

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

February 1, 2017

6:40 P.M.

EXECUTIVE BOARD ROOM

EXECUTIVE OFFICES

VOTING MEMBERS PRESENT: William Frishman, M.D., Renee Garrick, M.D., Herman Geist, John Heimerdinger, Mitchell Hochberg, Patrick McCoy, Alfredo Quintero, Michael Staib, Mark Tulis

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

VOTING MEMBERS EXCUSED: Orlando Adamson, M.D., Claudia Edwards, PhD, Susan Gevertz, Dennis Mehiel, 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
Eric Amoh, SVP, Clinical Services
Kara Bennorth, EVP, Corporate Communications and Fund Development
Kevin Carraccio, SVP, 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
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
Patricia Wrobbel, SVP and Chief Nurse Executive**

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

**PUBLIC: Christine LaPerche – NYSNA
Jayne Cammisa – NYSNA
Alan Aranow – CSEA**

CALL TO ORDER

The February 1, 2017, meeting of the Westchester County Health Care Corporation Board of Directors was called to order at 6:40 p.m. A quorum was present consisting of the following Board members:

VOTING MEMBERS PRESENT

William Frishman, M.D.	Patrick McCoy
Renee Garrick, M.D.	Alfredo Quintero
Herman Geist	Michael Staib
John Heimerdinger	Mark Tulis
Mitchell Hochberg	

VOTING MEMBERS EXCUSED

Orlando Adamson, M.D.
Claudia Edwards, PhD
Susan Gevertz
Dennis Mehiel
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 JANUARY 4, 2017, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. TULIS, SECONDED BY MR. HEIMERDINGER, TO APPROVE THE JANUARY 4, 2017, WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS MEETING MINUTES. THE MOTION WAS APPROVED UNANIMOUSLY.

TELE-MEDICINE PRESENTATION

Dr. Scurlock, Director of Tele-Medicine, and Mr. Amoh, SVP of Clinical Services, gave a presentation to the Board on Tele-Medicine and Tele-Psychiatry.

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 January 31, 2017, 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. HEIMERDINGER MOTIONED, SECONDED BY MR. QUINTERO. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Mr. Israel noted for the minutes that Dr. Gewitz gave a presentation on the separation of the conjoined twins to the Board prior to the Board meeting.

Ms. Bennorth informed the Board that the Care Giver Center continues to be well utilized. She passed around a book where patients' family members who utilize the space can sign in and/or leave comments or notes on their experiences.

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 updated the Board on two future dates to remember, Go the Distance on May 7, 2017 and the Gala on June 3, 2017, at the New York Botanical Gardens.

Ms. Bennorth informed the Board that last week West Point held its first dance marathon in support of the Maria Fareri Children's Hospital, raising \$20,000.

Ms. Bennorth advised the Board that the teen Committee worked in conjunction with several teenagers from Scarsdale High School to organize a fundraiser with the teenagers in Ardsley, raising \$23,000.

Ms. Bennorth advised the Board that the Foundation received a \$250,000 gift from the Kyle Goldberg Foundation in support of the Turning Point program at MHRH.

Ms. Bennorth stated that WMC's 100th Anniversary celebration has officially begun, noting that the Gala will be the focal point. She advised that 100th Anniversary pins will be handed out after the Board meeting.

Ms. Bennorth informed the Board that WMCHHealth's public speaker series featuring Dr. William Frishman was the initial kick off of WMC's 100th Anniversary. She stated that approximately 100 people attended the event at the Rockefeller Library at Historic Hudson Valley in Pocantico Hills on January 26, 2017.

Ms. Bennorth informed the Board that tomorrow WMC will roll out its social and digital campaign on the conjoined twin separation, in addition to other material.

Mr. Costello gave a presentation to the Board on several projects that WMC's in house construction department is working on. He showcased the renovations of the Physical Medicine and Rehabilitation Department and the Occupational Health Center's gym. Mr. Costello updated the Board on the BHC lobby stating that it is now completely gutted, and advised that the insurance settlement has been received for the fire damage. He stated that design and construction of the BHC lobby will be ongoing for the next nine months. Mr. Costello noted that the Sleep Center will be relocated from the 3rd floor to the 1st floor, in order to bypass the institute of BHC.

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

Mr. Costello presented preliminary photos of the new tower on the Mary's Avenue campus. He reminded the Board that upon completion the hospital will consist of 201 single patient rooms, a new Emergency Department and access to a Radiology Department. The project is running on budget at a cost of \$118 million.

Mr. Israel reminded the Board that the New York State Department of Health gave HealthAlliance a grant of \$88 million for the consolidation project and the Medical Village on the Broadway campus.

Mr. Costello gave a time lapsed camera presentation on the Ambulatory Care Pavilion ("ACP") project to date.

Ms. Casey gave an update on DSRIP to the Board. She advised that DSRIP Year 3 begins on April 1, 2017, reminding the Board that the last 3 years are pay performance based. Ms. Casey advised that the PPS's began reporting today to the state, noting that WMCHHealth reported first.

Dr. Garrick informed the Board that the Sepsis work group is working with Dr. Scurlock in order to utilize tele-health's technology to assist the Sepsis team.

Dr. Garrick informed the Board that WMC is currently preparing for the Match, the selection process of medical house staff members for the coming year.

Dr. Garrick informed the Board that WMC has a professional development course for its medical staff and residents. She stated that it has been expanded to the NYMC as a development course that will also include issues regarding quality and research.

Dr. Garrick informed the Board that WMC is preparing for a DNV survey sometime in April.

Dr. Garrick informed the Board that WMC is now using Tiger Text for up-to-date patient information and test results on smart phones.

Dr. Garrick informed the Board that the EMR system has been updated to add an end of life tracking system in real time.

Dr. Gewitz informed the Board that the separation of the conjoined twins on January 17, 2017 was only the second time that twins attached in that manner have been successfully separated with both twins surviving. He stated that the physicians are anticipating a good long term prognosis for the twins. Dr. Gewitz stated that this successful surgery clearly demonstrates the degree of skill and capability at this institution.

Dr. Gewitz informed the Board that the NICU received donor support for new software called NICVIEW. He stated that this software allows parents to view their baby in the NICU in real time when they can't be present. Dr. Gewitz stated that this is wonderful technology as parents often live fifty miles away from the hospital and are unable to be continuously present.

Dr. Gewitz informed the Board that there was a kick-off meeting today regarding the coordination of maternal and child health services by HealthAlliance and the Institute of Family Health.

Dr. Gewitz informed the Board that the Maria Fareri Children's Hospital has reinvigorated its pediatric renal transplant program, and performed two transplants last week.

Ms. Bennorth introduced Kevin Carraccio, SVP, Fund Development to the Board. She stated that he comes to WMCHHealth from the University of Miami and will be working with the four Foundations across the Network.

REPORT OF COMMITTEES

FINANCE COMMITTEE

Mr. Hochberg, acting Chair, stated that the Committee met just prior to the Board meeting. He stated that the Committee reviewed the December, 2016, financial statements.

Mr. Hochberg stated that the cash balance at the end of 2016, was \$135.6 million, and Accounts Receivable was \$157.4 million. He informed the Board that the other significant balance sheet changes are related to the New York State Pension Liability under GASB 68, the post-retirement health liability under GASB 75, and the Ambulatory Care Pavilion bond financing.

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

Total Operating Revenue - \$1.3 billion
Total Operating Expenses - \$1.235 billion
Operating Income - \$67 million
Income Before Excess Fringe Benefits - \$42.5 million
Net Income before NYS Actuarial Pension Adjustment and NYSNA Retro - \$4.5 million
NYS Actuarial Pension Adjustment – (\$15 million)
NYSNA Retro – (\$15.7 million)
Net Loss – (\$26.1 million)

Mr. Hochberg reviewed the following statistics:

Valhalla Campus

Total Acute Discharges and Outpatient Cases – 23,886
Average Length of Stay – 8.26
E.R. Visits – 47,094

MidHudson Campus

Total Acute Discharges and Outpatient Cases – 4,301
BHC Days – 24,996
Average Length of Stay – 5.81
E.R. Visits – 28,593

AUDIT AND CORPORATE COMPLIANCE COMMITTEE

Mr. Heimerdinger, Chair, WCHCC Audit and Corporate Compliance Committee, stated that the Committee met on January 27, 2017.

Mr. Heimerdinger informed the Board that Ms. Ariel reviewed for the Committee the Audits in progress; most of which were in field work status.

Mr. Heimerdinger informed the Board that Mr. Palovick reviewed for the Committee the internal audits in progress which included the Philips contract; high dollar item inventory controls; Purchasing audit follow-up; Biomedical Engineering; ACP construction project; employee travel and expenses; and Accounts Payable.

Mr. Heimerdinger stated that Ms. Ariel reviewed the 2017 WMCHHealth Network Corporate Compliance Risk Assessment and 2017 Corporate Compliance and Internal Audit Work Plans, which were discussed in detail. He advised the Board that the Committee approved both the Risk Assessment and the Work Plans for 2017.

TECHNOLOGY COMMITTEE

Mr. Staib, Chair, WCHCC Technology Committee, stated that the Committee met on January 27, 2017.

Mr. Staib informed the Board that the focus of the meeting was the 2017 WMCHHealth IT initiatives. He stated that the first initiative discussed was the IT Strategic Plan, also known as the patient care upgrade. Mr. Staib informed the Board that contract discussions are wrapping up and vendor selection will be announced in the 1st quarter of 2017.

Mr. Staib informed the Board that the focus is on reducing the following risks:

- Delays that could increase cost
- Negative Impact on Accounts Receivable
- Investigating Insurance Products for Implementation Failure Protection

Mr. Staib informed the Board that WMCHHealth is prepared to issue an RFP with the following options:

- Traditional third party implementation services, plus internal staffing model
- Full Service – Risk sharing implementation and support model

Mr. Staib advised the Board that WMCHHealth will need to hire key individuals such as a CMIO and a project manager. He stated that the kick-off of the project is anticipated in the 3rd or 4th quarter of 2017, and will engage the Executive Steering Committee and will take approximately 2 years to implement.

Mr. Staib informed the Board that the Committee also discussed analytics, DSRIP and Population Health. He stated that there is a pilot underway using data from Charity on the Epic platform, and noted that it has gone well.

Mr. Staib informed the Board that the Committee also discussed the implementation of ADP Benefits Management Application.

Mr. Staib informed the Board that the Committee discussed meeting regulatory requirements. He stated that WMC is preparing for attestation for the 2016 reporting period; Stage 2 requirements. Mr. Staib advised the Board that the 2017 meaningful use requirements will be similar to 2016, however, in 2018, WMC must meet Stage 3 requirements.

Mr. Staib advised the Board that there is ongoing service line support for the Laboratory, Cardiology, Radiology and Telehealth. He stated that there are also ongoing clinical initiatives across the Network.

In conclusion, Mr. Staib informed the Board that the Committee discussed cyber security.

QUALITY COMMITTEE

Dr. Garrick, acting Chair, WCHCC Quality Committee, stated that the Committee met on January 20, 2017.

Dr. Garrick stated that the Committee received a report on the Quality and Safety Council meeting of December 8, 2016. She advised that the Antibiotic Stewardship Council has formed and has a charter and multidisciplinary team; two new councils met - Planning Committee of the Quality and Safety Council and the Physician Executive Patient Experience Council.

Dr. Garrick reported that Dr. Cooley gave a presentation on the Anesthesia Department to the Committee.

Dr. Garrick reported that the Committee received a presentation on Service Excellence by Kara Bennorth and Gretchen Halstead. She noted that data related to the HCAHPS focus areas of medication communication, discharge communication, and nursing and physician communication was discussed.

Dr. Garrick informed the Board that the Committee received a report on Case Management from Ms. Kurtz.

Dr. Garrick stated that the Committee also received a regulatory report.

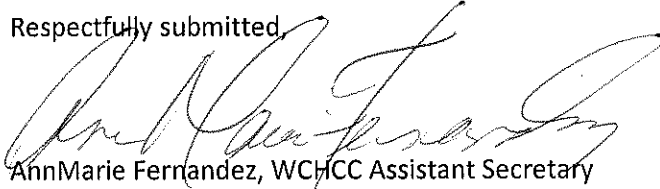
MR. HOCHBERG ASKED FOR A MOTION TO MOVE INTO EXECUTIVE SESSION FOR THE PURPOSE OF DISCUSSING STRATEGIC MATTERS. MR. MCCOY MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY.

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

ADJOURNMENT

MR. HOCHBERG MOTIONED TO ADJOURN THE FEBRUARY 1, 2017, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,



AnnMarie Fernandez, WCHCC Assistant Secretary