

**University Medical Center of Southern Nevada
Governing Board Meeting
January 28, 2026**

Emerald Conference Room (1st Floor)
Delta Point Building
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, January 28, 2026
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 2:13 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.
Mary Lynn Palenik
Chris Haase
Bill Noonan
Renee Franklin
Laura Lopez-Hobbs
John Fildes, M.D.

Ex-Officio Members:

Present:

Dr. Sayed Shah, Chief of Staff
Alison Netski, Dean of Kirk Kerkorian SOM at UNLV

Absent:

None

Others Present:

Mason Van Houweling, Chief Executive Officer
Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Dr. Shadaba Asad, Medical Director of Infectious Disease
Susan Pitz, General Counsel
James Conway, Assistant General Counsel
Stephanie Ceccarelli, Governing Board Secretary
UMC Tranquility Nursing Team
Robyn Caspersen
Bobette Bond

SECTION 1: OPENING CEREMONIES

CALL TO ORDER

PLEDGE OF ALLEGIANCE

INVOCATION

The Board took a moment to thank Dr. Vohra for her time on the Board as an Ex-Officio member and Chief of Staff.

The Board recognized former Board Member Robyn Caspersen for her service on the Governing Board and presented her with a plaque.

TRANQUILITY MOMENT

The Board members participated in an interactive exercise related to the healing power of yoga.

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 December 17, 2025 and the special meeting held on January 12, 2026. (Available at University Medical Center, Administrative Office) (For possible action)

Chair O'Reilly welcomed Member Fildes as a new member of the Governing Board.

FINAL ACTION:

A correction was made to the minutes reflecting that the Strategic Planning Committee report was given by Harry Hagerty and the meeting was held on Thursday, December 11th.

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

ITEM NO. 6 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.

SECTION 2: CONSENT ITEMS

ITEM NO. 4 Approve the December 2025 and January 2026 Medical and Dental Staff Credentialing Activities for University Medical Center of Southern Nevada (UMC) as authorized by the Medical Executive Committee (MEC) on December 18, 2025 and January 27, 2026; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Credentialing

ITEM NO. 5 Approve changes to various HR Policies and Procedures; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- HR Policies

ITEM NO. 6 Approve changes to the UMC Equal Opportunity, Non-Discrimination, and Anti-Harassment Action Plan; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Equal Opportunity, Non-Discrimination, and Anti-Harassment Action Plan

ITEM NO. 7 Approve and authorize the Chief Executive Officer to sign the Blue Distinction Centers for Transplants Participation Agreement and Letter of Agreement with Anthem Blue Cross and Blue Shield Nevada for Managed Care Services, or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Transplant Participation Agreement – redacted
- LOA Incentive
- Disclosure of Ownership

ITEM NO. 8 Approve and authorize the Chief Executive Officer to sign the Institutional Provider Agreement with Evernorth Behavioral Health, Inc. for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Provider Agreement
- Disclosure of Ownership

ITEM NO. 9 Ratify the Eighth Amendment to Provider Services Agreement and Tenth Amendment to the Memorandum of Understanding with Intermountain IPA, LLC for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Provider Services Agreement – 8th Amendment
- Memorandum of Understanding – 10th Amendment
- Disclosure of Ownership

ITEM NO. 10 Ratify the Combined Services Agreement and Amendment to with Molina Healthcare of Nevada, Inc. for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Combined Services Agreement
- Value-Based Payment Programs Amendment
- Disclosure of Ownership

ITEM NO. 11 Approve and authorize the Chief Executive Officer to sign Amendment Two to the 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:

- Provider Services Agreement
- Disclosure of Ownership

ITEM NO. 12 Ratify the Multispecialty Group Participation Agreement and Provider Incentive Program Amendment with P3 Health Partners-Nevada, LLC for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Incentive Program Amendment
- Multi-Specialty Agreement
- Disclosure of Ownership

ITEM NO. 13 Ratify Amendment Two and Amendment Three to the Hospital Participation Agreement with Prominence HealthFirst for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Hospital Participation Agreement – Amendment 2 - Redacted
- Hospital Participation Agreement – Amendment 3 – Redacted
- Disclosure of Ownership

ITEM NO. 14 Ratify Amendment One to the Memorandum of Understanding with SCAN Health Plan Nevada for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Memorandum of Understanding – Amendment 1 – Redacted
- Disclosure of Ownership

ITEM NO. 15 Ratify the Amendment Six to Participating Facility Agreement with SelectHealth, Inc. and SelectHealth Benefit Assurance, Inc. for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Participating Facility Agreement – Amendment 6 – Redacted

- Disclosure of Ownership

ITEM NO. 16 Ratify the Ancillary Provider Participation Agreement and the Facility Participation Agreement with UnitedHealthcare Insurance Company for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Ancillary Urgent Care Agreement – Redacted
- Facility Agreement – Redacted
- Disclosure of Ownership

ITEM NO. 17 Award the Bid No. 2025-11, UMC Quick Care Build Out 2100 W Charleston Project, PWP# CL-2026-111, 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 2025-11 - UMC QC Build Out 2100 W Charleston Agreement
- Disclosure of Ownership

ITEM NO. 18 Recommend for award by the Board of Hospital Trustees for University Medical Center of Southern Nevada, the Bid No. 2025-07, UMC 7 Story Tower & Trauma Building Elevator Modernization Project, PWP# CL-2026-102, 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 2025-07 - UMC 7 Story Tower & Trauma Elevator Project Agreement
- Disclosure of Ownership

FINAL ACTION:

A motion was made by Member Mackay that Consent Items 4-18 be approved as presented. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 19 Receive an educational update from Dr. Shadaba Asad, Medical Director of Infectious Disease, regarding Infectious Diseases in the valley; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Dr. Asad provided an educational update on the current situation of viral respiratory infections. The season per the CDC extends from approximately October 2025 through March 2026. Dr. Asad provided an overview of the current situation of the viral season, as well as protection and prevention measures.

Graphics and data provided and reviewed during the presentation are available on the CDC website. We reviewed current nationwide data reflecting activity of the influenza, Covid-19, and RSV from January 2025 to January 2026. Currently, the most active viral infection throughout the country is influenza, followed by Covid-19 and RSV. In general, the activity has been low. Epidemic trends of viral infections in the US were reviewed.

Southern Nevada Health District weekly influenza data was shown. There have been a total of 368 confirmed cases of influenza with one hospitalization and one death. The majority of the cases are of influenza A. The proportion of ER visits and urgent care visits for influenza-like illnesses have increased in December. Overall, the flu season has been mild.

Primary preventative strategies against all viral respiratory infections include immunizations, covering your cough and sneeze, hand hygiene, staying home to prevent spread, as well as the additional strategies of wearing a mask, distancing, and testing, etc. Dr. Asad next discussed vaccine recommendations and how to decide if a vaccine is right for you. Lastly, the Covid-19 vaccination schedule was reviewed for adults 18-64 years of age and adults 65 and older.

Chair O'Reilly asked about the benefits of using a mask. Dr. Asad responded that surgical masks or N95 masks are recommended to protect yourself and others to prevent the spread of infection. A discussion ensued regarding precautions for those who have or may may develop reactions to vaccines due to underlying health conditions.

FINAL ACTION:

None

ITEM NO. 20 Receive refresher education regarding the Nevada Open Meeting Law from James Conway, UMC Assistant General Counsel; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

James Conway, Assistant General Counsel at UMC, presented refresher training on the Nevada Open Meeting Law.

Open Meeting Law – NRS Chapter 241:

The intent of Nevada's Open Meeting Law (OML) is that the actions and deliberations of a public body be taken and conducted openly. A public meeting

requires a quorum of the public body and either the members deliberate toward a decision, or the members take action on a matter over which the public body has supervision, control, jurisdiction, or advisory power. A quorum is a majority of the voting members. Non-voting members are not counted for the purposes of determining quorum.

A public body, consisting of elected officials, may hold a public meeting with the use of remote technology, as long as a physical location is designated for members of the public to attend and participate. If the meeting consist of non-elected officials, a physical location is not required as long as the remote technology requirements are met. Pre-recorded public comments may be permitted by the public body, but it is not required. For a remote meeting of a non-elected public body, the agenda must include clear and complete instructions with a telephone number and meeting access codes for the general public to call in and provide public comment.

The discussion continued with a description of instances when subcommittees must comply with the OML, as well as consequences when there are violations of an open meeting.

Public bodies are statutorily permitted to hold a closed session under the language of the OML. Examples of closed session include receiving legal advice, considering the character, misconduct, competence, or health of a person, or to meet with a federal agency for the purpose of engagement on an action under the National Environmental Policy Act.

Lastly, Mr. Conway reviewed NRS Chapter 450, which is the statutory authority that created county hospitals such as UMC. NRS Chapter 450 provides a county hospital's board of hospital trustees or its governing board with four statutory exemptions from the Open Meeting Law, thereby authorizing a closed session. The matters whereby the Board may hold a closed session were reviewed and examples were provided.

FINAL ACTION:

None

ITEM NO. 21 Review and discuss the potential topics to include on the Governing Board 2026 Action Plan calendar; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Chair O'Reilly thanked all Board members for their participation in the Governing Board survey. He highlighted that the purpose of the survey is to use the information as an action plan for the year. The comments and suggestions will be a part of the agenda going forward.

Chair O'Reilly will work with staff to provide specific contributions and insight to the hospital by collaborating with the board committees to identify key issues for discussion at future board meetings.

FINAL ACTION:

None

ITEM NO. 22 Receive a report from the Governing Board Human Resources and Executive Compensation Committee; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Member Hobbs provided a report on the meeting, which was held on Monday, January 12, 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.

An educational presentation was received from Anna Caputo, Human Resources Manager, regarding the Equal Opportunity Program at UMC. Ms. Caputo also reviewed the revisions to the UMC Equal Opportunity, Non-Discrimination, and Anti-Harassment Action Plan, which was approved and is part of today's consent agenda.

Mr. Russell reviewed the progress of the FY2026 Hires and Turnover report. Voluntary turnover is lower year over year, and UMC turnover rates are below benchmarks.

Next, the committee received an update on the Cornerstone Succession Planning module, which will go live in March 2026. A demonstration of the module was provided. Mr. Russell also updated the committee on the upcoming CBA bargaining for IUOE Local 501, Lean Six Sigma Yellow Belt launch and status of the FY26 Organizational goals.

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

FINAL ACTION:

None

ITEM NO. 23 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 Hagerty provided a report on the meeting, which was held on Wednesday, January 21, 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.

Financial statements were provided for the months of November and December, which covered factors affecting financial outcomes, comparisons to the budget, as well as operating and key financial indicators, trending stats, and payor mix.

Next, the Committee received updates regarding the BDO single audit, HRSA audit, and discussions regarding the supplemental payment programs.

The 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 included in today's consent agenda.

Emerging issues were identified, no public comment, and the meeting adjourned.

FINAL ACTION:

None

ITEM NO. 24 Receive the monthly financial report from the Chief Financial Officer for the November and December FY26 financial report; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- November and December FY26 Financial Report

DISCUSSION:

Ms. Wakem provided a summary of the monthly financial reports for November and December FY2026.

The key indicators for November showed admissions 121 cases below budget. The average length of stay was 5.29. days. Overall acuity was 1.81 and Medicare CMI was 2.0. Inpatient surgeries were 17 cases below budget and outpatient surgeries were 48 below budget. There were 11 transplant cases.

ER visits were on budget. Conversion rate was 21.8%. Quick Cares saw over 15K patients and primary cares saw about 5,900 patients. Telehealth had 361 visits for the month. Orthopedic Clinic saw approximately 2,900 patients. There were 126 deliveries. The CSC saw 155 patients.

The income statement for the month showed operating revenue below budget \$3.7 million and operating expenses were below budget \$5.1 million. EBITDA for the month was \$2.9 million on a budget of \$1.7 million, leaving us \$1.2 million above budget.

Key indicators for December showed statistics consistent with prior month. Overall hospital acuity was 1.74, and Medicare CMI was also 1.74. Ms. Wakem noted there were not many high acuity patients during the month.

Quick Care volumes were just below budget, but better than prior month. The orthopedic clinic visits were at a record high. A lengthy discussion ensued regarding activities of the outpatient infusion clinic, the benefits to patients, and opportunities for growth. Chair O'Reilly suggested that the Strategic Planning and Audit and Finance Committees focus on the advantages and opportunities related to this service.

The income statement for the month showed operating revenue was below budget \$7 million and operating expenses were below budget \$6.6 million. EBITDA for the month was \$1.4 million on a budget of \$2.1 million, leaving us \$700K below budget. Year-to-date statistics were reviewed.

Salaries, wages, and benefits showed overtime down significantly for the month. Contract labor was above budget, primarily due to radiology. All other expenses were favorable to budget.

Lastly, Ms. Wakem shared the timeline for the FY27 budget. Chair O'Reilly asked whether there is a way to adjust the timeline of when the budget comes before the board for review.

FINAL ACTION:

None

ITEM NO. 25 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:

- PowerPoint Presentation

DISCUSSION:

Dean Netski provided the following updates:

March 20th is Match Day for students. Medical students are finalizing interviews.

In clinical care, the Epic Research module and AI programs are being implemented. The school served over 8,900 patient cases at UMC. The school is working closely with UMC to streamline and improve efficiencies in the OR for patient authorization and throughput.

A new clinical trial has using the MIRA Mini Robot at UMC has been completed, with the goal of improving recovery after hysterectomy procedures.

The school is continuing collaborative efforts in the liver care program.

The 10th Annual Pre-Med conference will take place on February 6th. The event was extended to 100 undergraduate students, with the goal of assisting those interested in attending medical school in Nevada. Additionally, an academic health initiative outreach program career expo event will be held for rural high school students, sharing opportunities in healthcare education.

A joint application for pediatric traumatic brain injury project has been submitted.

Lastly, Dean Netski reviewed and explained the Academic Health Initiative program, launched in 2016, and designed to build an integrated academic health system, with the goal of sharing resources and interdisciplinary research, improving competitiveness for external grants, expanding scholarly activity, research, innovation, as well as enhancing services to the underserved population, etc. A discussion ensued regarding this goal of this program and how it relates to the advancement of the Academic Health Center plan.

FINAL ACTION:

None

ITEM NO. 26 Receive an update from the Hospital CEO; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Mason Van Houweling, UMC Chief Executive Officer, provided the following updates:

- UMC First and Only Hospital in Nevada with Magnet Designation – Congratulations to everyone!
- UMC Quick and Primary Care at East Charleston Grand Opening ribbon-cutting event today.
- UMC Liver Care Center update – This service is now available for patient care.
- Dr. Kuhls voted Chair of Regional Trauma Advisory Board – Congratulations!
- Successful CAP Lab survey
- UMC participated in the Leadership Las Vegas event highlighted and images were shown.

FINAL ACTION:

None

ITEM NO. 27 Elect a Chair and Vice Chair to the Governing Board to serve a two-year term ending January 2028; and take any action deemed appropriate. (For possible action)

DISCUSSION:

Member Noonan nominated John O'Reilly as Chair of the Board and nominated Harry Hagerty as Vice-Chair of the Board.

Chair O'Reilly indicated that he and Member Hagerty would be honored to continue to serve the two-year term.

FINAL ACTION:

Member Noonan made a motion for Chair O'Reilly and Harry Hagerty to continue for a two-year term in their capacities as Chair and Vice-Chair, respectively. The motion carried by unanimous vote, with noted abstentions below.

Chair O'Reilly and Harry Hagerty abstained from voting on their respective nominations.

ITEM NO. 28 Accept the appointment of Bobette Bond to serve on the Governing Board as an Ex-Officio Non-Voting member; and direct staff accordingly. (For possible action)

DISCUSSION:

Chairman O'Reilly welcomed Bobbette Bond to the appointment as an Ex-Officio member of the Governing Board.

FINAL ACTION:

None

ITEM NO. 29 Review and determine new committee assignments for the calendar year 2026; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Committee Assignments

DISCUSSION:

Chair O'Reilly asked that the committee chairs review each of their respective committees for any changes and additions.

Member Hagerty noted that Audit and Finance now has 4 members and suggests that an additional member be added.

Member Hagerty will remain as a member of Strategic Planning Committee and Member Noonan will come off.

Member Lopez-Hobbs suggested the number of members should be consistent for all committees.

There was continued discussion regarding the set assignments.

The following changes were made to the Committee assignments:

Member Fildes will serve on the Clinical Quality, Human Resources and Strategic Planning Committees.

Chair O'Reilly stated that this item will be revisited at the next meeting, should there be a need for additional changes to the committee assignments.

Mr. Van Houweling also asked if the frequency of the meetings per year be reviewed as well.

FINAL ACTION:

A motion was made by Member Mackay to accept the committee appointments as presented. Motion carried by unanimous vote.

SECTION 4: EMERGING ISSUES

ITEM NO. 30 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 for:

Speakers: None

A motion was made by Member Mackay that the Board go into the closed sessions.

FINAL ACTION TAKEN:

At this time, Member Mackay moved to go into the closed session, pursuant to NRS 241.015(4)(c), as outlined in the agenda. The motion was carried by unanimous vote.

At this time, Member Mackay moved to go into the closed session, pursuant to NRS 450.140(3), as outlined in the agenda. The motion was carried by unanimous vote.

At 3:48 p.m., the Board recessed to go into closed sessions.

The meeting was reconvened in closed session at 4:06 p.m.

SECTION 5: CLOSED SESSIONS

ITEM NO. 31 Go into closed session, pursuant to NRS 241.015(4)(c), to receive information from the General Counsel regarding potential or existing litigation involving matters over which the Board had supervision, control, jurisdiction or advisory power, and to deliberate toward a decision on the matters; and direct staff accordingly. (For possible action)

ITEM NO. 32 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.

FINAL ACTION:

At the hour of 5:00 p.m., the closed sessions on the above topics ended and the meeting was adjourned.

APPROVED: February 25, 2026

Minutes Prepared by: Stephanie Ceccarelli, Governing Board Secretary