

ERIE COUNTY MEDICAL CENTER CORPORATION
FEBRUARY 25, 2020 MINUTES OF THE
BOARD OF DIRECTORS REGULAR MEETING
DR. JOSEPH A. ZIZZI, SR. CONFERENCE CENTER

Present: Ronald Bennett, Scott Bylewski, Ronald A. Chapin, Anthony J. Colucci, III (via phone), Jonathan Dandes, Darby Fishkin, Kathleen Grimm, MD, Sharon Hanson, Michael Hoffert (via phone), William Pauly, Jennifer Persico, Thomas J. Quatroche, Jack Quinn (via phone), Eugino Russi, Michael Seaman

Excused: Bishop Michael Badger, James Lawicki, Christopher O'Brien

Also

Present: Cynthia Bass, Peter Cutler, Andrew Davis, Richard Embden, Victor Filadora, MD, William Flynn, MD, Joseph Giglia, Susan Gonzalez, Al Hammonds, Donna Jones, Charlene Ludlow, Keith Lukasik, Nadine Mund, Brian Murray, MD, James Turner, Karen Ziemianski

I. Call to Order:

The meeting was called to order at 4:30 p.m.

II. Minutes

Upon a motion made by Jennifer Persico and seconded by Michael Seaman, the minutes of the January 28, 2020 regular meeting of the Board of Directors were unanimously approved.

III. Presentations

GLH Oncology Update

Victor Filadora, MD, President for GLH Oncology

Dr. Victor Filadora presented an overview of the 2019 performance of Great Lakes Cancer Care, discussing case origins and defining the classification of cases. Dr. Filadora presented examples of ECMC's overall new cancer case growth, the steps to achieving a Cancer Center Accreditation and the future outlook for Oncology.

IV. Action Items

Resolution Approving New York State Nurses Association Agreement

Moved by Kathleen Grimm, MD and seconded by Jennifer Persico

Motion approved unanimously

Resolution of the Board of Directors Authorizing SDVOB Discretionary Spending

Moved by Michael Seaman and seconded by Jennifer Persico

Motion approved unanimously

Resolution Designating the Naming of Certain Spaces and Structures

Moved by Jennifer Persico and seconded by Michael Seaman

Motion approved unanimously

Resolution Approving Appointment of Chief of Radiology

Moved by Jennifer Persico and seconded by Eugenio Russi

Motion approved unanimously

Resolution Receiving and Filing Medical-Dental Staff Meeting Minutes

Motion Deferred to Executive Session

VI. Reports of Corporation Management

Chief Executive Officer and President

Thomas Quatroche announced the doctor honoree for Springfest 2020 will be Kathleen Grimm, MD.

Quality

Terrace View completed a Department of Health Survey with only two (2) citations and received a two (2) star rating. Internal Medicine Center received Patient Centered Medical Home (PCMH) Accreditation. ECMC was named one of the first hospitals to report outpatient stats in the 2019 Leapfrog Hospital Survey.

Patient Experience

The Russell J Salvatore Atrium opened to a large crowd. Patient Experience scores are greater than the previous year and higher than the national benchmark.

Culture

A celebration was held for ECMC's Pathway to Excellence designation. The ECMC Foundation's Annual Springfest Gift Gathering Luncheon hosted over 300 attendees held a reception for Professional Scholarship recipients. Diversity and Inclusion hosted Wellness Week activities. ECMC will be honored by Business First with a IDEA (Inclusion Diversity Equity Awareness) Award

Operations

ECMC has begun using a surgical navigation system in the ORs. Negotiations were completed with CRNAs. Window replacement restarts in early March with the removal of the ECMC letters at the top of the building. A Board of Director's Strategic Retreat is scheduled for May 1, 2020.

The number of discharges for January 2020 is lower than January 2019, while the number of observation cases and case mix index have increased.

Chief Financial Officer

A summary of the financial results through January 31, 2020 was briefly reviewed and the full set of these materials are received and filed.

VI. Reports from Standing Committees

- a. **Executive Officers Committee:** Mr. Dandes invited Sue Gonzalez to give an update on the number of tickets left for Springfest and the Springfest Auction. Mr. Dandes congratulated Jim Turner and his team for the work done on the new lobby and Peter Culter for the media coverage of the opening. Anthony Colucci, III presented an update on Kensington Heights.
- b. **Finance Committee:** Mr. Seaman had nothing more to report.
- c. **Buildings and Grounds Committee:** Ronald Bennett reported on the progress of the Emergency Department construction site and the window replacement project.
- d. **Quality Improvement and Patient Safety Committee:** Michael Hoffert had nothing more to report.

All reports except that of the Performance Improvement Committee are received and filed.

VII. Recess to Executive Session – Matters Made Confidential by Law

Moved by Eugenio Russi and seconded by Michael Seaman to enter into Executive Session at 5:24 p.m. to consider matters made confidential by law, including certain litigation matters, strategic investments, and business plans.

Motion approved unanimously.

VIII. Reconvene in Open Session

Moved by Michael Seaman and seconded by Sharon Hanson to reconvene in Open Session at 5:30 p.m. No action was taken by the Board of Directors in Executive Session

Motion approved unanimously

Resolution Receiving and Filing Medical-Dental Staff Meeting Minutes
Moved by Eugenio Russi and seconded by Sharon Hanson
Motion approved unanimously

IX. Adjournment

Moved by Sharon Hanson and seconded by Michael Seaman to adjourn the Board of Directors meeting at 5:38 p.m.

A handwritten signature in cursive script, reading "Michael A. Badger", is written over a horizontal line. A vertical line is positioned to the right of the signature.

Michael A. Badger
Corporation Secretary

A Resolution Approving New York State Nurses Association Agreement

Approved February 25, 2020

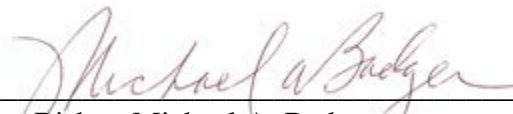
WHEREAS, the Corporation has engaged in good faith negotiations for a new collective bargaining agreement (the “Agreement”) with the New York State Nurses Association (“NYSNA”) for Certified Registered Nurse Anesthetists (“CRNA”s), effective upon ratification, and with such Agreement to replace the existing CRNA agreement with NYSNA; and

WHEREAS, NYSNA CRNA members voted on the acceptability of the Agreement on February 13, 2020 and ratified the Agreement at that time; and

WHEREAS, the Board of Directors has received information from Corporation administrative staff concerning the Agreement along with the recommendation from the administrative staff to approve the Agreement and has determined it is in the best interest of the Corporation to execute the Agreement substantially consistent with the terms and conditions presented to the Board on February 25, 2020; and

NOW, THEREFORE, the Board of Directors resolves as follows:

1. The Corporation is hereby authorized to enter into the Agreement with NYSNA and to execute the Agreement, subject to formal notice of ratification of the Agreement by NYSNA members.
2. This resolution shall take effect immediately.



Bishop Michael A. Badger
Corporation Secretary

A Resolution of the Board of Directors Authorizing SDVOB Discretionary Purchases

Approved February 25, 2020

WHEREAS, New York Public Authorities Law Section 2879 requires Erie County Medical Center Corporation (the "Corporation") to adopt procurement guidelines which include provisions relating to the circumstances under which the board may by resolution waive competition ("Discretionary Spends");

WHEREAS, the Board of Directors of the Corporation (the "Board") has authorized such Discretionary Spends in amounts up to \$500,000 with Minority and Women-owned Business Enterprises and NYS small business; and

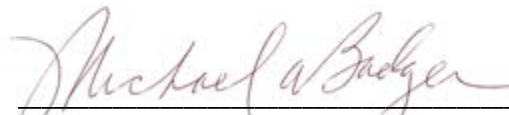
WHEREAS, the Corporation is additionally required to target annual goals of six percent (6%) spend with Service-Disabled Veteran-Owned Businesses ("SDVOB"s); and

WHEREAS, to assist with meeting this goal, the Board wishes to authorize Discretionary Spends for commodities or services with SDVOBs in amounts not to exceed \$500,000 without engaging in a formal competitive process, provided that the price of such commodities or services is determined to be reasonable; and

WHEREAS, in accordance with New York Public Authorities Law and the Corporation's Procurement Guidelines, the Board must grant the authority to the Corporation to effectuate such Discretionary Spends by resolution of the Board;

NOW, THEREFORE, the Board of Directors resolves as follows:

1. The Board of Directors of the Corporation hereby authorizes the Corporation to award contracts for commodities or services in amounts not to exceed \$500,000 to SDVOBs without a formal competitive process, provided that the price of the commodities or services is determined to be reasonable in accordance with the Corporation's Procurement Guidelines and applicable laws and regulations.
2. The Corporation is authorized to do all things necessary and appropriate to effectuate this resolution.
3. This resolution shall take effect immediately.



Bishop Michael A. Badger
Corporation Secretary

**Resolution Designating the
Naming of Certain Spaces and Structures**

Approved February 25, 2020

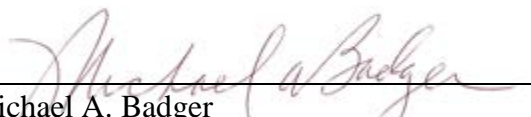
WHEREAS, by Resolution approved by Erie County Medical Center Corporation (the "Corporation")'s Board of Directors on October 31, 2017, the Corporation set forth its policy regarding the naming of spaces and structures owned or otherwise controlled by the Corporation; and

WHEREAS, consistent with the Corporation's policy, the ECMC Foundation, Inc. has engaged in negotiation with several donors to the Foundation regarding acknowledgement of donations that includes, among other things, the opportunity to name a Corporation space or structure in the honor or memory of a person or entity; and

WHEREAS, the Foundation has provided a listing of the information called for by the Corporation policy and is seeking the approval of the Board of Directors of the Corporation regarding the naming of spaces and structures as detailed on the attachment to this resolution;

NOW, THEREFORE, the Board of Directors resolves as follows:

1. The recommendations submitted by the Foundation as detailed on the attachment to this resolution are hereby approved.
2. The Foundation is delegated the authority to implement the naming substantially in accordance with the information contained in the attachment and in accordance with the Corporation's October 31, 2017 policy as approved by the Board of Directors.
3. This resolution shall take effect immediately.



Michael A. Badger
Corporation Secretary

**February Board
Approval**

Donor Name	Naming Opportunity	Location	Recognition Name
Cerner Corporation	Medication Mixing Room	ESI-1,2	Cerner Corporation
Charlene J. Ludlow	Treatment Room	Fastrack	Charlene & Tim Ludlow
Daniel J. Zimmer	Treatment Room	ESI-1,2	D.J.Zimmer Family