University Medical Center of Southern Nevada
Governing Board
May 24, 2017

UNLV School of Medicine
1001 Shadow Ln., Las Vegas, NV 89102.
Las Vegas, Clark County, Nevada
Wednesday, May 24, 2017
1:30 p.m.

The University Medical Center Governing Board met in regular session at UNLV School of Medicine, 1001 Shadow Lane, Las Vegas, Clark County, Nevada, on Wednesday, May 24, 2017 at the hour of 1:30 p.m. The meeting was called to order at the hour of 1:35p.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, Chair
Robyn Caspersen
Renee Franklin
Donald Mackay, M.D.
Harry Hagerty
Jeff Ellis
Laura Lopez-Hobbs

Absent:
Michael Saltman (Excused)
Eileen Raney, Vice Chair (Excused)

Ex-Officio Members:

Present:
Barbara Atkinson, M.D, Planning Dean, UNLV School of Medicine
Tom Schwenk, M.D., Dean, University of Nevada, Reno School of Medicine (left at 2pm)

Absent:
Dr. Dale Carrison

Also Present:
Mason VanHouweling, Chief Executive Officer
Tony Marinello, Chief Operating 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.

Dean Schwenk thanked Chair O'Reilly for his summary of the scope of the relationship between UMC and UNRSOM that he gave.

The Dean also thanked the leadership team, medical staff, nursing staff, and everyone in the room for contributing to the number of excellent physicians in Nevada who received their training at UMC and UNLV.

An update was provided on the new Reno Medical School. Dean Schwenk commented that the partnership with Renown Health is going extremely well. Also, the VA has stepped up heavily in terms of student teaching and the community physicians in Reno have stepped up in large numbers.

ITEM NO. 2 Approval of minutes of the regular meeting of the UMC Governing Board on April 19, 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)***

FINAL ACTION: A motion was made by Member Hagerty that the agenda be approved as presented with the order of items amended. Motion carried by unanimous vote.

SECTION 2. BUSINESS ITEMS

ITEM NO. 4 Receive an update by Shani J. Coleman, Redevelopment Manager, City of Las Vegas, for the Las Vegas Medical District. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:** LVMD Update

DISCUSSION: Shani Coleman presented an update to the Board on the redevelopment of the LV Medical District.

The goal is to become the, "Clinical care, research, wellness, education and training center of Southern Nevada and the premier academic medical district in the southwestern Unites States, by 2030"

A discussion ensued about parking for the Medical District and a proposed garage. Ms. Coleman and her team have hired a parking consultant where the sole focus will be creating parking. The goal is that the garage will hold between 750 and 850 parking spaces.

The team looked at redevelopment opportunities to expand the Medical District. The JABarrett Company, a Nevada based Financial Advisors firm is undertaking the organizational structure.

Member Hagerty asked if the parking was paid parking and Ms. Coleman replied that most likely it will be paid to help subsidize the cost of creating the parking.

Mr. VanHouweling added that there is an entire marketing campaign for residents, nurses, and other staff to drive potential employees to the Medical District.

FINAL ACTION: No action taken.

ITEM NO. 5 **Receive an anatomy demonstration on touchscreen Sectra Tables, by Jeffrey C. Fahl, MD FAAP, Professor and Chair of Anatomy, UNLV School of Medicine. _(For possible action)_**

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

DISCUSSION: Dr. Jeffrey Fahl gave a demonstration on how the students first learn about anatomy though 3D images on touchscreen tablets. UNLV is the first school in the United States to go totally virtual. Most schools utilize cadavers and spend a lot of time dissecting these cadavers. UNLV is utilizing the tables as a source of teaching and showed the Board many of the features the tablets offer.

Dr. Neil Haycocks, Associate Professor of Pathology was introduced. He demonstrated how one can view individual cells, tumors, etc. on the touchscreen tablets. There will be a slide library with over 700 pathology cases to start with.

Dr. Haycock added that Pathologists still rely heavily on microscopes but things are changing.

Dean Atkinson agreed with the doctor and added that this is the direction many schools are moving towards.

A discussion ensured about the tactile faucet of learning and Dr. Fahl replied that students will be working with cadavers towards the end of their education so students will definitely get to touch pieces of the anatomy.

FINAL ACTION: No action taken.

ITEM NO. 6 Receive an update on replacement of Electronic Health Record (EHR) clinicals product; and direct staff accordingly. ***(For possible action)***

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

DISCUSSION: Brian Rosenberg is unable to attend so Mr. VanHouweling provided an update.

July 1st is when the Quick Cares "Go Live" and the Epic budget continues to be on target. The project is going well and the physicians are engaged. An onsite training will occur in June for all physicians and July for the rest of the employees.

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: Member Raney, Chair of the Strategy Committee, is not in attendance today so Mr. VanHouweling provided a brief update.

The committee continues to look at market share, building networks and becoming part of the Accountable Care Organization. Mr. VanHouweling will invite one of the members of the ACO to speak at the next Strategy committee meeting.

Mr. VanHouweling recognized Yolanda King for taking on AB65 and the commissioners for supporting this particular bill. Also, Intellimed and Crimson were demonstrated so the staff and committee could enter into discussion regarding which program to use moving forward.

FINAL ACTION: No action taken.

ITEM NO. 8 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: Member Ellis, Chair of the HR committee provided a brief update.

On May 16th the committee met and approved the ratification of the Engineers Bargaining agreement to move forward to the BCC for final approval. The committee reviewed the goals and objectives for Mr. VanHouweling and the executive team members. HR objectives for the next year were also developed and at the June Governing Board meeting these will be presented.

FINAL ACTION: None 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: Member Hagerty, Chair of the Audit and Finance Committee provided a brief update from the meeting on May 17.

The committee received an update on the March financials, an update on the EHR progress and approved 16 contracts.

FINAL ACTION: No action taken.

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

DOCUMENT(S) SUBMITTED**:**
- MD&A March FY2017

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

- Admissions were down
- LOS was down 7.4%
- Surgery was down
- ER visits were down 3.9%
- Salaries, wages and benefits were slightly over by $165k
- Premium pay and nursing shortage are factors contributing to being over budget
- Professional fees are running favorable to budget

Ms. Wakem noted that UMC is accruing reserves for the dish payment that we will have to make, roughly $900k a month.

Chair O'Reilly asked who calculated the dish payment.

Ms. Wakem replied the Medicare Auditors came out and audited 2014 so we are using our best judgement on how much we will have to pay back.

Member Hagerty asked about the reserves being built into the budget.

Mr. VanHouweling added that we have received many different numbers regarding the amount UMC will pay back so he wanted to be very conservative and start saving immediately. Other hospitals are going through this right now so discussions have been on going with the other parties.

FINAL ACTION: None

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 submitted

DISCUSSION: Dean Atkinson provided a brief update on the school.

July 17 is when the first class starts and this first class is completely full and many cultures and ethnicities are represented. The most complicated part is the transition of faculty physicians and residents from UNR's Southern Nevada practice plan to UNLV School of Medicine that will occur on July 1 of this year. There are almost 1,000 contracts all together.

Brian Brannman will be the Chief Financial Officer and Chief Operating Officer of the practice plan. Eileen Raney has been invited to be on UNLV's Strategic Planning Committee.

Member Caspersen asked about diversity statistics and Dean Atkinson replied that only Nevada residents or those with strong ties to Nevada were selected for the first class and those students represent many different ethnicities.

FINAL ACTION: None taken

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

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

DISCUSSION: Mr. VanHouweling thanked Dean Atkinson and her assistant Joann for the coordination of this meeting and provided a few notable updates.

AB 374: This bill would allow for those that do not meet the normal criteria for Medicaid in NV, to be able to purchase Medicaid.

This bill just came up about a week or two ago and Mr. VanHouweling and his staff are monitoring this.

Another bill that is being watched closely is AJR14 (Assembly Joint Resolution). This bill is a proposal that will make a change to the states constitution for emergency care services. This would set ER bills at 150% of Medicare and essentially fixes the prices related to Emergency Room services. This would be a concern to all hospitals in that, in case of an emergency or trauma, all the hospitals could get paid is 150% of Medicare.

UMC is excluded in AB382 but this is a bill that would mean if you are not in network and come in for elective surgery and a non-contracted provider, e.g. an anesthesiologist, provides you a service at the location, all the hospital would be able to receive would be capped at 200% of Medicare rates. For profit hospitals are against the passage of these bills.

FINAL ACTION: None

ITEM NO. 13 Accept the appointment of Mary Lynn Palenik to serve on the Governing Board as well as the Strategic Planning and Audit and Finance Committees of the Governing Board as an Ex-Officio member, and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:
- Mary Lynn Palenik CV

DISCUSSION: None

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

ITEM NO. 14 Approve the Second Amendment to Preliminary Affiliation Agreement between the Board of Regents of the Nevada System of Higher Education (NSHE) on behalf of the University of Nevada, Las Vegas and its School of Medicine (UNLV School of Medicine or School) and University Medical Center of Southern Nevada (UMC), subject to final approval by the Board of Hospital Trustees; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Second Amendment

DISCUSSION: Susan Pitz, General Counsel explained that this amendment is the next phase of the affiliation agreement between UMC and UNLV School of Medicine. This sets forth residency dollars as well academic mission support for the next year.

Signage was shown with the UMC and UNLV School of Medicine name and logo.

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

SECTION 3: CONSENT ITEMS

ITEM NO. 15 Approve and recommend for ratification by the Hospital Board of Trustees, in accordance with Clark County Ordinance 3.74.030(12); the Collective Bargaining Agreement between University Medical Center and the International Union of Operating Engineers, Local 501, effective the date ratified by the Hospital Board of Trustees through June 30, 2020; and retroactively restore benefits that were frozen for concessions made by the Union in accordance with NRS 288.225. *(For possible action)*

DOCUMENT(S) SUBMITTED:
-Attachments I through IV

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

ITEM NO. 16 Approve changes to the Management Compensation Plan regarding effective dates for merit increases and incentive bonuses. (*For possible action)*

DOCUMENT(S) SUBMITTED:
-Settlement Agreement and Release

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

ITEM NO. 17 Approve and recommend ratification by the Governing Board the Amendment One between Anchor Healthcare Consultants, LLC and University Medical Center of Southern Nevada for Consultant Services and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Amendment One

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

ITEM NO. 18 Approve the Third Party Tools Orders between Epic Systems Corporation and University Medical Center of Southern Nevada for InterSystems Cache Licensing (Subscription Model) and allow the Chief Executive Officer to sign future Third Party Tools Orders within his delegation of authority; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- On file with UMC Legal Department

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

ITEM NO. 19 **Approve and recommend for ratification by the Governing Board the Amendment One 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(S) SUBMITTED**:**
- Amendment One
- Disclosure of Ownership

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

ITEM NO. 20 **Approve the Service Agreement for Interpretation and Translation Services between CyraCom, LLC and University Medical Center of Southern Nevada; authorize the Chief Executive Officer to exercise any renewal options; and take action as deemed appropriate. *(For possible action)***

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

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

ITEM NO. 21 **Approve Amendment Two to Legal Services Agreement (QAF Program) between Dean L. Johnson, Inc. (Attorney) and University Medical Center of Southern Nevada (UMC), subject to final approval by the Board of Hospital Trustees; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Amendment Two

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

ITEM NO. 22 **Approve the Settlement Agreement under MHRIA between the California Hospital Association (CHA), University Medical Center of Southern Nevada (UMC), and Dean L. Johnson, Inc. (Attorney); and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:

- Settlement Agreement

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

ITEM NO. 23 **Approve and recommend for approval by the Board of County Commissioners, also sitting as the Board of Hospital Trustees for University Medical Center of Southern Nevada (UMCSN), the Group Enrollment Agreement between University Medical Center of Southern Nevada and Health Plan of Nevada, Inc. to provide health care coverage to UMCSN employees, retirees and dependents through a Health Maintenance Organization; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- HPN UMC Group Enrollment Agreement
- HPN Agenda Item for Clark County
- HPN Group Enrollment Agreement Clark County
- Disclosure of Ownership

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

ITEM NO. 24 **Approve Amendment One to Bid No. 2014-03, Workers Comp and Out of State Medicaid Accounts Receivable Services Agreement, between MedData, Inc. and University Medical Center of Southern Nevada; authorize the Chief Executive Officer to exercise the remaining renewal option; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Amendment One

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

ITEM NO. 25 **Approve the EMR System Access Agreement between the Board of Regents of the Nevada System of Higher Education (NSHE) on behalf of the University of Nevada, Las Vegas and its School of Medicine (UNLV School of Medicine or School) and University Medical Center of Southern Nevada (UMC); authorize the Chief Executive Officer to exercise any renewal options; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- System Access Agreement

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

ITEM NO. 26 Approve the Master Affiliation Agreement for Graduate Medical Education (GME) between the Board of Regents of the Nevada System of Higher Education (NSHE) on behalf of the University of Nevada, Las Vegas and its School of Medicine (UNLV School of Medicine or School) and University Medical Center of Southern Nevada (UMC); and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Master Affiliation Agreement 2017

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

ITEM NO. 27 Approve and recommend for ratification by the Governing Board Amendment One to Agreement for Medical Coding Support between Pietro S. Ingrande and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Amendment One

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

ITEM NO. 28 Approve and recommend for ratification by the Governing Board the Professional Services Agreement for Physician On-Call Coverage between S & G Halthore, PC d/b/a S & G Halthore and University Medical Center of Southern Nevada; authorize the Chief Executive Officer to exercise any renewal options; and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- S&G Halthore Professional Services Agreement

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

ITEM NO. 29 Approve the Medical Student Affiliation Agreement between The Uniformed Services University of the Health Sciences, a Department of Defense academic entity (USUHS), and University Medical Center of Southern Nevada (UMC); and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Medical Student Affiliation Agreement

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

ITEM NO. 30 Approve the Medicaid Hospital Services Agreement between Aetna Better Health of Nevada Inc. and University Medical Center of Southern Nevada ("UMC"); and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Hospital Services Agreement Checklist

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

ITEM NO. 31 Approve the Clinical Affiliation Agreement between North Dakota State University and University Medical Center of Southern Nevada ("UMC"); and take action as deemed appropriate. *(For possible action)*

DOCUMENT SUBMITTED:
- Clinical Affiliation Agreement

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

SECTION 4: EMERGING ISSUES

ITEM NO. 32 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)*

None

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.

There being no further business to come before the Board at this time, at the hour of 3:26 p.m. Chair O'Reilly adjourned the meeting.

Minutes Prepared by: Terra Lovelin
APPROVED: June 21, 2017