

**WESTCHESTER COUNTY HEALTH CARE CORPORATION**

**BOARD OF DIRECTORS MEETING**

**December 5, 2018**

**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, Mitchell Hochberg, Alfredo Quintero, Zubeen Shroff, Mark Tulis; Richard Wishnie**

**VOTING MEMBERS PRESENT VIA PHONE: John Heimerdinger**

**NON-VOTING MEMBERS PRESENT: Michael Israel, Michael Rosenblut, James Vodola**

**VOTING MEMBERS EXCUSED: Patrick McCoy**

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

**STAFF PRESENT: Julie Switzer, EVP, Chief Legal Officer and General Counsel  
Kara Bennorth, EVP, Chief Administrative Officer  
Gary Brudnicki, COO, CFO, WMCHHealth Network  
Anthony Costello, SVP, Professional & Support Services  
Mark Fersko, EVP, Financial Planning and Managed Care  
Paula Fessler, Chief Nursing Executive  
Mary Leahy, M.D., CEO, Bon Secours Charity Health System  
Jordy Rabinowitz, SVP, HR Operations  
Robert Ross, EVP, Northern Region**

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

**CALL TO ORDER**

The December 5, 2018, 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**

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

**VOTING MEMBERS EXCUSED**

Patrick McCoy

**NON-VOTING MEMBERS PRESENT**

Michael Israel  
Michael Rosenblut  
James Vodola

**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 NOVEMBER 7, 2018, MEETING OF THE BOARD. A MOTION WAS MADE BY MR. WISHNIE, SECONDED BY MR. SHROFF, TO APPROVE THE NOVEMBER 7, 2018, 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 advised the Board that this would be his last meeting as President of the Medical Staff. He stated that Dr. Daniel Zelazny was elected President of the Medical Staff, effective January 1, 2019. Dr. Lebovics thanked Mr. Israel, Mr. Brudnicki and the entire Board for their support of the Medical Staff.

Dr. Lebovics gave the report of the President of the Medical Staff. He presented a credentialing packet (dated December 5, 2018, and attached to these minutes) containing information on Credentialing Appointments, FPPE’s, Reappointments, Additional Privileges, Section Changes and Updates to the Anesthesia DOP to the Board for its approval.

A discussion ensued.

**Motion to Approve Recommendations for Appointments, FPPE's, Reappointments, Additional Privileges, Section Changes and Updates to the Anesthesia DOP.**

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE RECOMMENDATIONS FOR APPOINTMENTS, FPPE's, REAPPOINTMENTS, ADDITIONAL PRIVILEGES, SECTION CHANGES AND UPDATES TO THE ANESTHESIA DOP. MR. SHROFF MOTIONED, SECONDED BY DR. ADAMSON. THE MOTION CARRIED UNANIMOUSLY.

Dr. Lebovics informed the Board of amendments to the Medical Staff Bylaws as follows: Pharmacy and Therapeutics Committee - the Directors of Pharmacy of WMC and MHRH shall have the right to vote, and The Voluntary Teaching Staff – Bylaws language changes.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE MEDICAL STAFF BYLAWS AMENDMENTS. MR. TULIS MOTIONED, SECONDED BY MR. QUINTERO. THE MOTION CARRIED UNANIMOUSLY.

**REPORT OF THE PRESIDENT**

Mr. Israel thanked Dr. Lebovics for his service as the President of the Medical Staff.

Mr. Israel introduced Paula Fessler, Chief Nursing Executive, to the Board. He stated that Ms. Fessler's twenty years of clinical practice experience includes prior positions at the Mayo Clinic, St. Louis Children's Hospital at Washington University, and the University of Rochester Medical Center. He stated that Ms. Fessler's most recent position was VP of the Emergency Medicine service line at Northwell Health. Mr. Israel stated that Ms. Fessler has an undergraduate degree from Syracuse, graduated from Duke University as a Family Nurse Practitioner, and has an advanced business degree from the Simon School of Business at Rochester University. He advised that Ms. Fessler is involved nationally as a Board member, is a New York State representative for the American Academy of Emergency Nurse Practitioners, edits a peer review journal, lectures about talent development and women in leadership, and mentors students and staff.

Ms. Bennorth informed the Board that as part of the Network's Advancing Vitals work, WMC has launched a Season of Giving, a series of ways in which to engage with the workforce. She stated that the Season of Giving kicked off with a tree planting event for Thanksgiving, a virtual Winter Wishes program, and a Good Night Lights event.

Ms. Bennorth advised the Board that WMC held its first Public Safety Summit in November. She stated that this was the first collaborative effort with law enforcement in Westchester County, and one hundred and twenty five law enforcement personnel attended. Ms. Bennorth advised that WMC simultaneously launched VICTOR, a victim informed care and trauma recovery taskforce, in conjunction with the Westchester County DA, County Officials, and police department representatives.

Ms. Bennorth informed the Board that contained in the News Articles on Diligent there is a terrific feature story by the Journal News on WMC's six heart transplants performed in seven days.

Ms. Bennorth informed the Board of several recent/ongoing events: a ribbon cutting ceremony for Warrior's Way in the MFCH, Subaru's Share the Love campaign, and a Chairman's Challenge thanks to Mitchell and Suzan Hochberg.

Ms. Bennorth advised the Board that Iona College will be holding its Dance Marathon on December 7<sup>th</sup>, and NASH, a New York City Country Music station, will be holding its year-end radiothon.

Mr. Tulis informed the Board that he attended the Winter Wonderland tree lighting ceremony at the Valhalla Dam. He stated that a seven year old kidney transplant recipient turned on the Winter Wonderland lights,

along with his twin brother. Mr. Tulis advised that the parents shared a very moving story about their son's transplant journey at the MFCH. He stated that it was wonderful event.

Mr. Costello presented a slide show to the Board on the Ambulatory Care Pavilion ("ACP") construction project. He stated that the previous signage has been removed from the top of the main hospital and a curtain wall is being installed to tie the buildings together. Mr. Costello showed images of the ACP, which is now fully enclosed, with the exception of the eighth floor. He showed images of an operating room and a diagnostic room on the second floor with the walls and ceilings being completed.

Mr. Costello showed images of the resident apartments which are being renovated by the in-house construction crew.

Mr. Costello showed images of the ongoing renovations resulting from the flood incident in the D Wing of Taylor Pavilion that occurred a few weeks ago. He stated that demolition is completed and that air quality clearance has been received.

Mr. Costello updated the Board on the timeline for the next four weeks of the ACP project. He stated that the new permanent road leading into the campus will be completed, the curtain wall and windows will all be completed, all elevators will be completed, the outside hoist will be removed, the roofing will be completed, and all breakthroughs from the main hospital to the new patient rooms will be completed.

Mr. Israel informed the Board that tours of the ACP will be available in January for those who wish to see the new building.

Dr. Gewitz informed the Board that American Christmas has donated their time once again to decorate the lobby of the MFCH. He reminded the Board that last year American Christmas had generously donated all of the Christmas trees and decorations. Dr. Gewitz informed the Board that there will be daily events held in the MFCH over the next two weeks to celebrate the holidays.

Dr. Gewitz reminded the Board that WMC is the home for a multi-center trial for stem cell transplants for Sickle Cell disease. He stated that WMC received recognition from the American Society of Hematology by way of an accommodation and a feature presentation at their national meeting.

Dr. Gewitz informed the Board that WMC has recruited a new pediatric pathologist from Texas Children's Hospital, who trained at Boston's Children's Hospital.

Mr. Ross updated the Board on the Northern Region. He stated that two primary care physicians have been recruited and will be starting in January.

Mr. Ross informed the Board that HealthAlliance ("HA") recently held a Golden Circle event, whereby donors and scholarship recipients come together to honor the donors and congratulate the recipients. He stated that thirty-seven HA employees received scholarships to either advance their education or their clinical expertise.

Mr. Ross informed the Board that the DNV was at the Broadway campus for the past two days for their annual review. He stated that HA received its results at noon today and did very well. Mr. Ross advised that the DNV will be at Mary's Avenue tomorrow and at Margaretville Memorial Hospital on Friday.

Mr. Ross informed the Board that HA submitted the revised plans for the Mary's Avenue consolidation project to the Department of Health.

Dr. Leahy advised the Board that the Joint Commission has arrived at Saint Anthony's Community Hospital for its tri-annual survey.

Dr. Leahy advised the Board that a CMS survey is underway for the Good Samaritan Hospital ("GSH") Home Care.

Dr. Leahy advised the Board that Charity held a Veteran's Day luncheon for all of its employees who have served in the armed forces.

Dr. Leahy informed the Board that GSH's Corks and Forks fundraiser was a sold out, wonderful event.

Dr. Leahy informed the Board that the Winding Through Warwick event this past Saturday had over six hundred participants. She stated that all three hospitals held a tree lighting ceremony last week which were well attended by its communities.

Dr. Leahy informed the Board that the Network's Regional Engagement and Advocacy Council on Health ("REACH") held its first meeting. She stated that this is a system wide initiative which collaborates with various community leaders in healthcare, education, politics, and spirituality.

Dr. Leahy informed the Board that Bon Secours Community Hospital ("BSCH") received the Quality of Life Award from Orange County last night.

Dr. Leahy informed the Board that St. Joseph's Place, a nursing home at BSCH, received a Top Nursing Home honor from U.S. and World News Report.

Dr. Garrick advised the Board that WMC had its first ACGME fellowship match since taking over the sponsorship of the residency programs. She stated that WMC did quite well and filled all spots with the exception of Nephrology. Dr. Garrick advised that there is a nationwide shortage of nephrologists.

Dr. Garrick informed the Board that WMC has rolled out a nurse-driven sepsis protocol which allows WMC to begin the sepsis triage function and initial care of the patient once a sepsis alert has sounded. She advised that due to this new protocol, WMC's sepsis data compliance rate has risen to 76%.

Dr. Garrick informed the Board that the Annual meeting of the Medical Staff was held last week. She stated that Mr. Israel and Mr. Brudnicki provided a wonderful presentation on the growth of the Network. Dr. Garrick stated that there was also some introductory data sharing about optimization pathways and harmonization.

## **REPORT OF THE COMMITTEES**

### **FINANCE COMMITTEE**

Mr. Shroff, Chair of the Finance Committee, stated that the Committee met just prior to the Board meeting and reviewed the October, 2018, financial statements.

Mr. Shroff stated that the cash balance at the end of October, 2018, was \$111.2 million. Mr. Shroff advised that Current Marketable Securities were \$129.9 million, Accounts Receivable were \$176.9 million and Cash and Investments totaled \$241.1 million.

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

Total Operating Revenue - \$1.216 billion  
Total Operating Expenses - \$1.160 billion  
Operating Income - \$56.2 million  
Net non-operating activities \$14.6 million  
Net income before items below \$41.6 million  
Excess Pension Costs - \$15.7 million  
Post-Retirement Health Costs - \$15.0 million  
NYS Actuarial Adjustment - \$5.9 million  
Unrealized losses on investments were \$4.4 million  
Net income was \$517,000

Mr. Shroff reviewed the following statistics:

**Valhalla Campus**

Total Acute Discharges and Outpatient Cases – 20,959; 900 more than 2017  
Acute Patient Days – 143,268  
Average Length of Stay – 8.78  
E.R. Visits – 41,537; 2,261 more than 2017

**MidHudson Campus**

Total Acute Discharges and Outpatient Cases – 3,919; 68 more than 2017  
Acute Patient Days – 18,664  
Average Length of Stay – 6.21  
E.R. Visits – 23,427; 242 less than 2017

Mr. Shroff advised that the Committee recommended approval of a Cerner Resolution to the Board authorizing the Corporation to negotiate and enter into an Agreement with Cerner to establish a strategic partnership whereby Cerner supplies to the Corporation certain software, solutions, maintenance and support, hardware, information technology staffing, and related professional services.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE CERNER RESOLUTION AUTHORIZING THE CORPORATION TO NEGOTIATE AND ENTER INTO AN AGREEMENT WITH CERNER. MR. WISHNIE MOTIONED, SECONDED BY MR. TULIS. THE MOTION CARRIED UNANIMOUSLY, WITH ONE ABSTENTION.

Mr. Shroff advised the Board that the Committee recommended the following capital leases to the Board for its approval:

Insight Investments – Hemosphere Monitoring Equipment manufactured by Edwards Lifescience  
\$620,910.00            3.03%            60 months

Flex Financial, a division of Stryker Sales Corporation – Equipment for Stryker Neptune Rover upgrade at WMC and MHRH – \$1,189,946.20            0%            60 months

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE CAPITAL LEASES WITH INSIGHT INVESTMENTS AND FELX FINANCIAL. MR. TULIS MOTIONED, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

Mr. Shroff advised the Board that the Committee reviewed the 2019 Strategic Operating Budget and recommended its approval to the Board. He asked Mr. Brudnicki to present the 2019 Operating Budget to the Board.

Mr. Brudnicki informed the Board that the 2019 Operating Budget was put together consistent with the Corporation's Mission and Vision. He stated that the budget was put together in conjunction with various clinicians and leaders and has a number of highlights and challenges. Mr. Brudnicki advised that the 2019 Operating Budget has a forecasted bottom line of \$4.6 million. He stated that upon review of the 2019 expense ratios, the bedside nursing ratios have been maintained, as well as a stable cash balance. Mr. Brudnicki advised that all labor costs in the budget are pursuant to existing labor agreements. He stated that all revenue increases are based upon Medicare, Medicaid and/or Commercial rates that are currently in place. Mr. Brudnicki informed the Board that the 2019 Operating Budget has modest patient volume increases. He stated that the total operating revenue for 2019 is forecasted to be \$1.489 billion, with the lion's share comprised of net patient service revenue. Mr. Brudnicki informed the Board that total expenses for 2019 are projected to be \$1.445 billion, with labor costs anticipated to be \$693 million, and associated fringe benefit costs of \$159 million. In addition, expenses will include \$495.2 million for supplies and other, \$64.6 million for depreciation and amortization, \$32 million for interest expense, \$18.86 million in pension costs, \$17 million in excess post-retirement health and the NYS pension adjustment of \$4.05 million.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE 2019 OPERATING BUDGET. MR. TULIS MOTIONED, SECONDED BY MS. GEVERTZ. THE MOTION CARRIED UNANIMOUSLY.

#### **QUALITY COMMITTEE**

Ms. Gevertz, Chair of the Quality Committee, stated that the Committee met on November 20, 2018.

Ms. Gevertz advised the Board that Ms. Cuddy reported on the Quality and Safety Council meeting of October 11, 2018. She stated that Ms. Cuddy highlighted reports from Antimicrobial Stewardship; Health Information Management; Medicine; the Operating Room Committee; and the Pain Management Council.

Ms. Gevertz advised that QA/QI reports were received from the CHHA; GME; MFCH Quality Council; and the Transplant Quality Council.

Ms. Gevertz informed the Board that Dr. Ferrando presented on the Behavioral Health Quality and Safety initiatives. She stated that he highlighted Behavioral Health's inpatient services; accomplishments, such as the renovations, opioid education conferences, addition of new sections for Geriatrics and Addiction, new hires, tele-tracking which improved throughput, tele-court initiative, decrease in restraint rates, and no suicide attempts on adult units; Challenges such as staffing, documentation of suicide risk assessment, assault rates, reducing fall rates, patient satisfaction scores, and documenting why a patient is discharged on greater than one anti-psychotic medication; and Chemical Dependency.

Ms. Gevertz informed the Board that Dr. Cairo presented on the Cancer program at WMC and MHRH. She stated that he advised that the Cancer program is multi-site and multidisciplinary and highlighted the following for the Committee: the Organization Chart of the Cancer program; the 2017-2018 initiatives including vaccinating at risk patients; Quality Improvement in Hematotherapy services; the program is a leader in treating Sickle Cell disease; and the program received the Commission on Cancer Accreditation.

#### **NEW BUSINESS**

Ms. Switzer informed the Board that the WCHCC Bylaws were amended to delete the Technology Committee as an active Committee of the Board, and replace it with a Technology and Patient Experience Committee. She stated that the primary charge of the new Committee will be to oversee the alignment of key technologies

relating to the entire patient journey, including operational efficiencies and communication, in order to ensure a higher level of patient satisfaction.

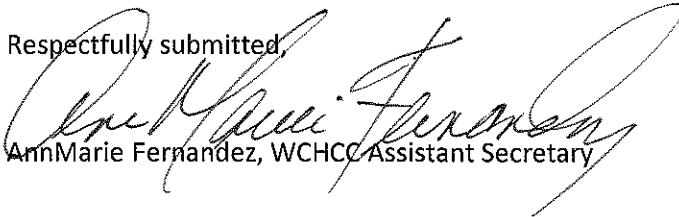
Mr. Hochberg thanked Mr. Shroff for volunteering to Chair the new Committee and asked for other Board members to volunteer to join the new Committee.

MR. HOCHBERG ASKED FOR A MOTION TO APPROVE THE AMENDED WCHCC BYLAWS. MS. GEVERTZ MOTIONED, SECONDED BY MR. SHROFF. THE MOTION CARRIED UNANIMOUSLY.

**ADJOURNMENT**

MR. HOCHBERG ASKED FOR A MOTION TO ADJOURN THE DECEMBER 5, 2018, MEETING OF THE WESTCHESTER COUNTY HEALTH CARE CORPORATION BOARD OF DIRECTORS. MR. QUINTERO MOTIONED, SECONDED BY MR. WISHNIE. THE MOTION CARRIED UNANIMOUSLY.

Respectfully submitted,



AnnMarie Fernandez, WCHCC Assistant Secretary