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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

April 26, 2016
8:05 a.m.

Reported By:
Angela Arena

1

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

3 BOARD OF DIRECTORS/EXECUTIVE COMMITTEE
MEMBERS PRESENT:4 Michael B. Mirotznic, Esq. -
Chairman of the Board
5 Linda Reed - Board Member
6 Steven Cohn, Esq. - Board Member
Michael DeLuca, MPA - Board
Member
7 Victor A. Gallo, MD - Board
Member
8

ALSO PRESENT:

9 Craig V. Rizzo, Esq. -
EVP/Special Assistant to NHCC
10 Beatriz Fuschetto - Assistant to
the Board
11 Krishan Kumar, MD
Shelley Lotenberg - Director of
12 Public Affairs
Maureen Roarty - Executive Vice
13 President of Human Resources
Thomas Alfano, Esq. - Office of
14 Legal Affairs
Robert Tepper, Esq. - Legal
15 Department
Gerald Wright, Esq. - Legal
16 Department
Frank Intagliata - Director of
17 Supply Chain
David Nemiroff - NQP
18 Megan Ryan, Esq. - Chief
Compliance Officer
19 Doug Bruce - Technical
Coordinator of Purchasing
20 Judy Eisele-Laplante, RN, MPA -
Ambulatory Care and Community
21 Medicine Director
Paul Mustacchia, MD - Chairman of
22 Medicine
Michael Ferrandino - Vice
23 President Security
Victor Scarmato - Chief Medical
24 Officer, Chair of Radiology
David Nemiroff - NQP
25 Karen McGlynn, RN - Deputy Chief
Nursing Officer

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Maureen Shannon - VP of Quality
Management
Timothy Sullivan - VP of Finance
Glenn Faust, MD - Chairman of
Surgery
Robert Heatley - EVP Ambulatory
Services & Business Development
John Finnerty - Director of
Quality Management
Diana Ruppel - Manager for
Medical Staff Services
Anthony Boutin, MD - Chairman of
Emergency Medicine

1 04-26-16 Executive Board

2 MR. MIROTZNIK: Good morning. I
3 call for a motion to open up the Nassau
4 Healthcare Corporation Executive
5 Committee of Tuesday, April 26th, 2016.
6 Can I have a motion? Mr. Cohn? All in
7 favor? Unanimous.

8 Let's roll back a moment. Before
9 we open up the meeting I would like to
10 confirm that we have a quorum. With
11 that being said, I would like to do a
12 roll call and please give us your name,
13 the Board members, and whether or not
14 you're voting status or nonvoting. Not
15 to discriminate against Dr. Kumar, but
16 nonetheless so the record is clear.
17 Dr. Gallo, we will start with you.

18 DR. GALLO: Victor Gallo, able to
19 vote.

20 DR. KUMAR: Krishan Kumar,
21 nonvoting.

22 MR. COHN: Steven Cohn, able to
23 vote.

24 MS. DELUCA: Michael DeLuca,
25 voting status.

1 04-26-16 Executive Board

2 MS. REED: Yes, voting member.

3 MR. MIROTZNIK: Myself. Based
4 upon those present in the roll call we
5 do have a quorum, Mr. Tepper?

6 MR. TEPPER: We have seven total
7 voting.

8 MS. FUSCHETTO: Seven executive
9 members and five of them here that can
10 vote.

11 MR. TEPPER: We have a quorum.

12 MR. MIROTZNIK: Now I call to
13 open the meeting of the Executive
14 Committee of the NHCC for April 26th,
15 2016 again. Mr. Cohn, can I have a
16 first on that?

17 MR. COHN: Yes.

18 MR. MIROTZNIK: All in favor?
19 Thank you, unanimous. The meeting is
20 open. I call for the approval of the
21 minutes of the Board of Directors/
22 Executive Committee and the executive
23 session minutes of March 10th, 2016,
24 which all of you should have gotten.
25 Motion? All in favor? Unanimous,

1 04-26-16 Executive Board

2 thank you.

3 I have nothing to report at this
4 moment, so I am going to skip my
5 report. For the record, Dr. Politi is
6 out of the building on hospital
7 business.

8 MR. ALFANO: Correct.

9 MR. MIROTZNIK: He advised us he
10 would not be present for this meeting,
11 so we will defer the report of
12 Dr. Politi to our next board meeting.
13 With regard to DSRIP, Mr. Zysman is on
14 a well-deserved vacation with his
15 family, but I will call for an approval
16 of the minutes from January 27th, 2016.
17 Ms. Reed? All in favor? Unanimous.

18 With regard to Compensation
19 Committee I turn to Ms. Reed.

20 MS. REED: Thank you. I need
21 approval of minutes for Compensation
22 Committee for both February 18th, 2016
23 and the approval of the new hires. Can
24 I have a motion, please? All in favor?
25 Thank you, unanimous.

1 04-26-16 Executive Board

2 MR. MIROTZNIK: Mr. Zysman,
3 again, I would turn to the Contracts
4 Committee and I will ask for a hand
5 vote to approve the minutes of the
6 February 25th, 2016 meeting? All in
7 favor? Unanimous.

8 Approval of the public and
9 executive session minutes of April 6th,
10 2016? All in favor? Unanimous, thank
11 you.

12 With regard to all of the minutes
13 we ask not only for the approval of the
14 minutes, but approval of all the
15 recommendations contained therein. So
16 everyone who has voted, that included
17 the recommendations contained therein.
18 Ms. Reed, MPAC.

19 MS. REED: Yes. A motion to
20 approve the minutes for February 23rd,
21 2016 and a motion to approve the
22 minutes of March 29th, 2016 and all
23 recommendations which are contained
24 within on both February 23rd and March
25 29th of 2016. Can I have a motion,

1 04-26-16 Executive Board

2 please? Unanimous.

3 MR. MIROTZNIK: The purpose of
4 not only to approve all these minutes
5 so that the business of the corporation
6 can move forward came to my attention
7 that at our last meeting, which was on
8 April 20th, 2016, that one of our Board
9 members had to leave and by the time we
10 got through the agenda and discussion,
11 everything, and took all the votes,
12 which everything was a unanimous vote
13 back on that date for all the agenda
14 items, we did not have a quorum.

15 We were one body short of having
16 a quorum. This morning we do have a
17 quorum and there were number issues on
18 the April 25th meeting that we need to
19 revote so that the quorum is present
20 and the resolutions and the
21 recommendations contained therein are
22 voted upon properly and in compliance
23 with our bylaws.

24 So therefore, we asked everybody
25 to be here this morning. Those voting

1 04-26-16 Executive Board
2 members have the April 20th minutes and
3 one of the major issues that we voted
4 on, Mr. Cohn, we will call is a
5 Cardinal contract for pharmaceuticals.
6 Because of the nature of that contract
7 we are hopeful to get another hand vote
8 so that they can move forward with
9 this. I think the deadline for
10 Cardinal is coming up today, so that
11 was one of the major issues.

12 With that being said, I would
13 like to annex as an exhibit the April
14 20th, 2016 minutes and for the record,
15 every vote obtained therein after
16 discussion was a unanimous vote, but
17 all the voting members present short
18 one vote, so we will annex these
19 minutes as Exhibit-A.

20 We call for the proposed
21 resolution for the April 26th, 2016
22 emergency meeting of the Executive
23 Committee of the NHCC Corporation. The
24 April 20th record contained as an
25 exhibit of the minutes, all of the

1 04-26-16 Executive Board
2 Board members have read them. They are
3 quite aware of the discussions and the
4 votes that they previously gave on
5 April 20th. All we are doing now is
6 adding ostensibly one more vote
7 collectively with the rest of the votes
8 to approve -- the reason why we are
9 doing it again is we were short one
10 vote.

11 With that being said, let's start
12 at the top of our agenda. The
13 Executive Committee of the NHCC Board
14 of Directors hereby approves the
15 March 12th, 2016 Executive Committee
16 meeting minutes and the March 10th,
17 2016 Executive Committee executive
18 session minutes. May I have a motion
19 on those? Ms. Reed? All in favor?
20 Thank you.

21 The Executive Committee of the
22 NHCC Board of Directors hereby approves
23 the recommendations of the DSRIP
24 Committee from their January 27th, 2016
25 meeting. All in favor? Unanimous.

1 04-26-16 Executive Board

2 The Executive Committee of the
3 NHCC Board of Directors hereby approve
4 all of the recommendations of the
5 Compensation Committee from their
6 February 18th, 2016 meeting and the
7 minutes of the executive session of
8 February 18th, 2016. Motion, Mr. Cohn?
9 All in favor? Unanimous, thank you.

10 The Executive Committee of the
11 NHCC Board of Directors hereby approves
12 the hiring of practice plan managers
13 Debbie Kavadias, Floyd Martin and Jodi
14 Rose at an annual salary of \$85,000 as
15 discussed and approved at the April
16 20th, 2016 Compensation meeting. All
17 in favor? Unanimous.

18 The Executive Committee of the
19 NHCC Board of Directors hereby approves
20 the hiring of Mr. Frank Doddato as
21 Counsel to the Board of Directors NHCC
22 at an annual salary of \$140,000 as
23 previously discussed on April 20th,
24 2016. All in favor? Please note for
25 the record I recused myself from that

1 04-26-16 Executive Board

2 vote previously. Unanimous.

3 The Executive Committee of the
4 NHCC Board of Directors hereby approves
5 the hiring of Michael Knee, K-N-E-E, as
6 Assistant Director of Pharmacy at an
7 annual salary of \$115,000 as previously
8 discussed on April 20th, 2016.

9 MR. COHN: I had recused myself.

10 MR. MIROTZNIK: Correct.

11 MR. DELUCA: I had recused
12 myself.

13 MR. MIROTZNIK: Correct. With
14 that being said, we still have a
15 quorum.

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

18 MR. MIROTZNIK: There was an
19 off-the-record discussion regarding our
20 quorum. Let the record reflect that on
21 April 20th, 2016 voting members
22 Mr. Michael DeLuca and Mr. Cohn recused
23 and had exited the room on the vote for
24 Michael Knee.

25 With that being said, we are now

1 04-26-16 Executive Board
2 putting that up to vote. We do have a
3 quorum. Counsel has indicated we have
4 done the mathematics, so I will ask for
5 a vote from the three remaining members
6 present in the room, Dr. Gallo,
7 Ms. Reed and myself to vote on the
8 resolution as I just articulated
9 regarding Michael Knee. May I have a
10 vote? All in favor? Unanimous on
11 Mr. Knee.

12 The Executive Committee of the
13 NHCC Board of Directors hereby approves
14 all of the recommendations of the
15 Contracts Committee from their February
16 25th, 2016 meeting. All in favor?
17 Unanimous.

18 The Executive Committee of the
19 NHCC Board of Directors hereby
20 acknowledges the recommendation of the
21 Contracts Committee concerning a new
22 Premier GPO Agreement for
23 pharmaceuticals to be supplied by
24 Cardinal as discussed at length in the
25 minutes of April 20th, 2016 meeting and

1 04-26-16 Executive Board
2 approves that recommendation as amended
3 herein to add a cap.

4 The Executive Committee of the
5 NHCC Board of Directors authorize the
6 President to negotiate and execute a
7 new Premier GPO Agreement to supply
8 pharmaceuticals and the supplier shall
9 be Cardinal Health with an effective
10 date of January 1st, 2016 for a
11 three-year term in an amount not to
12 exceed \$26 million. All in favor?
13 Unanimous.

14 I would like the record to
15 reflect there was a substantial
16 discussion regarding that contract. It
17 is contained in the Exhibit-A annexed
18 to these minutes. If I have any Board
19 member that disagrees, we are going to
20 direct part of this resolution that we
21 just passed, it directs that the
22 corporation can immediately execute
23 this contract.

24 Cardinal is coming up here today.
25 We understand there has been an ongoing

1 04-26-16 Executive Board
2 discussion and it is necessary for the
3 health, safety, welfare of our patients
4 so that this contract gets authorized
5 today. Do any Board members have any
6 reservations with it getting done today
7 as opposed to the expedited transcript
8 in two days? I see no reservation, so
9 Mr. Tepper, you know what has to be
10 done.

11 The Executive Committee of the
12 NHCC Board of Directors hereby approves
13 all of the other recommendations of the
14 Contracts Committee contained in the
15 April 6th, 2016 meeting and April 6th,
16 2016 executive session minutes with the
17 exception of the new Premier GPO
18 Agreement, which was just approved as
19 amended. All in favor? Unanimous.

20 Lastly, the Executive Committee
21 of the NHCC Board of Directors hereby
22 approves a recommendation of the MPAC
23 Committee from their February 23rd and
24 March 29th, 2016 meeting. All in
25 favor? Unanimous.

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04-26-16

Executive Board

I would like to publically thank those who were involved with preparing these resolutions, Mr. Rizzo, I understand Beth Faughnan, Mr. Tepper, Mr. Alfano for overseeing them.

Any other business? Any public comments, concerns? Okay. Call for a motion to adjourn the meeting? All in favor? Unanimous. Thank you for making it here this early.

(Time noted: 8:30 a.m.)

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EXHIBITS

5

DESCRIPTION

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April 20, 2016 minutes

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MOTIONS

9

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10 of Directors/ Executive Committee and

11 the executive session minutes of March

12 10th, 2016

13 Approval of the DSRIP minutes from 6

14 January 27th, 2016

15 Approval of minutes for Compensation 6

16 Committee for both February 18th, 2016

17 and the approval of the new hires

18 Approve the Contracts Committee 7

19 minutes of the February 25th, 2016

20 meeting

21 Approve the MPAC minutes for 7

22 February 23rd, 2016 and a motion to

23 approve the minutes of March 29th,

24 2016 and all recommendations, which

25 are contained within, on both

1
2 February 23rd and March 29th of 2016
3 The Executive Committee of the NHCC 10
4 Board of Directors hereby approves the
5 March 12th, 2016 Executive Committee
6 meeting minutes and the March 10th,
7 2016 Executive Committee executive
8 session minutes
9 The Executive Committee of the NHCC 10
10 Board of Directors hereby approves the
11 recommendations of the DSRIP Committee
12 from their January 27th, 2016 meeting
13 The Executive Committee of the NHCC 11
14 Board of Directors hereby approve all
15 of the recommendations of the
16 Compensation Committee from their
17 February 18th, 2016 meeting and the
18 minutes of the executive session of
19 February 18th, 2016
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22 hiring of practice plan managers
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6 to the Board of Directors NHCC at an
7 annual salary of \$140,000 as
8 previously discussed on April 20th,
9 2016

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11 Board of Directors hereby approves the
12 hiring of Michael Knee, K-N-E-E, as
13 Assistant Director of Pharmacy at an
14 annual salary of \$115,000 as
15 previously discussed on April 20th,
16 2016

17 The Executive Committee of the NHCC 13
18 Board of Directors hereby approves all
19 of the recommendations of the
20 Contracts Committee from their
21 February 25th, 2016 meeting

22 The Executive Committee of the NHCC 14
23 Board of Directors authorize the
24 President to negotiate and execute a
25 new Premier GPO Agreement to supply

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4 date of January 1st, 2016 for a
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6 exceed \$26 million

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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 26th day of
April 2016.

ANGELA ARENA