

NHCC BOARD OF DIRECTORS MEETING

May 14, 2020 at 6 p.m.

Via Teleconference 888-278-0254; Access Code 5367444

MINUTES

Attendance on call

- Robert Detor, Chairman NHCC Board (in person)
- Steve Cohn, Esq., Board Member
- Linda Reed, Board Member
- Dr. Giuseppe Caruso, Board Member
- Dr. Russell Caprioli, Board Member
- Dr. Bobby Kalotee, Board Member
- Warren Zysman, Board Member
- John Sardelis, Board Member
- Ryan Cronin, Esq., Board Member
- Jan Figueira, Board Member
- Waylyn Hobbs, Jr., Board Member
- Martin Glennon, Esq., Board Member
- Eva Pearson, Board Member
- Jeremy Wise, NIFA

Attendance In-Person

- Megan Ryan, General Counsel
- Dr. Anthony Boutin, Interim CEO/CMO
- John Maher, CFO
- Janice Pateres, Chief Nursing Officer
- Kent Kessler, Human Resources
- Vincent Pinkney, Labor Relations

Attendance In-Person (CSEA)

- Lynn Kramer
- Ron Gurrieri
- Shakira Settles
- Gerard Granito
- Nina Gavan
- Robert Harris
- Paul Occhiogrosso

I. Call to Order

Chairman Deter called the meeting to order at 6:03 p.m. after Ms. Ryan noted there was a quorum. Chairman Deter announced that he is moving public comment before executive session on the request of CSEA representatives.

II. Public Comment

Chairman Deter opened the floor for public comment.

Ron Gurrieri, CSEA requested that once the Covid-19 crisis has passed, the Board host occasional Board meetings in the Auditorium instead of the Board room so that more CSEA members could attend. Chairman Deter stated that he would take it under consideration. Ron Gurrieri thanked Chairman Deter.

Lynne Kramer, CSEA then asked if the Board could give the total amount of grant money related to Covid-19 that the hospital has received to date. Chairman Deter responded that the hospital has received \$26 million in an advance from CMS and \$84 million from The Cares Act. Lynne Kramer asked if there were copies of the financials for CSEA. Chairman Deter said yes, he would send the financials to them.

Gerard Granito, CSEA, thanked the Board for having him. One of his concerns was that NHCC was going to begin testing employees at A. Holly Patterson twice per week. He asked what type of testing is going to be done. Dr. Boutin responded that yes, we have to test the employees at A. Holly Patterson twice a week per the Governor's directive. We are gathering all of our resources to begin on Monday. The employees will receive the antigen test, taken with a swab. Dr. Boutin stated that it is a very quick and easy test and the results are ready within 24 hours. If the employees want the antibody test, the test that determines if you have been exposed, we can also do that. We began offering the antibody test to employees Tuesday, May 12th. As of Thursday, May 14th, we have done 1,200 tests. Right now, we do not have the machine that allows you to do the antibody test in house. We are waiting for that machine to come in.

III. Executive Session

Chairman Deter then asked if there were any other comments. Being that there were none, Chairman Deter made a motion to go into Executive Session, seconded by Dr. Kalotee and all were unanimous. The Board entered into Executive Session at 6:10 pm.

At 7:50 pm, the Board entered back into Public Session and continued with the agenda.

Ms. Ryan repeated her roll call to confirm that there was a quorum. After noting a quorum, Chairman Deter stated that he was going to shrink the remainder of the agenda. He was not going to give his report or the finance report and would move right to Corporate Action.

IV. Corporate Action

Ms. Ryan requested approval of the Legal and Audit Committee minutes from April 16, 2020 and the Contract Resolutions from the May 14, 2020 meeting. Dr. Kalotee made a motion to approve, Ms. Reed seconded, and the motion passed unanimously.

Chairman Deter then moved to the next item on the agenda, approval of the NHCC Amended Bylaws. He noted that the Bylaws had been submitted previously to all Board members. Megan Ryan then read in a resolution for the NHCC Board of Directors, acting in compliance with the current bylaws, to approve the motion originally made at the April 16, 2020 to amend the Bylaws as revised by the NHCC Corporate Governance Committee, previously distributed to all Board members. Dr. Kalotee made a motion to approve the resolution, Ms. Pearson seconded, and the motion passed unanimously. Dr. Kalotee thanked Mr. Glennon for all his work on the revised bylaws.

Chairman Deter then explained that a discussion was had during executive session related to the potential payment of hazard pay to all employees. Dr. Kalotee made a motion to approve a resolution that all employees be paid hazard pay and to authorize the Corporation the amount of \$6 million to use for such hazard pay. Mr. Hobbs seconded the motion and it was passed unanimously.

V. Motion to Adjourn

There being no further business to discuss, Chairman Deter asked for a motion to adjourn. Dr. Kalotee made a motion to adjourn the meeting, Mr. Hobbs seconded the motion and the motion was passed unanimously. The meeting was adjourned at 8 pm.



Robert Deter, Chairman
Board of Directors, NHCC