

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

April 1, 2020

6:00 P.M.

VIA WEBEX

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

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

STAFF PRESENT: Julie Switzer, EVP, General Counsel
Gary Brudnicki, Senior Executive Vice President
Kara Bennorth, EVP, Chief Administrative Officer
Marc Chasin, M.D., CHIO
Anthony Costello, SVP, Professional Support Services
Michael Doyle, M.D., Executive Director and CMO, HealthAlliance
Mark Fersko, EVP, Financial Planning
Paula Fessler, Chief Nursing Executive
David Ingber, SVP, Network Financial Operations
Mary Leahy, M.D., CEO, Bon Secours Charity Health System
Jordy Rabinowitz, SVP, Human Resources
Josh Ratner, SVP, Strategic Planning

PHYSICIANS PRESENT: Dr. Gewitz, Dr. Chen

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, ADDITIONAL PRIVILEGES, CATEGORY OF STAFF CHANGE, AND RESULTS OF FPPE'S. MS. GEVERTZ MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE COMMITTEES

COMBINED AUDIT AND FINANCE COMMITTEE

Mr. Heimerdinger, Chair, Audit and Corporate Compliance Committee, stated that the Committee met prior to the Board meeting in a joint Committee meeting.

Mr. Heimerdinger informed the Board that Grant Thornton presented the 2019 audit results to the Committees. He stated that Grant Thornton provided an overview of the areas that were focused on during the audit. Mr. Heimerdinger reported that the auditors stated the audit process was very smooth, and Grant Thornton is prepared to issue an unmodified opinion on WMC's financial statements. He stated that the combined Committees voted to accept the 2019 Audit results.

Mr. Tulis, Chair, Finance Committee, stated that the Committee met this afternoon prior to the Board meeting in a joint Committee meeting.

Mr. Tulis advised the Board that the Committee had one matter for public session, a Resolution to increase WMC's existing Line of Credit ("LOC") with TD Bank, which it recommended for Board approval.

Mr. Brudnicki informed the Board that TD Bank approached WMC with an offer to increase its existing LOC from \$70,000,000 to an amount not to exceed \$140,000,000.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RESOLUTION AUTHORIZING THE CORPORATION TO INCREASE ITS LINE OF CREDIT WITH TD BANK BY \$70,000,000, TO AN AMOUNT NOT TO EXCEED \$140,000,000. MR. SHROFF MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

QUALITY COMMITTEE

Ms. Gevertz reported on the Quality Committee meeting of March 6, 2020.

Ms. Cuddy reported on the Quality and Safety Council for January to the Committee. She advised that the following Departments presented to the Council: Anesthesia; Pharmacy; and Rehabilitation Medicine. She stated that QA/PI reports were provided by the Critical Care Committee, Glycemic Council and the Department of Medicine.

Mr. Doering gave a report to the Committee on the 2019 Management Plans Evaluation/Results and the 2020 Management Plans/Performance Improvement Initiatives.

Ms. Gevertz stated that the Committee recommended approval of the 2019 Management Plans Evaluation/Results and the 2020 Management Plans/Performance Improvement Initiatives to the Board.

Ms. Cuddy presented the 2019 Quality and Safety Annual Summary and the 2020 Organizational Priorities to the Committee.

Ms. Gevertz stated that the Committee recommended approval of the 2020 Organizational Priorities to the Board.

Ms. Cuddy presented the 2020 Performance Improvement and Patient Safety Plan, noting that it is substantially similar to last year's plan.

Ms. Gevertz stated that the Committee recommended approval of the 2020 Performance Improvement and Patient Safety Plan to the Board.

Ms. Cuddy presented to the Committee the proposed 2020 Reporting Calendar noting that changes may occur as the year progresses.

Ms. Gevertz stated that the Committee recommended approval of the 2020 Reporting Calendar to the Board.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE 2019 MANAGEMENT PLANS EVALUATION/RESULTS AND THE 2020 MANAGEMENT PLANS/PERFORMANCE IMPROVEMENT INITIATIVES; THE 2019 QUALITY AND SAFETY ANNUAL SUMMARY AND THE 2020 ORGANIZATIONAL PRIORITIES; THE 2020 PERFORMANCE IMPROVEMENT AND PATIENT SAFETY PLAN; AND THE 2020 REPORTING CALENDAR. MR. TULIS MOTIONED, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

NEW BUSINESS

There was no new business.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE APRIL 1, 2020, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. DR. ADAMSON MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,


AnnMarie Fernandez, WCHCC Assistant Secretary