

***University Medical Center of Southern Nevada
Governing Board Meeting
November 19, 2025***

Emerald Conference Room (1st Floor)
Delta Point Building
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, November 19, 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 2:04 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
Robyn Caspersen
Chris Haase
Bill Noonan
Renee Franklin (Teams)
Laura Lopez-Hobbs (Teams)

Ex-Officio Members:

Present:

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

Absent:

None

Others Present:

Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Deb Fox, Chief Nursing Officer
Corey McDaniel, Compliance Officer
Sabrina Holloway, Director of Health Information Management
Susan Pitz, General Counsel
Stephanie Ceccarelli, Governing Board Secretary
UMC Tranquility Nursing Team

SECTION 1: OPENING CEREMONIES

CALL TO ORDER

PLEDGE OF ALLEGIANCE

TRANQUILITY MOMENT

The Board members participated in an interactive exercise related to the healing power of gratitude. The four “A”s of gratitude are awareness, acknowledgement, appreciation, and action.

INVOCATION

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 regular Meeting of the UMC Governing Board held on October 29, 2025. (Available at University Medical Center, Administrative Office) (For possible action)

FINAL ACTION:

A motion was made by Member Mackay that the minutes be approved as presented. 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.

SECTION 2: CONSENT ITEMS

ITEM NO. 4 Accept the Fiscal Year 2025 Basic Financial Statements 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:

- FY25 Audit Wrap-Up Presentation
- UMC Annual Financial Statements

ITEM NO. 5 Approve the revisions to the Physician & Non-Physician Provider Traditional Compensation and Benefits Plan as recommended by the

Human Resources and Executive Compensation Committee; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Physician and Non-Physician Provider Traditional Comp Plan

ITEM NO. 6 Ratify the Amendment to the Facility Agreement with Anthem Blue Cross and Blue Shield and HMO Colorado, Inc. for Managed Care Services; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Amendment to Provider Agreement
- Disclosure of Ownership

ITEM NO. 7 Approve and authorize the Chief Executive Officer to sign Amendment 28 to Software License and Services Agreement with Solventum Health Information Systems, Inc.; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Software License and Services Agreement – Amendment28 – redacted
- Disclosure of Ownership

ITEM NO. 8 Recommend for approval by the Board of Hospital Trustees for University Medical Center of Southern Nevada the settlement in the matter of District Court Case No. A-24-895947-C, entitled *Amy Isaacson v. University Medical Center of Southern Nevada, et al*; and authorize the Chief Executive Officer to execute any necessary settlement documents. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Settlement Agreement – Isaacson vs. UMC

ITEM NO. 9 Recommend for approval by the Board of Hospital Trustees for University Medical Center of Southern Nevada, a settlement between University Medical Center of Southern Nevada and the Department of Health and Human Services; and authorize the Chief Executive Officer to execute any necessary settlement documents. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- None

FINAL ACTION:

A motion was made by Member Mackay that Consent Items 4-9 be approved as presented. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 10 Receive a presentation from Corey McDaniel, UMC Compliance and Privacy Officer, regarding annual Compliance Training; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Corey McDaniel, UMC Compliance Officer, presented the annual compliance training for hospital governing boards and provided a high-level overview of the program elements and regulatory framework.

The core Federal Healthcare Compliance Laws reviewed were the False Claims Act, Stark Law, anti-Kickback Statute, Civil Monetary Penalties Law, No Surprises Act and Hospital Price Transparency.

The HHS-OIG's Semi-Annual Report to Congress was reviewed. From October 2024 to March 2025, enforcement activities related to healthcare laws resulted in \$16.61 billion in recoveries. Oversight and enforcement action statistics were also examined. CMS medical review activities from January 2025 through August 2025 identified \$1.6 billion in overpayments across 2,241 Medicare providers, as determined by fraud contractors. CMS imposed 315 Medicare payment suspensions on providers.

In 2024, the federal government collected over \$2.9 billion in False Claims Act settlements and judgments. The governing board should be knowledgeable about the content and operation of the compliance and ethics program and shall exercise reasonable oversight with respect to the implementation of the program.

UMC compliance program includes all of the seven core elements as set out in the U.S. Sentencing Commission, United States Code and OIG Guidelines. UMC should never be in a position to have to justify non-compliance with the seven core elements. The program provides defense and support for mitigation of fines and penalties, improves the speed and quality of responses to governmental investigations, and helps prevent the need for investigations.

A high-level overview of the seven elements of the compliance program were reviewed. The seven required elements of an effective compliance program include:

- Compliance Officer and Program Oversight
- Code of Conduct and Policies/Procedures
- Education and Training
- Reporting and Communication
- Monitoring and Auditing
- Response and Corrective Actions
- Enforcement and Discipline

Mr. McDaniel reviewed the board and senior management's role in the development of an effective compliance framework, which includes placing emphasis on compliance, providing support, being proactive, and ensuring a culture of accountability and responsibility.

A discussion ensued regarding UMC's commitment to the growth of the program.

FINAL ACTION:

None

ITEM NO. 11 Receive and discuss the Governing Board 2025 Action Plan, to include a presentation from Sabrina Holloway, Director of Health Information Management, regarding the Health Information Management (HIM) Program at UMC; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Sabrina Holloway, HIM Director, explained the step-by-step process at UMC of how a death certificate is processed after a patient expires and how it affects members of the community. Ms. Holloway stated that although the process may start at the hospital, there are other responsible parties, including the funeral home, the provider, and other regulatory requirements to ensure proper and timely completion of the death certificate.

She explained, once a body is released from the hospital, the funeral home initiates the death certificate process through the Nevada Electronic Death Registry System (EDRS) and enters the name of the provider located on the release form. The cause of death must be completed within 48-hours of being assigned and it is the provider's responsibility to register in the EDRS and provide accurate information, allowing the Department of Health to contact them to complete the death certificate.

Ms. Holloway noted challenges, as well as initiatives that have been implemented in order to streamline processes. A representative from Nevada Vital Records is scheduled to attend the General Medical Staff meeting on December 15th, where they will provide an overview of the process, discuss the importance of timely death certificate completion and be available for questions

If a death certificate has not been completed timely, funeral homes will contact the HIM department and/or Medical Staff Services for assistance.

In the event the provider initially assigned by hospital staff is determined to be incorrect, the funeral home is contacted to update EDRS.

A lengthy discussion continued about the causes of delays, how to better educate medical staff and streamline procedures, and penalties for non-compliance. UMC conducts daily reviews of records to mitigate any delays in

processing death certificates. The Board would like continued follow-up on this subject matter.

Other activities of the HIM Department include monitoring the entire patient medical record for accuracy and completeness, assigning deficiencies for incomplete records, coding, clinical documentation improvement, release of information, and handling legal requests.

FINAL ACTION:

None

ITEM NO. 12 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 Mackay provided a report on the meeting, which was held on Monday, November 10, 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.

An educational presentation was received from Ricky Russell, Chief Human Resources Officer, regarding the 2026 health insurance benefits offered to UMC employees. The EPO and PPO plans are managed and designed by Clark County.

Mr. Russell reviewed the FY2026 Hires and Turnover report. Voluntary turnover is lower year over year and UMC has less than 2% turnover rate.

Next, the committee received an update on the FY2026 Organizational Performance Goals. All goals are in progress and are anticipated to be met by June 2026.

Lastly, the committee discussed and reviewed revisions to the Physician/Non-Physician Provider Benefits and Compensation plan, which was approved and is part of today's consent agenda.

There was one emerging issue identified, no public comment, and the meeting adjourned at 3:06 p.m.

FINAL ACTION:

None

ITEM NO. 13 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, November 12, 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 Committee received a report on the BDO Audit for FY2025, which was recommended for approval by the committee. There were no adjustments to the financial audits and no significant deficiencies or material weaknesses reported. There are no significant changes to the planned audit strategy. The Single Audit has been delayed due to the government shutdown.

The Committee received a brief report from the CFO, informing them that the October financial statements were not available, due to the timing of the meeting this month. Various matters including the government shutdown, HR1, budgetary impacts on Medicaid, ACA premiums, and a new 340B drug purchasing pilot program were discussed.

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.

FINAL ACTION:

None

The next two agenda items were combined for discussion.

ITEM NO. 14 Receive a report from the Governing Board Special Nominating Committee; and take action as deemed appropriate. (For possible action)**DOCUMENT(S) SUBMITTED:**

- None

DISCUSSION:

Member Noonan provided a report on the meeting, which was held on Thursday, November 6, the committee met to discuss filling vacancies on the Governing Board. A quorum was in attendance. There was no public comment.

General Counsel provided an overview of the Governing Board Bylaws, Section 3.5. The seven qualified applicants were invited to attend the meeting and provide a 3-minute presentation expanding on the material presented in their resume packet. After discussion of all the applicants, a motion was made to forward six applicants to the Governing Board for final selection.

Chairman Noonan made a personal recommendation that the Board appoint Ms. Lopez-Hobbs, Mr. Haase, and Dr. Fildes to the vacant positions, and that the

remaining applicants be considered for Ex-Officio Non-Voting positions on the Governing Board.

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

ITEM NO. 15 Discuss and consider qualified individuals for appointment and/or reappointment to the UMC Governing Board for a three-year term commencing on January 1, 2026 from the following list of interested individuals: Laura Lopez-Hobbs, Christian Haase, John Fildes, M.D., Donald Burnette, Richard McCann, and Bobbette Bond; and recommend three candidates to the Board of Hospital Trustees for appointment; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Chairman O'Reilly outlined the selection and succession process for Board members. He also encouraged the other applicants to contact him if they wish to serve on the Board as Ex-Officio members.

A discussion took place to clarify the term Ex-Officio as a non-voting member of the Governing Board.

FINAL ACTION:

A combined motion was made by Member Noonan to consider and forward to the Board of County Commissioners, also sitting as the Board of Hospital Trustees, the appointments of Laura Lopez-Hobbs (Current Member), Christian Haase (Current Member), and Dr. John Fildes (Current Ex-Officio Member) to the UMC Governing Board commencing on January 1, 2026. Motion carried by unanimous vote. Members Lopez-Hobbs and Haase abstained with respect to their own individual vote.

To all members, thank you for your service and willingness to continue service to the Board, the hospital and the patients.

ITEM NO. 16 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 shared the following highlights:

Department of Surgery Updates – Dr. Rabia Nizamani and Dr. Stephanie Martinez will represent UNLV School of Medicine at the 2026 American Burn Association National Conference.

Dr. Randy St. Hill, Department of Surgery Chair, was elected as the first Vice-President of the Western Surgical Association.

On Thursday, December 11th, the State of the School Address will be held at the School of Medicine. All Board members are invited to attend.

Dean Netski would also like to host a meet-and-greet during the first quarter of 2026 to showcase some of the activities at the medical education building.

UNLV Health physicians have performed nearly 8,000 procedures at UMC in all surgery sub-specialties.

There has been a change to a clinic in the Medical District. The OBGYN clinic at 700 Shadow Lane will be closing, and those activities will be moved to the clinic at 1707 W. Charleston clinic location.

Dean Netski shared statistics regarding birth rates in the valley. Quality initiatives to improve premature births are in place. Recruitment opportunities are underway.

Community Outreach – The school holds activities and workshops at local high schools to encourage interest in local students.

The school is currently conducting interviews for the M.D. programs. About 2,000 applications have been received. Fourth-year medical students have completed the 2nd part of the US Medical Licensing Exam with a 100% pass rate. The average score was higher than the national average.

The Match list for the pediatric fellowship and internal medicine are being certified today.

FINAL ACTION:

None

ITEM NO. 17 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:

- Magnet survey underway this week – Thank you to staff for all of your participation. The official result will be available in early 2026.
- Nursing Poster Symposium – Nursing staff provided a high-level overview of the topics related to the poster winners.
- Comprehensive Cardiology Center of Excellence Surveys
- Oncology update
- F1 preparations and training exercises
- Nevada Legislative Special Session – the 36th session is in day 7. SB5 was introduced and has passed.
- UMC in the news – E-bike safety education
- General Medical Executive Meeting – December 15th at 5:00 pm

A discussion ensued regarding the parking in the CVS parking lot. Mr. Van Houweling explained it's current usage as overflow parking, and expanded on the plans to convert it into a clinical care area.

The Board thanked Dr. Vohra for her service as Chief of Staff.

FINAL ACTION:

None

ITEM NO. 18 Determine future meeting dates and times through calendar year 2026; and take any action deemed appropriate. (*For possible action*)

DOCUMENT(S) SUBMITTED:

- 2026 Calendar

DISCUSSION:

The Board will review dates and finalize the calendar at the December meeting, as well as the committee assignments.

FINAL ACTION:

None

SECTION 4: EMERGING ISSUES

ITEM NO. 19 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. (*For possible action*)

DISCUSSION:

1. Plans to maintain Magnet status
2. Education related to trauma and PTSD

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 Hagerty 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 Hagerty 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 3:30 p.m., the Board recessed to go into closed session.

The meeting reconvened in closed session at 3:40 p.m.

SECTION 5: CLOSED SESSIONS

ITEM NO. 20 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. 21 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 4:30 p.m., the closed sessions on the above topics ended and the meeting was adjourned.

APPROVED: December 17, 2025

Minutes Prepared by: Stephanie Ceccarelli, Governing Board Secretary