

***University Medical Center of Southern Nevada
Governing Board Special Meeting
May 5, 2025***

Emerald Conference Room (1st Floor)
Delta Point Building
901 Rancho Lane
Las Vegas, Clark County, Nevada
Monday, May 5, 2025
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
Harry Hagerty, Vice-Chair
Renee Franklin
Laura Lopez-Hobbs
Chris Haase
Donald Mackay, M.D. (WebEx)
Mary Lynn Palenik (WebEx)
Robyn Caspersen (WebEx)

Ex-Officio Members:

Present:

Dr. Meena Vohra, Chief of Staff
Alison Netski, Dean of Kirk Kerkorian SOM at UNLV

Absent:

Bill Noonan (Excused)
John Fildes, MD, Ex-Officio (Excused)

Others Present:

Mason Van Houweling, Chief Executive Officer (WebEx)
Tony Marinello, Chief Operating Officer
Jennifer Wakem, Chief Financial Officer
Debra Fox, Chief Nursing Officer
Susan Pitz, General Counsel
James Conway, Assistant General Counsel
Stephanie Ceccarelli, Governing Board Secretary

SECTION 1. OPENING CEREMONIES

CALL TO ORDER

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 Agenda (*For possible action*)

FINAL ACTION:

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

SECTION 2: BUSINESS ITEMS

ITEM NO. 3 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 Franklin provided a report on the meeting, which was held on Wednesday, April 7, 2025, at 2:03 p.m. A quorum was in attendance. There was no public comment, and the minutes and agenda were both approved unanimously as presented.

A presentation was received from the Infection Prevention Director regarding hand hygiene technology. The Committee reviewed challenges and best practices that UMC has implemented. Hand hygiene programs are required by both CMS and Leapfrog. The direct cost of HAI to hospitals ranges from \$28 to \$45 billion annually. Hand hygiene is the cornerstone in of infection prevention and improvement in compliance has been associated with reduced hospital acquired infections and pathogen transmissions.

Next, the Committee received an update on the 2024 Annual Infection Prevention Program Evaluation. All goals were met with very few exceptions.

Deb Fox, CNO provided an update on the status of the Magnet journey. The Committee was introduced to many of the nursing leaders that have moved the journey forward. Process timeline, documentation requirements, priorities and costs were reviewed. The designation decision is scheduled for the spring of 2026.

An update on FY2025 Organizational Goals was reviewed. All goals are currently being met with two exceptions.

The Committee reviewed and approved the Policies and Procedures Committee's activities of December 4, 2024, and January 2, 2025, which were a part of today's consent agenda.

There was one emerging issue, no public comment, and the meeting adjourned.

FINAL ACTION:

None

- ITEM NO. 4 Discuss the current status, potential next steps, and alternatives with respect to ongoing UMC dispute resolution proceedings with UNLV and its UNLV School of Medicine; and take any action deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

This item was tabled, to be heard after the closed session.

FINAL ACTION:

None

- ITEM NO. 5 Discuss proposed Ordinance to amend Chapter 3.74 of the Clark County Code and effect on the current Governing Board Bylaws; and take any action deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Chairman O'Reilly reminded the Board of the resolution that was passed at the previous month's meeting. A written resolution was prepared by Counsel and forwarded to the members for review and comment.

FINAL ACTION:

A motion was made by Member Hagerty to adopt the formal Resolution of the Governing Board. The motion passed by a majority vote. Member Palenik abstained.

- ITEM NO. 6 Discuss updated report on the Foundation for the Future of UMC; and take any action deemed appropriate. (For possible action)**

DOCUMENT(S) SUBMITTED:

- None

DISCUSSION:

Chairman O'Reilly reminded the Board of the Foundation of the Future report, which was reviewed and circulated to the Board for review and feedback at last month's meeting. Comments were received, and the report was modified with minor changes based on the feedback.

FINAL ACTION:

A motion was made by Member Haase to adopt the Foundation of the Future of UMC Report. The motion passed by a unanimous vote.

SECTION 3: EMERGING ISSUES

ITEM NO. 7 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)*

DISCUSSION:

This item was tabled until after the closed session.

FINAL ACTION:

None

COMMENTS BY THE GENERAL PUBLIC:

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

Chairman O'Reilly thanked Commissioners Gibson and Naft for their attendance at the meeting and for their support to UMC.

A motion was made that the Board go into closed session.

FINAL ACTION TAKEN:

At this time, a motion was made by Member Franklin to go into closed session pursuant to NRS 241.015(4)(c). Motion carried by unanimous vote.

At the hour of 2:12 PM, the Board recessed to go into closed session.

SECTION 4: CLOSED SESSION

ITEM NO. 8 Go into closed session, pursuant to NRS 241.015(4)(c), 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.

DISCUSSION:

None

FINAL ACTION:

None

The Board reconvened at 3:02 pm. At this time, the Board returned to hear Item No. 4 for discussion.

ITEM NO. 4 Discuss the current status, potential next steps, and alternatives with respect to ongoing UMC dispute resolution proceedings with UNLV and its UNLV School of Medicine, and take any action deemed appropriate. (For possible action)

DISCUSSION:

Chairman O'Reilly began the discussion by welcoming the new Dean, Dr. Netski.

Staff was directed to create resolutions to make clear the position of the UMC Governing Board.

The following resolutions were made:

FINAL ACTION TAKEN:

A motion was made by Member Hagerty that UMC Governing Board hereby confirms that it does not object to the UNLV Research Foundation entering into an agreement with Intermountain Health limited to a landlord/tenant lease agreement for the purpose of allowing Intermountain Health to build a state of the art Children's Hospital at the Harry Reid Research Park.

A discussion ensued regarding the ownership of the land, which is not owned by UNLV and the governance relationship between the Foundation and UNLV.

The motion carried by unanimous vote.

A motion was made by Member Hagerty that the UMC Governing Board confirms it does not object to Intermountain Health building a state-of-the-art Children's Hospital in Clark County but rather welcomes the opportunity to work with and compete with Intermountain Health, consistent with how UMC currently works with and competes with other hospitals in Clark County to provide the best care possible for all in Clark County, including children. The motion carried by unanimous vote.

A motion was made by Member Lopez-Hobbs that the UMC Governing Board confirm its long-standing commitment to continue to fully develop and enhance the premier Academic Health Center at and around UMC in the Las Vegas Medical District, including but not limited to its longstanding UMC Children's Hospital.

Chairman O'Reilly commented on rumors regarding disunity between the Board and UMC Executives.

Therefore, a motion was made by Member Haase that the UMC Governing Board confirms its agreement with the issues and concerns regarding UNLV set forth by UMC CEO Mason Van Houweling in his letter of April 18, 2025, to now Interim President Chris Heavey, and the "Responses to Points of Concern. The motion carried by unanimous vote.

A motion was made by Member Franklin that the UMC Governing Board hereby confirms the commitment of UMC to continue to work with UNLV SOM (KKSOM) and directs the UMC CEO and management team to continue to negotiate any new agreements with UNLV and UNLV SOM (KKSOM) upon receipt of complete transparency and accountability by UNLV, UNLV SOM (KKSOM), and other UNLV entities regarding all accounting, GME, and legal documentation relating to the Academic Health Center at UNLV and all funds and UMC residents entrusted to UNLV SOM (KKSOM), including all documents needed to fully complete the pending audit and the other pending analyses. The motion carried by unanimous vote.

Lastly, a motion was made by Member Hagerty that the UMC Governing Board direct staff to prepare formal resolutions to reconfirm each of the aforementioned motions, to include reference to the related documents, facts, and issues, so that the decisions of the Governing Board are clearly stated and available for anyone who is interested in the same. The motion carried by unanimous vote.

At this time, the Board returned to hear any emerging issues.

SECTION 3: EMERGING ISSUES

ITEM NO. 7 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:

None

There being no further business to come before the Board at this time, at the hour of 3:12 PM, Chair O'Reilly adjourned the meeting.

APPROVED: May 28, 2025

Minutes Prepared by: Stephanie Ceccarelli, Governing Board Secretary