

The special meeting of the Wyoming County Community Health System (WCCHS) Board of Managers, Wyoming County, New York was held on Thursday, March 3, 2022.

BOARD OF MANAGERS PRESENT/ABSENT

- | | | |
|---|--|--|
| <input checked="" type="checkbox"/> Salman Abbasey, MD | <input checked="" type="checkbox"/> Laura Paolucci | <input type="checkbox"/> Larry Rogers |
| <input checked="" type="checkbox"/> Bryan Kehl (BOS member) | <input checked="" type="checkbox"/> Steve Perkins | <input checked="" type="checkbox"/> James Wawrzyniak, DC |
| <input checked="" type="checkbox"/> Rich Kosmerl | <input checked="" type="checkbox"/> J. Thomas Reagan, MD | |

STAFF PRESENT/ABSENT

- | | |
|--|---|
| <input type="checkbox"/> Connie Almeter (Chief Nursing Officer) | <input type="checkbox"/> Dawn James (NF Administrator) |
| <input type="checkbox"/> Ahmed Bayoumi, MD (Medical Staff President) | <input type="checkbox"/> Merlyn Knapp (Interim Chief Financial Officer) |
| <input type="checkbox"/> Greg Collins, DO (Credentials Committee Chair) | <input type="checkbox"/> Mandip Panesar, MD (Hospital Medical Director) |
| <input type="checkbox"/> Mike Corcimiglia (Chief Operating Officer) | <input checked="" type="checkbox"/> Pam Pettnot (Executive Assistant) |
| <input type="checkbox"/> Peggy Cunningham (Director of WPHS, Clinic Quality, & Corporate Compliance) | <input type="checkbox"/> Denise Prusak (NF Director of Nursing) |
| <input checked="" type="checkbox"/> Dan Farberman (WC Human Resource Director) | <input type="checkbox"/> Bill Sikes (County IT Director) |
| <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), and Jerry Davis (Vice Chairman, Wyoming County Board of Supervisors and Supervisor, Town of Covington).

Additional individuals participated in the meeting via Zoom – see attached list.

CALL MEETING TO ORDER

President Kosmerl called the meeting to order at 3:01pm.

On January 14, 2022, Governor Kathy Hochul signed into Law Chapter 1 of the Laws of 2022 amending Chapter 417 of the Laws of 2021 to authorize any public body (as that term is defined by § 102(2) of the Open Meetings Law) “to meet and take such action authorized by law without permitting in public in-person access to meetings and authorize 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.”

Chapter 1 takes effect immediately and shall expire and be deemed repealed upon the expiration or termination of the state disaster emergency declared pursuant to Governor Hochul’s Executive Order 11 or any extension or modification thereof. As of January 18, 2022, Executive Order 11.2 had extended Executive Order 11 through February 14, 2022.

On February 14, 2022, Governor Hochul continues the state disaster emergency as set forth in Executive Order 11, and continues the suspensions and modifications of law contained in Executive Orders 11, 11.1, and 11.2, through March 16, 2022.

In an email from the Committee on Open Government dated December 29, 2021, if the governing body is holding a remote meeting pursuant to Chapter 417, the locations of members who are participating remotely does not need to be included in the notice. All members participating remotely count toward a quorum and are permitted to vote.

EXCUSE MEMBERS NOT PRESENT / QUORUM?

Motion by President Kosmerl and seconded by Manager Perkins, the following member(s) are hereby excused:

- Manager Rogers

President Kosmerl declared that a quorum was present.

The motion was passed upon the following vote:

VOTE								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	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
Larry Rogers		Yes		No		Abstain	X	Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
VOTE TOTAL:								
	7	Yes	0	No	0	Abstain	1	Absent
RESULTS								
	X	PASS				FAIL		

A special meeting has been scheduled by the WCCHS President of the Board of Managers (BOM) for Thursday, March 3, 2022 at 3:00pm via ZOOM (email Pam Pettnot at ppettnot@wcchs.net for Zoom link by 1:00pm on 03/03/2022).

The purpose of this meeting is to establish the process for BOM to review CEO candidates, discuss the need for a full-time Interim CEO while conducting permanent recruitment, approve organization chart, and any other business brought before the Board.

February 28, 2022

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

ESTABLISH PROCESS FOR BOM TO REVIEW CEO CANDIDATES

President Kosmerl reported that WCCHS approved a contingency agreement with a recruiting firm to help identify candidates for the open CEO position. The firm has received applications, conducted preliminary screening, and has vetted candidates that meet WCCHS identified qualifications, those candidates are ready for an interview. In 2018/2019, the BOM Executive Committee conducted an initial screening of candidates via telephone then viable candidates were brought on-site for in-person interviews by interested board members. The consensus of the BOM was to continue with the same process for 2022. Telephone/Zoom interviews with the BOM Executive Committee (Kosmerl, Perkins, and Paolucci) will be scheduled starting the week of March 7, 2022. Resumes of the candidates to be interviewed will be emailed to all BOM members.

DISCUSS THE NEED FOR A FULL-TIME INTERIM CEO WHILE CONDUCTING PERMANENT RECRUITMENT

President Kosmerl reminded board member that the BOM appointed both Dawn James and Mike Corcimiglia to Acting CEO roles covering needed signatures, responses to the NYSDOH, and continued business. They have been doing a good job; however, is it time we look at identifying one individual as Interim CEO so Dawn and Mike can focus on their normal duties? The hiring of a new CEO may take 4 to 6 months. Board members voiced their support and opposition surrounding Dawn and Mike's continued acting roles. It was decided that President Kosmerl, Manager Reagan, and Manager Perkins would speak with Dawn and Mike to understand how they are doing. Attendees further agreed to delay the appointment of a full-time interim CEO until a few candidates have been interviewed and we gauge the hiring timeframe for a permanent replacement.

APPROVE ORGANIZATION CHART

Motion by President Kosmerl and seconded by Manager Kehl, the organization chart be hereby approved as presented, attached, and on file in Administration.

The motion was passed upon the following vote:

VOTE									
Salman Abbasey, MD	X	Yes		No		Abstain		Absent	
Bryan Kehl	X	Yes		No		Abstain		Absent	
Rich Kosmerl	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	
Larry Rogers		Yes		No		Abstain	X	Absent	
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent	
VOTE TOTAL:									
	7	Yes	0	No	0	Abstain	1	Absent	
RESULTS		X	PASS				FAIL		

ANY OTHER BUSINESS BROUGHT BEFORE THE BOARD

Manager Wawrzyniak asked for an update on recruitment of a replacement Chief Financial Officer. President Kosmerl reported that at the 02/22/2022 BOM meeting, the BOM approved to extend the term of the interim chief financial officer recruitment advisory services agreement with **DCCS CONSULTING, LLC** for Merlyn Knapp's services through 10/18/2022. Dan Farberman commented that we are utilizing the same search firm for the CEO and CFO positions and have shifted our focus on recruitment of a CEO at this time.

NEXT REGULAR MEETING

The next regular meeting is scheduled for Tuesday, March 22, 2022 immediately following the BOM Finance/Personnel Committee meeting, approximately 5:00pm.

ADJOURN

There being no further business to come before the Board, the meeting duly adjourned at 3:24pm upon motion by Manager Wawrzyniak.

Laura Paolucci, BOM Secretary Date

Pam Pettnot, Recording Secretary Date

WCCHS
Special Board of Managers Meeting
March 3, 2022
Zoom Participants

Name (Original Name)

15853292772

15857862233

810824313395

bryan

Bryan Kehl

Call-In User_1

conniealmeter

Dfarberman

iPhone

James

Jenny

jerry davis

JWawr

K20 V

Karen's S21+

LPaolucci

LuAnneRoberts Wyoming County

Mallory Diefenbach

Mandip iPhone

margaretmorganhise

ND Mom

Pam Pettnot

r315077

rebecca

Rich Kosmerl

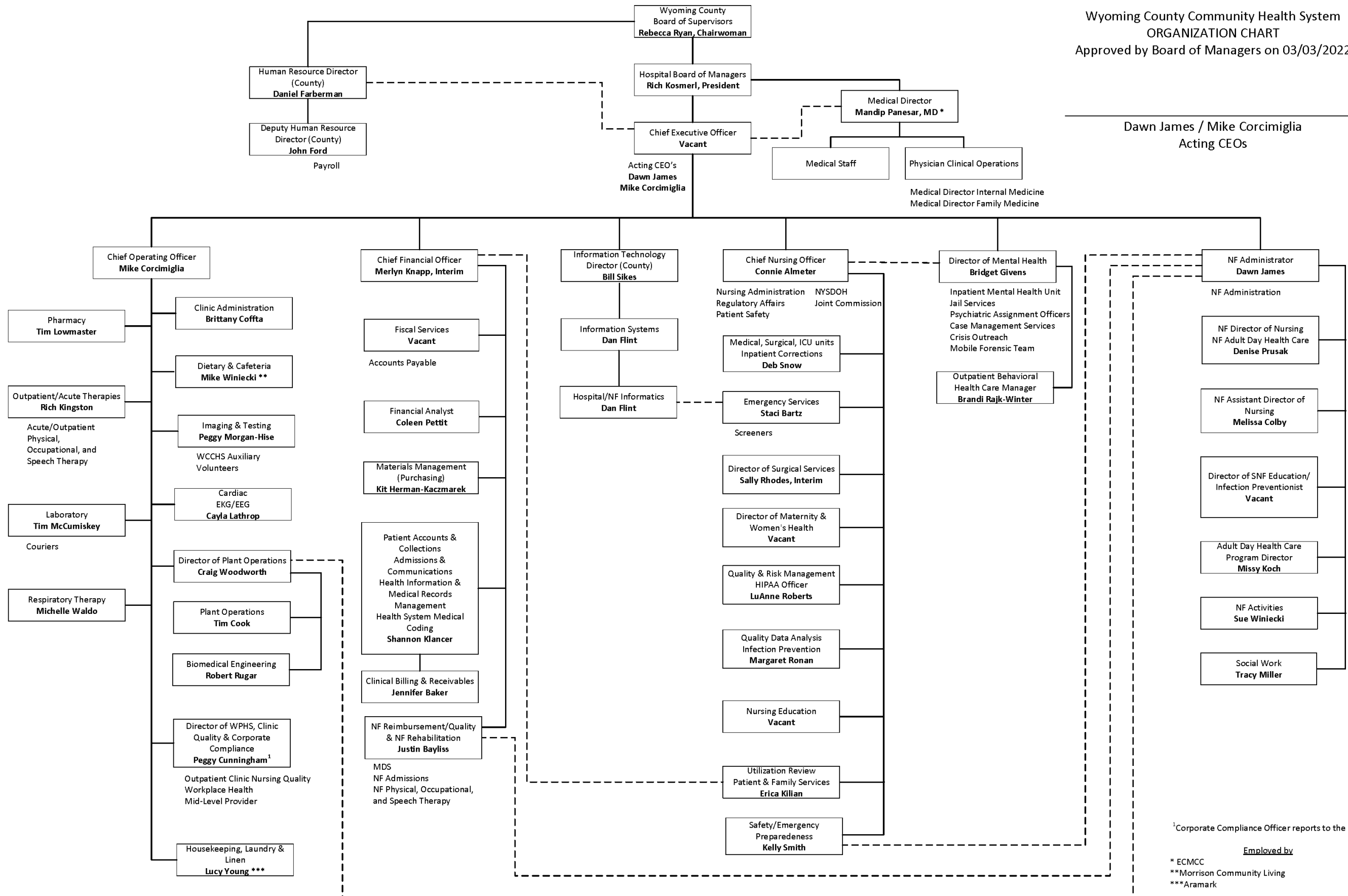
Salman

SD

SPerkins

Tom Reagan

Wyoming County Community Health System
ORGANIZATION CHART
Approved by Board of Managers on 03/03/2022



¹Corporate Compliance Officer reports to the CEO

Employed by
* ECMCC
**Morrison Community Living
***Aramark