

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

April 3, 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, Patrick 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
Gary Brudnicki, Senior Executive Vice President
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
Kelly MacMillan, SVP, Government Relations
Josh Ratner, SVP, Strategic Planning
Robert Ross, EVP, Northern Region

PHYSICIANS PRESENT: Dr. Asprinio, Dr. Gewitz, Dr. Zelazny

CALL TO ORDER

The April 3, 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.	Patrick 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 MARCH 6, 2019, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. TULIS, SECONDED BY MR. SHROFF, TO APPROVE THE MARCH 6, 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 April 3, 2019, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, and FPPEs to the Board for its approval.

A discussion ensued.

Motion to Approve Recommendations for Appointments, Reappointments, and FPPEs.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, AND FPPEs. MS. GEVERTZ MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Ms. MacMillan gave an update to the Board on the 2019 New York State Budget as it relates to healthcare and the WMCHealth Network.

Ms. Bennorth informed the Board that WMC held its 2nd Annual HeLa Conference on March 18, 2019. She reminded the Board that this is a Healthcare Diversity & Inclusion Conference that WMC co-sponsored with the New York Medical College ("NYMC"). Ms. Bennorth advised that the conference was well attended.

Ms. Bennorth informed the Board that WMC is sponsoring a Praise and Prevention conference in April, which will focus on opioid prevention and addiction issues in conjunction with the spiritual and academic community members of Westchester County and the Ken Goldberg Foundation.

Ms. Bennorth advised the Board that WMCHealth recently completed its 3rd Women's Leadership Forum and will now focus on the cohort phase.

Ms. Bennorth informed the Board that April is Donate Life Month. She stated that there is a full calendar of events throughout the Network. Ms. Bennorth advised that WMC held a kickoff event which included the Westchester County police, as they are often involved in the escorting of organs and/or donor teams from the county airport.

Ms. Bennorth informed the Board of the following upcoming events: 2019 Hand-in-Hand 5K Run on April 7th; Volunteer Lunch on April 9th; HealthAlliance Tulip Ball on April 27th; Good Samaritan Spring Ball on May 3rd; MHRH Dinner at the Falls on May 10th; SACH Girls Night Out on May 16th; and the WMC Gala on June 1st. She stated that there are two upcoming CME events; the Westchester Warriors have started new campaign pledge in the amount of \$100,000; and Athleta has partnered up with WMC's SAAVE program.

Mr. Costello presented a slide show to the Board on the Ambulatory Care Pavilion ("ACP") construction project. He showed a night image of the ACP which demonstrated how the lighted structure illuminates the campus. Mr. Costello advised that the Philips 1.5 MRI was installed today, and noted it is the first one in the U.S. He showed images of the cath lab, pre-op bays and operating rooms.

Mr. Costello showed images of the completed renovations to the Physical Medicine and Rehabilitation unit and stated that patient occupancy is currently at twelve.

Mr. Costello advised the Board that there are weekly multi-disciplinary meetings regarding the ACP. He stated that the go-live date for Radiology services is May 20, 2019, with non-invasive cardiology services beginning one week later.

Dr. Gewitz informed the Board that WMC is in the process of negotiating with the local Department of Health ("DOH") and EMS to be the designated receiver of measles cases.

Dr. Gewitz updated the Board on the Milk Bank and stated that the special pasteurizer has arrived from France and is being installed. He stated that the Milk Bank was reviewed by the DOH and has received its license.

Dr. Gewitz informed the Board that Sanofi has developed a new genetically based treatment for Pompe's Disease. He stated that the Maria Fareri Children's Hospital is the referral center for children throughout the Hudson Valley who have been screened for abnormalities at the Watchburg lab in Albany.

Dr. Gewitz advised the Board that he and Dr. Khan will be participating in a NYC tri-institutional pediatric cardiology conference this fall.

Mr. Ross updated the Board on the Northern Region. He stated that WMCHHealth Physicians opened its new Family Medicine practice at MHRH on Monday.

Mr. Ross advised that MHRH and HealthAlliance ("HA") recently celebrated Doctors' Day.

Mr. Ross informed the Board that MHRH launched its own local version of The Beat.

Mr. Ross advised the Board that eNeonatology began at HA last month.

Dr. Leahy informed the Board that Charity recently held a ribbon cutting ceremony for the launch of its Institute for Women's Health and Wellness.

Dr. Leahy informed the Board that Bon Secours Community Hospital ("BSCH") and St. Anthony Community Hospital ("SACH") were both surveyed by the College of American Pathology ("CAP") for laboratory services. She stated that the surveys went well, and GSH is scheduled for its CAP survey next week.

Dr. Leahy informed the Board that the Joint Commission was at GSH yesterday to survey its Orthopedics program. She stated that the program was given a five year accreditation.

Dr. Leahy informed the Board that effective yesterday, Charity now has an armed security guard 24/7 at all three hospitals.

Dr. Leahy informed the Board that Charity had a meeting last week with the FBI regarding collaboration efforts and expanding relationships with community hospitals on mass casualties, criminality, and counter terrorism.

Dr. Leahy informed the Board that the new Alaris IV pumps were rolled out at GSH last week without a hitch.

Dr. Leahy advised the Board that the Women's Leadership Forum held at GSH a few weeks ago had over 120 participants.

Dr. Leahy provided an update on measles cases in Rockland County.

Dr. Garrick updated the Board on ECRIP grants. She stated that the concept of ECRIP is to train the next generation of researchers. Dr. Garrick advised that WMC has been successful in obtaining grants in the past, and stated this year the grant pool is \$3.5 million.

Dr. Garrick informed the Board that the clinical optimization groups are up and running. She stated that the physicians are very engaged, as WMC prepares for its new EMR.

Dr. Garrick updated the Board on ophthalmology. She stated that Kelly Hutcheson, M.D. is the new Chair/Director of the Department and is very engaged in designing the new ophthalmology space. Dr. Garrick advised that an ophthalmology lecture was held recently for the community with over seventy-five attendees.

Dr. Garrick advised that a great deal of clinical integration is ongoing at the hospital level, as well as on the outpatient side. She stated that dinner meetings will be ongoing events in order for physicians at WMCHHealth to meet physicians out in the communities.

Dr. Garrick updated the Board on the GME Residency Match.

REPORT OF THE COMMITTEES

COMBINED AUDIT/FINANCE COMMITTEE

Mr. Shroff advised the Board that the Audit and Finance Committees met in a combined session prior to the Board meeting. He stated that Mr. Heimerdinger led the discussion with the auditors from Grant Thornton. Mr. Shroff advised that the auditors were very complimentary of the Corporation's professionalism and the robustness with which the team responded to the 2018 Audit. Mr. Shroff stated that the combined Committees approved the 2018 Audit results.

Capital Lease

Mr. Shroff presented the following Capital lease for approval:

Medtronic USA – autoLog IQ Autotransfusion System \$268,950.00 3.90% 60 months

MR. SHROFF ASKED FOR A MOTION TO APPROVE THE MEDTRONIC CAPITAL LEASE. MR. TULIS MOTIONED, SECONDED BY MR. WISHNIE. THE MOTION CARRIED UNANIMOUSLY.

Resolution

Mr. Shroff presented a Resolution to the Board for WMC to enter into a lease financing arrangement with Insight Investments in an amount up to \$22.0 million to finance certain medical equipment, IT equipment and furniture for the ACP. He advised that the lease would have an interest rate based on the five year swap rate plus 3.63%, with a not to exceed rate at closing of 6.5%, for a term of sixty six (66) months, and on such other terms and conditions as Management shall in its discretion determine to be appropriate. Mr. Shroff informed the Board that the monthly payment for the first 6 months is approximately \$203,000 and approximately \$412,000 thereafter. He stated that WMC's 2019 Capital budget included \$40.9 million of lease financing, including \$26.9 million provided for the ACP. Mr. Shroff advised the Board that the Finance Committee recommended approval of the Resolution to the Board.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RESOLUTION AUTHORIZING THE CORPORATION TO ENTER INTO THE INSIGHT INVESTMENTS LEASE. MR. TULIS MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

Mr. Shroff informed the Board that Mr. Morgan reviewed the Investment performance for March 2019, and he stated it was positive and comparable to that of February 2019. He advised that year to date returns on the WMC Captive's portfolio were 5.1%, and year to date returns on the WMC Foundation's portfolio were 8.2%.

QUALITY COMMITTEE

Ms. Gevertz reported that the Committee met on March 15, 2019.

Ms. Gevertz advised the Board that Dr. Garrick reported on the Quality and Safety Council meeting of February 14, 2019. She stated that Dr. Garrick highlighted reports from Dialysis; Behavioral Health Council; Food & Nutrition; Radiology; and Respiratory.

Ms. Gevertz advised that Dr. Garrick highlighted the QA/PI reports from the Environment of Care Council and the MFCH.

Ms. Gevertz informed the Board that the Committee received a presentation on Respiratory Services by Ms. Schrull-Valiente. She stated that the 2018 Accomplishments and 2019 Action plans were presented, as well as various metrics.

Ms. Gevertz informed the Board that the Committee received a presentation on Nursing by Ms. Scuderi and Ms. Fessler. She stated that the following were highlighted: fall prevention accomplishments; patient education related to fall prevention; pressure injury prevention actions; glycemic management; patient experience improvement activities; and a strategic partnership with Pace University School of Nursing.

Ms. Gevertz informed the Board that the Committee received a presentation on Patient Experience and Excellence by Ms. Bennorth and Ms. Halstead. She stated the following were highlighted: HCAHPS data; Child CAHPS; Grievance resolution data; and actions that the Patient Experience Department takes to support staff in improving the patient experience.

NEW BUSINESS

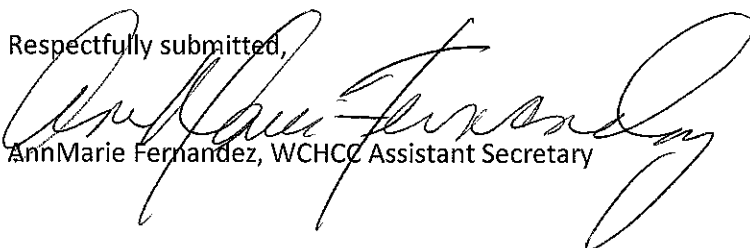
Ms. Switzer presented a Certificate of Amendment to the Certificate of Incorporation of WMCHHealth Network – Rockland, Inc. to the Board for its approval, to include the Good Samaritan Hospital's home care agency.

MR. TULIS MOTIONED TO APPROVE THE CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF WMCHEALTH NETWORK – ROCKLAND, INC., SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE APRIL 3, 2019, MEETING TO 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