University Medical Center of Southern Nevada
Governing Board Meeting
August 25, 2021

Emerald Conference Room
Delta Point Building (1st Floor)
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, August 25, 2021
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
Robyn Caspersen
Renee Franklin
Chris Haase
Harry Hagerty (via WebEx)
Jeff Ellis (via WebEx)
Mary Lynn Palenik (via WebEx)

Ex-Officio Members:

Present:
Barbara Fraser, Ex-Officio
Dr. Marc Kahn, Dean UNLV

Absent:

Others Present:
Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Kurt Houser, Chief Human Resource Officer
Maria Sexton, Chief Information Officer
Danita Cohen, Chief Experience 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 July 28, 2021. *(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 Franklin that the agenda be approved as recommended. Motion carried by unanimous vote.

SECTION 2: CONSENT ITEMS

ITEM NO. 4 Approve the August 2021 Medical and Dental Staff Credentialing Activities for University Medical Center of Southern Nevada (UMC) as authorized by the Medical Executive Committee (MEC) on August 24, 2021; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Credentialing Activities

ITEM NO. 5 Ratify the Second Amendment to Medical Group Participation Agreement with United Healthcare Insurance Company for Medicare billing; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Amendment to Agreement

ITEM NO. 6 Approve and authorize the Chief Executive Officer to sign the Hospital Agreement with Hometown Health Plan, Inc., and Hometown Health

Providers Insurance Company, Inc., for Claims and Covered Services; or take action as deemed appropriate. (For possible action)

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

ITEM NO. 7 Ratify the Master Services Agreement with Clearwater Compliance, LLC; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Clearwater Compliance, LLC
- Disclosure of Ownership

ITEM NO. 8 Approve and authorize the Chief Executive Officer to sign the Services Agreement, and exercise the extension option with Healthfuse, LLC for revenue cycle vendor management services; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Healthfuse Service Agreement

ITEM NO. 9 Approve and authorize the Chief Executive Officer to sign the Project Service Order for COVID Service Center Support, and execute future amendments within his yearly delegation of authority with Tegria Services Group - US, Inc.; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Project Service Order

ITEM NO. 10 Approve and authorize the Chief Executive Officer to sign the Nurse Recruitment Agreement with NSI Nursing Solutions, Inc. for recruitment services of full-time registered nurses; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Nursing Recruitment Agreement

ITEM NO. 11 Approve and authorize the Chief Executive Officer to sign the Contractor Labor Agreement with Neuromonitoring Associates, LLC for intraoperative monitoring services; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Contractor Labor Agreement

ITEM NO. 12 Approve and authorize the Chief Executive Officer to sign the Agreement with CenTrak, Inc. for the Infant Protection project, and exercise any extension options and execute future Order Forms within his delegation of authority; or take action as deemed appropriate. (*For possible action*)

DOCUMENT(S) SUBMITTED**:**
- Quote
- Master Agreement
- Amendment One
- Disclosure of Ownership

ITEM NO. 13 Approve and authorize the Chief Executive Officer to sign the 340B Engagement Letter with Powers Pyles Sutter & Verville, PC for 340B program requirements and related issues; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED**:**
- 340B Engagement Letter
- Disclosure of Ownership

ITEM NO. 14 Approve and authorize the Chief Executive Officer to sign the Amendment Two to Custom Equipment Purchase Option A Agreement, and execute future amendments within his yearly delegation of authority with Sysmex America, Inc. for XN-9100 Hematology Equipment Reagents; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Amendment 2 to Agreement

ITEM NO. 15 Approve and authorize the Chief Executive Officer to sign the First Amendment to License Agreement, and exercise any extension options with First Databank, Inc. for software subscription services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED**:**
- License Agreement

ITEM NO. 16 Approve and authorize the Chief Executive Officer to sign the Deferred Equipment Agreement with Masimo Americas, Inc. for the purchase of pulse oximetry sensors and accessories; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED**:**
- Deferred Equipment Agreement
- Disclosure of Ownership
- HPG Sourcing Letter Pulse Oximetry

FINAL ACTION:

A motion was made by Member Mackay that Consent Items 4-16 be approved as presented. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 17 Receive an educational update from Dr. Shadaba Asad, Medical Director - Infectious Disease, on the status of COVID-19; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
PowerPoint Presentation

DISCUSSION:

Dr. Asad provided a high level overview of the current COVID situation, particularly in Clark County.

Statistics from the Department of Health and Human Services as of August 23rd were given. The current status of confirmed new cases is 643. The current testing status is 310. The trend in testing has remained stable. The number of patients admitted in hospitals and average deaths were reviewed.

The current status of vaccination shows that approximately 50% of the population in Clark County ages 12 and above have been fully vaccinated and 62% ages 12 and up have initiated the trend of vaccination. The trend of the positivity rate and hospitalizations was reviewed.

There was a brief pause of the presentation due to audio difficulties.

Dr. Asad continued the discussion with the trend in the test positivity rate, which is currently 13.3%, trends in hospitalizations by date, as well as the trends in ICU and ventilator use. Demographics show that as of now, the majority of cases are in young adults ages 18-49, which is a change from early on in the pandemic, when the average age was 60-years plus. She noted that nationally, the median age of patients admitted to the hospital is 50-years of age. Lack of vaccination seems to be the single most important risk factor that results in serious disease requiring hospitalization.

Data was presented regarding COVID breakthrough infections, the Delta variant and other variants of concern.

Frequently asked questions regarding vaccine boosters and third doses were also discussed. CDC recommendations were presented.

The Board continued the conversation with questions regarding the process and protocol with patient testing and admission, variants of concern, breakthrough hospitilizations, vaccination status, masking and positivity rates in the community.

FINAL ACTION:
None

ITEM NO. 18 Receive an update a report from the Governing Board Strategic Planning Committee; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
None

DISCUSSION:

Member Hagerty provided a report on the meeting held on Thursday, August 5, 2021 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 was provided on inpatient market positions. Our inpatient market share position is just above 8% and we were 5th position overall. There was a review of general surgery market share, orthopedic market share improvements, revenue enhancements and technology updates with the addition of the ROSA robot. Cardiac services had a modest drop in market share and there was discussion regarding more efficiency in servicing patients and Cath lab expansion. He continued his report by providing updates in ambulatory, oncology and pediatric services.

A review of the competitive landscape of the market was presented. The committee was also able to visualize the detail that goes into forecasting the 5-year plan.

Lastly, the Committee reviewed the FY21 CEO performance objectives and the FY22 performance objectives. Final recommendations were made to the HR Committee.

There were no emerging issues identified and no public comments. The Committee recessed into closed session and the meeting adjourned at 11:03 am.

FINAL ACTION:
None

ITEM NO. 19 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, August 18, 2021 at 2:05pm. 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 and approved by the Committee during the meeting. All of the contracts that were approved or ratified during the meeting are a part of today’s consent agenda.

Results from the June FY21 and year to date financials were reviewed. June marks the end of the fiscal year. There was a continued trend of strong performance in revenues and key indicators throughout the month of June. The budget and budgeted financial indicators were exceeded. Trends are moving toward a normalized level. The Committee also received updates on the allocation of Cares Act funds.

Lastly, the CEO performance goals achieved for FY21 and the objectives set for FY22 were reviewed and recommended to the HR Committee.

There were no emerging issues, no public comment and the meeting adjourned at 3:13 PM.

FINAL ACTION:
None

ITEM NO. 20 Receive the monthly financial report for June FY21; and take any action deemed appropriate. *(For possible action)*
DOCUMENT(S) SUBMITTED**:**
June FY21 Financials

DISCUSSION:

Member Caspersen provided a report on the meeting which was held on Wednesday, September 22, 2021 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 business items were reviewed and approved by the Committee during the meeting. All of the contracts that were approved or ratified during the meeting are a part of today's consent agenda.

The Committee received a report from UMC's Internal Auditor; there were no finding to report as a result of the audit. An informational presentation on Epic Systems was also received. Financial results from July and August FY22 and year to date financials were reviewed.

There was focus on trending stats, data functions and financial results. Key financial indicators were also reviewed, as well as COVID expenses. There was in depth discussion on capital plan spending. Cash flow is strong and liquidity is good.

There were no emerging issues, no public comment and the meeting adjourned at 3:38 PM.

FINAL ACTION:
None

ITEM NO. 21 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**:**

None

DISCUSSION:

Member Ellis provided a summary from the special meeting held on August 23, 2021 at 2:00pm. There was no public comment, a quorum of all members were present, and the minutes from June 21, 2021 meeting and agenda were approved.

The Committee discussed the CEO performance goals which were compiled from all committees. The HR Committee recommended to the Governing Board a 100% achievement award for the performance goals and a 10% merit increase.

Emerging issues were identified regarding the bonus structure, nursing shortage and staffing model. There were no public comments and the meeting adjourned at 3:38pm.

FINAL ACTION:

None

ITEM NO. 22 Approve the recommendation of the Human Resources and Executive Compensation Committee's review of CEO performance, and recommend merit salary adjustment and incentive bonus for Fiscal Year 2021; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
None

DISCUSSION:
The Human Resource and Executive Compensation Committee recommended a merit increase of 10% and a bonus of 100% based on the recommendations from the other committees.

FINAL ACTION:
A motion was made by Member Franklin to approve the 100% CEO Performance Award and 10% merit increase as recommended. Motion carried by unanimous vote.

ITEM NO. 23 Receive an update on the Kirk Kerkorian School of Medicine at UNLV; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
None

DISCUSSION:

Dr. Marc Kahn, Dean of the Kirk Kerkorian School of Medicine at UNLV, updated the on the activities of the school.

Construction continues ahead of schedule for the medical education building and the plan is to take occupancy by the end of summer or early fall of 2022.

The School is entertaining an opportunity to attain funding for an ambulatory clinical building and research building, which will have generational impact in the community.

Dr. Kahn stated as we are awaiting guidance from the health district on the distribution of the booster vaccination, the School of Medicine, along with UMC, want to be community leaders in distribution.

The university continues discussions about the build out of the Academic Health Center, with the goal of making it a world class academic health center that the community deserves.

FINAL ACTION:
None

ITEM NO. 24 Receive an update from the Hospital CEO; and take any action deemed appropriate. *(For possible action)*

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

DISCUSSION:

Mr. Marinello, UMC COO provided the following CEO updates:
- COVID stats increasing among unvaccinated. July had the largest number of COVID admissions since January. The numbers have been trending downward.
- Positive Delta results are being turned over to state lab.
- The Pfizer vaccine has received FDA approval.
- Record high census – surging in six areas. Elective surgeries have not been canceled.
- Staffing challenges in nursing nation wide – incentives and premium pay are being offered.
- American Rescue Plan was presented to the BCC. If awarded, this will be used for COVID expansion, improve infrastructure, technology, etc.
- 128 Slice CT scanner completed August 13. There are now 3 operational cat scanners.
- House-wide elevator refreshes have begun.
- This Saturday, UMC will receive honors from Nevada Donor Network.

FINAL ACTION:
None

SECTION 4: EMERGING ISSUES

ITEM NO. 25 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)*

DISCUSSION:

Member Mackay commented on the sound quality that is in the Emerald conference room.

Chair O'Reilly suggested that the audio sound system be reviewed.

FINAL ACTION:
None

COMMENTS BY THE GENERAL PUBLIC:

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

A motion was made by Member Caspersen 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 3:22 PM, Chair O'Reilly adjourned the meeting, and the Board recessed to go into closed session.

SECTION 5: CLOSED SESSION

ITEM NO. 24 Go into closed session, NRS 241.015(3)(b)(2), to receive information from the General Counsel regarding potential or existing litigation involving matters over which the Board had supervision, control, jurisdiction or advisory power, and to deliberate toward a decision on the matters; and direct staff accordingly. *(For possible action)*

The meeting was reconvened in closed session at 3:28 PM.

At the hour of 3:53 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 3:53 PM. Chair O'Reilly adjourned the meeting.

APPROVED: September 29, 2021

Minutes Prepared by: Stephanie Ceccarelli, Board Secretary