University Medical Center of Southern Nevada
Governing Board
January 29, 2020

UMC Emerald Conference Room
Delta Point Building (1st Floor)
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, January 29, 2020
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 2:08 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
Robyn Caspersen
Harry Hagerty – via Phone
Laura Lopez-Hobbs
Christian Haase – via Phone
Renee Franklin
Jeff Ellis – via Phone
Mary Lynn Palenik – via Phone

Ex-Officio Members:

Present:
Barbara Fraser, Ex-Officio

Absent:
Dr. John Fildes, Interim Dean UNLV (Excused)
Dr. Frederick Lippmann, Chief of Staff (Excused)

Others Present:
Mason VanHouweling, Chief Executive Officer
Susan Pitz, General Counsel
Peter Belmonte, Interim 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 December 18, 2019. ***(Available at University Medical Center, Administrative Office) (For possible action)***

FINAL ACTION: A motion was made by Member Lopez-Hobbs that the minutes be approved. Motion carried by unanimous vote.

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

FINAL ACTION: A motion was made by Member Caspersen that the agenda be approved as recommended. Motion carried by unanimous vote.

SECTION 2. CONSENT ITEMS

A motion was made by Dr. Mackay to approve the items on the Consent Agenda listed below as recommended. Motion carried by unanimous vote.

ITEM NO. 4 Approve the First Amendment to the Hospital Participation Agreement with Laughlin Healthcare Coalition; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- First Amendment to Hospital Participation Agreement

ITEM NO. 5 Approve the Acknowledgement Form for reference laboratory testing services with Laboratory Corporation of America Holdings and its subsidiaries (LabCorp); authorize the Chief Executive Officer to execute future amendments within his delegation of authority; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Reference Laboratory Testing Services Acknowledgement Form

ITEM NO. 6 Approve the Client Agreement with FocusOne Solutions, LLC for temporary labor staffing services; authorize the Chief Executive Officer to exercise the extension option; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- FocusOne Solutions, LLC Client Agreement

ITEM NO. 7 Approve the Pricing Agreement with Northfield Medical, Inc. to provide repair of surgical instruments; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Pricing Agreement
- Disclosure of Ownership
- HPG Letter Dated January 2, 2020

ITEM NO. 8 Approve the Provider Agreement between Alireza Farabi, M.D., PC and University Medical Center of Southern Nevada for primary care and infectious disease medical services to Ryan White participants; authorize the Chief Executive Officer to exercise any extension options; and take action as deemed appropriate. *(For possible action)*

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

ITEM NO. 9 Approve the End User License Agreement and related documents with Imprivata, Inc.; authorize the Chief Executive Officer to exercise any extension options; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- End User License Agreement
- Certificate of Liability Insurance
- Statement of Work (SOW)
- Proposal
- Disclosure of Ownership

ITEM NO. 10 Approve the documents for the purchase of a Zenition 70 Mobile C-Arm with Philips Healthcare; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Purchase Order
- Certificate of Insurance
- Disclosure of Ownership
- HPG Letter dated December 30, 2019

ITEM NO. 11 Approve the Philips RightFit Primary Service Agreement with Philips Healthcare; and take action as deemed appropriate. *(For possible action)*

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

ITEM NO. 12 Approve and recommend for approval to the Board of Hospital Trustees for University Medical Center of Southern Nevada the agreements with Philips Healthcare, a division of Philips North America LLC for the Philips Monitors Enterprise; authorize the CEO to sign any future change orders within his delegated authority; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Amendment One
- MATC Software Quotation
- Disclosure of Ownership
- Scope of Work (SOW)
- HPG Letter Dated November 22, 2019

ITEM NO. 13 Approve and recommend for approval to the Board of Hospital Trustees for University Medical Center of Southern Nevada, the Primary Commitment Agreement for Acute Care and Surgery Centers with Medline Industries, Inc. for medical/surgical products distribution services; authorize the Chief Executive Officer to exercise any extension options; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Primary Commitment Agreement

ITEM NO. 14 Approve the Purchase Agreement and related documents for the Nuclear Medicine Room project with Siemens Medical Solutions USA, Inc., and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Proposal
- Purchase Agreement
- Quote
- Certificate of Insurance
- HPG Letter Dated December 30, 2019

ITEM NO. 15 Approve the Freight Management Agreement and Amendment No. 1 between Cardinal Health 200, LLC and University Medical Center of Southern Nevada; authorize the Chief Executive Officer to exercise any extension options; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- OptiFreight Agreement
- Amendment No. 1
- Disclosure of Ownership
- HPG Letter dated October 10th, 2019

ITEM NO. 16 Approve the Wireless Devices & Services Agreement between T-Mobile USA Inc., and University Medical Center of Southern Nevada; authorize the Chief Executive Officer to exercise any extension options; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Disclosure of Ownership
- Service Quote

SECTION 3: BUSINESS ITEMS

ITEM NO. 17 Receive an educational presentation on UMC's Managed Care Contracting Process from Rose Coker, Director of Managed Care, and take any action deemed appropriate. ***(For possible action)***

DOCUMENT(S) SUBMITTED:
- Education Managed Care Contracting Presentation

Rose Coker, Director of Managed Care, provided an educational overview of Managed Care Contracting and the revenue benefit that managed care organizations, which are comprised of private payers and government, would provide to the hospital's financial future.

Ms. Coker emphasized that though it is not necessary to establish a contract agreement with everyone, our strength comes from understanding the value that we bring to anyone's network.

Components of the contract negotiations, which include terminology, rate methodology, and credentialing, were discussed, and it was noted that contract analysis and legal oversight is needed to generate an agreeable document.

Dr. Makay asked if there is still a Prompt Payment Bill, a clean claim paid "Prompt Pay" within 30-days.

Ms. Coker replied that Prompt Pay still exists and that the Department of Insurance has defined what the prompt payment consists of and the penalty clause for not being reimbursed on a clean claim.

Member Lopez-Hobbs asked if there is a standard rate that Medicare pays UMC as compared to others.

Ms. Coker responded that the DRG reimbursement provided by the Federal Government and the Medicare reimbursements should be the same. Medicare rates are national.

There was continued discussion regarding expected hospital reimbursements from Medicare and Medicaid and supplemental plans and the role that more accurate and appropriate documentation plays in receiving the proper reimbursement amount.

Mr. VanHouweling continued by stating that better documenting and educating and physicians to document their notes to support the patient care properly drives the acuity. UMC's acuity mix is far higher than any other hospital in town.

FINAL ACTION: None

ITEM NO. 18 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 summary from the January 22, 2020 meeting.

There was no public comment, all members were present, and the minutes from December 11, 2019, and agenda were approved.

Thirteen contracts were reviewed and approved at the Audit and Finance Committee. A financial report was given for the month of November and December 2020, by Ms. Wakem. The meeting focused on the financial results reviewing balance sheets, income statements, key financial indicators, operational indicators, cash flow, and capital items. The results were favorable.

Admissions, stay, and acuity was looked at as well as ED visits and the number of ED visits that transition to hospital admissions. Particularly the observation rates were discussed along with reimbursement rates.

In addition to the financial statements, a report was provided on a variety of topics, some of which were discussed in the earlier presentation, including the further delay on the amounts of the DSH cuts, the latest date was May 2020, the Medicaid rate increases for 2020 and finally, at the February meeting, the Committee will receive a report from CEO on status of achievement towards the CEO's Audit and Finance performance goals for 2020.

There were no emerging issues identified and no public comments.

FINAL ACTION: None

ITEM NO. 19 Receive a report from the Governing Board Human Resources and Executive Compensation Committee and take any action deemed appropriate. *(For possible action)*

CORRECTION: Committee name corrected from Governing Board Human Resources and Executive Committee to Governing Board Human Resources and Executive Compensation Committee.

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

DISCUSSION: Member Ellis provided a summary from the January 27, 2020 meeting.

There was no public comment, all members were present, and the minutes from October 21, 2019, and agenda were approved.

The Committee reviewed the goals and objectives of the CEO and the entire HR Department. There were seven goals reviewed in detail and HR Goals being achieved. Staffing criteria and ratio based on volumes were looked at, and also the lower or higher census data were compared to what the staffing levels should be compared to what it is.

A report on the SEIU negotiation was provided as the contract renewal is due at the end of the Fiscal year. Additionally, the operating engineers are in negotiation

There were no emerging issues identified and no public comments.

<u>FINAL ACTION</u>: None

ITEM NO. 20 Receive the monthly financial report for November and December FY20, and take any action deemed appropriate. *(For possible action)*

<u>DOCUMENT(S) SUBMITTED</u>**:**
- FY20 November and December

<u>DISCUSSION:</u> Ms. Wakem provided a summary of the monthly financial report for November and December FY20.

- Key Indicators for both November and December were discussed. An abbreviated report was provided for November FY20.

- Net review for the month was slightly under budget $1.1 million or 2%. Operating expenses were favorable to budget 1.3. We landed about a million dollars on a budget of almost $800k, so we were $200k favorable. The YTD income statement was reviewed. Net Revenue YTD November $1.8M over budget. The Operating Expenses were key, and we are managing our operating expenses and $1.8 M favorable. We are $5.8 M YTD on a budget of $2.2 M.

- Chair O'Reilly suggested to add dates to the report for future meetings and was acknowledged by Ms. Wakem.

- The key indicators for the month of December were presented, and Total Admissions were highlighted. UMC was below the budget.

- The Length Of Stay (LOS) was at 2.6%. The Medicare LOS was higher. IP surgery was up 7%. The conversion rate from the ED to Observation or IP was 20%. Last year it was 24%.

- Quick Cares increased by a 7% increase due to expanded hours. Primary Cares was also up 7%.

- Revenue was under budget by almost $800k for the Income Statement in the month of December. The Operating Expenses were over budget about $400k.

- The YTD Budget was above the budget by $2.4 M. Salary Wages and Benefits were favorable, and all the other expenses were also presented.

FINAL ACTION: None

ITEM NO. 21 Receive an update on the University of Nevada Las Vegas School of Medicine, and take any action deemed appropriate. *(For possible action)*

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

DISCUSSION:

Dean Fildes was unable to attend today due to another pressing matter. Mr. VanHouweling provided information about Dr. Marc J. Kahn. Dr. Khan will be joining UNLV School of Medicine in April as the Dean and Dr. Fildes will continue as the Chair of Surgery.

FINAL ACTION: None

ITEM NO. 22 Receive an update from the Hospital CEO and take any action deemed appropriate. *(For possible action)*

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

DISCUSSION: Mr. VanHouweling provided the following updates.

Mr. VanHouweling started his updates by acknowledging the UMC interns in attendance at Governing Board.

The Joint Commission preparation was presented along with survey readiness and safety huddles confirming that UMC is Joint Commission ready.

Congratulations were offered to the Cardiology team for a successful American College of Cardiology Survey. Coronary Percutaneous Intervention (CPI) is a highly designated EMS destination.

An update was provided regarding the Coronavirus outbreak, along with a report from Dr. Ahsad from the Infection Control department.

Discussion continued regarding hospital growth, which includes the addition of new DaVinci Robots, the installation of the Nurse Call System, the completion of the Enterprise Quick Care and Trauma ICU remodel.

Various activities in the community were highlighted.

Mr. VanHouweling continued to report on a variety of topics, including an upcoming visit from a Three-Star General, an invitation to join the Patient Protection Commission from Governor Sisolak, and his meeting with CMS Administrator, Ms. Seema Verma.

There were no emerging issues identified and no public comments.

FINAL ACTION: None

ITEM NO. 23 Review and accept the standing committee assignments for calendar year 2020 and take any action deemed appropriate. *(For possible action)*

DISCUSSION: Chair O'Reilly asked if any members wanted changes to committee assignments or if members preferred for committees to remain as they are now. No changes were noted.

FINAL ACTION: A motion was made by Member Caspersen to keep the standing committee assignments for the calendar year 2020. Motion carried by unanimous vote.

ITEM NO. 24 Finalize meeting dates for the Governing Board and the Governing Board's standing committees for the calendar year 2020, and take any action deemed appropriate. *(For possible action)*

DISCUSSION: Member Hagerty requested the Strategy Committee change the meeting scheduled on August 6 to August 5.

FINAL ACTION: A motion was made by Dr. Mackay to approve the meeting schedule change for the calendar year 2020. Motion carried by unanimous vote.

ITEM NO. 25 Elect a Chair and Vice-Chair to the Governing Board to serve a two-year term ending January 2022 and take any action deemed appropriate. *(For possible action)*

DISCUSSION: Chair O'Reilly indicated that he and Dr. Mackay would be honored to continue to serve for another two-year term.

FINAL ACTION: Member Franklin made two motions for Chair O'Reilly and Dr. Mackay to continue for another two-year term in their capacities as Chair and Vice-Chair, respectively. Both motions carried by unanimous vote, with noted abstentions below.

(Chair O'Reilly and Dr. Mackay abstained from voting on their respective nominations)

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)*

FINAL ACTION: None

COMMENTS BY THE GENERAL PUBLIC:

Comments from the general public were called for before going into closed session. No such comments were heard.

A motion was made by Dr. Mackay 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 3:07 PM. Chair O'Reilly adjourned the meeting.

At the hour of 3:08 PM, the Board recessed to go into closed session.

SECTION 5: CLOSED SESSION

ITEM NO. 27 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. *(For possible action)*

The meeting was reconvened in closed session at 3:23 PM.

At the hour of 3:35 PM, the closed session on the above topic ended.

FINAL ACTION: No action was taken by the Board.

Minutes Prepared by Peter Belmonte

APPROVED: February 26, 2020