

NUHEALTH BOARD OF DIRECTORS  
EXECUTIVE COMMITTEE  
MEETING HELD ON  
Wednesday, May 7, 2014  
Board Room (NUMC)

Executive Committee Present: Michael B. Mirotznik, Esq., Chairman; Steve Cohn, Esq.; Victor Gallo, MD; Linda Reed; Warren Zysman.

Not Present: Greg-Patric Martello, Esq.; John T. McCann, PhD and John Venditto, MD

Guests of the Committee: Asif M. Rehman, MD; Andrew Zucaro; Victor F. Politi, MD, FACP, FACEP; Krishan Kumar, MD; Frank J. Saracino, EdD; John Ciotti, EVP General Counsel; Robert S. Heatley, EVP, Business Development and Ambulatory Services; John Maher, EVP CFO; Maureen Roarty, EVP, Human Resources; Kathy Skarka, RN, EVP, Patient Care Services; Steven J. Walerstein, MD, FACP, EVP, Medical Affairs; Craig V. Rizzo, SVP, Special Assistant to NHCC/Legal Affairs; Harold McDonald, SVP, Deputy Executive Director and SVP for Administration; Joan A. Soffel, Assistant to the Board/CEO; Andrea Rivera, Executive Assistant to the President and CEO.

1. The meeting was called to order at 5:45 p.m. by Mr. Mirotznik. Mr. Mirotznik noted that a substitution was made to the Executive Committee removing Greg-Patric Martello and replacing him with Victor A. Gallo, MD. A schedule of Committee Assignments will be redistributed. Mr. Mirotznik noted the presence of a quorum of the Executive Committee.
2. **Adoption of Minutes.** The minutes of April 7, 2014 were approved.
3. **Report of the Chairman.** Mr. Mirotznik said he has been the Chairman for one month, and was accepted very warmly and welcomingly. He received Dr. Gallo's email regarding the professionalism of the Contract Committee and thanked him for his comments.
4. **Report of the Contracts Committee.** Mr. Zysman, Chairman of the Contracts Committee reported. The Contract Committee met on April 30 and reviewed over 50 contracts in a meeting that convened for over six hours. A Contract Exhibit was distributed to the Board and Executive Committee for approval with the following exceptions: National Recovery Agency and Fletcher Thompson Architects.

**National Recovery Agency.** Mr. Zysman noted that the contract was originally approved for one month and asked that the Executive Committee to amend the contract for four months.

**National Recovery Agency [Multi-year contract].** **Upon a motion made by Dr. Gallo, duly seconded by Ms. Reed and unanimously adopted, the Executive Committee approved an amendment of a contract with National Recovery Agency an accounts receivable management company for Outpatient**



**Collections. NRA will be providing inpatient bad debt collection services. They will attempt to collect patient responsibilities from those patients who are either uninsured or underinsured and not eligible for the hospital's financial assistance program in an amount not to exceed \$125,000 for a term of four (4) months with an anticipated start date of 04/01/14 to be RFP'd in June. Resolution No. 066-2014.**

Fletcher Thompson Architects. Mr. Zysman reported that the contract was prematurely approved. We do not have an exact location for Simulation Lab at this time and the topic requires more discussion.

**\*Fletcher Thompson Architects. [Multi-year contract]. Upon a motion made by Ms. Reed, duly seconded by Dr. Gallo and unanimously adopted, the Executive Committee Tabled a contract with Fletcher Thompson Architects to design a new Simulation Lab to provide advanced training using mock spaces and models to teach procedures and best medical practices for all clinical staff. Contract is Tabled.**

Mr. Zysman noted that moving forward more contracts will be RFP'd for the first time in many years. A lot of contracts were approved but will require an RFP and an opportunity to review those contracts before they are presented to the Contract Committee. Mr. Zysman asked the Executive Committee to approve the remainder of the contracts recommended by the Contracts Committee as attached to these minutes. **Upon a motion made by Dr. Gallo, duly seconded by Ms. Reed and unanimously adopted, the Executive Committee approved the Contract Committee Recommendations, dated April 30, 2014 as set forth in the attached. Master Resolution M-098-2014.**

Mr. Mirotznik stated that the Contract Committee meeting started at 5:00 p.m. and ended at almost 11:00 p.m. Mr. Zysman was very diligent in his review of those contracts. In the future the meetings will be scheduled monthly and hopefully the Committee will not have to spend hours reviewing contracts.

5. Resolution Appointing Board Members to Subsidiaries. Mr. Ciotti reported that NuHealth had set up five corporations years ago due to changes in law that required certain corporations to be in place. Certain individuals were placed on those boards that are no longer here. The resolution is requesting that the Board replace the vacancies. The IRS is aware of this requirement and there are no issues. Mr. Mirotznik asked for a motion to approve the resolution. **Upon a motion made by Mr. Zysman, duly seconded by Mr. Cohn and unanimously adopted the Executive Committee approved the Resolution Appointing Board Members to Subsidiaries as attached to these minutes. Resolution No. 099-2014.**
6. NHCC Election of Officers 2014. Mr. Ciotti reported that NHCC Election of Officers is an annual requirement. The Board previously approved the position of SVP, Special Assistant NHCC/Legal Affairs (Craig V. Rizzo) and Deputy Executive Director and SVP for Administration (Harold E. McDonald). Mr. Mirotznik asked for a motion to approve the resolution. **Upon a motion made by Mr. Zysman, duly seconded by Dr. Gallo and unanimously adopted the**



**Executive Committee approved the Resolution for 2014 Election of Officers as attached to these minutes. Resolution No. 100-2014.**

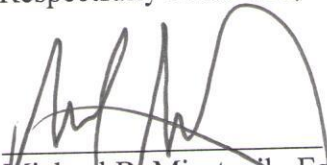
7. Medical and Professional Affairs Committee. Dr. Walerstein reported for Dr. McCann, Chairman of the MPAC Committee. Dr. Walerstein noted that the Committee met on April 28, 2014 and approved credentialing of physicians and other health professionals with no significant controversy. On behalf of Dr. McCann, Dr. Walerstein asked for approval of the credentials. **Upon a motion made by Ms. Reed, duly seconded by Mr. Zysman the Executive Committee unanimously approved the attached recommendations made by the Credentials Committee for appointments to the Medical and Dental Staff at their meetings held on April 29, 2014. Resolution No. 101-2013.**

The Medical Staff and professional staff are proud to report that LeapFrog awarded NuHealth an "A" rating for patient safety based on outcomes. NUMC was one of six on Long Island. NuHealth also received the American Heart Association Get with the Guidelines Heart Failure Gold Plus Quality Achievement Award.

8. Mr. Mirotznik introduced Harold E. McDonald, Deputy Executive Director and Senior Vice President for Administration.
9. Finance Report. Mr. Maher reported that for the three month period ended March 31, 2014 the Corporation lost \$3 million, most of which is attributable to NUMC. The loss is driven by the lack of hospital discharges. The loss came back up a little and expenses will continue to decline.
10. Report of the Behavioral Health Committee. Mr. Zysman reported that the committee met on April 3, 2014 the minutes will be approved at the next Behavioral Health meeting on May 21, 2014. Mr. Zysman noted that the committee discussed the CPEP project and licensing for the Psychiatric ER. The current ER operates under the outpatient fee structure. Licensing needs to be in place and construction work needs to be done. Finance is reviewing Dr. Rao's numbers and putting together a financial projection and power point for the next meeting to decide whether or not the Committee would recommend advancement of this project to the Board.
11. Report of the Ambulatory Care, Managed Care and Community Physician Committee. No report at this time.
12. Report of the Extended Care and Assisted Living Facility Committee. No report at this time.
13. Report of the Facilities and Real Estate Development Committee. Ms. Reed reported that everyone is aware that the new parking facility is now open. Ms. Reed wanted to publicly thank Ms. Fara Tabai who was up against obstacles and Ms. Reed's insistence on opening the facility as quickly as possible. Due to Ms. Tabai diligence the employees now have a new parking facility on campus.
14. Report of Subsidiaries/Foundation Committee. No report at this time.

15. Report of the Legal, Audit and Governance Committee. Mr. Cohn reported that a meeting will be scheduled shortly.
16. Adjournment. There being no further business to discuss, the meeting was adjourned at 6:00 p.m.

Respectfully submitted,



Michael B. Mirotznik, Esq.  
Chair, Executive Committee