

**Regular Meeting of the Board of Directors**  
**“Annual Meeting” Minutes**  
**December 11, 2024**  
**8:00am – 9:58am**

MEMBERS PRESENT: Patricia Finn, M.D. (Chairperson)  
Christopher Arndt, M.D.  
James Chodosh, M.D.  
Chandra Cullen, M.D.  
Dale Dekker, AIA (*joined via Zoom at 9:04am*)  
Nancy Joste, M.D.  
Elizabeth Lawrence, M.D.  
Aimee Smidt, M.D.  
Mark Unruh, M.D.

MEMBERS ABSENT: Michael Richards, M.D.

OFFICERS PRESENT: Gary Mlady, M.D., Interim President & CEO  
Jill Klar, COO  
Jennifer Phillips, M.D., CMO  
Jared Udall, CFO  
Cory McDowell, Secretary

OFFICERS ABSENT:

OTHERS PRESENT: Renee Ayala  
Andy Baatz  
Laura Comstock  
Alex Schevchuck, M.D.  
Kristin Gates  
Helen Villarreal-Nielsen  
John-Paul Montoya  
Mary Swanson  
Betty Chang, M.D.  
Rebecca Napier  
Erica Richards, DNP  
Matthew Rosebrough  
Elizabeth Muller  
Deb Stephenson  
Quinn Mander  
Debra Padilla  
Jessa Zenor-Mckelvey  
Laura Lerdall (Scribe)

GUESTS:  
Josh Adams, Moss Adams  
Sujan Bhandari, Moss Adams

<b>I.</b>	<b>Call to Order and Confirmation of Quorum (<i>Christopher Arndt, M.D.</i>)</b> Dr. Patricia Finn was attending via Zoom and requested Dr. Christopher Arndt Chair the meeting in person. Dr. Arndt called the meeting to order at 8:04am.  Quorum was noted.	<b>Action</b>
<b>II.</b>	<b>Opening Comments (<i>Christopher Arndt, M.D.</i>)</b> Dr. Christopher Arndt welcomed attendees to the meeting. Dr. Arndt thanked the Medical Group, the leaders and officers for all their great work this past year.	<b>Information</b>
<b>III.</b>	<b>Approval of Consent Agenda (<i>Christopher Arndt, M.D.</i>)</b> Dr. Christopher Arndt presented the following items for approval as part of the Consent Agenda: A. Finance Committee Meeting Minutes for: 1. October 2, 2024 2. November 6, 2024  B. Operations Committee Minutes 1. September 25, 2024  C. COO/CMO Report  D. Privilege Sets (None for this meeting)	<b>Action</b> Dr. Christopher Arndt requested a motion to approve the consent agenda. Dr. Mark Unruh made the motion & Dr. Nancy Joste seconded the motion. Motion carried with no discussion or opposition.
<b>IV.</b>	<b>Approval of Board Meeting Minutes (<i>Christopher Arndt, M.D.</i>)</b> Dr. Christopher Arndt presented the UNMMG Board Meeting minutes for the October 9, 2024 meeting for approval.	<b>Action</b> Dr. Christopher Arndt requested a motion to approve the October 9, 2024 meeting minutes. Dr. Mark Unruh made a motion to approve and Dr. Nancy Joste seconded the motion. Motion carried with no opposition or discussion.
<b>V.</b>	<b>Public Comment</b> Dr. Christopher Arndt asked if there was any public comment for this meeting.  No public comment was received for this meeting.	<b>Information</b>
<b>VI.</b>	<b>Presentation of the FY24 Audited Financials (<i>Josh Lewis &amp; Sujan Bhandari, Moss Adams</i>)</b> Jared Udall introduced guest presenters from Moss Adams, Josh Lewis and Sujan Bhandari to provide a summary of the FY24 Audited Financials.	<b>Action</b> Dr. Christopher Arndt called for

The Moss Adams presentation was provided to the Board members in advance of the meeting.

The FY24 Audit summary noted that:

- There were no significant unusual transactions identified during the audit or UNMMG’s financial statements.
- There were no significant difficulties encountered during the audit of UNMMG’s financial statements
- There were no disagreements with management
- There were no circumstances that affected the form and content of the auditor’s report
- There was one other matter finding as required by Section 12-6-5 NMSA 1978 (2024-001 – User Access Review) in which it was noted that in the test work related to the controls over user access review, it was noted that for Lawson and ID management performs a quarterly audit to ensure accounts for terminated employees are disabled, however roles and permissions for active users are not reviewed. No other findings or issues arising from the audit to report.
- Moss Adams Comments: We will request certain representation from management that are included in the management representation letter to be dated the same date as the audit report.
- No significant issues arose during the audit that have not been addressed elsewhere in their presentation.

Discussion with questions and answers ensued.

Mr. Udall thanked Ms. Mary Swanson, Orlando Moreno, Dion Sanchez and the Finance Team that makes the work of the audit easy and clean. Mr. Udall acknowledged that annually, the audit is a heavy lift and this team accomplishes so much to ensure the audit is completed on time with everything that is needed for completion.

a motion to approve the FY24 Audited Financials as presented by Moss Adams. The motion was made by Dr. Mark Unruh and seconded by Dr. James Chodosh. The motion was passed with no objections.

VII.	<b>Elections &amp; Appointments (<i>Christopher Arndt, M.D.</i>)</b>	<b>Action</b>
	<p><b>Elections &amp; Appointments</b></p> <p>A. Nominations for Regents Appointments of Board Members of the Corporation – <i>Pending Regent approval</i></p> <ol style="list-style-type: none"> <li>1. Patricia Finn, MD</li> <li>2. Michael Richards, MD</li> <li>3. <i>Sharmila Dissanaike, MD</i></li> <li>4. <i>Justin Miller, MD - CAG Chair-elect</i></li> </ol> <p>B. Election of Officers of the Corporation</p> <ol style="list-style-type: none"> <li>1. Election of the Secretary of the Board – Mr. Cory McDowell</li> <li>2. Election of the CMO as Officer – Jennifer Phillips, MD</li> <li>3. Election of the COO as Officer – Ms. Jill Klar</li> </ol> <p>* Note: Ex-officers not subject to annual election include Chairperson (Finn), CEO (Mlady), and CFO (Udall)</p>	<p>The Nominations for Regents Appointments of Board Members was an Information Item.</p> <p>Dr. Arndt called for a motion to approve the Election of Officers of the Corporation as</p>



listed and provided in advance to the Board. The motion was made by Dr. James Chodosh and seconded by Dr. Mark Unruh. The motion passed with no objections.

Dr. Arndt called for a motion to approve the Appointment of Committee Memberships as listed overall and provided in advance to the Board. The motion was made by Dr. Mark Unruh and seconded by Dr. Nancy Joste. The motion passed with no objections.

C. Appointment of Committee Memberships

1. Audit and Compliance Committee

Mr. Dale Dekker, AIA (Chair)  
Nancy Joste, MD  
Chandra Cullen, MD

2. Executive Committee

Patricia Finn, MD (Chair)  
Michael Richards, MD  
James Chodosh, MD

3. Finance Committee

Christopher Arndt, MD (Chair)  
Michael Richards, MD  
Sharmila Dissanaikie, MD (*\*pending Regent approval to Board*)  
Patricia Finn, MD

4. Operations Committee

Mark Unruh, MD (Chair)  
James Chodosh, MD  
Michael Richards, MD  
Ms. Kristin Gates

5. Practice Oversight Committee

Jennifer Phillips, MD (Chair)  
Melanie Dodd, PharmD  
Jason Flores, DDS  
Michelle Iandiorio, MD  
Christopher Morris, MD  
Van Roper, PhD, FNP-C  
Alex Schevchuck, MD  
Mauricio Tohen, MD  
Erik Watson, MD  
Vacancy (1 Physician director TBD)

6. Compensation Committee

Christopher Arndt, MD (Chair)  
Mark Unruh, MD


James Chodosh, MD  
 Sharmila Dissanaiké, MD (*\*pending Regent approval to Board*)  
 Mr. Dale Dekker, AIA

VIII.	Administrative Reports	Action
	<p><b>A. Chief Financial Officer Report (<i>Jared Udall</i>) (<i>ACTION</i>)</b></p> <p>Mr. Udall presented Financial Highlights and Revenue Summaries through October 2024 with information provided to the Board in advance of the meeting. Total revenue, work RVUs and November activity was reviewed with information provided in advance to the Board.</p> <p>Mr. Udall offered the summary of Revenue Cycle for Medical Group to be presented by Mr. JP Montoya who reviewed information provided to the Board in advance of the meeting.</p> <p>Questions related to the presentation and management fees resulted with follow on discussion.</p> <p><b>B. Chief Executive Officer Report (<i>Gary Mlady, M.D.</i>) (<i>INFORMATION</i>)</b></p> <p>Dr. Mlady presented information from October to present and reviewed slides provided in advance to the Board.</p> <p>Highlights included:</p> <ul style="list-style-type: none"> <li>-Metrics met by A/R Denials Team</li> <li>-UNMMG Human Resources Team was recognized as an ONCON top 50 HR Teams in the world.</li> <li>-Truman Health Services Team was a DEI Leadership Award Winner recognized by the Public Relations Society of America.</li> <li>-The Annual Audit was as clean as it's ever been – Great work Mary Swanson and Finance Team.</li> <li>-Workforce Development Support continues for Locum Tenens</li> </ul> <p><b>D. Clinician Advisory Group (CAG) Update (<i>Elizabeth Lawrence, M.D.</i>) (<i>INFORMATION</i>)</b></p> <p>Dr. Lawrence provided an update on recent CAG meetings and informed the group of great year's roster of speakers. The name change is official from Physician Advisory Group to Clinician Advisory Group as voted by the membership.</p> <p>Dr. Lawrence also reviewed the priorities of the group going forward as well as an updated Charter and the leadership structure so that APP's can be part of CAG. Credentialed Provider Co-Chairs-Elect for CY2025 and beyond will be implemented.</p>	<p>Dr. Christopher Arndt called for a motion to accept the Financial &amp; Revenue Cycle Report which was so moved by Dr. James Chodosh and seconded by Dr. Mark Unruh. The motion was passed with no objections.</p>


	<p>Dr. Lawrence closed out her presentation by introducing the newly elected leadership of Chandra Cullen, MD as the 2025 Chair, Dr. Justin Mill and NP Camille Walker will be the CAG Co-Chair Elects for 2025.</p> <p><b>E. CMO Quality Report (<i>Jennifer Phillips, M.D.</i>) (ACTION)</b>  Dr. Phillips presented the UOP Quality metrics for the clinic in materials provided in advance to the Board.</p> <p>Medication Reconciliation was also reviewed along with Hand Washing metrics and Patient Experience metrics.</p>	<p>A call for a motion was made to accept the CMO Quality Report was made. Dr. Mark Unruh made the motion and Dr. Aimee Smidt seconded the motion. The motion carried with no discussion or objection.</p>
<b>IX.</b>	<b>Whitecap Funds Flow Update (<i>Michael Richards, MD</i>)</b>	<b>Information</b>
	The Whitecap Funds Flow Update was deferred due to Dr. Richards' absence at the meeting.	
<b>X.</b>	<b>Vote to go into Executive Session (<i>Christopher Arndt, M.D.</i>)</b>	<b>Action</b>
	<p>Vote to go into Executive Session for the following purposes:</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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 a participant.</i></p>	<p>Dr. Christopher Arndt requested a motion to convene into Executive Session. Dr. Mark Unruh made the motion and Dr. Elizabeth Lawrence seconded. The motion passed with no objection.</p>
<b>XI.</b>	<b>Vote to Reconvene into Open Session (<i>Christopher Arndt, M.D.</i>)</b>	<b>Action</b>
	<i>A. Certification that only those matters described in Agenda Item IX above were discussed in Executive Session and, if necessary, final action with regard to those matters will be taken in Open Session.</i>	The motion to reconvene and certify Executive



		Session matters was motioned and approved by the quorum.
<b>XII.</b>	<b>Board Member Service Awards, Acknowledgements, Closing Comments (<i>Gary Mlady, M.D.</i>)</b>	
	Dr. Mlady presented Dr. Elizabeth Lawrence and Dr. Aimee Smidt with gifts of appreciation for their numerous years of service to the Board. Everyone in attendance applauded their service.	
<b>XIII.</b>	<b>Meeting Adjourned (<i>Christopher Arndt, M.D.</i>)</b>	<b>Action</b>
	There being no further business, Christopher Arndt, M.D. requested a motion to adjourn the Regular Session of the UNM Medical Group Board of Directors at 9:59am.	Dr. Christopher Arndt requested a motion to adjourn which was motioned and approved by the quorum.

  
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 Mr. Cory McDowell, Board Secretary

2.12.25  
 Date

  
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 Ms. Laura Lerdall, Scribe

2.12.25  
 Date