



members of the Re-engineering the Annual Meeting Work Group over the course of the weekend.

2. Please make a special effort as a CMS ambassador to make the medical students feel very welcome. They are our future and the leaders at both of the schools have done a great job promoting the Annual Meeting. Board member Aaron Jones was complimented,

3. This is the first Annual Meeting in the Society's history without a House of Delegates. He asked members to take one moment to reflect on the duties of the board and noted that it is this board's responsibility to steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as making sure CMS has adequate resources to advance its mission.

## II. The New CMS: Monitoring and Strengthening the Major Functions

Dr. Volz made the following points to begin the discussion:

1. In September 2015, the House of Delegates voted overwhelmingly to dissolve themselves into a realigned governance model that connects a streamlined board to the widest possible spectrum of its physician constituencies.

2. At the November 20, 2015, meeting, the board approved an operational plan to transition the major functions of The New CMS as quickly and effectively as possible. This plan kicked off The New CMS in a sprint and we never let up. Marketing touted a New CMS that would keep members more engaged, informed and empowered than ever before.

3. Because we were inviting members to participate on a range of projects and policy issues and asking for feedback and participation, it was exciting to experience unprecedented member replies and participation during over the past year.

4. On the advocacy front, CMS:

- a. Helped usher four of the five largest commercial insurance companies into a federal court fight against the US Department of Justice.
- b. For the twelfth legislative session in a row, we led the fight with our good friends at COPIC to maintain Colorado's stable liability climate.
- c. We defeated legislation that would have imposed treble damages on in-network physicians for failure to provide patients with a list of Out Of Network providers that might be involved in the patient's care.
- d. We vigorously participated in a Colorado Division of Insurance convened stakeholder process to address network adequacy.
- e. We held a "listening session" for the Insurance Commissioner and the "stories" were so persuasive she allowed us to name a physician advisory group reporting directly to her.
- f. We passed a resolution at the 2016 AMA Annual Meeting directing the AMA to ask the federal Centers for Medicare and Medicaid Services to count physician satisfaction as a

Clinical Practice Improvement Activity under the Merit-Based Incentive Payment System (MIPS).

- g. We helped create a Primary Care Provider Sustainability Fund and transferred \$20 million in cash funds for the continuation of Medicaid rate enhancements in specific areas including primary care office visits, preventative medicine visits, counseling and health risk assessments, immunization administration, health screening services, and newborn care.

5. These and other accomplishments make up the board's 2015-16 fiscal year scorecard, and serving during this time as your President has been an honor, high-energy engagement, intellectually challenging, and professionally rewarding.

6. This is my last board meeting to be chair. Thank you for helping me. Thank you for working together. Thank you for keeping our members first.

- Lightning Round: Surfaced Issues Follow-Up

Dr. Volz reminded the board that: (1) An exercise was held in May designed to surface issues related to the major projects of the governance and communication reforms enacted by the 2015 House of Delegates; (2) These projects largely encompass The New CMS; and, (3) This agenda item is designed to follow-up on the May discussion by making a several decisions.

#### A. Recruit and Train Leaders

Dr. Volz announced that the Physicians Foundation just awarded CMS with a \$150,000 grant to sponsor the Medical Society Leadership Training Series. The recommendation to develop and implement a marketing plan for the leadership series without delay was seconded and unanimously approved.

#### B. All-Member Elections (Information)

Dr. Volz noted that: (1) The section under All-Member Elections is informational; and, (2) Staff is currently developing an action plan to implement the board's July decisions. He asked for comments or questions. Hearing none, he proceeded with the next item.

#### C. Board-Size-Board Competency

Dr. Volz made the following points: (1) There are two sections under Board-Size and Board Competency; (2) The issue of Board size is informational and staff is currently developing an action plan to implement the recommendations from Charney and Associates which we approved in July (There were no questions or comments)

Dr. Volz then started the discussion on the Committee on Competency Needs Forecasting by noting that the subject was an action item. The following points were made:

1. The board was directed to create the Committee on Competency Needs Forecasting (Committee) to assess and forecast the 3-to-5- year governance needs (experience, expertise, perspective) of the board and to timely provide such assessments and forecasts to districts and sections;
2. Our CEO and I have discussed this Committee and believe that it can serve multiple functions, as follows:
  - a. In order to assess and forecast the 3-to-5- year governance needs of the board, it will require a comprehensive environmental scan and membership survey. These two activities are also a vital component of any strategic planning process, and the board is going to have to get back into strategic planning fairly soon.
  - b. In addition, the executives from CMS and the component societies recently convened for a professional facilitation. They agreed that what's important right now is membership recruitment and one thing among others that they believe is needed to launch a robust membership recruitment campaign is a complete statewide market analysis.
3. Thus, board members who volunteer for the Committee will be involved in far more than competency needs forecasting. For example, it will be the CEO's recommendation that this Committee also take the lead in overseeing a new strategic plan.

Board members Drs. Gina Martin and David Markenson and student Aaron Jones volunteered to serve.

#### D. Annual Meeting Re-engineering

Dr. Volz made the following comments to start this agenda item: (1) Continuing to grow our Re-engineered Annual Meeting is an important function of the New CMS; (2) The Re-engineering Work group had tremendous engagement and allowed physicians to plan a meeting for physicians and families; (3) The recommendation is to appoint a second Annual Meeting Work Group for 2017; (4) The recommendation does not contemplate making appointments today, but rather to green light our in-coming President to recruit a new planning committee for the board's approval.

A motion was made and unanimously approved for Katie Lozano, MD, in-coming CMS President to recommend to the board an Annual Meeting Work Group for 2017.

#### E. Virtual Policy Forum

Dr. Volz made the following comments to start this agenda item:

1. The board was directed to establish a virtual grassroots policy communications process open to participation by any CMS member and it is ready to go live by the November meeting;
2. Following the July meeting, The board's virtual vote on the name of the new policy system was almost unanimous that the system be named Central Line.
3. There are two action items related to this item, as follows: (a) The first is a recommendation to set the objective of signing up 400 to 600 members within the first six months that the system goes live; (b) The second recommendation is to approve messaging that will go out from individual board members before and after votes on policy.

The recommendation to set the objective of registering 400 to 600 members within the first six months that the system goes live was unanimously approved.

4. Regarding the messaging from individual board members to their constituents before and after votes, there was consensus that the CEO would draft a message, send it to the board members and that each board member could then customize it before sending it to their constituents.

There was discussion relating to whether member comments posted on Central Line should be anonymous or not and whether member names should be identified by their vote. There was no resolution to these questions. Drs. Curtis Hagedorn and David Markenson volunteered to further look into these issues with staff.

#### F. CMS-Component Study

Dr. Volz noted the following: (1) The CMS-Component Study project is for information; (2) It is good to see progress on this front; that both component and CMS executives are enthusiastic about moving forward together. The board accepted this report for information.

#### G. Regional Forums

This discussion was accepted for information.

### III. Commitment to Advocacy

Dr. Volz made the following points to begin the agenda items dealing with Proposition 106 and Amendment 69.

1. The board will be voting on whether CMS should support, oppose or remain neutral on Colorado End of Life Options, Proposition 106 and Colorado Care Amendment 69, both of which are on November's general election ballot.

2. Because this is the first time the board will be voting on CMS's position on these issues, and because with campaigns such as these, the facts change almost daily, it is important that the board go through the CMS Conflict of Interest process before discussions begin in order to determine whether any board member has a conflict as of today, September 16.
3. Disclosure and other information was previously collected from each board member and put it in the agenda packet, including a legal memorandum from outside legal counsel, also posted on the board's web Base Camp.
4. A reminder that the duty to disclose actual or potential conflicts is on-going so if anything has arisen since completion of the disclosure form previously distributed and completed, we can discuss that today.
5. Even though everyone has reviewed the Conflict of Interest Policy, the following sections of that Policy were cited:

“Under the CMS Conflict of Interest Policy, a conflict of interest exists whenever a director finds that his or her ability to exercise independent judgment concerning the best interests of CMS and his or her duties to CMS are influenced by (a) his or her affiliation with, (b) his or her financial interest in, and/or (c) his or her obligation to another person, company, industry association, charitable organization or government activity.”

6. All of this was explained in a legal memo from outside counsel Cara Lawrence, JD, that went out in the agenda packet and was posted on Base Camp.

The board was asked if there were any clarifying questions for counsel.

7. The three questions posted on Base Camp one week prior to the board meeting were repeated as follows:
  - a. Does anyone want to self-declare a conflict of interest for today's vote on the ballot measures?
  - b. Is anyone unsure about whether they have a conflict of interest and would like the board to decide?
  - c. Does anyone want to suggest that another board member may have a conflict of interest that the board should discuss and decide?
8. The discussion proceeded with whether any conflicts existed for both Colorado Care and Colorado End of Life Options.

- a. Self-Declared Conflicts: Dr. Laird Cagan declared a COI based on his co-chairmanship of Physicians For Colorado Care and Dr. Tamaan Osbourne-Roberts declared a COI based on his CHA board seat and CHA's opposition to Amendment 69.
- b. Discussion of whether any other potential conflicts may exist: There was a question about whether board members who are employed by companies that oppose and contribute financially against Amendment 69 have a conflict of interest. Counsel asked if any of the employed physicians: (1) Had any role in their employer's decision to make a contribution to the opposition of A69; (2) Individually or have an immediate family member have a material financial interest in an entity (either for-profit or nonprofit) that has taken a public position for or against Amendment 69 or Colorado End of Life Options or is a substantial contributor to ColoradoCare, Coloradans for Coloradans, Yes on Colorado End-of-Life Options, Coloradans Against Assisted Suicide, or of any other organization formed for the purposes of supporting or opposing Amendment 69 or Colorado End of Life Options. Following review of all disclosure forms and confirming these disclosures, counsel stated that the disclosed information did not rise to the level of a COI for the employed physicians who are employed by companies that oppose and contribute financially against Amendment 69. Dr. Volz asked if any board members wanted to disagree with counsel on this issue.
- c. The question was asked if the board wanted to discuss whether any member of the board might have a conflict of interest. No questions were asked.

The board then turned to a discussion and vote on the ballot measures.

#### 1. General Election Ballot Measures

- a. End of Life Options, Ballot Initiative 145
  - CEJA Report
  - Proposed Amendments to CMS Policy Manual
  - Ballot Initiative 145

Dr. Volz made the following comments to begin the discussion on Ballot Initiative 145 now re-numbered as Proposition 106, End of Life Care:

1. He reminded the board that if there were any conflicted to note that they may participate in the discussion but may not vote.
2. The board's supporting materials and the three motions have been available to the board for fully three weeks.

3. The Vice-Chair of CEJA, Dr. Lynn Parry was invited to make comments and did so on the CEJA report.

4. It was noted that there were three motions in the packet, as follows:

- a. Page 11 and the top of page 12: These are the policy recommendations of CEJA originally presented in March.
- b. The top of page 12 and concluding in the middle of page 15: This motion incorporates the CEJA policy into the CMS policy manual.
- c. Page 15 that CMS take a position of 'studied neutrality' on Ballot Initiative 145.

5. The board confirmed that the three motions were understood.

A motion on the first CEJA recommendation found on the bottom page 11 and the top of page 12 was made, seconded and unanimously passed.

A motion to incorporate the CEJA policy found beginning at the top of page 12 and concluding in the middle of page 15 into the CMS policy manual was made, seconded and passed.

A motion on the CEJA recommendation found on page 15 that CMS take a position of 'studied neutrality' on Ballot Initiative 145 was taken up for consideration. Following discussion a motion failed that CMS oppose Proposition 106. A second motion passed with three abstentions to adopt the CEJA recommendation of 'studied neutrality' on Proposition 106.

- b. Colorado Care Ballot Amendment 69
  - Review of All-Member Survey Results
  - Recommendation of SAC
  - Recommendation of WCPIC

Dr. Volz made the following comments to begin the discussion on Colorado Care Amendment 69:

1. He reminded the board that if there were any conflicted to note that they may participate in the discussion but may not vote.

2. There are two recommendations as follows: (a) A recommendation from the Worker's Compensation Committee that was presented at the last meeting for CMS to oppose Amendment 69; and, (b) A recommendation from the board's Special Advisory Committee on Colorado Care that CMS oppose the Amendment 69.

3. The plan for discussion and voting was announced and confirmed by the board. In the following order, the board:

- a. Heard a presentation on the member survey from Kupersmit Research.

- b. Was given an opportunity to make comments.
- c. Gave guests an opportunity to make comments

A motion was made and seconded to adopt the following Special Advisory Committee recommendation:

1. Based upon the results of the statewide physician poll, the Special Advisory Committee advises the board of directors to oppose Amendment 69 and actively engage in a public education program on both the CMS position on the amendment and the reason for that opposition.
2. When communicating the CMS opposition to ColoradoCare, every effort should be made to utilize a patient-centered approach and emphasize the severe level of dissatisfaction with the current system and the need to continue efforts to improve the current system.

Following a vigorous discussion, the motion passed with 8 in favor, 5 opposed and 2 abstentions.

Following the votes, CMS consultant, Kim Ross, lead a discussion about proposed public messaging. The board accepted this report for information.

## 2. AMA Washington Report

Dr. Volz introduced AMA's Chief Lobbyist, Rich Deem, and AMA's top antitrust legal scholar and merger buster, Henry Allen, who were with us this weekend. He offered appreciation on behalf of the board for their participation in the Annual Meeting.

Mr. Deems strategic view of the DC policy landscape was accepted for information by the board. Following the presentation, former CMS and AMA President Jeremy Lazarus, MD, presented Mr. Deem with a special CMS recognition award, "No Good Deem Goes Unpunished Award", for courage and bravery representing physicians in Congress.

## 3. Mergers:

### a. Anthem-CIGNA/Aetna-Humana

Dr. Volz introduced AMA's Henry Allen, JD to update the board on the Department Of Justice lawsuits to block the proposed mergers of Anthem-CIGNA and Aetna-Humana. Dr. Volz referred to Mr. Allen as "our legal eagle, antitrust legal scholar and merger busting advocate." Mr. Allen's presentation was accepted for information.

Following the presentation, CMS legal counsel Susan Koontz, JD, presented Mr. Allen with a

CMS special recognition, merger buster award. Ms. Koontz noted in her presentation that “in every encounter with Henry on the mergers, you could feel his passion and care about getting the voice of the physician heard! His passion for physicians makes me proud to be a lawyer.”

b. United’s Acquisition of RMHP

Dr. Volz called on Alfred Gilchrist to report on United’s proposed acquisition of Rocky Mountain Health Plan. The report was accepted for information and a consensus that staff should continue to investigate the merger.

4. Payer Issues: Strategic Discussion

IV. Governance Matters

1. Standards of Conduct Review: Working Group Report

This discussion was delayed until the November meeting due to time overage on other issues.

2. Financial Summary and Statements: June 2016/July 2016

Finance Chair J.T. Boyd, MD, presented the financial summary and statements for June/July 2016. Following his presentation, a motion was made seconded and unanimously passed to approve the report

3. Approval of Minutes from July 8, 2016, meeting

Dr. Volz presented the minutes of July 8, 2016, meeting and asked for any additions or corrections. Hearing none, a motion was made seconded and unanimously passed to approve the minutes

V. Board Memo Update: Extractions

VI. Executive Office Reports

- A. President-elect – No Report Presented
- B. Immediate Past President – No Report Presented
- C. Chief Executive Officer – No Report Presented

VII. Other Business

- A. Next meeting November 18, 2016, at CMS headquarters in Denver, CO

VIII. Adjournment

IX. Executive Session was held