

ERIE COUNTY MEDICAL CENTER CORPORATION
APRIL 28, 2020 MINUTES OF THE
BOARD OF DIRECTORS REGULAR MEETING
CONFERENCE CALL

Present: Bishop Michael Badger, Ronald Bennett, Scott Bylewski, Ronald A. Chapin, Anthony J. Colucci, III, Jonathan Dandes, Darby Fishkin, Kathleen Grimm, MD, Sharon Hanson, Michael Hoffert, James Lawicki, Christopher O'Brien, William Pauly, Jennifer Persico, Thomas J. Quatroche, Jack Quinn, Eugino Russi, Michael Seaman

Also

Present: Donna Brown, Peter Cutler, Andrew Davis, Richard Embden, William Flynn, MD, Joseph Giglia, Susan Gonzalez, Al Hammonds, Donna Jones, Pamela Lee, Charlene Ludlow, Keith Lukasik, Brian Murray, MD, Jonathan Swiatkowski, 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 Sharon Hanson, the minutes of the March 25, 2020 regular meeting of the Board of Directors were unanimously approved.

III. Presentations

No presentations were made to the Board.

IV. Action Items

Resolution of the Board of Directors of Erie County Medical Center Corporation Approving Service Contracts in Excess of One Year us Emergency Procurements

Moved by Jennifer Persico and seconded by Michael Seaman

Motion approved unanimously

Resolution Receiving and Filing Medical-Dental Staff Meeting Minutes

Moved by Michael Hoffert and seconded by Jack Quinn

Motion approved unanimously

V. Reports of Corporation Management

Chief Executive Officer and President

Thomas Quatroche reported that the number of COVID-19 patients has been stable at 40 with approximately half on ventilators. Personal protective equipment, including N95 masks, remain at satisfactory levels. There are currently 174 employees offsite due to illness, childcare restrictions, self quarantine or employees working from home.

There have been three patients at Terrace View diagnosed with COVID-19. All residents have been given the option to be tested for COVID-19. Temperatures are checked three times a day of all residents.

Virtual visits have been initiated to care for outpatients. Over 5000 outpatients had virtual visits via phone or computer. ER patient virtual visits are beginning to increase. Mailings and a television commercial are informing the community of the hospital's virtual care options.

Both external and internal communication has been essential. Teleconference and webex meetings have been initiated to keep individuals informed. The CEO is recording weekly video messages to employees, and a weekly webex answering employee questions has been presented by the Senior Vice President of Nursing, Chief Safety Officer and the Senior Vice President of Operations. Additionally, weekly Leadership and Physician Council meetings are being held. Behavioral Health services are being provided to anyone in need.

Chief Financial Officer

Jonathan Swiatkowski reported that there was an operating loss of \$3.9 Million in February with less inpatient surgeries and a lower case mix index. March's expenses are projected to be higher than normal due to an increase in overtime with a revenue reduction due to a decrease in elective surgeries caused by the COVID-19 outbreak. Discussion followed concerning possible solutions to the current financial issues.

VI. Reports from Standing Committees

No Committee reports were presented to the Board.

VII. Adjournment

Moved by Jonathan Dandes and seconded by Sharon Hanson to adjourn the Board of Directors meeting at 5:06 p.m.

A handwritten signature in cursive script, reading "Michael A. Badger", is written in black ink on a white rectangular background.

Michael A. Badger
Corporation Secretary

Resolution Approving Coronavirus Emergency Procurements

Approved March 24, 2020

WHEREAS, the County of Erie and City of Buffalo have declared a state of emergency in response to the COVID-19 virus (the “Virus”) outbreak in Western New York; and

WHEREAS, Erie County Medical Center Corporation (the “Corporation”) is also in the process of emergency preparedness in response to the Virus; and

WHEREAS, New York State law and the Corporation’s Procurement Guidelines permit emergency procurements in the event of an immediate threat to public health, welfare, or safety; and

WHEREAS, such emergency procurements are limited to those supplies, services, or items necessary to meet the immediate emergency; must be made with such competition as is practicable under the circumstances; require approval of the Corporation Chief Executive Officer; and require ratification by the Corporation Board of Directors; and

WHEREAS, the Corporation has identified an emergent need to purchase supplies, equipment and/or services necessary to prevent, identify, treat and/or respond to the Virus’ spread in Western New York; and

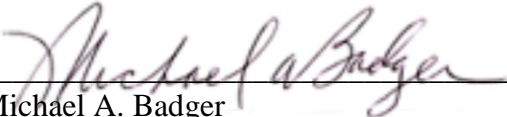
WHEREAS, the Board has reviewed the facts and circumstances and has determined that such emergency procurements are necessary due to the pending threat posed by the Virus to public health, welfare, and safety;

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

1. Any past purchases related to the Virus and made by the Corporation on an emergent basis are hereby ratified by the Board.
2. The Corporation is hereby authorized to make such purchases as it deems are necessary to respond to the Virus in Western New York, under such competition as is practicable under the circumstances.

3. The Corporation is authorized to take all steps necessary to effect this procurement in accordance with this resolution, New York State law, and the Corporation's Procurement Guidelines. To the extent that this Resolution conflicts with the Corporation's Procurement Guidelines, this Resolution shall control.

4. This resolution shall take effect immediately.



Michael A. Badger
Corporation Secretary

A Resolution of the Board of Directors Approving Prompt Payment

Approved March 24, 2020

WHEREAS, pursuant to New York Public Authorities Law Section 2880, Erie County Medical Center Corporation (the "Corporation") is required to adopt a policy for prompt payment of debts owed by the Corporation, including circumstances under which extension of timeline for payments shall be permitted; and

WHEREAS, the Governance Committee of the Board has reviewed the included Prompt Payment Policy and wishes to recommend its approval to the Board; and

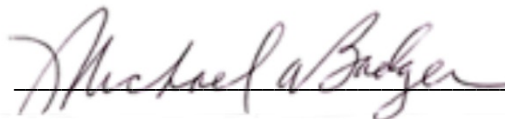
WHEREAS, the Board wishes to approve and adopt the Prompt Payment Policy in the form presented;

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

1. The Board of Directors of the Corporation approves the Prompt Payment Policy in the form presented and adopts it on behalf of the Corporation.

2. The Corporation is authorized to do all things necessary and appropriate to effectuate this resolution.

3. This resolution shall take effect immediately.



Michael A. Badger

Michael A. Badger
Corporation Secretary

A Resolution of the Board of Directors Approving Items for Annual Review

Approved March 24, 2020

WHEREAS, pursuant to New York Public Authorities Law, Erie County Medical Center Corporation (the "Corporation") is required to annually review and approve its procurement guidelines, property disposal guidelines, investment policy, and mission statement; and

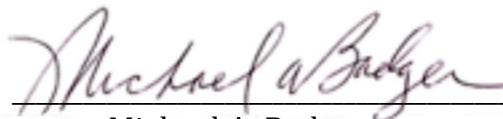
WHEREAS, the ECMCC Board has also assigned review of its affirmative action and EEO policy, code of conduct, conflict of interest policy, and whistleblower / non-retaliation policy to its Governance Committee (collectively with the above items, the "Items for Annual Review"); and

WHEREAS, the Governance Committee of the Board has reviewed the Items for Annual Review and wishes to recommend their approval to the Board; and

WHEREAS, the Board wishes to approve the Items for Annual Review in the form presented.

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

1. The Board of Directors of the Corporation approve the Items for Annual Review in the form presented.
2. The Corporation is authorized to do all things necessary and appropriate to effectuate this resolution.
3. This resolution shall take effect immediately.



Michael A. Badger
Corporation Secretary

**Resolution Receiving and Filing the
Report of Annual Audit Performed by RSM US LLP**

Approved March 24, 2020

WHEREAS, under section 3642 of the Public Authorities Law, Erie County Medical Center Corporation (the "Corporation") is obligated to have an annual audit performed by an independent certified public accountant; and

WHEREAS, the Corporation has engaged RSM US LLP to perform an annual audit of the Corporation's books, records, and accounts, among other things, for the period ending December 31, 2019; and

WHEREAS, the audit report has been reviewed by the Audit Committee of the Corporation's Board of Directors and said committee has recommended that the Corporation's annual audit report be received and filed.

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

1. The 2019 Annual Audit performed by RSM US LLP is hereby received and filed and the Corporation's management is directed to distribute the report in accordance with law.
2. This resolution shall take effect immediately.



Michael A. Badger
Corporation Secretary

Resolution Approving the Corporation's Annual Report

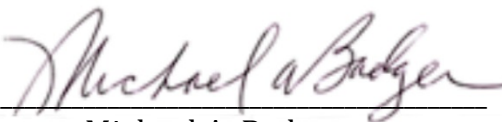
Approved March 24, 2020

WHEREAS, Erie County Medical Center Corporation (the "Corporation") is a public benefit corporation obligated under sections 2800 and 3642 of New York Public Authorities Law to prepare, approve and distribute an Annual Report of its operations; and

WHEREAS, the Corporation has prepared a draft of the 2019 Annual Report and distributed this draft to members of the Corporation's Board of Directors for consideration before the meeting called to consider approval;

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

1. The 2019 Annual Report prepared by the Corporation is approved in substantially the form and content as presented to the Board of Directors.
2. The Corporation is directed to file and distribute the 2019 Annual Report in the manner prescribed by New York Public Authorities Law.
3. This resolution shall take effect immediately.



Michael A. Badger
Corporation Secretary