

ERIE COUNTY MEDICAL CENTER CORPORATION
OCTOBER 29, 2019 MINUTES OF THE
BOARD OF DIRECTORS REGULAR MEETING
DR. JOSEPH A. ZIZZI, SR. CONFERENCE CENTER

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

Excused: Bishop Michael Badger, Ronald Chapin, Jack Quinn

Also Present: Donna Brown, Peter Cutler, Andrew Davis, Richard Embden, Stephen Gary, Joseph Giglia, Susan Gonzalez, Al Hammonds, Donna Jones, Pamela Lee, Charlene Ludlow, Keith Lukasik, James Turner

I. Call to Order:

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

II. Minutes

The minutes of the September 24, 2019 regular meeting of the Board of Directors could not be approved due to a lack of quorum.

III. Board Presentations

**Millennium Collaborative Care Budget
Al Hammonds, CSSBB, Executive Director**

Mr. Hammonds reported on the progress in performance made by Millennium Collaborative Care over the last four (4) years and presented the year five (5) proposed budget.

IV. Reports from the Corporation's Leadership Team

Chief Executive Officer and President

Quality

Thomas Quatroche reported that there were ten (10) departments each that reported no CLABSIs or CAUTIs from September of 2018 through September 2019. The institution hosted a SANE conference and a hand-sanitation campaign began.

Patient Experience

The Patient Advocate group introduced a seven (7) week series focused on patient experience. The Diversity and Inclusion Lunch and Learn Series was also launched with the topic of how “Unconscious Biases Impact How We Treat & Care for Patients”. 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 staffing committee has been established and research has begun to determine the area of greatest need for new nursing positions. Window replacement continues on the building and 200 additional parking spots have been opened.

Chief Financial Officer

A summary of the financial results through September 30, 2019 was briefly reviewed and the full set of these materials are received and filed.

A quorum was established at 4:39 p.m. Upon a motion made by Michael Hoffert and seconded by Eugenio Russi, the minutes of the September 24, 2019 regular meeting were unanimously approved.

V. Action Items

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

Moved by Jennifer Persico and seconded by Sharon Hanson.

Motion approved unanimously

Resolution Designating the Naming of Certain Spaces and Structures

Moved by Michael Hoffert and seconded by Michael Seaman.

Motion approved unanimously

Resolution Receiving and Filing Medical-Dental Staff Meeting Minutes

Moved by Jennifer Persico and seconded by Darby Fishkin.

Motion approved unanimously

Mr. Seaman reported that the Board’s Finance Committee considered and recommends the Millennium Collaborative Care Budget for approval.

Moved by Michael Seaman and seconded by Sharon Hanson.

Motion approved unanimously

V. Reports from Standing Committees

- a. **Executive Officers Committee:** A year-to-date total for the Annual Fund is approximately \$179,000 with over 340 new contributors. Mr. Dandes requested 100% participation from the board members. The Kensington Heights project continues to progress in development.
- b. **Finance Committee:** Michael Seaman had no additional information to report.
- c. **Audit Committee:** Darby Fishkin reported that risk management met with the committee and reviewed the insurance requirements of the institution.
- d. **Buildings and Grounds Committee:** Ronald Bennett reported on the ongoing construction projects.
- e. **Contract Committee:** Jennifer Persico had no additional information to report.
- 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.

Brian Murray, M.D. requested that the Board appoint Richard Spiro, M.D. as Chief of Neurosurgeon.

Moved by Jennifer Persico and seconded by Michael Hoffert.

Motion approved unanimously

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

Moved by Darby Fishkin and seconded by Michael Seaman to enter into Executive Session at 5:02 p.m. to consider matters made confidential by law, including certain personnel matter, litigation matters, strategic investments, and business plans.

Motion approved unanimously.

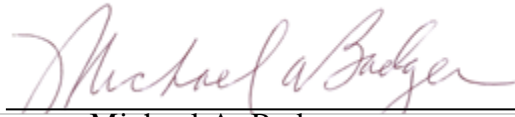
VII. Reconvene in Open Session

Moved by Michael Seaman and seconded by Sharon Hanson to reconvene in Open Session at 6:07 p.m. No action was taken by the Board of Directors in Executive Session.

Motion approved unanimously.

VIII. Adjournment

Moved by Jennifer Persico and seconded by Darby Fishkin to adjourn the Board of Directors meeting at 6:08 p.m.

A handwritten signature in red ink that reads "Michael A. Badger". The signature is written in a cursive style and is positioned above a horizontal line.

Michael A. Badger
Corporation Secretary

**A Resolution of the Board of Directors of Erie County Medical Center Corporation
Approving Service Contracts in Excess of One Year**

Approved October 29, 2019

WHEREAS, in accordance with New York Public Authorities Law § 2879(3)(b)(ii), all agreements for services to be rendered in excess of one year (the “Applicable Contracts”) are required to be reviewed and approved by the Erie County Medical Center Corporation (the “Corporation”) Board of Directors (the “Board”) via resolution; and

WHEREAS, in accordance with Article VI, Section 20 of the Corporation By-Laws, the Corporation has delegated primary responsibility for review of these contracts to the Contracts Committee of the Board; and

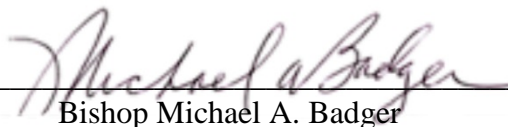
WHEREAS, on October 23, 2019, the Contracts Committee met and reviewed the Applicable Contracts executed during the period between July 1, 2019 through September 30, 2019; and

WHEREAS, the Contracts Committee approved the ratification of the Applicable Contracts in their current form; and

WHEREAS, the Contracts Committee recommends to the Board that the Corporation approve and ratify the Applicable Contracts;

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

1. The Board of Directors of Erie County Medical Center Corporation hereby approves and ratifies the Applicable Contracts described in the attachment to this Resolution.
2. This resolution shall take effect immediately.



Bishop Michael A. Badger
Corporation Secretary

Contracts Committee
July 1 - September 30, 2019

Vendor	Contract Type	Department	Effective Date	Expiration Date	Description	Annual Estimated Value
Aiad, Jean, DDS	Employment Agreement	Dental	7/1/2019	7/1/2022	Dr. Aiad to provide dentistry services as an 0.6 FTE.	\$104,000
Align Healthcare Solutions, LLC	Professional services agreement	Revenue Cycle	6/10/2019	6/9/2020	Engages Align to provide interim revenue cycle management leader.	\$214,240
Cerner	Software and Support Agreement	Revenue Cycle	9/27/2019	1/9/2029	Addition to joint ECMCC-Kaleida Health-Cerner agreement for transaction services (including revenue manager and claims editor components) to Cerner EMR platform. Agreement runs coterminous with underlying EMR agreement.	\$107,208
Cerner	Software and Support Agreement	Information Technology	App. 11/1/19	App. 10/31/22	Implements Cerner's Patient Observer system. Primarily an implementation and licensing agreement, but includes \$1,206 monthly software support fee, reflected in value column. In addition to the monthly fee, there is a three-year license fee of \$92,000, a \$63,249.71 equipment fee, and a \$80,330 professional services fee.	\$14,472
Colebeck, Amanda, DDS	Employment Agreement	Dental	5/15/2019	5/15/2022	Dr. Colebeck to provide maxillofacial prosthodontics and dentistry services as a 1.0 FTE.	\$250,000
Kelly, James Edward	Endorsement Agreement	Marketing	9/1/2019	9/30/2021	Endorsement agreement with former Buffalo Bills quarterback Jim Kelly.	\$75,000
Kolber, Brooke, DDS	Employment Agreement	Dental	9/30/2019	9/30/2022	Dr. Kolber to provide dentistry services as an 0.4 FTE.	\$70,000
Nagai, Michael, MD	Employment Agreement	Medical	7/1/2019	7/1/2022	Dr. Nagai to provide head and neck surgery and associated oral and maxillofacial surgery services as a 1.0 FTE.	\$485,000
University Orthopaedic Services, Inc.	Professional services agreement	Medical	5/1/2019	5/31/2020	2nd Amendment adds Physician Extenders to be leased to ECMCC on an as-needed basis. Services billed hourly based on ECMCC needs	

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

Approved October 29, 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>October Board Approval</i>	<i>Donor Name</i>	<i>Naming Opportunity</i>	<i>Location</i>	<i>Recognition Name</i>	<i>Commitment</i>
	Dr. Sergio Anillo	Triage Room	Care Initiation	Sergio J. Anillo, MD	
	The Baird Foundation	Triage Room	Care Initiation	The Baird Foundation	
	Richard Embden	Data Management Room; Telemedicine Room	Fastrack; ESI-3	Richard & Kristal Embden	
	ECHRA	Staff Rest Area	Connector Hallway	Erie County Hospital Retirement Association	
	Joseph Giglia	Staff Room	ESI-3	Joseph T. Giglia & Kathryn M. Giglia	
	Phillips Lytle LLP	Environmental Services	Connector Hallway	Phillips Lytle LLP	