

**WESTCHESTER COUNTY HEALTH CARE CORPORATION**

**BOARD OF DIRECTORS MEETING**

**March 1, 2017**

**6:30 P.M.**

**EXECUTIVE BOARD ROOM**

**EXECUTIVE OFFICES**

**VOTING MEMBERS PRESENT: Orlando Adamson, M.D., Claudia Edwards, PhD, William Frishman, M.D., Renee Garrick, M.D., Herman Geist, Susan Gevertz, John Heimerdinger, Mitchell Hochberg, Patrick McCoy, Zubeen Shroff, Michael Staib, Mark Tulis**

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

**VOTING MEMBERS EXCUSED: Alfredo Quintero, Dennis Mehiel**

**STAFF PRESENT: Julie Switzer, EVP, General Counsel, and Counsel to the Board  
Gary Brudnicki, COO, CFO  
Patricia Ariel, SVP, Internal Audit and Chief Compliance Officer  
Kara Bennorth, EVP, Corporate Communications and Fund Development  
Kevin Carraccio, SVP, Fund Development  
Beth Davis, SVP, Deputy General Counsel  
Mark Fersko, EVP, Financial Planning and Managed Care  
David Ingber, SVP, Network Financial Operations  
June Keenan, SVP, Delivery System Transformation  
James Lee, SVP, Operations  
John Morgan, SVP, Financial Planning  
James Palovick, Vice President Internal Audit  
Jordy Rabinowitz, SVP, Human Resources Operations  
Josh Ratner, SVP, Network Strategy  
Patricia Wrobbel, SVP and Chief Nurse Executive**

**PHYSICIANS PRESENT: Dr. Bierman, Dr. Gewitz**

**PUBLIC: Susan Fontana - CSEA**

**CALL TO ORDER**

The March 1, 2017, 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
Claudia Edwards, PhD	Mitchell Hochberg
William Frishman, M.D.	Patrick McCoy
Renee Garrick, M.D.	Zubeen Shroff
Herman Geist	Michael Staib
Susan Gevertz	Mark Tulis

**VOTING MEMBERS EXCUSED**

Alfredo Quintero  
Dennis Mehiel

**NON-VOTING MEMBERS PRESENT**

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

**REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA**

Mr. Hochberg congratulated Dr. Frishman on his book, "Triumph Over Tragedy" and thanked him on behalf of the Board for their individually autographed copies.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE FEBRUARY 1, 2017, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. TULIS, SECONDED BY MR. HEIMERDINGER, TO APPROVE THE FEBRUARY 1, 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 February 28, 2017, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, FPPE's, Category of Staff Changes, and Additional Privileges to the Board for its approval.

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

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, FPPE'S, CATEGORY OF STAFF CHANGES AND ADDITIONAL PRIVILEGES. MR. MCCOY MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

#### **REPORT OF THE PRESIDENT**

Mr. Hochberg informed the Board that the first item will be a vote to approve the Affiliation Agreement between WMC and the New York Medical College ("NYMC"). He reminded the Board that for over the past decade WMC and the NYMC have been doing six month extensions on the previous agreement. Mr. Hochberg acknowledged Ms. Switzer and Mr. Israel for their hard work, tenacity and perseverance in negotiating a new agreement.

Ms. Switzer informed the Board that the NYMC has approved a new twelve year Agreement, with an automatic renewal for an additional twelve years, unless either party provides written notice of their intent not to renew the Agreement. She stated that the Agreement provides for the transfer of sponsorship of the GME Programs sited at WMC from NYMC to WMC no later than July 1, 2018, pending ACGME approval. Ms. Switzer stated that WMC shall continue to pay NYMC for its provision of faculty to WMC based on the formula that has been in place between the parties. She also informed the Board that WMC and the NYMC will work together to develop a research institute.

Mr. Hochberg stated that the Affiliation Agreement was discussed in great detail during the Executive Session, and any questions on the Agreement were answered during that time.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE AFFILIATION AGREEMENT BETWEEN WMC AND THE NYMC. MR. TULIS MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

Ms. Bennorth informed the Board that the Kingston Hospital Foundation voted last week to change its bylaws to rejoin the HealthAlliance corporate structure. She stated that when this has been done there will be five Foundations in the WMCHHealth Network.

Ms. Bennorth informed the Board that WMC's 100th Anniversary continues and noted that there are on-going radio advertisements and tidbits about the past 100 years.

Ms. Bennorth reminded the Board that the last snowfall pre-empted Girls Night Out; it is rescheduled for Friday, March 3, 2017.

Ms. Bennorth informed the Board that there will be ribbon cutting ceremonies for two new physician practices; one in Ulster County and one on Long Island.

Ms. Bennorth informed the Board that ShopRite's Children's Miracle Network campaign runs through March 4, 2017.

Ms. Bennorth advised the Board that March 7, 2017, is International Pancake Day at IHOP.

Ms. Bennorth reminded the Board of the media highlights contained on Diligent and noted the numerous articles on the successful separation of the conjoined twins, and the celebration of their 1<sup>st</sup> birthday at the MFCH.

Ms. Bennorth presented a post-superbowl commercial highlighting the separation of the conjoined twins at the MFCH to the Board.

Dr. Garrick informed the Board that the Governor signed into law a new requirement that all physicians who prescribe narcotics must undergo a three hour training course, effective July 1, 2017.

Dr. Garrick stated that with the help of Dr. Bierman we are now in phase 2 of the faculty development courses for the training of professionals and other activities. She stated that WMC, in conjunction with the NYMC, has also embarked on a research training course that will engage junior and senior faculty and house staff.

Dr. Garrick informed the Board that the Midas initiative, which was put together with the Risk and Quality groups, has kicked off. She reminded the Board that this is the way WMC tracks all adverse events.

Dr. Garrick informed the Board that WMC is making progress on the pilot based credentialing initiative, noting that we are down to selecting between two vendors. She reminded the Board that this will allow for single credentialing with one entry point and different delineation of privileges across the Network.

Dr. Gewitz informed the Board that the twins are continuing to recover, and recently celebrated their 1<sup>st</sup> birthday.

Dr. Gewitz advised the Board that the new radiology suite in the MFCH has won a SPARK award for its international design and medical advancement. Dr. Gewitz reminded the Board that in the new radiology suite a child undergoing a procedure can choose the interactive environment of the room, in addition to the advanced technology which emits the lowest dose of radiation possible during a procedure.

Dr. Gewitz informed the Board that it is peak flu season and the MFCH has overflow into the main hospital on 3 South.

## **REPORT OF COMMITTEES**

### **FINANCE COMMITTEE**

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

Mr. Shroff stated that the cash balance at the end of January, 2017, was \$159.8 million, and Accounts Receivable were \$159.2 million.

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

Total Operating Revenue - \$111.9 million  
Total Operating Expenses - \$109.8 million  
Operating Income - \$2.1 million  
Income Before Excess Fringe Benefits - \$.9 million  
Net Loss before NYS Actuarial Pension Adjustment - \$2.2 million  
NYS Actuarial Pension Adjustment – \$1.3 million  
Net Interest Expense was - \$1.2 million

Mr. Shroff reviewed the following statistics:

**Valhalla Campus**

Total Acute Discharges and Outpatient Cases – 2,062  
Acute Patient Days – 13,321  
Average Length of Stay – 7.87  
E.R. Visits – 4,395

**MidHudson Campus**

Total Acute Discharges and Outpatient Cases – 333  
Acute Patient Days – 1,553  
BHC Days – 2,061  
E.R. Visits – 2,544

Mr. Shroff presented to the Board a TD Bank Resolution which modifies the list of individuals authorized to act as signatories on the Corporation's and its subsidiary entities' accounts, which was recommended for approval by the Finance Committee.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE TD BANK RESOLUTION, WHICH MODIFIES THE LIST OF INDIVIDUALS AUTHORIZED TO ACT AS SIGNATORIES ON THE CORPORATION'S AND ITS ENTITIES' ACCOUNTS. MS. GEVERTZ MOTIONED, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

**QUALITY COMMITTEE**

Ms. Gevertz, Chair, WCHCC Quality Committee, stated that the Committee met on February 17, 2017.

Ms. Gevertz stated that the Committee received a report on the Quality and Safety Council meeting of January 12, 2017, by Dr. Garrick.

Ms. Gevertz informed the Board that the Committee received a presentation by Dr. Garrick on data submissions and registries. Dr. Garrick described the individual roles of the Federal and State agencies and the data influences on reputation and payment.

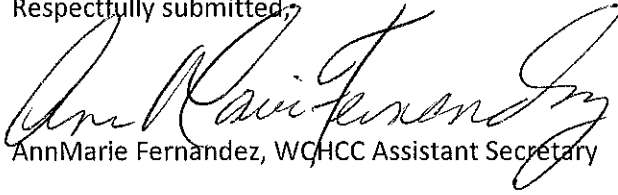
Ms. Gevertz informed the Board that Ms. Cuddy presented the Performance Improvement and Patient Safety Plan for 2017-2018; the 2017 Quality Committee Reporting calendar; and the Quality Management System Annual Summary to the Committee. Ms. Gevertz stated that the Committee reviewed all three documents in detail and recommended their approval to the Board.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE PERFORMANCE IMPROVEMENT AND PATIENT SAFETY PLAN FOR 2017-2018; THE 2017 QUALITY COMMITTEE REPORTING CALENDAR; AND THE QUALITY MANAGEMENT SYSTEM ANNUAL SUMMARY. MR SHROFF MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

**ADJOURNMENT**

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE MARCH 1, 2017, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. TULIS MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "AnnMarie Fernandez".

AnnMarie Fernandez, WCHCC Assistant Secretary