

**University Medical Center of Southern Nevada
Governing Board Meeting
December 11, 2024**

Emerald Conference Room (1st Floor)
Delta Point Building
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, December 11, 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 2:02 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
Robyn Caspersen
Harry Hagerty
Renee Franklin
Chris Haase
Jeff Ellis (WebEx)

Ex-Officio Members:

Present:

Bill Noonan, Ex-Officio
Steve Weitman, Ex-Officio (WebEx)
Dr. Meena Vohra, Chief of Staff

Absent:

Dr. Marc Kahn, Dean of Kirk Kerkorian SOM at UNLV

Others Present:

Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Debra Fox, Chief Nursing Officer
Shana Tello, Administrative and External Affairs Administrator
Patrick Burrus, Grand Canyon Project Manager
Michelle McGrorey, R.N.
Debbie McKinney, R.N.
Susan Pitz, General Counsel
James Conway, Assistant General Counsel
Stephanie Ceccarelli, Governing Board Secretary

SECTION 1. OPENING CEREMONIES

CALL TO ORDER

PLEDGE OF ALLEGIANCE

INVOCATION

At this time, Shana Tello led the group in singing Jingle Bells for the holiday season.

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 November 13, 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 Approve the November 2024 Medical and Dental Staff Credentialing Activities for University Medical Center of Southern Nevada (UMC) as authorized by the Medical Executive Committee (MEC) on November 26, 2024; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Credentialing Activities

ITEM NO. 5 Approve the various HR Policies and Procedures regarding references to Compensation Plans, authority to change various economic and non-economic benefits and practices to non-union represented classifications,

time card exception form submission timelines; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- HR Policies and Procedures

ITEM NO. 6 Approve the revisions of the Physician & Non-Physician Provider Traditional Productivity Compensation and Benefits Plan, which includes modest changes; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Physician and Non Physician Provider Traditional Comp Plan
- Physician_Non-Phys Comp Plan - Redlined

ITEM NO. 7 Approve the revisions of the Physician & Non-Physician Provider (wRVU) Productivity Compensation and Benefits Plan, which includes modest changes; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Productivity wRVU Physician Provider Comp Plan
- w(RVU) Physician_Non-Phys Comp Plan - Redlined

ITEM NO. 8 Approve the Sixth Amendment to the CEO's Employment Agreement; and make a recommendation for approval by the UMC Governing Board; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- CEO Employment Agreement – 6th Amendment

ITEM NO. 9 Approve the Clinical Quality and Professional Affairs Committee's recommendation for approval of the UMC Policy and Procedures Committee's activities from its meetings held on October 2 and November 6, 2024; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- October and November 2024 Policies and Procedures

ITEM NO. 10 Ratify the First Amendment to the Consulting Provider Agreement with Health Plan of Nevada for Managed Care Services; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Consulting Agreement – Amendment One
- Disclosure of Ownership

ITEM NO. 11 Ratify the Second Amendment to Medicaid / Nevada Check-up Consulting Provider Agreement with Health Plan of Nevada, Inc. for Managed Care Services; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Consulting Provider Agreement - Amendment Two
- Disclosure of Ownership

ITEM NO. 12 Ratify the Third Amendment to Hospital Services Agreement with Health Plan of Nevada, Inc., Sierra Health and Life Insurance Company, Inc. and Sierra Healthcare Options, Inc. for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Hospital Services Agreement – Amendment Three
- Disclosure of Ownership

ITEM NO. 13 Ratify the Second Amendment to Individual / Group Provider Service Agreement with Sierra Health and Life Insurance Company, Inc. and Sierra Healthcare Options, Inc., for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Service Agreement – Amendment Two
- Disclosure of Ownership
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ITEM NO. 14 Ratify the National Transplant Services Agreement with Kaiser Foundation Hospitals for Managed Care Services; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Transplant Services Agreement
- Disclosure of Ownership

ITEM NO. 15 Approve the Agreement with Optiv Security Inc. for Exabeam Security Incident and Event Monitoring Platform; execute future Order Forms within his delegation of authority; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- Master Purchase Agreement
- Disclosure of Ownership

ITEM NO. 16 Award the Bid No. 2024-10, UMC Main Lobby Level 1 Remodel Project PWP# CL-2025-083, to JMB Construction, Inc., the lowest responsive and responsible bidder, contingent upon submission of the required bonds and insurance; authorize the Chief Executive Officer to execute change orders within his delegation of authority; or take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- ITB 2024-10 - UMC Main Lobby Level 1 Remodel Project Agreement
- Disclosure of Ownership

ITEM NO. 17 Award the RFP No. 2024-09 for Out-of-State Medicaid Billing and Collections to Firm Revenue Cycle Management Services, LLC; and authorize the Chief Executive Officer to sign the Service Agreement, and execute any extension

options and future amendments within the not-to-exceed amount of this Agreement; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- RFP 2024-09 Out-of-State Medicaid Billing & Collections Agreement
- Disclosure of Ownership
-

ITEM NO. 18 Approve and authorize the Chief Executive Officer to sign the RQI Program Renewal Change Order No. 2 with RQI Partners, LLC for CPR training services; execute future amendments within his delegation of authority; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Change Order

ITEM NO. 19 Approve and authorize the Chief Executive Officer to sign the Memorandum of Understanding with SCAN Health Plan Nevada for Managed Care Services; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Memorandum of Understanding
- Disclosure of Ownership

ITEM NO. 20 Approve and authorize the Chief Executive Officer to sign the Agreement with Tegria Services Group – US, Inc. for Epic Forms Conversion; authorize the Chief Executive Officer to execute extensions and amendments; or take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Statement of Work
- Disclosure of Ownership

FINAL ACTION:

A motion was made by Member Haase that Consent Items 4-20 be approved as presented. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 21 Receive refresher education regarding the Nevada Public Records Act and the Nevada Open Meeting Law from James Conway, UMC Assistant General Counsel; and direct staff accordingly. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

James Conway, Assistant General Counsel at UMC, presented refresher training on the Nevada Public Records Act and the Nevada Open Meeting Law.

Public Records Act – NRS Chapter 239:

NRS Chapter 239 states unless declared by law to be confidential, all books and records of a state or local governmental entity must be made available for the public to inspect, copy, or to receive a copy. Charges are limited to the actual costs of producing the record and additional fees for extraordinary use of personnel or resources is no longer allowed. Records must be provided in an electronic medium unless otherwise requested. The government entity must assist the requestor so that the records are provided as expeditiously as possible.

A requester may file a petition with the district for an order (1) permitting inspection or a copy of the public record, (2) requiring the public entity to provide a copy of the public record, or (3) providing relief regarding the fee charged for providing a copy of the public record. The district court must give the requester's application priority over all other civil matters that do not enjoy statutory priority. If the requester prevails in district court, the requester is entitled to recover from the public entity his or her costs and reasonable attorney's fees.

Mr. Conway reviewed the statutory revisions made in 2019, which imposed new penalties and requirements on government entities regarding public records requests. A governmental entity that willfully fails to comply with the Public Records Act is subject to civil monetary fines.

A discussion continued regarding whether an entity may petition for judicial relief in advance of requests for records.

Open Meeting Law – NRS Chapter 241:

Mr. Conway highlighted the revisions made to NRS Chapter 241 through the passage of 2 Assembly Bills during the 2023 legislative session. The intent of Nevada's Open Meeting Law (OML) is that the actions and deliberations of a public body be taken and conducted openly. The definition of a public meeting was clearly defined and it also clarified that non-voting members are not counted for the purpose of determining a quorum.

A public body, consisting of elected officials, may hold a public meeting with the use of remote technology, as long as a physical location is designated for members of the public to attend and participate. If the meeting consist of non-elected officials, a physical location is not required as long as the remote technology requirements are met. Pre-recorded public comments may be permitted by the public body, but it is not required.

The discussion continued with a description of instances when subcommittees must comply with the OML, as well as consequences when there violations of an open meeting.

Lastly, Mr. Conway reviewed NRS Chapter 450, which is the statutory authority that created county hospitals such as UMC. NRS Chapter 450 provides a county hospital's board of hospital trustees or its governing board with four (4) statutory

exemptions from the Open Meeting Law, thereby authorizing a closed session. The matters whereby the Board may hold a closed session were reviewed and examples were provided.

FINAL ACTION:

None

ITEM NO. 22 Review and discuss the Governing Board 2024 Action Plan, and discuss the Governing Board 2024 Action Plan, to include an informational update from regarding the UMC ReVITALize Project; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Shana Tello, Academics and External Affairs Administrator and Patrick Burrus, Project Manager with Grand Canyon, provided a brief update on the status of the ReVITALize Project. She thanked many of the departments and individuals that have been helpful in completing the project to date.

A project plan overview highlighting areas of completion and areas in progress was shown, and the phasing plan was discussed. As of November, the project capital expenditures were reviewed. The project is currently on time and on budget.

Mr. Burrus highlighted before and after images of the hospital main entrance, the 2040 Building, the Trauma Building, time capsule and the healing gardens. A video showcasing the exterior lighting was shown.

There was continued discussion regarding the completion of the project. A ribbon-cutting ceremony is being planned.

FINAL ACTION:

None

ITEM NO. 23 Receive a presentation regarding Tranquility at UMC: An Overview of Integrative Therapies, from Michelle McGrorey, R.N. and Debbie McKinney, R.N.; and direct staff accordingly. (For possible action)

DOCUMENT(S) SUBMITTED:

- PowerPoint Presentation

DISCUSSION:

Deb Fox, Chief Nursing Officer, introduced Michelle McGrorey, R.N. and Debbie McKinney, R.N., who presented an overview of the Integrative Therapies program at UMC.

Tranquility at UMC is Nevada’s first, full-time, hospital-based, integrative therapies program for patients and staff. The program is entirely nurse-driven. Tranquility RNs are specialized in the provision of researched, evidence-based, holistic/integrative treatment modalities. The program provides comfort for many emotional needs and Tranquility RNs visit all patient units and staff working in all UMC departments. A list of some of the integrative therapies was provided.

In 2023, tranquility encounters have been provided to over 2,400 patients and 2,700 staff members. This therapy included aromatherapy, healing touch, hugs, and psychological support. Images of the Tranquility Rooms available at the hospital were shown.

The team provides presentations, classes and community outreach and received international recognitions and accreditation as an Exemplar Tranquility Program. Future program opportunities were discussed.

Lastly, the Board participated in a relaxing breathing exercise. A discussion ensued regarding the benefits of these techniques and possible growth and outreach opportunities.

FINAL ACTION:

None

ITEM NO. 24 Receive a report from the Governing Board Human Resources and Executive Compensation Committee; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- None

Member Ellis provided a report on the special meeting which was held on Monday, November 11, 2024 at 2:00 p.m. 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 hires and turnovers activity at UMC during the first quarter of FY25. There were 270 terminations and 432 new hires.

Next the CHRO report highlighted the status of the organizational goals to date. A review of a new contract with a performance management system vendor is partially completed. The CBA contract has been approved and the Union has the final draft for to review and COLA increases have been received. The next employee survey date is scheduled for May 2025. HR celebrated the retirement of a 34 year employee.

The Committee next reviewed and approved various HR policies and procedures, physician compensation plans, and an amendment to the CEO

employment agreement, all of which were approved as a part of today's consent agenda.

There were no emerging issues, no public comment, and the meeting adjourned.

FINAL ACTION:

None

ITEM NO. 25 Receive a report from the Governing Board Clinical Quality and Professional Affairs Committee; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Member Mackay provided a report on the meeting which was held on Monday, December 2, 2024 at 2:04 pm. There was a quorum in attendance. There was no public comment and minutes and the agenda were both approved unanimously.

The Committee received an update on the Patient Safety Structure measure from Patty Scott, which is a new CMS Patient Safety measure and centers around 5 domains of patient safety. The measure will be publicly reported beginning in 2025.

Next, the Committee received an update on the Quality Safety and Regulatory program. UMC received a C grade Leapfrog score, and continues to have a 2 star rating with CMS. A comparison with other hospitals was shown. The Committee also reviewed the FY25 Organizational Performance Goals.

The Committee reviewed and approved the UMC Policies and Procedures activities, which are a part of today's consent agenda.

There were no emerging issues and no public comment and the meeting adjourned at 2:56 PM.

FINAL ACTION:

None

ITEM NO. 26 Receive a report from the Governing Board Strategic Planning Committee; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Member Hagerty provided a report on the meeting which was held on Thursday, December 5, 2024 at 9:00 am. There was a quorum in attendance. There was no public comment and minutes and the agenda were both approved unanimously.

The Committee first received an update on service line performance, including general surgery, orthopedics, cardiac services, women's and children's services and ambulatory, comparing Q1 of FY25, as compared to Q1 of FY24. Overall, results showed year over year increases. Opportunities for improvement were discussed. It was noted that 8 OR suites are scheduled for updates during this fiscal year.

Next, the Committee reviewed market share data. There was an overall modest increase to 8.6% in Q4. UMC remains in 4th place behind Sunrise, Mountain View and Summerlin. The Committee also reviewed the fair share analysis in the market in occupied beds.

A review of the competitive landscape, including ambulatory was discussed.

A summary of progress to date for the performance objectives was reviewed. There have been satisfactory results to date.

There were no emerging issues and there was no public comment. The committee went into closed session and adjourned at 11:25 a.m.

FINAL ACTION:

None

At this time, the Board had a brief discussion regarding the number of deliveries at UMC. There is capacity for improvement at UMC.

ITEM NO. 27 Receive a report from the Governing Board Audit and Finance Committee; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Member Caspersen provided a report on the meeting which was held on Wednesday, December 4, 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 from the CFO on the monthly financial results and fiscal year-end financials for October 2024. The financial statements for November were not available.

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. 28 Receive the monthly financial report for October FY25; and take action as deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- October FY25 Financial Report

DISCUSSION:

Ms. Wakem provided a summary of the monthly financial reports for September FY25.

The key indicators for October showed admissions below budget 3%. The AADC was 591. Average length of stay was at 6.08 days. Overall hospital acuity was 1.99 and Medicare CMI was 2.01. Inpatient surgeries were 4.42% above budget. Outpatient surgeries were 22% above budget. There were 15 transplant cases, which was a record high. ER visits were down 4%. Approximately 21.65% of ED patients are being admitted. Quick cares were down slightly and primary care visits were up significantly. There were 410 telehealth visits, 2,354 ortho clinic visits and 99 deliveries. There was brief discussion regarding the decrease in telehealth visits.

The income statement for the month showed operating revenue above budget \$7.3 million. Total operating expenses above budget \$14.4 million. Total income from ops was \$3.9 million on a budget of \$3 million. She noted this is the first month showing a loss. The October year to date income statement was next reviewed.

Salaries, wages and benefits were reviewed. Salaries were over budget due to the retroactive out of period COLA expense of \$3.2 million. There was also an unbudgeted overage of \$1.9 million in physician salaries. All other expenses were \$6.3 million above budget and the key driver was supplies, related to purchased services increased surgical cases and 340B revenue.

The team is working on initiatives and plans have been implemented to improve performance.

FINAL ACTION:

None

ITEM NO. 29 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 was not present at the meeting. This item was tabled.

FINAL ACTION:

None

ITEM NO. 30 Receive an update from the Hospital CEO; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

CEO Update

DISCUSSION:

Tony Marinello, UMC COO provided the following updates:

- Pathways to Excellence Re-designation received.
 - Exemplar recognition
- Southern Highlands Primary Care Expansion planned opening on December 16th. Orthopedic Clinic refresh will be completed soon.
- DNV Accreditation will begin the first quarter of 2025.
- Comprehensive Stroke Accreditation is on target to be completed by the end of the fiscal year.
- Successful 2024 Employee Holiday Par-TEE at Pop Stroke.
- The general Medical Staff Meeting has been scheduled December 12th
- UMC received Best of Las Vegas Gold, Silver and Bronze in the following categories:
 - Gold: Best Hospital, Best Cardiology, Best Urgent Care/Walk in Clinic, Best Medical Practice, Best Pediatrician and Best Place to Have Baby
 - Silver: Best Orthopedic Surgeon
 - Bronze: Best Surgery Center

An event to celebrate this accomplishment will take place on December 19th. The community event brochure was provided as informational.

FINAL ACTION:

None

ITEM NO. 31 Determine future meeting dates and times through calendar year 2025; and take any action deemed appropriate. (For possible action)

DOCUMENT(S) SUBMITTED:

- 2025 Meeting Calendar

DISCUSSION:

The Board reviewed and accepted the dates as presented.

FINAL ACTION:

A motion was made by Member Mackay to approve the meeting dates as published. Motion carried by unanimous vote.

ITEM NO. 32 Review and determine the committee assignments for the calendar year 2025; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:

- Committee Assignments

DISCUSSION:

The Board reviewed the current committee assignments for the 2025 calendar year. They will consider final appointments at the annual meeting in January.

FINAL ACTION:

None

SECTION 4: EMERGING ISSUES

ITEM NO. 33 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)*

DISCUSSION:

Governing Board surveys are due at the end of December. The Board Secretary will send reminders to the Board Members. The survey is confidential.

FINAL ACTION:

None

SECTION 5: CLOSED SESSION

ITEM NO. 34 Go into closed session pursuant to NRS 241.015(4)(c), 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.

DISCUSSION:

The closed session was tabled for the month.

FINAL ACTION:

None

COMMENTS BY THE GENERAL PUBLIC:

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

FINAL ACTION TAKEN:

None

There being no further business to come before the Board at this time, at the hour of 3:35 PM. Chair O'Reilly adjourned the meeting.

APPROVED: January 29, 2025

Minutes Prepared by: Stephanie Ceccarelli, Governing Board Secretary