

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

May 1, 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., Susan Gevertz, John Heimerdinger, Mitchell Hochberg, Patrick McCoy, Alfredo Quintero, Zubeen Shroff, Mark Tulis, Richard Wishnie

VOTING MEMBERS EXCUSED: Herman Geist

NON-VOTING MEMBERS PRESENT: Michael Israel, Michael Rosenblut

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

**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
Paula Fessler, Chief Nursing Executive
Mary Leahy, M.D., CEO, Bon Secours Charity Health System
Josh Ratner, SVP, Strategic Planning
Robert Ross, EVP, Northern Region**

PHYSICIANS PRESENT: Dr. Gewitz, Dr. Zelazny

CALL TO ORDER

The May 1, 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
Susan Gevertz	Zubeen Shroff
John Heimerdinger	Mark Tulis
	Richard Wishnie

VOTING MEMBERS EXCUSED

Herman Geist

NON-VOTING MEMBERS PRESENT

Michael Israel
Michael Rosenblut

NON-VOTING MEMBERS EXCUSRD

Nan Hayworth, M.D.
James Vodola

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE APRIL 3, 2019, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. TULIS, SECONDED BY MR. HEIMERDINGER, TO APPROVE THE APRIL 3, 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 30, 2019, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, Additional Privileges, Category of Staff Changes, FPPEs, and an Update to the POCUS privilege to the Board for its approval.

A discussion ensued.

Motion to Approve Recommendations for Appointments, Reappointments, Additional Privileges, Category of Staff Changes, FPPEs, and an Update to the POCUS Privilege.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, ADDITIONAL PRIVILEGES, CATEGORY OF STAFF CHANGES, FPPEs, AND AN UPDATE TO THE

POCUS PRIVILEGE. MS. GEVERTZ MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Ms. Bennorth informed the Board that WMC held its first VICTR Task Force meeting. She reminded the Board that this group is composed of the DA, the County Probation Department, community based Organizations, and the Justice Center who are working to improve victims' services in Westchester County.

Ms. Bennorth informed the Board that WMCHHealth hosted a Praise and Prevention meeting on opioid prevention and addiction issues with over eighty-five faith based organizations in attendance from throughout Westchester County.

Ms. Bennorth informed the Board that WMCHHealth is planning to launch a Food for Life program in conjunction with the Ossining School District and several other community based partners.

Ms. Bennorth advised the Board that WMC will be hosting the Westchester County Planning Board on June 4, 2019.

Ms. Bennorth informed the Board that over five hundred people, from both inside and outside of the corporation, toured the Ambulatory Care Pavilion ("ACP"). She stated that a Media Day is currently being planned to host all media outlets that wish to tour and report on the ACP.

Ms. Bennorth advised the Board that over thirty volunteers from WMC participated in Pitch in for Parks on Sunday at Croton Point Park.

Ms. Bennorth informed the Board that WMC is the first hospital in the Hudson Valley to launch a medical/legal partnership with an organization in New York City which provides legal services to patients. She stated that WMC can refer patients who are in need of personal legal services and there are also representatives on campus one day a week.

Ms. Bennorth advised the Board that a group from WMCHHealth recently meet with the County Executive of Ulster County to introduce and discuss possible collaboration efforts for the FACT/SAAVE program.

Ms. Bennorth informed the Board of the following upcoming events: Good Samaritan Spring Ball on May 3rd; Athleta and SAAVE event in Scarsdale on May 9th; MHRH Dinner at the Falls on May 10th; SACH Girls Night Out on May 16th; and the WMC Gala on June 1st.

Ms. Bennorth presented a video depicting transplant patients in honor of April - Donate Life Month.

Mr. Costello presented a slide show to the Board on the Ambulatory Care Pavilion ("ACP") construction project. He stated that WMC received its temporary Certificate of Occupancy for the first and second floors of the ACP. Mr. Costello reminded the Board that radiology services will begin on May 20th, followed by cardiology services. He stated that the first two floors will be occupied and functioning by the end of June.

Mr. Costello showed images of hallways that were refurbished by the in-house construction crews in order to blend them in cosmetically with the ACP.

Dr. Gewitz informed the Board that the measles continues to be a regional burden and stated there are new cases daily.

Dr. Gewitz informed the Board that the Maria Fareri Children's Hospital ("MFCH") was designated by the American Academy of Pediatrics to participate in the SOFI Program to standardize intravenous fluid administration for children who arrive with acute dehydration. He stated that fewer than forty hospitals were chosen to participate in the program nationally.

Dr. Gewitz advised the Board that the ACE Kids Act was recently passed. This Act enables complex medically fragile children to access health care across state lines.

Dr. Gewitz informed the Board that Gene Therapy is coming to the MFCH.

Dr. Gewitz advised the Board that Dr. Cairo is one of five finalists nominated for the Crain's Heritage Healthcare Award Leaders.

Mr. Ross updated the Board on the Northern Region.

Mr. Ross advised that HealthAlliance ("HA") held its annual Tulip Ball this past Saturday, with over three hundred twenty people in attendance.

Mr. Ross informed the Board that MHRH held a Falls Program whereby community members who are at risk for falls could come in for a free screening assessment.

Mr. Ross reminded the Board that May 10th is Dinner at the Falls.

Mr. Ross advised the Board that MHRH is hosting a Trauma Program Roadside to Bedside for pre-hospital providers to understand how to best care for trauma patients, specifically with brain injuries, out in the field.

Mr. Ross informed the Board that Margaretville Memorial Hospital received the National Rural Health Resource Center Award for integrating behavioral health services into the community.

Dr. Leahy advised the Board that Charity will be launching a bloodless surgery program at Good Samaritan Hospital ("GSH"). She stated that the Jehovah Witnesses have recently moved their headquarters from Brooklyn to Tuxedo, NY, and reached out to the hospital to discuss initiating the program.

Dr. Leahy advised the Board that a robotically trained urologist started today at GSH, as well as several new primary care physicians.

Dr. Leahy advised the Board that Charity is working on implementing its new ERP Platform and will be transitioning to it in May, 2020.

Dr. Leahy showed images of the refurbished Infusion Center at GSH. She stated that, at Bon Secours Community Hospital, the construction of the temporary Emergency Department is progressing nicely, and will be opened in June. Dr. Leahy advised that the first interventional radiology room has been completed at St. Anthony's Community Hospital and is awaiting approval from the Department of Health.

Dr. Garrick informed the Board that WMC is below the national benchmark for its Sep 1 bundle, which is a CMS bundle.

Dr. Garrick updated the Board on WMC's first survey of the house staff regarding resiliency and their ability to cope with the stresses upon them. She stated that the survey was anonymous and WMC's results were better than the national benchmark.

Dr. Garrick passed around posters created by the house staff for National Safety Week.

Dr. Garrick advised that work continues on clinical optimization. She stated that all of the ICUs will now have harmonized dashboards and standardized approaches. Dr. Garrick advised that the Medical Staff Committees, under Dr. Zelazny, will be actively engaged in the harmonization process. She stated that a new Maternal/Fetal workgroup will be created to harmonize and create best work practices.

Dr. Garrick informed the Board that medical student rotations to non-affiliated institutions will be phased out, and rotations to Charity and MHRH will begin.

REPORT OF THE COMMITTEES

AUDIT AND CORPORATE COMPLIANCE COMMITTEE

Mr. Wishnie advised the Board that the Audit and Corporate Compliance Committee met on April 19, 2019.

Mr. Wishnie informed the Board that Ms. Ariel reported that the following audits were in progress: Pneumonia, Chronic Obstructive Pulmonary Disease, Home Care Review, and Sleep Study. He stated that Ms. Ariel advised that these audits are in the field work status with the exception of the Home Care Review, which is in draft report for management response.

Mr. Wishnie advised that Mr. Palovick discussed the status of Internal Audits completed and in progress, including the stage and scope of each audit. He stated that the audits in progress include: Advanced Physician Services Cardiology Revenue Cycle, 2018 Senior Management Expenses, and the Ambulatory Care Pavilion Construction project. Mr. Wishnie advised that the Committee reviewed the following completed audits: Controlled Substances at MHRH Pharmacy, and the Internal Audit support work for the annual financial statement audit completed by Grant Thornton.

DIVERSITY AND INCLUSION COMMITTEE

Mr. Wishnie advised the Board that the Diversity and Inclusion Committee met on April 9, 2019.

Mr. Wishnie stated that Ms. Santana reviewed 2018 accomplishments for the Committee as follows: the Creation of the Women's Leadership Cohort, the Creation of an Emerging Leader Talent Pool, Identification of Inclusion Ambassadors, and the hosting of several educational seminars, including the HeLa Diversity in Healthcare Conference and the first ever Public Safety Summit.

Mr. Wishnie stated that Ms. Santana reviewed for the Committee several of 2019 goals as follows:

- A review of executive recruiter activities for senior leadership positions to ensure that they are abiding by their contractual obligations to provide the organization with diverse candidate slates and to ensure that recruiters are casting a wide net by engaging diverse organizations to source candidates.
- Exploring the creation of an LGBT Clinic to ensure that all the members of the communities that we serve, including members of this designated vulnerable patient population, are able to seek high quality care in an environment that is welcoming and inclusive.
- The launch of REACH Councils (Regional Engagement and Advisory Councils on Health) in both Rockland and Orange counties. Ms. Santana stated that REACH Councils allow WMChhealth to convene relevant external community stakeholders quarterly to address issues impacting the health and

wellness of the communities we serve. She advised that additional councils are to be launched later in 2019.

Mr. Wishnie informed the Board that Mr. Rabinowitz provided an update to the Committee on the organization's anticipated Enterprise Resource Platform, which will allow WMCHHealth to conduct sophisticated analyses of demographic workforce data, tracking of promotions, and other functionality that will help support the organization's ongoing diversity and inclusion efforts.

Mr. Wishnie stated that Ms. Santana concluded the Committee meeting with a synopsis of the status of the overall Strategic Diversity & inclusion Plan to date, along with forecasting of next steps furthering the work that has been done over the last several years, while also supporting the continued growth and evolution of these efforts. She stated that the healthcare transformation landscape continues to change, and issues of diversity, inclusion and community engagement continue to play a vital role for hospitals in general, and for WMCHHealth in particular.

FINANCE COMMITTEE

Mr. Shroff advised the Board that the Finance Committees met prior to the Board meeting and reviewed the financials for the period ended March 31, 2019.

Mr. Shroff stated that the cash balance at the end of March, 2019, was \$104.4 million. He advised that Current Marketable Securities were \$135.0 million, Accounts Receivable were \$183.3 million and Cash and Investments totaled \$239.5 million.

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

Total Operating Revenue - \$357.3 million
Total Operating Expenses - \$354.6 million
Operating Income - \$2.7 million
Net non-operating activities \$1.5 million
Net income before items below \$1.1 million
Excess Pension Costs - \$4.7 million
Post-Retirement Health Costs - \$4.3 million
NYS Actuarial Adjustment - \$1 million
Net Loss before Unrealized Gains on investments were \$8.8 million
Unrealized Gains on investments were \$3.0 million
Net loss was \$5.9 million

Mr. Shroff reviewed the following statistics:

Valhalla Campus

Total Acute Discharges and Outpatient Cases – 6,101; 6 more than 2018
Acute Patient Days – 40,018
Average Length of Stay – 8.47
E.R. Visits – 11,816; 793 less than 2018

MidHudson Campus

Total Acute Discharges and Outpatient Cases – 1,186; 12 less than 2018
Acute Patient Days – 5,265

Average Length of Stay – 5.91
E.R. Visits – 7,035; 24 less than 2018

QUALITY COMMITTEE

Ms. Gevertz reported that the Committee met on April 5, 2019.

Ms. Gevertz advised the Board that Dr. Garrick reported on the Quality and Safety Council meeting of March 15, 2019. She stated that Dr. Garrick highlighted reports from Graduate Medical Education (“GME”); Surgery; Transplant; and Nursing.

Ms. Gevertz advised that Dr. Garrick highlighted the QA/PI reports from the Emergency Department; Operating Room; GME; Infection Control; Nursing; and Transplant.

Ms. Gevertz informed the Board that the Committee received a presentation on Infection Prevention and Control by Dr. Chen. 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 they highlighted the following: device related infection rates; antibiotic resistant organism data; hand hygiene compliance; surgical site infection data and improvements; and additional areas of focus, including the measles.

Ms. Gevertz informed the Board that the Committee received a presentation on the Emergency Department by Dr. Miller, Dr. Paposh, and Mr. Landers. She stated the following were highlighted: key statistics; 30 minute Emergency Department statistics; ED Dashboards; Sepsis data; Pediatric door to antibiotic data for febrile oncology and Sickle Cell patients; and the Level 4 Trauma Initiative.

NEW BUSINESS

Ms. Switzer advised the Board that WCHCC’s Bylaws need to be amended to reflect that it is the sole member of HA.

Ms. Switzer advised the Board that WMCHHealth Network - Ulster (“Ulster”) needs to file a Certificate of Amendment of its Certificate of Incorporation (“COI”). She stated that the COI needs to be amended to remove Ulster as the sole member of HA.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE AMENDED WCHCC BYLAWS AND THE FILING OF A CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION FOR WMCHHEALTH NETWORK – ULSTER, INC. MR. TULIS MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE MAY 1, 2019, MEETING TO THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. DR. ADAMSON MOTIONED, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,


AnnMarie Fernandez, WCHCC Assistant Secretary