

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

June 6, 2018

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, Zubeen Shroff, Michael Staib, Mark Tulis, Richard Wishnie

NON-VOTING MEMBERS PRESENT: Nan Hayworth, M.D. – via phone, Michael Israel, James Vodola

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

**STAFF PRESENT: Julie Switzer, EVP, Chief Legal Officer and General Counsel
Gary Brudnicki, COO, CFO, WMCHHealth Network
Kara Bennorth, EVP and Chief Administrative Officer
Mark Fersko, EVP, Financial Planning and Managed Care
Anthony Costello, SVP, Professional & Support Services
Mary Leahy, M.D., CEO, Bon Secours Charity Health System
Joshua Ratner, SVP, Network Strategy**

PHYSICIANS PRESENT: Dr. Gewitz, Dr. Lebovics

**PUBLIC: James Mazzella – CSEA
Ruben Bastell - CSEA**

CALL TO ORDER

The June 6, 2018, 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.	Alfredo Quintero
Renee Garrick, M.D.	Zubeen Shroff
Susan Gevertz	Michael Staib
John Heimerdinger	Mark Tulis
Mitchell Hochberg	Richard Wishnie
Patrick McCoy	

VOTING MEMBERS EXCUSED

Orlando Adamson, M.D.
Herman Geist

NON-VOTING MEMBERS PRESENT

Nan Hayworth, M.D. – via phone
Michael Israel
James Vodola

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE MAY 2, 2018, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. SHROFF, SECONDED BY MS. GEVERTZ, TO APPROVE THE MAY 2, 2018, WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS MEETING MINUTES. THE MOTION WAS APPROVED UNANIMOUSLY.

REPORT OF THE PRESIDENT OF THE MEDICAL STAFF

Dr. Lebovics gave the report of the President of the Medical Staff. He presented a credentialing packet (dated June 6, 2018, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, FPPE’s, Category of Staff Change, Additional Privileges, Updates to DOPs and Medical and Allied Health Professional Staff Applications to the Board for its approval.

Motion to Approve Recommendations for Appointments, Reappointments, FPPE’s, Category of Staff Change, Additional Privileges, and Updates to DOPs and Medical and Allied Health Professional Staff Applications.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, FPPE’s, CATEGORY OF STAFF CHANGE, ADDITIONAL PRIVILEGES, AND UPDATES TO DOPS AND MEDICAL AND ALLIED HEALTH PROFESSIONAL STAFF APPLICATIONS. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Mr. Israel introduced Dr. Sean Tedjarati to the Board, stating many may already know him as he was recruited to head up the GYN Oncology program in 2009. He informed the Board that Dr. Tedjarati has assumed the position of Chief Clinical Integration Officer for the Network.

Ms. Bennorth thanked everyone who attended the Gala, and stated that \$500,000 was raised that evening, in addition to the \$3 million that was announced at the event.

Ms. Bennorth informed the Board that there was a dedication ceremony for Maria's Garden on May 15th. She announced that Tom Chapin will be performing in Maria's Garden on June 11th; the first of many events.

Ms. Bennorth informed the Board that St. Anthony's Community Hospital ("SACH") in Warwick, held its first Girl's Night Out. She stated it was a sellout and raised over \$28,000 for women's health.

Ms. Bennorth advised the Board that several WMCHHealth nurses were featured on the Today Show during nurses' week.

Ms. Bennorth informed the Board that contained in the News Clips on Diligent, are articles featuring WMC's new pediatric cardiothoracic surgeon Dr. Nguyen.

Ms. Bennorth presented a video on WMC's vegetable and herb garden and stated it is maintained by workforce volunteers. She stated that in conjunction with Morrison, WMC is offering culinary demonstrations to its workforce members.

Ms. Bennorth informed the Board that in recognition of a job well done during the past power outage, WMC distributed two hundred and fifty pizzas and fifty-five cases of water throughout the campus.

Ms. Bennorth showed a video of the formerly conjoined twins during a recent visit to the campus; she stated it is a thirty second television commercial.

Mr. Costello presented a slide show to the Board on the Ambulatory Care Pavilion ("ACP") construction updates. Mr. Costello pointed out the extension on the top left of the building, and stated this will add six more rooms to each floor. He showed an internal image of the building where operating rooms have been framed out. Mr. Costello stated that approximately ninety percent of the framing on the second floor is complete; with eighty percent completed on the first floor. He advised the Board that a large crane is being assembled to install the pre-cast panels on the upper levels of the ACP. Mr. Costello stated that once the pre-cast panels have been completed, the glass windows will be installed, enclosing the ACP. He pointed out the two new, large oxygen tanks behind the ACP which will supply the entire campus effective July 9, 2018.

Mr. Costello showed images of the newly relocated Sleep Center and individual sleep study rooms. He stated that construction is completed and the Center has been turned over to the Sleep Center of America for wiring and installation of the cameras.

Mr. Costello showed images of the newly relocated entrance to Physical Medicine and Rehabilitation, stating the entrance is now behind the Taylor Pavilion.

Mr. Costello informed the Board that the ACP is scheduled to open in the first quarter of 2019, and remains on budget.

Dr. Leahy informed the Board that May was a busy month for Charity as it celebrated nurses' week and hospital week with various activities at all three campuses. She advised that Dr. Halperin came and toured Good Samaritan Hospital ("GSH") and discussed medical students rotating to GSH for their clinical training; primarily for OB and neurology.

Dr. Leahy informed the Board that Charity held its first Risk Management Case Conference a few weeks ago at GSH; she stated it was well received by the physicians.

Dr. Leahy informed the Board that Charity celebrated Volunteer Recognition Day with a luncheon last Thursday. She stated that Charity has three hundred twenty volunteers across the three campuses who dedicated a combined forty-eight thousand hours of their time.

Dr. Leahy advised the Board that Charity celebrated a ribbon cutting ceremony for the Warwick Walking Path last week. She stated that the one and a half mile path goes around the Village of Warwick and was a collaboration of the Orange County Department of Health, the Village of Warwick and SACH.

Dr. Leahy informed the Board that GSH's Stroke Center was recognized by Get with the Guidelines as a designated Gold Plus Quality Achievement Center, by the American Heart Association last Friday.

Dr. Leahy advised the Board that GSH held a press conference today along with Ed Day, the Rockland County Executive, in a collaborative effort to fight the opioid epidemic.

Dr. Leahy informed the Board that Charity celebrated its three year anniversary of the Joint Venture with WMC, with a barbecue at each of the three campuses.

Dr. Garrick reminded the Board that WMC will take over the ACGME sponsorship of thirty resident teaching programs from the New York Medical College ("NYMC") on July 1st. She stated that all is going well and everyone is excited.

Dr. Garrick informed the Board that discussions regarding the Research Initiative that will be linked to the NYMC are going well.

Dr. Garrick informed the Board that things are moving forward in regards to the contract with Cerner, and physicians are volunteering to engage in the pilot medical records process across the Network.

Dr. Garrick advised the Board that the Antibiotic Stewardship Program is now gathering data from all Network ICUs. She stated that the data is being used to standardize approaches.

Dr. Garrick informed the Board that the new Network Pharmacy Lead will be starting soon.

Dr. Garrick advised the Board that MHRH also received a Gold Plus award for its Stroke Center.

Dr. Gewitz informed the Board that next week the Maria Fareri Children's Hospital will launch its Family Activated Rapid Response initiative.

Dr. Gewitz advised the Board that Family Advocacy Day in Washington, D.C., is being sponsored by the Children's Hospital Association and will be attended by parents and representatives of the MFCH next week. He stated that the delegation will meet with NY representatives and advocate on behalf of various children's issues, organized with the help of Ms. MacMillan and Mr. Ryan.

Dr. Gewitz advised the Board of two presentations that will be displayed at the 8th International Conference of Family Centered Care that will be held in Baltimore on patient safety.

Dr. Gewitz informed the Board that the MFCH recently received a \$225,000 donation from the William and Dewey Edelman Charitable Trust. He advised that the donation is for specialized pediatric ultrasound equipment in the OR.

Dr. Gewitz informed the Board that the MFCH received a \$110,000 grant for pediatric cardiovascular ultrasound equipment.

Dr. Gewitz advised the Board that WMC held its first meeting this week to resurrect its Pediatric Liver Transplant program. He stated that there are already a few patients on the list.

PERSONNEL AND COMPENSATION COMMITTEE

Mr. Hochberg, Chair of the Personnel and Compensation Committee, stated that the Committee met earlier this afternoon before the Finance Committee. He stated that the report of the Committee will be presented in executive session.

STRATEGIC PLANNING COMMITTEE

Mr. Tulis, Chair of the Strategic Planning Committee, stated that the Committee met on May 17, 2018.

Mr. Tulis informed the Board that the Committee reviewed Telehealth's strategic plan which was presented by Dr. Scurlock. He stated Dr. Scurlock reviewed telehealth's national and regional trends, the competitor landscape and the quality and financial benefits.

Mr. Tulis advised that telehealth's strategies and tactics were categorized into four key areas: strengthening WMC; research and academics; network development; and leveraging infrastructure investments.

Mr. Tulis informed the Board that the Committee reviewed WMCHHealth's Annual Mission Statement and Performance Review, and voted to recommend its approval to the Board. He advised that the Mission statement is unchanged and the goals remain as follows: ensure integrated delivery of services throughout WMCHHealth; develop a Best Access to Care in the Hudson Valley; and provide highest quality service at all WMCHHealth facilities.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE 2018 ANNUAL MISSION STATEMENT AND THE 2017 PERFORMANCE REVIEW. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

Mr. Tulis informed the Board that Dr. Bierman provided an update on WMC's transition as the sponsoring institution of the GME programs and the NYMC academic affiliation. He stated everything is on track for WMC to assume sponsorship of 30 ACGME approved training programs on July 1, 2018.

Mr. Tulis advised the Board that Ms. MacMillan provided a Governmental Relations update.

Mr. Tulis informed the Board that the Committee received an update on Charity from Dr. Leahy and an update on HA from Mr. Scarpino.

FINANCE COMMITTEE

Mr. Shroff, Chair of the Finance Committee, stated that the Committee met just prior to the Board meeting and reviewed the April, 2018, financial statements.

Mr. Shroff stated that the cash balance at the end of April, 2018, was \$106.5 million. He stated this reflects the impact of the NYS pension payment of \$42.7 million on February 1, 2018.

Current Marketable Securities were \$130.5 million, and Accounts Receivable were \$176 million.

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

Total Operating Revenue - \$467.5 million
Total Operating Expenses - \$452.2 million
Operating Income - \$15.2 million
Income Before Excess Fringe Benefits and Pension Adjustment - \$9.0 million
Excess Pension Costs - \$6.3 million
Post-Retirement Health Costs - \$6.0 million
NYS Actuarial Adjustment - \$5.0 million
Unrealized losses on investments were \$2.9 million
Net loss was \$11.2 million

Mr. Shroff reviewed the following statistics:

Valhalla Campus

Total Acute Discharges and Outpatient Cases – 8,070; 352 more than 2017
Acute Patient Days – 56,042
Average Length of Stay – 8.94
E.R. Visits – 16,489; 635 more than 2017

MidHudson Campus

Total Acute Discharges and Outpatient Cases – 1,571; 69 more than 2017
Acute Patient Days – 8,950
Average Length of Stay – 7.34
E.R. Visits – 9,191; 105 less than 2017

Mr. Shroff presented a resolution to the Board authorizing (i) an interim line of credit to HA of up to \$3 million; and (ii) the guarantee of the debt services on a replacement line of credit for HA. He stated that the Committee discussed the resolution and voted to recommend approval to the Board.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RESOLUTION AUTHORIZING WMC TO ENTER INTO (i) AN INTERM LINE OF CREDIT IN THE AMOUNT OF UP TO \$3 MILLION TO HA; AND (ii) GUARANTEE THE DEBT SERVICE ON SUCH REPLACEMENT LINE OF CREDIT FOR HA. MR. WISHNIE MOTIONED, SECONDED BY MR. QUINTERO. THE MOTION CARRIED UNANIMOUSLY.

QUALITY COMMITTEE

Ms. Gevertz, Chair of the Quality Committee, stated that the Committee met on May 18, 2018.

Ms. Gevertz advised the Board that Dr. Garrick reported on the Quality and Safety Council meetings of March 8, 2018 and April 12, 2018. She stated that Dr. Garrick highlighted reports from Hyperbaric/Wound Care; Medicine; Ophthalmology; Orthopedics; and QA/PI reports from the March meeting. She stated that Dr. Garrick highlighted reports from GME; Infection Control; Nursing; Surgery/Transplant; and QA/PI reports from the April meeting.

Ms. Gevertz informed the Board that Dr. Latifi provided an overview of Trauma including volume, demographics and types of trauma commonly seen.

Ms. Gevertz informed the Board that Dr. Diflo presented an overview of the Transplant program, including metrics and volume, to the Committee. She stated that for Liver Transplant all SRTR exceeds expectations with the best one year survival rate. Ms. Gevertz advised the Board that the pediatric liver program has been reapproved. She advised that for Kidney Transplant all metrics exceed expectations and there are more than five hundred patients on the wait list. Ms. Gevertz stated the Committee discussed the Regional Procurement program and advised that the program has been enhanced over the past year with nineteen donors and four organs. She advised that WMC has its first patient listed for a kidney/pancreas transplant and the program meets all requirements for UNOS/CMS.

Ms. Gevertz informed the Board that Dr. Lefkowitz reviewed the Radiology QI program, including metrics and PI. She stated that the MHRH Radiology program is now completely integrated.

Ms. Gevertz informed the Board that the Committee received its regulatory report from Ms. McFarlane.

NEW BUSINESS

Mr. Shroff informed the Board of a Resolution to approve the following four proposed naming opportunities:

- The Nissim Family Pediatric Nursing Education Fund (\$150,000 to establish a permanently endowed nursing education fund)
- The Nissim Family Pediatric Hematology Nurse Practitioner (\$375,000 to establish a pediatric hematology nurse practitioner position in the Department of Pediatrics Oncology of MFCH)
- Westchester Warriors Way (\$250,000 to construct new entryway to the Children and Adolescent Cancer and Blood Diseases Center at MFCH)
- ShopRite Caregiver Center (\$1,000,000)

MR. SHROFF ASKED FOR A MOTION TO APPROVE THE RESOLUTION OF THE FOLLOWING FOUR NAMING OPPORTUNITIES: THE NISSIM FAMILY PEDIATRIC NURSING EDUCATION FUND; THE NISSIM FAMILY PEDIATRIC HEMATOLOGY NURSE PRACTITIONER; WESTCHESTER WARRIORS WAY; AND THE SHOPRITE CAREGIVER CENTER. MS. GEVERTZ MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

EXECUTIVE SESSION

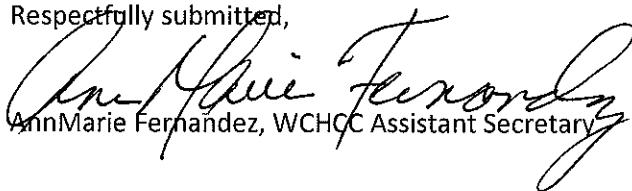
MR. HOCHBERG MOTIONED TO GO INTO EXECUTIVE SESSION FOR THE PURPOSE OF DISCUSSING QUALITY AND STRATEGIC ISSUES, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

MR. HOCHBERG MOTIONED TO GO OUT OF EXECUTIVE SESSION, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE JUNE 6, 2018, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. QUINTERO MOTIONED, SECONDED BY MR. STAIB. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,


AnnMarie Fernandez, WCHCC Assistant Secretary