

***University Medical Center of Southern Nevada  
Governing Board Meeting  
April 30, 2025***

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Emerald Conference Room (1<sup>st</sup> Floor)  
Delta Point Building  
901 Rancho Lane  
Las Vegas, Clark County, Nevada  
Wednesday, April 30, 2025  
2:00 PM

The University Medical Center Governing Board met in regular session, at the location and date above, at the hour of 2:00 PM. The meeting was called to order at the hour of 2:05 PM 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  
Harry Hagerty, Vice Chair  
Donald Mackay, M.D. (WebEx)  
Laura Lopez-Hobbs (WebEx)  
Mary Lynn Palenik  
Robyn Caspersen  
Renee Franklin  
Chris Haase  
Bill Noonan

**Ex-Officio Members:**

**Present:**

John Fildes, MD, Ex-Officio (WebEx)  
Dr. Meena Vohra, Chief of Staff  
Alison Netski, Dean of Kirk Kerkorian SOM at UNLV

**Absent:**

None

**Others Present:**

Mason Van Houweling, Chief Executive Officer (Web-Ex)  
Tony Marinello, Chief Operating Officer  
Jennifer Wakem, Chief Financial Officer  
Debra Fox, Chief Nursing Officer  
Susan Pitz, General Counsel  
James Conway, Assistant General Counsel  
Stephanie Ceccarelli, Governing Board Secretary  
Craig Dabbs, Health Trust  
Dr. Carmen Flores, Specialty Staff Physician  
UMC Tranquility Medicine Team

## **SECTION 1. OPENING CEREMONIES**

### **CALL TO ORDER**

### **PLEDGE OF ALLEGIANCE**

### **INVOCATION**

### **TRANQUILITY MOMENT**

The Board members participated in an exercise provided by the UMC Tranquility Nursing team, focusing on the importance of practicing gratitude.

#### **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.

Speakers: None

#### **ITEM NO. 2 Approval of Minutes of the meeting of the UMC Governing Board held on March 26, 2025. (Available at University Medical Center, Administrative Office) (For possible action)**

##### **FINAL ACTION:**

A motion was made by Member Hagerty that the minutes be approved as presented. Motion carried by unanimous vote.

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

*Item 20 was removed from the agenda, and Item 22 will be discussed after the closed session.*

##### **FINAL ACTION:**

A motion was made by Member Franklin that the agenda be approved as amended. Motion carried by unanimous vote.

## **SECTION 2: CONSENT ITEMS**

#### **ITEM NO. 4 Approve the April 2025 Medical and Dental Staff Credentialing Activities for University Medical Center of Southern Nevada (UMC) as authorized by the Medical Executive Committee (MEC) on April 22, 2025; and take action as deemed appropriate. (For possible action)**

##### **DOCUMENT(S) SUBMITTED:**

- Credentialing Activities

#### **ITEM NO. 5 Approve the UMC Policies and Procedures Committee's activities of February 5, 2025 and March 5, 2025 including the recommended creation,**

revision, and /or retirement of UMC policies and procedures; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Policies and Procedures

**ITEM NO. 6 Ratify Amendment Seven to the Primary Care Provider Group Services Agreement with Optum Health Networks, Inc. for Managed Care Services; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Agreement – 7th Amendment
- Disclosure of Ownership

**ITEM NO. 7 Approve and authorize the Chief Executive Officer to sign the Amendments with Vizient, Inc. for Clinical Data Base, Vizient Data Connector, and Patient Safety Organization; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Amendment to Agreement
- Amendment to SOW
- Disclosure of Ownership

**ITEM NO. 8 Award the Bid No. 2025-03, UMC 5755 E Charleston Clinic Remodel Project PWP# CL-2025-268, to Monument Construction the lowest responsive and responsible bidder, contingent upon submission of the required bonds and insurance; authorize the Chief Executive Officer to execute change orders within his delegation of authority; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- ITB 2025-03 - UMC 5755 E Charleston Clinic Remodel Project Agreement
- Disclosure of Ownership

**ITEM NO. 9 Approve and authorize the Chief Executive Officer to sign the Core Service Agreement and Amendment #1 with Philips Healthcare, a division of Philips North America LLC; authorize the Chief Executive Officer to execute any future change orders within the not-to-exceed amount of these Agreements; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Quote – Amendment 1
- Disclosure of Ownership

**ITEM NO. 10 Approve and authorize the Chief Executive Officer to sign the Purchaser-Specific Agreement with Agiliti Surgical Equipment Repair, Inc; authorize the Chief Executive Officer to execute extensions and amendments; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Stainless Power Agreement
- Sourcing Letter
- Disclosure of Ownership

**ITEM NO. 11 Approve the Endorsement Application Letter for the Crisis Stabilization Center; and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- Letter – DPBH

FINAL ACTION:

**A motion was made by Member Hagerty that Consent Items 4-11 be approved as presented. Motion carried by unanimous vote.**

**SECTION 3: BUSINESS ITEMS**

**ITEM NO. 12 Receive an educational update from Craig Dabbs, Sr. Director of Strategic Accounts with Health Trust, regarding the impact of the tariffs on supplies at UMC; and direct staff accordingly. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Craig Dabbs, Sr. Director of Strategic Accounts with Health Trust, provided a brief high-level overview of the effects of tariffs on the supply chain at UMC.

Health Trust is the GPO partner with UMC and agreements terms are between 3-5 years, with firm pricing during the life of the term. Health Trust does not negotiate mid-cycle increases. Currently UMC utilizes approximately 360 suppliers through Health Trust for various supply needs, including medical, surgical and pharmaceutical products. Suppliers are located worldwide.

A list outlining some of the countries with reciprocal tariffs was shown. The 10% tariffs announced in April would affect approximately 180 countries; higher reciprocal tariffs were introduced to more than 57 countries. These reciprocal tariffs were ultimately paused for 90 days.

Mr. Dabbs stated that Health Trust is currently evaluating the impacts of the proposed tariffs, as the situation is changing almost daily. He added that China, Mexico and Canada has the largest exposure to tariffs. Rx suppliers are taking proactive steps to mitigate financial risks. Modifying purchasing patterns is not recommended, as this could lead to shortages in the industry. Mr. Dabbs continued the discussion regarding some of the risks and disruptions that may impact construction projects.

UMC's spend is highly aligned to the agreements with Health Trust and the vast majority of spend remains protected by firm pricing terms.

UMC can mitigate the impact of tariffs by developing and implementing mitigation strategies in collaboration with suppliers and by maintaining firm contract terms to ensure price stability.

FINAL ACTION:

None

**ITEM NO. 13 Review and discuss the Governing Board 2025 Action Plan, to include an update from Dr. Carmen Flores, regarding robotic surgeries at UMC, and take any action deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Dr. Flores provided an educational overview of the robotic surgery program and the accomplishments at UMC. Minimally invasive surgery can provide smaller incisions, shorter operative times, shorter length of stay and less complications for patients. UMC was the first in the state to provide robotic surgery technology with the DaVinci 5 system.

There has been a significant increase in the use of robotic surgery platform in the US. There is at least one Da Vinci system in each of the 100 largest residency program hospitals in the US. The robotic platform results in better patient outcomes, better care team experience, better patient experience and lower total cost of care. Dr. Flores added that robotic surgery has become the gold standard of care in multiple service types of minimally invasive surgeries.

UMC began robotic surgeries in 2014. Approximately 3,500 patients have received a minimally invasive procedure through the robotic surgery platform. A list of the types of surgeries was shown. Hospital leadership and physician staff have collaborated to initiate strategies to expand in the types of cases and improve technology. Dr. Flores reviewed the quarterly increases of procedure volumes by modality and OR footprint to date.

Lastly, Dr. Flores presented slides highlighting DaVinci collaboration, staff training, diversification and surgeon recruitment. A discussion ensued regarding remote training technology and the benefits of artificial technology using the robotic platform.

FINAL ACTION:

None

**ITEM NO. 14 Receive a report from the Governing Board Strategic Planning Committee; and take action as deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Member Hagerty provided a report on the meeting, which was held on Thursday, April 3, at 9:00 a.m. A quorum was in attendance. There was no public comment, and the minutes and agenda were both approved unanimously as presented.

The committee received a report highlighting growth, improvements and challenges in the focused service lines, which included surgery, orthopedics, cardiac services, ambulatory, women's and children's services.

A review of the organizational performance goals showed all goals are in process of being met.

Lastly, the Committee received a presentation on the Physician Experience, highlighting the internal and external physician relationships. The team has focused on promoting physician awareness in the community.

There were no emerging issues, no public comment, and the meeting adjourned.

FINAL ACTION:

None

**ITEM NO. 15 Receive a report from the Governing Board Audit and Finance Committee; and take action as deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Member Caspersen provided a report on the meeting, which was held on Wednesday, April 23, 2025, at 2:00 p.m. A quorum was in attendance. There was no public comment, and the minutes and agenda were both approved unanimously as presented.

The CFO provided a report on the monthly financial results and fiscal year-end financials for March 2025. The discussion included items impacting financial results, results compared to budget, as well as operating and financial metrics, and the current status of receipt of federal supplemental payments. The report also provided an update on the status of the organizational performance goals.

Next, the Committee received a report of the proposed budget for FY2026. A revised budget was discussed and is included on today's agenda. The committee also discussed the how the FY26 financial goals can affect labor efficiencies.

The other business items were reviewed and approved or ratified by the Committee during the meeting. All of the contracts that were approved during the meeting are a part of today's consent agenda.

There was one emerging issue, no public comment, and the meeting adjourned.

FINAL ACTION:

None

**ITEM NO. 16 Receive the monthly financial report from the Chief Financial Officer for March and year-to-date FY25; and take any action deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- March FY25 Financial Reports

DISCUSSION:

Ms. Wakem provided a summary of the monthly financial reports for March FY2025. Statistics were compared to budget, prior year and the 12-month average.

The key indicators for March showed admission 2 % above budget. Observation cases were below budget 29%. Average length of stay was 5.65 days. Overall acuity was 1.81 and Medicare CMI was 2.12. Inpatient surgeries were below budget 7.5% and outpatient surgeries were 9% above budget. There were 15 transplant cases.

ER visits were approximately 3% above budget. The conversion rate showed improvement. Quick care volumes were under budget 16%, and primary care volumes were above budget by 12%. Telehealth visits were below budget 444 visits. Ortho clinic was above budget 12%, which is a record high. There were 100 deliveries.

The income statement for March showed operating revenue above budget \$55K. Operating expenses were above budget \$454K. EBITDA was \$3 million on a budget of \$2.8 million, \$221K above budget. March year to date EBIDTA was \$28.4 million on a budget of \$28.6 million, leaving us \$200K below budget.

Salaries, wages, and benefits were reviewed. SWB was \$243K above budget. All other expenses were above budget \$700K.

FINAL ACTION:

None

**ITEM NO. 17 Approve the Proposed Final FY2026 Operating Budget to be submitted to Clark County and discuss any changes; and take any action deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- FY2026 Proposed Final Operating Budget

Ms. Wakem reviewed the proposed budget, which will be submitted to the county.

FY26 budget assumptions included in key statistics were admissions, length of stay reduction and ER visits. Strategic service line initiatives for ambulatory, crisis stabilization, liver services, cardiac services, orthopedics, interventional radiology and other initiatives were included in the budget, as well as federal supplemental payments. Expenses related to wage adjustments, resident salary and supplies were also built into the budget.

FY26 Proposed key stats were compared to FY25 Projection. Admissions show an anticipated increase of 2.3%, observation days show a 20% decrease, and length of stay down 6%. Quick cares are up 9.75% and primary care clinics up 5%. General surgery clinic was added as a new service and deliveries are up 1%.

The income statement showed adjusted net revenue going up \$66.1 million. Supplemental payments decreased. Net patient revenue is going up \$57.9 million and other revenue is decreasing slightly. Operating revenue is up \$56.6 million and operating expenses going up \$83 million for FY26. EBIDTA is budgeted at \$22.9 million, which is a reduction of \$16.6 million when compared to the \$39.5 million projection for FY25.

All other expenses are up \$83.8 million, primarily in labor, although there will be a reduction in contract labor. FTEs will increase due to PERS, merits and union contract increases. Professional fees will increase due to the Crisis Stabilization Center and radiology.

The final budget will go to the County after approval by the Board.

Lastly, Ms. Wakem reviewed potential legislative impacts related to the potential Medicaid cuts. These impacts are not included in the budget.

FINAL ACTION:

A motion was made by Member Caspersen to approve the budget as presented and recommend the Final Operating Budget for FY26 be submitted to Clark County as presented. Motion carried by unanimous vote.

**ITEM NO.18 Receive an update from the Dean of the Kirk Kerkorian School of Medicine at UNLV; and take any action deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- None

Dean Alison Netski provided highlights on the activities for the School of Medicine.

The Dean began by reminding the Board that this is graduation season for students and residents. The residency program will be graduating 112 residents and fellows in June. There are 24 accredited residency and fellowship programs.

The school recently received a site visit for the OBGYN and were awarded continued accreditation. The Family Medicine Residency program is scheduled for a 10-year site visit in May and anticipates continuing accreditation.

The medical school graduation will take place on Friday at 2:00 p.m. at Ham Hall. Approximately 41% of students will remain in Nevada, and 13% will move to California. She added that 43% of students will go into primary care subspecialties, including family medicine, internal medicine, pediatrics, and OB-GYN. 2,300 applications were received for the new school year, and 20% were first-generation students.

In the first quarter of 2025, the UNLV Health physicians in multiple specialties treated 2,447 patients at UMC.

Community events at the school included the STEM Enrichment for high school students and the Research Forum.

The school has received \$10.8 million in grants for research and the development of specialty programs in patient care. There are 12 active clinical trials taking place. The school is looking for additional opportunities to accept more clinical trials.

Chairman O'Reilly welcomed Dean Netski and looks forward to working with the school to continue building a strong relationship and overcome challenges, with the goal in providing the best in patient care within the community.

FINAL ACTION:

None

**ITEM NO. 19 Receive an update from the Hospital CEO; and take any action deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Tony Marinello, Chief Operating Officer, provided the following CEO updates:

- Becker's Hospital Review "100 Academic Medical Centers to Know"
- DNV Update - DNV hospital-wide survey took place April 1-3 with 8 surveyors onsite. There were 15 findings and action plans are in process and will be reviewed in 60-days. Comprehensive Stroke and Cardiac Center of Excellence surveys are anticipated later this year.
- Construction underway to renovate first-floor main lobby has begun

- SNHD renews authorization of UMC's Level I and Level II Trauma Center
- Trauma Survivors Celebration - May 8<sup>th</sup> at Noon – Caesars
- Nurses Week Celebration – May 6-12
- Hospital Week Celebration and Food Fest – May 14 - 11:00am/6:00pm
- UMC ReVITALize Grand Reveal – May 16<sup>th</sup> at 11:00 am and 7:30 pm
- UMC received distinction from Anthem for transplant high quality and patient outcomes.

**FINAL ACTION:**

None

**ITEM NO. 20 Discuss the current status, potential next steps, and alternatives with respect to ongoing UMC dispute resolution proceedings with UNLV and its UNLV School of Medicine; and take any action deemed appropriate. (For possible action)**

**DOCUMENT(S) SUBMITTED:**

- None

**DISCUSSION:**

This item was removed from the agenda.

**FINAL ACTION:**

None

**ITEM NO. 21 Discuss proposed Ordinance to amend Chapter 3.74 of the Clark County Code and effect on the current Governing Board Bylaws; and take any action deemed appropriate. (For possible action)**

**DOCUMENT(S) SUBMITTED:**

- None

**DISCUSSION:**

Chairman O'Reilly articulated the changes that have been proposed to amend the current Governing Board Bylaws, affecting the process by which a board member may be removed from the board and the CEO contract ratification.

The board members held a robust discussion regarding the subject matter.

Member Hagerty commented that he is willing to accept changes as they relate to the management of the board, consistent with the way the county manages other boards. He took exception to the ratification of the CEO contract and added that the success of the hospital is due to the relationship that the board has with the CEO and staff. He does not agree with the Board being removed from this oversight and delegation of the CEO contract.

Chairman O'Reilly agreed and suggested a motion to oppose the ordinance.

Member Hagerty clarified that he does not object to being dismissed for convenience, but rather to the ratification of the CEO contract.

Chairman O'Reilly responded by suggesting two separate motions regarding the ordinance to remove board members and the CEO contract.

Member Caspersen agreed that the CEO responsibility should not be taken away from the Governing Board. She commented that if the changes to the board structure could have adverse consequences to the successes that the hospital has had.

A lengthy discussion ensued regarding the fiduciary responsibility of the Governing Board and the consequences if the Board's oversight responsibility is removed.

Chairman O'Reilly stressed the importance of the relationship between UMC and UNLV SOM to the community and the future of healthcare in the community. He suggested that staff draft a resolution that addresses the Board's opposition to issues related to changes to the ordinance, as the UMC Governing Board is not like any other division of the county.

Member Noonan commented that the loss of control of the CEO would be problematic and opposes the change to the CEO delegation. He added that it would be a problem to fight against the decision to change the ordinance. There has been a 7-0 vote for change and it is certain to move forward.

Chairman O'Reilly continued to voice concern with the changes to the governance structure of the Board.

Member Palenik added that the board serves in an at-will capacity and the trustees have the authority to appoint members and to say no.

Member Franklin added that the board is in place to serve the community. It is fundamentally problematic if the goal is to remove members based on differences in opinion.

Chairman O'Reilly suggested a motion to object the amendment to Chapter 3.74 of the Clark County Code as it relates to the CEO contract.

Member Lopez-Hobbs commented on the reason that he is a member of the board. She fundamentally agrees with Members Hagerty and Noonan regarding the 7-0 vote from the county commissioners.

Member Mackay commented on the accomplishments and experience of the members of the UMC Governing Board and UMC management team. He added that the commissioners have spoken and he agrees that they should not assume control of the CEO contract.

A motion was made by Member Hagerty that the Board object to the change in the ordinance as it relates to the county commission to have the ability to ratify the contract of the CEO.

Member Caspersen asked for clarification regarding the ratification of the contract. Ms. Pitz explained that it is subject to an approval by the Board of Hospital Trustees.

Member Palenik asked if there is a correlation to the budget and the CEO contract. Ms. Pitz responded that the county retains authority with respect to the budget, which is separate from the CEO contract currently.

Ms. Pitz asked for clarification regarding the drafting of the resolution.

Member Hagerty revised his motion.

A motion was made by Member Hagerty to oppose the portion of the ordinance as it relates to the County Commission's ability to appoint, review and terminate the CEO. Motion carried by unanimous vote.

A motion was made by Member Hagerty to object to the proposed change in the ordinance that allows members of the Board to be removed for convenience.

Chairman O'Reilly would like to add "without first consulting with team that first drafted the original ordinance".

The members questioned the need to add the additional language regarding the consultants. There was continued discussion regarding this topic. The members feel that it is unnecessary to add the additional qualifying language.

Ms. Pitz reminded the Board that the two county meetings held were to request of staff to draft an ordinance amendment and subsequently to set the public hearing. The county will hold the public hearing on May 6<sup>th</sup>.

After brief discussion regarding the structure of the motion.

Chairman O'Reilly suggested that staff draft a resolution that can be submitted to the county. The resolution will be discussed and the Monday Special Governing Board meeting.

**FINAL ACTION:**

None

**ITEM NO. 22 Discuss status report on the Foundation for the Future of UMC; and take any action deemed appropriate. (For possible action)**

**DOCUMENT(S) SUBMITTED:**

- None

DISCUSSION:

This item was tabled to be heard after the closed session.

FINAL ACTION:

None

**SECTION 4: EMERGING ISSUES**

**ITEM NO. 23 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)***

DISCUSSION:

None

FINAL ACTION:

None

**COMMENTS BY THE GENERAL PUBLIC:**

Comments from the general public were called. No such comments were heard.

FINAL ACTION TAKEN:

None

A motion was made by Member Hagerty to go into closed session. At this time, the Board recessed to go into closed session.

**SECTION 5: CLOSED SESSION**

**ITEM NO. 24 Go into closed session pursuant to NRS 450.140(3) to discuss new or material expansion of UMC's health care services and hospital facilities.**

DISCUSSION:

None

FINAL ACTION:

None

At this time, the Board reconvened at the hour of 5:26 p.m. in open session and returned to hear Item 22.

**ITEM NO. 22 Discuss status report on the Foundation for the Future of UMC; and take any action deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Chair O'Reilly suggested that the members review the Foundation of the Future Report and provide feedback to staff. This item will be considered for discussion at the special meeting to be held on Monday, May 5, 2025 for possible adoption.

FINAL ACTION:

None

**COMMENTS BY THE GENERAL PUBLIC:**

Comments from the general public were again called. No such comments were heard.

FINAL ACTION TAKEN:

None

There being no further business to come before the Board at this time, at the hour of 5:29 PM, Chair O'Reilly adjourned the meeting.

APPROVED: May 28, 2025

Minutes Prepared by: Stephanie Ceccarelli, Governing Board Secretary