

NUHEALTH
BOARD OF DIRECTORS MEETING
January 10, 2019
6:00 p.m. (Executive Board Room -NUMC)

Attendance: See attached Attendance Sheet

I. Call to Order:

George J. Tsunis, Esq., Chairman of the Board of Directors, noted the presence of a quorum of the Board of Directors was present. He called the meeting to order at 6:03 p.m.

II. Report of the Chairman:

George J. Tsunis, Esq.

Chairman Tsunis welcomed everyone to the meeting. He said he had no report for the meeting but that everything was going well with Northwell and that the Northwell agreement is pending with the Department of Health in Albany.

III. Corporate Action:

1. **Approval of NHCC Budget for 2019**

Dr. Bobby Kalotee

Dr. Bobby Kalotee, Chair of the Finance Committee, explained that hours were spent on the budget, and that the Chief Financial Officer had made himself available to explain all of the questions that Dr. Kalotee had. Megan Ryan, Esq. was commended for her help in preparing the budget. Dr. Kalotee then made a motion to accept the budget. The Chairman asked if there were any questions. There being none, the motion was unanimously approved.

Chairman Tsunis then turned to the budget for the Nassau Health Care Foundation. He explained that the PEO was costing the hospital \$9.3 million annually, but that he had been able to skinny it down, with a net savings of \$8 million. He asked if there were any questions but there was none.

Upon a motion made by Dr. Bobby Kalotee and seconded by Linda Reed, the budget for Nassau Health Care Foundation was unanimously approved. See Resolution attached.

2. 2019 Legal Contracts

Megan C. Ryan, Esq.

Megan Ryan, Esq. took the floor to ask the NHCC Board of Directors to approve the extension of legal retainer agreements for 2019. She reported that the 2019 budget had been decreased due to the legal department absorbing board duties and not paying for services to record the minutes of the meeting. Ms. Ryan pointed out that she had cut outside legal fees by \$2.8 million by only using the firms with a \$325 tier rate in 2018. Also, the legal staff reduction resulted in a savings of \$1,170,000.00. Ms. Ryan explained that she had also brought in \$916,000 for no-fault denials through collections by two of the law firms.

The Chairman commended the legal department and gave more details. He stated that the department had moved from ten to three attorneys, and that outside legal counsel had been cut from \$3.8 million to \$1.0 million. He praised Ms. Ryan for going after the no-fault collections, generating almost \$1 million in fees. He explained that with a \$7.8 million in PFO savings, and with the NQP staffing going down by 50%, that he was taking the funds and putting it towards the important positions in clinical. He noted that 150 positions had been added to A. Holly/NUMC and detailed that he was eliminating the fat and investing in proper clinical education. The Chairman made a motion for approval but Dr. Bobby Kalotee had a question about the large amount given to Garfunkel Wild. He questioned what they did to earn that amount. Megan Ryan pointed out that Garfunkel Wild had been a long-time outside counsel, they are a health care firm, and that they help with compliance issues. She had cut costs by using them at tier rate of \$325 instead of another firm which charged \$985. Ms. Ryan explained that they also help with labor investigations.

Dr. Bobby Kalotee asked if they were used extensively for the amount of money they were being paid.

Megan Ryan stated that if they are not paid if work is not done.

Upon a motion made by Chairman Tsunis and seconded by Dr. Bobby Kalotee, the budget for the 2019 Legal Contracts was unanimously approved. See Resolution attached and Exhibit I.

3. **Employment Resolutions**

Maureen Roarty

Maureen Roarty was asked to put forward the hiring contracts. Firstly, she spoke about the position of Michael Martino and gave salary data to support his salary. She explained that the 50% percentile of that position was \$236,000. The Chairman asked if there were any questions. Dr. Bobby Kalotee said he had known him for many years, and that he was a good fit for the position.

The Chairman then explained a little more saying that Mr. Martino had worked as Press Secretary before and since the hospital was moving to a wellness model, education and detection services were important. Mr. Martino would be the outreach person to meet communities and interact with them.

Upon a motion made by Linda Reed and seconded by Dr. Bobby Kalotee, the employment resolution for Michael Martino's hiring as Director of Community Affairs was unanimously approved. See Resolution attached.

Maureen Roarty then went to the second candidate – Karen Muckenback. She explained that for this position the 50% percentile was \$82,000 and that it was a non-union position.

Upon a motion made by Dr. Bobby Kalotee and seconded by Linda Reed, the employment resolution for Karen Muckenback was unanimously approved. See Resolution attached.

Maureen Roarty put forth the third contract – Vincent Pinkney. She explained that it was a non-union contract. The Chairman commented that he had worked many times with him as a union representative and that Vincent was a person who cares about everyone. The Chairman said he was a strong advocate as a union leader and a human being. He pointed out that we had been operating without a Director of Labor Relations but that with the credibility Vincent has, he is the perfect candidate.

Upon a motion made by Michael DeLuca and seconded by Linda Reed, the employment resolution for Vincent Pinkney was unanimously approved. See Resolution attached.

4. Non-Union Employee Policy

George J. Tsunis, Esq.

The Chairman then went on to the non-union employee policy of the reduction in vacation and sick time in termination pay. He explained that the change would only impact about 60 senior staff, not the 3,300 employees, and that that this would bring it in line with the current market. He stated that even with the reduction, it was more generous than other places.

Upon a motion made by Dr. Bobby Kalotee and seconded by Michael DeLuca, the policy to cap termination pay of 30 accrued vacation days and 50 accrued sick days for non-union employees hired on or after February 1, 2019 was unanimously approved. See Resolution attached.

The Chairman stated that the agenda was concluded and opened the floor to public session at 6:20 pm.

IV. Public Session:

Dr. Kalotee gave thanks to the US Marines for the Toys for Tots drive. He commended on how pleased he was that Megan Ryan was doing a responsible job and thanked her for her part in the drive. He spoke about the unfriendly behavior of support staff who had to unload the trucks and requested that the Chairman put the “friendly” policy in place.

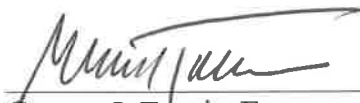
The Chairman recognized Major Chuck Kilbright’s generosity in trucking toys to the hospital and said that he hoped to oversee this year’s holiday activities in a seamless fashion.

There being no other comments, the Chairman thanked everyone for coming to the meeting, and reminded them that the next board meeting was February 7, 2019.

V. Executive Session:

Dr. Bobby Kalotee made a motion to go into Executive Session at 6:34 p.m.

Dr. Steve Cohn seconded the motion, and the Board of Directors entered into Executive Session.



George J. Tsunis, Esq.
Chairman, Board of Directors