

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

February 9, 2011

**PRESENT:** David Walsh (Chair), Michael Weiden (Vice Chair), Roger Axtell, Tom Basting, Carol Booth, Richard Choudoir, Judith Crain, Dean Robert Golden, Rep. Howard Marklein, Dean Katharyn May, Dian Palmer, Pablo Sanchez, Michael Spector (on telephone), Dr. Humberto Vidaillet (on telephone) and Dr. George Wilding

**EXCUSED:** Mike Huebsch, Chancellor Carolyn Martin, and Sen. Luther Olsen

**LIAISONS:** Donna Katen-Bahensky and Dr. Nate Rubin

**STAFF:** Kristi Amelong, Beth Blum, Jan Bultema, Mike Buhl, Jim Dechene, Tim Gaillard, Dr. Carl Getto, Ron Gilmore, Mark Hamilton, Scott Houtakker, Connie Kinsella, Lisa Maroney, Dr. Jon Matsumura, Robert Miller, Mary O'Connell, Jeff Poltawsky, Renee Rizzo, Sue Sanford-Ring, Mike Sauk, Ron Sliwinski, Pat Toner, Linda Walton, Dan Weissburg, Terry Wilkerson, Kelly Wilson, Dustin Wright and Tom Young

**1. Call to Order**

Mr. Walsh, Chair, opened the meeting of the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority at 1:30 p.m. A quorum was present.

Mr. Walsh introduced Rep. Howard Marklein who is a new member of the Board and is serving as the designee of Rep. Robin Vos, co-chair of the Joint Committee on Finance.

**2. Approval of Minutes of December 7 and 8, 2010, Authority Board Meetings**

Dean May moved approval of the minutes of the December 7 and 8, 2010, meetings. Mr. Weiden seconded the motion and it passed unanimously.

**3. Review and Approval of Medical Staff Membership and Clinical Privileges**

Dr. Nate Rubin, Vice President of the Medical Staff, presented the Medical Board recommendations concerning medical staff memberships and clinical privileges. Mr. Axtell moved that the recommendations be approved. Mr. Basting seconded the motion and it passed unanimously.

**4. Recess for Meeting of the Governing Body of UWHC Board**

The Board recessed to conduct a meeting of the Governing Body of University of Wisconsin Hospitals and Clinics Board. At the conclusion of that meeting, the Board of Directors reconvened.

**5. Board Committee Reports**

Dean May reported on the Performance Improvement, Risk Management and Safety Committee (PIRMS) meeting. New members were welcomed to the committee. She reported on the

organizational dashboard metrics monitored by the PIRMS Committee and other safety and quality matters reviewed by the committee.

Michael Buhl, Senior Vice President and Chief Financial Officer, reported on the meeting of Finance and Audit Committees. The Audit Committee received a routine report on a series of internal audits conducted by the Director of Internal Audit. In addition, a Request for Proposal (RFP) was sent out to five financial audit firms. The Director of Compliance reported on compliance activities.

The Finance Committee voted to recommend refinancing of the Series 2008B and 2009A UWHCA Bonds. Mr. Buhl described the proposed refinancing and requested a resolution approving the refinancing. Mr. Axtell moved the adoption of the resolution attached as Exhibit 1. Mr. Basting seconded the motion and it passed unanimously.

## 6. CFO Report

Mr. Buhl reported on patient activity and financial results for December 2010 and fiscal year-to-date.

Net gain from operations for December was \$5.8 million. Net income for December, including non-operating income was \$10.8 million. Net gain from operations for year to date was \$38 million. Net income, including non-operating income, was \$56 million.

## 7. CEO Report

**Dance Marathon.** Donna M. Katen-Bahensky, President and CEO, introduced Sonya Knudson, Darby Boese and Emily Kesner who are three of the student leaders of the UW Dance Marathon. She also introduced Tom Young and Beth Blum who are UWHC staff members working with the Dance Marathon. The Dance Marathon raised \$80,000 last year for American Family Children's Hospital. This year the event will be from 6:00PM on Feb. 18 through 9:00AM on Feb. 19, in the Memorial Union Great Hall.

**Leadership Update.** The following appointments were announced: Dixon Kaufman, MD, as Chief of Transplantation; William Clancey, MD, as Medical Director of Sports Medicine; and Umberto Tachinardi, MD, as UW Health Research-Information Officer.

**Recruitment Updates.** A progress report was given on the recruitments for Chief Nursing Officer, Chair of Pathology and Chief of Pediatric Cardiothoracic Surgery.

**Quality Council.** Changes in the Quality Council membership were described.

**Recognitions.** The UWHC Organ Procurement Organization (OPO) received an HHS Gold Medal of Honor for simultaneous achievement in the conversion rate, organs transplanted per donor and donation after cardiac death. The OPO also received a Silver Medal for achieving a 97.6% conversion rate.

**Accreditation.** UWHC received an 8 year accreditation for its radiologic technology training program from the Joint Review Committee on Education in Radiologic Technology (JCERT).

**2.1.11 Snow Emergency.** UWHC's response to the February 1, 2011 snow emergency was described.

**8. Action: Ratification of Executive Committee Approval of Collective Bargaining Agreement**

Jan Bultema, Senior Vice President, Human Resources, reviewed the collective bargaining agreement that the Executive Committee approved with SEIU. Mr. Weiden moved approval of a resolution ratifying the action of the Executive Committee [Exhibit 2]. Dean Golden seconded the motion and it passed unanimously.

**9. Closed Session**

There being no other matters for the open session, Mr. Walsh proposed to take the meeting into closed session as previously announced. Mr. Walsh announced that 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, as provided in section 19.85(1)(e), Wis. Stat.; and to consider employment and performance evaluation data of public employees, as provided in section 19.85(1)(c), Wis. Stat.; and for review of the services of health care providers, pursuant to section 146.38, Wis. Stat.

Mr. Axtell moved that the Board enter closed session. Mr. Weiden seconded the motion. The motion passed with a unanimous roll call vote. The following members voted for the motion: David Walsh (Chair), Michael Weiden (Vice Chair), Roger Axtell, Tom Basting, Judith Crain, Dean Robert Golden, Rep. Howard Marklein, Dean Katharyn May, Dian Palmer, Pablo Sanchez, Michael Spector (on telephone), Dr. Humberto Vidaillet (on telephone), and Dr. George Wilding. Carol Booth and Richard Choudoir are non-voting members.

No action was taken in the closed session.

The meeting adjourned.

Respectfully Submitted,

James C. Dechene, Secretary

RESOLUTION OF THE  
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY  
BOARD OF DIRECTORS

Approved February 9, 2011

Upon recommendation of the Finance Committee, the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority authorizes the refinancing of the Series 2008B and 2009A UWHCA bonds to a direct bank variable rate loan with JP Morgan Chase. The senior management of UWHCA is authorized to execute the documents to implement this refinancing.

Resolution of Board of Directors of  
University of Wisconsin Hospitals and Clinics Authority

Approved February 9, 2011

WHEREAS, bargaining negotiations between Service Employees International Union (SEIU) and the University of Wisconsin Hospitals and Clinics Authority (UWHCA) commenced March 29, 2010; and

WHEREAS, a tentative agreement was reached December 15, 2010; and

WHEREAS, the SEIU members ratified the agreement on December 23, 2010;

WHEREAS, the Executive Committee of this Board of Directors approved the tentative agreement on December 23, 2010

NOW, THEREFORE, BE IT RESOLVED that, the Board of Directors of University of Wisconsin Hospitals and Clinics Authority ratifies the approval of the agreement.