

Regular Meeting of the Board of Directors
Minutes
December 13, 2023
8:00am – 10:00am
Via Zoom

MEMBERS PRESENT: Patricia Finn, M.D. (Chairperson)
Christopher Arndt, M.D.
James Chodosh, M.D.
Eve Espey, M.D.
Michelle Hernandez, Esq
Elizabeth Lawrence, M.D.
Richard Miskimins, 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: N/A

OTHERS PRESENT: Renee Ayala
Andy Baatz
Laura Comstock
Kristin Gates
Helen Villarreal-Nielsen
Deborah Stephenson
Mary Swanson
John-Paul Montoya
Donna Sigl, MD
Betty Chang, MD
Rebecca Napier
Quinn Mander
Debra Padilla
Jessa Zenor-Mckelvey
Rachael Rodriguez
Laura Lerdall (Scribe)

GUESTS: Josh Lewis, Moss Adams

I.	Call to Order and Confirmation of Quorum (Patricia Finn, M.D.) Dr. Patricia Finn called the meeting to order at 8:01am. Quorum was noted.	Action
II.	Opening Comments (Patricia Finn, M.D.) Dr. Patricia Finn welcomed attendees to the meeting. We are looking forward to an incredible new year and we're getting an Owl for the future meetings.	Information
III.	Approval of Consent Agenda (Patricia Finn, M.D.) Dr. Patricia Finn presented the following items for approval as part of the Consent Agenda: A. Finance Committee Meeting Minutes for: 1. October 4, 2023 2. November 1, 2023 B. Operations Committee Minutes 1. September 27, 2023 C. COO/CMO Report	Action Dr. Patricia Finn requested a motion to approve the consent agenda. Dr. James Chodosh made the motion & Ms. Michelle Hernandez seconded the motion. Motion carried with no discussion or opposition.
IV.	Approval of Board Meeting Minutes (Patricia Finn, M.D.) Dr. Patricia Finn presented the UNMMG Board Meeting minutes for the October 11, 2023 meeting for approval.	Action Dr. Patricia Finn requested a motion to approve the October 11, 2023 meeting minutes. Dr. Elizabeth Lawrence made a motion to approve and Dr. Eve Espey seconded the motion. Motion carried with no opposition or discussion.
V.	Public Comment Dr. Patricia Finn asked if there was any public comment for this meeting. No public comment was received for this meeting.	Information

VI.	Presentation of the FY23 Audited Financials (<i>Mr. Josh Lewis, Moss Adams</i>)	Action
	<p>Mr. Lewis from Moss Adams presented identical slides today that were also presented to the Audit and Compliance Committee in October. These slides were provided to Board members in advance of the meeting.</p> <p>Mr. Lewis explained that the October 2023 Audit and Compliance Committee meeting presentation was an exit meeting that is required before the financial step statements are submitted to the State Auditor’s Office, which happened right after the meeting. The State Auditor’s office was very quick to turn around their review of the financial statements and so the next step is to present this report to the UNMMG Board of Directors today now that the Financial Statements have been approved. This is the final exit meeting related to the 2023 audit.</p> <p>This is the first year back after KPMG was the auditing agency last year, so it’s now Moss Adams’ turn to take over the auditing.</p> <p>The scope of services was recapped by Mr. Lewis which was to perform the annual financial statement audit for the year ended June 30, 2023. There were no “non-attest services” provided. Management drafted the financial statements.</p> <p>Moss Adams issued an Audit Report on the financial statements from UNMMG and Government Auditing Standards report on Internal Control over Financial Reporting and on Compliance and Other Matters.</p> <p>Mr. Lewis also summarized their Audit Process, Areas of Audit Emphasis and the Matters to be Communicated to the Governing Body for the attendees.</p> <p>Mr. Lewis also stated that for this audit:</p> <ul style="list-style-type: none"> - No significant unusual transactions identified during the audit - No significant difficulties were encountered during the audit - No disagreements with management - <u>An emphasis of matter regarding the adoption of GASB 96 is included in the UNMMG audit report;</u> There were no circumstances that affected the form and content of the auditor’s report. - <u>Minor item related to IT Access review on the IDX system that was addressed in the process as being modified and so forth, to address the issues found in that finding, and there was just an oversight of review of a specific piece of that which Moss Adams considers a very minor area and not something that is a significant deficiency or material weakness.</u> - There was one other matter finding as required by Section 12-6-5 NMSA 1978; There were no other findings or issues arising from the audit report. - There were no corrected and uncorrected audit adjustments identified. - Moss Adams will request certain representation from management that are included in the management representation letter to be dated the same date as the audit report. - Moss Adams is not aware of instances where management consulted with other accountants about significant auditing or accounting matters. - No significant issues arose during the audit that have not been addressed. 	<p>Dr. Patricia Finn requested a motion to approve the FY23 Audited Financials as presented by Moss Adams. The motion was made by Dr. James Chodosh and seconded by Dr. Mark Unruh. The motion passed with no further discussion or objections.</p>

	Dr. Finn asked if there were any questions from in-person or online attendees. Mr. Udall stated it was very easy to work with Moss Adams and gave kudos to his team with their professionalism on the entire audit process.	
VII.	Administrative Reports	Action
	<p>A. Chief Financial Officer Report (<i>Jared Udall</i>)</p> <p>1. Financial & Revenue Cycle Report Mr. Udall presented highlights of Financials through October 2023 reviewing slides that were provided in advance to the Board.</p> <p>Mr. John-Paul Montoya presented the Revenue Cycle highlights and the Summary for Revenue Cycle Coding for attendees with slides provided in advance to the Board.</p> <p>Discussion followed related to the average CPT Capture and the specific data related to that.</p> <p>There was no further discussion.</p> <p>B. Chief Executive Officer Report (<i>Gary Mlady, M.D.</i>) Interim CEO Dr. Gary Mlady acknowledged that we were running short on time and encouraged attendees to review his slides that were provided to them in advance of the meeting. Before deferring his time to the agenda items that follow, Dr. Mlady introduced to the group Ms. Rebecca Napier, Vice President for Finance & Administrative Health & Health Sciences.</p> <p>C. Physician Advisory Group (PAG) Update (<i>Richard Miskimins, M.D.</i>) Dr. Miskimins provided an update on recent PAG meetings such as the improvement processes under way and that Dr. Elizabeth Lawrence will be taking the helm as the PAG Chair in January 2024.</p> <p>D. Updated Policies, Procedures, Standing Orders and Privilege Sets (<i>Jennifer Phillips, M.D.</i>) Dr. Phillips presented the Updated Policies, Procedures, Standing Orders and Privilege Sets for approval by the Board which was provided to them in advance of the meeting. The New and Updated Policies included:</p> <p><u>New Policies and Procedures:</u></p> <ul style="list-style-type: none"> • 11212 - Medication Dispensing • 14003 – Truman Medication Donation • 11111 – Controlled Substance Prescribing • 1136 – Orders: Verbal and Telephone • 11223 – Behavioral Health Clinical Supervision <p><u>Updated Policies and Procedures:</u></p> <ul style="list-style-type: none"> • 14002 – Collaborative Care Plans 	<p>Dr. Patricia Finn called for a motion to accept the Financial and Revenue Cycle Report which was so moved by Dr. Eve Espey and seconded by Dr. James Chodosh. The motion was passed with no objections.</p> <p>A call for a motion to accept the New Policies and Procedures and Updated Policies and Procedures was made. Dr. Eve Espey made the</p>

	<ul style="list-style-type: none"> • OAM – 001 – Ordering and Administration of Medications • 11516 – Research, Teaching, and Publication Activities • 11108 – 42 Code of Federal Regulations Part 2 <p>E. CMO Quality Report (<i>Jennifer Phillips, MD</i>) Dr. Phillips presented the CMO Quality report for approval by the Board which was provided to them in advance of the meeting.</p>	<p>motion, Dr. Richard Miskimins seconded. The motion carried with no discussion or objection.</p> <p>A call for a motion was made to accept the CMO Quality Report was made. Dr. James Chodosh made the motion and Dr. Mark Unruh seconded the motion. The motion carried with no discussion or objection.</p>
VIII.	Elections, Appointments and Adoption of 2024 Meeting Dates (<i>Patricia Finn, M.D.</i>)	Action
	<p>A. Regents Appointments of Board Members of the Corporation</p> <ol style="list-style-type: none"> 1. Mark Unruh, MD (2nd term) 2. Mr. Dale Dekker, AIA, Principal, Dekker/Perich/Sabatini 3. Nancy Joste, MD 4. Chandra Cullen, MD <p>B. Election of Officers of the Corporation</p> <ol style="list-style-type: none"> 1. Election of the Secretary of the Board – Mr. Cory McDowell 2. Election of the CMO as Officer – Jennifer Phillips, MD 3. Election of the COO as Officer – Ms. Jill Klar <p>* Note: Ex-officio not subject to annual election include Chairperson (Finn), CEO (Mlady), and CFO (Udall)</p>	<p>Item “A” Regents Appointments of Board Members of the Corporation was provided as an Informational item.</p> <p>A call for a motion to approve items “B” Election of Officers of the Corporation was made. There were no “no” votes or abstentions and</p>

	<p>C. Appointment of Committee Memberships</p> <ol style="list-style-type: none"> 1. Audit and Compliance Committee <ul style="list-style-type: none"> Chair – Mr. Dale Dekker Elizabeth Lawrence, MD Nancy Joste, MD 2. Executive Committee <ul style="list-style-type: none"> Patricia Finn, MD (Chair) Michael Richards, MD Aimee Smidt, MD 3. Finance Committee <ul style="list-style-type: none"> Christopher Arndt, MD Michael Richards, MD Chandra Cullen, MD Patricia Finn, MD Aimee Smidt, MD 4. Operations Committee <ul style="list-style-type: none"> Mark Unruh, MD (Chair - 2nd term) James Chodosh, MD Michael Richards, MD Ms. Kristin Gates Mary Ramos, MD 5. Practice Oversight Committee <ul style="list-style-type: none"> Jennifer Phillips, MD (Chair) Melissa Ivers, DMD Jason Flores, DDS Mauricio Tohen, MD Elizabeth Lawrence, MD Van Roper, PhD, FNP-C Melanie Dodd, Pharm D Mary Ramos, MD Michelle Iandiorio, MD Christopher Morris, PhD Gary Mlady, MD Debora Stephenson Renee Ayala Rose Johnson Rohini McKee, MD Dan Wenz Carole Conley Summer Bloise Elizabeth Muller 	<p>the motion passed unanimously.</p> <p>Dr. Finn reviewed all the Resolutions for Item “C” Appointment of Committee Memberships and called for any “Nays” or abstentions. Hearing none, the motion passed with unanimous vote.</p>
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D. Adoption of 2024 Meeting Dates

Date	Time	Location
<i>February 14, 2024 Annual Audit</i>	8:00a-10:00a	Zoom & Domenici N #2410
April 10, 2024	8:00a-10:00a	Zoom & Domenici N #3706
June 12, 2024	8:00a-10:00a	Zoom & TBD
August 14, 2024	8:00a-10:00a	Zoom & TBD
October 9, 2024	8:00a-10:00a	Zoom & TBD
<i>December 11, 2024 Annual Meeting</i>	8:00a-10:00a	Zoom & TBD

Dr. Finn asked for any “Nays” or abstentions to Item “D” Adoption of 2024 Meeting Dates. Hearing none, the motion passed unanimously.

IX. Vote to go into Executive Session (Patricia Finn, M.D.)**Action**

Vote to go into Executive Session for the following purposes:

- 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.*
- 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.*
- 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.*

Dr. Patricia Finn requested a motion at 9:13am to convene into Executive Session. Dr. Elizabeth Lawrence made the motion and Dr. Eve Espey seconded. The motion passed with no objection.

X. Vote to Reconvene into Open Session (Patricia Finn, M.D.)**Action**


- A. *Certification that only those matters described in Agenda Item VI above were discussed in Executive Session and, if necessary, final action with regard to those matters will be taken in Open Session.*

The motion to reconvene and certify Executive Session matters was motioned and approved by the quorum.

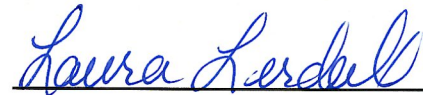
XI. Board Member Service Awards, Acknowledgments, Closing Comments (Patricia Finn, M.D.)**Information**

Dr. Mlady, Interim President and CEO presented awards and words of appreciation to the Board Members concluding their service to the UNMMG Board of Directors.

	<p>Ms. Michelle Hernandez, Esquire was thanked for her service as Chair of Audit and Compliance and Board Member.</p> <p>Dr. Richard Miskimins was thanked for his service as PAG Chair and Board Member.</p> <p>Dr. Eve Espey was thanked for her service of two terms as Chair of Finance Committee and Board Member.</p>	
XII.	Meeting Adjourned (<i>Patricia Finn, M.D.</i>)	Action
	<p>There being no further business, Chairperson Patricia Finn, M.D. requested a motion to adjourn the Regular Session of the UNM Medical Group Board of Directors at 10:19am.</p>	<p>Dr. Patricia Finn requested a motion to adjourn which was motioned by Dr. Mark Unruh and seconded by Dr James Chodosh. The motion carried with no discussion or opposition.</p>



 Mr. Cory McDowell, Board Secretary



 Ms. Laura Lerdall, Scribe