

ERIE COUNTY MEDICAL CENTER CORPORATION
JULY 28, 2020 MINUTES OF THE
BOARD OF DIRECTORS REGULAR MEETING
JAZZBOLINE, 5010 MAIN STREET, WILLIAMSVILLE/ TELECONFERENCE CALL

Present: Bishop Michael Badger, Ronald Bennett, Scott Bylewski, 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, Eugenio Russi

Excused: Ronald A. Chapin, Michael Seaman

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

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 Bishop Michael Badger, the minutes of the June 23, 2020 regular meeting of the Board of Directors were unanimously approved.

III. 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 of the Board of Directors Authorizing the Transfer of Funds to Grider Community Gardens, LLC

Moved by Jennifer Persico and seconded by Sharon Hanson

Motion approved unanimously

Resolution of the Board of Directors Authorizing the Submission of DSRIP Transition Plan Checklist and Attestation

Moved by Dr. Kathleen Grimm and seconded by Jennifer Persico

Motion approved unanimously

Resolution Designating the Naming of Certain Spaces and Structures

Moved by Jack Quinn and seconded by Jennifer Persico

Motion approved unanimously

Resolution Receiving and Filing Medical-Dental Staff Meeting Minutes

Moved by Jennifer Persico and seconded by Michael Hoffert

Motion approved unanimously

IV. Reports of Corporation Management

Chief Executive Officer and President

COVID-19 Update

Thomas Quatroche gave an update on the monthly COVID statistics for the hospital. He also reported on the initiative, Journey to Zero, listing a number of courses and programs completed by staff members to improve and further ensure the quality care given to patients. The MICU received the Beacon Award for Excellence.

Mr. Quatroche reported that Patient Experience scores continue to remain high despite the pandemic.

Terrace View visitation will resume 28 days after the last positive COVID test in the facility. The search for a new Administrator at Terrace View continues. The former ED is now being utilized as an observation unit. Mr. Quatroche briefly updated the board on the ongoing construction projects.

Andy Davis reported on the steps that the hospital is taking to prepare for a possible COVID surge in the fall including PPE, alternate solutions for child care and isolation needs for staff members.

Dr. Quatroche reported that volume numbers are beginning to return to pre-COVID levels.

Chief Financial Officer

Jonathan Swiatkowski reported that signs of financial recovery were seen during the month with an improvement in volume, the resumption of surgeries and an increase in emergency room visits. There was a net operating loss of \$3.7 million in June. 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 commends the Executive Team and staff of the hospital in the impeccable opening of the new ED and Trauma Center.

b. **Finance Committee:** Mr. Seaman had nothing more to report.

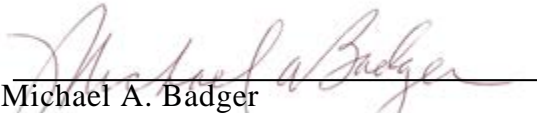
- c. **Quality Improvement and Patient Safety Committee:** Michael Hoffert gave a brief summary of the QI and Patient Safety Committee meeting on July 14th.

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 4:59 p.m.

A handwritten signature in cursive script, appearing to read "Michael A. Badger", is written over a horizontal line. The signature is in dark ink and is positioned above the printed name and title.

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 July 28, 2020

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

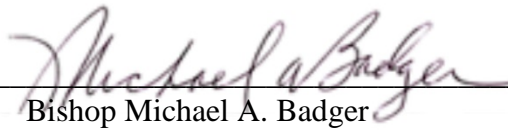
WHEREAS, on July 22, 2020, the Contracts Committee met and reviewed the Applicable Contracts executed during the period between April 1, 2020 through June 30, 2020; and

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
April 1, 2020 - June 30, 2020**

Vendor	Contract Type	Department	Effective Date	Expiration Date	Description	Annual Estimated Value
Arthur E. Orlick, M.D., PLLC	Professional Services Agreement (First Amendment)	Medical	1/1/2018	12/31/2020	Reduces hours of assistant medical director Dr. Orlick due to COVID-19 pandemic.	\$243,000 (2018 and 2019); \$232,250 (2020)
Blount Consulting Solutions, LLC	Consulting Services Agreement (First Amendment)	Administration	1/1/2019	4/30/2020	Extends ECMCC agreement through April 2020.	\$120,000
Blount Consulting Solutions, LLC	DSRIP Consulting Services Agreement (First Amendment)	DSRIP	1/1/2019	12/31/2020	Extends DSRIP agreement through December 2020.	\$180,000
City Mission Society, Inc. d/b/a Buffalo City Mission	Professional Services Agreement (First Amendment)	General	8/3/2015	8/2/2021	Decreases the number of beds set aside for ECMCC at Buffalo City Mission, increases the cost per bed, and extends agreement into 2021.	\$62,050
Cross Country Staffing, Inc. d/b/a Cross Country Healthcare Services	Staffing Services Agreement	Human Resources	12/8/2016	12/7/2020	Extends staffing agreement through December 2020.	Varies based on staff placed at ECMCC
Evicore Healthcare MSI, LLC d/b/a Evicore Healthcare	Services Agreement (Third Amendment)	Human Resources	5/1/2016	4/30/2021	Extends Employee Assistance Services agreement through April 2021.	\$71,040
Townsquare Media of Buffalo	Sponsorship Agreement	Marketing	1/21/2020	12/31/2021	ECMCC to be featured in numerous radio spots, campaigns, radiothons, and live events on Townsquare Media stations.	\$125,000
University at Buffalo Neurosurgery, Inc.	Professional Services Agreement (Second Amendment)	Medical	9/1/2015	9/29/2021	Amends agreement to allow UBNI to bill for professional component while ECMCC retains technical component; replaces list of physicians performing under agreement; adds advanced practice provider services; and increases on call rate.	\$860,000 for on-call and APP services, and RVUs for physician clinic sessions
University Orthopaedic Services, Inc.	Professional Services Agreement (Third Amendment)	Medical	6/1/2017	11/30/2020	Extends agreement an additional six months.	\$1,542,315, plus collections from billings for inpatient services
University Psychiatric Practice, Inc.	Professional Services Agreement	Medical	8/1/2019	7/31/2021	UPPI to provide physicians and support staff to perform teaching, administrative, and support services related to the Emergency Psychiatry Fellowship Program.	\$156,000
University Surgeons, Inc.	Professional Services Agreement (Fourth Amendment)	Medical	6/1/2015	5/31/2021	Increases Dr. Stephan clinical services from 0.2 FTE to 1.0 FTE, and extends agreement into 2021.	\$455,760, plus \$285/clinic session for NPs, and RVUs for compensation for other physicians in clinics.

**A Resolution of the Board of Directors Authorizing the Transfer of Funds
to Grider Community Gardens, LLC**

Approved July 28, 2020

WHEREAS, Erie County Medical Center Corporation (the "Corporation") is the sole member of Grider Community Gardens, LLC (the "Company"); and

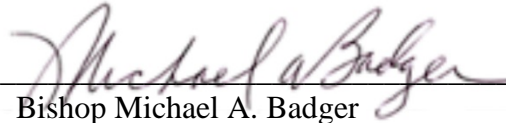
WHEREAS, the Company had need of additional funding to support the acquisition and maintenance of property in the areas surrounding the Corporation's Grider Street campus; and

WHEREAS, the Corporation has determined that it is in the best interests of the Company and the Corporation to provide this funding for the Company; and

WHEREAS, upon the recommendation of the Corporation's Chief Executive Officer, the Corporation wishes to transfer sufficient funds to the Company to support its acquisition efforts;

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

1. The Corporation is authorized to transfer five hundred thousand dollars (\$500,000.00) to the Company for purpose of acquiring and maintaining properties in the areas surrounding the Corporation's Grider Street campus.
2. This resolution shall take effect immediately.



Bishop Michael A. Badger
Corporation Secretary

**A Resolution of the Board of Directors Authorizing the Submission of
DSRIP Transition Plan Checklist and Attestation**

Approved July 28, 2020

WHEREAS, Erie County Medical Center Corporation (the “Corporation”) is the lead entity in the Millennium Collaborative Care Performing Provider System under the New York State Department of Health Delivery System Reform Incentive Payment (“DSRIP”) program; and

WHEREAS, the DSRIP program formally ended on March 31, 2020; and


WHEREAS, as part of the wind-down process, the Department of Health requires periodic submission by the Corporation of various transition documents; and

WHEREAS, the Department of Health has requested that the Corporation submit by August 3, 2020 the attached Transition Plan Checklist and Attestation following review and approval by the Corporation Board of Directors; and

WHEREAS, the Board of Directors has reviewed the documents;

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

1. The Board of Directors of the Corporation approves and authorizes the submission of the Transition Plan Checklist and Attestation in substantially the form attached to this Resolution.
2. This resolution shall take effect immediately.



Bishop Michael A. Badger
Corporation Secretary

**ERIE COUNTY MEDICAL CENTER CORPORATION
MILLENNIUM COLLABORATIVE CARE
Transition Plan Checklist and Attestation To Accompany
August 3rd, 2020 Submission**

1. Please check off the current PPS Legal Structure below and provide the associated legal certificate(s). Please check all that apply:
 - Limited Liability Company
 - Not-For-Profit Corporation
 - Business Corporation
 - Article 28 licensed entity, including active parent entities
 - 501(c)(3) exempt organization
 - Other, specify:

2. Provide all corresponding legal certificates indicating the legal structure specified in #1.
See Attachment A.

3. Provide all operating agreements, bylaws, Certificates or Articles of Incorporation, IRS exemption letter, and any other member or shareholder agreements that inform governance or operations. Please check off what is being submitted and all that apply:
 - Bylaws
 - Operating Agreement
 - Certificate/Articles of Incorporation
 - IRS exemption letter
 - Member/Shareholder Agreements
 - Other, specify: Erie County Medical Center Corporation ("ECMCC") by-laws, and governance agreement between ECMCC and MCC PPS Management, LLC . **See Attachment B.**

4. Will the current PPS legal and governance structure remain after December 31, 2020 and assume all legal and financial obligations for the duration of the applicable audit and statute of limitations periods running from December 31, 2020?
 - Yes; if yes, go to question #6
 - No; if no, go to question #5

5. If the PPS legal and governance structure will not remain, the PPS is required to designate a legal successor entity pursuant to the June 24th, 2020 "DSRIP and PPS Transition Guidance".
 - a. Please name the legal successor entity, office(s) and officer(s).
 - Successor Entity:
 - Office(s):
 - Officer(s):

 - b. If the successor entity designation is not finalized for the August 3rd submission, PPS must provide an update on its organizational planning activities that have occurred to date and must submit detailed information regarding potential successor entities that will be selected as soon as possible, but must be selected no later than November 16th, 2020. The information submitted by November 16th must demonstrate that the governing body of the PPS has achieved its fiduciary duties in exploring and vetting

successor entities. If insufficient or insubstantial information is provided as part of the August 3rd submission, DOH reserves the right to withhold DY5P2 payment.

Please check off below if you have not yet finalized the PPS successor entity and you are providing a separate document regarding vetting information with named potential successor entities.

Potential successor entity/entities information or organizational planning activities provided in separate attached document.

6. PPS Governance Structure and Description - Current as of August 1, 2020.
 - a. Member composition
 - b. Member seats who hold reserve powers
 - c. Committee structure
 - d. Executive Committees and membership
 - e. Meeting frequency of the Executive Committees and Board
See Attachment C.
7. PPS Governance Structure and Description - Post December 31, 2020. Please explain any changes from prior structure including decision-making process over DSRIP funds.
 - a. Member composition
 - b. Member seats who hold reserve powers
 - c. Committee structure
 - d. Executive Committees and membership
 - e. Meeting frequency of the Executive Committees and Board
See Attachment D.

ATTESTATION: I hereby attest and certify that the information and documentation provided herein are complete and accurate to the best of my knowledge and have been reviewed and approved for transmission by the Erie County Medical Center Corporation Governing Body.

Authorized PPS Executive Name, Title:

Signature and Date:

Attachment A

Facility Id. 210
Certificate No. 1401005H

State of New York
Department of Health
Office of Primary Care and Health Systems Management



Certified Beds - Total 573
Burns Care 8
Chemical Dependence - Rehabilitation 20
Chemical Dependence - Detoxification 32
Coronary Care 12
Intensive Care 34
Medical / Surgical 239
Pediatric 8
Physical Medicine and Rehabilitation 40
Prisoner 20
Psychiatric 160

OPERATING CERTIFICATE

Effective Date: 01/06/2020
Expiration Date: NONE

Hospital

Erie County Medical Center
462 Grider Street
Buffalo, New York 14215

Operator: Erie County Medical Center Corporation
Operator Class: Proprietary Public Benefit Corporation

Has been granted this Operating Certificate pursuant to Article 28 of the Public Health Law for the service(s) specified.

AIDS Center	Ambulatory Surgery - Multi Specialty	Audiology O/P	Burn Center	Burns Care
Cardiac Catheterization - Adult Diagnostic	Cardiac Surgery - Adult	Certified Mental Health Services O/P	Chemical Dependence - Detoxification	Chemical Dependence - Rehabilitation
Chemical Dependence - Rehabilitation O/P	Chemical Dependence - Withdrawal O/P	Clinic Part Time Services	Clinical Laboratory Service	Comprehensive Psychiatric Emergency Program
Coronary Care	Dental O/P	Emergency Department	Home Hemodialysis Training and Support	Home Peritoneal Dialysis Training and Support
Intensive Care	Medical Services - Other Medical Specialties	Medical Services - Primary Care	Medical Social Services	Medical/Surgical
Nuclear Medicine - Diagnostic	Nuclear Medicine - Therapeutic	Nursing Home Hemodialysis	Pediatric	Physical Medical Rehabilitation
Primary Stroke Center	Psychiatric	Radiology - Diagnostic	Renal Dialysis - Acute	Renal Dialysis - Chronic (36)
Respiratory Care	SAFE Center	Therapy - Occupational O/P	Therapy - Physical O/P	Therapy - Speech Language Pathology
Therapy - Vocational Rehabilitation O/P	Transplant - Kidney			

Other Authorized Locations

Hospital Extension Clinic

Behavioral Health Clinic
Facility ID 9597
5087 Broadway Avenue
Depew, New York 14043

Center for Dental Care
Facility ID 10212
100 High Street
Buffalo, New York 14203

Downtown Alcoholism Clinic
Facility ID 3380
1285 Main Street
Buffalo, New York 14209

Northern Erie Clinical Services
Facility ID 3675
2005 Sheridan Drive
Tonawanda, New York 14223

PEDS-ECMC Clinical Therapy Services
Facility ID 9655
4242 Ridge Lea Road
Amherst, New York 14226

Synergy Bariatrics
Facility ID 9778
30 North Union Road
Williamsville, New York 14221

[Signature]

20200302

Deputy Commissioner, Office of Primary
Care and Health Systems Management

This certificate must be conspicuously displayed on the premises.

[Signature]

Commissioner

Attachment B

BY-LAWS
OF
ERIE COUNTY MEDICAL
CENTER CORPORATION

As Amended Through
November 27, 2018

TABLE OF CONTENTS

Preamble 1

Article I - Offices 1

Article II - Purpose of By-Laws 1

Article III - Corporate Purpose 1

Article IV - Erie County Medical Center Corporation Board of Directors 1

 Section 1 – General Powers 1

 Section 2 –Hiring Powers 2

 Section 3 - Voting Directors 2

 Section 4 - Nonvoting Representatives 2

 Section 5 - Resignation 2

 Section 6 - Removal 2

 Section 7 – Vacancies 2

 Section 8 - Monthly Meetings 2

 Section 9 - Annual & Special Meetings 3

 Section 10 - Open Meetings Law 3

 Section 11 - Quorum 3

 Section 12 – Telephone Meetings 3

 Section 13 – Action by Written Consent 3

 Section 14 – Minutes of Meetings 3

 Section 15 - Compensation 3

 Section 16 – Defense and Indemnification 3

 Section 17 – Extension of Credit 4

Article V - Officers 4

Section 1 - General.....	4
Section 2 - Election, Term of Office.....	4
Section 3 - Resignation	4
Section 4 - Removal.....	4
Section 5 - Vacancies.....	4
Section 6 – Chairperson of the Board	4
Section 7 – Vice-Chairperson(s) of the Board	5
Section 8 - Chief Executive Officer.....	5
Section 9 – President.....	5
Section 10 – Secretary & Assistant Secretary.....	5
Section 11 - Treasurer	6
Section 12 – Immediate Past Chair.....	6
Article VI - Committees.....	6
Section 1 – General	6
Section 2 – Appointment of Committees.....	6
Section 3 – Resignation	6
Section 4 – Removal	6
Section 5 – Vacancies	7
Section 6 - Quorum.....	7
Section 7 - Voting.....	7
Section 8 - Minutes	7
Section 9 - The Executive Committee	7

Section 10 - The Quality Improvement Committee..... 7

Section 11 - The Finance Committee..... 7

Section 12 - The Audit & Compliance Committee.....	8
Section 13 - Buildings and Grounds Committee	8
Section 14 - The Human Resources Committee	9
Section 15 - The Executive Compensation/Evaluation Committee	9
Section 16 - The Ethics Committee	9
Section 17 – Terrace View Quality Improvement Committee.....	9
Section 18 - The Governance Committee	10
Section 19 - The Investment Committee.....	10
Section 20 - The Contracts Committee	11
Article VII - Medical/Dental Staff	11
Section 1 – Organization.....	11
Section 2 - Medical Staff Governance Documents	11
Section 3 - Appointment of Medical Staff	11
Section 4 – Authority for Medical Staff Conduct	11
Section 5 - Duties of the Medical Staff.....	12
Section 6 – Quality of Patient Care.....	12
Section 7 - Rights at Meetings	12
Article VIII - Standards of Patient Care.....	12
Article IX - The School of Medicine - State University of New York at Buffalo	13
Article X - Subsidiary Corporations and Entities	13

Article XI - Code of Ethics and Conflicts of Interest 13

 Section 1 – Responsibility of Members of the Board and Employees 13

 Section 2 – Implementation of Code of Ethics 14

 Section 3 - Compliance 14

 Section 4 – Conflict of Interest Policy 14

 Section 5 – Disclosure of Personal Interest and Abstention 15

 Section 6 – Self-Dealing 15

 Section 7 – Influence of Decision Makers 15

 Section 8 – No Forfeit of Office of Employment 15

Article XII - Amendments 15

BY-LAWS
OF
ERIE COUNTY MEDICAL CENTER CORPORATION

PREAMBLE

The State of New York has enacted legislation, codified at Article 10-C of the Public Authorities Law of the State of New York (the “Act”), creating the Erie County Medical Center Corporation (“ECMCC” or the “Corporation”). These by-laws are intended to supplement the requirements of the Act.

ARTICLE
I OFFICES

ECMCC may maintain offices at such places within or without Erie County, New York as the Board of Directors may, from time to time, determine.

ARTICLE
II PURPOSE OF BY-LAWS

Pursuant to the broad powers granted by the Act, the Board of Directors of ECMCC (the “Board”) has adopted these By-Laws, to govern and manage its proceedings and affairs and for the advice and guidance of its members, and nothing contained in these By-Laws shall be deemed, nor are they intended in any manner or degree, to limit or restrict the power and right of the Board under existing law, to manage, control, operate and administer ECMCC and its personnel, patients and medical staff.

ARTICLE
III CORPORATE
PURPOSE

To continue as a general, municipal hospital and provide health care services and health facilities for the benefit of the residents of the State of New York and the County of Erie, including persons in need of health care services without the ability to pay, as required by law.

ARTICLE IV
ERIE COUNTY MEDICAL CENTER CORPORATION BOARD OF DIRECTORS

Section 1. General Powers.

In addition to the powers and authorities expressly conferred by these By-laws, the Board may exercise all such general and special powers of the Corporation and do all such lawful acts and things as enumerated by the Act.

Section 2. Hiring Powers.

The Board shall hire, determine the compensation and benefits, and annually review the performance of the Chief Executive Officer (“CEO”) and President of the Corporation. After November 1, 2018, appointments made to fill the roles of the Chief Operating Officer (“COO”), Chief Financial Officer (“CFO”), Chief Medical Officer (“CMO”), Administrator of Terrace View, Associate Administrator for Health Systems Development, Internal Auditor and General Counsel of the Corporation shall be made by the CEO of the Corporation, who shall thereafter also be responsible for determining the compensation and benefits of the persons occupying these positions and for the annual review of the incumbents. The Board shall have the authority to discharge the CEO with or without cause; provided that the removal shall not prejudice the contract rights, if any, of such executive. The CEO shall have the authority to discharge the COO, CFO, CMO, Administrator of Terrace View, Associate Administrator for Health Systems Development, Internal Auditor and General Counsel with or without cause, provided that the removal shall not prejudice the contract rights, if any, of such executive.

Section 3. Voting Directors.

The Corporation shall be governed by fifteen voting Directors. The membership, term of office, selection of the voting Directors and the powers and duties of the Board shall be in accordance with the Act and these By-laws.

Section 4. Nonvoting Representatives.

The Corporation shall have four nonvoting Representatives. The term of office, selection and powers and duties of the nonvoting Representatives shall be in accordance with the Act and these By-laws. For the purpose of these By-Laws, the term “member” or “Board member” shall refer to both voting Directors and non- voting Representatives.

Section 5. Resignation.

Any Director or Representative may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal.

Members of the Board may be removed from office by the Board for inefficiency, neglect of duty, or misconduct of any kind, including but not limited to violation of the law, after the Board has given such member a copy of the charges against him or her and an opportunity to be heard in person or by counsel in his or her defense, upon not less than ten days’ notice.

Section 7. Vacancies.

Vacancies occurring other than by expiration of term shall be filled for the unexpired terms in the manner provided for original appointment in accordance with the Act.

Section 8. Monthly Meetings.

The Board shall hold regular monthly meetings at the ECMCC offices or other convenient locations as designated by the Board at such time as the Board may designate. In the event that a previously scheduled regular monthly meeting may not be required for a particular month, the

Board may cancel that meeting.

Section 9. Annual & Special Meetings.

A meeting of the Board shall be held annually at which time officers of the Corporation shall be elected. A special meeting may be called by the Chairperson or Vice Chairperson acting in the Chairperson's absence, or by any three (3) members of the Board at any time upon proper notice under the Public Officers Law. The only action that can be taken at a special meeting is the consideration of the subject or subjects designated in the notice for the special meeting.

Section 10. Open Meetings Law.

All meetings of the Board shall comply with the requirements of Article 7 of the Public Officers Law. In a regular, annual or special meeting, the Board may request an Executive Session pursuant to Article 7 of the Public Officers Law or applicable sections of the Act.

Section 11. Quorum.

The powers of the Corporation shall be vested in and shall be exercised by the Board at a duly called and held meeting, where a quorum of eight Directors is present. No action shall be taken by the Corporation except pursuant to the favorable vote of at least eight Directors present at the meeting at which such action is taken.

Section 12. Telephone Meetings.

The members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action by Written Consent.

To the extent permitted by law, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 14. Minutes of Meetings.

The Board shall keep a written record of all business conducted, including resolutions, findings, conclusions and recommendations that shall be filed with the minutes of the proceedings of the Board or committee.

Section 15. Compensation.

Neither the voting Directors nor the nonvoting Representatives shall receive compensation for their services, but shall be reimbursed for all their actual and necessary expenses incurred in connection with their duties under the Act and these By-laws.

Section 16. Defense and Indemnification.

The Corporation shall defend and indemnify the Directors of the Corporation and its officers for any and all lawful actions executed in the performance of their duties, to the full extent to which indemnification is permitted under the laws of the State of New York.

Section 17. Extension of Credit.

Pursuant to New York Public Authorities Law Section 2824(5), the Corporation shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew any extension of credit, in the form of a personal loan to or for any Director, officer, or employee (or equivalent thereof) of the Agency.

ARTICLE V
OFFICERS

Section 1. General.

The officers of the Corporation shall be elected by the Board and shall be comprised of a Chairperson of the Board, a Vice Chairperson of the Board, a CEO, a Secretary, and a Treasurer. The Board may also appoint an Assistant Secretary and such other officers as the Board shall from time to time provide. All such officers shall exercise the duties as described in the Act, applicable law, by these By-Laws, and/or by Board resolution.

Section 2. Election, Term of Office.

The officers of the Corporation shall be elected by the Board at its annual meeting. Each officer elected shall hold office until his successor has been duly chosen and has qualified or until his or her earlier resignation or removal.

Section 3. Resignation.

Any officer may resign at any time by giving written notice thereof to the Board, provided that the resignation shall not prejudice the contract rights, if any, of the Corporation. Any such resignation shall take effect at the time specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal.

The Directors shall have the authority to discharge any officer with or without cause; provided that the removal without cause shall not prejudice the contract rights, if any, of the officer.

Section 5. Vacancies.

In the event of a vacancy occurring in the office of the Chairperson or Vice Chairperson, any member designated by the Board shall serve as Acting Chairperson for that meeting. In the event of a vacancy occurring in any other office, any member designated by the Board shall serve as an Acting officer for that meeting.

Section 6. Chairperson of the Board.

The Directors shall, by majority vote, select one of the fifteen Directors as the Chairperson of the Board. The Chairperson shall preside over all meetings of the Board, shall chair the Executive Committee of the Board, and shall have such other duties as the Directors may provide. Other than the Governance Committee, the Chairperson shall serve ex officio on all Board committees with full voting rights. The Chairperson shall serve for a two year term of office. No member of the Board shall be permitted to serve more than two consecutive two year terms as Chairperson of the Board.

Section 7. Vice-Chairperson(s) of the Board.

The Directors shall, by majority vote, select one or more of the fifteen Directors as the Vice-Chairperson of the Board. The Vice-Chairperson shall preside over all meetings where the Chairperson of the Board is absent, and shall have such other duties as the Directors may provide. The Vice-Chairperson shall serve for a two year term of office. At least one Vice-Chairperson shall be designated by a majority vote of the Board as “Vice-Chair, Chair-Elect” in the second year of that Vice-Chairperson’s term of office. At the conclusion of the term of the Vice-Chair, Chair-Elect, the Board shall retain authority to appoint the Vice-Chair, Chair-Elect or any other member of the Board of Directors as Chairperson of the Board of Directors.

Section 8. Chief Executive Officer.

The Board shall hire, set the compensation of, execute direct oversight of, and annually review the performance of the CEO. The CEO shall carry out the policies of the Board, provide services to the Board; and shall be subject to the By-Laws, rules and regulations of the Board. He or she shall have all the general powers and duties of a Superintendent of a public general municipal hospital as set forth and enumerated in the General Municipal Law of the State of New York, Section 129, sub. 1 through 9 as amended and of a chief executive officer as set forth in Title 10, subpart 405.3 of the New York Codes, Rules and Regulations and the Act. The CEO shall provide leadership, direction, and administration in all aspects of the Corporation’s activities and other corporate entities to ensure compliance with established objectives and the realization of quality, economical health care services, and other related lines of business. The CEO shall ensure the Corporation’s compliance with all applicable laws and regulations. The CEO shall submit monthly and special reports to the Board and its committees regarding strategic, operational and financial performance, along with the current status of ECMCC services and facilities. The CEO shall be expected to provide feedback to the Board regarding those employees which report directly to the CEO. The CEO shall ensure that subordinate officers provide meaningful reports to the Board regarding the previous month’s activities. The CEO shall coordinate with the Board, Medical Staff, and other Corporation personnel to respond to the community’s needs for quality healthcare services and monitor the adequacy of the Corporation’s medical activities.

Section 9. President.

The Board shall hire, set the compensation and annually review the performance of the President. The duties of the President shall be distinct from the duties of other officers of the Corporation and shall be enumerated in a job description reviewed by the Executive Committee of the Board.

Section 10. Secretary & Assistant Secretary.

The Board shall, by majority vote, select either Directors or Representatives to serve as the Secretary and Assistant Secretary, if applicable. The Secretary shall send notices for all meetings of the Board. The Secretary shall act as custodian for all records and reports, and shall be responsible for keeping and reporting of adequate records of all meetings of the Board. The Secretary may delegate these duties to another officer to act on his/her behalf. The Secretary will approve and sign the minutes of all meetings of the Board which shall be kept in an official record book. In the absence of the Secretary at any meeting, the Assistant Secretary, if applicable, or any member designated by the Chairperson shall act as the Secretary for that meeting.

Section 11. Treasurer.

The Board shall, by majority vote, select either a Director or a Representative to serve as the Treasurer. The Treasurer shall monitor the financial affairs of ECMCC as managed by the officers of the Corporation and. The Treasurer will also have the power to establish bank accounts in the name of the Corporation. He or she shall do and perform all other duties incident to the office of Treasurer as may be prescribed by the Board from time to time.

Section 12. Immediate Past Chair.

The Immediate Past Chair of the Board shall remain available to the Board and the Chair for purposes of transitional continuity and may be appointed to serve as a member of any Standing or Special Committee of the Board, assuming his or her term of office as a Director has not expired.

ARTICLE VI
COMMITTEES

General Rules

Section 1. General.

The Standing Committees of the Board shall be: the Executive Committee, the Quality Improvement Committee, the Finance Committee, the Audit and Compliance Committee, the Building and Grounds Committee, the Human Resources Committee, the Executive Compensation Committee, the Ethics Committee, the Terrace View Quality Improvement Committee, the Governance Committee, the Investment Committee and the Contracts Committee. At the discretion of the Chairperson, and upon the advice of the Board, additional special committees may be appointed to address specific issues.

Section 2. Appointment of Committees.

The Chairperson of the Board shall appoint all members of standing and special committees. Appointments will be made at the first regular meeting following the annual election of officers, or at such other time deemed necessary by the Chairperson. The Chairperson of the Board shall appoint a Chairperson for each committee. Committee Chairpersons shall serve one year terms of office. The Chairperson may appoint individuals other than Board members to committees either standing or special, except the Executive Committee.

Section 3. Resignation.

A committee member may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal.

Committee members may be removed from committee membership by the Board for inefficiency, neglect of duty, or misconduct of any kind, including but not limited to, violation of the law, after the board has given such member a copy of the charges against him or her and an opportunity to be heard in person or by counsel in his or her defense, upon not less than ten days' notice.

Section 5. Vacancies.

Vacancies occurring otherwise than by expiration of term of office shall be filled for the unexpired terms by appointment from the Chairperson of the Board.

Section 6. Quorum.

At a committee meeting, a quorum shall be one-half the number of members of the committee.

Section 7. Voting.

Only the members of the Board serving on a Standing or Special Committee, or an appointed non-member of the Board serving on a Standing or Special Committee, and the Chairperson of the Board serving ex officio, shall have a vote.

Section 8. Minutes.

Each committee meeting shall have an agenda, time convened and adjourned recorded, and shall submit minutes of its meeting to the Secretary of the Board in advance of the regular monthly meeting.

Standing Committees

Section 9. The Executive Committee.

The Executive Committee shall consist of four (4) Board members. The Corporation's General Counsel and Chief Executive Officer shall serve ex officio as members of the Executive Committee. Other members of the Board may be added when advisable. The Chairperson shall preside at all meetings of the Committee. The Executive Committee shall meet at least quarterly, or upon the call of the Chairperson.

Section 10. The Quality Improvement Committee.

The Quality Improvement Committee shall consist of three (3) members. The Chairperson of the Committee may, in his or her discretion, request the presence of other persons, as the issues before the Committee may dictate. The Committee shall meet at least quarterly, or upon the call of the Chairperson. The Committee shall be responsible for the following:

- a. Inform the Board of patient safety, performance improvement and quality assurance issues of relevance to ECMCC.
- b. Establishment, maintenance and operation of a coordinated quality assurance program integrating the review of activities of all hospital services in order to enhance the quality of patient care and to identify and prevent professional malpractice. The specific responsibilities of the Committee are further set forth in the quality assurance plan of the hospital.
- c. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 11. The Finance Committee.

The Finance Committee shall consist of five (5) financially literate members of the Board. The Chairperson of the Committee may, in his or her discretion, request the presence of other persons, as the issues before the Committee may dictate. The Finance Committee shall meet at least quarterly, or upon the call of the Chairperson. The Committee shall be responsible for the following:

- a. Review relevant budgets of the Corporation and maintain ongoing oversight of the financial situation of the Corporation.
- b. Oversee, evaluate, and where appropriate, make recommendations with respect to financial operations of the Corporation.
- c. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 12. The Audit & Compliance Committee.

The Audit & Compliance Committee shall consist of at least four (4) members. At least three (3) of the Committee's members shall be independent, as that term is defined by state law. The Corporation's General Counsel shall serve ex officio as a member of the Audit & Compliance Committee. The Chairperson of the Committee may, in his or her discretion, request the presence of other persons, as the issues before the committee may dictate. The Audit & Compliance Committee shall meet at least quarterly, or upon the call of the Chairperson. The Committee shall be responsible for the following:

- a. Oversight of any independent auditors engaged by ECMCC.
- b. Oversight of all ECMCC internal audit processes.
- c. Other duties and responsibilities as may be assigned from time to time by the Board.
- d. Collaboration with the Quality Improvement Committee in the establishment and maintenance of a coordinated quality assurance program.
- e. Collaboration with the Compliance Officer on the establishment, maintenance and operation of a comprehensive compliance program, which shall comply with the Office of the Inspector General Compliance Program Guidance for Hospitals. Specifically, the Committee shall:
 - 1. Analyze the legal requirements and specific risk areas of the health care industry,
 - 2. Assess existing policies that address legal requirements and risk areas for possible incorporation into the ECMCC compliance program,
 - 3. Work with ECMCC departments to develop standards of conduct and policies and procedures to promote compliance with the ECMCC compliance program,
 - 4. Recommend and monitor the development of internal systems and controls to carry out ECMCC's standards, policies and procedures as part of its daily operations,
 - 5. Determine appropriate strategy to promote compliance with the ECMCC compliance program and detection of possible violations, including fraud reporting mechanisms, and
 - 6. Develop a system to solicit, evaluate and respond to complaints and problems.

Section 13. Buildings and Grounds Committee.

The Buildings and Grounds Committee shall consist of three (3) members. The Corporation's General Counsel shall serve ex officio as a member of the Buildings and Grounds Committee. The Chairperson of the Committee may, at his or her discretion, request the presence of other persons, as the issues before the Committee may dictate. The Buildings and Grounds Committee shall meet at least quarterly, or upon the call of the Chairperson. The Committee shall be responsible for the following:

- a. Evaluation and provision of recommendations with respect to proposed and ongoing

- construction and renovation projects and budgets.
- b. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 14. The Human Resources Committee.

The Human Resources Committee shall consist of three (3) members. The Chairperson of the Committee may, in his or her discretion, request the presence of other persons, as the issues before the Committee may dictate. The Committee will meet at least quarterly or upon the call of the Chairperson. The Committee shall be responsible for the following:

- a. Establishment of a formal channel of communication among the Board, ECMCC management and the Labor Unions.
- b. Responsibility for assuring that appropriate guidelines are in place and monitored to ensure and maintain open communication.
- c. Discussion of issues that arise in the operation of the hospital as they affect all parties.
- d. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 15. The Executive Compensation/Evaluation Committee.

The Executive Compensation/Evaluation Committee shall consist of no more than four (4) members of the Board. No person whose compensation is determined by the Executive Compensation/Evaluation Committee may serve as a member of the Committee. The Chairperson of the Committee may, in his or her discretion, request the presence of other persons, as the issues before the committee may dictate. The Executive Compensation/Evaluation Committee shall meet at least quarterly, or upon the call of the Chairperson. The Committee shall be responsible for the following:

- a. Evaluation, at least annually, of the CEO and President of the Corporation.
- b. Determination of the compensation, including benefits, of the above listed Corporation executives.
- c. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 16. The Ethics Committee.

The Ethics Committee shall consist of at least one (1) member. The Committee Chairperson may, at their discretion, request the presence of other persons, as the issues before the committee may dictate. The Ethics Committee shall meet at least quarterly, or upon the call of the Chairperson. The Committee shall be responsible for the following:

- a. Promotion of ethics, integrity, and compliance with laws, policies, and procedures.
- b. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 17. The Terrace View Quality Improvement Committee.

The Terrace View Quality Improvement Committee shall consist of at least one (1) member. The Committee shall meet at least quarterly, or upon the call of the Chairperson. The Committee shall be responsible for the following:

- a. Establishment and maintenance of a coordinated quality assurance program as specifically applicable to Terrace View.

- b. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 18. The Governance Committee.

The Governance Committee shall consist of at least four (4) independent members, as that term is defined in New York Public Authorities Law §2825. The Chief Executive Officer and the General Counsel for the Corporation shall serve ex officio as members of the Committee, and the Chairperson of the Board may attend Committee meetings, but will not be a member of the Committee and will not vote. The Committee Chairperson may, at his or her discretion, request the presence of other persons as issues before the Committee may dictate. The Governance Committee shall meet at least semi- annually, or upon the call of the Committee Chairperson. The Committee shall be responsible for the following:

- a. Provision of information to the Board regarding current best governance practices.
- b. Review of corporate governance trends.
- c. Recommend updates to the Corporation's governance principles.
- d. Provision of advice to the Governor and to the Erie County Executive in their appointment of potential Board members regarding the skills and experience required of Board members.
- e. Annually review and, as necessary, make recommendations to the Board regarding updating of the Corporation's Bylaws.
- f. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 19. The Investment Committee.

The Investment Committee shall consist of at least three (3) members. The Chair of the Finance Committee and the Chief Executive Officer shall serve ex officio as members of the Investment Committee and the Chief Financial Officer shall serve as staff to the Committee. The Committee Chairperson may, at his or her discretion, request the presence of other persons as issues before the Committee may dictate. The Investment Committee shall meet at least semi-annually, or upon the call of the Committee Chairperson. The Committee shall be responsible for the following:

- a. Recommendations regarding the designation of the Corporation's investment officer.
- b. Recommendations regarding investment policies and procedures consistent with applicable law and the needs of the Corporation.
- c. Implementation of appropriate internal controls for investments.
- d. Recommendations regarding the selection of the Corporation's investment advisors and investment managers.
- e. Review of independent audits of the investment program.
- f. Review of quarterly reports from the Corporation's investment advisors and investment managers.
- g. Reports to the Board on a quarterly basis.
- h. Monitoring the Corporation's system of internal controls and the performance of the Corporation's investment advisors and investment managers.
- i. Other duties and responsibilities as may be assigned from time to time by the Board.

Section 20. The Contracts Committee.

The Contracts Committee shall consist of at least three (3) members. The Contracts Committee shall review and make recommendations to the Board with respect to the approval of all contracts required to be approved by the Board pursuant to Corporation policy and applicable law, including Section 2879(3)(b)(ii) of the Public Authorities Law. The Contracts Committee shall meet at least quarterly or upon the call of the Committee Chairperson. The Committee shall be responsible for the following:

- a. Review of contracts of the Corporation requiring Board approval and making recommendations to the Board regarding contracts of the Corporation.
- b. Annual review of contracts requiring such review pursuant to Corporation policy and/or applicable law.
- c. Reports to the Board on a monthly basis regarding the foregoing subsections.
- d. Other duties and responsibilities as may be assigned from time to time by the Board.

ARTICLE VII
MEDICAL/DENTAL STAFF

Section 1. Organization.

The Board shall cause to be created a medical staff organization to be known as the ECMC Medical Dental Staff (“Medical Staff”) whose membership shall be comprised of certain categories of health care practitioners, as determined by the Board. Members of the Medical Staff may only practice within the scope of privileges granted by the Board.

Section 2. Medical Staff Governance Documents.

The Medical Staff shall develop, adopt and at least once every three years review the following Medical Staff Governance Documents: By-Laws; Rules & Regulations; Credentials Procedures Manual; and Collegial Intervention, Peer Review, Fair Hearing & Appellate Review Procedures. These Governance Documents shall establish controls that are designed to ensure the achievement and maintenance of the highest quality medical care and high standards of professional and ethical practice. The Board shall approve all such Medical Staff Governance Documents.

Section 3. Appointment of Medical Staff.

Appointments and reappointments to the Medical Staff shall be made by the Board. The Board shall be responsible for granting and defining the scope of the clinical privileges to be exercised by each member of the Medical Staff, including but not limited to providing approval of modifications, suspensions and termination of such privileges and Medical Staff membership in accordance with the Medical Staff Governance Documents and written ECMCC policies. In acting on matters of Medical Staff membership and scope of privileges, the Board shall consider the recommendations of the Medical Staff’s Medical Executive Committee. The procedures for Medical Staff appointment are more specifically outlined in the Medical Staff’s Credentials Procedure Manual.

Section 4. Authority for Medical Staff Conduct.

Ultimate responsibility for the conduct of the Medical Staff remains with the Board. The Board shall enforce compliance with all medical staff Governance Documents by all members of

the Medical Staff. No assignment, referral or delegation of authority by the Board to the Medical Director, COO, CEO, the Medical Staff or any other person shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Corporation. The Board retains the right to rescind any such delegation.

Section 5. Duties of the Medical Staff.

The Board shall delegate to the Medical Staff the authority to monitor, evaluate and document professional performance of Medical Staff members in accordance with its Governance Documents. The Board shall hold the Medical Staff accountable, through the chiefs of service of the departments and the Medical Director, for making recommendations based on well-defined and written criteria related to the goals and standards of the Corporation concerning Medical Staff appointments, reappointments and clinical privileges.

Section 6. Quality of Patient Care.

The Medical Staff is accountable to the Board for the quality of care provided to patients.

Section 7. Rights at Meetings.

Members of the Medical Staff shall be entitled to be heard at all public meetings and committee meetings of the Board.

ARTICLE VIII
STANDARDS OF PATIENT CARE

The Board shall require that the following patient care practices are implemented, shall monitor ECMCC's compliance with these patient care practices, and shall take corrective action as necessary to attain compliance:

- a. Every patient of ECMCC, whether an in-patient, emergency patient, or out-patient, shall be provided care that meets generally accepted standards of professional practice.
- b. Every patient is under the care of a health care practitioner who is a member of the medical staff.
- c. Patients are admitted to ECMCC only on the recommendation of a member of the medical staff permitted by the State law and Medical Staff Governance Documents to admit patients to the hospital.
- d. A physician, a registered physician's assistant or a nurse practitioner, under the general supervision of a physician, is on duty at all times in the hospital.
- e. A physician shall be responsible for the care of each patient with respect to any medical or psychiatric problem that is present on admission or develops during hospitalization.
- f. In the event that human research is conducted within ECMCC, written policies and procedures shall be adopted and implemented pursuant to the provisions of Public Health Law Article 24-A for the protection of human subjects.
- g. ECMCC shall have available at all times personnel sufficient to meet patient care needs.

ARTICLE IX
THE SCHOOL OF MEDICINE
STATE UNIVERSITY OF NEW YORK AT BUFFALO

The Board strongly supports the relationship between ECMCC and the School of Medicine and Biomedical Sciences of the State University of New York at Buffalo through an affiliation agreement. The Board shall take all appropriate action to retain and enhance the benefits arising from said relationship provided that the Board shall hold uppermost the discharge of its legal and fiduciary duties to ECMCC.

ARTICLE X
SUBSIDIARY CORPORATIONS AND ENTITIES

Except as expressly limited by law, the Corporation may exercise and perform all or part of its purposes, powers, duties, functions or activities through one or more subsidiary corporations or companies owned or controlled wholly or in part by the Corporation, which shall be formed pursuant to the Business Corporation Law, the Limited Liability Company Law, or the Not-For-Profit Corporation Law. Any such subsidiary may be authorized to act as a general or limited partner in a partnership or as a member of a limited liability company and to enter into an arrangement calling for an initial and subsequent payment by such subsidiary in consideration of an interest in revenues or other contractual rights. The Board has the exclusive authority to create subsidiaries or other entities related to the Corporation.

ARTICLE XI
CODE OF ETHICS AND CONFLICTS OF INTEREST

Section 1. Responsibility of Members of the Board and Employees.

This Code of Ethics shall apply to all officers and employees of the Corporation. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Corporation's directors and employees and to preserve public confidence in the Corporation's mission. It is accordingly the responsibility of each member of the Board and each employee to perform in accordance with the following:

- a. Each member of the Board and all employees of the Corporation shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
- b. Each member of the Board and all employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
- c. Each member of the Board and all employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the

individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Corporation.

- d. Each member of the Board and all employees shall not use or attempt to use their official position with the Corporation to secure unwarranted privileges for themselves, members of their family or others, including employment with the Corporation or contracts for materials or services with the Corporation.
- e. Each member of the Board and all employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
- f. Each member of the Board and all employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.
- g. Each member of the Board and all employees shall manage all matters within the scope of the Corporation's mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government entity shall strive to fulfill their professional responsibility to the Corporation without bias and shall support the Corporation's mission to the fullest.
- h. Each member of the Board and all employees shall not use Corporation property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Corporation's mission and goals.
- i. Each member of the Board and all employees are prohibited from appearing or practicing before the Corporation for two (2) years following employment with the Corporation consistent with the provisions of Public Officers Law.

Section 2. Implementation of Code of Ethics.

This Code of Ethics shall be provided to all members of the Board and all employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.

Section 3. Compliance.

The members of the Board agree to comply with all applicable local and state regulations and laws regarding conflicts of interest.

Section 4. Conflict of Interest Policy.

The Board shall develop, implement, and update as needed a written policy governing conflicts of interest by members of the Board. The policy shall be reviewed annually by the Governance Committee and included and incorporated into these By-Laws as Appendix A.

Section 5. Disclosure of Personal Interest and Abstention.

It is the responsibility of every Board member to disclose to the Chairperson of the Board any personal or business interest in any matter that comes before the Board for consideration. Each member of the Board shall abstain from voting on any matter in which he or she has a personal or business interest.

Section 6. Self-Dealing.

The Corporation shall not engage in any transaction with a person, firm, or other business entity in which one or more of the Board members has a financial interest in such person, firm or other business entity, unless such interest is disclosed in good faith to the Board, and the Board authorizes such transaction by a vote sufficient for such purpose, without counting the vote of the interested Board member.

Section 7. Influence of Decision Makers.

No member of the Board shall use his or her position to influence the judgment or any decision of any Corporation employee concerning the procurement of goods or services on behalf of the Corporation.

Section 8. No Forfeit of Office or Employment.

Except as provided by law, no officer, member, or employee of the state or of any public corporation shall forfeit his or her office or employment by reason of his or her acceptance of appointment as a director, nonvoting representative, officer, or employee of the Corporation, nor shall such service as such a director, nonvoting representative, officer or employee be deemed incompatible or in conflict with such office or employment; and provided further, however, that no public officer elected to his or her office pursuant to the laws of the state or any municipality thereof may serve as a member of the governing body of the Corporation during his or her term of office.

ARTICLE XII
AMENDMENTS

These By-Laws of the Board may be amended by the affirmative vote of a quorum of members at the annual meeting, special or regular meetings of the Board, provided that a full presentation of such proposed amendment(s) shall have been presented to the Board at least thirty (30) days prior to the meeting, unless waived by majority of the whole number of the members of the Board.

GOVERNANCE AGREEMENT

THIS GOVERNANCE AGREEMENT is entered into as of September 30, 2015, by and between MCC PPS Management, LLC, a New York limited liability company with offices located at 462 Grider Street, Buffalo, New York (“MCC LLC”) and Erie County Medical Center Corporation d/b/a Millennium Collaborative Care (“ECMCC” or “Lead Entity”).

WHEREAS, ECMCC is the lead entity of the New York State Delivery System Reform Incentive Payment (“DSRIP”) Performing Provider System known as Millennium Collaborative Care (“MCC PPS”); and

WHEREAS, the Lead Entity has engaged MCC LLC as a central services organization to provide project management, administrative and staffing services with respect to MCC PPS; and

WHEREAS, the Lead Entity has established a governing body to manage the activity of MCC PPS (the “Board of Managers”) in accordance with DSRIP requirements to achieve the goals of the projects selected by MCC PPS; and

WHEREAS, the Lead Entity and MCC LLC wish to establish the terms and conditions applicable to the governance of MCC PPS as set forth herein.

NOW THEREFORE, the parties agree as follows:

1. Corporate Entities.

1.1. Lead Entity. The lead entity of MCC PPS is Erie County Medical Center Corporation. The Lead Entity has assumed the name “Millennium Collaborative Care.” The Performing Provider System led by the Lead Entity is referred to herein as “Millennium Collaborative Care Performing Provider System” or “MCC PPS”.

1.2. MCC LLC. MCC PPS Management, LLC is a wholly-owned subsidiary of the Lead Entity and has been engaged by ECMCC as a central services organization to assist ECMCC in fulfilling its role as lead entity of MCC PPS.

2. Board of Managers.

2.1. Composition. The Board of Managers shall consist of eighteen (18) voting members representing MCC Participants, stakeholders, and geographic regions. The Board of Managers seats shall be composed in accordance with the following categories and election methods:

Seat Category	Election/Appointment
1. Lead Entity	<i>Ex officio</i> Chief Executive Officer of ECMCC
2. Hospital	<i>Ex officio</i> President of Buffalo General Medical Center
3. Pediatrics/Perinatal	<i>Ex officio</i> President of Women Children’s Hospital of Buffalo

4. Physician	<i>Ex officio</i> Chairperson of Physician Steering Committee
5. Primary Care	Elected by Project Advisory Committee
6. Behavioral Health/Substance Abuse	Elected by Project Advisory Committee
7. Post-Acute Care	Elected by Project Advisory Committee
8. Project Advisory Committee	Elected by Project Advisory Committee
9. Developmentally and Intellectually Disabled	Elected by Project Advisory Committee
10. Labor I	Elected by MCC PPS labor groups
11. Labor II	Elected by MCC PPS labor groups
12. Community Organization	Elected by CBO Task Force
13. SNAPCAP PPS	<i>Ex officio</i> Chair of SNAPCAP
14. McGuire PPS	<i>Ex officio</i> President of The McGuire Group, Inc.
15. Niagara Falls Memorial PPS	<i>Ex officio</i> President of Niagara Falls Memorial Medical Center
16. Niagara Orleans Healthcare Organization	Appointed by Niagara Orleans Healthcare Organization
17. Southern Tier Council	Appointed by Southern Tier Council
18. Medicaid Beneficiary	Medicaid beneficiary elected by the “Voice of the Consumer” Committee

2.2. Term of Office. With the exception of Managers sitting in *ex officio* seats, each Manager seat shall be elected or appointed, as applicable, annually and confirmed at the annual meeting of the Board of Managers. Each Manager may serve for a total term of up to three (3) years. In the event that a Manager fills a vacancy, his or her term shall be deemed to begin as of the next following annual meeting. The term of each initial Manager shall be deemed to have commenced as of April 1, 2015.

2.3. Resignation; Removal. Any Board member may resign by presenting to the Chairperson a written statement of resignation. A Board member will be deemed to have resigned in the event that such Board member ceases to be an employee or contractor of an MCC PPS Participant. An *ex officio* Board member shall be deemed to have resigned in the event he or she ceases to serve in the designated *ex officio* position. A Manager may be removed by a supermajority vote of the Board of Managers (not including the seat in question). A Manager shall automatically be deemed to have resigned from his or her position on the Board of Managers if the Director fails to attend at least eighty percent (80%) of the regular meetings of the Board of Managers held in any six (6) month period, unless this provision is waived by action of the Board of Managers. A Manager may be removed by the majority vote of the Board of Managers for cause.

2.4. Vacancies. Vacant seats on the Board of Managers shall be filled within sixty (60) days of vacancy. In the event that the committee or organization authorized to elect or appoint the vacant seat fails to fill the vacancy within thirty (30) days, the Governance Committee will

present a candidate to the Board of Managers within thirty (30) days, to be approved by the Board of Managers by a majority vote. In the event that the Board of Managers does not approve the candidate presented by the Governance Committee, the Lead Entity may fill the vacancy by appointment. In filling vacancies on the Board of Managers, the Project Advisory Committee and other bodies having appointment authority shall seek board representation that reflects the diversity of the service areas and types of providers/community organizations participating in MCC PPS and strive to appoint/elect persons with knowledge, experience, expertise and commitment to achieving DSRIP goals.

2.5. Standard of Care; No Compensation. The Managers shall discharge their duties in good faith and with that degree of diligence, care, and skill ordinarily prudent persons would exercise under similar circumstances. A Manager shall not receive compensation for services performed as a Manager.

2.6. Conflicts of Interest. The Board of Managers act in the best interests of and consistent with the mission of MCC PPS at all times. The Board of Managers shall comply with all policies of MCC PPS applicable to the Board of Managers, including, but not limited to, the Conflict of Interest Policy. Each Manager shall disclose any and all conflicts of interests to the Board of Managers on an annual and ongoing basis as set forth in the Policy.

3. Officers and Administrators. MCC PPS shall have the following officers and administrators:

3.1. Chairperson of the Board. The chairperson of the Board of Managers shall exercise overall supervision of Board of Managers affairs and preside at all meetings of the Board of Managers; appoint members of special committees of the Board of Managers and their chairs with the consent of the Board of Managers; provide leadership to ensure that Board committees and managers complete their assigned responsibilities. The chairperson of the Board shall do and perform such other duties and have and exercise such other powers as from time to time may be assigned to him/her by the Board of Managers or the Lead Entity.

3.2. Executive Director. The Executive Director shall be an employee of a subsidiary of the Lead Entity and shall be present at all meetings of the Board of Managers. The Executive Director shall oversee implementation of the DSRIP projects identified in MCC PPS's Application and Implementation Plan and shall perform all other duties as may be prescribed by or assigned from time to time by the Board of Managers or the Lead Entity.

4. Meetings of the Board of Managers.

4.1. Organization and Conduct. The Chairperson shall preside at all meetings of the Board of Managers. The Chair shall designate an individual to record minutes of meetings of the Board. All meetings of the Board of Managers and meetings of committees shall be conducted in

accordance with the then current edition of Robert's Rules of Order, except as otherwise set forth in this Governance Agreement or any approved committee charter.

4.2. Quorum/Voting. Unless otherwise specified in this Governance Agreement, at any meeting of the Board of Managers, each voting Manager present shall be entitled to one (1) vote. Unless otherwise specified in this Governance Agreement or prescribed by applicable law, a positive vote of two thirds (2/3) of the Manager seats (excluding vacancies and non-voting seats) shall be required for all action taken by the Board of Managers.

4.3. Annual Meeting. Unless otherwise fixed by the Board of Managers, the annual meeting of the Board shall be held within thirty (30) days after the end of each DSRIP year (based on the State Fiscal Year of April 1 – March 31). Notice of annual meetings shall be sent to each Manager at least thirty (30) days prior to the annual meeting.

4.4. Regular Meetings. Regular meetings of the Board of Managers shall be held not less than once per month at such time and place as shall be designated from time to time by resolution of the Board of Managers. At such meetings, the Managers shall transact such business as may properly be brought before the meeting. Notice of regular meetings shall not be given provided that the regular meeting date is consistent with a resolution previously adopted by the Board of Managers. If the regular meeting date was not approved by resolution, notice of the regular meeting shall be sent to each Manager at least ten (10) days prior to the regular meeting.

4.5. Special Meetings. Special meetings of the Board of Managers shall be held whenever called by three (3) or more Managers or by the Chair. Notice of each such special meeting must be received by the Managers at least forty-eight (48) hours before the time at which the meeting is to be held.

4.6. Notice of Meetings. Notice of annual, regular and special meetings may be sent by mail, email, facsimile or hand delivery, to the address, email address, or fax number, as applicable, on file with MCC PPS. Notwithstanding the foregoing, notice of a meeting need not be given to any Manager who submits a signed waiver of notice either before or after the holding of said meeting or who attends said meeting without protest. Every such notice shall state the date, time, and place of the meeting. The only action that can be taken at a special meeting is the consideration of the subject or subjects designated in the notice for the special meeting.

4.7. Place of Meetings. Meetings of the Board of Managers shall be held at various locations to be determined in advance of the meetings and set forth in the notice sent to the Board of Managers.

4.8. Presence through Communication Equipment. Any one (1) or more of the Managers may participate in a meeting of the Board of Managers or any committee thereof by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.9. Action by Written Consent. Any action required or permitted to be taken by the Board of Managers or any committee thereof may be taken without a meeting if all Managers or all Managers and other persons serving on any committee as the case may be, consent in writing to a resolution authorizing the action. Any such action shall be filed with the minutes of the Board of Managers or committee.

4.10. Minutes Publicly Available. The minutes of all Board of Managers meetings shall be posted to MCC PPS's website and available to the public.

4.11. Public Meetings. Once a year, MCC PPS shall host a meeting that is open to the public.

5. Power and Authority of the Board of Managers.

5.1. General Authority. The management of MCC PPS shall be vested in the Board of Managers. In its management of MCC PPS the Board of Managers shall take into due consideration the recommendations and suggestions of the Project Advisory Committee ("PAC") and other MCC PPS committees in accordance with this Governance Agreement and Department of Health requirements. The Board of Managers shall be subject to the authority and reserved powers vested in the Lead Entity in accordance with this Governance Agreement and Department of Health requirements.

5.2. Actions Requiring Supermajority Vote. All actions of the Board of Manager shall require a positive vote of a supermajority (two-thirds) of the Managers present, including, but not limited to: (i) approval of the MCC PPS annual capital and operating budgets; (ii) approval of the methodology and distribution plan for allocating DSRIP payments; (iii) approval of all leases; (iv) addition or removal of Board of Managers seats; (v) removal of the Executive Director; and (vi) removal of a participating provider from MCC PPS; in each case subject to the rights of the Lead Entity set forth in Sections 5.4 and 6.

5.3. Actions Requiring Unanimous Vote. The following actions shall require a positive vote of the entire Board of Managers (excluding vacant seats): (i) merger of MCC PPS with another PPS; (ii) establishment of MCC PPS as an Accountable Care Organization, Independent Practice Association or similar entity or association; and (iii) withdrawal of MCC PPS from the DSRIP program; in each case subject to the rights of the Lead Entity set forth in Sections 5.4 and 6.

5.4. Actions Requiring Approval of the Lead Entity. The following actions must be approved by the Board of Directors of the Lead Entity prior to implementation by the Board of Managers: (i) any actions specifically listed in subsections (i) – (v) of Section 5.2; (ii) any actions listed in 5.3 or otherwise requiring unanimous approval of the Board of Managers; (iii) adoption of the MCC PPS annual operating budget; (iii) any expenditure exceeding \$50,000 which was not already approved in the MCC PPS budget; (iv) change in lead entity; (v)

application for Certificate of Public Advantage; (vi) any other action requiring approval of the lead entity under applicable DOH rules, regulations or guidance.

6. Reserved Powers and Authority of the Lead Entity. The Lead Entity shall fulfill all obligations of the lead entity as designated by the Department of Health. As the sole contacting authority with DOH and responsible party for ensuring MCC PPS's compliance with DSRIP requirements, the Lead Entity shall have the authority to veto any action taken by the Board of Managers where the Lead Entity determines, in its sole discretion, that such action is not in the best interests of MCC PPS.

7. Committees. All Committees and Advisory Bodies of MCC PPS shall be organized and operate in accordance with their respective Committee charters. Committee charters and any amendments thereto must be approved by the Governance Committee and the Board of Managers.

7.1. Standing Committees. The Board of Managers shall have the following standing committees.

- Governance Committee
- Clinical/Quality Committee
- Finance Committee
- Compliance Committee
- IT Data Committee

7.2. Advisory Bodies. MCC PPS shall have the following advisory bodies:

- Physician Steering Committee
- Project Advisory Committee
- Community-Based Organization Task Force
- Southern Tier Council
- Niagara Orleans Healthcare Organization
- "Voice of the Consumer" Committee

7.3. Special Committees. At the discretion of the Chairperson, and upon the advice of the Board, additional special committees may be appointed to address specific issues. Special committees identified in MCC's Application and Implementation Plan include, but are not limited to, the following:

- Value-Based Payment Sub-Committee
- Bed Reduction Work Group
- Workforce Development Work Group
- Physician Performance Sub-Committee

7.4. Special Role of the Governance Committee. The Governance Committee monitors Board of Managers activities, addresses governance issues, and recommends governance changes if necessary and in the best interest of MCC PPS. To ensure that the Governance Committee is active and relevant, that Committee shall meet no fewer than four (4) times per year.

7.5. Quorum/Voting.

7.5.1. Standing Committees. With respect to the Governance Committee, Clinical/Quality Committee, Finance Committee and Compliance Committee, two thirds (2/3) of the entire Committee membership shall constitute a quorum for the transaction of Committee business. Unless otherwise specified in this Governance Agreement, at any meeting of the aforementioned Committees, each voting Committee member present shall be entitled to one (1) vote. Unless otherwise specified in this Governance Agreement or prescribed by applicable law, a positive vote of two thirds (2/3) of the Committee members present at a Committee meeting shall be required for all action taken by the Committee. With respect to the IT Data Committee a majority (51%) of the entire Committee membership shall constitute a quorum and unless otherwise noted in this Governance Agreement, the positive vote of a majority of the Committee members present at a meeting shall be required for all action taken by the Committee.

7.5.2. Advisory Bodies and Special Committees. With respect to all Advisory and Special Committees, a majority (51%) of the entire membership shall constitute a quorum for the transaction of business. Unless otherwise specified in this Governance Agreement, at any meeting of an Advisory Body or Special Committee, each voting member present shall be entitled to one (1) vote. Unless otherwise specified in this Governance Agreement or prescribed by applicable law, a positive vote of fifty-one percent (51%) of the members present at a meeting shall be required for all action taken.

8. Amendment. Any changes to the Governance Agreement must be initiated and approved by the Governance Committee, then presented to the Board of Managers for ratification. This Governance Agreement may only be amended upon the affirmative vote of a supermajority (2/3) of the Board of Managers, subject to the approval of the Lead Entity.

Attachment C

6a. Member composition:

Erie County Medical Center Corporation (“ECMCC”) is the lead entity of the Millennium Collaborative Care PPS, with “Millennium Collaborative Care” being a d/b/a of ECMCC. ECMCC has a 15-member Board of Directors drawn from industries and roles across Western New York. Of these directors, eight are appointed by the Governor of New York – via the recommendations of the County Executive (3), County Legislature (3), the Temporary President of the NYS Senate and (1) the Speaker of the NYS Assembly (1) – and seven are appointed by the County Executive with the advice and consent of the Erie County legislature.

Upon the initiation of the DSRIP program, ECMCC further established a volunteer Board of Managers, along with various governance committees. The Board of Managers met monthly and was comprised of providers and representatives of the Medicaid community. The Board of Managers and its committees were dissolved as of March 31, 2020, to be replaced by an advisory group populated primarily by the Executive Committee to the former Board of Managers. This group shall continue to meet three times per year.

6b. Member seats who hold reserve powers

Not applicable.

6c. Committee structure

ECMCC’s Board has numerous committees, as outlined in its attached By-Laws.

6d. Executive Committees and membership:

ECMCC’s Executive Committee consists of four (4) Board members, with its General Counsel and Chief Executive Officer serving ex officio as members of the Committee. Other members of the Board may be added when advisable.

6e. Meeting frequency of the Executive Committees and Board

The ECMCC Executive Committee meets at least quarterly, or upon the call of the ECMCC Board Chairperson. The Board holds monthly and annual meetings. Special meetings may additionally be called on an as-needed basis.

Attachment D

7a. Member composition:

Same as current (see 6a).

7b. Member seats who hold reserve powers

Not applicable.

7c. Committee structure

Same as current (see 6c).

7d. Executive Committees and membership:

Same as current (see 6d).

7e. Meeting frequency of the Executive Committees and Board

Same as current (see 6e).

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

Approved July 28, 2020

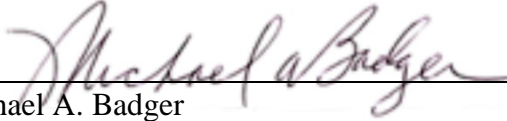
WHEREAS, by Resolution approved by Erie County Medical Center Corporation (the “Corporation”)’s Board of Directors on October 31, 2017, the Corporation set forth its policy regarding the naming of spaces and structures owned or otherwise controlled by the Corporation; and

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

July Board Approval	Donor Name	Naming Opportunity	Location	Recognition Name	Commitment
	Richard Ferguson	Staff Office	Administration	Dr. Richard & Katherine Ferguson	\$ 5,000
	Judy Jack Lewis	Medication Room	ESI-3	Judy Jack Lewis & Larry Lewis	\$ 5,108
	Pamela Lee	Environmental Services	ESI-3	Patrick & Pamela Lee	\$ 5,000
	Dr. Richard M. Spiro	Imaging Room	Imaging Suite	Richard and Paula Spiro	\$ 10,000
	University at Buffalo Surgeons	Specialty Treatment Room	ESI-3	In Honor of William J. Flynn Jr., MD / UBMD Surgery	\$ 50,000

MINUTES

Present: Yogesh Bakhai, MD; Sam Cloud, MD; Brian Murray, MD; Richard Hall, MD; Victor Vicanti, MD; Mandip Panesar, MD; Richard Skomra, MD; Ashvin Tadakamalla, MD; Mark LiVecchi, MD; Robert Glover

Agenda Item	Discussion/Recommendation	Action	Follow-up
I. CALL TO ORDER	Dr. Yogesh Bakhai called the meeting to order at 3:05 pm	None required.	None required.
II. ADMINISTRATIVE			
A. Minutes	The minutes of the June 2020 meeting were distributed for review.	The Committee approved, all in favor to accept the distributed minutes.	Via these minutes, the actions of the Credentials Committee are submitted to the Medical Executive Committee for review and action.
B. Deceased	None		
C. Applications Withdrawn/Processing Cessation			
1. Enaame Farrell, MD	Family Medicine, WNY Medical withdrew application.	None	Informational
2. Md Kabiul Haque, MD	Internal Medicine – Will no longer be joining Apogee	None	Informational
3. Chanda Sadiq, PA-C	Internal Medicine – WNY Medical withdrew application	None	Informational
4. Sidney Abramson, MD	Psychiatry – will not be relocating from Florida	None	Informational
D. Automatic Conclusion (Initial Appointment)	None		
E. Resignations	See Resignation Summary (Attachment A). The resignation summary was discussed, noting all requirements met in changing collaborating, supervising or covering providers.	Noted.	Updates made to files. Notification via these minutes to the Medical Executive Committee and the Board.
III. CHANGE IN STAFF CATEGORY			

Highlight: Initiate FPPE

A. Iyer, Vijay, MD	<ul style="list-style-type: none"> Internal Medicine/Cardiology change from CRF to Active Staff. Will be providing coverage for Dr. Wadhvani as well as handling cardiac catheterization for organ donation. 	The Committee voted, all in favor, to approved this change in staff category.	Recommendation to the Medical Executive Committee for approval.
IV. CHANGE/ADD DEPARTMENT			
A. Joseph Rasnick, ANP	<u>Internal Medicine</u> <ul style="list-style-type: none"> Adding Neurosurgery to use First Assist Collaborating Physician: Dr. L. Suddaby 	The Committee voted, all in favor, to approved this change in department with privileges granted as requested.	Recommendation to the Medical Executive Committee for approval.
B. Andrew Dybalski, PA-C	<u>Orthopaedic Surgery</u> <ul style="list-style-type: none"> Adding Neursurgery Supervising Physician: Dr. J. Pollina 	The Committee voted, all in favor, to approved this change in department with privileges granted as requested.	Recommendation to the Medical Executive Committee for approval.
c. Gregory Bennett, MD	<u>Internal Medicine</u> <ul style="list-style-type: none"> Moving to Internal Medicine and withdrawing all neurosurgery due to his practice changes. Aligns with insurance coverage. 	The Committee voted, all in favor, to approved this change in department with privileges granted as requested.	Recommendation to the Medical Executive Committee for approval.
V. CHANGE/ADDITION Collaborating/Supervising			
VI. PRIVILEGE ADDITION/ REVISION			
A. Romesh Kohli, MD	<u>Internal Medicine</u> <ul style="list-style-type: none"> Ambulatory Care Privileges Previously held in 2018 Not reported at May 2020 reappointment 	The Committee voted, all in favor, to approved this	Recommendation to the Medical Executive

Highlight: Initiate FPPE

		change in privileges.	Committee for approval.
B. Sam Samuel, MD	<u>Internal Medicine</u> <ul style="list-style-type: none"> Balloon tamponade for bleeding esophageal/gastric varices Previously held in 2010 Not reported at May 2020 reappointment 	The Committee voted, all in favor, to approved this change in privileges.	Recommendation to the Medical Executive Committee for approval.
C. Andrew Dybalski, PA-C	<u>Orthopaedic Surgery</u> <ul style="list-style-type: none"> Adding First Assist Privilege CV outlines experience Supervising Physician: Dr. M. Romanowski (5) 	The Committee voted, all in favor, to approved this change in privileges.	Recommendation to the Medical Executive Committee for approval.
D. Luke Martinic, PA-C	<u>Orthopaedic Surgery</u> <ul style="list-style-type: none"> Adding First Assist Privilege CV outlines experience Supervising Physician: Dr. M. Romanowski (5) 	The Committee voted, all in favor, to approved this change in privileges.	Recommendation to the Medical Executive Committee for approval.
VII. PRIVILEGE WITHDRAWAL			
	<ul style="list-style-type: none"> See Reappointment section 	Remove Privileges	Informational.
A. Sam Samuel, MD	<u>Internal Medicine</u> <ul style="list-style-type: none"> Anoscopy (not reported at reappointment- June 2020) Not reported at May 2020 reappointment 	Remove Privileges	Informational.
B. John Crane, MD	<u>Internal Medicine</u> <ul style="list-style-type: none"> Aspiration or Incision and drainage of superficial abscess (not reported at reappointment- June 2020) Not reported at May 2020 reappointment 	Remove Privileges	Informational.
C. Sarah Warren, PA	<u>Emergency Medicine</u> <ul style="list-style-type: none"> Moderate Sedation 	Remove Privileges	Informational.
D. Derek Lynch, PA	<u>Emergency Medicine</u> <ul style="list-style-type: none"> Moderate Sedation 	Remove Privileges	Informational.
VIII. UNACCREDITED FELLOWSHIPS	<u>Neurosurgery</u> <ul style="list-style-type: none"> Dr. Castiglia has requested an Unaccredited Fellow in Neurosurgery. 	Noted.	Informational.

Highlight: Initiate FPPE

	<ul style="list-style-type: none"> • Dr. Christopher Wilcox will rotate during December 2020 and January 2021 • Application and required documents sent June 15, 2020- waiting on return 		
IX. INITIAL APPOINTMENTS			
Adam Dworkin, DO Emergency Medicine	<ul style="list-style-type: none"> • Lake Erie College of Osteopathic Medicine DO June 2017 • Jacobs School of Medicine Emergency Medicine Residency June 2020 • Joining University Emergency Medical Services in July • American Osteopathic Board of Emergency Medicine eligible 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Michael Keenan, MD Emergency Medicine	<ul style="list-style-type: none"> • State University of New York Upstate Medical University MD May 2017 • Jacobs School of Medicine Emergency Medicine Residency June 2020 • Joining University Emergency Medical Services in July • American Board of Emergency Medicine eligible 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
John Kruse, DO Emergency Medicine	<ul style="list-style-type: none"> • Philadelphia College of Osteopathic Medicine DO June 2017 • Jacobs School of Medicine Emergency Medicine Residency June 2020 • Joining University Emergency Medical Services in July • American Osteopathic Board of Emergency Medicine eligible 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Matthew Meier, MD Emergency Medicine	<ul style="list-style-type: none"> • Jacobs School of Medicine MD June 2017 • Jacobs School of Medicine Emergency Medicine Residency June 2020 • Joining University Emergency Medical Services in July • American Board of Internal Medicine eligible 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.

<p>Christopher Schaeffer, MD Family Medicine</p>	<ul style="list-style-type: none"> • Jacobs School of Medicine MD June 1998 • The University of Rochester Internal Medicine Residency June 2001 • Internal Medicine Physician with Kaleida Health July 2001 - current, ECMC November 2012 – August 2019, and Professor of Medicine with Jacobs School of Medicine July 2001 – August 2019 • Interim Medical Director of ECMC Medicine Clinic December 2018 to August 2019 • Physician – Jericho Road Community Health Center September 2019 to April 2020. • Sub-acute and Long Term Care Physician with General Physicians, PC April 2020 to current • Joining Dr. Paul Shields at TerraceView through GPPC in August • American Board of Internal Medicine certified 	<p>The Committee voted, all in favor, to approve the appointment with privileges granted as requested.</p>	<p>Recommendation, via these minutes, to the Medical Executive Committee for approval.</p>
<p>Paul Shields, DO Family Medicine</p>	<ul style="list-style-type: none"> • Philadelphia College of Osteopathic Medicine DO June 1999 • Lake Erie College of Osteopathic Medicine Traditional Rotating Internship June 2000 and Family Medicine Residency June 2002 • Associate Medical Director Priority Care – Erie, PA June 2002 to April 2005 • Medical Director Pennsylvania Soldiers’ and Sailors’ Home – Erie, PA - May 2001 to February 2008 • Director/Owner EPN/Your Own Family Doctor – Erie, PA - May 2005 to October 2011 • Medical Director Fairview Manor Skilled Nursing Facility – Fairview, PA - April 2008 to September 2019 • Staff Physician Erie Family Medical Group - Erie, PA October 2011 to September 2015 • Medical Director Saint Vincent Medical Group – Erie, PA - September 2015 to September 2019 • Associate Medical Director Visiting Nurses of Erie – Erie, PA - April 2017 to September 2019 	<p>The Committee voted, all in favor, to approve the appointment with privileges granted as requested.</p>	<p>Recommendation, via these minutes, to the Medical Executive Committee for approval.</p>

Highlight: Initiate FPPE

	<ul style="list-style-type: none"> • Medical Director Presbyterian Senior Care Network - Fairview, PA - June 2014 to September 2019 • Associate Medical Director Guardian Walnut Creek Nursing Facility – Fairview, PA - May 2017 to September 2019 • Medical Director Village at Luther Square – Erie, PA - June 2016 to August 2017 • Vice President Post-Acute Clinical Services, Physician Advisor VNA of Western NY, Family Physician. General Physicians, PC October 2019 to current • Joining Dr. Christopher Schaeffer at TerraceView through GPPC in August • American Osteopathic Board of Family Medicine certified 		
Muhammad Achakzai, MD Internal Medicine	<ul style="list-style-type: none"> • Aga Khan University Hospital, Pakistan, MBBS October 2005 • Jacobs School of Medicine Internal Medicine Residency July 2010 • University of New Mexico Nephrology Fellowship July 2019 • University of New Mexico Critical Care Fellowship June 2020 • ICU Hospitalist physician with Exigence/TeamHealth at Erie County Medical Center August 2010 through June 2017 • Joining Desai, Anillo, and Brockman in July • American Board of Internal Medicine and Nephrology certified. American Board of Critical Care eligible, sitting November 16, 2020 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Dane Counts, DO Internal Medicine	<ul style="list-style-type: none"> • Lake Erie College of Osteopathic Medicine DO August 2015 • Geisinger Medical Center Residency October 2018 • Staff Hospitalist at Geisinger Medical Center December 2018 – March 2020 • Hired by Apogee Physicians May 2020 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested	Recommendation, via these minutes, to the Medical Executive Committee for approval.

Highlight: Initiate FPPE

	<ul style="list-style-type: none"> • Board certified: American Board of Internal Medicine • Temporary privileges granted May 12, 2020. Temps issued for 120 days set to expire September 12, 2020. 		
Chantal Dockstader, MD Internal Medicine	<ul style="list-style-type: none"> • Ross University School of Medicine MD March 2013 • Jacobs School of Medicine Internal Medicine and Pediatrics Residency July 2017 • Attending and Assistance Professor with UBMD Internal Medicine since September 2017. • Previously on the Medical Dental Staff at ECMC September 2017 to May 2019, relinquished privileges at re-appointment with no activity at ECMC. Requesting appointment to assist with staffing of UBMD Hospitalist in August. • American Board of Internal Medicine and Pediatric certified 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Frank Freund, DO Internal Medicine	<ul style="list-style-type: none"> • Edward Via College of Osteopathic Medicine DO May 2017 • Beaumont Farmington Hills Hospital Internship and Residency Internal Medicine June 2020 • Joining Apogee Physicians in August • American Osteopathic Board of Internal Medicine eligible, sitting August 2020 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Jihae Lee, MD Internal Medicine	<ul style="list-style-type: none"> • St. George's University, Grenada, West Indies, MD May 2015 • SUNY Downstate Medical Center Internal Medicine Residency June 2018 • Weill Cornell Medical Center Geriatrics Fellowship June 2019 • Columbia University Medical Center Hospice & Palliative Care Fellowship June 2020 • Joining UBMD Geriatric Service in August • American Board of Internal Medicine and Geriatric Medicine certified 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.

<p>Sarah Sporski, PA-C Internal Medicine</p>	<ul style="list-style-type: none"> • D'Youville College FNP December 2019 • Flight Nurse with Mercy Flight since March 2018 • Critical Care RN Buffalo General Medical Center 2013-2018 • Emergency Medicine Nurse Practitioner at Millard Fillmore Suburban Hospital February 2020 • Joining Stansberry and Knight, PLLC • ANCC certified • Dr. Sergio Anillo is the Collaborating Physician (8) • Temporary privileges granted June 29, 2020 to assist with immediate patient need 	<p>The Committee voted, all in favor, to approve the appointment with privileges granted as requested.</p>	<p>Recommendation, via these minutes, to the Medical Executive Committee for approval.</p>
<p>Zhen Wang, MD Internal Medicine</p>	<ul style="list-style-type: none"> • Mercer University School of Medicine MD May 2014 • Rutgers, The State University of New Jersey Internal Medicine Residency June 2017 • Maimonides Cancer Medical Center Hematology/Oncology Fellowship June 2020 • Joining UBMD and GPPC Oncology in August • American Board of Internal Medicine certified • American Board of Hematology and Oncology eligible, sitting October 2020 	<p>The Committee voted, all in favor, to approve the appointment with privileges granted as requested.</p>	<p>Recommendation, via these minutes, to the Medical Executive Committee for approval.</p>
<p>Zachary Wikerd, MD Internal Medicine</p>	<ul style="list-style-type: none"> • Royal College of Surgeons in Ireland MBBCh June 2016 • MetroHealth Medical Center Internal Medicine Residency June 2019 • Icahn School of Medicine at Mount Sinai Geriatric Fellowship June 2020 • Joining UBMD Geriatrics in August • American Board of Internal Medicine certified • American Board of Geriatrics eligible 	<p>The Committee voted, all in favor, to approve the appointment with privileges granted as requested.</p>	<p>Recommendation, via these minutes, to the Medical Executive Committee for approval.</p>
<p>Cornelia Willis, MD Internal Medicine</p>	<ul style="list-style-type: none"> • The University of Vermont MD May 2016 • Madigan Army Medical Center Internal Medicine Residency August 2019 • US Army Captain Physician overseeing Internal Medicine Consult Service at Fort Drum, NY September 2019 – current 	<p>The Committee voted, all in favor, to approve the appointment with privileges granted as requested.</p>	<p>Recommendation, via these minutes, to the Medical Executive Committee for approval.</p>

Highlight: Initiate FPPE

	<ul style="list-style-type: none"> • Joining Apogee Physicians in August • American Board of Internal Medicine certified 		
Elizabeth Hanretty, PA-C Orthopaedic Surgery	<ul style="list-style-type: none"> • Daemen College PA May 2010 • Orthopaedic Surgery PA July 2010 – January 2011 • Neurosurgery PA January 2011 – November 2012 • Physiatry PA January 2011 – current • Joining University Orthopaedic Services, Inc. in July • NCCPA certified • Dr. Marc Fineberg is the Supervising Physician (2) 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Rafiq Fazili, MD Pathology	<ul style="list-style-type: none"> • Government Medical College, Srinagar, Kashmir, India MBBS 1971 • House Physician Obstetrics & Gynecology India 1972 • ECFMG July 1972 • Millard Fillmore Hospital Pathology Residency June 1977 • Active Pathologist in WNY since September 1977 of recent Lab Director/Pathologist with Quest Diagnostics November 1999 – March 2020 • Joining UB Pathologists, Inc. in July • American Board of Pathology certified 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Charles Camp, MD Psychiatry	<ul style="list-style-type: none"> • Jacobs School of Medicine MD June 2016 • Jacobs School of Medicine General Psychiatry Residency June 2020. Chief Resident July 2018- June 2020 • Joining University Psychiatric Practice July 2020 • American Board of Psychiatry eligible • Temporary privileges to be granted July 6, 2020 for immediate patient need 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Elizabeth Lucaj, MD Psychiatry	<ul style="list-style-type: none"> • St. George's University School of Medicine June 2015 • Jacobs School of Medicine General Psychiatry Residency June 2020 • American Board of Psychiatry eligible • Temporary privileges to be granted July 6, 2020 for immediate patient need 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.

Highlight: Initiate FPPE

Salah Abdelhadi, MD Radiology	<ul style="list-style-type: none"> • Saba University School of Medicine MD January 2014 • Saint Joseph Mercy Preliminary Surgery Internship June 2015 • Detroit Medical Center Diagnostic Radiology Residency June 2019 • McMaster University Musculoskeletal Fellowship June 2020 • Joining Great Lakes Medical Imaging in August • American Board of Radiology eligible, sitting October 2020 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Richard Grinstead, DO Radiology	<ul style="list-style-type: none"> • Lake Erie College of Osteopathic Medicine DO July 2009 • Garden City Hospital Rotating Internship July 2010 • Arnot Ogden Medical Center Diagnostic Radiology Residency June 2019, Chief Resident • University of Rochester Medical Center Interventional Radiology Fellowship June 2020 • Flight Surgeon – General Medical Officer Fort Bragg July 2010 – September 2015 • Joining Great Lakes Medical Imaging in August • American Osteopathic Board of Radiology certified 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Rashpal Sandhu, MD Radiology	<ul style="list-style-type: none"> • American University of Antigua College of Medicine MD March 2014 • St. Joseph Mercy Oakland Transitional Year June 2015 and Diagnostic Radiology Residency June 2019 • Cleveland Clinic Musculoskeletal Radiology June 2020 • Joining Great Lakes Medical Imaging in August • American Board of Radiology eligible, sitting October 2020 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Jasmeet Talwar, PA-C Radiology	<ul style="list-style-type: none"> • D'Youville College PA December 2019 • Joined Great Lakes Medical Imaging in April • NCCPA certified • Dr. John McGrath is the Supervising Physician (3) 	The Committee voted, all in favor, to approve the appointment with	Recommendation, via these minutes, to the Medical Executive

Highlight: Initiate FPPE

		privileges granted as requested.	Committee for approval.
Lara Bussey, DO Radiology - Teleradiology	<ul style="list-style-type: none"> • Des Moines University DO May 2002 • Osteopathic Medical Center of Texas Internship June 2003 and 1-year Residency October 2004 • John Peter Smith Hospital Diagnostic Radiology Residency June 2007 • University of Texas Neuroradiology Fellowship June 2008 • Virtual Radiologist since July 2008. Currently employed by North State Radiology and Virtual Radiologic Professional, LLC • American Osteopathic Board of Radiology certified 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
Angela Valladares-Otero, MD Radiology - Teleradiology	<ul style="list-style-type: none"> • University of Seville, Spain, MD December 1999 • Virgen del Rocio University Hospital, Seville, Spain, Diagnostic Radiology Residency June 2005 • University of Colorado Radiology Residency June 2012 and Neuroradiology Fellowship June 2013 • Radiologist in Spain July 2005 – May 2006 • University of Colorado Senior Instructor July 2013 – September 2018 • Virtual Radiologist with Virtual Radiologic Professional, LLC February 2018 – current • American Board of Radiology certified 	The Committee voted, all in favor, to approve the appointment with privileges granted as requested.	Recommendation, via these minutes, to the Medical Executive Committee for approval.
X. TEMPORARY PRIVILEGES	Luke Martinic, PA-C – Orthopaedic Surgery First Assist 6/22/2020 Sarah Sporski, NP – Internal Medicine 6/29/2020	Noted	Informational
XI. REAPPOINTMENTS	See reappointment summary (Attachment B): Application for reappointments were reviewed and discussed	The Committee voted, all in favor, to recommend approval of the reappointments listed with privileges as requested.	Recommendation to Medical Executive Committee for approval.

XII. AUTOMATIC CONCLUSION	Reappointment Expiration		
1st Notice	None		
2nd Notice	None		
3rd Notice	None		
XIII. PROFESSIONAL PRACTICE EVALUATIONS	No new information		
XIV. OLD BUSINESS			
A. Expirables	<ul style="list-style-type: none"> Jones, Kendall MD H/A and PPD 4/22/20 –V-Rad Russell, Joshua MD PPD 4/10/20 UBMD Psychiatry Sengupta, Sourav MD, H/A 5/24/30 UBMD Psychiatry 	Noted	Informational
B. DEA, License and Boards Issues	<ul style="list-style-type: none"> Dr. Ferguson will need to request a board extension for Dr. Baig (exp 10/25/20). Alerted the Credentials Committee and Dr. Ferguson at the February 6, 2020 meeting Amanda Englert, NP has sat and passed her ANCC boards. 	Noted	Informational
C. NEW BUSINESS			
A. MOLST Forms	<ul style="list-style-type: none"> NP's and PA's to be able to complete MOLST forms. Task Force will make recommendations. 	Informational: Committee will receive and review recommendations from the task force.	
B. CRF follow-up	<ul style="list-style-type: none"> IM to issue letter to physicians 	Recommend circulating for all Chief's to review for possible use.	
C. TIPS Procedure Criteria	<p>Initial privileges via ONE of the following:</p> <ol style="list-style-type: none"> Board certification in radiology, diagnostic radiology or Interventional Radiology/Diagnostic Radiology) with 5 (five) supervised procedures. 	The Committee voted, all in favor, to approve the criteria.	Recommendation to MEC for approval.

Highlight: Initiate FPPE

	<p>2. ACGME Approved residency (or equivalent) in radiology/interventional radiology), and a minimum of 12 months fellowship in Vascular/IR or IR/Vascular with 5 (five) supervised procedures.</p> <p>3. 2-years experience with demonstrated competency as primary operator in diagnostic angioplasty under the supervision of an on-site qualified physician during which a minimum of 100 dx angios, 50 angioplasties, (25 as primary), 10 vascular stents, 5 embolizations. Minimum of 5 supervised TIPS with documented success.</p> <p>AND</p> <p>5. All meeting the above 1,2, or 3 must additionally have written substantiation of their knowledge base of this procedure (competency) by the Chief of IR, or Chair of the Department where they will be working or provided by a prior institution and accepted by the current.</p> <p>At reappointment: Complication rates as defined by the ACR guidelines. Continued competence should depend on participation in a QI program that monitors these rates. (Procedure related complications to be reviewed at QAPI and reflected on OPPE.)</p>		
D. ADJOURNMENT	The meeting was adjourned at 4:00 p.m.		

RESIGNATION SUMMARY ()

Credentials Committee-July 2, 2020

Attachment A, Item IID.

NAME	DEPARTMENT	PRACTICE PLAN/REASON	COVERING/COLLABORATING/ SUPERVISING	DATE
Richard Krause, MD	Emergency Medicine	UEMS/retiring	No covering MD/ no supervising AHP	06/01/20
Rachel Smith, PA-C	Orthopaedic Surgery	GPPC/leaving for a private practice	N/A	07/04/20
Steven Gordon, MD	Psychiatry	UPP/change in affiliation	No covering Physicians No midlevels	06/05/20
Jean-Paul Dym, MD	Radiology	Vrad/not reading for ECMC	No covering Physicians No midlevels	06/14/20
Frank Welte, MD	Radiology	Vrad/not reading for ECMC	No covering Physicians No midlevels	06/15/20
Candace Marr, MD	Internal Medicine	Voluntary resignation in Good Standing.	Updated covering physican/No supervising of AHP	06/30/20
Melissa Bohonos, MD	Ophthalmology	Voluntary resignation in Good Standing. Relocation out of the area.	No covering physician	06/30/20
Madan Aryal, MD	Internal Medicine	Apogee/Moving out of state No longer providing coverage at ECMC	Group Coverage	06/30/20
Leon Ber, DPM	Podiatry	Retiring	No covering/supervising	7/17/20

REAPPOINTMENT SUMMARY (40)

Credentials Committee-July 2, 2020

Attachment B, Item X.

NAME	DEPARTMENT	CATEGORY	OPPE	PRIVILEGES
Brundin, Douglas CRNA	Anesthesiology	AHP		
Furlani, Lisa CRNA	Anesthesiology	AHP		
Morrissey, Colin CRNA	Anesthesiology	AHP		
Paladino, Matthew MD	Anesthesiology	AHP		

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Stobnicki, Cortney CRNA	Anesthesiology	AHP		
Hanrahan, Kara ANP Collaborating Physician: Dr. Caldwell	Emergency Medicine	AHP		
O'Brien, Michael MD	Emergency Medicine	Active		
Thompson, Sarah PA Supervising Physician: Dr. Igoe	Emergency Medicine	AHP		
Alicandri, Darren MD	Family Medicine	Active		
Kuczanski, Laura FNP	Family Medicine	AHP		
Sayalolipavan, Thihalolipavan MD	Family Medicine	CRF		
Charest, Andre MD	Internal Medicine	Active		
Ciemny, Destiny NP Supervising Physician: Dr. Anillo	Internal Medicine	AHP		Privilege Withdrawal: Maintenance of Open airways Removed from combined NP/PA Internal Medicine privilege form
Duvivier, Herbert, MF	Internal Medicine	Active		
Gbadamosi, Fatai MD	Internal Medicine	Active		Privilege Withdrawal: Infectious Disease Consultation; anoscopy.
Khan, Mohammad MD	Internal Medicine	Active		Discuss MICU Privileges
Kye, Wendy ANP Collaborating Physician: Dr. Brockman	Internal Medicine	AHP		Privilege Withdrawal: Maintenance of Open airways Removed from combined NP/PA Internal Medicine privilege form
Leddy, John MD	Internal Medicine	CRF		
Makdissi, Regina MD	Internal Medicine	Active		
Mishra, Archana MD	Internal Medicine	CRF		
Purcell, Eileen FNP Collaborating Physician: Dr. Desai	Internal Medicine	AHP		Privilege Withdrawal: Maintenance of Open airways Removed from combined NP/PA Internal Medicine privilege form
Wadhvani, Jai MD	Internal Medicine	Active		Privilege Withdrawal: Pericardiocentesis
Samie M Reza MD	Neurology	Active		Privilege Withdrawal: Somato Sensory, Evoked responses including intraoperative monitoring.
Bryan, Amy DDS	Oral/Maxillofacial Surgery	Associate		New Privilege: Arthroscopic or operative repair of disc or bony abnormality.
Rodems, Fred DDS	Oral/Maxillofacial Surgery	Active		
Labeledz, Miranda PA Supervising Physician: Dr. Binkley	Orthopaedic Surgery	AHP		

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Taylor, Karen PA Supervising Physician: Dr. Ritter	Orthopaedic Surgery	AHP		
Balos, Lucia MD	Pathology	Active		
Krabill, Keith MD	Pathology	Active		
Santillo, Alexis PA Supervising Physician: Dr. Loree	Plastic & Reconstructive Surgery	AHP		
Kaye, David MD	Psychiatry/Behavioral Medicine	Active		
Lannon, Gail PA Supervising Physician: Dr. McGrath	Radiology	AHP		
Makhija, Jasbeer MD	Radiology	Active		
Oliverio, Roseanne MD	Radiology	Active		
Romanowski, Cindy MD	Rehabilitation Medicine	Active		
Berndtson, Jeffrey MD	Surgery	Active		New Privileges: Peripheral IV Lines; Arterial Puncture; Urinary Catheter (Female); Urinary Catheter (Male); Suture Laceration; Staple/Suture Removal; Insertion of Nasogastric Tube without Guide Wire; Peripheral Vein, Arterial Cutdown; Incision and drainage – Complex; Testes –incise or excise; Spermatic Cord – hydrocele or varicocele excision; Burns – Minor; Ganglion Excision; Sentinal node biopsy for melanoma (lymphangiography and lymph node biopsy); Laparoscopic Assisted Jejunostomy; Ambulatory: Wound Care; Fistulectomy and fistulotomy; Ganglion excision; Sentinal node biopsy for melanoma (lymphangiography and lymph node biopsy).
Cherr, Gregory MD	Surgery	Active		New Privileges: Debridement Chemical; Debridement Excisional.
Hovak, Melissa NP Collaborating Physician: Dr. Kayler	Surgery	AHP		Withdrawing Privileges: Infection, Incision and Drainage Complex; wound care; Decubitus Ulcer Management.
Lautner, Meeghan MD	Surgery	Active		New Privileges: OR Assist; Fluoroscopy for foreign body localization; Hemorrhoidectomy; Fluoroscopy/ Removal: Application of compression Dressing (including Total Contact Cast and Profore).

Highlight: Initiate FPPE

Zoratti, Alyson PA Supervising Physician: Dr. Ashraf	Thoracic/Cardiovascular Surgery	AHP	New Privileges : Pre and post operative management of thoracic/cardiovascular surgery cases including drain removal.
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Highlighting indicates commencement of FPPE

Respectfully submitted,



Yogesh Bakhai, MD

Chair, Credentials Committee

Highlight: Initiate FPPE