

**WESTCHESTER COUNTY HEALTH CARE CORPORATION**

**BOARD OF DIRECTORS MEETING**

**November 6, 2019**

**6:30 P.M.**

**EXECUTIVE BOARD ROOM**

**EXECUTIVE OFFICES**

**VOTING MEMBERS PRESENT: Orlando Adamson, M.D., William Frishman, M.D., Herman Geist, Susan Gevertz, John Heimerdinger, Mitchell Hochberg, Patrick McCoy, Alfredo Quintero, Zubeen Shroff, Mark Tulis, Richard Wishnie**

**VOTING MEMBERS EXCUSED: Renee Garrick, M.D.**

**NON-VOTING MEMBERS PRESENT: 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  
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**

## CALL TO ORDER

The November 6, 2019, Annual 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
Herman Geist	Alfredo Quintero
Susan Gevertz	Zubeen Shroff
John Heimerdinger	Mark Tulis
	Richard Wishnie

### NON-VOTING MEMBERS PRESENT

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 OCTOBER 2, 2019, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. SHROFF, SECONDED BY MR. HEIMERDINGER, TO APPROVE THE OCTOBER 2, 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. Frishman provided the report of the President of the Medical Staff in Dr. Zelazny's absence. He presented a credentialing packet (dated November 6, 2019, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, FPPEs, and Category of Staff Changes to the Board for its approval.

A discussion ensued.

### **Motion to Approve Recommendations for Appointments, Reappointments, FPPEs, and Category of Staff Changes.**

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, FPPEs, AND CATEGORY OF STAFF CHANGES. MS. GEVERTZ MOTIONED, SECONDED BY MR. WISHNIE. THE MOTION CARRIED UNANIMOUSLY.

## REPORT OF THE PRESIDENT

Ms. Bennorth informed the Board that WMCHHealth has formed a partnership with the Historic Hudson Valley, and was a co-sponsor of the Blaze, which was a Halloween event in Sleepy Hollow.

Ms. Bennorth advised that WMCHHealth announced a new Respiratory Services PHIL Award.

Ms. Bennorth informed the Board that all eleven WMCHHealth workforce marathon runners crossed the finish line on Sunday.

Ms. Bennorth advised that Board that WMC has treated 255 victims in conjunction with its SAAVE Program during the first year of the program.

Ms. Bennorth informed the Board that on November 25<sup>th</sup>, WMC will host its 2019 Public Safety Summit. She stated that this year's focus is on launching the Locality Assessment Program in conjunction with the Westchester County Police Department, which would help to identify victims of interpersonal violence whose next attack could be more traumatic or lethal.

Ms. Bennorth updated the Board on the following Events/Marketing/Development activities:

- Good Samaritan Hospital's ("GSH") Girls Night Out was a sold out event;
- Wines of the World, for the MFCH , had 250 people in attendance;
- Taste of the Hudson Valley was a great success with over 700 attendees;
- November 17<sup>th</sup> is Corks and Forks for GSH;
- December 7<sup>th</sup> is Winding Through Warwick, for St. Anthony's Community Hospital; and
- November 20<sup>th</sup> – November 22<sup>nd</sup> is the Annual Radiothon for the MFCH.

Ms. Bennorth advised the Board that the Video of the Month features Cardinal Dolan at the Blessing of the Hands Ceremony and the Dedication of the Ambulatory Care Pavilion.

Mr. Israel advised that in the interest of time, the Board members will receive an email with the link to the video, as many of the Board members have been here for numerous meetings this afternoon and evening.

Mr. Brudnicki presented a slide show to the Board on the ACP construction project updates. He showed images of the Cath labs in the main tower and stated that phase 1 of the Cath lab renovation project has been completed.

Mr. Brudnicki showed images of the Central Sterile expansion project located in the basement of the main tower, which was necessary due to the additional ORs in the ACP.

Mr. Brudnicki showed images of the old Ambulatory Surgery Unit, which is now being remodeled into the Endoscopy Unit. He stated that there will be four new procedure rooms, with the capacity for six. Mr. Brudnicki stated that completion is anticipated by January 2020, at which time an additional endoscopy physician will join WMC.

Mr. Brudnicki showed images of the old Au Bon Pan ("ABP") space in the main tower. He reminded the Board that ABP was bought out by Panera Bread. He stated that the three Au Bon Pan sites on the Valhalla campus will re-open in soon as Panera Bread.

Mr. Brudnicki advised the Board that the new 24 private room Expansion Project is moving along nicely, and all rooms have been framed out.

Dr. Gewitz informed the Board that the Wines of the World event was a great night with a lot of new faces in attendance.

Dr. Gewitz advised that there were two cardiac valve implantation procedures performed in the Pediatric Cath lab recently.

Dr. Gewitz informed the Board that all Board members received an invitation to the grand opening of the Liquid Gold Premie Milk Bank on December 11, 2019.

Mr. Ross updated the Board on the Northern Region.

Mr. Ross informed the Board that HealthAlliance ("HA") held its groundbreaking ceremony for the Mary's Avenue Consolidation project on October 24, 2019. He stated that the Lieutenant Governor, Mayor of Kingston, and the County Executive were all in attendance for this terrific event.

Mr. Ross advised that HA held its first Public Safety Summit on October 23, 2019 at the Payne Mansion of Marist College. He stated over sixty officers from the surrounding communities were in attendance.

Mr. Ross advised that HA will be transitioning to Crothall Healthcare for its environmental services in December.

Mr. Ross informed the Board that a new neurosurgeon has joined MHRH effective January 1, 2019.

Mr. Ross advised that three new psychiatrists and a new Director of Inpatient Behavioral Health have joined MHRH.

Mr. Ross informed the Board that a new Medical Director joined HA in October.

Dr. Leahy updated the Board on the Western Region.

Dr. Leahy advised the Board that Charity held a PAN meeting in early October. She stated that this is a regional network meeting involving several hundred agencies throughout Rockland, Orange and Westchester Counties in attendance.

Dr. Leahy advised that she met with the new leadership of the Sisters of Charity in October.

Dr. Leahy advised that Charity held its REACH Councils in both Rockland and Orange Counties.

Dr. Leahy informed the Board that the recent Girls Night Out event had over five hundred women in attendance. She stated that there was a fashion show featuring Breast Cancer survivors.

Dr. Leahy advised the Board that she attended a meeting with Senator Jennifer Metzger where the topics of discussion were healthcare challenges and budget issues.

Dr. Leahy informed the Board that there was a ribbon cutting ceremony for the Bariatric Unit.

Dr. Leahy advised that work continues with Dr. Tedjarati to expand Maternal/Fetal services, as well as UROGYN and GYN-Oncology services, across the Network.

## **REPORT OF THE COMMITTEES**

### **FINANCE COMMITTEE**

Mr. Shroff, Chair, Finance Committee, advised the Board that the Finance Committee met prior to the Board meeting.

Mr. Shroff informed the Committee that Total Cash and Investments at September 30, 2019, declined slightly as compared to December 31, 2018. He stated that Other Current Assets decreased, primarily as a result of receiving certain DSH payments; Capital Assets-Net increased primarily due to capital investments associated with the Ambulatory Care Pavilion, Cerner Project and other capital projects; and Current Portion of Other Long-Term Liabilities increased primarily due to deferred payments to Cerner, Philips, and DSRIP receipts that are held until distributions to partners (including WMC) are made.

Mr. Shroff advised that the bottom line net loss of \$2.2 million for 2019 is consistent with the bottom line net loss of \$2.1 million for 2018. He stated that Patient Service Revenue was impacted by volume, rates and case mix; Salaries and Benefits reflect the hiring of new physicians in 2019, and the impact of new physicians hired during 2018; and Supplies and Other Expenses include the impact of increased costs for "Blood Factor" which is required to treat Hemophiliac patients, and increases for other patient care expenses. Mr. Ingber advised that the increase in expenses in excess of revenue was mitigated by an increase in Investment Income and Gains.

Mr. Shroff advised that the census remained stable, and acute discharges at the Valhalla Campus were consistent with 2018. He stated that total acute discharges and outpatient cases for the MHRH campus were pretty consistent with 2018.

Mr. Shroff advised the Board of a Resolution to increase the TD Line of Credit from \$35 million to \$70 million, which the Committee voted to recommend to the Board for its approval.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RESOLUTION TO INCREASE THE TD LINE OF CREDIT FROM \$35 MILLION TO \$70 MILLION. MR. TULIS MOTIONED, SECONDED BY MR. WISHNIE. THE MOTION CARRIED UNANIMOUSLY.

Mr. Shroff noted that all Board members were in attendance at the earlier Finance Committee meeting, where the Budget for the year ending December 31, 2020 was presented and discussed. He stated that the 2020 Budget reflects a bottom line profit of \$5.2 million.

Mr. Brudnicki provided a summary review of the 2020 Strategic Plan for the Board, as all the Board members were present at the earlier Finance Committee meeting where the Plan was presented in detail.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE 2020 STRATEGIC PLAN. MR. TULIS MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

### **AUDIT AND CORPORATE COMPLIANCE COMMITTEE**

Mr. Wishnie, acting Chair, Audit and Corporate Compliance Committee, reported that the Committee met on October 18, 2019.

Mr. Wishnie advised the Board that Ms. Ariel reported on the audits in progress, including an audit on Certified Home Care at MHRH, which is in draft report awaiting response from management on Corrective Action Plans. He stated that Ms. Ariel also reported on a combined audit by the Corporate Compliance Department and Medical Records Department of Coder Competency.

Mr. Wishnie advised the Board that Mr. Palovick reported on the status of Internal Audits completed and in progress, including the stage and scope of each audit. He stated that the following completed internal audits were discussed: APS Cardiology Revenue Cycle; WMC Pharmacy Controlled Substances; and WMC Envision System/Active Directory Provision/De-Provision.

#### **GOVERNANCE AND NOMINATING COMMITTEE**

Mr. Heimerdinger, Chair, Governance and Nominating Committee, reported that the Committee met on October 31, 2019.

Mr. Heimerdinger advised the Board that the Committee discussed and voted to recommend to the Board the reappointment/appointment of the following Board Officers for a two year term:

Chair - Mitchell Hochberg  
1<sup>st</sup> Vice Chair – Zubeen Shroff  
Treasurer – Mark Tulis  
Secretary – Susan Gevertz  
Vice Chair – John Heimerdinger

Mr. Heimerdinger advised the Board that the Committee voted to recommend to the Board the reappointment of the following Corporate Officers for a two year term:

CEO – Michael Israel  
COO/CFO – Gary Brudnicki  
Chief Legal Officer and General Counsel – Julie Switzer  
Assistant Secretary – AnnMarie Fernandez

MR. HOCHBERG ASKED FOR A MOTION TO APPOINT/REAPPOINT THE WMC BOARD OFFICERS AND CORPORATE OFFICERS FOR A TWO YEAR TERM. MR. MCCOY MOTIONED, SECONDED BY MR. WISHNIE. THE MOTION CARRIED UNANIMOUSLY.

Mr. Heimerdinger advised that the Committee voted to recommend to the Board, or a three year term, the following two new HA Board members, subject to the HA Board election:

J. Christopher Smailer  
Stephanie Turco

Mr. Heimerdinger advised that the Committee voted to recommend to the Board the reappointment of the following HA Board members to a three year term:

Jerome Simonetty  
Michael Sheran, M.D.  
William Frishman, M.D.

MR. HOCHBERG ASKED FOR A MOTION TO APPOINT AND REAPPOINT THE HA BOARD MEMBERS. MR. TULIS MOTIONED, SECONDED BY DR. ADAMSON. THE MOTION CARRIED UNANIMOUSLY.

Mr. Heimerdinger advised that the Committee voted to recommend to the Board the reappointment of the following WMC-New York Board members to a two year term:

Mark Tulis  
John Heimerdinger

Michael Israel  
Gary Brudnicki  
Julie Switzer

MR. HOCHBERG ASKED FOR A MOTION TO REAPPOINT THE WMC – NEW YORK BOARD MEMBERS TO A TWO YEAR TERM. MR. WISHNIE MOTIONED, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

#### **PERSONNEL AND COMPENSATION COMMITTEE**

Mr. Hochberg, Chair, Personnel and Compensation Committee, reported that the Committee met earlier this afternoon.

Mr. Hochberg reported that the Committee moved into Executive Session to take care of several administrative items. He stated that the Committee also approved of the engagement of Sullivan Cotter as WMC's Compensation Consultant. Mr. Hochberg advised that a Request for Proposals was sent out to a number of compensation firms, with seven proposals submitted in response. He stated that the Committee felt that Sullivan Cotter is totally immersed in our market and academic-specific hospital institutions and noted that they represent all but one academic medical center in New York City, as well as GNYHA.

#### **QUALITY COMMITTEE**

Ms. Gevertz, Chair, Quality Committee, reported that the Committee met October 4, 2019.

Ms. Gevertz advised the Board that Dr. Garrick gave the report of the Quality and Safety Council for June and July to the Committee. She stated that the following Departments presented to the Council:

June: The Critical Care Committee; the Emergency Department; and the Laboratory/Blood Bank. In addition, QA/PI reports were provided by Neurosurgery and OB/GYN.

July: The Glycemic Counsel; Aids Care; Oncology; and the MFCH. In addition, QA/PI reports were provided by Nursing, anesthesia, and the Pharmacy.

Ms. Gevertz informed the Board that the Committee received a presentation on the Behavioral Health Council ("BHC") by Dr. Ferrando. He outlined several Performance Improvement ("PI") projects for BHC including the following:

**Patient Experience:** Patient satisfaction with the amount of time spent in therapeutic activities has significantly increased from Q1 to Q2, as a result of the appointment of a Director of Therapeutic Programming. Patients also reported greater satisfaction with food temperature following improvements in delivery methods to retain heat. He stated that noise level remains a challenge.

**Readmission Reduction:** This PI project is active across both WMC campuses. He stated that the readmission rate for child and adolescents has declined throughout the year, while the adult readmission rates have shown moderate increases. Additional planned actions include use of readmission risk assessments and increased referrals to higher intensity outpatient services.

**Restraint Reduction:** Both campuses have reported a sustained decrease of restraint use. He advised that PI plans include continued de-escalation training, and a comfort room is going live on the children's unit.

**Fall Reduction – Psychiatric Medical Unit:** Multiple actions have been implemented on B3 where more medically fragile adults are treated. Analysis reveals that falls generally occur at night, with patients

going to the bathroom. The PI plan includes interventions to decrease events, such as bed alarms and more frequent rounding to include offers for toilet assistance.

AMA Reduction – Substance Abuse Disorders – MHRH: AMA rates have significantly declined following a change in the treatment model. The new Director of Addiction Psychiatry has implemented medication-assisted treatment and a harm-reduction philosophy, noting that strict treatment models do not work in today's times.

Ms. Gevertz advised the Board that the Committee received a presentation on Nursing by Ms. Fessler. Ms. Fessler reported on the following Quality Improvement activities of the Nursing Department:

- Quality Improvement activities are primarily focused on leadership, culture, quality and safety;
- Head Nurse Positions have been added to nearly every unit to ensure 24/7 leadership, accountability and bedside presence. Culture change is being accomplished through role modeling, building collaborative teams, and aligning resources. Clinical leadership is being re-trained and front line staff cross-trained;
- Patient experience initiatives include: In collaboration with the Patient Advocate Department, implemented family meeting within 24 hours of admission with physician, nurse and case manager, set to trial in the TICU in mid-October; and appointed a dedicated patient experience nursing director;
- Focus on complaint and grievance resolution: Data is encouraging but not a trend. HCAHPS are variable, but overall up for 2019;
- Enhancing nurse to provider and nurse to nurse communication with use of tiger text to help triage patient needs and close the loop on communication;
- Bar-code scanning of blood products initiated August, 2019 with SoftIdTx; and
- EMR project: working to ensure that the EMR facilitates critical thinking rather than reliance on checkboxes task accomplishment.

Ms. Gevertz advised that the Committee then received a Regulatory report from Ms. Fessler and Ms. McFarlane.

#### **NEW BUSINESS**

There was no new business.

#### **ADJOURNMENT**

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE NOVEMBER 6, 2019, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. DR. ADAMSON MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,

  
AnnMarie Fernandez, WCHCC Assistant Secretary