

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

- MEMBERS PRESENT: Michael Richards, M.D. (Chairman)  
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: Eve Espey, M.D.  
Michelle Hernandez, Esq
- OFFICERS PRESENT: A. Robb McLean, M.D., President & CEO  
Jill Klar, COO  
Jennifer Phillips, M.D., CMO
- OFFICERS ABSENT: Jared Udall, CFO
- OTHERS PRESENT: Renee Ayala  
Erika Condrey  
Kristin Gates  
Melissa Ivers, M.D.  
Laura Lerdall (Scribe)  
Cory McDowell  
JP (John-Paul) Montoya  
Helen Nielsen  
Erica Richards, PhD  
Deborah Stephenson  
Mary Swanson  
Michael Schwantes
- GUESTS:

|           | <b>Call To Order and Confirmation of Quorum</b>   | <b>Action</b> |
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|           | The Chairman, Dr. Michael Richards, called the meeting to order and a quorum was established at 8:07am.             |               |
| <b>I.</b> | <b>Opening Comments</b>   |               |
|           | Chairman, Dr. Michael Richards welcomed attendees and moved straight into the consent agenda and operating reports. |               |

| II.  | <b>Approval of Consent Agenda (<i>Michael Richards, M.D.</i>)</b>  | <b>Action</b>   |
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|      | <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 May 4, 2022 and June 1, 2022</li> <li>• Operations Committee Meeting Minutes for March 30, 2022</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>  | <p>Dr. Michael Richards requested a motion to approve the consent agenda. Dr. Robert Schenck made the motion &amp; Dr. Gary Mlady seconded the motion. Motion carried with no discussion or opposition.</p> |
| III. | <b>Approval of Board Meeting Minutes (<i>Michael Richards, M.D.</i>)</b>   | <b>Action</b>   |
|      | <p>Dr. Michael Richards presented the UNMMG Board Meeting minutes for the April 13, 2022 meeting for approval.</p>   | <p>Dr. Michael Richards requested a motion to approve the April 13, 2022 meeting minutes. Dr. Gary Mlady made a motion to approve and Dr. Mark Unruh seconded the motion. Motion carried.</p>               |
| IV.  | <b>Recognitions (<i>A. Robb McLean, MD</i>)</b>  |   |
|      | <p>Dr. A. Robb McLean presented the following recognitions:</p> <ul style="list-style-type: none"> <li>◦ Welcome to Patricia Finn, MD, incoming Dean of the School of Medicine, starting September 1.</li> <li>◦ Incredibly appreciative of Dr. Richards over the last extended period of time in helping fill both his role and the role of Dean of the SOM.</li> <li>◦ Congratulations to Dr. Rebecca Dutton, Division Chief and Residency Program Director, Physical Medicine and Rehabilitation on leading the PM&amp;R Residency Program to its first Residency Class Graduation of 5 Residents.</li> <li>◦ Congratulations to Lovelace UNM Rehabilitation Hospital for earning the national recognition of Modern Healthcare Best Places to Work 2022.</li> <li>◦ Congratulations to our Truman Pharmacy Team for completing the Health Resources &amp; Services Administration HRSA Audit.</li> <li>◦ We welcomed Admiral Rachel L. Levine for a visit to CRH and the HSC on May 26, 2022. Admiral Levine serves as the 17<sup>th</sup> Assistant Secretary for Health for the U.S. Department of Health and Human Services and also leads the U.S. Public Health Service Commissioned Corps, one of the eight uniformed services.</li> </ul> |   |

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|            | <ul style="list-style-type: none"> <li>June is Pride Month and there is a lot of activity going on around the HSC.</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>   | <b>Action</b>   |
|            | <p><b>A. Revenue Cycle Report (<i>JP Montoya</i>)</b></p> <p>Mr. Montoya presented a summary of the UNMMG Revenue Cycle and the SRMC Revenue Cycle followed by Collections Trend and Financial Highlights through April 2022. Mr. Montoya recapped WRVUs information through April 2022 and the financial summary for UNMMG Clinics.</p> <p>Questions and discussion ensued.</p> <p><b>B. Chief Financial Officer Report (<i>Mary Swanson, Controller for CFO Jared Udall</i>)</b></p> <p>Ms. Swanson presented the financial information through April 2022 to include Distributions to the School of Medicine, Clinic Losses and Operational Highlights. Further, Ms. Swanson presented the following reports, which were actionable items on the agenda:</p> <p><b>1. Financial Report</b></p> <p>Ms. Swanson summarized the documents which were provided in advance to the Board Members. Dr. McLean commented that a large amount of catch up on coding was accomplished in May and thanked Mr. Montoya’s department for all the great work and new hires getting up to speed on procedures for coding.</p> <p><b>2. Use of Reserves</b></p> <p>Ms. Swanson summarized the request to use reserves in the amount of \$13 Million for mission support to the school of medicine. Ms. Swanson stated that the request uses CARES Act funds in support of the school and the request was reviewed and approved by the Finance Committee last week.</p> <p>Chairman Richards also stated that the request was discussed among the Leadership Team, the Health System Financial Group of Chairs about this approach of a mission support payment that will go the School of Medicine to cover operating losses and compensation increases, which is in complete alignment with the purpose of CARES Act Funds usage.</p> | <p>Dr. Michael Richards called for a motion to accept the Financial Report which was so moved by Dr. Gary Mlady and seconded by Dr. Robert Schenck. The motion was passed with no objections.</p> <p>Dr. Michael Richards called for a motion to accept the Request for Use of Reserves which was so moved by Dr. Robert Schenck and seconded by Dr. Mark</p> |

Unruh. The motion was passed with no objections.

Chairman Richards also thanked the Medical Group Team for aggressively pursuing the CARES money to give the opportunity to have the support for the School of Medicine. Because our leaders pushed this at the national level it literally changes the landscape for other similar provided groups in the country.

**C. Truman Relocation LOI (*Jill Klar, COO*)**

Showing documents provided to the Board in advance, Ms. Klar started by stating that the Board can take action today on this item, as there were multiple discussions in prior governance meetings both with the Operations Committee and most recently in May with the Finance Committee approving to advance to Board. Ms. Klar went on to review the location that has been chosen for the build site for Truman which is at the southeast corner of University and Eastern, right off Gibson on a major bus line, and close to the main hospital.

Furthering her presentation, Ms. Klar stated that UNMMG has entered into a non-binding Letter of Intent (LOI) for 2.84 acres which will be replat to subtract 15 feet along the east property line. The parties have agreed on a sale price of \$11.25/square foot, which equates to \$1.4 million, and will be due in cash to seller at closing

Summarizing, Ms. Klar stated that the Finance Committee approved the non-binding LOI at the May 4, 2022 meeting. Also, the Management Team requested of the Finance Committee, and the Finance Committee approved, to draw down the use of reserves in a very small amount, (\$35,813 of which \$130K built into the proforma) for immediate expenses.

As of this meeting, UNM Real Estate has secured legal counsel, drafted a purchase and sales agreement, delivered the agreement to UNMMG and that agreement has been edited, reviewed and modified and delivered to the seller for review and comment.

Dr. Erica Richards has helped to lead this effort and Ms. Klar acknowledged her great work and that of the Team who has accomplished everything thus far. This team has spent a lot of time with the Truman Team to ensure their needs are met as we plan for a new facility for this clinic.

The Medical Group will work with Senior Leadership to determine the best interest of the Regents and the University on who should take ownership of the land. Addressing a key question related to compliance is that there are no anticipated issues with HRSA regulatory requirements and UNMMG intends to invoice Truman directly the rent of the property at fair market value.

Ms. Klar then reviewed the financial ask to the Board for the use of reserve funds to cover immediate expenses which the Financial Committee approved.

Chairman Richards asked for a motion on approving the

Upon the request for a motion, Chairman Richards stated that if it is determined best for UNMMG to acquire this land, ultimately the Regents and main campus will hold the title to the land because the Medical Group is within the University.

In conclusion, Ms. Klar gave a line of sight to the Board on what to expect for the next 90 days which would include expecting the purchase agreement will need approval at the August UNMMG Board Meeting. However, if the approval is needed prior to the next Board meeting, they will request the Executive Committee to please act on approval if needed and then report at the next Board meeting.

Chairman Richards thanked Ms. Klar on the incredible initiative to get Truman into its own permanent facility.

expenditures as noted in the presentation for \$36,000 but also to move into the Letter of Intent. The motion was made by Dr. Mark Unruh and seconded by Dr. Robert Schenck. The motion carried with no discussion or opposition.

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

Dr. A. Robb McLean, President and CEO, began his update with his support and enthusiasm for a new permanent location for Truman.

Dr. McLean reminded everyone that Conflict of Interest Forms and Agreements would be sent out which is an annual occurrence. Also, we'll be asking for support in updating the Board Member Biographies which will be included in the incoming School of Medicine Dean's on-boarding information. Dr. McLean thanked the Board in advance for their assistance in completing these tasks.

Further, Dr. McLean stated there were Audit and Compliance meetings that took place in May 2022 with members of management and the Medical Group will be bringing the plans for FY23 back for review and approval by the Board in the future.

For Management System Updates, there are departmental and clinical Gemba Walks (from the Shingo-based system) occurring on a regular, quarterly basis which gives the leadership team an opportunity to accomplish a different kind of "rounding" and hear about the work being done, how it connects back to the Medical Group missions and challenges faced.

Concluding his update, Dr. McLean asked the Board to consider future Board items that will need a bit more of a deep dive by the Board or at Committee level, which could include the new CEO for Lovelace Rehab Hospital, an outstanding item related to value-based care with the hospital and then requested input from the attendees on items.

Discussion ensued related to some items to include were a conversation on the FDIC partnerships, an update on some other strategic planning initiatives which are

underway and the overall Health Sciences Strategic Plan and Primary Strategic Plan, funds flow updates, an understanding of budgeting process related to variances year over year.

**E. PAG Update (*Lisa Hofler, M.D.*)**

Dr. Hofler began her update by stating there was a good amount of movement by the Physician Advisory Group (PAG) that includes restructuring the PAG leadership alignment to focus on PAG priority areas with one per meeting with health system CEOs. This allows the attendees to have a very high-level conversation about priorities and status from the PAG throughout the year.

Two areas related to inpatient and IT and innovations in care models and structuring and decompressing the hospital. The second area is outpatient and the work the business development office as done regarding communication to and from referring clinic room clinicians.

In the future, they will hear more about the clinic improvement prophesies on the outpatient side.

We've been focusing on the use of space and the master facility planning underway.

**F. Updated Policies, Procedures and Standing Orders (*Jennifer Phillips, M.D.*)**

Dr. Phillips began her presentation of the Policies and Procedures with updates to several policies included in the advance board packets.

There is a new policy on patient access for ambulatory services that has gone through the credentialing work group and the clinical operations team and to the Practice Oversight Committee. Also, patient rights and responsibilities, patient transfer policy and patient complaint and grievance policy, all of which were updated from previous policies.

Chairman Richards added to summarize and advance for the Board's consideration:  
New Policies and Procedures:

New Policies and Procedures:

- 11177 – Procedure Patient Access – Ambulatory Services

Updated Policies and Procedures:

- 11305 – Procedure Patient Rights and Responsibilities
- 11203 – Procedure Patient Transfer
- 11306 – Procedure Patient Complaint/Grievance

Dr. Michael Richards asked for a motion on accepting the updated policies which was made by Dr. Gary Mlady and seconded by Dr. Robert Schenck. No discussion followed. The motion carried with no opposition.

| VII.  | <b>Vote to go into Executive Session (Michael Richards, M.D.)</b>  | <b>Action</b>  |
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|       | <p>Vote to go into Executive Session for the following purposes: (Michael Richards, M.D.).</p> <p>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.</p> <p>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.</p> <p>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.</p> | <p>Dr. Michael Richards requested a motion at 9:05am to convene into Executive Session. Dr. Robert Schenck made the motion and Dr. Aimee Smidt seconded the motion. Motion carried with no opposition.</p>                                       |
| VIII. | <b>Vote to Reconvene into Open Session (Michael Richards, M.D.)</b>  | <b>Action</b>  |
|       | <p>Vote to Reconvene in Open Session (Michael Richards, M.D.):</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>The motion to reconvene at 9:12a and certify Executive Session matters was requested by Chairman Richards. The motion was made by Dr. Robert Schenck and seconded by Dr. Gary Mlady. The motion carried with no discussion or opposition.</p> |
| IX.   | <b>Meeting Adjourned</b>   | <b>Action</b>  |
|       | <p>There being no further business, Chairman Dr. Michael Richards requested a motion to adjourn the Regular Session of the UNM Medical Group Board of Directors at 9:14am.</p>   | <p>Dr. Michael Richards requested a motion to adjourn. Dr. Robert Schenck made the motion and Dr. Mark Unruh 2<sup>nd</sup> motion. The</p>  |

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|  |  | motion carried with no opposition. |
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Aug 17, 2022

Mr. Corey McDowell, Board Secretary

*Laura Lerdall*

Aug 17, 2022

Ms. Laura Lerdall, Scribe