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NASSAU HEALTH CARE CORPORATION

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BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

MEETING

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Nassau University Medical
Center

2201 Hempstead Turnpike

East Meadow, New York

December 10, 2015

5:24 P.M.

REPORTED BY:

Angela Arena

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

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4 BOARD OF DIRECTORS/EXECUTIVE COMMITTEE
5 MEMBERS PRESENT:

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Michael B. Mirotznik, Esq. -
Chairman of the Board
Victor F. Politi, MD -
President/CEO
Warren D. Zysman, LCSW - Board
Member
Linda Reed - Board Member
Craig V. Rizzo, Esq. -
EVP/Special Assistant to NHCC
Ann Marie Studdert - Coordinator
Karen G. Leslie, Esq. - Counsel
to the Office of Research and
Sponsored Programs Institutional
Review
Steven Cohn, Esq.
Krishan Kumar, MD
Michael DeLuca, MPA
Asif Rehman, MD
Russell Caprioli, DPM FACFAS
Beatriz Fuschetto - Assistant to
the Board
Shelley Lotenberg - Director of
Public Affairs
Maureen Roarty - Executive Vice
President of Human Resources
Thomas Alfano, Esq. - Office of
Legal Affairs
Harold McDonald - Chief
Administrative Officer, EVP.
Elizabeth Faughnan, Esq. - Office
of Legal Affairs
George Araujo - Safety Officer
Rozan Padula - Manager of Patient
Accounts
Farooq Ajmal - Vice President

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2 MR. MIROTZNIK: Good evening,
3 ladies and gentlemen. Thank you for
4 being here. Feels just like moments
5 ago we sat in this room last night. I
6 call to order the Board meeting of
7 December 10th, 2015, The Nassau
8 Healthcare Corporation. Do I have a
9 motion to open up the meeting? All in
10 favor? Unanimous.

11 I have nothing to report other
12 than to wish everybody a healthy and
13 happy holidays and that Beatriz sent
14 out an e-mail to all. I am supplying a
15 nice meal for everybody for our
16 December 21st Board meeting, a little
17 holiday cheer. Monday, December 21st,
18 please, everybody show up. We can have
19 a little fun. Dr. Politi, any report?

20 DR. POLITI: Because of the
21 nature of this evening's meeting and
22 the need to proceed, I am going to not
23 have a report.

24 MR. MIROTZNIK: Make a motion
25 that we now adjourn the --

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2 MS. REED: Wait. I have to add
3 something.

4 MR. MIROTZNIK: Go right ahead,
5 Ms. Reed.

6 MS. REED: I just have a report
7 on MPAC. I need the minutes from my
8 MPAC Committee meetings for Tuesday,
9 September 29th, 2015 and Tuesday,
10 October 30th, 2015, approved by the
11 Board.

12 MR. MIROTZNIK: Motion to approve
13 the MPAC Meetings? All in favor?
14 Unanimous. Anything else, Ms. Reed?

15 MS. REED: Yes, I have the
16 Compensation Committee minutes that I
17 also need approved. It was the
18 December 2nd, 2015, Compensation
19 Committee meeting minutes. Can I
20 please have a motion for an approval of
21 that?

22 MR. MIROTZNIK: Motion to approve
23 those minutes? All in favor?
24 Unanimous.

25 MS. REED: Thank you.

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2 MR. MIROTZNIK: I am going to
3 make a motion to go into executive
4 session. I am going to promise,
5 because Mr. DeLuca is going to hold me
6 to it, it's going to be very brief.
7 Please stick around. Don't go far.

8 We are going to get through the
9 agenda very quickly this evening. We
10 have three contracts to present, some
11 other discussion, and we will all be
12 out of here at a very early hour. So I
13 make a motion to go into executive
14 session? Unanimous, thank you.

15 (A discussion was held off the
16 record.)

17 MR. MIROTZNIK: Contract
18 Committee, Mr. Zysman?

19 MR. ZYSMAN: I am going to turn
20 over the report back to you,
21 Mr. Chairman. What I do want to say
22 for the record is I am recusing from
23 number 39, Todd Shapiro and Associates,
24 contract number 40, Dennis Lempke,
25 Esq., contract number 44, Sahn Ward

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2 Coshignano & Baker, number 59, Jaspan
3 Schlesinger, LLP. I will be leaving
4 the room.

5 MR. MIROTZNIK: Records are
6 reflecting Mr. Zysman is exiting the
7 room.

8 MS. REED: Sorry, which ones were
9 they?

10 MR. MIROTZNIK: Todd Shapiro and
11 Associates, number 40, Dennis Lempke,
12 Esq., 44, Sahn Ward Coshignano & Baker
13 and 59, Jaspan Schlesinger. Beth, we
14 are tabling 21 to the next contract
15 meeting.

16 MS. FAUGHNAN: Okay, tabling 21.

17 MR. MIROTZNIK: Shelley
18 Lotenberg, please.

19 MS. LOTENBERG: I am presenting
20 on Todd Shapiro and Associates, which
21 is a public relations firm that
22 Dr. Politi and I work with. They
23 create and implement public relations
24 campaigns and they assist us in
25 obtaining greater media coverage,

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2 helping us to plan press conferences,
3 radio interviews, publicizing and
4 videotaping of our events and if
5 needed, they will help us with crisis
6 management.

7 This firm has worked with NUMC
8 during the year 2015 and have increased
9 opportunities for increased regional,
10 media coverage via television, radio,
11 print and website. We are seeking a \$1
12 million extension of the existing 2015
13 contract from January 1st, 2016 until
14 December 31st, 2016 at \$4,000 a month,
15 not to exceed \$48,000 for the year with
16 the expectation it will be RFP'd during
17 the term of this extension, certainly
18 prior to it's expiration.

19 Their performance has been
20 excellent. Their staff has been
21 responsive in helping us to promote our
22 events, raise our profile and expand
23 our media reach and exposure. They
24 helped us to leverage news to improve
25 perceptions of our staff and our

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2 services, carefully monitoring the news
3 cycle for relevant story angles.

4 The firm has twenty years' of
5 experience with creating and
6 implementing campaigns. They provide a
7 very competitive rate, good value in
8 obtaining media outlets to participate,
9 outlets we were unable to obtain
10 previously, and I have submitted the
11 disclosure form.

12 MR. MIROTZNIK: Thank you,
13 Shelley, very articulated. I know this
14 Board approved Mr. Shapiro the last
15 time this contract came before the
16 Board. I think it was unanimously
17 approved; is that correct?

18 MS. LOTENBERG: Yes.

19 MR. MIROTZNIK: You're happy with
20 his services?

21 MS. LOTENBERG: Yes, I am.

22 MR. MIROTZNIK: Dr. Politi, you
23 are happy with the services?

24 DR. POLITI: Yes, I am.

25 MR. MIROTZNIK: Mr. Cohn?

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2 MR. COHN: Is there any objective
3 measurement as to whether we derive a
4 profit to what they do? Have we done
5 anything to figure out if they have
6 brought in new patients? I'm hearing
7 generic terms, but have we ever
8 really -- metrics, whatever that is.
9 Do we have any indication whether
10 they --

11 MS. LOTENBERG: They helped us to
12 publicize our events, therefore to
13 create awareness and improve
14 perceptions. That in itself --

15 MR. COHN: I don't know what
16 events we are talking about.

17 MS. LOTENBERG: For example, when
18 we have ribbon-cuttings. This year we
19 had ribbon cuttings for the ICU, for
20 the birthing center, when we opened up
21 the west wing, when we did the ninth
22 floor. These are just some of the
23 events, when we had graduation, we had
24 the Easter bunny egg hunt, for
25 Thanksgiving Dr. Politi did a turkey

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2 carving on the floor. The media came
3 and there were several medial outlets,
4 different television outlets, and it
5 just improves the perception.

6 People see us as a hospital that
7 has services, that we are promoting
8 staff, that we are promoting -- they
9 help us to get our doctors interviewed,
10 whether it is Newsday or the local
11 newspapers when there is a, let's say,
12 weather-related interviews or flu
13 vaccine or infections.

14 MR. COHN: Shelley, you have been
15 the here for a while?

16 MS. LOTENBERG: Over 20 years.

17 MR. COHN: Have you seen an
18 increase in media exposure? Have we
19 seen TV stations that we never had
20 before? Have we seen an increase in
21 exposure?

22 MS. LOTENBERG: Yes.

23 MR. COHN: And more varied
24 exposure?

25 MS. LOTENBERG: Yes, absolutely.

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2 MR. COHN: Okay, thank you.

3 MR. MIROTZNIK: Mr. DeLuca, any
4 questions?

5 MR. DELUCA: No.

6 DR. POLITI: It is clear that
7 good publicity helps the hospital. We
8 are trying to get out to Channel 12 and
9 the media that this hospital has great
10 services. When a child fell into the
11 water and was paralyzed from the neck
12 down, six weeks later stood right here
13 and gave a press conference. It was
14 resounded in the community, wow, we had
15 no idea how much this hospital can do.

16 If you talk to anyone in the
17 media or in the EMS world, they will
18 tell you that over the last year or so
19 they have seen a remarkable change in
20 this hospital and a lot of that is
21 coming from a lot of media press we are
22 putting out there.

23 MR. COHN: And Todd Shapiro --

24 DR. POLITI: Absolutely.

25 MR. MIROTZNIK: I would like to

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2 say Shelley, you always do a great job
3 and I appreciate all the efforts you
4 put in this institution. I am sure
5 Mr. DeLuca will resonate those words.

6 MR. DELUCA: Shelley not only
7 does them better than well, but she
8 doesn't complain when she does them.
9 You know what I measure? I measure
10 when people used to wear beepers.
11 Today they have cell phones. When you
12 call them any hour, seven days a week,
13 24 hours a day, and you can reach them
14 within 20 minutes, let me tell you,
15 that says a lot, and you know what?
16 You're able to reach Shelley and you're
17 able to reach Craig, which I have had
18 plenty to do with.

19 MS. LOTENBERG: Mr. DeLuca was my
20 boss for many years.

21 MR. COHN: But that says a lot.
22 This is a hospital. You know what?
23 You are supposed to be accessible to
24 your cell phone. Don't tell me your
25 dog has it.

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2 MS. LOTENBERG: Thank you.

3 MR. MIROTZNIK: Thank you,
4 Shelley. I make a motion to approve
5 the Todd Shapiro Associates as
6 articulated by Ms. Lotenberg moments
7 ago. Second? All in favor? That is
8 unanimous. Thank you, Ms. Lotenberg.

9 Number 40, attorney Dennis Lemke.
10 Mr. Alfano, is that you?

11 MR. ALFANO: That is,
12 Mr. Chairman, thank you. All of the
13 legal contracts will be.

14 MR MIROTZNIK: Just for the
15 record, Warren Zysman has been recused
16 of 39, 40, 44 and 59. Sorry,
17 Mr. Alfano.

18 MR. ALFANO: No problem,
19 Chairman. I have three legal contracts
20 that we will be discussing tonight,
21 They are all tier-rate law firms. That
22 means they have agreed to our hourly
23 tier rate. Dennis Lemke is a criminal
24 law specialist. He is a good lawyer,
25 has been able to assist us as needed.

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2 We would like to extend his
3 contract. It is a 14-month contract
4 beginning on October 26th, 2015 through
5 next calendar year, for an amount not
6 to exceed \$10,000.

7 MR. MIROTZNIK: We pay him as we
8 need him?

9 MR. ALFANO: Correct.

10 MR. MIROTZNIK: We may not need
11 him, God willing.

12 MR. ALFANO: God willing.

13 MR. MIROTZNIK: Any questions?
14 Make a motion? Ms. Reed, first?
15 Mr. DeLuca, second? All in favor?
16 Unanimous. Number 44, Mr. Alfano,
17 please proceed, Sahn Ward Coshignano &
18 Baker.

19 MR. ALFANO: A one-year contract
20 extension from January 1st, 2016 for
21 one calendar year in the amount of
22 \$25,000, not to exceed one year. They
23 are helping us out with the zoning.
24 Mr. Coshignano is the point person
25 doing a good job on the Holly

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2 Development project.

3 MR. MIROTZNIK: Okay.

4 MS. REED: Question. Is that
5 zoning coming before Town of Hempstead?

6 MR. ALFANO: Yes.

7 MS. REED: Then I have to recuse
8 myself, sorry.

9 MR. ALFANO: I don't know whether
10 it is done, officially done already.

11 MS. REED: We need to find that
12 out.

13 MR. MIROTZNIK: May I suggest,
14 let's air on the side of caution,
15 Mr. Alfano. It would seem to me that
16 Holly Patterson project is the Town of
17 Hempstead project.

18 MS. REED: Okay. We are voting
19 on the --

20 MR. ALFANO: On the lawyer's
21 contract --

22 MS. REED: It is going to the
23 Board of Zoning Appeals?

24 MR. ALFANO: Correct.

25 MS. REED: Not the Town Board?

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2 MR. ALFANO: They do more than
3 just the zoning. They do the site
4 development. They do all kinds of --

5 MS. REED: What I am saying is --

6 MR. MIROTZNIK: The Town of
7 Hempstead, probably because of this
8 extensive project, would require both
9 town board and --

10 MR. RIZZO: Is she voting on the
11 lawyer?

12 MS. REED: But that lawyer is
13 going to be coming in front of us for
14 the project. I can't do that.

15 MR. MIROTZNIK: My suggestion is
16 we don't have a quorum for that at this
17 meeting. Let's table this until
18 Tuesday and air on the side of caution.
19 For full disclosure, we are airing on
20 the side of caution. We are tabling
21 that. We will have enough members
22 present to take that vote up so
23 Ms. Reed is relinquished of having to
24 vote on that and airing on the side of
25 caution I appreciate that. Next is

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2 Jaspan Schlesinger, 49, Mr. Alfano.

3 MR. ALFANO: One-year contract
4 effective January 1st, 2016 in an
5 amount not to exceed \$50,000.

6 MR. MIROTZNIK: Satisfied with
7 the work they are performing?

8 MR. ALFANO: I think they are new
9 to the Panel.

10 MR. MIROTZNIK: What is the scope
11 of work?

12 MR. ALFANO: General corporate
13 practice.

14 MR. MIROTZNIK: Any questions? A
15 motion?

16 MR. COHN: Make a motion.

17 MR. MIROTZNIK: Mr. Cohn, a
18 second? Dr. Caprioli? All in favor?
19 Unanimous, thank you. That concludes
20 the contracts for this evening. Thank
21 you, Ms. Faughnan. If you can, have
22 Mr. Zysman appear.

23 MS. REED: Sorry, can we go back
24 to compensation for one moment? There
25 is something I need to add.

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2 MR. MIROTZNIK: Going to go back
3 to the Compensation Committee.

4 MS. REED: I know the Board
5 approved the Compensation Committee
6 minutes. I am asking that the Board
7 needs to vote to approve the action
8 recommended in the December 2nd
9 compensation minutes. Can I have a
10 motion, please?

11 MR. MIROTZNIK: That was not
12 understood by the members. Let's take
13 another vote. Do we vote to approve
14 the action directed in the compensation
15 minutes? All in favor? That is
16 unanimous, thank you.

17 MS. REED: Thank you.

18 MR. MIROTZNIK: Mr. Maher,
19 finance please.

20 MR. MAHER: The finance is
21 putting forth a resolution to authorize
22 the issuance of a RAN for the purpose
23 of paying the pension obligation which
24 comes due on February 1st, 2016. The
25 amount of the RAN is not to exceed \$45

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2 million.

3 The RAN that is currently
4 outstanding is due to be paid in
5 January, with these funds we pay off
6 that RAN, issue another RAN and pay the
7 pension payment in the early part of
8 February. This mechanism we are using
9 has been in place since 2010.

10 MR. MIROTZNIK: The manner in
11 which we make these pension payments
12 and what you just described, prior
13 administrations have done it the same
14 way?

15 MR. MAHER: Exactly the same way.

16 MR. MIROTZNIK: There is nothing
17 we are doing with the RAN issuance in
18 order to make our pension payments that
19 prior administrations have done
20 differently?

21 MR. MAHER: That is correct.

22 MR. MIROTZNIK: This is just for
23 our information, John.

24 MR. MAHER: This is actually a
25 resolution. It is a vote.

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2 MR. MIROTZNIK: So the vote is to
3 permit you to issue the RAN in the
4 amount of \$45 million, John?

5 MR. MAHER: Not to exceed.

6 MR. MIROTZNIK: Mr. Tepper,
7 articulate it.

8 MR. TEPPER: You have a
9 standalone issue authorizing the
10 borrowing, so you should approve the
11 standalone resolution. Do they have
12 that in their packets?

13 MR. COHN: How much is the
14 outstanding RAN, John?

15 MR. MAHER: \$40 million. We put
16 it in as a buffer.

17 MS. REED: It is in number two.

18 MR. MIROTZNIK: Amount not to
19 exceed, so we ask that this resolution,
20 Mr. Tepper, be annexed to the minutes
21 as an exhibit. You have reviewed this?

22 MR. TEPPER: I haven't seen it.
23 I think Beth --

24 MR. ALFANO: Just need a moment.

25 MR. TEPPER: Mr. Sullivan maybe

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2 can clarify.

3 MR. MIROTZNIK: Mr. Sullivan, how
4 are you? The RAN that is in our
5 packet, which is a resolution to
6 approve, not exceeding \$45 million,
7 have you reviewed it?

8 MR. SULLIVAN: Yes.

9 MR. MIROTZNIK: Does it purport
10 with all the necessary legalities that
11 we need to have in this resolution so
12 that John Maher can issue the RAN and
13 we make our pension payments timely?

14 MR. SULLIVAN: Yes.

15 MR. MIROTZNIK: Mr. Alfano, same
16 question, would I elicit same answer?

17 MR. ALFANO: You would, indeed.

18 MR. MIROTZNIK: Mr. Tepper?

19 MR. TEPPER: Yes.

20 MR. MIROTZNIK: Mr. Maher, thank
21 you very much. We are going to make
22 our pension payment timely?

23 MR. MAHER: I hope so.

24 MR. MIROTZNIK: Don't hope so,
25 you must. All in favor of the

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2 resolution being approved as indexed in
3 our exhibit and will be part of the
4 minutes? Mr. DeLuca, first? Second,
5 Ms. Reed? All in favor? Unanimous.
6 Thank you. Any other positive news?

7 MR. MAHER: Not yet.

8 MR. MIROTZNIK: Committee report,
9 Dr. Venditto is out of the country.
10 Mr. Maher, the RAN we discussed. We
11 are done with you, thank you.
12 Dr. Sussman, has anyone spoken to the
13 good Dr. Sussman?

14 MR. ZYSMAN: I did yesterday.

15 MR. MIROTZNIK: Is he okay?

16 MR. ZYSMAN: He is all right and
17 he said he would be available.

18 MR. MIROTZNIK: Tell him to send
19 a telegram. No report of the
20 Ambulatory Care Management Committee.
21 Behavioral Health Committee,
22 Mr. Zysman?

23 MR. ZYSMAN: There is extensive
24 work being done relating to finalizing
25 the CPEP, which is the license for the

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2 psychiatric ER. Mr. Rizzo has done
3 significant work in this area as well
4 as Maureen Shannon and Linda Reed who
5 has volunteered significant time. I
6 want to acknowledge them for their
7 efforts, as well as Kevin Mannle, so a
8 tremendous job in terms of identifying
9 facility needs.

10 It is getting closer and closer
11 to a reality that would be a very
12 positive -- have a very positive
13 service in the clinic in terms of
14 providing even more comprehensive care,
15 as well as revenue to NHCC once it's in
16 place. So thank you for your work on
17 it and for your time.

18 MR. MIROTZNIK: Thank you.
19 Mr. Zysman, any report on the Surge
20 Committee?

21 MR. ZYSMAN: Not at this time.

22 MR. MIROTZNIK: Dr. Venditto is
23 traveling. Extended Care, we will
24 table that. Ms. Reed, Facilities and
25 Real Estate Development?

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2 MS. REED: Not at this time.

3 MR. MIROTZNIK: Legal Audit,
4 Mr. Cohn?

5 MR. COHN: Nothing at this time.

6 MR. MIROTZNIK: DSRIP,
7 Mr. Zysman?

8 MR. ZYSMAN: Not at this time.

9 MR. MIROTZNIK: Mr. McDonald,
10 other business?

11 MR. MCDONALD: It was requested
12 at the last Contract Committee meeting
13 that I provide an update on the status
14 of two improvement plans. One is
15 related to contract processing and the
16 other is related to translation
17 services.

18 So the full updates are in your
19 packages and to give you a brief recap
20 of what we have here related to the
21 contract processing, the efforts to
22 have all of the contracts, close to 800
23 contracts, housed in an electronic
24 system repository for all of these
25 contracts has been moving along. The

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2 system has been chosen. The details as
3 to the information we need to be able
4 to access from the system has been
5 agreed upon.

6 There is a group that came
7 together to make that determination.
8 The system is currently being built
9 now. The staffing and support for the
10 system is partially in place and
11 Ann Marie is the person who is going to
12 be working with Greg to manage the
13 system.

14 You have one or two candidates
15 that we are looking to interview to
16 bring on as the clerical staff to
17 manage the input and the update of the
18 system. The system has a tickler
19 mechanism in it so that once the
20 contract is in the system, the
21 expiration date is there and it gives
22 the owner of the contract a heads-up
23 when that contract needs to be
24 re-upped.

25 MR. RIZZO: It is going to be

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2 something --

3 MR. MIROTZNIK: Hold on. Just
4 for the benefit of that young lady.

5 MR. COHN: Is this the same
6 system we spoke about a year and-a-half
7 ago?

8 MR. RIZZO: It has been ongoing
9 in the year and-a-half.

10 MR. COHN: A long time ago that
11 we spoke about this and you were
12 collecting the contracts and I think
13 someone came up here and said that this
14 is ready to go, I think, in January,
15 last January? That they collected all
16 the contracts and I think, Linda, it
17 was you who said why don't you input
18 them now?

19 MS. REED: Right, instead of
20 waiting.

21 MR. COHN: How long ago was that,
22 would you say, almost a year?

23 MS. REED: At least, yes.

24 MR. COHN: I thought it was up
25 and running. This is like a year

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2 and-a-half to get one system up, of
3 inputting the contracts. You are now
4 saying it is basically starting over
5 again?

6 MR. MCDONALD: No, it is not
7 starting over again. All the contracts
8 were loaded into a system, so it is
9 just a database. What we need is a
10 system that manages the contracts for
11 us.

12 MR. COHN: But I remember some IT
13 guy getting up here --

14 MS. REED: Farooq.

15 MR. COHN: -- saying it was ready
16 to go. I'm telling you it had to be
17 almost a year ago. Who in the world
18 was in charge of this? I don't want
19 them anywhere near my office, whoever
20 it is. This is over a year and-a-half
21 to get one system up, to just tell me
22 that contracts are ready to go. That
23 is disgraceful.

24 MR. ZYSMAN: What was the
25 background of why you were doing this

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2 correction action?

3 MR. MCDONALD: We were doing
4 corrective action because we were
5 having problems with the contracts,
6 that they were not coming to the
7 Committee in time, that the staff, the
8 owners of the contracts, weren't
9 managing them properly.

10 Part of the problem was that it
11 wasn't organized. There was no central
12 repository and nobody to make sure
13 everybody was doing what they should be
14 doing. It was a decentralized process
15 that in most hospitals, if not all
16 other hospitals, have it centralized.

17 MR. ZYSMAN: It doesn't sound
18 like it's fixed yet, correct?

19 MR. MCDONALD: We have made
20 improvements and we are --

21 MR. ZYSMAN: You are making
22 progress toward the ultimate solution.
23 What is the interim stopgap to make
24 sure that contracts don't come late? I
25 think that was the purpose of the

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2 corrective action.

3 MR. COHN: You wait until the
4 vender tells you the contract is up.

5 MR. MCDONALD: The interim was
6 to, number one -- the interim fix was
7 to have all of the contracts assembled
8 and entered into one system, so that
9 was done, I am not even sure -- months
10 ago.

11 Next step was to have a system
12 built out and we went through the RFP
13 process and that took time. Once we
14 had an approval to use a specific
15 system, then it was designing the
16 system.

17 MR. ZYSMAN: Harold, you are
18 taking it to a much-broader stroke.
19 This is my recollection. Correct me if
20 I am wrong on anything, okay? There
21 was a couple of contracts you had
22 brought forward that had been late and
23 there was a theme with it. We asked
24 for corrective action on it, not
25 necessarily the broader stroke, but

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2 specific ones that would fall under you
3 in terms of presenting.

4 Also, recently what we also did
5 across the board is -- you weren't the
6 only person we asked for corrective
7 action. We asked lots of people for
8 it. I know we put a tickler system in
9 place where anybody who was putting
10 forward a late LD200 would have to
11 submit a memo with corrective action,
12 the reason why it happened, and why
13 this will never happen again for any
14 contract they manage.

15 What I think the purpose of this
16 corrective action, and you have had a
17 lot of time to work on it, to be fair,
18 is just to find out in the specific
19 areas which it was problematic. To be
20 fair to you, I think at the time you
21 expressed some legitimate reasons why
22 things like this might happen. Our
23 concern was it puts us in an awkward
24 position as a Board when a contract
25 comes late. We are being asked to vote

1 12-10-15

2 on something that is already expired.

3 We asked that you come up with a
4 corrective action for your specific
5 contract. Is there any new safety gaps
6 or stopgaps that you put in place since
7 that dialogue?

8 MR. MCDONALD: Yes. All of the
9 contracts have been loaded into one
10 system. We have a team in place now to
11 manage the contracts and we have -- we
12 are a couple months away. We should be
13 up and running by the end of February
14 with a system that is fully
15 operational.

16 MR. ZYSMAN: No contract that
17 falls under you will ever come late
18 again?

19 MR. MCDONALD: Correct.

20 MR. ZYSMAN: That is all I need.

21 MR. MIROTZNIK: You are going to
22 adopt that word ever? Qualify it,
23 Harold.

24 MR. MCDONALD: As best as
25 possible with 800 contracts that are

1 12-10-15

2 decentralized at this point because we
3 don't have a system, which almost every
4 other hospital has in place, I am not
5 sure we could have expected to do
6 better than we have been doing --

7 MR. ZYSMAN: You are bringing it
8 back to a broader stoke. Do 800
9 contracts fall specifically under you
10 as a manager who would be presenting
11 it?

12 MR. MCDONALD: No.

13 MR. ZYSMAN: How many fall
14 specifically under you, Harold?

15 MR. MCDONALD: I don't know, but
16 when we do have that system in place I
17 will be able to tell you because that
18 system can give me a report and when
19 those contracts are due I'll be
20 notified in advance.

21 That notification, if it's a
22 contract that needs a month, I will get
23 a month notice. If it needs six
24 months, I will get six months' notice.

25 MS. REED: Here is my problem.

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2 When I first brought this up almost a
3 year ago I was told by Farooq that it
4 would be up and running by the summer.
5 If it wasn't going to be up and running
6 by the summer because there were
7 problems, and I understand that
8 problems come up, it should have been
9 brought back to the Board and we should
10 have been made aware that this is still
11 not up and running.

12 MR. MCDONALD: This is an update
13 to the report that was provided. I am
14 not sure when the last report was
15 provided, but --

16 MS. REED: It hasn't --

17 MR. MCDONALD: It has been. This
18 document --

19 MS. REED: Did anyone else know
20 that it wasn't up and running?

21 MR. COHN: No, and I would have
22 picked up on it immediately because I
23 distinctly remember this.

24 MS. REED: Harold I am not
25 blaming you, believe me. I am saying

1 12-10-15

2 that is part of the problem. This
3 isn't any reflection on you. Farooq is
4 here every meeting. He is always
5 asking for money. We're always
6 granting money.

7 Something like this, which is
8 also so important, the contracts that
9 are still coming in from of us with
10 extensions, it should have been said at
11 that point, if not by you then by him,
12 this is still happening because we are
13 not where we thought we would be in
14 June. It is going to take us until
15 February.

16 We would have all been on the
17 same page and we would have understood
18 that. That is all I am saying. I am
19 not blaming it on you or anything. I
20 am just making a statement.

21 MR. MIROTZNIK: We have to do
22 this one at a time. We have a court
23 reporter. Harold, were you finished?

24 MR. MCDONALD: The goal in June
25 was to load all of the contracts into

1 12-10-15

2 one database. That was done in June.
3 The next step was to RFP to get a
4 system in place that we would use to
5 manage the contracts.

6 It's one thing to have all of
7 this come through the system so you
8 have them all in one place, but then
9 you need a system to manage the
10 contracts. That took time to RFP.
11 Once it was RFP'd we needed to sit with
12 the vender and determine exactly what
13 we want the system to look like.

14 MS. REED: Farooq told us it was
15 already RFP'd and we were waiting for
16 an RFP to come back. I then stated,
17 while we are waiting for that, let's
18 get everything uploaded, why we are
19 waiting for the RFP to come back, and
20 for the vender to be selected? That
21 was the conversation. Now you are
22 saying something totally different, so
23 let's just --

24 MR. COHN: What part of this
25 surprises you?

1 12-10-15

2 MS. REED: Let's just end it now.

3 MR. COHN: I want to say this is
4 going to be up and running in February?

5 MR. MCDONALD: It is due to be up
6 and running at the end of February.

7 MR. COHN: At the end of February
8 I want to know it is going to be up and
9 running. Please make a note in the
10 diary. I want to know that it is up
11 and running, whether it is or not. Put
12 it on whatever agenda it is for
13 February because I want to know because
14 I remember everything Linda remembers.

15 We were told it was RFP'd. We
16 were told -- Linda suggested.
17 Frightening that she had to be the one
18 to suggest it, that it should be
19 uploaded while we were waiting for the
20 RFP and now here we are, waiting for an
21 RFP again.

22 MR. ZYSMAN: I want to make a
23 recommendation. Harold had shared
24 before he is not really sure what
25 contracts fall under him. It is

1 12-10-15

2 concerning to me, so I want to make a
3 recommendation to Dr. Politi.

4 I would recommend that maybe you
5 look into having everybody who manages
6 a contract in this institution having a
7 list and knowing the number of
8 contracts they manage, the end date and
9 start date, the duration of that
10 contract, and that way, at least in the
11 interim before the system is in place,
12 there can be some accountability.

13 When high-level staff doesn't
14 know how many contracts fall below
15 them, I can't expect people below them
16 are going to feel that way. I would
17 ask that you look into it and make sure
18 that everyone has a clear accounting
19 and submit that to you.

20 DR. POLITI: Absolutely.

21 MR. DELUCA: Harold, I want to
22 make a suggestion that is really pretty
23 much what Mr. Zysman said, but in
24 different words. I think you should do
25 something simple and stupid as a safety

1 12-10-15

2 gap measure right now.

3 Have someone go through all these
4 contracts, see when they expire. Put
5 them in a sequence just on paper so
6 that you have them so that we don't run
7 into a situation where you are here
8 saying that we need this emergency.

9 DR. POLITI: Just to answer two
10 things. One, Mr. Zysman's excellent
11 suggestion regarding a list of all the
12 contracts and who owns them, we do have
13 that list. We know every contract that
14 is out there and we know their owners.
15 Mr. Rizzo and Ann Marie Studdert have
16 worked very, very hard to put this
17 together. They have spent countless
18 hours to compile that list and did an
19 excellent job, so we do have that. The
20 same to you, Dr. DeLuca, we also have
21 that information available at our
22 fingertips. Mr. Rizzo has all of that
23 information.

24 MR. DELUCA: That will help us so
25 we aren't sitting here next week, well

1 12-10-15

2 it's due, we need an emergency.

3 MS. REED: It needs to go to the
4 people that own those contracts so that
5 they know when they are out.

6 MR. ZYSMAN: Let's look at where
7 we are at. Does Harold have access to
8 this list?

9 DR. POLITI: Yes, he does.

10 MR. ZYSMAN: So how do you not
11 know how many contracts fall under you?

12 MR. MCDONALD: They didn't get
13 written up when the contract is due.

14 MR. ZYSMAN: But if you have this
15 list and someone else prepared it for
16 you, how do you not know how many
17 contracts fall under you?

18 MR. MCDONALD: I would have to
19 check the list and then I can tell you
20 how many contracts I have.

21 DR. POLITI: You just don't know
22 it off the top of your head?

23 MR. MCDONALD: I don't know it
24 off the top of my head.

25 MR. MIROTZNIK: Nor would we

1 12-10-15

2 expect you to memorize each and every
3 one.

4 MR. DELUCA: Dr. Politi, will you
5 personally supervise this, that this
6 happens?

7 DR. POLITI: Absolutely. The RFP
8 for Compliance 360 has been approved?

9 MR. MIROTZNIK: It has been
10 approved. Farooq, you want to give an
11 update on the timeframe?

12 MR. MIROTZNIK: Let's move
13 forward. I think it is safer than
14 sorry. Harold, the translation
15 services, we are continuing that
16 discussion from last evening?

17 MR. MCDONALD: Yes. Briefly, we
18 have recruited an individual to develop
19 a training program here so that our
20 staff would be trained to be
21 interpreters. The system that we have
22 in place now is the phone and it is not
23 the type of quality of service that you
24 would like to have, and it is also
25 expensive.

1 12-10-15

2 So we recruited someone who is
3 head of the program at another
4 hospital. She came in, did a great job
5 setting up the curriculum, actually
6 started with the first class, and she
7 left. She actually went out on leave
8 for about a month, came back for a
9 short period of time and then resigned.

10 MR. MIROTZNIK: She enjoyed the
11 job that much?

12 MR. MCDONALD: She was really
13 good and we worked with her more than
14 we would work with most employees, but
15 it didn't work out. We have the second
16 person, a backup person, from when she
17 went out on leave that we recruited
18 when she went out on leave because we
19 couldn't count on this individual and
20 she is coming on board by the middle of
21 January.

22 MR. DELUCA: What are you doing
23 in the interim?

24 MR. MCDONALD: In the interim we
25 have a couple different language

1 12-10-15

2 services. We use Language Line, which
3 is the largest.

4 MR. ZYSMAN: Let me just point
5 out why we asked for corrective action
6 for all of you. This had been
7 something that kept coming up. We kept
8 getting contract renewals over and over
9 for this and this was a big project
10 that Harold has been working on. He
11 presented that he was going to put
12 together this team to train the staff
13 here.

14 However, there has been a series
15 of things where it just hadn't worked
16 out and we asked that he put together a
17 plan of correction, benchmark it out,
18 because the implementation of this not
19 only will improve care based on what
20 Harold told us previously, but also
21 will save money with vendors and
22 improve the cost. So improving care
23 and lowering cost is aligned, I think,
24 with the spirit of discussions that had
25 been at the contracts meeting.

1 12-10-15

2 We had asked him to benchmark it
3 out with clear, measurable dates,
4 without getting into -- don't get into
5 any minutia. Give us when it will be
6 implemented, what the benchmarks are
7 and how we will know this is a success,
8 and when we will know that the cost of
9 these contracts would come down.

10 MR. DELUCA: This is just for
11 interpreting services. Is this to
12 speak to the patients who don't speak
13 the same language?

14 MR. ZYSMAN: Correct.

15 MR. DELUCA: Why wouldn't we put
16 out a questionnaire to all the
17 employees saying, are you willing to
18 interpret, what is your extension, what
19 languages do you speak? We have so
20 many employees here, simple and stupid
21 as a safety net to do in the interim.

22 MR. MIROTZNIK: That's actually a
23 very good -- is that something that
24 is --

25 MR. MCDONALD: They have to be

1 12-10-15

2 certified interpreters.

3 MR. COHN: By what standards?

4 Who said?

5 MR. MCDONALD: Our own standards.

6 There are international standards and

7 then there are certifications.

8 MR. COHN: I don't know when that

9 came about.

10 MR. RIZZO: A lot of times if

11 someone has to sign off on the form

12 they have to be certified, otherwise

13 they can't testify in court.

14 MR. DELUCA: That must have been

15 a new standard then.

16 MR. MIROTZNIK: Okay. Harold,

17 you will keep us informed and try to

18 contain the cost as best as you can?

19 MR. MCDONALD: As best as

20 possible.

21 MR. MIROTZNIK: Any questions?

22 Anyone have any questions? I would

23 like to say we have approved a

24 new-hire, Frank Intagliano, who we

25 intend to assist you in all these

1 12-10-15

2 contracts and I understand he is going
3 to be working with Ann Marie; is that
4 correct?

5 MS. STUDDERT: I haven't been
6 told, but yes, I worked with Frank
7 before.

8 MR. RIZZO: He is working with me
9 and --

10 MR. MIROTZNIK: We should all
11 rely on him to work with you, Harold,
12 and get this up and running. So
13 February, at the next contracts,
14 beginning in 2016, these meetings
15 should be a lot smoother and easier on
16 everybody, okay?

17 MR. MCDONALD: I think the past
18 two precontracts and the last contracts
19 meeting went smoother, I hope you would
20 agree, than they have been in the past.

21 MR. ZYSMAN: We had about 70
22 contracts between last night and next
23 week. Every problematic contract we
24 had from last night we tabled to
25 Tuesday. We will see how -- what the

1 12-10-15

2 corrections are on the next contract
3 meeting and we will be able to judge if
4 it has been smoother. The other night,
5 I think, there were certainly people
6 who were better-prepared. There were
7 certainly people who were
8 under-prepared.

9 MS. REED: I agree.

10 MR. MIROTZNIK: With that being
11 said, just so you know, we have a Board
12 meeting next Tuesday beginning at
13 5:00 p.m. and then we have another one
14 on the 21st, which will conclude the
15 year. On The 21st we will have a
16 little bit of a celebration. There
17 will be plenty of food here, so
18 everybody come and have some fun.

19 On another personal note, I
20 understand Mr. Cohn is traveling to the
21 Middle East, so we wish him a safe trip
22 and happy returns. And that is it.
23 With that, a motion to adjourn the
24 meeting? Ms. Reed, second?
25 Mr. DeLuca? All in favor? Unanimous,

1 12-10-15

2 thank you.

3 (TIME NOTED: 7:08 p.m.)

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CERTIFICATION

I, ANGELA ARENA, a Notary
Public in and for the State of New
York, do hereby certify:

THAT the foregoing is a true and
accurate transcript of my stenographic
notes.

IN WITNESS WHEREOF, I have
hereunto set my hand this 10th
day of December 2015.

ANGELA ARENA