

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

January 3, 2018

6:30 P.M.

EXECUTIVE BOARD ROOM

EXECUTIVE OFFICES

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, Zubeen Shroff, Mark Tulis

NON-VOTING MEMBERS PRESENT: Nan Hayworth, M.D., Michael Israel, James Vodola, Richard Wishnie

VOTING MEMBERS EXCUSED: Alfredo Quintero, Michael Staib

**STAFF PRESENT: Julie Swizter, EVP, Chief Legal Officer and General Counsel
Gary Brudnicki, COO, CFO, WMCHealth Network
Kara Bennorth, EVP, Corporate Communications and Fund Development
Anthony Costello, SVP, Professional & Support Services
Mary Leahy, M.D., CEO, Charity**

PHYSICIANS PRESENT: Drs. Asprinio, Gewitz

PUBLIC: Alan Aronow – CSEA

CALL TO ORDER

The January 3, 2018, meeting of the Westchester County Health Care Corporation Board of Directors was called to order at 6:30 p.m. A quorum was present consisting of the following Board members:

VOTING MEMBERS PRESENT

Orlando Adamson, M.D.	John Heimerdinger
William Frishman, M.D.	Mitchell Hochberg
Renee Garrick, M.D.	Patrick McCoy
Herman Geist	Zubeen Shroff
Susan Gevertz	Mark Tulis

VOTING MEMBERS EXCUSED

Alfredo Quintero
Michael Staib

NON-VOTING MEMBERS PRESENT

Nan Hayworh, M.D.
Michael Israel
James Vodola
Richard Wishnie

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE DECEMBER 6, 2017, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. TULIS, SECONDED BY MS. GEVERTZ, TO APPROVE THE DECEMBER 6, 2017, WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS MEETING MINUTES. THE MOTION WAS APPROVED 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 January 3, 2018, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, FPPE's, Section Change, Category of Staff Change and Additional Privileges to the Board for its approval.

Motion to Approve Recommendations for Appointments, Reappointments, FPPE's, Section Change, Category of Staff Change, and Additional Privileges.

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

REPORT OF THE PRESIDENT

Ms. Bennorth advised the Board of several good publicity articles included in the Press Packet on Diligent. She stated one heartwarming article featured siblings where a brother donated a kidney to his younger sister. Ms. Bennorth informed the Board that Santa arrived this year to the Maria Fareri Children's Hospital ("MFCH") via a fire truck, instead of helicopter, due to the weather. She advised the Board that Good Samaritan Hospital ("GSH") had the first baby born in Rockland County for 2018. Ms. Bennorth also stated that GSH received Healthgrades' top rating for the 2nd year in a row for its performance for Peripheral Vascular Bypass.

Ms. Bennorth informed the Board that ShopRite ended its three week Point of Sale Campaign with \$130,000 in donations.

Ms. Bennorth informed the Board that the recent WHUD Radiothon in the Maria Fareri Children's Hospital ("MFCH") Lobby raised \$348,000. She thanked WHUD and their listeners for their support and commitment.

Ms. Bennorth advised the Board that New York City's NASH FM raised \$28,000 for the MFCH. She stated this was a great start for a new partnership.

Ms. Bennorth informed the Board that WMCHHealth Network has secured ten spots in the 2018 New York City Marathon.

Ms. Bennorth advised the Board that at the end of January an Opioid Conference series will be starting in Rockland County, followed by Westchester County in April, and Poughkeepsie in September, and is sponsored by the Goldberg family.

Ms. Bennorth pointed out the 2018 Events Calendar at the Board members' placemats. She stated Girls Night Out ("GNO") is February 9, 2018 and the MidHudson Regional Hospital ("MHRH") is holding its first GNO on March 1, 2018.

Mr. Costello presented a slideshow of the Ambulatory Care Pavilion ("ACP") construction project updates to the Board. He pointed out the white plastic curtain wall on the bottom of the structure which encloses the building up to and including level 2. Mr. Costello stated that this will enable temporary heating for construction to continue through the cold weather. He advised the Board that sixty percent of the partitions are installed on the second floor. Mr. Costello stated that the mechanical electrical plumbing rough-ins are being installed in the basement within the next month. He advised that the elevator subcontract has been awarded and the vendor has begun fabricating the elevator shafts.

Mr. Costello informed the Board that the temporary entrance to the parking lot for the main building was moved to the south side, which created an additional one hundred spots.

Mr. Costello pointed out the glass windows being installed on the ACP, and noted some windows are covered with boards to allow temporary heat to be filtered in.

Mr. Costello showed pictures of previously closed rooms on 6 North that were recently touched up by the in-house construction crew to create single patient rooms to help with the increasing patient census.

Mr. Costello informed the Board that Phase 2 of the 2 South Maternity Unit project is just about complete. He stated that in February, 2018 the entire Maternity unit will be available for occupancy.

Mr. Costello showed pictures of the recently renovated Cardiology space in the Macy Pavilion.

Mr. Costello showed images of the new gift shop in the MFCH and stated the renovations have begun on the new admitting area.

Mr. Israel pointed out the fabulous mural created by Charles Fazzino.

Mr. Costello showed images to the Board of the renovations of the Cooke Tower 6th floor at MHRH. He stated that paperwork is being submitted in preparation for the Department of Health (“DOH”) inspection. Mr. Costello stated that he hopes to have the DOH visit completed by the end of January.

Dr. Garrick informed the Board that the Vital value group worked in conjunction with the GME Department and they have received twenty hours of CME credits for their work. She stated that the group is now looking into getting certification credit.

Dr. Garrick reminded the Board of the FTI initiative whereby an outside consultant is working on a strategy to consolidate credentialing throughout the Network. She stated that the risk mitigation and quality aspect are just about completed and a final report will be presented to management next week. Dr. Garrick stated that this will help in developing a consolidated credentialing platform across the Network.

Dr. Garrick informed the Board that WMC is geared up for its first ACGME review this month.

Mr. Israel informed the Board that WMCHHealth has two final candidates for the position of Chairman/Director of Anesthesia.

Dr. Gewitz informed the Board that the increased census in December is primarily due to an early flu season. He stated that the Flu B strain is not prevented by the flu shot.

Dr. Gewitz informed the Board that tomorrow the American College of Surgery site survey begins for the recertification of WMC’s Level 1 Trauma programs.

Dr. Gewitz informed the Board that Deutsche Bank gave a \$125,000 donation for the Pediatric Cath Labs for the third year in a row.

Dr. Gewitz informed the Board of a new funding source called the Joy in Children’s Foundation, sponsored by Dunkin Donuts, which recently gave the MFCH a \$55,000 grant for the Family Resource Center.

Mr. Israel asked Dr. Leahy to update the Board on OB activity at Good Samaritan Hospital (“GSH”).

Dr. Leahy informed the Board that GSH established an OB Hospitalist program about six months ago, and subsequently entered into a relationship with Ezras Chillim to deliver their babies at GSH. Dr. Leahy informed the Board that Ezras Chillim accounted for an additional seventy births in November, and approximately one hundred births in December.

Dr. Gewitz stated that some of those GSH newborns are transferred to the NICU at the MFCH.

REPORT OF COMMITTEES

FINANCE COMMITTEE

Mr. Shroff, Chair of the Finance Committee, stated that the Committee met just prior to the Board meeting. He stated that the Finance Committee reviewed the November, 2017, financial statements.

Mr. Shroff stated that the cash balance at the end of November, 2017, was \$139.2 million, Current Marketable Securities were \$123.7 million, and Accounts Receivable were \$166.8 million.

Mr. Shroff reviewed the Statement of Operations for the Board as follows:

Total Operating Revenue - \$1.273 billion
Total Operating Expenses - \$1.219 billion
Operating Income - \$54.2 million
Income Before Excess Fringe Benefits - \$40.6 million
Excess Pension Costs - \$18.0 million
Post-Retirement Health Costs - \$14.9 million
NYS Actuarial Adjustment - \$13.8 million
Disproportionate Share Reduction - \$26.2 million
YTD Bottom Line Loss after Disproportionate Share Reduction - \$32.3 million

Mr. Shroff reviewed the following statistics:

Valhalla Campus

Total Acute Discharges and Outpatient Cases – 22,130
Acute Patient Days – 148,546
Average Length of Stay – 8.48
E.R. Visits – 43,357

MidHudson Campus

Total Acute Discharges and Outpatient Cases – 3,938
Acute Patient Days – 18,543
Average Length of Stay – 5.53
E.R. Visits – 25,955

Mr. Shroff informed the Board that the Committee discussed, and recommended to the Board for its approval, a resolution regarding Charity renewing a \$20 million working line of credit with Rabobank, for which WMC provided a guarantee in 2016. He stated that the line of credit expired in October 2017 and Charity wishes to renew its line of credit with Rabobank for a one year term, at an interest rate not to exceed the 1-month USD LIBOR rate calculated on an actual 360 day basis and shall be paid monthly in arrears, plus Margin (310 basis points per annum) for the aggregate Drawdown amount of the Facility. He also noted that Charity did not draw down on the line of credit that expired in October 2017. Mr. Shroff stated that this resolution authorizes WMC to serve as guarantor of the renewed \$20 million line of credit.

MR. SHROFF ASKED FOR A MOTION TO APPROVE THE RESOLUTION FOR WMC TO GUARANTY CHARITY'S \$20 MILLION WORKING LINE OF CREDIT FROM RABOBANK. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. HOCHBERG. THE MOTION CARRIED UNANIMOUSLY.

QUALITY COMMITTEE

Ms. Gevertz, Chair of the Quality Committee, stated that the Committee met on December 15, 2017.

Ms. Gevertz advised the Board that Dr. Garrick gave a report to the Committee on the Quality and Safety Council meeting of November 9, 2017. She stated that Dr. Garrick highlighted the following reports

Environment of Care, Information Systems, Nursing Quality Council, OB/GYN, Patient Experience, Pain Management and Pharmacy.

Ms. Gevertz informed the Board that Dr. Panza provided a comprehensive presentation on Cardiology.

Ms. Gevertz informed the Board that the Committee received a presentation on Antibiotic Stewardship from Dr. Dhand, which included the Core Elements of the program. She stated that the Core Elements are based upon recommendations from the CDC.

Ms. Gevertz informed the Board that the Committee received a comprehensive presentation on Transplant from Dr. Diflo. She stated that WMC's Liver program has the best graft survival rate in the region.

NEW BUSINESS

Mr. Shroff advised the Board that the Westchester Medical Center Foundation ("WMCF") Board met December 8, 2017. He stated the Board approved the following:

Reappointed Trustees whose terms are expiring on December 31, 2017, to a 3 year term:

- Brenda Fareri
- John Fareri
- David Asprinio, M.D.
- Loretta Dahnke
- Evelyn Constantino
- Kelley Redl-Hardisty

Reappointed all WMCF Officers to a 1 year term:

- Zubeen Shroff – Chair
- Brenda Fareri – Vice Chair
- Michael McCormack – Vice Chair
- John Heimerdinger – Secretary
- James Vodola – Treasurer

Appointed:

- Joseph P. Markey

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE REAPPOINTMENTS OF THE WMCF BOARD MEMBERS, REAPPOINTMENTS OF THE WMCF OFFICERS AND THE APPOINTMENT OF JOSEPH MARKEY. MR. GEIST MOTIONED SECONDED BY MR. TULIS.

RESOLUTION

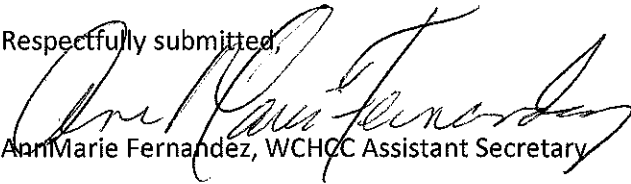
Ms. Switzer informed the Board that the Westchester County Health Care Corporation wishes to file a CON with the DOH to become the Active Parent over HealthAlliance ("HA") and the Active Grandparent over HA's subsidiaries. She stated that currently WMCHHealth Network – Ulster is the Active Parent and the change is being made in order to have a more seamless Article 28 established Network. Ms. Switzer informed the Board that this will be an accelerated CON filing and asked the Board to approve the Resolution as well as amending the Corporation's bylaws to reflect the Active Parent status.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RESOLUTION FOR THE CORPORATION'S FILING OF A CON TO BECOME THE ACTIVE PARENT OF HA AND THE ACTIVE GRANDPARENT OF HA'S SUBSIDIARIES, AS WELL AS APPROVING TO AMEND THE CORPORATION'S BYLAWS TO REFLECT THE ACTIVE PARENT STATUS. MR. SHROFF MOTIONED, SECONDED BY MR. HEIMERDINGER.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE JANUARY 3, 2018, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. MCCOY MOTIONED, SECONDED BY DR. ADAMSON. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,



AnnMarie Fernandez, WCHCC Assistant Secretary