

WESTCHESTER COUNTY HEALTH CARE CORPORATION

BOARD OF DIRECTORS MEETING

September 4, 2019

6:30 P.M.

EXECUTIVE BOARD ROOM

EXECUTIVE OFFICES

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

VOTING MEMBERS EXCUSED: Orlando Adamson, M.D., Patrick McCoy

NON-VOTING MEMBERS PRESENT: Michael Israel, Michael Rosenblut

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

STAFF PRESENT: Julie Switzer, EVP, Chief Legal Officer and General Counsel
Gary Brudnicki, Senior Executive Vice President
Kara Bennorth, EVP, Chief Administrative Officer
Anthony Costello, SVP, Professional & Support Services
Michael Doyle, M.D., Executive Director and CMO, HealthAlliance
Mark Fersko, EVP, Financial Planning and Managed Care
David Ingber, SVP, Network Financial Operations
Mary Leahy, M.D., CEO, Bon Secours Charity Health System
Josh Ratner, SVP, Strategic Planning
Robert Ross, EVP, Northern Region

PHYSICIANS PRESENT: Dr. Gewitz, Dr. Zelazny

GUESTS: James Mazzella – President, CSEA
Ruben Bastellb- CSEA

CALL TO ORDER

The September 4, 2019, meeting of the Westchester County Health Care Corporation ("WCHCC") Board of Directors was called to order at 6:30 p.m. A quorum was present.

VOTING MEMBERS PRESENT

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

VOTING MEMBERS EXCUSED

Orlando Adamson, M.D.
Patrick McCoy

NON-VOTING MEMBERS PRESENT

Michael Israel
Michael Rosenblut

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 JULY 17, 2019, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. QUINTERO, SECONDED BY MR. HEIMERDINGER, TO APPROVE THE JULY 17, 2019, WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS MEETING MINUTES. THE MOTION WAS APPROVED UNANIMOUSLY.

REPORT OF THE PRESIDENT OF THE MEDICAL STAFF

Dr. Zelazny gave the report of the President of the Medical Staff. He presented a credentialing packet (dated September 4, 2019, and attached to these minutes) containing information on Credentialing Appointments, Reappointments, Additional Privilege Requests, FPPEs, and Updates to the Hematology/Oncology and Gastroenterology DOPs to the Board for its approval.

A discussion ensued.

Motion to Approve Recommendations for Appointments, Reappointments, Additional Privilege Requests, FPPEs, and Updates to the Hematology/Oncology and Gastroenterology DOPs.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, REAPPOINTMENTS, ADDITIONAL PRIVILEGE REQUESTS, FPPEs, AND UPDATES TO THE HEMATOLOGY/ONCOLOGY

AND GASTROENTEROLOGY DOPS. MS. GEVERTZ MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

REPORT OF THE PRESIDENT

Ms. Bennorth informed the Board that Lord & Taylor and the Westchester Mall are participating in fundraising campaigns for WMCHHealth and the Maria Fareri Children's Hospital ("MFCH").

Ms. Bennorth advised the Board that WMCHHealth has partnerships with Dutchess, Westchester, and Orange/Rockland Counties called Eds and Meds.

Ms. Bennorth advised the Board that WMCHHealth has two Public Safety and Health Summits scheduled for the fall.

Ms. Bennorth informed the Board that the first Faith and Flavor event of the fall will be held in Scarsdale.

Ms. Bennorth advised the Board that WMC received a \$300,000 grant from LAP, to work with local police departments in providing advocacy services to those at risk of violence which could result in a lethal outcome.

Ms. Bennorth informed the Board that WMC received the 2019 New York Tri-State Chapter of the National Association of Minority Contractors Diversity Champion Award.

Ms. Bennorth advised the Board that WMC received the following Doctors of Distinction Awards: Dr. Gewitz received the Lifetime Achievement Award, and the Heart Transplant Team received the Team of the Year Award.

Ms. Bennorth informed the Board that MHRH's cookout is September 12th, and Valhalla's campus cookout is September 25th.

Ms. Bennorth advised the Board that WMCHHealth's NYC Marathon team "Ten Strong" is training hard.

Ms. Bennorth reminded the Board of the following upcoming events:

- Go the Distance Walk and Family Fun Day – September 15th
- Evan Lieberman Trauma Mud Run – September 21st
- Master Chefs at the CIA – September 28th
- Cardiovascular symposium – October 3rd
- Ambulatory Care Pavilion ("ACP") Dedication Event – October 2nd
- Healing Half – October 6th
- NYC Marathon – November 4th

Ms. Bennorth showed a new Network video to the Board.

Mr. Costello presented a slide show to the Board on the ACP construction project updates. He showed images of the recently completed third floor and images of the new signage on top of the hospital. Mr. Costello reminded the Board that the following outpatient services opened in June in the ACP: Radiology, non-invasive Cardiology, Heart and Vascular, and Pre-Op Testing. He stated that the following outpatient services began in July: Ambulatory surgery, VIR, Cath Labs, GI services, General surgery and Liver Transplant.

Mr. Costello informed the Board that WMC held a 4th floor design kickoff meeting for the ACP.

Mr. Costello showed images of the expansion of Central Sterile, in the basement of the main tower.

Mr. Costello advised that two of the Cath labs in the main tower have been renovated, and work will begin on the remaining two labs.

Mr. Costello showed images of the former Ward 29. He stated that WMC received a grant to refurbish the unit and relocate the vent unit from the 6th floor.

Mr. Costello informed the Board that Au Bon Pan was bought out by Panera Bread. He stated that the three Au Bon Pan sites on the Valhalla campus will close on September 10th, and will re-open in November as Panera Bread.

Dr. Gewitz informed the Board that members of the Parents' Advisory Council were invited to participate at the Plaintree International Conference. He stated that the topic was Team Work, family members of pediatric patients and hospital leadership partnering to enhance care.

Dr. Gewitz informed the Board that the Regional Milk Bank will open on September 9th.

Dr. Gewitz informed the Board that the NICU Expansion project is underway.

Dr. Gewitz informed the Board that Mr. Wishnie attended the SPS National meeting in August.

Dr. Gewitz informed the Board that WMC received a \$225,000 donation from the Edelman Charitable Trust for new pediatric neurosurgical imaging equipment.

Mr. Ross updated the Board on the Northern Region.

Mr. Ross introduced Dr. Michael Doyle, Executive Director and CMO of HealthAlliance ("HA"), to the Board. He stated that Dr. Doyle is a graduate of West Point, he served in the Army for over twenty years, and most recently was the VP of Medical Affairs for Vassar Brothers Medical Center.

Dr. Doyle thanked the Board for their welcome.

Mr. Ross informed the Board that MHRH is implementing GMED, a new software for endoscopic procedures that captures images and provides full documentation into the medical records.

Mr. Ross advised the Board that Vassar College, Marist College and Dutchess Community College attended the recently held Eds and Meds Roundtable.

Mr. Ross informed the Board that MHRH recently held its 10th Annual Teddy Bear Clinic. He stated that this year the focus was on children with Autism.

Mr. Ross informed the Board that with the transition of Llobet Medical Group, APS is now providing family medicine services in Kingston and Margaretville.

Mr. Ross advised the Board that HA completed a mock survey of all three campuses in preparation of upcoming surveys.

Dr. Leahy updated the Board on the Western Region.

Dr. Leahy advised the Board that Good Samaritan Hospital ("GSH") recently held a ribbon cutting ceremony for its new Orthopedic unit.

Dr. Leahy informed the Board that Cardinal Dolan visited Bon Secours Community Hospital ("BSCH"), where he dedicated the opening of the new temporary ED and kicked off the start of the next phase of the Medical Village project. She stated that the Commissioner of Health and other politicians were also in attendance.

Dr. Leahy informed the Board that BSCH held its Golf outing last week. She stated that the event was sold out.

Dr. Leahy advised the Board that the medical students have just completed their first rotation at GSH.

Dr. Leahy advised the Board that GSH held its Women's Cohort last month with the theme of Resilient Leadership.

Dr. Leahy informed the Board that renovation of the radiology suites at St Anthony's Community Hospital is underway. She stated that this is a \$10 million project.

Dr. Leahy advised that Charity recently held its annual employee picnic at Boulder stadium with over 3,400 employees and their family members in attendance.

Dr. Garrick updated the Board on the Blood Bank. She advised that a new dispensing process implemented allows for the nurses to scan the patient and the blood, that they will receive. Dr. Garrick advised that WMC will identify a Transfusion Safety Officer.

Dr. Garrick updated the Board on GME. She stated that the Department of Neurosurgery program has been approved for expansion. Dr. Garrick advised that Dr. Bierman will give the Board the report of the Designated Institutional Officer in the near future.

Dr. Garrick informed the Board that WMC has a search ongoing for a new Director/Chair for the Department of Medicine. She stated that as part of the restructuring of the Department of Medicine, Cardiology is now a Department of Cardiology with Julio Panza as its Director. Dr. Garrick advised that Dr. Panza will report to the Chair of Medicine at the New York Medical College. She also stated that there is a search underway for a new Chair/Director of Pathology, as Dr. Fallon is retiring. Dr. Garrick advised that Dr. Abraham Bartell is now the Associate Director of Psychiatry. She reported that there are nine new Section Chiefs.

Dr. Garrick advised the Board that Quality Integration continues.

Dr. Garrick advised that mock surveys continue across the network.

Dr. Garrick informed the Board that the Measles epidemic protocols remain in effect. She stated that the U.S. is only a few weeks away from having the Measles removed from the eradicated risk list. Dr. Garrick advised that there have been over 1,070 cases in New York alone, primarily in Rockland, Orange and Sullivan counties.

REPORT OF THE COMMITTEES

AUDIT AND CORPORATE COMPLIANCE COMMITTEE

Mr. Heimerdinger, Chair, Audit & Corporate Compliance, stated that the Committee met on July 19, 2019.

Mr. Heimerdinger informed the Board that Ms. Ariel reported on the audits in progress. He stated Ms. Ariel discussed the MHRH Home Care Audit, which is being reviewed by management and awaiting a corrective action plan for process improvement. Mr. Heimerdinger advised that Ms. Ariel also reported on the audits for the physician practice, which includes Document Review of High Volume Services and ICD 10 Top Diagnosis Accuracy by Physicians.

Mr. Heimerdinger informed the Board that Mr. Palovick discussed the status of the following internal audits in process: Cardiology Revenue Cycle – APS, Implant Device Credits, Pharmacy Controlled Substances, and the ACP Construction. He stated that Mr. Palovick reviewed the following completed internal audits: WMC Senior Management Expenses and WMC Hospital Gift Shop Inventory.

FINANCE COMMITTEE

Mr. Shroff, Chair, Finance Committee, advised the Board that the Finance Committee met prior to the Board meeting and reviewed the financials for the period ended June 30, 2019.

Mr. Shroff reported that Cash and Investments at June 30, 2019 and December 31, 2018 were consistent. He advised that other current assets decreased, primarily as a result of receiving certain DSH payments. Mr. Shroff advised that capital assets increased due to spending associated with the completion of the ACP. He stated that current portion of other long-term liabilities increased primarily due to DSRIP receipts that are held until distributions to partners are made and other timing matters.

Mr. Shroff advised that WMC had a bottom line loss of \$5.5 million through June 30, 2019, which was less than the net loss of \$9.0 million for the same period in 2018. He stated that patient service revenue was impacted by volume and case mix. Mr. Shroff informed the Board that labor costs reflect the full year effect of new physicians hired in 2018. He stated that supplies and other expenses included the impact of increased costs for Blood Factors which are required to treat Hemophiliac patients and other patient care expenses. Mr. Shroff noted that the increase in expenses in excess of revenue was mitigated by an increase in investment income.

Mr. Shroff informed the Board that the census on the Valhalla campus remained stable. He stated that acute discharges were consistent with 2018. Mr. Shroff advised that total acute discharges and outpatient cases for the MHRH were consistent with 2018.

Mr. Shroff advised the Board that Mr. Morgan presented a Resolution authorizing WMC to enter into a Custody Agreement with BNY Mellon for the purpose of establishing an account with BNY Mellon so that transfers can be effectuated between Bermuda's and the Corporation's investment accounts. He stated that the Committee voted to recommend approval of the Resolution to the Board.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE BNY MELLON RESOLUTION AUTHORIZING THE CORPORATION TO ENTER INTO A CUSTODY AGREEMENT FOR THE PURPOSE OF ESTABLISHING AN ACCOUNT SO THAT TRANSFERS CAN BE EFFECTUATED BETWEEN BERMUDA'S AND THE CORPORATION'S INVESTMENT ACCOUNTS. MR. TULIS MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

QUALITY COMMITTEE

Ms. Gevertz reported that the Committee met on July 19, 2019.

Ms. Gevertz advised the Board that the Committee received a report by Ms. Cuddy on the Quality and Safety Council meeting of June 13, 2019. She reported on the following presentations: Critical Care Committee; Emergency Medicine; Laboratory/Pathology; and MyCare Update. Ms. Gevertz advised that QA/PI reports were also provided by Neurosurgery and OB/GYN.

Ms. Gevertz advised the Board that the Committee received a presentation on the Department of Surgery by Dr. Diflo. She stated that he reviewed the Department's Quality Dashboard; in particular, the Sepsis bundle compliance and improvements in pressure ulcer data and pulmonary embolus data. Ms. Gevertz advised that Dr. Diflo discussed the following Department initiatives: the pressure ulcer team, the nurse driven protocols to reduce CAUTIs, efforts to reduce ventilator days and ventilator associated pneumonia and the implementation of a new M&M structure.

Ms. Gevertz informed the Board that the Committee received a presentation on the Maria Fareri Children's Hospital by Drs. Gewitz and Altman. She stated that they highlighted the following: the structure of its Quality Council, Solutions for Patient Safety, 2019 Solutions for Patient Safety Goals and progress made, the various Hospital Acquired Condition Teams, Surgical Infection Sight data, the Discharge Phone Call program, the implementation of a confidence assessment tool, pediatric unplanned readmission rates, Child CAHPS scores, and the efforts to decrease the percentage of unsuitable newborn screens.

Ms. Gevertz informed the Board that Drs. Gewitz and Altman also provided an update on regulatory matters and corrective actions.

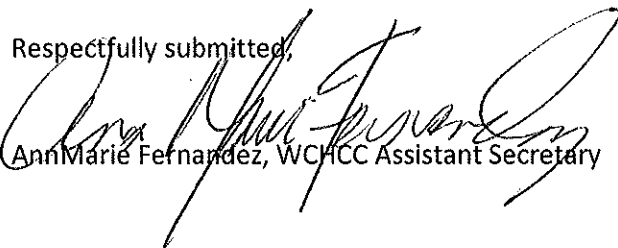
NEW BUSINESS

There was no new business.

ADJOURNMENT

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE SEPTEMBER 4, 2019, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. DR. GARRICK MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,



Ann Marie Fernandez, WCHCC Assistant Secretary