

**University Medical Center of Southern Nevada
Governing Board Meeting
August 31, 2022**

ProVidence Conference Room
UMC Trauma Building (5th Floor)
800 Hope Place,
Las Vegas, Clark County, Nevada
Wednesday, August 31, 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 2:05 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 (via WebEx)
Laura Lopez-Hobbs
Robyn Caspersen
Renee Franklin
Harry Hagerty (via WebEx)
Chris Haase (via WebEx)
Jeff Ellis (via WebEx)
Mary Lynn Palenik (via WebEx)

Ex-Officio Members:

Present:

Barbara Fraser, Ex-Officio
Dr. Meena Vohra, Chief of Staff
Dr. Marc Kahn, Dean of Kirk Kerkorian School of Medicine at UNLV

Absent:

Others Present:

Tony Marinello, Chief Operating Officer
Susan Pitz, General Counsel
Rani Gill, Compliance Officer
John Cutter Representatives
Wellness Center Representatives
Stephanie Ceccarelli, 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 July 27, 2022 (Available at University Medical Center, Administrative Office) (For possible action)

FINAL ACTION:

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

SECTION 2: CONSENT ITEMS

ITEM NO. 4 Approve the July 2022 Medical and Dental Staff Credentialing Activities for University Medical Center of Southern Nevada (UMC) as authorized by the Medical Executive Committee (MEC) on July 26, 2022; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Credentialing Activities

ITEM NO. 5 Approve the Clinical Quality and Professional Affairs Committee's recommendation for approval of the UMC Policy and Procedures Committee's activities from its meetings held on June 1, 2022 and July 6, 2022; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Policy & Procedure June 1, 2022
- Policy & Procedure July 6, 2022

ITEM NO. 6 Approve and recommend approval by the Board of Hospital Trustees the proposed amendments to the UMC Medical and Dental Staff Bylaws and Rules & Regulations; as approved and recommended by the Medical Executive Committee on March 22, 2022 and May 27, 2022; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Bylaws - March 22, 2022
- Bylaws - May 27, 2022

ITEM NO. 7 Approve and authorize the Chief Executive Officer to sign the Purchase Agreement with Baxter Healthcare for IV Solutions and Tubing and exercise any extension/renewal options; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Purchaser Agreement (Exhibit H)
- Sourcing Letter
- Disclosure of Ownership

ITEM NO. 8 Approve and authorize the Chief Executive Officer to sign the Services Agreement and Amendment with Comprehensive Care Services, Inc. for Perfusion, related services and equipment; and exercise any extension/renewal options or amendments; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Services Agreement_BAA_Disclosure of Ownership
- Amendment to Services Agreement

ITEM NO. 9 Approve and authorize the Chief Executive Officer to sign the Interlocal Agreement with Clark County for Ryan White (Part A); and exercise any extension/renewal options; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Interlocal Agreement

ITEM NO. 10 Approve and authorize the Chief Executive Officer to sign the Second Amendment to License Agreement and Order #2, and exercise any extension options and execute future amendments, Orders and Statements of Work with Zynx Health Incorporated for clinical decision support solutions; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Second Amendment to License Agreement
- Disclosure of Ownership

ITEM NO. 11 Approve and authorize the Chief Executive Officer to sign the Master Services Agreement, Statement of Work, and Business Associate Agreement with Accuity Delivery Systems, LLC, and exercise any

extension/renewal options; or take action as deemed appropriate. (*For possible action*)

DOCUMENT(S) SUBMITTED:

- Master Services Agreement
- Disclosure of Ownership

ITEM NO. 12 Approve the recommendation of the Human Resources and Executive Compensation Committee's review of CEO FY2022 Performance Objectives, and approve the recommended merit salary adjustment and incentive bonus for Fiscal Year 2022; and take any action deemed appropriate. (*For possible action*)

DOCUMENT(S) SUBMITTED:

- Management Compensation Plan FY2022

ITEM NO. 13 Approve the FY2023 CEO Organizational Performance Objectives as recommended by the Human Resources and Executive Compensation Committee; and take any action deemed appropriate. (*For possible action*)

DOCUMENT(S) SUBMITTED:

- Organizational Performance Objective FY23

ITEM NO. 14 Approve the Physician and Non-Physician Provider Productivity (wRVU) Compensation and Benefits Plan; and take any action deemed appropriate. (*For possible action*)

DOCUMENT(S) SUBMITTED:

- Productivity wRVU Physician Provider Comp Plan

ITEM NO. 15 Approve the proposed changes to the HR Policies and Procedures HR Policy No. 3 (Position Classification and Compensation Plans) and HR Policy No. 4 (Recruitment and Selection Program); and take any action deemed appropriate. (*For possible action*)

DOCUMENT(S) SUBMITTED:

- HR Policy No. 3
- HR Policy No. 4

FINAL ACTION:

A motion was made by Member Franklin that Consent Items 4-15 be approved as presented. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 16 Receive a donation in the amount of \$19,172.68 from John Cutters (dba Vista Commons Investment, LLC) for UMC's Children's Hospital on behalf

of the UMC Foundation; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Check

DISCUSSION:

Kurt Houser, Chief Human Resources Officer, introduced representatives from John Cutters to present a check to the hospital in the amount of \$19,172.68 and thanked them for their support to the hometown community and UMC.

FINAL ACTION:

None

ITEM NO. 17 Receive an educational presentation from Amy Runge, Ambulatory Clinical Manager, regarding Rapid HIV Testing Program; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Amy Runge, Ambulatory Clinical Nurse Manager, along with staff members from the Wellness Center - HIV and Infectious Disease Clinic, and Dr. Jerry Kade, shared information regarding their work in the hope of ending of the HIV epidemic in Nevada.

The Wellness Center has been in business for over 30 years pioneering care for patients with HIV and infectious disease. The clinic was awarded a 5-year grant from the CDC through SNHD, and the purpose of the grant is to implement rapid HIV testing and identify patients who are HIV positive and get them the care needed quickly.

Statistics show 1 in 5 people in the state are unaware of their HIV status and 87% of new cases are identified year over year in southern Nevada. In 2021, Nevada SB211 was passed recommending routine HIV testing in urgent cares, primary cares and emergency departments. UMC is live in all of its sites. Ms. Runge explained the testing options and the process in place to assist patients.

There have been over 3,700 tests performed since November 2021 and to date, 15 patients have received same-day care. Other successes include the opportunity to assist and educate patients and staff, telemedicine carts at quick care locations and HIV testing offered to patients 15 and above. Ms. Runge continued with a review of the 5-year plan and an overview of the emergency room testing, which has started in 2018.

Dr. Cade continued the discussion by emphasizing the importance of early detection for the treatment of HIV for patients and the tools that have been implemented to assist in the efforts to end HIV.

FINAL ACTION:

None

ITEM NO. 18 Receive annual training from Rani Gill, Compliance Officer, on compliance for hospital governing boards; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Corporate Compliance Presentation

DISCUSSION:

Rani Gill, Compliance Officer provided the refresher annual Compliance Training for the Governing Board and its role in the compliance program.

The purpose of compliance is to prevent violations of law, mitigate liability, maintain effective internal controls, and improve the quality, efficiency and consistency of service, as well as demonstrate to government a sincere ongoing effort to comply with all applicable laws and regulations. Every workforce member, including governing board members and executive officers, are responsible for compliance within their departments. The compliance officer is responsible for implementing the program.

Governing Board members have a duty to ensure that the hospital has an effective compliance program, an adequate reporting system of compliance issues, and a non-retaliation policy, which will ensure no adverse action is taken against anyone reporting suspected misconduct.

OIG recommendations were reviewed and references were provided. Compliance risk areas of awareness, which include billing and coding, transactions with physicians and other referral sources and hospital incentives were discussed.

Chairman O'Reilly invited Ms. Gill to feel free to share any compliance issues that needs to be brought to the Board's attention.

FINAL ACTION:

None

ITEM NO. 19 Receive a report from the Governing Board Clinical Quality and Professional Affairs Committee; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Member Mackay provided a summary of the August 1, 2022 meeting. The meeting was called to order at 3:02 pm. There was a quorum in attendance. There was no public comment. The minutes and the agenda were both approved.

An update was received on clinical trials research, presented by Ron Roemer. There are currently 27 clinical trials being conducted by UMC and UNLV. Patty Scott provided an update regarding the sentinel event which occurred at UMC and provided an update on the Joint Commission survey schedule and key dates.

CEO performance goals for FY22 and FY23 were discussed and

The activities of the UMC Policy and Procedures Committee, which included the recommended creation, revision and/or retirement of UMC policies and procedures, were unanimously approved. The Committee also unanimously approved and recommended the Medical and Dental Staff Bylaws.

There were no emerging issues and no public commentary. The meeting adjourned at 3:55 pm.

Member Mackay next reviewed the special meeting of August 22nd. All members were present on the phone. This meeting was called to order at 2:00pm. The August 1st meeting minutes will be reviewed at the next regularly scheduled meeting. The agenda was approved as amended.

This special meeting was to consider, discuss and finalize the FY2023 goals, which are a part of today's consent agenda.

There were no emerging issues and no public comment and the meeting adjourned at 2.11 pm.

FINAL ACTION:

None

ITEM NO. 20 Receive a report from the Governing Board Strategic Planning Committee; and take any action deemed appropriate. (For possible action

DOCUMENT(S) SUBMITTED:

- Power Point

DISCUSSION:

Member Hagerty provided a report on the meeting held on Thursday, August 4, 2022 at 9:00 am. There was a quorum in attendance. There was no public comment. The minutes and the agenda were both approved.

An update on the sacred six service lines was given with favorable year over year comparison. Net revenue for the six service lines increased by 24% and contribution margin increased significantly. Key driver of improvement was a focus on OR improvements, as general surgery holds 30% of the revenue. Initiatives to improve case start times and room turn over times were also discussed. Quick care cases have increased 27% YOY and Children's Hospital results were also positive.

An update was received on UMC's telehealth initiatives, with over 2000 telehealth visits to date and an average wait time of 6 minutes was reported. A review of the competitive dynamics of the southern Nevada market was also received.

Review of the CEO goals of FY22 – full credit was given for 3 of the 4 goals. Goals were also set for FY2023 and a final recommendation was sent to the HR Committee.

Lastly, a discussion with Dean Kahn regarding cooperation between UMC and the Kirk Kerkorian School of Medicine and initiatives that are underway.

There were no emerging issues identified and no public comments before going into closed session and the meeting adjourned at 11:30 am.

FINAL ACTION:

None

ITEM NO. 21 Receive a report from the Governing Board Human Resource and Executive Compensation Committee; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

None

DISCUSSION:

Member Ellis provided a summary from the special meeting held on August 29, 2022 at 2:00pm. There was no public comment, a quorum of all members were present, and the meeting minutes and agenda were approved.

The business items discussed by the Committee included a review and recommendation of the CEO Performance goals and merit increase for FY22 and

the CEO Performance goals for FY23 for HR, as well as all of the other committees, which is part of today's consent agenda.

The Committee next discussed Physician/Non-Physician Compensation plan (wRVU) and the benefit of this employment model. There was a brief discussion regarding the employment of Anesthesia Providers.

Lastly, the Committee approved changes that were made to the HR Policies and Procedures.

There were no public comments and the meeting adjourned at 4:04pm.

FINAL ACTION:

None

ITEM NO. 22 Receive a report from the 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, August 24, 2022 at 2:05 pm. There was a quorum in attendance. There was no public comment and minutes and the agenda were both approved unanimously.

The Committee spent time reviewing financial matters, including financial reports for the month of July and fiscal year to date. Operating results missed budget, primarily due to lower than planned volumes and other challenges. SWB expenses were higher for the month due to COLA and bonus increases during the month. The Committee also reviewed key performance indicators, stats, admissions, length of stay and payor mix trends, as well as other financial statements and capital expenditures.

An informational update was received from Jamie King, Pharmacy Director, regarding online discount pharmacies and their impact on UMC, as well as capital projects that are being implemented to manage costs.

The business items were reviewed and approved 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 were no emerging issues or public comment, and the meeting adjourned at 2:58 PM.

FINAL ACTION:

None

ITEM NO. 23 Receive the monthly financial report for July FY23; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- FY23 July 2022 Report

DISCUSSION:

Ms. Wakem provided a summary of the year-end financial report for June FY22 and the monthly report for July FY23.

Year to date key indicators for June showed admissions were 4.6% over budget, AADC was 649 and average length of stay was at 7 days. Hospital CMI was 1.95 and Medicare CMI was 2.01. Inpatient surgeries were 11% over budget and outpatient cases were on budget. Transplants were 10% below budget. ER visits were 14% above budget and the conversion rate was 20.23%. Quick cares were 15% above budget and primary cares were 3.5% over budget.

The income statement for June showed total operating revenue was above budget \$117.6 million and total operating expenses exceeded budget \$74.2 million. Income from ops showed positive earnings of \$23.7 on a budgeted loss of \$20 million.

Salaries, wages and benefits showed contract labor and overtime continues to be high. All other expenses were reviewed. Supplies, purchased services and repairs and maintenance were up for the month. Ms. Wakem reminded the Board that period 13 is still open and final results will be provided after all adjustments are completed for FY22.

Next, Ms. Wakem reviewed the financial report for July, which was the first month of the 2023 fiscal year.

Total admissions were below budget 5.86%, AADC continues to be high at 662 and ALOS was 6.54 days. Hospital CMI was 1.83 and Medicare CMI was 2.00. Inpatient surgeries were below budget 6.63% and outpatient surgeries were 17.68% below budget. There was a total of 16 transplants, which was a record for the month. Conversion rate was 22.86%. Quick cares were under budget 7.43% and primary cares were 4.43% above budget.

The income statement for July showed revenue down almost \$1 million. Operating expenses was \$500K over budget. Income from ops was positive \$1.9 million.

SWB for July was \$2 million over budget. Overtime and contract labor have come down. All other expenses were favorable, with the exception of utilities, which

was the only category over budget. Key driver was an unanticipated 25% rate increase in peak time usage.

A discussion ensued regarding sequestration. Ms. Wakem provided an update, stating that the moratorium has been lifted as of July 1, 2022 and the 2% reduction in Medicare has resumed.

FINAL ACTION:

None

ITEM NO. 24 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:

- Academic Health Center in NV Presentation

DISCUSSION:

Dean Kahn presented the report for Kirk Kerkorian School of Medicine.

The new Medical Education Building construction is near completion. The planned move in date is October 2022.

Funds have been approved for a new ambulatory care and ambulatory surgery building, as well as for construction of a new lab.

Faculty recruitments are in process for several departments at the school. Funding has been received to start Fellowships in Hematology, Oncology and Rheumatology, which will benefit the community greatly.

Dean Kahn next shared a presentation discussing the benefits of an Academic Health Center in Las Vegas, which was described as encompassing all the health-related components of universities, including their health professions, schools, patient care operations and enterprise. A list of health profession schools and programs was provided. The discussion continued regarding what an academic health center is, statistical data, why it is important to the community and how the program can grow.

He added that UMC and UNLV are on the path of developing the AHC platform together. Components of UNLV Health were shown. The mission of UNLV Health is to create a healthier Nevada and beyond and the universal selling proposition is "Growing Healthier Together."

He highlighted four top priorities that have been identified in the planning process:

1. Equitable Access – provide equitable access to high-quality care and evidence-based interventions.
2. Interdisciplinary Research – coordinate community-based, collaborative, interdisciplinary research teams.

3. Interprofessional Education – enhance the interprofessional educational experience for our students
4. Integrated Practice Plan – create a single UNLV Health practice plan for the delivery of health services

A conversation ensued regarding the Nevada affiliations in the selection process for medical students.

FINAL ACTION:

None

ITEM NO. 25 Receive an update from the Hospital CEO; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

CEO Update

DISCUSSION:

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

- Ortho and Anesthesia update – Meetings are taking place weekly to build/launch these programs.
- Public Lab update
- UMC Online Care – This has been very successful. There has been over 2,000 visits with 99% patient satisfaction
- ReVITALize UMC – this has been awarded to Martin Harris
- First floor renovations are 90% complete
- AIDOC is now in Radiology
- Air Force Nursing General visit to UMC to discuss Military Medicine Program and assist the hospital
- Gift of Hope 5K at Sunset Park – Takes place on September 10th
- Evening of Hope Gala is on October 20th

FINAL ACTION:

None

SECTION 4: EMERGING ISSUES

ITEM NO. 26 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. (For possible action)

DISCUSSION:

There were no emerging issues.

FINAL ACTION:

None

COMMENTS BY THE GENERAL PUBLIC:

Comments from the general public were called for. There being no public comment, Chair O'Reilly closed the public comment section.

A motion was made by Member Franklin to go into closed session pursuant to NRS 450.140(3). Motion carried by unanimous vote.

There being no further business to come before the Board at this time, at the hour of 3:38 PM, Chair O'Reilly adjourned the meeting, and the Board recessed to go into closed session.

SECTION 5: CLOSED SESSION

ITEM NO. 27 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; and direct staff accordingly. (For possible action)

The meeting was reconvened in closed session at 3:46 PM.

At the hour of 4:01 PM, the closed session on the above topic ended.

FINAL ACTION:

None

There being no further business to come before the Board at this time, at the hour of 4:01 PM., Chair O'Reilly adjourned the meeting.

APPROVED: September 28, 2022

Minutes Prepared by: Stephanie Ceccarelli, Board Secretary