

ERIE COUNTY MEDICAL CENTER CORPORATION  
JUNE 23, 2020 MINUTES OF THE  
BOARD OF DIRECTORS REGULAR MEETING  
TELECONFERENCE CALL

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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, Eugenio Russi, Michael Seaman

Excused: William Pauly, Jack Quinn

Also

Present: Donna Brown, Peter Cutler, Andrew Davis, Richard Embden, Joseph Giglia, Susan Gonzalez, Al Hammonds, Donna Jones, Pamela Lee, Charlene Ludlow, Keith Lukasik, Brian Murray, MD, Jonathan Swiatkowski, James Turner, Karen Ziemianski

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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 May 26, 2020 regular meeting of the Board of Directors were unanimously approved.

III. Action Items

Resolution Approving Execution of KeyBank National Association Loan Documents

Moved by Jennifer Persico and seconded by Sharon Hanson

**Motion approved unanimously**

Resolution Receiving and Filing Medical-Dental Staff Meeting Minutes

Moved by Dr. Kathleen Grimm and seconded by Jennifer Persico

**Motion approved unanimously**

IV. Reports of Corporation Management

**Chief Executive Officer and President**

COVID-19 Update

Thomas Quatroche thanked the Board members who were able to join the staff of the hospital in a show of solidarity against racism and injustice. Andrew Davis reported that there has been a reengagement of the ECMC Diversity Council and that efforts were being made to increase awareness and training among the employees. Jonathan Dandes announced that the Board would be required to participate in diversity training.

The hospital has had a total of 216 COVID-19 patients; 59 of whom have needed ventilators; 106 of 1905 individual employees have tested positive for antibodies. The Purchasing department is maintaining over 60 days of Personal Protective Equipment supplies on hand.

Dr. Quatroche congratulated the MICU for receiving the Silver Beacon Award for Excellence. Quality continues to be a priority for the hospital and Patient Experience scores continue to exceed goals. The Digital Health Program will be led by Keith Lukasik.

The new Keybank ED and Trauma Center opened in early June. ECMC joined with the Buffalo Center for Health Equity Inc. to provide a faith-based COVID -19 community response. ECMC awarded a \$1.125M grant to the African-American Health Equity Task Force. The grant funded a 12-week emergency community outreach program to assist the underserved and uninsured in need of testing.

Patient visitation has resumed in the hospital for a 4 hour period, one visitor per patient at one time. Visitation continues to be restricted at Terrace View. Stage 2 of the construction for the ED project has commenced and the window project continues. A strategic planning session will be considered for July.

#### **Chief Financial Officer**

Jonathan Swiatkowski reported that the financial losses to the hospital during the pandemic continue. There was a net operating loss of \$26.1 million in May. ECMC has been given approval to resume both inpatient and outpatient elective non-emergent surgeries. Mr. Swiatkowski presented information describing the year-to-date effect of the pandemic on the hospital's finances and possible solutions for mitigating losses.

#### V. Reports from the Standing Committee Chairs

- a. **Executive Officers Committee:** Mr. Dandes stated that the Executive Committee was focusing on the current financial challenges of the institution and the reevaluation of the strategic plan.
- b. **Finance Committee:** Mr. Seaman had nothing more to report.
- c. **Investment Committee:** Mr. Swiatkoski reported that the investment committee approved a shift to lower risk and improve performance.

- d. **Quality Improvement and Patient Safety Committee:** Michael Hoffert had nothing more to report.
- VI. Executive Session  
There was no Executive Session.
- VII. Adjournment  
Moved by Jonathan Dandes and seconded by Sharon Hanson to adjourn the Board of Directors meeting at 5:28 p.m.

  
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Michael A. Badger  
Corporation Secretary

## Resolution Approving Execution of Keybank National Association Loan Documents

Approved June 23, 2020

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WHEREAS, Erie County Medical Center Corporation (the "Corporation") has been approved by Keybank National Association (the "Lender") for a \$10 million loan (the "Loan") through the federal Small Business Administration ("SBA") Payment Protection Program; and

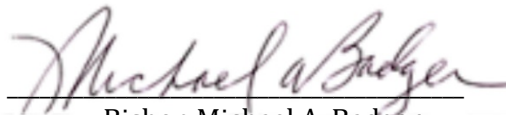
WHEREAS, the Loan has potential for full forgiveness upon use of sixty percent (60%) of the amount of the Loan for payroll costs; and

WHEREAS, the Loan documents prepared by the Lender have been reviewed and approved by the Corporation's Chief Financial Officer and Office of General Counsel; and

WHEREAS, the Board of Directors wishes to authorize the Loan and required Loan documents, as approved;

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

1. The Chief Financial Officer of the Corporation is hereby authorized and empowered in the name and on behalf of this Corporation to execute and deliver to the Lender and the SBA, in the form required by the Lender and the SBA, the following documents required to effectuate the Loan:
  - (a) The application for the Loan, not to exceed in principal the amount of \$10 million, maturing upon such date or dates and bearing interest at such rate or rates as may be prescribed by the Lender and the SBA, which Loan shall be guaranteed by the SBA pursuant to 15 U.S.C § 636(a)(36);
  - (b) the Note signed by the Corporation evidencing such Loan; and
  - (c) any other instruments or agreements or loan documents which may be required by the Lender or the SBA in connection with the Loan.
2. Any indebtedness heretofore contracted and any Loan documents heretofore made with the Lender or the SBA on behalf of the Corporation, and all acts of members, agents, and officers of this Corporation in connection with said indebtedness or said Loan documents, are hereby ratified and confirmed.
3. The Lender and the SBA are authorized to rely upon this resolution until receipt of written notice of any change.
4. This resolution shall take effect immediately.



Bishop Michael A. Badger  
Corporation Secretary