

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

February 6, 2019

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, Pat McCoy, Alfredo Quintero, Zubeen Shroff, Mark Tulis, Richard Wishnie

NON-VOTING MEMBERS PRESENT: Michael Israel, James Vodola, Michael Rosenblut

NON-VOTING MEMBERS VIA PHONE: Nan Hayworth, M.D.

**STAFF PRESENT: Julie Switzer, EVP, Chief Legal Officer and General Counsel
Kara Bennorth, EVP, Chief Administrative Officer
Anthony Costello, SVP, Professional & Support Services
Mark Fersko, EVP, Financial Planning and Managed Care – via phone
Paula Fessler, Chief Nursing Executive
Mary Leahy, M.D., CEO, Bon Secours Charity Health System
Robert Ross, EVP, Northern Region**

PHYSICIANS PRESENT: Dr. Gewitz, Dr. Zelazny

CALL TO ORDER

The February 6, 2019, meeting of the Westchester County Health Care Corporation ("WCHCC") Board of Directors was called to order at 6:30 p.m. A quorum was present.

VOTING MEMBERS PRESENT

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

NON-VOTING MEMBERS PRESENT

Michael Israel
Michael Rosenblut
James Vodola

NON-VOTING MEMBERS VIA PHONE

Nan Hayworth, M.D.

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE JANUARY 9, 2019, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. TULIS, SECONDED BY MR. SHROFF, TO APPROVE THE JANUARY 9, 2019, WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS MEETING MINUTES. THE MOTION WAS APPROVED UNANIMOUSLY.

REPORT OF THE PRESIDENT OF THE MEDICAL STAFF

Dr. Zelazny gave the report of the President of the Medical Staff. He presented a credentialing packet (dated February 6, 2019, and attached to these minutes) containing information on Credentialing Appointments, Additional Privileges and Category of Staff Changes to the Board for its approval.

A discussion ensued.

Motion to Approve Recommendations for Appointments, Additional Privileges, and Category of Staff Changes.

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

REPORT OF THE PRESIDENT

Ms. Bennorth informed the Board that WMCHHealth has launched its second comprehensive institute, The Institute for Women's Health and Development. She advised that an Institute is a brand that spans across the entire Network, and includes research, education and clinical care. Ms. Bennorth stated that the new Institute will go beyond occurrence-based medicine and look at the entire spectrum of women's healthcare, including education and prevention.

Ms. Bennorth advised the Board that WMC's Faith and Flavor program was featured in HANY's Monthly Community Spotlight. She reminded the Board that this program involves outreach to places of worship in the community and focuses on healthy foods.

Ms. Bennorth advised the Board that February is Heart month.

Ms. Bennorth advised the Board that the organization is about to launch Network-wide Women's Leadership Councils. She reminded the Board that this program started at WMC last year with a Women's Leadership Forum.

Ms. Bennorth informed the Board of the following upcoming events: the Annual Teen Leadership Committee event; two conferences - Liver Transplant and Ophthalmology; Girls Night Out for WMC is Friday, Girls Night Out for MHRH is March 7th; and Day for Hearts, which is an annual pediatric patient reunion event, and this year marks the 26th reunion.

Ms. Bennorth presented a video to the Board about a rare kidney transplant that took place recently at WMC. The video shares the experience of a young woman who received a kidney from a young woman whom she met and befriended six years ago while worshipping at the same church in Ulster County.

Ms. Bennorth informed the Board that WMCHHealth is launching an ER30 Campaign in the Northern Region. She stated that this is a campaign where MHRH and HealthAlliance ("HA") pledge that any patient who comes to their Emergency rooms will be seen by a clinician within 30 minutes. Ms. Bennorth advised that the Campaign is being distributed throughout the communities via digital, print, radio and direct mailings.

Ms. Bennorth advised the Board that WMCHHealth is launching its Culture of Care Campaign system-wide. She stated this will connect patient stories with the care they have received in conjunction with the Network's Vital Values.

Mr. Costello presented a slide show to the Board on the Ambulatory Care Pavilion ("ACP") construction project. He stated that the ACP is now completely enclosed and weathertight. Mr. Costello advised that the construction on the first two floors is ninety percent complete, and the equipment will start being installed shortly. Mr. Costello showed an image of a new operating room and stated it is two hundred square feet larger than any other operating rooms at WMC. He showed images of the new CT rooms and stated that both of the new CT machines have arrived and are being installed.

Mr. Costello updated the Board on the timeline for the next few weeks of the ACP project. He stated that the two new Philips' MRIs have not yet arrived, and the Vascular Interventional Room has not yet arrived. Mr. Costello advised that the new 1.5T MRI on order will be one of the first off the U.S. assembly line.

Mr. Costello informed the Board that at its next meeting he should be able to present a tentative move-in schedule.

Mr. Costello showed images of the ongoing renovations resulting from the flood incident in the D Wing of the Taylor Pavilion. He advised that the Physical Medicine and Rehabilitation ("PM&R") unit is scheduled to re-open in March, 2019. Mr. Costello advised that all office areas affected by the flood should be re-opened approximately thirty days after PM&R.

Mr. Costello showed images of a new Milk Bank mural which is located in the basement off the elevators where the donors come in.

Mr. Costello showed images of the Milk Bank.

Dr. Gewitz informed the Board that the Maria Fareri Children's Hospital ("MFCH") was accepted as one of only two Primary Ciliary Dysfunction Centers in the New York metro area. He stated that this is a newly recognized disease, more common than CF.

Dr. Gewitz advised that the MFCH is recruiting, in concert with adult cardiology, for a chief of its Adult Congenital Heart Center and will be having a site visit later this year by the ACHA.

Dr. Gewitz reiterated that February is Heart month. He stated that the MFCH will celebrate its 26th annual Day for Hearts, which recognizes children and their families who have been in its children's cardiac programs.

Dr. Gewitz updated the Board on the pediatric renal transplant program's growth.

Mr. Ross updated the Board on the Northern Region. He stated that HA has recruited two new interventional cardiologists, Dr. Heller and Dr. Shah.

Mr. Ross advised the Board that HA has begun negotiations with Philips on a Strategic Business Alliance, in preparation for the new consolidated hospital at Mary's Avenue.

Mr. Ross reminded the Board that HA achieved ISO 9001 Quality Management System Certification from the DNV, and stated HA recently held a celebration ceremony with the staff.

Mr. Ross informed the Board that Advancing Vital Values kicked off at MHRH.

Dr. Leahy informed the Board that the New York Medical College will begin student rotations at Charity next month. She advised that the initial areas of rotation will be OB/GYN and med-surgical.

Dr. Leahy advised the Board that Charity's Medical Group continues to expand and presently has over two hundred physicians.

Dr. Leahy informed the Board that Charity's Genetic Counselor has begun seeing patients at the Bradhurst location due to increased patient volume.

Dr. Leahy stated that construction continues on the T4 (Orthopedic) unit, with completion anticipated by the summer; Infusion Center, which anticipates completion by the end of March; and two new Labor and Delivery rooms, with completion anticipated by the summer.

Dr. Leahy informed the Board that Good Samaritan Hospital had 343 births in the month of January.

Dr. Garrick updated the Board on the recent GME survey for Surgery. She stated that the surveyor advised that there were a number of items from the prior sponsor which needed to be mitigated. Dr. Garrick advised that the surveyor was very complimentary on how much work had been done since the transfer of sponsorship, and the final report is expected in a few weeks.

Dr. Garrick advised that the GME survey for Critical Care Surgery is scheduled for next week.

Dr. Garrick updated the Board on Network Information Governance. She advised that there is a large work group that includes herself, Dr. Chasin, IT, Legal, HIM, and many others to ensure that the flow of information is protected, as well as is quality information.

Dr. Garrick updated the Board on clinical optimization and efficiency. She stated that clinical optimization and efficiency through the EMR will remove inconsistencies and support an organized approach to care and streamline it. Dr. Garrick explained to the Board the trajectory of healthcare over the past fifty plus years stating that it has gone from apprenticeship/"craft based", to disease-focused metrics and specialty based, to data driven and harmonized, based on clinical data and predictive analytics as clinical outcomes and data are tracked and used to drive new approaches.

REPORT OF THE COMMITTEES

EXECUTIVE COMMITTEE

Mr. Hochberg advised the Board that the Committee met on January 16, 2019.

Mr. Hochberg stated that the purpose of the meeting was to approve the Corporation's Guaranty of Charity's Amendment No. 1 to its working Capital Line of Credit with Cooperative Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank Nederland", New York Branch ("Rabobank"). He reminded the Board that in 2016, WMC arranged for Charity to refinance its initial line of credit with a \$20 million line of credit (the "Working Capital Line") with Rabobank and the Working Capital Line was established pursuant to an agreement between Charity and Rabobank. Mr. Hochberg reminded the Board that in 2016, the Corporation guaranteed the Working Capital Line and entered into an indenture supplemental to the Master Trust Indenture and issued an Obligation under the Master Trust Indenture to evidence the guaranty obligation of the Corporation guaranteeing Charity's obligations to make payments under the loan documents relating to the Working Capital Line.

Mr. Hochberg advised the Board that in January 2018, Charity renewed the Working Capital Line and the Corporation guaranteed such renewed Working Capital Line for a term of one year.

Mr. Hochberg advised the Board that Charity wishes to enter into Amendment No. 1 to its Working Capital Line with Rabobank extending the Working Capital Line for an additional one year term with the same terms and conditions of the current Working Capital Line, and noted that Charity has never drawn up its Working Capital Line.

Mr. Hochberg advised the Board that the Committee approved the Resolution authorizing a guaranty of Amendment No. 1 to the Charity Working Capital Line and a Guaranty Obligation and a Supplemental Indenture under the Master Trust Indenture.

FINANCE COMMITTEE

Mr. Shroff stated that the Committee met just prior to the Board meeting and reviewed the December, 2018, financial statements.

Mr. Shroff stated that the cash balance at the end of December, 2018, was \$111.8 million. He advised that Current Marketable Securities were \$128.2 million, Accounts Receivable were \$178.6 million and Cash and Investments totaled \$240 million.

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

Total Operating Revenue - \$1,461.7 billion
Total Operating Expenses - \$1,392.5 billion
Operating Income - \$69.3 million
Net non-operating activities \$16.7 million
Net income before before items below \$52.5 million
Excess Pension Costs - \$18.9 million
Post-Retirement Health Costs - \$17.0 million
NYS Actuarial Adjustment - \$4.1 million
Unrealized losses on investments were \$7.9 million
Net income was \$4.7 million

Mr. Shroff reviewed the following statistics:

Valhalla Campus

Total Acute Discharges and Outpatient Cases – 25,082; 837 more than 2017
Acute Patient Days – 170,909
Average Length of Stay – 8.74
E.R. Visits – 50,068; 2,744 more than 2017

MidHudson Campus

Total Acute Discharges and Outpatient Cases – 4,625; 24 less than 2017
Acute Patient Days – 21,710
Average Length of Stay – 6.09
E.R. Visits – 27,790; 381 less than 2017

Mr. Shroff advised the Board that the Committee recommended the following capital leases to the Board for its approval:

Insight Investments – Belimed Central Sterile Processing Equipment

\$399,416.07	5.68%	60 months
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Insight Investments – Karl Storz Scopes and ZOIL Defibrillators

\$226,620.62	5.94%	60 months
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MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE CAPITAL LEASES WITH INSIGHT INVESTMENTS. MR. TULIS MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

QUALITY COMMITTEE

Ms. Gevertz reported that the Committee met on January 18, 2019.

Ms. Gevertz advised the Board that Dr. Garrick reported on the Quality and Safety Council meeting of December 18, 2018. She stated that Dr. Garrick highlighted reports from Emergency Medicine; Human Resources; Neurosurgery; and Otolaryngology.

Ms. Gevertz advised that Dr. Garrick highlighted the QA/QI reports from the Critical Care Committee; Laboratory; the Nursing Quality Council; and the Oncology Quality Council. Dr. Garrick also gave a presentation on the new Optimization Group focusing on the new EMR, coding issues and opportunities, and value based purchasing.

Ms. Gevertz advised the Board that the Committee received a report on the Medicine Quality Council from Dr. Goldberg. She stated that he highlighted the following: accomplishments, inpatient admission volume data, patient satisfaction/HCAHPS scores, patient complaints and grievances data, DVT data, and performance improvement projects for both the Valhalla and MHRH campuses. Ms. Gevertz advised that Dr. Goldberg reported that Sepsis remains a challenge and work to address and prevent it is ongoing.

Ms. Gevertz advised the Board that the Committee received a report on Anesthesia from Dr. Freda. She stated he highlighted the following for the Valhalla campus: accomplishments - noting that Valhalla had its busiest year in terms of anesthesia patient volume, 100% compliance with central venous catheter insertion measures, a decrease in corneal abrasions, a record number of nerve block catheter use, and a record number of residents requesting to join the Faculty. Dr. Freda highlighted the following for MHRH: OR volume is stable, QA events data was reviewed, the Department's dashboard, and the implementation of a peri-operative Acute Pain Service.

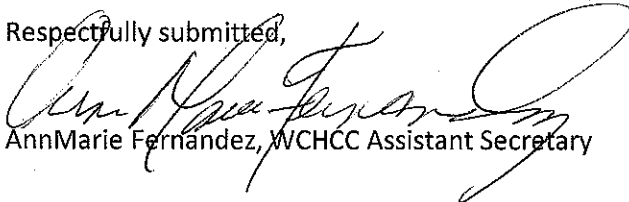
NEW BUSINESS

There was no new business.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE FEBRUARY 6, 2019, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. DR. ADAMSON MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,



AnnMarie Fernandez, WCHCC Assistant Secretary