

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

September 6, 2017

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, Michael Staib

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

VOTING MEMBERS EXCUSED: Claudia Edwards, PhD, Dennis Mehiel, Mark Tulis

**STAFF PRESENT: Julie Switzer, EVP, Chief Legal Officer and General Counsel
Gary Brudnicki, COO, CFO, WMCHealth Network
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
Mary Leahy, M.D., CEO, Charity
John Morgan, SVP, Financial Planning
James Palovick, Vice President Internal Audit
Jordy Rabinowitz, SVP, Human Resources Operations
Josh Ratner, SVP, Network Strategy
William Ryan, Director, Intergovernmental Relations
Patricia Wrobbel, SVP and Chief Nurse Executive**

PHYSICIANS PRESENT: Dr. Gewitz, Dr. Lebovics, Dr. Savino

**PUBLIC: James Mazzella – CSEA
Christina Lett - CSEA**

CALL TO ORDER

The September 6, 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.	Mitchell Hochberg
William Frishman, M.D.	Patrick McCoy
Renee Garrick, M.D. – via phone	Alfredo Quintero
Herman Geist	Zubeen Shroff
Susan Gevertz	Michael Staib
John Heimerdinger	

VOTING MEMBERS EXCUSED

Claudia Edwards, Ph.D
Dennis Mehiel
Mark Tulis

NON-VOTING MEMBERS PRESENT

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

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE JULY 19, 2017, MEETING OF THE BOARD. A MOTION WAS MADE BY MS. GEVERTZ, SECONDED BY MR. MCCOY, TO APPROVE THE JULY 19, 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. Lebovics provided the report of the President of the Medical Staff. He presented a credentialing packet (dated September 6, 2017, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, FPPE's, Additional Privileges, and Modifications to DOPs to the Board for its approval.

Motion to Approve Recommendations for Appointments, Reappointments, FPPE's, Additional Privileges, and Modifications to DOPs.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, FPPE's, ADDITIONAL PRIVILEGES, AND MODIFICATIONS TO DOPS. MS. GEVERTZ MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Ms. Bennorth informed the Board that WMC's Annual Golf Tournament concluded on August 21, 2017, at Winged Foot Golf Club. She stated that there were 180 golfers who participated and also viewed the solar eclipse. Ms. Bennorth informed the Board that the event raised approximately \$500,000.

Ms. Bennorth informed the Board that Bon Secours Charity is having its golf event on September 19, 2017.

Ms. Bennorth advised the Board that September 23, 2017, will be the first WMCHHealth Network wide event with wine and food tasting at The Culinary Institute of America, in Hyde Park. She stated that the event will feature five Master Chefs from across the Hudson Valley.

Ms. Bennorth informed the Board that October 1, 2017, is the Healing Half Marathon on the Bronx River Parkway.

Ms. Bennorth informed the Board that October 5, 2017, is the Wines of the World event. She stated that this year there will be a food and wine pairing, as well as honoring Dr. Boriana Parvez of the NICU.

Ms. Bennorth directed the Board to handouts at their places featuring the twelve WMCHHealth employees who are running in the New York City Marathon on November 5, 2017. She stated that WMCHHealth has a webpage featuring the employees who will "Go the Distance to Make a Difference", dedicating their run and raising money to support essential programs and services within the Network.

Ms. Bennorth informed the Board of the events scheduled for September 27, 2017, as follows: Lady Bug Idol at 11 a.m. in the Maria Fareri Children's Hospital ("MFCH") lobby; Campus cookout from 11:30 p.m. to 2 p.m. in the Oval; the Ambulatory Care Pavilion ("ACP") Topping Off Ceremony at 1 p.m. in the main hospital concourse; and the Joint Board Meeting at 2 p.m. in the MFCH conference center.

Ms. Bennorth advised the Board that Advancing Vital Values kicked off with a two day blueprint in June with seventy members of the workforce designing the journey. She stated that there will be one hundred seventy five training sessions for all sixty five hundred employees of the Network, starting with the Valhalla campus. Ms. Bennorth informed the Board that there will be an education session in the fall on this topic.

Mr. Brudnicki advised the Board that WMC received notification regarding the New York State Pension and, despite good portfolio performance, there will not be any meaningful relief in terms of WMC's funding liability.

Mr. Brudnicki informed the Board that the budget process has begun across the Network. He stated that the 2018 budgets will be presented to each respective Board in November, 2017.

Mr. Brudnicki advised the Board that the ACP project is on time and on budget. He stated that the final steel beams will be put in place before the end of September.

Mr. Brudnicki informed the Board that work continues on refining the plans for the Consolidation project at HealthAlliance ("HA"), as well as the Medical Village projects for HA and Port Jervis.

Mr. Brudnicki advised the Board that the renovations of the Cooke Tower at MidHudson Regional Hospital ("MHRH") are expected to be completed by the end of 2017.

Ms. Keenan informed the Board that the books are closing on DSRIP year 2, noting that WMCHHealth exceeded its own best expectations on earnings and performance on outcome metrics. She reminded the Board that DSRIP year 4 is based entirely on performance outcome measures. Ms. Keenan informed the Board that WMCHHealth Network has hundreds of physicians who have completed the PCMH process, have built eight medical neighborhoods, and have engaged hundreds of partners.

Ms. Keenan advised the Board that WMCHHealth Network assisted a group of very small community based organizations, who have non-Medicaid billing revenues of under \$5 million per year, to apply for a large state grant. She happily reported that they were awarded \$2.5 million last month by the state.

Mr. Israel reminded the Board that MHRH is under WMC's license and therefore does not have its own Board. He stated that MHRH does have a Board of Visitors ("BOV") comprised of community representatives and former members of the St. Francis Hospital Board. Mr. Israel presented to the Board for its approval the appointment of the Honorable Cecelia G. Morris to the BOV.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE HONORABLE CECELIA G. MORRIS TO THE BOARD OF VISITORS. MS. GEVERTZ MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

Dr. Garrick told the Board that the recruitment of a new SVP to focus on grant writing is a wonderful addition to the Network. She stated that Doctors Across New York is a group that gives grants to residents to forgive portions of their student loans if they remain in New York State ("NYS") and work after graduation. Dr. Garrick informed the Board that this could be a great resident recruitment incentive for WMC.

Dr. Garrick informed the Board that all paperwork has been submitted for WMC to take over the GME programs at the New York Medical College (the "College"). She stated that a Translation and Research group has been formed to assist in the creation of an Independent Research Institute between WMC and the College.

Dr. Garrick informed the Board that WMC is in the final stages of its Certification program for physician investigators that began last year. She stated the program will be completed in the fall and the physicians who participated will be certified in skills needed for research.

Dr. Garrick reminded the Board that WMCHHealth hired a consultant to assist the Network in integrating Quality, Risk and Credentialing across the System. She stated that the first phase has been completed and the focus is now on the legal framework on the suggested models.

Dr. Garrick informed the Board that tomorrow there will be a Network wide tele-health webinex presentation, the first to date, detailing the IT capabilities here at WMC.

Dr. Gewitz informed the Board that as a result of DSRIP, and the growing relationship with several FPHCs, Greenburgh has moved its delivery population to the MFCH. He stated that in the first three months this equated to an additional fifty deliveries, some of which were high risk mothers whose babies were admitted to the NICU.

Dr. Gewitz informed the Board of an early flu season this year.

Dr. Gewitz informed the Board that Dr. Cairo's group recently received an Ecrip award of \$700,000 from NYS. He stated this award will be used to develop programs in the C-Tel Unit.

Dr. Gewitz informed the Board that by the fall, WMC will have had a complete turnover of pediatric surgical specialists in the MFCH. He stated that WMC is in the process of recruiting pediatric general and cardiac surgeons in its efforts to revitalize the pediatric surgical program.

REPORT OF COMMITTEES

STRATEGIC PLANNING COMMITTEE

Mr. Heimerdinger stated that the Committee met on July 26, 2017.

Mr. Heimerdinger informed the Board that the Committee discussed Network Service Line Development. He stated that Mr. Amoh presented the Behavioral Health Strategic Plan. Mr. Heimerdinger informed the Board of the following Market findings: WMCHHealth is the behavioral health market leader in the region; inpatient and outpatient volume forecasts for adult and pediatric mental health and substance abuse services; and significant current and projected shortages for psychiatric practitioners.

Mr. Heimerdinger informed the Board that the Committee discussed the Women's and Children's Service Line Strategy at Good Samaritan Hospital ("GSH"). He stated that Dr. Leahy presented the strategic plan developed by WMCHHealth and Boston Children's Hospital ("BCH") to position GSH as the regional leader of Women's and Children's healthcare services. Mr. Heimerdinger informed the Board that the plan reviewed market findings and laid out strategic initiatives to support growth.

Mr. Heimerdinger informed the Board that Ms. Casey gave an update to the Committee on BCH. He stated that Ms. Casey also presented the results of a study explaining the physician market place within and around WMCHHealth's northern and western regions.

FINANCE COMMITTEE

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

Mr. Shroff stated that the cash balance at the end of July, 2017, was \$102.3 million, and Accounts Receivable were \$166.0 million.

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

Total Operating Revenue - \$800.0 million
Total Operating Expenses - \$764.3 million
Operating Income - \$35.7 million
Income Before Excess Fringe Benefits - \$26.8 million
Net Interest Expense was - \$12.3 million
NYS Actuarial Adjustment - \$8.8 million
YTD Bottom Line Loss - \$3.2 million

Mr. Shroff reviewed the following statistics:

Valhalla Campus

Total Acute Discharges and Outpatient Cases – 13,739

Acute Patient Days – 91,185
Average Length of Stay – 8.34
E.R. Visits – 27,317

MidHudson Campus

Total Acute Discharges and Outpatient Cases – 2,507
Acute Patient Days – 11,678
BHC Days – 14,181
E.R. Visits – 16,605

AUDIT AND CORPORATE COMPLIANCE COMMITTEE

Mr. Heimerdinger, Chair, WCHCC Audit and Corporate Compliance Committee, stated that the Committee met on July 21, 2017.

Mr. Heimerdinger informed the Board that Ms. Ariel reported on seven audits in progress, which included the Emergency Department Infusion Documentation and Coding audit as well as coding analyses of various diagnoses. He stated that Ms. Ariel updated the Committee on audits that were currently in draft mode and discussions with management were ongoing. Mr. Heimerdinger stated those audits included coding reviews of Circulatory Disorders with Cardiac Catheterization, Pneumonia, and Congestive Heart Failure.

Mr. Heimerdinger stated that Ms. Ariel also informed the Committee of ongoing audits for the Westchester Medical Center Advanced Physician Services, P.C., including an Evaluation and Management coding review, as well as the use of modifiers relating to Anesthesia.

Mr. Heimerdinger informed the Board that Mr. Palovick discussed the status of Internal Audits completed, as well as those in progress, with the Committee. He stated that those audits included: Biomedical Engineering; Center for Regional Healthcare Innovation (CRHI) Accounts Payable; High Dollar Item Accountability; Philips Contract Administration; eClinicalWorks System Access Controls; Information Technology; Disaster Recovery Planning; Ambulatory Care Pavilion Construction Project; Parking Services; and 2016 Senior Management Expenses.

QUALITY COMMITTEE

Ms. Gevertz, Chair, WCHCC Quality Committee, stated that the Committee met on July 21, 2017.

Ms. Gevertz advised the Board that the Committee received a report by Ms. Cuddy on the Quality and Safety Council meeting of June 8, 2017. She stated that Ms. Cuddy reported on the following: Food and Nutrition; Lifewings; MFCH Quality Counsel; Neurology; Organ Donor Council; Pharmacy and Surgery.

Ms. Gevertz informed the Board that the Committee received a presentation by Dr. Spanknebel on the Oncology Quality Council.

Ms. Gevertz informed the Board that Dr. Latifi gave a presentation to the Committee on the Surgical Quality Council. She stated that he discussed the activities that are underway in the Department of Surgery, as well highlighting the ongoing quality initiatives.

Ms. Gevertz informed the Board that the Committee received a regulatory report from Ms. Cuddy.

NEW BUSINESS

Mr. Shroff presented a resolution to the Board. He stated that the Westchester Medical Center Foundation would like to present a resolution to its Member to approve WMC naming opportunities (the "Namings") as follows:

- The Kyle Goldberg Turning Point Program (\$250,000)
- The KeyBank School at Work Program (\$100,000)
- Harper Ayva Fried Checkerboard (\$75,000)
- Sisters of St. Francis Nurses Station (\$192,000)
- Welcome to Maria's Garden (\$1,000,000)

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RESOLUTION APPROVING THE NAMINGS, AND AUTHORIZE AND DIRECT THE FOUNDATION AND WMC MANAGEMENT TO TAKE THE STEPS NECESSARY TO IMPLEMENT THEM. MR. SHROFF MOTIONED, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

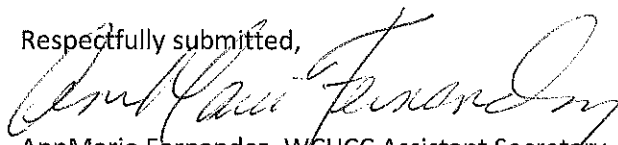
Mr. Hochberg stated that it was a pleasure to acknowledge the generosity of the donors with the appropriate name recognition.

Mr. Staib informed the Board that the Technology Committee originally scheduled for September 22, 2017 has been moved to September 29, 2017 at 8 a.m.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE SEPTEMBER 6, 2017, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. QUINTERO. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,



AnnMarie Fernandez, WCHCC Assistant Secretary