

NHCC ANNUAL BOARD OF DIRECTORS MEETING

April 8, 2021 at 6 p.m.

Via Zoom

MINUTES

Board Members in Attendance:

- Robert Detor, Chairman of the NHCC Board
- Linda Reed, Board Member
- John Sardelis, Dr.PH, Board Member
- Jan Figueira, Board Member
- Martin Glennon, Esq., Board Member
- Eva Pearson, Board Member
- Soraya Campbell, Esq., Board Member
- Edward Farbenblum, Board Member
- Waylyn Hobbs, Jr., Board Member
- Russell Caprioli, Board Member
- Warren Zysman, Board Member
- Dr. Bobby Kalotee, Board Member
- Steve Cohn, Esq., Board Member

Board Members Not in Attendance:

- Victor Gallo, Board Member
- Giuseppe Caruso, Board Member
- Frank J. Saracino, Board Member

NUMC Attendance:

- Dr. Anthony Boutin, EVP/CEO/CMO
- John Donnelly, EVP/COO
- Megan Ryan, EVP/CLO/General Counsel
- Richard Rank, Director of Finance

I. Call to Order

Chairman Detor called the meeting to order at 6:01 p.m. after Ms. Ryan advised that there was a quorum to proceed.

II. Public Comment

- Nina Gavan (LIFQHC; Board minutes on website)
- Lorraine and Chris Boerum (Timothy Boerum spoke on his parents behalf. Impact of closing trauma center at NUMC)
- Paul Occhiogrosso (LIFQHC Board members)
- Joshua Gropper (his brother Danny being well-treated in NUMC's Burn Unit)
- Danny Gropper (spoke of his experience at NUMC as a burn patient and the importance of having a burn center in a central area.)
- Helen Martinez (using the funds received for upgrades; letting the community know what is going on with NUMC)

III. Chairman's Remarks

1. Approval of Full Board Meeting Minutes of March 11, 2021

Chairman Detor asked for a motion to approve the minutes of the March 11, 2021 Board meeting.

Action: Dr. Caprioli made a motion and Mr. Glennon seconded. Dr. Kalotee abstained and opposed. The vote passed.

Mr. Zysman asked to make an addition to the motion. He said he would like to make a motion that Dr. Kalotee's email be added to the minutes. Dr. Kalotee had sent an email at the meeting with a request that it be added to the minutes of that meeting. Mr. Zysman read the email into the record.

Action: Mr. Zysman made a motion and Dr. Kalotee seconded. Mr. Zysman asked that a vote be taken to accept the email as part of the minutes.

Chairman Detor asked Board members to vote on the motion.

There was a discussion to clarify exactly what the vote was for and how the Board minutes should be done, i.e. reported verbatim or highlights.

Chairman Detor asked Ms. Ryan as Counsel to the Board to give an opinion as to how the minutes should be done.

Ms. Ryan announced that there are rules and case law stating that there should not be verbatim minutes. She added that pursuant to the NHCC Bylaws the minutes are supposed to be a written record of motions, proposals, resolutions and other business conducted that shall be made available to the public in accordance with New York Open Meetings Law. Ms. Ryan noted that in reviewing NY Open Meetings Law there is no requirement to have verbatim minutes. She announced that all of the Board meetings since the Covid pandemic began are recorded and they are uploaded to the NUMC website - from February 2020 to present. She noted that there is a verbatim record that the public can access and view but the minutes are consistent with the law and with the Bylaws in keeping a written records of the Board actions.

Ms. Ryan stated that when there is a major vote taken, pursuant to outside guidance and NY Open Meetings Law then a rationale can be provided as to why the Board voted in a certain way.

Action: Mr. Zysman made a motion and Dr. Kalotee seconded. Mr. Zysman asked that a vote be taken to accept Dr. Kalotee's email as part of the minutes.

The members who were in favor of the motion were: Steve Cohn, Russell Caprioli, Dr. Bobby Kalotee and Warren Zysman – four members.

The members who were not in favor of the motion were: Waylyn Hobbs, Martin Glennon, Jan Figueira, Eva Pearson, Edward Farbenblum, Soraya Campbell and Robert Detor – seven members.

Linda Reed abstained from the vote.

The motion failed.

2. Approval of Richard Rank as Chief Financial Officer

Dr. Boutin introduced the approval of Richard Rank as Chief Financial Officer and asked for a motion to approve him in the position.

Action: Ms. Pearson made a motion and Mr. Hobbs seconded.

Mr. Zysman had questions regarding the financial history of Mr. Rank.

Chairman Detor asked for a motion to go into executive session for the discussion.

Action: Mr. Glennon made a motion and Ms. Pearson seconded. Mr. Zysman opposed. Dr. Kalotee and Mr. Cohn abstained. The vote passed.

The Board went into executive session at 6:45 pm and came back into public session at 7:11 pm.

3. Approval of Corporate Officers (Exhibit A)

Chairman Detor stated that item #6 – Chief Financial officer/Treasurer/Executive Vice President, Richard J. Rank – on Exhibit A would be stricken from the vote. He noted that the items to be voted on would be 1 through 5 and 7.

Mr. Zysman and Dr. Kalotee asked that each item be voted on separately.

Chairman Detor asked for a motion to approve item #1 – himself as Chairman. He stated that it was a moot point since he was appointed by the County Executive but according to the NHCC Bylaws, there had to be a vote.

Action: Mr. Farbenblum made a motion and Ms. Pearson seconded. Dr. Kalotee and Mr. Zysman opposed. Mr. Cohn abstained. The vote passed.

Chairman Detor asked for a motion to approve item #2 – Anthony Boutin, MD for the position of EVP/CEO

Action: Ms. Reed made a motion and Dr. Kalotee seconded. The vote was unanimous.

Chairman Detor asked for a motion to approve item #3 – John P. Donnelly, Chief Operating Officer.

Action: Mr. Glennon made a motion and Mr. Farbenblum seconded. Mr. Zysman, Mr. Cohn and Dr. Caprioli opposed. The vote passed.

Chairman Detor asked for a motion to approve item #4 – Anthony Boutin, MD for the position of EVP for Medical Affairs/Chief Medical Officer.

Action: Dr. Kalotee made a motion and Ms. Reed seconded. The vote was unanimous.

Chairman Detor asked for a motion to approve item #5 – Megan C. Ryan, Esq.

Action: Dr. Kalotee made a motion and Dr. Caprioli seconded. The vote was unanimous.

Chairman Detor asked for a motion to approve item #7 – Janice M. Pateres.

Action: Dr. Kalotee made a motion and Mr. Glennon seconded. The vote was unanimous.

IV. Strategic Planning & Action Committee (SPAC) Report

Ms. Pearson, Chairwoman of the SPAC, presented her report.

V. Report by Chief Executive Officer

Dr. Boutin presented his report including:

- average daily census
- case mix index
- Covid positive patients
- Covid vaccinations including veterans
- preparation for two regulatory agencies – Joint Commission and American College of Surgeons
- CMS at NUMC starting its 3-day survey
- employees' retiring from NUMC
- NUMC awarded the RFP contract for Nassau County Correctional Center
- meetings with senators, politicians and lobbyists re: restoring dollars from Medicaid cuts, capital rates, indigent care pool, funding for NUMC etc.
- executive committee meetings to discuss AHP and various departments/services.

VI. Report by Chief Legal Officer

Ms. Ryan presented a brief report including:

- dismissal of two medical malpractice cases
- Dismissal of an employment suit filed in federal court

1. Approval of Legal & Audit Committee Minutes (March 11, 2021)

Action: Ms. Campbell made a motion, Ms. Figueira seconded and the vote was unanimous.

2. Approval of Resolutions

Ms. Ryan asked for a motion to approve Resolutions 047-2021 through 060-2021, passed at the Legal and Audit Committee meeting tonight.

Action: Ms. Campbell made a motion, Ms. Reed seconded and the vote was unanimous.

VII. Finance Committee Report

1. Report by Finance Director

Mr. Rank presented his report.

2. Approval of Converting Debt to Fixed Rate

Ms. Ryan explained that the Resolution had been approved at the last Board meeting but a further resolution was needed which was more specific from NHCC's bond counsel. This Resolution was approved at the Finance Committee meeting of April 7, 2021.

Action: Mr. Glennon made a motion, Ms. Figueira seconded and the vote was unanimous.

3. Approval of Finance Committee Minutes (3/4/2021)

Action: Ms. Pearson made a motion, Mr. Glennon seconded and the vote was unanimous.

VIII. Motion to Adjourn

There being no further business to discuss, Chairman Detor asked for a motion to adjourn.

Action: Ms. Reed made a motion, Mr. Hobbs seconded and the vote was unanimous.

The meeting adjourned at 7:47 pm.

Dated: April 9, 2021

A handwritten signature in blue ink, consisting of stylized initials and a long, sweeping flourish extending upwards and to the right.

Edward Farbenblum, Esq., Chairman
Board of Directors, NHCC