

**Regular Meeting of the Board of Directors
Minutes
February 9, 2022
8:00am – 10:00am**

MEMBERS PRESENT: Michael Richards, M.D. (Chairman)
Michelle Hernandez, Esq
Lisa Hofler, M.D.
Richard Miskimins, M.D.
Robert Schenck, M.D.
Aimee Smidt, M.D.
Mark Unruh, M.D.

MEMBERS ABSENT: Eve Espey, M.D.
Gary Mlady, M.D.

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

OFFICERS ABSENT:

OTHERS PRESENT: Renee Ayala
Erika Condrey
Arthur Culpepper
Melissa Ivers, M.D.
Laura Lerdall (Scribe)
Cory McDowell
JP (John-Paul) Montoya
Helen Nielson
Alex Rankin
Erica Richards, PhD
Scot Sauder
Deborah Stephenson
Mary Swanson

GUESTS: John Kennedy, KPMG
Ruth Senior, KPMG

	Call To Order and Confirmation of Quorum	Action
	The Chairman, Dr. Michael Richards, called the meeting to order and a quorum was established at 8:01am	

I.	Opening Comments	
	Dr. Michael Richards welcomed attendees and acknowledged the updated agenda items added after the packets became available.	
II.	Approval of Consent Agenda (<i>Michael Richards, M.D.</i>)	Action
	<p>Dr. Michael Richards presented the following items for approval as part of the Consent Agenda:</p> <ul style="list-style-type: none"> • Finance Committee Meeting Minutes for December 1, 2021 and February 2, 2022 • Audit Committee Meeting Minutes for October 20, 2021 • Operations Committee Meeting Minutes for November 17, 2021 • COO/CMO Report <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. Mark Unruh made the motion & Dr. Lisa Hofler seconded the motion. Motion carried.
III.	Approval of Board Meeting Minutes (<i>Michael Richards, M.D.</i>)	Action
	Dr. Michael Richards presented the UNMMG Board Meeting minutes for the December 8, 2021 meeting for approval.	Dr. Michael Richards requested a motion to approve the December 8, 2021 meeting minutes. Dr. Mark Unruh made a motion to approve and Dr. Lisa Hofler seconded the motion. Motion carried.
IV.	Recognitions (<i>A. Robb McLean, MD</i>)	
	<p>Dr. A. Robb McLean presented the following recognitions:</p> <ul style="list-style-type: none"> ◦ Board member and community representative, Bob DeFelice is retiring. Having served on the Board from 2020-2022, Dr. McLean thanked Mr. DeFelice for his collaboration and vision in providing healthcare to the communities of New Mexico. ◦ UNMMG is a Family Friendly NM Platinum Awardee for 2021 and 2022. These awards are granted to businesses recognized for having family friendly policies that help employees be successful at work and at home. ◦ The Finance Team was recognized for their outstanding work on budget preparation. 	
V.	Public Comment (<i>Michael Richards, M.D.</i>)	
	There is no public comment for this meeting.	

VI.	Fiscal Year 2021 Audited Financial Report (Guests from KPMG)	
	<p>◦ <i>Fiscal Year 2021 Audited Financial Report</i></p> <p>Mr. Jared Udall introduced guests from KPMG, LLC, the Auditing Organization who were:</p> <p>Mr. John Kennedy, Partner and Ms. Ruth Senior, Senior Manager for Audits.</p> <p>Mr. Kennedy and Ms. Senior presented a Summary of Audit results, required communications and other matters to the group. In particular, they noted:</p> <ul style="list-style-type: none"> ◦ There were no uncorrected audit misstatements ◦ There were no matters to report in the area of corrected audit misstatements ◦ In the area of financial presentation and disclosure omissions, there were none ◦ In the area of significant accounting estimates, they identified one allowance for uncollectible accounts and contractual adjustments. ◦ In the area of significant financial statement disclosures, they identified three items <ul style="list-style-type: none"> ◦ Net patient service revenues ◦ Related-party transactions ◦ Subsequent event – October 19, 2021, notification and receipt of \$25.6 million Provider Relief Funding ◦ In the area of illegal acts or fraud, there were no findings. Noted was the data breach in April 2021 wherein lawsuits have been filed to the matter. ◦ In the area of internal control deficiencies, they identified one matter of 2021-001: Controls over user access reviews are not operating effectively. <p>Dr. Richards asked who conducts single audit for SRMC and MG? KPMG John Kennedy confirmed that Moss Adams conducts the single audit for provider relief funds.</p> <p>Dr. McLean thanked Mr. Kennedy and Ms. Senior for the work of KPMG over the years and for another great audit year, particularly in the midst of a pandemic.</p> <p>Dr. Richards thanked Mr. Kennedy and Ms. Senior for their work and also recognized the Finance Team for their great work especially during such trying times as Dr. McLean pointed out, during a pandemic.</p>	<p>Dr. Michael Richards requested a motion to approve the 2021 Audited Financial Report. Dr. Robert Schenck made a motion to approve and Dr. Mark Unruh seconded the motion. Motion carried with no further comment or opposition.</p>
VII.	Administrative Reports	

A. Finance & Revenue Cycle Report (Jared Udall)

Mr. Udall gave updates on the funding for COVID-surge Hospitalist extra shifts and proposed using the Reserves to fund extra shift bonuses. The final requested amount will be presented to the Board in the April 2022 meeting.

Meeting participant, Dr. Alex Rankin, Associate Chief Medical Officer of UNMH, was asked to give some remarks on the extent to which the extra shifts were being used and requested. Dr. Rankin stated that within internal medicine and within family medicine, there have been significant redeployments of people but that falls on the department chairs to determine what extra moonlighting shifts were compensated with time somewhere else.

Discussion followed Dr. Rankin's remarks.

Dr. Richards supported the concept of being in the position with CARES Act money to support this concept as a best use of funds.

Furthering his presentation, Mr. Udall continued with the Medicaid Managed Care UPL Update. It was noted by Dr. Richards that part of those things which are included in update table are still pending approval by CMS so we're very optimistic that the revised pre-print that include Anesthesia will be approved.

Continuation of Financial Highlights was provided with additional discussion of attendees.

Mr. Udall continued with his presentation on the Financials. Specific discussions on fiscal impact, Mr. Udall commented on some adverse implications on incentive payments. Dr. McLean added that with exception on Medicare, there was no impact on RVUs. Additionally, for this year, Dr. McLean asked for clarity on FPSC benchmarks were updated on RVU incentive plans and to confirm no impact on next year. Mr. Udall stated he would double-check on benchmarks but was pretty sure department by department, they have been updated.

Dr. Richards requested follow up to confirm the FPSC folks are using has been adjusted to the new benchmarks and then, if the departments are actually bringing that in as they're doing their performance incentives and then that could then be accounted for. Once accounted for, ensure they are being factored into the budgets for next year.

Folks can then ensure for accountability purposes, collectively all are targeting the correct benchmark even if not tied directly to dollar for dollar.

Dr. Richards called for a motion to accept the Financial Report, which was so moved by Dr. Unruh. Dr. Lisa Hofler seconded the motion which

B. Chief Executive Officer Board Updates (A. Robb McLean, M.D.)

Dr. McLean began his presentation with COVID updates, vaccines and booster compliance of 100%. Kudos to Infection Control Team and HR for their work to get to this point. We are seeing a decrease in cases and hospitalizations now, which is great, but the number of hospitalizations is at 600 which is incredibly high.

Key numbers include that according to the NM Health data, 25% of the population of NM has been diagnosed with COVID.

Additionally, the Unified Operating Plan shows clinic visits and billed visits are down significantly. Those reduced revenues on the Medical Group side for the clinics are offset by a reduction on expenses due to the delayed opening of the Grande Clinic as well as some staff vacancies were helpful in this case.

Highlights continued on Value Based Care Performance with significant improvements in MG performance relative in particular to the Blue Cross Blue Shield contract there's been a huge amount of work that has occurred out of the Office of Population Health with the contracting look of paneled patients and cleaning up attribution which will likely have an effect on calendar year '21 relative to the contract.

Concluding on management work with Yvette Sena and the reason for our existence and creating a revised Statement of Purpose for the MG to bring back to the Board in April's meeting. Also budgeting for an external consultant for SRMC, MG and HSC around this management work and under discussion.

C. PAG Update (Lisa Hofler, M.D.)

Dr. Hofler began by thanking her predecessor, Dr. Karen Hawley for her leadership over the last year which left big shoes to fill. She also acknowledged the presence of her Chair Elect, Dr. Richard Miskimins.

Revisiting the purpose of the PAG, they updated the Charter to include more voting members from each department and adding APC's and SRMC and Cancer Center participating.

Secondly was the Advising area of the PAG, organized into the 4 whitepaper priority areas and working to routine those structures around PAG priority areas with PAG Champions in their dedicated breakout sessions.

Third and final is to continue work on communications and the role of provider and staff satisfaction at the root.

At the end of Dr. Hofler's presentation, Dr. Richards thanked Dr. Hofler for acknowledging the work of Dr. Hawley and watching the evolution of the PAG with her continued leadership and that of Dr. Miskimins.

	<p>Discussion ensued with the whitepaper and clarifying its beginnings of the list of priorities and the lists' growth over time. Continual organization and things that impact physicians the most will be important and being included in the unified operating plan.</p> <p>D. Updated Policies, Procedures and Standing Orders (<i>Jennifer Phillips, M.D.</i>)</p> <p>Dr. Phillips began her presentation of the Policies and Procedures with one procedure on Medication and Solution Administration (11221) and one procedure on Incident-to-Billing (2109) which require a vote. Summaries to the action required were included in the advance board packets.</p>	<p>Dr. Richards asked for a motion on accepting the updated policies was made by Dr. Unruh and seconded by Dr. Hofler. The motion carried with no opposition.</p>
VIII.	Vote to go into Executive Session (<i>Michael Richards, M.D.</i>)	
	<p>Vote to go into Executive Session for the following purposes: (<i>Michael Richards, M.D.</i>)</p> <p>A. <i>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.</i></p> <p>B. <i>Portions of meetings of the Board of Directors where strategic and long-range business plans, trade secrets, or institutional compliance program matters are discussed.</i></p> <p>C. <i>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.</i></p>	<p>Dr. Michael Richards requested a motion at 9:19am to convene into Executive Session. Dr. Lisa Hofler made the motion and Dr. Mark Unruh seconded the motion. Motion carried.</p>
IX.	Vote to Reconvene into Open Session (<i>Michael Richards, M.D.</i>)	Action
	<p>Vote to Reconvene in Open Session (<i>Michael Richards, M.D.</i>):</p> <p>A. <i>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.</i></p>	<p>The motion to certify Executive Session matters was requested by Chairman Richards. First motion made by Dr. Mark Unruh and seconded by Dr. Robert Schenck.</p>

	Dr. McLean acknowledged Laura Lerdall and Erika Condrey for running the Board Meeting that went very smoothly, especially with some last-minute changes. Thank you for the great work!	
X.	Meeting Adjourned	Action
	There being no further business, Chairman Dr. Michael Richards requested a motion to adjourn the Regular Session of the Board of Directors at 9:49am.	Dr. Michael Richards requested a motion to adjourn. Dr. Robert Schenk made the motion and Dr. Mark Unruh 2 nd motion. Motion carried with no opposition.



Apr 26, 2022

Board Secretary

Laura Lerdall

Apr 25, 2022

Ms. Laura Lerdall, Scribe

February BOD Open Session Minutes

Final Audit Report

2022-04-26

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