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NASSAU HEALTH CARE CORPORATION

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BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

MEETING

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Nassau University Medical
Center

2201 Hempstead Turnpike

East Meadow, New York

JULY 11, 2016

6:48 P.M.

REPORTED BY:

Angela Arena

1

2 A P P E A R A N C E S :

3 BOARD OF DIRECTORS/EXECUTIVE COMMITTEE
4 MEMBERS PRESENT:

4

5 Michael B. Mirotznic, Esq. -
6 Chairman of the Board
7 Warren D. Zysman, LCSW - Board
8 Member
9 Linda Reed - Board Member
10 Victor F. Politi, MD -
11 President/CEO
12 Giuseppe Caruso, MD - Board
13 Member
14 David J. Sussman, MD - Board
15 Member
16 Krishan Kumar, MD - Board Member
17 Steve Cohn, Esq. - Board Member
18 Asif M. Rehman, MD - Board Member
19 Michael DeLuca, MPA - Board
20 Member

21

ALSO PRESENT

22 Beatriz Fuschetto - Assistant to
23 the Board
24 Craig Rizzo, Esq. - EVP / Special
25 Assistant to NHCC
26 Shelley Lotenberg - Director of
27 Public Affairs
28 John Maher - EVP/CFO
29 Paul Mustacchia, MD - Chair of
30 Medicine
31 Kevin Mannle - VP of Facilities
32 Megan Ryan, Esq. - Chief
33 Compliance Officer
34 Timothy Sullivan - VP of Finance
35 Michael Gatto - VP of Care
36 Coordination and DSRIP
37 Victor Scarmato - Chief Medical
38 Officer, Chair of Radiology
39 Robert Heatley - EVP Ambulatory
40 Services & Business Development
41 Thomas Alfano, Esq. - Legal
42 Department
43 Farooq Ajmal - Chief Information
44 Officer

25

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2 Ann Marie Studdert - Director of
3 Intergovernmental Affairs
4 Harold McDonald - Chief
5 Administrative Officer, EVP
6 Vincent DiSanti - Senior Vice
7 President
8 Gerald Wright, Esq. - Legal
9 Department
10 Rozan Padula - Manager of Patient
11 Accounts
12 Michael Ferrandino - Vice
13 President Security
14 Barbara Van Riper, Esq. Legal
15 Department
16 Louis Imbrotto, Esq. - Legal
17 Department
18 Elizabeth Faughnan, Esq. - Legal
19 Department
20 Kenneth Kessler - Assistant Vice
21 President of Human Resources
22 Janeann Zink - Director of LEAN
23 Anthony Boutin, MD, FACEP, FAAEM
24 - Chair of Surgery
25 John Riggs, MD - Chair of OB/GYN
Maureen Hutcheon, LMSW, MPA -
Surgery and Orthopaedic
Administrator
Glenn Faust, MD - Chair of
Surgery
Robert Tepper, Esq. - Legal
Department
Bonnie Markowitz - Asst. Hospital
Administrator, Psychiatry &
Behavioral Sciences
Kathy Skarka - RN, MSN, CNA,
Senior Vice President for Patient
Care Services
Rachel Robbins, MD - Chair of
Pathology

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2 MR. MIROTZNIK: Good evening,
3 ladies and gentlemen. I make a motion to
4 open up the NuHealth Nassau Health Care
5 Corporation Executive Committee of
6 July 11th, 2016. I call to order. May I
7 have a motion to open up our meeting? All
8 in favor? Unanimous.

9 It gives me great pleasure again
10 to recognize our newest Board member
11 Dr. Caruso for the full Board, and now you
12 have the full taste of what you're in for.
13 So thank you, Dr. Caruso, for being here and
14 helping with us.

15 I have nothing to approve. There
16 are no minutes for me to approve. I would
17 turn to Ms. Reed while we are hot on your
18 Compensation Committee. Ms. Reed, do you
19 have any motions?

20 MS. REED: Yes, I do. I would
21 like to make a motion of the full
22 Board. The motion states as follows:
23 To have John Ciotti resume his position
24 as general counsel and reinstate his
25 prior employment contract on the same

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2 terms and conditions. Can I please
3 have a motion to approve? All in
4 favor? Thank you, unanimous.

5 MR. MIROTZNIK: Dr. Politi?

6 DR. POLITI: Yes, sir?

7 MR. MIROTZNIK: Any report?

8 DR. POLITI: Well, I am very
9 pleased to hear that Mr. Ciotti is
10 returning to the hospital and fully
11 support the Board's decision to approve
12 him to return, and thank them for that.

13 We are still moving forward after
14 being advised about the VBP QIP grant
15 for \$40 million and I know today there
16 was a phone call between John Maher,
17 Jeff Thrope and Harold McDonald and the
18 State to work out some of the details
19 involved in receiving that money and
20 what we need to do to receive it.

21 There was also a press conference
22 today regarding the Zika virus.

23 Senator Chuck Schumer was here today
24 along with County Executive Ed Mangano
25 to talk about the Zika virus and how it

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2 affects the public health, how they're
3 looking for funding to support
4 hospitals like this in going forth with
5 our mission.

6 Other than that, I have nothing
7 else to report. Mr. Chairman, I turn
8 it back over to you.

9 MR. MIROTZNIK: We would just
10 ask, Dr. Politi, in the upcoming weeks
11 if we can set up a committee to assist
12 in the VBP and the distribution and
13 oversight of that committee. So with
14 your leadership, we ask that we speak
15 with members of the Board and we will
16 set up some sort of committee for that.

17 DR. POLITI: I look forward to
18 that.

19 MR. ALFANO: Mr. Chairman, may I
20 be heard on the Ciotti resolution?

21 MR. MIROTZNIK: Absolutely.

22 MR. ALFANO: It's just so
23 heartening for all of us to hear that
24 dear friend and very capable general
25 counsel John Ciotti will be returning

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2 to join us in this great Institution.
3 It was very difficult managing without
4 John.

5 He is an invaluable member of the
6 team and a leader of this legal team,
7 and I would like to thank my colleagues
8 in the legal department. We pulled
9 together. We worked very hard and we
10 anxiously await our leader's return.

11 MR. MIROTZNIK: Thank you for
12 stepping up to the plate and helping
13 out during the last few months. I know
14 it has been difficult.

15 MR. ALFANO: Thank you.

16 MR. MIROTZNIK: We have our
17 newest member of the legal team,
18 Mr. Imbrotto. Welcome to the full
19 Board meeting. Stand up so you can be
20 recognized.

21 MR. IMBROTTO: Thank you.

22 MR. MIROTZNIK: And Barbara,
23 you're a pro already. You have given
24 advice already and you are sitting next
25 to Mr. Tepper just for tonight.

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2 The next thing on the agenda, the
3 LIFQHC Liaison Committee. I call for
4 approval of the June 8th, 2016 minutes.
5 That should be tab five on your packet.
6 So may I have a motion? All in favor?
7 Unanimous.

8 We should be having some more
9 meetings with Mr. Detor, who is the
10 chair of the LIFQHC, and work together
11 on straightening out some issues that
12 we have and hopefully moving forward to
13 a profitable relationship. Ms. Reed,
14 Compensation Committee?

15 MS. REED: I have no further
16 reports.

17 MR. MIROTZNIK: Mr. Zysman,
18 Contracts Committee?

19 MR. ZYSMAN: I would like to make
20 a motion to approve the minutes of the
21 June 22nd, 2016 Contracts Committee
22 meeting as well as all resolutions
23 contained within.

24 MR. MIROTZNIK: Everybody has a
25 copy that we distributed, June 22nd

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2 minutes. Can I have a motion? What's
3 that? It says June 22nd; am I
4 mistaken?

5 MS. FAUGHNAN: Contracts was
6 June 23rd.

7 MS. RYAN: There were some
8 contracts on the 22nd.

9 MR. MIROTZNIK: Mr. Zysman, will
10 you make a motion to approve the 22nd
11 of June and the 23rd of June Contract
12 minutes?

13 MR. ZYSMAN: Motion to approve
14 the June 22nd, 2016 and June 23rd, 2016
15 contract minutes and resolutions
16 contained within?

17 MR. MIROTZNIK: All in favor?
18 Unanimous.

19 MR. ZYSMAN: We also need a
20 resolution -- make a motion to -- that
21 was prepared by Rich Yarmel, who is one
22 of the outside counsel that NUMC uses.

23 MR. ALFANO: Correct.

24 MR. ZYSMAN: This pertains to a
25 lease that was voted on. Resolved,

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2 that the Board of Directors (the
3 "Board") of Nassau Health Care
4 Corporation ("NHCC") has duly
5 considered the legal ramifications,
6 benefits and drawbacks of leasing
7 certain office space to its captive
8 Professional Employer Organization (the
9 "PEO") for less than fair market value,
10 including, but not limited to,
11 considering the information disclosed
12 to the Board, and therefore to the
13 general public, at this meeting.

14 Resolved, that, after
15 consideration of the facts presented
16 herein, we determine that there is no
17 reasonable alternative arrangement for
18 rental of the office space.

19 Resolved, that that certain Lease
20 Agreement, by and between NHCC and
21 Nassau Health Care Foundation, Inc.,
22 owner and operator of the PEO (the
23 "Lease Agreement"), which in
24 substantially the form previously
25 presented to the Board, contains

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2 reasonable terms and conditions for
3 NHCC and is hereby approved.

4 Resolved, that the CEO is hereby
5 authorized, empowered and directed to
6 take any actions deemed necessary or
7 advisable to negotiate, finalize,
8 execute and deliver the Lease
9 Agreement, on substantially the terms
10 agreed to by the Board, and any other
11 documents, forms, certificates or other
12 instruments required in connection with
13 the Lease Agreement.

14 Resolved, that any officer or
15 director of NHCC is hereby authorized,
16 empowered and directed to take all such
17 action on behalf of NHCC as they may
18 deem necessary, appropriate or
19 advisable to carry out the intent and
20 purposes of the foregoing resolutions,
21 and to do all further things necessary
22 or advisable and proper to carry on the
23 business of NHCC in the best interests
24 of NHCC.

25 I will give you a copy of this

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2 and mark it Exhibit A. can I get a
3 motion? Favor? Unanimous.

4 MR. MIROTZNIK: Mr. Zysman, do
5 you want to add on, I believe, in our
6 booklet, and that is a revenue-based
7 contract with Nassau County. Are we
8 entertaining that this evening?

9 MR. ZYSMAN: We are, I believe.
10 Bonnie Markowitz is here and Gerry
11 Wright, who I believe was instrumental,
12 I was told by Mr. Alfano, in being able
13 to secure that additional funding for
14 that grant through the County. Maybe,
15 Mr. Wright, if you want to speak to it,
16 and the urgency of what you asked to be
17 heard at the Board meeting?

18 Ms. Markowitz, if you can, give a
19 brief presentation and answer any
20 questions we have and call it to a
21 quick vote?

22 MR. WRIGHT: It's very simple.
23 In 2015 we had a grant for \$818,357.
24 At that time I suggested to the County
25 that there should be more money out

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2 there. I did some research. I think
3 the County did some research. We came
4 up with an additional \$274,165.

5 When you add the two figures
6 together it comes to a total grant of
7 \$1,092,522. So the \$275,000, which is
8 before the Board, that is money that is
9 coming in. An LD-200 has been provided
10 by Bonnie here for that additional
11 \$275,000.

12 MR. MIROTZNIK: Mr. Wright, if
13 you were given more time to do more
14 research, could you find more money?

15 MR. WRIGHT: For 2016 we are
16 working on that as I speak to you now.

17 MR. ZYSMAN: Bonnie, is there
18 anything you would like to add?

19 MS. MARKOWITZ: That's basically
20 it. It is basically to supplement our
21 outpatient mental health clinic program
22 that we currently run and as Mr. Wright
23 stated, it is an addition and brings an
24 extra quarter of a million dollars, so
25 we highly recommend it.

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2 MR. ZYSMAN: Any questions from
3 the Board? Ms. Faughnan?

4 MR. MIROTZNIK: Thank you,
5 Mr. Wright, for your work.

6 MS. FAUGHNAN: The NHCC Board of
7 Directors authorizes the President to
8 negotiate and execute an amendment of
9 an agreement with Nassau County for an
10 additional grant amount of \$274,165 to
11 supplement the 2015 Local Assistance
12 Grant.

13 MR. MIROTZNIK: That's the
14 motion. All in favor? Unanimous.

15 MR. ZYSMAN: Thank you,
16 Mr. Wright.

17 MR. MIROTZNIK: Ms. Reed, MPAC?

18 MS. REED: Thank you. I call for
19 approval of the minutes, please, for
20 May 31st, 2016. Can I have a motion,
21 please? All in favor? Unanimous.
22 Thank you.

23 MR. MIROTZNIK: Mr. Zysman,
24 finance?

25 MR. ZYSMAN: There is no minutes

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2 to report.

3 MR. MIROTZNIK: Any other
4 business? Anybody? Comments? John,
5 you haven't said a word. John is
6 speechless. Dr. Politi?

7 DR. POLITI: A quick announcement
8 that Monday, July 18th is the employee
9 golf outing at Eisenhower Park. We
10 would like to invite all the members of
11 the Board to come to the dinner. I
12 believe it starts at 5:00 p.m. for
13 dinner and cocktails, as guests of the
14 hospital at the Carleton. Sorry,
15 6:00 p.m. next Monday.

16 MR. MIROTZNIK: Warren wants
17 everyone to know July 18th he expects
18 phone calls. It's his birthday. So I
19 will give you his cell phone on the way
20 out and you can blow up the phones
21 anywhere after midnight through
22 6:00 a.m. is the best time to speak to
23 Mr. Zysman. Anything, Mr. DeLuca, from
24 you?

25 MS. DELUCA: No, perfectly fine.

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2 MR. MIROTZNIK: That's it. Make
3 a motion to adjourn the evening? All
4 in favor? Unanimous. Thank you,
5 everybody. Have a nice night.

6 (Time noted: 7:02 P.M.)

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Approval of the MPAC minutes for

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May 31st, 2016

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CERTIFICATION

I, ANGELA ARENA, a Notary
Public in and for the State of New
York, do hereby certify:

THAT the foregoing is a true and
accurate transcript of my stenographic
notes.

IN WITNESS WHEREOF, I have
hereunto set my hand this 12th day of
July, 2016.

ANGELA ARENA