

NHCC BOARD OF DIRECTORS MEETING

October 8, 2020 at 6 p.m.

Via Zoom

MINUTES

Board Member in Attendance on Zoom

- Steve Cohn, Esq., Board Member
- Linda Reed, Board Member
- Dr. Bobby Kalotee, Board Member
- Warren Zysman, Board Member
- John Sardelis, Dr.PH, Board Member
- Jan Figueira, Board Member
- Martin Glennon, Esq., Board Member
- Eva Pearson, Board Member
- Frank J. Saracino, Board Member
- Ryan Cronin, Esq., Board Member
- Waylyn Hobbs, Jr., Board Member
- Giuseppe Caruso, Board Member

Board Members Absent

- Russell Caprioli, Board Member
- Victor Gallo, Board Member

Attendance In-Person

- Robert Detor, Chairman of the NHCC Board
- Megan Ryan, EVP/General Counsel
- Dr. Anthony Boutin, EVP/Interim CEO/CMO
- Richard Rank, Director of Finance

Others in Attendance via Zoom

- Jerry Laricchiuta, CSEA
- Lynne Kramer, CSEA President, NUMC
- Robert Harris, CSEA President, AHP

I. Call to Order

Chairman Detor called the meeting to order at 6:01 p.m. after Ms. Ryan noted the presence of a quorum for the meeting to proceed.

II. Public Comment

Chairman Detor opened the meeting for public comment by the ten people who had registered for the three-minute slots. He reminded everyone that public comment was an opportunity for the public to provide input and make comments and suggestions, but was not meant to be a debate. Chairman Detor noted that he had spoken with a few Board members and he felt the best way to handle public comment was for Board members to answer questions from speakers and also ask questions of speakers so that there is transparency.

The list of people scheduled to speak were:

1. David Greaves
2. Jerry Laricchiuta
3. Ron Gurerri
4. Lynne Kramer
5. Robert Harris
6. Nina Gavan
7. Shakira Settles
8. Gerard Granito
9. Paul Ochogrosso
10. Daniel Pena

David Greaves extended his congratulations to Chairman Detor. He expressed his concerns for the CBA Uniondale Community Center, and would like to see an executable plan, and thanked Ms. Ryan for attending their meeting in August.

Jerry Laricchiuta noted we still have healthcare workers walking through a parking lot that should have been built by Engel Burman. Ms. Megan Ryan responded that she has been in communication with Engel Burman regarding this matter, and a date of commencement of work will be announced.

Lynne Kramer asked why the Board is not advocating for the cath lab, which is something that would generate funds for the corporation. Chairman Detor responded that a financial plan must be submitted to the State to prove the hospital's financial viability first.

Robert Harris thanked Chairman Detor, Dr. Boutin, and Ms. Ryan for their work for the hospital.

Nina Gavan asked when they will see the full Alvarez and Marsal report. Chairman Detor responded that the report will be seen when it is issued by A&M.

Paul Ochogrosso remarked that he received a local newspaper highlighting NHCC's accomplishment, and commented that NUMC needs to be highlighted more. He also asked about

how much Park Strategies generates for NHCC and can they do more. Chairman Detor explained that they participated in the process of acquiring funds for the corporation.

Lynne Kramer spoke in place of Daniel Pena's time, and expressed that there is no transparency in communication when questions are asked in public comment. She also asked why NIFA is still at NHCC, at what point are we not in their control period, and pointed out that there were inaccuracies in the Alvarez and Marsal report.

III. Chairman's Remarks

The Chairman did not have any remarks so he moved to the next item on the agenda.

1. Approval of Full Board Meeting Minutes of September 10, 2020

Chairman Detor asked for a motion to approve the minutes of the full Board meeting minutes of September 10, 2020.

Action: Ms. Reed made a motion to approve the September 10, 2020 Full Board meeting minutes of September 10, 2020. Mr. Cronin seconded the motion. All were in favor, none opposed, and the motion carried.

IV. Report by Interim Chief Executive Officer

Dr. Boutin presented his report.

Chairman Detor asked if there were any questions.

Dr. Kalotee announced that he was very proud of Dr. Boutin and that he and the Board were standing behind him.

Ms. Reed asked Dr. Boutin if he needed a motion from the Board at this meeting for his request.

Dr. Boutin replied that he did not. He explained that he had been talking to Board members over the last several meetings and one of the things that solidified him was that he did not want to lose any more services as per advice from Mr. Hobbs and Mr. Zysman.

There was a discussion between board members and Dr. Boutin about some of the points Dr. Boutin had talked about in his report and other matters.

V. Report by Chief Legal Officer

Ms. Ryan presented her report.

As part of her presentation, Ms. Ryan announced that an issue had arisen which needs board attention. She explained that as part of a lease agreement with Engel Burman it was agreed that a community center would be built in Uniondale. Engel Burman agreed to pay the first \$600,000.00 of the cost to construct it, and NHCC as landlord agreed to pay the remainder of the cost. Ms. Ryan noted that a 5,000 square foot which would cost NHCC \$834,500.00. However, Engel Burman presented a second option over the summer of a 3,265 square foot community center at a cost of \$404,000.00 to NHCC, more than 50% less. She said she needed the Board's direction as to which option they would approve so Engel Burman could commence building the community center right away and that the Uniondale Council was asking for a decision at this Board meeting.

Chairman Detor asked if there was any recommendation.

Ms. Ryan replied that it was administration's recommendation to go for the smaller center because of the cost reduction to NHCC.

Chairman Detor asked for a motion from the Board to approve the smaller community center.

Action: Ms. Reed made a motion to approve the 3,265 square foot community center in Uniondale at a cost to NHCC of \$400,400.00. Dr. Kalotee seconded the motion. All were in favor, none opposed, and the motion carried.

VI. Report by Finance Director

Mr. Rank presented his report.

Dr. Kalotee announced that he wanted other Board members to be aware that there was an increase in the case mix index of 0.18 which amounted to almost \$19 million in revenue. He thanked Dr. Boutin for good job and for his leadership which led the increase.

Action: Dr. Kalotee made a motion to approve the Finance Report. Ms. Figueira seconded the motion. All were in favor, none opposed, and the motion carried.

Action: Dr. Kalotee made a motion to approve the Finance Committee Minutes of September 3, 2020. Ms. Reed seconded the motion. All were in favor, none opposed, and the motion carried.

VII. Executive Session to Discuss Personnel Matters

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

Action: Ms. Pearson made a motion to go into Executive Session. Mr. Cronin seconded the motion. All were in favor, none opposed, and the vote was unanimous.

The Board went into executive session at 7:30 pm.

The Board came out of executive session at 8:18 pm.

Action: Dr. Kalotee made a motion to approve Dr. Anthony Boutin as CEO of NHCC in addition to his current titles for a term of two years at an annual salary of \$525,000. Mr. Cohn seconded the motion. All were in favor, none opposed, and the vote was unanimous.

Action: Mr. Cohn made a motion to approve Ms. Ryan, Esq. as Chief Operating Officer in addition to her current titles for a term of two years with a salary increase authorized by the CEO, Dr. Boutin, or the Board. Dr. Kalotee seconded the motion. All were in favor, except for Chairman Detor who opposed. Motion was approved.

VIII. Motion to Adjourn

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

Action: Dr. Kalotee made a motion to adjourn the meeting, and Mr. Cohn seconded the motion. All were in favor, none opposed and the vote was unanimous.

The meeting adjourned at 8:25 pm.

Dated: October 10, 2020



Robert Detor, Chairman
Board of Directors, NHCC