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NASSAU HEALTH CARE CORPORATION

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MEETING OF THE EXECUTIVE COMMITTEE OF THE
BOARD OF DIRECTORS

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Nassau University Medical Center
2201 Hempstead Turnpike
East Meadow, New York

October 20, 2015
5:05 P.M.

Reported by
Frank Gray

1 10-20-15 Board of Directors Meeting

2 MR. MIROTZNIK: Good evening
3 ladies and gentleman. Try to get as
4 close to the five o'clock mark as we
5 can. I apologize for being a few
6 minutes late.

7 Call to order the meeting of
8 October 20, 2015 at the Nassau Health
9 Care Corporation. Everybody is here.
10 Hope everyone is well.

11 Call for the approval of the
12 minutes of October 5, 2015. Number
13 two.

14 For those of you who intend to
15 speak and have never been in
16 front of a stenographer let me
17 make a quick comment.
18 Please identify your name.
19 No one will interrupt you and you will
20 be able to speak loud and clearly
21 to this gentleman, and then we will
22 take other questions or answers or
23 comments. We will try to do it in a
24 fairly orderly manner. So the minutes
25 are very clear and articulate.

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2 MR. DELUCA: Shouldn't the
3 people also say their title, who they
4 are?

5 MR. MIROTZNIK: Please stand up
6 and identify yourself, come sit, turn
7 the mic on.

8 Before we call for the approval
9 of the minutes, since we do have a
10 stenographer and things are orderly,
11 let's call a roll.

12 MR. DELUCA: Michael M. DeLuca,
13 board of directors.

14 MR. COHN: Steven Cohn, board of
15 directors.

16 MR. MIROTZNIK: Michael
17 Mirotzник.

18 MR. ZYSMAN: Warren Zysman,
19 board of directors.

20 DR. POLITI: Dr. Victor Politi,
21 president, CEO.

22 MS. REED: Linda Reed, board of
23 directors.

24 MR. MIROTZNIK: Thank you.
25 Approval of the minutes of October 5,

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2 2015. May I have a show of hands all
3 in favor of the approval. Unanimous.

4 I have very little to report. I
5 would like to make note that a board
6 member, Warren Zysman, presented on
7 October 19th at the New York's first
8 K-2 summit with New York City public
9 advocate Letitia James, State Senator
10 Jeffrey Klein and a number of other
11 people in New York City. And I know
12 Ms. Lautenberg had sent out a press
13 release. So I would like to thank
14 Warren for all his endeavors regarding
15 the heroin epidemic, drug epidemic
16 that's plaguing our country. Thank you
17 Warren.

18 MR. DELUCA: Mr. Chairman, I
19 think that Warren brings much prestige
20 and status to the medical center by
21 volunteering his time to do these
22 things.

23 MR. MIROTZNIK: Is that your
24 opinion?

25 MR. DELUCA: That's my opinion.

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2 MR. MIROTZNIK: I agree.

3 Tonight at seven o'clock Shelly
4 downstairs what are we having please?
5 Shelly Lautenberg.

6 MS. LAUTENBERG: Town of
7 Hempstead Supervisor Kate Murray is
8 holding an event, heroin treatment, at
9 the resource center where 26 different
10 organizations will be providing
11 literature and information about drug
12 treatments. In addition to that,
13 she'll be having recovering addicts
14 making a presentation in the
15 amphitheater. Both events, one will be
16 in the auditorium at seven and the
17 other in the amphitheater also at seven
18 to nine p.m.

19 MR. MIROTZNIK: Will you be
20 there this evening?

21 MS. LAUTENBERG: Yes.

22 MR. MIROTZNIK: I want to thank
23 Dr. Politi for opening up our hospital
24 for this event. We appreciate that.

25 I'm now going to turn to Dr.

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2 Politi for any comments, concerns or
3 reports from the CEO.

4 DR. POLITI: Just want to echo
5 what the chairman said regarding.
6 Mr. Zysman's input and involvement here
7 in Nassau County, particularly becoming
8 personally involved in the drug
9 epidemic. I think all of the county
10 and our board need to know that.

11 Other than that, I also would
12 like to thank the board for their
13 support for our recent gala in which we
14 had over 400 people show up. Which
15 would not have been possible without
16 the support of this board and them
17 allowing us to go forward with this
18 gala. It was very, very successful and
19 I thank you all for your support.

20 MR. MIROTZNIK: Ms. Reed, the
21 report of the Medical and Professional
22 Affairs Committee.

23 MS. REED: No report at this
24 time.

25 MR. MIROTZNIK: Dr. Venditto is

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2 not here. We will table any report of
3 the Finance Committee.

4 Mr. Maher mar, you are here, is
5 there anything you would like to
6 report?

7 MR. MAHER: Not at this time.

8 MR. MIROTZNIK: Turn to
9 Mr. Zysman for the report of the
10 Contracts Committee.

11 MR. ZYSMAN: I'm going to ask
12 for approval of the contract minutes of
13 September 28, 2015. Make a motion. In
14 favor? Unanimous. Thank you very
15 much.

16 Looks like we have a contract
17 listed McGladrey. Is there information
18 on this available? I don't see a
19 sheet.

20 Is it in here? Tab six is empty.
21 Is there a contract spread sheet? Can
22 you tell us why this is so urgent that
23 it can't wait until the contracts
24 meeting?

25 MR. AJMAL: Farooq Ajmal, chief

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2 information officer.

3 MR. MIROTZNIK: Look at tab
4 seven please.

5 MR. ZYSMAN: Why is it
6 important that it needs to be heard
7 tonight and not in a contracts meeting?

8 MR. AJMAL: It's a security
9 risk assessment. I think that any day
10 with everything going on it's a
11 requirement for meaningful use. But
12 with cyber attacks and activity going
13 up I think that --

14 MR. ZYSMAN: Why wasn't this
15 put forward at the last meeting?

16 MR. AJMAL: It was. It was in
17 there. It was tabled because of time
18 restraints. But I don't think we can
19 wait until the next contracts
20 committee.

21 MR. ZYSMAN: The only issues
22 that were tabled were things that
23 people said were not urgent. Are you
24 now saying this is urgent?

25 John, do you find this to be

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2 urgent?

3 MR. MAHER: John Maher,
4 executive vice president and CFO.

5 Two contract meetings ago the
6 matter was tabled because of the way
7 the information was presented at the
8 time.

9 At the last contracts meeting it
10 was a rush to get out and we opted not
11 to present at the last contracts
12 meeting because of the time pressures.

13 This matter is of what I would
14 consider an urgent matter because it
15 deals with cyber and the security of
16 the hospital's information systems.
17 That's why we want to get this up on
18 the table.

19 We've been working on it for
20 several months and it was unfortunate
21 that these delays occurred. This is
22 something that is not only necessary
23 but mandated by a variety of
24 regulations including our insurance
25 company who will be looking at this.

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2 MR. ZYSMAN: John you supervise
3 Mr. Ajmal?

4 MR. MAHER: Yes.

5 MR. ZYSMAN: Was this RFP'd?

6 MR. MAHER: Yes, it was.

7 MR. ZYSMAN: How many
8 respondents were there?

9 MR. MAHER: Overall there were
10 20 and I think only a half a dozen were
11 qualified respondents.

12 MR. ZYSMAN: Was this the
13 lowest respondent?

14 MR. MAHER: This was the lowest
15 qualified respondent.

16 MR. ZYSMAN: Tell us how you
17 determined who was qualified and who
18 wasn't.

19 MR. AJMAL: From the 20
20 responses we reviewed -- first of all,
21 there was a committee put on. Our
22 security officer was in there. Our
23 HIPAA security officer was in there.

24 MR. ZYSMAN: How did you
25 determine qualified?

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2 MR. AJMAL: People who have
3 experience with doing health care
4 security assessments and have enough
5 experience in health care assessment.

6 MR. ZYSMAN: Only 13 companies
7 had health care experience that
8 responded?

9 MR. AJMAL: Actually five
10 companies out of the 20, and from there
11 we picked the one that had the most
12 experience with the health care and had
13 the most regimented way of doing this
14 and the --

15 MR. ZYSMAN: How much money is
16 this assessment?

17 MR. AJMAL: \$120,000.

18 MR. ZYSMAN: For what period of
19 time? I can't see that on the
20 paperwork.

21 MR. AJMAL: It's going to be
22 six months assessment. There are going
23 to be phases to it. We are asking for
24 a year because within a year we also
25 want them to come back, when we

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2 remediate those things, we want them to
3 come back and review to see what they
4 have pointed out have been remediated
5 and now that we are not in that
6 jeopardy anymore.

7 MR. ZYSMAN: This is an
8 all-inclusive contract?

9 MR. AJMAL: Yes.

10 MR. ZYSMAN: As many contracts
11 you bring up a few months later you are
12 adding things on.

13 MR. AJMAL: This is
14 all-inclusive.

15 MR. ZYSMAN: John, this is
16 everything we need right now to make
17 sure our computer system is secure?

18 MR. MAHER: That's correct.
19 They may make recommendations for
20 additional hardware that's outside of
21 their contract. But the contract to
22 determine how secure our systems are is
23 complete.

24 MR. ZYSMAN: Linda Reed.

25 MS. REED: I don't see a list

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2 of officers here.

3 MR. ZYSMAN: Do you have
4 disclosures?

5 MS. REED: I see no disclosures
6 at all here. Plus, at the last meeting
7 I specifically asked is there anything
8 left on the table of urgency? And if
9 this was so urgent they should have
10 spoken up at that time. The Board gave
11 them that opportunity. So for you to
12 say that the board was pressed for time
13 so it did not get done is really not a
14 correct statement because the Board did
15 give you the opportunity.

16 MR. AJMAL: Yes. Once again, I
17 will take the blame for it. It's just
18 that we were not ready to make a
19 decision at that time as to which one
20 we should hold back and we thought that
21 this one can probably wait.

22 MS. REED: That's different
23 than what you said earlier.

24 Do we have the disclosures.

25 MR. MIROTZNIK: The

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2 disclosures, will you provide them for
3 the record?

4 MR. AJMAL: Yes. I have them.

5 MR. MIROTZNIK: Have you looked
6 at the disclosures?

7 MR. AJMAL: Yes.

8 MR. ZYSMAN: Who were the
9 principals of this company?

10 MR. AJMAL: It's a large
11 accounting firm that has over 200
12 partners in it. I have documents.
13 It's a public company.

14 MR. MIROTZNIK: With regard to
15 your committee to identify this bidder,
16 was Mr. Ferrandino part of it?

17 MR. AJMAL: Yes, he was.

18 MR. MIROTZNIK: Mr. Ferrandino,
19 may I ask you a few questions. Give
20 your appearance for the record.

21 MR. FERRANDINO: Michael
22 Ferrandino.

23 MR. MIROTZNIK: Title please.

24 MR. FERRANDINO: Vice president
25 securities and investigative services,

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2 chief compliance officer.

3 MR. MIROTZNIK: Did you have an
4 opportunity to go over this McGladrey
5 contract?

6 MR. FERRANDINO: Yes.

7 MR. MIROTZNIK: The security
8 issues that they will provide and
9 assist this institution is it something
10 that is necessary?

11 MR. FERRANDINO: Yes, it is.

12 MR. MIROTZNIK: Are you
13 recommending that this board approve
14 it?

15 MR. FERRANDINO: Yes, I do.

16 MR. MIROTZNIK: Are you
17 thoroughly aware of all the particulars
18 and what needs to be done and in our
19 usage?

20 MR. FERRANDINO: The company
21 will provide oversight and guidance
22 with that. We do need a company that
23 can look at the specific operations
24 that we have and it would be their
25 recommendations that will provide us

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2 with the direction that we need for
3 safeguarding our whole system. But
4 yes, the company is adequate based upon
5 my analysis of it.

6 MR. MIROTZNIK: Thank you.

7 MR. ZYSMAN: Were you involved
8 in the selection process?

9 MR. FERRANDINO: Yes.

10 MR. ZYSMAN: In your opinion
11 this is the lowest qualified?

12 MR. FERRANDINO: Lowest
13 qualified bidder.

14 MR. MAHER: Mr. Chairman, just
15 for the record, I want to indicate that
16 McGladrey has undergone a name change
17 and they are referred to as a different
18 company, RSM.

19 MR. ZYSMAN: You're asking us
20 to approve a contract from McGladrey or
21 RSM?

22 MR. AJMAL: Both. McGladrey
23 slash RSM. I'm not sure the name
24 change has completely gone through.
25 But McGladrey a/k/a RSM.

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2 MR. MAHER: They're announcing
3 this on the radio. It's in the public
4 domain. We haven't seen an official
5 document yet.

6 MS. REED: We haven't received
7 anything officially in writing stating
8 they changed their name?

9 MR. AJMAL: Yes. But they are.

10 MR. CIOTTI: What is their
11 current name?

12 MR. AJMAL: I believe it's
13 McGladrey. They said they're changing
14 their name to RSM.

15 MR. CIOTTI: When are they
16 changing the name?

17 MR. AJMAL: I don't have that
18 information.

19 MR. CIOTTI: You can pass it as
20 is and then come back when the name
21 changes and get it repassed.

22 MR. ZYSMAN: Give me the
23 information John. It's McGladrey.
24 \$120,000?

25 MR. MAHER: \$120,000 for a

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2 one-year period.

3 MR. ZYSMAN: He wants one year.
4 That 120 will cover that extra thing
5 when they come back in?

6 MR. AJMAL: Yes.

7 MR. ZYSMAN: You have the staff
8 to make whatever kind of changes they
9 recommend?

10 MR. AJMAL: I'm just going to
11 clarify. Thank you for asking that. I
12 think John has explained this before.
13 This is an assessment. They are going
14 to come back with the assessment and
15 with the remediation. And they're
16 going to say this is the gaps we find
17 in your security.

18 MR. ZYSMAN: Who is going to do
19 that work?

20 MR. AJMAL: Some of that we
21 will do. We will look at what needs to
22 be done. If we are able to do it
23 ourselves we will do it ourselves. And
24 if there are things that we are not
25 able to do obviously we will go back

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2 and RFP as to see who can do this and
3 we will remediate the issue.

4 MR. ZYSMAN: Is a year going to
5 be enough time? If you don't get all
6 the changes made in a year, they have
7 to come back within a year, do we have
8 to pay them more money if it goes after
9 a year?

10 MR. AJMAL: No.

11 MR. ZYSMAN: What kind of term
12 are we looking for? If you're going to
13 come back and confirm we're going to
14 need time to get whatever work is
15 needed done and he has to RFP it, it's
16 going to take a couple of months.

17 MR. MAHER: The contract is
18 fixed at \$120,000 for them to do the
19 initial assessment and remediation
20 review. You're correct to the extent
21 that if it takes more than a year to do
22 the remediation it's going to be
23 outside that time frame. We can do 18
24 months if that makes sense.

25 MR. ZYSMAN: I just don't want

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2 to be talking about an extension. It's
3 the same money. Why don't we do a
4 two-year term? That will give you more
5 than enough time. You will update us?

6 MR. MAHER: Yes.

7 MR. ZYSMAN: How long will it
8 take for them to do the initial
9 assessment?

10 MR. MAHER: From the time that
11 the contract is executed with them what
12 would you say?

13 MR. AJMAL: Within six months.
14 The assessment is six months.

15 MR. ZYSMAN: Six months from
16 now you will give an update to the
17 Contracts Committee?

18 MR. MAHER: No. It will be six
19 months from the time the contract is
20 executed with them. We have to allow
21 30, 60 days to execute the agreement
22 with them and that's when the six
23 months will start.

24 MR. ZYSMAN: Something like six
25 months to do the assessment. Then you

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2 have a year and a half to call them
3 back in and do their revisit.

4 MR. MAHER: That's fine.

5 MR. ZYSMAN: They must come
6 back in for a review at a request
7 within 30 days.

8 MR. MAHER: We will work that
9 out with the legal department.

10 MR. ZYSMAN: It's two years up
11 to \$120,000 is what you're looking for?

12 MR. MAHER: Correct.

13 MR. ZYSMAN: You are going to
14 give me an update. Give me an update
15 six months at the next Contracts
16 Committee. They will have started their
17 assessment. They will have something to
18 report. I don't want to be in a
19 situation where we don't have updates
20 coming and you're are asking for
21 additional money.

22 MR. MAHER: Not a problem.

23 MR. ZYSMAN: Can I get a motion
24 to approve McGladrey two years, for a
25 two-year term, in the amount up to

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2 \$120,000 for that term? Which will
3 require them to complete their
4 assessment within six months of the
5 contract. Can I get a motion?

6 Second?

7 In favor?

8 Unanimous.

9 MR. MIROTZNIK: Off the record.

10 (A discussion was held off the
11 record.)

12 MR. MIROTZNIK: Report of the
13 Ambulatory Care, Managed Care and
14 Community Physician Committee.
15 Ms. Reed.

16 MS. REED: Not at this time.

17 MR. MIROTZNIK: Mr. Zysman,
18 Behavioral Health Committee.

19 MR. ZYSMAN: Couple of things
20 to report on. The CPEP Project that
21 many of you are familiar with. It's
22 been moving forward. I want to commend
23 Linda Reed for all the time she
24 volunteered on a pretty much weekly
25 basis, sometimes daily, to keep this

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2 moving. And Craig Rizzo for his work
3 coordinating with all the different
4 departments here and really keeping the
5 ball moving on this project that's
6 vitally important for patient care and
7 financially to this institution. We
8 are hoping to get it off the ground
9 very soon. I think there's some
10 construction items. Kevin Malley has
11 been very helpful as well. He's been
12 working on getting those things
13 resolved so we can provide this
14 essential service here at NUMC.

15 Other thing I wanted to mention
16 is very wonderful event tonight --
17 Shelly had mentioned earlier --
18 highlighting the issue of substance
19 abuse, addiction. We are the only
20 in-patient substance abuse provider in
21 Nassau County here at NUMC. It's
22 something that folks in this room can
23 join and support, bring attention to
24 this very important issue. It would be
25 very much so appreciated by all. So

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2 thank you so much.

3 MR. MIROTZNIK: Thank you
4 Mr. Zysman.

5 Dr. Venditto is not present on
6 the Extended Care and Assisted Living
7 Facility Committee. No report.

8 Ms. Reed, back to you on
9 Facilities and Real Estate Development
10 Committee.

11 MS. REED: No report.

12 MR. MIROTZNIK: Moving right
13 along, Mr. Cohn, Legal, Audit and
14 Governance Committee.

15 MR. COHN: At the meeting there
16 is a release that we have. It's a zero
17 sum to the hospital that the Board has
18 to sign, a general release and
19 stipulation of discontinuance I
20 believe. That was for a lawsuit that
21 was in our name but it involved money
22 that was prior to the BBC coming into
23 existence. We get no money out of it,
24 but we pay no money out of it. I'd ask
25 that the Board authorize our management

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2 team to execute the release.

3 MR. MIROTZNIK: Mr. Ciotti, any
4 comment on that?

5 MR. COHN: It's a joint release
6 and agreement regarding the lawsuit.
7 Mr. Ciotti had already reviewed it, as
8 counsel did, and everybody approved the
9 language. Again, it doesn't cost us
10 anything.

11 MR. CIOTTI: It was a
12 productive meeting by the way.

13 MR. COHN: I will not let that
14 happen again.

15 MR. MIROTZNIK: Do we need a
16 hand vote for that? Let's go. Take
17 the vote.

18 MR. COHN: A motion to
19 authorize our management team to sign
20 the joint release and agreement
21 regarding the lawsuit involving A.
22 Holly Patterson.

23 All in favor?

24 Second?

25 All in favor.

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2 Unanimous.

3 MR. MIROTZNIK: Anything else
4 Mr. Cohn?

5 MR. COHN: Just very briefly.
6 We went through the financial report,
7 2014 financial report, and due to what
8 our new auditors have picked up, it
9 appears that there's going to be two
10 liabilities we are going to be
11 responsible for totaling approximately
12 \$20 million. One is to Medicare for
13 \$16 million. We're going to start
14 paying it back probably '16 or '17.
15 While it's been recorded against our
16 assets, it's going to be a cash
17 payment. That will be recorded in what
18 we have to pay out.

19 Then there is a \$4 million one
20 concerning FICA which will be paid over
21 a period of time that was not picked up
22 by our prior auditors.

23 Other than that, Mr. Zysman held
24 our auditors to a very high standard.
25 Let me be succinct in saying that.

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2 For informational purposes, if you hear
3 about a \$20 million liability from the
4 past that's comprised of those two
5 components. Other than that, I have
6 nothing else to report.

7 MR. MIROTZNIK: Any comments?
8 Ms. Reed, briefly, Subsidiaries and
9 Foundations Committee.

10 MS. REED: I'm going to ask
11 once again, like we've asked in the
12 previous months, Subsidiaries and
13 Foundations Committee no longer belongs
14 on the agenda. It is not part of the
15 Board. I'm not the chairperson of that
16 committee. Please, for the next board
17 meeting, take it out of the agenda
18 packet.

19 MR. MIROTZNIK: Just for the
20 record, the Subsidiaries and
21 Foundations Committee does not exist
22 anymore. It's not part of the NuHealth
23 Corporation, correct, Mr. Ciotti?

24 MR. CIOTTI: Correct.

25 MR. MIROTZNIK: Therefore, they

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2 will be stricken. There will be no
3 more mention of this Subsidiaries and
4 Foundations Committee moving forward
5 after this meeting.

6 MR. ZYSMAN: I just want to
7 highlight what Ms. Reed had said
8 before.

9 She has asked at numerous
10 previous meetings for this to be
11 removed and it's still there. Just
12 please remove it immediately.

13 MR. MIROTZNIK: At this time I
14 would like to make a motion to go into
15 executive session. Everyone who is not
16 part of the executive session stand by.
17 We want you back in the room as quickly
18 as possible. All in favor?

19 Unanimous.

20 (Board recessed to
21 executive session at 5:28 p.m.)

22 (Meeting was reconvened at 6:55
23 p.m.)

24 MR. MIROTZNIK: Make a motion
25 to open up back to the full board

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2 meeting.

3 MR. COHN: I make a motion.

4 MR. MIROTZNIK: All in favor?

5 We must move forward.

6 John, you have an important issue
7 regarding insurances, correct?

8 MR. MAHER: Correct.

9 MR. MIROTZNIK: Let's do it
10 now. What do you need of the Board?

11 MR. MAHER: We need
12 authorization in conjunction with the
13 recommendations from Aon, our insurance
14 broker, to renew the business
15 automobile policies which expire on
16 10-31-15. The commercial properties
17 which expire on 11-12-15 and the
18 network cyber policy which expires on
19 11-25 to bind those policies based on
20 the recommendation of Aon which
21 canvasses the market and goes for the
22 lowest qualified bid.

23 MR. MIROTZNIK: What type of
24 time frame? You're putting all this
25 out to RFP, right?

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2 MR. MAHER: It's not an RFP.

3 They canvass the insurance market.

4 They do it for us.

5 MR. COHN: For a one year term?

6 MR. MAHER: Yes.

7 MR. CIOTTI: This stuff has
8 been RFP'd?

9 MR. MAHER: No.

10 MR. COHN: He said it's not an
11 RFP.

12 MR. MIROTZNIK: Didn't you now
13 RFP for a broker?

14 MR. MAHER: The broker RFP is
15 going out in January and February.

16 MR. MIROTZNIK: Of 2016?

17 MR. MAHER: Correct.

18 MR. MIROTZNIK: So we could
19 save money with the new broker
20 possibly. We don't have to bind us for
21 a year.

22 MR. MAHER: These policies are
23 annual renewals. So you can't get the
24 policy for six months. It's a one-year
25 renewal.

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2 MR. MIROTZNIK: That's the
3 motion?

4 MR. CIOTTI: The motion is that
5 they're not sure what the number is but
6 it's a zero to four percent increase.
7 He wants permission anywhere in that
8 range to bind it and go forward.

9 Is that correct, John.

10 MR. MIROTZNIK: Is that
11 customary in the industry.

12 MR. MAHER: It is. We are
13 hoping --

14 MR. MIROTZNIK: Just yes or no.

15 MR. MAHER: Yes.

16 MR. MIROTZNIK: Are you in
17 favor of us approving these policies so
18 that these commercials and the autos
19 are all covered and that the
20 institution is protected?

21 MR. MAHER: Yes.

22 MR. MIROTZNIK: All in favor of
23 approving the motion as articulated by
24 Mr. Maher? Unanimous. Thank you.

25 Next item on the agenda, the PEO

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2 funding. Make a motion Mr. Cohen.

3 MR. COHN: I make a motion that
4 we approve the PEO funding for a
5 one-month period going forward or until
6 the next board meeting if the board
7 meeting is not within a month. So, in
8 essence, I make a motion that until the
9 next board meeting we approve the
10 request for capital infusion from the
11 hospital for that period of time.

12 MR. MIROTZNIK: Not to exceed?

13 MR. MAHER: \$2 million.

14 MR. COHN: No. For one month.
15 You said 500 something thousand.

16 MR. MAHER: One month would be
17 \$500,000, that's correct.

18 MR. COHN: That's one month,
19 \$500,000. Not to exceed \$600,000.

20 MR. DELUCA: In case there's a
21 few more days involved. So make it
22 six.

23 MR. MIROTZNIK: Not to exceed
24 \$600,000. Members, everybody heard the
25 motion? Hand vote. All in favor?

1 10-20-15 Board of Directors Meeting

2 Unanimous.

3 MR. MIROTZNIK: Please,
4 everybody give Andrea dates. We need
5 to have board meetings perspectivevely.
6 Please hand up dates to her that are
7 good, that are bad so Andrea can work
8 on this.

9 Last thing. I'm sorry everybody
10 is here late. We spent an hour and 27
11 minutes for executive session. I can't
12 discuss what occurred but it wasn't
13 fun. To explain what Mr. Zysman said,
14 that if these board meetings continue
15 to go this way and the presenters keep
16 falling on their feet and there's a
17 disjoint and nobody speaks and no one
18 meets, you are all getting paid to be
19 here. Meet before the meeting. Go
20 over the presentation.

21 Know what's going on.

22 If not, the Board is going to
23 make changes in personnel. The Board
24 has the authority to do it. And if
25 it's going to take people to be let go

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2 who are professionals who can't do
3 their job for everyone to know that
4 they've got to be prepared, then Mr.
5 DeLuca, things are going to change; is
6 that correct?

7 MR. DELUCA: Absolutely.

8 MR. COHN: I make a motion.

9 MR. MIROTZNIK: On a high note,
10 please let everyone know Dr. Politi is
11 being honored at the Champions of
12 Children dinner Thursday October 29th
13 at the Battery Gardens Restaurant. A
14 tremendous honor, and I would like to
15 end on a high note. As we say, matzel
16 tov.

17 MR. COHN: I make a motion to
18 adjourn.

19 MS. REED: Hold on one second.

20 MS. REED: For three months in
21 a row we keep putting Dr. Scamatta and
22 MMA off, which is getting to be unfair.
23 I really think we need to set a board
24 meeting or an executive meeting just
25 for MMA and let him give us a

1 10-20-15 Board of Directors Meeting

2 presentation.

3 This is the third time.

4 MR. COHN: I say if you tell me
5 to be here I'll be here.

6 MS. REED: It's not our fault.
7 It's that unfortunately items are
8 coming up at this meeting that are
9 unforeseen because there's no
10 preparation.

11 DR. SCAMATTA: If you want me
12 to meet individually.

13 MR. MIROTZNIK: Tell Andrea and
14 we will have a meeting.

15 MR. COHN: Make a motion to
16 adjourn out of public session. All in
17 favor? That motion to adjourn is
18 unanimous.

19 (TIME NOTED: 7:01 P.M.)

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CERTIFICATION

I, FRANK GRAY, a Notary
Public in and for the State of New
York, do hereby certify:

THAT the foregoing is a true and
accurate transcript of my stenographic
notes.

IN WITNESS WHEREOF, I have
hereunto set my hand this 28th day of
October 2015.

FRANK GRAY