

**Regular Meeting of the Board of Directors  
Minutes  
December 14, 2022  
8:00am – 10:00am**

MEMBERS PRESENT: Michael Richards, M.D. (Chairman)  
Eve Espey, M.D.  
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: Michelle Hernandez, Esq

OFFICERS PRESENT: A. Robb McLean, M.D., President & CEO  
Jill Klar, COO  
Jennifer Phillips, M.D., CMO  
Jared Udall, CFO  
Cory McDowell, Secretary

OFFICERS ABSENT: N/A

OTHERS PRESENT: School of Medicine Dean Patricia Finn, M.D.  
Renee Ayala  
Andy Baatz  
Kristin Gates  
Melissa Ivers, M.D.  
Elizabeth Lawrence, M.D.  
Laura Lerdall (Scribe)  
Quinn Mander  
JP Montoya  
Helen Nielsen  
Erica Richards, PhD  
Mary Swanson  
Angela Vigil

GUESTS: David Mork, CEO Lovelace/UNM Rehabilitation Hospital  
John Kennedy, KPMG  
Susan Warren, KPMG  
Kevin Gick, UNM Legal

	<b>Call to Order and Confirmation of Quorum</b>	<b>Action</b>
	<p>Dr. Michael Richards deferred the Chair duties to Dr. Eve Espey who was attending the meeting in person.</p> <p>Quorum was established by Dr. Espey at 8:01am.</p>	
<b>I.</b>	<b>Opening Comments</b>	
	Dr. Eve Espey welcomed attendees to the meeting.	
<b>II.</b>	<b>Public Comment (<i>Eve Espey, M.D.</i>)</b>	
	There is no public comment for this meeting.	
<b>III.</b>	<b>Approval of Consent Agenda (<i>Eve Espey, M.D.</i>)</b>	<b>Action</b>
	<p>Dr. Eve Espey 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 October 5, 2022, and November 2, 2022</li> <li>• Operations Committee Meeting Minutes for September 28, 2022</li> <li>• COO/CMO Report</li> </ul>	Dr. Eve Espey requested a motion to approve the consent agenda. Dr. Gary Mlady made the motion & Dr. Robert Schenck seconded the motion. Motion carried with no discussion or opposition.
<b>IV.</b>	<b>Approval of Board Meeting Minutes (<i>Eve Espey, M.D.</i>)</b>	<b>Action</b>
	Dr. Eve Espey presented the UNMMG Board Meeting minutes for the October 12, 2022, meeting for approval.	Dr. Eve Espey requested a motion to approve the October 12, 2022 meeting minutes. Dr. Gary Mlady made a motion to approve and Dr. Robert Schenck seconded the motion. Motion carried with no opposition or discussion.
<b>V.</b>	<b>Presentation of the FY22 Audited Financials (<i>John Kennedy and Susan Warren, KPMG</i>)</b>	<b>Action</b>
	Noting there were guests on the call, Dr. Espey opted to shift the order of speakers on the agenda to allow the guests to present information to the meeting attendees. The presentation packet from KPMG was provided to the Board in advance of the meeting.	Dr. Eve Espey requested a motion to

	<p>Jared Udall, CFO began by introducing Mr. John Kennedy and Ms. Susan Warren from KPMG to the attendees. Mr. Kennedy summarized the results of the timely completed FY22 Audited Financials. There was one key issue mentioned that the Financial Statements are required to be delivered to the University by September 15, 2022, and then the University takes those financial statements and incorporate them into the UNM Financials. The Audited Financials were presented to the UNMMG Audit Committee on October 17, 2022. After that process, those drafts must be submitted to the State Auditor’s Office, which was accomplished on October 18, 2022 at which point, the Auditor reviews for concerns and comments.</p> <p>The State Auditor came back with “no comment letter” and KPMG issued the finalized financial statements on November 20, 2022.</p> <p>We think we had a very successful process this year. There were no corrected or uncorrected misstatements to report to the Board, which means KPMG found the UNM Medical Group Financials very clean.</p> <p>After the Auditor’s report comes back, KPMG issues an opinion which tells readers that in our unmodified opinion, we see a clean audit report and that we believe the financial records are presented fairly.</p> <p>Worth noting, is the adoption of the new accounting standard, GASB no. 87, Leases section of the Auditor’s Report. This is a separate process that evaluates the Medical Group’s lease reporting. The schedules were all found to be well done with this new accounting standard.</p> <p>One improvement finding was related to IT Systems and access to the user system that should be terminated timely for those who have left the organization or changed roles and access for their roles has need for updating. This was the only area included in the report for improvement. It is our understanding that management has drafted a corrective action plan to address this area of improvement.</p> <p>Jared Udall, CFO and Dr. A. Robb McLean thanked the guests for their collaboration and efforts to complete the Audit on time as well as the Financial Team for their work.</p> <p>There was no additional discussion.</p>	<p>approve the FY22 Audited Financials as presented by representatives from KPMG. Dr. Robert Schenck made the motion to approve, Dr. Gary Mlady seconded the motion. Motion carried with no opposition.</p>
<p><b>VI.</b></p>	<p><b>Presentation and Overview of Lovelace UNM Rehabilitation Hospital (<i>David Mork, CEO</i>)</b></p>	
	<p>Asking for additional flexibility from the Board, Dr. A. Robb McLean asked for David Mork, CEO of Lovelace UNM Rehabilitation Hospital be allowed to present his slides which were provided to the Board in advance of the meeting.</p> <p>Mr. Mork presented an overview of the services provided by Lovelace UNM Rehabilitation Hospital for attendees and encouraged questions along the way.</p> <p>Additionally, Mr. Mork presented a video of the facilities which showcased the organization’s capabilities.</p>	

	<p>Questions and comments followed related to extended stays of patients and the referral process. Additional discussion on resident complement followed.</p> <p>The group was very grateful for Mr. Mork's presentation and answers to questions.</p>	
<b>VII.</b>	<b>Recognitions (A. Robb McLean, MD)</b>	
	<p>Dr. McLean expressed his appreciation for the service of Board Members Gary Mlady, MD, Robert Schenck, MD and Lisa Hofler, MD during their respective tenures on the Board as well as for their roles in leading key committees. They each were transitioning off the Board due to board terms and term limits. Dr. McLean emphasized appreciation for each of their outstanding contributions, representation of physicians and the clinical departments and their commitment to the mission having each made a positive impact on the Medical Group's operations and the clinical care provided.</p> <p>Dr. McLean also recognized Dr. Richards for his service as the Board Chair and his years of service in many different capacities on the Board. Dr. Richards will continue serving on the Board but wanted to acknowledge that his service as chair was greatly appreciated.</p> <p>Dr. Richards commented that it's a pleasure to serve with the Medical Group leadership and with the other Board members, noting this is a really exceptional part of our healthcare delivery system.</p>	
<b>VIII.</b>	<b>Administrative Reports</b>	<b>Action</b>
	<p><b>A. Chief Financial Officer Report (Jared Udall, CFO)</b></p> <p><b>1. Financial and Revenue Cycle</b> Mr. Udall presented the Revenue Cycle Report with up-to-date information and comparison to Budget and FY22 from information provided to the Board in advance of the meeting. Mr. Udall also commented on the Budget process and that it is proceeding about a month ahead of pace compared to the FY23 timeline.</p> <p><b>B. Chief Executive Officer Board Update (A. Robb McLean, MD President and CEO)</b></p>	<p>Dr. Eve Espey called for a motion to accept the Financial and Revenue Cycle Report which was so moved by Dr. Lisa Hofler and seconded by Dr. Gary Mlady. The motion was passed with no objections.</p>

Dr. A. Robb McLean, President and CEO, briefly highlighted Staff Provider Hires in the essence of time including the number of current open positions.

Brief discussion ensued.

**C. Physician Advisory Group (PAG) Update (*Lisa Hofler, M.D.*)**

Dr. Lisa Hofler thanked the Board and conveyed her appreciation for serving as the PAG Chair. Dr. Hofler acknowledged and congratulated the new leadership of Dr. Miskimins as Chair and Dr. Elizabeth Lawrence as the Chair-Elect. Additionally, Dr. Hofler discussed the new priorities for the next year with the new leadership.

Dr. Espey acknowledged the great work Dr. Hofler has done during her Chair tenure.

**D. Updated Policies, Procedures, Standing Orders and Privilege Sets (*Jennifer Phillips, MD*)**

Dr. Phillips summarized the Policies, Procedures, Standing Orders and Privilege Sets to the group to include:

1. Procedure Crisis Call Response Protocol
2. Procedure Peer Support and Family Peer Support
3. Procedure Comprehensive Community Support Services
4. Procedure Point of Care Roche cobase® Liat® System
5. 6 months to 5-year Pfizer-BioNTech and Moderna COVID-19 Vaccine

Privilege Sets

1. Dentistry Clinical Privileges

**E. CMO Quality Report (*Jennifer Phillips, MD*)**

Dr. Phillips presented the CMO Quality report for approval.


Dr. Eve Espey called for a motion to accept the Updated Policies, Procedures, Standing Orders and Privilege Sets which was so moved by Dr. Mark Unruh and seconded by Dr. Lisa Hofler. The motion was passed with no objections.

Dr. Eve Espey called for a motion to accept the CMO Quality Report which was so moved by Dr. Robert Schenck and seconded by Dr. Lisa Holfer. The motion was passed with no objections.

IX.	Elections and Appointments ( <i>Eve Espey, M.D.</i> )	Action																				
	<p>The key portions of each Resolution were read aloud by Vice-Chairperson Espey:</p> <p>A. Election of Chairperson of the Board</p> <table border="0" data-bbox="349 210 1117 283"> <tr> <td style="text-align: center;"><u>Appointee:</u></td> <td style="text-align: center;"><u>Capacity</u></td> </tr> <tr> <td style="text-align: center;">Patricia Finn, MD</td> <td style="text-align: center;">Chairperson</td> </tr> </table> <p>Secretary Cory McDowell stated for the record that according to the Bylaws, we do need to do an election by majority, so for the following elections and appointments, role call votes were accomplished.</p> <p>B. Election of Officers of the Corporation</p> <ol style="list-style-type: none"> <li>1. Election of the Secretary of the Board – Cory McDowell, Esq.</li> <li>2. Election of the COO as Officer – Jill Klar</li> <li>3. Election of the CMO as Officer – Jennifer Phillips, MD</li> </ol> <p>C. Appointment of Committee Memberships</p> <ol style="list-style-type: none"> <li>1. Operations Committee</li> </ol> <table border="0" data-bbox="349 1575 1117 1795"> <tr> <td style="text-align: center;"><u>Appointee:</u></td> <td style="text-align: center;"><u>Capacity</u></td> </tr> <tr> <td style="text-align: center;">Mark Unruh, MD</td> <td style="text-align: center;">Chairperson</td> </tr> <tr> <td style="text-align: center;">James Chodosh, MD, MPH</td> <td style="text-align: center;">Member</td> </tr> <tr> <td style="text-align: center;">Michael Richards, MD</td> <td style="text-align: center;">Member</td> </tr> <tr> <td style="text-align: center;">Kristin Gates</td> <td style="text-align: center;">Member</td> </tr> <tr> <td style="text-align: center;">Laura Medina, MD</td> <td style="text-align: center;">Member</td> </tr> </table> <ol style="list-style-type: none"> <li>2. Finance Committee</li> </ol> <table border="0" data-bbox="349 1869 1117 1942"> <tr> <td style="text-align: center;"><u>Appointee:</u></td> <td style="text-align: center;"><u>Capacity</u></td> </tr> <tr> <td style="text-align: center;">Eve Espey, MD</td> <td style="text-align: center;">Chairperson</td> </tr> </table>	<u>Appointee:</u>	<u>Capacity</u>	Patricia Finn, MD	Chairperson	<u>Appointee:</u>	<u>Capacity</u>	Mark Unruh, MD	Chairperson	James Chodosh, MD, MPH	Member	Michael Richards, MD	Member	Kristin Gates	Member	Laura Medina, MD	Member	<u>Appointee:</u>	<u>Capacity</u>	Eve Espey, MD	Chairperson	<p>Dr. Eve Espey called for a motion to approve Dr. Patricia Finn as the Chairperson of the Board. Dr. Mark Unruh made the motion, and the motion was seconded by Dr. Aimee Smidt. The motion passed with no opposition.</p> <p>Dr. Eve Espey called for a motion to accept the Election of Officers of the Corporation which was so moved by Dr. Gary Mlady and seconded by Dr. Lisa Hofler.</p> <p>Role call majority vote was then accomplished for the Election of Officers.</p> <p>Dr. Eve Espey called for a motion to accept the Resolutions Appointment of Committee Memberships.</p>
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	<p>Michael Richards, MD Richard Miskimins, MD Patricia Finn, MD Christopher Arndt, MD</p> <p>3. Executive Committee <i>Appointee:</i></p> <p>Patricia Finn, MD Michael Richards, MD Eve Espey, MD</p> <p>4. Audit and Compliance Committee <i>Appointee:</i></p> <p>Michelle Hernandez, Esq. James Chodosh, MD, MPH Elizabeth Lawrence, MD</p>	<p>Member Member Member Member</p> <p><i>Capacity</i></p> <p>Chairperson Member Vice Chairperson</p> <p><i>Capacity</i></p> <p>Chairperson Member Member</p>	<p>The motion was made by Dr. Gary Mlady and seconded by Dr. Mark Unruh.</p>
<b>X.</b>	<b>Vote to go into Executive Session (Eve Espey, M.D.)</b>		<b>Action</b>
	<p>Vote to go into Executive Session for the following purposes: <i>(Eve Espey, 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 before a participant.</i></p>		<p>Dr. Eve Espey requested a motion at 9:40am to convene into Executive Session. Dr. Mark Unruh made the motion and Dr. Patricia Finn seconded the motion. Motion carried with no opposition.</p>
<b>XI.</b>	<b>Vote to Reconvene into Open Session (Eve Espey, M.D.)</b>		<b>Action</b>
	<p>A. <i>Certification that only those matters described in Agenda Item X 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 reconvene at 10:03am and certify Executive Session matters was requested by Vice Chairperson Espey. The motion was made by Dr. Mark Unruh and seconded</p>

		by Dr. Lisa Hofler. The motion carried with no discussion or opposition.
<b>XII.</b>	<b>Meeting Adjourned</b>	<b>Action</b>
	There being no further business, Vice Chairperson Dr. Eve Espey requested a motion to adjourn the Regular Session of the UNM Medical Group Board of Directors at 10:03 am.	Dr. Eve Espey requested a motion to adjourn. Dr. Unruh made the motion and Dr. Hofler seconded motion. The motion carried with no opposition.



Feb 14, 2023

Mr. Cory McDowell, Board Secretary



Feb 9, 2023

Ms. Laura Lerdall, Scribe