

**University Medical Center of Southern Nevada
Governing Board Meeting
November 13, 2024**

Emerald Conference Room (1st Floor)
Delta Point Building
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, November 13, 2024
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 2:09 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
Renee Franklin
Robyn Caspersen (WebEx)
Harry Hagerty (WebEx)
Jeff Ellis (WebEx)

Ex-Officio Members:

Present:

Bill Noonan, Ex-Officio (WebEx)
Steve Weitman, Ex-Officio (WebEx)
Dr. Meena Vohra, Chief of Staff
Dr. Marc Kahn, Dean of Kirk Kerkorian SOM at UNLV

Absent:

Chris Haase (Excused)

Others Present:

Mason Van Houweling, Chief Executive Officer
Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Maria Sexton, Chief Information Officer
Brandon Murphy, Information Security Officer
Jill Roberts, CEO of Trauma Intervention Program
Susan Pitz, 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 30, 2024. (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 Franklin that the minutes be approved as recommended. Motion carried by unanimous vote.

SECTION 2: CONSENT ITEMS

ITEM NO. 4 Accept the Fiscal Year 2024 Basic Financial Statements and Single audit Information 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:

- BDO Audit Wrap-Up Presentation
- Final Financial Summary

ITEM NO. 5 Ratify the Amendment Two to the Hospital Agreement 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 – Amendment 2
- Disclosure of Ownership

ITEM NO. 6 Ratify the Telemedicine Professional Services Agreement (Pediatric Neurology) with Pokroy Medical Group of Nevada, Ltd. d/b/a Pediatrix Medical Group of Nevada; authorize the Chief Executive Officer to exercise any extension options; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- PSA TeleNeurology
- Disclosure of Ownership

ITEM NO. 7 Approve and authorize the Chief Executive Officer to sign the First Amendment to Master Service Agreement for Architectural Design and Documentation Services with Encompass Studio LLC; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Master Services Agreement – Amendment 1
- Disclosure of Ownership

ITEM NO. 8 Approve and authorize the Chief Executive Officer to sign the Agreement with Insight Direct USA Inc. for the purchase of computers; authorize the Chief Executive Officer to execute extensions and amendments; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Quotation – Redacted
- Sourcing Letter
- Disclosure of Ownership

ITEM NO. 9 Approve and authorize the Chief Executive Officer to sign the Equipment Schedule No. 018 to Master Agreement 21237667 with Flex Financial, a division of Stryker Sales, LLC; authorize the Chief Executive Officer to exercise any extension options; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Equipment Schedule No. 018 to Master Agreement
- Disclosure of Ownership

ITEM NO. 10 Approve and authorize the Chief Executive Officer to sign the Amendment Six to the Agreement with Terminix International Company Limited Partnership d/b/a Terminix Commercial for Integrated Pest Management Program; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Provider Agreement – Amendment Six
- Disclosure of Ownership

ITEM NO. 11 Approve and authorize the Chief Executive Officer to sign the Residency Affiliation Agreement for dental anesthesia training with The Board of

Regents of the Nevada System of Higher Education on behalf of the University of Nevada, Las Vegas School of Dental Medicine; execute future amendments within the not-to-exceed amount of this Agreement; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Residency Affiliation Agreement

ITEM NO. 12 Approve and recommend for approval by the Board of Hospital Trustees for University Medical Center of Southern Nevada, the Agreements with DNV Healthcare USA Inc. for Management System Certification/Accreditation; authorize the Chief Executive Officer to execute any future amendments or addendums; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- DNV System Management Agreement
- Business Associate Agreement
- Disclosure of Ownership

FINAL ACTION:

A motion was made by Member Hagerty that Consent Items 4-12 be approved as presented. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 13 Receive an informational presentation from Brandon Murphy, UMC Information Security Officer, regarding the Cyber Security program at UMC; and direct staff accordingly. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- PowerPoint

DISCUSSION:

Brandon Murphy, UMC Information Security Officer, provided an overview of the Cyber Security program at UMC. Mr. Murphy provided a brief background of his experience in cyber security.

Cyber attacks on healthcare systems has risen by 34% and are expected to continue to rise. Ransomware remains to be the leading threat to businesses across the industry and phishing and social engineering continue to be the top methods of attack. Proper vetting and use of AI presents new challenges and opportunities for cyber attacks.

Critical patching significantly reduces attacks by ensuring rapid application of updates and this enhances the organization's protections. Continuous password testing, education and being proactive through regular assessments and system enhancements strengthens the hospital's defenses.

The cyber security program roadmap includes UMC domain replacement, greater adoption of cloud services and AI technologies, as well as upgrades and investments in digital infrastructure. To strengthen cyber security operations, the team is transitioning to a dedicated Security Operations Center, which will enhance coordination, expedite incident handling and improve communication strategies.

UMC remains committed to organizational and community outreach and fosters strong partnerships and open communication throughout the organization, which supports the mission of advancing healthcare with secure, innovative technology.

There was continued discussion regarding activities of the Security Operations Center and how the department works daily to intercept and repel threats received daily.

FINAL ACTION:

None

ITEM NO. 14 Review and discuss the Governing Board 2024 Action Plan, to include an informational update from Jill Roberts, CEO of Trauma Intervention Program (TIP) of Southern Nevada, Inc., regarding the activities of the TIP program and community assistance in Southern Nevada; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint

DISCUSSION:

Jill Roberts, CEO of the Trauma Intervention Program (TIP) of Southern Nevada, Inc., provided an overview of the program and how it benefits the community.

The TIP is a non-profit organization dedicated to ensuring that those who are emotionally traumatized in emergency situations receive the assistance they need and it works closely with local emergency response agencies to provide well-trained citizen volunteers to assist in emergencies to provide emotional and practical support to family members, witnesses, and other bystanders directly on-scene and during the investigative process.

TIP has been in Clark County for 30 years and in 2023 it supported over 7,000 individuals in approximately 2,000 scene responses. There are about 60-80 volunteers and 3 paid staff members. Trainings occur 2 to 3 times per year. Ms. Roberts provided TIP facts, including volunteer availability and the type of calls that the volunteers respond to, such as emotional and practical support.

Volunteers are not therapists or counselors, but go through a 36-hour training academy, field training and attendance at monthly continuing education. Training is also provided to emergency responders as well. A list of the types of calls the program receives was reviewed.

FINAL ACTION:

None

ITEM NO. 15 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 6, 2024 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 on the BDO Audit, which was recommended for approval by the committee. There were no adjustments to the financial audits and no significant deficiencies reported. There are no significant changes to the planned audit strategy.

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.

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 a part of today's consent agenda.

There was no public comment and the meeting adjourned.

FINAL ACTION:

None

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

The Dean thanked the Board for coming to the Medical School for the October meeting.

Dean Kahn was in attendance at the annual meeting of the Association of American Medical Colleges and the meeting of the Alliance of Academic Health Centers and discussed the role of Academic Health Centers in the community and other concerns such private equity and GME funding. This Spring, the Dean will be attending a meeting with the Counsel of Deans and Chief Executives of Hospitals.

The school is preparing for an accreditation visit, which is scheduled for October 2025.

The Dean discussed the need to have collaborative research between the school and the hospital. Two grants were received recently. One was from the Department of Defense to study the unique military/civilian partnership. A second was a grant received by Deb Kuhls regarding traffic studies. The Dean would also like to see collaborative efforts regarding clinical trials.

Lastly, the school is preparing for the next legislative session and one priority for discussion is to increase funding for GME and Academic Health.

The Dean wished everyone a Happy Thanksgiving.

Chairman O'Reilly asked about the funding for the grant applications. Dean Kahn responded that the military grant was a joint effort and the school is the PI for the traffic study grant.

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:

CEO Update

DISCUSSION:

Mason Van Houweling, UMC CEO provided the following CEO updates:

- Southern Highlands Primary Care Expansion – opening in mid-December
- Lab vendor transition from LMC to Quest for pathology services
- Preparations for emergency management for Formula 1 is underway
- Becker's Hospital Review
 - Solutions for Clinical Workforce Stabilization
- Cleveland Clinic Lou Ruvo Center for Brain Health conference this evening hosted by UMC at 5:00pm
- UMC Holiday Party
 - December 5th at Pop Stroke from 6:00 pm – 9:00 pm
- The business office recognized, as it had a record month in collections for the month of October
- West Henderson Hospital will be opening this month
- Welcome back to Marsha Turner as the Associate Vice Chancellor for Health Sciences at NSHE
- Farewell to Geoff Empey, Associate Administrator of Operations at UMC, as he will be taking on a new role in Idaho. Congratulations and thank you for your service at UMC!

There was continued discussion regarding the vendor transition for pathology services.

FINAL ACTION:

None

ITEM NO. 18 Consider and forward for to the Board of County Commissioners, also sitting as the Board of Hospital Trustees, four individuals for appointment to the UMC Governing Board for a three-year term commencing on January 1, 2025 from the following list of interested individuals: Renee Franklin (Current Member), John O'Reilly (Current Member), Harry Hagerty (Current Member) and William Noonan (Current Ex Officio Member); and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

None

DISCUSSION:

All 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.

FINAL ACTION:

A combined motion was made by Member Mackay to consider and forward to the Board of County Commissioners, also sitting as the Board of Hospital Trustees, the appointments of Renee Franklin, (Current Member), John O'Reilly (Current Member), Harry Hagerty (Current Member), and William Noonan (Current Ex-Officio Member) to the UMC Governing Board commencing on January 1, 2025. Motion carried by unanimous vote. Members 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. 19 Determine future meeting dates and times through calendar year 2025; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

2025 Calendar

DISCUSSION:

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

FINAL ACTION:

None

SECTION 4: EMERGING ISSUES

ITEM NO. 20 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 Survey
- Future agenda item regarding breathing techniques and healing

FINAL ACTION:

None

COMMENTS BY THE GENERAL PUBLIC:

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

At this time, a motion was made by Member Mackay to go into closed session.

FINAL ACTION TAKEN:

At the hour of 3:20 PM, a motion was made by Member Mackay that the Board go into closed session. Motion carried by unanimous vote.

SECTION 5: CLOSED SESSION

ITEM NO. 25 Go into closed session, pursuant to NRS 241.015(3)(b)(2), to receive information from UMC's Office of General Counsel regarding potential or existing litigation involving a matter over which the Board has supervision, control, jurisdiction or advisory power, and to deliberate toward a decision on the matter; and direct staff accordingly.

The meeting was reconvened in closed session at 3:25 PM.

At the hour of 4:15 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 4:15 PM, Chair O'Reilly adjourned the meeting.

APPROVED: December 11, 2024

Minutes Prepared by: Stephanie Ceccarelli, Governing Board Secretary