UWHCA Board of Directors

January 27, 2022, 1:30 - 4:30 PM

WebEx: https://uwhealth.webex.com/uwhealth/j.php?MTID=m87ebdeb50ecd4bc02868048128c9ec39

Meeting number: 2620 337 6267 // Password: 012722


**ADVANCE MEETING MATERIALS ARE POSTED FOR REFERENCE. OCCASIONALLY, THE POSTED MATERIALS DO NOT REFLECT CHANGES MADE SHORTLY BEFORE OR DURING BOARD MEETINGS. THE FULL BOARD MINUTES ARE THE OFFICIAL RECORD OF FINAL BOARD ACTION**
UWHCA Board of Directors - January 27, 2022 - Public Meeting Notice

**Agenda**

<table>
<thead>
<tr>
<th>Time</th>
<th>Session</th>
<th>Presenter(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1:30 PM</td>
<td>I. Call to Order of Board Meeting</td>
<td>Mr. Paul Seidenstricker</td>
</tr>
<tr>
<td>1:30 PM</td>
<td>II. Welcome/Introduction of UWMF Board Director Liaison - Dr. Stephen Nakada</td>
<td>Mr. Paul Seidenstricker</td>
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<td></td>
<td>Biography - Dr. Stephen Nakada</td>
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<tr>
<td>1:33 PM</td>
<td>III. Consent Agenda</td>
<td>Mr. Paul Seidenstricker</td>
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<tr>
<td></td>
<td>Meeting Minutes - Open Session</td>
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<td></td>
<td>Medical Staff Membership and Clinical Privileges</td>
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<td></td>
<td>Attachment - Medical Staff Membership and Clinical Privileges January 2022</td>
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<td>Graduate Medical Education Annual Institutional Report (AIR)</td>
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<td>Executive Summary - Graduate Medical Education Annual Institutional Report (AIR)</td>
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<td>Attachment - Graduate Medical Education Annual Institutional Report (AIR)</td>
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<tr>
<td>1:35 PM</td>
<td>IV. COVID-19 Situational Update</td>
<td>Dr. Peter Newcomer</td>
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<tr>
<td>1:50 PM</td>
<td>V. UW Health Financial Report</td>
<td>Mr. Robert Flannery, Ms. Jodi Vitello</td>
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<td>Presentation - UW Health Consolidated Financial Statements – YTD Preliminary December 2021</td>
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<td>FYI Attachment - Additional Detail - FY22 December Financials</td>
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<td>2:00 PM</td>
<td>VI. UW Health Business Integrity</td>
<td>Mr. Troy Lepien</td>
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<td></td>
<td>Presentation - UW Health Business Integrity</td>
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<td></td>
<td>Attachment - UW Health Code of Conduct</td>
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<td></td>
<td>FYI Attachment - UWHCA Board of Directors Conflict of Interest Policy</td>
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<tr>
<td>2:20 PM</td>
<td>VII. Closed Session</td>
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</table>
Motion to enter into closed session pursuant to Wisconsin Statutes section 19.85(1)(e), for the discussion of the following confidential strategic matters, which for competitive reasons require a closed session: review and approval of closed and executive closed session meeting minutes; Normothermic Regional Perfusion (NRP) method of organ donation update; review of fiscal year 2022 financial scenario projections; discuss UW Health’s Workforce update; UW Health CEO Perspective; and pursuant to Wisconsin Statutes section 19.85(1)(g), to confer with legal counsel regarding these and other matters.

VIII. Adjourn
Short Biography: Stephen Y. Nakada, MD, FACS, FRCS

Dr. Nakada is certified by the American Board of Urology. He is an internationally renowned expert in urinary stones disease (urolithiasis) and urologic laparoscopy. In 1997, he performed and reported the first hand-assisted laparoscopic nephrectomy in the United States using a sleeve. In 2001, he was named Chairman of the Division of Urology and the first David T. Uehling Chair and Professor of Urology. In 2008, he became founding chairman of the Department of Urology at the University of Wisconsin-Madison.

In 2003, Dr. Nakada became the 15th Dornier/A.F.U.D. Award Winner for Innovative Research in Urology. He has received the 2004 Gold Cystoscope Award, the 2017 Distinguished Service Award, and the 2020 Hugh Hampton Young Award from the American Urological Association. He received the 2019 Ralph Clayman Mentor Award from the Endourological Society. Dr. Nakada has served on both the Staghorn Stone Guidelines Committee and the Distal Stones Guidelines Panel of the American Urological Association. He is routinely listed in Best Doctors in America, Castle Connelly's Top Doctors, and Madison Magazine’s Top Doctors.

Dr. Nakada has authored or coauthored over 250 peer-reviewed scientific articles and he has edited 11 textbooks. He has co-inventor status of the WISQOL, a kidney stone-specific quality of life instrument used worldwide. He has served on the ABU/AUA Examination Committee as well as the editorial boards for Urology, the Journal of Endourology, and Urology Times. Dr. Nakada is the past President of the North Central Section of the AUA, the Endourology Society, the Society of Academic Urologists, the ROCK Society, and the American Board of Urology. He is currently an active member of the American Association of Genitourinary Surgeons and Secretary/Treasurer of the Clinical Society of Genitourinary Surgeons. In July 2020 he was named Chief Administrative Physician of the UWMF Practice Plan.
The Medical Board, upon the recommendation of the Credentials committee, recommends approval of the following new applications, additional privileges, biennial reappointments and status changes for the medical staff and other providers requesting professional privileges for practice at UWHC. All of the recommended actions have been reviewed in accordance with the Medical Staff Bylaws. The credentials of all new applicants have been verified. All persons listed below meet the standards of the medical staff for the membership and privileges recommended.

Credentials Committee: January 3, 2022
Medical Board: January 13, 2022

The following actions were endorsed by the UWHC Credentials Committee and are recommended to the Medical Board for approval/action.

**New Applications—Medical Staff**

**Laura P. Chen, MD, Active Staff**
Department of Pediatrics/Hospitalist
- Pediatric Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants, children and adolescents with complex problems or severe illnesses, including those that are potentially life-threatening. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture; peripheral arterial puncture; peripheral venous puncture; neonatal circumcision; intubation; suprapubic bladder tap in the care of newborn infants greater than 2000 grams; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.

**Zhubin J. Gahvari, MD, Active Staff**
Department of Medicine/Hematology/Oncology
- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and performing waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Hematology Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with diseases and disorders of the blood and blood-forming tissues. These privileges include, but are not limited to, bone marrow aspiration and biopsy; administration of chemotherapy; the management and care of indwelling venous access catheters; plasmapheresis; therapeutic phlebotomy; lymph node aspiration; bone marrow harvest; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Medical Oncology Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with malignancies. These privileges include, but are not limited to, administration of chemotherapeutic agents and biological response modifiers through all therapeutic routes; management and maintenance of indwelling venous access catheters; supervision of physician assistants with prescriptive authority;
and supervision of residents, fellows, and others in training.

- Bone marrow harvest
- Hematopoietic progenitor cell component infusion
- Adult Moderate Sedation at all UWHCA locations - includes UH, TAC, DHC, and UWHC Clinics

Nimira Jina, MD, Active Staff
Department of Medicine/Geriatrics
- No independent privileges--Undergoing reintroduction to practice plan

Ryan M. Juza, MD, Active Staff
Department of Surgery/Minimally Invasive
- General Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with disorders, illnesses or injuries of the alimentary tract, the abdomen and its contents, breast, skin, soft tissue, head and neck, endocrine system and minor extremity surgery. These privileges include, but are not limited to, laparoscopic surgery, upper gastrointestinal endoscopy, colonoscopy, insertion and management of arterial catheter, insertion and management of chest tubes, insertion and management of central venous catheters, lumbar puncture, pericardiocentesis, tracheostomy, paracentesis, management of trauma, and complete care of critically ill patients with underlying surgical conditions; performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.
- Use of surgical robot for procedures otherwise privileged to perform.

Jamie E. Kallan, MD, Active Staff
Department of Pathology and Lab. Medicine
- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

Katherine A. Wang, MD, Active Staff
Department of Medicine/Geriatrics
- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.
- Geriatric Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with diseases and disorders of the elderly. These privileges include supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

Reinstatement—Medical Staff

John A. Jerisha, MD, Active Staff
Department of Radiology/Community Radiology
- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine. Included: Needle localizations
- Fluoroscopy

Additional Privileges—Medical Staff

Amik Sodhi, MBBS
Department of Medicine/Allergy, Pulmonary & Critical Care
- Advanced Ventilator Management

New Applications—Advanced Practice Providers
Elizabeth A. Devine, NP, Advance Practice Nurse  
Department of Pediatrics/Neonatology  
- Pediatrics/Neonatology NP Core Privileges: Under the direction of and in collaboration with a physician, the NP is granted privileges to promote health, prevent disease, assess/evaluate including performance of H & P, diagnose, consult and manage premature & critically ill neonatal patients and ill newborns through 1 (one) year of life. These privileges include but are not limited to the following core procedures: umbilical catheter insertion (arterial or venous catheter); endotracheal tube placement/intubation; PICC insertion; thoracentesis, suturing, and wound debridement. These privileges include ordering respiratory therapy and blood products.  
- Prescriptive Authority

Christina M. Dinnall, NP, Advance Practice Nurse  
Department of Pediatrics/Neonatology  
- Pediatrics/Neonatology NP Core Privileges: Under the direction of and in collaboration with a physician, the NP is granted privileges to promote health, prevent disease, assess/evaluate including performance of H & P, diagnose, consult and manage premature & critically ill neonatal patients and ill newborns through 1 (one) year of life. These privileges include but are not limited to the following core procedures: umbilical catheter insertion (arterial or venous catheter); endotracheal tube placement/intubation; PICC insertion; thoracentesis, suturing, and wound debridement. These privileges include ordering respiratory therapy and blood products.  
- Prescriptive Authority
- Arterial lines insertion  
- Chest tube insertion and removal  
- Lumbar puncture

Michelle M. Gionet, PA, Physician Assistant  
Department of Medicine/Infectious Disease  
- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products.  
- PA Infectious Disease Core Privileges: Privileges to manage and treat patients with infectious disease related issues.  
- Prescriptive Authority

Johanna J. Hatch, CNM, Advance Practice Nurse  
Department of Obstetrics and Gynecology/Nurse Midwife  
- Nurse Midwife Core Privileges: Privilege as a Certified Nurse Midwife, as defined by the Wisconsin State Statutes, includes the management of women’s health care, pregnancy, childbirth, family planning, and gynecological services. These privileges include, but are not limited to, endometrial biopsy; I&D of abscess; Implanon/Nexplanon insertion; IUD insertion and removal; skin tag and wart removal; suturing; vulvar biopsy; wound debridement. It also includes health maintenance, episodic care, urgent care and ongoing monitoring and management of chronic health problems. These privileges also include prescriptive authority, ordering respiratory therapy and blood product ordering.

Jessica J. Olson, NP, Advance Practice Nurse  
Department of Neurology/Pediatric Neurology  
- Pediatric NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of pediatric patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products.  
- NP Neurology Core Privileges: Privileges to manage and treat patients with neurology disorders and related issues.  
- Prescriptive Authority

Autumn R. Ries, NP, Advance Practice Nurse  
Department of Surgery/Cardiothoracic  
- Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products.  
- NP Cardiothoracic Surgery Core Privileges: Privileges to manage and treat patients with cardiothoracic surgical needs and related issues.  
- Prescriptive Authority

Branden M. Statz, PA, Physician Assistant  
Department of Surgery/Cardiothoracic  
- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine
therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products. Assist in surgery to include, but not limited to, first assist on major or minor surgeries.

- PA CT Surgery Core Privileges: Privileges to manage and treat patients in need of cardiothoracic surgical care and related issues.
- Prescriptive Authority

Transfer/Privilege change—Advanced Practice Providers

Daniel P. Crocetti, PA, Physician Assistant
Transfer to: Department of Medicine/Cardiovascular Medicine

- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products.
- PA Cardiovascular Medicine Core Privileges: Privileges to manage and treat patients with cardiovascular disease.
- PA Cardiovascular Medicine/Electrophysiology Core Privileges: Privileges to manage and treat patients in need of electrophysiology care. These privileges also include first assisting in any electrophysiology procedures including but not limited to device implants/explants, laser lead extractions, electrophysiology studies, catheter ablations, basic electrophysiology, and intracardiac electro-anatomical mapping. UW
- Prescriptive Authority

Additional Privileges—Advanced Practice Providers

Alexa R. Beversdorf, NP (Pediatric NP - Primary Care)
Department of Neurology/Pediatric Neurology
- Lumbar Puncture

Goodavish, Leslie L., PA
Department of Orthopedics and Rehabilitation/Orthopedic Surgery
- Joint Injections/Aspirations & Deep and Simple Tissue Closures

Status Changes with Privilege Change

Bruce P. Barrett, MD
Includes Status change to Active Staff (from Affiliate)
Department of Family Medicine and Community Health
- Family Medicine Adult Core Privileges

Jessica A. Wallis-Bhyravabotla, NP (Family Nurse Practitioner)
Department of Family Medicine and Community Health
- Adult NP Core
- Pediatric NP Core
- NP Family Medicine Core
- Prescriptive Authority

Focused Professional Practice Evaluation Review

The following focused review applications have been endorsed by the UWHC Credentials Committee and the appropriate peer committee, if applicable, and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
<th>Department/Section</th>
<th>Staff Status</th>
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<td>Accavitti, Michael J., Jr., MD</td>
<td>Medicine/Cardiovascular Medicine</td>
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<td>Adler, Cameron R., MD</td>
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<td>April, Daniel G., MD</td>
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<td>Armstrong, Lauren E., CAA</td>
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<td>Calnan, Daniel R., MD</td>
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<td>Monroe, Eric J., MD</td>
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<td>Myers, Nathaniel L., CAA</td>
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<td>Oo, Pye P., MBBS</td>
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<td>Stevenson, Jarod B., DO</td>
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<td>Sunkara, Bipin, MD</td>
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<td>Szczepanski, Duane F., MD</td>
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<td>Taylor, Lindsay N., MD</td>
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<td>Torres, Marcial A., MD</td>
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<td>Townsend, Elizabeth A., MD</td>
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<td>Weich, Dean M., Jr., DO</td>
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**Focused Professional Practice Evaluation Review- Additional Privileges**

The following focused review applications have been endorsed by the UWHC Credentials Committee
and the appropriate peer committee, if applicable, and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
<th>Department/Section</th>
<th>Privilege</th>
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<tbody>
<tr>
<td>Brink, Jenna K., PA</td>
<td>Emergency Medicine</td>
<td>PA Critical Care Core Privileges</td>
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<td>Bryndzia, Christina H., DO</td>
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<td>Gegios, Alison R., MD</td>
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<td>Horowitz, Michael E., PA</td>
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<td>Jaeger, Amy L., MD</td>
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<td>Jamieson, Jesse R., PA</td>
<td>Emergency Medicine</td>
<td>PA Critical Care Core Privileges</td>
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<tr>
<td>Lawrence, Edward M., MD</td>
<td>Radiology/Abdominal Imaging</td>
<td>Abdominal Imaging</td>
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<td>McCutcheon, Emily J., PA</td>
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<tr>
<td>McKew, Joseph W., NP</td>
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<td>VAD Core Privileges</td>
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<tr>
<td>Schaal, Peter E., PA</td>
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<td>VAD Core Privileges</td>
</tr>
<tr>
<td>Schmidt, Jennifer E., PA</td>
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<td>VAD Core Privileges</td>
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<tr>
<td>Shapiro, Floreta I., DO</td>
<td>Medicine/Geriatrics</td>
<td>Internal Medicine/Major Care Core</td>
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<tr>
<td>Wentland, Andrew L., MD</td>
<td>Radiology/Abdominal Imaging</td>
<td>Abdominal Imaging</td>
</tr>
</tbody>
</table>
Dear UWHCA Board Members:

Attached for your review and approval is the UW Health Graduate Medical Education (GME) Annual Institutional Review (AIR) Report. In accordance with the Accreditation Council for Graduate Medical Education (ACGME) institutional requirements, the Designated Institutional Official (DIO) must annually submit a written executive summary of the Annual Institutional Review (AIR) to the UW Hospitals and Clinics Authority Board (UWHCA) as the Sponsoring Institution’s Governing Body.

The written executive summary includes Institutional Aims and Performance Metrics, Graduate Medical Education Action Plan outcomes and highlights; COVID-19 Response and well-being resources; Diversity, Equity and Inclusion Efforts and a look to future goals including reorganizing the GME administration structure, expand the number of staff and level of support to retain staff, maintain standards of excellence and adequately support our GME enterprise.

If you have any questions regarding the AIR Report, please contact Dr. Susan Goelzer, UW Health Designated Institutional Official at (608) 263-2704 or sgoelzer@uwhealth.org.

Thank you for your consideration.
To our simulation community

We are excited to present the UW Health Clinical Simulation Program’s annual report for fiscal year 2021. While it was a year of unpredictability, it was also a year of great change for our program. We completed the expansion of our procedural skills laboratories, increased our staff’s professional footprint and launched simulation development courses. These advancements and additional capabilities will enhance the quality of education offered to our UW School of Medicine and Public Health and UW Health communities to advance safe, high-quality, patient-centered care.

The Clinical Simulation Program also played a large role in UW Health’s pandemic response. We proudly served with Nursing Education, Safety/Emergency Management and the Pandemic Preparedness Committee to develop and execute hands-on simulation training for proper donning and doffing of handmade, simulated personal protective equipment (PPE). More than 2,200 frontline staff participated in this training to prepare them to care for patients in a time of great stress and uncertainty. As leaders, we were humbled by the flexibility and dedication our team displayed when faced with the challenges of the pandemic.

We know that there are still some unknowns, but we are looking ahead at what is to come. This includes celebrating the opening of our new wet skills laboratory, our new partnership with the UW Health Emergency Education Center and the 10-year anniversary of the Clinical Simulation Program. We continue to grow and look forward to serving our community for the next 10 years and beyond.

Sincerely,
Ryan Thompson, MD, CHSE
Medical Director
UW Health Simulation Program

We are driven by a vision to offer a world-class simulation program that promotes experiential learning across healthcare disciplines to improve the quality and safety of patient care in Wisconsin and beyond.

Marilyn Schatz
Executive Director
Endorsed Simulation Education Network

Simulation education
Nip Hobbs
Naveen Rammohan

Clinical Simulation Program faculty and staff
Shannon DiMarco, MSHS, CHSOS
Administrative Director
Ryan Thompson, MD, CHSE
Medical Director
Noelle Castellano
Program Coordinator
Greta Knepper, MSHS
Wet Lab Program Coordinator
Max Johnson, BA, CHSOS
Simulation Specialist
Erika Prologhi, MSHS, CHSE, CHSOS, CCRN
Simulation Educator

Executive board
Rudy Jackson, DNP, MHA, RN, CENP
Board Co-Chair; Senior Vice President; Chief Nurse Executive
Elizabeth Petty, MD
Board Co-Chair; Senior Associate Dean for Academic Affairs; Faculty, UW School of Medicine and Public Health
Shannon DiMarco, MSHS, CHSOS
Administrative Director, Clinical Simulation Program, UW Health
Robert Flannery
Senior Vice President and Chief Financial Officer, UW Health
Eugene (Chip) Foley, MD, FACS
Chair, Department of Surgery; Faculty, UW School of Medicine and Public Health
Azita Hamedani, MD, MPH, MBA
Chair, Department of Emergency Medicine; Faculty, UW School of Medicine and Public Health
Marcus Kelley
Director, Healthcare Technology Management, UW Health
Michael Lohmeier, MD
Medical Director, EMS Education, Department of Emergency Medicine, UW School of Medicine and Public Health

Kelly McGovern, MD, MPH, EqJad
Robert M. Welter Distinguished Chair; Director, Medical Education, Faculty, UW School of Medicine and Public Health
Laurie Schmop, MD
Chief, Department of Medicine; Faculty, UW School of Medicine and Public Health
Ryan Thompson, MD, CHSE
Medical Director, Clinical Simulation Program; UW Health Faculty; UW School of Medicine and Public Health
Ellen Wald, MD
Chair, Department of Pediatrics; Pediatrician-in-Chief, American Family Children’s Hospital; Faculty, UW School of Medicine and Public Health

Supported by simulation education programs.

To our simulation community

To our simulation community

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Supported by simulation education programs.

Big picture statistics

<table>
<thead>
<tr>
<th>Total learner encounters</th>
<th>Total hours</th>
<th>Total events</th>
</tr>
</thead>
<tbody>
<tr>
<td>13,928</td>
<td>3,697</td>
<td>637</td>
</tr>
</tbody>
</table>

med.wisc.edu/simulation
To our graduate medical education community and partners,

It is my great pleasure to provide the annual graduate medical education update for the 2020–2021 academic year. During a global health crisis, UW Health Graduate Medical (GME) programs have continued to persevere and push through the evolving challenges and impacts of COVID-19. In the midst of a year of many unknowns, our programs worked harder than ever to train GME physicians so that they can gain the necessary skills to care for our patients and have a positive impact in our community.

The UW Health GME enterprise has maintained full accreditation and consists of 79 programs, all of which are accredited by the Accreditation Council of Graduate Medical Education, including 24 residencies and 55 fellowships, with more than 725 total GME physicians. Given the financial impacts of COVID-19, new program requests were minimal with several in the pipeline for the next academic year. Most prevalent requests were complement increases. Over the last year, permanent complement increases were approved for five of our programs, resulting in an overall increase of eighteen resident/fellow positions.

As evident in our continued GME enterprise accreditation, UW Health GME programs continue to strive for excellence. Most notable, the number of areas for improvement across all programs given by the ACGME decreased from a total of 26 in AY 2019-2020 to 10 in 2020–2021. GME Administration and program efforts, combined with a robust GME program review process, has positioned us to track compliance and identify areas for improvements to prevent potential citations and ensure that programs remedy issues in advance of annual reviews.

UW Health GME will continue to push forward to provide the best education for all GME physicians and combat the COVID-19 pandemic that continue to be a part of our day to day lives. I would like to thank each and every member of our UW Health GME community and partners. We remain humble and grateful to have outstanding programs educating and training residents and fellows to care for patients. Our training programs touch the lives of thousands of patients and families, and we are honored to train first-class physicians who are prepared to provide remarkable healthcare throughout Wisconsin and beyond.

Susan L. Goelzer, M.D., M.S.
UW Health Designated Institutional Official
UW School of Medicine and Public Health
Associate Dean of Graduate Medical Education
Professor of Anesthesiology, Internal Medicine, and Population Health Sciences
Institutional Aims and Performance Metrics

UW Health sponsors 79 ACGME-accredited graduate medical education programs across all clinical departments of the University of Wisconsin School of Medicine and Public Health. The mission of UW Health is advancing health without compromise through service, scholarship, science, and social responsibility.

Toward the above mission, UW Health aims to:

- support a robust GME enterprise;
- have accredited programs without probation or substantial citation from a broad spectrum of specialties and subspecialties;
- recruit the highest caliber medical school graduates that reflect the diversity of the populations our graduates will serve;
- provide a challenging and supportive clinical learning environment in which residents develop personal, ethical, clinical, and professional competence; and
- educate future generations of medical leaders and excellent practitioners to meet the ever-evolving healthcare needs of our community, the state of Wisconsin, and beyond.

The GMEC assesses our advancement of the above aims through a variety of metrics, including:

- accreditation status (citations, areas for improvement, or site visit results);
- ACGME resident and faculty survey results;
- focused and special program reviews;
- program director and program coordinator years of service/tenure;
- recruitment statistics;
- graduate statistics;
- board pass rate;
- patient safety, health care quality, and clinical learning environment performance;
- work hours and moonlighting reports;
- scholarly activity; and
- committee involvement and leadership roles.

Annual program meetings with the DIO and GME Administration occur as part of institutional program oversight. The DIO meetings allow GME Administration to complete a thorough academic review, ensure programs are on track and in compliance with all ACGME requirements, provide guidance, and share best practices. Upon conclusion of each DIO meeting, each program is given a program-specific action plan based on key areas discussed. The action plan serves as a guiding tool for the program and is reviewed at the next DIO meeting.
UW Health GME institutional and community support of GME programs, has contributed to the many successes and achievements of the UW Health GME enterprise. These achievements include, but are not limited to:

- Continued ACGME-accreditation status for our institution and all 79 programs.
- Dedicated information session by GME Administration for program coordinators regarding the Accreditation Data System (ADS) and the Annual Program Evaluation (APE).
- Provided oversight and assisted programs with evolving ACGME requirements by successfully implementing DIO/GME Administration review of ADS submissions.
- Newly developed APE companion guide for Program Directors and Coordinators.
- Formalized Program Director/Associate Program Director orientation curriculum and developed a PD Guidebook.
- Organized virtual GME Curricula for annual events (GME Orientation, Patient Safety Orientation, etc.).
- Provided institutional support with virtual interview season preparation.
  - GME Administration and the Coordinator Advisory Council hosted meetings and group huddles to share innovative practices and pearls.
- Integrated GME diversity initiatives with the UW Health DEI Department and SMPH Office of Multicultural Affairs.
  - Inaugural Diversity Social Hour Sessions for prospective URM residents and fellows.
- Continued robust program review process inclusive of focused and special reviews, annual DIO Meetings, and mock site visits with a dedicated team performing thorough review of materials (two faculty and two GME Staff), practice sessions, and real-time feedback.
- Formalized Vice Chair of Education group.
- New quarterly PD Connection Chat to enhance Program Director networking.
- Organized Council of Chiefs to build community among Chief Residents.
- Recalibration of GME administrative services to ensure regulatory and accreditation requirements are being met through high quality services with increased workload and decreased funding.
- Established a committee to develop criteria for implementation of formal UWH CARES rotation sites for electives in WI under-served and rural communities.
COVID-19 impacted the world all around us. With healthcare workers being at the center of the pandemic, it was imperative for UW Health to organize a team and develop robust well-being resources for all employees. During the 2020-2021 academic year, UW Health recruited Dr. Mariah Quinn for the inaugural position of Chief Wellness Officer to work in partnership with the Chief Clinical Officer. In addition to Dr. Quinn serving in her role as CWO, she continues to serve as the Co-Chair of the GMEC Well-Being Subcommittee and played a vital role in organizing the Council of Chiefs (CoC). Dr. Quinn is such an asset to our institution and the GME community. Detailed below are some of the UW Health staff and provider well-being resources developed or formalized as a result of the pandemic.

- 24/7/365 Crisis Response Help
- School of Medicine and Public Health (SMPH) Assistance Office
- Employee Assistance Program – LifeMatters
- Employee Well-Being
- Peer Support
- Behavioral Health Stress Management Line

For more detailed UW Health/SMPH well-being resources, visit the Staff and Provider Well-Being page on Uconnect.

Council of Chiefs
The CoC allowed us to support chief residents and provided a space for chiefs to connect across the institution, both to collaborate to prepare for changing clinical demands, as well as to learn from one another and gain skills that may have been impacted by COVID-19. Monthly meetings were held, and presentations were shared with chief residents from faculty leaders across the institution. Detailed below are a few of the presentation topics:

- Interview Season – Recruitment and Diversity Efforts
- Struggling Residents and Remediation
- Supporting Resident Wellness and Personal Well-Being
- Conflict Resolution
- Public Speaking Skills
- Effective Feedback
- Organization – Time & Email Management

Although chief residents found these sessions to be helpful, monthly meetings were a challenge given clinical schedules and demands. Based on feedback from chief residents, the GME Well-Being Subcommittee plans to organize a one-day Chief Retreat once new chief residents are appointed to prepare them for their new role in place of monthly meetings.

Chief Residents gathered outside of the Health Sciences Learning Center after an afternoon of presentations for a group photo.
Diversity, Equity, and Inclusion Efforts

Inaugural Diversity Social Hours

The UW Health GMEC Diversity, Equity, and Inclusion Subcommittee, the UW Health Diversity, Equity, and Inclusion Department, and the UW School of Medicine and Public Health hosted two sessions (one in November and one in January) for prospective underrepresented in medicine (URM) residents/fellows interested in UWH GME programs to get to know the UW Health and SMPH community and hear directly from URM faculty, GME physicians, and staff. These sessions were organized in collaboration with the UWH DEI Department and Chief Diversity Officer, Shiva Bidar-Sielaff and the UW SMPH Office of Multicultural Affairs and the former Associate Dean for Diversity and Multicultural Affairs, Dr. Tracy Downs. We are proud to report that over 200 prospective residents and fellows attended the sessions.

“I absolutely LOVED this session. I particularly loved how structured it was, the strength of the speakers, and the overall lovely vibe I received from the multicultural community. I would highly recommend this session...”

Diversity Social Hour
Medical Student Attendee

“This was by far the best and most comprehensive talk about diversity and life at University of Wisconsin. Even my partner, who unbeknownst to me, was listening to the presentations from the other room, texted me halfway through saying “this is the best diversity talk that you have attended.” Thank you so much for putting this on for all the potential students and also thank you for the amazing work you have done for your community. Hope to be a part of it some day!”

Diversity Social Hour
Medical Student Attendee
GME Administration continues to work very closely with our Program Directors, Associate Program Directors, Program Coordinators, institutional leaders and partners to ensure that our programs and GME physicians thrive despite the impacts of COVID-19. As we continue to operate in a primarily virtual and remote setting, we strive for continuous improvement and hold ourselves to high standards. Our institutional goal is to have zero ACGME citations, and 66 of our 79 programs have met that goal. The review systems we have in place, combined with dedicated faculty and staff have significantly impacted the number of AFIs which decreased by more than 50% this past academic year going from from 26 to 10. The ongoing impacts of COVID-19 has highlighted the resilience, perseverance, strong work ethic, and dedication of the GME community. Despite the challenges we undoubtedly will continue to face, we continue to develop innovative processes and initiatives to provide remarkable healthcare to UW Health patients and beyond and a remarkable education. Our office has experienced ongoing turnover over the last couple of years due to the many demands our work requires and not having the adequate staff to balance the workload. We currently have ten full-time staff providing support for the entire UW Health GME Enterprise. A primary goal this next academic year is to reorganize the GME Administration structure, expand the number of staff and level of support so we can retain staff, maintain our standards of excellence, and adequately support our GME enterprise. In addition to the reorganization of GME Administration, below are several action items we will focus on during the 2021-2022 academic year:

- Continue to increase support for PD/APD Community.
- Successful implementation of the UWH CARES Program.
- Formalize the annual Chief Resident Retreat.
- Continue efforts to increase URM recruitment and provide a supportive, diverse, and inclusive environment.
- Prepare for increasing ACGME institutional oversight requirements.
- Complete site surveys of affiliated institutions to confirm participating site requirements are being met (i.e., sleep rooms, access to food).
- Continue to gather best practices and create excellence in virtual/hybrid venues.
- Continue to monitor availability of Wellness resources for GME physicians.
- Formalize process to prepare for ACGME data driven focused site visits.
- Continue support of organization-wide QGenda implementation.
- Using resident and program director guidance, develop criteria for program assignment vs. hotel system call rooms.
- Work with clinical departments and UWH leadership to develop GME physician standardized professional development funds (books, computers, travel, etc.) guidance and guidelines for recruitment expenditures.
- Facilitate successful inpatient roll-out of Reduction of Opioid Reliance project at University Hospital and The UW Health East campus.

Looking Ahead
Rising to lences. aencing.
**FY22 – Month of December 2021 Financials**

<table>
<thead>
<tr>
<th></th>
<th>Actual Dec- FY22</th>
<th>Plan Dec- FY22</th>
<th>Variance vs. Plan</th>
<th>Var. %</th>
<th>Actual Dec- FY21 vs. PY vs. PY</th>
</tr>
</thead>
<tbody>
<tr>
<td>TOTAL OPERATING REVENUES, NET</td>
<td>328,069,956</td>
<td>334,384,667</td>
<td>(6,314,711)</td>
<td>-2%</td>
<td>321,978,680       6,091,276 2%</td>
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<tr>
<td>TOTAL OPERATING EXPENSES</td>
<td>336,478,316</td>
<td>327,557,429</td>
<td>8,920,887</td>
<td>3%</td>
<td>318,053,476      18,424,840 6%</td>
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<tr>
<td>INCOME FROM OPERATIONS</td>
<td>(8,408,360)</td>
<td>6,827,238</td>
<td>(15,235,598)</td>
<td>-223%</td>
<td>3,925,204        (12,333,564) -314%</td>
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<tr>
<td>TOTAL OTHER NON-OPERATING REVENUES (EXPENSES), NET</td>
<td>41,999,287</td>
<td>6,444,804</td>
<td>35,554,483</td>
<td>552%</td>
<td>36,203,639       5,795,648 16%</td>
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<tr>
<td>REVENUES OVER EXPENSES BEFORE CAPITAL GRANTS, GIFTS &amp; DONATIONS</td>
<td>33,590,927</td>
<td>13,272,042</td>
<td>20,318,885</td>
<td>153%</td>
<td>40,128,843       (6,537,916) -16%</td>
</tr>
</tbody>
</table>

**Operating Margin**

- **Favorable to Budget:** 2.0%
- **Unfavorable to Budget:** 1.2%

Send questions to **LeadershipUpdate@uwhealth.org**
### FY22 – YTD through December 2021 Financials

<table>
<thead>
<tr>
<th></th>
<th>Actual Dec- FY22</th>
<th>Plan Dec- FY22</th>
<th>Variance vs. Plan</th>
<th>Var. %</th>
<th>Actual Dec- FY21</th>
<th>Variance vs. PY</th>
<th>Var. %</th>
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</thead>
<tbody>
<tr>
<td><strong>TOTAL OPERATING REVENUES, NET</strong></td>
<td>1,980,512,261</td>
<td>1,998,659,466</td>
<td>(18,147,205)</td>
<td>-1%</td>
<td>1,866,601,010</td>
<td>113,911,251</td>
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<tr>
<td><strong>TOTAL OPERATING EXPENSES</strong></td>
<td>1,940,908,630</td>
<td>1,945,010,495</td>
<td>(4,101,865)</td>
<td>0%</td>
<td>1,822,450,111</td>
<td>118,458,519</td>
<td>6%</td>
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<tr>
<td><strong>INCOME FROM OPERATIONS</strong></td>
<td>39,603,631</td>
<td>53,648,971</td>
<td>(14,045,340)</td>
<td>-26%</td>
<td>44,150,899</td>
<td>(4,547,268)</td>
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<tr>
<td><strong>TOTAL OTHER NON-OPERATING REVENUES (EXPENSES), NET</strong></td>
<td>91,731,926</td>
<td>38,812,185</td>
<td>52,919,741</td>
<td>136%</td>
<td>209,685,868</td>
<td>(118,153,942)</td>
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<td><strong>REVENUES OVER EXPENSES BEFORE CAPITAL GRANTS, GIFTS &amp; DONATIONS</strong></td>
<td>131,335,557</td>
<td>92,461,156</td>
<td>38,874,401</td>
<td>42%</td>
<td>254,036,767</td>
<td>(122,701,210)</td>
<td>-48%</td>
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</table>

**Operating Margin**

- Favorable to Budget: 2.0%
- Unfavorable to Budget: 2.4%
# Enterprise-wide Preliminary December 31, 2021, Performance Ratios

<table>
<thead>
<tr>
<th>Healthcare System Industry Comparisons</th>
<th>Fiscal Year 22</th>
<th>S&amp;P &quot;AA-&quot; Rated (1)</th>
<th>Moody's &quot;Aa3&quot; Rated (2)</th>
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<tbody>
<tr>
<td><strong>Favorable Direction</strong></td>
<td></td>
<td></td>
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<tr>
<td>Operating Margin*</td>
<td>↑</td>
<td>2.0%</td>
<td>1.9%</td>
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<tr>
<td>Total Margin</td>
<td>↑</td>
<td>6.3%</td>
<td>4.1%</td>
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<tr>
<td>Days Cash on Hand*</td>
<td>↑</td>
<td>283</td>
<td>^ 287</td>
</tr>
<tr>
<td>Days in Accounts Receivable **</td>
<td>↓</td>
<td>48</td>
<td>47</td>
</tr>
<tr>
<td>Long Term Debt to Capitalization</td>
<td>↓</td>
<td>26.6%</td>
<td>26.9%</td>
</tr>
<tr>
<td>Operating Cash Flow</td>
<td>↑</td>
<td>6.3%</td>
<td>7.1%</td>
</tr>
<tr>
<td>Cash-to-Debt</td>
<td>↑</td>
<td>241.6%</td>
<td>237.3%</td>
</tr>
</tbody>
</table>

* excludes provision for bad debt and retiree health insurance, includes academic support

** average for 12 months

(1) S&P's 2020 financial ratios based on 38 obligators rated "AA-" by S&P. Based on 2020 audited financials.

(2) Moody's 2020 financial ratios based on 32 "Aa3" rated hospitals. Based on 2020 audited financials.

^ The significant increase to DCOH is related to the advanced received from Medicare, which is over 20 days and some rebounds in the investment portfolio

Send questions to LeadershipUpdate@uwhealth.org
Key Financial Takeaways for the month of December

- We continue to see strong volumes across the system
  - ED visits were 16.6% favorable to budget and were ahead of last year by 33.2%.
  - Patient days came in 7.0% favorable.
  - Clinic visits 3.2% favorable to budget and up from last year by 15.3%.

- We saw net revenues coming in $6.3M unfavorable to budget

- Expenses were unfavorable to budget by $8.9M, leading to an operating loss for the month of about $15.2M. Biggest variances this month:
  - Pharmaceuticals were $7.7M unfavorable to budget
  - Medical Materials and Supplies were $2.9M unfavorable to budget
  - Reminder that the variances in Depreciation and Facilities & Equipment will continue through the end of the fiscal year, related to the UWH Madison adoption of GASB 87, which converted a large portion or our operating leases to capital leases.

- On the non-operating side, we saw favorable results compared to budget, with an unrealized gain on investments & Investment Income of $29.8M favorable to budget in the current month

Send questions to LeadershipUpdate@uwhealth.org
Key Financial Takeaways for the first 6 months of FY22

- We continue to see strong volumes across the system
  - All statistical areas that we track are favorable to budget and significantly favorable to prior year. We are extremely busy and taking care of a lot of patients and their families.

- Net revenues are coming in $18.1M unfavorable to budget
  - A portion of this variance from budget includes higher than anticipated utilization through our Quartz Health Insurance Plan.

- Expenses were favorable to budget by $4.1M, helping to slightly lessen the impact of the unfavorable operating revenues. Biggest variances so far YTD:
  - Pharmaceuticals are $12.6M unfavorable to budget
  - Medical Materials and Supplies are $4.6M unfavorable to budget
  - Reminder that the variances in Depreciation and Facilities & Equipment are largely related to the UWH Madison adoption of GASB 87, which converted a large portion or our operating leases to capital leases.

- On the non-operating side, we see favorable results compared to budget, with an unrealized gain on investments & Investment Income of $29.3M favorable to budget for the year

Send questions to LeadershipUpdate@uwhealth.org
<table>
<thead>
<tr>
<th></th>
<th>UWH-Madison/ACO/Isthmus</th>
<th>SAHS/RDI</th>
<th>Total *</th>
</tr>
</thead>
<tbody>
<tr>
<td>Actual</td>
<td>-3.3%</td>
<td>-2.6%</td>
<td>-2.6%</td>
</tr>
<tr>
<td>Budget</td>
<td>2.9%</td>
<td>1.3%</td>
<td>2.0%</td>
</tr>
<tr>
<td>Prior Year</td>
<td>1.3%</td>
<td>1.0%</td>
<td>1.2%</td>
</tr>
</tbody>
</table>

UW Health Current Month Operating Margin – December 31, 2021
Summary of Enterprise-wide Preliminary Month of December 31, 2021 Operating Results

<table>
<thead>
<tr>
<th></th>
<th>Actual</th>
<th>Variance</th>
<th>Var. %</th>
<th>Plan</th>
<th>Variance</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>TOTAL OPERATING REVENUE</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>NET PATIENT SERVICE REVENUE</strong></td>
<td>323,466,964</td>
<td>(4,405,427)</td>
<td>-1%</td>
<td>327,872,391</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>OTHER OPERATING REVENUES</strong></td>
<td>4,602,992</td>
<td>(1,909,284)</td>
<td>-29%</td>
<td>6,512,276</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL OPERATING REVENUES, NET</strong></td>
<td>328,069,956</td>
<td>(6,314,711)</td>
<td>-2%</td>
<td>334,384,667</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Actual</th>
<th>Variance</th>
<th>Var. %</th>
<th>Plan</th>
<th>Variance</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>TOTAL OPERATING EXPENSES</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>SALARIES AND BENEFITS</strong></td>
<td>183,154,784</td>
<td>(288,542)</td>
<td>0%</td>
<td>183,443,326</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>PURCHASED SERVICES AND AGENCY COSTS</strong></td>
<td>23,442,676</td>
<td>(8,319)</td>
<td>0%</td>
<td>23,450,995</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>MEDICAL MATERIALS AND SUPPLIES</strong></td>
<td>27,382,416</td>
<td>2,880,753</td>
<td>12%</td>
<td>24,501,663</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>PHARMACEUTICALS</strong></td>
<td>59,007,678</td>
<td>7,710,500</td>
<td>15%</td>
<td>51,297,178</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>FACILITIES AND EQUIPMENT</strong></td>
<td>14,524,138</td>
<td>5,047,373</td>
<td>-26%</td>
<td>19,571,511</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>INTEREST EXPENSE</strong></td>
<td>3,166,149</td>
<td>3,225</td>
<td>0%</td>
<td>1,893,982</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>PUBLIC AID ASSESSMENT</strong></td>
<td>5,179,892</td>
<td>3,225</td>
<td>0%</td>
<td>5,176,667</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>NONOPERATING EXPENSES - ACADEMIC SUPPORT</strong></td>
<td>6,036,638</td>
<td>44,891</td>
<td>1%</td>
<td>5,991,747</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL OPERATING EXPENSES</strong></td>
<td>336,478,316</td>
<td>8,920,887</td>
<td>3%</td>
<td>327,557,429</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| **INCOME FROM OPERATIONS**    | (8,408,360) | (15,235,596) | -223% | 6,827,238 |        |        |

**NON-OPERATING REVENUE/EXPENSES**

<table>
<thead>
<tr>
<th></th>
<th>Actual</th>
<th>Variance</th>
<th>Var. %</th>
<th>Plan</th>
<th>Variance</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>NET INCREASE/DECREASE IN FAIR VALUE OF INVESTMENTS</strong></td>
<td>7,006,230</td>
<td>6,594,905</td>
<td>1603%</td>
<td>411,325</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>INVESTMENT INCOME</strong></td>
<td>27,383,682</td>
<td>23,162,585</td>
<td>549%</td>
<td>4,221,097</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>EQUITY INTEREST IN INCOME/LOSS OF JOINT VENTURES</strong></td>
<td>(60,262)</td>
<td>(1,483,276)</td>
<td>-104%</td>
<td>1,423,014</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>NET INC/DEC IN FAIR VALUE OF DERIVATIVE INSTRUMENT</strong></td>
<td>119,522</td>
<td>119,522</td>
<td>0%</td>
<td>-</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>OTHER, NET</strong></td>
<td>7,550,115</td>
<td>7,160,743</td>
<td>138%</td>
<td>389,368</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL OTHER NON-OPERATING REVENUES (EXPENSES), NET</strong></td>
<td>41,999,287</td>
<td>35,554,483</td>
<td>552%</td>
<td>6,444,804</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>REVENUES OVER EXPENSES BEFORE CAPITAL GRANTS, GIFTS &amp; DONATIONS</strong></th>
<th>Actual</th>
<th>Variance</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>NET PATIENT SERVICE REVENUE</strong></td>
<td>33,590,927</td>
<td>20,318,885</td>
<td>153%</td>
</tr>
<tr>
<td><strong>OTHER OPERATING REVENUES</strong></td>
<td>13,272,042</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL REVENUES OVER EXPENSES</strong></td>
<td>46,863,039</td>
<td>20,318,885</td>
<td>153%</td>
</tr>
</tbody>
</table>

Favorable Variance

Unfavorable Variance
### Summary of Enterprise-wide Preliminary YTD December 31, 2021 Operating Results

<table>
<thead>
<tr>
<th></th>
<th>Actual</th>
<th>Variance</th>
<th>Var. %</th>
<th>Plan</th>
<th>Variance</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Dec- FY22</td>
<td>Dec- FY22 vs. Plan</td>
<td>vs. Plan</td>
<td>Dec- FY21 vs. PY</td>
<td>vs. PY</td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL OPERATING REVENUE</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GROSS PATIENT REVENUE</td>
<td>6,890,409,698</td>
<td>6,550,878,655</td>
<td>339,531,043</td>
<td>5%</td>
<td>5,926,079,229</td>
<td>964,330,469</td>
</tr>
<tr>
<td>DEDUCTIONS AND ALLOWANCES</td>
<td>(4,950,733,258)</td>
<td>(4,599,210,259)</td>
<td>(351,522,999)</td>
<td>8%</td>
<td>(4,099,252,712)</td>
<td>(851,480,546)</td>
</tr>
<tr>
<td>NET PATIENT SERVICE REVENUE</td>
<td>1,939,676,440</td>
<td>1,951,668,396</td>
<td>(11,991,956)</td>
<td>-1%</td>
<td>1,826,826,517</td>
<td>112,849,923</td>
</tr>
<tr>
<td>OTHER OPERATING REVENUES</td>
<td>40,835,821</td>
<td>46,991,070</td>
<td>(6,155,249)</td>
<td>-13%</td>
<td>39,774,493</td>
<td>1,061,328</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING REVENUES, NET</strong></td>
<td>1,980,512,261</td>
<td>1,998,659,466</td>
<td>(18,147,205)</td>
<td>-1%</td>
<td>1,866,601,010</td>
<td>113,911,251</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING EXPENSES</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NON-PHYSICIAN SALARIES AND BENEFITS</td>
<td>781,072,558</td>
<td>789,396,776</td>
<td>(8,324,218)</td>
<td>-1%</td>
<td>113,151,319</td>
<td>28,394,634</td>
</tr>
<tr>
<td>PHYSICIAN SALARIES AND BENEFITS</td>
<td>297,236,594</td>
<td>294,733,359</td>
<td>2,503,235</td>
<td>1%</td>
<td>267,663,704</td>
<td>29,069,890</td>
</tr>
<tr>
<td><strong>SALARIES AND BENEFITS</strong></td>
<td>1,078,309,152</td>
<td>1,084,130,135</td>
<td>(5,820,983)</td>
<td>-1%</td>
<td>1,015,582,141</td>
<td>62,727,011</td>
</tr>
<tr>
<td>PURCHASED SERVICES AND AGENCY COSTS</td>
<td>149,957,820</td>
<td>145,398,160</td>
<td>4,559,660</td>
<td>3%</td>
<td>134,082,144</td>
<td>15,875,616</td>
</tr>
<tr>
<td>MEDICAL MATERIALS AND SUPPLIES</td>
<td>320,013,576</td>
<td>307,366,838</td>
<td>12,646,738</td>
<td>4%</td>
<td>309,799,088</td>
<td>10,214,680</td>
</tr>
<tr>
<td>FACILITIES AND EQUIPMENT</td>
<td>84,766,826</td>
<td>115,150,990</td>
<td>(30,384,164)</td>
<td>-26%</td>
<td>99,370,254</td>
<td>(14,030,288)</td>
</tr>
<tr>
<td>DEPRECIATION AND AMORTIZATION</td>
<td>66,730,339</td>
<td>12,775,910</td>
<td>55,954,429</td>
<td>24%</td>
<td>55,663,734</td>
<td>11,066,605</td>
</tr>
<tr>
<td>INTEREST EXPENSE</td>
<td>18,394,904</td>
<td>7,045,768</td>
<td>11,349,136</td>
<td>62%</td>
<td>11,852,350</td>
<td>5,462,554</td>
</tr>
<tr>
<td>PUBLIC AID ASSESSMENT</td>
<td>31,076,160</td>
<td>31,060,000</td>
<td>16,160</td>
<td>0%</td>
<td>30,292,198</td>
<td>783,962</td>
</tr>
<tr>
<td>OTHER EXPENSES</td>
<td>14,215,711</td>
<td>18,975,053</td>
<td>(4,759,342)</td>
<td>-25%</td>
<td>16,838,903</td>
<td>(2,623,192)</td>
</tr>
<tr>
<td><strong>NONOPERATING EXPENSES - ACADEMIC SUPPORT</strong></td>
<td>35,898,189</td>
<td>35,950,479</td>
<td>(52,290)</td>
<td>0%</td>
<td>35,817,980</td>
<td>80,209</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING EXPENSES</strong></td>
<td>1,940,908,630</td>
<td>1,945,010,495</td>
<td>(4,101,865)</td>
<td>0%</td>
<td>1,822,450,111</td>
<td>118,458,519</td>
</tr>
<tr>
<td><strong>INCOME FROM OPERATIONS</strong></td>
<td>39,603,631</td>
<td>53,648,971</td>
<td>(14,045,340)</td>
<td>-26%</td>
<td>44,150,899</td>
<td>(4,547,268)</td>
</tr>
<tr>
<td><strong>NON-OPERATING REVENUE/EXPENSES</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NET INCREASE/DECREASE IN FAIR VALUE OF INVESTMENTS</td>
<td>10,018,794</td>
<td>2,467,950</td>
<td>7,550,844</td>
<td>306%</td>
<td>175,655,833</td>
<td>(165,627,039)</td>
</tr>
<tr>
<td>INVESTMENT INCOME</td>
<td>47,062,066</td>
<td>25,326,584</td>
<td>21,735,482</td>
<td>86%</td>
<td>17,223,565</td>
<td>29,838,501</td>
</tr>
<tr>
<td>EQUITY INTEREST IN INCOME/LOSS OF JOINT VENTURES</td>
<td>14,614,812</td>
<td>8,538,084</td>
<td>6,076,728</td>
<td>71%</td>
<td>7,688,161</td>
<td>6,926,651</td>
</tr>
<tr>
<td>NET INC/DEC IN FAIR VALUE OF DERIVATIVE INSTRUMENT</td>
<td>627,523</td>
<td>-627,523</td>
<td>0%</td>
<td>0%</td>
<td>614,134</td>
<td>13,389</td>
</tr>
<tr>
<td><strong>OTHER, NET</strong></td>
<td>19,408,731</td>
<td>2,479,567</td>
<td>16,929,164</td>
<td>863%</td>
<td>8,714,175</td>
<td>10,694,556</td>
</tr>
<tr>
<td><strong>TOTAL OTHER NON-OPERATING REVENUES (EXPENSES), NET</strong></td>
<td>91,731,926</td>
<td>38,812,185</td>
<td>52,919,741</td>
<td>136%</td>
<td>209,885,868</td>
<td>(118,153,942)</td>
</tr>
<tr>
<td><strong>REVENUES OVER EXPENSES BEFORE CAPITAL GRANTS, GIFTS &amp; DONATIONS</strong></td>
<td>131,335,557</td>
<td>92,461,156</td>
<td>38,874,401</td>
<td>42%</td>
<td>254,036,767</td>
<td>(122,701,210)</td>
</tr>
<tr>
<td>Healthcare System</td>
<td>Industry Comparisons</td>
<td>Favorable Direction</td>
<td>FY 22</td>
<td>S&amp;P &quot;AA-&quot; Rated (1)</td>
<td>Moodys &quot;Aa3&quot; Rated (2)</td>
<td></td>
</tr>
<tr>
<td>-------------------</td>
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<td>-------</td>
<td>---------------------</td>
<td>----------------------</td>
<td></td>
</tr>
<tr>
<td>Operating Margin*</td>
<td>↑</td>
<td>2.0%</td>
<td>1.9%</td>
<td>2.0%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Margin</td>
<td>↑</td>
<td>6.3%</td>
<td>4.1%</td>
<td>5.7%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Days Cash on Hand*</td>
<td>↑</td>
<td>283</td>
<td>^ 287</td>
<td>299</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Days in Accounts Receivable **</td>
<td>↓</td>
<td>48</td>
<td>47</td>
<td>47</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Long Term Debt to Capitalization</td>
<td>↓</td>
<td>26.6%</td>
<td>26.9%</td>
<td>26.2%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Cash Flow</td>
<td>↑</td>
<td>6.3%</td>
<td>7.1%</td>
<td>7.0%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash-to-Debt</td>
<td>↑</td>
<td>241.6%</td>
<td>237.3%</td>
<td>280.2%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* excludes provision for bad debt and retiree health insurance, includes academic support

** average for 12 months

(1) S&P’s 2020 financial ratios based on 38 obligators rated "AA-" by S&P. Based on 2020 audited financials.

(2) Moody’s 2020 financial ratios based on 32 "Aa3" rated hospitals. Based on 2020 audited financials.

^ The significant increase to DCOH is related to the advanced received from Medicare, which is over 20 days and some rebounds in the investment portfolio.
<table>
<thead>
<tr>
<th>Cash &amp; Investments</th>
<th>UWHCA</th>
<th>UWMF</th>
<th>ACO/Isthmus</th>
<th>Total UWHCA and Discrete Components</th>
<th>UW Health Consolidated</th>
</tr>
</thead>
<tbody>
<tr>
<td>Unrestricted</td>
<td>1,821,003,202</td>
<td>479,145,634</td>
<td>6,031,316</td>
<td>2,306,180,152</td>
<td>529,825,301</td>
</tr>
<tr>
<td>Restricted by Trustee &amp; Donors</td>
<td>374,569,830</td>
<td>-</td>
<td>-</td>
<td>374,569,830</td>
<td>4,093,119</td>
</tr>
<tr>
<td>Accounts Receivable</td>
<td>380,981,652</td>
<td>84,105,530</td>
<td>-</td>
<td>465,087,182</td>
<td>88,838,265</td>
</tr>
<tr>
<td>Property, Plant &amp; Equipment, Net</td>
<td>836,588,088</td>
<td>114,833,486</td>
<td>7,288</td>
<td>951,428,862</td>
<td>424,162,517</td>
</tr>
<tr>
<td>Other Assets &amp; Deferred Outflows of Resources</td>
<td>1,301,080,479</td>
<td>106,604,322</td>
<td>192,931</td>
<td>1,252,678,020</td>
<td>76,173,703</td>
</tr>
<tr>
<td>Total Assets &amp; Deferred Outflows of Resources</td>
<td><strong>$ 4,714,223,251</strong></td>
<td><strong>$ 784,688,972</strong></td>
<td><strong>$ 6,231,535</strong></td>
<td><strong>$ 5,349,944,046</strong></td>
<td><strong>$ 1,123,092,905</strong></td>
</tr>
</tbody>
</table>

| Current Liabilities                                   | 509,411,021 | 299,781,305 | 152,501 | 660,224,149 | 188,979,230 | **839,326,197** |
| Long-term Debt & Deferred Inflows of Resources        | 1,876,158,145 | 77,308,150 | -       | 1,953,466,295 | 294,922,332 | **2,020,792,300** |
| Net Position                                          | 2,214,546,825 | 407,599,517 | 6,079,034 | 2,622,146,342 | 630,074,861 | **3,236,426,692** |
| Restricted                                            | 114,107,260 | -       | -           | 114,107,260 | 9,116,482 | **123,223,742** |
| Total Liabilities, Deferred Inflows of Resources & Net Position | **$ 4,714,223,251** | **$ 784,688,972** | **$ 6,231,535** | **$ 5,349,944,046** | **$ 1,123,092,905** | **$ 6,219,768,931** |

Elimination Entries are not displayed but are part of the Consolidated Numbers
Key Takeaways for December

- We continue to see strong volumes across the system. ED visits were 16.6% favorable to budget and were ahead of last year by 33.2%. Patient days came in 7.0% favorable. We also saw Clinic visits 3.2% favorable to budget and up from last year by 15.3%.

- Expense were unfavorable to budget by $8.9M. There were several factors contributing to this for December. The main contributing factors were higher than budgeted Medical & Pharmaceutical supplies. These two categories were $10.6M unfavorable to budget. Interest is unfavorable to budget by $1.3M. We are anticipating this category will be unfavorable to budget for the remainder of the year due to the Eastpark Medical Center bond financing we completed.

- On the non-operating side, we saw favorable results compared to budget, with an unrealized gain on investments and investment income of $34.4M and we also received some additional CARES funds.
Business Integrity - Board of Directors Education

• State of Wisconsin Obligations
• UWHCA Board of Directors Conflict of Interest
• Seven Elements of an Effective Compliance Program
• UW Health Code of Conduct
• OIG Guidance
  • Corporate Responsibility and Corporate Compliance – A Resource for Health Care Boards of Directors
  • Practical Guidance for Health Care Governing Boards on Compliance Oversight
Duties of the Board of Directors

- Statutory Duties
- Fiduciary Duties
- Commitment to Transparency
Business Integrity - Statutory Duties

• Hold a “state public office” and are subject to State of Wisconsin Code of Ethics for Public Officials & Employees
  • Disclosure of economic interests (Annual Statement of Economic Interests)
  • Restrictions on acceptance of gifts and expenses
  • Restrictions on use of office when personal financial interests are involved

• Under Wisconsin law, a UWHCA Director must, among other things, NOT:
  • Act officially in a matter in which s/he is privately interested
  • Use her/his public position for private benefit
  • Accept transportation, lodging, food, or beverage except as specifically authorized
  • Solicit or accept rewards or items or services likely to influence her/his official duties
  • Use confidential information to receive anything of value
  • Enter into public contracts without notice
Business Integrity - Statutory Duties

- Fiduciary Relationship: People or entities are given a power of any type, subject to a duty to exercise that power in the best interests of another
  - Duty of Obedience to Mission
  - Duty of Care
  - Duty of Loyalty
Business Integrity - Statutory Duties

- Duty of Obedience to Mission: The UWHCA Board of Directors shall ensure that UWHCA is true to its mission, set forth in Chapter 233 of the Wisconsin Statutes.
  - 233.04(3b)(a)1. Delivering high-quality health care to patients using the hospitals and to those seeking care from its programs, including a commitment to provide such care for the medically indigent
  - 233.04(3b)(a)2. Providing an environment suitable for instructing medical and other health professions students, physicians, nurses and members of other health-related disciplines
  - 233.04(3b)(a)3. Sponsoring and supporting research in the delivery of health care to further the welfare of the patients treated and applying the advances in health knowledge to alleviate human suffering, promote health and prevent disease
  - 233.04(3b)(a)4. Assisting health programs and personnel throughout the state and region in the delivery of health care
Business Integrity - Statutory Duties

- **Duty of Care:** Obligation of Corporate Directors to Exercise the Proper Amount of Care in Their Decision-Making Process in the Best Interest of UW Health

- **Decision Making Function:** The application of duty of care principles to a specific decision or a particular board action; and

- **The Oversight Function:** The application of duty of care principles with respect to the general activity of the board in overseeing the day-to-day business operations of the corporation (i.e., the exercise of reasonable care to assure that corporate executives carry out their management responsibilities and comply with the law)
• **Oversight Function** (i.e., Caremark Case, Delaware Stone vs. Ritter):
  
  A Board must act in good faith in the exercise of its oversight responsibility for its organization, including making inquiries to ensure:
  
  1. a corporate information and reporting system exists and
  2. the reporting system is adequate to assure the Board that appropriate information relating to compliance with applicable laws will come to its attention timely and as a matter of course

• Opinion in Caremark case and now in Delaware Cases regarding compliance programs, “directors must make a good faith effort to implement an oversight system and then monitor it” themselves…"
Business Integrity - Statutory Duties

- **Duty of Loyalty:** A UWHCA Director must discharge his or her obligation to the organization in a manner designed to benefit UWHCA and its mission, and not the interest of the Director or any other individual or entity.

- **Avoid Conflicts of Interest.**
  - As required by Wisconsin statute, UWHCA’s Board of Directors has members with duality of interests (i.e., to the UW, SMPH, and/or other constituencies)
  - Remain focused on the mission and interests of UWHCA and properly reports the potential conflict, duality of interest should not ordinarily bar their participation in UWHCA’s corporate decision-making
  - The key reason for establishing such interlocking directorships is to create a mechanism for the entities to participate in, and be informed of, the decisions of each other

- Maintain confidentiality of information provided to UWHCA Directors
• **Commitment to Transparency**: UWHCA is subject to Wisconsin Public Records and Open Meetings laws

• All meetings of the UWHCA Board of Directors must be properly noticed, and are divided into open and closed sessions:
  • UWHCA presumes matters will be discussed in open session unless it has a specific reason (e.g., confidentiality) to discuss them in closed, and it generally would take the position that closed meeting minutes are confidential and not subject to open meetings requirements
  • Communications to and among UWHCA Directors and relating to UWHCA business may be subject to disclosure upon request

• More information can be found at [http://www.doj.state.wi.us/dls/open-government](http://www.doj.state.wi.us/dls/open-government).
Definitions

Conflic t of Interest:

- Where the outside interests interfere or compete with UW Health’s interests, or reduce the likelihood that such person’s influence can be exercised impartially in the best interests of UW Health
- Where the stake in a transaction or arrangement reduces the likelihood that such person’s influence can be exercised impartially in the best interests of UW Health
- Where a Director or Committee member has divided loyalties
- Where an Excess Benefit Transaction would occur
- Which is prohibited by Section 19.46 of the Wisconsin Statutes
Definitions (Continued)

- **Interested Person:** Any Director or Committee member who has a direct or indirect Covered Interest
- **Covered Interest:** Related Party who has ownership/investment interest, compensation (including gifts and favors), legal commitment (including board appointment) in an entity that has or is negotiating a transaction or arrangement with UW Health with a five-year lookback period
- **Related Party:** Any Director or Relative (includes spouse, domestic partner, siblings, children, etc.), serves as a director, trustee, officer, employee, volunteer, owns greater than 35% in an entity/trust, or has a partnership/professional ownership interest in excess of 5%.
- **Excess Benefit Transaction:** Transaction in which an economic benefit is provided by UWHCA, directly or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by UWHCA exceeds the value of the consideration (including the performance of services) received by UWHCA.
Procedures, Statements, & Disclosures

- **Duty to Disclose**: Interested Person must disclose in writing to the Chair the existence of any actual, potential, or perceived Conflict of Interest
- **Determining Whether a Conflict of Interest Exists**: The Board, after consultation with the Compliance Committee, shall determine whether a Conflict of Interest exists
- **State Disclosure**: Each Director shall file with the state an annual statement of economic interest
- **Annual Certificate**: Each Director shall annually sign a statement certifying receipt, understanding, agreement to comply with the COI Policy and Code of Conduct

**Posted**

- uwhealth.org - [https://www.uwhealth.org/about-us/uw-health-corporate-governance](https://www.uwhealth.org/about-us/uw-health-corporate-governance)
Business Integrity - Code of Conduct

- UW Health Code of Conduct:
  - Patient Rights & Responsibilities
  - Business Ethics & Legal/Regulatory Compliance
    - Coding, Billing, and False Claims Act
    - Research
  - Confidentiality
    - Patient Information
  - Conflicts of Interest
    - Gifts
  - Professional Conduct
  - Resource Management
  - Workplace Responsibility
- Reviewed & Signed Annually
Seven Elements of Effective Compliance Program:

- Implementing written policies, procedures and standards of conduct
- Designating a compliance officer and compliance committee
- Conducting effective training and education
- Developing effective lines of communication
- Conducting internal monitoring and auditing
- Enforcing standards through well-publicized disciplinary guidelines
- Responding promptly to detected offenses and undertaking corrective action

Websites

- https://uconnect.wisc.edu/depts/uwhealth/business-integrity/
- https://www.uwhealth.org/about-us/business-integrity-program
Business Integrity – OIG Guidance

- **Questions for Directors – Compliance Program**
  - **Structural Questions**
    - Key Employees – Compliance Officer
    - Reporting Structure to Governance – Compliance & Audit Committees
    - Frequency of Compliance Reporting Management and Governance
  - **Operational Questions**
    - Policies and Procedures Including Code of Conduct
    - Compliance Infrastructure and Resources
    - Measures to Prevent Violation Including Education & Auditing and Monitoring
    - Measures to Respond to Violations Including Corrective Action and Implementation of a Hotline
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A MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Friends & Colleagues:

UW Health has a long history as a leader in providing quality healthcare and service to its patients. As part of our vision to deliver remarkable care to our patients, UW Health is committed to maintaining a working environment that assures our medical staff, employees, and agents can perform their daily tasks with high ethical standards, honesty, integrity, and in compliance with applicable laws and regulations. We can continue this tradition and our commitment to remarkable care only through the efforts of our highly-skilled caregivers and dedicated support staff.

While the patient remains the focal point for all UW Health services, healthcare has evolved into a complex and highly regulated industry. In order to assist employees in maneuvering their way through this sometimes confusing environment, UW Health has adopted a formal Compliance Program (Program) to ensure compliance with all applicable state and federal laws and regulations. The day to day operations of the Program are administered by the Chief Compliance Officer and the Business Integrity Department staff. An important component of the Program is the Code of Conduct (Code), which sets a cultural compass of how to conduct ourselves every day as we go about our work. The Code provides the basic principles which all UW Health and its subsidiaries, directors, officers, medical staff, employees and agents must follow.

The Code of Conduct is a vital part of how we achieve our mission and vision. It provides guidance to ensure that our work is accomplished in an ethical and legal manner. It emphasizes our common culture of integrity and our responsibility to operate with the highest principles of ethical business standards as we care for our patients. All employees are responsible for ensuring that their behavior and activity is consistent with the Code of Conduct.

As we continue to be innovative and responsive to the needs of our patients, each of us must be fully knowledgeable of and adhere to the Code of Conduct. If we are successful in this endeavor, we will preserve and promote organization-wide integrity and achieve our vision of providing remarkable care to our patients.

Sincerely,

Alan Kaplan, MD
CEO UW Health
I. PURPOSE - PRINCIPLES AND STANDARDS

UW Health has a tradition of ethical standards in the provision of health care services as well as in the management of its business affairs. The Code of Conduct supplements the mission, vision and values of UW Health and applies to all who provide services under the auspices of UW Health and its affiliates.

Our Code of Conduct, which has been adopted by the highest level of leadership, provides guidance to all working for and with us in carrying out daily activities within appropriate ethical and legal standards. The Code of Conduct provides ideals (or Principles) and policies (or Standards) to which UW Health medical staff, employees, agents, joint ventures, wholly owned subsidiaries, and affiliates are expected to adhere. The purpose of the Code of Conduct is to articulate the ethical framework within which the organization operates and communicate expectations of the Principles and Standards. UW Health expects each medical staff, employee, and agent to abide by the Principles and Standards set forth herein and to conduct the business and affairs of UW Health in a manner consistent with the Code of Conduct. Failure to abide by the Principles and Standards or the guidelines for behavior which the Code of Conduct represents shall lead to appropriate employment action.

UW Health’s Code of Conduct has been adopted to maintain corporate compliance and enhance its ability to achieve its vision of providing remarkable healthcare.

II. OUR DUTY TO REPORT & COOPERATE WITH INVESTIGATIONS

The Code of Conduct is to be used as a guide if you are confronted with situations that raise questions about ethical conduct. If you believe a law, policy or our Code of Conduct is not being followed, you must report it to your supervisor and/or the Business Integrity Department. If you do not feel comfortable talking to your supervisor about the issue, voice your concern to the next supervisory level up or again report it to the Business Integrity Department.

The Business Integrity Department can be contacted at:

- UW Health Administrative Office Building
  7974 UW Health Court, Middleton, Wisconsin, 53562.
- The UW Health Reporting Line
  (888) 225-8282 (toll-free)
  (608) 821-4130
- Internet at Compliance Issue Report i.e.

UW Health is committed to providing an environment that allows reporting in good faith without fear of retaliation. Anyone making such a report is assured that it will be treated as confidential and will be shared with others only on a need-to-know basis. The findings of a compliance investigation are confidential to protect all involved in the investigation process. No adverse action will be taken against someone for making a report in good faith. UW Health has a policy that protects against retaliation or retribution for reporting a compliance concern in good faith or cooperating with a compliance investigation with good intentions. Although we have this policy it is important to understand that no policy can protect you from applicable consequences if you have broken the law or violated our policies. In addition, if someone purposely falsifies or misrepresents a report or makes false statements during an investigation, that person will not be protected under the non-retaliation policy. False accusation or statements made in a report or during an investigation may result in appropriate employment action.
III. SEVEN PRINCIPLES OF CONDUCT

The UW Heath Code of Conduct can be categorized into Seven Principles of Conduct:

- Patient Rights & Responsibilities
- Business Ethics & Legal/Regulatory Compliance
- Confidentiality
- Conflicts of Interest
- Professional Conduct
- Resource Management
- Workplace Responsibility

Each of these principles is explained in greater detail below.

IV. PRINCIPLE OF PATIENT’S RIGHTS AND RESPONSIBILITIES

UW Health is committed to treating patients and their families with dignity and respect. We drafted the UW Health Patient Rights and Responsibilities to establish our expectation for our medical staff, employees, agents and patients. This guideline includes the patient’s right to:

- Treatment without discrimination
- Respect, confidentiality and personal dignity
- Information you can understand
- Participation in decisions about your care
- Care that supports you and your family
- Access to your billing and medical records
- A method to file a complaint

UW Health medical staff, employees, and agents are held to these standards and should refer to this document for additional detail and guidance if needed.

V. PRINCIPLE OF BUSINESS ETHICS & LEGAL/REGULATORY COMPLIANCE

UW Health is committed to the highest standards of business ethics and integrity, and requires honesty when representing UW Health. UW Health is committed to ensuring that its activities are completed in a manner that complies with applicable federal and state laws regulations, guidelines and policies.

A. Accounting/Financial Reporting:

UW Health maintains a high standard of accuracy and completeness in the documentation and reporting of all financial records and insures that these records are completed within generally accepted accounting principles and established corporate policy. This serves as the basis for managing the business and is important to meeting the obligations to patient, suppliers, and others that we do business. It is against UW Health policy, and possibly illegal, for any person to knowingly cause UW Health’s financial records to inaccurately describe the true nature of a business transaction. We cooperate fully with internal and external auditors and any regulatory agencies that examine our financial records.

B. Anti-Kickback/Bribes:

UW Health prohibits its medical staff, employees, and agents from offering, paying, asking for, or accepting any money or other benefits in exchange for patient referrals, purchases, leases, or orders. All contracts and other referral sources are to follow all applicable laws.
C. Antitrust:
   UW Health competes fairly and complies with Anti-Trust Laws. Our medical staff, employees, and agents do not engage in activities or negotiate agreements that restrain or obstruct competition or illegally share proprietary information with competitors. The illegal obtainment or use of proprietary information from competitors is also strictly prohibited.

D. Coding, Billing & False Claims Act:
   Coding is the way UW Health identifies and classifies health information, such as diseases and services, which are documented in the patient medical record. Billing is the way we submit charges for the services we have provided. UW Health takes great care to ensure that billings to the government, third-party payers and patients are accurate and conform to all applicable federal and state laws and regulations. We are committed to timely, complete and accurate coding and billing. We bill only for services that we provide and believe to be medically necessary.

   The Federal False Claims Acts and the Federal Deficit Reduction Act protect government programs such as Medicare, Medicaid and Tricare from fraud, waste and abuse. It is a violation of the Federal False Claims Act to knowingly submit a false claim for payment of government funds. UW Health prohibits its medical staff, employees or agents from knowingly presenting, or causing to be presented, claims for payment or approval, which are false, fictitious or fraudulent. Medical staff, employees, and agents can be prosecuted for filing inaccurate claims for reimbursement, and can be subject to civil fines, criminal penalties or both.

   UW Health expects employees to report known or suspected activity of this type to the Business Integrity Office. Employees who lawfully and in good faith report known or suspected activity of this type are protected from retaliation to the furthest extent possible under both federal and state law. UW Health performs routine auditing and monitoring, with internal controls, to prevent and detect fraud, waste, and abuse. We cooperate fully with internal and external auditors and any regulatory agencies that examine our financial records.

E. Contracts:
   UW Health negotiates and enters into fair and equitable contractual arrangements with reputable vendors and individuals that meet the needs of our organizations. We fairly and accurately bid and negotiate outside contracts at an arm’s length and at fair market value. All arrangements must comply with applicable federal and state laws. Prior to executing arrangement for items and services, we verify that all contracted parties are eligible to participate in federal and state-funded healthcare programs.

F. Marketing:
   UW Health utilizes marketing and advertising activities to educate the public, provide information to the community, to increase awareness of our services, and to recruit medical staff and employees. Marketing materials and media announcements are to be presented in a truthful, fully informative and non-deceptive manner.

G. Non-For Profit Status:
   UW Health is a tax-exempt entity because of its charitable mission. UW Health provides community benefits that include healthcare services, medical training, education, research and community outreach activities. UW Health must use its resources in a manner that furthers the public good rather than the private or personal interest of any individual or entity.

H. Research:
   UW Health is committed to following ethical standards in full compliance with federal and state laws and regulations in any research, investigations and clinical trials conducted. UW Health is
committed to integrity in disseminating appropriate, valid scientific results in accordance with applicable regulations and guidelines. It is UW Health’s priority to protect the rights of its subjects. As in all financial accounting and recordkeeping, UW Health’s policy is to submit accurate and complete costs related to research grants.

VI. PRINCIPLE OF CONFIDENTIALITY

Medical Staff, employees, and agents of UW Health are obligated to maintain the confidentiality of patients, personnel, and other proprietary information, as well as with those who enter into business or professional relationships with UW Health. We are trusted with a wide spectrum of confidential information. Sharing of confidential information with other employees or others outside the organization is strictly forbidden, unless the person requesting the information has a legitimate reason to know and has been properly approved by appropriate leadership.

A. Patient Information

UW Health collects information about patients’ medical conditions, histories, medications, and family illnesses in order to provide quality care. We realize the sensitive nature of this information and are committed to protecting patient privacy. We do not access patient information internally use patient information, or disclose patient information outside the organization except as necessary to perform our jobs. We are committed to complying with state and federal privacy laws, and to assisting patients with exercising their patient privacy rights.

B. Proprietary Information

UW Health closely controls the dissemination of proprietary information. Except as specifically authorized by management pursuant to established policy and procedures, medical staff, employees, or agents should not disclose to any outside party any non-public business, whether financial, personnel, commercial or technological information, plans or data acquired during their time with UW Health.

C. Personnel Actions and Decisions

Salary, benefits, and other personal information relating to employees shall be treated as confidential. Personnel files, payroll information, disciplinary matters, and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws and regulations. Employees shall prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function.

D. Media Relations

All requests from reporters or the general public for information should be referred to the Media Relations Office. Employee should never release information without the permission of Media Relations.

VII. PRINCIPLE OF CONFLICT OF INTERESTS

A conflict of interest involves any circumstances where your personal activities or interest are advanced at the expense of UW Health. These circumstances may be financial or involve some other type of personal interest that conflicts with your professional responsibilities. UW Health medical staff, employees, and agents avoid any situation in which our participation is or may appear to be, in conflict with the mission, vision, values, and interest of UW Health. We avoid any position or financial interest in any outside organization when such a relationship would improperly influence our professional objectivity or the performance of our duties. Should a conflict of interest arise, we will immediately disclose the situation to our immediate supervisor, the Business Integrity Department or the Legal Department.
A. Gifts

UW Health maintains high ethical standards regarding the offering and acceptance of gifts. Offering or accepting personal gifts may influence our decisions or the decisions of others and may constitute a conflict of interest. UW Health Policy prohibits medical staff, employees and agents from accepting any gifts from industry. UW Health recognizes that patients or other outside parties may wish to present employees with gifts or money. In order to avoid conflicts of interest, gratuities in any dollar amount and gifts of any value may not be accepted. However, if perishable goods are delivered to a unit or employee (e.g. cookies from a family member, fruit basket), it should be handled consistent with guidelines established by the Employee Gift Policy.

B. Outside Activities and Employment

UW Health medical staff, employees, and agents who hold positions of trust and stewardship should refrain from directly or indirectly performing duties, incurring obligations, or engaging in business or professional relationships where there would appear to be a conflict of interest. No outside activity may interfere with job performance.

C. Political Activities

UW Health encourages medical staff, employees, and agents to vote and participate in the political process. However, the use of UW Health property or funds to support a political cause, party or candidate for public office is prohibited. UW Health assets, such as telephones, copiers, and our work time should not be used to support political activity. All medical staff, employees, and agents clearly indicate that the political views they express as individuals are their own and not those of UW Health.

VIII. PRINCIPLE OF PROFESSIONAL CONDUCT

UW Health expects all medical staff, employees, and agents to work in a professional manner. Due to the high expectations of our health care providers UW Health has adopted Guidelines for Professional Conduct of Physician Faculty in the Clinical Setting. Please refer to this document for additional guidelines if necessary.

IX. PRINCIPLE OF RESOURCE MANAGEMENT

UW Health understands the community has entrusted us with assets to be used and protected for our patients’ health. Medical Staff, employees, and agents are expected to safeguard, invest and use these assets to achieve our mission. Proper use of UW Health property and equipment is everyone’s responsibility. Theft, carelessness, and waste have a direct impact on the organization’s success. We report any possible loss or theft to the appropriate supervisor. It is UW Health’s policy to manage and operate its business in the manner which respects our environment and conserves natural resources. We strive to utilize resources appropriately and efficiently, to recycle where possible, and otherwise dispose of all waste in accordance with applicable laws and regulations.

We handle any purchase, transfer or sale of assets in accordance with applicable policies and procedures. We do not use materials, equipment or other assets of UW Health for purposes not directly related to UW Health business. Medical staff, employees, and agents have no expectation of personal privacy in connection with personal or work use of UW Health electronic resources. We do not photocopy or distribute material from books, periodicals, computer software or other sources if doing so would violate copyright laws.
X. PRINCIPLE OF THE WORKPLACE

UW Health works to ensure that all medical staff, employees, agents, and others have the best possible work environment. We follow all federal, state, and Equal Employment Opportunity Commission laws and regulations for recruiting and retaining qualified employees.

A. Workplace Health & Safety
   In our continuing commitment to an environment of healing and good health, UW Health is smoke free. The use of illegal drugs and abuse of controlled substances in the workplace is prohibited. As a condition of employment, any involvement in the unlawful use, sale, manufacture, distribution or possession of controlled substances illicit drugs and/or unauthorized use of alcohol in the workplace or working under the influence of such substances is prohibited. UW Health has an extensive safety program for medical staff, employees, and agents to reduce the risk of injury for patients, staff and visitors.

B. Workplace Discrimination:
   UW Health believes that the fair and equitable treatment of employees, patients, and other persons is critical to fulfilling its vision and goals. It is UW Health’s policy to treat patients without regard to race, color, religion, sex, national origin, age, disability, sexual orientation or any other classification prohibited by law. It is also UW Health’s policy to recruit, hire, train, and promote qualified persons in all job titles, and ensure that all other personnel actions are administered without regard to race, color, religion, sex, national origin, disability, sexual orientation or status as a special disabled veteran, Vietnam era veteran, or other covered veteran.

C. Workplace Harassment:
   UW is committed to maintaining an environment that is free of unlawful harassment and intimidation. Harassment includes any behavior or conduct that is based on a protected characteristics and that unreasonably interferes with an individual’s work performance or creates an intimidating, hostile or offensive work environment.

D. Workplace Violence
   UW Health has zero tolerance for threats or acts of violence in the workplace. Workplace violence includes physical assaults or action or statements that give UW Health reasonable cause to believe that the safety for our patients, visitors, medical staff, employees, or agents may be at risk. Medical staff, employees, or agents who engage in workplace violence shall be subject to disciplinary action up to and including removal from UW Health facilities, termination and/or referral to appropriate law enforcement agencies.

E. Screening of Excluded Individuals
   UW Health will not knowingly employ or contract with individuals or entities that have been listed as debarred, excluded or otherwise ineligible for participation in Federal health care programs. As a condition of employment or eligibility to provide services, medical staff, employees, or agents are required to notify clinical leadership or Human Resources immediately if they are currently or know they will be in the future listed as a person excluded from participation in Federal health care programs.
CODE OF CONDUCT ACKNOWLEDGEMENT FORM

I acknowledge that:

- I have received the UW Health Code of Conduct and understand that it is my responsibility to read and comply with the legal and ethical practices contained in the Code of Conduct.
- I have responsibility to report potential compliance issues to a supervisor, contact the Business Integrity Office, or call the UW Health Reporting Line.
- I am aware that violations of the Code of Conduct and UW Health Policy and procedures may result in appropriate employment action.

Printed Name:____________________________________

Signature:_______________________________________

Date:______________________

Title or Position:_________________________________

Employee ID #:_________________________

Phone Number: _________________________

Department:____________________________

Direct Supervisor’s Name:______________________
Attachment

UWHCA Board of Directors
Conflict of Interest Policy
BOARD CONFLICT OF INTEREST POLICY

ARTICLE I

PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Board Conflict of Interest Policy (the “Policy”) is to protect the interests of University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) when it is contemplating entering into a transaction or arrangement that might benefit or appear to benefit the private interest of any member (“Director”) of the Board of Directors (“Board”) of UWHCA or any Committee member, indirectly benefit a Related Party, or result in a possible Excess Benefit Transaction. UWHCA was created as a public body corporate and public in Chapter 233 of the Wisconsin Statutes to serve the purposes set forth in Section 233.04(3b)(a) of the Wisconsin Statutes, and each Director and Committee member must act and use good judgment to maintain and further UWHCA’s purposes and to maintain the public’s trust and confidence in UWHCA.

2. This Policy establishes guidelines, procedures, and requirements for:
   (a) Identifying a Conflict of Interest and situations that may result in actual, potential and/or perceived Conflict of Interest; and
   (b) Appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

3. This Policy applies to all Directors of UWHCA and all Committee members. All Directors and Committee members must familiarize themselves with and adhere to the principles and rules set out in this Policy.

4. This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

ARTICLE II

DEFINITIONS

1. “Committee” means any committee of the Board, including any joint committee of the Board and the board of directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.

2. “Compliance Committee” means the UW Health Compliance Committee, which is a standing committee of the Board.

3. “Conflict of Interest” means a situation:
   (a) Where the outside interests or activities (such as Covered Interests) Director or Committee member interfere or compete with UW Health’s interests or reduce the likelihood that such person’s influence can be exercised impartially in the best interests of UW Health.
   (b) Where the stake of a Director or Committee member in a transaction or arrangement is such that it reduces the likelihood that such person’s influence can be exercised impartially in the best interests of UW Health.
   (c) Where a Director or committee member has divided loyalties.
(d) Where an Excess Benefit Transaction would occur.

(e) Which is prohibited by Section 19.46 of the Wisconsin Statues.

4. “Covered Interest” means when any Director or committee member has directly, or indirectly through a Related Party:

(a) An ownership or investment interest in any entity with which UW Health has a transaction or arrangement.

(b) A compensation arrangement with UW Health or with any entity or individual with which UW Health has a transaction or arrangement.

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which UW Health is negotiating a transaction or arrangement.

(d) A legal commitment or financial interest, including by virtue of a board appointment, employment position, or volunteer arrangement, to act in the interests of another entity or individual.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Covered Interest is not necessarily a Conflict of Interest. Under Article III.2, a person who has a Covered Interest may have a Conflict of Interest only if the Board decides that a Conflict of Interest exists.

5. “Excess Benefit Transaction” means any transaction in which an economic benefit is provided by UWHCA, directly or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by UWHCA exceeds the value of the consideration (including the performance of services) received by UWHCA. A “disqualified person” is any person who was in a position to exercise substantial influence over the affairs of the non-profit at any time during a five-year look-back period, ending on the date of the transaction, and includes, but is not limited to UWHCA’s directors, officers, Related Parties, as defined herein.

6. “Interested Person” means any Director of Committee member who has a direct or indirect Covered Interest.

7. “Related Party” means any one of the following persons or entities:

(a) Any director, officer, employee, Committee member, or volunteer of UW Health or its affiliates.

(b) Any Relative of any individual described in subsection 7(a) above.

(c) Any entity or trust of which any individual described in subsection 7(a) or 7(b) above serves as a director, trustee, officer, employee, or volunteer.

(d) Any entity or trust in which any individual described in subsection 7(a) or 7(b) above has a thirty-five percent (35%) or greater ownership or beneficial interest.

(e) Any partnership or professional corporation in which any individual described in subsection 7(a) or 7(b) above has a direct or indirect ownership interest in excess of five percent (5%).

(f) Any other entity or trust in which any individual described in subsection 7(a) or
7(b) above has a material financial interest.

8. “Relative” means any one of the following persons:

(a) The spouse or domestic partner of an Interested Person.

(b) The ancestors of an Interested Person.

(c) The siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren of an Interested Person.

(d) The spouse or domestic partner of any person described in subsection 6(c) above.

9. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc. and their respective or jointly wholly-owned subsidiaries.

ARTICLE III
PROCEDURES

1. Duty to Disclose. An Interested Person must disclose the existence of any actual, potential, or perceived Conflict of Interest as soon as such Interested Person identifies that there may be a Conflict of Interest, and before UW Health enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest.

(a) The disclosure shall be made in writing to the Chairperson of the Board, unless the disclosure is being made by the Chairperson, in which case the disclosure should be made to the Chairperson of the Compliance Committee.

(b) The Interested Person shall be given the opportunity to disclose all material facts relating to the matter, including the circumstances giving rise to the Conflict of Interest.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the actual, potential, or perceived Conflict of Interest, the Board, after consultation with the Compliance Committee, shall determine whether a Conflict of Interest exists by following the procedures described in this Section 3:

(a) The Interested Person shall disclose all material facts relating to the potential Conflict of Interest to the Board.

(b) After any discussion between the Board and the Interested Person, the Interested Person shall leave the Board meeting as applicable, while the determination of a Conflict of Interest is discussed and voted upon.

(c) The Board members, other than the conflicted Interested Person(s), if applicable, shall decide if a Conflict of Interest exists. If the remaining Board members determine by majority vote that no conflict exists, no further review of the matter by the Board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Article IV below.

(d) The determination that a Conflict of Interest exists shall require the Board and the Interested Person to follow the procedures outlined in Article III.3 below.

3. Procedures for Addressing the Conflict of Interest. To address a Conflict of Interest, the Board shall follow the procedures described in this Section 3:
(a) An Interested Person may make a presentation at the Board or Committee meeting, if appropriate, but after the presentation, the Interested Person shall leave the meeting during the discussion of and if applicable, the vote on, the matter involving the Conflict of Interest.

(b) The Interested Person shall not request or accept any confidential information provided to the Board or Committee regarding the matter that is the subject to the Conflict of Interest.

(c) The Interested Person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the Conflict of Interest.

(d) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate market information and alternatives to the proposed transaction or arrangement, including obtaining comparability data when determining pricing and/or compensation.

(e) After exercising due diligence, including, if appropriate, investigating whether UW Health can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is: (i) in the UW Health’s best interests; (ii) for its own benefit; and (iii) fair and reasonable.

(f) In conformity with the above determinations, the Board shall make its decision on the matter that is the subject of the Conflict of Interest.

If the Conflict of Interest involves a Committee member and/or a matter that is before a Committee rather than the Board, the matter that is the subject of the Conflict of Interest shall be referred to and acted upon by the Board as provided in this Article III.3, and not by the applicable Committee.

2. Violations of the Conflict of Interest Policy.

(a) If the Board has reasonable cause to believe an Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board determines the Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, the Board shall take appropriate action to mitigate any adverse effect to UW Health resulting from such failure to disclose.

(c) Each Director and Committee member is responsible for reporting to the Board any suspected failure to disclose by any Interested Person, regardless of position.

3. Confidentiality.

(a) Subject to the state’s open meetings law, Section 19.81-19.98, Wisconsin Statutes, Board and/or Committee discussions relating to the determination of the existence of a Conflict of Interest shall take place in closed session.

(b) Subject to the state’s public records law, Section 19.31-19.39, Wisconsin Statutes, UWHCA shall maintain the confidentiality of any disclosures made in connection with this Policy.
and limit access to the information in accordance with UWHCA’s Director Confidentiality Policy as in effect from time to time.

(c) Each Director and Committee member shall exercise care not to use, publish, or disclose confidential information acquired in connection with disclosures of actual, potential, or perceived Conflicts of Interest during or subsequent to his or her participation on the Board.

4. Documentation in Minutes. Board or Committee minutes, as applicable, will contain:

(a) With respect to the determination of whether a Conflict of Interest exists, the name of the Interested Person who disclosed or was otherwise found to have a potential, perceived or actual Conflict of Interest; the nature of the potential, perceived or actual conflict of interest; any action taken to determine whether a Conflict of Interest was present; and the Board or Committee’s decision as to whether a Conflict of Interest in fact existed.

(b) With respect to whether or not the Conflict of Interest matter, transaction or arrangement is approved, the names of the persons present for the discussions and vote related to such matter, transaction or arrangement; the content of the discussion; whether alternatives were discussed that did not involve a Conflict of Interest; the basis for the determination that the matter, transaction or arrangement was in UW Health’s best interest, for its own benefit and fair and reasonable; and the record of the vote taken in connection with the proceedings.

5. Application of Section 19.46 of the Wisconsin Statutes. This Policy and the responsibilities and obligations of Directors and the Board (and Committee members) set forth herein are in addition to, and shall not alter, circumvent, or replace the statutory prohibitions, obligations, and rights set forth in Section 19.46 of the Wisconsin Statutes.

ARTICLE IV
ANNUAL STATEMENTS AND DISCLOSURES

1. State Disclosure. Each Director shall comply with his or her obligation to file with the state an annual statement of economic interest pursuant to Section 19.43-19.44, Wisconsin Statutes (“Annual State Disclosure”). The UW Health Office of Business Integrity in consultation, as appropriate, with the UW Health Office of Corporation Counsel, will review each Director’s Annual State Disclosure and will refer any potential, perceived, or actual Conflict of Interest identified thereon to the Board and with respect to any matter so referred, the Board shall follow the procedures set forth in Article III of this Policy.

2. Annual Certificate. Each Director and Committee member shall also annually sign a statement certifying to the Board that such person:

(a) Has received a copy of this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct;

(b) Has read and understands this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct;

(c) Has agreed to comply with this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct;

ARTICLE V
USE OF OUTSIDE EXPERTS

When conducting a Conflict of Interest determination as provided for in Article III, UWHCA may, but need
not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its fiduciary
duties or responsibilities when considering a transaction or arrangement with an Interested Person or Related
Party.

ARTICLE VI

AMENDMENT

This Policy maybe amended upon action of the Board or Executive Committee pursuant to the Bylaws or as
otherwise authorized by the Board.