University Medical Center of Southern Nevada
Governing Board
April 23, 2014

UMC Emerald Room
901 Rancho Lane, Suite 180
Las Vegas, Clark County, Nevada
Wednesday, April 23, 2014
2:00 p.m.

The University Medical Center Governing Board met in regular session, at the regular place of meeting in the Emerald Room, 901 Rancho Lane, Suite 180, Las Vegas, Clark County, Nevada, on Wednesday, April 23, 2014, at the hour of 2:00 p.m. The meeting was called to order at the hour of 2:12 p.m. by Chair John O'Reilly and the following members were present, which constituted a quorum of the members thereof:

CALL TO ORDER

Board Members:

Present:
John O'Reilly, Chair
Jeff Ellis
Renee Franklin
Harry Hagerty
Laura Lopez-Hobbs
Donald Mackay, M.D.
Eileen Raney, Vice Chair
Michael Saltman

Absent:
John White (Excused)

Also Present:
Lawrence Barnard, Chief Executive Officer
Thomas Schwenk, M.D., Dean, University of Nevada School of Medicine
Mary-Anne Miller, County Counsel
Lisa Logsdon, Deputy District Attorney
Cindy Dwyer, Board Secretary

SECTION 1. OPENING CEREMONIES

ITEM NO. 1 PUBLIC COMMENT

Chair O'Reilly asked if there were any persons present in the audience wishing to be heard on any item on this agenda.

Speaker(s): None

ITEM NO. 2 Approval of minutes of the regular meeting of the UMC Governing Board on March 26, 2014. *(Available at University Medical Center, Administrative Office)* [For possible action]

FINAL ACTION: A motion was made by Mike Saltman 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 Mike Saltman that the agenda be approved as recommended. Motion carried by unanimous vote.

SECTION 2. BUSINESS ITEMS

ITEM NO. 4 Appointment of Dr. Mackay to Governing Board Committees and take any action deemed appropriate. [For possible action]

DISCUSSION: Dr. Mackay was welcomed to the Board. Chair O'Reilly recommended that he serve on the Clinical Quality and Professional Affairs Committee and the Strategic Planning Committee.

FINAL ACTION: A motion was made by Harry Haggerty that Dr. Mackay be appointed to the Clinical Quality and Professional Excellence Committee and the Strategic Planning Committee, as recommended by the Chair. Motion carried by unanimous vote.

ITEM NO. 5 Receive a report from the Human Resources and Executive Compensation Committee, and take any action deemed appropriate. [For possible action]

DISCUSSION: Committee Chair Laura Lopez-Hobbs gave an overview of the April 15, 2014 Human Resources and Executive Compensation Committee, The Committee reviewed the Request for Quotes (RFQ) for a compensation market survey, and recommended that staff move forward with the RFQ. The Committee hopes to be able to review the results of the RFQ at their May 12th meeting. The Committee also reviewed performance metrics for the CEO, which are included in today's consent agenda, as well as workplace demographics.

FINAL ACTION: No action taken.

ITEM NO. 6 Receive a report from the Clinical Quality and Professional Affairs Committee, and take any action deemed appropriate. [For possible action]

DISCUSSION: Committee Chair Renee Franklin gave an overview of the first meeting of the Clinical Quality and Professional Affairs Committee, which was held on April 1, 2014. The Committee received an overview of the hospital's quality program, which included activities within the hospital, regulatory compliance obligations, and quality metrics. The committee will be deciding which of the over 1200 metrics will be the focus of the Committee and the Board. Many of those metrics affect value based purchasing, and in turn our reimbursement. Hospitals are now paid based on the quality of service provided and the value provided. Going forward, the Committee will look at HCAHPS patient satisfaction survey, Joint Commission elements, professional affairs, and also spend time understanding the Affordable Care Act and Medicaid as it relates to readmissions and patient flow, which affect hospital reimbursement. It was very apparent to the Committee that their activities will intersect with the activities of the other three committees.

Chair O'Reilly requested that all Governing Board Committees add a standing item to their agendas to discuss strategic planning impact. He also requested that the Board Chair, and other Board members, as appropriate, be provided an opportunity to provide input on all Committee agendas.

FINAL ACTION: No action taken.

ITEM NO. 7 Receive a report from the Audit and Finance Committee, and take any action deemed appropriate. [For possible action]

DISCUSSION: Committee Chair Eileen Raney gave an overview of the April 10, 2014 meeting of the Audit and Finance Committee. The Committee received an update on the final budget as submitted to the County, and discussed the impact of the County budget on UMC. They reviewed and discussed a Board-level financial summary that will be distributed monthly to the Board as part of this Committee's report. The CEO briefed the Committee on his planned cost reduction actions. The findings of an audit of billing for physicals performed at the Enterprise Care Center was reviewed and discussed; staff has created an action plan going forward. The Committee will be receiving a report at their next meeting on the next steps relative to implementation of the electronic health record and hospital information system.

FINAL ACTION: No action taken.

ITEM NO. 8 Receive a presentation on Social Media Rules for Public Officers, Public Employees, Boards and Commission Members, and direct staff accordingly. [For possible action]

DOCUMENT SUBMITTED:
Ten Social Media Rules for Public Officers, Public Employees, Board and Commission Members (PowerPoint presentation)

DISCUSSION: Christine Guerci-Nyhus, Esq., gave a presentation on social media rules as they relate to public officers, public employees, boards and commission members.

FINAL ACTION: No action taken.

ITEM NO. 9 Receive a presentation on Board communications and media relations, and direct staff accordingly. [For possible action]

DISCUSSION: Danita Cohen, Executive Director of Marketing and Strategic Development gave a brief orientation on Board communications and media relations. Ms. Cohen shared that the hospital has a great relationship with the local media. Because our administrative team has worked very hard to be transparent and accessible, the media been instrumental in helping UMC tell our good stories. We want to continue to be accommodating by taking the lead and offering comment to the media. To ensure that we send a consistent message, generally it will be Mr. Barnard representing the hospital and Chair O'Reilly representing the Governing Board in interviews. If Board members receive any media requests for information or interviews, they are asked to defer to the Chair, and he, along with Ms. Cohen and Mr. Barnard, will evaluate and determine who would best be suited to answer the media inquiry.

FINAL ACTION: No action taken.

ITEM NO. 10 Receive a presentation on HIPAA compliance and take any action deemed appropriate. [For possible action]

DOCUMENTS SUBMTITED:
- PowerPoint presentation "Information Privacy Awareness"
- Handout "Joint Notice of Privacy Practices"

DISCUSSION: The Hospital and this Board are responsible for Protected Health Information (PHI), which is any individually identifiable health information relating to condition, care or payment for care of an individual. Keith Slade, HIPAA Privacy Officer, gave an overview of HIPAA laws, how UMC uses and discloses PHI, minimum necessary rule, penalties, and high risk areas for the Board.

Mr. Slade indicated that if there is any reason to share PHI with Board members, it will be only minimally necessary information or completely de-identified, and it will be sent in a secure fashion. Members are reminded not to store such information on their personal devices. Chair O'Reilly requested that any PHI that is send to Board members be clearly identified as such.

FINAL ACTION: No action taken.

ITEM NO. 11 Receive an update on the Board's role in appellate review of actions of the Medical Executive Committee and take any action deemed appropriate. [For possible action]

DISCUSSION: Tabled until May meeting.

FINAL ACTION: No action taken.

ITEM NO. 12 Receive a follow-up report on request to change the title of the Chief Executive Officer and direct staff accordingly. [For possible action]

DISCUSSION: At the recommendation of legal counsel, there will be no change in the title of the Chief Executive Officer.

FINAL ACTION: No action taken.

ITEM NO. 13 Receive a status report on the implementation and orientation plan and direct staff accordingly. [For possible action]

DOCUMENT SUBMTITED:
UMC Governing Board Education Checklist (Updated 4/23/14)

DISCUSSION: The updated Orientation Checklist was reviewed. All orientation items are on track to be completed by July 1st. The staff was acknowledged and thanked for the time they've spent orienting the Board members individual and as a Board.

FINAL ACTION: No action taken.

ITEM NO. 14 Discuss the inclusion of the Pledge of Allegiance at Governing Board meetings.

DISCUSSION: Chair O'Reilly inquired if the Board members had interest in discussing the opening of the Governing Board meetings with the Pledge of Allegiance. With no interest expressed, this item will be removed from the agenda.

SECTION 3. CONSENT AGENDA

All matters of this section were considered to be routine and were acted upon in one motion. For Items 15 and 16, the action taken was the recommendation of staff and the Audit and Finance Committee as indicated on the item. For Item 17 the action taken was the recommendation of staff and the Human Resources Committee as indicated on the item.

ITEM NO. 15 Approve the contracts for Civil Legal Services between Jimmerson Hansen, P.C., Patti, Sgro, Lewis & Roger, Pitegoff Law Office, Rhodes-Ford & Associates, P.C., Parker Nelson & Associates and University Medical Center of Southern Nevada; and authorize the Chief Executive Officer to sign the agreements. [For possible action]

DOCUMENTS SUBMITTED:
Retainer Agreement with UMC, Disclosure of Ownership, and Disclosure of Relationship for each of the following firms:

- Jimmerson Hansen, P.C
- Patti, Sgro, Lewis & Roger
- Pitegoff Law Office
- Rhodes-Ford & Associates, P.C.

- o Parker Nelson & Associates

FINAL ACTION: A motion was made by Mike Saltman to approve as recommended. Motion carried by unanimous vote.

ITEM NO. 16 Ratify the Agreement for Intermittent Pneumatic Compression products to ArjoHuntleigh Inc. [For possible action]

DOCUMENTS SUBMITTED:
- Purchase Agreement between ArjoHuntleigh Inc and UMC
- Disclosure of Ownership
- Disclosure of Relationship

FINAL ACTION: A motion was made by Mike Saltman to approve as recommended. Motion carried by unanimous vote.

ITEM NO. 17 Approve performance metrics for Chief Executive Officer. [For possible action]

DOCUMENTS SUBMITTED: DRAFT Performance Metrics

FINAL ACTION: A motion was made by Mike Saltman to approve as recommended. Motion carried by unanimous vote.

SECTION 4. EMERGING ISSUES:

ITEM NO. 18 That the Governing Board identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. [For possible action]

- Lawrence Barnard, CEO, announced that a new Chief Operating Officer and Executive Director of Support Services have been hired effective April 28, 2014.

- A standing agenda item for a "CEO Update" will be added to future Board agenda.

- Dean Schwenk responded to some comments at yesterday's Joint meeting of the UMC Board of Trustees and the Governing Board regarding the emergence of a UNLV School of Medicine, and how that might affect the relationship between UMC and UNSOM The Governor has appointed a state-wide committee to develop a plan for expansion and support of public medical education throughout the state. UNSOM is committed to maintaining its presence in southern Nevada as a sponsoring institution for residency and fellowship programs at UMC and in the community, and they intend to continue, regardless of the emergence of the UNLV School. The Dean stressed the importance of having both schools involved in UMC's programs.

  The Dean also addressed the budget challenges. The budget between UMC and UNSOM comes in two forms – faculty services and residency support. The Dean stated that while the support for faculty services can be discussed and flexed if determined necessary, the residency support is a several year commitment and cannot be flexed depending on economic climate.

- The following direction was given to staff in follow-up to the April 22, 2014 Joint meeting of the Board of Trustees and Governing Board:

    - Future agenda items related to the discussion at the Joint meeting to include 2.5% County indigent care (property) tax, medical district as a taxing authority, and dedicated tax resource. Any related recommendations for the agenda should be forwarded to the Board Secretary for future Board meetings, as well as future joint meetings.
    - Provide a presentation on County finances to the Board, so the Board can better understand the County's constraints.
    - Provide a presentation on Intergovernmental Transfers to the Board.
    - CEO requested to summarize facts and assumptions addressed at the joint meeting, as well as a "state of the hospital", documenting the current status of the hospital, for presentation and discussion at the May 28, 2014 Governing Board meeting.
    - CEO to provide Board with plans for ongoing communication with staff.
    - CEO to fine tune plans with County Manager for communicating with the Board of Trustees

Chair O'Reilly acknowledged that the Governing Board manages through Board action, as opposed to day-to-day management. While the CEO and Hospital Administration are encouraged to reach out to Committees and Board members as necessary, if Board members infringe upon the CEO's day-to-day management responsibilities, please let them know.

COMMENTS BY THE GENERAL PUBLIC:

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

Speaker(s): None

There being no further business to come before the Board at this time, at the hour of 3:38 p.m., Chairman O'Reilly adjourned the meeting.

APPROVED:

John F. O'Reilly, Chairman

ATTEST:

Cindy Dwyer

Cindy Dwyer, Board Secretary