

## **NHCC BOARD OF DIRECTORS MEETING**

November 12, 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
- Ryan Cronin, Esq., Board Member
- Waylyn Hobbs, Jr., Board Member
- Giuseppe Caruso, Board Member
- Soraya Campbell, Esq., Board Member
- Russell Caprioli, Board Member

#### Board Members Absent

- Victor Gallo, Board Member
- Frank J. Saracino, 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
- Michelle Beard, Crowe LLP
- Tim Bryan, Crowe LLP

## **I. Call to Order**

Chairman Detor called the meeting to order at 6:02 p.m. after Ms. Ryan advised that there was a quorum to proceed.

## **II. Public Comment**

- Jerry Laricchiuta (regarding funds received by the hospital/using funds for a cath lab).
- Ron Gurerri (contract for the NCCC infirmary).
- Lynne Kramer (funds owed NHCC by Nassau County and the memorial for the employees who had passed away from Covid).
- Nina Gavan (echoed Laricchiuta and Kramer).
- Paul Ochiogrosso (drug rehabilitation and mental health services at the hospital).
- Shakira Settles (the new board member and how long before she has voting rights); Ms. Ryan addressed.
- Gerard Granito (Covid testing).
- Lynne Kramer spoke for Eric Schoerlman (questions about Alvarez and Marshal report).

## **III. Chairman's Remarks**

### **1. Approval of Full Board Meeting Minutes of October 8, 2020**

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

**Action:** Ms. Pearson made a motion, Ms. Reed seconded and Mr. Zysman abstained. The motion passed and the minutes were approved.

### **2. Introduction of Forensic Auditors**

Ms. Ryan introduced Michelle Beard and Tim Bryan of Crowe LLP, the internal and forensic auditors.

**IV. Report by Chief Executive Officer**

Dr. Boutin presented his report including discussion of COVID preparations, numbers of COVID patients, and vaccine status.

**V. Report by Chief Legal Officer**

Ms. Ryan presented her report, including update on 'no-fault' collection revenue, Allscripts contract status and 2020 compliance training.

**VI. Report by Finance Director**

**1. September 2020 Financial Statements**

Mr. Rank presented his report, including discussion of financial statements and CARES spending.

**VII. Committee Reports**

**1. Legal and Audit Report**

**i. Approval of Legal and Audit Minutes (October 8, 2020)**

**Action:** Mr. Cohn made a motion to approve the minutes and Dr. Kalotee seconded. The motion passed unanimously and the minutes were approved.

**ii. Approval of Contract Resolutions (November 12, 2020)**

**Action:** Dr. Kalotee made a motion to approve the proposed resolutions and Mr. Glennon seconded. The motion passed unanimously and the contract resolutions were approved.

**2. Finance Committee Report**

**i. Approval of Finance Committee Minutes (October 5, 2020)**

**Action:** Dr. Kalotee made a motion to approve the minutes, Ms. Figueira seconded and Mr. Zysman abstained. The motion passed and the minutes were approved.

Chairman Deter announced that he is going to establish an ad-hoc "Strategic Planning and Action Committee", with Ms. Pearson as the Chair, and Finance Committee members, the NUMC Forward Task Force from the County Executive's office, as well as any volunteers from the Board. He advised that committee would be charged with looking at the current condition of the hospital, the 2021 NHCC budget, and the Alvarez and Marsal report, and the committee would report back to the Board of Directors in April 2021 regarding current status, opportunities and threats to NHCC.

**VIII. Executive Session to Discuss Personnel Matters**

Chairman Detor asked for a motion to go into Executive Session to discuss matters of personnel.

**Action:** Mr. Cronin made a motion and Ms. Reed seconded. The motion passed and the Board went into executive session.

The Board went into executive session at 7:16 pm.

The Board came out of executive session at 8:06 pm.

In public session Chairman Detor asked for a motion to appoint John Donnelly as Chief Operating Officer of NHCC for a term of three years with an annual salary of \$475,000 and customary benefits.

There was a discussion on the motion.

**Action:** Mr. Cronin made a motion and Ms. Pearson seconded. Board members in favor of appointing the COO candidate were: Eva Pearson, Martin Glennon, Ryan Cronin, Jan Figueira, Waylyn Hobbs, Soraya Campbell, Robert Detor and Dr. Kalotee. Opposed were Dr. Caruso, Warren Zysman, Linda Reed, Dr. Caprioli, Steve Cohn. The motion passed.

**Action:** Chairman Detor presented a second motion to amend Dr. Boutin's term as CEO to a three year term with an annual salary of \$535,000. It was seconded by Dr. Kalotee and unanimously approved.

**Action:** Chairman Detor presented a motion to increase the annual salary of Megan Ryan, Esq., Executive Vice President for Legal Affairs to \$450,000. Mr. Hobbs seconded. Motion unanimously approved.

**IX. Motion to Adjourn**

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

**Action: Ms. Pearson made a motion to adjourn the meeting, all were in favor, none opposed and the vote was unanimous.**

The meeting adjourned at 8:27 pm.

Dated: November 16, 2020

A handwritten signature in black ink, appearing to read 'Robert Detor', written over a horizontal line.

Robert Detor, Chairman  
Board of Directors, NHCC