



Full Board/Executive Committee Meeting Minutes

December 4, 2018 at 6:00pm

(NUMC – 19<sup>TH</sup> Floor Board Room)

I. Call to Order: Chairman George Tsunis noted the presence of a quorum of the Board of Directors was present. The meeting was called to order at 6:30.

II. Report of the Chairman

*George J. Tsunis, Esq.*

Chairman Tsunis provided an article from the Daily News for members of the Board. He explained that the article, titled “Hospitals face financial blow that could seriously weaken NYC health care system”, was both enlightening and frightening. He asked the Board to read the article.

Chairman Tsunis then spoke about a number of NUMC’s contributions to the community such as dedicating the veteran garden funded by the East Meadow KIWANIS and donating to the Nassau County veteran program. He also mentioned that when Nassau County warming centers were closed on Thanksgiving, NUMC opened its doors to the displaced individuals and provided meals. He thanked Stew Leonard’s for providing dinner and NUMC employees Karen McGlynn and Megan Ryan for providing breakfast and lunch.

Chairman Tsunis discussed the town hall meeting he held at A. Holly Patterson Extended Care Facility which was requested by CSEA. He explained that he learned a great amount from the staff there.

Finally, Chairman Tsunis announced that he authorized the renovation of 12 of NUMC’s apartments for residents waiting to rent. There is a waiting list remaining of 18 employees, whom he hopes to accommodate in the near future.

III. Corporate Action

1. Resolution for the Transfer Dr. Paul Pipia

*George J. Tsunis, Esq.*

Chairman Tsunis presented the Board with the resolution to transfer Dr. Paul Pipia from Chief Medical Officer to attending resident.

Board member Warren Zysman asked why Dr. Pipia was changing positions.

Chairman Tsunis explained that Dr. Pipia wanted to return to his first love of tending to patients. Dr. Pipia is not resigning from his contract, but simply changing positions.

Board member Steve Cohn, Esq. interjected that Dr. Pipia had expressed to him a desire to return to treating patients.

Mr. Zysman asked if Dr. Pipia's salary will change.

Chairman Tsunis responded that no, everything else in his contract would remain the same.

Mr. Cohn explained that Dr. Pipia's salary would remain the same as a gratitude to him for serving as CEO of the hospital during a difficult time.

**Upon a motion made, duly seconded, and approved 5:4, the NHCC Board of Directors approved the resolution to transfer Dr. Paul Pipia from Chief Medical Officer to Attending Physician. Chairman George Tsunis, Linda Reed, Steve Cohn, Michael DeLuca, and Bobby Kalotee voted in favor of the resolution. Warren Zysman voted no, noting that this information was not previously provided to him.**

2. Amendments to Lease Parcel 1 and 2 and Execution of Estoppel Certificates –Exhibit B *Megan Ryan*

Mr. Cohn asked if the price of the leases were changing.

Ms. Ryan responded that the price will decrease by \$2,000 a month.

Mr. Cohn asked if the price reduction was proportional to the number of units being removed.

Ms. Ryan answered yes.

Chairman Tsunis noted that these leases will lead to approximately \$19,000 to the hospital each month.

Ms. Ryan noted that the hospital started collection on these rents on September 30, 2018.

Mr. Kalotee asked if this contract was previously approved.

Ms. Ryan explained it was approved in 2014.

**Upon a motion made by Ms. Reed, duly seconded by Mr. Kalotee, and unanimously approved, the NHCC Board of Directors approved the Amendments to Lease Parcel 1 and 2 and Execution of Estoppel Certificates.**

3. Emergency Contract Resolutions

*Megan C. Ryan, Esq.*

**The NHCC Board of Directors authorizes the President to negotiate and execute the following purchasing contracts/amendments:**

**200-18 (LD200 Crothall Facilitates Management to provide engineering, inspection, testing, maintenance and repairs to diagnostic program equipment in an amount not to exceed \$1,698,174.50. The anticipated effective start date shall be January 1, 2019 and the term shall be one (1) year. (APPROVED)**

Chief Financial Officer John Maher presented the above contract. Mr. Maher explained that this contract was being extended because it is the end of the term and to re-RFP (Request for Proposal) this position would take almost a year.

Mr. Cohn asked why no one was aware that this contract was ending.

Mr. Maher explained that he is unsure why the position was not RFP'd because the employee in charge of the contract is no longer at NUMC. He said an RFP will be sent out before 2019 in order to find a provider for 2020. The current contract must be renewed for 2019, however, because if it is not the hospital will lose biomedical services and equipment.

Mr. DeLuca explained that in the future, contracts should be handled before they become emergencies.

Mr. Zysman asked who took over the previous VP of Facilities' contracts after he left.

Dr. Pipia explained that multiple employees in facilities have left the hospital and one person was left handling everything.

Mr. DeLuca asked if finance keeps up with expiring contracts.

Mr. Maher explained that although the finance department receives notices about it, it is the responsibility of department heads to send out an RFP.

Mr. Kalotee interjected that any emergency contracts that are not essential should not be dealt with.

Mr. Cohn responded that every contract the hospital has, including this one, is essential. He said we need a system that prevents this from happening.

Mr. Maher explained that there is a system in place which sends out notifications.

Mr. Cohn said the system obviously is not working if no one heeds its warnings. He explained to Mr. Maher that he does not wish to "shoot the messenger" as Mr. Maher did not cause this problem, but simply noticed it and is trying to rectify it.

Mr. Kalotee interjected that he does indeed want to “shoot the messenger” because someone needs to be blamed and take responsibility.

Multiple board members interjected unapprovingly as they did not agree with blaming Mr. Maher for an issue he did not cause.

Mr. Kalotee asked Mr. Maher if he was aware of this issue at the last board meeting.

Mr. Maher responded no.

Mr. Zysman asked if Mr. Maher should be in charge of handling all contracts or if someone else should be put in charge. He also questioned who was currently running the hospital as some positions had been vacated. He noted the termination of Don Ashkenase, previous Chief Operating Officer.

Mr. DeLuca said the hospital needs a central system.

**Upon a motion made by Mr. Kalotee, duly seconded by Mr. Cohn, and unanimously approved, the NHCC Board of Directors approved purchasing contract 200-18.**

**201-18 Crothal Facilities Management to extend blanket order to provide bio medical engineering services, inspection, testing, maintenance, and repairs to small portable medical equipment in an amount not to exceed \$890,422.56. The anticipated effective start date shall be January 1, 2019 and the term shall be one (1) year. (APPROVED)**

**Upon a motion made by Mr. DeLuca, duly seconded by Mr. Cohn, and unanimously approved, the NHCC Board of Directors approved purchasing contract 201-18.**

**202-18 Depuy Synthes to provide ortho implants for orthopedic surgeries in an amount not to exceed \$4,000,000.00. The anticipated effective start date shall be December 1, 2018 and the term shall be two (2) years. (NOT APPROVED)**

Karen McGlynn DNP RN presented the above amendment.

Chairman Tsunis announced that he was tabling the contract and would address it at the next meeting.

Mr. Kalotee recommended that the Board simply amend the contract to \$500,000 for an unspecified period of time in order to control the issue until the Board comes to a decision on the full contract amount.

**Upon a motion made by George Tsunis, duly seconded by Bobby Kalotee, and unanimously approved, the NHCC Board of Directors approved the purchasing contract 202-18 with amendment to the amount from \$4,000,000.00 to \$500,000.00 for an unspecified period of time. (APPROVED)**

4. Trauma Program Resolution –Exhibit C

*George J. Tsunis, Esq*

Mr. Glenn Faust presented the Trauma Program Resolution.

**Upon a motion made by Mr. Cohn, duly seconded by Ms. Reed, and unanimously approved, the NHCC Board of Directors approved the Trauma Program Resolution.**

5. Approval of Legal and Audit Minutes 11/27/18

*Steven Cohn, Esq.*

Mr. Cohn called for approval of the Legal and Audit Minutes dated 11/27/18. Upon a motion made by Mr. Kalotee, duly seconded by Mr. DeLuca, and approved 5:1, the NHCC Board of Directors approved the Legal and Audit Minutes dated 11/27/18 with Mr. Zysman abstaining.

6. MPAC Recommendations Approval –Exhibit D

*Linda Reed*

Linda Reed called for approval of MPAC Recommendations. Upon a motion made by Mr. Kalotee, duly seconded by Mr. Zysman, and unanimously approved, the NHCC Board of Directors approved the MPAC Recommendations.

7. Employment Resolution

*Megan C. Ryan, Esq.*

Ms. Maureen Roarty asked for the Board's consideration to hire Constantine Ioannou, M.D. as Chair of the Department of Psychiatry and authorize the execution of an employment contract with Dr. Ioannou for a term of three (3) years, with a start date on or about January 1, 2019, and an annual salary of \$375,000 (Three Hundred and Seventy-Five Thousand Dollars).

Mr. Cohn asked who drew up the contract.

Ms. Ryan responded that she will draw it up once she is authorized to do so.

Mr. Cohn noted that the resolution requires the Board to approve the execution of the contract without seeing it.

Chairman Tsunis proposed an amendment to the resolution that would state Ms. Ryan's contract is subject to approval by Mr. Steve Cohn, Chairman of the Legal and Audit Committee.

Mr. Zysman asked how Constantine Ioannou was selected.

Dr. Pipia responded that the typical hiring process took place. He said the position was advertised and a search committee was created.

Chairman Tsunis added that Mr. Ioannou had worked at NUMC previously.

**Upon a motion made by Mr. Cohn, duly seconded by Ms. Reed, and unanimously approved, the NHCC Board of Directors confirmed Constantine Ioannou, M.D. as Chair of the Department of Psychiatry and execution of a contract subject to Mr. Cohn's approval with a vote of 5:1. Mr. Zysman abstained.**

Ms. Roarty asked for the Board's consideration to hire Danielle N. DelGrosso in the civil service title of Assistant Nassau Health Care Corp Counsel with a salary of \$74,500.00 effective upon her New York Bar admission.

Ms. Ryan added that Ms. DelGrosso worked as a law clerk at the hospital previously.

Mr. Cohn asked if the minimum wage for the position was being changed. He asked the current minimum wage.

Ms. Roarty responded that \$74,500.00 is lower than the current minimum wage.

**Upon a motion made by Mr. Kalotee, duly seconded by Mr. Zysman, and unanimously approved, the NHCC Board of Directors confirmed Danielle N. DelGrosso in the civil service title of Assistant Nassau Health Care Corp Counsel.**

8. Approval of NHCC Budget for 2019

*John Maher*

Mr. Kalotee, Chair of the Finance Committee, tabled to approval of the 2019 budget.

Mr. Kalotee asked to speak. He expressed his belief that he should receive the corporation's financial statement. He believes this could help avoid emergency.

Mr. Zysman added that all board members should receive it.

**Upon a motion made by Chairman Tsunis, duly seconded by Linda Reed, and unanimously approved, the NHCC Board of Directors approved a resolution to have all Board Members receive a monthly copy of the Corporation's Financial Statement.**

IV. Public Session

Chairman Tsunis made a motion to go into Public Session. Upon a motion made, duly seconded and unanimously approved. The NHCC Board of Directors went into Public Session at 7:23 pm.

Mr. Cohn thanked Dr. Pipia for his service to the hospital.

Mr. Tsunis added that Dr. Pipia is an exemplary doctor who is always available to help others. He explained that Dr. Pipia helped get the hospital over many obstacles.

Mr. Kalotee thanked Dr. Pipia as well for always being available to help him. He wished Dr. Pipia the best.

Dr. Pipia thanked the hospital and all of his colleagues.

**Mr. Tsunis appointed Anthony Boutin, MD, FACEP, FAAEM as interim Chief Medical Officer.**

V. Executive Session

Chairman Tsunis made a motion to go into Executive Session. Upon motion made, duly seconded and unanimously approved, The NHCC Board of Directors went into Executive Session at 7:32 pm.

VI. Motion to Adjourn

*George J. Tsunis, Esq.*

There being no further business to discuss, the meeting was adjourned at 9:07 pm.



George J. Tsunis, Esq., Chair  
Board of Directors, NHCC

## **FOR YOUR CONSIDERATION**

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It is hereby resolved that the Nassau Health Care Corporation Board of Directors hereby authorizes the mutually agreed upon transfer of Paul Pipia, MD from Chief Medical Officer to an attending physician in the Physical Medicine and Rehabilitation Department effective December 5, 2018. With the exception of a title change, the Employment Agreement between Paul A. Pipia, M.D. and Nassau Health Care Corporation dated June 1, 2017 shall remain in full force and effect.



# Exhibit B

## **FOR YOUR CONSIDERATION**

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It is hereby resolved that the Nassau Health Care Corporation Board of Directors hereby approves the execution of Amendment to Lease Parcel 1, Amendment to Lease Parcel 2 (marked as Exhibits 1 and 2 respectively) and the execution of Nassau County Industrial Development Agency ("IDA") approved Estoppel Certificates (marked as Exhibits 3 and 4) for respective parcels in order for the tenant, Engel Burman at Uniondale, LLC., to pursue an IDA transaction.

Amendments to the Lease are required as tenant was approved for fewer units than originally contemplated.

Millennial Housing: 190 units proposed; 180 approved.

Golden Housing: 198 units proposed; 192 approved.



**Nassau University Medical Center**

**RESOLUTION FOR THE BOARD OF DIRECTORS IN SUPPORT OF**

**THE TRAUMA PROGRAM**

**Trauma Performance Improvement Patient Safety Committee**

**BOARD OF DIRECTORS**

The Board of Directors supports the Trauma Program. The following resolution has been presented to and approved by the NuHealth Board of Directors on **December 4, 2018**.

**Be it resolved that the NuHealth Board of Directors of Nassau University Medical Center supports the establishment of an American College of Surgeons- Committee on Trauma (ACS-COT) verified Level 1 Trauma Center. This statement acknowledges the commitment to provide specialty care as required supporting optimal care of trauma patients. This includes: Clinical Care, Performance Improvement, Quality Improvement / Peer Review, Community Outreach, Community Education, Professional Education, Trauma and Trauma related research. The Board of Directors supports the trauma surgeons, all other physician providers on trauma call panel and those involved in the care of the trauma patient in their commitment to maintain and exceed the standard of trauma care. The multidisciplinary trauma patient improvement performance and patient safety program (PIPS) has the authority to evaluate care across disciplines, identify opportunities for improvement, and implement corrective actions.**

George Tsunis, Esq.  
Chair, NuHealth Board of Directors

Date:

12/4/2018