

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

November 3, 2021

6:00 P.M.

EXECUTIVE BOARD ROOM

VOTING MEMBERS PRESENT: Orlando Adamson, M.D., William Frishman, M.D., Renee Garrick, M.D., Herman Geist, Susan Gevertz – via Webex, John Heimerdinger, Mitchell Hochberg, Tracey Mitchell, Alfredo Quintero, Zubeen Shroff, Mark Tulis, Richard Wishnie

VOTING MEMBERS EXCUSED: Patrick McCoy

NON-VOTING MEMBERS PRESENT: Michael Israel, John Flannery, Michael Rosenblut

NON-VOTING MEMBERS EXCUSED: Martin Rogowsky,

**STAFF PRESENT: Julie Switzer, EVP, Chief Legal Officer
Gary Brudnicki, Senior Executive Vice President
Kara Bennorth, EVP
Valerie Campbell – VP, Chief Compliance Officer
Marc Chasin, M.D., CHIO
Anthony Costello, EVP, Chief Operating Officer
Michael Doyle, M.D., Executive Director and CMO, HealthAlliance
Mark Fersko, Revenue and Finance Advisor
Michael Gewitz, M.D., Executive Director, MFCH
Mary Leahy, M.D., CEO, Bon Secours Charity Health System
Josh Ratner, EVP, Chief Strategy Officer
Morgan Bonavita – Manager, Network Contracts**

CALL TO ORDER

The November 3, 2021, meeting of the Westchester County Health Care Corporation ("WCHCC") Board of Directors was called to order at 6:00 p.m., by Mr. Hochberg, Chair. A quorum was present.

VOTING MEMBERS PRESENT

Orlando Adamson, M.D.	Mitchell Hochberg
William Frishman, M.D.	Tracey Mitchell
Renee Garrick, M.D.	Alfredo Quintero
Herman Geist	Zubeen Shroff
Susan Gevertz – via Webex	Mark Tulis
John Heimerdinger	Richard Wishnie

VOTING MEMBERS EXCUSED

Patrick McCoy

NON-VOTING MEMBERS PRESENT

Michael Israel
John Flannery
Martin Rogowsky
Michael Rosenblut

EXECUTIVE SESSION

The Board moved into Executive Session for the purpose of discussing strategic planning matters.

MR. HOCHBERG ASKED FOR A MOTION TO MOVE OUT OF EXECUTIVE SESSION. MR. TULIS MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE OCTOBER 6, 2021, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. WISHNIE, SECONDED BY DR. ADAMSON, TO APPROVE THE OCTOBER 6, 2021, 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. He presented a credentialing packet (dated November 3, 2021, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, FPPEs, and updates to the Neurology Delineation of Privilege form.

Motion to Approve Recommendations for Appointments, Reappointments, FPPEs, and Updates to the Neurology Delineation of Privilege Form.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, FPPEs, AND UPDATES TO THE NEUROLOGY DELINEATION OF PRIVILEGE FORM. MS. GEVERTZ MOTIONED, SECONDED BY DR. GARRICK. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Mr. Ratner informed the Board that the WMC Bed Tower Certificate of Need ("CON") application was submitted to the New York State Department of Health. In addition, he stated that there are ongoing meetings with elected officials regarding the project.

Mr. Ratner advised that there have been fifty-one community outreach events held throughout the Network.

Mr. Ratner informed the Board that \$1.3 million was obtained for a Kingston Housing Proposal. He stated that the program will convert properties into 8 single family homes for sale to households at or below 60% AMI. Mr. Ratner advised that the funding was provided by Bon Secours Charity Health System, Inc., as a result of a closed facility in the Bronx.

Mr. Ratner informed the Board that WMCHHealth was awarded seven new grants totaling \$500,000. He stated that WMC was selected for Three Phase 1/2 Clinical Trials.

Mr. Ratner advised the Board that on November 17th, the Network Awareness Campaign will launch Phase 2 of 5, Neurosciences.

Mr. Ratner presented a Health and Wellness Series Educational video From COVID to Canvas.

Ms. Bennorth reviewed the September 2021 Development Dashboard for the Board. She stated that for the month of September, \$151,068 was received, bringing the total year to date September to \$3.9 million.

Ms. Bennorth compared the revenue activity summary for year to date September 30, 2020 to September 30, 2021.

Ms. Bennorth advised the Board of major gifts, ongoing hospital campaigns, and corporate sponsorships.

Ms. Bennorth reminded the Board of the upcoming WHUD Radiothon on November 17th through 19th.

Ms. Bennorth stated that Shoprite's 2021 Point of Sale Campaign kicks off on November 7th, and runs through the 20th.

Ms. Bennorth informed the Board of the virtual toy drives benefiting the Maria Fareri Children's Hospital ("MFCH") and Maria Fareri Children's Hospital Healthcare Services at MHRH.

Mr. Costello updated the Board on several in-house construction projects, such as the Main Tower basement and the Main Tower/ACP Corridor, 4 North, and Taylor Pavilion Medicine Offices.

Mr. Costello informed the Board of the following clinical updates at MHRH:

- 3 Spellman Pediatric Unit – demolition to be completed by October 2021;
- Diagnostic Cardiac Cath Lab – go live projected Q4 2021; and
- Pediatric ED expansion – design in process.

- Operational Updates:
 - Main Lobby Renovation – Design Phase to be completed Q4 2021;
 - APS Orthopedic Practice – Design Phase for addition of Diagnostic Radiology installation to be completed Q4 2021;
 - VoIP – verification in process; project to be completed Q2 2022; and
 - Increased 1 security post 24/7 to address increased behavioral health volume.

- Physician Recruitment (APS):
 - Naseem Kocher, MD (APS – Pediatrics);
 - Sora Yi, PA (APS – General Surgery);
 - Andrea Agas, PA (APS – General Surgery);
 - Hayley Kim, PA (APS – Anesthesiology);
 - Adrianna Rivas, PA (APS – Critical Care Medicine);
 - Melanie Bainter, PA (APS – Addition Psychiatry);
 - James Russel, MD (Envision – Emergency Medicine);
 - Robert Best, MD (Envision – Emergency Medicine); and
 - Neil Kocher, MD (Premier – Urology).

Dr. Doyle, Executive Director of HealthAlliance, informed the Board of the following:

Clinical updates:

- Cath Lab fully operational:
 - 34 cases in October; and
 - 168 cases to date.
- Anesthesia:
 - Four providers recruited.
- Behavioral Health:
 - 63% of Psychiatry patients are treated and released, and of those admitted, 92% of them are at WMCHHealth Network;
 - 91% of Substance Abuse patients are treated and released, and 100% of admitted are at MHRH;
 - Medication Assisted Treatment (MAT) at Margaretville; and
 - Vaccination ongoing.
- Surveys and Accreditation:
 - DNV survey prep; and
 - MRCC DOH survey.
- Staffing:
 - 10 RNs and 14 Techs orienting this week, 8 other hires orienting;
 - 21 new hires in October; and
 - 18 new hires pending for December.
- Employee and Community Engagement:
 - Employee Appreciation Day; and
 - O+.

Dr. Leahy, CEO, Bon Secours Charity Health System, informed the Board that the Medical Village project has entered its final phase, and should be completed by the end of the 1st quarter of 2022.

Dr. Leahy advised the Board that radiology upgrades at Good Samaritan Hospital (“GSH”) continue with the replacement of its MR and CT equipment through the Philips Agreement. She stated that Charity’s Radiation Oncology’s Stereotactic Body Radiotherapy (SBRT) will be up and running by the end of the year.

Dr. Leahy advised that Board that a new neurologist began in Orange County yesterday, and an orthopedic doctor started a few weeks ago. She stated that Charity is actively recruiting for orthopedics, interventional cardiologists and primary care physicians.

Dr. Leahy informed the Board that there were 370 births at Charity in the month of October, with 326 of them at GSH.

Dr. Leahy advised the Board that Charity has had 2,010 discharges related to COVID, and has administered over 150,000 vaccines. She stated that today there are 8 COVID inpatients at GSH, 1 at St. Anthony's Community Hospital ("SACH") and 4 at Bon Secours Community Hospital ("BSCH").

Dr. Leahy informed the Board that there was a Cerner project kick off approximately two weeks ago that went well.

Dr. Leahy informed the Board that the recent Joint Commission survey yielded no conditional findings, and less than the average number of routine findings.

Dr. Gewitz updated the Board on the MFCH childhood COVID-19 Vaccination program.

Dr. Gewitz advised the Board of a joint MFCH/Boston Children's Hospital Pediatric Neuro Training Program.

Dr. Gewitz informed the Board that the MFCH opened its Children's Miracle Network Pediatric Radiology Center.

Dr. Gewitz stated that the Pediatric ICU is now utilizing Artificial Intelligence ("AI").

Dr. Gewitz informed the Board that the Pediatric Emergency Room volume is surging.

Dr. Garrick provided the following CMO update:

GME:

- Match slots were submitted; and
- New fellowships: Neurological Critical Care, Vascular Surgery, and Renal Critical Care (initiated 7/21).

Joint professionalism seminars: December

Accreditations and certifications completed September/October 2021:

- Milk Bank by DOH/Wadsworth;
- Radiation Oncology – full Environmental Survey;
- DOH COVID Pharmacy/Vaccine Review at WMC; and
- Transplantation Tissue Typing/Lab Accreditation Survey.
 - Upcoming:
 - TAVR;
 - Trauma (Peds and MHRH);
 - VAD;
 - Stroke (MHRH); and
 - Full Lab Survey.

Adult Advanced Practitioner Initiative:

- Joint operations and clinical leadership committee chartered.

Cerner data governance and validation – Network and Facility level.

REPORT OF THE COMMITTEES

AUDIT AND CORPORATE COMPLIANCE COMMITTEE

Mr. Heimerdinger, Chair, Audit and Corporate Compliance Committee, stated that the Committee met on October 15, 2021.

Mr. Heimerdinger advised that Ms. Campbell discussed the status of Compliance Audits in progress. He stated that those audits included: Coding Review of DRG 602 – Cellulitis with Major Complication or Comorbidity at Valhalla, and DRG 603 – Cellulitis without Major Complication or Comorbidity at WMC. Mr. Heimerdinger advised that the following audits are in progress for APS: Modifier 24 – Post Operative Unrelated E&M Services, COVID-19 Telehealth Services, and 2 High Volume Provider Documentation and Coding Reviews.

Mr. Heimerdinger informed the Board that Ms. Campbell reviewed the following completed audits and findings: Hospital Coding Reviews for DRG – 177 Respiratory Infections and Inflammations at WMC, DRG -885 – Psychoses, and a Coding Review at Valhalla for DRG 101 – Seizures without Major Complication or Comorbidity. He stated that she informed the Committee of a completed Special Project Audit for The Outpatient Turning Point at MHRH.

Mr. Heimerdinger advised the Board that Mr. Palovick discussed the status of Internal Audits completed and in progress. He stated that the ongoing audits included Reviews of High Dollar Medical Supply Items at MHRH, Credentialing at Valhalla, Pay Differentials at Valhalla, and Outpatient Lab Revenue Cycle at Valhalla.

Mr. Heimerdinger stated that Mr. Palovick also discussed the following completed audits: Waste Management Contract Administration, and the Gift Shops at WMC.

FINANCE COMMITTEE

Mr. Tulis, Chair, Finance Committee, informed the Board that the Finance Committee met prior to the Board meeting. He stated that the Committee reviewed the financial statements for the period ended September 30, 2021 and the 2022 Strategic Operating Plan.

Mr. Tulis informed the Board that management presented three equipment leases to acquire surgical imaging equipment from Medtronic USA Inc., under an installment payment arrangement amounting to \$1.5 million over 36 months. The Finance Committee voted to recommend approval of the leases to the Board.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MEDTRONIC USA, INC. EQUIPMENT LEASES. MR SHROFF MOTIONED, SECONDED BY MR. QUINTERO. THE MOTION CARRIED UNANIMOUSLY.

Mr. Tulis informed the Board that management presented a resolution to provide Cisco Capital with a Guarantee of lease payments for HealthAlliance, Inc., amounting to \$1.4 million over 36 months. He stated that the Finance Committee voted to recommend to the Board for its approval.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE RESOLUTION 11 AUTHORIZING WMC TO GUARANTEE HEALTHALLIANCE'S LEASE PAYMENTS UNDER ITS CISCO AGREEMENT. MR. WISHNIE MOTIONED, SECONDED BY MR. HEIMERDINGER. THE MOTION CARRIED UNANIMOUSLY.

Mr. Tulis informed the Board that the Committee reviewed the 2022 Strategic Operating Plan. He stated that the Committee voted to recommend approval of the 2022 Strategic Operating Plan to the Board.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE 2022 STRATEGIC OPERATING PLAN. MR. SHROFF MOTIONED, SECONDED BY DR. FRISHMAN. THE MOTION CARRIED UNANIMOUSLY.

GOVERNANCE COMMITTEE

Mr. Heimerdinger, Chair, Governance Committee, stated that the Committee met on November 2, 2021.

Mr. Heimerdinger advised the Board that the Committee voted to recommend the following actions to the Board:

- Appoint/Reappoint WCHCC Board Officers for a 2-year term:
 - Appoint Zubeen Shroff as Chair;
 - Appoint Mitchell Hochberg as 1st Vice Chair;
 - Appoint Mark Tulis as Vice Chair;
 - Reappoint Mark Tulis as Treasurer;
 - Reappoint John Heimerdinger as Vice Chair; and
 - Reappoint Susan Gevertz as Secretary

MR. HOCHBERG ASKED FOR A MOTION TO APPOINT ZUBEEN SHROFF AS CHAIR, APPOINT MITCHELL HOCHBERG AS 1ST VICE CHAIR, APPOINT MARK TULIS AS VICE CHAIR, REAPPOINT MARK TULIS AS TREASURER, REAPPOINT JOHN HEIMERDINGER AS VICE CHAIR AND REAPPOINT SUSAN GEVERTZ AS SECRETARY, ALL FOR A 2 YEAR TERM. MR. QUINTERO MOTIONED, SECONDED BY MS. MITCHELL. THE MOTION CARRIED UNANIMOUSLY.

- Reappoint/Appoint WCHCC Corporate Officers for a 2-year term:
 - Reappoint Michael Israel – President & CEO;
 - Reappoint Gary Brudnicki – COO/CFO;
 - Reappoint Julie Switzer – Chief Legal Officer and General Counsel;
 - Reappoint AnnMarie Fernandez – Assistant Secretary; and
 - Appoint Morgan Bonavita – Assistant Secretary

MR. HOCHBERG ASKED FOR A MOTION TO REAPPOINT MICHAEL ISRAEL AS PRESIDENT AND CEO, REAPPOINT GARY BRUDNICKI AS COO/CFO, REAPPOINT JULIE SWITZER AS CHIEF LEGAL OFFICER AND GENERAL COUNSEL, REAPPOINT ANNMARIE FERNANDEZ AS ASSISTANT SECRETARY AND APPOINT MORGAN BONAVITA AS ASSISTANT SECRETARY, ALL FOR A 2 YEAR TERM. MS. MITCHELL MOTIONED, SECONDED BY DR. FRISHMAN. THE MOTION CARRIED UNANIMOUSLY.

- Reappoint WMC-New York, Inc. Board Members for a 2-year term:
 - Mark Tulis;
 - John Heimerdinger;
 - Michael Israel;
 - Gary Brudnicki; and
 - Julie Switzer

MR. HOCHBERG ASKED FOR A MOTION TO REAPPOINT THE FOLLOWING WMC-NEW YORK, INC. BOARD MEMBERS FOR A 2 YEAR TERM: MARK TULIS, JOHN HEIMERDINGER, MICHAEL ISRAEL, GARY BRUDNICKI, AND JULIE SWITZER. MR. SHROFF MOTIONED, SECONDED BY DR. ADAMSON. THE MOTION CARRIED UNANIMOUSLY.

- Reappoint the following HealthAlliance Board members to a 3-year term:

- Richard Wishnie;
- Michael Israel;
- Thomas Collins;
- Gary Brudnicki; and
- Jamal Mahdavian, M.D.

MR. HOCHBERG ASKED FOR A MOTION TO REAPPOINT THE FOLLOWING HEALTHALLIANCE BOARD MEMBERS FOR A 3 YEAR TERM: RICHARD WISHNIE, MICHAEL ISRAEL, THOMAS COLLINS, GARY BRUDNICKI AND JAMAL MAHDAVIAN, M.D. DR. ADAMSON MOTIONED, SECCONDED BY MS. MITCHELL. THE MOTION CARRIED UNANIMOUSLY.

TECHNOLOGY AND PATIENT EXPERIENCE COMMITTEE

Mr. Shroff informed the Board that the Committee met on October 22, 2021.

Mr. Shroff informed the Board that Mr. Ratner outlined the role of Patient Experience to deliver initiatives that contribute to a superb patient experience and visitor experience across the WMCHHealth Network.

Network Standardization

- Ms. Sandhu-Gay reviewed how the patient experience approach aligns with the 2021 – 2026 Strategic Plan and 5-year goal of patient centered care.
- Ms. Byrnes elaborated on alignment, emphasizing refocus of roles in the department, proactive response to patient needs, programs and services replicated for operational efficiency.

Communication

- Ms. Byrnes reviewed the communications strategy to navigate stays, anticipate needs, and reinforce brand awareness.

Data Driven Model

- Mr. Wnorowski reviewed how data is informing patient experience. Currently, data is used to establish baselines and target improvement. In the future, data will be centralized and automation taking the organization from descriptive o predictive analytics.

Quality/Patient Centered Care Pilot

- Dr. Garrick reviewed plans for a multidisciplinary team pilot on 5 South. Team will coordinate process improvements and introduce new resources to increase satisfaction and decrease adverse events. Outcomes will be shared with the board in Q1 2022.

Technology

- Dr. Chasin provided an update on usage and adoption of myCare 30K connected patients represents **35%** of patient population vs. industry standard of **30%**. Newly enabled services

include scheduling immunizations and obtaining lab results. WMCHealth patients can now integrate their health information with Apple Health.

- Mr. Ratner announced the launch of Family First, a communication app currently used at Charity, being piloted in WMC Surgical Services (Q4 2021). The app allows clinicians to provide timely updates to the family throughout a procedure.

QUALITY COMMITTEE

Mr. Hochberg informed the Board that he has tabled the report of the October 8, 2021 Quality Committee meeting until the December Board meeting.

NEW BUSINESS

Ms. Switzer presented Resolution #10 to the Board authorizing the Corporation to enter into a Second Amended Exclusive Management Agreement with Bon Secours Charity Health system, Inc. ("Charity"), for a term of three years effective July 10, 2021, on commercially reasonable terms and for a fixed sum of \$4 million. She reminded the Board that the Corporation entered into an Exclusive Management Agreement with Charity for a term of three years effective July 10, 2015, pursuant to which the Corporation provided exclusive management services to Charity and the Charity Hospitals on commercially reasonable terms for a fixed annual fee of \$2,460,000. Ms. Switzer stated that effective July 18, 2018 the Corporation, Charity, and the Charity Hospitals entered into an Amended Exclusive Management Agreement for a term of three years on commercially reasonable terms for a fixed annual fee of \$3,175,000 that was approved by the NYSDOH on August 16, 2018.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE RESOLUTION #10, AUTHORIZING THE CORPORATION TO ENTER INTO A SECOND AMENDED EXCLUSIVE MANAGEMENT AGREEMENT WITH CHARITY, AS WELL AS ITS SUBSIDIARY HOSPITALS. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE NOVEMBER 3, 2021, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. TULIS MOTIONED, SECONDED BY DR. ADAMSON. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,


AnnMarie Fernandez, WCHCC Assistant Secretary