Heider for stepping into the role as Secretary as Dr. Sigl steps down. She is uniquely qualified for the role and has been with the University for 27 years. Chairman Richards echoed Dr. McLean's comments.</p>	<p>Dr. Michael Richards requested a motion to approve the Resolution Electing Officer. Dr. Mark Unruh made a motion to approve and Dr. Robert Schenck 2nd the motion. Motion carried.</p>          <p>Dr. Michael Richards requested a motion to approve the Resolution Electing Secretary. Dr. Mark Unruh made a motion to approve and Dr. Karen Hawley 2nd the motion. Motion carried.</p>
<b>VIII.</b>	<b>Vote to go into Executive Session (Michael Richards, M.D.)</b>	
	<p>Vote to go into Executive Session for the following purposes: <i>(Michael Richards, M.D.)</i></p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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</li> </ul>	<p>Dr. Michael Richards requested a motion at 9:15am to convene into Executive Session. Dr. Mark Unruh made the motion and Dr. Robert Schenck Gary M</p>

	the Corporation is or may before a participant.	2 <sup>nd</sup> the motion. Motion carried.
<b>IX.</b>	<b>Vote to Reconvene into Open Session (<i>Michael Richards, M.D.</i>)</b>	<b>Action</b>
	<p>Vote to Reconvene in Open Session (<i>Michael Richards, M.D.</i>):</p> <p>Dr. Schenck was invited back to the open session. It was confirmed there were no other actions to take while back in open session.</p> <p>A. Certification that only those matters described in Agenda Item VIII above were discussed in Executive Session and, if necessary, final action with regard to those matters will be taken in Open Session.</p> <p>Next Board meeting will be held on January 12, 2021 at 8:00 a.m. via Zoom conference call.</p>	<p>The motion to reconvene the Board of Directors meeting to Open Session passed by a unanimous vote. 1<sup>st</sup> motion made by Dr. Mark Unruh &amp; 2<sup>nd</sup> Dr. Karen Hawley.</p> <p>The motion to certify Executive Session matters was requested by Chairman Richards. 1<sup>st</sup> motion made by Dr. Mark Unruh, 2<sup>nd</sup> by Dr. Karen Hawley.</p>
<b>X.</b>	<b>Meeting Adjourned</b>	<b>Action</b>
	There being no further business, Chairman Dr. Michael Richards requested a motion to adjourn the Regular Session of the Board of Directors at 9:39am.	Dr. Michael Richards requested a motion to adjourn. Dr. Karen Hawley made the motion and Dr. Mark Unruh 2 <sup>nd</sup> motion. Motion carried.



*Diana Heider*  
Diana Heider (Feb 11, 2022 10:56 MST)

Feb 11, 2022

Ms. Diana Heider, Secretary

*Laura Lerdall*

Feb 11, 2022

Ms. Laura Lerdall, Scribe




# December UNMMG BOD Meeting Minutes

Final Audit Report

2022-02-11

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