

**MEETING OF THE BOARD OF DIRECTORS
NASSAU HEALTH CARE CORPORATION**

August 13, 2025, at 4:00 p.m.

Nassau University Medical Center
2201 Hempstead Turnpike, East Meadow, NY 11554

AGENDA

- I.** Call to Order/Roll Call
- II.** Approval of July 9, 2025, Meeting Minutes
- III.** Approval of Audit by Grant Thornton
- IV.** 60-Day Report/Update from Interim President & CEO
- V.** Public Comment Period
- VI.** Executive Session to Discuss Personnel Matters and Proposed, Pending, or Current Litigation
- VII.** Review of Actions taken in Executive Session, if any
- VIII.** Report of the Chairman
- IX.** Revisions of By-laws
- X.** Personnel Appointments
- XI.** Contracts
- XII.** Approve Credentials
- XIII.** Motion to Adjourn

UNAPPROVED MINUTES



MEETING OF THE BOARD OF DIRECTORS

Wednesday, July 9, 2025, at 6:30 PM

MINUTES

The Board of Directors meeting of the Nassau Health Care Corporation (the “Corporation”) was convened on July 9, 2025, at 6:30 PM at the Nassau University Medical Center auditorium, located at 2201 Hempstead Turnpike, East Meadow, New York, pursuant to public notice given on July 2, 2025 and electronic notice was posted on the Corporation’s website.

Directors Present: Stuart Rabinowitz, Chairman
Jason Ablove
Amy Flores
Rory Lancman
Konstantinos Mihaltses
Dr. Lisa Zakiya Newland
Lisa Warren

Directors Absent: None

Staff Present: Dr. Richard Becker, Interim President & CEO

1. Call to Order/Roll Call

Chairman Rabinowitz called the meeting to order at 6:38 PM. Chairman Rabinowitz did a roll call and noted that there was a quorum with seven Members present.

2. Brief Report/Update from Interim President & CEO

Dr. Richard Becker, Interim President & CEO, provided a report to the public on his initial assessment of the current state of NHCC following recent leadership transitions, highlighted recent progress, and defined his near-term priorities.

3. Public Comment Period

There were two speakers during the public comment period:

- 1) Thomas Gaffney, Nassau County Firefighters Burn Center Foundation
- 2) Michael Tang, Nassau University Medical Center

4. Approval for Executive Session to Discuss Personnel Matters and Proposed, Pending, or Current Litigation

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Upon a motion made by Director Lancman and seconded by Director Abelow, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTION 120-2025

EXECUTIVE SESSION – PURSUANT TO SECTION 105 OF THE PUBLIC OFFICERS LAW

RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Directors of the Nassau Health Care Corporation shall convene in executive session for the purpose of considering matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal, or removal of a particular person and proposed, pending, or current litigation.

At 7:14PM, the open session of the Directors meeting was temporarily adjourned, and an executive session of the Directors was convened. During the executive session, matters relating to personnel and proposed, pending, or current litigation were discussed.

The open session of the Directors meeting resumed at 9:21PM. Chairman Rabinowitz stated that during the executive session, the Directors approved one Resolution.

5. Approval of the minutes of June 10, 2025 NHCC Board Meeting

Upon a motion made by Director Newland and seconded by Director Warren, the Directors approved the minutes of the June 10, 2025, NHCC Board Meeting.

Positive votes: 7 Negative votes: 0

6. Ratify Certain Actions of the Interim President and CEO Related to the Termination of Megan C. Ryan For Cause

Chairman Rabinowitz asked Doug Brown of Manatt, Phelps & Phillips, LLP to read Resolution 107-2025 that was voted on by the Directors in executive session upon a motion made by Director Abelow and seconded by Director Mihaltses. Mr. Brown read the following resolution as follows:

Positive votes: 7 Negative votes: 0

UNAPPROVED MINUTES

RESOLUTION 107-2025

TO RATIFY CERTAIN ACTIONS OF THE INTERIM PRESIDENT AND CEO RELATED TO THE TERMINATION OF MEGAN C. RYAN FOR CAUSE

WHEREAS, Nassau Health Care Corporation (“NHCC” or the “Corporation”) entered into an employment agreement with Megan C. Ryan to serve as Chief Executive Officer and President, Chief Legal Officer, General Counsel, Chief Compliance Officer and Secretary of the Corporation; and

WHEREAS, the Board of Directors approved a resolution (077-2025) accepting the resignation of employment of Megan C. Ryan and to place her on administrative leave, effective immediately, through July 20, 2025, or an earlier date if it so determines it is appropriate under the circumstances pending its review of relevant terms and conditions.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to approve to ratify certain actions taken by Dr. Richard Becker, in his capacity as Interim President and CEO of NHCC, to terminate the employment of Megan C. Ryan for cause, effective as of June 18, 2025.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby ratifies, confirms, adopts and approves all acts heretofore or undertaken by Dr. Richard Becker, in his capacity as Interim President and CEO to discontinue the administrative leave of Megan C. Ryan and to terminate the employment of Megan C. Ryan for cause, effective as of June 18, 2025; and be it further

RESOLVED, that all actions taken heretofore to begin implementation of this resolution are hereby ratified and confirmed.

7. Establishment of CEO Search Committee as a Special Committee of the Board

Upon a motion made by Director Abelove and seconded by Director Flores, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTION 108-2025

CHIEF EXECUTIVE OFFICER SEARCH COMMITTEE

WHEREAS, the Board of Directors (the “Board”) of the Nassau Health Care Corporation (the “Corporation”) has convened a meeting in accordance with its bylaws; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to establish a Chief Executive Officer (CEO) Search Committee as a Special Committee of the Board to

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conduct a search to identify candidates for and assist the Board in selecting the Corporation's next President and CEO.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby establishes a Chief Executive Officer (CEO) Search Committee as a Special Committee of the Board to conduct a search to identify candidates for and assist the Board in selecting the Corporation's next President and CEO; and be it further

RESOLVED, that the Committee shall consist of four (4) Directors, who shall be Stuart Rabinowitz, Rory Lancman, Lisa Warren, and Konstantinos Mihaltses. Stuart Rabinowitz will serve the Chair of the Committee. The Committee is authorized to include three (3) non-voting ex officio members, which shall consist of the Interim President & CEO, President of the Medical Staff (or his or her designee), and Chief Nursing Officer (or his or her designee); and be it

RESOLVED, that the Committee is delegated all authority of the Board as may be required or advisable to fulfill the purpose of the Committee. Without limiting the generality of the preceding statements, the Committee shall have authority to do or take the following actions:

1. conduct a search to identify candidates for and assist the Board in selecting the Corporation's next chief executive officer and president;
2. recommend candidates to the Board for consideration by the Board for appointment to the position of chief executive officer and president of the Corporation;
3. retain, obtain the advice of, and terminate one or more consultants (including executive recruiting consultants), legal counsel, experts or other advisors to assist the Committee in carrying out its duties, authority and responsibilities;
4. request any information it requires from directors, officers, employees and advisors of the Corporation;
5. regularly report the Committee's activities to the Board; and
6. perform such other duties and functions as the Board may from time to time determine.

8. Approval of Dr. Becker Contract

Upon a motion made by Director Flores and seconded by Director Warren, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTION 082-2025

APPROVAL OF CONTRACT FOR DR. RICHARD BECKER AS INTERIM CHIEF EXECUTIVE OFFICER AND PRESIDENT OF THE CORPORATION

WHEREAS, the Board of Directors of Nassau Health Care Corporation ("NHCC" or the "Corporation") must approve certain contracts entered into by the Corporation; and

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WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to approve the contract for Dr. Richard Becker to serve as Interim President & CEO.

NOW, THEREFORE, BE IT RESOLVED, that the NHCC Board of Directors authorizes the Corporation to enter into a contract with Dr. Richard Becker to serve as Chief Executive Officer and President of the Corporation; and be it further

RESOLVED, that the Chairperson of the Corporation or the Chairperson's designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions deemed necessary and appropriate to effectuate the foregoing and related actions; and be it further

RESOLVED, that all actions taken heretofore to begin implementation of this resolution are hereby ratified and confirmed.

9. Approval of Interim Chief Operating Officer

Upon a motion made by Director Ablove and seconded by Director Newland, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTION 083-2025

APPOINTMENT OF TRENT CRABLE AS INTERIM CHIEF OPERATING OFFICER

WHEREAS, the Board of Directors of the Nassau Health Care Corporation (the "Corporation") is authorized to appoint officers and prescribe their duties; and

WHEREAS, to facilitate the fulfillment of its duties and responsibilities imposed, the Corporation determines that it is necessary to appoint officers of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the materials (the "Materials") presented to this meeting of the Directors of the Corporation are incorporated herein and ordered to be filed with the records of the Corporation; and be it further

RESOLVED, that in accordance with the Materials, the Corporation hereby appoints Trent Crable to serve as Chief Operating Officer (COO) on an interim basis, an officer of the Corporation subject to the indemnification provisions of the Corporation's bylaws; and be it further

RESOLVED, that all actions taken heretofore to begin implementation of this resolution are hereby ratified and confirmed; and be it further

RESOLVED, that this Resolution shall take effect immediately.

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10. Authorizing Officers as Shareholder Proxy for NHCC, Ltd.

Upon a motion made by Director Mihaltses and seconded by Director Abelow, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTION 084-2025

AUTHORIZATION FOR OFFICERS TO SERVE AS SHAREHOLDER PROXY FOR NHCC, LTD.

WHEREAS, the Board of Directors of the Nassau Health Care Corporation (the “Corporation”) deems it advisable and in the best interests of the Corporation to appoint a proxy to act on behalf of the Corporation in its capacity as shareholder of NHCC Ltd. (the “Company”); and

WHEREAS, the Corporation determines that it is necessary to authorize a duly appointed officer of the Corporation to serve as the shareholder proxy for the Company.

NOW, THEREFORE, BE IT RESOLVED, that any duly appointed Officer of the Corporation, located at 2201 Hempstead Tpke, East Meadow, NY 11554, may serve as the authorized shareholder by proxy of the Company, with full power and authority to act and vote on behalf of the Corporation as shareholder of the Company at any and all shareholder meetings of the Company, and to execute any written consents or other documents in such capacity, as may be required or appropriate; and be it further

RESOLVED, that this Resolution shall take effect immediately and shall remain in effect until revoked by further resolution of the Board of Directors.

11. Approval of Records Access Officer

Upon a motion made by Chairman Rabinowitz and seconded by Director Newland, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTION 106-2025

DESIGNATION OF MARGARET LOWE AS RECORDS ACCESS OFFICER

WHEREAS, the Board of Directors of the Nassau Health Care Corporation (the “Corporation”) is authorized to appoint officers and prescribe their duties; and

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WHEREAS, to facilitate the fulfillment of its duties and responsibilities imposed, the Corporation determines that it is necessary to appoint a records access officer of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby appoints Margaret Lowe, Executive Assistant to Interim President & CEO Nassau Health Care Corporation, as the Records Access Officer for the Corporation; and be it further

RESOLVED, that this Resolution shall take effect immediately.

12. Approval of Priority Vendor Contracts

Upon a motion made by Director Abelow and seconded by Director Flores, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTIONS 085-2025 TO 103-2025

APPROVAL OF CONTRACTS

WHEREAS, the Board of Directors of Nassau Health Care Corporation (“NHCC” or the “Corporation”) must approve certain contracts entered into by the Corporation for the procurement of hospital and professional services; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to approve the following contracts for the term and amounts referenced in each resolution.

NOW, THEREFORE, BE IT RESOLVED, that the NHCC Board of Directors authorizes the President/CEO or his/her designee to negotiate and execute the following contracts/amendments:

- Resolution 085-2025 **White Glove Placement, Inc.**, extend contract approved on March 13, 2025 for **A. Holly Patterson** for an additional five (5) months through December 31, 2025 to continue to provide temporary nursing staffing, RN’s, PCA’s, CST’s and Phlebotomist to assist with meeting staffing requirements to provide safe and efficient care to patients. The effective date of this contract is on or about March 1, 2025 with the amount not to exceed \$3,250,000.
- Resolution 086-2025 **White Glove Placement, Inc.**, extend contract approved on March 13, 2025 for **Nassau University Medical Center (NUMC)** for an additional five (5) months through December 31, 2025 to continue to provide temporary nursing staffing, RN’s, PCA’s, CST’s and Phlebotomist to assist with meeting staffing requirements to provide safe and efficient care to patients. The effective date of this contract is on or about July 1, 2025 with the amount not to exceed \$4,500,000.
- Resolution 087-2025 **White Glove Placement, Inc.**, extend contract one (1) year to continue to provide temporary qualified nursing staffing for medical care to the incarcerated individuals at **Nassau County Correctional Center (NCCC)**. The

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anticipated effective date shall be on or about March 1, 2025, with the amount not to exceed \$625,000. Nassau County reimburses NHCC for these costs.

- Resolution 088-2025 **Locum Tenens.com LLC**, extend contract through December 31, 2025 to continue to provide physician staffing in the department of Psychiatry and Behavioral Sciences while a search for full-time physicians continues. The anticipated effective date shall be on or about April 1, 2025, with the amount not to exceed \$560,000.
- Resolution 089-2025 **Comtrix Healthcare Staffing**, extend contract through December 31, 2025 to continue to provide temporary staffing for international medical technologists workers. The anticipated effective date shall be on or about May 8, 2025, with the amount not to exceed \$400,000.
- Resolution 090-2025 **ChemRx Pharmacy Services LLC**, to authorize the payment for services received pursuant to contract from April 1, 2024 to September 30, 2024 for which payments have not been made, with the amount not to exceed \$180,000.
- Resolution 091-2025 **Home Care Therapies, LLC d/b/a Horizon Healthcare Staffing**, extend contract through December 31, 2025 to continue to provide NUMC temporary qualified nursing staff for medical care. The anticipated effective date shall be on or about April 1, 2025, with the amount not to exceed \$540,000.
- Resolution 092-2025 **Upstate Anesthesia Services PC d/b/a Long Island Anesthesia Associates**, authorizing funding through December 31, 2025 to continue to provide anesthesia services to NUMC's patient population. The anticipated effective date shall be on or about April 1, 2025, with the amount not to exceed \$8,750,000 through December 31, 2025.
- Resolution 093-2025 **Medaptus Inc.**, extend contract through December 31, 2025 to continue to provide coding for facility and professional billing. The anticipated effective date shall be on or about May 1, 2025, with the amount not to exceed \$140,000.
- Resolution 094-2025 **eMD's Inc.**, extend contract through December 31, 2025 to continue to provide physician claim billing, follow-up, and appeals, and generates revenue monthly. The anticipated effective date shall be on or about May 2, 2025, with the amount not to exceed \$1,100,000.
- Resolution 095-2025 **Domani Tech**, extend contract through December 31, 2025 to continue to provide IT services for our Patient Accounting Eagle System. The anticipated effective date shall be on or about March 1, 2025, with the amount not to exceed \$850,000.
- Resolution 096-2025 **Hyperbaric Medical Technologies, Inc.**, extend contract through December 31, 2025 to continue to provide the comprehensive management and operation services for NHCC's Hyperbaric Oxygen Therapy facilities. The anticipated effective date shall be on or about August 1, 2025, with the amount not to exceed \$150,000.
- Resolution 097-2025 **Crothall Facilities Management Inc.**, to enter into a new contract for a period of one (1) year to provide biomedical services and manage the Biomedical Engineering program to maintain its clinical assets. The anticipated effective date shall be on or about July 11, 2025, with the amount not to exceed \$2,700,000.
- Resolution 098-2025 **AMN Healthcare Inc.**, extension only, contract one (1) year to continue temporary nursing staffing to meet the new minimum staffing requirement. The anticipated effective date shall be on or about May 21, 2025, with no funds required.
- Resolution 099-2025 **Nomad Health**, extension only, contract through December 31, 2025, to continue to provide temporary staffing to meet the necessary new minimum staffing requirements. The anticipated effective date shall be on or about May 1, 2025, with no funds required.

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- Resolution 100-2025 **Astarita Associates, Inc.**, extend contract one (1) year to continue to provide comprehensive highly specialized diagnostic medical radiation physics and consulting services in support of our corporate radiation safety and medical physics radiation safety. The anticipated effective date shall be on or about July 1, 2025, with the amount not to exceed \$40,000.
- Resolution 101-2025 **PMA Management Corp.** extend contract one (1) year to continue to provide Workers Compensation Insurance. The anticipated effective date shall be on or about August 1, 2025, with no funds required.
- Resolution 102-2025 **Home Care Therapies, LLC d/b/a Horizon Healthcare Staffing**, extend contract through December 31, 2025, to continue to provide nursing services to **A. Holly Patterson**. The anticipated effective date shall be on or about July 1, 2025, with no funds required.
- Resolution 103-2025 **Home Care Therapies, LLC d/b/a Horizon Healthcare Staffing**, extend contract through December 31, 2025, to continue to provide nursing services to **Nassau University Medical Center (NUMC)**. The anticipated effective date shall be on or about October 1, 2025, with no funds required.
- Resolution 110-2025 **Language Line Solutions, Inc.** extend contract through December 31, 2025 to continue to provide services of over the phone interpretation 24 hours a day, 7 days a week for limited English proficiency patients as well as American sign language interpretation via live video relay, and professional documentation translation. The anticipated effective date shall be on or about June 1, 2025, with the amount not to exceed \$600,000.
- Resolution 111-2025 **Trustees of Columbia** to extend contract through July 31, 2026, to provide Biopsy Services (Renal, Bone Marrow, Neuro, Skin, Muscular) to **Nassau University Medical Center (NUMC)**. The anticipated effective date shall be on or about August 1, 2025, with the amount not to exceed \$300,000.
- Resolution 112-2025 **Sysmex America, Inc.** to enter into a new contract through July 31, 2028, to provide hematology equipment and services. The anticipated effective date shall be on or about August 1, 2025, with the amount not to exceed \$825,000.
- Resolution 113-2025 **Solventum Health Information Systems, Inc.** to extend contract through February 2, 2026, to provide 360 Encompass System Software for IT Department. The anticipated effective date shall be on or about February 3, 2025, with the amount not to exceed \$588,850.
- Resolution 114-2025 **New York Blood Center, Inc.** to extend contract through September 30, 2026, to provide blood, blood products and services to **Nassau University Medical Center (NUMC)**. The anticipated effective date shall be on or about June 5, 2025, with the amount not to exceed \$2,100,000.
- Resolution 115-2025 **Sysmex America, Inc.** to enter into a new contract through November 30, 2028, to provide urinalysis services and equipment to **Nassau University Medical Center (NUMC)**. The anticipated effective date shall be on or about December 1, 2025, with the amount not to exceed \$260,000
- Resolution 116-2025 **New York Blood Center, Inc.** to extend contract through June 15, 2025, to provide blood, blood products and services to **Nassau University Medical Center (NUMC)**. The anticipated effective date shall be on or about March 1, 2025, with the amount not to exceed \$495,000.
- Resolution 117-2025 **Ortho-Clinical Diagnostics, Inc.** to enter into a new contract through November 30, 2028 to provide diagnostics, equipment and associated assays and

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reagents for immunohematology. The anticipated effective date shall be on or about March 18, 2025, with the amount not to exceed \$457,000.

RESOLVED, that this Resolution shall take effect immediately.

13. Approval of Temporary Chillers for NHCC

Upon a motion made by Director Mihaltses and seconded by Director Warren, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTION 104-2025

APPROVAL OF CONTRACT WITH NASSAU ENERGY CORPORATION

WHEREAS, the Board of Directors of Nassau Health Care Corporation (“NHCC” or the “Corporation”) must approve certain contracts entered into by the Corporation for the procurement of goods; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to approve the following contracts for the amount referenced in each resolution.

NOW, THEREFORE, BE IT RESOLVED, that the NHCC Board of Directors authorizes the President/CEO or his/her designee to negotiate and execute a purchase order with **Nassau Energy Corporation** to procure temporary chillers to effectively cool and operate the hospital in an amount not to exceed \$248,000; and be it further

RESOLVED, that this Resolution shall take effect immediately.

14. Approval of Credentialing Packets

Upon a motion made by Director Newland and seconded by Director Warren, the Directors approved the following resolution.

Positive votes: 7 Negative votes: 0

RESOLUTION 105-2025

APPROVAL OF MEDICAL AND PROFESSIONAL CREDENTIALING

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WHEREAS, the Credentials Committee and Medical Board have made recommendations for appointments and reappointments to the Medical and Dental staff of Nassau Health Care Corporation (the “Corporation”); and

WHEREAS, the credentialing packet of June 30, 2025 has been vetted and approved by the Credentials Committee and Medical Board; and

WHEREAS, the credentialing packet of July 3, 2025 has been vetted and approved by the Credentials Committee and Medical Board (collectively, “credentialing packets”); and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to approve the credentialing packets.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors approves the credentialing packets of June 30, 2025 and July 3, 2025, and the recommendations for appointments and reappointments contained therein; and be it further

RESOLVED, that this Resolution shall take effect immediately.

15. Adjournment

Upon a motion made by Chairman Rabinowitz and seconded by Director Warren, the Directors unanimously approved a motion to adjourn the meeting of the Corporation at 9:41PM.

Respectfully submitted,

Stuart Rabinowitz
Interim Assistant Secretary

UNAPPROVED MINUTES



MEETING OF THE BOARD OF DIRECTORS IN EXECUTIVE SESSION

Wednesday, July 9, 2025, at 7:15 PM
MINUTES

The Board of Directors meeting of the Nassau Health Care Corporation (the “Corporation”) was convened on July 9, 2025, at 7:14 PM in the 19th Floor Board Room of the Nassau University Medical Center auditorium, located at 2201 Hempstead Turnpike, East Meadow, New York. During the executive session, matters relating to personnel and proposed, pending, or current litigation were discussed.

Directors Present: Stuart Rabinowitz, Chairman
Jason Ablove
Amy Flores
Rory Lancman
Konstantinos Mihaltses
Dr. Lisa Zakiya Newland
Lisa Warren

Directors Absent: None

1. Ratify Certain Actions of the Interim President and CEO Related to the Termination of Megan C. Ryan For Cause

Upon a motion made by Director Ablove and seconded by Director Mihaltses, the Directors approved the following resolution during Executive Session.

Positive votes: 7 Negative votes: 0

RESOLUTION 107-2025

TO RATIFY CERTAIN ACTIONS OF THE INTERIM PRESIDENT AND CEO RELATED TO THE TERMINATION OF MEGAN C. RYAN FOR CAUSE

WHEREAS, Nassau Health Care Corporation (“NHCC” or the “Corporation”) entered into an employment agreement with Megan C. Ryan to serve as Chief Executive Officer and President, Chief Legal Officer, General Counsel, Chief Compliance Officer and Secretary of the Corporation; and

UNAPPROVED MINUTES

WHEREAS, the Board of Directors approved a resolution (077-2025) accepting the resignation of employment of Megan C. Ryan and to place her on administrative leave, effective immediately, through July 20, 2025, or an earlier date if it so determines it is appropriate under the circumstances pending its review of relevant terms and conditions.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to approve to ratify certain actions taken by Dr. Richard Becker, in his capacity as Interim President and CEO of NHCC, to terminate the employment of Megan C. Ryan for cause, effective as of June 18, 2025.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby ratifies, confirms, adopts and approves all acts heretofore or undertaken by Dr. Richard Becker, in his capacity as Interim President and CEO to discontinue the administrative leave of Megan C. Ryan and to terminate the employment of Megan C. Ryan for cause, effective as of June 18, 2025; and be it further

RESOLVED, that all actions taken heretofore to begin implementation of this resolution are hereby ratified and confirmed.

2. Return from Executive Session

Upon a motion made by Director Newland and seconded by Director Lancman, the Directors unanimously approved returning from executive session and to continue the open session of the Directors meeting.

Positive votes: 7 Negative votes: 0

The open session of the Directors meeting resumed at 9:21PM.

Respectfully submitted,

Stuart Rabinowitz
Interim Assistant Secretary

NASSAU HEALTH CARE CORPORATION

RESOLUTIONS 1 -2025

ACCEPTANCE OF AUDITED FINANCIAL STATEMENTS AND REPORT FOR FY 2024

WHEREAS, the financial statements of Nassau Health Care Corporation (“NHCC” or the “Corporation”) must be audited on annual basis; and

WHEREAS, the required audits have been performed by Grant Thornton, LLP, an independent audit firm engaged by the Corporation; and

WHEREAS, the results of the audit have been reported to the NHCC Board of Directors.

NOW, THEREFORE, BE IT RESOLVED, that the NHCC Board of Directors accepts the Audited Financial Statements and Report of Independent Auditors on Financial Statements of Nassau Health Care Corporation for the year ended December 31, 2024.

RESOLVED, that this Resolution shall take effect immediately.

Stuart Rabinowitz
Chairperson

August 13, 2025

NASSAU HEALTH CARE CORPORATION

RESOLUTION 1 -2025

EXECUTIVE SESSION – PURSUANT TO SECTION 105 OF THE PUBLIC OFFICERS LAW

RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Directors of the Nassau Health Care Corporation shall convene in executive session for the purpose of considering matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal, or removal of a particular person and proposed, pending, or current litigation.

Stuart Rabinowitz
Chairperson

August 13, 2025

NASSAU HEALTH CARE CORPORATION

AMENDED AND RESTATED

BYLAWS

As amended through ~~February 15,~~
~~2023~~ August 13, 2025

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**AMENDED AND RESTATED BYLAWS
OF THE NASSAU HEALTH CARE CORPORATION**

ARTICLE I

Purpose

1.1 Objective and Purpose.- The Nassau Health Care Corporation (“NHCC”) is public benefit corporation created pursuant to the laws of the State of New York with the purposes, functions, powers and duties as set forth in Article 10-C of the New York State Public Authorities Law (“NY PAL”), to be exercised consistent with the requirements of applicable law, including without limitation the following:

- (a) To provide and deliver high quality, dignified and comprehensive health care services and health care facilities for the benefit of the residents of Nassau County, including persons in need ~~to~~of health care services without the ability to pay.
- (b) To carry on or participate in activities reasonably designed to enhance the reputation of the health care facilities of NHCC;; extend or improve the quality of health care services provided by NHCC, and increase the resources available to NHCC in the fulfillment of its mission and purposes.
- (c) To grant the Board of Directors broad powers to govern, manage the proceedings and affairs, and provide guidance to the members of NHCC. Nothing contained in these ~~By-Laws~~Bylaws shall be deemed to limit or restrict the power and right of the Board under existing law, to manage, control, and operate NHCC and its personnel, patients, and medical staff.
- (d) To deliver the highest quality of professional and compassionate care;; and maintain standard of excellence by key values that encompass the concepts of continuous quality improvement and a patient centered philosophy.

ARTICLE II

The Corporation

2.1 Name of the Corporation. The name of the Corporation shall be the "Nassau Health Care Corporation."

2.2 Seal of the Corporation. The seal of the Corporation shall be circular in form and shall bear the name of the Nassau Health Care Corporation, State of New York and 1997.

2.3 Office of the Corporation. The office of the Corporation shall be located at such place or places within Nassau County, State of New York, as it may from time to time designate by resolution.

2.4 Fiscal Year. The fiscal year of the Corporation shall be from the first day of January to December 31st inclusive, each year, or such other twelve (12) consecutive months as the Board of Directors may from time to time designate.

ARTICLE III

Directors of the Corporation

3.1 General Powers. Pursuant to §3402 of ~~the New York Public Authorities Law~~ (“~~NY PAL~~” the NY PAL), the business, property, and affairs of the Corporation shall be governed by the Board of Directors.

3.2 Duties and Responsibilities. The Corporation shall be managed by the Board of Directors (the "Board"). The supervision of the medical care of the patients and residents of the health facilities ("Health Facilities") operated by the Corporation is the responsibility of the Board of Directors. The Board of Directors is responsible for establishing a mechanism for monitoring, evaluating and improving the quality of patient care through an organizational performance improvement program. The Board shall have the control and management of the affairs and property of the Corporation and may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, so long as such rules and regulations are not inconsistent with the laws of the State of New York or these ~~By-law~~ Bylaws.

3.3 Number of Directors. In accordance with the procedures set forth by §3402 of the ~~New York Public Authorities Law (“NY PAL”)~~ NY PAL, NHCC shall be governed by ~~fifteen~~ eleven (~~15~~ 11) voting directors, and three (3) non-voting directors.

3.4 Term of Office. The appointment and term of office for Directors, either voting or non-voting, shall be as fixed by §-3402 of the NY PAL, and they shall have the duties and powers as set forth therein.

3.5 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board, the Chairperson or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof.

3.6 Removal. Pursuant to §2827 of NY PAL, members of the Board may be removed from office ~~by the Board~~ for inefficiency, breach of fiduciary duty, neglect of duty or misconduct in office, after such member is given a copy of charges against him and an opportunity to be heard in person, or by counsel in his or her defense, upon not less than ten (10) days' notice. A member of the Board may also be removed from office for violating the attendance policy found in Section ~~4.83.7~~.

3.7 Attendance. Pursuant to Public Officer's Law §30 a member of the board may be removed when he or she fails to attend three (3) regular meetings in a rolling 12-month period, unless such absence is for good cause, and is excused by the Chairman of the Board.

3.8 Delegation of Authority. The Directors may, by resolution, authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authorization may be general or confined to specific instances; but, unless so authorized by the Directors, or expressly authorized by these ~~By-Law~~ Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose, except for the payment of a debt or obligation not in excess of \$50,000.00.

3.9 Rules and Procedures. The Board of Directors may adopt rules and procedures governing the proceedings at its meetings from time to time. These adopted rules and procedures shall not contradict Federal or ~~NYS~~ New York State laws.

ARTICLE IV

Meetings

4.1 Annual Meeting. The annual meeting of the Board for the election of officers of the Corporation and the transaction of such other business as may properly come before it shall be held at the principal offices of the Corporation at such time and on such date during the month of April in each year as shall be established by resolutions of the Corporation from time to time.

4.2 Regular Meetings. Regular meetings of the Board shall be held at least four (4) times per year at a date, time and place to be fixed by resolution of the Corporation from time to time.

4.3 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or any Vice Chairman in the absence of the Chairman of the Board, and shall be called by the Secretary upon the written request of not less than four (4) voting Directors. Special Meetings shall be held at the offices of the Corporation or at such other place as may be designated in the notice of the meeting, and at the time and date specified in the notice of the meeting or in the waiver of notice thereof. No other business except for that which is noticed shall be heard in Special Meetings (see Section 4.4).

4.4 Notice of Meeting. All meetings of the Board shall be held upon notice. Notice of meetings of the Board of Directors shall be mailed or emailed to each Director, not less than three (3) days before the day on which the meeting is to be held, or sent by telegram, facsimile transmission or electronic mail to such address or delivered to such Director personally, in each case not less than three (3) days before the day of such meeting. The Board may set regular meeting dates for an upcoming year, or such other period of time as it deems necessary, pursuant to one, single resolution, which shall be delivered in writing to the Directors, and individual notice of each meeting set in such resolution shall not be required.

~~Special meetings may be held at any time or place within the County of Nassau on twenty-four (24) hours notice to each Director of the Corporation, or within the State of New York on seventy two (72) hours notice to each Director of the Corporation. Such notice may be oral, telegraphic or written, shall be given, sent or mailed not less than twenty-four (24) hours before~~

~~the meeting, if to be held in the County of Nassau, and not less than seventy two (72) hours before the meeting, if to be held in the State of New York, and shall state, in addition to the purposes, the date, place and hour of such meeting.~~ Oral notice shall be immediately confirmed in writing. Notice of any meeting of the Board shall also constitute notice of a meeting of the Executive Committee (to be held at the same place and time as, or in lieu of, such meeting of the Board in the event a quorum of the Board is not present at such meeting.

4.5 Regular. Any regular meeting shall be open for the consideration of any matter which may be properly brought to the attention of the Corporation. (Notice of special meetings must state the purpose for which said special meeting is called).

4.6 Waiver. Notice of a meeting need not be given to any Director who submits a signed waiver whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

4.7 Quorum: Voting. As provided pursuant to Section 3402 (2)(c) of the Public Authorities Law of the State of New York, ~~sixty percent (60%)~~ a majority of the voting Directors then in office shall constitute a quorum at any meeting duly called and held. No action shall be taken by the Board except pursuant to the favorable vote of a majority of the Board at a meeting at which a quorum is present. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.8 Participation. Members of the Board must physically convene to constitute a quorum.

~~(a) Telephone Participation. Anyone or more of the Directors shall be permitted to participate in a meeting of the Board by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Provided, however, participation by such means shall not constitute presence in person at a meeting for purposes of establishing a quorum. The~~

~~member participating by telephone cannot vote and/or enter into executive session with the physically present members.~~

(a) Virtual Participation. Pursuant to Section 103-a of the Public Officers Law of the State of New York and following the adoption of a resolution authorizing such participation, A Director who is unable to be physically present due to extraordinary circumstances shall be permitted to participate in a meeting of the Board by means of a videoconference system or similar communication equipment allowing all persons participating in the meeting to hear and see each other at the same time; p-Provided, however, participation by such means shall not constitute presence in person at a meeting for purposes of establishing a quorum. A Director participating by videoconference may vote and/or enter into Executive Session with the physically present members.

4.9 Resolutions to Be in Writing. All resolutions presented to the Corporation shall be in writing and, upon the same becoming effective, shall be copied in or attached to a journal of the proceedings of the Corporation.

4.10 Minutes. The Board shall keep a written record or summary of all motions, proposals, resolutions, and all other business conducted that shall be made available to the public in accordance with the New York Open Meetings Law.

4.11 ~~Notice to Media~~Public Notice of Meetings. The Secretary shall give notice of every meeting of the Corporation to the media and in the designated public location(s), as required by the New York Open Meetings Law.

ARTICLE V

Corporate Officers

5.1 Officers. The officers of the Corporation shall include a Chairperson, who shall, from time to time, have been designated from among the voting Directors by the County Executive of the County of Nassau, a Chief Executive Officer, a Chief Operating Officer, a Chief Financial Officer who shall also be Treasurer, a Chief Legal Officer who shall also be Secretary, and a Chief Nursing Officer. Each person elected under this Section 5.1 shall be a "Corporate Officer." In addition, the Board may, as it deems appropriate, elect a Chief Operating Officer, one or more Vice Presidents (including Executive and Senior Vice Presidents), one or more Assistant Secretaries, and such other officers as the Board shall determine to be necessary. The Board may also elect, from among its number, one or more Vice Chairmen. The Vice Chairmen and other Corporate Officers elected by the Board shall perform such duties as may be assigned to them from time to time by the Board. ~~Two or more titles may be held by the same person.~~

5.2 Chairperson. The Chairperson of the Corporation shall preside at all meetings of the Directors when he or she is present and shall have all the duties and authority customarily associated with the position of chairperson of the board of directors of a corporation. The Chairperson shall also have such other duties as the Directors of the Corporation may direct. At each meeting of the Directors, the Chairperson shall submit such recommendations and information as the Chairperson may consider proper concerning the business, duties and affairs of the Corporation (finalized board agenda). The Chairperson shall appoint all committees and designate a member of the Board to Chair each committee. The Chairperson shall be an *ex-officio* member of all committees of the Board. If the Chairperson is male he shall be known as the Chairman. If the Chairperson is female she shall be known as the Chairwoman.

In the event of a vacancy in the office of the Chief Executive Officer and during the period of such vacancy, the duties and responsibilities of said office shall be exercised by the Chairperson who may delegate to officers and employees of the Corporation any such duties and responsibilities as the Chairperson shall deem appropriate.

5.3 Chief Executive Officer. The Chief Executive Officer shall also have the title of President and shall be the chief administrative officer of the Corporation and, under the direction of the Chairperson, shall have general supervision over, and be in administrative charge of all of the activities of the Corporation, shall direct the corporate activities of the Corporation and coordinate the functions of the Board of Directors and, in addition, perform all the duties incident to such position and office or as directed by any resolution adopted by the Board. Duties of the Chief Executive Officer shall include, without limitation, the following:

- (a) Carrying out all policies established by the Board of Directors and advising on the formation of these policies.
- (b) Maintaining the physical properties of the Corporation in a good and safe state of repair and operating condition.
- (c) Working continually with other health care professionals so that the highest quality care is rendered to the patients of the Corporation's health care facilities at all times.
- (d) Preparing a plan for the achievement of the Corporation's specific objectives, and periodically reviewing and evaluating that plan in cooperation with the appropriate committees of the Board of Directors.
- (e) Carrying out such additional duties and responsibilities as set forth in these By-laws, or as established by the Board of Directors, or that may be necessary or in the best interest of the Corporation.

5.4 Chief Financial Officer. The Chief Financial Officer shall assist the Chairperson and the Chief Executive Officer and, subject to the general guidance and direction of the Chief Executive Officer, shall supervise and have charge of the financial affairs of the Corporation. The Chief Financial Officer of the Corporation shall also be the Treasurer of the Corporation. In addition, the Chief Financial Officer shall perform all the other duties as may be, from time to time, assigned by the Chairperson or the Chief Executive Officer, incident to such position and office or as directed by any resolution adopted by the Board.

5.5 Secretary. The Secretary (or any Assistant Secretary) of the Corporation shall be a confidential employee of the Corporation elected by the Board at any meeting of the

Corporation and shall hold office at the pleasure of the Board. Except for the Chief Executive Officer and the Chief Financial Officer, any of the Corporate Officers of the Corporation may serve as Secretary (or as an Assistant Secretary) and perform the duties of the Secretary (or Assistant Secretary) as directed by the Chairperson or the Chief Executive Officer in writing and filed with the minutes of the Corporation. Any confidential employee of the Corporation may serve as an Assistant Secretary. The Secretary shall be responsible for keeping minutes and records of the Board shall have custody of the seal of the Corporation and shall affix and attest the seal of the Corporation to all documents required or necessary for the transaction of the business of the Corporation. In addition, the Secretary and each other officer or employee acting as an assistant secretary shall perform all the other duties as may be, from time to time, assigned by the Chairperson or Chief Executive Officer, incident to such position and office or as directed by any resolution adopted by the Board.

5.6 Chief Operating Officer. The Chief Operating Officer shall assist the Chairperson and the Chief Executive Officer and, subject to the general guidance and direction of the Chief Executive Officer, shall have administrative responsibility with respect to marketing, facilities, information technology and ancillary health care services of the Corporation and shall perform all the other duties as may be, from time to time assigned by the Chairperson or the Chief Executive Officer.

5.7 Executive Vice President for Medical Affairs. The Executive Vice President for Medical Affairs shall be a physician and shall also be the Medical Director of the Corporation. He or she shall assist the Chairperson and the Chief Executive Officer and, subject to the general guidance and direction of the Chief Executive Officer, shall supervise and have charge of all clinical/academic/research programs and personnel employed by the Corporation in such programs and of the Medical Staffs of the Health Facilities owned, leased and operated by the Corporation and shall be responsible for the maintenance of high quality standards of medical practice thereat. In addition, the Executive Vice President for Medical Affairs' duties shall include, but are not limited to:

- (a) Overseeing Medical Staff peer review to assure that the Medical Staff has established and observes mechanisms to monitor the on-going performance of all practitioners in

delivering patient care and to assure that such mechanisms are in compliance with federal, state and accrediting body requirements, these ~~By-law~~Bylaws and the Medical Staff ~~By-law~~Bylaws.

- (b) Ensuring that appropriate criteria and professional standards regarding application for appointment and reappointment to the Medical Staff are established and observed and that such appointments and reappointments are conducted in accordance with these ~~By-law~~Bylaws, Medical Staff ~~By-law~~Bylaws, New York State regulations and other relevant laws.
- (c) Collaborating with the Chairmen of the Medical Center's clinical departments and Medical Staff committees to establish and attain objectives for the maintenance and improvement of the quality of patient care.
- (d) Assuring that appropriate systems are maintained in all clinical Departments and Divisions for the ongoing review and evaluation of the performance of Medical Staff members.
- (e) Overseeing the activities and findings of all Medical Staff monitoring programs and initiate and monitor, where appropriate, any corrective actions.
- (f) Participating in the formulation of the Corporation's policy regarding the appropriate use of its facilities and closely monitoring the activities of utilization review.
- (g) Being a member of the Corporation's Quality Committees and serve on such other committees as are designated by the Board of Directors or the President of the Medical Staff.
- (h) Advising the Corporation's President and Chief Executive Officer of perceived deficiencies in quality of medical care and recommending appropriate corrective action.
- (i) Performing all the other duties as maybe, from time to time, assigned by the Chairperson or Chief Executive Officer, incident to such position and office or as directed by any resolution adopted by the Board.

5.8 Executive Vice President for Nursing. The ~~Senior~~Executive Vice President for Nursing, also known as the Chief Nursing Officer, shall assist the Chairperson and the Chief Executive Officer and subject to the general guidance and direction of the Chief Executive Officer shall supervise and oversee all nursing activities, clinical and academic nursing

programs, personnel involved in in-patient and out-patient nursing services and shall be responsible for the maintenance of high quality standards of nursing practice at the Health Facilities. In addition, the Executive Vice President for Nursing shall perform all the other duties as may be, from time to time, assigned by the Chairperson or Chief Executive Officer, incident to such position and office or as directed by any resolution adopted by the Board.

5.9 Executive Vice President for Legal Affairs. The Executive Vice President for Legal Affairs shall also have the title of General Counsel and shall be the Chief Legal Officer of the Corporation. He or she shall assist the Chairperson and the Chief Executive Officer and, subject to the general guidance of the Chief Executive Officer and, in his absence, the Chairperson, shall establish and promulgate legal directives with respect to the Corporation's activities and shall advise the officers and directors as to all legal matters relating to the administration, operations and financing of the Corporation and as to the laws governing the Corporation. In addition, the General Counsel shall perform all the other duties as may be, from time to time, assigned by the Chairperson or Chief Executive Officer, incident to such position and office or as directed by any resolution adopted by the Board.

5.10 Executive Vice President for Extended Care. The Executive Vice President for Extended Care shall assist the Chairperson and the Chief Executive Officer and, subject to the general guidance and direction of the Chief Executive Officer, shall supervise and oversee all nursing home or extended care activities and shall be responsible for the maintenance of high quality standards at any nursing home facility owned, operated, managed or overseen by the Corporation. In addition, the Executive Vice President for Extended Care shall perform all the other duties as may be, from time to time, assigned by the Chairperson or Chief Executive Officer, incident to such position and office or as directed by any resolution adopted by the Board.

5.11 Administrative Officers and Positions. The Chief Executive Officer may from time to time designate new or additional titles, including but not limited to Senior Vice President, Vice President, and Executive Director, and may appoint persons to fill such administrative positions. Any persons appointed to such positions shall be considered administrative officers of

the Corporation, shall have such powers and duties as may be assigned to them from time to time by the Chief Executive Officer, and shall serve at the pleasure of the Chief Executive Officer. Despite their administrative titles, however, such persons shall not be Corporate Officers of the Corporation.

ARTICLE VI

Committees

6.1 Establishment of Committees. The Board of Directors, may, from time to time, establish Standing Committees of the Board, each consisting of three or more Directors, except for the Executive Committee which shall consist of at least five directors, and each of which, to the extent provided in such resolution or in these Bylaws, shall have all of the authority of the Board of Directors which lawfully may be delegated to such a committee. Except as otherwise provided in these Bylaws, the Board shall designate the members of each Standing Committee of the Board at the Annual or other meeting of the Board. Standing Committee members shall serve for one-year terms or until their successors are designated. Members of all Standing Committees shall serve at the pleasure of the Chairperson. The Chairperson shall be a member of all Standing and Special Committees of the Board. By virtue of their office, the Chairperson and the Chief Executive Officer shall be members of all Committees of the Corporation. However, the Chief Executive Officer shall be a non-voting committee member, pursuant to statute.

- (a) The Board may create Special Committees as it may deem desirable. Such committees shall have only the powers specifically delegated to them by the Board.
- (b) Committees other than Standing or Special Committees of the Board created by the Board shall be Committees of the Corporation. The members of Committees of the Corporation need not be Directors.
- (c) There shall exist an Executive Committee, a Compensation Committee, a Legal and Audit Compliance Committee, an Ambulatory Care Committee, a Facilities Committee, a Finance Committee, an Extended Care Committee, a Governance Committee and a Medical and Professional Affairs Committee as Standing Committees of the Board. Such Standing Committees shall have such powers, duties and responsibilities as may be prescribed by these Bylaws or the Board. The other Committees and Sub-committees provided for in this Article VI shall be considered Special Committees of the Board or Committees of the Corporation. Special Committees and Committees of the Corporation will have no authority of the Board but may advise on matters within their specified

areas of concern, but the naming and description of such committees does not require them to consider or advise on all such matters. Each Committee of the Board shall serve at the pleasure of the Board, which may create new committees or eliminate or combine any or all of the committees or sub-committees provided for in this Article VI, subject to any required appropriate amendments to this Article VI.

6.2 Meetings of Committees. Each Standing or Special Committee of the Board, may adopt its own rules of procedure consistent with these Bylaws. In the absence of a contrary provision in rules adopted by a committee, the following rules shall apply. Committees may meet either regularly at stated times or specially on written notice, given by the chairperson or vice chairperson of such committee or members constituting not less than one-third of the full membership of such committee, at least three days in advance thereof by mail, or one day in advance by telegraph, telephone, facsimile transmission, electronic mail or personal delivery to all members thereof or on such other notice as the committee or the Board in creating such committee may determine. Notice of any meeting need not be given to any member, however, if waived by such member before or after the meeting in writing. No notice need be given of any meeting to any member who attends such meeting without protesting prior to such meeting or at the commencement thereof the lack of notice of such meeting. Standing Committees shall keep regular minutes of their proceedings, ~~reelecting~~ reflecting business conducted, including findings, conclusions and recommendations, and shall report such minutes to the Board when required. Special Committees and Committees of the Corporation shall keep such minutes and prepare such reports as may be required or as they determine are appropriate for matters on which they advise in the same manner as the Full Board. Except as otherwise expressly required by law or by these Bylaws or unless otherwise determined by the Board, a majority of the members of a committee shall constitute a quorum and the action of a majority of those present at a meeting which a quorum is present shall be the act of the committee. No committee other than the Executive Committee, the Compensation Committee, Finance Committee or the Legal and Audit Committee shall commit the Corporation to any obligation, course of conduct or procedure unless such obligation, course of conduct or procedure is expressly delegated to such committee in these Bylaws or duly authorized by the Board.

6.3 Resignation. Any Committee Member may resign at any time by giving written notice of such resignation to the Board, the Chairperson or the Secretary. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof.

6.4 Removal. Any Committee Member may be removed from office by the Board for inefficiency, breach of fiduciary duty, neglect of duty or misconduct in office, after such member is given a copy of charges against him and an opportunity to be heard in person, or by counsel in his or her defense, upon not less than ten (10) days' notice. A Committee may also be removed from office for violating the attendance policy found in Section 4.8. Removal from a Committee may be cause for removal from the Full Board in its entirety.

6.5 ~~Telephonic-Virtual~~ Participation in Meetings. ~~Anyone or more of the Members of a Committee shall be permitted to participate in a meeting of such committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Provided, however, participation by such means shall not constitute presence in person at a meeting for purposes of establishing a quorum.~~ Participation in Committee meetings shall be governed by the same requirements applicable to Board meetings as specified in Section 4.8.

6.6 Executive Committee. Between meetings of the Board, the Executive Committee shall have and may exercise all of the authority of the Board, except as limited by applicable federal or New York State law, any provision of these ~~By-law~~Bylaws or any resolution of the Board.

(a) It is the intent of these ~~By-law~~Bylaws that authority for the Executive Committee to act shall be delegated by the Board of Directors primarily in those instances where it is necessary for the Board of Directors to meet between meetings of the Board regarding matters requiring immediate attention. Such event and outcome thereof shall be reported back to the Board of Directors as soon as is practicable, but in no event later than at the next succeeding meeting of the Board.

6.7 Legal and Audit Committee. The Legal and Audit Committee shall recommend

to the Board the retaining of a certified independent accounting firm, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the

independent audit performed by the accounting firm retained for such purposes. The Legal and Audit Committee shall receive audit reports, review and consult with management on audit findings, including both internal audits and audits by independent public accountants, and on internal audit controls. It shall oversee and meet with responsible members of management and staff on legal, corporate and regulatory compliance policies and matters, including the Corporation's conflict of interest policy and corporate compliance program. It shall develop recommendations to the Board regarding policies on protection of whistleblowers and false claims recoveries. The Legal and Audit Committee shall develop recommendations to the Board regarding the Corporation's indemnification policies and have oversight regarding all insurance held by the Corporation or any of the entities it operates, including the appropriate coverage levels and issues related to the offshore captive insurance program. It shall also develop recommendations to the Board regarding the employees' Deferred Compensation Plan. The Legal and Audit Committee shall oversee legal matters related to malpractice or other claims, and the Corporation's relationships with outside counsel. The Legal and Audit Committee is to be comprised of independent members. To the extent practicable, members of the Committee should be familiar with corporate financial and accounting practices. The committee shall meet no less than on a quarterly basis.

6.8 Finance Committee. The Finance Committee shall review and make recommendations to the Board regarding the Corporation's proposed operating and capital budgets. The Finance Committee shall review the interim unaudited financial statements of the Corporation, including the interim unaudited financial statements of the offshore captive insurance program. The Finance Committee shall also make recommendations to the Board regarding capital requirements, funding sources, pensions, and investment policies. The Finance Committee shall also make recommendations to the Board with respect to comprehensive property disposal guidelines, including the appointment of a contracting officer, and shall oversee the implementation of the Corporation's property disposal guidelines. The Finance Committee will also oversee and make recommendations to the Board regarding the Corporation's procurement and contracting policies, including compliance with requirements governing activities of persons or firms who may lobby the Corporation regarding its procurement transactions. Consistent with these ~~By-Law~~[Bylaws](#) and policies adopted by the Board, the Finance Committee shall have the authority to approve directly certain transactions.

The committee shall meet no less than on a quarterly basis. The Finance Committee is to be comprised of at least three independent members, who must constitute a majority on the Committee.

6.9 Medical and Professional Affairs Committee. The Medical and Professional Affairs Committee shall oversee and make recommendations to the Board regarding matters affecting the Corporation's performance improvement and patient safety activities, policies and programs, including the Corporation's annual Performance Improvement and Patient Safety Plan and malpractice prevention program. It shall interface with the Medical Staff, management and, if appropriate, the Board, regarding any material issues that arise related to Medical Staff relations and professional graduate medical education, and appointments, reappointments and non-appointments to the Medical Staff or disciplinary actions against a member of the Medical Staff. It shall also make recommendations to the Board with regard to amendments of the Medical Staff ~~By-Law~~ Bylaws. The Medical and Professional Affairs Committee shall meet at least quarterly in joint conference with the Joint Conference/Professional Affairs Committee of the Medical Staff and shall consult with management, non-Board committees and councils and other staff with responsibility for the Corporation's performance improvement and patient safety policies and programs. It shall review performance improvement and patient safety-related reports and make recommendations to the Board regarding the applicable policies and programs. At least one member of the Medical and Professional Affairs Committee who is not otherwise affiliated with the Corporation in an employment or contractual capacity shall serve as a member of the Performance Improvement Coordinating Group of the Medical Staff. The Medical and Professional Affairs Committee shall conduct its activities so as to ensure that the confidentiality of any non-public records, reports or other materials and information related to any of its activities, whether generated by the Committee or another source is in accordance with applicable law professional standards.

6.10 Ambulatory Care Committee. The Ambulatory Care Committee shall oversee and make recommendations to the Board regarding the community health centers operated by the Corporation and the services provided in them on behalf of the Corporation. In such capacity, it may study and develop recommendations related to the needs of the populations served by the

Corporation, the sponsorship of focused health initiatives for such populations, and community outreach, as well as any other topic relevant to such activities.

6.11 Compensation Committee. The Compensation Committee shall conduct annual reviews of the employment contracts and compensation of the Chief Executive Officer and senior management and report to the Board the results of such reviews. The Compensation Committee shall also make recommendations to the Board regarding the Corporation's policies on the payment of compensation, adjustments to compensation, and reimbursement to the Chief Executive Officer and senior management of the Corporation, as well as time and attendance requirements for the Chief Executive Officer and senior management.

6.12 Extended Care Committee. The Extended Care Committee shall oversee and make recommendations to the Board regarding the Corporation's extended care services, including, but not limited to, the A. Holly Patterson Extended Care Facility. In such capacity, the Extended Care Committee may study and develop recommendations related to the extended care needs of the populations served by the Corporation, as well as any other topic relevant to such facilities.

6.13 Facilities Committee. The Facilities Committee shall oversee and make recommendations to the Board regarding real property acquisitions, divestitures, and leases, as well as expansions, renovations and/or new construction of facilities. In such capacity, it may conduct, as appropriate, examinations of the need for and/or feasibility of any such action and/or the availability of appropriate property. At its discretion, it may, in conjunction with responsible management and staff, conduct reviews of the Corporation's existing facilities to determine the current and future needs for such facilities, including, but not limited to, needs related to normal repairs and maintenance.

6.14 Governance Committee. The Governance Committee shall review and keep the Board informed of current best governance practices. It shall make recommendations to the Board for any amendments to the Corporation's ~~By-law~~ [Bylaws](#). It shall review corporate governance trends and be responsible for and, when appropriate, update the Corporation's corporate

governance principles. The Governance Committee shall make recommendations to the Board regarding the Corporation's Code of Ethics and the Corporation's policies on attendance at Board meetings and training of Board members. It shall advise the parties responsible for appointing the Corporation's Board members on the skills and experiences required of potential Board members. It shall make recommendations to the Board about the creation of and delegation of duties to Board Committees. The Governance Committee is to be comprised of at least three independent members, who must constitute a majority on the Committee.

6.15 Other Committees. The Board may create such other committees as it deems appropriate.

ARTICLE VII

Funds and Property

7.1 Gifts and Endowments. The Board shall establish the conditions under which the Corporation shall accept contributions, devises and bequests from donors and the terms for the commemoration of any such gifts through the establishment of endowments or otherwise. Nothing herein is intended to limit the ability of any of the Corporation's affiliates to establish the conditions under which they may accept contributions from donors and the terms for the commemoration of any such gifts.

7.2 Deposit of Funds. The Board shall select banks or Depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who shall be authorized on behalf of the Corporation to sign checks, drafts or other orders for the payment of money, acceptances and notes or other evidences of indebtedness.

7.3 Investments. The funds of the Corporation may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable, provided that such funds may be maintained uninvested, as the Board may deem advisable.;

7.4 -Contracts. Deeds, mortgages, contracts, leases and other instruments relating to the property of the Corporation or under which the Corporation may incur liability may be signed in the name of the Corporation by the Chairperson, the Chief Executive Officer, or any other Corporate Officer authorized to sign such instrument by the Board. [Pursuant to §3402\(11\) of the NY PAL, all contracts or obligations entered into by the corporation for an amount over one \(1\) million dollars shall be subject to the approval of the Nassau County Interim Finance Authority.](#)

ARTICLE VIII

Indemnification and Insurance

8.1 **Indemnification.** Pursuant to New York Public Officers Law §-18 any director, officer or employee who is made a party defendant to any civil action, suit or proceeding, other than one by or on behalf of the Corporation, to procure a judgment in its favor, may be indemnified by the Corporation to the full extent permitted by law, against fines, judgments and damages of every kind and nature, including amounts paid in settlement, and reasonable expenses, including ~~attorneys~~attorney's fees; provided that the Board of Directors of the Corporation shall have determined by a majority of its voting directors not a party to such action, that:-

- (a) Such director, officer or employee acted in good faith for a purpose which he or she reasonably believed to be within the scope of his or her authority and in the best interest of the Corporation;
- (b) The actions of such director, officer or employee do not, as a matter of law, constitute gross negligence,
- (c) Such director, officer or employee acting in good faith had no actual knowledge and did not reasonably believe that his or her conduct was unlawful;
- (d) Such director, officer or employee did not engage in any active and deliberate dishonesty in connection with the cause of action so adjudicated nor gain a financial profit or other advantage to which he or she was not legally entitled; and
- (e) Such director, officer or employee fully cooperates and assists in the defense of the Corporation in connection with such action or proceeding.

8.2 **Insurance.** The Corporation will insure or otherwise provide for the insurance of the Corporation's property or operations and also contract against such other risks as the Corporation may deem advisable.

ARTICLE IX

Amendments

Amendments to these ~~By-law~~ Bylaws may be proposed by the Governance Committee or by any voting Director at any meeting of the Board of Directors. The Board may vote upon the adoption of the amendment of these ~~By-law~~ Bylaws provided, however, that any motion to repeal or amend these ~~By-Law~~ Bylaws shall not be adopted until the same has laid on the table until the next succeeding regular meeting.

ARTICLE X

Miscellaneous

10.1 Books and Records. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board and any committee thereof.

10.2 -Annual Audit. Following the close of each fiscal year of the Corporation, a firm of certified public accountants selected by the Board shall audit the balance sheet of the Corporation at the end of such fiscal year and the statement of operations of the Corporation for such fiscal year and shall submit a report on their examination of such financial statements to the Board.

10.3 Actions as Shareholder or Sole Member of Affiliates. Any actions which may be taken by the Corporation as a shareholder or the sole member of any other corporation shall be deemed to have been validly taken if either; (i) taken without a meeting in the form of a written consent, setting forth the actions to be taken, signed in the name of the Corporation by either the Chairperson, the Chief Executive Officer, or another Corporate Officer or by any other signatory authorized to sign such consent by the Board; or (ii) taken by valid action of the Executive Committee.

10.4 Conflicts of Interest.

All voting directors, non-voting representatives, officers, and employees shall comply full with the requirements of all applicable laws regarding conflicts of interest including, without limitation, §74 of the New York Public Officers Law, and NHCC Policy LD-215. Specifically:

- (a) A voting or non-voting director, officer or employee of the Corporation shall not have an interest, financial or otherwise, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties to the Corporation.

- (b) A voting or non-voting director, officer or employee of the Corporation shall not accept other employment which would impair his or her independent judgment in the exercise of his or her duties to the Corporation.
- (c) A voting or non-voting director, officer or employee of the Corporation shall not accept employment or engage in any business or transaction that would require him or her to disclose confidential information gained by reason of his or her official position.
- (d) A voting or non-voting director, officer or employee of the Corporation shall not disclose information acquired by him or her in the course of his or her official duties or use such information to further his or her own personal interests.
- (e) A voting or non-voting director, officer or employee of the Corporation shall not use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself or herself or another.
- (f) A voting or non-voting director, officer or employee of the Corporation shall not engage in any transaction with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her duties.
- (g) A voting or non-voting director, officer or employee of the Corporation shall not, by his or her conduct, give reasonable basis for the impression that any person can improperly influence him or her, or unduly enjoy his or her favor in the performance of his or her official duties or that he or she is affected by the kinship, rank, position or influence of any party or person.
- (h) A voting or non-voting director, officer or employee of the Corporation, or any firm or association of which he or she is a member, or any corporation of which he or she owns or controls a substantial portion of stock, may not sell goods or services to any person, firm, corporation or association that is an affiliate of the Corporation.
- (i) A voting or non-voting director, officer or employee of the Corporation who knowingly and intentionally violates any of the provisions of the New York State Code of Ethics may be fined, suspended or removed from office or employment.

10.5 Prohibition of Compensation. Pursuant to the NY PAL, Section 3402 (2)(b), no voting or non-voting director of the Corporation shall receive any compensation for any services performed by him or her as a director, but shall be reimbursed for all their actual and necessary expenses incurred in connection with the carrying out of his or her duties.

ARTICLE XI

Medical Staff

11.1 Appointment; Qualification; Term; Accountability; etc.

The Board shall appoint a Medical Staff (the "Medical Staff") and clinical department chairpersons for such Medical Staff shall be composed of practitioners who are graduates of recognized medical, dental, podiatric or other graduate schools. The Board shall see that such practitioners are organized into responsible administrative units, and that there are adopted such bylaws, rules and regulations for governance of their practice in the Corporation's Health Facilities as the Board shall approve and deem to be of greatest benefit to the care of patients and to the furtherance of medical education and training, medical research and community health (the "Medical Staff Bylaws"). Members of the Medical Staff designated by the Board shall be invited to attend all regular meetings of the Board, without vote.

- (a) The Board shall appoint new members of the Medical Staff after considering the recommendations of the current members of the Medical Staff in accordance with the written procedures established in these Bylaws and the Medical Staff Bylaws, and shall ensure: (i) that written criteria are implemented for the selection, appointment and reappointment of Medical Staff members and for delineation of their professional privileges, which criteria shall include standards for individual character, competence, training, experience, judgment and physical and mental capabilities; (ii) that no person shall be entitled to membership on the Medical Staff or be granted professional privileges at the Corporation solely on the basis of such person's certification, fellowship or membership in a professional ~~organization~~[organization](#), society or body; and (iii) that actions taken on applications for Medical Staff appointments and reappointments, including delineation of privileges, are put in writing.
- (b) All appointments to the Medical Staff shall be for a term not exceeding two (2) years. The reappointment process shall be as set forth in the Medical Staff Bylaws.
- (c) The Medical Staff is accountable to the Board for the medical care rendered to patients of the Corporation's Health Facilities. As such, the Medical Staff is

responsible to ensure that all members of the Medical Staff are properly assessing, caring for and treating patients and that the clinical care rendered is appropriate and consistent with professionally recognized standards. In fulfilling its responsibilities, the Medical Staff will make specific recommendations to the Board relating to the organization of the Medical Staff performance improvement activities as well as the process designed for conducting, evaluating and revising such activities which are consistent with the Corporation-wide performance improvement program. The Board holds the Medical Staff responsible for making recommendations to the Board concerning matters pertaining to medical staff governance, patient care, performance improvement, initial staff appointments and reappointments and the assignment, curtailment or termination of clinical privileges.

- (d) There shall be established an Executive Committee of the Medical Staff ([the “ECMS”](#)), the composition of which shall be set forth in the Medical Staff Bylaws. The ECMS shall be empowered to represent and act on behalf of the Medical Staff and coordinate the activities of its various clinical departments. The ECMS shall be responsible to the Board for the conduct of the medical affairs of the Corporation. The ECMS shall provide formal liaison with and consider and recommend action to the Chief Executive Officer, the President and the Board on all matters of a medico-administrative nature, shall act for the Medical Staff in matters relating to the Medical Staff's accountability to the Board for the medical care rendered to the patients of the Corporation, and shall have such other duties and responsibilities as are specified in these Bylaws and in the Medical Staff Bylaws. The ECMS shall consist of the persons identified as voting and non-voting members thereof in the Medical Staff Bylaws.
- (e) The Board shall appoint a Medical Director for each Health Facility of the Corporation. The Medical Directors shall perform the functions required by Section 405.4 of the New York State Hospital Code with respect to each of the Corporation's Health Facilities, which functions will be carried out through the activities of the ECMS.

- (f) Departments. The Medical Staff shall be divided into such divisions, departments, groups and classes with such titles as may from time to time be determined in accordance with the Medical Staff Bylaws.
- (g) Department Heads. It shall be the duty of the heads of the clinical and related departments of the Corporation, and those designated by them, to prescribe and direct the treatment of all patients under their care, subject to the Medical Staff Bylaws and report to the Chief Medical Officer.
- (h) All care and treatment of patients in all departments and divisions of the Corporation shall be the responsibility of the Medical Staff. The Medical Staff shall remain responsible to the Board for the quality of care rendered to patients. Only an appropriately licensed practitioner with clinical privileges shall be directly responsible for a patient's diagnosis and treatment within the area of his/her privileges. Members of the graduate staff shall be under direct supervision by a licensed practitioner with clinical privileges. Other professional personnel shall be under direct supervision by the Department Chairman or department director, as the case may be, of the clinical department to which they are assigned. Practitioners duly appointed to the Medical Staff shall have full authority and responsibility for the care of individual patients, subject to such limitations as the Board may impose and subject further to the Bylaws, Rules and Regulations of the Medical Staff. Each patient admitted to the Corporation's Health Facilities shall receive a baseline history and physical examination.

11.2 Medical Staff Bylaws, Rules and Regulations.

(a) Bylaws, rules and regulations for the Medical Staff setting forth its organization, responsibilities and governance may be adopted and amended by the ECMS, in accordance with the relevant provisions of the Medical Staff Bylaws. The Medical Staff Bylaws will be subject to approval by the Board, and shall become effective when approved by the Board. Where changes are required to bring the Medical Staff Bylaws into compliance with the requirements of applicable statutes, regulations, standards of accrediting agencies and/or the Certificate of Incorporation or Bylaws of the Corporation, as determined by the Board, the ECMS shall consider such changes as are

proposed by the Board at its next regularly scheduled meeting or at a special meeting called for such purpose after reasonable notice from the Chief Executive Officer. If, notwithstanding the determination by the Board, the ECMS fails to recommend the approval of the required changes to the reasonable satisfaction of the Board, the Medical Staff Bylaws shall nevertheless be deemed amended to the extent necessary to bring them into compliance with requirements of the applicable statutes, regulations, standards of accrediting agencies and/or the Bylaws or any charter instrument of the Corporation. The Medical Staff Bylaws shall contain appropriate requirements for the observance by each member of the Medical Staff (including but not limited to members of the Graduate Staff and other categories of the Medical Staff) of the ethical principles of his or her profession.

11.3 Employee Practitioners. Practitioners employed by the Corporation either full-time or part-time with clinical responsibilities shall be members of the Medical Staff, subject to the Medical Staff Bylaws, and they shall achieve this status by the same procedure as is provided for other members of the Medical Staff.

11.4 Hearing and Appellate Review Procedures. The provisions of the article of the Medical Staff Bylaws captioned "Corrective Action," are hereby incorporated by reference into these Bylaws and shall be appended to these Bylaws as an attachment. In the event that a Medical Staff member who has clinical privileges at more than one of the Corporation's Health Facilities shall have such privileges limited, reduced, suspended or revoked (whether on a temporary, summary or permanent basis) at such Health Facilities in accordance with the procedures for "Corrective Action" as set forth in the Medical Staff Bylaws, then such practitioner's clinical privileges at the other Health Facilities shall be immediately so limited, reduced, suspended or revoked (whether or not the practitioner has had an opportunity to contest such action in accordance with the procedures of the Health Facilities originating such action). Such Medical Staff member shall not have any hearing and appellate review procedural rights at the other Health Facility with respect to such adverse action and all of his or her hearing and appellate review procedural rights shall reside at the Health Facility which initially took the adverse action and shall be in accordance with the Medical Staff Bylaws. Upon the reinstatement

of any of such Medical Staff member's clinical privileges at the Health Facility which originated such action, his or her clinical privileges shall be so reinstated at the other Facility.

As amended:

August 13, 2025~~February 15, 2023~~

Stuart Rabinowitz~~Matthew J. Bruderman,~~

Chairman of the NHCC Board of Directors

NASSAU HEALTH CARE CORPORATION

RESOLUTIONS 1 -2025

APPOINT MEMBERS TO LEGAL AND AUDIT COMMITTEE AND DESIGNATE CERTAIN FUNCTIONS

WHEREAS, the Board of Directors of Nassau Health Care Corporation (“NHCC” or the “Corporation”) is required to designate the members of Standing Committee of the Board.

WHEREAS, the Board must approve certain contracts entered into by the Corporation for the procurement of hospital and professional services; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to designate members to the Legal and Audit Committee and authorize such committee to approve certain contracts.

NOW, THEREFORE, BE IT RESOLVED, that the NHCC Board of Directors designates the following Directors as members of the Legal and Audit Committee: Rory Lancman, Esq., Konstantinos Mihaltses, and Jason Abelow; and be it

FURTHER RESOLVED, that the responsibilities of the Legal and Audit Committee include the approval of certain contracts entered into by NHCC pursuant to NHCC’s procurement policy. The committee shall have the authority to approve Professional services contracts whose cost exceeds \$50,000 but are less than \$250,000 and have a term less than or equal to one-year and shall notify the full Board of any contracts approved.

RESOLVED, that this Resolution shall take effect immediately.

Stuart Rabinowitz
Chairperson

August 13, 2025

NASSAU HEALTH CARE CORPORATION

RESOLUTIONS 1 -2025

APPOINT MEMBERS TO MEDICAL AND PROFESSIONAL AFFAIRS COMMITTEE

WHEREAS, the Board of Directors of Nassau Health Care Corporation (“NHCC” or the “Corporation”) is required to designate the members of Standing Committee of the Board.

NOW, THEREFORE, BE IT RESOLVED, that the NHCC Board of Directors designates the following Directors as members of the Medical and Professional Affairs Committee: Lisa Zakiya Newland, Phd., Amy Flores, and Jason Abelow; and be it

RESOLVED, that this Resolution shall take effect immediately.

Stuart Rabinowitz
Chairperson

August 13, 2025

NASSAU HEALTH CARE CORPORATION

RESOLUTIONS 125-2025 TO 161-2025

APPROVAL OF CONTRACTS

WHEREAS, the Board of Directors of Nassau Health Care Corporation (“NHCC” or the “Corporation”) must approve certain contracts entered into by the Corporation for the procurement of hospital and professional services; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to approve the following contracts for the term and amounts referenced in each resolution.

NOW, THEREFORE, BE IT RESOLVED, that the NHCC Board of Directors authorizes the President/CEO or his/her designee to negotiate and execute the following contracts/amendments:

- Resolution 125-2025 **5th Avenue Otolaryngology** to extend contract for one (1) year to continue to provide ENT clinical services at NHCC. The effective date of this contract is on or about September 1, 2025, with the amount not to exceed \$654,000.
- Resolution 126-2025 **Automatic Data Processing, Inc.** to extend contract for two (2) years to continue to provide tax filing services and the administration of flexible spending accounts. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$30,000.
- Resolution 127-2025 **AmerisourceBergen Drug Corporation** to extend contract for four (4) months to continue to provide Drug replenishment (virtual replenishment programs (“VRPs”)) to support the administration of 340B purchases and related financial reconciliations.) The effective date of this contract is on or about April 1, 2025, with the amount not to exceed \$1,500,000.
- Resolution 128-2025 **Astarita Associates, Inc.,** to extend contract for one (1) year to provide physics consulting to maintain compliance with NYS DOH and JCAH regulations for NHCC and correctional facilities. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$66,144.
- Resolution 129-2025 **CareFusion Solutions, LLC** to add funding to existing contract with the amount not to exceed \$1,274,000 for services effective August 1, 2025, through the end of the contract on September 30, 2027.
- Resolution 130-2025 **Andre Saad, M.D.** to extend contract for two (2) years to continue teaching residents at Plainview Hospital rotating outside for complicated GYN cases to meet the ACGME case numbers, case complexity, and attend surgery two-three days a week. The effective date of this contract is on or about September 1, 2025, with the amount not to exceed \$200,000.
- Resolution 131-2025 **ChemRx Pharmacy Services LLC** to extend contract for four (4) months to continue to provide NCCC inmates medication and pharmacy supplies through physician orders, creating and maintaining comprehensive profiles. The effective date of this contract is on or about October 1, 2025, with the amount not to exceed \$330,000.
- Resolution 132-2025 **Deloitte Financial Advisory Services LLP** to add funds to the contract approved by Resolution 079-2025, to provide forensic accounting services and

electronic discovery services. The effective date of this contract is on or about June 12, 2025, with the amount not to exceed \$2,000,000.

- Resolution 133-2025 **DocPanel Technologies, Inc.** to extend contract for one (1) year to continue to provide mammography and cardiac reads. The effective date of this contract is on or about October 1, 2025, with the amount not to exceed \$127,000.
- Resolution 134-2025 **Elemco Services** to extend contract for two (2) years to continue to provide electrical switchgear and high voltage maintenance. The effective date of this contract is on or about August 1, 2025, with the amount not to exceed \$600,000.
- Resolution 135-2025 **Getix Health** to extend contract for one (1) year to continue to provide services for self-pay billing. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$900,000.
- Resolution 136-2025 **Home Care Therapies, LLC d/b/a Horizon Healthcare Staffing** to amend Resolution 091-2025 to clarify that the services provided pursuant to this contract are to provide respiratory therapy services at NHCC.
- Resolution 137-2025 **Joshua Fogel, PhD** to extend contract for one year (1) to continue to provide research support to NUMC residency programs. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$145,000.
- Resolution 138-2025 **Locum Tenens.com LLC** to add funds under existing contract to provide staffing for the departments of Hematology/Oncology/Pulmonary Critical Care for inpatient and outpatient consults and on-call coverage through December 31, 2025, in an amount not to exceed \$150,000.
- Resolution 139-2025 **Locum Tenens.com LLC** to extend contract for one (1) year to provide staffing for the department of Gastroenterology for inpatient and outpatient consults and on-call coverage. The effective date of this contract is on or about August 1, 2025, with the amount not to exceed \$360,000.
- Resolution 140-2025 **Locum Tenens.com LLC** to extend contract for one (1) year to provide staffing to A. Holly Patterson due to physician shortage. The effective date of this contract is on or about August 1, 2025, with the amount not to exceed \$480,000.
- Resolution 141-2025 **Loving Care Health Management, LLC** to extend contract for six (6) months to continue to provide administration in serving the social, cultural, dietary issues, emotional, and spiritual needs of the Korean population at A. Holly Patterson. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$187,000.
- Resolution 142-2025 **Loving Care Health Management, LLC** to extend contract for five (5) months to continue to provide administration in serving the social, cultural, dietary issues, emotional, and spiritual needs of the Asian Indian population at A. Holly Patterson. The effective date of this contract is on or about August 1, 2025, with the amount not to exceed \$148,750.
- Resolution 143-2025 **Loving Care Health Management, LLC** to extend contract for five (5) months to continue to provide administration in serving the social, cultural, dietary issues, emotional, and spiritual needs of the Chinese population at A. Holly Patterson. The effective date of this contract is on or about August 1, 2025, with the amount not to exceed \$148,750.
- Resolution 144-2025 **Manatt, Phelps & Phillips, LLP** to add funds to contract approved by Resolution 074-2025 to provide outside legal counsel services with an effective date of June 10, 2025, with the amount not to exceed \$1,200,000.

- Resolution 145-2025 **Manatt, Phelps & Phillips, LLP** to expand the scope of the contract approved by Resolution 074-2025 to include legal and consulting services related to staff augmentation and advisory support for external general counsel, operations management and the establishment of a project management office (PMO), and consulting support to apply for operating funding support. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$4,250,000.
- Resolution 146-2025 **Marsh USA LLC (f/k/a March USA Inc.)** to extend contract for one (1) year to continue to provide insurance broker advice, canvas insurance carriers for policy coverage, and recommendations for all lines of insurance including medical malpractice. The effective date of this contract is on or about October 1, 2025, with the amount not to exceed \$275,000.
- Resolution 147-2025 **Med-Metrix, LLC** to extend contract for six (6) months to continue to provide third-party follow-up of outpatient, commercial, and FFS accounts receivable; denial management services; and No-fault and Workers Comp billing. The effective date of this contract is on or about June 1, 2025, with the amount not to exceed \$1,050,000.
- Resolution 148-2025 **Moxie Strategies, LLC** to establish a new one (1) year contract to provide public affairs and communication services. The effective date of this contract is on or about July 15, 2025, with the amount not to exceed \$150,000.
- Resolution 149-2025 **NYU Grossman Long Island School of Medicine** to enter into contract for a period of one (1) year for NYU Fellow Rotation Agreement, Academic Year 2023-24, Internal Medicine/Rheumatology. The effective date of this contract is on or about July 1, 2023, with the amount not to exceed \$100,000.
- Resolution 150-2025 **NYU Grossman Long Island School of Medicine** to enter into contract for a period of one (1) year for NYU Fellow Rotation Agreement, Academic Year 2024-25, Internal Medicine/Rheumatology. The effective date of this contract is on or about July 1, 2024, with the amount not to exceed \$100,000.
- Resolution 151-2025 **NYU Grossman Long Island School of Medicine** to enter into contract for a period of one (1) year for NYU Fellow Rotation Agreement, Academic Year 2025-26, Internal Medicine/Rheumatology. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$100,000.
- Resolution 152-2025 **Touro University** to extend affiliation agreement for five (5) years for Touro students to train in various departments at NUMC. The anticipated effective date shall be on or about June 1, 2025. This contract is revenue generating for NHCC in the amount of \$200,000.
- Resolution 153-2025 **Physiologic Assessment Services LLC** to extend contract for ten (10) months to continue to provide services of Intraoperative Neurologic Monitoring to NUMC Orthopedic patients. The effective date of this contract is on or about September 1, 2025, with the amount not to exceed \$66,000.
- Resolution 154-2025 **Ortho-Clinical Diagnostics** to amend Resolution 117-2025 to extend contract for three (3) years to provide diagnostics, equipment and associated assays and reagents for immunohematology. The anticipated effective date shall be on or about March 18, 2025, with the amount not to exceed \$475,000.
- Resolution 155-2025 **Guardian Consulting Services** to extend contract for nine (9) months to continue to provide pharmacy consultation services in accordance with Department of Health regulations for A. Holly Patterson. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$73,500.

- Resolution 156-2025 **Diskriter, Inc.** to extend their contract one (1) year to continue providing coding services for inpatient and ambulatory surgery. The anticipated effective date shall be on or about March 18, 2024 with the amount not to exceed \$530,000.
- Resolution 157-2025 **Harris Beach Murtha Cullina PLLC** to enter into a contract to provide legal services to NHCC with an anticipated start date on or about August 1, 2025 in an amount not to exceed \$300,000.
- Resolution 158-2025 **Korn Ferry** to add funds to the contract approved by Resolution 080-2025 to provide outside executive search services with an effective date of June 26, 2025, with the amount not to exceed \$300,000.

RESOLVED, that the Board of Directors has been provided notice of the following contract amendments or contracts entered into by the Corporation (**Resolution 159-2025**):

- **Comtrix Healthcare Staffing** to extend contract authorized by Resolution 089-2025 to amend the effective date to May 1, 2025, and add funds in an amount not to exceed \$12,000.
- **Grant Thornton LLP** to add funds to existing contract for additional work associated with changes at NUMC, including subsequent events procedures in an amount not to exceed \$40,000.
- **HMM, CPAs LLP** to extend contract for one (1) year to continue to prepare the annual Medicaid and Medicare cost report for A Holly Patterson and provide consulting services. The effective date of this contract is on or about May 1, 2025, with the amount not to exceed \$25,000.
- **JSA Analytics, LLC** to extend contract for ten (10) months to continue to provide advanced report writing and data extraction for Dentistry. The effective date of this contract is on or about June 1, 2025, with the amount not to exceed \$18,600.
- **Partners in Medical Education Inc.** to extend contract for one (1) year to provide graduate medical education (GME) consulting, including mock site visits and assessments on both a program and institutional level, and provide educational sessions to program directors and the GME committee. The effective date of this contract is on or about September 1, 2025, with the amount not to exceed \$49,500.
- **Pomphrey Consulting, LLC** to extend contract for ten (10) months to continue to provide education, date management, program evaluation and staffing services to meet the American College of Surgeons database. The effective date of this contract is on or about August 1, 2025, with the amount not to exceed \$40,000.
- **Resolvstar, Inc.** to extend contract for one (1) year to continue medical malpractice software/service to track attorney time and expense. The effective date of this contract is on or about June 1, 2024, with the amount not to exceed \$40,000.
- **Resolvstar, Inc.** to extend contract for one (1) year to continue medical malpractice software/service to track attorney time and expense. The effective date of this contract is on or about August 1, 2025, with the amount not to exceed \$40,000.
- **Sedgwick Claims Management Services, Inc.,** to extend contract for six (6) months to continue to provide claims reporting services. The effective date of this contract is on or about July 1, 2025, with the amount not to exceed \$49,000.

RESOLVED, that the Board of Directors has been provided notice of the following Academic Affiliation Agreements that are revenue generating contracts for the Corporation (**Resolution 160-2025**):

- **Hunter Business School** to extend affiliation agreement for five (5) years for NUMC to provide field training activity for Hunter students in various programs including Radiology Technology and Diagnostic Medical Sonography. The anticipated effective date shall be on or about September 1, 2025, and is expected to generate approximately \$16,250 in revenue.
- **Nassau Community College** to extend affiliation agreement for five (5) years for NUMC to train students in various healthcare-related professions, including Radiologic Technology, Occupational Therapy Assistant, Central Sterile Technologist. The anticipated effective date shall be on or about September 1, 2025, and is expected to generate approximately \$15,000 in revenue.
- **New York Medical Training Center** to extend affiliation agreement for five (5) years for NUMC's Radiology department to accept students from the Training Center's Ultrasound Technologist program. The anticipated effective date shall be on or about June 1, 2025, and is expected to generate approximately \$15,000 in revenue.
- **St. John's University** to extend affiliation agreement for five (5) years for St. John's Physician Assistant (PA) students will train in various departments at NUMC. The anticipated effective date shall be on or about June 1, 2025, and is expected to generate approximately \$40,000 in revenue.

RESOLVED, that the Board of Directors has been provided notice of the following Academic Affiliation Agreements with no additional cost to the Corporation (**Resolution 161-2025**):

- **Burell College of Osteopathic Medicine** to establish a new educational affiliation agreement for two (2) years to train Burnell medical student interested in NUMC's PMR residency program for a short rotation. The anticipated effective date shall be on or about September 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **CarePoint Health Bayonne Medical Center** to establish a new affiliation agreement for two (2) years for CarePoint's general surgery residents to rotate to NUMC's Plastic surgery program under the direction of Dr Brian Pinsky. The anticipated effective date shall be on or about September 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Catholic Health/Good Samaritan University Medical Center** to establish a new affiliation agreement for five (5) years for pediatrics residents from Good Samaritan to rotate to NUMC's Child Psychiatry service to train under the direction of Dr Sagarika Ray. The anticipated effective date shall be on or about September 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Catholic Health/Mercy Medical Center** to extend affiliation agreement two (2) years for NUMC Cardiology Fellows to train at Mercy. The anticipated effective date shall be on or about July 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **CUNY Queens College** to extend affiliation agreement for two (2) years for CUNY psychology students to train in a clinical externship under the direction of the NUMC Psychiatry Department. The anticipated effective date shall be on or about July 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Good Samaritan Hospital** to extend affiliation agreement for two (2) years for Residents from Catholic Health Good Samaritan Hospital Medical Center Pediatrics program to rotate to NUMC to train in child psychiatry under the direction of the psychiatry faculty. The anticipated effective date shall be on or about July 1, 2025. No fees are exchanged as part of this educational affiliation agreement.

- **Hofstra University** to extend affiliation agreement for two (2) years for Hofstra students to train in a NUMC externship under the direction of Psychiatry and Psychology departments. The anticipated effective date shall be on or about July 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Long Island University (LIU)** to extend affiliation agreement for two (2) years for LIU psychology students to train in a clinical externship under the direction of Psychiatry department. The anticipated effective date shall be on or about July 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Nemours Children's Health** to establish a new affiliation agreement for six (6) months for NUMC Orthopedic residents to train at Nemours with a focus on pediatric orthopedics. The anticipated effective date shall be on or about July 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Northwell Health** to establish a new affiliation agreement for five (5) years for NUMC Pediatrics residents in their 2nd or 3rd year to rotate to Cohen Children's Medical Center for training in pediatric rheumatology under the direction of Dr Beth Gottlieb. The anticipated effective date shall be on or about September 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Northwell Health** to extend affiliation agreement for two (2) years for NUMC Cardiology Fellows to rotate to Plainview for training in MRI/cardiac imaging. The anticipated effective date shall be on or about June 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **NYU Langone Hospital, Long Island** to extend affiliation agreement one (1) year for NUMC OBGYN Residents to train at NYU Langone. The anticipated effective date shall be on or about July 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Tower Health Reading Hospital** (Reading, PA) to establish a new affiliation agreement for two (2) years for NUMC Plastic surgery residency to accept a general surgery resident from Reading Hospital to rotate in their department. The anticipated effective date shall be on or about August 1, 2025. No fees are exchanged as part of this educational affiliation agreement.
- **Yeshiva University** to extend affiliation agreement for two (2) years for Yeshiva psychology program students to train in a clinical externship under the direction of Psychiatry department. The anticipated effective date shall be on or about July 1, 2025. No fees are exchanged as part of this educational affiliation agreement.

RESOLVED, that this Resolution shall take effect immediately.

Stuart Rabinowitz
Chairperson

August 13, 2025

NASSAU HEALTH CARE CORPORATION

RESOLUTION 1 -2025

APPROVAL OF MEDICAL AND PROFESSIONAL CREDENTIALING

WHEREAS, the Credentials Committee and Medical Board have made recommendations for appointments and reappointments to the Medical and Dental staff of Nassau Health Care Corporation (the “Corporation”); and

WHEREAS, the credentialing packet of August 13, 2025 has been vetted and approved by the Credentials Committee and Medical Board; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to approve the credentialing packets.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors approves the credentialing packet of August 13, 2025, and the recommendations for appointments and reappointments contained therein; and be it further

RESOLVED, that this Resolution shall take effect immediately.

Stuart Rabinowitz
Chairperson

August 13, 2025



**Nassau University Medical Center
A. Holly Patterson Extended Care Facility
Family Health Centers**

**NHCC BOARD OF DIRECTORS
MEDICAL STAFF CREDENTIALING**

To: Stuart Rabinowitz, Esq., Chairman, NHCC Board of Directors
From: Steven Lev, MD
Chair, Medical Board
Date: August 13, 2025
Re: Recommendation for Appointments/Reappointments to the Medical Staff

Credentials Committee, at its meetings held on August 4, 2025 and August 11, 2025, made the recommendations below for appointment to the Medical and Dental Staff of NuHealth to the Medical Board. Accordingly, with respect to new appointments and reappointments and other credentialing, the Medical Board recommends approval of the following:

New Applicants – Provisional Attendings

Quyen Kelly, MD – OB/GYN – Sessional
Kermaan Mehta, MD – Surgery/Critical Care – Full Time

New Applicants – Allied Health Professionals

Amie Ramos, CRNA – Anesthesiology – Contracted SOMNIA
Carol Habib, PA – Surgery/Plastic Surgery – Contracted LIPSG
Gabriel Jeanithe Charles, NP – Neurology – Full Time
Febrian Moten, PsyD – Psychiatry/Psychology – Full Time

I. New Applicants – Withdrawn

Shachi Dave, DO – Ob/Gyn

II. Reappointments

Anesthesiology

Guoming Ou, MD
Benjamin Portal, MD

Cardiology

Dental Medicine

Harrison Dai, DDS (NCCC)

Emergency Medicine

Lyncean Ung, MD

Family Practice

Archana Pai, DO (HHLI)

Medicine

Roseline Carelus, NP (HHLI)
Theudia Chambers, NP
Penny Palmer, NP
Kala Sury, MD (locum tenens)
Khawaja Zaki, MD

Neurosciences

Sundeep Mangla, MD - Neurosurgery

OB-GYN

Nadine Klein, PA (HHLI)

Snezhana Mullokandov, MD (HHLI)

Errol Thompson, MD

Ophthalmology

Carson Schell, MD

Orthopedics

Amit Shelat, DO

Pathology

Pediatrics

Constantino Constantatos, MD

PM & R

Ricardo Cruz, MD

Psychiatry

Nathan Fordsham, PsyD

Yam Giri, MD

Ronald Longo, PsyD (NCCC)

Francis Rathinapandian, MD

Bogdan Sasaran, MD (Locum Tenens)

Jennifer Zodan-Dodds, PhD

Radiology

Ephram Weingarten, MD

Sundeep Mangla, MD

Surgery

III. Changes of Status

Sujatha Kosuri, MD – Pediatrics - Active Attending to Emeritus

IV. New/Additional Privileges

New Privilege – Ob/Gyn privilege form - Labiaplasty

Hilda Coste, MD – Labiaplasty

Francisco Serafini, MD – Full Robotics

V. Board Certification Waiver Requests

Guoming Ou, MD

VI. Leave of Absence Requests

VII. Notification of OPPE's

VIII. Notification of FPPE's

Cassiany Alexandre, PA-Neurology (Initial FPPE NOT complete)

Aparna M. Santhosh, NP – Neurology (Initial FPPE NOT complete)

Samy M. Selim, MD - Cardiology (Initial FPPE complete)

Alireza Zarineh, MD - Pathology (Initial FPPE complete)

Amos Z. Dai, MD -Orthopedics (Initial FPPE complete)
Tahsin T. Khan, MD – Orthopedics (Initial FPPE complete)

IX. Notification of Resignations

Daniel Ciavarella, PA – Emergency Medicine
Regina Del Rosario, MD - Ophthalmology
Muskan Ghotra, MD – Family Medicine/HHLI
Wing Hang Lau, MD - Medicine
Geraldine Liao, MD – Radiology/DocPanel Technologies
Mohammad Faiz, PA – Emergency Medicine



Steven Lev, MD
Chair, Medical Board

Date

8.11.25