

CALL TO ORDER

The November 1, 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
Herman Geist	Zubeen Shroff
Susan Gevertz	Michael Staib
John Heimerdinger	Mark Tulis

VOTING MEMBERS EXCUSED

Claudia Edwards, Ph.D
Renee Garrick, M.D.
Alfredo Quintero

NON-VOTING MEMBERS PRESENT

Michael Israel
James Vodola
Richard Wishnie

NON-VOTING MEMBERS EXCUSED

Nan Hayworth, M.D.

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 4, 2017, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. SHROFF, SECONDED BY MR. HEIMERDINGER, TO APPROVE THE OCTOBER 4, 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 November 1, 2017, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, FPPE's and Updates to DOPs to the Board for its approval.

Motion to Approve Recommendations for Appointments, Reappointments, FPPE's, and Updates to DOPs

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, FPPE's AND UPDATES TO DOPS. MR. TULIS MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Mr. Israel re-introduced Mecca Santana, SVP of Diversity and Inclusion and Community Engagement, to the Board. He stated that Ms. Santana is directing the system's deployment of diversity and inclusion and best practices across the Network. Mr. Israel informed the Board that Ms. Santana previously was the Chief Diversity Officer of New York State ("NYS"); and the Executive Director of the Equal Employment Opportunity and Diversity Management for the New York City Department of Education.

Mr. Israel introduced Kelly MacMillan, SVP of Government Relations, to the Board. He stated that Ms. MacMillan will direct strategies that identify and foster relationships with government officials and agencies. Mr. Israel stated that Ms. MacMillan has worked in both the private and public sectors, including serving as the NYS Director of Public Infrastructure and Chief of Staff for Assemblyman Richard Brodsky.

Mr. Israel introduced Sue Gerry, SVP of Strategic Alliances and Partnerships, to the Board. He stated that Ms. Gerry will play a pivotal role in the development and implementation of strategic relationships to help the Network entities in their roles as anchor institutions within the communities they serve. Mr. Israel stated that Ms. Gerry was previously the Deputy Mayor of Yonkers; has worked at both the county and state levels; was a policy advisor for Governor Andrew Cuomo; and was senior assistant to Westchester County Executive Andy Spano.

Ms. Bennorth informed the Board that the Network launched WMC Salute in an effort to support the Latino community in Kingston and throughout the Hudson Valley. She stated that WMC Salute is an engagement platform through HealthPrize Technologies that will connect individuals to available resources.

Ms. Bennorth informed the Board that MHRH has launched a program called Pathways to Practice where local high school students come and spend a day with a healthcare professional. She stated that this is a great way to get local young residents interested in exploring healthcare careers in the Hudson Valley.

Ms. Bennorth advised the Board that 650 runners participated in the recent Healing Half Marathon, raising \$60,000.

Ms. Bennorth informed the Board that Charity held its 2nd Girls Night Out event on October 19th. She stated this event was a fundraiser for the Breast Center at Good Samaritan Hospital and noted 380 women were in attendance.

Ms. Bennorth reminded the Board that this Sunday is the Taste of the Hudson Valley event. She stated that fifty local Hudson Valley purveyors will take part in the food and wine pairing.

Ms. Bennorth drew the Board's attention to their NYC Marathon Runners' placemats. She stated that the placemats feature the Network's 12 marathon runners who are raising money for their individual hospital. Ms. Bennorth stated that there will be a Network cheer zone on 72nd Street and 1st Avenue.

Ms. Bennorth informed the Board that next Sunday is GSH's Corks and Forks event.

Ms. Bennorth informed the Board that December 2nd is Winding Through Warwick. She reminded the Board that this fundraising event for St. Anthony's Community Hospital features a holiday house tour through downtown historic Warwick.

Ms. Bennorth advised the Board that this weekend ShopRite is holding a Point of Sale fundraising event for the Maria Fareri Children's Hospital ("MFCH"). She stated that 26 ShopRite stores throughout the Hudson Valley are participating in the event.

Ms. Bennorth reminded the Board that the annual WHUD Radiothon will be broadcasted from the lobby of the MFCH on November 15th through the 17th.

Ms. Bennorth presented a video featuring Dr. Parvez and the Donor Breast Milk program.

Mr. Costello presented a slideshow of recent construction projects to the Board. He stated that the in-house construction crew is renovating the patient rooms and has completed a tub room in Physical Medicine and Rehabilitation.

Mr. Costello advised the Board that the doll exhibit in the MFCH has been moved upstairs to allow the gift shop to relocate. Admitting will now be right off the lobby.

Mr. Costello showed pictures of a newly constructed lab in the basement of the Macy Pavilion that has just been completed by the in-house construction crew.

Mr. Costello informed the Board that the in-house construction crew continues its work on the corridors throughout the Macy Pavilion.

Mr. Costello informed the Board that Parking Lot 12, which is located in front of the Ambulatory Care Pavilion ("ACP"), is completed and open.

Mr. Costello informed the Board that pre-cast panels are being installed on the ACP. He stated that most of the project for the GMP 4 has been bid out. Mr. Costello informed the Board that the final GMP 5 for finished carpentry is due in December. He stated that the ACP project remains on budget.

Mr. Israel asked Mr. Costello to point out the different areas of the ACP structure on the slide he presented to the Board.

Mr. Costello pointed out the extension of the main tower that will house twenty-four new private rooms and the continuation of the main concourse. He advised the Board that the 2nd floor will house the new ambulatory operating rooms and will connect to the ICU in the main hospital. Mr. Costello stated that floors three through seven will primarily be physician office space, and the 1st floor will be outpatient radiology, pre and post-op areas, and non-invasive cardiology.

Mr. Costello advised the Board that the Sleep Center has been relocated from the 3rd floor of the Behavioral Health Center to its own designated area on the 1st floor.

Mr. Costello informed the Board that the Atrium at MHRH has been renovated by the in-house construction crew and office space was created for physicians of the Heart and Vascular Institute.

Mr. Israel informed the Board that he has a couple of Strategic items for Executive Session.

REPORT OF COMMITTEES

AUDIT & CORPORATE COMPLIANCE COMMITTEE

Mr. Heimerdinger, Chair of the Committee, stated that the Committee met on October 20, 2017.

Mr. Heimerdinger informed the Board that Ms. Ariel reported that there are thirteen audits currently in progress. He stated that Ms. Ariel informed the Committee that some of the audits are ongoing from the previous quarter and five new audits include the Infusion Center; the Medicare Outpatient Observation Notice; the Advanced Directive Policy; Detox and Alcohol; and the Right Heart Catheterization with Biopsy audit. Mr. Heimerdinger informed the Board that Ms. Ariel reported there is one audit for Radiation Oncology under Advanced Physician Services in the planning stages.

Mr. Heimerdinger informed the Board that Mr. Palovick updated the Committee on the status of Internal Audits including the Philips Contract Administration; eClinicalWorks System Access Controls; Information Technology Disaster Recovery Planning; the ACP project; Parking Services; 2016 Senior Management Expenses; the Diamond Healthcare Contract Administration; and Mobile Device Management.

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 September, 2017, financial statements.

Mr. Shroff stated that the cash balance at the end of September, 2017, was \$130.6 million, and Accounts Receivable were \$166.7 million.

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

Total Operating Revenue - \$1.03 billion
Total Operating Expenses - \$983.8 million
Operating Income - \$48.2 million
Income Before Excess Fringe Benefits - \$36.4 million
Excess Pension Costs - \$14.8 million
Post-Retirement Health Costs - \$12.4 million
Net Interest Expense was - \$19.7 million
NYS Actuarial Adjustment - \$11.3 million
YTD Bottom Line Loss - \$2.0 million

Mr. Shroff reviewed the following statistics:

Valhalla Campus

Total Acute Discharges and Outpatient Cases – 17,960
Acute Patient Days – 120,704
Average Length of Stay – 8.46
E.R. Visits – 35,255

MidHudson Campus

Total Acute Discharges and Outpatient Cases – 3,235

Acute Patient Days – 15,025

Average Length of Stay – 5.49

E.R. Visits – 21,277

RESOLUTIONS

Mr. Shroff informed the Board that the Committee discussed and recommended to the Board for its approval two resolutions related to the Consolidation and Medical Village projects at HealthAlliance (“HA”). He stated that the Corporation will guarantee the debt service on a future HA loan of \$28 million in the first resolution, and the second resolution guarantees a fundraising shortfall up to \$6.7 million.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE TWO RESOLUTIONS REGARDING GUARANTEES OF DEBT SERVICE ON A FUTURE HA LOAN OF \$28 MILLION AND A HA FUNDRAISING SHORTFALL UP TO \$6.7 MILLION. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

GOVERNANCE COMMITTEE

Mr. Heimerdinger, Chair of the Governance Committee, stated that the Committee met on October 23, 2017. He asked Ms. Switzer to review the Bylaw revisions that the Committee recommended to the Board for its approval.

Ms. Switzer reviewed the following substantive Bylaw revision highlights:

- Article II Section 1 – Clarified that the four (4) non-voting representatives on the Board are deemed to be non-voting Directors
- Article II Section 2 – Provided there is a quorum in person at the meeting, Directors who are unable to be present at the meeting may participate telephonically
- Article III Section 2 – A voting Director shall not be eligible for election to more than three consecutive two year terms as Chair, Vice Chair, Secretary or Treasurer
- Article IV Section 4.1 – Standing Committee members shall serve two year terms or until their successors are designated

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE BYLAW REVISIONS. MR. TULIS MOTIONED, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

MR. HEIMERDINGER MOTIONED TO APPROVE THE BOARD OFFICERS AS FOLLOWS:

- MITCHELL HOCHBERG – CHAIR
- ZUBEEN SHROFF - 1ST VICE CHAIR AND TREASURER
- MARK TULIS – VICE CHAIR
- SUSAN GEVERTZ – VICE CHAIR
- JOHN HEIMERDINGER – SECRETARY

MS. GEVERTZ SECONDED. THE MOTION CARRIED UNANIMOUSLY.

Mr. Heimerdinger stated that the following Corporate Officers were recommended by the Committee to the Board for its approval:

- MICHAEL D. ISRAEL – CEO
- GARY F. BRUDNICKI – COO/CFO
- JULIE SWITZER – CHIEF LEGAL OFFICER AND GENERAL COUNSEL
- ANNMARIE FERNANDEZ – ASSISTANT SECRETARY

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE CORPORATE OFFICERS. MR. STAIB MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

Mr. Heimerdinger informed the Board that the Committee recommended to the Board for its approval the following reappointments/appointments to its subsidiary Boards:

- WMCHHealth Network – Ulster, Inc. – Reappoint all Directors and Appoint Gary F. Brudnicki
- WMCHHealth Network – Rockland, Inc. – Reappoint all Directors
- WMC NEW YORK, INC. – Reappoint all Directors and Appoint David Ingber as Executive Director
- NORTH ROAD LHCSA – Appoint Patricia Wrobbel and David Ingber
- MID-HUDSON VALLEY EARLY EDUCATION CENTER – Appoint Julie Switzer, Mecca Santana and David Ingber
- NORTHEAST PROVIDER SOLUTIONS – Appoint David Ingber as Executive Director and Secretary

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE REAPPOINTMENTS/APPOINTMENTS TO THE CORPORATION'S SUBSIDIARY BOARDS. MR. TULIS MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

QUALITY COMMITTEE

Ms. Gevertz, Chair of the Quality Committee, stated that the Committee met on October 20, 2017.

Ms. Gevertz advised the Board that the Committee received a report by Dr. Garrick on the Quality and Safety Council meeting of September 13, 2017. She stated that Dr. Garrick reported on the following: Dialysis; Occupational Health; Health Information Management; Outpatient Clinics; and Radiology.

Ms. Gevertz informed the Board that the Committee received a presentation on Pharmacy quality initiatives by Mr. Thankachen and Ms. Simmons.

Ms. Gevertz informed the Board that the Committee received a presentation on Behavioral Health quality initiatives by Dr. Ferrando.

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

Ms. Gevertz informed the Board that the Quality Committee will defer its Executive Session report until next month.

NEW BUSINESS

There was no new business.

EXECUTIVE SESSION

MR. HOCHBERG ASKED FOR A MOTION TO MOVE INTO EXECUTIVE SESSION FOR THE PURPOSE OF DISCUSSING STRATEGIC PLANNING. MR. SHROFF MOTIONED, SECONDED BY MR. MCCOY. THE MOTION CARRIED UNANIMOUSLY.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE NOVEMBER 1, 2017, ANNUAL MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. TULIS MOTIONED, SECONDED BY MR. STAIB. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,

AnnMarie Fernandez, WCHCC Assistant Secretary

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS ANNUAL MEETING

November 1, 2017

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, Zubeen Shroff, Michael Staib, Mark Tulis

NON-VOTING MEMBERS PRESENT: Michael Israel, James Vodola, Richard Wishnie

VOTING MEMBERS EXCUSED: Claudia Edwards, PhD, Renee Garrick, M.D., Alfredo Quintero

NON-VOTING MEMBERS EXCUSED: Nan Hayworth, M.D.

STAFF PRESENT: Julie Switzer, EVP, Chief Legal Officer and General Counsel
Gary Brudnicki, COO, CFO, WMCHHealth Network
Patti Ariel, SVP, Internal Audit and Chief Compliance Officer
Kara Bennorth, EVP, Corporate Communications and Fund Development
Kevin Carraccio, SVP, Fund Development
Anthony Costello, SVP, Professional & Support Services
Beth Davis, SVP, Deputy General Counsel
Mark Fersko, EVP, Financial Planning and Managed Care
Susan Gerry, SVP, Strategic Alliances & Partnerships
David Ingber, SVP, Network Financial Operations
June Keenan, SVP, Delivery System Transformation
Mary Leahy, M.D., CEO, Charity
Kelly MacMillan, SVP, Government Relations
John Morgan, SVP, Financial Operations
James Palovick, Vice President Internal Audit
Jordy Rabinowitz, SVP, Human Resources Operations
Mecca Santana, SVP, Diversity & Community Engagement
Patricia Wrobbel, SVP and Chief Nurse Executive

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

PUBLIC: Alan Aronow – CSEA
Susan Fontana - CSEA