

The special meeting of the Wyoming County Community Health System (WCCHS) Board of Managers, Wyoming County, New York was held on Monday, February 8, 2021.

**BOARD OF MANAGERS PRESENT/ABSENT**

- |   |  |  |
|---|--|--|
| <input checked="" type="checkbox"/> Salman Abbasey, MD      | <input checked="" type="checkbox"/> Rich Kosmerl   | <input checked="" type="checkbox"/> J. Thomas Reagan, MD |
| <input checked="" type="checkbox"/> Doug Berwanger          | <input checked="" type="checkbox"/> Mark Merrill   | <input checked="" type="checkbox"/> Frank Vitagliano     |
| <input checked="" type="checkbox"/> Cynthia Elbow           | <input checked="" type="checkbox"/> Laura Paolucci | <input checked="" type="checkbox"/> James Wawrzyniak, DC |
| <input checked="" type="checkbox"/> Bryan Kehl (BOS member) | <input checked="" type="checkbox"/> Steve Perkins  |  |

**STAFF PRESENT/ABSENT**

- |  |  |
|--|--|
| <input type="checkbox"/> Connie Almeter (Chief Nursing Officer)                                      | <input type="checkbox"/> Dawn James (NF Administrator)                             |
| <input checked="" type="checkbox"/> Ahmed Bayoumi, MD (Medical Staff President)                      | <input type="checkbox"/> Todd MacConnell (WC IT Director)                          |
| <input type="checkbox"/> Amy Chase (Chief Financial Officer)   | <input type="checkbox"/> Paul Mason, MD (Chief Medical Officer)                    |
| <input checked="" type="checkbox"/> Greg Collins, DO (Credentials Committee Chair)                   | <input checked="" type="checkbox"/> Joe McTernan (Chief Executive Officer)         |
| <input type="checkbox"/> Mike Corcimiglia (Chief Operating Officer)                                  | <input checked="" type="checkbox"/> Mandip Panesar, MD (Hospital Medical Director) |
| <input type="checkbox"/> Peggy Cunningham (Director of WPHS, Clinic Quality, & Corporate Compliance) | <input checked="" type="checkbox"/> Pam Pettnot (Executive Assistant)              |
| <input checked="" type="checkbox"/> Dan Farberman (WC Human Resource Director)                       | <input type="checkbox"/> Denise Prusak (NF Director of Nursing)                    |
| <input type="checkbox"/> Bridget Givens (Director of Mental Health)                                  | <input type="checkbox"/> Craig Woodworth (Director of Plant Operations)            |

**OTHERS PRESENT:** Becky Ryan (Chairwoman, Wyoming County Board of Supervisors and Supervisor, Town of Warsaw), Jerry Davis (Vice Chairman, Wyoming County Board of Supervisors and Supervisor, Town of Covington), Dale Deahn, MD (Family Medicine Provider), Garfunkel Wild, PC: Stacey Gulick (Partner), Kevin Donoghue (Partner), and Jeffrey Brown (Partner/Director)

**CALL MEETING TO ORDER**

President Kosmerl called the meeting to order at 4:31pm.

***This meeting was held via ZOOM, in accordance with the NYS Governor's Executive Order #202.1, suspension of law allowing the attendance of meetings telephonically or other similar service. Article 7 of the Public Officers Law, to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.***

**EXCUSE MEMBERS NOT PRESENT / QUORUM?**

President Kosmerl declared that a quorum was present.

A special meeting has been scheduled by the WCCHS President of the Board of Managers (BOM) for Monday, February 8, 2021 at 4:30pm via ZOOM in accordance with the NYS Governor's Executive Order #202.1, suspension of law allowing the attendance of meetings telephonically or other similar service. Article 7 of the Public Officers Law, to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.

The purpose of this meeting is to discuss the employment status of particular positions/employees/contracts related to the budget reduction plan and contract negotiations related to the potential acquisition of a medical practice, and any other business brought before the Board.

January 26, 2021

Pam Pettnot, Executive Assistant  
By order of Rich Kosmerl, President of the BOM

**BOM DUTIES AND RESPONSIBILITIES**

Attorney Jeffrey Brown from Garfunkel Wild, offered the following related to responsibilities of Board Member:

- To work with management to enforce the mission, vision, and goals of the hospital.
- No individual board member should act alone, all board members should act in concert. If any member is to act alone, authority must be given by the Board. Important that the hospital board speaks as one voice. When board members get involved in operations, it loses effectiveness.
- The Board is a governing body, to govern not to operate. It is important for hospital boards to honor the structure, otherwise the roles of administration or the hospital board will get blurred and put the hospital at risk.
- Assurance of quality care – through the By-Laws and the Quality Committee so there is protection afforded under the law and not put the hospital at risk.
- Ensure financial security of the hospital.
- Strategic alliance and overall strategic plan.
- It is important to know that board members have a duty of care to the patients the hospital treats, a duty of loyalty to always act in the best interest of the hospital, a duty of obedience to follow all laws applicable to hospitals and patient care, a duty of confidentiality to maintain confidentiality as defined by the Board roles, and a duty to act ethically.

Manager Reagan stated that board members should act in concert and as a Board opposed to an individual member of the Board, but there is still an issue of a board member figuring out what an issue is if he doesn't already know it or have a way of finding out about it and that is hard to do in a group if you don't know where you are going yet.

Jeffrey Brown replied that it is not necessarily a problem but must be done with the authority of the Board, by the direction of the Board so that protections are afforded and to avoid liability to the hospital down the road.

President Kosmerl asked if someone approaches a member of the Board with an issue, a complaint, or information they want to share with the Board, how should it be handled?

Jeffrey Brown replied that issues, complaints, information, etc. should be filtered through Administration up to the Board. The Board will lose effective and may incur potential liability, if indeed it starts acting as Administration. Information sharing through the proper channels affords protections and is more efficient for operations. The Board is a governing body, not an operations body.

President Kosmerl asked for recommendations for Board trainings. Jeffrey Brown offered to provide some recommendations, guidance and advice.

**EXECUTIVE SESSION**

Motion by President Kosmerl and seconded by Manager Perkins, for the Board to enter into executive session to discuss the following topic(s) at 4:47pm. Joe McTernan, Pam Pettnot, Dan Farberman, Mandip Panesar MD, Ahmed Bayoumi MD, Greg Collins, DO, Becky Ryan, Jerry Davis, Stacey Gulick, Kevin Donoghue, and Jeffrey Brown remained.

- Employment status of particular positions/employees/contracts related to the budget reduction plan
- Contract negotiations:
  - Salman Abbasey, MD Employment Agreement
  - Abbasey Medical, PLLC Asset Purchase Agreement
- An issue involving an investigation containing medically privileged information, Event #4957
- One (1) letter received by the BOM with content relating to the employment history and performance of two (2) particular Salary Schedule P employees with additional comments and recommendations on options for related actions to pursue
- Two (2) letters received by the BOM related to alleged or possible harassment and violation of Human Resource policies

The motion was passed upon the following vote:

<b>VOTE</b>								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Doug Berwanger	X	Yes		No		Abstain		Absent
Cynthia Elbow	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	X	Yes		No		Abstain		Absent
Mark Merrill	X	Yes		No		Abstain		Absent
Laura Paolucci	X	Yes		No		Abstain		Absent
Steve Perkins	X	Yes		No		Abstain		Absent
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent
Frank Vitagliano	X	Yes		No		Abstain		Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
<b>VOTE TOTAL:</b>								
	X	Yes		No		Abstain		Absent
<b>RESULTS</b>								
	<b>11</b>	<b>PASS</b>				<b>FAIL</b>		

**Dale Deahn, MD was asked to join Executive Session at 4:55pm.**

**Dale Deahn, MD was excused from Executive Session at 5:41pm.**

Motion by Manager Wawrzyniak and seconded by Manager Paolucci, the Board exit executive session at 6:36pm.

The motion was passed upon the following vote:

<b>VOTE</b>								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Doug Berwanger	X	Yes		No		Abstain		Absent
Cynthia Elbow	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	X	Yes		No		Abstain		Absent
Mark Merrill	X	Yes		No		Abstain		Absent
Laura Paolucci	X	Yes		No		Abstain		Absent
Steve Perkins	X	Yes		No		Abstain		Absent
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent
Frank Vitagliano	X	Yes		No		Abstain		Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
<b>VOTE TOTAL:</b>								
	X	Yes		No		Abstain		Absent
<b>RESULTS</b>								
	<b>11</b>	<b>PASS</b>				<b>FAIL</b>		

**BOM JOINT CONFERENCE COMMITTEE MEETING CALLED**

President Kosmerl announced, in accordance with the BOM By-Laws, Article VIII, Section 14, that a BOM Joint Conference Committee meeting will be scheduled at a date to be announced. Members of the Committee will include President Kosmerl (Co-Chair), Manager Merrill, Manager Vitagliano, Ahmed Bayoumi, MD (Co-Chair), Greg Collins, DO, Mandip Panesar, MD, Joe McTernan, Dan Farberman, and legal counsel from Garfunkel Wild, PC. The purpose of this Committee is to conduct a full investigation related to Event #4957 containing medically privileged information.

**WCCHS-21-008 REVISION TO BOM BY-LAWS**

Motion by Manager Wawrzyniak and seconded by President Kosmerl, the BOM By-Laws Article VII, Section 9, Quality (Compliance) Committee and Article VII, Section 22, Corporate Compliance Committee be hereby revised to include the words in red italicized font, as follows:

Section 9

**Quality (Compliance) Committee**

Recognizing the Board’s ultimate responsibility for quality of services and setting of performance standards, the Quality Committee will assist the entire Board in fulfilling its responsibilities by reviewing, monitoring and reporting on the facilities’ key quality indicators, comparisons to industry standards, independent quality reports, governmental and independent compliance reviews, and any other data or resources as deemed necessary. This overall program will encompass all aspects of quality throughout the system, including clinical outcomes, overall patient satisfaction, and risk management while considering fiscal feasibility. Its responsibilities shall include assuring that a quality outcome and reporting system is in place and working effectively to measure and improve upon the quality of care throughout the health system. The Quality Committee will report to the entire Board all information deemed appropriate and necessary to assure quality standards are being achieved. These include, but are not limited to, plans of correction, reviews of accreditation and certification, risk management reports, corporate compliance and the like. *The first Corporate Compliance Work Plan of each calendar year is to be reviewed, approved, and forwarded to the full Board of Managers for its subsequent approval by the end of the first quarter of each year.* The Quality Committee shall constitute a “medical review committee” for purposes of the New York Education Law and at all times be considered a hospital committee.

Section 22

**Corporate Compliance Committee**

The Corporate Compliance Committee is a subcommittee of the ~~Governance~~ *Acute Quality* Committee and shall be composed of representatives from the WCCHS Administrative Leadership Team, WCCHS Staff, and the BOM. The Corporate Compliance Committee shall meet quarterly. The Committee shall receive reports on credible reported compliance concerns including the results of investigations and any subsequent disciplinary/corrective actions taken, compliance initiatives, and recommendations for improvement in the overall compliance program. The formation, purpose and activities of this Committee are fully defined in hospital's Corporate Compliance Plan.

The motion was passed upon the following vote:

<b>VOTE</b>								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Doug Berwanger	X	Yes		No		Abstain		Absent
Cynthia Elbow	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	X	Yes		No		Abstain		Absent
Mark Merrill	X	Yes		No		Abstain		Absent
Laura Paolucci	X	Yes		No		Abstain		Absent
Steve Perkins	X	Yes		No		Abstain		Absent
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent
Frank Vitagliano	X	Yes		No		Abstain		Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
<b>VOTE TOTAL:</b>								
	X	Yes		No		Abstain		Absent
<b>RESULTS</b>	<b>11</b>	<b>PASS</b>				<b>FAIL</b>		

