

**MINUTES OF THE BOARD OF MANAGERS
OF
UMC HEALTH SYSTEM**

MONDAY, NOVEMBER 18, 2024

Dr. Gladys Whitten, Chairman, called the Board of Managers of University Medical Center to order at 8:00 a.m. on Monday, November 18, 2024. The meeting was held in the board room at University Medical Center, 602 Indiana Avenue, Lubbock, TX.

Dr. Whitten confirmed that no one from the public registered to comment.

Dr. Whitten welcomed the Board Members and guests and thanked them for attending. The following members and guests were present:

BOARD MEMBERS PRESENT

John DeToledo, M.D. non-voting	Jason Medina	Jolyn Wilkins
Gary Greenstreet	Mikella Newsom	Gladys Whitten, D.M.D.
Mont McClendon	Laura Vinson	

MEMBERS ABSENT

OTHERS PRESENT

Teresa Barron	Bobbye Hrnccirik (virtual)	Jodene Satterwhite (virtual)
Tina Belcher	Brent King (virtual)	Abigail Scioli
Betty Cornell (virtual)	John Lowe	Jill Shanklin
Jeff Dane	Steven Maddux (virtual)	Nick Skeen
Aaron Davis	Heather Martinez	Shane Terrell
Dean Diersing (virtual)	Thomas Moore	Amanda Tijerina
Kristi Duske	Jacob Nichols, M.D.	Amanda Venable
Stephanie Dobbins	Amy O'Meara (virtual)	Kala Waits
Glen Frick (virtual)	Brian Payne, M.D.	Phillip Waldmann
Mark Funderburk	Angelina Roberson	Tammy Williams
Adonica Hall (virtual)	Mike Ragain, M.D.	
Allan Haynes, M.D.	Greg Roberts (virtual)	

INVOCATION

Mr. Mark Funderburk voiced the invocation.

QUORUM

With seven voting members present, a quorum was established.

EMPLOYEE/PROVIDER RECOGNITION

Mike Ragain, M.D., Executive Vice President and Chief Medical Officer, presented the House

Staff of the Month, Kadi Cooley, M.D., and the Attending of the Month, Tushi Singh, M.D. The Employee of the Month, Brandi Lara, was presented by Tammy Williams, Executive Vice President and Chief Nursing Officer. Chairman Whitten temporarily adjourned Open Session at 8:09 a.m. to enter into the Performance Improvement Oversight Committee Meeting.

OPEN SESSION

The Board of Managers reconvened in Open Session at 8:53 a.m.

EXECUTIVE SESSION

The Board of Managers went into a Closed Meeting under Government Code Sections 551.071, 551.072, 551.073, 551.074, 551.076 and 551.085 at 8:55 a.m. to consult with attorney concerning pending or contemplated litigation, settlement offers, and confidential legal matters; to deliberate the purchase, exchange, lease or value of real property, deliberate personnel matters; to deliberate

**Board of Managers
UMC Health System
November 18, 2024**

financial planning information relating to negotiation for provision of services or product lines; to deliberate proposed new services or product lines and to review Professional Staff credentials (Health and Safety Code Section 161.031 et seq.).

RECESS: Without objection, the Board agreed to recess at 10:35 a.m. to take a brief break.

OPEN SESSION

The Board of Managers reconvened in Open Session at 10:46 a.m.

APPROVAL OF THE CONSENT AGENDA ITEMS

The following were presented for approval.

- A. Board of Managers Meeting Minutes – October 28, 2024
- B. Performance Improvement Oversight Committee Meeting Minutes – October 28, 2024
- C. Local Provider Participation Fund Meeting Minutes – April 20, 2024
- D. Professional Staff Report
The Board was provided a report of recommendations from the Executive Committee Meeting held on November 4, 2024, including Applicants to Staff, Ad Hoc Applicants to Staff, Temporary Privileges, Resignations, Active Reappointments, and Referring Reappointments.
- E. Contract Management Report
The Board was provided with a report of UMC's contract management system report. The data is completed for the Det Norske Veritas (DNV) survey and is for information purposes.
- F. MARVLIS
The Board was provided with the Marvliis upgrade request. Staff recommends the purchase of this sole source item, which is exempt from competitive bidding, from BCS for a total cost of \$129,800. This will be paid for out of the 2024 budgeted funds.
- G. PFT Lab
The Board was provided with the PFT Lab request. Staff recommends the purchase from MGC Diagnostics, a Premier vendor, for a total cost of \$85,252. This will be paid for out of the 2024 unbudgeted funds.
- H. MTS Power Load
The Board was provided with the MTS Power Load request. Staff recommends the purchase from Stryker, a Premier vendor, for a total cost of \$58,438. This will be paid for out of the 2024 budgeted funds.
- I. Game System Deluxe Bundle (27)
The Board was provided with the Game System Deluxe Bundle request. Staff recommends the purchase of this sole source item, which is exempt from competitive bidding, from Fully Loaded Electronics for a total cost of \$53,838. This will be paid for out of the 2025 unbudgeted funds. This purchase will be funded through the Children's Hospital Endowment fund to support UMC Children's Hospital.
- J. Tube System Upgrades
The Board was provided with the Tube System Upgrades. Staff recommends the purchase from Swisslog Healthcare, a Premier vendor, for a total cost of \$101,500. This will be paid for out of the 2024 unbudgeted funds.

Chairman Whitten called for a motion to approve the Consent Agenda items. At this time, Dr. Whitten gave members an opportunity to ask questions or voice objections. With no objections, Dr. Whitten asked for a motion for the Consent Agenda items.

ACTION: Ms. Wilkins moved to approve the Consent Agenda Items as presented. The motion was seconded by Mr. Medina and approved unanimously.

PRESIDENT'S REPORT

Mr. Mark Funderburk, President and Chief Executive Officer, reviewed the UMC Strategic Scorecard.

Mr. Funderburk was pleased to announce that Tray Payne will be our new Board Member. Mr. Payne will take his Oath of Office, January 27, 2025.

Mr. Funderburk mentioned that the Cancer Center Beam Signing Event will be held on November 21, 2024.

Mr. Funderburk also discussed the upcoming UMC Foundation Board meeting scheduled for November 19, 2024.

Mr. Funderburk was pleased to share that UMC's employee turnover rate has returned to 18.3%, matching the pre-covid rate.

After discussion and opportunity for all present to be heard, the Chairman called for a motion.

ACTION: Mr. McClendon moved to accept the President's Report as presented. The motion was seconded by Mr. Greenstreet and approved unanimously.

CHIEF FINANCIAL OFFICER'S REPORT

Mr. Jeff Dane, Executive Vice President, Administrator and Chief Financial Officer, reviewed the September 2024 financial statements. It was the staff's recommendation to approve as presented.

Following discussion and opportunity for all present to ask questions, the Chairman called for a motion.

ACTION: Ms. Vinson moved to accept the September financial statements as presented. The motion was seconded by Ms. Wilkins and approved unanimously.

TTUHSC REPORT

This report was deferred.

UMC BOARD BYLAWS SCHEDULED REVIEW

Ms. Kristi Duske, Senior Vice President and Chief Legal Officer, presented the UMC Board of Managers Bylaws for review. Ms. Duske requested changes that included clarifying the composition of the Board and adding communication regarding the Board Audit and Compliance Committee.

Following discussion and opportunity for all present to ask questions, the Chairman called for a motion.

ACTION: Mr. Medina moved to accept the UMC Board Bylaw changes as presented. The motion was seconded by Mr. McClendon and approved unanimously.

APPOINTMENT OF NOMINATING COMMITTEE

Chairman Whitten appointed Ms. Laura Vinson and Ms. Mikella Newsom to the Nominating Committee to consult and propose the 2025 slate of officers at the December Board of Managers meeting.

This is information only. No action is required.

403(b) PLAN DOCUMENT

Ms. Kristi Duske, Senior Vice President and Chief Legal Officer, presented the 403(b) Plan Document to the Board. Ms. Duske explained that UMC is restating its 403(b) plan document to align with Empower's plan framework. Empower will administer the plan and offer participants

Board of Managers
UMC Health System
November 18, 2024

an online platform to view account balances, make salary reduction elections, and manage investment decisions.

The only substantive changes made to the terms of the UMC 403(b) plan are to provide additional opportunities for participation and expanded plan benefits, such as domestic abuse withdrawals, provided for by law.

Empower's services are funded through participant accounts, with an estimated annual fee of \$65 per account. Additional charges for distributions, loans, and specialized services, including investment advisory fees, will apply based on individual participant usage. The restatement date will take effect on January 1, 2025. Phillip Waldmann is designated as the Administrator of the plan.

After discussion and opportunity for all present to be heard, the Chairman called for a motion.

ACTION: Ms. Vinson moved to accept the 403(b) Plan Document as presented. The motion was seconded by Ms. Wilkins and approved unanimously.

457(b) PLAN DOCUMENT

Ms. Kristi Duske, Senior Vice President and Chief Legal Officer, presented the 457(b) Plan Document to the Board. Ms. Duske explained that UMC is restating its 457(b) plan document to align with Empower's plan framework, transitioning from the previous administrator, Nationwide. Effective January 1, 2025, Empower will oversee the administration of the plan and provide participants with an online portal to view account balances, make salary reduction elections, and manage investment decisions.

No substantive changes have been made to the terms of the UMC 457(b) plan. Phillip Waldmann is designated as the Administrator of the plan.

Empower's services will be funded through participant accounts, with an estimated annual fee of \$65 per account. Fees for distributions and other specific services will be charged directly to the individual participant's account.

After discussion and opportunity for all present to be heard, the Chairman called for a motion.

ACTION: Mr. Greenstreet moved to accept the 457(b) Plan Document as presented. The motion was seconded by Ms. Wilkins and approved unanimously.

BID PROPOSALS AND SERVICE AGREEMENTS

The Board considered all of the following bid proposals and service agreements.

A. Microbiology Automation and Non-Automation Analyzers

Phillip Waldman, Executive Vice President, Operations and Chief Operation Officer, presented the Microbiology Automation and Non-Automation Analyzers to the Board. Mr. Waldmann explained that the replacement of the automation line installed in 2015, Kiestra, along with upgrades to the non-automated analyzers, will enhance operational efficiency. With the upgraded Kiestra automation system, UMC will be able to process higher volumes, improve result accuracy, and reduce turnaround times, all while maintaining superior quality.

Staff recommend the purchase from Premier, for a total cost of \$2,700,000. This will be paid for out of the 2025 budgeted funds.

B. PEDI Playground

Jill Shanklin, Vice President of Nursing Excellence, presented the PEDI Playground request to the Board. Ms. Shanklin stated that this request is to construct a pediatric playground on the UMC main campus, designed specifically for use by pediatric patients.

Staff recommends the purchase of this sole source item, which is exempt from competitive bidding, from Tom's Tree Place, for a total cost of \$651,300. This will be paid for out of the 2024/2025 budgeted funds. This project will be funded by the Foundation.

C. Cancer Center Tube System

Nick Skeen, Executive Vice President of Service Line Development and Chief Operating Officer, presented the Cancer Center Tube System to the Board. This request is to add a new

Board of Managers
UMC Health System
November 18, 2024

tubing system to the Cancer Center project. The existing system is insufficient to support the additional station that will be located on the second floor of the new facility.

Staff recommends the purchase from the lowest compliant vendor, Swisslog Healthcare, a Premier vendor, for a total cost of \$533,000. This will be paid for out of the 2024/2025 budgeted funds.

D. Archive and Conversion RFP

Shane Terrell, Senior Vice President of I.T. Operations, presented the Archive and Conversion RFP to the Board. Mr. Terrell explained that the purpose of this request is to make a final recommendation for the selected vendor in response to the Archive & Conversion RFP issued in August. Five vendors submitted proposals, and after careful evaluation, it is recommended to move forward with the joint proposal from Triyam and Health Data Movers (HDM). This solution was budgeted with the Epic conversion costs, which is set at \$4,569,528.

Staff recommends the purchase from the lowest complaint vendor, Triyam, for a total cost of \$396,500. This will be paid for out of the 2024 budgeted funds.

E. Rubrik Backup Solution (3)

Shane Terrell, Senior Vice President of I.T. Operations, presented the Rubrik Backup Solution to the Board. Mr. Terrell explained that this request is to purchase the Rubrik backup solution to replace the current Dell backup system. The existing solution is insufficient to meet UMC's disaster recovery requirements. Additionally, the Dell Avamar and DataDomain solutions are approaching their end of life, necessitating a further investment in both hardware and software to maintain UMC's environment.

Staff recommends the purchase from Converge, a DIR vendor, for a total cost of \$141,731. This will be paid for out of the 2024 budgeted funds.

F. Storage Solution for Disaster Recovery Site

Shane Terrell, Senior Vice President of I.T. Operations, presented the proposed Storage Solution for the Disaster Recovery Site to the Board. Mr. Terrell explained that this request is to acquire a replacement storage solution for the Disaster Recovery Site. The current solution is unable to replicate data from our production storage, which poses a significant risk to the resilience of UMC's environment. In the event of an issue with the current production storage appliance, IMC currently has no viable option for rapid recovery.

Staff recommends the purchase from Dell via Converge, a DIR vendor, for a total cost of \$322,478. This will be paid for out of the 2024 budgeted funds.

Chairman Whitten called for a motion to approve the Bid Proposals and Service Agreements. At this time, Dr. Whitten gave members an opportunity to ask questions or voice objections. With no objections, Dr. Whitten asked for a motion.

ACTION: Ms. Wilkins moved to accept the staff's recommendation as presented. The motion was seconded by Ms. Vinson and approved unanimously.

AGREEMENTS, PROPOSALS AND DISCUSSION ITEMS

The Board considered all of the following bid proposals and service agreements.

A. TeraRecon

Nick Skeen, Executive Vice President of Service Line Development and Chief Operating Officer, presented the TeraRecon proposal to the Board. He explained that TeraRecon is the current 3D imaging reconstruction technology used in cardiology. The proposed agreement includes an upgraded software package that enhances functionality for both radiology and cardiology, offering advanced tools for measuring complex structures to improve diagnostic accuracy and planning.

The upgraded software will also replace a third-party system currently used by radiologists, generating an estimated annual savings of \$65,000. The total cost of the software subscription is \$365,616, covering a term of 36 months.

**Board of Managers
UMC Health System
November 18, 2024**

B. Epic Related Contracts

Shane Terrell, Senior Vice President of I.T. Operations, presented the Epic related third-party contracts to the Board. Mr. Terrell explained that these contracts are part of a larger Epic project previously approved by the Board. The contracts presented included:

MediSpan, a drug database reference and content solution

Nuance, Radiology Voice Recognition and reporting tool

RALS, a Point of Care testing middleware tool

SureScripts, an electronic prescribing and prescription network solution

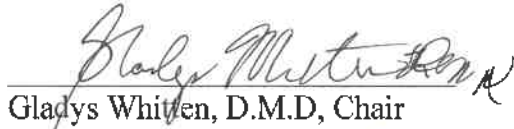
The total expenditure for these agreements is \$1,567,210.

At this time, Dr. Whitten gave members an opportunity to ask questions or voice objections. With no objections, Dr. Whitten asked for a motion.

ACTION: Mr. McClendon moved to accept staff's recommendation as presented. The motion was seconded by Ms. Vinson and approved unanimously.


With no further business to come before the Board, the Chair adjourned the meeting at 11:34 a.m.

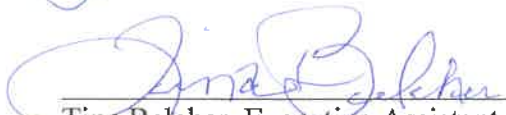
APPROVED:


Gladys Whitten, D.M.D, Chair


Mont McClendon, Secretary

APPROVED AS TO FORM:


Teresa Barron, Executive Assistant


Tina Belcher, Executive Assistant