

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

January 4, 2017

6:45 P.M.

EXECUTIVE BOARD ROOM

EXECUTIVE OFFICES

VOTING MEMBERS PRESENT: Orlando Adamson, M.D., Claudia Edwards, PhD, William Frishman, M.D., Renee Garrick, M.D., Herman Geist, Susan Gevertz, John Heimerdinger, Mitchell Hochberg, Dennis Mehiel – via phone, Michael Staib, Mark Tulis

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

VOTING MEMBERS EXCUSED: Patrick McCoy, Alfredo Quintero, Zubeen Shroff

NON- VOTING MEMBERS EXCUSED: James Vodola

STAFF PRESENT: Julie Switzer, EVP, General Counsel, and Counsel to the Board
Gary Brudnicki, COO, CFO
Patricia Ariel, SVP, Internal Audit and Chief Compliance Officer
Kara Bennorth, EVP, Corporate Communications and Fund Development
Anthony Costello, SVP, Professional and Support Services
Beth Davis, SVP, Deputy General Counsel
David Ingber, SVP, Network Financial Operations
June Keenan, SVP, Delivery System Transformation
Mary Leahy, M.D., CEO Charity Health System
James Lee, SVP, Operations
Anthony Mahler, SVP, Strategic Planning and Government Relations
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
Mecca Santana, VP, Diversity & Community Relations
Patricia Wrobbel, SVP and Chief Nurse Executive

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

PUBLIC: Juliane Hatzel – NYSNA
Claire Maggio – NYSNA
Roger King – CSEA

CALL TO ORDER

The January 4, 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.	John Heimerdinger
Claudia Edwards, PhD	Mitchell Hochberg
William Frishman, M.D.	Dennis Mehiel – via phone
Renee Garrick, M.D.	Michael Staib
Herman Geist	Mark Tulis
Susan Gevertz	

VOTING MEMBERS EXCUSED

Patrick McCoy
Alfredo Quintero
Zubeen Shroff

NON-VOTING MEMBERS PRESENT

Nan Hayworth, M.D.
Michael Israel
Richard Wishnie

NON-VOTING MEMBERS EXCUSED

James Vodola

REPORT OF THE CHAIR/ADDITIONS TO THE AGENDA

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MINUTES FROM THE DECEMBER 7, 2016, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. TULIS, SECONDED BY MS. GEVERTZ, TO APPROVE THE DECEMBER 7, 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. Lebovics provided the report of the President of the Medical Staff. He presented a credentialing packet (dated December 20, 2016, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, FPPE's, and Additional Privileges to the Board for its approval.

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

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

REPORT OF THE PRESIDENT

Mr. Israel reminded the Board that WMC has been out of contract with NYSNA for quite some time. He stated that recently there has been great progress with the negotiations and a tentative agreement was reached between WMC and NYSNA a few weeks ago. Mr. Israel advised the Board that both the nurses who are represented by NYSNA, and the WMC Board, need to approve the agreement. He advised the Board that the Personnel and Compensation Committee and the Finance Committee held a joint meeting this afternoon and discussed the proposed agreement and recommended its approval to the Board.

Mr. Israel highlighted the following key points of the Agreement for the Board:

- the agreement covers almost 11 years, April 1, 2011 through December 31, 2021
- it normalizes nursing steps by September, 2019, to be consistent with other academic medical centers in the region
- significant investment in junior nurses (1-15 years), to enable WMC to recruit and retain
- investment in senior nurses (16+ years), to ensure compensation remains within the highest in the state
- addresses concerns over increasing costs of employee health benefits
- addresses critical nursing educational issues
- facilitates improving nursing HCAPS scores
- addresses numerous nurse satisfiers, which were requested by WMC nurses
- allows vacation time to be credited and used as accrued
- provides for job security throughout the term of the contract

Mr. Israel informed the Board that the WMC nurses, who are represented by NYSNA, concluded voting on the proposed agreement today at 4 p.m. He introduced two WMC nurses, who are represented by NYSNA, Claire Maggio and Juliane Hatzel to the Board.

Ms. Hatzel informed the Board that the WMC nurses voted to ratify the contract by a vote of 983 to 78.

Ms. Maggio told the Board that the nurses would like to thank Ms. Wrobbel for her support and leadership over the past several years. She stated that the nurses would also like to thank Mr. Rabinowitz and Mr. Israel for the value and recognition that they have given to the WMC nurses which is reflected in this contract. Ms. Maggio added that the WMC nurses are looking forward to working collaboratively with administration on new opportunities in the future for our patients.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE CONTRACT BETWEEN WMC AND NYSNA. MR. HEIMBERDINGER MOTIONED, SECONDED BY MR. TULIS. THE MOTION WAS APPROVED UNANIMOUSLY.

Mr. Hochberg stated that the Board would also like to thank Ms. Wrobbel, Mr. Rabinowitz, and Mr. Israel for their hard work and diligence in negotiating the contract. He also noted that the Board would like to thank the WMC nurses, who we appreciate and realize are the finest in the country.

Mr. Israel stated that he would like to thank the negotiating Committee, and added that he was happy that the contract goes out for a term of 5 years, through December 31, 2021. He stated that WMC respects its nurses.

Ms. Bennorth informed the Board that loaded on Diligent are the Media Clips for the entire Network, for their review.

Ms. Bennorth informed the Board that WMCHHealth is starting a new public speaker series featuring Vital Voices. She stated that Dr. Frishman will be kicking off the series at the Rockefeller Library at Historic Hudson Valley in Pocantico Hills on January 26, 2017.

Ms. Bennorth informed the Board that 2017 is Westchester Medical Center's 100th anniversary. She stated that there will be various celebrations and events throughout the year and noted that the Gala will be the centerpiece of the celebration.

Ms. Bennorth reminded the Board of Girls Night Out on February 9, 2017. She stated that this year the event will be held at the Westchester Marriot.

Ms. Bennorth informed the Board that the cadets of West Point will be dancing the night away in support of the Maria Fareri Children's Hospital ("MFCH") on January 28, 2017.

Ms. Bennorth informed the Board that WMCHHealth will be welcoming Kevin Carraccio, SVP of Development, on January 30, 2017. She stated that he will be joining the network from the University of Miami.

Ms. Bennorth informed the Board that Shop Rite's fall campaign raised \$150,000 for the Children's Miracle Network; finishing 2017 with a total of \$330,000.

Ms. Bennorth informed the Board that the recent WHUD Radiothon raised \$350,000.

Ms. Bennorth informed the Board that the Foundation has received a pledge of \$1 million from WHUD and the Morrell family for the Maria's Garden project at the MFCH.

Ms. Bennorth informed the Board that there will be a dedication ceremony in the spring for Maria's Garden.

Mr. Costello updated the Board on the Ambulatory Care Pavilion ("ACP") project. He stated that fifty percent of the sewer and sanitary lines are now in place. Mr. Costello informed the Board that \$60 million in contracts have been awarded from the GMP#1, which is valued at \$155 million. He stated that the GMP#2 is due in February, 2017.

Mr. Costello informed the Board that HealthAlliance has a meeting scheduled next week with the Planning Department to discuss the design and permits necessary to start construction of the new tower on the Mary's Avenue campus. He stated that design drawings are being finalized and the bid documents for the work will be completed by the 3rd quarter of 2017.

Mr. Costello informed the Board that schematic designs are underway for the medical village at Port Jervis. He stated that the Department of Health has hired the Dormitory Authority of the State of New York to expedite the approval process. He stated that construction documents should be completed by the 1st quarter of 2017, with work starting in the 3rd quarter.

Mr. Costello informed the Board that all prep work has been completed, and demolition has begun for the Cooke Tower patient room renovation project at MHRH.

Dr. Garrick reiterated to the Board that Dr. Frishman will be kicking off the Vital Voices public speaking series. She presented to the Board the 2nd edition of Cardiology Review Magazine that features Dr. Frishman and WMC's Cardiologists, and the work that is done here at WMC.

Dr. Garrick informed the Board that MHRH recently completed a CARF survey. She advised the Board that this is a combined detox and psychiatry survey, which requires a great deal of submissions prior to the actual survey. Dr. Garrick stated that MHRH received great accolades with no significant findings.

Dr. Garrick advised the Board that Dr. Bierman and others are reviewing the allocation of resources in regards to the ongoing work that WMC hopes to accomplish with the GME program.

Dr. Garrick stated that the medical staff continues to work closely with Mr. Moustakakis on the new EMR.

Dr. Garrick informed the Board that there will be a new initiative in the 1st quarter of 2017 to harmonize three major areas across the Network - Credentialing, Quality and Risk.

Dr. Gewitz informed the Board that the WMC administration and the MFCH will be partnering with the Children's Hospital Foundation on the Solution for Patient Safety Program, which he noted is their national program for benchmarking safety at children's hospitals across the country.

Dr. Gewitz informed the Board that the MFCH has taken over several rooms on 3South in the main hospital, the original pediatrics location, due to increased census. He stated that due to the flu, sick babies and an increase in other ailments there are children waiting for beds. He thanked the nurses and facilities for their quick work in turning the rooms on 3South into pediatric rooms.

Dr. Gewitz informed the Board that the MFCH has received several five figure donations for its NICU expansion project. He reminded the Board that the CON has been filed.

Dr. Gewitz informed the Board that the Tudor Foundation continues to be a constant donor since 2002, most recently contributing to the sustaining of the Family Resource Center.

Mr. Mahler informed the Board that he received a call from the Office of Anita Lowy, who represents this hospital and is a ranking member of the House Appropriations Committee. He stated that she has worked for the past 2 years to get Health and Human Services to reimburse hospitals like WMC for its costs of dedicated Ebola units. Mr. Mahler stated that WMC will be receiving \$480,000 from the federal government to help offset those costs.

REPORT OF COMMITTEES

EXECUTIVE COMMITTEE

Mr. Hochberg, Chair, WCHCC Executive Committee, stated that the Committee met on December 21, 2016. He advised the Board that the purpose of the meeting was to approve the re-appointments of the physicians whose terms were set to expire on December 31, 2016, prior to the January Board meeting. Mr. Hochberg stated that the physicians were re-appointed for another 2 year period effective January 1, 2017.

PERSONNEL AND COMPENSATION COMMITTEE/FINANCE COMMITTEE

Mr. Hochberg, Chair, WCHCC Personnel and Compensation Committee, noted that the Committees held a joint meeting just prior to this Board meeting. He stated that the Committees reviewed the proposed contract between WMC and NYSNA. Mr. Hochberg advised the Board that both Committees recommended approval of the contract to the Board.

DIVERSITY AND INCLUSION COMMITTEE

Dr. Edwards, Chair, WCHCC Diversity and Inclusion Committee, stated that the Committee met on December 19, 2016. She informed the Board that Ms. Santana recapped the Strategic Diversity & Inclusion Plan focus areas which include: workforce diversity; creating inclusive and equitable environments for patients and workforce; the need for enhanced education and awareness for staff; increasing opportunities for our diverse suppliers to compete for procurement opportunities; and community outreach.

Dr. Edwards reported that a WMCHHealth Network Diversity Council has been established. She advised that the Council is comprised of senior leadership and reflective of the diverse work divisions and allows for feedback, guidance, accountability, and authority to ensure implementation of the necessary diversity initiatives.

Dr. Edwards stated that Ms. Santana detailed several proposed 2017 initiatives for the Committee. She noted that those initiatives include a robust network-wide messaging from leadership about diversity; participation in a health equity initiative; a comprehensive review of workforce demographic data; and the development of a network-wide community outreach plan.

QUALITY COMMITTEE

Ms. Gevertz, Chair, WCHCC Quality Committee, stated that the Committee met on December 16, 2016.

Ms. Gevertz stated that the Committee received a report by Dr. Garrick on the Quality and Safety Council meeting of November 10, 2016. She stated that Dr. Garrick highlighted the following Departmental reports: HIV Clinic, Medical Ethics, and Organ Donor Council. She stated that the Committee was provided with various departments' QA/PI reports.

Ms. Gevertz stated that the Committee received a report on the Cardiology Quality Council by Dr. Panza.

Ms. Gevertz stated that the Committee received a report on the Cardiovascular Quality Council by Dr. Lansman.

Ms. Gevertz stated that the Committee received a report on Rehabilitation Medicine by Dr. Nelson.

Ms. Gevertz stated that the Committee received reports on data from Transplant Services.

Ms. Gevertz informed the Board that Dr. Garrick gave a robust presentation to the Committee on the Culture of Safety.

Ms. Gevertz stated that the Committee also received a regulatory report.

NEW BUSINESS

Ms. Switzer informed the Board that there are several items for the Board to approve as the Corporate Member of various Boards.

Ms. Switzer stated that a number of Westchester Medical Center Foundation ("WMCF") Board members whose terms were set to expire on December 31, 2016, were re-appointed by the WMCF Board. In addition, Ms. Switzer informed the Board that three new Board members were approved by the WMCF Board. She informed the Board that all material relating to the WMCF Board members is on Diligent for their reference.

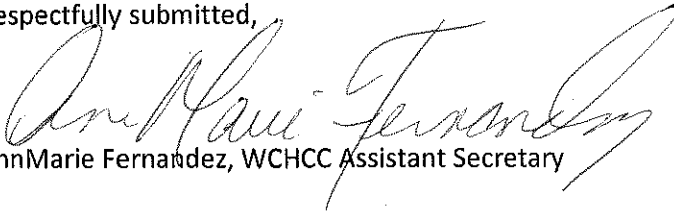
Ms. Switzer advised the Board that the Bylaws for the LHCSA and the Mid-Hudson Early Education Center ("EEC") were revised, and approved by their respective Boards, to reflect that the annual meeting of those Boards could be held at any time the Board so chooses. She noted that the revised Bylaws are also included on Diligent.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RE-APPOINTMENT OF THE WMCF BOARD MEMBERS, THE THREE NEW WMCF BOARD MEMBERS, AND THE REVISED BYLAWS OF THE LHCSA AND THE EEC. MR. HEIMERDINGER MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

ADJOURNMENT

MR. HOCHBERG MOTIONED TO ADJOURN THE JANUARY 4, 2017, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "AnnMarie Fernandez". The signature is written in dark ink and is positioned above the printed name.

AnnMarie Fernandez, WCHCC Assistant Secretary