

**Organizational Competencies:**  
***Talent Experience, Customer Experience, Operational & Financial Acumen,  
Strategic Growth, Community Impact***

WCCHS

Regular Board of Managers (BOMs) Meeting

October 28, 2025

The regular meeting of the Wyoming County Community Health System (WCCHS) Board of Managers, Wyoming County, New York was held on Tuesday, October 28, 2025.

**CALL MEETING TO ORDER**

President Kosmerl called the meeting to order at 4:04pm.

**ROLL CALL AND QUORUM**

**BOARD OF MANAGERS PRESENT/ABSENT**

★ participated remotely

☒ Salman Abbasey, MD

☒ Bryan Kehl (BOS member)

☒ Rich Kosmerl

☒ Steve Perkins

☒ J. Thomas Reagan, MD

☒ Larry Rogers

☐ Janice Shirley

☒ James Wawrzyniak, DC ★

**STAFF PRESENT/ABSENT**

★ participated remotely

☐ Justin Bayliss (NF Administrator)

☒ Dan Farberman (WC Human Resource Director)

☒ Mandip Panesar, MD (Hospital Medical Director)

☒ Jeff Perry (Chief Executive Officer)

☒ Pam Pettnot (Executive Assistant)

☒ Mark Wright (Chief Financial Officer)

OTHERS PRESENT: Becky Ryan (Chairwoman, Wyoming County Board of Supervisors and Supervisor, Town of Warsaw), Jim Brick (Vice Chairman, Wyoming County Board of Supervisors and Supervisor, Town of Perry) and Dan Flint (Chief Information Officer)

President Kosmerl declared that a quorum was physically present. Manager Wawrzyniak participated remotely from 1681 4th Ct., Vero Beach, FL, as indicated in the meeting notice; therefore, he was counted toward the quorum and was eligible to vote.

**EXCUSE MEMBERS NOT PRESENT**

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

- Manager Shirley

The motion was passed upon the following vote:

<b>VOTE</b>								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	X	Yes		No		Abstain		Absent
Steve Perkins	X	Yes		No		Abstain		Absent
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent
Larry Rogers	X	Yes		No		Abstain		Absent
Janice Shirley		Yes		No		Abstain	X	Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
<b>VOTE TOTAL:</b>	7	Yes	0	No	0	Abstain	1	Absent
<b>RESULTS</b>	<b>X</b>	<b>PASS</b>				<b>FAIL</b>		

**ADOPT THE AGENDA**

Motion by Manager Abbasey and seconded by Manager Rogers, the BOM hereby adopts the agenda as presented and verbally amended to include an update on the CSEA general unit bargaining agreement.

The motion was passed upon the following vote:

<b>VOTE</b>								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	X	Yes		No		Abstain		Absent
Steve Perkins	X	Yes		No		Abstain		Absent
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent
Larry Rogers	X	Yes		No		Abstain		Absent
Janice Shirley		Yes		No		Abstain	X	Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
<b>VOTE TOTAL:</b>	7	Yes	0	No	0	Abstain	1	Absent
<b>RESULTS</b>	<b>X</b>	<b>PASS</b>				<b>FAIL</b>		

**2025 CYBERSECURITY UPDATE**

Dan Flint made a presentation (copy on file in Administration) to provide a cybersecurity update and reviewed key 2025 initiatives undertaken, technology enhancements, assessment findings, cybersecurity initiatives, vulnerability metrics (2024 vs. 2025), and external test results, phishing campaign results, strategic recommendations, and 2026 focus areas.

**WCCHS-25-054 CONSENT AGENDA**

Motion by Manager Perkins and seconded by Manager Wawrzyniak, the following items were listed for consideration on the consent agenda and are hereby approved as included in the agenda packet and on file in Administration:

- BOM meeting minutes – September 23, 2025

The motion was passed upon the following vote:

<b>VOTE</b>								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	X	Yes		No		Abstain		Absent
Steve Perkins	X	Yes		No		Abstain		Absent
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent
Larry Rogers	X	Yes		No		Abstain		Absent
Janice Shirley		Yes		No		Abstain	X	Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
<b>VOTE TOTAL:</b>	7	Yes	0	No	0	Abstain	1	Absent
<b>RESULTS</b>	<b>X</b>	<b>PASS</b>				<b>FAIL</b>		

Motion by Manager Wawrzyniak and seconded by Manager Abbasey, the following items were listed for consideration on the consent agenda and are hereby accepted as included in the agenda packet and on file in Administration:

- Leadership: Organization updates
- Accounts payable exception list
- Accounts payable report
- Write-off, denied and bad debt amounts report
- Personnel requisitions in process report
- Personnel changes/financial impact report

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- Contracts and/or grants
- Medical Exec, peer review report
- Credentials committee
- Medical leave summary
- Financial statements with operational stats
- Talent experience metrics (by service line & overall)
- Quality dashboard
- Customer experience: Satisfaction surveys
- Quality metrics by service line/dept including target & benchmark

**CONTRACTS FULLY EXECUTED SINCE SEPTEMBER 23, 2025 BOM MEETING**

Contractor Legal Name	Name of Contract	Contract Purpose	Start Date	Autorenewal?	Expiration Date	Contract Amount	NOTES
Potter PA, Angela	Employment Agreement - Schedule P Amendment #2	To provide professional PA services at the hospitals and clinics for family medicine	10/6/2025	Yes			Changed agreement to auto renewal
Alicor Scientific, LLC	Alicor Scientific ESR Analyzer Extended Warranty	Maintenance services for the miniSED ESR analyzer	10/19/2025	No	10/18/2026	\$780 per year	
Prusak, Megan	Provider Employment Agreement	To provide services to the residents of the service area	12/1/2025	Yes		\$135,000 per year Base compensation plus stipend in the amount of \$500 per eight (8) hour shift for additional shifts in various clinics, plus stipend for a quarterly production bonus (wRVUs), plus stipend up to \$5,000 per calendar year for quality and service bonus, plus hospital agrees to reimburse employee up to \$7,000 for RNFA certification	
Carefusion Solutions, LLC	Customer order	Pyxis drug dispensing equipment support renewal 2025	9/22/2025	No	9/22/2030	\$2,774 per month, plus a one-time product purchase of \$10,449	
Mark Varallo, MD, PLLC	Behavioral Health Service Agreement Addendum	To include compensation for leadership at the service line meetings	8/1/2025	No	12/31/2025	\$1,000 per month (no less than 10 times per year)	
Cicero Consulting Associates VCC, Inc.	Agreement for Construction Notice	Prepare Construction Notice to NYSDOH to request approval to undertake minor construction for a new geriatric behavioral health intensive outpatient program	9/28/2025	No	9/29/2026	Not to exceed \$5,000 plus verifiable out-of-pocket expenses	
USA SDS, Inc.	Service Agreement	Customized database of safety data sheets for WCCHS	6/6/2025	Yes		\$1,500 per year plus a one-time set up fee of \$500. More than 300 SDS = \$5.00 per SDS	
Albany College of Pharmacy and Health Sciences (ACPHS)	Affiliation Agreement	To provide supervised practical experience and training to pharmacy students	9/19/2025	Yes		\$0.00	
Ovation Healthcare LLC	Non-Disclosure Agreement	Possible business arrangement for the procurement of products or services	9/20/2025	No		\$0.00	

The motion was passed upon the following vote:

<b>VOTE</b>									
Salman Abbasey, MD	X	Yes		No		Abstain		Absent	
Bryan Kehl	X	Yes		No		Abstain		Absent	
Rich Kosmerl	X	Yes		No		Abstain		Absent	
Steve Perkins	X	Yes		No		Abstain		Absent	
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent	
Larry Rogers	X	Yes		No		Abstain		Absent	
Janice Shirley		Yes		No		Abstain	X	Absent	
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent	
<b>VOTE TOTAL:</b>	7	Yes	0	No	0	Abstain	1	Absent	
<b>RESULTS</b>	X	<b>PASS</b>					<b>FAIL</b>		

**DISCUSSION ITEMS**

**CSEA GENERAL UNIT BARGAINING AGREEMENT UPDATE**

Dan Farberman provided an update on the CSEA general unit bargaining agreement. The previous agreement expired on December 31, 2024. A new contract was ratified by union members on October 27, 2025, with a strong 5-to-1 margin in favor. Only about half of eligible members voted. Following the 2018 Supreme Court ruling (the Janus decision), public sector employees can opt out of union membership and dues. In this county, 31.5% of CSEA-eligible employees have opted out. Non-members still receive negotiated benefits but cannot vote, do not receive union-sponsored perks, and are not entitled to union representation in disciplinary matters. The new agreement includes a \$0.80 per hour increase for all classifications, retroactive to January 1, 2025. Additional targeted pay adjustments were made for roles identified as below market on both the hospital and county sides. A major revision removed the previous rule requiring terminated employees to be placed back on payroll after 30 days, even before their case was resolved. Under the new terms, terminated employees remain off payroll unless they win their case, in which case back pay will be awarded—aligning with standard labor relations practices. The new agreement is a three-year contract, expiring on December 31, 2027.

**NEWSWEEK AMERICA'S BEST NURSING HOMES 2026**

In Justin Bayliss's absence, Jeff Perry reported that WCCHS Skilled Nursing Facility was ranked #8 nationally in *Newsweek's* annual nursing home ratings for the mid-size category (100–149 beds). This recognition places WCCHS among the top-performing facilities in the country. Attendees congratulated Justin and the team for this outstanding achievement.

**SUMMARY ANNUAL HEALTHCARE TRUSTEES OF NEW YORK STATE (HTNYS) CONFERENCE**

Manager Reagan provided a summary of key takeaways from the annual HTNYS conference held September 11-13, 2025 in Saratoga Springs, NY.

Pre-conference insights: Of 210 hospitals in NY, only 11 are unaffiliated; 20 are designated as critical access. Trustees were encouraged to maintain healthy skepticism, especially regarding information not shared openly. "A little fear of the CEO is okay; fear of telling the CEO the truth is dangerous."

Keynote address by Dr. Tom Mayer: Emphasized aligning personal joy with societal needs for a meaningful life. Staff -wellbeing directly impacts patient satisfaction, regardless of strategic plans.

*"Can hospitals save the medical profession? Strengthening our institutions' most valuable asset"* by Dr. Todd Sagin: Physicians are caught between being professionals and employees. Promote continuity of care, support professional autonomy, build trust between physicians and administration. Notably, physicians in for-profit hospitals reported higher trust in leadership than those in non-profits.

*"DOH Update from the Commissioner"* by Dr. James V. McDonald: Identified faculty and preceptor shortages as the main bottleneck in nursing workforce development. Dr. Reagan commended local efforts to address this issue.

*"Artificial intelligence in healthcare: Five challenges for leaders and trustees"* by Dr. Steven Berkowitz: Emphasized the growing role of AI in clinical workflows, particularly the use of AI scribes to streamline documentation. These tools can significantly reduce after-hours charting and increase face-to-face time with patients. A key takeaway for hospital leadership is the importance of ensuring that any new EMR system is compatible with AI technologies. As hospitals consider switching EMRs, it's critical to choose a platform that supports future AI integration to fully leverage these advancements.

*"The ultimate responsibility: Executing the board's role in quality and safety"* by Dr. Kathryn Leonhardt: Top-performing hospitals dedicate 25% of board time to quality assurance; most boards spend ~10%, encouraged use of benchmarks (mortality, readmission, length of stay), raised the challenge of assessing culture and employee well-being, and suggested trustees walk the institution to observe culture firsthand.

**NOMINATING COMMITTEE**

In accordance with the BOM by-laws, Manager Wawrzyniak (Chairman of the Nominating Committee) announced that the Nominating Committee proposed the following nomination of officers for consideration at the November 25, 2025 regular meeting. The election shall be by written ballot, unless waived by unanimous consent of the BOM. It is understood that nominations for Officers may also be made from the Floor.

<b><u>OFFICE</u></b>	<b><u>NOMINATED</u></b>
President	Rich Kosmerl
Vice President	Steve Perkins
Secretary	Jim Wawrzyniak

**DISCUSS CEO PERFORMANCE EVALUATION**

President Kosmerl reported that in accordance with the BOM By-Laws, the BOM shall assure the CEO's effective performance through ongoing documented monitoring and evaluation of that performance against written criteria developed for the position. Annual reviews will normally be conducted in the month of the CEOs hire/anniversary date. Attendees agreed to conduct the CEO's performance evaluation in December 2025.

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**DISCUSS ANNUAL SEXUAL HARASSMENT TRAINING**

President Kosmerl reminded board members they must complete the annual NYS mandated sexual harassment training prior to December 31, 2025. A link and instructions to accessing the employee assistance program (EAP) training center will be emailed to all board members.

**QUARTERLY FINANCIAL REPORT WITH OPERATIONAL STATS**

Mark Wright reviewed the third quarter financial update including revenue, expense, FTE trend, accounts payable, and accounts receivable comparisons, year-to-date totals, year-to-date monthly averages, year-to-date budget, and variances to budget. A copy of the presentation is on file in Administration.

**FINANCIAL STATEMENT SUMMARY WITH AR/AP/CASH ON HAND TREND**

Financial statements were included in the agenda packet, Pages 20-26.

**OTHER BUSINESS BROUGHT BEFORE THE BOARD**

Dan Farberman shared a message from Town of Middlebury Supervisor Dan Leuer, who expressed deep appreciation for the care he received at the hospital. At a recent BOS committee meeting, Supervisor Leuer spoke at length about the exceptional quality of care, the compassion of the staff, and described the experience as truly unique. He specifically asked that his gratitude be shared with the board members.

**EXECUTIVE SESSION**

Motion by President Kosmerl and seconded by Manager Rogers, for the Board to enter into executive session to discuss the following topic(s) at 5:31pm. Jeff Perry, Becky Ryan, Jim Brick, Dan Farberman, and Pam Pettnot remained. All other attendees left the meeting room.

1. Organization's strategic planning initiatives
2. Organizational risk assessment
3. Risk, accreditation, and regulatory report information not subject to release by Public Health Law
4. Contract negotiations related to the electronic medical record (EMR) system
5. Status on activities related to the proposed breach of contract claim with a hospital doctor.

The motion was passed upon the following vote:

<b>VOTE</b>								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	X	Yes		No		Abstain		Absent
Steve Perkins	X	Yes		No		Abstain		Absent
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent
Larry Rogers	X	Yes		No		Abstain		Absent
Janice Shirley		Yes		No		Abstain	X	Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
<b>VOTE TOTAL:</b>	7	Yes	0	No	0	Abstain	1	Absent
<b>RESULTS</b>	X	<b>PASS</b>					<b>FAIL</b>	

***Jim Brick exited Executive Session at 6:06pm.***

***Becky Ryan exited Executive Session at 6:47pm and returned at 6:48pm.***

***Dan Farberman exited Executive Session at 6:48pm and returned at 6:51pm.***

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Motion by Manager Rogers and seconded by Manager Reagan, the Board exit Executive Session at 7:12pm.

The motion was passed upon the following vote:

<b>VOTE</b>								
Salman Abbasey, MD	X	Yes		No		Abstain		Absent
Bryan Kehl	X	Yes		No		Abstain		Absent
Rich Kosmerl	X	Yes		No		Abstain		Absent
Steve Perkins	X	Yes		No		Abstain		Absent
J. Thomas Reagan, MD	X	Yes		No		Abstain		Absent
Larry Rogers	X	Yes		No		Abstain		Absent
Janice Shirley		Yes		No		Abstain	X	Absent
James Wawrzyniak, DC	X	Yes		No		Abstain		Absent
<b>VOTE TOTAL:</b>	7	Yes	0	No	0	Abstain	1	Absent
<b>RESULTS</b>	<b>X</b>	<b>PASS</b>				<b>FAIL</b>		

### **EXECUTIVE SESSION DISCUSSIONS**

President Kosmerl reminded attendees that all information discussed in executive session shall remain confidential and declared that no motions or votes were enacted on during the executive session.

### **OTHER BUSINESS BROUGHT BEFORE THE BOARD**

President Kosmerl led a discussion regarding dates for the November and December regular board meetings. Attendees agreed to keep the November 25, 2025 meeting date and move the December meeting to December 16, 2025 at 4pm.

President Kosmerl reported that the BOM Governance Committee will continue its work on the extensive revision to the BOM By-Laws and anticipates presenting a final version by the end of the first quarter of 2026. Manager Wawrzyniak scheduled a Governance Committee meeting for November 17, 2025 at 8am in the Library.

### **NEXT REGULAR MEETING**

The next regular meeting is scheduled for Tuesday, November 25, 2025 at 4:00pm.

### **ADJOURN**

There being no further business to come before the Board, the meeting duly adjourned at 7:19pm upon motion by Manager Wawrzyniak.

James Wawrzyniak, DC, BOM Secretary      Date

Pam Pettnot, Recording Secretary      Date