

ERIE COUNTY MEDICAL CENTER CORPORATION
SEPTEMBER 24, 2019 MINUTES OF THE
BOARD OF DIRECTORS REGULAR MEETING
DR. JOSEPH A. ZIZZI, SR. CONFERENCE CENTER

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

Excused: Jennifer Persico

Also Present: Donna Brown, Samuel Cloud, MD, Andrew Davis, Richard Embden, William Flynn, MD, Steven Gary, Joseph Giglia, Susan Gonzalez, Al Hammonds, Donna Jones, Pamela Lee, Charlene Ludlow, Keith Lukasik, James Turner, Karen Ziemianski

I. Call to Order:

The meeting was called to order at 4:30 p.m. Jon Dandes recognized and congratulated Anthony DePinto and his staff at Terrace View on their 5 star rating from CMS.

II. Minutes

Upon a motion made by Darby Fishkin and seconded by Sharon Hanson, the minutes of the July 30, 2019 regular meeting and the August 30, 2019 special meeting of the Board of Directors were unanimously approved.

III. Board Presentations

2020 Budget Presentation

Stephen M. Gary, Sr., CPA, CGMA, Chief Financial Officer

Mr. Gary presented the 2020 operating and capital budgets as considered and recommended by the Board's Finance Committee. Mr. Gary also provided an overview of the regulatory budget reporting requirements and how management prepared the proposed budgets for 2020. The approved budgets will be distributed in accordance with applicable law and regulation.

IV. Action Items

Resolution Approving Emergency Digirad Imaging Equipment Rental

Moved by Jack Quinn and seconded by Christopher O'Brien.
Motion approved unanimously

Resolution Approving the 2020 Operating and Capital Budgets of the Corporation

Moved by Jack Quinn and seconded by Michael Seaman.
Motion approved unanimously

Resolution Designating the Naming of Certain Spaces and Structures

Moved by Sharon Hanson and seconded by Michael Seaman.
Motion approved unanimously

Resolution Receiving and Filing Medical-Dental Staff Meeting Minutes

Moved by Kathleen Grimm, MD and seconded Darby Fishkin.
Motion approved unanimously

V. Reports from the Corporation's Leadership Team

Chief Executive Officer and President

Quality

Thomas Quatroche reported that the Joint Commission made a follow-up visit and OMH, a licensure visit. Daily tiered huddles have been implemented. A new Safety Officer for Behavioral Health has been hired. The Quality and Patient Safety grid was presented to the board.

Patient Experience

The Patient Advocate team was nominated for the National Compassionate Caregiver of the Year Award. Patient experience scores continue to meet or exceed benchmarks and last year.

Culture

Mr. Quatroche reported on events within the institution hosted by the foundation and participation in community events and programs.

Operations

Mr. Quatroche reported that the NYSNA contract was adopted by its members and implemented by the institution. Dr. Richard Spiro was hired as the Chief of Neurosurgery. The building's window replacement project has begun. Year-to-date volume was reviewed and compared against last year.

Chief Financial Officer

A summary of the financial results through August 31, 2019 was briefly reviewed and the full set of these materials are received and filed.

V. Reports from Standing Committees

- a. **Executive Officers Committee:** Jonathan Dandes recognized Andrew Davis, Karen Ziemianski and Joseph Giglia for their work on the NYSNA contract. Mr. Dandes asked Susan Gonzalez to update the board on the Capital Campaign.
- b. **Finance Committee:** Michael Seaman had no additional information to report.
- c. **Buildings and Grounds Committee:** Ronald Bennett reported on the ongoing construction projects.
- d. **HR Committee:** Bishop Michael Badger reported on the latest HR Committee meeting.
- e. **Post-Acute QI:** Ronald Chapin reported that there will be upcoming initiatives discussed at the next meeting.
- f. **Quality Improvement and Patient Safety Committee:** Michael Hoffert had no additional information to report.

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

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

Moved by Bishop Badger and seconded by Michael Seaman to enter into Executive Session at 5:33 p.m. to consider matters made confidential by law, including certain personnel matter, litigation matters, strategic investments, and business plans.

Motion approved unanimously.

VII. Reconvene in Open Session

Moved by Sharon Hanson and seconded by Kathleen Grimm, MD to reconvene in Open Session at 5:52 p.m. No action was taken by the Board of Directors in Executive Session.

Motion approved unanimously.

VIII. Adjournment

Moved by Michael Badger and seconded by Darby Fishkin to adjourn the Board of Directors meeting at 5:53 p.m.



Michael A. Badger
Corporation Secretary

Resolution Approving Digirad Imaging Equipment Rental

Approved September 24, 2019

WHEREAS, Erie County Medical Center Corporation (the “Corporation”) received a safety recall notice from Philips Healthcare, the manufacturer of the Corporation’s two (2) Forte nuclear medical scanners; and

WHEREAS, the Corporation has immediate need for replacement imaging equipment to service the needs of its patients; and

WHEREAS, the Corporation previously placed an order for new nuclear radiology equipment from GE Healthcare in accordance with its procurement guidelines and New York State law; and

WHEREAS, the GE Healthcare equipment – which would otherwise replace the now-recalled equipment – is not expected to be available for at least twelve (12) weeks, and thereafter will need to be installed; and

WHEREAS, Digirad Corporation offers rentals of similar equipment that can be delivered and installed at the Corporation within approximately one (1) week; and

WHEREAS, New York State law and the Corporation’s Procurement Guidelines permit emergency procurements to prevent or minimize serious disruption of Corporation services jeopardizing patient 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, Digirad is the only company that was able to meet the Corporation’s immediate needs, and is able to provide a temporary product until such time as the GE product can be delivered and installed at the Corporation; and

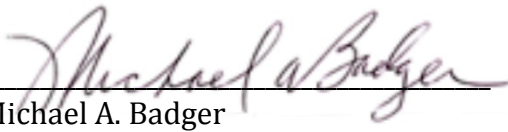
WHEREAS, the Chief Executive Officer of the Corporation has approved this procurement as an emergency procurement necessary to meet the immediate needs of the Corporation, as set forth in the attached Emergency Procurement Justification form; and

WHEREAS, the Board has reviewed the facts and circumstances and has determined that this emergency procurement is necessary to prevent or minimize serious disruption of Corporation services jeopardizing patient health, welfare or safety;

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

1. The Corporation is hereby authorized to rent nuclear imaging equipment from Digirad on an as-needed basis in an amount up to \$200,000 as an emergency procurement to prevent or minimize serious disruption of Corporation services jeopardizing patient health, welfare or safety.
2. 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.

3. This resolution shall take effect immediately.



Michael A. Badger
Corporation Secretary



EMERGENCY PROCUREMENT JUSTIFICATION

In the case of a public emergency arising out of an accident or other unforeseen occurrence or condition whereby circumstances affecting public buildings, public property or the life, health, safety or property of ECMCC's patients, require immediate action which cannot await competitive bidding or competitive offering, contracts for public work or the purchase of supplies, material or equipment may be let by the appropriate officer, board or agency of a political subdivision or district therein. See NY General Municipal Law § 103(4).

ECMCC's procurement guidelines require the following:

- (1) The emergency Procurement shall be limited to those supplies, services or construction items necessary to meet the immediate emergency;
- (2) Whenever practicable, approval of the CEO shall be obtained prior to the Procurement;
- (3) Emergency Procurements shall be made with such competition as is practicable under the circumstances;
- (4) The official responsible for the Procurement shall submit to the Board of Directors a written determination of the basis for the emergency and for the selection of the particular Contractor prior to the next meeting of the Board and the Board shall ratify the Emergency Procurement at such Board meeting.

Vendor: Digirad Corporation	Date: 9/24/19
Official Responsible for Procurement: Marc Labelle	Total Dollar Amount: \$60,000-\$200,000 (amount varies depending on length of need)
Dept./Title: Unit Manager, OR	Phone/e-mail: x. 3593 / mlabelle@ecmc.edu

Attach dated quote and any other relevant documentation regarding the procurement.

1. Name of product and manufacturer or supplier:

Digirad Corporation's Cardius Multi-Head Cardiac Imaging System

2. Fully describe the circumstances leading to the need for this procurement.

ECMCC received a recall from Phillips Healthcare regarding its Forte nuclear medicine scanners that indicated the scanners may pose an immediate threat to patient safety. At this time, Phillips is unable to provide a remedy to the issue or a timetable for repair. ECMCC has a continuous need to provide these ongoing imaging services to its patients. ECMCC has placed an order for a permanent replacement from GE Healthcare, but will not receive the new equipment for a minimum of twelve weeks.

3. Describe how this vendor can meet ECMCC's immediate needs.

Digirad Corporation's Cardius Multi-Head Cardiac Imaging System is a rentable, portable unit that can perform the testing needs previously provided by Philips on a temporary basis, avoiding transferring or diverting patients from our facility. The unit can be delivered to ECMCC in approximately one week, can be rented on a weekly basis, and can be returned upon obtaining the GE product mentioned above.

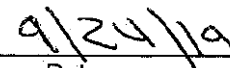
4. Describe any efforts used to determine that this vendor is the best opportunity available to ECMCC under the circumstances.

My staff and I placed calls and emailed numerous companies for potential temporary solutions. Of them, only Digirad was able to meet ECMCC's immediate needs. Two other potential alternate solutions we explored were Front Range Nuclear Services, which did not have any units available and placed us on a waiting list, and Alliance Radiology Healthcare, which has not responded to our inquiry.

JUSTIFICATION OF EMERGENCY PROCUREMENT



Signature of Preparer



Date

APPROVED AS EMERGENCY PROCUREMENT

Signature of ECMCC CEO

Date

**Resolution Approving the
2020 Operating and Capital Budgets of the Corporation.**

Approved September 24, 2019

WHEREAS, the Corporation is required by New York Public Authorities Law to prepare and submit an operating and capital budget annually no later than ninety (90) days before the commencement of the Corporation's fiscal year, on January 1; and

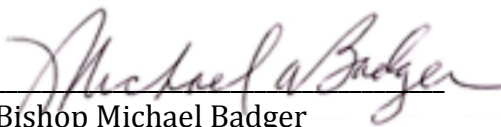
WHEREAS, New York law and regulations set forth the various elements of an acceptable budget process and require that an approved budget be publicly filed no later than September 30, 2019 this year; and

WHEREAS, the Corporation's management team has prepared operating and capital budgets for the year 2020 in accord with regulatory requirements, has presented those budgets, and the assumptions upon which they are based, to the Finance Committee of the Board of Directors on September 17, 2019 and the Finance Committee is recommending approval of the budgets as presented; and

WHEREAS, the Corporation Board of Directors received the operating and capital budgets in advance of the September 24, 2019 regular meeting and a presentation on these budgets was completed at the Corporation's regular meeting of the Board of Directors on September 24, 2019;

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

1. The 2020 Operating and Capital budgets of the Corporation as presented to the Board of Directors on September 24, 2019 are approved.
2. The Corporation is directed to timely file these budgets in accordance with applicable law and regulation.
3. This resolution shall take effect immediately.



Bishop Michael Badger
Corporation Secretary

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

Approved September 24, 2019

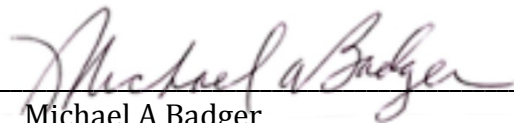
WHEREAS, by Resolution approved by the Corporation's Board of Directors on October 31, 2017, the Corporation set forth its policy regarding the naming of spaces and structures owned or otherwise controlled by the Corporation; and

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

<i>September Board Approval</i>	<i>Donor Name</i>	<i>Naming Opportunity</i>	<i>Location</i>	<i>Recognition Name</i>
	Pepsi Beverages Company	Tower Elevator Nursing Station Ambulance Docking, Vestibule & Reception	Main Hospital Trauma Ambulance Area	PepsiCo / Pepsi Beverages Company
	Lawley	Elevator Package	Main Hospital; Connector Hallway	Lawley
	William Randolph Hearst Foundation	Command Center	Care Initiation	Hearst Foundations
	Dr. Ravi K. Desai	Triage Room	Care Initiation	Dr. Ravi Desai & Dr. Angela McLellan-Desai