

**University Medical Center of Southern Nevada
Governing Board Meeting
November 16, 2022**

Emerald Conference Room
Delta Point Building 1st Floor
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, November 16, 2022
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 2:07 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
Robyn Caspersen
Renee Franklin
Chris Haase
Harry Hagerty
Jeff Ellis (via WebEx)

Ex-Officio Members:

Present:

Barbara Fraser, Ex-Officio
Dr. Meena Vohra, Chief of Staff

Absent:

Mary Lynn Palenik (Excused)
Steven Weitman (Ex-Officio) (Excused)
Dr. Marc Kahn, Dean of the Kirk Kerkorian SOM at UNLV

Others Present:

Mason Van Houweling, Chief Executive Officer
Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Susan Pitz, General Counsel
Stephanie Ceccarelli, Board Secretary
Shaunda Phillips, UMC Risk Manager
Cathy Downey, UMC Clinical Manager
Barry Temple, Former Governor Lions District 46
Larry Preston, President of Silver State ACO
UMC Orthopedic and Spine Institute Staff Members

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 26, 2022. (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 recommended. Motion carried by majority vote.

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

Susan Pitz, General Counsel read a change to Item 13 into the record regarding the authority for the granting of approval. The item was changed from "Review and recommend for approval by the Board of Hospital Trustees" to "Approve and authorize the Chief Executive Officer to sign". The contract that is being presented today is within the Governing Board's authority.

This this item is for emergency anesthesia services agreement and may be held out if further discussion if necessary.

FINAL ACTION:

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

SECTION 2: CONSENT ITEMS

ITEM NO. 4 Ratify the Amendment 006 to the Hospital Services Agreement with Aetna Health, Inc.; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Amendment 006 to Hospital Services Agreement

ITEM NO. 5 Approve and authorize the Chief Executive Officer to sign the Amendment Four to Primary Care Physician Participation Agreement with LifePrint Health, Inc.; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Amendment 4 to Physician Participation Agreement

ITEM NO. 6 Approve and authorize the Chief Executive Officer to sign the Provider Group Services Agreement with Optum Health Networks, Inc.; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Amendment 4 to Physician Participation Agreement

ITEM NO. 7 Ratify the Third Amendment to Facility Participation Agreement with United Healthcare Insurance Company for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Amendment 3 to Facility Participation Agreement

ITEM NO. 8 Approve and authorize the Chief Executive Officer to sign the Amendment No. 1 to the Interlocal Agreement with Clark County for Ryan White (Part A); authorize the Chief Executive Officer to take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Rapid Start Program Amendment

ITEM NO. 9 Ratify the Professional Services Agreement for non-surgical General Orthopedic Medicine clinic services with Eugene Libby, D.O., PC, and authorize the Chief Executive Officer to exercise any extension options; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Professional Services Agreement

ITEM NO. 10 Approve and authorize the Chief Executive Officer to sign the Acknowledgment to Amended and Restated Professional Services Agreement of the annual reconciliation of clinical hours with Robert B. McBeath, M.D., P.C. d/b/a OptumCare Anesthesia; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Acknowledgement and Disclosure of Ownership

ITEM NO. 11 Approve and authorize the Chief Executive Officer to sign the Bid No. 2022-08 Bio-Med Build Out to Monument Construction, the lowest responsive and responsible bidder; authorize the Chief Executive Officer to exercise any Change Orders within his delegation of authority; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Bid 2022-08 Notice of Intent to Award

- Disclosure of Ownership

ITEM NO. 12 Review and recommend for approval by the Board of Hospital Trustees for University Medical Center of Southern Nevada the quotes and proposals for the Trauma Interventional Specials room & Adult ED Radiology & CT room project with Philips Healthcare and GE Healthcare; authorize the Chief Executive Officer to exercise any extension options and execute future amendments within his yearly delegation of authority; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- GE Quote 200907965.5 – Redacted
- GE Quote 2009143372.8 – Redacted
- Philips Quote - 2OZ2NJL – CT-EQ – Redacted
- Philips Quote - 1-2JFJFZY – CT – Redacted
- Philips Quote - 1-2FIMEQ2 - SID 520779 w/Turnkey - Redacted
- Philips Formal Quotation
- Philips – Turnkey Contracting Proposal – Azurion 7 Bi-Plane System Project
- Philips – Turnkey Contracting Proposal – Incisive CT System Project
- Sourcing Letter – CT
- Sourcing Letter – Imaging Ultrasound products
- Disclosure of Ownership

ITEM NO. 13 Approve and authorize the Chief Executive Officer to sign, the Master Professional Services Agreement for Anesthesiology Clinical Coverage with Medicus Healthcare Solutions, LLC; authorize the Chief Executive Officer to exercise any extension options; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Medicus Healthcare Solutions, LLC - Master Professional Services Agreement

FINAL ACTION:

A motion was made by Member Hobbs that Consent Items 4-13 be approved as amended and recommended. Motion carried by unanimous vote.

It was clarified after brief discussion, that Item 13 was included in the motion for approval for the consent items.

SECTION 3: BUSINESS ITEMS

ITEM NO. 14 Receive a refresher education from Shaunda Phillips, UMC Risk Manager on patient complaints and grievances handling process; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

PowerPoint Presentation

DISCUSSION:

Shaunda Philips, UMC Risk Manager, provided refresher education to the Board on the process of processing complaints and grievances.

The CMS Hospital Conditions of Participation require that UMC has a process in place for addressing issues of dissatisfaction that have been reported by patients or family members. UMC's policy is called Patient Complaint, Grievance and Insurance Inquiry Process. This policy includes inquiries. Billing disputes are not grievances.

Ms. Philips explained that complaints are reported verbally while patients are currently admitted to the hospital or at a primary care location. Complaints received in writing are handled as a grievance and are forwarded to the risk manager. The policy was changed to empower staff to immediately resolve complaints themselves or through their chain of command, prior to patient discharge. UMC is required to acknowledge receipt of a grievance within 7 days, maintain a grievance log and provide a written response to the complainant.

The Risk Manager is responsible for maintaining the grievance log, reviewing and investigating grievances, notifying leadership, as well as preparing required responses and quarterly reports and tracking.

The discussion continued regarding the volume of complaints received in the month, reporting to the Governing Board and Committees and the most common type of complaint that are received from patients.

FINAL ACTION:

None

ITEM NO. 15 Review and discuss the Governing Board 2022 Action Plan, to include an informational presentation from the UMC Lions Burn Care Unit; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

None

DISCUSSION:

Mr. Van Houweling introduced Cathy Downey, UMC Clinical Manager and Barry Temple, the former Governor of Lions District 46, who provided an overview of the Lion's Burn Care Unit.

Ms. Downey explained that Lions is an international non-profit organization which has been operating for over 100 years. Their main focus is to prevent blindness, as well as other health issues and disaster relief. The UMC Lions Burn Care, which has served the community for over 50 years, was established in 1968 with 3 beds; it is now a 16-bed Verified Burn Center. Ms. Downey continued the

discussion by describing some of the events and donations Lions provides to help UMC and the burn population within our community.

This year, the Lions Burn Center has seen 500 inpatients and approximately 1,100 outpatients of all age groups. Ms. Downey described some of the procedures, training, staffing growth and administrative support, which has been beneficial in the success of this program.

Mr. Temple provided a history on the signage that was designed for the center and the reputation that our Burn Care Center has one of the premier burn care facilities in the world. He commented that the burn unit has made a huge difference in the community.

There was continued discussion regarding the cost of specialty garments and rehab toys and donations that have been received.

FINAL ACTION:

None

ITEM NO. 16 Receive an update 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 held on Monday, November 14, 2022 at 2:00 pm. There was a quorum in attendance. There was no public comment. The minutes and the agenda were both approved.

The Committee discussed changes that were made to the M-Plan, which will be presented to the Governing Board for approval at the next meeting.

Next, the Committee received an update on employee hiring and staff turnover. The percentage of staff turnover includes per diem employees. It was noted that there have been more hires than terminations.

Emerging issues were identified and it was announced that Kurt Houser is no longer CHRO at UMC. There were no public comments. The Committee meeting adjourned at 2:40 p.m.

FINAL ACTION:

None

ITEM NO. 17 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 9, 2022 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 the CFO. The financial statements for October were not available due to the timing of the meeting. The 2022 External Financial Audit reports are expected in December.

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

There were no emerging issues identified and no public comments. The Committee meeting adjourned at 2:36 p.m.

FINAL ACTION:

None

ITEM NO. 18 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:

The Dean was not present for today's meeting.

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:

CEO Update

DISCUSSION:

Mr. Van Houweling, UMC CEO provided updates on the following:

- Silver State ACO – Larry Preston, President of Silver State ACO, presented a check in the amount of \$470K. This is the 7th year of savings in the program. Thank you for your support!
- 340B Supreme Court ruling – The Supreme Court ruled in favor of the AHA regarding the unlawful cuts that were applied to reimbursement rates for

drugs to hospitals. UMC will be expecting a reimbursement of approximately \$740K.

- Anesthesia update – There has been a shortage of anesthesiologists. We are in the process of finding solutions. We have hired 6 CRNAs and 2 anesthesiologists. We will continue to provide updates. January 3rd is the term of the contract with Optum.
- UMC Orthopedic and Spine Institute – We have been live with the UMC Orthopedic and Spine Institute since November 1st. The clinic has seen over 100 patients a day. Fifteen orthopedic doctors have been hired. Mr. Van Houweling introduced some of the staff members to the Board.
- RSV – UMC has been very busy with RSV patients, as well as flu and COVID. Dr. Meena Vohra provided a high level overview of what RSV is and possible causes of the recent surges. Statistics of current inpatient cases were provided. She encouraged hand hygiene and taking other precautions to reduce the spread of respiratory cases.
- Leapfrog – UMC received a C grade.
- ReVITALize update – Mr. Van Houweling provided an update on the timeline of the project. Construction is expected to begin in February or March of 2023.
- OR refresh
- Pharmacy renovation and IV hood install
- Holiday Party “Winter Wonderland Jam” is on Dec. 9th
- Real Vegas Magazine “Most Magnificent Men” Award – Congratulations Chairman O’Reilly!

FINAL ACTION:

None

ITEM NO. 20 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 three-year term commencing on January 1, 2023 from the following list of interested individuals: Laura Lopez-Hobbs (Current Member), Robyn Caspersen (Current Member), and Christian Haase (Current Member), whose terms expire on December 31, 2022; and take any action deemed appropriate. (For possible action)

DISCUSSION:

All three members indicated they would like to continue their service on the Board.

FINAL ACTIONS:

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, Laura Lopez-Hobbs, (Current Member), for re-appointment to the UMC Governing Board for a three-year term commencing on January 1, 2023, and ending December 31, 2025. Motion carried by unanimous vote. Member Hobbs abstained with respect to her 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, Robyn

Caspersen, (Current Member), for re-appointment to the UMC Governing Board for a three-year term commencing on January 1, 2023, and ending December 31, 2025. Motion carried by unanimous vote. Member Caspersen abstained with respect to her own vote.

A motion was made by Member Mackay to consider and forward to the Board of County Commissioners, also sitting as the Board of Hospital Trustees, Christian Haase, (Current Member), for re-appointment to the UMC Governing Board for a three-year term commencing on January 1, 2023, and ending December 31, 2025. Motion carried by unanimous vote. Member Haase 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.

ITEM NO. 21 Review and determine proposed future Board and Committee meeting dates and times through calendar year 2023; and take any action deemed appropriate. (*For possible action*)

DISCUSSION:

Chair O'Reilly suggested tabling this item so that the board members can review the calendar. It will be brought before the board at the December meeting.

Member Mackay commented that the November and December Governing Board meetings should be pushed back a week to accommodate the holidays.

FINAL ACTION:

A motion was made by Member Franklin that the calendar year 2023 meeting calendar be tabled for discussion at the next meeting. Motion carried by unanimous vote.

SECTION 4: EMERGING ISSUES

ITEM NO. 22 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. (*For possible action*)

DISCUSSION:

Chair O'Reilly identified the following as emerging issues for future discussion:

Annual Board survey

FINAL ACTION:

None

COMMENTS BY THE GENERAL PUBLIC:

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

A motion was made by Member Franklin 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 3:13 PM, Chair O'Reilly adjourned the meeting, and the Board recessed to go into closed session.

SECTION 5: CLOSED SESSION

ITEM NO. 21 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 3:19 PM.

At the hour of 4:02 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 4:02 PM. Chair O'Reilly adjourned the meeting.

APPROVED: December 14, 2022

Minutes Prepared by: Stephanie Ceccarelli, Board Secretary