

UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
Minutes of Board of Directors Meeting

Open Session
December 3, 2014

PRESENT: David Ward (Vice Chair), Chancellor Rebecca Blank, Richard Fetherston, Dean Robert Golden, Andrew Hitt, John Litscher, Rep. Howard Marklein, Dean Katharyn May, Janice Mueller, Lisa Reardon

EXCUSED: Dr. Thomas Grist, Regina Millner, Senator Luther Olsen, Pablo Sanchez, Dr. Humberto Vidaillet, David Walsh (Chair)

LIAISONS: Ron Sliwinski, Dr. Lee Faucher

STAFF: Kristi Amelong, Mike Buhl, Mike Dallman, Tim Gaillard, Dr. Chris Green, Beth Houlahan, Teresa Neely, Jeff Poltawsky, Bob O'Keefe, Jay Robaidek, Sue Sanford-Ring, John Sheehan, Ron Sliwinski, Dan Weissburg, Kelly Wilson

GUESTS: Mike Anderson, Director of UW Organ Donation and Tissue Donation, Dr. Susan Goelzer

1. Call to Order

Vice Chair David Ward called the open session of the Board of Directors meeting to order at 1:02 p.m. Roll call was taken and a quorum was present.

2. ACTION: Approval of Minutes of November 5, 2014 Authority Board Meeting

Ms. Mueller moved approval of the minutes of the November 5, 2014 meeting (Attachment A). Mr. Litscher seconded the motion, and it passed unanimously.

3. ACTION: Review and Approval of Medical Staff Membership and Clinical Privileges

Dr. Lee Faucher presented the Medical Board recommendations concerning medical staff memberships and clinical privileges (Attachment B). Ms. Reardon moved that the recommendations be approved. Mr. Litscher seconded the motion, and it passed unanimously.

4. Report of Organ Procurement Organization

Michael Anderson, Director of UW Organ Donation and Tissue Donation ("OTD"), presented the annual report and overview of the OTD process. He discussed program activities relating to development, public education and registry enrollment, family follow-up, reporting and regulatory compliance, service coordination, and service areas. Mr. Anderson reported there are currently 103 donor hospitals in the UW Organ Procurement Network. The number of organ donors has remained relatively flat when compared to last year. There were 406 total organ transplants performed at UW Hospital and Clinics in the last year. Finally, the UW OPO continues to perform above national benchmarks in transplant and research organs per donor. A continuing priority continues to be building the Wisconsin first person authorization donor registry.

5. GME Report

Dr. Susan Goelzer presented the 2013-14 Graduate Medical Education ("GME") Annual Report. She reported that the GME program continues to be robust. UW Hospital and Clinics continues to fund many more resident spots than the federal cap of residencies available for

reimbursement. A recent review of the program found a need to increase patient safety training and the GME staff has worked with existing quality and safety structures within UW Hospital and Clinics to address these concerns. It is necessary for the GME program to delicately balance local needs in residency training with some of the larger needs in the state and beyond. Overall, Dr. Goelzer feels they have done a good job of meeting this balance. There are currently 60 programs, with 577 trainees. Preventive Medicine and Surgical Critical Care are two new programs this year. The programs perform at or above the national mean. The American College of Graduate Medical Education accreditation extension has been granted until 2021, with reviews. The report and survey results were discussed.

6. Board Committee Reports

Bob O'Keefe, Vice President of Finance, reported that the Finance Committee has issued a Request for Proposal ("RFP") for a financial investment advisor and will be interviewing candidates in the upcoming months. There is the possibility for and financial savings to SwedishAmerican Health System ("SAHS") if SAHS refinances bonds after the transaction closes on December 31, 2014. Further consideration and discussion will occur after the transaction closes.

7. CFO Report

Mr. O'Keefe presented the CFO report (Attachment E). A summary of financial results was provided with a discussion of factors influencing financial performance. Discussion focused on the need to manage cost growth, which is currently outpacing revenue growth.

8. CEO Report

No CEO report was presented during open session.

9. Other Matters

There were no Other Matters to present to the Board.

10. Closed Session

There being no other matters for the open session, Mr. Ward proposed to take the meeting into closed session pursuant to Section 19.85(1)(e), Wis. Stat. The purpose for the closed session was for the discussion of financial and other matters, including budgetary matters which for competitive reasons require a closed session, pursuant to Section 19.85(1)(g), Wis. Stat.; to confer with legal counsel regarding strategy with respect to threatened or pending litigation; and pursuant to Section 146.38, Wis. Stat., for the review of the services of health care providers.

Representative Marklein moved to go into closed session; Mr. Litscher seconded the motion, and there was a unanimous roll call vote approving entering into closed session. The following members voted for the motion: Vice Chair Ward, Chancellor Blank, Mr. Fetherston, Dean Golden, Mr. Hitt, Mr. Litscher, Rep. Marklein, Dean May, Ms. Mueller, and Ms. Reardon.

Dean May moved to return to open session; Representative Marklein seconded the motion; and the motion was unanimously approved.

The Board took no action in the closed session.

11. Return to Open Session – ACTION: Approval of Meriter-UnityPoint Joint Operating Agreement Resolution

Ms. Reardon moved, and Dean Golden seconded, approval of the following Resolution of the Board of Directors:

Whereas, the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority, having reviewed the terms and conditions of the proposed Joint Operating Agreement with Meriter-Unity Point Health covering the provision of certain “Mother and Baby” services, hereby delegates to the UWHCA chief executive officer the authority to take those steps, deploy those resources and authorize execution of those documents necessary to complete the transaction substantially as described to the UWHCA Board of Directors. The motion passed unanimously. Resolution No. 15-015

Dean Golden moved to adjourn the meeting; Representative Marklein seconded the motion; and the motion was unanimously approved.

Respectfully Submitted,

Kelly C. Wilson, Secretary