



**Regular Meeting of the Board of Directors
Minutes
February 12, 2020
8:00 – 10:00 a.m.**

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

MEMBERS ABSENT:

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

OFFICERS ABSENT:

OTHERS PRESENT: Erica Richards
Jared Udall
Andy Baatz
Cory McDowell
Diana Heider
Dina Ortiz
Quinn Mander
Kathleen Cahill
Deborah Stephenson
Arthur Culpepper
Mary Swanson
Karen Hawley, M.D. (PAG)

GUESTS:

I.	Called To Order and Confirmation of Quorum	Action
	Chairman Dr. Michael Richards called the meeting to order at 8:05am. A quorum was established at 8:05am	
II.	Opening Comments	Action
	None	
III.	Recognitions	Action
	<p>Dr. Robb McLean recognized the following:</p> <ul style="list-style-type: none"> IT Team & IDX Transition. 35 members of our IT team worked on this project. Implementation went very well. From an IT perspective this is the most significant project we have undertaken in 10 years. Ryan Levi, Office of Population Health. Ryan is responsible for the federal program portion of our Population Health Team. She is responsible for promoting our interoperability scores for the hospitals. This translated to avoiding \$1.35M in potential penalties at UNMH and \$180K of penalties at SRMC. This work involved 4 key areas of using our electronic work effectively: reporting to DOH, utilizing prescription monitoring programs, pain contracts, eprescribing. UNM SRMC received a CMS 4-Star rating recently. This is quite an achievement worth celebrating. Center for Reproductive Health received their COLA accreditation. This will allow them to do point of care RH testing for their patients. This significant effort has been underway for at least 1-1/2 years. Congratulations to CRH, Dr. Lisa Hofler and Renee Ayala for their hard work. Truman just submitted their HRSA Part D grant renewal and currently awaiting the results. Miranda Sedillo has also been taxed to be a technical adviser for other institutions in submitting their grant renewals. 	
IV.	Approval of Meeting Minutes	Action
	Chairman Michael Richards made a motion to approve the minutes from the January 15, 2020 Board of Directors meeting.	Dr. Steve McLaughlin made a motion to approve the minutes and Dr. Robert Schenck 2 nd the motion. Motion carried.
V.	Public Comment	Action
	There is no public comment	
VI.	Committee & Advisory Group Reports	Action
	<p>A. Finance Committee (<i>Marjorie Goldstein</i>)</p> <ul style="list-style-type: none"> Request made for the acceptance of minutes from the January 29, 2020 meeting. <i>Financial Highlights</i> Marjorie Goldstein reported highlights for the period ending December 31, 2019. wRVUs are .3% below budget and 6.0% above the prior year. Collections per RVU are 2.6% above budget and 8.4% above the prior year. Distributions to the School of Medicine, for every dollar we are collecting, we budgeted 80.6%, current results reflect 81.8%. Lovelace/UNM Rehab Hospital joint venture is doing very well. We recently received \$800k in distributions for this joint venture. Balance sheet continues to be very strong with total assets of \$144M. Most significant increase is in reserves, this all pertains to the Deans Discretionary Reserve. <i>UNMMG Reserves Proposal</i> Marjorie Goldstein stated a request was made during the December Finance Committee meeting to relabel the quality reserves so that we could better 	Dr. Michael Richards requested a motion to approve the January 29 th minutes. Motion made by Dr. Robert Schenck and Dr. Steve McLaughlin 2 nd motion. Motion carried.

understand the sources and uses of the quality reserves. This resulted in the creation of three subcategories: quality withhold (no change recommended), quality incentives (recommendation to rename to Value Based Care) and meaningful use (recommendation to transfer \$7.0M to investment reserve, move LURH & strategic consulting activity as well. Additionally transfer remaining balance & activity to Value Based Care). All three combined equal total quality reserves.

- *Revenue Cycle*
Marjorie Goldstein reported on behalf of JP Montoya. Non-billable encounters, there is more going into non-billable encounters than last year compared to goal. Collections are strong. Denial counts we would expect to see continued improvement in operational improvement work, which is 5% lower. Days in Accounts Receivable is a big area of opportunity that we continue to have. We are currently working through security reviews to bring in a vendor to work on the low dollar accounts receivable.
- *Operations Committee*
Chair position change will be advanced during this meeting naming Dr. Gary Mlady as the new Chair for the Operations Committee.
- *Physicians Advisory Committee*
Dr. Selina Silva introduced Dr. Karen Hawley as the PAG Chair Elect. Format for PAG meetings have recently changed. Department Chairs have been presenting at the meetings, which has received positive feedback. White Papers will continue to be discussed. Dr. Michael Richards and Dr. Martha McGrew suggested the PAG Chair attend the Committee of Chairs meeting to present the top five white paper issues, discuss their successes and challenges.
- *Audit & Compliance Committee*
Mr. Chris Pacheco reported. Mr. Pacheco requested approval of the minutes from the December 19, 2019 meeting
- *Committee Updates*
 - a. Resolution advanced to the Board for the new members of the Finance Committee. The new members are Dr. Steve McLaughlin as Chair, members are Dr. Michael Richards, Dr. Martha McGrew, Dr. Gary Mlady and Dr. Eve Espey.
 - b. Resolution advanced to the Board to follow the new restated Medical Group by-laws for the Executive Committee. This resolution is to increase the Executive Committee from two members to three members. The members are Dr. Michael Richards, Dr. Martha McGrew and Dr. Steve McLaughlin.
 - c. Resolution advanced to the Board for the Charter for a Compensation Committee and its membership. Intent is to have a subcommittee from the Board to review the compensation material from external consultants as we set benchmarking and oversight of compensation guiding principles that are being applied to the Executive team of the CEO. The Dean of the School of Medicine sets the guidelines for the compensation of the CEO. The members of the Committee are the same as the Audit and Compliance Committee. These members are Mr. Chris Pacheco, Dr. Robert Schenck and Dr. Karen Hawley.

Dr. Michael Richards requested a motion to approve the Financial Highlights. Dr. Steve McLaughlin made the motion and Dr. Robert Schenck 2nd the motion. Motion carried.

Dr. Michael Richards requested a motion to approve the UNMMG Reserves Proposal. Dr. Martha McGrew made the motion and Dr. Steve McLaughlin 2nd the motion. Motion carried.

Dr. Michael Richards requested a motion to accept the Audit & Compliance meeting minutes of December 19th. Dr. Steve McLaughlin made the motion and 2nd by Mr. Robert DeFelice. Motion carried.

Dr. Michael Richards requested a motion to approve the new members of Finance Committee. Mr. Robert DeFelice made the motion to accept and Dr.

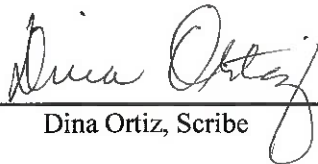
		<p>Steve McLaughlin 2nd motion. Motion carried.</p> <p>Dr. Michael Richards requested a motion to adopt and approve the amended and restated Charter for the Executive Committee. Dr. Martha McGrew made the motion and Dr. Steve McLaughlin 2nd motion. Motion carried.</p> <p>Dr. Michael Richards requested a motion to approve the Charter and the resolution appointing the membership of the Compensation Committee. Motion made by Dr. Martha McGrew and 2nd by Dr. Steve McLaughlin. Motion carried.</p>
<p>VII. Administrative Reports</p>		
	<p>A. Chief Executive Officer Report Dr. Robb McLean reported on the following:</p> <ul style="list-style-type: none"> o Press Ganey Results survey. We received our Fall provider and staff engagement survey results. These results were rolled out at the recent Mission Excellence retreat on January 28th of this year. Town Halls were held with Medical Group employees for plan going forward to address our performance of these results. Action plans by Directors and Managers are to be completed by March 15, 2020. o IDX Centricity Business Migration. o HED Approval for the Grande clinic purchase. <p>B. Chief Operating Officer Report</p> <ul style="list-style-type: none"> o Kincentric Contract for our Human Resources Consulting Engagement. An NDA was executed prior to the holiday. Scope of work has been defined & contract is being finalized. There are four phases of the project plan, which are Mobilize, Discover, Analyze and Roadmap. Ask for the Board today is to approve \$121K to spend these dollars. 	<p>Dr. Michael Richards requested a motion to approve the CEO Report. Dr. Robert Schenck made the motion and Dr. Martha McGrew 2nd the motion. Motion carried.</p> <p>Dr. Michael Richards</p>

<ul style="list-style-type: none"> ○ Boardvantage Update. New Board members will be added to Boardvantage with log in and training for navigating through the tool. Existing Board members will be provided with current log in information and training refresher. ○ Primary Care Strategy Engagement. Vendor we have chosen to engage in this initiative is Whitecap Health Advisors. Whitecap consulting engagement will include five steps: Data Collection, Primary Care Situation Assessment, Primary Care Model Evaluation, Preferred Direction and Implementation Planning. The cost for this initiative is \$204K. Ask today for approval from the Board for \$204K for this engagement. ○ First Choice Community Health (FCCH) Partnership. Components include our Master Affiliation Agreement (restructured & finalized), Board Representation, Payor Arrangements & Cerner Interface. Humana Preferred Provider Affiliation Agreement has recently been finalized with FCCH. <p>C. Associate Chief Medical Officer Report</p> <ul style="list-style-type: none"> ○ Dr. Melissa Ivers recognized Shannon Gilbert, Lucinda Akers and Beth Muller. ○ Dr. Melissa Ivers provided financial and highlights of our Clinics through December 2019. ○ Reviewed & Updated Policies and Procedures approvals. They are: <ul style="list-style-type: none"> a. 11301 - Patient Identification b. 11005 - POCT Quality Assurance Plan c. 11124 - Mandatory Reporting Requirements for Abuse, Neglect and Exploitation d. 11115 - Hazardous Chemicals e. 11141 - Visitor Control 	<p>requested a motion to approve the COO report. Dr. Steve McLaughlin made the motion and Dr. Martha McGrew 2nd the motion. Motion carried.</p> <p>Dr. Michael Richards requested a motion for approval of spending \$121K for the Kincentric Human Resources engagement. Motion made by Robert DeFelice and 2nd by Dr. Martha McGrew. Motion carried.</p> <p>Dr. Michael Richards requested a motion to approve spending of \$204K for Whitecap for our Primary Care Strategy Engagement. Motion made by Dr. Martha McGrew and 2nd by Dr. Robert Schenck. Motion carried.</p> <p>Dr. Michael Richards requested approval of the new policies and procedures. Dr. Steve McLaughlin made the motion and Dr. Selina Silva 2nd the</p>
--	---

		motion. Motion carried.
VIII	Vote to Go Into Executive Session	Action
	Dr. Michael Richards requested a motion to move into the Executive Session of the meeting	Motion to go into Executive Session made by Dr. Martha McGrew and 2 nd by Dr. Gary Mlady. Motion carried.
IX.	Vote to Reconvene in Open Session	Action
	Dr. Michael Richards requested a motion to reconvene into open session.	Motion to reconvene into open session made by Dr. Steve McLaughlin and 2 nd by Dr. Martha McGrew. Motion carried.
X.	Meeting Adjourned	Action
	There being no further business. Chairman Michael Richards asked for a motion to adjourn the Regular Session of the Board of Directors at 10:02 am.	Dr. Steve McLaughlin made the motion adjourn and Dr. Martha McGrew 2 nd motion. Motion carried.



Dr. Donna Sigl, Secretary



Dina Ortiz, Scribe