University Medical Center of Southern Nevada
Governing Board Meeting
August 30, 2023

Emerald Conference Room
Delta Point Building (1st Floor)
901 Rancho Lane
Las Vegas, Clark County, Nevada
Wednesday, August 30, 2023
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
Harry Hagerty (via WebEx)
Laura Lopez-Hobbs
Robyn Caspersen
Chris Haase (via WebEx)
Renee Franklin
Jeff Ellis (via WebEx)
Mary Lynn Palenik

Ex-Officio Members:

Present:
Steven Weitman, Ex-Officio (via WebEx)
Dr. Marc Kahn, Dean of Kirk Kerkorian SOM at UNLV

Absent:
Dr. Meena Vohra, Chief of Staff (Excused)

Others Present:
Mason Van Houweling, Chief Executive Officer
Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Danita Cohen, Chief Experience Officer
Susan Pitz, General Counsel
Stephanie Ceccarelli, Governing Board Secretary
John Cutters Representatives
Bruce Siegel, MD, President and CEO of America's Essential Hospitals
Sean Barry, Regional Executive, Region 9 of the American Hospital Association
John Espinoza
UMC Foundation Representatives

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 26, 2023. *(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 Palenik that the agenda be approved as amended. Motion carried by unanimous vote.

SECTION 2: CONSENT ITEMS

ITEM NO. 4 Approve the August Medical and Dental Staff Credentialing Activities for University Medical Center of Southern Nevada (UMC) as authorized by the Medical Executive Committee (MEC) on August 22, 2023; and take action as deemed appropriate. *(For possible action)*

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

ITEM NO. 5 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 June 7, 2023; and take action as deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
- Policies and Procedures

ITEM NO. 6 **Approve and authorize the Chief Executive Officer to sign the Hospital Services Agreement with Health Direct Partners for Managed Care Services; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- Hospital Services Agreement – Redacted
- Disclosure of Ownership

ITEM NO. 7 **Approve and authorize the Chief Executive Officer to sign the Master Agreement for Revenue Recovery Services with Cloudmed Solutions, LLC; authorize the Chief Executive Officer to exercise any extension options and execute future amendments and Statements of Work within his delegation of authority; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- Master Agreement for Revenue Recovery Services

ITEM NO. 8 **Approve and authorize the Chief Executive Officer to sign the Agreement with Optiv Security, Inc. for Check Point Software and Support; authorize the Chief Executive Officer to execute future Service Orders within his delegation of authority; or take action as deemed appropriate. *(For possible action)***

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

ITEM NO. 9 **Approve and authorize the Chief Executive Officer to sign the Amendment 1 to Medical Transport and Case Management Agreement with Sky Nurses, LLC; authorize the Chief Executive Officer to exercise any extension options and execute future amendments within his delegation of authority; or take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- Medical Transport and Case Management Agreement – Amendment One

ITEM NO. 10 **Approve the revisions to the Anesthesia Physician & Non-Physician Provider Compensation Plan; and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- Physician and Non-Physician Provider Traditional Compensation Plan

ITEM NO. 11 **Approve FY2023 CEO/Organizational Performance Objectives as recommended by the Human Resources and Executive Compensation Committee; and take any action deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- FY23 Performance Objectives

ITEM NO. 12 Approve the recommended CEO merit salary adjustment and incentive bonus for Fiscal Year 2023; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- None

ITEM NO. 13 Approve the FY2024 CEO/Organizational Performance Objectives as recommended by the Human Resources and Executive Compensation Committee; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- FY24 Performance Objectives

ITEM NO. 14 Approve and recommend for ratification by the UMC Board of Hospital Trustees, the Collective Bargaining Agreement between University Medical Center of Southern Nevada and the International Union of Operating Engineers, Local 501, AFL-CIO, effective the date of ratification through June 30, 2026; authorize the Chair of the Board of Hospital Trustees to sign the Collective Bargaining Agreement; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Attachment I - Summary of Substantive Changes
- Attachment II - Articles with New Language
- Attachment III - Fiscal Impact Summary

FINAL ACTION:

A motion was made by Member Franklin that Consent Items 4-14 be approved as presented. Motion carried by unanimous vote.

SECTION 3: BUSINESS ITEMS

ITEM NO. 15 Receive a donation from John Cutters (dba Vista Commons Investment, LLC) for UMC's Children's Hospital on behalf of the UMC Foundation; and take any action deemed appropriate. *(For possible action)*

DOCUMENT(S) SUBMITTED:
- Check

DISCUSSION:

Mr. Van Houweling introduced representatives from John Cutters to present a check to the hospital in the amount of $24,729.11 and thanked them for their support to the hometown community and UMC.

FINAL ACTION:
None

ITEM NO. 16 Recognize recipients of the annual UMC Foundation Employee Scholarship award; and take any action deemed appropriate. ***(For possible action)***

DOCUMENT(S) SUBMITTED:
None

DISCUSSION:

Marsha Al-Sayegh, on behalf of the UMC Foundation, along with John Espinoza, founder of the scholarship award, presented the 5th Annual UMC Foundation Employee Scholarship Award to the two recipients. Skip Katipunan, Infection Prevenionist and Yvonne Ramos, RN, Program Coordinator. Congratulations to the scholarship winners!

Mr. Espinoza thanked the UMC Foundation for their continued support and participation in the scholarship program.

FINAL ACTION:
None

ITEM NO. 17 Receive an educational presentation from Bruce Siegel, MD, President and CEO of America's Essential Hospitals regarding National Healthcare Policies on the Federal level; and direct staff accordingly. ***(For possible action)***

DOCUMENT(S) SUBMITTED:
PowerPoint Presentation

DISCUSSION:

Mr. Van Houweling introduced Bruce Siegel, MD and President and CEO of America's Essential Hospitals, who provided an educational presentation on the program.

Mr. Siegel thanked the Board and staff for their warm welcome.

America's Essential Hospitals was founded in 1981. There are more than 300 hospitals around the country that provide care for those with social and financial barriers. It provides health professional training, national and regional referral center response, and primary and specialty care networks. Member hospitals provide services in communities of need and provide a large share of uncompensated care to patients.

Over 80% of the member hospitals are teaching hospitals and 31% are academic medical centers. Statistics were shown of the national operating margins of members versus all hospitals nationwide.

National Essential Hospitals is Washington DC based and is a voice of Essential Hospitals. He next shared the patchwork of essential hospital finance, which include federal grant funding, Medicaid, Medicare, state and local support and 340B savings in pharmaceuticals. The discussion continued regarding a proposed rule that could improve patients' access to care through higher provider payment rates and improve patient care.

Mr. Siegel next shared the good news regarding litigation involving Medicare cuts to 340B hospitals and the reimbursement of payments.

The discussion continued regarding nationwide staffing shortages and future projects such as essential hospital designation, climate and decarbonization and ways to get involved and learn more about the essential hospital program.

A conversation ensued regarding encouraging individuals to take a proactive approach in managing their personal healthcare.

FINAL ACTION:
None

ITEM NO. 18 Receive an educational presentation from Sean Barry, Regional Executive, Region 9 of the American Hospital Association regarding National Healthcare Policies on the Federal level; and direct staff accordingly. *(For possible action)*

DOCUMENT(S) SUBMITTED**:**
None

DISCUSSION:

Mr. Van Houweling introduced Sean Barry, American Hospital Association Regional Executive for Region 9, who provided an educational presentation regarding AHA.

Mr. Siegel thanked the Board and staff for their warm welcome.

American Hospital Association is made up of 9 regions, broken down into councils, committees and strategic leadership groups, which report member input to their Board of Trustees. Advocacy priorities include workforce, financial stability, administrative burden and quality and equity.

Mr. Barry next reviewed bills that have been introduced to protect healthcare workers and increase Medicare funded residency positions. The discussion continued regarding political landscape and focus on COVID relief and public health emergency flexibilities.

A list of must-pass legislation topics was reviewed, as well as legislative and regulatory matters that are being monitored closely. Mr. Barry shared resources that support safety and equity in the workforce, as well as a health equity roadmap that will help provide success in improving healthcare outcomes for patients.

A discussion ensued regarding lessons learned on the response of the COVID-19 health emergency.

FINAL ACTION:
None

ITEM NO. 19 Receive a report from the Governing Board 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 August 7, 2023 meeting. The meeting was called to order at 3:07 pm. There was a quorum in attendance. There was no public comment. The minutes and the agenda were both approved.

An update was received from Patty Scott on the Quality Safety and Regulatory Program. UMC has moved from a 1-Star CMS rating to a 2-Star rating for the first time. UMC was awarded a Leapfrog B grade in the spring. Updates regarding The Joint Commission survey and follow-up survey updates were provided.

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.

CEO performance goals for FY23 and proposed goals for FY24 were discussed. Goals were reviewed and recommended for approval and area part of today's consent agenda.

There was one emerging issue regarding safe patient discharge. There was no public commentary. The meeting adjourned at 3:55 pm.

FINAL ACTION:
None

ITEM NO. 20 Receive 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 10, 2023 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 on the sacred six service lines was given with for the 4th quarter of fiscal year 2023. Overall performance was good, despite the challenges of shortages with anesthesiologists. Orthopedic case volumes have increased significantly, along with cardiac services and ambulatory.

There was a review of the CEO goals of FY23 – full credit was given to the 4 goals that were set for the Strategy committee. Five objectives were set for FY24. A final recommendation was sent to the HR Committee and recommended for approval on today's consent agenda.

There were no emerging issues identified and no public comments before going into closed session and the meeting adjourned at 11:15 am.

FINAL ACTION:
None

Chairman O'Reilly suggested the committee do an analysis on clinical trials as an added service line.

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**:**
Video Presentation

DISCUSSION:

Member Ellis provided a summary from the special meeting held on August 28, 2023 at 2:00pm. There was no public comment, a quorum of all members were present, and the meeting minutes and agenda were approved.

The business items discussed by the Committee included a review of turnovers and hires. The Committee next discussed the revisions to the Anesthesia Physician/Non-Physician Compensation plan, which included the addition of radiologists.

The Committee also discussed the Engineers Local 501 Union contract which has been resolved and is a part of today's consent agenda.

The CEO Performance goals and merit increase for FY23 and the CEO Performance goals for FY24 for HR, as well as all of the other committees, were presented and were a part of today's consent agenda.

Lastly, the Committee approved changes that were made to the HR Policies and Procedures.

There were no public comments and the meeting adjourned at 4:04pm.

FINAL ACTION:
None

ITEM NO. 22 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 23, 2023 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 UMC's Internal Auditor on the audit of controls for the receiving dock and an update for the façade project. A report was also presented on the quarterly update on the progress of the façade project. Financial results from July FY24 and year to date financials, which included trended stats and data, were reviewed.

Review of the CEO goals of FY23 were discussed. Three goals were also set for FY24 and a final recommendation for all goals was sent 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.

There were no emerging issues, no public comment and the meeting adjourned at 4.42 PM.

FINAL ACTION:
None

ITEM NO. 23 Receive the monthly financial report for June FY23 year to date and the monthly financial report for July FY24; and take any action deemed appropriate. _(For possible action)_

DOCUMENT(S) SUBMITTED**:**
June FY23 Financials
July FY24 Financials

DISCUSSION:

Ms. Wakem provided a summary of the monthly financial reports for June FY23 year to date.

Admissions were 23,447, AADC was 662, which was approximately 13% above budget and length of stay was 6.93, 20% above budget. Hospital acuity was 1.84 and Medicare was 1.93.
There were 9,400 inpatient surgeries and 5,070 outpatient surgeries. Transplant volumes were 153 and the ER had 113K visits during the year.

Approximately 21.5% of patients are being admitted. There were 203K quick care visits and over 77K primary care visits during the year.
Telehealth had 5,807 visits and orthopedic visits were at 10,360. Deliveries were up.

The income statement showed net revenue landed at $66.5 million above budget and operating expenses were high, approximately $65.5 million. Total income from ops was almost $42 million on a budget of $40 million.

The key indicators for July showed significant volume. Admissions were on budget. The AADC dropped 13% and overall hospital acuity was 1.82 and Medicare CMI 2.0. Inpatient surgeries were down 23% and outpatient surgeries were 21% below budget. There were 17 transplant cases and ER visits were 2% above budget. Quick cares were 14% below budget and primary cares were almost 34% below budget. Ortho visits were on budget and deliveries were 14.5% above budget.

The income statement for the month showed operating revenue below budget $3.2 million and operating expenses were approximately $4 million below budget. Total income from ops was $5.2 million on a budget of $5.3 million.

Salaries, wages and benefits were $1.9 million below budget. All other expenses were favorable by $1.8 million.

There was continued discussion regarding the decrease in the surgery volumes.

<u>FINAL ACTION:</u>

None

ITEM NO. 24 Receive an update on the Kirk Kerkorian School of Medicine at UNLV; and take any action deemed appropriate. ***(For possible action)***

<u>DOCUMENT(S) SUBMITTED</u>**:**
None

<u>DISCUSSION</u>:

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

Dean Kahn began by letting the Board know that the school has received funding from the state. This funding will accommodate the anticipated medical class increase from 60 to 66; the goal is to accommodate 90 students per class. The school is also hoping to increase faculty size. He continued the discussion by stating strategies of growing stroke care in the community and women's health.

A new Chair of OBGYN will be announced soon. There has been an offer and acceptance for a Chief of Staff for the Academic Health Center.

The Dean added that the school has 7 active clinical trials and 3 more in the works and the school has also hired a Rheumatologist and Clinical Trials clinician to assist with new studies.

Lastly, he explained a new training lab that has been provided for students at the school.

FINAL ACTION:
None

ITEM NO. 25 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 updates:

- Mr. Van Houweling provided an update on the Re*VITAL*ize façade project and the progress that has taken place.
- UMC Radiology update – The current contract ends on November 30th. Service will be provided by Medicus. The goal is to also employ radiologists.
- Mr. Van Houweling provided an update on the Joint Commission and America College of Surgeons Trauma site visit.
- Primary Care Clinic in the Medical District – opened on August 21st.
- UMC Orthopedic and Spine Center – expansion coming to accommodate volume.
- Southern Highlands Primary Care remodel update.
- EPIC UGM – strategy to optimize all modules in Epic. Quarterly updates will be provided to the Board.
- Dr. Meena Vohra was highlighted as a Healthcare Headliner – Congratulations!
- Highlights from the UMC Community brochure was shown.
- Evening of Hope Gala October 13th – Video presentation was shown.

A discussion ensued regarding the Epic Conference and the time well spent. Chairman O'Reilly suggested updates at future meeting regarding the implementation of additional Epic modules.

FINAL ACTION:
None

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)*

DISCUSSION:

None

FINAL ACTION:
None

COMMENTS BY THE GENERAL PUBLIC:

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

FINAL ACTION TAKEN:

A motion was made by Member Hobbs 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.

The meeting was reconvened in closed session at 4:09 PM.

At the hour of 5:10 PM, the closed session on the above topics ended.

FINAL ACTION TAKEN:

None

There being no further business to come before the Board at this time, at the hour of 5:10 PM, Chair O'Reilly adjourned the meeting.

APPROVED: September 27, 2023

Minutes Prepared by: Stephanie Ceccarelli, Board Secretary