***University Medical Center of Southern Nevada***
***Governing Board***
***September 27, 2017***

UMC Emerald Room
901 Rancho Lane, Suite 180
Las Vegas, Clark County, Nevada
Wednesday, September 27, 2017
2:00 p.m.

The University Medical Center Governing Board met in regular session at UMC Emerald Room, 901 Rancho Lane, Suite 180, Las Vegas, Clark County, Nevada, on Wednesday, September 27, 2017 at the hour of 2:00 p.m. The meeting was called to order at the hour of 2:04 p.m. by Acting Chair Harry Hagerty. The following members were present, which constituted a quorum of the members thereof:

**CALL TO ORDER**

Board Members:

Present:
John O'Reilly (Via Phone)
Eileen Raney, Vice Chair (Via Phone)
Harry Hagerty, Acting Chair
Renee Franklin
Donald Mackay, M.D.
Michael Saltman
Laura Lopez-Hobbs

Absent:
Jeff Ellis (Excused)
Robyn Caspersen (Excused)

Ex-Officio Members:

Present:
Mary Lynn Palenik, Ex-Officio (Via Phone)

Absent:
Dr. Dale Carrison

Also Present:
Tony Marinello, Chief Operating Officer
Susan Pitz, General Counsel
Terra Lovelin, Board Secretary

**SECTION 1. OPENING CEREMONIES**

**ITEM NO. 1 PUBLIC COMMENT**

Acting Chair Hagerty asked if there were any persons present in the audience wishing to be heard on any item on this agenda.

Speaker(s): None

**ITEM NO. 2 Approval of minutes of the regular meeting of the UMC Governing Board on August 23, 2017.** ***(Available at*** **University** ***Medical Center, Administrative Office) (For possible action)***

FINAL ACTION: A motion was made by Member Saltman that the minutes be approved as recommended. Motion carried by unanimous vote with the exception of Robyn Caspersen who abstained due to not being present at the August meeting.

**ITEM NO. 3 Approval of Agenda** ***(For possible action)***

Item Number 17 did not have the completed agreement done at the Audit and Finance meeting so it was not seen at the October 18 A&F meeting. Acting Chair Hagerty asked that if anyone wanted to pull this item off consent for further discussion to voice their concern; no concerns were voiced.

FINAL ACTION: A motion was made by Member Lopez-Hobbs that the agenda be approved. Motion carried by unanimous vote.

**SECTION 2. BUSINESS ITEMS**

**ITEM NO. 4 Receive training from Keith Slade, Chief Privacy Officer, and Connie Sadler, Information Security Officer, on HIPAA privacy and security regulations.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- PowerPoint – HIPAA Refresher

DISCUSSION: Keith Slade, Chief Privacy Officer provided a quick refresher on HIPAA compliance.

Seven elements of an effective program include: standards of conduct; established program oversight; workforce training and education; effective lines of communication; auditing and monitoring activities; enforcing standards; and responding to detected offenses.

Staff should always seek to utilize the minimum necessary information. UMC must take reasonable steps to only disclose minimum identification of patients. Mr. Slade cautioned the Board to not comment to any members of the press on behalf of UMC.

Connie Sadler, Information Security Officer stated that teaching employees how to best protect themselves is a priority. She explained how staff are constantly watching data flows in and out of the hospital system.

“Phishing” remains one of the largest threats against UMC. Texting via public, (unencrypted networks) and a lack of accountability and data governance remain issues as well.

**ITEM NO. 5** **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 submitted

DISCUSSION: Renee Franklin provided an update from the last meeting on September 19, 2017 on behalf of Chair Ellis.

The committee discussed the CEO’s FY 17 goals and objectives and reviewed the CEO performance objectives submitted by each committee for 2018.

FINAL ACTION: No action taken.

**ITEM NO. 6** **Receive a report from the Governing Board Strategic Planning Committee and take any action deemed appropriate.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- None Submitted

DISCUSSION: Eileen Raney, Chair of the Strategic Planning Committee was not present to provide a report.

FINAL ACTION: No action taken.

**ITEM NO. 7 Receive a report from the Audit and Finance Committee and take any action deemed appropriate.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- None submitted

DISCUSSION: Harry Hagerty, Chair of the Audit and Finance Committee provided an update from the September 20, meeting.

A status report was provided by Brian Rosenberg on the EHR project as well as a financial update that this board will hear shortly. All contracts were approved and the committee discussed the CEO's objectives. The committee recommended to the HR committee that 29 out of the 30 possible percentage points be awarded to Mr. VanHouweling as part of his performance appraisal.

FINAL ACTION: No action taken.

**ITEM NO. 8 Receive the monthly financial report for FY July 2017; and direct staff accordingly.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Monthly Discussion and Analysis FY July

DISCUSSION: Jennifer Wakem, CFO provided a financial update through July of 2017.

Total operating expenses were 53.5 million, with a budget of 53.7, below budget by $200,000. UMC fell short of budget but the team is working collaboratively to come up with some cost saving measures.

Total admissions were 1,748, and total surgeries were 1,230. Both numbers are consistent with prior year.

Due to the Epic implementation the number of appointments available in the ambulatory clinics were reduced to help with transfering patient data into the new system. The financial numbers in both the Quick and Primary Cares reflect this.

Salaries, wages and benefits were both unfavorable to budget. A contributing factor has to do with acuity which requires more nurses to patients. Also, the premium pay with contract labor and overtime is pushing us over budget. We still have a high vacancy rate in the nursing department so we are filling it with contract labor.

Member Franklin asked the team to think about accurately recording the acuity level and the variance that we are seeing in acuity over the past few years. She suggested looking at whether or not we have the right staffing pattern measures and review how we are capturing the data.

Mr. Marinello commented that we are in the process of reviewing another contract for labor to help with the vacancies, to help bring the premium pay down.

Mr. Wakem added the ED renovation project has gone out to bid and expects the final contract for the November Governing Board meeting. Demolition should begin by mid-December and is expected to be completed by May of 2018.

Dr. Mackay added that coding is a very important component as it ensures the diagnosis is properly coded so we can bill for the appropriate amount that should be obtained.

FINAL ACTION: No action taken.

**ITEM NO. 9 Receive an update on the University of Nevada Las Vegas School of Medicine; and direct staff accordingly. (For possible action)**

DOCUMENT(S) SUBMITTED**:** None

DISCUSSION: No report given at this time.

FINAL ACTION: None

**ITEM NO. 10 Receive an update from the Hospital CEO/COO; and direct staff accordingly. *(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- None submitted

DISCUSSION: COO Tony Marinello provided the following updates:

- Successful FDA lab survey of our blood bank
- Full accreditation received for our GI and pulmonology program
- Mason attended the NHA meeting in D.C. and met with many legislators
- Blue Diamond grand opening will be November 15th and is under budget
- NICU reunion was successful with over 200 in attendance
- UMC mentioned in Desert Companion by Governor Sandoval for our great work

## SECTION 3: CONSENT ITEMS

**ITEM NO. 11 Approve awarding RFI No. 2017-10, Civil Legal Services, subject to final approval by the Board of Hospital Trustees; authorize the Chief Executive**

**Officer to exercise any renewal options; and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- Retainer Agreements (Six)

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 12 Approve the Memorandum of Understanding for Sublease Agreement between Clark County and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- MOU for Sublease Agreement

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 13 Approve the Agreement for Medical Coding Support between AGS Health, Inc. and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- Agreement for Medical Coding Support

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 14 Approve Amendment No. 3 to the Software License and Maintenance Agreement between Intellimed International Corporation and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENT(S) SUBMITTED:
- Amendment No. 3

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 15 Approve RFP No. 2016-10 Release of Medical Information and Copying Services to MRO Corporation d/b/a MRO; approve the RFP No. 2016-10 Service Agreement; authorize the Chief Executive Officer to exercise any**

**renewal options; and take action as deemed appropriate.** ***(For possible action)***

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

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 16 Approve the Hearing Screen Agreement between Pokroy Medical Group of Nevada, Ltd. d/b/a Pediatrix Medical Group of Nevada and University Medical Center of Southern Nevada; authorize the Chief Executive Officer to exercise any extension options; and take action as deemed appropriate.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Hearing Screen Agreement

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 17 Approve the Retinopathy of Prematurity Agreement between Pokroy Medical Group of Nevada, Ltd. d/b/a Pediatrix Medical Group of Nevada and University Medical Center of Southern Nevada; and take action as deemed appropriate.** ***(For possible action)***

DOCUMENT(S) SUBMITTED**:**
- Retinopathy of Prematurity Agreement

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 18 Approve the Facility Agreement between Premia Spine, Ltd. and University Medical Center of Southern Nevada; and take action as deemed appropriate.** ***(For possible action)***

DOCUMENT SUBMITTED:
- Agreement
- Disclosure of Ownership

FINAL ACTION: A motion was made by Dr. Mackay to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 19 Approve and recommend for approval by the Board of Hospital Trustees the Facility Commitment Agreement with Cardinal Health 110, LLC and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Facility Commitment Agreement

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 20 Approve the Commitment Agreement with Cardinal Health 200, LLC and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Affidavit
- Commitment Agreement
- HPG First Amendment

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 21 Approve the award of Bid No. 2017-11, Second Floor South Anti-Ligature Adaptation, to Sundance Builders LLC, the lowest responsive and responsible bidder; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Notice of Award
- Bid Summary

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 22 Approve Amendment One to the Professional Services Agreement for Stroke Neurology On-Call Coverage between Ammar PLLC d/b/a Stroke and Neurology Specialists and University Medical Center of Southern Nevada; and take action as deemed appropriate. *(For possible action)***

DOCUMENT SUBMITTED:
- Amendment One to Professional Services Agreement (Group Physician On-Call Coverage)

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**ITEM NO. 23 Approve the final set of performance objectives for the CEO as recommended by the Human Resources and Executive Compensation Committee, for Fiscal Year 2018. *(For possible action)***

DOCUMENT SUBMITTED:
- CEO Performance Objectives – FY 2018

FINAL ACTION: A motion was made by Member Franklin to approve as recommended. Motion carried by unanimous vote.

**SECTION 4: EMERGING ISSUES**

**ITEM NO. 24 Identify emerging issues to be addressed by staff or by the Board at future meetings; and direct staff accordingly. *(For possible action)***

Acting Chair Hagerty asked for more specifics on the ED plan and the Master Plan.

## COMMENTS BY THE GENERAL PUBLIC:

A period devoted to comments by the general public about matters relevant to the Board's jurisdiction will be held. No action may be taken on a matter not listed on the posted agenda. Comments will be limited to three minutes. Please step up to the speaker's podium, clearly state your name and address and please ***spell*** your last name for the record.

No comments

There being no further business to come before the Board at this time, at the hour of 2:56 p.m. Acting Chair Hagerty adjourned the meeting.

Minutes Prepared by: Terra Lovelin
APPROVED: October 25, 2017