

CMS Board of Directors: January 19, 2018
CONSENT CALENDAR: Two Items for Approval

Item 1: Minutes of November 17, 2017, Meeting; pages 1-7

Item 2: Council-Committee Appointment: Page 7-8

Item 1: November 17, 2017 BOD Minutes: Page

MEMBERS PRESENT

President	Robert Yakely, MD
President-elect	Deb Parsons, MD
Imm.Past President	Katie Lozano, MD
Districts 1 & 2	Richard Lamb, MD
Districts 3 & 4	Gina Martin, MD
District 5	David Markenson, MD
District 6	Brandi Ring, MD
District 7	Kelley Wear, MD
District 8	Mark Johnson, MD
District 9	Curtis Hagedorn, MD
District 13	Brad Roberts, MD
District 14	Kiara Blough, RVU
CPMG	Kim Warner, MD

MEMBERS ABSENT (EXCUSED)

Distrist 10	Rocky White, MD
District 11	Vacant
District 12	Patrick Pevoto, MD

MEMBERS ABSENT (UNEXCUSED)

RFS	Charles Tharp, MD
-----	-------------------

GUESTS PRESENT

Stephen Boucher, Kathy Linquist-Kleisser, Sara Lipnick, Dr. Lynn Parry, Halea Meese, Laird Cagan, MD, Mark Matthews, MD (via phone), Dave Downs, MD, Maria Medina, Judy Ladd,

CMS STAFF

Alfred Gilchrist, Susan Koontz, JD, Chet Seward, Dean Holzkamp, Marilyn Rissmiller, Kate Alfano, Tim Roberts, Michele Lueck

Introductions of Members and Guests:

Robert Yakely, MD, Chairing his first board meeting after being installed as CMS President in September welcomed everyone to the meeting and made the following comments:

- This is my first of six board meetings and I promise to do my best to chair board meetings efficiently so that your time is wisely used, and in a manner that we have some fun along the way.
- Dr. Lozano has asked for a point of personal privilege before we start the meeting.

- Katie Lozano, MD, Immediate Past-president, made the traditional presentation of a board gavel and a gift to the new president symbolizing the handoff from the outgoing chair to the new presiding officer.
- Dr. Yakely thanked Dr. Lozano and stated that “this is a very exciting time for me.”
- My volunteer time with CMS is upwards of 30-plus years and spans a professional liability crisis and now the largest public health crisis in our nation in the last 125 years.
- As I close out my CMS career, if I can leave CMS better than I found it, fight to protect our patients and forcefully advocate for our profession, I’ll consider my time as your President a success.
- Dr. Parsons and I, along with Dr. Lozano when she not seeing patients, meet with our CEO and Sr. Directors every two weeks.
- We are keeping a good handle on the implementation of the operational plan approved by this board in September and we are giving our CEO plenty of feedback.
- The Board Memo Update is an excellent accounting of our progress and activities since the last meeting.
- Before we do introductions I have a few important announcements.
- First, welcome Dr. Brad Roberts from Pueblo, our new board member representing Pueblo County Medical Society.
- Second, there are 4 documents for board members to read, understand, and sign. They are: (1) Best way to reach you, (2) Consent to use Electronic Transmissions, (3) Conflict of Interest, and (4) Standards of Conduct.
- They were posted on the board’s Base Camp on November 8 and they are in your read file.
- Please sign these documents and hand them to staff before the end of the weekend.
- Third, directions to my home for tonight’s dinner are in your read file
- For those of you from outside the Denver-metro area, see staff for a CMS travel reimbursement form.
- Members and guests were introduced.
- Before we start with the first agenda item, here are our goals today:
 1. Finish the board meeting and the Executive Session by 3:00pm.
 2. Spend 90 minutes on the first phase of our strategic retreat following the board meeting.
 3. Have some fun at my house this evening.
- Tomorrow morning we start with breakfast at 8:00am

II. Fiscal Year 2017-2018 Operational Plan

Robert Yakely, MD

- Medicaid Reform Project Plan: (**Action**) Chet Seward
- Dr. Yakely made the following points to begin this agenda item:
 - We held a facilitated conversation about Medicaid at the Spring BOD Meeting for the purpose of helping leadership and staff understand in greater detail what the board meant in July when an emerging priorities exercise resulted in “Medicaid Reform” receiving more dots than any other issue.
 - As a result of the facilitated session in September, a one-year Medicaid Reform project plan is before you at this time as an action item for inclusion in the board’s fiscal year 2017-2018 operational plan.
 - Before I open the floor discussion and motions, does anyone in the audience wish to inform the board on this subject?
- There were no guest comments.
- The project plan can be edited through motions and then adopted on a final vote or it can be adopted as submitted.
- A motion was made, seconded and unanimously approved to adopt the Medicaid project plan as submitted
- Opioid abuse and misuse: State legislation (**Update**) Susan Koontz, JD
- Dr. Yakely made the following comments to open this agenda item:
 - As you know from reading the Board Memo Update, there has been a tremendous amount of activity on this important matter since the September meeting.
 - While we typically don’t use the board’s time for “updates”, we are making an exception on this topic due to the public health crisis caused by opioid abuse and misuse and the impending legislative debate in 2018.
 - Before our CEO starts this conversation, I want to recognize Chet Seward and Susan Koontz, JD for their outstanding work over the last two months.
 - Chet has provided the policy back-up to Susan as she lobbied the interim legislative study committee and, because our consultant who staffs the Committee on Prescription Drug Abuse was out-of-the country for three weeks, Chet designed the agenda and facilitated the Committee’s November 7 meeting.
 - Susan, on the other hand, helped the interim legislative study committee adopt a report that is substantially what we approved in August and in September.

- So, Susan and Chet, great work. Even though there is much more work ahead of us, you are very deserving of recognition. Thank you both.
- The board acknowledged this recognition
- Alfred Gilchrist, CMS CEO made a report that encompassed the evolving nature of the policy aspects of legislation adopted by the interim legislative study that will be filed in the 2018 General Assembly, and the communications challenges to CMS in the run up to and during the 2018 General Assembly.
- The board accepted the report for information.

III. Central Line Policy Proposals

Robert Yakely, MD

A. Advocacy for Health Care Reform (**Action**)

- Dr. Yakely made the following comments to begin this agenda item:
- As you know from reviewing the board packet, all of the information that would typically be in the board packet detailing this action item is contained within Central Line.
- This is now our 6th board meeting with Central Line, so I want to quickly review the process we used at the previous 5 meetings for each policy proposal.

Step 1: I will ask if there are any comments or questions about the 'proposal details'. Central Line describes the 'proposal details' as follows: (1) Problem/Issue Statement; (2) Description of Policy Proposal; (3) Possible Impacts; (4) Supporting Materials; (5) CMS Staff Review; fiduciary duties; and (6) Member votes and comments

Step 2: I will ask if there is any new information from staff.

Step 3: The floor will be open for input to the board from members who are not on the board or component society executives who are speaking for their board. This is an opportunity to give the board input. Comments must be limited to 5 minutes or less.

Step 4: I will ask for a motion, and of course motions contemplate discussion, amendments, alternate motions and of course votes

- Dr. Yakely proceeded with all of the outlined steps.
- A policy proposal supporter, Laird Cagan, MD, on behalf of the proposal's author, Mark Mathews, MD, was welcomed and made supporting comments.
- The floor was opened for input to the board from members who are not on the board or component society executives who are speaking for their board.
- Following discussion, a motion was made, seconded and unanimously approved that a subcommittee of the board of directors will be appointed by the president to: (1) Pursue in greater detail the mechanics of the proposed undertaking, including a methodical assessment of the practical considerations thus far

contemplated but not at this point fully explored or vetted; (2) Evaluate the potential for disruption or delay of other medical society priorities; (3) Evaluate membership views; and, (4) Prepare a report that includes action item(s) to the board of directors no later than March 16, 2018.

- The rationale for this motion was: CMS as a matter of long-standing policy and moral principle supports in concept the authors' stated motives and underlying themes notwithstanding ambiguities and substantive concerns regarding the political, structural, economic, and membership components that require analysis and refinement as a condition of any decision by the board of directors. Assumptions regarding the timing of such an initiative may in reality be problematic rather than propitious given the profound uncertainties of federal Medicaid funding streams, the unknown future stability of private coverage through the Affordable Care Act, as well as troubling uncertainties regarding any prospective Medicaid 'block grant' type waiver.

IV. Organizational Excellence

A. Consent Calendar

Robert Yakely, MD

- Approval of minutes from 9-15-17 meeting (**Action**)
- Revised guidelines for guest participation at BOD meetings (**Action**)
- Council and committee appointments: (**Action**)
- Dr. Yakely made the following comment to begin this action item:.
- This consent calendar is a move to greater efficiency and respect for your time.
- It contains three action items, as follows:
 1. Approval of minutes from 9-15-17 meeting (**Action**)
 2. Revised guidelines for guest participation at BOD meetings (**Action**)
 3. Council and committee appointments: (**Action**)
- The floor was opened for input to the board from members who are not on the board or component society executives who are speaking for their board. No comments were provided.
- An opportunity was given to the board to extract any of the three items. There were no extractions.
- Alfred Gilchrist noted that nominations of Drs. Ken Finn and Rhonda Johnson to serve on the Committee on Prescription Drug Abuse were submitted after the agenda packet was sent to the board and he requested that these physicians be included in any motion to approve appointments. He also mentioned that Dr. Johnson's appointment was contingent on completion of her membership application.
- A motion was made, seconded and unanimously approved to adopt the Consent Calendar with the additions of Drs. Finn and Johnson.

B. Fee disputes (**Action**)

Robert Yakely, MD

- The following comments were made by Dr. Yakely to begin this agenda time:
- You will recall that we discussed a recent Medicaid fee dispute in Executive Session at the last meeting.

- As a result of that discussion, there was a consensus that leadership and staff should bring a proposal to the board for discussion.
- As outlined in your agenda packet on page 25, there are two parts to this action item
 - Vote number 1 will be on the substance of a statement regarding CMS involvement in Medicaid disputes between specialty societies; and,
 - Vote number 2 is whether the “statement” should be adopted as a “Standing Rule of the Board of Directors”; or adopted as proposed CMS “policy” and submitted through Central Line.
- The floor was open for input to the board from members who are not on the board or component society executives who are speaking for their board.
 - There were no guest comments
- Following discussion, a motion was made seconded and approved to adopt the following policy:
 - “It shall be a policy of CMS regarding Medicaid fee disputes between specialties:
 1. CMS affirms current policy that states, “It is the basic right and privilege of each physician to set fees for services that are reasonable and appropriate, while always remaining sensitive to the varying resources of patients and retaining the freedom to choose instances where courtesy or charity could be extended in a dignified, ethical and lawful manner.”
 2. Because it is the strong preference of the board of directors that CMS represent the entire house of medicine as one voice, CMS does not involve itself in Medicaid fee disputes that benefit one specialty over another, except when serving as a convener of the involved specialties to achieve consensus or as otherwise determined by the Council on Legislation and approved by the board of directors.
 3. CMS will vigorously advocate for increased fees and/or improved processes in the Colorado Medicaid program that benefits all specialties or where there is a consensus desire from the house of medicine.
- Following discussion on whether the Medicaid fee dispute statement should be a standing rule of the board or adopted as policy and submitted through Central Line, a motion was made, seconded and approved to adopt the statement on a preliminary basis and submit the statement on Central Line.

C. Finance Committee Report

David Markenson, MD

- Financial summary and statements: August-September 2017 (**Action**)
- Dr. Yakely introduced Finance Committee Chair, David Markenson, MD, to make the report of the Finance Committee.
 1. Dr. Markenson presented the CMS financial report through 9/30/17 which projects CMS to end its fiscal year with a positive gross variance to budget. The board unanimously voted to approve the report.
- Investment policy proposal: (**Action**)

1. Dr. Markenson presented and the Board unanimously approved the CMS Finance Committee recommendation to separate CMS investment target rates of return into three categories: 1% for excess cash in the Operating Fund; 3% for investments in the Short-term Fund and 7% for investments in the Long-term fund. A final set of investment policies will be formulated in conjunction with CMS' investment manager and presented for final approval and the January Board meeting.

V. Board Memo Update: Extractions

Robert Yakely, MD

VI. Executive Office Reports

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

Robert Yakely, MD
Deb Parsons, MD
Katie Lozano, MD
Alfred Gilchrist

VII. Other Business

- A. Next meeting January 19, 2018, CMS Headquarters, Denver, CO

VIII. Adjournment

The meeting was adjourned to Executive Session for the CEO Evaluation Committee report and discussion.

IX. Executive Session was held.

Item 2: Council-Committee Appointment: Page

Why the board is taking action on council-committee nominations: CMS bylaws provide the following, "The President and/or President-elect shall appoint members of councils, committees and other work groups with ratification by the Board of Directors."

How the council and committee appointments were selected: (1) The CMS President communicated with all current council and committee members to inquire about their willingness to continue serving; and, (2) Special outreach to specialty and component medical societies seeking physicians to serve on the Committee on Prescription Drug Abuse resulted in several new appointments.

Councils & Committees 2018 (additions since November 2017 BOD meeting)

Council on Legislation (COL):

Richard Penaloza, MD
Luke Selby, MD
Harold Young, MD
Zainab Zullali
Gerry Yeung

Physician Wellness Committee:

Donna Sullivan, MD
Martina Schulte, MD

Special Committee on Prescription Drug Abuse:

Gary Ghiselli, MD

Rebecca Knight, MD

Jens Peter-Witt, MD – (Not CMS Member, seeking application)

Ben Vernon, MD

Brian Flynn, MD – (Not CMS Member-seeking application)

Elizabeth Lowdermilk, MD

J. Scott Bainbridge, MD

Ken Finn, MD

Robin Johnson, MD