

MINUTES OF THE PUBLIC SESSION OF THE NUHEALTH BOARD OF DIRECTORS' AND EXECUTIVE COMMITTEE MEETING HELD ON MAY 21, 2014

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Directors Present

\*Michael B. Mirotznik, Esq., Chair  
\*Vincent A. Gallo, MD  
Jemma Marie-Hanson, RN  
\*Linda Reed  
David J. Sussman, MD  
\*John A. Venditto, MD  
Andrew Zucaro  
Warren D. Zysman, LCSW

Not Present

\*Steven Cohn, Esq.  
\*John T. McCann, PhD  
Greg-Patric Martello, Esq.  
Asif M. Rehman, MD

\*Executive Committee Members

Non-Voting Directors Present

Krishan Kumar, MD  
Frank J. Saracino, EdD  
Victor F. Politi, MD, FACP, FACEP

Hospital Administration

John Ciotti, EVP General Counsel  
John Maher, EVP CFO  
Robert S. Heatley, EVP, Business Development and Ambulatory Services  
Maureen Roarty, EVP, Human Resources  
Kathy Skarka, RN, EVP, Patient Care Services  
Victor Scarmato, MD, Acting Medical Director  
Craig V. Rizzo, Esq., SVP Special Assistant to NHCC/Legal Affairs  
Harold E. McDonald, Deputy Executive Director and SVP for Administration  
Farooq Ajmal, VP/CIO  
Joan A. Soffel, Assistant to the Board/CEO  
Andrea Rivera, Executive Assistant to the President/CEO

1. Michael B. Mirotznik, Esq., Chair, Board of Directors of the Nassau Health Care Corporation, noted that a quorum was present for both the Board meeting and Executive Committee. The meeting was opened at 8:15 a.m.
2. **Adoption of Minutes.** The minutes of May 7, 2014 were tabled until the next Board meeting in June.
3. **Report of the Chairman.** Mr. Mirotznik reported for the record that the meeting this morning is a full Board meeting and Executive Committee meeting. We have a quorum for both. He thanked the Board members who attended this early morning meeting.
4. **Report of the President/CEO.** Dr. Politi reported that these are exciting times at NuHealth, not without trials and tribulations. We are moving forward with the DSRIP and IAAF initiatives with a letter of intent for a \$250 million grant that is part of the DSRIP \$6 billion funding for all of New York State (50% for voluntary hospitals and 50% for public hospitals). Some programs are currently being reviewed: Neurology, Orthopedics and Cardiology (PCI up and running). We have also received good results from LeapFrog with an "A" rating—one of six hospitals in Nassau (North Shore received a "B"). OBGYN Department will be the recipient of Healthgrade's Gynecologic Surgery Excellence Award in the top five for the past two years, the only hospital on Long Island to receive this award. NuHealth also received the American Heart Association Get with the Guidelines Heart Failure Gold Plus Quality Achievement Award. We are moving in the right direction.  
  
Dr. Politi said as everyone already knows, Dr. Steven J. Walerstein separated from NuHealth last week and it was a mutual separation. Everyone wished Dr. Walerstein well in his future endeavors. In the interim, Dr. Victor Scarmato, presently the Chairman of Radiology was appointed Acting Chief Medical Officer. Dr. Scarmato graciously accepted to take on that responsibility in addition to maintaining leadership of Radiology.  
  
Dr. Scarmato said he is looking forward to this opportunity and has been working with the medical staff to move this hospital forward. He will have a report at the next Board meeting. Mr. Mirotznik, personally and on behalf of the Board, congratulated Dr. Scarmato on his appointment.
5. **Report of the Medical and Professional Affairs Committee and Medical Director.** Mr. Mirotznik tabled the report. Dr. McCann is not present and will report at the next meeting.

6. **Report of the Finance Committee.** Dr. John Venditto, Chairman of the Committee, reported that the Committee met on April 30, 2014. Most of the conversation dealt with the extended deficit from last year and the budget. Mr. Maher reported that the IAAP application was submitted, and it will help with the deficit by the end of the year and beginning of the first quarter in 2015.
7. **Report of the Contract Committee.** Mr. Zysman, Chairman of the Committee, reported that the committee met on April 30, 2014 and the report was given at the last meeting. The next meeting is scheduled for June 3, 2014.
8. **Report of the Ambulatory Care, Managed Care and Community Physician Committee.** Dr. Sussman, Chairman of the Committee, reported that a meeting will be scheduled in the very near future to discuss some new opportunities.  
  
Mr. Mirotznik noted that several meetings have been scheduled well in advance with the assistance of Ms. Soffel so that Board members will have ample notice of upcoming meetings.
9. **Report of the Behavioral Health Committee.** Mr. Zysman, Chairman of the Committee, reported that a meeting is scheduled today for 8:30 a.m. Finance and Business Development will make a presentation on the CPEP program. He will report at the next Board meeting.
10. **Report of the Extended Care and Assisted Living Facility Committee.** Dr. Venditto, Chairman of the Committee, reported that a meeting was held in March. At that meeting, the committee had a conference call with consultants regarding the feasibility of constructing a new facility. After reviewing the business model and costs, the recommendation from the Committee was that it is not a viable plan for a new facility. Discussion will continue on how we will maintain the current facility going forward.
11. **Report of the Facilities and Real Estate Development Committee.** Ms. Reed, Chairwoman of the Committee, had no report at this time
12. **Legal, Audit and Governance Committee.** Mr. Mirotznik noted that Mr. Cohn could not attend today, but a meeting is scheduled next week.
13. **Subsidiaries/Foundations Committee.** Ms. Reed, Chairwoman of the committee, had no report at this time.
14. **Other Business.** Mr. Mirotznik reported that Mr. Farooq Ajmal has requested an amendment to a contract with Allscripts and he asked Mr. Ajmal to present that to the Board and Executive Committee. Mr. Ajmal said that the contract is for fulfillment of meaningful use and regulatory requirements that the hospital has to meet to receive funding. The software is an add-on to the existing contract that will provide required Meaningful Use secured messaging capability for physicians. This requirement was released in late April and presented in the beginning of May. Mr. Ajmal is asking to amend the contract for an additional \$10,000 a year for the remainder of seven years (original contract was for 10 years) for a total of \$75,000 (including \$5,000 for additional licensing if needed). The software that works with the existing EMR will allow physicians to talk with each other with secured messaging regarding patient information and patient care. Ms. Hanson asked if this is the only company that can provide this type of service. Mr. Ajmal said we have to use them because the software is attached to the existing EMR. Dr. Sussman asked if Mr. Ajmal checked with other hospitals to find out how much they are being charged for this software. Mr. Ajmal said other hospitals are using this system with the EMR. Dr. Sussman asked is this what they are being charged and the answer was yes. Dr. Venditto asked how they are communicating with each other. Mr. Ajmal said there are a number of licenses being created, a mailbox for each practice rather than each physician and also for outside physicians so that they can send messages to our physicians in secured mailboxes. Dr. Venditto asked about the house staff and Mr. Ajmal said they can communicate through the practices. Dr. Sussman asked how much for licensing and the answer was \$100 per license. Dr. Venditto

asked if this was cost effective, every provider has to communicate with each other and they may not have access to this in a practice setting, it might be easier getting messages on a smart phone. Mr. Ajmal said the final rule came out and there are different mechanisms that can be implemented, they are trying to put in a centralized post office. At LIJ each physician has their own mailbox, but it is cost prohibitive here. Dr. Venditto said we have to have this for meaningful use; what if we don't get it, we will lose \$300,000. Mr. Ajmal said we are 99% done with meeting meaningful use requirements, this is the last part, if we do not get it, we will lose \$300,000. Dr. Venditto said Allscripts is not very functional for EMR; we are making more investments to keep it flying; you need a newer EMR for that. Dr. Kumar said we are not using Allscripts at all; we don't have EMR. Mr. Ajmal said there is a plan to roll that out. Mr. Zysman said the original contract was \$30 million for what year. Mr. Ajmal said the original EMR was purchased almost ten years ago and the inpatient portion was renewed in June 2013. Mr. Zysman asked if this was included in the \$30 million and if so why are you requesting approval. Mr. Ciotti noted that the Corporation has certain procurement policies (anything above \$50,000, contract over a year, etc. must come to the Board for a vote). In January, he and Mr. Rizzo made it a policy to be totally transparent; whether a contract is for \$1 million or \$1; these are his rules for total transparency. Mr. Rizzo had made a rule that we come back to the Board with everything whether for a vote or as an FYI. This is meaningful use and is an emergent situation, with a certain timeframe to get it accomplished. Mr. Mirotznik said if we do not approve this amendment the hospital stands to lose \$300,000. Mr. Zysman asked if there was physician involvement in terms of implementing this and Mr. Ajmal said there is a meaningful use committee with nursing and physicians represented. Dr. Scarmato noted that we have to implement it quickly. Some physicians will work with individual mailboxes; others do not want that. We can always adjust it and get few more licenses and that will be much easier to do once we are up and running. Ms. Hanson requested a follow up regarding the implementation and utilization as we move forward. Mr. Mirotznik asked Mr. Ajmal to report to the Board or Executive Committee in three months. Ms. Reed asked if the \$5,000 extra was for extra licensing and the answer was yes. Mr. Maher said the clinical informatics meeting meets twice a month regarding all clinical programs used as part of the EMR (ER, clinics, inpatient) and discussed with the medical board, physicians and nurses. Dr. Scarmato said the real use is for the outside physicians as a tool to bring more outside physicians into the hospital. Dr. Sussman asked at this bimonthly meeting have you talked about this program that is woefully lacking. Mr. Maher said there has been progress on the inpatient progress notes and that is what Mr. Ajmal is looking to implement and install. **Upon a motion made, duly seconded and adopted the Board of Directors and Executive Committee approved an amendment of a contract with Allscripts, the provider of Electronic Medical Records, to provide an add-on module for secure communication between providers as required by Meaningful Use 2 regulations. The Allscripts ACDM module will allow clinical integration between care providers in an additional amount of \$10,000 per year for the remaining 7 years with an additional \$5,000 for additional licensing if needed, for a total of and additional \$75,000 for the remainder of the contract (7 years) with an anticipated effective date of 05/15/14. Resolution No. 102-2014.**

15. **Public session.** Mr. Mirotznik opened the meeting for public comment. There were no comments from the public.
16. **Close of Regular Meeting.** Mr. Mirotznik closed the meeting at 8:40 a.m.
17. The next meeting is scheduled for June 25, 2014.

Approved:

  
Michael B. Mirotznik, Esq., Chair  
Board of Directors