

NASSAU HEALTH CARE CORPORATION

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BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

EXECUTIVE SESSION

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Nassau University Medical

Center

2201 Hempstead Turnpike

East Meadow, New York

June 15, 2017

9:07 a.m.

REPORTED BY:

Laura Lowenthal

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

BOARD OF DIRECTORS/EXECUTIVE COMMITTEE
EXECUTIVE SESSION MEMBERS PRESENT:

- Michael B. Mirotznik, Esq. -
Chairman of the Board
- Warren D. Zysman, LCSW - Board
Member
- Linda Reed - Board Member
- Michael M. DeLuca, MPA
- Steven Cohn, Esq. - Board Member
- Russell Caprioli, DPM FACFAS
- Krishan Kumar, MD - Board Member
- Frank J. Saracino, PhD - Board
Member
- David Sussman, MD - Board Member

ALSO PRESENT:

- Victor Politi, MD - President/CEO
- John Ciampoli, Esq. -
- Beatriz Fuschetto
- Paul Pipia, MD - Chief Medical
Officer

1 June 15, 2017

2 MR. MIROTZNIK: We had an off
3 the record discussion. We had some
4 dialogue between the Board members with
5 regard to Ms. Ryan in executive session
6 and as such, Ms. Reed, I think that
7 there has been a consensus that we
8 would like to amend the prior motion,
9 which was done in your Compensation
10 Committee?

11 MS. REED: Yes.

12 MR. MIROTZNIK: I will turn it
13 over to you.

14 MS. REED: At this time I would
15 like to amend the prior resolution that
16 was done at the compensation meeting
17 and have it as \$300,000 with a
18 three-month severance, and I need a
19 motion again.

20 MR. MIROTZNIK: May we read this
21 resolution back in. "The Compensation
22 Board directs an execution of a
23 contract with Megan C. Ryan, Esq. and
24 NuHealth/Nassau Health Care Corp (NHCC)
25 appointing Megan C. Ryan, Esq.

1 June 15, 2017
2 Executive Vice President to the
3 NuHealth System/Nassau Health Care
4 Corporation as General Counsel of
5 NuHealth/Nassau Health Care Corp
6 effective today June 15, 2017 for a
7 three year term which automatically
8 renews unless notification of
9 non-renewal is provided before 90 days
10 of contract expiration with the terms
11 of a three month, I would like to
12 highlight, three-month severance and
13 the payment of New York State Bar
14 membership and bar association fees.
15 Megan Ryan will still remain
16 NuHealth/Nassau Health Care
17 Corporation's Privacy and Ethics
18 officer and as such will continue to
19 handle all investigations involving
20 NuHealth/Nassau Health Care
21 Corporation."

22 Question on the motion?

23 MR. COHN: I might be wrong, but
24 I think you might have misstated. You
25 really want it to automatically renew

1 June 15, 2017

2 unless you notify within 90 days or
3 before 90 days? Within 90 days I can
4 notify her the day before I terminate
5 her.

6 MR. MIROTZNIK: I am just
7 reading.

8 MS. FUSCHETTO: Do you want to
9 strike it or do you just want to
10 correct the word?

11 MR. MIROTZNIK: Mr. Cohn, thank
12 you for picking that up. I would like
13 to strike the words "within" 90. It
14 should read before 90 days of the
15 contract expiration, because that
16 comports with our discussion.

17 MR. COHN: I think that that is
18 what the intent of the resolution is.

19 MR. MIROTZNIK: We direct
20 Dr. Politi, the legal will prepare Dr.
21 Politi have some power to execute this
22 immediately. May I have a motion? All
23 in favor? Unanimous. Thank you,
24 members.

25 I would like to make a motion to

1 June 15, 2017

2 go out of executive session of the
3 Board and close out the record for the
4 executive session. All in favor?

5 Unanimous.

6 May I have a motion to go into a
7 full Board, please?

8 (Time noted: 9:10 a.m.)

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MOTIONS

"The Compensation Board directs an 5
execution of a contract with Megan C.
Ryan, Esq. and NuHealth/Nassau Health
Care Corp (NHCC) appointing Megan C.
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Care Corporation as General Counsel of
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NuHealth/Nassau Health Care
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CERTIFICATION

I, LAURA LOWENTHAL, 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 15th day of
June, 2017.



LAURA LOWENTHAL

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CERTIFICATION

I, MICHAEL MIROTZNIK, Chair of
the Executive Committee, hereby approve
these minutes.

MICHAEL MIROTZNIK

DATE

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