University Medical Center of Southern Nevada
Governing Board
August 23, 2017

UMC Emerald Room
901 Rancho Lane, Suite 180
Las Vegas, Clark County, Nevada
Wednesday, August 23, 2017
2:00 p.m.

The University Medical Center Governing Board met in regular session at UMC Emerald Room, 901 Rancho Lane, Suite 180, Las Vegas, Clark County, Nevada, on Wednesday, August 23, 2017 at the hour of 2:00 p.m. The meeting was called to order at the hour of 2:04 p.m. by Chair O'Reilly. The following members were present, which constituted a quorum of the members thereof:

CALL TO ORDER

Board Members:

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

Absent:
Michael Saltman (Excused)
Robyn Caspersen (Excused)

Ex-Officio Members:

Present:
Shawn Gerstenberger, Acting Dean, UNLV School of Medicine
Mary Lynn Palenik, Ex-Officio

Absent:
Dr. Dale Carrison

Also Present:
Mason VanHouweling, Chief Executive Officer
Susan Pitz, General Counsel
Terra Lovelin, 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.

ITEM NO. 2 Approval of minutes of the regular meeting of the UMC Governing Board on July 20, 2017. *(Available at* University *Medical Center, Administrative Office) (For possible action)*

FINAL ACTION: A motion was made by Dr. Mackay that the minutes be approved as recommended. Motion carried by unanimous vote.

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

Chair O'Reilly asked that Item No. 15 be held off the Consent Agenda for possible, further discussion.

FINAL ACTION: A motion was made by Dr. Mackay that the agenda be approved as amended. Motion carried by unanimous vote.

At this time, all items on the consent agenda were approved unanimously after a motion was made by Dr. Mackay. (See items numbered 16-35)

SECTION 2. BUSINESS ITEMS

ITEM NO. 4 Receive a presentation and approve the Participant Agreement ("Agreement") between Silver State ACO LLC ("Silver State ACO") and University Medical Center of Southern Nevada ("UMC"); and authorize the Chief Executive Officer to sign the agreement and accompanying documents. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- PowerPoint

DISCUSSION: Mr. VanHouweling, provided an overview on the benefits of UMC joining one of the Affordable Care Organizations that are available.

After much research and meetings, Silver State is the organization that Mr. VanHouweling has determined will be the best fit for us.

Some benefits of the ACO are to help identify revenue for UMC, help with transitional care management, and identify patients for annual wellness and chronic care checks.

UMC currently has 5,000 attributed Medicare lives in our network. We will all be working together as providers to improve the quality of care to the patients.

Silver State is a provider only organization and the management team is very experienced.

Silver State will make support our efforts to achieve quality measures and will be auditing our data to make sure we are moving our quality measures in the right direction.

The ACO has a Practice Manager who will provide the latest news related to Medicare, etc. This keeps us up to date on the latest trends regrding CMS. UMC will designate one key person at UMC to be the liaison for the ACO.

Participation does not cost UMC anything but there are labor and reporting costs. We modeled the trended savings the ACO has demonstrated and this could net $250,000 to $350,000 on an annual basis back to UMC.

Member Ellis asked if Silver State has demonstrated where the savings have come from.

Mr. VanHouweling replied that the savings could come from either the financial or quality side.

Dr. Mackay commented that that we need to track our costs very carefully with this agreement.

Chair O'Reilly asked about the terms of the contract and how staff will know when the contract comes up for renewal.

Mr. VanHouweling replied that all contracts are tracked and staff is notified before contracts expire.

Member Franklin added that she hopes we minimize duplicate work on the same issue and not add costs to the organization.

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

ITEM NO. 5 Receive an update on replacement of Electronic Health Record (EHR) clinicals product; and direct staff accordingly. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- EHR Update

DISCUSSION: Brian Rosenberg, Consultant/Project Manager of the Epic implementation provided a brief update.

UMC is now live on Epic at the quick and primary care clinics and we now have over 600 people utilizing the Epic applications.

The application called, Care Everywhere has allowed us to share over 1,000 medical records with other hospitals. Also, great success has been shown with the UMConnect and UMConnect for Physicians.

Advanced training will continue with Televox, (appointment reminder), and UMConnect.

The final go live date for the hospital will occur at midnight on November 30, 2017. All functions across the hospital will go live on the same day.

A discussion ensued regarding HIPAA and how patients can request to opt out of sharing their medical records.

FINAL ACTION: No action taken.

ITEM NO. 6 Receive a report from the Governing Board Human Resources and Executive Compensation Committee and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- None submitted

DISCUSSION: Jeff Ellis, Chair of the HR and Executive Compensation Committee met on July 25, 2017 and received an update on turnover and recruitment metrics as well as a nursing update, provided by Deb Fox. A succession planning program has begun by HR staff and they will be providing updates as they progress.

There was also a second committee meeting on August 22 to recommend the approval of the amendment to the CEO's contract to the Governing Board for approval.

FINAL ACTION: No action taken.

ITEM NO. 7 Receive a report from the Governing Board Strategic Planning Committee and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**

- None Submitted

DISCUSSION: Dr. Mackay provided an update from the meeting on August 10, as he was the Acting Chair.

The committee received a presentation on Silver State, an update on ambulatory clinics, reviewed first quarter market share and received a presentation on the 2018 annual strategic plan.

FINAL ACTION: No action taken.

ITEM NO. 8 **Receive a report from the Clinical Quality and Professional Affairs Committee and take any action deemed appropriate.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- None submitted

DISCUSSION: Dr. Mackay, Chair of the Clinical Quality and Professional Affairs Committee provided an update from the August 14, meeting.

The committee received a presentation from Dr. Stephanie Hanson, a Hospitalist who has worked at UMC for eight years and is also the Regional Medical Director for Sound. She provided an overview on the role of a Hospitalist and the relationship with UMC.

HCAHPS scores were reviewed, a report was received on value based purchasing and the medical staff Bylaws were approved.

FINAL ACTION: No action taken.

ITEM NO. 9 **Receive a report from the Governing Board Audit and Finance Committee and take any action deemed appropriate.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- None submitted

DISCUSSION: Harry Hagerty, Chair of the Audit and Finance committee provided an update from the meeting on August 16, 2017. He also noted that Dr. Mackay filled in for him as Chair at the July 12, Audit and Finance meeting due to Mr. Hagerty being unavailable.

A report from BDO on their work plan was received. Brian Rosenberg provided an EHR update and the monthly financials for June were received.

The committee also received an overview on the 340b program from the Director of Pharmacy, Jamie King and an internal audit report on physicians signing off on patient orders.

FINAL ACTION: No action taken.

ITEM NO. 10 Receive the monthly financial report for FY June 2017; and direct staff accordingly. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Monthly Discussion and Analysis FY June

DISCUSSION: Jennifer Wakem, CFO provided a financial update through June of 2017.

June was a great month and a few notable trends were provided.

Ms. Wakem reminded the board that even though this is the last month of FY 17, there is a period "13" of UMC and that stays open until August.

A few key indicators:
- Total admissions were down 4.7% (1,688)
- ER visits were up 1% (10,195)
- Surgery cases were down 5.3% (1,118)
- Salaries, wages and benefits were up 4.9% (primarily driven by salaries, overtime and contract labor)

Member Hagerty congratulated Jennifer on a job well done.

FINAL ACTION: No action taken.

ITEM NO. 11 Receive an update on the University of Nevada Las Vegas School of Medicine; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED**:** None

DISCUSSION: Interim Dean, Shawn Gerstenberger, provided a brief update on behalf of UNLVSOM.

- A successful legislative session increased the operating budget for the school
- The school received an anonymous donation for $25 million with a match from the state which will go towards the new medical school building
- In July, 700 employees transferred over with the practice plan. 60 new students started the first class and are busy participating in rotations

- The White Coat ceremony is Friday afternoon at 5:30PM and will be attended by some prominent elected officials.

FINAL ACTION: None

Chair O'Reilly stated that Items NO. 12 and No. 13 will be heard together.

ITEM NO. 12 Receive an update from the Hospital CEO; and direct staff accordingly. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- None submitted

DISCUSSION: CEO Mason VanHouweling provided the following updates.

UMC had a few physicians highlighted in the recent copy of David Magazine. On September 6, there will be a NICU reunion at the Clark County Government Center. Families that had babies in the NICU will reunite with the doctors and staff that helped them during this time. November 30, is the date of the Epic go live.

ITEM NO. 13 Discuss and review annual goals for UMC. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Strategic Vision

DISCUSSION: Mr. VanHouweling explained how the following goals fit into the six strategic initiatives.

1. Access
-Complete Master Plan and façade improvements
-Complete ED lobby renovation
-Ensure two successful new clinic openings
-Open Outpatient Infectious Disease Clinic

2. Sustainability
-Meet FY budgeted income from operations
-Achieve a 10% increase in market share of commercial and Medicare payers
-Grow market share
-Increase upfront cash collections by 10%
-Maintain an overall employee turnover rate at 10% or lower (We are at 8.5%)

3. Integration
-Successful system-wide implementation of EPIC
-Signed and approved Master Affiliation Agreement with UNLV

-10% growth in Clinical Trials Organization
-Foster relationships with UNLV Medicine as true Academic Health Science Center

4. Experience
-Improve HCAHPS top box scores for "Hospital Rating" by 10%
-Begin Pathways to Excellence
-Implement five new patient safety initiatives

5. Network
-Develop "UMC Event Medicine" group
-Work with UMC Foundation to facilitate philanthropic donations
-Foster relationships with local EMS crews
-Execute potential grant opportunities to support UMC mission of outreach and education

6. Workforce
-Identify succession development strategy and opportunities for management.
-Develop employee survey
-Develop framework revising employee performance evaluation to align with organizational goals

FINAL ACTION: None taken

ITEM NO. 14 Discuss and accept the appointment of committee member, Jeff Ellis to the Clinical Quality and Professional Affairs committee for the remainder of the calendar year. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Committee List

DISCUSSION: Jeff Ellis accepted the appointment to the CQPA committee.

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

(Item No. 15 was removed from Consent at the beginning of the meeting)

ITEM NO. 15 Approve the Second Amendment to the Chief Executive Officer's Employment Agreement and authorize the Chairman to sign the Second Amendment. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**

- Second Amendment

DISCUSSION: Ms. Pitz explained that this second amendment extends the length of the contract until June 30, 2020. There is no increase to compensation outside of annual merit increases during the term and there are changes to time periods for evaluations and payment of merit and any earned incentive compensation.

Mr. VanHouweling commented that he appreciated the Boards support and he is proud to lead the 4,000 men and women that take care of our patients. He is also proud to be the CEO and to represent the hospital in the public and media.

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

SECTION 3: CONSENT ITEMS

ITEM NO. 16 Approve the settlement agreement in the matter of United States District Court, District of Nevada Case 2:14-cv-00328-JCM-CWH, entitled *Lee et al. vs. University Medical Center of Southern Nevada et al*; and authorize the Chief Executive Officer to execute the necessary settlement documents. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Settlement Agreement

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

ITEM NO. 17 Approve the settlement agreement in the matter of United States District Court, District of Nevada Case 2:16-cv-01105-APG-PAL, entitled *Beverly Watkins vs. University Medical Center of Southern Nevada*; and authorize the Chief Executive Officer to execute the necessary settlement documents. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Settlement Agreement

FINAL ACTION: A motion was made by Member Dr. Mackay to approve as recommended. Motion carried by unanimous vote.

ITEM NO. 18 **Approve and recommend approval by the Board of Hospital Trustees, the amended Medical and Dental Staff Bylaws of University Medical Center of Southern Nevada; as accepted and voted on by the Medical Executive Committee on July 25, 2017.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Bylaw Revision July 25, 2017

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

ITEM NO. 19 **Approve and recommend approval by the Board of Hospital Trustees, the newly revised Medical Staff Bylaws of University Medical Center of Southern Nevada; as accepted and voted on by the Medical Executive Committee on November 22, 2016.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Revised Bylaws dated July 25, 2017

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

ITEM NO. 20 **Approve and recommend approval by the Board of Hospital Trustees, the newly revised Medical Staff Rules and Regulations of University Medical Center of Southern Nevada; as accepted and voted on by the Medical Executive Committee on June 27, 2017.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Medical Staff Rules and Regulations Dated June 27, 2017

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

ITEM NO. 21 **Approve the Agreement for Emergency Medical Services ("Agreement") between the Vegas Golden Knights ("Team") and University Medical Center of Southern Nevada ("UMC"); and take action as deemed appropriate.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- A complete copy of this agreement is on file at UMC Contracts Department at 1800 West Charleston Blvd., Las Vegas, NV 89102

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

ITEM NO. 22 **Approve the Agreement for Epic Training Services ("Agreement") between ALKU Technologies, LLC ("ALKU") and University Medical Center of Southern Nevada ("UMC"); and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Agreement for Epic Training Services
- BAA and DOO

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

ITEM NO. 23 **Approve the Master Agreement for DataArk Software and Services with MediQuant, Inc. and authorize the Chief Executive Officer to execute future Change Orders within his delegation of authority; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Agreement

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

ITEM NO. 24 **Approve Amendment Three to the Project Consultant Agreement (the "Agreement") between The Rosenberg Group LLC ("TRG") and University Medical Center of Southern Nevada ("UMC"); and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Amendment Three

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

ITEM NO. 25 **Approve the ratification for Amendment Two to the Agreement for Staff Augmentation Services between Optimum Healthcare IT, LLC and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Amendment Two

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

ITEM NO. 26 Approve Amendment Two to Agreement for Physician Services for Obstetric Anesthesia services between USAP of Nevada (Isaacs), PLLC d/b/a U.S. Anesthesia Partners of Nevada, PLLC and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Amendment Two

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

ITEM NO. 27 Approve the 3rd Amendment to MOU between DaVita Medical IPA Nevada, LLC, formerly known as JSA P5 Nevada, LLC d/b/a HealthCare Partners of Nevada and University Medical Center of Southern Nevada (UMC) ; and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Amendment Three

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

ITEM NO. 28 Approve the First Amendment to the Hospital Agreement between OneHealth, Hometown Health Plan, Inc., Hometown Health Providers Insurance Company, Inc. ("OneHealth") and University Medical Center of Southern Nevada ("UMC"); and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- First Amendment

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

ITEM NO. 29 Approve the Care Management Services Agreement between National Consulting & Analysis, LLC ("NCA") and University Medical Center of Southern Nevada ("UMC") and authorize the CEO to execute any renewal periods; and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- National Consulting & Analysis Agreement
- BAA and DOO

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

ITEM NO. 30 **Approve the Provider Agreement between Aruni Tawney, MD and University Medical Center of Southern Nevada for psychiatry services for Ryan White program participants; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Provider Agreement

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

ITEM NO. 31 **Approve Amendment One to the Patient Specimen Collection Services Agreement for Trauma Services and Emergency Department between Laboratory Corporation of America ("LabCorp") and University Medical Center of Southern Nevada ("UMC"); and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Agreement
- DOO

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

ITEM NO. 32 **Approve Amendment Two to the Philips Healthcare Telemetry System Upgrade (which includes Sales Quote and its Value-Added Services SOW); and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Amendment Two

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

ITEM NO. 33 **Approve the addition of Equipment Schedule 006 to Master Lease Agreement No. 21237667 and Service Agreement between Stryker Flex Financial ("Stryker"), a division of Stryker Sales Corporation and University Medical Center of Southern Nevada ("UMC"); and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Agreement
- Schedule

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

ITEM NO. 34 Approve the Agreement for Consulting Services between United Audit Systems, Inc. D/B/A UASI and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Agreement

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

ITEM NO. 35 Approve and recommend for approval by the Board of County Commissioners also sitting as the Board of Hospital Trustees the Interlocal Medical Office Lease for 1524 Pinto Lane between the Board of Regents of the Nevada System of Higher Education (NSHE) on behalf of University of Nevada Las Vegas School of Medicine (UNLVSOM) and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Lease

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

SECTION 4: EMERGING ISSUES

ITEM NO. 36 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)*

Chair O'Reilly announced that at 4pm today the Nevada Medical Center is having an Advisory Board meeting at Delta Point and all are welcome.

COMMENTS BY THE GENERAL PUBLIC:

A period devoted to comments by the general public about matters relevant to the Board'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.

No comments

There being no further business to come before the Board at this time, at the hour of 3:41 p.m. Chair O'Reilly adjourned the meeting.

Minutes Prepared by: Terra Lovelin
APPROVED: September 27, 2017