University Medical Center of Southern Nevada
Governing Board
March 30, 2022

Emerald Conference Room
Delta Point Building – 1st Floor
901 S. Rancho Lane
Wednesday, March 30, 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
Renee Franklin
Harry Hagerty
Robyn Caspersen – via WebEx
Jeff Ellis – via WebEx
Mary Lynn Palenik – via WebEx
Christian Haase – via WebEx

Ex-Officio Members:

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

Absent:
None

Others Present:
Mason VanHouweling, Chief Executive Officer
Jennifer Wakem, Chief Financial Officer
Tony Marinello, Chief Operating Officer
Kurt Houser, Chief Human Resource Officer
Susan Pitz, General Counsel
Ross Armstrong, Esq. Exective Director, Nevada Commission on Ethics
Doug Moser, Director of Materials Management
Alan Levine, Food Services Director
Craig Dabbs, Health Trust Account Representative
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 regular meeting of the Governing Board on February 23, 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 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 Approve the March 2022 Medical and Dental Staff Credentialing Activities for University Medical Center of Southern Nevada (UMC) as authorized by the Medical Executive Committee (MEC) on March 22, 2022. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- March 2022 Credential Packet

ITEM NO. 5 Approve and authorize the Chief Executive Officer to sign the Hospital Agreement, and exercise any extension options with Alignment Health Plan of Nevada, Inc. for Managed Care Services; or take action as deemed appropriate. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Hospital Agreement
- Disclosure of Ownership

ITEM NO. 6 Ratify the Retinopathy of Prematurity Agreement with Bruce E. Snyder, M.D., and authorize the Chief Executive Officer to exercise any extension options; or take action as deemed appropriate. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Retinopathy of Prematurity Agreement

ITEM NO. 7 Approve and authorize the Chief Executive Officer to sign the First Amendment to the Product Supply Agreement with Praxair Distribution, Inc.; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Amendment 1 to Product Supply Agreement
- Disclosure of Ownership

ITEM NO. 8 Approve and authorize the Chief Executive Officer to sign the Amendment No. 3 to Contract for Medical Core & Support Services for HIV/AIDS Infected & Affected Clients in Las Vegas, Ryan White, Transitional Grant Area with Clark County, Nevada to renew Ryan White Part A services; authorize the Chief Executive Officer to accept any additional partial awards of grant funds to UMCSN; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Amendment 3 to Ryan White Grant – Support Services

ITEM NO. 9 Approve and authorize the Chief Executive Officer to sign the Provider Agreement between Board of Regents on behalf of the College of Southern Nevada and University Medical Center of Southern Nevada for dental services to Ryan White participants; authorize the Chief Executive Officer to exercise any extension/renewal option; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Provider Agreement
- Wellness Fee Schedule
- Disclosure of Ownership

ITEM NO. 10 Approve and authorize the Chief Executive Officer to sign the Third Amendment to Agreement, and exercise any amendments or extension options with Shannon Kane-Saenz for Data Engineering Consultation; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Third Amendment to Data Engineering Consultation Agreement
- Disclosure of Ownership

ITEM NO. 11 Approve and authorize the Chief Executive Officer to sign the Service Agreement, and exercise any extension options with American Sign Language Communication for language interpretation services; authorize the Chief Executive Officer to exercise amendments or extension options within his delegation of authority; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Service Agreement
- Disclosure of Ownership

ITEM NO. 12 Approve and authorize the Chief Executive Officer to sign the Amendment One to Professional Service Agreement for Architectural Design of UMC's exterior campus façade with Brad Henry Friedmutter & Associates, Ltd. d/b/a Friedmutter Group; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Amendment One

ITEM NO. 13 Approve and authorize the Chief Executive Officer to sign the Services Agreement, and exercise any extension options with EV&A Architects for Architectural Design and Engineering Services to support UMC's Trauma Feasibility Study Project; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Service Agreement
- Disclosure of Ownership

ITEM NO. 14 Award Bid No. 2021-07 South Tower and Round Wing Cast Iron Piping Replacement to Monument Construction, the lowest responsive and responsible bidder, contingent upon submission of the required bonds and insurance; authorize the Chief Executive Officer to sign Bid No. 2021-07 and exercise any extension options; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Monument Construction Bid 2021-07
- Bid 2021-07 Letter of Award
- Disclosure of Ownership

ITEM NO. 15 Approve and recommend for approval by the Board of Hospital Trustees for University Medical Center of Southern Nevada, the Third Amendment to Interlocal Medical Office Lease the Board of Regents of the Nevada System of Higher Education on behalf of the University of Nevada, Las Vegas, Kirk Kerkorian School of Medicine at UNLV for rentable space for the UMC Wellness Center at the Lied Building located at 1524 Pinto Lane; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Amendment 3 to Interlocal Medical Office Lease

ITEM NO. 16 Approve and recommend for ratification by the Board of Hospital Trustees for University Medical Center of Southern Nevada the First Amendment to the Lease Agreement with METEJEMEI, LLC for rentable space for the UMC

Quick Care and Primary Care at 5860 Losee Road; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- METEJEMEI, LLC – Aliante Lease Amendment One
- Disclosure of Ownership

ITEM NO. 17 Approve and recommend for approval by the Board of Hospital Trustees for University Medical Center of Southern Nevada, the Amendment Two to Amended and Restated Professional Services Agreement for Anesthesiology Clinical Services with Robert B. McBeath, M.D., PC d/b/a OptumCare Anesthesia; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Amendment 2 to PSA

ITEM NO. 18 Approve the M-Plan revisions as recommended by the Human Resources and Executive Compensation Committee; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- UMC Management Compensation Plan

ITEM NO. 19 Approve the Amendment to UMC's CEO contract to coincide with the recommended M-Plan revisions as recommended by the Human Resources and Executive Compensation Committee; and take action as deemed appropriate.*(For possible action)*

DOCUMENT(S) SUBMITTED:
- Fourth Amendment

ITEM NO. 20 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-17-758800-C, entitled *Dominador Corpuz, et al. v. University Medical of Southern Nevada, et al*; 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 Franklin to approve Items 4-20 on the Consent agenda as recommended. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 21 Receive Ethics training from Ross E. Armstrong, Esq., Executive Director of Nevada Commission on Ethics; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- None submitted

Ross Armstrong, Esq., Executive Director of the Nevada Commission on Ethics, provided an ethics overview, which included training on statutory and regulatory authority:

- Chapter 281A Nevada Revised Statutes – Nevada Ethics Law
- Chapter 281A Nevada Administrative Code – Ethics Regulations

The three major functions of the ethics commission are to provide education and outreach, provide advisory opinions to public officers and employees and to receive and process complaints alleging violations of Nevada's Ethics Law.

Mr. Armstrong reviewed key ethics terms, provided examples of what is and what is not Nevada Ethics Law as it relates to who is covered in the jurisdiction of the Ethics Commission and what types of conduct falls under the jurisdiction of the Ethics Commission, as well as what action the Ethics Commission can take in response to a violation.

Lastly, direction was given regarding the processes of disclosure and abstention and five tips on how to remain in compliance.

Chairman O'Reilly asked if Mr. Armstrong could provide a review of the regarding the third degree of consanguinity as it relates to the ethical responsibility and obligations of the Board members. A discussion ensued regarding this subject matter.

FINAL ACTION:
None

At this time, the Board heard Item 27.

ITEM NO. 27 Receive an update from Kate Martin, MD, MPH, MBA, Associate Dean for Graduate Medical Education at the Kirk Kerkorian School of Medicine at UNLV, Las Vegas; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- None

DISCUSSION:

Dr. Kate Martin, Associate Dean for GME, provided an overview of the Graduate Medical Education ("GME") program and year to date highlights from the Kirk Kerkorian School of Medicine.

Chairman O'Reilly stated the importance of the GME program which is run by UNLV and that the Residents perform their residency at UMC. This discussion will provide an opportunity to improve the program moving forward.

Match Day 2022, which took place on March 18^{th}, is a National Resident Match Program whereby 4^{th} year medical students find out where they will do their residency training. Dr. Martin provided a summarized the process of the making of a doctor, the advanced training and years of study that are required to become a doctor and the Match process. Unmatched applicants and unfilled programs enter the Supplemental Offer and Acceptance Program ("SOAP") until they are matched. There was continued discussion regarding the Match process and social outreach and recruitment strategies for individuals with a connection to Nevada.

Dean Kahn commented that 23 students matching are from Nevada and the rest are from out of state. He added, generally 70% of medical residents practice where they have trained, which is why it is important to increase the residency positions for our state.

Statistics were provided of the students that matched with UNLV and the residency and fellowship programs that are offered.

UNLV is the sponsoring institution for GME and provides oversite of program accreditation, trainee performance and faculty development. UMC is the primary teaching hospital for UNLV and offers the clinical experience, funding and teaching time for the faculty. The two facilities work together to ensure a safe environment for patient care, promote research opportunities and contribute to the community's physician workforce.

Lastly, a discussion ensued regarding who governs the match ranking process and scoring system standards for each department/program and what weight is given regarding commitment to Nevada.

Chairman O'Reilly suggested a discussion in the future regarding the residency programs and the relationship between UMC and UNLV to help support the program, as well as possible recruitment and growth opportunities.

FINAL ACTION:
None

At this time, the Board returned to Item 22 on the agenda.

ITEM NO. 22 Review and discuss the Governing Board 2022 Action Plan, to include an update on the global supply chain challenges and the effects on UMC; and take any action deemed appropriate. ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**

- PowerPoint Presentation

DISCUSSION:

Mr. Van Houweling introduced Craig Dabbs, Health Trust Account Representative, Douglas Moser, Director of Supply Chain Services and Alan Levine, Director of Food and Nutrition, to discuss the impact the supply chain issues have had on UMC.

Mr. Levine, began the discussion by highlighting the pricing challenges, supply chain issues and product availability. He shared the statistics on the pricing increases that have been experienced over the past 12-months. Fuel surcharges are now included on invoices. Product availability has created challenges in maintaining a consistent hospital menu for patients and hospital staff. He stated that we cannot sacrifice quality for cost.

Next, Mr. Moser provided an update on supply chain concerns and challenges that could impact patient care. We have been able to receive many products that are vital to patient care directly from the manufacturer, which has been beneficial to UMC.

Lastly, Mr. Dabbs provided a high level overview of the pricing factors encompassing medical, surgical and pharmaceutical platforms. Health Trust negotiates GPO pricing for supplies used throughout the hospital. A graph of the US price index over the past 20-years was shown.

Inflationary pressures are significant. The factors that are leading the price increases include raw materials, labor, US/China tariffs and freight and logistics. A breakdown of the market dynamics of these supply expense pressures was shown.

In the past, there was success in standardization and favorable pricing terms along with pressure in a competitive market. Despite the current push from suppliers for price increases, they have been fended off due to the firm pricing provisions held by Health Trust. Measures being considered to mitigate supply expense pressures include balancing supplier resilience with price, longer or shorter term agreements, utilize price de-escalators, convert when needed or feasible and require supplier transparency. The discussion continued regarding future inflation that could affect the supply chain and the hospital.

FINAL ACTION:
None

ITEM NO. 23 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**:**
- PowerPoint Presentation

DISCUSSION:

Member Ellis presented the summary of the HR meeting held on March 14, 2022. There was a quorum in attendance. There was no public comment and minutes and the agenda were both approved unanimously.

The Committee reviewed and discussed changes to the M-Plan and the CEO contract which was approved as part of the consent agenda. A plan has been put in place to recognize achievements of the CEO goals. An update was received on C-Suite market comparisons.

The Committee was reminded that SEIU contract negations are in process.

RN hiring process was discussed. Nursing shortages are critical nationwide and UMC has done a substantial job at keeping contract labor at a minimum and reducing travel nursing expenses, which have had an impact on the budget.

Emerging issues included topics surrounding the union and nursing incentive pay. There was no public comment and the meeting adjourned at 3:10 PM.

FINAL ACTION:
None

ITEM NO. 24 Receive a report from the Governing Board Audit and Finance Committee; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- None Submitted

DISCUSSION:

Member Caspersen provided a report the meeting held on Wednesday, March 23, 2022 at 2:03 pm. There was a quorum in attendance. There was no public comment and minutes and the agenda were both approved unanimously.

The business items were reviewed, discussed and approved by the Committee during the meeting. All of the contracts that were approved are a part of today’s consent agenda was discussed. The financial report was reviewed for February, which included financial results, operating results year to date and compared to budget, financial indicators, payor mix trends, cash flow, and capital spend. Salaries, wages and benefits exceeded budget for the month. There was continued discussion regarding managing the cost and setting strategic plans moving forward.

Next, the Committee received a report on the tentative operating budget for FY2023. There was a review of the various assumptions that went into building the budget, as well as comparison to the FY2022 budget and COVID impacts. After lengthy discussion regarding the tentative budget, the Committee provided substantial feedback to management. No action was taken and a final draft will be brought back for review on April 20th.

There were no emerging issues. There was no public comment and the meeting adjourned at 3:50 PM.

FINAL ACTION:
None

ITEM NO. 25 Receive the monthly financial report for February FY22; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- February 2022 Financials

DISCUSSION:

Ms. Wakem provided a summary of the monthly financial report for February FY22.

Key indicators for February showed admissions were 5% below budget. AADC was 668. Average length of stay continues to be high at over 8-days, which is well above the industry standard of 5-days. Tactical initiatives have been planned to address this issue. Acuity remains high. Outpatient surgeries were at 568.

Chairman O'Reilly asked if the ALOS was reduced would that affect census? Ms. Wakem stated said yes and provided an example from previous years.

The income statement showed almost $11.6 million overall net revenue and other operating expenses above budget $13.4 million. Income from operations was a loss of $1.8 million with a budgeted earning of $92K. Year to date showed positive income of $16.3 million in earnings, with a budgeted loss of $14.7 million.

Salaries, wages and benefits for February were $8.9 million over budget. Incentive pay stopped February 22nd, so SWB should decrease moving forward. UMC is actively recruiting and recently hosted a nursing job fair; a nursing resource pool has also been established. Opportunities for improvement continue in staffing and with labor costs. All other expenses were over budget due to inflation. An inventory true-up due to an excess in COVID supplies was done. Purchase services is up due to NSI nurse recruit agreement.

FINAL ACTION:
None

ITEM NO. 26 Receive an update from the Dean of the Kirk Kerkorian, School of Medicine at UNLV, Las Vegas School of Medicine; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- None Submitted

DISCUSSION:

Dean Kahn summarized the Match Day at the Kirk Kerkorian School of Medicine. Every student did well and was placed. He added that 41% of students are staying for at least one year. Graduation is scheduled for May 6th.

The Medical Education building construction remains ahead of schedule. Occupancy is anticipated for the late summer or the fall of 2022.

The school is working with UMC to increase the clinical trial volumes, which would benefit patients and the community. Plans for an Academic Health Center continue.

FINAL ACTION:
None

ITEM NO. 28 Receive an update from the Hospital CEO; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- CEO Update Presentation

DISCUSSION:

Mr. Van Houweling provided an update on the following topics:

- Pancreas approved – Expecting to complete the first transplant within the next 30 to 45 days.
- Re*VITAL*ize UMC – Two proposals have been received and reviewed. The next step is to have oral presentations from the vendors.
- Screening tables will convert to UMC Concierge Services – This will be a permanent service and will allow UMC to monitor and assist patients and guests when they arrive at the hospital.
- Elevator refurbishment complete – Over 20 elevators have been refurbished throughout the hospital.
- EP lab running – 12 cases over the past two weeks and 33 cases completed for the month
- Leapfrog – Results for this quarter is a C.
- Incentive pay – An update was provided on the press release regarding nursing and mandatory overtime. UMC is working with SEIU to find reasonable solutions to prevent the need for mandatory overtime. There were 19 new recruits from the recent hiring event.
- Budget preparation is in process.
- Doctors' Day – Thank you to all of the doctors for your commitment to UMC and your leadership. Happy Doctors' Day!
- Ambulatory Care Breakfast and Awards – March 31st at 7:00 am
- UMC Evening of Hope Gala – October 20th at Wynn

FINAL ACTION:
None

SECTION 4: EMERGING ISSUES

ITEM NO. 29 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)*

DISCUSSION:

None

COMMENTS BY THE GENERAL PUBLIC:

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

A motion was made by Member Mackay to go into closed session pursuant to NRS 450.14(3).

There being no further business to come before the Board at this time, at the hour of 3:57 PM, Chair O'Reilly adjourned the meeting, and the Board recessed to go into closed session.

SECTION 5: CLOSED SESSION

ITEM NO. 30 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 4:00 PM.

At the hour of 4:48 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 4:48 PM. Chairman O'Reilly adjourned the meeting.

APPROVED: April 27, 2022

Minutes Prepared by Stephanie Ceccarelli