

The special meeting of the Wyoming County Community Health System (WCCHS) Board of Managers, Wyoming County, New York was held on Thursday, November 19, 2020.

**BOARD OF MANAGERS PRESENT/ABSENT**

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|--|--|--|
| <input checked="" type="checkbox"/> Salman Abbasey, MD         | <input checked="" type="checkbox"/> Rich Kosmerl         | <input checked="" type="checkbox"/> Frank Vitagliano     |
| <input checked="" type="checkbox"/> Doug Berwanger             | <input checked="" type="checkbox"/> Mark Merrill         | <input checked="" type="checkbox"/> James Wawrzyniak, DC |
| <input checked="" type="checkbox"/> Cynthia Elbow (at 12:11pm) | <input checked="" type="checkbox"/> Laura Paolucci       |  |
| <input checked="" type="checkbox"/> Bryan Kehl (BOS member)    | <input checked="" type="checkbox"/> J. Thomas Reagan, MD |  |

**STAFF PRESENT/ABSENT**

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|--|---|
| <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"/> Todd MacConnell (WC IT Director)               |
| <input type="checkbox"/> Amy Chase (Chief Financial Officer)   | <input type="checkbox"/> Paul Mason, MD (Chief Medical Officer)         |
| <input type="checkbox"/> Greg Collins, DO (Credentials Committee Chair)                              | <input type="checkbox"/> Joe McTernan (Chief Executive Officer)         |
| <input type="checkbox"/> Mike Corcimiglia (Chief Operating Officer)                                  | <input 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: None.

**CALL MEETING TO ORDER**

President Kosmerl called the meeting to order at 12:06pm.

*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.

On Monday, November 16, 2020, the WCCHS President of the Board of Managers, Rich Kosmerl, called this special meeting. The purpose of this meeting is to discuss input received in response to the undated letter to the BOM received from members of the medical staff, performance of one particular contracted medical staff provider, and any other business brought before the BOM.

**EXECUTIVE SESSION**

Motion by President Kosmerl and seconded by Manager Wawrzyniak, for the Board to enter into executive session to discuss the following topic(s) at 12:06pm. Pam Pettnot and Dan Farberman remained.

- Input received in response to the undated letter to the BOM received from members of the medical staff
- Performance of one particular contracted medical staff provider

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		Yes		No		Abstain	X	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	
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>	9	Yes	0	No	0	Abstain	1	Absent	
<b>RESULTS</b>	<b>X</b>	<b>PASS</b>					<b>FAIL</b>		

**Manager Elbow joined the meeting at 12:11pm during executive session.**

Motion by President Kosmerl and seconded by Manager Wawrzyniak, the Board exit executive session at 1:08pm.

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	
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>	10	Yes	0	No	0	Abstain	0	Absent	
<b>RESULTS</b>	<b>X</b>	<b>PASS</b>					<b>FAIL</b>		

**LETTER RECEIVED FROM MEMBERS OF THE MEDICAL STAFF**

At the October 27, 2020 regular BOM meeting, President Kosmerl acknowledged receipt of a letter to the BOM signed by 15 members of the medical staff. At that meeting, President Kosmerl asked each of the providers that signed the letter to individually report to the BOM with specific examples and details related to the items in Paragraph 2 based on personal and direct experiences (no second hand information or hearsay).

At the special meeting today, President Kosmerl informed the BOM that only two responses were received. The BOM discussed the responses, the medical staff's initial input, and concluded that there was not sufficient information for which to take action.

Board members agreed that President Kosmerl and Manager Reagan would draft a response to the 15 members of the medical staff who signed the letter acknowledging receipt of the two responses and that no action was warranted.

**BOARD MEMBER ONLY MEETINGS**

Manager Wawrzyniak suggested that only members of the BOM meet periodically, excluding Administration and/or Medical Staff. Any member of the BOM can suggest a board member only meeting or they can be scheduled periodically / quarterly.

**EMPLOYMENT CONTRACT FOR HOSPITAL ADMINISTRATOR**

Manager Vitagliano initiated a discussion about the employment contract for Joe McTernan. At the October 27, 2020 regular BOM meeting, an ad-hoc committee was appointed comprised of Manager Paolucci (Chairwoman), Manager Merrill, Manager Kehl, Dan Farberman, and Joe McTernan. The Committee was tasked with drafting an employment contract and providing a status at the regular BOM meeting scheduled for November 24, 2020.

In response to a question by Manager Reagan about the difference between a contract and an employment agreement, Dan Farberman explained that all employees of the County NOT covered under a collective bargaining agreement are considered at-will employees, covered only by Civil Service Law Section 75. At-will means an employee can be released from employment without warning at any time for any reason or no reason at all, except discriminatory reasons. Certain professional class employees operate under an employment agreement that sets forth a framework to continue employment, reasons why employment would be discontinued, reasons why parties could mutually separate, etc. If a separation occurs other than for cause, then there would be a period of salary continuation afforded to the departing executive. As an example, Kaleida executives (Chief Nursing Officer, Chief Financial Officer, Chief Executive Officer, etc.) have employment agreements. An employment agreement sets forth why an employee might be separated including disability, death, performance related issues and what happens if those situations occur. It provides legal security for both parties if a separation occurs and provides for a non-solicitation, non-recruitment, and non-complete period.

President Kosmerl reported that Joe volunteered to put in a reduction of his salary for 2021 and 2022 given the economic crisis. President Kosmerl suggested Joe work with the Committee to get it included in the contract.

The Committee met and a draft will be ready for discussion and/or approval at the November 24, 2020 regular BOM meeting.

**ADJOURN**

There being no further business to come before the Board, the meeting duly adjourned at 1:21pm upon motion by Manager Wawrzyniak.

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Frank Vitagliano, BOM Secretary                      Date

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Pam Pettnot, Recording Secretary                      Date