



UMC Human Resources and Executive Compensation Committee Meeting

Monday, May 12, 2025 2:00 p.m.

UMC Trauma Building - Providence Suite - 5th Floor

800 Hope Place

Las Vegas, NV 89102

AGENDA

University Medical Center of Southern Nevada
UMC GOVERNING BOARD
HUMAN RESOURCES AND EXECUTIVE COMPENSATION COMMITTEE
May 12, 2025 2:00 p.m.
800 Hope Place, Las Vegas, Nevada
UMC Trauma Building, ProVidence Suite (5th Floor)

Notice is hereby given that a meeting of the UMC Governing Board Human Resources and Executive Compensation Committee has been called and will be held at the time and location indicated above, to consider the following matters:

This meeting has been properly noticed and posted online at University Medical Center of Southern Nevada's website <http://www.umcsn.com> and at Nevada Public Notice at <https://notice.nv.gov/>, and at University Medical Center 1800 W. Charleston Blvd. Las Vegas, NV (Principal Office)

- The main agenda is available on University Medical Center of Southern Nevada's website <http://www.umcsn.com>. For copies of agenda items and supporting back-up materials, please contact Stephanie Ceccarelli, Board Secretary, at (702) 765-7949. The Human Resources and Executive Compensation Committee may combine two or more agenda items for consideration.
- Items on the agenda may be taken out of order.
- The Human Resources and Executive Compensation Committee may remove an item from the agenda or delay discussion relating to an item at any time.
- Consent Agenda - All matters in this sub-category are considered by the Human Resources and Executive Compensation Committee to be routine and may be acted upon in one motion. Most agenda items are phrased for a positive action. However, the Committee may take other actions such as hold, table, amend, etc.
- Consent Agenda items are routine and can be taken in one motion unless a Committee member requests that an item be taken separately. For all items left on the Consent Agenda, the action taken will be staff's recommendation as indicated on the item.
- Items taken separately from the Consent Agenda by Committee members at the meeting will be heard in order.

SECTION 1. OPENING CEREMONIES

CALL TO ORDER

1. Public Comment

PUBLIC COMMENT. This is a period devoted to comments by the general public about items on **this** agenda. If you wish to speak to the Committee about items within its jurisdiction but not appearing on this agenda, you must wait until the "Comments by the General Public" period listed at the end of this agenda. Comments will be limited to three minutes. Please step up to the speaker's podium, clearly state your name and address and please **spell** your last name for the record. If any member of the Committee wishes to extend the length of a presentation, this will be done by the Chair, or the Committee by majority vote.

2. Approval of minutes of the regular meeting of the UMC Governing Board Human Resources and Executive Compensation Committee special meeting on March 10, 2025. *(For possible action)*
3. Approval of Agenda. *(For possible action)*

SECTION 2. BUSINESS ITEMS

4. Receive an educational update on select employee benefits and practices by employee group, an overview of some employee demographics; and take action as deemed appropriate. *(For possible action)*
5. Review and discuss the FY25 YTD Turnovers & Hires report; and take action as deemed appropriate. *(For possible action)*
6. Review and discuss the CHRO Updates; and take action as deemed appropriate. *(For possible action)*
7. Review the Governing Board Policies and Procedures, as they relate to the Governing Board Human Resources and Executive Compensation Committee; and direct staff accordingly. *(For possible action)*

SECTION 3. EMERGING ISSUES

8. Identify emerging issues to be addressed by staff or by the UMC Governing Board Human Resources and Executive Compensation Committee at future meetings; and direct staff accordingly. *(For possible action)*

COMMENTS BY THE GENERAL PUBLIC

A period devoted to comments by the general public about matters relevant to the Committee's jurisdiction will be held. No action may be taken on a matter not listed on the posted agenda. Comments will be limited to three minutes. Please step up to the speaker's podium, clearly state your name and address and please **spell** your last name for the record.

All comments by speakers should be relevant to the Committee's action and jurisdiction.

UMC ADMINISTRATION KEEPS THE OFFICIAL RECORD OF ALL PROCEEDINGS OF UMC GOVERNING BOARD HUMAN RESOURCES AND EXECUTIVE COMPENSATION COMMITTEE. IN ORDER TO MAINTAIN A COMPLETE AND ACCURATE RECORD OF ALL PROCEEDINGS, ANY PHOTOGRAPH, MAP, CHART, OR ANY OTHER DOCUMENT USED IN ANY PRESENTATION TO THE BOARD SHOULD BE SUBMITTED TO UMC ADMINISTRATION. IF MATERIALS ARE TO BE DISTRIBUTED TO THE COMMITTEE, PLEASE PROVIDE SUFFICIENT COPIES FOR DISTRIBUTION TO UMC ADMINISTRATION AND LEGAL COUNSEL.

THE COMMITTEE MEETING ROOM IS ACCESSIBLE TO INDIVIDUALS WITH DISABILITIES. WITH TWENTY-FOUR (24) HOUR ADVANCE REQUEST, A SIGN LANGUAGE INTERPRETER MAY BE MADE AVAILABLE (PHONE: 765-7949).

**University Medical Center of Southern Nevada
Governing Board Human Resources and Executive Compensation Committee
Monday, March 10, 2025**

UMC ProVidence Suite
Trauma Building, 5th Floor
800 Hope Place
Las Vegas, Clark County, Nevada
Monday, March 10, 2025
2:00 p.m.

CALL TO ORDER

The University Medical Center Governing Board Human Resources and Executive Compensation Committee met at the time and location listed above. The meeting was called to order at the hour of 2:00 p.m. by Chair Laura Lopez-Hobbs and the following members were present, which constituted a quorum of the members thereof:

Committee Members:

Present:

Laura Lopez-Hobbs
Renee Franklin
Dr. Don Mackay (via WebEx)
Bill Noonan (via WebEx)

Absent:

None

Others Present:

Mason Van Houweling, Chief Executive Officer (WebEx)
Ricky Russell, Chief Human Resources Officer
Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
James Mumford, Labor and Employee Leave Coordinator
Susan Pitz, General Counsel
Stephanie Ceccarelli, Board Secretary

SECTION 1. OPENING CEREMONIES

ITEM NO. 1 PUBLIC COMMENT

Chair Lopez-Hobbs asked if there were any persons present in the audience wishing to be heard on the item listed on this agenda.

None present.

ITEM NO. 2 Approval of minutes of the regular meeting of the UMC Governing Board Human Resources and Executive Compensation meeting on November 18, 2025. (For possible action)

FINAL ACTION:

A motion was made by Member Franklin that the minutes be approved as recommended. Motion carried by unanimous vote.

ITEM NO. 3 Approval of Agenda (*For possible action*)

FINAL ACTION:

A motion was made by Member Franklin that the agenda be approved as recommended. Motion carried by unanimous vote.

SECTION 2. BUSINESS ITEMS

ITEM NO. 4 Receive an educational update regarding the Public Employees' Retirement Program of Nevada (PERS) Program; and direct staff accordingly. (*For possible action*)

DOCUMENTS SUBMITTED:

- PowerPoint

DISCUSSION:

Ricky Russell, Chief Human Resources Officer, introduced James Mumford, Labor and Employee Leave Coordinator, who provided a high-level overview of the PERS system. This benefit is available to full and part-time employees. Mr. Russell noted that the information provided in this educational update is strictly informational. UMC staff members are not PERS employees; therefore, any specific requests for information regarding a PERS account should be obtained directly through the PERS system.

Mr. Mumford provided a high-level overview of the PERS benefit, including the benefit formula, average compensation caps, and benefit rules.

The benefit formula begins with a calculation of the percentage of service time. An employee's service credit multiplied by their service time equals the service time percentage factor. The maximum service time factor for all employees is 75%. To determine the average compensation, the service time factor is multiplied by the average compensation amount. This is the monthly average of the highest 36 consecutive months of NV PERS eligible earnings. For UMC, that amount is multiplied by the employer-paid factors for the respective periods that cover the highest 36 consecutive months.

A snapshot of the average compensation caps by entry date and calendar year was shown. PERS benefit rules are based on the employee's PERS entry date, which falls into three date categories: pre-2010, January 2010 through June 2015, and post-July 2015. The discussion continued regarding service/age requirements, service/age penalties, and purchase credits.

Lastly, Mr. Mumford reviewed and discussed with the Committee three examples of benefit calculations and compensation amounts based on the PERS entry date

tier. A lengthy discussion ensued regarding other benefit calculation options and beneficiary options.

FINAL ACTION:

None

ITEM NO. 5 Review and discuss the FY25 YTD Turnovers & Hires report; and direct staff accordingly. (For possible action)

DOCUMENTS SUBMITTED:

- Turnover/Hire Statistics

DISCUSSION:

Ricky Russell, Chief Human Resources Officer, provided a high level overview of the turnovers and hires statistics through January FY2025.

Mr. Russell included the turnover information and the year over year comparison for all full and part-time, and per diem employees, as well as RNs. The voluntary turnover for January was 0.57% compared to the previous year, which was 0.82%.

January YTD for voluntary turnover is 4.51%, RN turnovers was 3.35%. Terminations by type showed 55% were voluntary, 12.5% were involuntary and retirements were up to 17.5%. Overall, there were a total of 40 turnovers. Mr. Russell added that there has been an improvement in the turnover rates.

There were 45 total hires for January, including 15 per diem and 30 full-time employees. However, volumes decreased slightly, so hires were reduced slightly.

As of January, there were 4,715 employees. Nursing departments with the highest turnover rates were CRP, ED and OR. Overall departments with the highest turnover rates were in EVS, case management and CRP.

Chair Lopez-Hobbs asked the process of monitoring and investigating excessive turnover in a department. Mr. Russell responded that the team will work with the department head, review exit survey data and work with the department to identify and resolve the issue.

FINAL ACTION:

None

ITEM NO. 6 Review and discuss the CHRO Updates; and direct staff accordingly. (For possible action)

DOCUMENTS SUBMITTED:

- PowerPoint

DISCUSSION:

Mr. Russell provided the following HR updates:

FY25 Organizational Goals – HR Goals Update: The five goals are on track to being met. Mr. Russell reviewed challenges associated with the goals related to tracking employee performance reviews and employee turnovers.

Performance Review System Update – Moving to the Cornerstone Management System. This will go live on May 1st. This will be three modules that will be implemented within this year the compensation and succession planning modules will be implemented at later dates this year. The Committee would like to see a presentation on the program at a future meeting when it is implemented.

UKG Update – Kronos is in the process of being updated to a more efficient UKG platform. The go-live is planned for August 1st. This will allow one universal system platform for clock-in, scheduling and productivity.

HR Staff Update – A new leadership development position has been implemented. A candidate has been selected for this position.

A Continuous Improvement Specialist – Lean Six Sigma Master Black Belt - has been added to staff. Approximately 50 employees have been trained to be certified Lean Six Sigma Green Belts. This will help process improvement throughout the organization.

Employee Survey – the employee survey with Press Ganey will be coming in May.

The Committee would like a high-level presentation on the status of the new employee orientation process and onboarding guide.

FINAL ACTION:

None

ITEM NO. 7 Review and discuss the revisions of the Physician & Non-Physician Provider Traditional Compensation and Benefits Plan; and take action as deemed appropriate. (For possible action)

DOCUMENTS SUBMITTED:

- Physician/Non-Physician Comp Plan – Redlined
- Physician/Non-Physician Comp Plan - Clean

DISCUSSION:

Ricky Russell, Chief Human Resources Officer, provided a review of the changes related to the Physician and Non-Physician Provider Traditional Compensation and Benefits Plan, which are as follows:

1. Every other year, there is a review of the FMV physician classifications. There was a change to the anesthesia provider classifications. The valuation reviews the benefit load, the burden of shifts, and the pay rate. There were adjustments to the base salary ranges, on-call shift rates, and per diem shift rates for these classifications.
2. The revised plan is anticipated to be effective on or April 1, 2025, and will cover existing and future employees within the identified classifications.

Chair Lopez-Hobbs would like to receive a high-level report or presentation at a future meeting regarding the physician shift schedules based on specialties. There was a lengthy discussion regarding the physician schedules.

FINAL ACTION:

A motion was made by Member Franklin to approve the amendments to the compensation agreement and recommend approval to the UMC Governing Board for approval. The motion carried by unanimous vote.

SECTION 3. EMERGING ISSUES

ITEM NO. 8 Identify emerging issues to be addressed by staff or by the UMC Governing Board Human Resources and Executive Compensation Committee at future meetings; and direct staff accordingly. *(For possible action)*

Discussion:

Retirement - Update regarding the average tenure of UMC employees.

COMMENTS BY THE GENERAL PUBLIC:

At this time, Chair Lopez-Hobbs asked if there were any persons present in the audience wishing to be heard on any items not listed on the posted agenda.

SPEAKERS(S): None

There being no further business to come before the Committee at this time, at the hour of 3:20 p.m. Chairman Lopez-Hobbs adjourned the meeting.

Approved:

Minutes Prepared by: Stephanie Ceccarelli

**UNIVERSITY MEDICAL CENTER OF SOUTHERN NEVADA
GOVERNING BOARD
HUMAN RESOURCES AND EXECUTIVE COMPENSATION
COMMITTEE
AGENDA ITEM**

Issue: Education – Employee Benefits and Practices	Back-up:
Petitioner: Kendrick Russell, CHRO	Clerk Ref. #
Recommendation: That the Human Resources and Executive Compensation Committee receive an educational update on select employee benefits and practices by employee group, an overview of some employee demographics; and take action as deemed appropriate. <i>(For possible action)</i>	

FISCAL IMPACT:

None

BACKGROUND:

The Committee will receive an educational update on employee benefits and practices by employee group and demographics. Various benefits and practices are applied based on specific employee groups/populations. This discussion compares select benefits and practices and provides a high-level review of some employee demographics.

Cleared for Agenda
May 12, 2025

Agenda Item #



COMP Plan / EE Group	Salary Ranges Incorporated in Comp Plan	CAL ⁴	Extended Illness Bank	Annual Leave	Paid Holidays	Admin Leave Days ⁵	Floating Holiday	Annual Review	Merits	COLA	Bonuses	Longevity	At-Will	Severance
Management														
M-PLAN	No	Yes - All	Yes	No	Incorporated in CAL	Yes	No	Focal (Sept 1)	Yes	No	Annual Incentive based on category - 5%-30%	Yes - hired prior to July 1, 2003 ³	Yes	Yes
Physician & Non-Physician Providers														
Physician & Non-Physician Provider Traditional Comp Plan "Shift"	Yes	Yes - APP's	Yes	No	No	Yes - Physicians	No	Focal (Sept 1)	No	No	No	No ³	Yes	No
Primary & Urgent Care Physicians and Non- Physician Com Plan	No	Yes - All	Yes	No	Incorporated in CAL	No	No	Focal (Sept 1)	Yes	No	Qtrly Quality/Incentive Bonuses	Yes - hired prior to July 17, 2004 ³	If hired into the plan AFTER 7/1/2021	No
Productivity wRVU Physician Provider Comp Plan	Yes	Yes - APP's	Yes	No	No	Yes - Physicians	No	Focal (Sept 1)	No	No	Annual Quality Bonuses	No ³	Yes	Yes ⁶
Specialty Physician Comp Plan	No	Yes - All	Yes	No	Incorporated in CAL	No	No	Focal (Sept 1)	Yes	No	N/A	No ³	If hired into the plan AFTER 7/1/2021	No
All Other EE's														
SEIU Local 1107	N/A	Yes - All	Yes	No	Incorporated in CAL	No	Yes ²	Anniversary	Yes	Yes	No	Yes - hired prior to September 6, 2016 ³	No	No
Non-Represented	N/A	Yes - All	Yes	No		No	Yes ²	Anniversary	Yes	Yes	No	Yes - hired prior to August 7, 2013 ³	No	No
IUOE Local 501	N/A	No	Yes	Yes ¹	Yes	No	No	Anniversary	Yes	Yes	No	Yes - hired prior to June 6, 2017 ³	No	No

¹ Engineers receive annual leave instead of CAL

² EE's receive one (1) floating holiday for 2025 if they work in a department that is normally fully closed on holiday. This will sunset after 2025

³ Unless the EE initially qualified under a different plan/entry date and transferred

⁴ Consolidated Annual Leave (CAL) is used for holidays, vacation, sick, LOA

⁵ Admin days MPLAN used for many reasons - examples: floating holidays, volunteer days, etc. Admin days for Providers are used for time off purposes. ALDs do not roll over year over year & not eligible for cash out.

⁶ If in an employment agreement that is termed w/o cause prior to its expiration

The information in this matrix is not intended to guarantee any benefits, compensation, or payment of any kind. Great care was taken to ensure accuracy, but we are unable to guarantee it is error-free. Please contact hr@umcsn.com with questions.

Employee Demographics Overview

Employee Totals & Tenure

Classification	Total # of EE's	FT/PT <i>(included in total)</i>	Per-Diem <i>(included in total)</i>
All	4606	3792 (82%)	814 (18%)
RN	1429	1146	283
Physician	249	197	52

Classification	Average Tenure (# years)
All	7 Years
RN	8 Years
Physician	3 Years

Employee Compensation

All Classifications	Average Hourly Rate
ALL	\$52.54
FT/PT Only	\$51.25
Per-Diem Only	\$58.58

All Non-Physician Classifications	Average Hourly Rate
ALL	\$43.96
FT/PT Only	\$43.14

All RN Classifications	Average Hourly Rate
ALL	\$55.98
FT/PT Only	\$55.30

Employee Age

All EE's Age Range	Total EE's
20-30	515
31-40	1276
41-50	1297
51-60	1145
61-70	367
71+	31



Youngest EE = 20
Oldest EE = 87

By Classification	Average Age
All	45
RN	43
Physician	48



Employee Retirement Eligibility



Age Range	Total EE's	Physician <i>(included in total)</i>	RN <i>(included in total)</i>
62-70	191	8	41
70+	16	2	4

Employee Gender & Race

Gender	# of EE's
Female	3225 (70%)
Male	1375 (30%)

Race	# of EE's
Asian	1534 (33.3%)
White	1164 (25.3%)
Hispanic or Latino	817 (17.8%)
Black or African American	744 (16.2%)
Two or more Races	229 (5%)
Native Hawaiian or Other Pacific Islander	93 (2%)
American Indian or Alaskan Native	11 (<1%)
Not identified	10 (<1%)

**UNIVERSITY MEDICAL CENTER OF SOUTHERN NEVADA
GOVERNING BOARD
HUMAN RESOURCES AND EXECUTIVE COMPENSATION
COMMITTEE
AGENDA ITEM**

Issue: FY25 YTD UMC Turnovers & Hires update	Back-up:
Petitioner: Kendrick Russell, CHRO	Clerk Ref. #
Recommendation: That the Human Resources and Executive Compensation Committee review and discuss the FY25 YTD Turnovers & Hires report; and take action as deemed appropriate. <i>(For possible action)</i>	


FISCAL IMPACT:

None

BACKGROUND:

UMC monitors turnovers and hires monthly, and reports the data to the hospital leadership team. This data is reported to the Human Resources and Executive Compensation Committee at least once per quarter.

FY2025
Turnover / Hires

		July '24	Aug '24	Sept '24	Oct '24	Nov '24	Dec '24	Jan '25	Feb '25	Mar '25	Apr '25	May '25	Jun '25	FY2025 TOTALS
	TERMINATIONS / TURNOVER													
All Employee (Includes RN)	FT/PT	33	38	33	32	44	27	40	40	30	30			347
	Per-Diem	43	47	24	20	38	34	33	34	25	34			332
	Total All Terms	76	85	57	52	82	61	73	74	55	64	0	0	679
	Voluntary Turnover FT/PT	0.58%	0.67%	0.59%	0.59%	1.14%	0.37%	0.57%	0.66%	0.50%	0.40%			6.07%
	YOY Comparison	0.61%	0.58%	0.86%	0.57%	0.63%	0.65%	0.82%	0.69%	0.41%	0.43%	0.51%	0.39%	7.15%
	All Per-Diem Turnover %	4.42%	4.99%	2.48%	2.05%	4.11%	3.75%	3.72%	3.96%	2.91%	4.20%			36.59%
	YOY Comparison	4.54%	3.59%	4.02%	3.28%	3.83%	4.18%	4.29%	4.43%	4.98%	4.49%	3.09%	3.54%	48.26%
RN Only	FT/PT	11	11	6	7	8	4	9	14	7	5			82
	Per-Diem	21	14	10	5	8	11	8	0	10	9			96
	Total RN Terms	32	25	16	12	16	15	17	14	17	14	0	0	178
	Voluntary Turnover FT/PT	0.78%	0.78%	0.17%	0.25%	0.68%	0.26%	0.43%	0.86%	0.34%	0.09%			4.64%
	YOY Comparison	0.53%	0.52%	0.35%	0.43%	0.35%	0.61%	0.79%	1.15%	0.17%	0.26%	0.26%	0.35%	5.77%
	All Per-Diem Turnover %	5.25%	3.83%	2.87%	1.43%	2.40%	3.40%	2.53%	6.04%	3.36%	3.20%			34.31%
	YOY Comparison	3.76%	4.22%	1.47%	1.97%	3.66%	3.21%	3.37%	4.55%	5.05%	3.65%	2.65%	2.71%	40.27%
Turnover: Voluntary Turnover: Does not include retirement, death, LT end, VOL in Lieu of term, or PRN RN Turnover & Data: Includes RN bedside acute care, RN ambulatory, Charge RN - does not include case management, nurse navigator, management, APPs, LPNs, educators, nurse auditor, etc.														
TERM TYPE														
All Employee FT/PT	Voluntary	66.66%	68.4%	69.7%	71.8%	54.50%	51.90%	55.0%	62.5%	60.0%	50.00%			61%
	Involuntary	0.00%	10.5%	9.0%	6.30%	4.50%	7.40%	12.5%	17.5%	13.3%	20.00%			10%
	Fail Prob	12.12%	10.5%	12.1%	9.3%	4.50%	7.40%	12.5%	2.5%	3.30%	10.00%			8%
	Retirement	15.15%	10.5%	9.0%	12.5%	9%	11.10%	17.5%	15.0%	16.66%	20.00%			14%
	Other (layoff/etc)	6.00%	0.0%	0.0%	0%	27%	22.20%	0.50%	2.5%	6.66%	0.00%			7%

FY2025
Turnover / Hires

		July '24	Aug '24	Sept '24	Oct '24	Nov '24	Dec '24	Jan '25	Feb '25	Mar '25	Apr '25	May '25	Jun '25	FY2025 TOTALS	
HIRES															
All Employee (Includes RN)	FT & PT	90	33	69	41	17	9	30	16	27	23			355	
	PRN/PD	50	51	37	61	11	9	15	13	11	19			277	
	Total All Hires	140	84	106	102	28	18	45	29	38	42	0	0	632	
	Net Hire Ratio	1.84%	0.98%	1.86%	1.96%	0.34%	0.29%	0.62%	0.40%	0.69%	0.66%			9.64%	
RN Only	FT & PT	5	6	30	10	5	0	1	1	0	0			58	
	PRN/PD	7	13	7	13	4	0	3	2	1	3			53	
	Total RN Hires	12	19	37	23	9	0	4	3	1	3	0	0	111	
Employee Count Data				Bedside RN Count Data <i>(Included in all EE data)</i>					RN - YTD Top 3 Departments Turnover (#) (FT/PT/PRN)				ALL - YTD Top 3 Depart. Turnover (#) (FT/PT/PRN)		
Total EEs				Total RNs					CRP (30)				CRP (39)		
PT/FT	3783			FT/PT	1146				ED / CCU_CVCU (12)				EVS (30)		
P/D	810			P/D	281				OR (10)				Care Management (28)		
Total	4593				1427										

**UNIVERSITY MEDICAL CENTER OF SOUTHERN NEVADA
GOVERNING BOARD
HUMAN RESOURCES AND EXECUTIVE COMPENSATION
COMMITTEE
AGENDA ITEM**

Issue: CHRO Update	Back-up:
Petitioner: Ricky Russell, CHRO	Clerk Ref. #
Recommendation: The Human Resources and Executive Compensation Committee review and discuss the CHRO Updates; and take action as deemed appropriate. <i>(For possible action)</i>	

FISCAL IMPACT:

None

BACKGROUND:

CHRO Updates

- FY25 - Organizational Goals – HR Update
- Cornerstone (perf. management system) Update
- Bi-Annual Employee Engagement Survey
- Misc.

**UNIVERSITY MEDICAL CENTER OF SOUTHERN NEVADA
GOVERNING BOARD
HUMAN RESOURCES AND EXECUTIVE COMPENSATION
COMMITTEE
AGENDA ITEM**

Issue: Governing Board Policies and Procedures related to the Human Resources and Executive Compensation Committee	Back-up:
Petitioner: Kendrick Russell, CHRO	Clerk Ref. #
Recommendation: That the Human Resources and Executive Compensation Committee review the Governing Board Policies and Procedures, as they relate to the Governing Board Human Resources and Executive Compensation Committee; and direct staff accordingly. <i>(For possible action)</i>	

FISCAL IMPACT:

None

BACKGROUND:

The Committee will review and discuss the section of the UMC Governing Board Policies and Procedures related to the responsibilities and activities of the Human Resources and Executive Compensation Committee and the minor changes within that section of the policy:

The Human Resources and Executive Compensation Committee shall engage in oversight of the development of personnel policies and procedures for employees of the Hospital.

The Committee shall advise the Governing Board and executive management with respect to employee compensation and benefit structures for employees who are members of a bargaining unit, employees who are not members of a bargaining unit, and management employees. The Committee shall advise the Governing Board and executive management with respect to:

(a) strategic high level workforce planning, including oversight of education and training programs; (b) strategies for recruitment and retention of highly trained, motivated and skilled employees; and (c) the promotion of employee satisfaction, efficiency and teamwork throughout UMC.

The Committee shall oversee the annual evaluation of the UMC Chief Executive Officer and senior management. The Committee shall then, based upon the evaluation and market metrics in comparable health care systems, make a compensation recommendation to the Governing Board for approval. In conducting this review, the Committee, may, but need not, use outside advisers.

Cleared for Agenda

May 12, 2025

Agenda Item #



**UMC
GOVERNING BOARD
POLICIES AND PROCEDURES**

Approved: February 12, 2014

Revised: June 21, 2017

Revised: October 28, 2020

Reviewed: July 27, 2022

Revised:

In support of the University Medical Center of Southern Nevada's ("UMC") mission, the UMC Governing Board (the "Governing Board") hereby adopts the following Policies and Procedures:

I. BOARD COMMITTEES

To efficiently discharge its responsibilities, the Governing Board will support a division of authority and responsibility delegating and entrusting specific work to be performed by Governing Board committees, in support of the Governing Board's decisions and actions. Such committees of the Governing Board shall be Standing Committees or Special Committees (each a "Committee" and collectively, "Committees").

A Standing Committee is one whose functions are determined by a continuous need. Members of Standing Committees of the Governing Board will be appointed at a regular meeting of the Governing Board to serve for a term of one year. Each Standing Committee shall include at least two (2) Governing Board members, including a Chair of the Committee as appointed by the Chair of the Board, provided that if a Standing Committee has only two (2) Governing Board members, the Chair of the Board shall serve as a third Governing Board member of such Committee.

The Governing Board may additionally appoint both voting and non-voting public members to such Standing Committees, provided that members of the Governing Board shall constitute a majority of voting members of such Standing Committees and that a member of the Governing Board shall chair all such Standing Committees. Public members shall be advisory to the Standing Committee and shall have no vote, unless otherwise authorized by the Governing Board.

A Special Committee is one whose function and duration shall be determined by its specific assignment, as stated in a resolution of the Governing Board creating it. Special Committees may be created from time to time for specific purposes, including but not limited to receiving community advisory input on new programs or activities. Appointments to Special Committees need not be Governing Board members, provided that a member of the Governing Board shall chair any such Special Committee. Although a member of the Governing Board will chair any such Special Committee, it is anticipated that the majority of the members of any Special Committee would be public members. The goal of any Special Committee shall be to provide the

opportunity for broader, specialized and/or community input. Special Committees are not generally intended to be permanent, but rather are most often intended to provide advice to the Governing Board on specific matters within a limited period of time.

There will be strong reliance on highly effective and focused Committees. Committees shall be working Committees, performing background work and specialized tasks, whose output supports the full Governing Board. Minutes of Committee meetings shall be in form of reports to the Governing Board and shall be submitted to the next subsequent regular meeting of the Governing Board for consideration and action. Work of and between Committees will be coordinated and integrated but not duplicated.

The UMC Governing Board shall be knowledgeable about the content and operation of compliance and ethics program and shall exercise reasonable oversight with respect to the implementation of the compliance and ethics program. It shall have oversight to evaluate the effectiveness of the compliance program, including the receipt of quarterly reports from the Compliance Officer regarding compliance and the state of the compliance program; mechanism and process for compliance issue-reporting within UMC; the compliance programs approach to identifying regulatory risk; and methods used to encourage enterprise-wide accountability for achievement of compliance goals and objectives.

The Governing Board may approve the appointment of the following Standing Committees: Audit and Finance Committee, Clinical Quality and Professional Affairs Committee, Strategic Planning Committee and Human Resources and Executive Compensation Committee.

AUDIT AND FINANCE COMMITTEE

Purpose and Responsibilities

The Audit and Finance Committee shall be responsible for reviewing contractual agreements and evaluating the financial results, plans and audits of UMC for the purpose of assessing the overall financial risks and capacities of UMC and the congruity of the financial management, plans and objectives of UMC. The Audit and Finance Committee shall review and evaluate: (a) with the assistance of outside auditors, the financial records of UMC and the preparation and maintenance of the same in accordance with Generally Accepted Accounting Principles; (b) the preparation of annual operating and capital budgets; (c) periodic financial reports of UMC and receive explanations regarding variations from capital and operating budgets; (d) the audit process and review the results of internal and external audits; (e) the financial aspects of the strategic plans of UMC; (f) the contracts and arrangements for goods and services; and (g) coordinate issues of strategy with the Strategic Planning Committee.

Meetings

The Audit and Finance Committee shall meet at the call of the Chair of the Committee and as requested by the Board, but not less than quarterly.

CLINICAL QUALITY AND PROFESSIONAL AFFAIRS COMMITTEE

Purpose and Responsibilities

The Clinical Quality and Professional Affairs Committee shall, with the assistance of outside advisors, be responsible for reviewing and evaluating the patient safety and quality programs of UMC including: (a) the quality assurance and performance improvement process for UMC; (b) patient services in order to improve the quality of care of patients; (c) ~~infection control programs-malpractice prevention programs~~; (d) ~~utilization of information gathered pursuant to the programs to review and to the approval of~~ revise policies and procedures ~~as recommended by the hospital and the medical staff~~; (e) the progress of UMC toward meeting appropriate goals and objectives related to its health care programs; (f) ~~approval of~~ policies and procedures related to the credentialing of physicians, ~~as recommended by the medical staff~~; (g) ~~research and ongoing clinical trials conducted at the hospital development and implementation of medical education programs~~; (h) the development or amendment of bylaws of the medical staff of UMC; and (i) the medical staff's on-going review and evaluation of the quality of professional care rendered at UMC and review the medical staff's reports on such activities and their results.

Meetings

The Clinical Quality and Professional Affairs Committee shall meet at the call of the Chair of the Committee and as requested by the Board, but not less than quarterly.

STRATEGIC PLANNING COMMITTEE

Purpose and Responsibilities

The Strategic Planning Committee shall be responsible, with the assistance of outside advisors, for reviewing, evaluating and making recommendations to the Governing Board concerning UMC's mission and vision, strategic goals and capital planning including: (a) UMC leadership in examining the health care environment of Clark County and the strategic programmatic plans and annual business plans designed to meet the health care needs of the citizens of Clark County; (b) UMC development of and monitoring long-term and strategic plans which are consistent with its mission and which reflect the needs of the population; (c) UMC review of the current and future healthcare reimbursement horizon and appropriate program development; (d) UMC's plans and processes to gain cooperation of most or all healthcare constituencies within Clark County; (e) UMC coordination with the County relating to County-wide healthcare concerns; and (g) review and recommend consideration and/or action on potential strategic partnerships and affiliations.

Meetings

The Strategic Planning Committee shall meet at the call of the Chair of the Committee and as requested by the Board, but not less than quarterly.

HUMAN RESOURCES AND EXECUTIVE COMPENSATION COMMITTEE

Purpose and Responsibilities

The Human Resources and Executive Compensation Committee shall engage in oversight of the development of personnel policies and procedures for employees of the Hospital.

The Committee shall advise the Governing Board and executive management with respect to employee compensation and benefit structures for employees who are members of a bargaining unit, employees who are not members of a bargaining unit, and management employees. The Committee shall advise the Governing Board and executive management with respect to: (a) strategic high level workforce planning, including oversight of education and training programs; (b) strategies for recruitment and retention of highly trained, motivated and skilled employees; and (c) the promotion of employee satisfaction, efficiency and teamwork throughout UMC.

The Committee shall oversee the annual evaluation of the UMC Chief Executive Officer and senior management. The Committee shall then, based upon the evaluation and market metrics in comparable health care systems, make a compensation recommendation to the Governing Board for approval. In conducting this review, the Committee, may, but need not, use outside advisers.

Meetings

The Human Resources and Executive Compensation Committee shall meet at the call of the Chair of the Committee as often as necessary, but not less than quarterly.

II. MEETINGS

Meetings will be designed to focus on major strategic or policy issues and action items, and will encourage productive dialogue specific to issues under consideration. Each Governing Board member shall:

- Prepare for and actively participate at Governing Board meetings and meetings for those Committees on which the member serves: ask questions, take responsibility, and follow through.
- Review agenda and supporting materials prior to Governing Board and Committee meetings.
- Discuss any additional items to be added to the proposed meeting agendas with the Board Chair or Chair of the Committee, as applicable.

- Make every reasonable effort to attend all meetings, as applicable, in order to effectively participate in the governance of UMC.

The Governing Board will focus its energies primarily on strategic and policy issues, and not on operational details. To facilitate this focus, timely information and reports will be made available to all Governing Board members and all information to be considered in a Governing Board meeting will be made available, to the extent reasonably possible, at least three (3) working days in advance of each meeting, except in the case of emergencies.

The Chair of the Board will be responsible for prioritizing agenda items, and critical items will receive priority placement, or if appropriate called out of order, on the agenda. To the extent possible a consent agenda will be used for minutes, some Committee reports and other items determined to be routine in nature. Individual items may be removed from the consent agenda by request of any Governing Board member, the chief executive officer, or as otherwise provided in the Nevada Open Meeting Law, as discussed below.

To the extent Committee reports are presented to the full Governing Board, members will be presumed to have read them in advance of the meeting. They are to be presented in reasonably concise summaries. Governing Board meeting minutes will also be presented concisely, with the primary emphasis on actions taken.

Meetings of the Governing Board and its Committees shall be conducted in compliance with the Nevada Open Meeting Law (Nevada Revised Statutes Chapter 241). The following procedures shall apply to all meetings:

Notice. Except in an emergency, written notice of all meetings must be given at least three (3) working days before the meeting. The content and manner of notice shall comply with the Nevada Open Meeting Law.

Agendas. The Chair of the Board shall coordinate preparation of a clear and complete agenda of all topics to be considered at meetings of the Governing Board in accordance with the Nevada Open Meeting Law. The Chair of the Committee shall coordinate preparation of a clear and complete agenda of all topics to be considered at Committee meetings in accordance with the Nevada Open Meeting Law. Agenda items shall be prioritized with critical items receiving priority placement or, as reasonably required, called out of order. No item of business shall be considered at a meeting unless it first shall have been entered upon the agenda for that meeting; provided, however, that items not appearing on the agenda may be taken up when it has been determined that the matter is an emergency or otherwise as permitted under the Nevada Open Meeting Law.

Remote Communication. Members of the Governing Board and its Committees may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this method shall constitute presence in person at such meeting. In the event that all members of the Governing Board or its Committee participate by means of teleconference or videoconference, a physical location will be designated for the meeting to permit for members of the public to attend and participate in the meeting.

Parliamentary Authority. Where consistent with Nevada law and not otherwise provided in these Policies and Procedures, the conduct of the meetings shall be governed by the rules and procedures adopted by County Commission for the Hospital Board of Trustees, modified as appropriate to meet the needs of the Governing Board.

Order of Business. The Chair of the Board, for purposes of preparing the agenda, shall determine the order of business at each meeting of the Governing Board. The Chair of the Committee, for purposes of preparing the agenda, shall determine the order of business at each Committee meeting. During a meeting, agenda items may be taken out of the order presented on the agenda; combined for consideration; or removed from the agenda at the discretion of the Chair of the Board or Chair of the Committee, as applicable, unless the agenda item has been given a day or time certain.

Minutes. The Governing Board and its Committees shall keep written minutes of meetings in accordance with the Nevada Open Meeting Law. Minutes of meetings shall be complete, shall reflect deliberations of members as well as action taken. All materials submitted for the information of the Governing Board or Committee shall, to the extent required by law, be included with the permanent minute record so as to constitute a permanent record of all proceedings.

Audio Recordings. The Governing Board and its Committees shall, for each of their meetings, whether public or closed, record the meeting on audiotape or another means of sound reproduction or cause the meeting to be transcribed by a court reporter. Audio recordings will be maintained for the greater of three (3) years or such other amount of time which may be required by Nevada law or Clark County policy.

Closed Session. The Governing Board and its Committees may hold closed sessions if specifically authorized by the Nevada Open Meeting Law. All closed sessions shall be conducted in full compliance with the Nevada Open Meeting Law. Notice of a closed session shall be placed upon the agenda in the same manner as any other agenda item with the exception of an emergency closed session. Any motion to close a meeting to the public must set forth the subject matter or nature of the business to be considered at the closed meeting. Only the subject matter or business identified in the motion to close an open session may be discussed in a closed session.

Attendance. The Governing Board shall adhere to the attendance policy set forth in Clark County Ordinance 3.01.10. Such policy provides that, except in the case of an emergency, a Governing Board member's absence at a Governing Board meeting will be considered "unexcused" if the Governing Board member failed to notify, in writing or by phone, the Chair of the Board or an assigned staff member prior to the meeting that he or she will not be attending. Excused and unexcused absences must be noted in the minutes of the meeting. Three unexcused absences by a Governing Board member from regular Governing Board meetings during a calendar year shall be deemed grounds for mandatory removal from the Governing Board for good cause or neglect of duty. The Chair of the Board or an assigned staff member shall immediately notify the county manager or his designee when a member of the Governing Board is charged with his or her third unexcused absence, and the county manager or his or her designee shall provide that information to the Board of County Commissioners. Within thirty days of receipt of the

information, the Board of County Commissioners shall remove the Governing Board member and the procedures for the appointment of his or her replacement shall be commenced in accordance with the UMC Governing Board Bylaws. If the Board of County Commissioners does not act within the thirty-day period, the Governing Board member shall be automatically removed and a vacancy declared on the Governing Board.

III. BOARD EDUCATION

The Governing Board, and each of its members, with the support of UMC executive management, shall be responsible for being educated in both the general knowledge of UMC policies, programs, services and financial situation and the general situation of UMC within the local and national healthcare industry. The Governing Board shall plan and implement orientation and continuing education programs.

IV. BOARD EVALUATION

The Governing Board, with the support and assistance of executive management, shall be responsible for conducting periodic self-evaluation of the Board's role and its effectiveness in carrying out its duties and responsibilities with respect to that role. The Governing Board shall, in conjunction with individual Governing Board members, conduct an annual review of Governing Board performance.

V. CONFIDENTIALITY

The Governing Board, and each of its members, shall maintain the confidentiality of any and all information that has been discussed in closed session. No individual member of the Governing Board has the authority to waive the confidentiality of a matter discussed in closed session.

VI. HOSPITAL POLICIES

Each Governing Board member shall be generally knowledgeable of UMC administrative policies to the extent necessary to provide guidance and oversight as needed to the CEO and hospital management. A table of contents of UMC administrative policies is attached hereto as Appendix A.

VII. REVIEW OF BYLAWS AND POLICIES AND PROCEDURES

The Governing Board shall review the Bylaws and these Policies and Procedures and recommend revisions as necessary (and at least every two (2) years) to comply with applicable statutes, regulations, and accreditation requirements.

VIII. AMENDMENT

These Policies and Procedures may be amended from time to time by a majority vote of the Governing Board.

UMC Governing Board Policies and Procedures APPROVED and ADOPTED this-
~~28th~~ _____ day of ~~October~~, 20205.

UMC GOVERNING BOARD:

By: John F. O'Reilly, Chair

ATTEST:

By: Stephanie Ceccarelli, Board Secretary

**UNIVERSITY MEDICAL CENTER OF SOUTHERN NEVADA
GOVERNING BOARD
HUMAN RESOURCES AND EXECUTIVE COMPENSATION
COMMITTEE
AGENDA ITEM**

Issue: Emerging Issues	Back-up:
Petitioner: Ricky Russell, Chief Human Resource Officer	Clerk Ref. #
Recommendation: That the Human Resources and Executive Compensation Committee identify emerging issues to be addressed by staff or by the UMC Governing Board Human Resources and Executive Compensation Committee at future meetings; and direct staff accordingly. <i>(For possible action)</i>	

FISCAL IMPACT:

None

BACKGROUND:

None