

MINUTES OF THE PUBLIC SESSION OF THE NUHEALTH FULL BOARD OF  
DIRECTORS/ EXECUTIVE COMMITTEE ANNUAL MEETING HELD ON  
APRIL 18, 2018

Directors Present

George J. Tsunis, Esq., Chair  
Steve Cohn, Esq.  
Michael M. DeLuca, MPA  
Bobby Kalotee  
Guiseppe Caruso, MD  
Linda Reed  
Charles Kilbride  
Andrew Zucaro  
Warren D. Zysman  
Russell Caprioli, DPM

Hospital Administration

Megan C. Ryan, Esq., EVP/General Counsel  
John P. Maher, EVP/CFO  
Donald Ashkenase  
Robert S. Heatley, EVP  
Paul A. Pipia, CMO  
Maureen Roarty, EVP  
Kathy Skarka, EVP  
Farooq Ajmal, CIO  
Kevin F. Mannle, VP  
Maureen P. Shannon, VP

Non-Voting Members Present

Victor F. Politi, MD, FACP, FACEP  
Frank J. Saracino, Ed.D

NOT PRESENT

Victor A. Gallo, MD  
Krishan Kumar, MD

I. Call to Order: Chairman George Tsunis noted the presence of a quorum of the Board of Directors was present. The meeting was called to order at 6:21 p.m.

II. Report by Chairman. There will be a change in the way we are currently doing things. Legal and Audit Committee will now be recommending approval of all contracts. This meeting will be held thirty (30) minutes prior to Board Meetings. We will be planning Strategic Planning Retreats for our Board Members and Senior Administrative Team. It will be an entire Saturday. The Chairman thanked Don Ashkenase and Dr. Pipia for putting together a comprehensive Strategic Plan. It was a tremendous job, full of analytics and data concerning the current status of the hospital. He applauded them. A fine tuning report will be given at the next Board Meeting, scheduled for May 3, 2018.

Mr. Tsunis introduced Don Ashkenase describing Mr. Ashkenase's over 40 years of senior hospital experience in safety net hospitals. He is eminently credentialed and experienced in public safety net world, and we are fortunate to have him.

Mr. Tsunis reminded everyone that the Employee Recognition Dinner is Thursday night, April 26, 2018 at Leonard's. Invitations have gone out. It will be a nice time.

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III. Report by Legal. Megan C. Ryan, Esq., General Counsel presented the Legal Report. The Legal Department has assumed the functions and responsibilities of our Institutional Review Board (IRB) Counsel Position that was eliminated in February. This transition is going smoothly with no outside counsel money being spent.

Megan Ryan has conducted two sessions of live ethics training for the mandated NYS financial filers. 170 out of 260 that are required to participate have already completed their training. Another in-house session is scheduled for May 23, 2018. JCOPE has sent notifications that the 2017 financial disclosure filing is open online and the deadline to file is May 15, 2018. All Board members are required to file.

Ms. Ryan has met with the RFP Committee, and has drafted guidelines for the Committee to follow in RFP selection. The Committee is scheduled to meet next week to discuss a proposal.

Ms. Ryan also reported that we have retained two (2) No-Fault firms which are revenue generating contracts. We do not pay these firms to collect money on or behalf as they are paid by insurance carriers at the time of collection pursuant to NYS statute. Since December, we have collected \$360,000 with an anticipation of receiving \$80,500 within the next 35 days. Mr. Kalotee congratulated Ms. Ryan. He asked how far back we will go. Ms. Ryan answered that they will go back as far as they can.

Ms. Ryan has also met with our Opioid litigation team. We are moving along with the filing of our Summons and Complaint. The team will present to the Board at the next meeting scheduled for May 3, 2018.

#### IV. Corporate Action

Steve Cohn, Esq. called for approval of the Legal, Audit & Governance Committee minutes dated 3/12/18 and 3/21/18. Upon a motion made, duly seconded and unanimously approved, the NHCC Board of Directors approved the Legal, Audit & Governance Committee minutes dated 3/12/18 and 3/21/18.

Linda Reed called for approval of the MPAC minutes dated 3/21/18. Upon a motion made, duly seconded and unanimously approved, the NHCC Board of Directors approved the MPAC minutes dated 3/21/18.

Mr. Tsunis has toured the Veterans clinic, and it needs attention. Our veterans do the most for us and receive the least. We will establish a Board of Directors Committee entitled Veterans Affairs Committee to be chaired by Major Charles Kilbride. Upon motion made, duly seconded and unanimously approved, the NHCC Board of Directors approved the establishment of the Veterans Affairs Committee.

The NHCC Board of Directors Committee Assignments were revised and are annexed to these minutes as Exhibit I.

There was discussion concerning the Non-Union Employee Benefit. Mr. Tsunis reported that we have unfunded liabilities with the pension and health care benefits. We are nine (9) months behind on the medical insurance premiums (\$54 million). Mr. Kilbride voiced concerns of why this was not reported previously to the Board. Mr. Tsunis has had discussions with our CFO to prioritize this liability. We are going to begin to chip away. As a public safety net hospital treating the non-insured patient, we operate at a loss. There are challenges. Mr. Tsunis assured the Board that this is being taken seriously and being addressed. In order to attempt to establish some financial sanity, Mr. Tsunis presented that the Nassau Health Care Corporation Board of Directors approve the health benefit change of the requirement of five (5) years of actual service to NHCC to twenty (20) years of actual service for Non-Union Employees consistent with Union Employee requirements. This change in policy is as stated below and is effective May 1, 2018. The Board directs Human Resources to update materials accordingly:

SECTION V HEALTH PLANS  
SECTION (C) VESTING  
FOR ALL EMPLOYEES HIRED PRIOR TO MAY 1, 2018

Employees vest for the purposes of health benefits upon completion of five (5) years of actual service. These employees will continue to have their share of the cost of benefits withheld as noted above until such time as they separate from service. Upon separation with at least five (5) years of actual completed service and having attained the age of fifty-five (55) years, these employees and their dependents shall be able to continue their coverage at the expense of the Corporation. Coverage will end upon the death of the employee.

FOR ALL EMPLOYEES HIRED ON OR AFTER MAY 1, 2018

Employees vest for the purposes of health benefits upon completion of twenty (20) years of actual service. These employees will continue to have their share of the cost of benefits withheld as noted above until such time as they separate from service. Upon separation with at least twenty (20) years of actual completed service and having attained the age of fifty-five (55) years, these employees and their dependents shall be able to continue their coverage at the expense of the Corporation. Coverage will end upon the death of the employee.

Upon motion made, duly seconded and unanimously approved, the NHCC Board of Directors approved the change of the requirement of five (5) years of actual service to NHCC to twenty (20) years of actual service for Non-Union Employees consistent with Union Employee requirements.

V. Compensation Committee

Linda Reed made the recommendation of the Compensation Committee to hire Donald Ashkenase as Chief Operating Officer. Mr. Ashkenase will replace Harold McDonald.

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Upon motion made and duly seconded and unanimously approved, the NHCC Board of Directors approved the recommendation of the Compensation Committee to hire Donald Ashkenase in the civil service title of "Assistant Executive Director NCMC" with the in-house designation of "Chief Operating Officer."

Linda Reed made the recommendation of the Compensation Committee to hire Richard Rank as Director of Finance. Mr. Rank will replace Timothy Sullivan. Upon motion made, duly seconded and unanimously approved, the NHCC Board of Directors approved the recommendation of the Compensation Committee to hire Richard Rank in the civil service title of "Director of Finance, NCMC" with a salary of \$185,000.

#### Corporate Action

Three resolutions were put forth by the NHCC Board to authorize the President to negotiate and execute the following contracts/amendments:

**Propio Language Services to provide over the phone interpretation for over 200 languages for limited English proficiency patients and American Sign Language interpretation via live video relay 24/7-365 in an amount not to exceed \$400,000. The anticipated effective date shall be May 23, 2018 and the term shall be one (1) year. Resolution 072-2018.**

**Allied Speech Language Therapy to provide evaluations and treatment of patients who exhibit speech, language and/or swallowing problems in an amount not to exceed \$236,000. The anticipated effective date shall be January 1, 2018 and the term shall be two (2) years. Resolution 073-2018.**

**Reimbursement Review Associates, Inc. to provide services including validating coded records, education staff and provide appeal services for DRG denials in an amount not to exceed \$35,000. The anticipated effective start date shall be March 1, 2018 and the term shall be two (2) years. This is a revision of January 10, 2018 resolution which had the incorrect year. Resolution 074-2018.**

**Law Office of Michael J. Annibale, P.C is a law firm contract for a total of \$30,000 for a 4 month period. FYI**

Upon motion made, duly seconded and unanimously approved, the NHCC Board of Directors authorized the President to negotiate and execute the above four (4) contracts/amendments.

#### Annual Meeting Requirements

The Annual meeting requires the naming of Corporate Officers. They are as follows:

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Corporate Officers/Executive Staff

Interim Chief Executive Officer/President	Paul A. Pipia, MD
Chief Medical Officer	Paul A. Pipia, MD
Chief Financial Officer	John P. Maher
Chief Operating Officer	Donald Ashkenase
Chief Legal Officer/General Counsel/Secretary	Megan C. Ryan, Esq.
Chief Information Officer	Farooq Ajmal

Executive Vice Presidents

Chief Medical Officer	Paul A. Pipia, MD
Chief Operating Officer	Donald Ashkenase
Business Development and Ambulatory Services	Robert S. Heatley
Chief Financial Officer	John P. Maher
Human Resources	Maureen Roarty
General Counsel	Megan C. Ryan, Esq.
Patient Care Services	Kathy Skarka

Vice Presidents

Chief Information Officer	Farooq Ajmal
Facilities	Kevin F. Mannle
Quality Management	Maureen P. Shannon

Upon motion made, duly seconded and unanimously approved, the NHCC Board of Directors approved the named Corporate Officers/Executive Staff, Executive Vice Presidents and Vice Presidents.

VI. Executive Session

Mr. Tsunis made a motion to go into Executive Session at 6:55 p.m. Upon motion made, duly seconded and unanimously approved. The NHCC Board of Directors went into Executive Session.

VII. Public Session

Mr. Tsunis opened the meeting in public session at 9:48 p.m.


Steve Cohn, Esq. made the resolution to terminate the services of Victor F. Politi, M.D. as President and Chief Executive Officer of NHCC with cause. His notice was given today, 4/18/18. Upon motion made, duly seconded and approved, the NHCC Board of Directors approved this termination.

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NHCC's Chief Medical Officer, Paul A. Pipia, M.D. will serve as interim CEO. Upon motion made, duly seconded and approved, the NHCC Board of Directors approved Dr. Pipia as Interim CEO. Warren Zysman abstained

VIII. Motion to Adjourn

There being no further business to discuss, the meeting was adjourned at 9:51 p.m.



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George J. Tsunis, Esq., Chair  
Board of Directors, NHCC

It is hereby resolved that the majority of the NHCC Board of Directors vote to remove and terminate Victor F. Politi, MD as Chief Executive Officer/President with cause with Notice being provided today April 18, 2018. Dr. Politi is to remain on the payroll during the sixty day notice period starting today and is to relinquish all keys, identification cards, electronic devices, vehicles and logs owned or associated by NHCC immediately.

Dr Politi is hereby removed from all board and all affiliated positions held in his capacity as NHCC CEO. He is also removed as signatory on all NHCC accounts.

It is further resolved that the NHCC Board of Directors approve the appointment of NHCC Chief Medical Officer/EVP as the interim Chief Executive Officer and Interim President of Nassau Health Care Corporation effective today.