

NASSAU HEALTH CARE CORPORATION

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BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

MEETING

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Nassau University Medical

Center

2201 Hempstead Turnpike

East Meadow, New York

August 11, 2017

7:44 a.m.

REPORTED BY:

Angela Arena

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A P P E A R A N C E S:

BOARD OF DIRECTORS/EXECUTIVE COMMITTEE
MEMBERS PRESENT:

- Michael Mirotznik, Esq. -
Chairman of the Board
- Warren Zysman, LCSW - Chairman
- Russell Caprioli, DPM, FACFAS -
Board Member
- Giuseppe Caruso, M.D. - Board
Member
- Russell Caprioli, DPM, FACFAS -
Board Member
- Frank J. Saracino, EdD - Board
Member
- Steve Cohn, Esq. - Board Member
- Michael M. DeLuca, MPA - Board
Member
- Bobby Kalotee - Board Member

ALSO PRESENT:

- Beatriz Fuschetto - Executive
Assistant to the Board of
Directors
- Megan Ryan, Esq. - EVP/Chief
Compliance Officer, General
Counsel
- Paul Pipia, M.D. - Medical
Director
- Shelley Lotenberg - Director of
Public Affairs
- John Maher - EVP/CFO
- Glenn Faust, MD - Chairman of
Surgery
- Maureen Hutcheon, LMSW, MPA -
Administrator, Surgery
- Paul Mustacchia, MD - Chairman of
Medicine
- Karen McGlynn, RN - Deputy Chief
Nursing Officer
- Maureen Roarty - EVP of Human
Resources
- Harold E. McDonald - Deputy
Executive Director and Chief

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Kevin Mannle - VP of Facilities
Michael Ferrandino - VP Security
and Investigative Services
Teresa Silversmith, MBA, RHIT,
CCS, C-CDI - Director of Health
Information Management
Judith Eisele-LaPlante, RN -
Administrator
Maureen Shannon, RN, MHA, CPHQ -
VP of Quality Management

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2 MR. MIROTZNIK: Good morning,
3 everybody. I'd like to open the
4 Friday, August 1st, 2017 Nassau Health
5 Care Corporation full Executive
6 Committee meeting. Can I have a
7 motion? All in favor? Unanimous.

8 MR. DELUCA: Unless you see me
9 put my hand up, don't put my name down
10 as a vote yes, okay?

11 MR. MIROTZNIK: Do we have a vote
12 to open up the meeting? Was there
13 enough hands? It's unanimous, thank
14 you.

15 First order of business, on a
16 lighter note, I'd like to introduce
17 somebody who may be well known to the
18 administration here and some of the
19 members of the Board, the honorable
20 Bobby Kumar Kalotee.

21 It's an honor and a privilege at
22 this ungodly hour to have Bobby to be
23 present here. He is a former chairman
24 of this Board. He has a lot of
25 knowledge and history of the hospital.

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2 Without further ado, despite at
3 little bit of a back and forth this
4 morning before we started the meeting
5 with timing, et cetera, I would like
6 Bobby to say hello to everybody, and a
7 couple of words at his discretion.
8 Good morning.

9 MR. KALOTEE: Thank you for your
10 kind words, Mr. Chairman. Good
11 morning, everybody. My very simple
12 statement: I love this hospital. I
13 love the people who work here.

14 The only reason I came back is
15 because of my love to this hospital. I
16 said it in the Nassau County when I was
17 getting reappointed a third time. I
18 have no loyalty to none of those
19 people, except to the hospital and the
20 people who work here, and the patients
21 who come here.

22 I said that day, and I say it
23 again, this hospital has helped so many
24 people and never gets the credit. The
25 credit is due. This hospital had saved

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2 one of my own family members and that's
3 what brought me the first time to this
4 hospital.

5 No matter where you go, I don't
6 think, and I am on so many boards in
7 different hospitals, this hospital is
8 the best to help the people when they
9 are in need.

10 That love had brought me here and
11 I'm here to fight for that love, do the
12 right things by the people who come
13 here, work, to serve the others and the
14 patients.

15 I thank you very much for taking
16 the time. I don't want to take time
17 for more than that. Love of the
18 hospital, I'm here. For the best
19 interests of the hospital, I'm here. I
20 have no other agenda.

21 In the past, today, or tomorrow,
22 we misunderstood, just remember I am
23 speaking from simply pure love for the
24 hospital and the people who work here.
25 Thank you.

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2 MR. MIROTZNIK: Thank you, Bobby,
3 appreciate that. Call to order. First
4 matter on the agenda, the approval of
5 the Executive Committee minutes of the
6 executive session of February 6th, 2017
7 and June 15th, 2017. Can I have a
8 motion to approve those minutes?

9 MR. ZYSMAN: Motion.

10 MR. MIROTZNIK: All in favor?
11 No?

12 MR. COHN: For the record, this
13 stack of papers, which is about four
14 inches off my desk, maybe five, was
15 given to me 10, 15 minutes ago.

16 I haven't had the opportunity to
17 read them. I can't be expected to
18 approve them, so I will abstain on the
19 approval.

20 MR. KALOTEE: May I, Chairman?

21 MR. MIROTZNIK: Sure.

22 MR. KALOTEE: I will state for
23 the same, since I wasn't even supposed
24 to be here. I wasn't invited to this
25 meeting. I don't want to fault

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2 anybody. Whatever happens, I want to
3 put it on the records.

4 No board member should be
5 excluded from any meetings, regardless
6 of if they are on the committee or not,
7 or they can vote or not. The rules I
8 know in the past, unless the rules are
9 changed, every board member is allowed.
10 They have fiduciary responsibility to
11 attend every committee meeting, even if
12 they cannot vote.

13 I was deprived that yesterday,
14 and I was supposed to be deprived
15 today. Thanks to the people who, just
16 like me, love the hospital, they choose
17 to inform me, and I do want to thank
18 Mr. Warren Zysman, who called me last
19 night to let me know, which was, I
20 think, about 9:30 at night. Otherwise
21 I would not be here, because I was
22 deprived.

23 But as Mr. Steve Cohn said, we
24 can't even glimpse all these papers in
25 last ten seconds. How we can vote?

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2 How you expect us to vote? I think
3 this motion should be put on hold so we
4 can review them and we do whatever the
5 responsibility is to set the policy
6 correct.

7 So we don't know what is in it.
8 We don't know what's the agenda in it.
9 It will be illegal. It will be
10 deprived all other board members.

11 Even if you have the majority to
12 pass it, my humble advice is unless
13 something is so essential, it is
14 important for the hospital, then we
15 must carry on that, because it's
16 important.

17 Otherwise, you cannot do your job
18 as a Chairman, and we don't want you to
19 feel what also the board members should
20 not feel, but they should have the
21 chance to review it.

22 Please do not ask any board
23 member to vote on this until they
24 review it, because if they're voting
25 for it, and they don't know what is in

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2 it, I think that's also wrong.

3 So my humble advice is if
4 something is very essential and
5 important for the best interest of the
6 hospital and the patients, we should
7 single out that particular item. The
8 rest should be tabled until we review
9 it for the next meeting. Thank you.

10 MR. MIROTZNIK: Mr. Zysman?

11 MR. ZYSMAN: I had a conversation
12 with Dr. Politi yesterday. He informed
13 myself that both Contracts, as well as
14 the Finance, was an important issue
15 that needed to be done. He sent
16 e-mails about that.

17 I would say that we should take a
18 look at those two areas and vote on
19 those minutes today.

20 MR. KALOTEE: Can you let us know
21 what page and what it is?

22 MR. ZYSMAN: Sure. Number eight
23 and number ten of the agenda. Number
24 eight, there are three sets of minutes
25 to be approved under Finance.

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2 There is also an area of Position
3 Control, which is the part that
4 Dr. Politi referred to yesterday that
5 he needs certain key positions to come
6 in, and the approval of these minutes
7 are critical to be able to do that.

8 MR. KALOTEE: Are we only
9 approving the minutes, or are we
10 approving something else? You said
11 it's a minute.

12 I have no problem approving the
13 minutes, as long as it's not strictly
14 approving something else. So there's a
15 difference between the minutes or --

16 MR. COHN: The underlying
17 actions?

18 MR. KALOTEE: Yes.

19 MR. ZYSMAN: Well, we can give
20 Dr. Politi a call.

21 MR. KALOTEE: No, no. I will not
22 call him. I'm asking you, since --

23 MR. ZYSMAN: This is what he
24 spoke to me about yesterday and he sent
25 e-mails --

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2 MR. KALOTEE: He only spoke to
3 you, not the Chairman?

4 MR. ZYSMAN: No. He spoke to me
5 and Mr. Mirotzник. We were on the
6 phone with him together.

7 MR. KALOTEE: Mr. Mirotzник?

8 MR. MIROTZNIK: First of all, I
9 hate to belabor this meeting at this
10 early hour. I know we all are busy,
11 but I want you to know that no one on
12 this board, none of my board members,
13 disseminate e-mails about board
14 meetings, and time, and specifics.

15 There is an administration here
16 in this building that gets paid; they
17 are full-time employees. So there is
18 none of my board members that slighted
19 you, that I'm aware of, intentionally.
20 I want you to know that --

21 MR. KALOTEE: Pardon me --

22 MR. MIROTZNIK: Let me just
23 finish.

24 MR. KALOTEE: You are a board
25 member. I'm sorry to interrupt you,

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2 Chairman. I am not accusing any of
3 your board members.

4 MR. MIROTZNIK: I just want you
5 to know that you came here --

6 MR. KALOTEE: I want you to know
7 I'm not accusing any board members --

8 MR. MIROTZNIK: I know that,
9 but --

10 MR. KALOTEE: I am accusing the
11 policy.

12 MR. MIROTZNIK: You come here
13 with open arms. Everybody is happy to
14 see you and welcoming. I found out
15 last night that there was a slight on
16 an e-mail to you specifically, and I
17 think that we have a board counsel, and
18 we have a procedure here.

19 So if you were left out on the
20 chain, I apologize to you personally,
21 but that will never happen again. I
22 understand all of your contact
23 information has been disseminated
24 properly to the people that get paid to
25 do this job, and you will always be

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2 part of this chain.

3 We hope that you come to every
4 single meeting and not miss one. So
5 that's that on that, okay? Second
6 thing is --

7 MR. COHN: The question was
8 raised as to where the board counsel
9 is.

10 MR. MIROTZNIK: You know
11 something? Your guess is as good as
12 mine. I have a text to the board
13 counsel. I have no response. I don't
14 know where he is. I am only
15 responsible for my own actions.

16 MR. KALOTEE: Chairman --

17 MR. MIROTZNIK: One last thing --

18 MR. KALOTEE: We are here to --

19 MR. MIROTZNIK: I would like to
20 introduce you to Dr. Caruso.

21 Dr. Caruso is our new board member.

22 Bobby Kalotee is a former chair of our
23 committee and he said a few nice words
24 before. I'm sorry you didn't make it.

25 Second, for the record, I

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2 personally spoke to Dr. Politi
3 yesterday sometime in the morning or
4 early afternoon, two days ago.

5 There was a number of items that
6 he needed to get done that continue
7 from the July 21st Contracts Committee
8 meeting. There must have been 60
9 contracts. We didn't get through them.
10 We spent four hours and still didn't
11 get through them.

12 We had a meeting yesterday. We
13 got through the 15 or 18 contracts that
14 Dr. Politi and his team need, insisted
15 that they get done, correct Harold?

16 MR. MCDONALD: Correct.

17 MR. MIROTZNIK: John?

18 MR. MAHER: Correct.

19 MR. MIROTZNIK: Dr. Pipia?

20 DR. PIPIA: Yes.

21 MR. MIROTZNIK: Was there any
22 contract yesterday that we stayed here
23 last night to finish that wasn't
24 requested and required for the
25 operation of this hospital?

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2 MR. MCDONALD: They were all
3 necessary.

4 MR. MIROTZNIK: I want to
5 summarize that. That's part of the
6 agenda. If you don't want to do that,
7 if you want to table the entire agenda
8 and you don't want to finish what we
9 did yesterday, let us know that's it.

10 MR. COHN: Rather than shifting
11 the burden of responsibility to us, we
12 have had very infrequent meetings.

13 MR. MIROTZNIK: That's not true.

14 MR. COHN: Our President -- we
15 had the scheduled meetings. We have a
16 president, who is CEO, who is on
17 vacation. We are expected -- what
18 you're asking us to do, or we are being
19 requested to do, is to vote on things
20 that we have absolutely no knowledge
21 of.

22 I don't understand if Dr. Politi
23 knew he was going on vacation and these
24 contracts weren't done, when ever the
25 issues were raised, why weren't we

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2 called into session before he left for
3 vacation?

4 Why weren't we given the
5 information so that we can digest the
6 information and raise questions? It's
7 a repeated problem and Mike, it's not
8 your problem in the sense that you
9 didn't create the problem, so please
10 understand.

11 MR. MIROTZNIK: I understand.

12 MR. COHN: I have been speaking
13 about this for time after time after
14 time. So we have a fiduciary duty.
15 Looking around at the Executive
16 Committee, we have a responsibility to
17 understand what we're doing and we are
18 being given information with less than
19 24 hours' notice.

20 So whatever urgency there was
21 must have been created in the last 24
22 hours. So we had less than 24-hour
23 notice. We get no information.

24 We come into a board room and
25 we're saying these are important

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2 matters, important matters, let's vote
3 on them.

4 You have no information. If you
5 ask this board right now, if I polled
6 the Executive Committee and I said what
7 are you going to vote on, none of you
8 would know. Maybe you two know.

9 MR. ZYSMAN: I don't think that's
10 true, Steve.

11 MR. COHN: Mr. Kalotee, do you
12 know? Mr. DeLuca, do you know? Do you
13 know what you're being asked to vote
14 on? Do you know the details of what
15 you're being asked to vote on?

16 Because I will ask you what the
17 details are, and I'm not asking to put
18 you into a position. Do you know a
19 name? Do you know an issue? Do you
20 know the details? No.

21 You're just going to be asked to
22 vote because a name and a position.
23 How much -- is it somebody who is going
24 to get paid? How much? What's the
25 credentials? Do we have any

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2 information? I have none.

3 MR. ZYSMAN: You know what,
4 Mr. Cohn? That is not our
5 responsibility of the Board.

6 MR. KALOTEE: Who's
7 responsibility is that?

8 MR. ZYSMAN: That is the
9 responsibility of administration --

10 MR. COHN: Then why am I voting
11 on it?

12 MR. KALOTEE: A fiduciary
13 responsibility. Mr. Chairman, I want
14 you to keep one thing very clear in
15 your mind. Chairman, if I have
16 permission to say it?

17 MR. MIROTZNIK: Absolutely.

18 MR. ZYSMAN: Sure.

19 MR. KALOTEE: Board is not to do
20 anything if it's a micromangement.
21 That's none of our business. Our
22 fiduciary responsibility is the
23 policies. In that policy what Mr. Cohn
24 said is equally important, so let's not
25 get into that.

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2 If anything, when this
3 corporation was created, I'm one of the
4 original members here back. I don't
5 know how much knowledge you have about
6 the charter, how the charter was
7 created, how the charter was formed.

8 If anything, even though he was
9 nonvoting member, Frank Saracino,
10 former superintendent of schools, he
11 had a great knowledge, great help. We
12 don't want to be micro managers.

13 I fought when I was a Chairman.
14 I will fight again as a board member,
15 but our responsibility is to support
16 the Chairman and do whatever fiduciary
17 responsibility, set the policy, impose
18 the policies, hold the administration
19 responsible of any failure of that
20 policy.

21 For the record, we are not going
22 to have 24-hour notice meeting. That's
23 illegal meeting, by the way. There is
24 a timing. Shelly Lotenberg can tell
25 you, when the Newsday is looking for

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2 under freedom of information, it's more
3 than 24-hour notice.

4 But the Contracts Committee can
5 have that 24-hour notice meeting, but
6 not any other meeting. Just remember,
7 if the counsel is going to tell me any
8 differently, then I want the charter to
9 be given to every new board member.

10 Actually, I will request the
11 charter and bylaws must be provided to
12 every board member. I think they have
13 equal fiduciary responsibility to read
14 them, so they understand what our
15 responsibility is.

16 Would you be kind enough to make
17 sure it's available to every board
18 member?

19 MS. RYAN: Yes. There is a
20 compliance packet. There is an
21 on-boarding packet that John Ciampoli
22 -- I will personally give it to you.

23 MR. KALOTEE: No, no, not to me
24 only. Every board member.

25 MS. RYAN: All the board members.

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2 Yes, I will make sure.

3 MR. KALOTEE: Because they never
4 received it, that's a JCAHO violation.
5 The board member is equally
6 responsible, in case you don't know. I
7 am very much aware of that.

8 If they were not provided that,
9 all their voting rights are violation.
10 They didn't count. Are you aware of
11 that, Counsel?

12 MS. RYAN: Yes.

13 MR. KALOTEE: So I'm asking you
14 do you have them?

15 MR. COHN: It's been so many
16 years, I would make the assumption that
17 I had it.

18 MR. KALOTEE: So if anyone did
19 not have it, their vote didn't even
20 count. So I just want to say let's not
21 get into each other's right and wrong.
22 Today is more important what is good
23 for the hospital. So I want to refer
24 to that.

25 Let's take care of the hospital,

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2 if it's something most important. If
3 it is needed because the board member
4 needs the time, I think we can convene
5 tomorrow. I don't care if it's a
6 Saturday. I don't care if it's a
7 Sunday. We should, because of the best
8 interest of the hospital.

9 And other things, no meeting need
10 to be noticed -- it's one-year advance
11 notice. Every meeting should be in
12 that particular day, so you don't need
13 24-hour notice. It should be published
14 legally in advance.

15 If it's not published legally in
16 advance, Shelley, you're very much
17 aware of that, because you done a
18 fantastic job when I was here, and I
19 thank God you are here, and if it's not
20 a published meeting, it's not a legal
21 meeting if it's not to public notice.
22 Do we have a public notice on this
23 meeting?

24 MS. RYAN: Yes, we do.

25 MS. LOTENBERG: Yes, we do.

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2 MR. KALOTEE: Did you give to
3 Newsday?

4 MS. LOTENBERG: We sent to East
5 Meadow Herald --

6 MR. KALOTEE: When you did?

7 MS. LOTENBERG: Yesterday, when I
8 was noticed.

9 MR. KALOTEE: That's not legal.
10 There is 72 hours required. Please
11 read the charter and public policy.
12 That's not important right now.

13 Important is -- right now
14 important is if something is essential
15 for the hospital, if you don't feel
16 comfortable, do not vote for it, but at
17 least the work should go on.

18 The people who voting for it,
19 they are responsible. We hold them
20 responsible. That's all. He has to do
21 his job.

22 MR. COHN: I only vote for
23 myself.

24 MR. KALOTEE: So please, let's
25 continue on the motion, whatever we

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2 have to do, Chairman.

3 MR. MIROTZNIK: Harold, you need
4 the contracts we spent hours with last
5 night, yes or no?

6 MR. MCDONALD: Yes. We also need
7 the personnels.

8 MR. MIROTZNIK: Maureen?

9 MS. ROARTY: Yes, personnel.

10 MR. MIROTZNIK: You changed your
11 vacation to be here today?

12 MS. ROARTY: I'm leaving as soon
13 as we finish up.

14 MR. MIROTZNIK: Do you need this
15 personnel list for the jail and
16 whatever you do every day?

17 MS. ROARTY: The positions that
18 were approved last night.

19 MR. MIROTZNIK: Is that what you
20 want us to do?

21 MS. ROARTY: Please.

22 MR. MIROTZNIK: John?

23 MR. MAHER: Yes.

24 MR. MIROTZNIK: Paul?

25 DR. MUSTACCHIA: Yes.

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2 MR. MIROTZNIK: Is there anybody
3 here who suggests that we don't move
4 forward, at least with the contracts
5 and personnel requests?

6 MR. COHN: When you say suggest,
7 for the record, I'm not suggesting
8 anything. I'm suggesting that I'm not
9 prepared to vote for it.

10 MR. MIROTZNIK: That's okay,
11 Steve.

12 MR. COHN: I sincerely take my
13 fiduciary responsibility enough to know
14 I don't know what's in here.

15 MR. MIROTZNIK: I appreciate
16 that, because you weren't here last
17 night until 7:30 working on that
18 committee, which you didn't have to be.

19 But we sat here. They asked for
20 certain things. This is all Dr. Politi
21 is asking for and we just came in to
22 get it done.

23 We thought we were doing it in an
24 expeditious matter, because next week
25 is a problem for a few of us, and then

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2 there is Labor Day weekend, and then
3 I'm going away. We all have problems.

4 MR. COHN: I understand that. My
5 problem on behalf of the Board is we
6 are all members of the Board, so the
7 fact that you guys, or whoever it is,
8 is well acquainted with what's in here
9 --

10 MR. MIROTZNIK: Only because we
11 were here last night.

12 MR. COHN: Mike, I understand
13 that.

14 MR. KALOTEE: You were here last
15 night because we weren't invited.

16 MR. COHN: Please, Bobby --

17 MR. MIROTZNIK: It's not the
18 entire board on each committee.

19 MR. KALOTEE: It is.

20 MR. COHN: Bobby --

21 MR. KALOTEE: That's where you're
22 wrong.

23 MR. COHN: Bobby, time out.

24 MR. KALOTEE: Every board member
25 is invited to every committee meeting,

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2 even if they can't vote on it.

3 MR. MIROTZNIK: No one stopped
4 everyone from showing up.

5 MR. KALOTEE: Did anybody call?

6 MR. MIROTZNIK: I don't know if

7 --

8 MR. KALOTEE: So let's not talk
9 about it.

10 MR. ZYSMAN: I have been on this
11 Board for over four years. I have
12 never gotten a call for committees that
13 I'm not on.

14 MR. KALOTEE: Let me answer that,
15 because if you are a fool, does it mean
16 that it's my fault? Or if I'm
17 ignorant, does that mean it's your
18 fault? If somebody told you it's not
19 your fault, I'm not telling you that
20 you are not intelligent.

21 What I'm saying is, if they
22 didn't call you, then you did not want
23 it. It's nobody's fault, but the rules
24 are every board member is -- Paul
25 Pipia, you are a board member. Is that

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2 a fact or not?

3 Today, you are only a director of
4 the hospital, not as director of the
5 corporation? What everybody -- and
6 Frank Saracino, you was there, even
7 nonvoting member. Were you able to
8 attend every meeting at that time? You
9 had many of the meetings you came to
10 attend.

11 So because they cannot vote
12 doesn't mean -- it's a responsibility
13 of every board member. That's what
14 they pledge, to come and do their
15 fiduciary responsibility.

16 MR. COHN: Can I just finish what
17 I was going to say?

18 MR. MIROTZNIK: Yes, Mr. Cohn.

19 MR. COHN: I would make the
20 assumption that with each and every one
21 of us on the Board, because we are
22 trying to do the right thing for the
23 hospital, and we are supposed to
24 discuss things.

25 So while you guys are familiar

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2 with it, I remember being here when the
3 jail contract was up, and individually
4 we raised very, very, very good
5 concerns about the contract. So by not
6 having us uninformed, you're losing the
7 ability for you to comment and add
8 thoughts to what you're voting on.

9 I would want each and every one
10 of you to know what we're voting on, so
11 that if I miss something, you can tell
12 me what I'm missing.

13 You can add to it, because we are
14 a board, and we are supposed to act as
15 a board together.

16 So the fact that you are
17 knowledgeable because you were here
18 last night, and I appreciate that,
19 believe me, I applaud you for being
20 here last night, but because you're
21 knowledgeable and you're going to vote
22 on it, you're voting on it without any
23 input from Mr. DeLuca, who was a CFO
24 for this hospital for 20-some odd
25 years.

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2 MR. DELUCA: COO.

3 MR. COHN: Mr. Kumar, who is now
4 on the board, who was a chairman of the
5 board. Myself, I have been on this
6 board for a number of years. You are
7 now prepared to vote on something
8 without any input and we may raise
9 something that you may have missed, or
10 you may not have thought of.

11 So my problem is that I
12 appreciate what you want to do, and if
13 you are comfortable with it, by all
14 means, you guys vote on it, but you
15 can't expect anyone who has no
16 knowledge of it to vote on it.

17 I would have to say that I would
18 want the input from these gentlemen and
19 if you weren't here, I would want your
20 input before I vote on something.

21 So for the purpose of this
22 meeting, and I will go on the record,
23 without forming an opinion as to
24 anything that's with this bundle in
25 front of me, I'm not prepared to vote

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2 on any of it and will abstain on each
3 and every one of these votes.

4 I have said repeatedly, probably
5 throughout the last five years, I truly
6 resent the position that this ever put
7 the board members in, to repeatedly do
8 this to us, that they give us no time
9 to do our job. We all have jobs.

10 I can't read this -- to give me
11 less than 24 hours -- if you gave me
12 the package, to expect me to put aside
13 everything else in my life to read this
14 and be prepared.

15 If I sat down, this is a few
16 hours, probably five hours, four hours,
17 of my reading, and to expect me to put
18 down everything that I have in my life
19 to do it with less than 24 hours, of
20 which probably half of that is time
21 that I sleep, and get up, and to just
22 get ready to come here, I think is
23 unfair to us.

24 If you guys are prepared to vote
25 on it, anything, that's your decision.

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2 MR. KALOTEE: Chairman, may I?

3 MR. MIROTZNIK: Yes.

4 MR. KALOTEE: I agree with
5 Mr. Cohn, but I do want to say, even if
6 they vote for it, we taking the package
7 today, if we have any objections, I
8 think whatever they pass today, it
9 should be revoted if it have to be,
10 but --

11 MR. COHN: It doesn't work that
12 way, Mr. Kumar.

13 MR. KALOTEE: I did it in the
14 past.

15 MR. COHN: It doesn't work that
16 way.

17 MR. DELUCA: Mr. Chairman, can I
18 ask a question?

19 MR. MIROTZNIK: Absolutely.

20 MR. DELUCA: Very respectful
21 question.

22 MR. MIROTZNIK: You're always
23 respectful.

24 MR. DELUCA: I try to be.

25 MR. MIROTZNIK: You don't have to

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2 preface it.

3 MR. DELUCA: I'm sorry.

4 MR. MIROTZNIK: Off the record.

5 (Discussion held off the record.)

6 MR. DELUCA: Is this meeting,
7 Megan, titled an emergency meeting?

8 MS. RYAN: No.

9 MR. DELUCA: You have a CEO who
10 is away, who gave notice to every board
11 member that he was going away. You
12 have Linda Reed who personally called
13 me and said she could make it any time
14 from Monday night, any time on.

15 Why was there -- why are we
16 having this meeting with less than
17 24-hour notice? Why do we want to do
18 that? There must be a good reason.

19 MR. MIROTZNIK: Beatriz, do you
20 know if the publication was less than
21 24 hours? You don't know or it wasn't?

22 MS. FUSCHETTO: It was 24 hours.

23 MR. MIROTZNIK: It was within the
24 time period?

25 MS. FUSCHETTO: Yes.

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2 MR. MIROTZNIK: I wish
3 Mr. Ciampoli was here. My
4 understanding is --

5 MR. DELUCA: I can show you the
6 e-mail. I got it yesterday afternoon.

7 MR. KALOTEE: The bottom line is
8 I agree with Mr. Cohn, if you don't
9 mind. If they want to put it on the
10 Board, we can abstain.

11 MR. DELUCA: I'm trying to make
12 it --

13 MR. KALOTEE: On the record,
14 every meeting will be only 72 hours.
15 It should be a yearly advance notice,
16 if not monthly advance notice, and
17 seven days' advance must go to every
18 board member. Seven days --

19 MR. MIROTZNIK: Mr. Kumar, from
20 your mouth to, as they say, Hashem's
21 ears, because every time we try to get
22 a meeting, you can't imagine how
23 difficult it is, but maybe your words,
24 your mere words --

25 MR. KALOTEE: Yeah, but they

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2 don't want to come, too bad.

3 MR. MIROTZNIK: We don't have a
4 quorum.

5 MR. KALOTEE: You will have the
6 quorum.

7 MR. MIROTZNIK: I hope so.

8 MR. KALOTEE: I will tell you
9 why --

10 MR. MIROTZNIK: Administration --

11 MR. KALOTEE: No, no.

12 Administration's job is to do their
13 job. The last thing I want to put any
14 administration on the spot. It's not
15 their fault, but if they don't have the
16 tools they cannot do their job,
17 Chairman.

18 So our job is to make sure they
19 have the tools. If we send advance
20 notice, a yearly advance notice, which
21 we used to do every Monday, or every
22 Tuesday, whatever you pick, if any
23 board member misses three meetings in a
24 row, the only way that board member can
25 be removed, just for your record.

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2 MR. MIROTZNIK: I don't know if
3 that's in the charter.

4 MR. KALOTEE: I think we made the
5 bylaw.

6 MS. LOTENBERG: I think it is.

7 MR. MIROTZNIK: You can remove
8 them?

9 MS. LOTENBERG: Yes.

10 MR. KALOTEE: You just couldn't
11 remove it because I wasn't here. So
12 now you can, because I'm here to
13 support you.

14 MR. COHN: I have five minutes
15 left, so whatever you want to do, I
16 will move on in five minutes.

17 MR. DELUCA: Steve, I just had a
18 question. I had asked a question very
19 respectfully, so I don't mean to -- I'm
20 not trying to put anyone in the room on
21 the spot.

22 I just really would like to know
23 for everybody's comfort, for
24 everybody's knowledge, why did we rush
25 this meeting?

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2 MR. MIROTZNIK: Because
3 Dr. Politi and numerous other people
4 have called me time, and time, and time
5 again, tell us that this Board doesn't
6 come to meetings, that this Board
7 doesn't hold Contracts meetings, that
8 this Board is lax and can't show up.

9 When he needs things to get done,
10 the jail is blowing up, he's got so
11 much work to do -- let me finish. Let
12 me finish, because I'm here more than
13 anyone else other than maybe Mr. Zysman
14 and at times Ms. Reed.

15 MR. COHN: Excuse me --

16 MR. MIROTZNIK: Let me finish,
17 Mr. Cohn. Tell me one time that we
18 were not available.

19 MR. DELUCA: I never miss a
20 meeting.

21 MR. MIROTZNIK: Exactly. So
22 Dr. Politi is telling me that we don't
23 come here enough, when in fact, we
24 can't be here enough as free
25 volunteers. Let me finish, please.

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2 This is not an adverse comment
3 about Dr. Politi. Matter of fact,
4 didn't I make some nice comments on the
5 record, Harold?

6 MR. MCDONALD: Yes.

7 MR. MIROTZNIK: This is not about
8 Dr. Politi being away.

9 MR. KALOTEE: Do you expect
10 Harold to say no?

11 MR. MIROTZNIK: Harold, you
12 always tell the truth. This is not
13 about Dr. Politi. This is about the --

14 MR. KALOTEE: You will take
15 everybody for lunch.

16 MR. MIROTZNIK: Dinner, Bobby.

17 MR. KALOTEE: He is not going to
18 say no, but we agree with you.

19 MR. MIROTZNIK: This is
20 Dr. Politi's agenda.

21 MR. KALOTEE: You are the
22 Chairman.

23 MR. MIROTZNIK: We thought he was
24 going to be happy to get his agenda
25 done.

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2 MR. COHN: I'm not happy that he
3 thinks we're not available for
4 meetings, because I know for a fact
5 that I missed very few meetings, and
6 there has never been a time where a
7 meeting was called that I've been here
8 that we were not able to come to.

9 MR. MIROTZNIK: We will let him
10 know.

11 MR. COHN: We will definitely let
12 him know.

13 MR. MIROTZNIK: To refresh his
14 recollection that every time he needs
15 us, we have been here. More
16 importantly, the leftover, and I'm not
17 the chair of the Contracts Committee,
18 but the --

19 MR. KALOTEE: You are.

20 MR. MIROTZNIK: De facto.

21 MR. KALOTEE: No, no, keep the
22 record clear. You are.

23 MR. MIROTZNIK: Ex officio. You
24 should have gone to law school.

25 MR. KALOTEE: Sorry. I have

1 August 11, 2017

2 never been to school, any schools.

3 MR. MIROTZNIK: If I'm being told
4 now that at least what we did last
5 night, that this could wait, so be it.
6 I understand. Maureen, we have an
7 issue with personnel, don't we?

8 MS. ROARTY: Personnel that was
9 presented last night, there are some
10 critical positions on there.

11 MR. KALOTEE: Would you be kind
12 enough to tell us which personnel is so
13 critical and why?

14 MR. MIROTZNIK: Wait. Are you
15 going to go through all these hospital
16 jobs, scrub nurses, techs --

17 MR. DELUCA: Maureen, could this
18 have waited until Monday? Tell me.

19 MR. MIROTZNIK: What's Monday?
20 Who's available?

21 MR. DELUCA: Monday is giving
22 people more than 24-hour notice.
23 Monday means Linda Reed could come to
24 the meeting, but it more importantly
25 gives us more than 24 hours.

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2 It's not an emergency meeting.
3 When we have these, it's just not the
4 proper procedure. I asked you a
5 question. Could it have waited until
6 Monday?

7 MR. ZYSMAN: Could I speak? I
8 have had my hand up for about a half
9 hour. Everyone just keeps talking. I
10 never get called on.

11 MS. ROARTY: I would say yes.

12 MR. DELUCA: Thank you.

13 MR. ZYSMAN: I think a lot of
14 good suggestions are coming out, a lot
15 of things that may have been done in
16 the past and haven't been done for many
17 years.

18 I think the feedback is really
19 helpful and I suggest to the Chairman
20 that these are things that are
21 undertaken.

22 I know we have members who have
23 been on both the committees, that
24 Harold and other administrators here,
25 they have heard the issues. They have

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2 voted on those issues.

3 I understand the position on
4 abstaining that was brought up. I will
5 ask the Chairman to call the two things
6 that Dr. Politi brought up as essential
7 to a vote and that we then go with
8 adjourning the meeting, because I have
9 to get to work.

10 MR. MIROTZNIK: Mike Ferrandino,
11 before I call the motion, Mike, did you
12 require some FYI's last night to get
13 done so you can move prisoners back and
14 forth?

15 MR. FERRANDINO: Yes.

16 MR. MIROTZNIK: Do you need it
17 done?

18 MR. FERRANDINO: We need the
19 support.

20 MR. MIROTZNIK: Is it something
21 that the Board has suggested to you, or
22 is it something that administration has
23 asked us to come here to do?

24 MR. FERRANDINO: Yes.

25 MR. MIROTZNIK: Harold?

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2 MR. MCDONALD: Yes.

3 MR. MIROTZNIK: Tell me, am I in
4 Kansas?

5 MR. MCDONALD: Over the course of
6 my career, I started in this business
7 in 1972, I have reported to six
8 different boards. I was a voting
9 member for Presbyterian board.

10 Every single board had a meeting
11 schedule that was posted prior to
12 January 1st and those dates were set.
13 So once those dates were set, then
14 everybody can plan their schedule
15 around it, and it's much easier for
16 people to be available.

17 MR. MIROTZNIK: That's exactly
18 what I said.

19 MR. DELUCA: What a great idea.

20 MR. KALOTEE: That's what I said.

21 MR. MIROTZNIK: Let's protect
22 ourselves for a moment. How many times
23 has administration not been ready with
24 contracts and the like and they put it
25 on us?

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2 MR. KALOTEE: You are the
3 Chairman.

4 MR. MIROTZNIK: I don't set them.

5 MR. KALOTEE: No, you set the
6 policies, not the administration.

7 MR. COHN: Mike, you call them
8 here if they are not ready.

9 MR. KALOTEE: I will be here to
10 support you if that doesn't happen.
11 Someone in administration does not
12 follow your policy, they should be
13 required to resign or be fired.

14 MR. MIROTZNIK: Remember those
15 words.

16 MR. KALOTEE: It's on the record.

17 MR. ZYSMAN: I will tell you
18 right now, he needs that support right
19 now, because that has been an ongoing
20 problem in my four years on the Board
21 and --

22 MR. KALOTEE: Michael is a friend
23 of mine. I will say on the record --

24 MR. ZYSMAN: -- administration
25 does not --

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2 MR. KALOTEE: I will say it on
3 the record --

4 MR. ZYSMAN: I'm saying it on the
5 record.

6 MR. MIROTZNIK: One at a time.
7 She can't take it down.

8 MR. ZYSMAN: -- does not come
9 prepared for meetings. Often times
10 when they ask for meetings the
11 information is not even prepared.

12 MR. KALOTEE: Mr. Chairman, don't
13 let him speak for you.

14 MR. ZYSMAN: I'm speaking for
15 myself.

16 MR. KALOTEE: Okay. But if
17 people come here, they should not be on
18 the board if they are not going to come
19 to the board meeting. If they are not
20 going to support the person --

21 MR. ZYSMAN: We get information
22 from administration the day of the
23 meeting.

24 MR. KALOTEE: -- and I will
25 support him when it's right.

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2 MR. MIROTZNIK: It's not a
3 support of me. Mr. DeLuca has sat here
4 time and time again. He knows what
5 we're talking about and so do you,
6 Steve.

7 MR. COHN: I know exactly what
8 you're talking about, but the point is
9 they should be held accountable. I
10 think that's what Michael said.

11 They should be held accountable,
12 because we keep getting the short end
13 of the stick.

14 MR. MIROTZNIK: We at least agree
15 on that.

16 MR. KALOTEE: Michael, I can tell
17 you two things, two presidents of this
18 hospital -- I want you to pay
19 attention to this one, please, and it's
20 on the record.

21 Two of the presidents didn't
22 follow the policy of the board. I
23 asked they be fired. I think they was
24 respectfully resigned. Is that what it
25 is, Mr. Paul Pipia?

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2 DR. PIPIA: Yes.

3 MR. MIROTZNIK: Okay. Everybody
4 heard that. Let's move forward.

5 MR. COHN: Put up what you want
6 to put up for a vote.

7 MR. MIROTZNIK: Do what you got
8 to do nicely. The approval of the
9 executive minutes, would you like to
10 table that? Want to do an approval or
11 you want to table that?

12 MR. COHN: I would table
13 everything.

14 MR. ZYSMAN: If you've been at
15 every Executive Committee meeting you
16 were there for those minutes.

17 MR. COHN: Okay, Warren. Please
18 tell me what the minutes say, because I
19 don't remember them, and I would like
20 to make sure they were taken down
21 according to my memory.

22 MR. ZYSMAN: My suggestion to the
23 Chairman has been we call a vote that
24 Harold, Dr. Politi and administration
25 asked us to take a vote on.

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2 MR. MIROTZNIK: General counsel
3 made a good point. We do have a board
4 chair, and Mr. Ciampoli has reviewed
5 all the minutes and approved all the
6 minutes, and its's purely a vote on
7 that. If you want to do it --

8 MR. COHN: Is that the attorney
9 who is not here to tell me that?

10 MR. MIROTZNIK: Apparently so.

11 MR. COHN: And to answer any
12 questions I have?

13 MR. MIROTZNIK: Apparently so.

14 MR. COHN: Can we move on?

15 MR. MIROTZNIK: I call for
16 approval of the Executive minutes in
17 the executive session of February 6th,
18 2017, and June 15th, 2017. Can I have
19 a vote to approve those minutes?

20 MR. ZYSMAN: So four in favor.
21 We are in executive committee right
22 now. Michael and Steve abstain. The
23 vote carries, four approved, two
24 abstentions.

25 MR. MIROTZNIK: I have no report.

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2 MR. KALOTEE: I have an
3 objection.

4 MR. MIROTZNIK: Yes, sir.

5 MR. KALOTEE: If I can
6 understand, you are the Chairman,
7 right, of the Board?

8 MR. MIROTZNIK: Yes.

9 MR. KALOTEE: I want to put it on
10 the record. Are you the Chairman of
11 the Board?

12 MR. MIROTZNIK: Yes, sir.

13 MR. KALOTEE: My colleague and
14 board member, you are the one has to
15 make the final call.

16 MR. MIROTZNIK: I didn't make a
17 final call.

18 MR. KALOTEE: No. He is the one
19 who just directed the minutes, how many
20 votes are and how many are not. Your
21 job to direct that.

22 MR. MIROTZNIK: That's not
23 correct.

24 MR. ZYSMAN: Have that
25 conversation with him offline.

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2 MR. KALOTEE: Okay. We can have
3 any offline -- you are not going to
4 tell me, because I want to follow the
5 rules, and regulations, and the
6 policies the way they are supposed to
7 be, because your counting does not
8 count.

9 It has to come from the Chairman
10 and I don't want your minutes to be
11 failed and be questioned. So it's not
12 I'm questioning you. You don't want
13 tomorrow somebody else questions.

14 MR. ZYSMAN: But you are yelling
15 at me and pointing your finger.

16 MR. KALOTEE: I'm not yelling at
17 you, it's my voice. If you feel I'm
18 yelling, I apologize.

19 MR. ZYSMAN: We haven't met each
20 other that much, so this is new for me.
21 I don't know your voice.

22 MR. KALOTEE: But I want to share
23 that with you. If anyone feels that
24 I'm yelling, I'm not. That's the way
25 my voice is. Some people think I'm

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2 very soft, okay?

3 Again, I want to suggest the
4 point, since you counted the votes, it
5 does not count legally. Counsel --

6 MR. ZYSMAN: Mr. Mirotznik?

7 MR. KALOTEE: You are supposed to
8 count how many people voted. That's
9 all I'm asking.

10 MR. MIROTZNIK: Can we take a
11 vote on the Executive minutes of the
12 2/6/17 and June 15th, 2017? May I have
13 a hand vote? That's four.

14 Let the record reflect
15 Mr. Zysman, myself, Dr. Caruso,
16 Dr. Caprioli, that's four, and two
17 abstentions. Four out of six.

18 MR. KALOTEE: I'm sorry, why you
19 said two? There are three abstentions.

20 MR. ZYSMAN: Because we don't
21 have quorum for full Board. We are in
22 Executive Committee. There are six
23 Executive Committee Board members here.

24 MR. KALOTEE: See, again, my
25 question was not to him.

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2 MR. MIROTZNIK: I didn't know you
3 were asking me.

4 MR. KALOTEE: But you are the
5 Chairman.

6 MR. MIROTZNIK: I thought you
7 were looking at him.

8 MR. KALOTEE: When a question
9 comes, it's the Chairman's job to
10 respond to that, not somebody else.

11 DR. CARUSO: You didn't say
12 Excuse me, Mr. Chairman.

13 MR. COHN: Just note my
14 abstention for any votes. I have to
15 go.

16 MR. KALOTEE: Put me on the
17 record: Illegal meeting,
18 doesn't count.

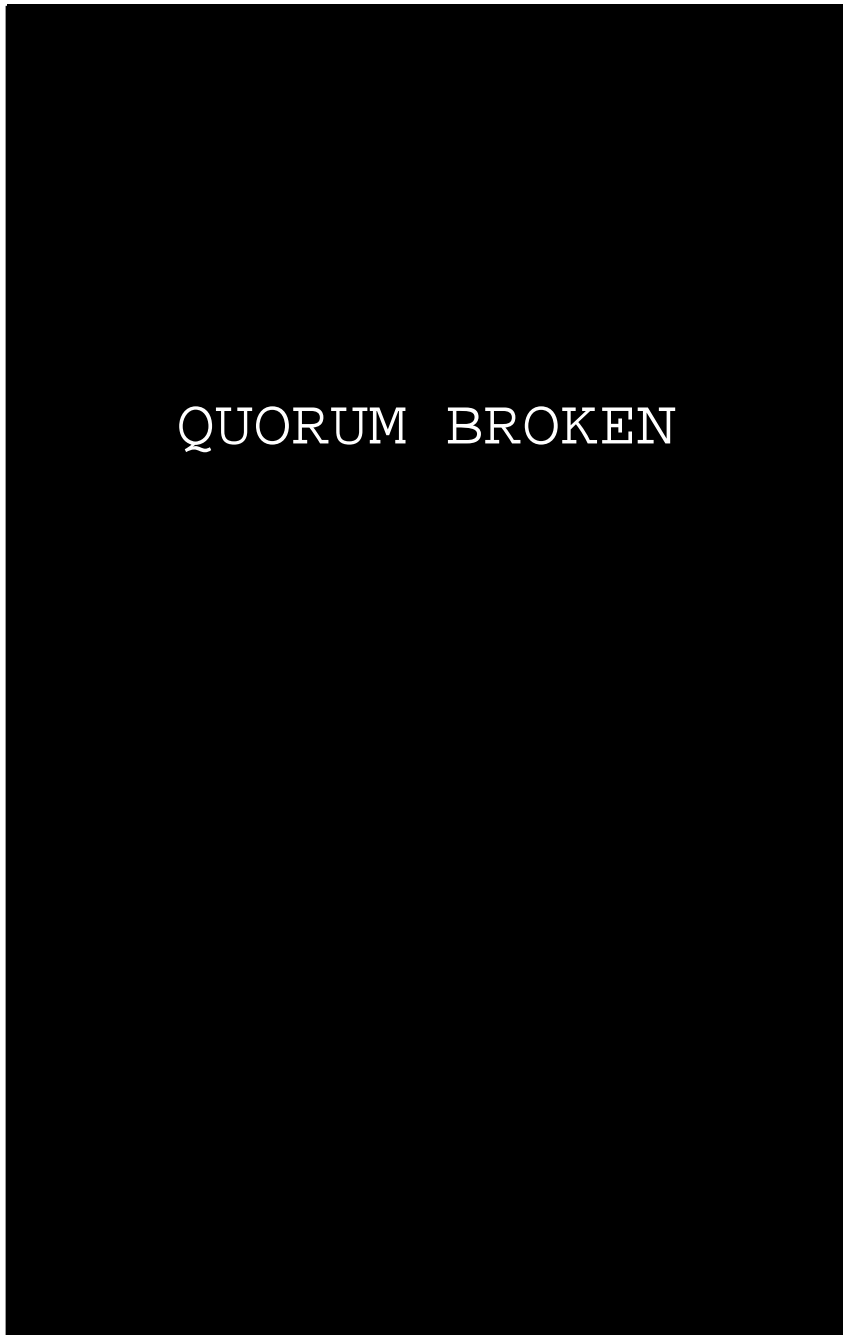
19 MR. COHN: Bye, everybody. Thank
20 you.

21 MR. DELUCA: I allocated an hour
22 because I was told it was going to be
23 an hour, and I'm really sorry, I would
24 stayed, but I have something that I
25 have to be at.

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(Whereas Steve Cohn, Michael
DeLuca and Bobby Kalotee exited the
meeting.)



QUORUM BROKEN