University Medical Center of Southern Nevada
Governing Board Meeting
July 27, 2022

ProVidence Conference Room
UMC Trauma Building (5th Floor)
800 Hope Place,
Las Vegas, Clark County, Nevada
Wednesday, July 27, 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
Laura Lopez-Hobbs
Robyn Caspersen (via WebEx)
Renee Franklin (via WebEx)
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 (via WebEx)
Dr. Meena Vohra, Chief of Staff
Dr. Marc Kahn, Dean of Kirk Kerkorian School of Medicine at UNLV (via WebEx)

Absent:

Others Present:
Mason Van Houweling, Chief Executive Officer
Tony Marinello, Chief Operating Officer
Susan Pitz, General Counsel
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 June 29, 2022 *(Available at University Medical Center, Administrative Office) (For possible action)*

FINAL ACTION:

A motion was made by Member Mackay 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 Mackay 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 and authorize the Chief Executive Officer to sign the Agreement with Carl Zeiss Meditec USA, Inc. for the purchase of a KINEVO 900 Neuro Microscope System and Service Plan; authorize the Chief Executive Officer to execute future extensions/renewals of the service plan; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Quotation 00167552
- Quotation 00165778
- Disclosure of Ownership

ITEM NO. 6 **Approve and authorize the Chief Executive Officer to sign the Standardization Incentive Program – Group Acknowledgement Form with Network Services Company for janitorial/sanitation supplies and exercise any extension/renewal options; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- HPG-SIP Group Acknowledgement Form
- Sourcing Letter
- Disclosure of Ownership

ITEM NO. 7 **Approve and authorize the Chief Executive Officer to sign the Purchase Agreement with McKesson Corporation for non-specialty pharmaceuticals; authorize the Chief Executive Officer to exercise any extension/renewal options; or take action as deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED**:**
- Master Distribution Agreement
- Customer Application
- Disclosure of Ownership

ITEM NO. 8 **Approve and authorize the Chief Executive Officer to sign the Supply Agreement with McKesson Plasma and Biologics, LLC and exercise any extension options; or take action as deemed appropriate. (For possible action)**

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

ITEM NO. 9 **Approve and authorize the Chief Executive Officer to sign the Agreement, and exercise any extension options with Werfern USA, LLC for hematology analyzers, software, warranty, and consumables; authorize the Chief Executive Officer to exercise any extension options; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Capital Purchase Proposal
- Sourcing Letter
- Disclosure of Ownership

ITEM NO. 10 **Approve and authorize the Chief Executive Officer to sign the Agreement with Honeywell International to replace Fire Alarm Panels and complete Alarm Synchronization; or take action as deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED**:**
- Scope of Work Overview
- Disclosure of Ownership

ITEM NO. 11 **Approve and authorize the Chief Executive officer to sign the Amendment Two to Master Agreement with Kinect Energy, Inc. for Energy Management Services; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Second Amendment to Master Agreement for Energy Management Services
- Disclosure of Ownership

ITEM NO. 12 **Approve and authorize the Chief Executive Officer to sign the Agreement with Norman S. Wright of Southern Nevada for replacement of chiller towers and supporting equipment; or take action as deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED**:**
- Quotation
- Sourcing Letter
- Disclosure of Ownership

ITEM NO. 13 **Approve and authorize the Chief Executive Officer to sign the Change Order #001 to the Award of Bid No. 2020-07, Pharmacy Clean Room Design and Build Project, to Martin Harris Construction, LLC; authorize the Chief Executive Officer to execute future change orders; or take action as deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED**:**
- Change Order
- Disclosure of Ownership

FINAL ACTION:

A motion was made by Member Haase that Consent Items 4-13 be approved as presented. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 14 **Review the governance documents of the UMC Governing Board, to include the Governing Board Bylaws and Policies and Procedures, and approve amendments thereto; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Bylaws (Redline)
- Bylaws (Clean)
- Policies and Procedures

DISCUSSION:

Ms. Pitz explained that every 2 years the Board is required to review the governance documents of the UMC Governing Board, pursuant to the Governing Board Bylaws. The only change noted related to the Bylaws was to change the terms of the Governing Board members to be consistent with the Clark County Ordinance. There are no changes proposed to the Policies and Procedures.

Chair O'Reilly confirmed with Ms. Pitz that the Governing Board score card is up to date and that the Board and committees are up to date with their activities.

FINAL ACTION:

A motion was made by Member Mackay that the governance documents be approved as recommended. Motion carried by unanimous vote.

ITEM NO. 15 Approve and accept changes to the Resolution, delegating authority of certain agreements to the Chief Executive Officer; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Resolution – Authority of CEO (Redline)
- Resolution – Authority of CEO (Clean)

DISCUSSION:

Ms. Pitz explained the proposed changes to the Resolution include an increase to the CEO's authority in the dollar amount of certain contractual agreements, allowing the CEO to enter into and execute physician employment agreements, and an increase the amount of grant funding received.

FINAL ACTION:

A motion was made by Member Hobbs that the Resolution be approved as recommended. Motion carried by unanimous vote.

ITEM NO. 16 Receive a report from the 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 June 6, 2022 meeting.

The meeting was called to order at 3:00 pm. There was a quorum of members in attendance. There was no public comment. The minutes were approved and the agenda was approved.

Dr. Shadaba Asad, Medical Director of Infectious Diseases, presented an update on Candida Auris, the effects of this disease and how UMC has responded to the treatment and control of this infectious disease.

Next, Debra Fox, CNO, provided updates on the Magnet journey and the status of UMC's participation in the NDNQI RN Survey. Participation to achieve targets and goals is inclusive of all nursing units, including quick cares, med/surge, adult and pediatric ERs, as well as trauma, burn and would care centers.

Patty Scott provided an update on Quality Safety Infection and Regulatory measures. UMC received a C rating from the Leapfrog Hospital Safety Grade. This represents a steady improvement and is close to a B rating. There were 17 safety events reported. All reported within the required State time frame and RCAs were taken in all cases and they are monitored by the Patient Safety Committee. The committee also received an update on grievances that have been received.

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.

Lastly, the Committee agreed to change the date of the next meeting to be held on August 1st.

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

FINAL ACTION:
None

ITEM NO. 17 Receive 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, July 20, 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 statements for the month of June and year to date. Operating results were found to be better than budget, however operating expenses exceeded budget mostly due to SWB. The Committee also reviewed key performance indicators, stats, admissions, length of stay and payor mix trends, as well as other financial statements. There was also a review of the capital expenditures and tools used to plan and execute capital spending and projects.

Next, the FY22 CEO goals were discussed, approved and recommended to the HR Committee with 100% achievement of the goals. The FY23 goals were also discussed and the Committee finalized 4 of 5 goals presented for approval and recommendation to the HR Committee.

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.

For future discussion in emerging issues, the Committee will discuss the current activities of online pharmacies in the market place and how they will affect our industry and UMC. There was no public comment and the meeting adjourned at 3:13 PM.

FINAL ACTION:
None

ITEM NO. 18 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 the following updates:

- COLA negotiations received final approval at the BCC. Thank you to the Board, HR Committee and the SEIU for your hard work.
- Service line update – CVT, Oncology and Anesthesia – UMC has been able to find a solution to the shortage in CVT coverage. UMC is working closely with the School of Medicine with oncology solutions and we are continuing to make sure patient care is provided. The team is also working on solutions to ensure continued anesthesia coverage.
- First floor renovations – complete by October
- South and round towers plumbing replacement is progressing.
- Honeywell upgrades are occurring throughout the facility.
- UMC Family Care at Aliante PC/QC will be up and running by the end of the year. Pediatric services will be provided at this location
- Nevada Business Magazine Honors Healthcare Heroes
    - Jennifer Wakem has been recognized as a healthcare hero and Gar Matson has been recognized as volunteer of the year. The Board is invited to attend a reception in September.
- Becker's Hospital Review – 52 Outstanding Chief Experience Officers
    - Danita Cohen has been recognized as one of the nation's top Chief Experience Officers.

Congratulations to our team members for their accomplishments!

FINAL ACTION:
None

SECTION 4: EMERGING ISSUES

ITEM NO. 19 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)*

DISCUSSION:

None

FINAL ACTION:
None

COMMENTS BY THE GENERAL PUBLIC:

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

There being no further business to come before the Board at this time, at the hour of 2:34 PM. Chair O'Reilly adjourned the meeting.

APPROVED: August 31, 2022
Minutes Prepared by: Stephanie Ceccarelli, Board Secretary