University Medical Center of Southern Nevada
Governing Board
January 31, 2018

UMC Emerald Room
901 Rancho Lane, Suite 180
Las Vegas, Clark County, Nevada
Wednesday, January 31, 2018
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, January 31, 2018 at the hour of 2:00 p.m. The meeting was called to order at the hour of 2:00 p.m. by Chair John 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
Laura Lopez-Hobbs
Jeff Ellis
Christian Haase
Mary Lynn Palenik

Absent:

Ex-Officio Members:

Present:
Barbara Fraser, Ex-Officio
Dr. Frederick Lippmann, Chief of Staff

Absent:
Barbara Atkinson, M.D, Planning Dean, UNLV School of Medicine

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

Speakers: None

ITEM NO. 2 Approval of minutes of the regular meeting of the UMC Governing Board on December 13, 2017. ***(Available at* University *Medical Center, Administrative Office) (For possible action)***

Member Caspersen had one correction with regards to ITEM No. 11, the CEO update, to change "You Loose" to "You Lose".

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 Lopez-Hobbs that the agenda be approved as presented. Motion carried by unanimous vote.

SECTION 2. BUSINESS ITEMS

ITEM NO. 4 Receive an overview of the GME program from the Designated Institutional Official, Dr. Miriam Bar-on; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Graduate Medical Education Annual Report - Academic Year 2016-2017

DISCUSSION: Dr. Miriam Bar-On, MD, Senior Associate Dean for Graduate Medical Education and DIO, presented the annual overview of the GME program.

Dr. Bar-On outlined a few highlights of Academic Year 2016-2017:

UNLV became an ACGME Sponsoring Institution in August 2016. UNLV was approved to transition 17 Las Vegas training programs, 11 residencies and 6 accredited fellowships. As a result of the transition, new program directors were selected for 5 departments.

On July 1, 2016 Orthopaedic Surgery started their first class.

In January 2017 the Cardiology and Rural Family Medicine programs received full accreditation.

Dr. Bar-On also noted that thanks to Vick Gill, Associate Administrator, the cafeteria opened during prime-time eating hours.

In June of 2017, Cardiology graduated their first class of cardiologists and Gastroenterology graduated their first class of gastroenterologists.

A GME Director was hired and the GME Office relocated to the 2040 Building.

There were a few lowlights; ACGME site visits, where Child Psychiatry was given initial accreditation with warning and Otolaryngology was given continued accreditation but with citations. There is no lounge for residents/fellows and they need more space for expanding programs and new ones.

The school will continue to expand resident/fellow integration in UMC activities and she believes it will help both the school and UMC. Dr. Bar-On also hopes to integrate workspace and learning space for trainees as well as collaborate with UMC on their Wellness program.

Member Hagerty asked about CMS reimbursements and other hospitals.

Dr. Bar-On replied that current reimbursement rates are grandfathered in.

Mr. VanHouweling explained what sets the rate for reimbursement. UMC is stuck at 1983 rates and it is a problem with all established programs.

FINAL ACTION: No action taken.

Chair O'Reilly welcome our new Chief of Staff, Dr. Lippmann and thanked him for being here. He also welcomed and thanked Barbara Fraser, the new Ex-Officio member on the Board.

ITEM NO. 5 Receive a presentation on public records request and record retention. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- UMC Public Records Act & Record Retention

DISCUSSION: James Conway, Assistant General Counsel presented an educational overview with regards to the Nevada Public Records Act.

UMC is a government entity subject to the Nevada Public Records Act (NRS Chapter 239).

"Unless otherwise declared by law to be confidential, all public books and records" are subject to disclosure and inspection.

Mr. Conway explained when a record is “confidential”.

If the confidential information can be redacted, you cannot deny the entire record. You should redact the confidential information then provide the record.

When responding to a request, unless the record is readily available, an agency must respond in writing within five business days from receipts of the request.

Minutes or audiotape recordings of meetings must be made available for inspection by the public within 30 working days after adjournment of the meeting.

Mr. Conway summarized the record retention policy and provided examples of UMC’s record retention requirements under the Clark County Retention Schedule.

<u>FINAL ACTION</u>: 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)***

<u>DISCUSSION</u>: Member Jeff Ellis, Chair of the Human Resources (HR) Committee provided a summary of the last HR meeting that was held on January 8, 2018.

Recruitment, turnover and vacancy metrics for the first two quarters of 2018 were received. HR staff is doing a great job in getting positions filled.

A pre-employment assessment tool was chosen to help with assessing whether or not candidates fit within the UMC culture.

The Physician compensation plan was discussed and the committee had a few more questions that need to be answered before proceeding.

The Specialty Physician compensation plan was also discussed and they agreed to move this plan forward.

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

<u>DISCUSSION</u>: Member Caspersen, Chair of the Audit and Finance Committee (A&F) provided a summary of the last A&F meeting that was held on January 17, 2018.

Quorum was achieved ten minutes after the meeting started and items were then approved.

A presentation from B&P Advertising was tabled until the next meeting in February due to scheduling conflicts.

The monthly financial report was given and the Board will receive the same report today.

All contracts were discussed and approved.

ITEM NO. 8 Receive the monthly financial report; and direct staff accordingly. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- December FY2017 Financials

DISCUSSION: Jennifer Wakem presented the following financials summary for FY2017 for November.

-Hospital revenue for the month was $2.5 million over budget
-Operating expenses were $2.8 million over budget

Ms. Wakem noted there was a $2 million accounting adjustment that they corrected this month which impacted the year to date income from operations.

-Total admissions were 2037, up 13.4% from prior year
-Surgery cases totaled 880, up 18.3% from prior year
-ER visits were down 5.5%
-Average daily census for December was 394

Mr. VanHouweling added that we are working with our Quick cares and neighborhood hospitals to get patients admitted directly from the floors. We are relying less on the ED to generate admits.

FINAL ACTION: None

ITEM NO. 9 Receive an update on the University of Nevada Las Vegas School of Medicine; and direct staff accordingly. ***(For possible action)***

DISCUSSION: Dean Atkinson is not here today.

FINAL ACTION: None

ITEM NO. 10 Receive an update from the Hospital CEO; and direct staff accordingly. *(For possible action*

DOCUMENT(S) SUBMITTED**:**
- CEO Report

DISCUSSION: Mr. VanHouweling provided the following operational updates.

- Flu season has impacted UMC and other hospitals, the worst flu season in many years (400 positive flu tests at UMC)
- ED in process of expanding with 18 more observation beds
- 3T MRI machine arriving in March
- January 22, Congress passed a six year extension in reauthorization of CHIP funding (allows kids to have access to healthcare when their parents may not qualify)
- Centennial Quick and Primary Care scheduled to open on March 1
- Two town halls scheduled for February 8 and 9
- January 1, new State Legislative actions relating to the Opioid epidemic; new requirements for all hospitals to report legal and illegal overdosing
- Board Trustee Certification (Chair O'Reilly suggested members take a look at the program documents, he believes the Board should consider it and bring it to the committees for discussion)
- Author of "Chicken Soup for the Nurses Soul" scheduled to speak to staff February 14, 2018.
- March 2, 2018 from 12-2 is Employee Recognition at Texas Station
- March 9, 2018 "Stop the Bleed" campaign at the Clark County Govt. Center

FINAL ACTION: None

ITEM NO. 11 Accept nominations and elect a Chair and Vice-Chair and take other action as appropriate. *(For possible action)*

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

DISCUSSION: Chair O'Reilly stated it has been his pleasure and honor to serve as Chair of this Board and if the board saw fit, he would like to continue for another term (2 years). Chair O'Reilly then recommended that Dr. Donald Mackay serve in the Vice-Chair position.

Member Hagerty commented that he appreciated Mr. O'Reilly volunteering to continue as Chairman.

FINAL ACTION: A motion was made by Member Franklin to nominate Dr. Mackay as Vice Chair and that Mr. O'Reilly continue to serve as Chair of this Board. Motion carried by unanimous vote.

(Dr. Mackay and Chair O'Reilly abstained from voting on their nomination)

SECTION 3: CONSENT ITEMS

ITEM NO. 12 Recommend for approval by the Board of County Commissioners, also sitting as the Board of Hospital Trustees for University Medical Center of Southern Nevada, the settlement agreement in the matter of District Court Case A-15-729629-C, entitled *Kiefer Johncock, Jessica Lopez, and Chandi Melton as Co-Special Administrator of the Estate of Hailey Johncock 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 and Release of all Claims

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

ITEM NO. 13 Approve the settlement agreement for the matters of United States District Court, District of Nevada Case 2:14-cv-01678-RFB-PAL, entitled *Patricia Kennedy vs. University Medical Center of Southern Nevada*, and United States District Court, District of Nevada Case 2:16-cv-02418-APG-PAL, entitled *Patricia Kennedy 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 and Release of all Claims

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

ITEM NO. 14 Approve the Clinical Study Agreement between inVentiv Health Clinical, LLC, University Medical Center of Southern Nevada and Michael D. Daubs, M.D., and accompanying Memorandum of Understanding between Michael D. Daubs, M.D. and University Medical Center of Southern Nevada for the study described below; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Clinical Study Agreement
- MOU

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

ITEM NO. 15 Approve Amendment Four 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(S) SUBMITTED**:**
- Amendment Four

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

ITEM NO. 16 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, the Amendment II to Standard Office Lease Agreement between 701 Medical, LLC and University Medical Center of Southern Nevada for rentable space for the UMC Wellness Center at 701 Shadow Lane; and take action as deemed appropriate. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Amendment II

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

ITEM NO. 17 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), Amendment 1 to the Lease Agreement between TAG NW Mixed Use, LLC and UMCSN entered into in May of 2017 for a new Quick Care location; and take action as deemed appropriate. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Amendment 1 to Lease for Suite 190

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

ITEM NO. 18 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), Amendment 1 to the Lease Agreement between TAG NW Mixed Use, LLC and UMCSN entered into in May of 2017 for a new Primary Care location; and take action as deemed appropriate. ***(For possible action)***

DOCUMENT SUBMITTED:
- Amendment 1 to Lease for Suite 230

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

ITEM NO. 19 **Approve Amendment Two to the Provider Agreement between Eugene Libby, DO and University Medical Center of Southern Nevada; authorize the CEO to sign future extensions; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Amendment Two to Provider Agreement

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

ITEM NO. 20 **Approve the Statement of Work #2 between Global Healthcare Exchange, LLC and University Medical Center of Southern Nevada for electronic payment services; authorize the Chief Executive Officer to exercise any renewal options; and take action as deemed appropriate. *(For possible action)***

DOCUMENTS SUBMITTED:
- Global Healthcare Exchange, LLC Statement of Work #2

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

ITEM NO. 21 **Approve the ratification by the Governing Board Amendment Six to the Master Agreement between Abbott Laboratories, Inc. and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENTS SUBMITTED:
- Abbott Master Agreement Extension

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

ITEM NO. 22 **Approve the award of RFP 2017-15, Comprehensive Background Check Services, to Certiphi Screening, Inc.; approve the Services Agreement and authorize the CEO to exercise any option periods; and take action as deemed appropriate. *(For possible action)***

DOCUMENTS SUBMITTED:
- Certiphi Services Agreement
- Membership Application and Statement of Intent
- Disclosure of Ownership

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

ITEM NO. 23 Approve the Clinical Data Base and Resource Manager License Agreement and Order Form with Vizient Inc. for quality management and software solutions; authorize the CEO to exercise any renewal options; and take action as deemed appropriate. ***(For possible action)***

DOCUMENTS SUBMITTED:
- License Agreement
- Order Form

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

ITEM NO. 24 Approve Amendment Four to the Quality Measures Abstraction Agreement between Primaris Holdings, Inc. and University Medical Center of Southern Nevada; and take action as deemed appropriate. ***(For possible action)***

DOCUMENTS SUBMITTED:
- Amendment Four

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

ITEM NO. 25 Approve the 340B Engagement Letter with Powers Pyles Sutter & Verville, PC for 340B Program Requirements and Related Issues; and take action as deemed appropriate. ***(For possible action)***

DOCUMENTS SUBMITTED:
- Engagement Letter

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

ITEM NO. 26 Approve the Master Agreement and associated Order Forms between Allscripts Healthcare, LLC and University Medical Center of Southern Nevada for enterprise information solutions and application management services; authorize the Chief Executive Officer to approve future Order Forms within his delegation of authority; and take action as deemed appropriate. ***(For possible action)***

DOCUMENTS SUBMITTED:
- Master Agreement
- Allscripts Order Form
- OneContent Epic Integration

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

Chair O'Reilly suggested placing the Consent Items at the beginning of the agenda.

SECTION 4: EMERGING ISSUES

ITEM NO. 27 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)*

Member Hagerty commented that he received great care and had a great experience at the Peccole and Blue Diamond Quick Cares.

COMMENTS BY THE GENERAL PUBLIC:

No comments

There being no further business to come before the Board at this time, at the hour of 3:10 p.m. Chair O'Reilly adjourned the meeting.

Minutes Prepared by: Terra Lovelin

APPROVED: February 28, 2018