

MMA Board of Trustees Meeting
 Midland Hills Country Club
 St. Paul, MN
 Minutes – November 15, 2008

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MINUTES
November 15, 2008
Midland Hills Country Club
St. Paul, MN

Voting Members Present

Michael B. Ainslie, MD
Beth Baker, MD, MPH
Cindy Firkins-Smith, MD
Neath Folger, MD
G. Richard Geier, MD
Michael P. Heck, MD
Frank J. Indihar, MD
Donald M. Jacobs, MD, FACS
Robert Koshnick, MD
S. Kimara March, MD

Noel Peterson, MD
Lyle J. Swenson, MD
Wade T. Swenson, MD
Karin Tansek, MD
Charles G. Terzian, MD
David Thorson, MD
Elizabeth Vogel, MS2
David Westgard, MD
Doug Wood, MD
James A. Young, MD
Patrick J. Zook, MD

Voting Members Absent

David C. Agerter, MD
Todd Brandt, MD
Juan M. Bowen, MD
Terence P. Cahill, MD
James J. Dehen, MD

Karen Dickson, MD
Aaron Friedman, MD
Roger Kathol, MD
Daniel Maddox, MD
Paul B. Sanford, MD

Alliance Member Present

Linda Wiig

Non Voting Members Present

Gail Baldwin, MD
Ray Christensen, MD
Ken Crabb, MD
David Estrin, MD
Anthony Jaspers, MD

Paul C. Matson, MD
Jason Meyers, MS4
Sally Trippel, MD
John Van Etta, MD

Guests Present

Carol Backstrom, MDH
Edward Ehlinger, MD, MPH
Bill Evans, MMGMA
Sanne Magnan, MD, MDH

Heather Opsahl, LSMS
Randy Rice, MD
Sue Schettle, EMMS
George Schoephoerster, MD

Staff Present

Lorrie Holmgren
Dennis Kelly
George Lohmer
Robert K. Meiches, MD
Kathy Messerli

Erika Nelson
Dave Renner
Rebecca Schierman
Janet Silversmith
Susan Sweezo

I. Call to Order/Introductions:

The meeting was **called to order** by Chair, Michael B. Ainslie, MD at 8:05 a.m.

All consent calendar items were **moved, seconded, and unanimously approved**, including the minutes from the September 17, 2008 and September 19, 2008 Board of Trustees meetings and the October 20, 2008 Executive Committee meeting.

Dr. Ainslie **presented** a board orientation and all voting members took the oath of office.

II. Executive Reports:

A. President's Report

Noel Peterson, MD, MMA President, **presented** a brief review of his first two months as president, including multiple presentations and other activities.

B. Alliance Report

Linda Wiig, MMAA President, **provided** a review of recent activities and issues.

C. CEO Report

Robert K. Meiches, MD, MMA CEO, **presented** an update on a variety of issues.

III. Policy and Action:

A. Health Care Reform

Janet Silversmith, Director of Health Policy, **presented** an update on the State's Workforce Shortage Task Force, including draft recommendations and next steps. MMA representative Randy Rice, MD, and MAFP representative Dave Thorson, MD, provided additional information. The majority of the discussion revolved around the ongoing need for a collaborative management plan for advanced practice registered nurses and delegate prescribing authority. Although no formal action was taken, the board provided informal feedback to the physician representatives as they prepare for the final group meeting in early December.

Janet Silversmith **provided** an update on the State RFPs and work groups and the composition of the MMA Health Care Reform Oversight Task Force.

Sanne Magnan, MD, Commissioner of Health, **provided** an update on activities, including the overall aim for health care reform which includes: 1) improving consumer experience; 2) improving population health; and 3) addressing issues of affordability and per capita costs.

Dr. Magnan stated that she or one of the assistant commissioners will attend MMA Board meetings through the legislative session.

B. Legislative and Election Updates

Dave Renner, Director State and Federal Legislation, **provided** an update on recent elections, including changes in the Senate and House. He also discussed the upcoming legislative challenges which will likely be focused on a \$2 - 4 billion budget deficit.

C. Minnesota Medicaid Physician Payment Rates

Janet Silversmith, Director of Health Policy, and Dave Renner, Director State and Federal Legislation, **provided** background and staff recommendations on Minnesota Medicaid Physician Payment Rates.

Following discussion, the Board **moved, seconded, and unanimously adopted** staff recommendations as follows:

The MMA will develop a 1-3 year advocacy campaign to:

- *Educate and communicate issue to members*
- *Educate and communicate issue to policy makers*
- *Avoid cuts to physician payments*
- *Implement an RVU-based system immediately*
- *Ensure inclusion of annual inflationary factor in biennial budget*
- *Secure pass through to providers of increases in health plan capitation rates*
- *Pursue rate increase*

D. Public Health Committee - Expedited Partner Therapy

Edward Ehlinger, MD, Chair, Public Health and Preventive Medicine Committee, **presented** recommendations of the committee. Following discussion, the Board **moved, seconded, and unanimously adopted** the recommendation as follows:

The MMA shall endorse and support implementation of the recently passed Expedited Partner Therapy as a means to reduce the incidence of chlamydia and gonorrhea in Minnesota.

E. 2008 House of Delegates Resolutions

Robert Meiches, MD, Chief Executive Officer, **presented** staff recommendations for resolution implementation. It was **moved, seconded, and unanimously adopted** to approve the staff recommendations for the implementation of 2008 resolutions.

F. HOD-08 Resolution 104 – MMA Appointments

Michael Ainslie, MD, Board Chair, **presented** the recommendation as reviewed by the Executive Committee for HOD-08 Resolution 104. This resolution directed the MMA to develop a policy and procedure for the appointment of MMA representatives to external groups assuring transparency in the appointment/nomination process.

Dr. Ainslie stressed the organizational responsibility of governance and the function of management. The draft policy and procedure identifies the task of appointment of representatives to be primarily a management function.

Following discussion, it was moved and seconded to refer this issue to an appropriate committee for further discussion and recommendation. This referral was not supported. Subsequently, the proposed process, with one addition, was **moved, seconded, and unanimously approved** as follows:

Process for the appointment of MMA representatives to external groups

In response to the resolution, and in order to codify current practice and assure transparency in MMA decision-making, the following process for determining MMA member participation on external groups is recommended (note: this process is intended to be limited to those situations in which an MMA member and/or the MMA perspective is explicitly needed):

- **Position Analysis**
MMA staff will analyze the request for MMA participation in order to determine the specific responsibilities of the position. Factors that may be assessed include: desired skill set and attributes, relevant specialty, time commitment, turnaround time, geographic limitations/expectations, required knowledge of MMA policy/positions, etc.

- Candidate Solicitation
Based on the needs of the position, MMA staff will determine the most appropriate means by which to identify interested candidates; options include member-wide announcements (email and/or printed publications), targeted communications (e.g., Board members, committee members, specific specialties, limited geographic areas, etc.), and individual member outreach (e.g., personal invitations to relevant candidates).
- Participant Selection
MMA staff will review all candidates and evaluate candidates' qualifications and interest relative to the responsibilities of the specific position. With the exception of recommendations for the Minnesota Board of Medical Practice, which are reviewed by the MMA Executive Committee, and unless otherwise required (e.g. MEDPAC bylaws call for the MMA Board to approve MEDPAC Board members), MMA Staff will identify preferred candidates and, in consultation with the MMA Board Chair, will identify the MMA representative(s).
- Notification
The identified MMA representative(s), including selection criteria and rationale, will be communicated to voting members of the Board of Trustees for purposes of communication and to address any major concerns that Board members may have prior to notification of the selected individual(s). Should major concerns arise prior to appointment, staff will consult with the Board chair regarding next steps.
- MMA Participation Tracker
MMA staff will develop and update a comprehensive listing of MMA member participation on external groups. This document will be available on the MMA Web site.

VI. Strategic Planning

A. **Goal #5 - Improving Health of the Public**

Edward Ehlinger, MD, Chair, Public Health and Preventive Medicine Committee, **presented** recommendations of the committee for six proposed strategies as follows:

- *Increase MMA visibility in public health activities*
- *Improve the public health infrastructure – at the local, state, and federal level*
- *Address the behavioral causes of chronic disease – particularly behaviors related to alcohol and tobacco use, poor nutrition, and physical inactivity*
- *Support efforts to enhance Minnesota's mental health system*
- *Work to address the health effects of environmental hazards*
- *Reduce unintended pregnancies and improve pregnancy outcomes*

B. **Goal #7 – MMA-CMS Task Force**

Michael Ainslie, MD, Board Chair, **identified** the following MMA Board members as participants:

Michael Ainslie, MD	West Metro District
Beth Baker, MD	West Metro District
Dave Thorson, MD	East Metro District
Noel Peterson, MD, Chair	Southeast District
Terry Cahill, MD	Southwest District

In addition, each of the staffed component medical societies has been asked to provide an elected leader to serve on the task force.

V. Oversight:

A. Communications Survey

Lorrie Holmgren, Director of Communications, **presented** a summary of results from the communications survey.

B. Pay for Performance Alignment

Rebecca Schierman, Manager of Quality Improvement, **presented** the process and outcomes for the pay for performance alignment work with the Minnesota Council of Health Plans.

C. AMA Delegation Report

John Van Etta, Chair, AMA Delegation, **provided** a brief delegation report, which was shortened because of time remaining.

D. Financial Update

Information was provided in the board packets and there was no discussion.

E. Annual Meeting Evaluation

Information was provided in the board packets and there was no discussion.

VI. Governance:

A. Bylaw Revisions

1. Kimara March, MD, Resident and Fellow Section Trustee, **presented** the RFS Bylaw revisions which were **moved, seconded and unanimously approved.** (See Addendum A)
2. Elizabeth Vogel, MS2, Medical Student Section Trustee, **presented** the MSS Bylaw revisions which were **moved, seconded and unanimously approved.** (See Addendum B)

B. Committee Appointments

Michael Ainslie, MD, Board Chair and member of the Nominating and Leadership Development Committee, **presented** the recommendations for appointments to the standing committees. Following the announcement of one additional nomination for William G. Dicks, MD, to the Committee on Legislation, the appointments were **moved, seconded and unanimously approved.**

C. MMA Foundation

Michael Ainslie, MD, **presented** a request from the MMA Foundation Board to add a physician member to their Board. The MMA Board **moved, seconded and unanimously approved** the following:

The MMA Board of Trustees, acting as members of the MMA Foundation corporate body, elects James J. Dehen, M.D. to the Board of Directors of the MMA Foundation.

VII. Adjournment:

The Board of Trustees Meeting was adjourned to Executive Session at 12:30 p.m.

VIII. Addendums:

A. Resident and Fellow Section Bylaw

BYLAWS OF THE RESIDENT AND FELLOW SECTION OF THE MINNESOTA MEDICAL ASSOCIATION

I. BACKGROUND

In order to provide resident and fellow physician members greater participation in the Minnesota Medical Association (MMA), and a more direct role in policy deliberations, the following Bylaws are hereby established.

II. NAME

The name of the organization shall be the Minnesota Medical Association Resident and Fellow Section. The proper abbreviated name shall be the MMA-RFS.

III. DEFINITIONS

Resident. Any person engaged in a residency program approved by the American College of Graduate Medical Education.

Fellow. Any person who has completed residency training and is currently in a fellowship training program.

AMA. American Medical Association

IV. MEMBERSHIP

Membership in the section shall be limited to those who are defined in the MMA Bylaws as a resident member of the Minnesota Medical Association and its component medical societies.

V. GOVERNING COUNCIL

All persons holding a Governing Council position shall serve a one-year term beginning at the conclusion of the MMA Annual Meeting.

A. Only members of the MMA-RFS may vote on matters before the section and serve as officers of the MMA-RFS. Only members of the MMA-RFS may serve as Delegates or Alternate Delegates to the American Medical Association Resident and Fellow Section (AMA-RFS). AMA membership is required for all Delegates and Alternate Delegates to the AMA-RFS.

B. The MMA-RFS shall elect a **Governing Council** from among its members annually. The Governing Council shall conduct the official business of the MMA-RFS. The Officers of the Governing Council shall include: the Chairperson, the Vice Chairperson, Delegate to the MMA, Alternate Delegate to the MMA, the MMA Trustee, and one representative from each geographic local medical society that has at least one residency program.

1. The **Chairperson** will preside over all meetings of the MMA-RFS and its Governing Council unless he/she otherwise delegates this authority to another MMA-RFS officer. The Chairperson shall serve as the Chairperson of the MMA-RFS delegation to the AMA-RFS meetings unless he/she otherwise delegates this authority to another member of the MMA-RFS AMA delegation.
2. The **Vice Chairperson** shall assume the duties of the Chairperson in the absence of the Chairperson, assist the Chairperson with their duties. The Vice Chairperson shall be responsible for receiving reports and coordinating the efforts of resident appointees to MMA Standing Committees.

3. The **MMA Trustee** shall represent the MMA-RFS on the MMA Board of Trustees as defined in the MMA Bylaws.
4. The **MMA Delegate** shall represent the MMA-RFS in the MMA House of Delegates.
5. The **MMA Alternate Delegate** shall assist the MMA Delegate in his/her duties and shall assume the role of Delegate if the Delegate is unable to fulfill his/her duties.
6. **The Component Medical Society Representatives** shall represent the MMA-RFS at their respective Local Component Medical Societies. Other duties may be assigned at the discretion of the Governing Council.

VI. BUSINESS

A. Business shall include but is not limited to the process of gathering information, writing resolutions to the MMA and the AMA-RFS, formation and execution of committee agendas and tasks assigned to the MMA-RFS Governing Council by its membership, preparation and analysis of MMA Standing Committee reports, and elections.

B. Meetings

1. **Annual Meeting of the MMA-RFS**--There will be an MMA-RFS Annual Meeting during the MMA Annual Meeting. Elections will be held for all Governing Council offices at the MMA-RFS Annual Meeting. All Governing Council members elected at the Annual Meeting shall commence their MMA-RFS duties at the conclusion of the MMA Annual Meeting. MMA-RFS members and guests may attend, but only MMA-RFS members may vote in the election or on any business.
2. **Governing Council Meetings**-- Regular meetings of the MMA-RFS Governing Council shall be held in such time and locations as the Governing Council may designate, and may be held electronically or via teleconference. While any MMA-RFS member is allowed to attend Governing Council meetings, only members of the Governing Council may vote on any issues presented at those meetings.
3. **Special Governing Council Meetings**-- may be called to handle urgent business as determined by the Governing Council.

C. Conduct of Business:

1. The MMA-RFS and Governing Council shall be guided by the *Sturgis Standard Code of Parliamentary Procedure*.
2. Meetings shall be conducted with agendas prepared in advance by the Chairperson of the meeting.

VII. ELECTIONS

A. Eligibility

1. Any MMA-RFS member is eligible to be nominated for elected office.
2. No MMA-RFS member shall be elected Chairperson or MMA Trustee for more than two consecutive terms each or until a replacement member is elected.

B. Procedure

1. All MMA-RFS Governing Council officers shall be elected by the MMA-RFS members in attendance at the MMA-RFS Annual Meeting. The Governing Council shall send a request for nominations for elected offices at least four weeks prior to the MMA-RFS Annual Meeting to all MMA-RFS members.
2. Elections will take place at the MMA-RFS Annual Meeting. The Chairperson will conduct the election with the assistance of the RFS Staff Liaison; however the Chairperson shall excuse him/herself of this duty if he/she is a candidate for the election in question. The Vice Chair will conduct the election if the Chairperson is unable to do so for any reason. A nominee must receive approval from a majority of votes cast in order to become an elected officer. If no nominee has a majority, the candidate with the lowest vote total will be eliminated until one candidate gets the majority of the votes cast. The candidate with a majority of votes cast will become the elected officer.
3. Recall of a Governing Council member may be considered as New Business at any Governing Council Meeting or at the Annual Meeting. A Governing Council member shall forfeit his/her office and Delegate responsibilities upon 3/4 of the members present at the meeting voting to do so. If a Governing Council member forfeits his/her duties or resigns, a replacement will be named by the Chair.

VIII. MMA-RFS DELEGATION TO THE AMA-RFS

A. The MMA-RFS Delegation to the AMA-RFS shall be composed of all Delegates and Alternate Delegates to the AMA-RFS.

B. MMA-RFS Delegates to the AMA-RFS

1. MMA-RFS Delegates to the AMA-RFS shall represent the MMA-RFS at AMA-RFS meetings.
2. The number of Delegates to the AMA-RFS is determined by AMA Bylaws.
3. All MMA-RFS Governing Council Officers shall serve as AMA-RFS Delegates if they are members of the AMA. Any additional AMA-RFS Delegates needed shall be selected at least 30 days prior to the AMA-RFS meeting by a method agreed upon by the Governing Council.
4. An **Alternate Delegate to the AMA-RFS** shall attend AMA-RFS meetings if an AMA-RFS Delegate is unable to attend the AMA-RFS meeting.
5. AMA-RFS Delegates must notify the Chairperson of his/her ability to attend the AMA-RFS meeting at least 30 days in advance of the meeting. If an AMA-RFS Delegate fails to provide this notice, the Chairperson shall select an AMA-RFS Alternate Delegate or other eligible member who will substitute for that AMA-RFS Delegate.

D. Business of the delegation including sponsorship or endorsements of resolutions shall require a 2/3 majority vote of the delegates present at the AMA-RFS meetings.

IX. APPROVAL AND AMENDMENTS

Approval of these initial Bylaws is contingent upon a 2/3 vote at a Governing Council Meeting. Amendments to these Bylaws must be ratified by 3/4 of members present at any Governing Council Meeting. Amendments to election procedures may not be implemented at the same meeting which they were adopted.

Amended/Adopted (By RFS 9-2008)

Approved by MMA BOT: November 15, 2008

B. Medical Student Section Bylaw

Memo

To: Board of Trustees
From: MMA – Medical Student Section
Date: October 27, 2008
Re: Changes to Governing Principles

The MMA-MSS, during our latest meeting held on October 25, 2008, unanimously approved the following recommendations for amendment to the MMA-MSS Governing Principles. We are now seeking approval by the MMA Board of Trustees.

- **Article V, Section E** (*page 4 of the current MSS Governing Principles*)
We would like to change the term limit for the Executive Committee positions from a one (1) year term limit to a two (2) year term limit.
- **Article VI, Section D** (*page 5 of the current MSS Governing Principles*)
We would like to update the Student Trustee Term start/end dates so that they are consistent with MMA bylaws. We would like to change the dates from “January 1 through December 31” to begin subsequent to the MMA Annual Meeting and end with the completion of the MMA Annual Meeting the following year.

Amended/Adopted (By MSS 10-2008)
Approved by MMA BOT: November 15, 2008