

**WESTCHESTER COUNTY HEALTH CARE CORPORATION**

**BOARD OF DIRECTORS MEETING**

**November 4, 2020**

**6:30 P.M.**

**VIA WEBEX**

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

**VOTING MEMBERS EXCCUSED: Tracey Mitchell**

**NON-VOTING MEMBERS PRESENT: Michael Israel, Martin Rogowsky – via Webex, Michael Rosenblut**

**NON-VOTING MEMBERS EXCUSED: John Flannery**

**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 - via Webex  
Paula Fessler, Chief Nursing Executive  
Michael Gewitz, M.D., Executive Director, MFCH  
Mary Leahy, M.D., CEO, Bon Secours Charity Health System  
Jordy Rabinowitz, SVP, Human Resources  
Josh Ratner, SVP, Strategic Planning**

**CALL TO ORDER**

The November 4, 2020, meeting of the Westchester County Health Care Corporation (“WCHCC”) Board of Directors was called to order at 6:15 p.m., by Mr. Hochberg, Chair. A quorum was present.

**VOTING MEMBERS PRESENT**

Orlando Adamson, M.D.	Mitchell Hochberg
William Frishman, M.D	Patrick McCoy
Renee Garrick, M.D	Alfredo Quintero
Herman Geist – Via Webex	Zubeen Shroff
Susan Gevertz – Via Webex	Mark Tulis
John Heimerdinger – Via Webex	Richard Wishnie

**NON-VOTING MEMBERS PRESENT**

Michael Israel  
Martin Rogowsky – Via Webex  
Michael Rosenblut

**EXECUTIVE SESSION**

The Board moved into Executive Session for the purpose of discussing strategic planning.

MR. HOCHBERG ASKED FOR A MOTION TO MOVE OUT OF EXECUTIVE SESSION. MR. TULIS MOTIONED, SECONDED BY MR. MCCOY. 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 7, 2020, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. WISHNIE, SECONDED BY MR. TULIS, TO APPROVE THE OCTOBER 7, 2020, WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS MEETING MINUTES. THE MOTION WAS APPROVED UNANIMOUSLY.

**RESOLUTION**

Mr. Hochberg presented a Resolution to the Board to rename the Union State Bank Tower to the Thomas E. Hales and Alice Marie Hales Tower. He stated that some years ago, under the leadership of Thomas Hales, who had been president of the Union State Bank (“USB”), USB made a generous corporate gift to the Maria Fareri Children’s Hospital (“MFCH”) resulting in the naming of the tower adjacent to the entrance of the MFCH the “Union State Bank Tower.” Mr. Hochberg advised that USB was purchased by Key Bank, and the USB name no longer exists, and Key Bank has given its permission to rename the Tower.

MR. HOCHBERG ASKED FOR A MOTION TO RENAME THE UNION STATE BANK TOWER TO THE THOMAS E. HALES AND ALICE MARIE HALES TOWER. MR. TULIS MOTIONED, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

## REPORT OF THE PRESIDENT OF THE MEDICAL STAFF

Dr. Frishman provided the report of the President of the Medical Staff. He presented a credentialing packet (dated November 4, 2020, and attached to these minutes) containing information on Credentialing Appointments, Additional Privileges, and a category of staff change.

A discussion ensued.

### ***Motion to Approve Recommendations for Appointments, Additional Privileges, and a Category of Staff Change.***

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MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, ADDITIONAL PRIVILEGES, AND A CATEGORY OF STAFF CHANGE. MS. GEVERTZ MOTIONED, SECONDED BY DR. GARRICK. THE MOTION CARRIED UNANIMOUSLY.

## REPORT OF THE PRESIDENT

Mr. Israel informed the Board that WMCHHealth recently lost another friend, and asked Mr. Tulis to announce it.

Mr. Tulis informed the Board that Sue Swanson passed away and he read her obituary to the Board. He stated that she was a Westchester County Legislator who was instrumental in establishing the Westchester County Health Care Corporation.

Ms. Bennorth advised the Board that the Tri-state Chamber holiday parade is honoring healthcare heroes this year.

Ms. Bennorth stated that tomorrow's Stronger Together virtual series will focus on Making it Through the Holidays. She stated that WMC will be working with the faith based communities on the external piece of the series.

Ms. Bennorth updated the Board on the Business Activation Plan which was started by Mr. Shroff and several other Foundation Board members. She stated that in collaboration with WMC's Business Development team, held its first business webinar with the Hudson Valley Economic Development Corporation last week, and the webinar had over sixteen thousand views by the end of the weekend.

Ms. Bennorth informed the Board that WMCHHealth, in conjunction with Human Resources, will be honoring workforce members who are veterans.

Ms. Bennorth stated that work continues on WMC's Healing Chronicles video, which will chronicle the COVID-19 pandemic response across WMCHHealth. She stated that the video will be debuted at the virtual benefit next week.

Ms. Bennorth informed the Board that the Maria Fareri Children's Hospital ("MFCH") Walk is currently in progress, with thirty one teams actively walking virtually throughout the Hudson Valley.

Ms. Bennorth informed the Board that WMC's virtual three race series in October, a 5K, a 10K, and the Healing Half has kicked off.

Ms. Bennorth advised that work continues on WMC's virtual Benefit. She reminded the Board that this will be a one hour produced program to benefit WMCHHealth network wide, premiering on November 12th. Ms. Bennorth stated that so far over \$400,000 has been raised.

Ms. Bennorth presented two video teasers for WMCHHealth Network's virtual gala, one featuring Bruce Beck, the virtual gala's MC.

Mr. Costello presented a slide show of ongoing construction projects. He reminded the Board that WMC took advantage of its low census on 4 South in the main tower earlier this year, and completely demolished and abated the existing unit, which consisted of 22 patient rooms. He stated that the unit will be reopened for patients next week.

Mr. Costello showed images of the Ambulatory Care Pavilion's ("ACP") 6<sup>th</sup> floor patient room expansion into the main tower project. He stated that floors 4-6 are completed, and the 7<sup>th</sup> floor should be completed by the end of the year, creating an additional 48 private patient rooms.

Mr. Costello showed images of Central Sterile Processing and advised that new sterilizers and washers are being added to meet the demand of the increased elective surgery volume with quicker turnaround times for instruments. He stated that this project will also be completed by the end of 2020.

Mr. Costello showed images of the 1<sup>st</sup> floor of the ACP where Walgreens will be located. He stated that Walgreens is in its final stages of logistics. Mr. Costello stated that Walgreen's will be opened this month and they are already delivering medications to the patient's bedside at discharge.

Mr. Costello advised that the third Cath lab has been completed and there will be a ribbon cutting ceremony next week.

Mr. Costello informed the Board that Physical Medicine and Rehabilitation is adding medical gases to the unit.

Mr. Costello showed images of the 4<sup>th</sup> floor of the ACP and stated this will be home to WMC's Neuro/Ortho Spine Center. He stated that he anticipates the Center opening in the first quarter of 2021.

Mr. Costello informed the Board of the following updates at MHRH:

- Design planning in process for Maria Fareri Children's Hospital Healthcare Services in-house expansion;
- OR efficiency assessment continues with emphasis on GI/endo growth;
- Environmental enhancements continue on Physical Rehab, Chemical Dependency Rehab and 4 Spellman Behavioral Health Unit; and
- Imaging equipment upgrades in process – Cardiac Cath, MRI, CT, and IR.

Mr. Costello informed the board of the following physician recruitment at MHRH:

- MHRH Pediatric Physicians – preparation of Atrium Suite 300 outpatient space for physicians and specialties continues;
- APS Hospitalist recruitment continues – Dr. Lawrence Kwon joined and 3 other potential candidates in process; and
- APS Colorectal Surgeon – Dr. Ryan Bendl now at MHRH, meeting with area GI physicians.

Mr. Costello updated the Board on the following Community and Development events:

- Pediatric Outreach and Marketing via sponsorship at Walkway Over the Hudson virtual event and Family Services event;
- Annual Golden Gathering – Sue Serino event, participation to promote Peds and other specialties relating to seniors;
- Sponsored Dutchess County Chamber of Commerce Candidate Forum; and

- Sponsored Sparrow's Nest Annual Gala and Dutchess County Executive Virtual Arts Awards.

Dr. Doyle, Executive Director of HealthAlliance, informed the Board of the following:

Clinical updates:

- Cath Lab RN and Tech training at WMC and Charity;
- MMH Ambulance unveiling;
- WMCHealth APS Anesthesia at HA;
- Employee flu immunization;
- Volume recovery
  - OR at pre-COVID levels;
  - Imaging and Outpatient testing at 90-95%, adding additional capacity on weekends;
  - ED and inpatient at 75% pre-COVID volume.
- Temporary Cath Lab equipment delivered;
- Electrophysiology;
- Cardiology Grand Rounds; and
- Volume Recovery continues, currently between 85-99% in ORs, ED, Imaging and Cardiology.

Behavioral Health:

- 56% of Psychiatry – treat and release. 50% of admissions to MHRH;
- 60% Substance Use – treat and release. 68% of admissions Broadway;
- Elected Official circuit: meet and brief local elected officials on WMC, HA and BH.

Kingston COVID-19 Testing Site:

- Daily tests average 30-40;
- Daily, Monday-Friday, 9-11 a.m.;
- Working with County on alternative winter location.

Surveys and Certifications:

- Gemba Rounds beginning in November;
- Unannounced mock survey supported by WMC; and
- Surveyors expected as early as December, 2020.

Dr. Doyle updated the Board on the Mary's Avenue Construction Project:

- Demolition/Abatement completed in SMC wing and Lab;
- Caissons completed;
- Concrete grade beams, foundations and slab-on grades;
- Low voltage scope of work sent out for bid;
- November scope of work coordinated with IT and Security;
- Headwall – Coordination with design team and vendor to finalize specifications and purchase order;
- Nurse Call – Reviewed proposals. Negotiations with vendors on going;
- Ambulatory Day Surgery – Executed decision for ADS to remain in the CRFP project;
- Pharmacy will be built as part of in-house renovations;
- HA facilities – Coordination continues for access , hot works and life safety measures;
- DOH monthly calls and on-going updates reporting on project status plus MWBE reporting.

Dr. Doyle informed the Board of the following community engagement activities:

- Catholic Charities;
- Ulster County Office of the Aging;
- Mano-a-Mano;
- Benedictine Health Foundation;
- Ulster County Commission on Human Rights; and
- Michael G. Finnegan Gold Classic Committee.

Dr. Leahy, CEO of Bon Secours Charity Health System, advised the Board that Charity recently celebrated its first Annual Phil Award for Respiratory Therapy. She stated that this award was created about fourteen years ago to recognize outstanding respiratory therapists; this was Charity's first year celebrating the award at Good Samaritan Hospital ("GSH").

Dr. Leahy advised the Board that Dr. Karen Karsif, Medical Director of the Good Samaritan Center for Breast Health, will be presenting at the National Accreditation Program for Breast Centers.

Dr. Leahy informed the Board that CMS has recognized Schervier Pavilion and St. Joseph's Place and awarded them Five Star ratings for overall Quality, Health Inspections and Staffing.

Dr. Leahy informed the Board that the Perinatal Bereavement Program at GSH recently hosted its 32<sup>nd</sup> annual Walk to Remember.

Dr. Leahy advised that the ERP platform work continues. She reminded the Board that this is an integrated business platform for human resources, payroll and supply chain.

Dr. Leahy stated that work on the Medical Village project continues to progress. She stated that the current concentration is the Imaging Center and completion of the Behavioral Health ED in Port Jervis. Dr. Leahy advised that work is ongoing for the new CT scan installation at St. Anthony's Community Hospital.

Dr. Leahy stated that COVID testing continues in collaboration with the state in the yellow and red zones. She advised that positive test rates have recently dropped in Orange and Rockland counties due to the increased testing.

Dr. Leahy advised the Board that there were 283 births at Charity for the month of October.

Dr. Gewitz informed the Board that with the help of Rich Anderson, Sherriff of Poughkeepsie, MHRH will be meeting with EMS and other emergency providers to discuss the new pediatric services.

Dr. Gewitz informed the Board that 250 pediatric patients were treated in the new pediatric ER at MHRH, with 20 admissions in the month of October. He stated that the goal for admissions is no great than 25 patients at one time. Dr. Gewitz advised that for the same period, 16 pediatric patients were transferred to the Valhalla campus for a higher level of care.

Dr. Gewitz updated the Board on examples of Complex Patient Care at WMC.

Dr. Gewitz advised the Board that negotiations are ongoing with the New York Medical College to fulfill its obligation contained in the Affiliation Agreement of a joint Westchester Clinical Research Center.

Dr. Gewitz showed images of Halloween festivities at MFCH.

Dr. Gewitz showed images of the Pediatric Radiology Department and MRI renovations. He reminded the Board that the MFCH opened 16 years ago.

Dr. Garrick informed the Board that WMC is planning, in conjunction with the County, to be the center of influenza vaccinations in Westchester County, utilizing the tents.

Dr. Garrick reminded the Board that there were several programs in trouble when WMC took over Graduate Medical Education. She stated that those programs have been fully revisited by the ACGME and have no citations, and are now fully accredited. Dr. Garrick advised that the Anesthesia Cardiac Fellowship program had its first ACGME review and came through with flying colors.

Dr. Garrick updated the Board on myCare data and data governance as well as quality performance and metrics.

Dr. Garrick informed the Board that WMC's new Cardiac Center will be used as the kick-off for regionalization and Team Steps. She advised that a Data Governance group will be formed to work to access research data.

## **REPORT OF THE COMMITTEES**

### **FINANCE COMMITTEE**

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

Mr. Tulis advised the Board that the Budget for the year ending December 31, 2021 was reviewed, and the Budget reflects a bottom line profit of \$4.5 million. He stated that volume is projected to return to normal levels, consistent with 2019, and includes additional growth for certain services based on programmatic initiatives. The cash position is budgeted to remain strong throughout 2021.

**MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE 2021 STRATEGIC OPERATING PLAN. MR. TULIS MOTIONED, SECONDED BY MR. WISHNIE. THE MOTION CARRIED UNANIMOUSLY.**

Mr. Tulis advised the Board that the financial statements for the period ended September 30, 2020 were reviewed. He stated that Total Cash and Investments at September 30, 2020 was higher than at December 31, 2019. The increase was attributable to DSH receipts, Medicare Advances, Government Stimulus grants, the draw down on lines of credit and the bond refinancing transaction, partially offset by a decline in net patient service revenue receipts due to a reduction in volume related to COVID-19, and the annual NYS pension payment.

Mr. Tulis informed the Board that right to use lease assets and current and long term lease liabilities were recorded in 2020 as a result of the adoption of GASB 87, effective January 1, 2020, which changed the accounting for operating leases, resulting in most operating leases converting to a right to use asset.

Mr. Tulis advised the Board that the bottom line net loss for the period ended September 2020, was \$53.1 million (including a \$32.5 million "Additional NYS Non Cash Pension Adjustment") compared to a loss of \$2.2 million for the same period in 2019. The additional NYS non-cash pension adjustment was attributable to the significant decline in the NYS Pension Fund's investments at March 31, 2020 as a result of the financial markets.

Mr. Tulis informed the Board that net patient service revenue decreased in 2020 compared to 2019 as a result of volume shortfalls in 2020 associated with COVID-19. He stated that Salaries & Benefits increased primarily as a result of hiring new physicians, contractual rate increases and health benefit costs, while Supplies and other expenses decreased in 2020 compared to 2019 as a result of the reduction in patient volume in 2020.

Mr. Tulis stated that acute discharges and total acute discharges and outpatient cases for the Valhalla campus were lower in 2020 due to the impact of COVID-19 on patient volume. He advised that for the MHRH campus acute discharges and total acute discharges and outpatient cases were lower in 2020 due to the impact of COVID-19 partially offset by volume growth in Pediatrics, Behavioral Health and Rehabilitation Medicine.

## **RESOLUTION**

Mr. Tulis advised the Board that the Committee received a presentation on the North Road LHCSA, Inc., by Mr. Ratner. He stated that the Corporation has determined that as a result of the LHCSA's persistent operating losses, it needs to close the LHCSA in order to stem those operating losses. Mr. Tulis advised that the Corporation seeks formal approval to submit a closure plan to the New York State Department of Health ("DOH") and return the LHCSA's operating license to DOH. In addition, he stated that the Corporation wishes to enter into an asset purchase agreement with Premier Home Care Health Services, Inc. ("Premier") for the sale of the LHCSA's assets.

MR. HOCHBERG ASKED FOR A MOTION TO AUTHORIZE THE CORPORATION TO CLOSE THE LHCSA AND SURRENDER ITS OPERATING LICENSE TO DOH AND ENTER INTO AN ASSET PURCHASE AGREEMENT WITH PREMIER. MR. WISHNIE MOTIONED, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

## **AUDIT AND CORPORATE COMPLIANCE COMMITTEE**

Mr. Heimerdinger, Chair, Audit and Corporate Compliance Committee, stated that the Committee met on October 16, 2020.

Mr. Heimerdinger informed the Board that Ms. Ariel reviewed the following audits in progress: Outpatient Substance Abuse – MHRH; Inpatient Rehab Facility – MHRH; DRG coding Review: 193 & 194 Simple Pneumonia – Valhalla; DRG Coding Review Medical Back – Valhalla; High Volume Provider Documentation and Coding Review – CPT 20610, Arthrocentesis; High Volume Provider Documentation and Coding Review – CPT 99215, Hematology/Oncology; High Volume Provider Documentation and Coding Review CPT 99215, Nephrology; and High Volume Provider Documentation and Coding Review CPT 99215, Neurology.

Mr. Heimerdinger stated that Mr. Palovick discussed the status and results of Internal Audits completed and in process. Those audits in process included: Physical Medicine and Rehabilitation Revenue Cycle, Environmental Services Contract Administration and Gift Shops at WMC and MHRH. Audits completed during this period included: Radioisotope Controls and Cerner myCare System Implementation Phase 3.

## **GOVERNANCE AND NOMINATING COMMITTEE**

Mr. Heimerdinger, Chair, Governance and Nominating Committee, stated that the Committee met on October 29, 2020. He advised the Board that the Committee took the following actions:

- Reappointed Current Rockland Board Members to another 3 year Term (Attachment A).
- Reappointed Current Ulster Board Members to another 3 year Term (Attachment B).
- Reappointed Carey Wagner, Craig Sickler, John Heimerdinger and Julie Switzer to another 3 year term on the HA Board; Appointed Josh Ratner to the HA Board in place of Kara Bennorth.
- Reappointed the Early Education Center Board (Attachment C).
- Reappointed Westchester Medical Center Foundation Board Members (Attachment D).



- Appointed Zubeen Shroff, First Vice Chair, as Chair-Elect

MR. HOCHBERG ASKED FOR A MOTION TO REAPPOINT THE CURRENT ROCKLAND BOARD MEMBERS TO ANOTHER 3 YEAR TERM; REAPPOINT THE CURRENT ULSTER BOARD MEMBERS TO ANOTHER 3 YEAR TERM; REAPPOINT CAREY WAGNER, CRAIG SICKLER, JOHN HEIMERDINGER AND JULIE SWITZER TO ANOTHER 3 YEAR TERM ON THE HA BOARD; APPOINT JOSH RATNER TO THE HA BOARD IN PLACE OF KARA BENNORTH; REAPPOINT THE EARLY EDUCATION CENTER BOARD; AND APPOINT ZUBEEN SHROFF, FIRST VICE CHAIR, AS CHAIR-ELECT. MR. QUINTERO MOTIONED, SECONDED BY MR. WISHNIE. THE MOTION CARRIED UNANIMOUSLY.

## QUALITY COMMITTEE

Ms. Gevertz, Chair, Quality Committee, stated that the Committee met on October 9, 2020.

Ms. Gevertz advised the Board that Dr. Garrick reviewed the report of the Quality and Safety Committee meeting of July 9, 2020. She highlighted the following reports: Organ Donor Council, Glycemic Management Council, Pathology and Laboratory Services, Oncology Quality Council, Social Work Services/Case Management and the Transfer Center. Dr. Garrick also reviewed the QA/PI reports submitted by Anesthesia, Emergency Medicine, the AIDS Care Center, Department of Medicine, Pharmacy Department and the Department of Radiology.

Ms. Gevertz advised the Board that the Committee received a presentation on Antibiotic Stewardship by Dr. Dhand. He presented the CDC Playbook for 2019-2020; the goals and objectives, and stated Antibiotic Stewardship validated its current internal AU data and began participation in NHSN AU. Dr. Dhand also discussed the Department's COVID-19 activities.

Ms. Gevertz informed the Board that the Committee received a presentation on the Behavioral Health Quality Council by Dr. Ferrando, Ms. Berger and Ms. Sissler. They presented the detailed COVID-19 response of the Department and discussed the following:

- Designed and implemented two COVID-19 positive psychiatric units;
- Transitioned the operations of 40 inpatient mental health beds and 20 inpatient Substance Abuse Disorder beds from HA to MHRH in accordance with the NYS COVID-19 surge plan;
- Developed processes on both campuses to ensure all patients are tested for COVID-19 prior to admission to any inpatient psych unit in the Network;
- Implemented daily communication huddle with Infection Control team;
- Implemented safe treatment guidelines and practices in eleven outpatient treatment programs across three hospitals in accordance with OMH and OASAS guidance;
- Rapid conversion of mental health treatment programs to a telehealth platform, including medication management talk therapy, psychiatric evaluation and consultation in Network EDs, Outpatient Mental Health and Addiction Programs, Partial Hospital Programs, Assertive Community Treatment and Inpatient Care; and
- Implemented all WMC protocols to ensure safe working conditions for all behavioral health staff.

Ms. Gevertz informed the Board that the Committee received a presentation on the Pharmacy by Mr. Thankachen and Ms. Simmons. They reviewed the following COVID-19 Response and Pharmacy Operational changes:

- Re-evaluation of workflow for crash carts and A-systems to comply with quarantine measures;
- Success management of GPO and vendors for supply chain support;
- Implementation of high speed repackager to facilitate expedient repackaging of bulk medication;
- Prompt adaption and addition of Pyxis machine locations to meet patient need; and

- Maintained fluidity in staffing schedules and assignments which enabled department to meet constant ad hoc COVID-19 needs without disrupting patient care while maintaining staff safety and morale.

Ms. Gevertz stated that Ms. McFarlane provided the regulatory report for the Committee.

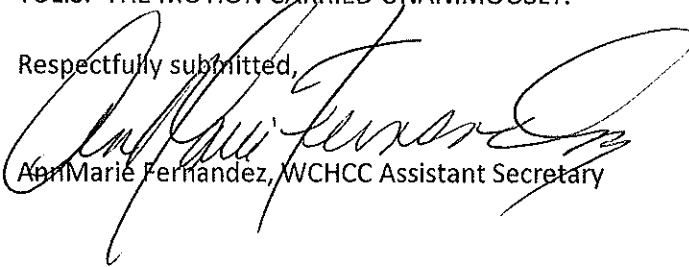
#### **NEW BUSINESS**

There was no new business.

#### **ADJOURNMENT**

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE NOVEMBER 4, 2020, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. DR. FRISHMAN MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,

A large, stylized handwritten signature in black ink, appearing to read "Ann Marie Fernandez".

Ann Marie Fernandez, WCHCC Assistant Secretary