

MINUTES OF THE PUBLIC SESSION OF THE NUHEALTH BOARD OF DIRECTORS' MEETING HELD ON JUNE 18, 2015.

Directors Present

*Michael B. Mirotznik, Esq., Chair
*Steven Cohn, Esq.
*Michael M. DeLuca, MPA
*Vincent A. Gallo, MD
Jemma Marie-Hanson, RN
*Linda Reed
Asif M. Rehman, MD
*John A. Venditto, MD
Andrew Zucaro
*Warren D. Zysman, LCSW

Not Present

Greg-Patric Martello, Esq.
David J. Sussman, MD
Krishan Kumar, MD
Frank J. Saracino, EdD

Non-Voting Directors Present

Victor F. Politi, MD, FACP, FACEP

Hospital Administration

John Ciotti, EVP General Counsel
John Maher, EVP CFO
Harold E. McDonald, SVP Chief Administrative Officer
Craig V. Rizzo, Esq., SVP Special Assistant to NHCC/ Legal Affairs
Joan Soffel, Assistant to the Board/CEO
Andrea Rivera, Executive Assistant to the President/CEO

Guests

Shelley Lotenberg, Public Affairs
Vincent DiSanti, SVP Revenue Cycle Management
Michael Gatto, VP Care Transitions
Kevin Mannie, VP Facilities
Kenneth Nicholson, CSEA President
Linda DiMonda, CSEA

***Executive Committee Members**

1. Michael B. Mirotznik, Esq., Chair, Board of Directors of the Nassau Health Care Corporation, noted that a quorum was present. The meeting was opened at 5:20 p.m.
2. Adoption of Minutes. The minutes of April 27, 2015 were approved.
3. Report of the Chairman. Mr. Mirotznik reported that he and the Search Committee including Maureen Roarty, Linda Reed, Warren Zysman, Michael M. DeLuca and John Ciotti spent 8.5 hours in the Board Room yesterday conducting interviews. They interviewed several candidates for the Chief Medical Officer and Chairman of Medicine. It was a very productive day. A report will be presented to the Board at the appropriate time. The amount of work that was put into the meeting yesterday was tremendous and he wanted to publicly thank Maureen Roarty for arranging the interviews and putting together a packet of information that was extremely helpful. Mr. Mirotznik also thanked Mr. DeLuca, who although was not on the committee, gave his time and efforts to assist in these interviews.

Mr. Mirotznik introduced his father, Bernard Mirotznik who has been a resident of East Meadow for sixty years, a WWI Veteran who flew B17 planes in Europe during the war. He is celebrating his 90th birthday.

Mr. Mirotznik announced that Ms. Joan Soffel is retiring after 25 years of service as the Assistant to the Board of Directors. He thanked Ms. Soffel for her years of service and dedication to the Board of Directors over the years. Dr. Politi also thanked and wished Ms. Soffel well on her retirement. Mr. Rizzo, former Chairman of the Board, added that Ms. Soffel was very helpful to him during his term. The Board of Directors surprised Ms. Soffel with a catered dinner, cake and a bountiful bouquet of flowers.

Ms. Soffel was humbled by the accolades and let the Board of Directors know that she was honored to have served this Board. The Board members have been extremely involved and have dedicated countless hours of voluntary time in meetings and assisting administration. The members have been proactive and are dedicated to making sure this hospital survives and thrives not only for the patients but the employees as well.

4. Report of the President/CEO. Mr. Politi thanked the Board for the time and work they dedicated for the interviews and selection process. The hours of personal time and experience given to this hospital are appreciated and welcomed.

Dr. Politi announced the opening of the 9th Floor Orthopedic Department that was recently renovated. We have the best orthopedic practice on Long Island, Total Orthopedics, who generates \$5-6 million a year from their practice. When patients and visitors see the floor, the cleanliness of our lobby, pharmacy, renovated elevators and all the changes, they have a very different idea of NUMC. We are also opening a new admitting area in the ER, right now they are in the basement, but will be moved to where the patients are on the first floor. We have also hired 40 new nurses, PCAs and transporters. Mr. McDonald reviewed an economic plan and was able to hire six transporters to work during peak hours. Mr. DeLuca asked if the transporters will carry walkie-talkies. Dr. Politi said there is a discharge center that will send out transporters. Mr. McDonald said the transporters will be tracked and trended for volume, encounters and peaks and valleys during the day. Mr. DeLuca said it was a good investment, but they should have walkie-talkies in case of emergencies and to move things along. Dr. Politi noted that there are walkie-talkies available and he will look into it.

Dr. Politi reported that we were awarded \$447 million from DSRIP for the Nassau hubs. The funds will be split among three hospitals—LIJ, the Catholics and NuHealth. We were also awarded 1.3 million Medicaid lives from Suffolk and Eastern Queens. There are committees set up for the 11 projects who meet every day. NuHealth is the lead behind the whole project and the \$447 million is divided by 3 hospitals over 5 years which is only \$30 million—it is not a huge amount. We also must share that with 8,400 partners and the funds are specifically for the 11 projects. Dr. Politi wanted to thank the Board and the Board DSRIP Committee for all the work they have contributed to this project.

7. Report of the Medical and Professional Affairs Committee and Medical Director. Ms. Reed reported that the Committee met and she asked for approval of the credentialing recommendations and appointments. **Upon a motion made, duly seconded and unanimously approved the Board of Directors accepted the Medical and Professional Affairs Committee minutes of May 26, 2015. Resolution No. 127-2015.**

8. Report of the Finance Committee. Dr. Venditto reported that the Committee met on June 17, 2015 and reviewed the strategy and plan for ICD-10 for physicians and outpatient clinic and the strategy and plan adopted for the Electronic Health Record (EHR). The Board accepted the Finance Committee minutes of April 28, 2015.

9. Report of the Contract Committee. Mr. Zysman, chair of the committee, reported that the committee met on April 29 and June 1, 2015 and reviewed various contracts. Mr. Zysman asked for Board approval of those contracts. **Upon a motion made, duly seconded and unanimously adopted, the Board of Directors approved the Resolution Approving Contract Committee Recommendations, dated April 29, 2015 as set forth in the attached. Master Resolution M-128-2015.**

Upon a motion made, duly seconded and unanimously adopted, the Board of Directors approved the Resolution Approving Contract Committee Recommendations, dated June 1, 2015 as set forth in the attached. Master Resolution M-129-2015.

*Tri-Tech Healthcare. [Multi-year contract, LD200 #2429]. Mr. Maher reported that when the contract was originally presented and extended it should have been extended to 12/13/14. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved an amendment to a contract with Tri-Tech Healthcare that currently bills No-Fault and Worker's Compensation for NUMC. The contract originally expired on March 31, 2014. Board Resolution #072-2014 extended the Tri-tech contract for 6 months until September 30, 2014. According to Board Resolution #143-2014, the contract was given a "2 month extension until 12/31/14". Therefore, authorization was only for a contract up until November 30, 2014. Board Resolution**

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#143-2014 should have been for "3 months until 12/31/14. Three months effective 10/01/2014-12/31/14 (based on contingency for the 3 month term). Resolution No.130- 2015.

***Jzanus Consulting.** [Multi-year contract, LD200 #2446]. Mr. Zysman left the room and did not participate in discussion or voting. Mr. Maher reported that the extension should have been until 12/31/14. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved an amendment to a contract with Jzanus Consulting. This is a clarification of Board Resolution No. 230-2014 to extend services for all patient accounts referred through 12/31/14, with the understanding that payment will follow. Vendor will continue to provide Medicare Reimbursement Appeal consulting services to identify instances of Medicare underpayment for cases that are incorrectly underpaid by Medicare as a transfer case instead of the full DRG payment (collections contract on a contingency basis, vendor to be paid an amount equal to 15% of collections per account with no contract limit). Resolution No. 131-2015.**

***Jzanus, LTD.** [Multi-year contract, LD200 #2443]. Mr. Zysman left the room and did not participate in discussion or voting. Mr. Maher reported that the request is for a clerical correction to the original resolution. The company was listed as Jzanus Financial and should have been listed as Jzanus LTD. Mr. Mirotznik asked if there were any changes in principals and Mr. Maher said no, everything remains the same. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved an amendment to a contract with Jzanus, LTD who does Medicaid Eligibility for NUMC patients. Clarification of two year contract: Board Resolution #240-2014 approved on 12/17/14. Company name was stated as Jzanus Financial instead of Jzanus LTD for a term of two years with an effective date of 01/01/15 (based on contingency for the 2 year term - \$495 inpatient per account. Resolution No. 132-2015.**

***Press Ganey Associates Partnership.** [Multi-year contract, amount exceeds \$250,000 – LD200 #2462]. Mr. McDonald reported that the Corporation has an ongoing relationship with Press Ganey. He was advised of the issues related to the percent of returns that come back to the hospital and the need for more returns and higher scores to improve patient satisfaction. We need staff to take ownership and we developed teams in patient care areas with administrators, nurse managers and physicians in charge. Mr. Zysman said that was not the issue, it was whether there was comparison information regarding mailed questionnaires or phone calls. Was there any preparation done as to whether there would be more responses by phone vs. mail. There wasn't any research done in that area and the contract was tabled so that you could come back and let the Board know if one would be more effective than the other. We have some of the lowest scores in the country that affects Medicare/Medicaid rates. What methodology would have an effect on those low rates? Mr. McDonald said Ms. LaPlante tried to get a comparison, Press Ganey has 55 hospitals in the peer group and we were 23 out of 55, right in the middle of the pack. Our patient experiences are the lowest of the 53. Mr. Zysman asked what are the scores for the other systems, what are the comparisons. Mr. McDonald said Ms. LaPlante could not get that information; Press Ganey was hesitant to give us that information regarding actual results for any specific hospital. Mr. DeLuca asked if the patient is spoken to prior to discharge. Mr. McDonald said it is mailed to the home which is required by CMS for medical/surgery and psychiatric patients are presented the questionnaire prior to discharge. Mr. DeLuca asked if there were patient representatives at this hospital. Mr. McDonald said there are two. Mr. DeLuca suggested that prior to discharge every patient should be seen by a patient representative and two more should be added for a hospital of this size. Mr. DeLuca noted that he had a recent hospital experience and was not satisfied, but because the physician spoke to him personally it changed his response on the questionnaire to more satisfactory. Mr. McDonald said the approach they are taking is that it needs to be owned by the people in charge of those areas for each unit with the nurse manager, administrator and physician to make sure the patient experience increases. Mr. Zysman said that is a very good policy but what are we doing to change. Dr. Venditto asked we can drill down data to see what units are not performing well and Mr. McDonald said yes. As a team they can improve services on that unit. Mr. DeLuca said they should call the patient advocate to each room and Mr. Zysman agreed, we need improvement, the scores have been the lowest for many years, and this is not a new anomaly. We should pilot the phone calls, we might have different scores for outcomes, and a slight increase could be significant for Medicaid/Medicare. Mr. McDonald said they are just reporting the facts. Mr. Zysman said we should sample the phone calls it may be different than the

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mailings. Mr. Zysman said Press Ganey is public, and you should be able to look at the data. Right now Press Ganey is the core standard, we are the lowest. Mr. DeLuca noted that in 2004 we were in the top 25, JACHO took that into consideration and we received a 96% grade for the hospital and quite honestly it was because of our patient representatives. Dr. Politi agreed and said if there are 56 discharges in a day, the patient representatives would not be overwhelmed by meeting with the patients. We have two people identified as patient care advocates and a director that we have been interviewing. Dr. Politi said he would personally look into these suggestions. Mr. Zysman said he would not be comfortable voting on this unless there is some research; we need this to measure HCAPS. Mr. Mirotznik noted that while the Search Committee was interviewing one of the candidates explained how they were very successful with respect to patient satisfaction. They ran regular courses to improve patient satisfaction; we should start that and monitor it. Mr. DeLuca noted that most complaints are not against the doctors or care, it's about the food. Mr. McDonald said he needs this contract to report to HCAPS. Mr. Zysman noted that the Contract Committee asked for this information a month ago, if this was so urgent, why wasn't the research done and provided to this Board. We are always hearing the urgency, if it's that important where is the comparison, this puts us in an awkward position, we do not have that information. Mr. McDonald said they could not obtain it, Ms. LaPlante called both companies. Mr. Zysman said she could have done a pilot study. Mr. Cohn asked how long this new team and system has been in place and Mr. McDonald said over two months, they come together with their plans, they are meeting on a monthly basis and tracking changes and trending this. Mr. Zysman asked when the current contract expires and the answer was June 1st. Mr. Zysman asked what is the process for registering with Medicaid/Medicare and Mr. McDonald said they both qualify to report to CMS. You will see that information flow on a regular basis. Mr. Zysman asked how much money is lost from these HCAPS and Mr. Maher said \$400 thousand but he was not sure if it was all related. Mr. Zysman asked that the contract be extended and asked how long it would take to gather the information requested by the Board and Mr. McDonald said three months. Mr. Zysman said he would like the proper comparison between these two companies, comparison by groups, how people are scored and any significant variations and he suggested that a telephone pilot study be conducted on five discharges a week asking similar questions to see how we are graded, if the scores are the same. Mr. McDonald said they could run that test and start next week and go back for more information. Ms. Reed said you still need to do something in the hospital as far as advocates taking the time to speak with patients or you will get the same response and you are not fixing the problem. Dr. Politi said he agrees, these are all great suggestions. Michael Gatto in Care Transitions will make sure the patients are seen before they leave and that they meet with the patients. Two more people are coming on board and a supervisor for patient satisfaction—their office will be on the first floor in the old language service office. Ms. Reed said they should see the patient by the second day they are here and not when they are leaving. Dr. Politi said the culture is changing, it will allow the nurses more time to spend with the patients and all disciplines are involved. Dr. Politi noted that Mr. McDonald is on top of this; in the last two months the EVP for Nursing, Kathy Skarka and Karen McGlynn are working night shifts from 4-12 midnight for face to face interaction on the nursing floors—that is how seriously we are taking this. Ms. Hanson was concerned because she felt we need to get the staff to buy in and reward them or recognize them for good work, this is how you keep the hospital, keep patients healthy and keep your job. Mr. McDonald said they can make that part of the model and work with the teams and leave it up to the units to figure out how they will reward those who are excelling. Mr. DeLuca said it is very important that the patient advocate report to high level personnel and Mr. McDonald said they would be reporting to him. Mr. DeLuca also suggested that the supervisor also work and go into the patients' rooms. He noted that Ms. Lotenberg was always involved in patient satisfaction, if we did not have someone available she would be asked to step in and see the patient and always resolved any problems and people respect her. Mr. DeLuca volunteered to speak to the new patient representatives and give them some advice from his years of experience here. Mr. Mirotznik said it should not be that difficult, if there are five discharges a day, Mr. Gatto should be able to have his team meet with patients and call patients when they leave. Mr. Gatto said they can put that together and to that. Mr. Zysman asked when they call what are the big ticket items, do you have that data and is it analyzed and what does he do with it. Mr. Gatto said he communicates any data and it will be a unique patient satisfaction program. Mr. McDonald said each floor has different issues and they will look at each unit and make sure the teams understand and put together a plan for improvement. Mr. Zysman asked for a report on this at the next Board meeting, progress, advocates, discharge care, data available, follow up on issues to see if there are improvements in the scores, etc. Mr. Zysman asked for a motion to extend the Press Ganey contract

for three months in an amount not to exceed \$12,500/month for a total of \$37,500 for the three month extension expiring on 9/01/15. Mr. Zysman would like an update at the next Contract meeting on any research done including the name of the other group, and what is being done for comparisons and any pilots or methodologies used, information collection, differences in scores so that the Board can make an informed decision on this. This should be done for every contract, it is administration's obligation to inform the Board so that they can make informed decisions when they are voting. Mr. Zysman noted that the patient advocates should be bi-lingual and Dr. Politi said they are. **Upon a motion made, duly seconded and unanimously approved, the Board of Directors approved an extension of a contract with Press Ganey Associates Partnership to support health care providers in the understanding and improving the entire patient experience. Press Ganey offers more than just surveys; they are the industry's only holistic provider of clinical, operational, financial and satisfaction solution that helps health care organizations improve the patient experience. The HCHAPs database offers real time HCAHPs comparisons. Benchmarking databases include only those clients who are actively surveying and reporting in the current period. Press Ganey mails surveys to patients and acts as an independent surveyor to maintain accuracy and integrity. NUMC utilizes Press Ganey for the core measure services, access to the portal and patient comments, continuation of real time reporting and benchmarking of both the domain and individual questions levels, and access to a dedicated team to assist in the improvement of the patient experience. Press Ganey also brings together key metrics in a single, integrated view of performance to enable alignment and accountability across our organization. The request is to extend the contract for three months in an amount not to exceed \$12,500/month for a total of \$37,500 for the three month extension until 09/01/15. Mr. McDonald will provide follow up information at the next Contract Committee as requested by the Board regarding comparisons and pilot programs. Resolution No. 133-2015.**

Mr. Mirotznik said he would like to recognize Mr. Kenneth Nicholson, President of the CSEA. Mr. Mirotznik asked Mr. Nicholson if he had any comments, suggestions or concerns. Mr. Nicholson said the patient satisfaction scores have not always been this low. In the late 1990's they were pretty high and we did have four patient care representatives as Mr. DeLuca suggested. Mr. Nicholson also noted that a telephone call goes a long way, the people we serve are not going to open the mail they get, they will throw it in the garbage, a telephone call goes a long way. He noted that it was a good idea to pilot the phone program and thanked Mr. Mirotznik for the opportunity to comment. He also noted that he appreciates this Board because they are very proactive. Mr. Mirotznik said one phone call after discharge could mean a big difference.

NMA. Mr. McDonald reported that the transition with Dr. Raifman ends at the end of July. Dr. Scarmato is not present this evening, but he has control over NMA and meets on a regular basis. He also brought in a practice manager and changed the business model of the organization. The first thing done was to keep a close eye on the revenue and develop the business plan for the NMA to become a stand-alone profitable business. Mr. McDonald said the way NMA originally was run, it did not matter how much the practice was making as long as the patient was coming back to the hospital. They need the practices in the community to at least break even. Mr. Zysman said the last time there was a report the fact was there were no physicians recruited in quite some time and we were talking about a total restructuring, completely different. He asked when this contract expires and Mr. McDonald said in August. Mr. Zysman asked when will the Board get the plan, it was a very expensive contract and we invested a lot of money and quite frankly it hasn't been successful, it has been a failure, what are we going to do. Mr. McDonald was not sure if Dr. Scarmato has a plan, there have been different activities and he is working on a list of physicians, looking at business plans to bring them on board with multi-specialty sites in Levittown to take over existing practices. Mr. Zysman said there was a new manager hired, can she report at the next meeting and Mr. McDonald said yes. Mr. Zysman asked what the plan is to dismantle this. Mr. McDonald said it is a managing drain on the hospital that will discontinue and ultimately NMA will be self-sufficient. Dr. Venditto said the business model never made sense to create a practice that makes the hospital more attractive, that was antiquated twenty years ago. The hospital doesn't have to do much to keep the patient out of the hospitals that is really how medicine is being organized. This NMA model is antiquated and it sounds like you are doing the same thing you were doing. Mr. McDonald said it is very different, we need to team up with physicians in the community and develop a relationship with physicians that have active practices and they can form a relationship with us.

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Some may want to rent space to us for subspecialists or rotations for training. Mr. Zysman said the Board wants to know the plan. Mr. McDonald will speak with Dr. Scarmato and he will make a written presentation for the next Board meeting. Mr. Zysman would also like to know how many referrals were there, how much revenue, all the things a business plan would have.

Compliance 360. Mr. Rizzo reported that basically the contract negotiations are finished within the next week. All contracts within the hospital are now on a data base and collected by Farooq Ajmal. They are ready to be uploaded and ready in 8 weeks. Mr. Zysman asked what the date of completion is and Mr. Ajmal said October 1, 2015.

Education Inc. Ms. Markowitz reported that at the last Board meeting she was asked to follow up on the progress of the RFP for educational services for child and adolescent psychiatry in Unit 01 for the new school year. The current contract was presented at the April 27th meeting and extended until July 31st. During that time the RFP was let, and was completed on May 14th in conjunction with legal. On May 29th the questions and answers were posted on our website. All proposals were due on June 11th, they received two proposals and one by mail that was just recently delivered but was post dated June 4th. Mr. Mirotznik asked Ms. Markowitz to speak with legal regarding the mailed proposal. Ms. Markowitz said there is a review committee and they are meeting tomorrow. Mr. Zysman asked Ms. Markowitz if she has time to finish the RFP and award the contract before the new school year and Ms. Markowitz said they hope to complete it and meet with the Board before July 31st.

10. Ambulatory Care, Managed Care, and Community Physician Committee. Dr. Sussman was not present.

11. Behavioral Health Committee. Mr. Zysman reported that a meeting was held on June 2, 2015. The Committee discussed OMH and the CPEP application. Mr. Zysman acknowledged Dr. Politi, Mr. Rizzo and fellow Committee member Linda Reed for the tremendous amount of work that went into this project.

12. Compensation Committee. Ms. Reed reported that the Committee met on May 22, 2015. The minutes of the meeting were included in the Board packet. Ms. Reed asked for approval of those minutes and resolutions. The Board accepted the Compensation Committee minutes of May 22, 2015 and the resolutions as listed below.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the Compensation Committee's recommendation that administration proceed with the other areas of positions in OB/GYN excluding the Department Chair, who will be interviewed by the Search Committee on June 17th. Resolution No. 134-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the Compensation Committee's recommendation that Ms. Karen Leslie move to the position of Counsel to the Office of Clinical Research and Institutional Review Board at a salary of \$169,999. Resolution No. 135-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the Compensation Committee's recommendation that Dr. Sofia Rubenstein move to the position of Medical Director of the Office of Clinical Research and Institutional Review Board at a salary of \$169,999. Resolution No. 136-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the Compensation Committee's recommendation that Michael Ferrandino receive a salary increase of \$25,000 to compensate him for additional duties as an acting compliance officer. Resolution No. 137-2015.

13. Search Committee. Mr. Zysman reported that many hours were put into the interviewing process by staff and Committee members. The Committee will be convening another round of interviews. The

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Board will be informed and the recommendations will then go to the Compensation Committee for review and recommendation to the Full Board. Ms. Hanson asked how many applicants were interviewed and Ms. Reed said six.

14. DSRIP PPS Committee. Mr. Zysman reported that the Committee met on May 22, 2015. At that meeting they recommended approval of the Table of Organization among other personnel issues. The Board accepted the DSRIP PPS Committee minutes of May 22, 2015 and the resolutions as listed below.

Table of Organization for the NQPPS DSRIP PMO Office. Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation to move Meghan Ryan (Compliance Director) to Chief Compliance Officer on par with the Executive Director in order to comply with statutory regulations regarding reporting directly to the Executive Board with a commensurate salary. Resolution No. 138-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation to change the position of Medical Director from half time to full time. Resolution No. 139-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation to approve the PMO Proposed Organizational Chart as of 5/21/15 (Exhibit 1) as amended and WITHOUT any names other than the titles of positions. Resolution No. 140-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation to approve the Hub Level Proposed Organizational Chart as of 5/21/15 (Exhibit 2) WITHOUT names other than positions and the structure of the table. Resolution No. 141-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation of Margaret Kennedy as PMO Administrative Assistant. Resolution No. 142-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation of Roy Cordes as Finance Director. Resolution No. 143-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation of Olawale Akande as Quality Management Director. Resolution No. 144-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation of Meghan Ryan as the Chief Compliance Officer for the NQP with a salary adjustment to \$181,805. Resolution No. 145-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation of a salary of \$335,000 for David Nemiroff as Executive Director of NQP, LLC. Resolution No. 146-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation of Allison Hall for the position of Director of Project Integration. Resolution No. 147-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation of an expenditure of approximately \$900,000 over a term of five years, funding to be taken only from the DSRIP award funding and not from NUMC. Resolution No. 148-2015.

Upon a motion made, duly seconded and unanimously adopted the Board of Directors approved the DSRIP/PPS Committee's recommendation of the budget with adjustments already made to executive salaries and making the Medical Director position full time. Resolution No. 149-2015.

15. Extended Care and Assisted Living Facility Committee. Dr. Venditto reported that he has had difficulty in obtaining a quorum for these meetings. Mr. Mirotznik will review the Committee membership and reorganize the Committee. He suggested that the meetings be held at NUMC instead of A. Holly Patterson.

16. Other Business.

Code of Ethics. Ms. Leslie, Compliance Officer, reported that under Public Authorities Law 2824(1)(d) requires the Board adopt a code of ethics that includes the standards established in Public Officers Law 74 "Code of Ethics". It was noted that the Quality and Policy Advisory Council (QPAC) approved this policy/procedure. Upon a motion made, duly seconded and unanimously adopted, the Board of Directors approved the Nassau Health Care Corporation Code of Conduct as attached to these minutes. Resolution No. 150-2015.

Disposition of Property Policy. Mr. Rizzo reported that the Quality and Policy Advisory Council (QPAC) and the Contract Committee recommended approval of the Policy/Procedure "Disposition of Property" at their meeting of June 1, 2015. Mr. Mannle stated that the Policy must be approved annually. Mr. Mirotznik thanked Mr. Mannle for drafting and finalizing this policy for adoption by the Board. Upon a motion made, duly seconded and unanimously adopted, the Board of Directors approved the Nassau Health Care Corporation Policy and Procedure "Disposition of Property" as attached to these minutes. Resolution No. 116-2015.

Board Committees. Mr. Mirotznik, on the advice of labor attorney, Brian Clarke, asked to remove the Subsidiaries/Foundations Committee from the list of Board Committees since the NuHealth Board has severed relations as of December 2014. Upon a motion made, duly seconded and unanimously adopted, the Board of Directors removed the Subsidiaries/Foundations Committee from the list of Board Committees since the NuHealth Board has severed relations as of December 2014. Resolution No. 151-2015.

17. Adjournment. Upon a motion made, duly seconded and unanimously adopted, the meeting was adjourned at 7:25 p.m. to Executive Session.


18. Report from Executive Session. Upon return to Public Session, the Chairman reported that all resolutions will be voted on in the Public Session.

19. Public Session. Mr. Mirotznik opened the meeting for public comment and there were no comments.

20. Close of Regular Meeting. Mr. Mirotznik closed the meeting at 7:45 p.m.

21. The next meeting will be announced.

Approved:



Michael B. Mirotznik, Esq., Chair
Board of Directors, NHCC