

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

June 5, 2019

6:30 P.M.

EXECUTIVE BOARD ROOM

EXECUTIVE OFFICES

VOTING MEMBERS PRESENT: William Frishman, M.D., Renee Garrick, M.D., Susan Gevertz, John Heimerdinger, Mitchell Hochberg, Patrick McCoy, Alfredo Quintero, Mark Tulis, Richard Wishnie

VOTING MEMBERS EXCUSED: Orlando Adamson, M.D., Herman Geist, Zubeen Shroff

NON-VOTING MEMBERS PRESENT: Nan Hayworth, M.D., Michael Israel

NON-VOTING MEMBERS EXCUSED: Michael Rosenblut

**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
David Ingber, SVP, Network Financial Operations
Mary Leahy, M.D., CEO, Bon Secours Charity Health System
Josh Ratner, SVP, Strategic Planning
Robert Ross, EVP, Northern Region**

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

CALL TO ORDER

The June 5, 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

William Frishman, M.D.	Mitchell Hochberg
Renee Garrick, M.D.	Patrick McCoy
Susan Gevertz	Alfredo Quintero
John Heimerdinger	Mark Tulis
	Richard Wishnie

VOTING MEMBERS EXCUSED

Orlando Adamson, M.D.
Herman Geist
Zubeen Shroff

NON-VOTING MEMBERS PRESENT

Nan Hayworth, M.D.
Michael Israel

NON-VOTING MEMBERS EXCUSED

Michael Rosenblut

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE MAY 1, 2019, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. TULIS, SECONDED BY MR. MCCOY, TO APPROVE THE MAY 1, 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 June 5, 2019, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, Additional Privilege Requests, Category of Staff Changes, FPPEs, and Updates to the Interventional Pain Medicine and Gastroenterology DOPs to the Board for its approval.

A discussion ensued.

Motion to Approve Recommendations for Appointments, Reappointments, Additional Privilege Requests, Category of Staff Changes, FPPEs, and Updates to the Interventional Pain Medicine and Gastroenterology DOPs.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, ADDITIONAL PRIVILEGE REQUESTS, CATEGORY OF STAFF CHANGES, FPPEs, AND UPDATES TO THE INTERVENTIONAL PAIN MEDICINE AND GASTROENTEROLOGY DOPS. MR. WISHNIE MOTIONED, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Ms. Bennorth informed the Board that WMC hosted the Westchester County Planning Board ("Planning Board") for the first time on Tuesday. She stated that Mr. Ratner attended the Planning Board meeting to present on WMCHHealth. Ms. Bennorth advised that the Planning Board toured the Tele-Health Unit and the Ambulatory Care Pavilion ("ACP").

Ms. Bennorth informed the Board that over one thousand people, from both inside and outside of the Corporation, have toured the ACP over the last six to eight weeks.

Ms. Bennorth advised the Board that WMC hosted a Public Safety Seminar on campus in May.

Ms. Bennorth advised the Board that May was a very busy month for volunteer on-boarding. She stated that seventy new volunteers were on-boarded, including ten college seniors who are being mentored in WMC's RN Summer Intern Program.

Ms. Bennorth informed the Board that the 2019 WMCHHealth Marathon Team is now complete and is comprised of employees representing all campuses.

Ms. Bennorth advised the Board that Good Samaritan Hospital's Spring Ball, MHRH's Dinner at the Falls, and St. Anthony's Girls Night Out wrapped up the Gala season. She stated that the events were sold out and a good time was had by all.

Ms. Bennorth informed the Board of the following upcoming events: Athleta and SAAVE event in Scarsdale on June 9th and the Golf Invitational kicks off on June 17th.

Ms. Bennorth advised the Board that WMCHHealth's ED30 digital campaign has had 1.3 million impressions over the past three months.

Ms. Bennorth informed the Board that WMC's Tele-Court program has begun. She stated that there are news clips about the new innovative program on Diligent.

Ms. Switzer advised the Board that patients in the Behavioral Health Center ("BHC") who are being detained to stay for treatment, or receive treatment over their objection, have the right to contest that treatment in court. She stated that WMC created a pilot program whereby a patient can have their court date here at BHC, without interruption to their treatment or their need to go to court for the day. Ms. Switzer advised that the program is being developed in conjunction with the Westchester County and New York State ("NYS") courts.

Ms. Bennorth presented a video on the Tele-Court pilot program.

Mr. Costello presented a slide show to the Board on the ACP construction project updates. He showed images of the new main road into the Medical Center, the landscaping, and the valet parking facilities. Mr. Costello showed images of the new lobby, the concierge desk, the outpatient pre-admission testing area, radiology, and the second floor ambulatory surgery registration area. He showed images of the pre/post-op bays, the Hill-Rom smart beds, the nursing station, and an operating room.

Mr. Costello informed the Board that Outpatient Radiology began providing services last Thursday, and one hundred eighty studies were performed on one hundred and forty-four patients. He stated that Heart and Vascular began providing services on Monday, and has treated one hundred and sixty-one patients in three days. Mr. Costello advised that Non-Invasive Cardiology began providing services on Monday, without the nuclear camera, and has performed seventy studies. He stated that pre-admission testing has seen fifty-one patients and the labs have performed over thirty draws to date.

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

Mr. Costello advised the Board that the CON was approved for the ACP buildout of floors three through seven.

Dr. Gewitz thanked the Board and management for a wonderful evening at the Gala on Saturday night.

Dr. Gewitz informed the Board that the NICU expansion designs were completed today and the bid documents are being prepared.

Dr. Gewitz informed the Board that a former Maria Fareri Children's Hospital ("MFCH") patient, who was born weighing 1lb. 1 oz., was chosen to represent the MFCH at the annual Lobby Day for the Children's Hospital Association in Washington, D.C.

Dr. Gewitz advised the Board that today was the kick-off for the Kid's Congress aspect of the Cerner implementation. He stated that there are many unique and different aspects to the pediatric electronic medical records system.

Dr. Gewitz informed the Board that measles is an ongoing issue. He stated that one hundred and two children have gone through a specially crafted data set in the Emergency Room, to keep them appropriately isolated.

Dr. Gewitz informed the Board that a physician from the MFCH participated as a featured speaker in a symposium in Monsey, NY, on the importance of measles vaccination. He stated that there were over two hundred people from the Monsey community in attendance.

Dr. Gewitz advised the Board that WMC welcomed a new Chief of Pediatric Neurosurgery last week.

Mr. Ross updated the Board on the Northern Region.

Mr. Ross advised the Board that HealthAlliance ("HA") has formed a partnership with Premier Neurologists.

Mr. Ross informed the Board that HA underwent a survey on May 10, 2019, by the Commission on Cancer Survey. He stated that HA anticipates receiving a three year accreditation.

Mr. Ross reminded the Board that Morrison began providing food and nutrition services at HA in May. He stated that the feedback has been very positive from both patients and staff.

Mr. Ross informed the Board that nine physicians and nurse leaders from HA toured WMC. He stated that the staff from HA were excited by what they saw and experienced firsthand.

Mr. Ross informed the Board that the Vital Value training has been completed at MHRH.

Mr. Ross advised that town hall meetings were conducted with the staff of MHRH and were very well received.

Mr. Ross informed the Board that psychiatry resident rotations will begin at MHRH in July.

Dr. Leahy advised the Board that Charity celebrated its 25th anniversary of the Mental Health Unit at Bon Secours Community Hospital ("BSCH") on May 2, 2019.

Dr. Leahy advised the Board that Charity held its Volunteer Luncheon two weeks ago to honor its 304 volunteers across the System. She stated that these volunteers provided 50,700 hours of service in 2018, which equated to \$1.4 million.

Dr. Leahy advised the Board that Charity celebrated Nurses Week and Hospital Week across all three campuses over the past several weeks.

Dr. Leahy advised the Board that Charity's Spring Ball was a sold out event and that a good time was had by all.

Dr. Leahy advised the Board that Charity's REACH Councils met recently. She reminded the Board that these councils allow for collaboration on education, healthcare, government, and other community-based organizations.

Dr. Leahy informed the Board that Charity continues its work on its ERP platform with INFOR for Finance and Human Resources.

Dr. Leahy advised the Board that discussions continue on urology services across the Network, in addition to a Men's Health Center at Good Samaritan Hospital ("GSH").

Dr. Leahy advised the Board that Saint Anthony Community Hospital ("SACH") held its Girls Night Out a few weeks ago, and that it was a sold out event.

Dr. Leahy updated the Board on its Medical Village project in Port Jervis. She stated that the temporary ED is almost completed, which will allow for the construction of the permanent ED to begin. Dr. Leahy advised that the Bariatric Unit construction is well under way and should be completed by the end of the summer or early fall.

Dr. Leahy informed the Board that there was a Law Enforcement Summit held at GSH last week.

Dr. Garrick informed the Board that effective July 1, 2019, medical student rotations to non-affiliated institutions will be phased out, and rotations to Charity and MHRH will begin.

Dr. Garrick informed the Board that WMC has kicked-off the Doctors Across New York project. She reminded the Board that this is a grant whereby GME residents learn how to become primary care physicians.

Dr. Garrick reminded the Board that WMC is now fully kicked-off with the Pace PA program. She stated that the Pace PA students come to WMC to do their training and externships. Dr. Garrick advised that this is a good way to recruit future PA graduates.

Dr. Garrick informed the Board that Mr. Costello and his staff will help to establish a quality program for the Ambulatory Surgery Center.

Dr. Garrick informed the Board that the enterprise-wide credentialing is going well, and the final contracts are anticipated to be completed within the next seven to fourteen days.

Dr. Garrick informed the Board that the Network Quality Council is focused on the following topics: restraints, seclusion and sedation. She stated that the goal is to ensure all physicians and nurses across the network are

trained on the policies and procedures. Dr. Garrick advised that the same is being done with narcotics, in conjunction with NYS.

REPORT OF THE COMMITTEES

STRATEGIC PLANNING COMMITTEE

Mr. Tulis advised the Board that the Strategic Planning Committee met on May 16, 2019.

Mr. Tulis informed the Board that the Committee discussed and approved the Annual Mission Statement and Performance Review. He stated that the mission statement is unchanged and the goals remain: ensure integrated delivery of services throughout WMCHHealth; develop best access to care in the Hudson Valley; and provide the highest quality service at all WMCHHealth facilities.

Mr. Tulis advised that Dr. Panza updated the Committee on Network Strategy – Cardiovascular Services. He stated that Dr. Panza presented an update on the WMCHHealth cardiovascular service line and discussed that, through integration of the service line, WMC cardiovascular transfers increased 18% from 2015-2018. Mr. Tulis advised the Board of the following regional focus areas: North – Development of new programs; West – Network integration; and South – Creation and expansion of programs.

Mr. Tulis informed the Board that Mr. Ratner reviewed the impetus for primary care development across WMCHHealth. He stated that the current primary care development is focused on a mixed model of direct provider employment and partnership with FQHCs. Mr. Tulis advised that the following regional primary care development goals were reviewed: North – Increase primary care access; West – Support specialty care services growth; and South – Increase primary care access to support specialty care services.

Mr. Tulis advised the Board that Mr. Ratner and Ms. Doran reviewed the DSRIP project, including the timeline, overview of achievements and innovation projects, investments to support future growth and the possible future of DSRIP.

Mr. Tulis informed the Board that Mr. Ratner provided an update on the HA Mary's Avenue Hospital transformation and financial plan, including the outcome of the meeting with New York State on May 14, 2019.

FINANCE COMMITTEE

Mr. Hochberg advised the Board that the Finance Committee met prior to the Board meeting and reviewed the financials for the period ended April 30, 2019.

Mr. Hochberg informed the Board that Mr. Morgan presented a capital lease with Insight Investments for approval.

Mr. Hochberg advised the Board that Mr. Morgan updated the Committee on the investment portfolio performance of WMC's Captive Insurance Company ("Captive") and the Westchester Medical Center Foundation ("WMCF"). He stated that the month of May was a rough time for the markets with a negative impact of 1.3% for the Captive and 2.7% for the WMCF and, year to date May 31, 2019, the Captive has a positive return of 5.5% and the WMCF has a positive return of 7.5%.

Mr. Hochberg advised the Board that Mr. Costello presented a Resolution to the Committee regarding the lease between the Corporation and Pep'e Fareri One, LLC (the "Landlord") for medical office space at 19 Bradhurst Avenue, Hawthorne, NY. He stated that the Corporation and the Landlord have agreed to: (a) modify and extend the term of the Existing Lease to December 31, 2041; (b) increase the Initial Demised

Premises to include the Additional Space so that the Existing Lease shall now cover all 153,376 RSF currently leased by the Corporation and its affiliates at the Building; and (c) the Other Leases shall be superseded and be of no further force or effect.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE INSIGHT INVESTMENTS CAPITAL LEASE. MR. WISHNIE MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RESOLUTION AUTHORIZING THE CORPORATION TO ENTER INTO A LEASE MODIFICATION AND EXTENSION AGREEMENT WITH THE LANDLORD OF MEDICAL OFFICE SPACE LOCATED AT 19 BRADHURST AVENUE, HAWTHORNE, NY. MR. TULIS MOTIONED, SECONDED BY MR. HEMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

QUALITY COMMITTEE

Ms. Gevertz reported that the Committee met on May 3, 2019.

Ms. Gevertz advised the Board that the Committee received a presentation by Dr. Lefkovitz on Radiology. She stated that he discussed the Department's performance improvement program, which is organized via a Multi-Disciplinary Committee. Ms. Gevertz advised that Dr. Lefkovitz reviewed the particulars of the core departmental indicators along with an explanation of why concentrating on, and examining these indicators, results in performance improvement. She stated that Dr. Lefkovitz reviewed the Radiology Department's accomplishments and improvement opportunities for 2019.

Ms. Gevertz advised the Board that Dr. Diflo provided a presentation on Transplant and detailed key performance indicators and performance improvement activities. She stated that he advised that WMC is a Regional Procurement Center with Platinum Recognition by HRSA.

Ms. Gevertz advised the Board that Dr. Prabhakaran provided a presentation on Trauma. She stated that he discussed the performance improvement initiatives in the Trauma and Surgical Critical Care services as well as the 1st Quarter 2019 Quality Improvement data.

NEW BUSINESS

Ms. Switzer advised the Board that WCHCC's Amended Procurement Policy and Procedure needs to be approved by the Board. She stated that there were some changes in NYS law, which has necessitated changes in the following key areas:

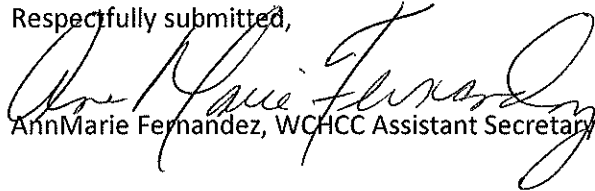
- The requirement to use formal sealed competitive bids is now limited to contracts for public work (i.e., construction) and contracts for the purchase of commodities that are necessary for the completion of public work projects.
- Contracts for (i) the purchase of commodities (unrelated to the completion of public work) and (ii) non-professional service work now may be procured by RFP and awarded on the basis of best value.
- There is now a statutory definition of "emergency procurement," and it has been incorporated into the policy.
- We are now permitted to use qualified bidder lists as part of the competitive bidding process.
- RFP responses may now be submitted electronically.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE AMENDED WCHCC PROCUREMENT POLICY AND PROCEDURE. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. QUINTERO. THE MOTIONED CARRIED UNANIMOUSLY.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE JUNE 5, 2019, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. DR. GARRICK MOTIONED, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,

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

AnnMarie Fernandez, WCHCC Assistant Secretary