

**University Medical Center of Southern Nevada
Governing Board Meeting
November 15, 2023**

Emerald Conference Room
Delta Point Building (1st Floor)
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, November 15, 2023
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
Donald Mackay, M.D., Vice-Chair
Laura Lopez-Hobbs
Mary Lynn Palenik
Robyn Caspersen (via WebEx)
Chris Haase (via WebEx)
Renee Franklin (via WebEx)
Jeff Ellis (via WebEx)

Ex-Officio Members:

Present:

Steve Weitman (via WebEx)
Dr. Meena Vohra, Chief of Staff
Dr. Marc Kahn, Dean of Kirk Kerkorian SOM at UNLV

Absent:

Harry Hagerty (Excused)

Others Present:

Mason Van Houweling, Chief Executive Officer
Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Susan Pitz, General Counsel
James Conway, Assistant General Counsel
Stephanie Ceccarelli, Governing Board Secretary

SECTION 1. OPENING CEREMONIES

CALL TO ORDER

PLEDGE OF ALLEGIANCE

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 meeting of the UMC Governing Board held on October 25, 2023. (Available at University Medical Center, Administrative Office) (For possible action)

FINAL ACTION:

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

SECTION 2: CONSENT ITEMS

ITEM NO. 4 Approve the UMC Policies and Procedures Committee's activities of July 5, 2023, August 2, 2023 and September 6, 2023, 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:

- July Policies and Procedures
- August Policies and Procedures
- September Policies and Procedures

ITEM NO. 5 Approve and authorize the Chief Executive Officer to sign the Amendment No. 1 to Master License Agreement with Canopy Partners, LLC for AIDOC Software Subscription; authorize the Chief Executive Officer to execute future amendments within his delegation of authority; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Master License Agreement

- Amendment No. 1
- Disclosure of Ownership

ITEM NO. 6 Approve and authorize the Chief Executive Officer to sign the Second Amendment to the Master Services Agreement for Consumer Reporting and Ancillary Services with FinThrive Healthcare, Inc. for Insurance Discovery Subscription Services; authorize the Chief Executive Officer to execute future amendments within the not-to-exceed amount of this Agreement; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Master Services Agreement - Amendment 2

ITEM NO. 7 Approve and authorize the Chief Executive Officer to sign the Renewal Order Form and Support Services Quote with Kronos Incorporated for the Workforce Central Product Suite; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Renewal Order Form Quote
- Support Services Quote

ITEM NO. 8 Approve and authorize the Chief Executive Officer to sign the Amendment Two to Deferred Equipment Agreement with Masimo Americas, Inc. for the purchase of pulse oximetry sensors and accessories; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Deferred Equipment Agreement – Amendment 2
- Disclosure of Ownership

ITEM NO. 9 Award RFP No. 2023-02, Enterprise-wide Fiber Optic Network Infrastructure to TeleData Contractors, Inc.; authorize the Chief Executive Officer to sign the RFP No. 2023-02 Service Agreement; exercise extensions or amendments; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- RFP 2023-02 Agreement

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 refresher education regarding Open Meeting Law from James Conway, 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 and highlighted the revisions made to NRS Chapter 241 through the passage of 2 Assembly Bills during the 2023 legislative session. The intent of Nevada's Open Meeting Law (OML) is that the actions of a public body be taken openly and that the public body's deliberations be conducted openly.

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

- **Assembly Bill 219:** Effective July 1, 2023. This Bill reorganized existing language regarding public comment at open meetings by creating a new stand-alone section in NRS Chapter 241 that provides more clarity.
- The Bill also created new language for public meetings that will last for more than one (1) calendar day. A public comment must be permitted at the beginning of each day's meeting before action may be taken on an item that same day.
- Public comment must also be permitted before the recess or adjournment of each day's meeting.
- AB 219 also addressed when a public body without elected officials holds a public meeting via a remote technology system without a physical location for the general public to attend and participate. The agenda must now include clear instructions and telephonic access for the general public to provide public comment.

- **Assembly Bill 52:** Also effective July 1, 2023. Made clear that a meeting requires a quorum and members may deliberate toward a decision or take action on a matter.
- It also clarified that non-voting members are not counted for the purpose of determining a quorum. The bill also clarified quorum requirements in the event of a vacancy, created a statutory definition for an "administrative action against a person", and revised the manner and deadlines of notice to an individual subject to an administrative action.

- **Senate Bill 192:** This bill created two new statutory exemptions to the Open Meeting Law:
 - 1. Regarding any actions derived from a review committee and;
 - 2. Matters related to an audit or quality assurance program at the hospital.

Mr. Conway explained that this makes 4 new exemptions in the OML under NRS450, in addition to all other exemptions that public bodies may utilize.

FINAL ACTION:

None

ITEM NO. 11 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

DISCUSSION:

Member Ellis provided a report on the meeting which was held on Monday, November 13, 2023 at 2:00 pm. There was a quorum in attendance. There was no public comment and minutes and the agenda were both approved unanimously.

The Committee reviewed the UMC turnover and hire report. There were approximately 70 terminations and 119 new hires for the month of October.

The CHRO updates shared technology updates, as well as promotions and staffing changes. Although participation of the 2023 Engagement Survey went up, the overall score decreased slightly.

Lastly, the Committee discussed the 2024 meeting schedule, which will continue to be every other month.

There was no emerging issue and no public comment and the meeting adjourned at 2:40.

FINAL ACTION:

None

ITEM NO. 12 Receive an update a report from the Governing Board Audit and Finance Committee; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

None

DISCUSSION:

Member Caspersen provided a report on the meeting which was held on Wednesday, November 8, 2023 at 2:00 pm. There was a quorum in attendance. There was no public comment and minutes and the agenda were both approved unanimously.

The Committee received a report from UMC's Internal Auditor on the quarterly audit of contract expenditure controls for the Façade construction project; there were no findings. A quarterly update was also received on the status of the

project to date. At this time, the project is 26% complete and is on schedule to be done on time and on budget.

The Committee received a report from the CFO. The financial statements for October were not available due to the timing of the meeting.

The 2023 financial audit report by BDO was not available and necessitated a change to the agenda. The audit report is expected to be presented in December. Reporting was provided on the status of federal supplemental payments.

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

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

FINAL ACTION:

None

ITEM NO. 13 Receive an update on the Kirk Kerkorian School of Medicine at UNLV; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

None

DISCUSSION:

Dr. Marc Kahn, Dean of the Kirk Kerkorian School of Medicine at UNLV, updated the Board on the activities of the school.

Dean Kahn began by wishing everyone happy holidays. The school is pushing for expansion of state supported graduate medical education slots. This will be important for the community. The school is addressing the state licensure/credentialing process for doctors in an effort to improve access to care.

FINAL ACTION:

None

ITEM NO. 14 Receive an update from the Hospital CEO; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

CEO Update

DISCUSSION:

Mason Van Houweling, UMC CEO provided the following updates:

- Candida auris "superbug" - UMC continues to monitor this infectious disease.

- Whole blood initiative – This process could bring down blood use and controls bleeding. UMC is the only hospital doing this procedure.
- ReVITALize update – There are several items that have been completed. Mr. Van Houweling reviewed a list of items that have been completed.
- Burn care educational symposium for post-acute care providers.
- UMC deemed “Birthing-Friendly” Hospital by CMS – UMC is one of three hospitals recognized in the state as a Birthing-Friendly hospital.
- HIV Rapid Testing milestone – 10,000 tests in Ambulatory.
- Nevada’s first PASCAL mitral valve repair procedure done at UMC with success.
- Becker’s Hospital Review – UMC’s health care innovation review
- Becker’s Hospital Review – UMC is #24 – Most ER visits in the nation
- Fox News – Primary care provider shortage
- First Net – This will give priority access as first responders and will minimize network disruptions. Thank you to the IT department for all of your hard work.
- Formula 1 readiness – UMC is prepared and the National Guard will be prepared.

An image of the Cath lab team was shown.

There was continued discussion regarding UMC ranking in Trauma Center in the Nation with volume.

Chairman O’Reilly requested an Epic update for the December meeting. He also asked about the status of the commitment the Switch facility made to make UNLV Las Vegas the most connected campus in the world. Mr. Van Houweling will follow up regarding this subject matter.

FINAL ACTION:

None

ITEM NO. 15 Consider and forward to the Board of County Commissioners, also sitting as the Board of Hospital Trustees, three individuals for re-appointment to the UMC Governing Board for a three-year term commencing on January 1, 2024 from the following list of interested individuals: Mary Lynn Palenik (Current Member), Dr. Donald Mackay (Current Member), and Jeff Ellis (Current Member), whose terms expire on December 31, 2023; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

None

DISCUSSION:

All three members indicated they would like to continue their service on the Board. Chairman O’Reilly thanked the members for their willingness to continue serving on the board.

A motion was made by Member Hobbs to consider and forward to the Board of County Commissioners, also sitting as the Board of Hospital Trustees, Mary Lynn Palenik, (Current Member), for re-appointment to the UMC Governing Board for a three-year term commencing on January 1, 2024, and ending December 31, 2026. Motion carried by unanimous vote. Member Palenik abstained with respect to her own vote.

A motion was made by Member Haase to consider and forward to the Board of County Commissioners, also sitting as the Board of Hospital Trustees, Donald Mackay, MD, (Current Member), for re-appointment to the UMC Governing Board for a three-year term commencing on January 1, 2024, and ending December 31, 2026. Motion carried by unanimous vote. Member Mackay abstained with respect to his own vote.

A motion was made by Member Hobbs to consider and forward to the Board of County Commissioners, also sitting as the Board of Hospital Trustees, Jeff Ellis, (Current Member), for re-appointment to the UMC Governing Board for a three-year term commencing on January 1, 2024, and ending December 31, 2026. Motion carried by unanimous vote. Member Ellis abstained with respect to his own vote.

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

FINAL ACTION:

None

ITEM NO. 16 Review and determine proposed future Board and Committee meeting dates and times through calendar year 2024; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

2024 Meeting Schedule

DISCUSSION:

Chair O'Reilly stated that the meeting dates have been suggested and documented previously. The meetings dates for the Governing Board and the Committees were confirmed and there were no changes to the meeting schedules. Meeting dates are subject to change as needed with proper notice.

FINAL ACTION:

A motion was made by Member Mackay to adopt the meeting schedule for the 2024 as presented. Motion carried by unanimous vote.

SECTION 4: EMERGING ISSUES

ITEM NO. 17 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. (For possible action)

DISCUSSION:

The Governing Board annual survey will be sent out to the Board members. Chairman O'Reilly also welcomed suggestions from members in ways to improve the quality of the Board meetings.

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 Palenik to go into closed session pursuant to NRS 241.015(3)(b)(2).

There being no further business to come before the Board at this time, at the hour of 2:54 PM, Chair O'Reilly adjourned the meeting, and the Board recessed to go into closed session.

SECTION 5: CLOSED SESSION

ITEM NO. 18 Go into closed session, NRS 241.015(3)(b)(2), 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)

The meeting was reconvened in closed session at 3:05 PM.

At the hour of 3:32 PM, the closed session on the above topic ended.

FINAL ACTION TAKEN:

None

There being no further business to come before the Board at this time, at the hour of 3:32 PM. Chair O'Reilly adjourned the meeting.

APPROVED: December 13, 2023

Minutes Prepared by: Stephanie Ceccarelli, Board Secretary