

**University Medical Center of Southern Nevada
Governing Board
November 16, 2016**

UMC Emerald Room
901 Rancho Lane, Suite 180
Las Vegas, Clark County, Nevada
Wednesday November 16, 2016
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, November 16, 2016, at the hour of 2:00 p.m. The meeting was called to order at the hour of 2:10 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 (via phone)
Renee Franklin
Donald Mackay, M.D.
Michael Saltman (via phone)
Jeff Ellis
Harry Hagerty
Laura Lopez-Hobbs

Absent:

Eileen Raney, Vice Chair, Excused

Ex-Officio Members:

Present:

Barbara Atkinson, M.D, Planning Dean, UNLV School of Medicine
Thomas Schwenk, M.D., Dean, University of Nevada School of Medicine (via phone)

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 October 26, 2016. *(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. Motion carried by unanimous vote.

Member Hagerty noted that #16 (Epic) and #17 (ServiceNow, Inc.) were not separately approved by the Audit and Finance Committee; those contracts were brought straight to this Board for approval.

SECTION 2. BUSINESS ITEMS

ITEM NO. 4 Receive a presentation from Jeremy Aguero, Principal of Applied Analysis on an analysis regarding industry dynamics within the boundaries of the City of Las Vegas Medical District. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Presentation

DISCUSSION: Mason VanHouweling introduced Jeremy Aguero with Applied Analysis.

Mr. Aguero and his team were asked if they could determine what businesses were located within the Las Vegas Medical District by the City of Las Vegas. Today's presentation is the first cut at understanding what businesses are in the area. This is a preliminary analysis.

The team pulled reports on all businesses who are covered by unemployment insurance coverage and then the records for all the people who are licensed to provide medicine in the State of Nevada. The team then geocoded the data and put the information into graphs and maps.

The summary of findings was presented to the Board.

The LVMD accounts for nearly 7 percent of Clark County's active medical doctors and provides home to nearly 500 businesses. 44 percent of those businesses are dedicated to healthcare related activities. These businesses provide employment for an estimated 7,000 individuals, 47 percent of which work in healthcare services.

Mr. Aguero gave an overview of the top ten LVMD Industries and the top ten LVMD employers.

In response to Chair O'Reilly's question Mr. Aguero stated that Southern Nevada has about 55,000 employer businesses and about 150,000 non-employer businesses, for example real estate agents, sole proprietors, etc.

**ITEM NO. 5 Receive an Informational Presentation by Anna Caputo, Equal Opportunity Program Manager on Federal Fair Employment Law – LGBT Protections.
(For possible action)**

DOCUMENT(S) SUBMITTED:

- LGBT Update November 2016 PowerPoint
- Best Practices
- Fact Sheet
- Preventing Employment Discrimination
- Affordable Care Act Fact Sheet

DISCUSSION: Anna Caputo provided the Board with a few educational updates with regards to the fair employment law as it relates to sex, gender identity, and sexual orientation.

Sex is a protected category and UMC is a place of public accommodation so these rules apply to UMC.

Member Hagerty asked how one defines a place of public accommodation.

Ms. Caputo replied that is a location where the public is welcome, not a private club.

Chair O'Reilly asked where the acronym "LGBT" came from and Ms. Caputo replied that it's not a defined acronym but rather a social construct and some do add "Q" on the end as well.

FINAL ACTION: No action taken.

ITEM NO. 6 Receive an update on the Electronic Health Record (EHR) Product including process for consideration of certain contracts at the November Governing Board Meeting; and direct staff accordingly. *(For possible action)*

DOCUMENT(S) SUBMITTED:

-EHR Presentation

DISCUSSION: Brian Rosenberg gave an update on the implementation of the EHR project.

July 1 is the official “Live” date for the clinics and a target date in November for the rest of the hospital.

The first phase of the build is complete, they have worked through staffing issues and the project is on track.

Chair O'Reilly requested page numbers be placed on future presentations Mr. Rosenberg provides.

Mr. Rosenberg explained the waves that are shown on the presentations and he clarified that Wave 1 refers to the clinics and Wave 2 refers to the hospital.

Dean Schwenk asked if Mr. Rosenberg would work with UNLV's IT Director during the transition.

Mr. VanHouweling added that UMC is still working out the details with UNLV and it would be nice to have a single EHR system between the two.

Dean Atkinson would like the School of Medicine to start on July 1 as well.

Mr. VanHouweling replied that it would be great but a huge undertaking with logistics involved on both sides.

FINAL ACTION: No action taken.

ITEM NO. 7 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: Chair of the Committee, Laura Lopez-Hobbs gave a summary of what was discussed at the last meeting on November 15, 2016.

Management reviewed the CEO performance metrics as applied to the committee; they asked that the review document be completed before December

25. The committee then asked for a formal market analysis so they could substantiate an increase for the CEO.

A report was given on total compensation that is planned for distribution in early 2017. Ms. Lopez-Hobbs asked for the proposed chart to include the total sum of dollars spent at UMC on benefits for employees. Deb Fox updated the committee on the reorganization of the nursing division.

Mr. VanHouweling stated that staff has reminded all the committees that his review is coming up and he will provide them all with review criteria. He also added that the same formula used for the review last year will be the same one used this year. Mercer data is what was used and will be used going forward.

FINAL ACTION: No action taken.

ITEM NO. 8 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: Chair of the Committee, Harry Hagerty gave a summary of what was discussed at the last meeting on November 9, 2016.

Staff from BDO gave a report on the draft Audit for FY 2016. There was one reclassification that remained to be made. The final signed report will be issued after being accepted by the Board today. The Audit and Finance Committee recommends full acceptance by the Board today as is. Member Hagerty thanked Stephane Merrill, BDO Staff and Brent Hilton for all their great work.

An EHR update was provided by Brian Rosenberg as well. The Financial report that is provided monthly will now include an extra slide that includes the status of capital expenditures and cash flow.

The committee asked for a report on the status of the Affordable Care Act due to the recent election and they will present this to the committee in December.

The committee also reiterated their interest in helping with the CFO search.

FINAL ACTION: No action taken.

ITEM NO. 9 Receive the monthly financial reports for September 2016 and Fiscal Year end 2016; and direct staff accordingly. *(For possible action)*

DOCUMENT(S) SUBMITTED:

-Management Discussion and Analysis September FY 2017 Financials
-FY 2016 Year End Financial Analysis

DISCUSSION: Chief Financial Officer, Stephanie Merrill gave a review of the September FY2016 Financials.

- Admissions and ED volumes were up for the month over prior years.
- Payor mix has remained consistent over last few months.
- Net revenue exceeds expenses.
- Operating income was better than budget.
- Salaries and budgets were slightly higher than budget due to OT and incentive programs.
- Average Daily census was a bit higher than last August.

FY2016 Year End

- No audit adjustments
- Favorable increases in payor mix
- Increases in revenue for adjusted discharge
- Operating expenses staying consistent

Chair O'Reilly asked Mr. VanHouweling if staff is addressing budget issues, whether revenue or expenses that are out of sync with what was budgeted.

Mr. VanHouweling replied that they do extensive reviews every month and are focusing on the GPO conversion as that is providing large cost savings.

FINAL ACTION: No action taken.

ITEM NO. 10 Receive an update on the University of Nevada Reno School of Medicine; and direct staff accordingly. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- None submitted

DISCUSSION: Dean Schwenk announced the success of the restructuring of the orthopedic residency. This was successful because of the relationship with UMC and the School of Medicine. Also, the transition of the school is proceeding well.

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 submitted

DISCUSSION: Dean Barbara Atkinson made the following announcements:

- They have received 691 applications from students for their first class and they are now interviewing. These are all Nevada students or have strong Nevada ties.
- Renderings for the new medical education building were shown and Dean Atkinson is hoping for a \$100 million dollar donation to get it started.
- The Practice Plan Board plans to have their first meeting in December.
- A lot of time has been spent on getting the clinical operations up and going for the UNR School of Medicine.

(Short break was taken at 3:35pm)

(Reconvened at 3:40pm)

FINAL ACTION: No action taken.

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

DOCUMENT(S) SUBMITTED:

-Updates

DISCUSSION: Mr. VanHouweling provided the board with a few hospital updates.

- Leapfrog came out for the fall and UMC ended up with a “C” grade – joining most other Las Vegas hospitals
- Census is running high at 420+ this week
- C-Suite Update: We are in the process of screening CFO candidates and we have hired a COO and he will be starting January 1, 2017.
- Completed UNOS Survey of UMC Center for Transplantation
- “Hospitality and Healthcare Summit” held at UNLV this week.
- CNO Nursing Retreat hosted 120 UMC Nurses
- March of Dimes “Nurse of the Year” Awards will be celebrated November 19th at the Orleans. Deb Fox our CNO was nominated!
- Cardiovascular Surgeon Dr. Quynh Feikes was profiled in David Magazine.
- Heroes Challenge Blood Drive will be held on November 30th from 7am to 7pm.

FINAL ACTION: No action taken.

ITEM NO. 13 Determine future meeting dates and times through calendar year 2017 and direct staff accordingly. (For possible action.)

DOCUMENT(S) SUBMITTED:

-2017 Future Meeting Dates

DISCUSSION: Chair O'Reilly stated that if any Board members have conflicts with the 2017 proposed meeting schedule, please let Terra know and we will address them the best we can.

FINAL ACTION: No action taken.

ITEM NO. 14 Receive a presentation from Dr. Stuart Brown M.D. on the Global Science of Play. (*For possible action.*)

DOCUMENT(S) SUBMITTED:

--None submitted

DISCUSSION: Mr. VanHouweling introduced Dr. Stuart Brown, the founder of the National Institute of Play.

Chair O'Reilly explained how he met and got to know Dr. Brown. Dr. Brown has traveled the world talking about the Science of Play and he is globally recognized.

Dr. Brown stated he should be introduced as an aging, neotenist primate. Neotenist means to stretch and we are designed fundamentally to remain immature through our entire life time. Some of the characteristics of neoteny are to remain playful. The definition of play was explained as having a separate biology from all other processes. Attunement is one element of play.

Dr. Brown first recognized the importance of play by discovering its absence in the life stories of murderers and felons. He was asked in 1966 to find out why the Texas tower shooter murdered 14 people after killing his wife and mother. He was given an unlimited budget and conducted dissections and interviews and found out again and again that the shooters' sadistic father had suppressed play behavior from day one. This individual was a brilliant, young man who was very angry and empty. Play deprivation was a consensus of the entire group of experts who determined he was incapable of handling his violent and aggressive emotions.

Dr. Brown then studied young murderers at Huntsville prison, comparing them against 300 matched controls and the play history of the murderers were vastly different compared to the matched controls. This opened his eyes to the history of play.

SECTION 3: CONSENT ITEMS

All matters of this section were considered to be routine and were acted upon in one motion.

- ITEM NO. 15 Receive and accept the Fiscal Year 2016 Audit Report from BDO USA, LLP, Certified Public Accountants for University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- UMC FY16 Financial Statements
- SAS 114 Communications – UMC Audit Wrap Up

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

- ITEM NO. 16 Approve Amendment 7 between 3M and University Medical Center of Southern Nevada for Software Licenses and Interfaces for Epic and authorize the Chief Executive Officer to execute future Order Forms under the appropriate signing authority; and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Software License and Services Agreement
- Disclosure of Ownership

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

- ITEM NO. 17 Approve the Master Ordering Agreement between ServiceNow, Inc. and University Medical Center of Southern Nevada for the Information Technology Service Management Tool and authorize the Chief Executive Officer to execute future Order Forms under the appropriate signing authority; and take action as deemed appropriate *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Master Ordering Agreement
- Order Form
- Disclosure of Ownership

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

- ITEM NO. 18 Approve the award of Bid No. 2016-15 Low Voltage Conduit/Cable Installation to IDeACOM, Dti, the lowest responsive and responsible bidder; and authorize the Chief Executive Officer to sign the Award Letter and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Bid Award

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

- ITEM NO. 19 Approve the Master Software and Services Agreement with Lexmark Enterprise Software, LLC and University Medical Center of Southern Nevada for document imaging services; and authorize the Chief Executive Officer to sign the agreement. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Master Software and Services Agreement
- User Agreement
- Disclosure of Ownership

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

- ITEM NO. 20 Approve Amendment One to Consulting Agreement between Diamond Healthcare Corporation and University Medical Center of Southern Nevada; and authorize the Chief Executive Officer to sign the amendment. *(For possible action)***

DOCUMENT SUBMITTED:

- Amendment One to Consulting Agreement

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

- ITEM NO. 21 Approve the new Hospital Services Agreement between Health Services Coalition ("HSC") and University Medical Center of Southern Nevada ("UMC"); and authorize the Chief Executive Officer to sign the agreement. *(For possible action)***

DOCUMENT SUBMITTED:

- Hospital Services Agreement

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

- ITEM NO. 22 Approve the Fifth Amendment to the Hospital Services Agreement between Teachers Health Trust and University Medical Center of Southern Nevada ("UMC"); and authorize the Chief Executive Officer to sign the amendment. *(For possible action)***

DOCUMENTS SUBMITTED:

- Fifth Amendment Hospital Services Agreement

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

- ITEM NO. 23 Approve the First 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) and University Medical Center of Southern Nevada (UMC); and authorize the Chief Executive Officer to sign the amendment. (*For possible action*)**

DOCUMENTS SUBMITTED:

- First Amendment to Preliminary Affiliation Agreement

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

- ITEM NO. 24 Approve the Terms and Conditions Agreement between Kronos and University Medical Center of Southern Nevada for the Workforce Central – Software as a Service (SaaS) Product Suite; and authorize the Chief Executive Officer to sign the Agreement. (*For possible action*)**

DOCUMENTS SUBMITTED:

- Terms and Conditions
- Disclosure of Ownership

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

- ITEM NO. 25 Approve and recommend for approval by the Board of Hospital Trustees the Master Distribution Agreement with Medline Industries, Inc. and University Medical Center of Southern Nevada; and take action as deemed appropriate. (*For possible action*)**

DOCUMENTS SUBMITTED:

- Master Distribution Agreement

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

- ITEM NO. 26 Approve and recommend for approval by the Board of Hospital Trustees the Group Commitment Agreement with Cardinal Health 110, LLC and Cardinal Health 112, LL and University Medical Center of Southern Nevada; and take action as deemed appropriate. (*For possible action*)**

DOCUMENTS SUBMITTED:

- Group Commitment Agreement

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

- ITEM NO. 27 Approve Amendment Four to Agreement for Physician Professional Services between Quality Care Consultants, LLC and University Medical Center of Southern Nevada for advisor services; and authorize the Chief Executive Officer to sign the agreement. *(For possible action)***

DOCUMENTS SUBMITTED:

- Amendment Four

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

- ITEM NO. 28 Approve the Professional Services Agreement between Ellis, Bandt, Birkin, Collins & Wong, Prof. Corp. dba Desert Radiology and University Medical Center of Southern Nevada for radiology services; and authorize the Chief Executive Officer to sign the agreement. *(For possible action)***

DOCUMENTS SUBMITTED:

- Professional Services Agreement
- Disclosure of Ownership

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

SECTION 4: EMERGING ISSUES

- ITEM NO. 29 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)***

No emerging issues.

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 4:13 p.m. Chair O'Reilly adjourned the meeting.

Minutes Prepared by: Terra Lovelin

APPROVED: December 14, 2016