

WESTCHESTER COUNTY HEALTH CARE CORPORATION

ANNUAL BOARD OF DIRECTORS MEETING

NOVEMBER 1, 2023

6:30 P.M.

EXECUTIVE BOARD ROOM

VOTING MEMBERS PRESENT: William Frishman, M.D., Renee Garrick, M.D., Herman Geist, Susan Gevertz, John Heimerdinger, Mitchell Hochberg, Patrick McCoy, Tracey Mitchell, Alfredo Quintero, Mark Tulis, Judith Watson, Richard Wishnie

VOTING MEMBERS EXCUSED: Zubeen Shroff

NON-VOTING MEMBERS PRESENT: John Flannery, Michael Israel, Michael Rosenblut, Martin Rogowsky

STAFF PRESENT: Julie Switzer, EVP, Chief Legal Officer and General Counsel
Robin Altman, M.D., President, Medical Staff
Gary Brudnicki, Senior Executive Vice President
Marc Chasin, M.D., CHIO
Anthony Costello, EVP, COO
Anthony Frank, EVP, CFO
Michael Gewitz, M.D., Executive Director, MFCH
Mary Leahy, M.D., President, Bon Secours Charity Health System
William Pryor, EVP, Chief Human Resources Officer
Josh Ratner, EVP, Chief Strategy Officer
Phyllis Yezzo, EVP, CNO
Inder Sandhu-Gay, SVP, Network Strategy and Development
Ann Marie Soares, Executive Corporate Secretary

CALL TO ORDER

The November 1, 2023, Annual Meeting of the Westchester County Health Care Corporation ("WCHCC") Board of Directors was called to order at 6:30 p.m., by Mr. Hochberg, 1st Vice Chair. A quorum was present.

VOTING MEMBERS PRESENT

William Frishman, M.D.	Patrick McCoy
Renee Garrick, M.D.	Tracey Mitchell
Herman Geist	Alfredo Quintero
Susan Gevertz	Mark Tulis
John Heimerdinger	Judith Watson
Mitchell Hochberg	Richard Wishnie

NON-VOTING MEMBERS PRESENT

John Flannery
Michael Israel
Martin Rogowsky
Michael Rosenblut

EXECUTIVE SESSION

The Board moved into Executive Session for the purpose of discussing personnel, strategic planning and quality matters.

MR. HOCHBERG ASKED FOR A MOTION TO MOVE OUT OF EXECUTIVE SESSION. DR. GARRICK MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 4, 2023, MEETING OF THE BOARD. A MOTION WAS MADE BY DR. GARRICK, AND SECONDED BY MS. WATSON, TO APPROVE THE OCTOBER 4, 2023, WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS MEETING MINUTES. THE MOTION WAS APPROVED UNANIMOUSLY.

REPORT OF THE PRESIDENT OF THE MEDICAL STAFF

Dr. Altman provided the report of the President of the Medical Staff. She presented a credentialing packet (dated November 1, 2023 and attached to these minutes), containing information on Credentialing Appointments, Reappointments, Additional Privileges, FPPEs and Updates to the Plastic Surgery DOP.

Motion to Approve Recommendations for Appointments, Reappointments, Additional Privileges, FPPEs and Updates to the Plastic Surgery DOP.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, ADDITIONAL PRIVILEGES, FPPEs, AND UPDATES TO THE PLASTIC SURGERY DOP. MS. GEVERTZ MOTIONED, SECONDED BY MS. MITCHELL. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Mr. Ratner updated the Board on the following:

Community Relations – Where We've Been:

- Making Strides Against Breast Cancer Walk – October 15th; 1,000+ attendees;
- American Heart Association Heart Walk – October 8th; 1,000+ attendees;
- Jamaican Civic & Cultural Association of Rockland – October 13th; 100+ attendees;
- Center of Safety and Change – Night of Benefit – October 14th; 300+ attendees;
- O+ Wellness Expo – October 7th; 1,000+ attendees; and
- Walktoberfest – October 21st; 2,000+ attendees

Community Relations – Where We Are Going:

- WCHC/WMC Partnership Launch – Musculoskeletal Services– November 8th;
- Winter Wonderland Preview Night – November 22nd;
- American Heart Association Heart Health Community Conversation – November 29th;
- Dominican Sisters of Sparkill 9th Annual Sparks of Light Gala – November 9th; and
- Rockland County Youthfest – November 19th

Marketing and Communications:

- Earned Media

Mr. Costello provided the following Clinical Operations Updates for the Valhalla Campus:

- Phase 3 Terrazzo Renovation Project completed;
- MFCH Satellite Pharmacy USP7907/800 Renovation Project nearing completion;
- Phase 4 Terrazzo Renovation Project in progress;
- 3 South Unit Renovation Project in Main Hospital in progress;
- NICU Phase 2 Expansion Project in progress; and
- Morgue Construction Project in progress

Mr. Costello updated the Board on physician recruitment for the Valhalla Campus:

- Dr. Feliks Koyfman (APS – Neurology);
- Dr. Matthew Konigsberg (APS – Orthopedics);
- Dr. Monica Chow (APS – Peds Surgery);
- Dr. John Aljian (APS – Ophthalmology);
- Dr. Sora Lee (APS – Internal Medicine);
- Dr. Venkata Chintaluri (APS – Internal Medicine);
- Dr. Mia Ulani Castro (APS – Anesthesiology); and
- Dr. David Gellman (APS – Mental Health)

Mr. Costello reviewed the October, 2023, volumes for the Valhalla campus compared to the October, 2022, volumes. He stated that for October, 2023, volume was higher than October, 2022.

Mr. Costello provided a construction update on various projects.

Mr. Costello provided the following Clinical Operations Updates for MHRH:

- Phase 4 Terrazzo Renovation Project nearing completed; and
- HIM/Pharmacy Renovation Project in progress

Mr. Costello updated the Board on physician recruitment for MHRH:

- Dr. Ashley Kakkanatt (APS – Physiatry)

Mr. Costello reviewed the October, 2023, volumes for MHRH compared to the October, 2022, volumes. He stated that for October, 2023, volume was higher than October, 2022.

Dr. Gewitz provided the Board with the Clinical Operations/MFCH update:

- Valhalla ED visits are at an all-time high – year to date 88,862;
- Pediatric Level 1 Trauma Center Activity;
- Safe Kids International Coalition;
- Becker’s Top 100 US Cancer Programs;
- CBTN Membership – Children’s Brain Tumor Network;
- MFCH Summary by Patient Services – year to date August 2023;
- MFCH Oncology Discharges – year to date August 2023;
- Wines of the World Event was held on October 19th; proceeds to benefit the Pediatric Neurosciences and Epilepsy programs at MFCH; and
- Spirit of Children – Halloween celebration

Dr. Garrick provided a Medical Leadership and Quality Update:

- Magic in the NICU;
- Foundation Board Community Outreach – Women Leading Medicine: Myths or Medicine;
- Inaugural Student Mentorship Career Day – Department of Surgery and New Rochelle High School:
 - Shared WMCHHealth’s vision of building a culture of equity, belonging and diversity;
 - Provided information and resources to empower the students;
 - Speakers included Dr. Lansman, Dr. Rajdeo, and Ms. Roman; and
 - Activities included a unique mock trauma simulation and a mini expo showcasing various allied health careers; and
- Hanging by a Thread – Ophthalmology

Dr. Yezzo provided the following Nursing Update report:

- Staffing trends, noting that vacancy rates and turnover rates are down;
- Travel agency nurse utilization is down for 2023;
- Hiring is up, and resignations are down;
- Clinical Staffing Committee – enacted January 2022:
 - Each hospital is required to have a clinical staffing committee;
 - July 2022 – Mutually agreed upon ratios are to be determined by the Committee and posted on the NYSDOH website for public reporting;
 - January 2023, and annually thereafter – implement the staffing plan agreed to from July;
 - July 2023 – expanded to include every patient care area within each Article 28 facility;
 - January 2024 – compliance with staffing plans to be submitted to NYSDOH; and
 - October 2024 – Independent Commission Report scheduled to be released, finalizing clinical staffing ratios;
- College and University Collaboration:
 - 60 School Affiliations with WMCHHealth;
 - 50/50 Transition Program – student nurses hired as per diem care partners;
 - Rising Senior Program – 8 week paid mentorship program, network wide;
 - HRSA Rural Health Network Development Planning Grant; and
 - Touro College – School of Nursing at WMC:
 - Fall 2022, cohort;

- Spring 2023, cohort; and
 - 10 students – tuition buy-back program
- Rewards and Recognitions;
- Retentions:
 - Daisy planning;
 - New hire luncheon;
 - Coffee talk – informal Town Hall Nursing Meetings;
 - Senior Leadership Rounding; and
 - Network Education Collaboration; and
- Academic Milestones

REPORT OF THE COMMITTEES

EXECUTIVE COMMITTEE

Mr. Hochberg, 1st Vice Chair, Executive Committee, stated that the Committee met on October 25, 2023.

Mr. Hochberg advised the Board that the purpose of the meeting was to authorize the Corporation to make a Tender Offer to certain holders of WMC's 2020 bonds. The 2020 Bond Financing was for \$300 million, and up to \$150 million of it is eligible for the Tender Offer. By entering into such a transaction, the Corporation can reduce its outstanding debt on the 2020 bonds by up to \$49 million. The Committee voted unanimously to authorize the transaction.

EQUITY, INCLUSION AND DIVERSITY COMMITTEE

Ms. Mitchell, Chair, Equity, Inclusion and Diversity Committee, stated that the Committee met this afternoon prior to the Finance Committee meeting.

Ms. Mitchell informed the Board that the following topics were presented to the Committee:

- Josh Ratner shared community relations events relevant to EID from May through October 2023;
- William Pryor presented workforce diversity data and shared HR's current activities and approach to drive initiatives and culture change that will embed EID in every aspect of the employee lifecycle;
- Anthony Costello presented the supplier diversity strategy, objectives and accomplishments; and
- Matilde Roman offered an update on the equity, inclusion and diversity activities since the May 2023 meeting.

FINANCE COMMITTEE

Mr. Tulis, Chair, Finance Committee, stated that the Committee met this afternoon prior to the Board meeting, and reviewed the financial statements for the period ended September 30, 2023.

Mr. Tulis informed the Board that Mr. Morgan presented Resolution 8 to the Committee, authorizing the Corporation to update banking signatories on certain bank accounts. He stated that the Committee recommended that the Board approve Resolution 8.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE RESOLUTION 8, AUTHORIZING THE CORPORATION TO UPDATE BANKING SIGNATORIES ON CERTAIN BANK ACCOUNTS. MR. MCCOY MOTIONED, SECONDED BY MR. GEIST. THE MOTION CARRIED UNANIMOUSLY.

GOVERNANCE AND NOMINATING COMMITTEE

Ms. Watson, Chair, Governance and Nominating Committee, stated that the Committee met on October 31, 2023.

Ms. Watson advised that the following recommendations were made:

- Reappoint/Appoint the following WCHCC Board Officers for a 2-year term:
 - Reappoint Zubeen Shroff as Chair;
 - Reappoint Mitchell Hochberg as 1st Vice Chair;
 - Reappoint Mark Tulis as Vice Chair and Treasurer;
 - Appoint Susan Gevertz as Vice Chair; and
 - Appoint John Heimerdinger as Secretary

MR. HOCHBERG ASKED FOR A MOTION TO REAPPOINT/APPOINT THE FOLLOWING WCHCC BOARD OFFICERS TO A TWO YEAR TERM:

- Reappoint Zubeen Shroff as Chair;
- Reappoint Mitchell Hochberg as 1st Vice Chair;
- Reappoint Mark Tulis as Vice Chair and Treasurer;
- Appoint Susan Gevertz as Vice Chair; and
- Appoint John Heimerdinger as Secretary

MS. MITCHELL MOTIONED, SECONDED BY MR. QUINTERO. THE MOTION CARRIED UNANIMOUSLY.

- Reappoint/Appoint the following WCHCC Corporate Officers for a 2-year term:
 - Reappoint Michael Israel – President & CEO;
 - Reappoint Julie Switzer – Chief Legal Officer and General Counsel;
 - Appoint Anthony Frank – Chief Financial Officer;
 - Reappoint Ann Marie Soares – Assistant Secretary; and
 - Appoint Helen Garcia – Assistant Secretary

MR. HOCHBERG ASKED FOR A MOTION TO REAPPOINT/APPOINT THE FOLLOWING WCHCC BOARD OFFICERS TO A TWO YEAR TERM:

- Reappoint Michael Israel – President & CEO;
- Reappoint Julie Switzer – Chief Legal Officer and General Counsel;
- Appoint Anthony Frank – Chief Financial Officer;
- Reappoint Ann Marie Soares – Assistant Secretary; and
- Appoint Helen Garcia – Assistant Secretary

MR. HEIMERDINGER MOTIONED, SECONDED BY MR. WISHNIE. THE MOTION CARRIED UNANIMOUSLY.

- Appointments/Reappointments to Certain Subsidiary Boards:
 - WMC NEW YORK, INC.
 - Reappoint the following Board members to a three year term:
 - Mark Tulis;
 - John Heimerdinger;
 - Michael Israel; and
 - Julie Switzer

- Appoint John Morgan to a three year term.
- HEALTHALLIANCE, INC.
 - Reappoint the following Board members to a three year term:
 - John Heimerdinger;
 - Craig Sickler; and
 - Julie Switzer
 - Appoint Anthony Frank to a three year term
- WMCHEALTH NETWORK – ROCKLAND, INC.
 - Reappoint the following Board members to a two year term:
 - Mark Tulis – Chair;
 - Mitchell Hochberg – Vice Chair;
 - Zubeen Shroff – Treasurer;
 - Michael Israel – President; and
 - Julie Switzer – Secretary
- WMCHEALTH NETWORK – ULSTER, INC.
 - Reappoint the following Board members to a two year term:
 - Mitchell Hochberg – Chair;
 - Mark Tulis – Vice Chair;
 - Zubeen Shroff – Treasurer;
 - Michael Israel – President;
 - Julie Switzer – Secretary; and
 - Thomas Collins
- MID-HUDSON VALLEY EARLY EDUCATION CENTER BOARD
 - Reappoint the following Board members to a three year term:
 - Julie Switzer – Chair;
 - Margaret Slomin; and
 - Joline Frey

MR. HOCHBERG ASKED FOR A MOTION TO APPOINT/REAPPOINT BOARD MEMBERS TO CERTAIN SUBSIDIARY BOARDS. MR. QUINTERO MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

QUALITY COMMITTEE

Ms. Gevertz, Chair, Quality Committee, reported that the Committee met on October 6, 2023.

Ms. Gevertz stated that Dr. Garrick summarized the following departmental presentations from the July 13, 2023, meeting of the Quality and Safety Council:

- Critical Care Committee – the 2023 Critical Care Dashboard was discussed, along with the action plan. ICU stays on the Valhalla Campus was presented for Q1 2022 through Q1 2023. Pressure injuries, ventilator order compliance, Burn Center QI projects, Neuro ICU QI projects, and a regulatory update was provided. MHRH areas of focus for Improvement Infection Control data was presented, along with the action plan. Additional areas of focus were discussed, along with successes, and a regulatory update was provided.
- Dialysis – DCI technical summary for WMC Dialysis was presented, along with key performance

indicators. MHRH Dialysis data presented included infection control, preventative maintenance on machines, key performance indicators, MIDAS reports, and successes and challenges.

- Environment of Care – Areas of focus were presented, along with the analysis and action plan. A regulatory update was provided.
- Radiation Medicine – Key performance indicators were provided for 2022, and January 2023 through May 2023, along with the analysis and action plans. Successes, barriers to medical translation and a regulatory report were provided.

QA/PI reports were submitted by Identification and Traceability ISO, Food and Nutrition, Anesthesia, Respiratory Services, and Otolaryngology.

Ms. Gevertz informed the Board that the Committee received a presentation on Behavioral Health Services by Dr. Ferrando. He provided the following data and highlights:

- Behavioral Health Network Divisions;
- Crisis Care – ED Mental Status Evaluations:
 - Analysis: Inconsistent assessment of patients' legal, violence, or sexual aggression histories consistently due to existing chart templates. Behavioral Health added new, detailed templates in the EMR. Action plan was discussed;
- Inpatient Psychiatry – Use of restrictive interventions:
 - Analysis: Child and adolescent units have a higher rate of mechanical restraint use than adult units, usually attributed to 1-2 outlier patients at a time; and
 - Incidents commonly correlate with non-suicidal self-injurious behavior and/or a diagnosis of Autism Spectrum Disorder where seclusion can be contra-indicated. Action plans discussed;
- Addiction Treatment – Inpatient Detox and Rehab:
 - Analysis – patients in alcohol withdrawal at higher risk for falls, and in December 2022 and January 2023, several such patients fell multiple times, no serious injuries; and
 - Patients who fell were usually over 50 with multiple co-morbidities, and some were on meds with hypotensive and/or vasovagal side effects. Research also reports patients seeking detox are often malnourished and dehydrated. Action plans discussed for fall reduction.
- Addiction Treatment – Turning Point Clinic:
 - Analysis - + 50% “no-show” rate blocks the intake schedule and increases turn-around time for referred patients; and
 - No shows are more likely the further out appointments are scheduled; double booking has not yielded consistent improvement. Action plan was discussed;
- Outpatient Mental Health – WMC and MHRH Clinics:
 - Inconsistent documentation of patient's trauma history
 - Analysis revealed therapists (psychologists and LCSWs) completed nearly all such histories, due to their orientation and training, but psychiatric providers (physicians and nurse practitioners) for adult patients did not. Action plans were discussed.
- Outpatient Mental Health – Assertive Community Treatment (ACT):
 - Analysis: Per NYS OMH, in 2021, over 50% of the ACT Team's patients had been enrolled over 5 years, higher than the regional average; and
 - Chart review indicated the team identified an opportunity to focus care plans on preparing patients for a less intense level of care, and few patients were initiating transition on their own. Action plan was discussed.
- Successes:
 - Improved care for children with ASD hospitalized in BHC;
 - Decreased rate of mechanical restraint & seclusion by 27% YTD July 2023;
 - Increased child and adolescent OPD visits to BHC by >40% YTD August 2023;
 - Improved patient experience in inpatient psychiatry at MHRH;
 - Increased patient retention from Detox to Rehab; and
 - Restored Electro-Convulsive Therapy (ECT) at BHC for treatment-resistant depression and other conditions beginning June 2023;

- Regulatory – DNV Survey – Inpatient Psychiatry:
 - DNV 2022 Periodic – Follow Up:
- DNV 2023 Triennial Survey: and
- Regulatory – MHRH Action Plan:

Ms. Gevertz informed the Board that the Committee received a presentation on Transplant. Dr. Veillette, Dr. Lansman, and Ms. Berger presented the following highlights and data:

- Kidney Transplant Key Performance Indicators for 2021 through year to date 2023 were discussed, including LOS, complications readmissions and SRTR outcome data;
- Kidney Transplant Performance Improvement:
 - Kidney Transplant Waitlist Optimization:
 - Long wait times in NY (> 6 years) - interval changes in clinical status between annual visits can affect suitability for transplant; Waitlist review project implemented and to Date: Removed 43, Activated 26 & Inactivated 69. Of those inactivated: 19 reactivated (7 transplanted)
 - Outreach and Program Development;
 - Kidney Transplant Performance Improvement;
 - Impact of Social Determinants of Health (SDoH) on Transplant Evaluation:
 - Social determinants of health have been implicated as barriers to transplantation (i.e. referral and/or evaluation) nationwide; Study underway to Investigate role of SDoH WMC kidney transplant population; Currently collecting data
- Liver Transplant Key Performance Indicators for 2021 through year to date 2023: Median PRBCs Transfused in OR; Unplanned Return to OR; LOS; complications and readmissions; SRTR data
- Liver Transplant Performance Improvement;
- Heart Transplant Key Performance Indicators:
 - MCS Post Transplant;
 - Unplanned Return to OR;
 - Median LOS;
 - Treatable Rejection in 1st year;
 - 90 Day Readmissions; and
 - SRTR – 1 year survival for adults and pediatrics
- Heart Transplant Performance Improvement;
- Service Line Initiatives:
 - Transplant Outreach and Support Center (TOSC)
 - Umbrella identity for existing and new programs to support patients and referring clinicians; Leverage existing strengths; increase marketing / raise brand awareness; provide wrap around services for patients; support / education for referring clinicians; enhance grant application / fundraising efforts; and
 - Current WMC Landscape: Many patients live far (41% > 50 miles); Many patients face challenges completing evaluation in a timely manner. Significant number of heart, kidney and liver patients are declined for listing (10%) or removed from list (15%) due to social support / compliance issues.
- Initiatives Under Consideration:
 - Dialysis Social Worker Round Table;
 - First Responders Program; and
 - Transplant Benevolent Fund
- Transplant Regulatory Updates:
 - New UNOS Transplant Program Performance Evaluation Criteria:
 - Effective July 2023: Organ Offer Acceptance Rate; and
 - Pending Implementation: Waitlist Mortality (July 2024)
 - Released from UNOS Review
 - Adult Kidney Transplant: Outcomes
 - Under UNOS Review
 - Pediatric Kidney Transplant: Organ Offer Acceptance Rate* (Sept 2023)
 - New UNOS performance metric

Ms. Gevertz informed the Board that Ms. McFarlane provided a regulatory report for the Committee.

NEW BUSINESS

No new business.

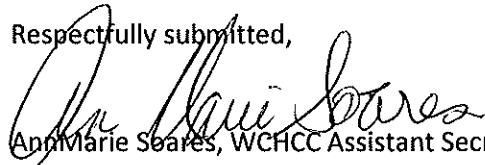
OLD BUSINESS

There was no old business.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE NOVEMBER 1, 2023, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,



Ann Marie Soares, WCHCC Assistant Secretary