

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

July 20, 2016

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 – via phone, Dennis Mehiel, Zubeen Shroff, Michael Staib, Mark Tulis

NON-VOTING MEMBERS PRESENT: Michael Israel, James Vodola

VOTING MEMBERS EXCUSED: Claudia Edwards, PhD, Alfredo Quintero,

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

**STAFF PRESENT: Julie Switzer, EVP, General Counsel, and Counsel to the Board
Gary Brudnicki, COO, CFO
Patricia Ariel – Chief Compliance Officer
Kara Bennorth, EVP, Corporate Communications and Fund Development
Marsha Casey, EVP, Network Strategy and Integration
Anthony Costello, SVP, Professional and Support Services
Beth Davis, SVP, Deputy General Counsel
Mark Fersko, EVP, Financial Planning and Managed Care
June Keenan, SVP, Delivery System Transformation
James Lee, SVP, Operations
Anthony Mahler, SVP, Strategic Planning
John Morgan, SVP, Financial Planning
Jordy Rabinowitz, SVP, Human Resources Operations
Patricia Wrobbel, SVP and Chief Nurse Executive**

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

CALL TO ORDER

The July 20, 2016, 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 – via phone
Renee Garrick, M.D.	Dennis Mehiel
Herman Geist	Michael Staib
Susan Gevertz	Zubeen Shroff
John Heimerdinger	Mark Tulis

VOTING MEMBERS EXCUSED

Claudia Edwards, PhD
Alfredo Quintero

NON-VOTING MEMBERS PRESENT

Michael Israel
James Vodola – via phone

NON-VOTING MEMBERS EXCUSED

Nan Hayworth, M.D.
Richard Wishnie

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE JUNE 1, 2016, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. HEIMERDINGER, SECONDED BY MR. TULIS, TO APPROVE THE JUNE 1, 2016, 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 on behalf of the President of the Medical Staff. He presented a credentialing packet (dated July 18, 2016, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, Additional Privileges, FPPE's, and Updates DOP's to the Board for its approval.

Motion to Approve Recommendations for Appointments, Reappointments, Additional Privileges, FPPE's, and Updated DOP's.

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

Dr. Frishman presented to the Board, for its annual approval, a Medical Staff Resolution stating that Westchester Medical Center resolves to provide the resources necessary to achieve and sustain a Level II New York State and American College of Surgeons trauma hospital designation at MHRH.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE MHRH AS A LEVEL II NEW YORK STATE AND AMERICAN COLLEGE OF SURGEONS TRAUMA HOSPITAL DESIGNATION. MR. TULIS MOTIONED, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

Dr. Frishman presented to the Board, for its approval, a Medical Staff Bylaws revision previously approved by the Medical Staff Bylaws Committee, Medical Executive Committee and the Medical Staff. He stated that the revision adds the following to Article VII Section 1: "available to the Department to carry out its mission and strategic goals as defined by the Department".

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MEDICAL STAFF BYLAWS REVISION. MS. GEVERTZ MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Mr. Israel requested the following reports be provided to the Board by senior management:

Ms. Bennorth informed the Board that today was the third leg of the Golf Invitational at Morefar Back O'Beyond in Brewster, NY.

Ms. Bennorth informed the Board that last Sunday was Sail 4 Kids at the American Yacht Club in Rye. This event hosts Maria Fareri Children's Hospital patients and their families for a day of sailing on the water.

Ms. Bennorth advised the Board that on Tuesday, July 26, 2016, the Evan Lieberman Foundation will host its Golf, Tennis and Dodgeball event at the Trump National Golf Club in Briarcliff Manor. She noted that there are several WMC teams participating in the dodgeball event.

Ms. Bennorth reminded the Board that next Saturday is the Insane Inflatable 5K Obstacle at the Dutchess County Fairgrounds in Rhineback. She informed the Board that this year WMCHHealth has teamed up with OPositive in sponsoring a recovery tent offering massages and other recovery activities. Ms. Bennorth stated that proceeds from this event will go to MidHudson Regional Hospital ("MHRH").

Ms. Bennorth informed the Board that next Thursday, July 28, 2016 is Miracle Treat Day at participating Dairy Queens in the Hudson Valley region. She stated that one dollar from each Blizzard sold will go to the Miracle Network Hospitals.

Ms. Bennorth informed the Board that WMC is participating in Her Honor mentoring program in collaboration with Judge Judy. She stated that we will be sponsoring two female students from Port Chester High School to work on the Valhalla campus during their senior year.

Ms. Bennorth advised the Board that we have introduced LifeWings at MHRH to the physician staff. She stated that, to date, 3,710 employees on the Valhalla campus have received training.

Ms. Bennorth updated the Board on the WMC employees participating in the NYC Marathon. She stated that WMC has a page on the NYC Marathon website profiling six employees who are dedicating their run to raise money on behalf of the hospital.

Ms. Bennorth mentioned to the Board that Charity is rolling out its ad campaign to mirror WMC's ads that feature patients.

Mr. Costello updated the Board on the Ambulatory Care Pavilion ("ACP") project, stating that bids for the enabling and site work are due on July 27, 2016. He noted that in anticipation of the bids being advertised, WMC held a supplier diversity initiative. Mr. Costello stated that one hundred and fifty contractors, as well as our NYS representative, attended the meeting whereby the contractors were informed on how to become involved with the project. He stated that WMC has a thirty percent goal for MWBE and a 6% goal for disabled veteran participation on the project. Mr. Costello informed the Board that the NYS representative addressed the prospective contractors and stated that WMC has worked hard and has met or exceeded the MWBE goal since its implementation.

Mr. Costello advised the Board that the budget for the ACP remains at \$185 million dollars, with a 10% contingency. He stated that the enabling and site work bids are coming in on budget. Mr. Costello informed the Board that the CON was approved with no contingencies.

Mr. Costello reminded the Board that Health Alliance of the Hudson Valley ("HAHV") has an \$88 million dollar project ongoing which includes a new tower at the Mary's Avenue campus and a medical village at the Broadway campus. He stated that the Request for Proposals ("RFP") for architectural services has been completed and the firm of Francis Cauffman has been awarded the contract. Mr. Costello informed the Board that the RFP Committee also chose Turner Construction and Sano-Rubin as the project managers. He stated that HAHV is in the programming, value engineering and pre-construction phase in preparation for filing the CON by the end of August.

Mr. Costello updated the Board on the \$24.5 million dollar Port Jervis medical village project. He stated that similar to the HAHV project, RFPs were sent out and the architectural firm chosen was NK Architects, and SKANSKA will be the project manager. Mr. Costello advised the Board that the programming, value engineering and pre-construction phase is also on going in preparation for filing the CON by the end of August.

Mr. Costello updated the Board on the Lobby project on the Valhalla campus. He stated that the wood work and ceilings are being installed, the floors have been completed and all glass has been installed. Mr. Costello estimated completion of the interior of the lobby by the end of August, with the roundabout completed by the end of September.

Ms. Casey gave an update on DSRIP to the Board. She stated that in addition to the two capital projects that Mr. Costello spoke about at HAHV and Port Jervis, the state has requested more capital funds for DSRIP initiatives, with a quick turnaround timeframe. Ms. Casey informed the Board that WMCHHealth received its last evaluation for DSRIP year one and achieved a 99.9% success rate. She stated that as a result of DSRIP, WMCHHealth realizes it needs to transform how teams are working across a population for transitions of care. Ms. Casey informed the Board that fifty executives from across the network came together at the Marriot for a meeting which included nursing leaders, physician leaders, case managers, etc. to start to envision how we need to change our efforts and prepare for the evolution of the new workforce that we will need. She stated that Philips presented an interactive and engaging vision called Procreate at the meeting.

Mr. Brudnicki informed the Board that on Monday, July 18, Meic Schmidt, M.D., MBA, from the University of Utah, signed an employment agreement with WMC as the Director of Neurosurgery, and will also be

appointed as the Chairman of Neurosurgery at the New York Medical College. He stated that the search committee, led by Dr. Savino, interviewed many terrific candidates from across the country and ultimately had to stop the interview process due to the overwhelming interest. Mr. Brudnicki stated that Dr. Schmidt is a protégé of William Caldwell, M.D., a former Director of Neurosurgery here at WMC. He stated that Dr. Schmidt's first priority will be to create a strategic plan for neurosurgery throughout the network.

Dr. Savino noted for the Board that Dr. Schmidt is trained in both spinal and oncologic surgery as a neurosurgeon, as well as being one of the top five in the world in minimal invasive neurosurgery.

Dr. Garrick informed the Board that, as Ms. Bennorth mentioned, there is a wonderful Charity ad at the Westchester Mall.

Dr. Garrick informed the Board that LifeWings, also known as TeamSTEPPS, is a requirement of credentialing. She stated that in addition to the 3,700 staff members on the Valhalla campus already trained, and the staff currently being trained at MHRH, the new residents that started on July 1, 2016 will have TeamSTEPPS as part of their training as well.

Dr. Garrick informed the Board that WMC has rolled out new pain management training and stated the residents will be tested when they begin their training, and again after three months, to get a sense of their understanding of pain management.

Dr. Garrick thanked all those who were involved in the handling of the crane incident yesterday. She stated that the departments were ready and waiting, not knowing what to expect. Dr. Garrick noted that Governor Cuomo and the Commissioner of Health came to the hospital and were well received.

Dr. Garrick informed the Board that there are now three months of data available from the Telehealth program being shared with the physicians. She stated many good things will come from this data sharing.

A discussion ensued.

Dr. Gewitz informed the Board the new X-ray room has opening in the MFCH where the patient is able to choose the environment of the room. He noted that with the Philips technology this X-ray emits the lowest dose of radiation for procedures in the country. Dr. Gewitz also noted this new technology was funded in part by the Children's Miracle Network.

Dr. Gewitz advised the Board of two recent events in Albany involving physicians from the MFCH. He stated that two neonatologists testified on behalf of the Donor Milk Bank Program in an effort to have insurance companies recognize its importance and provide reimbursement. Dr. Gewitz also informed the Board that Dr. Canter testified on safe sleep practices in an effort to have legislation mandate that hospitals teach safe sleep programs in an effort to avoid Sudden Infant Death Syndrome.

Dr. Gewitz informed the Board that next week is the 7th Annual Institute for Family and Patient Centered Care at the Marriot Marque in New York City. He stated that staff from the MFCH will be doing a presentation on the impact of volunteers and an hour long symposium on how parents can help to create a safe environment for their children while they are a patient in the hospital.

REPORT OF COMMITTEES

FINANCE COMMITTEE

Mr. Shroff, Chair, WCHCC Finance Committee, noted that the Committee met just prior to this Board meeting. He informed the Board that he would be reporting on the Valhalla and MHRH Statement of Operations, and noted that the Committee will be receiving a financial overview on HAHV starting in September.

Cash position for the five months ended May, 2016, was \$138.6 million
Accounts Receivable was \$156.3 million
Total Operating Revenues of \$525.2 million
Total Expenses of \$510.5 million
Operating Income of \$14.7 million
Income before Excess Fringe Benefits of \$5.8 million
Pension Cost of \$9.3 million
Post Retirement Health of \$6.2 million
Bottom Line Loss of \$9.8 million, which is favorable to budget by \$2.6 million

Statistics for the Period ended May 31, 2016

Valhalla Campus:

Total Acute Discharges – 9,865, which is an increase of 329 from the same period last year
Total Acute Patient Days – 65,942
Length of Stay – 8.22
Total ER Visits – 19,815, which is an increase of 1,460 from the same period last year

MHRH Campus:

Total Acute Discharges – 1,860, which is an increase of 14 from the same period last year
Total Acute Patient Days – 9,695, which is an increase of 740 from the same period last year
Length of Stay – 6.09
Total ER Visits – 12,138, which is an increase of 946 from the same period last year

PERSONNEL & COMPENSATION COMMITTEE

Mr. Hochberg, Chair, WCHCC Personnel & Compensation Committee, noted that the Committee met just prior to this Board meeting. He stated that the main focus of the meeting was to approve a new senior executive bonus plan, which was revised in response to the NYS Comptroller audit. He informed the Board that the Committee approved the senior executive bonus plan.

Mr. Hochberg advised the Board that the Committee also discussed an agenda for the remainder of 2016, as well as goals for the CEO. He also noted that the Committee set a calendar for the CEO's 2017 goals in order to implement them as early as possible.

AUDIT & CORPORATE COMPLIANCE COMMITTEE

Mr. Heimerdinger, Chair, WCHCC Audit & Corporate Compliance Committee, noted that the Committee met on June 17, 2016. He stated that Ms. Ariel reported on the audits in progress at MHRH, WMC and the

physician practices. Mr. Heimerdinger informed the Board that Ms. Ariel reviewed the following completed audits with the Committee: Medical Back Problems (DRGs 551 & 552), two audits of the LHCSA at MHRH, IRF – Patient Assessment Instrument, Discharge Planning Process to Home Care at both WMC and MHRH, Inpatient Rehab Facility – Patient Assessment Instrument at MHRH, Excisional Debridement, Stem Cell/Bone Marrow Transplant, and a Special Project – Quality Assessment Review of In-house Coders Accuracy Rate for APS.

Mr. Palovick reviewed the following internal audits in progress for the Committee: Physician Lease Agreements at MHRH, Siemens Invision Security, Fire Protection Contract, Operating Room Revenue Cycle at MHRH and 2015 Senior Management Expenses.

QUALITY COMMITTEE

Ms. Gevertz, Chair, WCHCC Quality Committee, stated the Committee met on June 17, 2016.

Ms. Gevertz stated that the Committee received a report by Dr. Garrick on the Quality and Safety Council meeting of May 12, 2016. She noted the following highlights from various Departmental reports: the Transfer Center – two notification systems were implemented; Anesthesia – increased use in pain control blocks, opioid assessments in place, and respiratory therapy department engagement processes; Integrated Disability reported compliance rates with annual health assessments, flu vaccine compliance, and reduction in needle sticks due to education and vendor change; Neurology – awards received from the American Heart Association, and tracking outcomes of patients transferred to WMC; Partnership for Patient Indicators and a report from Orthopedics on dashboard/benchmarks that are in place.

Ms. Gevertz informed the Board that Mr. McClung gave a presentation to the Committee on Culture of Safety. She stated that he highlighted the following from the Speak Up for Safety Initiative: it is the one year anniversary of daily briefings; staff are encouraged to report and therefore reporting has improved; finds and fixes, for example signs were put on bleach wipes to prevent use on skin; teams created for example, sharps injury team and pneumatic tube usage team; Vital Communication on safety matters which includes Vital News and SBAR (situation, background, assessment, recommendations) tool to improve communication; patient comments from surveys are shared at daily safety briefings; DNV surveyors observed a safety briefing and were favorably impressed; and Safety Culture Survey in process.

Ms. Gevertz advised the Board that Dr. Bierman gave a report on the GME Quality Council to the Committee. He told the Committee that the Council was started in 2013 in order to include residents in safety initiatives and to improve their educational experience. Dr. Bierman noted that the Council's reporting structure is integrated into the WMC Quality Assurance Program. He discussed the Council's accomplishments with the Committee as follows: ongoing quality improvement/patient safety projects and the development of a dashboard for tracking ACGME CLER (clinical learning environment review) pathways.

Ms. Gevertz informed the Board that Ms. McFarlane gave a Policy Project/ISO Audit update to the Committee. Ms. McFarlane discussed the Policy and Procedure Integration Project which is statistics of policies and procedures for the Valhalla and MHRH campuses that are integrated, as well as the departments that have completed the integration process. Ms. McFarlane also discussed the ISO internal audits and stated that DNV requires that WMC be ISO compliant by 2017. She explained what ISO entails and the elements and duties of a Quality Management System; the ISO internal audit process and the staff training that has taken place; and that the high priority audits are to be identified and determined by the Board of Directors. Ms. McFarlane advised the Committee that in December an Audit plan for the year will be presented for their review.

Ms. Gevertz informed the Board that the Committee requested a comprehensive discussion on escripting in order to look at the processes and challenges.

OLD BUSINESS

Ms. Switzer updated the Board on the merger of the 401k plans. She stated that, for a variety of reasons the original date of the merger of June 27, 2016, has been changed to January 1, 2017.

NEW BUSINESS

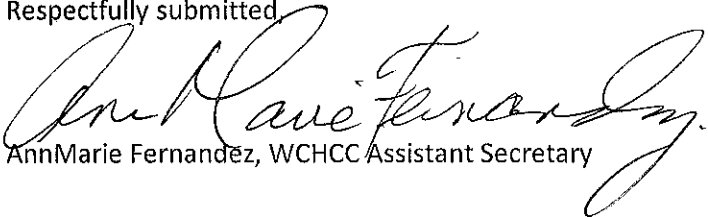
Mr. Heimerdinger informed the Board that the WMCF Board has voted to approve three new Board members as follows: David DeMilia, Elizabeth Hilton and Allen Kass. He stated that the Development Committee is recommending approval of these three individuals to the WMCF Board.

MR. HEIMERDINGER ASKED FOR A MOTION TO APPROVE DAVID DEMILIA, ELIZABETH HILTON AND ALLEN KASS TO THE WMCF BOARD. MS. GEVERTZ MOTIONED, SECONDED BY MR. MEHIEL. THE MOTION CARRIED UNANIMOUSLY.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE JULY 20, 2016, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. HEIMEDINGER MOTIONED, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,



AnnMarie Fernandez, WCHCC Assistant Secretary