

BOARD OF DIRECTORS MEETING
THURSDAY, JANUARY 18, 2018
A•G•E•N•D•A

<p><u>CALL TO ORDER - 3:00 PM</u></p>	<p>Mr. Campbell</p>
<p>1. Adoption of Minutes: December 21, 2017</p>	
<p><u>Acting Chair’s Report</u></p>	<p>Mr. Campbell</p>
<p><u>President’s Report</u></p>	<p>Dr. Katz</p>
<p>>> Action Items<<</p>	
<p>2. RESOLUTION: Authorizing the New York City Health and Hospitals (the “System”) to negotiate and execute a contract with Public Financial Management, Inc. (“PFM”) to provide financial advisory and other business consulting services for an amount not-to-exceed \$170,000 per annum for a three year term, with two, one-year renewal options, solely exercisable by the System. (Finance Committee – 1/11/18) EEO: Approved / Vendex: Pending</p>	<p>Mr. Rosen</p>
<p>3. Appointing/re-appointing the Board of Directors (herein attached) of the NYC Health + Hospitals (hereinafter “the System”) subsidiary captive insurance company, HHC Insurance Company; and the NYC Health + Hospitals Physicians Purchasing Group.</p>	<p>Mr. Russo</p>
<p><u>Committee Reports</u></p>	
<ul style="list-style-type: none"> ➤ Finance ➤ Audit ➤ Governance 	<p>Mr. Rosen Ms. Youssouf Mr. Campbell</p>
<p><u>Subsidiary Board Reports</u></p>	
<ul style="list-style-type: none"> ➤ HHC Accountable Care Organization (HHC/ACO) ➤ HHC Capital Corporation ➤ HHC Insurance Company, and HHC Physicians Purchasing Group 	<p>Mr. Campbell Mr. Brezenoff Mr. Brezenoff</p>
<p><u>Executive Session Facility Governing Body Report</u></p>	
<ul style="list-style-type: none"> ➤ NYC Health + Hospitals Kings County ➤ NYC Health + Hospitals McKinney 	<p>Mr. Campbell</p>
<p>Semi-Annual Governing Body Report (Written Submission Only)</p>	
<ul style="list-style-type: none"> ➤ NYC Health + Hospitals Elmhurst 	
<p>>>Old Business<<</p>	
<p>>>New Business<<</p>	
<p><u>Adjournment</u></p>	

NYC HEALTH + HOSPITALS

A meeting of the Board of Directors of NYC Health + Hospitals was held in Room 532 at 125 Worth Street, New York, New York 10013 on the 21st day of December 2017 at 3:00 P.M. pursuant to a notice which was sent to all of the Directors of NYC Health + Hospitals and which was provided to the public by the Secretary. The following Directors were present in person:

Mr. Gordon J. Campbell
Mr. Stanley Brezenoff
Ms. Helen Arteaga Landaverde
Dr. Mary T. Bassett
Dr. Gary S. Belkin
Ms. Josephine Bolus, R.N.
Dr. Jo Ivey Boufford
Dr. Vincent Calamia
Mr. Robert Nolan
Mr. Mark Page
Dr. Herminia Palacio
Mr. Bernard Rosen
Ms. Emily A. Youssouf

Karen Lane was in attendance representing Commissioner Steven Banks, in a voting capacity. Mr. Gordon Campbell chaired the meeting and Mr. Salvatore Russo, Secretary to the Board, kept the minutes thereof.

ADOPTION OF MINUTES

The minutes of the meeting of the Board of Directors held on November 30, 2017 were presented to the Board. Then on motion made by Mr. Campbell and duly seconded, the Board unanimously adopted the minutes.

1. **RESOLVED**, that the minutes of the meeting of the Board of Directors held on November 30, 2017, copies of which have been presented to this meeting, be and hereby are adopted.

CHAIRPERSON'S REPORT

Mr. Campbell stated that in accordance with Article VI, Section 1(c) of the NYC Health + Hospitals Bylaws, he received the Board's approval to reappoint the 2018 Committee members with the following changes: Ms. Helen Arteaga Landaverde will join the Audit Committee and Ms. Barbara Lowe will join the Quality Assurance Committee.

Mr. Campbell noted that since the Board began the process of approving contracts prior to VENDEX approvals, there are no new items for today's agenda. Mr. Campbell noted that there are nine items from previous Board meetings pending VENDEX approval, and that two of VENDEX approvals were received since the Board last met. Mr. Campbell said the Board would be notified if outstanding VENDEX approvals are received.

On behalf of the Board of Directors, Mr. Campbell expressed thanks and gratitude to Mr. Stanley M. Brezenoff for his service to NYC Health + Hospitals and the communities, families and individuals served by the System. Mr. Campbell also thanked and recognized outgoing Secretary to the Corporation Patricia Lockhart, who served at NYC Health + Hospitals for 41 years.

PRESIDENT'S REPORT

Mr. Brezenoff's remarks were in the Board package and made available on the NYC Health + Hospitals website. A copy is attached hereto and incorporated by reference.

Mr. John Jurenko, Vice President, Intergovernmental Relations, updated the Board on pending federal and state legislation. Mr. Jurenko spoke about the pending federal tax reform proposal, which includes a repeal of the Affordable Care Act's individual mandate requirement which would lead to 13 million more uninsured in the U.S. Mr. Jurenko noted that there is bi-partisan support for a two-year delay of DSH cuts. Mr. Jurenko spoke about a federal regulatory proposal that would limit the 340B outpatient pharmaceuticals program. This would result in a \$2 million loss to NYC Health + Hospitals. Mr. Jurenko spoke about a pending gap in the state budget, putting potential state funds to NYC Health + Hospitals at risk. Mr. Jurenko spoke about a state legislative bill on enhanced safety net providers awaiting delivery to the Governor. A previous version of the bill was vetoed by the governor.

Mr. Campbell noted that Dr. Mitchell Katz, NYC Health + Hospitals' incoming Chief Executive Officer and President, was present at the Board meeting, and will begin service on January 8, 2018.

ACTION ITEMS

Mr. Campbell reported that Board Resolution #2 will be deferred at this time.

RESOLUTION

3. Authorizing the New York City Health and Hospitals Corporation (the "System") to execute a five year revocable license agreement with General Vision Services/Cohen Fashion Optical (the "Licensee") for its continued use and occupancy of 675 square feet of space to operate an optical store on the campus of Jacobi Medical Center (the "Facility") at an annual occupancy fee of \$46,951, or \$69.55 per square foot to be escalated by 3% per year for a five year total of \$249,267.

Ms. Roslyn Weinstein, Vice President of Operations, and Mr. Chris Mastromano, Chief Executive Officer at NYC Health + Hospitals/Jacobi, gave a presentation on the resolution and noted that the vendor has a pricing plan for those with difficulty paying for optical needs.

Mr. Page moved the adoption of the resolution which was duly seconded and unanimously adopted by the Board.

SUBSIDIARY AND BOARD COMMITTEE REPORTS

Attached hereto is a compilation of reports of the NYC Health + Hospitals Board Committees and Subsidiary Boards that have been convened since the last meeting of the Board of Directors. The reports were received by Mr. Campbell at the Board meeting.

Mr. Campbell received the Board's approval to convene an

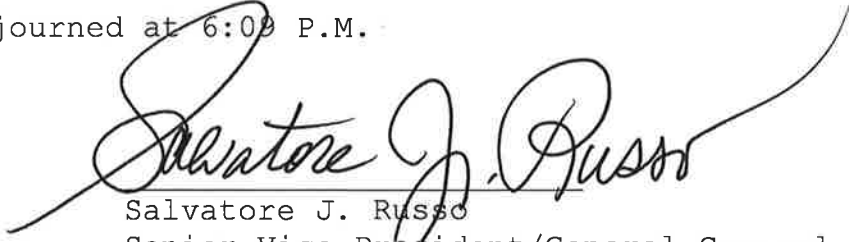
Executive Session to discuss matters of quality assurance, patient privacy, personnel matters and potential litigation.

FACILITY GOVERNING BODY/EXECUTIVE SESSION

The Board convened in Executive Session. When it reconvened in open session, Mr. Campbell reported that the Board (1) received and approved oral governing body submissions from NYC Health + Hospitals/Bellevue; (2) received and approved a semiannual governing body report from NYC Health + Hospitals/Jacobi; (3) received and approved a semiannual governing body report from NYC Health + Hospitals/North Central Bronx; and (4) the Board received and unanimously approved Governance Committee recommendations to appoint Matthew Siegler as Senior Vice President for Managed Care and Patient Growth, Dr. Theodore Long as Vice President of Primary Care, Dr. Eric Wei as Vice President, Chief Quality Officer, Safety and Access to Care, and Israel Rocha, Jr., as Vice President of One City Health.

ADJOURNMENT

Thereupon, there being no further business before the Board, the meeting was adjourned at 6:00 P.M.



Salvatore J. Russo
Senior Vice President/General Counsel
and Secretary to the Board of Directors

COMMITTEE REPORTS

Audit Committee – December 7, 2017

As reported by Emily Youssouf

Committee members present: Emily Youssouf, Mark Page, Josephine Bolus, RN, Stanley Brezenoff

A meeting of the Audit Committee was held on Tuesday, December 7, 2017. The meeting was called to order at 11:03 A.M. by Ms. Emily Youssouf, Audit Committee Chair. Ms. Youssouf asked for a motion to adopt the minutes of the Audit Committee held on October 25, 2017, the motion was seconded.

Ms. Youssouf then turned the floor over to Mr. Chris Telano of Internal Audits.

Mr. Telano saluted everyone and stated that he will start his briefing in which he will go over the external audits currently being conducted by the City and the State Comptroller's Office. The City's Comptroller's Office review of EPIC, started over a year ago, and the fieldwork ended in September, and we have not heard from them since, which is good news.

Moving on to the nurses' qualifications audit done by the State Comptroller's Office. The audit is completed, we had an exit conference on October 31st. A summary of the findings is (1) the lack of background information, and fingerprinting for nurses hired through temporary agencies; (2) missing employment documents; and (3) inconsistencies in the titles and salaries of the nurses employed by At Home Healthcare. We are expecting a draft report next in which we will have 30 days to provide them with a response.

Ms. Youssouf asked if these concerns were at At Home or throughout the system. Mr. Telano answered that findings one and two were throughout the system.

Mr. Telano continued on with the completed audits. The first one on page five is the follow-up audit of Transaction Control Errors (TCE). This is the first follow-up audit to be presented to the Committee in these seven and a half years since I have been here. During the course of our follow-up audit, we came across a new finding in which prisoner patient account claims were unbilled, and as you can see as the numbering in the middle of the page, the long process that's involved in processing these bills. Primarily the accounts have to be converted from a Medicaid Health Maintenance Organization (HMO), to a Medicaid Fee-for-Service (FFS). Revenue Management forwards the account listing to Human Resources Administration, and then they return the list, and we are finding that many of the accounts are not properly converted, and what has happened that has resulted in the unbilling is that the list was returned to Revenue Management, but they were not acting upon it nor contacting HRA to resolve this issue.

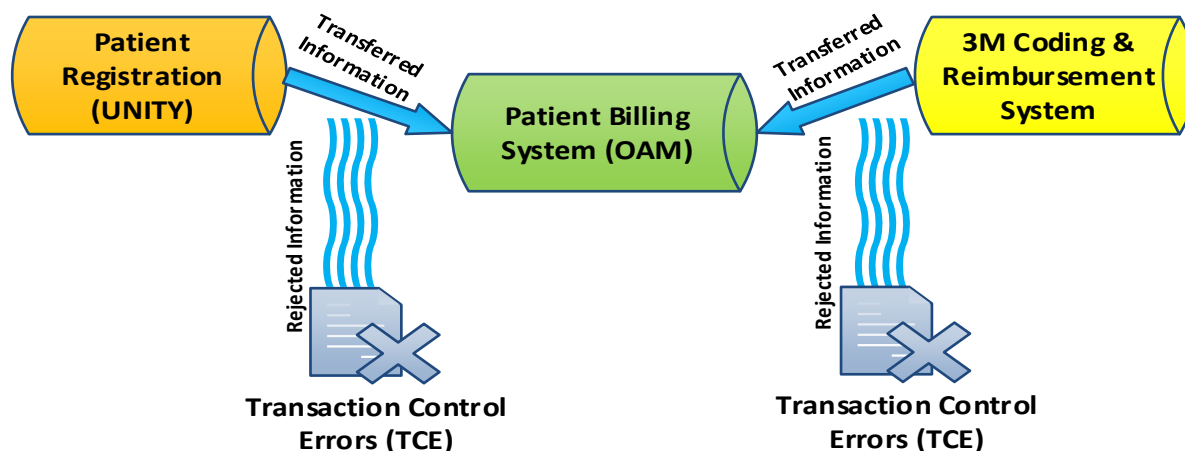
As a result of the audit, meetings are being held with HRA to streamline the process and internal processes have been implemented to ensure that there is a second review of the accounts that were not converted properly.

Mr. Page asked does it make sense that it's going to HRA and this group in the middle? To which Mr. Telano responded that I believe it has to go to HRA to be converted.

Mr. Anantharam added that it used to be when HRA did all of the designations, it was a lot easier because it was local. Now the State has taken over a significant number of the ancillary functions, decentralizing across the whole state, so the process now is that we send it to HRA, and HRA then has to send it to the Department of Health. State Department of Health and then it is authorized and approved and send it back to us for billing and Fee-for-Service. We are trying to streamline that process a bit and use HRA. We also have weekly calls with the State, which for some time have been stopped, but it is back on the table, so this Friday we will have another conversation with the State in terms of ongoing business that we have on DSH UPL and certain items. To some extent that has been resolved. We are thinking that, and I intend to bring it up with the State to see if there are other means of doing this in a speedy fashion.

Mr. Telano continued, information from two different systems, 3M and UNITY, are downloaded into the Patient Billing System. If that information doesn't match in the system, they kick out to a TCE.

In the follow-up audit, there were eight initial findings, and five ended up being unresolved, and two were partially resolved, and one was fully resolved as you can see outlined on the table.



They had found that basically only six codes or six of those items in the 150-page report are relevant and have financial implications. Meanwhile we have been reviewing this report for many years in-depth. Much resources have been applied to reviewing this report, and it's not user-friendly, so in order to find these three codes, you almost have to go to the 150 pages. It's not in Excel format or anything.

Ms. Youssouf asked if there were 150 pages?

Mr. Anantharam answered that the lack of synchronization between events that happened at the front end and the billing sections create a lot of errors. Many of them are appropriate to be corrected. They just don't have revenue implications. Meanwhile we have been reviewing this report for many years in-depth. Much resources have been applied to reviewing this report, and it's not user-friendly, so in order to find these three codes, you almost have to go to the 150 pages. It's not in Excel format or anything. We have been under and the UNITY systems, so they date back a while. The expectation had been to implement SORIAN across the System that it could actually resolve them. Subsequently, we decided that was not a better option and that we were going to go for a holistic issue in EPIC, so those transaction errors continue to be there, and as we looked through them, there could have been means of addressing them through software modifications, but that would have been cost more money than anticipated so what we have done now is engaged the team in webinars to tell them what they should and should not look for and also try and segregate the TCEs so that they focus their efforts only on those that are included.

Ms. Youssouf asked what team? To which Anantharam answered the patient accounts teams at the hospitals who actually correct these errors.

Ms. Youssouf then asked ask as EPIC gets rolled out, is that going to eliminate this?

Mr. Anantharam responded yes, it may raise other issues.

Mr. Telano said that the other unresolved issues will be addressed by the Chief Financial Officer of Bellevue, so they will be resolved eventually if not already.

Mr. Telano moved on to the next audit One-to-One Nursing Supervision at Sea View. He asked for the representatives to approach the table and introduced themselves. They did as follows: Angelo Mascia, CEO; Nancy Endozo, Director of Nursing.

Mr. Telano said that I'll go through the findings, and you can address them.

Finding A, many recordkeeping errors occurred primarily because it's a fully manual system regarding the medical records, and we had difficulty going through because we were missing documentation or it was misfiled in another resident's charts.

Finding B, we found that residents were on one-to-one observation for an extensive period of time from 254 to 261 days.

Next finding we also found recordkeeping errors in regard to the one-to-one process. There are five examples of nonadherence to physician orders. The first bullet point, and then you see a dash, for example the physician had discontinued the physician's order on August 1st, and if you look at the paperwork that is completed, when someone is still on one-to-one, it appears that that resident stayed on one-to-one for the entire month of August.

Going on to the next one, a physician ordered one-to-one on June 9th. It didn't begin until June 10th.

There are other examples, which it was January 2nd the order and not implemented till the 3rd, and another one September 2nd and wasn't implemented till September 3rd. The last dash on that is that a physician ordered one week of monitoring on July 14th. However, there's no indication that there was any one-to-one until July 30th, and we looked at documents, and we could not find anything to support that.

The last one has to do with the behavior observation logs that were missing from medical charts of various residents.

Mr. Page asked could you just tell me, I guess it should be self-evident, but what exactly does one-to-one observation mean. Literally is that a 24-hour shift operation with literally one nurse watching one patient? What does it mean?

Mr. Mascia answered that it's a nurse's aide. A primary care technician they call it in the System where you have to watch the patient, not one nurse, but over 24 hours three shifts watch, naturally when they are sleeping, as opposed to let's say you have to carry six patients. Under one-to-one supervision, you are always with this one patient.

Mr. Page asked if that's only done by order of the doctor and it can only be taken off by order of the doctor. There's no nursing judgment involved when this would be more important or less important.

Mr. Mascia responded that they work together on it. They discuss the behavior change, let's modify. We do that. As of the time of the audit, we had started a project, a quality-improvement project with the Post-Acute Care Service Line where basically we got rid of one-on-ones, so we just didn't have any more one-on-ones.

Ms. Youssouf asked that does that mean you don't do one-to-ones anymore.

Mr. Mascia answered, right.

Mr. Youssouf asked, at all?

Mr. Mascia responded that we have close supervision and different types but not the exact one-to-one where overtime was spent. You had to do it if you were short staffed. It's better communicating between the nurses and the nurses' aides and all the action with the doctor. We haven't gotten some of the patients that we had a year ago. There were some patients that were just uncontrollable.

Mr. Youssouf asked if a physician, does not have the ability to order a one-to-one anymore.

Mr. Mascia answered, if they feel it is necessary.

Ms. Youssouf asked, could you explain you got rid of them.

Mr. Mascia responded that the physician can order them if they are needed. It's just that I guess the criteria for ordering the one-on-one has changed. We do more behavior logs. We check is it over a 24-hour period that the patient is having these behavior problems, and that helps determines whether or not you have to put one-to-one.

Ms. Endozo added that there is closer observation where the staff is being rotated every 30 minutes to watch the resident for example residents with behavior issues, but before we were doing a one-to-one, like one nurse's aide is assigned to one resident as opposed to a closer observation where you put a cohort. Residents with behavior, maybe one nurse's aide can watch two residents, but what we are doing is doing a staff rotation, and it's not even progressed to a one-to-one.

Ms. Youssouf stated that I'm confused now because you said you weren't doing anything. Now you are doing them, they could be ordered, but you just said they rotate every 30 minutes.

Ms. Endozo said that if it's necessary, but if the one-to-one is for resident who have behavior issues, danger to themselves or danger to others, the one-to-one is really necessary. We haven't had that kind of resident.

Mrs. Bolus asked if that's the reason why it's been decreased. We don't have that kind of patient.

Mr. Mascia responded that a majority of the reason would be also -- I told you we have a quality-improvement measure with the Service Line where we did behavior logs to track to see if patients do really need a 24-hour one-to-one supervision. Is it that they are only active when the sun is down, or is it their behaviors are bad when it's early in the morning or after dinner? By tracking the time of their behavior problems, we are able to --

Mr. Brezenoff added that the essential point is this starts with the assessment of the patient. What the patient needs in order to protect, safeguard and meet the needs of the patient. They have a variety of techniques. Those techniques when applied to the patient mixes that currently exist have not required actual one-to-one, but a range of these kinds of services. It is possible though that a doctor might see a particular patient in a certain way, or a patient might come in who doesn't fit what the pattern has been, and a one-to-one could be ordered. It's like a doctor's prescription.

Ms. Youssouf stated that I understand that. I'm sorry. I just did not feel like you guys were explaining very well what was going on, so thank you for the explanation. Kim, would you like to add anything?

Dr. Kim Mendez commented that we are looking at this across our System. If we look at this and break it down, we basically have two categories. One category is patients that would require really a one-to-one, a suicidal patient, and one who is a harm to himself or others. Then there's an opportunity to have a patient who needs close observation, meaning you don't have to have someone setting next to them side by side.

A physician actually needs to order a one-to-one, and that is available at all of our facilities if the patient needs that level of oversight. A nurse can actually do a close observation and order -- you don't even need an order. You can actually put that into place based on the need of the patient. You do not need a physician order for that.

As Mr. Brezenoff said, it's based on assessing the patient, and it can change throughout the day. A patient may be more active and need more oversight during the day, and at night they don't need that, so that's a nursing judgment and a nursing activity that happens. As you were saying, it may be if we put someone on close observation that a nurse aide will actually observe that patient every 30 minutes, it could be every hour during the day, to make sure that there are no concerns or issues that need to be escalated in any way, so there's flexibility in that, and the reason for addressing it like this is to utilize our staff really in the most efficient way based on what the need of the patient is throughout the day and throughout their stay, and that can change from day-to-day and throughout the day.

Ms. Youssouf asked if that will address the issues that were found in this internal audit report?

Dr. Mendez responded that I think it addresses workflow and ordering issues. I think some of the other areas are that you are all on paper, so we need to actually ensure that we have a review and an audit of documentation based on the type of observation or one-to-one that the patient is on. Each one of those levels of caring for the patient require documentation.

Ms. Youssouf stated that that helps very much.

Mrs. Bolus asked when are you scheduled to come off paper?

Mr. Mascia answered that presently the Service Line is looking not to be part of EPIC. There may be an RFP about to go out on the street or may be on the street for long-term care only because EPIC didn't have a long-term care product, so it's coming. We don't have exact dates yet.

Ms. Youssouf asked are you opting not to be part of Epic. Is that what I heard?

Mr. Mascia said that t's not that we are opting. They don't have a long-term care module. We would have to develop it with them and pay them to develop it.

Mr. Brezenoff said that it's an open question as to Epic is in development for long-term care, but on the planning here, long-term care was way at the end of the queue, so there is an imperative to do something about the reliance on paper, and we are looking at alternatives, but we are also looking at the Epic development, and once it's developed, it has to be tested against our needs. This is a question that will probably come to the Board once we've figured out what the best way to go is in the coming year.

Ms. Youssouf stated that since we are having somebody new come in as the head of IT, hopefully that will be very helpful because they may have done something like this previously.

Mr. Telano stated that that concludes his presentation.

Ms. Youssouf turned the meeting over to Mr. McNulty.

Mr. McNulty introduced himself as Wayne McNulty, Chief Corporate Compliance Officer and Senior Assistant Vice President ("CCO") and reported that I'm going to start with the overview of Operating Procedure 50-1, Corporate Compliance and Ethics Program, and discuss the revision to that Operating Procedure.

He began with the introduction. It is the policy of the System to make sure that we have an effective Corporate Compliance and Ethics Program and that we are viewed in the community as the status of an honest, reliable and trustworthy healthcare provider.

Some of the other key initiatives is to eliminate fraud, waste and abuse, to mitigate system-wide risk and to promote 11 ethical conduct and good governance. To meet these policies goals back in 2009, the System established Operating Procedure 50-1, which is the Corporate Compliance Program. That operating procedure was amended in 2010 to further clarify the System's Disciplinary and Retaliation Policy.

Mr. McNulty then moved on to the Corporate Compliance report. November 5th through November 11th was Corporate Compliance and Ethics Week. This year's theme was to make good choices, and Health + Hospitals continues to make good choices by maintaining an effective corporate compliance ethics program, focus on the terms fraud, waste and abuse.

Monitoring of Excluded Providers, as you are aware, we review on a monthly basis the status with respect to all workforce members and vendors whether or not they are on three separate sanction lists, a sanction list by the Office of Inspector General, one by OMIG and one by General Services Administration. We also look to see if workforce members or vendors are on the Office of Foreign Asset Control Screening and if they are on the Social Security Death Master's list.

We had one workforce member that we identified on September 19, 2017, as being on the OMIG exclusion list. This individual worked, referred patients to Home Care, but we didn't have any patients referred by this individual since the individual was excluded. If any patient is referred by the this individual, we will make sure that a physician in Home Care issues an appropriate order to make sure that the order is appropriate, and we can build thereafter.

Privacy Incidents and Related Reports, we are going to first talk about the second quarter of 2017, April 1 to June 30, 2017. In that particular time frame we received 24 complaints, privacy complaints. We determined that 14 were violations of our policies and

procedures, seven were unsubstantiated three were not violations, and three were determined to be breaches of protected health information.

Reportable Incidents from July 1, 2017, to September 30, 2017, the third quarter, we had 21 reports received. Eight were considered to be violations of our HIPAA policies and procedures, and three were considered to be breaches of protected health information.

Moving along to Section IV, Compliance Reports for the Third Quarter, from July 2017 to September 30, 2017. We received 86 reports. Three were priority A, which means they were serious reports. Thirty-five were Priority B and 48 were Priority C. At the end of the year we are going to go through all of the Priority A reports and will be presenting that at the executive session the next time the Audit Committee meets to discuss how those Priority A reports were resolved and whether or not we implemented policies to ensure that reports of a similar nature are deterred, not that the reports are deterred but that activities and conduct alleged in the reports are deterred. From October 1, 2017, to November 29th, we don't have the full quarter, but I want to give you an update of the particular part of the fourth quarter, we received to date, to date meaning November 29, 2016, 64 compliance reports. Of those 64 reports, we have one Priority A report, 19 Priority B reports and 44 Priority C reports, and again we will summarize all of our Priority A reports for the year in executive session the next time the Audit Committee convenes.

Updating the information governance and HIPAA privacy policies and procedures. It is required by the New York State Department of Health regulations. Our policy and procedures should be reviewed on a biannual basis. There are certain accreditation standards that may require to be reviewed more frequently, and best practice is to review them at least on an annual basis, so to that end we looked at all the HIPAA policies and procedures. Several of those policies and procedures have since been updated, particularly in 2013 with the passage of the HIPAA Omnibus Regulations and rules in the HITECH Act.

We met our compliance with the Deficit Reduction Act of 2005. The Deficit Reduction Act mandates that the State Medicaid Office mandates that we inform our System workforce members, vendors, partners of all our internal policies and procedures designed to detect fraud, waste and abuse.

DSRIP Compliance Activities Update, we have previously reported that we had submitted an attestation to DSRIP partners so we could assess their compliance program integrity. As a PPS lead in the New York State DSRIP Program, we are responsible to make sure that our partners have a program integrity in place as it relates to compliance. The information that we received back was for the most part that's very, very positive. We received back from all 119 partners' verification that they have utilized our training education, that they adopted a code of conduct. We have one partner that said they didn't adopt a code of ethic, and we are following up with that one partner.

Update on HHC ACO Compliance Activities, we have a meeting scheduled -- a meeting has been scheduled with respect to the ACO Board I believe will take place on the 18th of December. At that meeting we are going to present the ACO Code of Conduct. The ACO Code of Conduct is a mirror image of the Health + Hospitals Principles of Professional Conduct except there are additional provisions that are specific to the ACO Compliance Program and specific provisions specific to the Medicare Shared Savings Program regulations inside that particular Code of Conduct.

Ms. Youssouf stated that as always for the last Audit Committee meeting, I just want to say both Chris Telano and Wayne McNulty do an outstanding job, and we are very grateful to you as H+H should be, and I'm sure they are. Thank you very much. Nothing else. I dismiss the meeting.

There being no further business, the meeting was adjourned at 11:53 A.M.

Capital Committee – December 7, 2017
As reported by Mark Page
Committee Members Present: Mark Page, Josephine Bolus, Emily A. Youssouf, Gordon Campbell, and Stan Brezenoff.

On motion, the Committee voted to adopt the minutes of the November 8, 2017, Capital Committee meeting.

VICE PRESIDENT'S REPORT

Roslyn Weinstein, Vice President, advised that there would be just one action item on the agenda, for continued use and occupancy of space at NYC Health + Hospitals / Jacobi, to operate an optical store. She noted that the Office of Facilities Development, and their Energy team, had been working diligently to complete our thorough presentation of the energy strategy for the system. The final result is expected to show a real economic view of related savings and project costs. She explained that research had led them to discover that the Office of Management and Budget (OMB), had completed a Value Engineering (VE) for the cogeneration plant at Riker's Island, and they had requested information on the results of that. She said the team was also looking into emergency generator power and how that is supplied and utilized throughout the system.

Mr. Page said that he was aware of the Riker's Island cogeneration plant VE and would be interested in knowing if information obtained from the results was helpful.

Ms. Youssouf said she looked forward to seeing the final presentation.

That concluded her report.

ACTION ITEMS

- Authorizing the New York City Health and Hospitals Corporation (the "System") to execute a five year revocable license agreement with General Vision Services/Cohen Fashion Optical (the "Licensee") for its continued use and occupancy of 675 square feet of space to operate an optical store on the campus of Jacobi Medical Center (the "Facility") at an annual occupancy fee of \$46,951, or \$69.55 per square foot to be escalated by 3% per year for a five year total of \$249,267.

Christopher Mastromano, Executive Director, NYC Health + Hospital / Jacobi, read the resolution into the record. Mr. Mastromano was joined by Jordana Bailey, Deputy Executive Director, NYC Health + Hospital / Jacobi.

Mr. Page asked for hours of operation at the site. Ms. Bailey said they were open Monday – Thursday, 8:30 AM – 5:00 PM, and Friday from 8:30 AM – 4:30 PM but they were willing to discuss evening hours, in order to accommodate the clinic.

Mr. Page said that he trusted the facility's determination that this service is valuable to the system and its patients and said he wondered whether a larger, system wide, agreement for services should be investigated.

He asked for explanation of the charges for service. Mr. Mastromano said that for patients that do not have insurance the vendor will charge \$19.95 for frame, lenses, etc. They are very accommodating and helpful. Mr. Mastromano recalled a recent instance when an inpatient had broken their glasses and the consultant replaced them at no charge.

Ms. Youssouf asked if there was similar service at Bellevue. Ms. Weinstein said yes, Gouvener, and Kings County, and there are a number of facilities that do not have the services on site but would like to. Ms. Weinstein said that information would be forwarded to procurement for possible contracting on a system wide basis.

There being no further questions or comments, the Committee Chair offered the matter for a Committee vote.

On motion by the Chair, the Committee approved the resolution for the full Board's consideration.

There being no further business, the meeting was adjourned at 10:19 A.M.

Governance Committee – November 30, 2017
As reported by Gordon Campbell
Members present – G. Campbell, B. Rosen, V. Calamia
Other Board Member Present: Stanley Brezenoff

This meeting of the Governance Committee was convened in executive session to deliberate on the following personnel action item.

Action Item

1) *To consider nominee to the following corporate officer level position:*

- *Kevin Lynch as Senior Vice President / Chief Information Officer*

The candidate under consideration served previously under the new incoming President, Dr. Mitchell Katz, in the same capacity being considered today.

Following a discussion conducted by Mr. Brezenoff, by the candidate, Mr. Lynch and the subsequent deliberations by the Committee attendees, Mr. Campbell called for a motion to recommend Mr. Lynch as the new senior vice president and chief information Officer to the full Board, with an expected start date no later than January 31, 2018.

The motion was seconded and unanimously approved by the Committee for consideration by the full Board.

There being no further business, the meeting adjourned at 2:15 p.m.

Medical and Professional Affairs Committee – December 7, 2015
As reported by Dr. Vincent Calamia
Members Present: Vincent Calamia, Gordon Campbell, Stanley Brezenoff, Barbara Lowe, Josephine Bolus

Dr. Vincent Calamia, Chair of the Committee, called the meeting to order at 9:04 AM.

CHIEF MEDICAL OFFICER REPORT

Machelle Allen MD, Chief Medical Officer, reported on the following initiatives.

Behavioral Health

Integration of Behavioral Health & Primary Care:

- OBH continues to work with Ambulatory Care and One City Health to expand the collaborative care program.
- Efforts are underway to expand to maternal health and pediatrics.
- In collaboration with One City Health, work has begun to implement co-located primary care in behavioral health in five sites: Bellevue, Elmhurst, Lincoln, Kings, and Cumberland.
- The collaborative care program has pilots underway to include substance abuse screens and treatment into primary care as well as inclusion of the prescription of buprenorphine as treatment for opioid abuse.

Maternal Depression Screening:

- Currently providing screening for depression and referral for treatment if positive screen in maternal health as well as primary care in all acute care facilities.
- Currently screening in well-baby programs in Gouverneur and Bellevue and plan on spreading to all sites.

OBH is actively working on substance use issues:

- Healing NYC – focused programs that address the current opioid crisis in NYC.

- Intervention focused on the following: judicious prescribing practices in emergency departments; increasing access to buprenorphine in primary care and emergency departments; increased distribution of naloxone kits to reduce fatal overdose; and establishment of addiction consultation team.

The Family Justice Center sites provide co-located mental health services at the domestic violence centers. All sites are now open: Manhattan, Brooklyn, Queens, Bronx and Staten Island.

OBH is working with all facilities to advance safety.

- Implementation of a program of debriefing after an incident or aggressive episode is focused to reduce violence and assault in the acute care areas.
- Focus on the ensuring a safe environment for patients through a comprehensive risk assessment of ligature and other environmental safety concerns is being conducted system wide.

OBH also is working with the Office of Patient Centered Care of development of a Care Management model.

- The inclusion of peers as part of the model has shown success and currently there are pilots in three facilities using peers to assist in care management.

OBH is also continues collaboration with DHS to explore ways to provide additional care and services to the homeless population. Since a significant number of discharges from the acute care facilities are homeless, there is a need to develop new treatment models and ways to engage patients into ongoing treatment.

Accreditation and Regulatory Services

Earlier this year, six (6) NYC H+H facilities underwent their triennial Joint Commission survey: Bellevue, Coney, Henry J. Carter, NCB, Queens and Woodhull. The surveys entailed a much more rigorous process than in previous years and included new changes for 2017. All six facilities were accredited.

2017 Survey Results Summary

- NO 'immediate threat to life'/immediate jeopardy citations
- Highest level citation received was related to environmental ligature risks
- Majority of citations were 'low limited' (harm could happen but rare), consistent with category of TJC citations nationwide. Examples of H+H citations: prohibited abbreviations, competency not validated, preventive maintenance not done, expired supplies, peeling paint, insufficient data collected
- Other areas of vulnerabilities: provision of care, medication management, life safety, environment of care, human resources, infection control, and record of care

In 2018, four (4) facilities - Coney, Kings, Lincoln and SeaView are up for survey. Additional areas of continued TJC focus include: ligature risks and mitigation strategies, high level disinfection and sterilization, infection prevention and control, medication management/safe opioid prescribing, reducing MDROs, staff competency, culture of safety, and striving to achieve Zero Harm.

Laboratory Services

The NYC Health + Hospitals clinical laboratories continues to focus on system standardization while further transforming current state operations to a Rapid Response Lab model. Current work in progress includes the redirecting of outpatient testing from Queens Hospital to Northwell Core laboratory, with Elmhurst and Coney outpatient testing targeted to redirect by Dec. 2017.

Strengthening laboratory operations includes the systematic approach to replacement of existing laboratory equipment.

- Chemistry - we expect to complete our system implementation by June 2018
- Hematology - Kings County has recently implemented the new test system. We continue to be on track for Jacobi, and Bellevue by spring of 2018, targeting system completion by Jan. 2019.

Over the next 30 days, project kick-off planning will be completed, launching the initiation of Test and Patient Blood Management work.

Quality

Sepsis

Through the efforts of system wide quality & performance improvement activities, the Sepsis workgroup continues to make strides to standardize care around evidenced based -practice and sharing of internal best practices. This includes:

- Merging of EPIC, Quadramed, and clinical sepsis task force into one interdisciplinary entity to drive improvement with our clinical pathways and order sets.
- Standardizing use of whiteboards in the Emergency Department including content as it relates to sepsis alerts.
- IT alert/enhancements – time zero countdown, flag for elevated lactate levels, order sets
- Analysis of mortality at the site, system, state, national and international levels – including Sepsis Mortality Drill-Down per site: Identification location; how many cases that expired were initiated in the ED versus how many were Inpatient/ICU; Diagnostics (i.e. - comorbidities, presumed or official cause of death, etc.); Clinical trends and recurring fallouts
- Review of quality improvement tools relative to sepsis for consideration and adoption system-wide including
 - Concurrent QA checklists
 - Code sepsis
 - Algorithms/Standard Work
 - Huddles
 - Sepsis committee/forum
 - Dedicated resource/sepsis coordinator
 - Education/training
 - Point of care Testing

Chief Nurse Executive

Kim Mendez, Chief Nurse Executive, reported the committee of the following:

CNO Council Goals

- Operationalize Nursing Philosophy and Culture of Care,
- Foster nursing alignment and collaboration on the integration of care and system strategic imperatives,
- Cultivate a system-wide plan and monitoring framework for Nursing Service fiscal contribution, financial structure and accountability , safe, efficient and effective use of human resources inclusive of standardizing and centralizing were appropriate,
- Monitor and set expectations for continual performance improvement with regard to quality and safety outcomes, patient experience and staff engagement/development and;
- Integration of Information Services to support regulatory requirements, caregiver shared communication, and promotion of excellence in integrated care delivery and outcomes.

OPCC Professional Development

- IPFCC (Institute for Patient and Family Centered Care)
 - Abstracts accepted for 8th International Conference on Patient and Family Centered Care
 - *Better Together* Partnering with Families: Families from Visitors to Care Partners in Large Health System – Role of Leadership
 - LGBTQ PFAC

- Bellevue PFAC
 - Proposal for new partnership with IPFCC to focus on program designed to aid in the standardization of Patient Advisory Councils across the system. Includes:
 - IPFCC Consultant/Coach
 - Access to Webinars and training Materials System Wide
- Nursing Wound Care Team
 - Charter complete
 - Pressure Ulcer Assessment and Treatment Pathway complete
- NICHE (Nurses Improving Care for Healthsystem Elders) – *All facilities part of NICHE*
 - NICHE All-Day Learning Session was held on November 14th at Jacobi Medical Center. 89 participants from NYC Health + Hospitals and an additional 20 participants from area NICHE designated hospitals.
 - Presentations by Queens Hospital (Exemplar designated hospital); Elmhurst (Progressive); Jacobi (Senior Friendly)
 - Dr. Catherine D’Amico and Dr. Mattia Gilmartin, NICHE Executive Directors, facilitated and presented an education session.
 - Participants received CEUs
 - Next steps include brainstorm on ways to continue to embed NICHE principles throughout the service line e.g. quarterly NICHE Coordinators meetings; Central Office lead Grand Rounds; Facility “gemba walks”
- NIPCOA (Nurses Improving Primary Care for Older Adults)
 - To begin enrolling ambulatory care nurses on the online training platform as of Sept. 25th – according to NYU – Hartford Institute for Geriatric Nursing the date the program will be up and available for enrollment and CEs. Email notifications developed and sent to nurse educators, CNOs, and other nurse leaders. Currently working with NYU to enroll online learners. 25 registered to date.
- System-wide standardization of core nursing orientation continues to be a focus for an initial phase I, 1Q18 launch. Additional work is underway to learn from other NY health systems who have established centralized nursing education programs, nurse residency programs, etc. Leveraging IT and web based technology for workforce development is being aligned with Human Resource leaders.
- SART & Domestic Violence Initiative
 - Monefa Anderson (education) and Marlene Allison (operations) from NYC H+H are partnering with OCDV. Bi-weekly meetings with OCDV and IAFN have been established to discuss ongoing curriculum development. Reviewing current state of SART program operations; reviewed budget; developing funding proposal.
 - Both Ms. Anderson & Ms. Allison attended the IAFN International Conference from October 10-14th in Toronto; to inform work on development of SART/OCDV initiative; awaiting necessary approvals/paperwork processing.
 - Ms. Anderson held a meeting with Social Work leadership to discuss DV screening throughout H+H and the current role of Domestic Violence Coordinators and SW in the process; to provide programmatic overview and to see how screening can be enhanced across the system.

- On September 12th, 2017 an OCDV and H+H Domestic Violence Coordinator Meeting was held at the Mayor's office – DV Coordinators updated on upcoming work on DV screening and to provide screening tools/questionnaires they currently use. Follow-up meeting scheduled for December 14th
- Partnering with OCDV, DOH and CBOs on developing an all-day Grand Rounds DV/IPV and healthcare workshop for MDs/NPs/PA and community advocates. Planning meetings are being held weekly – with a conference date of December 8th, 2017.

Care Management

- Care Management has been transitioned to the Office of Patient Centered Care (OPCC) inclusive of three DSRIP process metrics. Work has been focused on the development of an outline of all care management projects, workflows, processes across the system as well as creating an inventory of current staffing, roles, and functions of all care management, social work, utilization review resources. The results will be mapped to future care management models at each facility to understand gaps and / or opportunity to realign resources.
- As operational metric owner for ED Care Triage for At-Risk Populations and Care Transition intervention – core elements of discharge summary. Three metrics were established with a submission deadline of December 8, 2017. These have been completed.
- Review of Care Management standard curriculum for competency & orientation is also underway.
- Finalizing a system-wide high risk stratification tool for the ED Care Transition team is a December 2017 priority. Alignment with Population Health predictive model is essential

Patient & Staff Experience

With a strategic goal of improving patient and family experience and engagement scores across all settings, the development of a charter, aim statement and project plans is complete and signed-off. Charter includes metrics (target & stretch) and milestones over a 5 year plan. Metrics have been established and are aligned with growth, value-based purchasing and national patient satisfaction benchmarks. To ensure integration of Patient Experience and Staff Engagement a Human Experience Council was launched in September 2017. This executive steering committee provides guidance and input on strategic project initiatives. Monthly PXO Council meetings have been established and held. Focus has been on researching and identifying a system-wide Patient Experience framework inclusive of Service Behaviors and Rounding. Next steps are to launch system projects using ICARE model for service behaviors and patient, staff, and leadership rounding guidelines & education. An additional area of opportunity is to review/inventory are patient and staff experience projects, programs, etc. Goal is to complete in 4Q17. *Results are shared with Staff*

Live On NY

- ECHO Project Update – Project Extended for 2018 4 site will continue to participate with possible additions of other sites.
- Creation of Kings County Donor Council – First meeting November 30th 2017
- October 4, 2017 Organ Donor Enrollment Day Results: In 2016 number of enrollments -227; In 2017 number of enrollments 260.
- Total number organs procured FY17 and comparison to FY16: FY17-143 - FY16 - 133

Bellevue Hospital

- On November 22, 2017, NYC Health + Hospitals/Bellevue announced that it is one of only two hospitals recognized for excellence in six or more categories of heart and stroke care by the American Heart Association/American Stroke Association. This recognition earns NYC Health + Hospitals/Bellevue a prestigious position on U.S. News and World Report's list of America's Best Hospitals for outstanding care of heart and stroke patients.

The recognition was awarded for implementation of the AHA/ASA Get With The Guidelines(R) (GWTG) program, which establish metrics for high standards for care and patient outcomes. The hospital was recognized in six areas:

- * Gold Plus Achievement for GWTG: Heart Failure
- * Honor Roll for Target: Heart Failure(TM)
- * Gold Achievement for GWTG: Resuscitation
- * Gold Plus Achievement for GWTG: Stroke
- * Honor Roll - Elite Plus for Target: Stroke(TM)
- * Silver Receiving Award for Mission: Lifeline(R) STEMI (short for ST-Elevation

Gouverneur

- Miriam Rivera RN went to Puerto Rico on the NYSNA relief initiative from November 13-17 2017

Kings County Hospital

- Behavioral Health nursing staff presented at the annual OMH conference on November 15, 2017. Poster presentations included: Trauma-Informed Care and the Opioid Epidemic: Our Team Approach.
- The Skin Care Champions all-day seminar was held on October 27, 2017.
- *The Magnet Nexus* newsletter was published.
- Nurses Led "Learning to Manage Life with Diabetes" a learning session for people in our community at the Brooklyn Library, Crown Heights, November 28, 2017.
- On November 22, 2017, NYC H+H/Kings announced they were recognized by the AHA/Get with the Guidelines for the following achievements:
 - * Silver Achievement for GWTG: Heart Failure
 - * Gold Plus Achievement for GWTG: Stroke
 - * Honor Roll - Elite for Target: Stroke(TM)
 - * Honor Roll - Elite Plus for Target: Stroke(TM)

Metropolitan

- Metropolitan's Colon SSI Reduction Initiative through the implementation of the Advanced Colon Bundle was featured at the CMS webinar on November 28, 2017.
- On November 22, 2017, NYC H+H/Metropolitan announced they were recognized by the AHA/Get with the Guidelines for the following achievements:
 - * Gold Plus Achievement for GWTG: Stroke

Woodhull

- Angela Edwards, CNO of Woodhull was honored at Woodhull Auxiliary Gala held at Russo on the Bay on November 11, 2017.
- On November 22, 2017, NYC H+H/Woodhull announced they were recognized by the AHA/Get with the Guidelines for the following achievements:
 - * Gold Plus Achievement for GWTG: Heart Failure
 - * Honor Roll for Target: Heart Failure(TM)

MetroPlus Health Plan, Inc.

Total plan enrollment as of November 1, 2017, was 501,190. Breakdown of plan enrollment by line of business is as follows:

Medicaid	370,869
Child Health Plus	16,464
MetroPlus Gold	9,406
Partnership in Care (HIV/SNP)	4,145
Medicare	8,190
MLTC	1,744
QHP	7,599
SHOP	850
FIDA	187
HARP	10,509
Essential Plan	69,295
<u>Open Enrollment</u>	
GOLDCARE	1,932

The open enrollment period for the New York State marketplace began on November 1 and runs through the end of January. While individuals can enroll in our main products, Medicaid and Essential Plan throughout the year, this is the time for enrollment in the Qualified Health Plan (QHP). The increased attention open enrollment traditionally means that more people sign up for Medicaid and Essential Plan during this time period. This year, MetroPlus is offering at least one plan in the Silver Tier and one in the Gold Tier that is the lowest-priced plan. We are also offering one plan in the Bronze Tier and one Platinum plan, which is the second-lowest in price.

As of November 22, which constitutes the first few weeks of open enrollment, we have received 13,542 applications. This is a 5.5% increase from last year. Typically, we see a rush to sign up in mid-December so people can qualify for January 1 coverage and another rush towards the end of open enrollment through January. While we are pleased that applications have increased, we do face significant challenges on two fronts. First, the public debate over the status of the Affordable Care Act has led to substantial confusion in the marketplace as to whether coverage will continue and whether people will still receive subsidies. Second, immigration concerns have made people reluctant to provide documentation that is required to prove eligibility for coverage.

Community and Member Outreach

To address these issues head on, we have worked closely with the Mayor’s Office of Immigrant Affairs and provided updated immigration information to our marketing representatives. We have also partnered with H+H facilities on immigration forums to better address immigration concerns with people in the community. In addition to these steps, we have expanded our presence overall to ensure we can enroll as many people as possible during open enrollment. Marketing staff is working seven days a week, including evening hours. Our retention team is calling individuals until 8:00 PM to assist with the renewal process. We also hosted several events around Thanksgiving (giving away 2,500 turkeys to members of the community) that generated 350 members. On Saturday, November 18, we held a disenrollment telethon where we brought representatives centrally to contact people who had recently disenrolled from MetroPlus. The energy and shared best practices from the group effort was very effective and approximately 200 appointments were made. We will be continuing and enhancing our Saturday telethon efforts going forward.

On December 2, we hosted the opening of our Staten Island community office in the Port Richmond area. The office will give us a key physical presence on Staten Island where we will host marketing events, provide customer service information, and conduct health screenings. We have been operating on Staten Island since the beginning of 2016 and currently have nearly 3,000 members.

While open enrollment for the New York State of Health Marketplace continues through the end of January, open enrollment for MetroPlus Gold ran from October 2 through the end of the month. Although results are pending as of this report, I would like to point out the positive trend with overall Gold enrollment. In just the last six months, from July through December, our Gold enrollment climbed by over 7% to over 9,600. This represents enrollment by people newly joining the city system and those who had a life event that qualified them to change their health plan.

Disenrollment Measures

Reducing our disenrollment rate (the number of people who leave MetroPlus for any reason divided by our enrolled population) continues to be a major focus. We are pleased to report key progress in this area. For Medicaid, this year's disenrollment rate peaked in February at 3.96%. Since then, it has come down steadily throughout the year and was at 3.45% in October. Last year's Medicaid disenrollment rate averaged 4.04% for the year and this year is averaging 3.63% for the year.

ACTION ITEM:

Maureen McClusky, Senior Vice President, Post Acute Care/LTC and Khoi Luong, MD, Post Acute Care/LTC presented a resolution to the committee:

Authorizing New York City Health and Hospitals Corporation (the "System") to execute an agreement with PharmScript, LLC (PharmScript) to provide pharmacy services for the System's five post-acute care facilities (Carter, Coler, Gouverneur, McKinney, and Sea View) with an initial term of three years with two one-year options to renew solely exercisable by the System and with total amount over the combined five-year term not to exceed \$17,729,822 to pay PharmScript for patients with no insurance and for the performance of drug regimen reviews.

Approved for consideration of the Board.

There being no further business, the meeting was adjourned 9:51 AM.

SUBSIDIARY BOARD REPORTS

MetroPlus Health Plan, Inc. – December 12, 2017 As reported by Mr. Bernard Rosen

CHAIRPERSON'S REMARKS

Mr. Rosen welcomed everyone to the MetroPlus Board of Director's meeting of December 12th, 2017. Mr. Rosen stated that the meeting would consist of the Executive Directors report presented by Dr. Saperstein, followed by the Medical Directors report presented by Dr. Talya Schwartz. There would be three resolutions including one for the 2018 budget and a presentation regarding information security presented by Susan Sun. Mr. Rosen received the Board's approval to convene an Executive Session at the end of the meeting to discuss matters of potential litigation. Mr. Rosen stated that immediately following the meeting the annual public meeting would be held.

BOARD COMMITTEE REPORTS

Attached hereto is a compilation of reports of the MetroPlus Board Committees that have been convened since the last meeting of the Board of Directors. The reports were received by Mr. Rosen at the Board meeting.

EXECUTIVE DIRECTOR'S REPORT

Dr. Saperstein's remarks were in the Board package and a copy is attached hereto and incorporated by reference.

Dr. Saperstein reported that it he found it interesting that when he looked at the November membership report in December, the November report said the Plan opened the month at 504,000 members and ended with 505,000 and then December was back to 502,000 and that this just highlights the constant waves back and forth in membership. The good news is that membership is going up, maybe not that fast, but going in the right direction.

Ms. Gillen asked what attributes to the disenrollment that the Plan is experiencing, is it that people are no longer qualified or are they leaving to go to another health plan. Dr. Saperstein stated that about 80 – 90% of the disenrollments are due to loss of Medicaid and there are those that fail to recertify on the state’s website. The Plan does retrospective to call those members up to get them to recertify.

Mr. Williams asked how the Plan quantifies what members come to MetroPlus from other plans. Dr. Saperstein replied that it is looked at every month and that it is a constant flow of members in and out of the Plan. Dr. Saperstein stated that he will present a report at the next Board meeting to show the members this data.

MEDICAL DIRECTOR’S REPORT

Dr. Schwartz’s remarks were in the Board package and a copy is attached hereto and incorporated by reference.

Dr. Schwartz stated that the results from the Survey to Recovery do not exactly reflect what the Plan hears as it relates to access. Dr. Schwartz stated that the main issue is that members complain that their primary care physicians (PCP) and specialists do not communicate therefore the PCP does not have the results of a member’s lab or an x-ray.

Dr. Schwartz mentioned that MetroPlus offers more levels of appeals than most other plans. MetroPlus offers two internal level appeals and one external appeal, so it is 3 versus the industry standard of 2. Mr. Williams asked that of the 40% of appeals that are not upheld, is that consistent with industry standards. Dr. Schwartz replied that it is, the 40% includes a significant portion where the Plan receives a request for an admission without any documentation.

ACTION ITEMS

This first resolution was introduced by Dr. Arnold Saperstein, MetroPlus’ Chief Executive Officer *Adopting the Annual Operating Budget and Expense Authority of MetroPlus Health Plan, Inc. (“MetroPlus” or the “Plan”), for Fiscal Year 2018*

Dr. Saperstein stated that all three resolutions were fully vetted and reviewed at the Finance Committee the previous week by Mr. Dan Still. Mr. Rosen inquired what the Plan was going to do about the hiring issues as there is quite a bit of hiring at MetroPlus. Dr. Saperstein stated that all hiring is controlled by the Vacancy Control Board (VCB). Dr. Saperstein explained that a lot of the hiring and staffing issues are based on regulatory requirements. For example, there needs to be a Customer Service Representative for every 4,000 members enrolled in the Plan. Dr. Saperstein stated for the record that MetroPlus only hired as the membership goes up. For 2017- 2018 budget there was an increase of 28 positions, 15 of those positions were added for other regulatory requirements during the year. The other additional positions were mostly information technology positions and are an investment because the Department of Finance Services required a data security program. Dr. Saperstein clarified that any of the staffing numbers is a regulatory requirement as the Plan moved forward and stated that part of the reason that the Plan didn’t hire for the positions in the previous year is because the Plan didn’t have the growth in membership.

Mr. Cuda added that the Plan utilized four existing positions in the old budget and repurposed them for new needs in the child specialty program, so instead of requesting 5 positions from the VCB the Plan only requested 4 net total positions. Mr. Cuda stated that MetroPlus currently has an 8% vacancy which equates to about 120 open positions. 86 of those empty position are currently in the process of being recruited. Mr. Rosen stated that the new president of New York City Health + Hospital (NYC Health + Hospitals) overcame a deficit in California by additional revenues and curbing administrative expenses. Mr. Rosen stated that if the Board is asked about the excessive hiring that the explanation is provided within the minutes.

Mr. Williams inquired about the 86 positions currently being recruited for and requested a timeline until hire. Mr. Cuda responded that it takes a bit longer than normal and gives an example of a payroll clerk position who the Plan interviewed for and had the candidate the day before they were to start the job they decline the offer. Mr. Cuda stated that the position has been vacant since May and they haven’t been able to fill it due to the hiring cycle. Mr.

Cuda explained that another reason MetroPlus is having an issue hiring for open position is because certain level of salaries is not as complete to the market rate. So, candidates will accept the position but as soon as a better offer comes along the candidates declines. Mr. Cuda clarified that a lot of the applicants in the pool that are being recruited fail basic excel exams and that it's not worth the Plans effort if the applicants are not meeting the minimum requirements. Mr. Williams stated that he was concerned with the answer because the 86 recruited positions were a percentage of the total number. Mr. Cuda clarified that the total number was 120. Mr. Williams reiterated that 86 recruited position is the percentage of the 120 total vacancies. Mr. Williams stated if the Plan is not going to have a sense of an answer towards the percentage of it appears as if the Plan will have vacancies for a while.

Mr. Cuda clarified that 8% vacancies are probably a little higher than normal within a plan and that 6% or 5% was the standard for a plan. Mr. Cuda stated that there is always going to be turnover and that MetroPlus has a higher turnover rate, in comparison to NYC Health + Hospitals. Dr. Saperstein added that there is a tremendous amount of competition for quality staffing between the plans. Dr. Saperstein stated that most of the quality employees the Plan employs are from other health insurance companies and that part of the concern is other plans will try to poach MetroPlus employees because the Plan's salary range can't compare to the market rate. Dr. Saperstein stated the amount of vacancies that MetroPlus currently has is probably a new industry norm due to the competitive recruitment nature.

Mr. Cuda explained that MetroPlus is constantly recruiting and out of the 28 new positions that were added to the budget, 14 of them were Customer Service Representatives which assisted with meeting the call criteria for every month for the year of 2017.

Mr. Williams stated that the reason for his inquiry was because not having the positions filled is significantly impacting the new members. Mr. Williams recalled that around October last year one of the major issues the Customer Service Department dealt with was the unfilled positions and because the Board made it a priority to fill these positions the Customer Service Department was able to assist new members better.

The second resolution was introduced by Dr. Saperstein, MetroPlus' Chief Executive Officer
Authorizing the Executive Director of MetroPlus Health Plan, Inc. ("MetroPlus") to negotiate and execute a contract with National Medtrans Network ("NMN"), to provide administration of non-emergent transportation management services for a term of three years with two options to renew for 1-year each, solely exercisable by MetroPlus for an amount not to exceed \$565,000 per year

Dr. Schwartz stated that made known that the services being provided were specific to Fully Integrated Duals Advantage (FIDA) and Managed Long-Term Care lines of business. Dr. Schwartz explained that the Plan has faced a lot of challenges regarding transportation and a lot of complaints from the members. Instead of trying to work with 20 different vendors who provide transportation services to the members the Plan has decided to move forward with National Medtrans to address all the Plan's transportation needs for the two populations.

Dr. Schwartz stated that because the two departments are smaller the Plan was not able to secure contact that was aggressive financially. Dr. Schwartz explained that this is not the strongest financial proposition, but it will create a significant amount of satisfaction in the membership, and will ultimately improve the Plans 'reputation, member retention, and the overall image in the community.

Mr. Williams reminded the Board that this issue was brought to the Board before and was heavily recommended to seek to coordinate through one provider.

The last resolution was introduced by Dr. Saperstein.
Authorizing the Executive Director of MetroPlus Health Plan, Inc. ("MetroPlus") to increase the spending authority for the contract with Varis, LLC ("Varis") dated January 1, 2016, and to allocate additional funds for the fulfillment of the contract, with a total amount not to exceed \$900,000 per year

Dr. Saperstein clarified the current existing spending authority is \$700,000 and advised the Board that this resolution was a request for an additional \$200,000 per year. Dr. Schwartz detailed the reason behind the increase and advised that it fell within the original scope of the RFP.

INFORMATION ITEM

Ms. Susan Sun, MetroPlus' Chief Information Officer introduced interim Chief Information Security Officer, Mr. Keith Banks. Mr. Banks is a consultant that has helped the Plan develop its current security program. Ms. Sun also introduced the new Chief Information Security Officer, Mr. Robert Barber, who just started the day before. Mr. Banks gave the Board a detailed overview of MetroPlus' information security program including what the Plan protects, its goals and what the Plan is doing for 2018.

EXECUTIVE SESSION

The Board of Directors convened in Executive Session. The session took place from 4:09 P.M. to 4:18 P.M. When the meeting reconvened in open session, Mr. Rosen entertained a motion to adjourn.

There being no further business Mr. Rosen adjourned the meeting at 4:18 P.M.

HHC ACO Inc. Board of Directors meeting – December 18, 2017

The Board of Directors of HHC ACO Inc., NYC Health + Hospitals' subsidiary not-for-profit Accountable Care Organization ("ACO"), convened on December 18, 2017 to elect new officers and discuss other matters.

Among other matters, the Board discussed the following:

- The Board discussed ongoing shared savings distribution negotiations and timeline. Participant Agreement amendments have been distributed to ACO participants and collaborators for review and comment.
- ACO Chief Medical Officer Lana Vardanian, MD informed the Board of the ACO Board of Director's current and forthcoming Officer vacancies, including the current CEO and Secretary vacancies, and the Board Chair vacancy forthcoming on 1/8/18. Dr. Vardanian also updated the Board that the ACO's application for an ACO Certificate of Authority, which will allow the ACO to become an All-Payor ACO, is progressing and has cleared the initial review process with New York State and has moved on to a second review.
- ACO Compliance Officer Wayne McNulty reviewed proposed updated ACO Standards of Conduct.

The Board approved the following resolutions:

- Naming Dave Chokshi, M.D. as Chief Executive Officer, Israel Rocha, Jr. as Secretary; recommending that the sole member of the Corporation appoint Dave Chokshi, M.D. to the Board of Directors; and recommending that the sole member of the Corporation appoint Mitchell Katz, M.D. to the Board of Directors effective January 8th and upon such appointment, appoint Mitchell Katz, M.D. as Chairman of the Corporation.
- Authorizing each the Chairman and Chief Medical Officer of the Corporation to execute and deliver, in the name and on behalf of the Corporation, any and all agreements, certificates and other documents that are necessary, or that such officer deems advisable, in connection with the ordinary course of the Corporation's business, the execution and delivery of such agreements, certificates and other documents by such officer being conclusive evidence of the necessity or advisability thereof.
- Approving a new Standards of Conduct document for the Corporation.

HHC CAPITAL CORPORATION, November 30, 2017 Meeting Minutes

HHC Bonds - Issuance History

Ms. DeHart stated that this is the semi-annual meeting of the HHC Capital Corporation where the status of the System's bond financing program and other debt is presented. The last financing occurred in 2013 which was a refunding, the last new money issuance took place in 2010. The total outstanding par amount of is \$733 million. The majority of the bonds are fixed rate while approximately 20% of the bonds are variable rate.

Construction Fund Balance on the 2010 Bonds

The unspent balance for the HHC Series 2010 construction fund is approximately \$3.0 million. Encumbrances against that amount slightly exceed the construction fund by \$300,000. OFD has made considerable progress since the previous meeting in spending down the construction fund amount.

Mr. Page asked why the encumbrances exceeded the construction fund balance. Ms. DeHart explained that it is mainly due to the timing of the reconciliation efforts by OFD and when the changes are recorded. Some of the encumbered funds that are no longer needed

Short Term Financing Program

Ms. DeHart provided an overview of the organization's short term financing program. Through multiple resolutions approved by the Board in 2013 and 2015, Health + Hospitals entered into two loan agreements for up to a total of \$120 million which can be drawn down on an "as-needed" basis. The loans are with JP Morgan Chase and Citibank.

2015 JP Morgan Chase Loan

The JPM Chase loan negotiated in July 2015 for up to \$60 million was intended to fund the purchase of medical equipment and smaller construction projects. The loan was structured to include a drawdown period of 25 months with interest payable monthly at variable rates. The loan, in the amount of \$60 million, was converted to a fixed rate mode on August 1, 2017.

Responding to Mr. Page's query about the interest rate on the fixed rate loan, Ms. DeHart replied that the rate is fixed at 2.088%.

2015 Citibank Revolving Loan

The initial Citibank Revolving Loan Agreement was negotiated in October 2015 and provided up to \$60 million for spending on IT and other capital projects. The terms of the revolving loan included a three-year drawdown period with a loan expiration of October 12, 2018. \$10 million was drawn down when the deal closed on October 14, 2015.

Citibank Replacement Financings

At the May 2017 HHC Capital Corporation meeting, Ms. DeHart informed the Board that Debt Finance was in discussions with its Financial Advisor, PFM, to research alternative financing options such as an extension or "fix out" of the Citibank Revolving Loan.

On November 1, 2017, the 2015 Citibank Revolving Loan was replaced by the following two financings:

- A \$30 million Fixed Rate Loan that expires on November 1, 2022. \$10 million was used to repay the \$10 million borrowed under the original 2015 Revolving Loan Agreement. The remaining \$20 million was used to reimburse H+H for capital equipment purchase costs that the organization has already incurred, *and*
- A Variable Rate Loan Agreement for up to \$30 million, expiring on October 31, 2018. The one-year loan allows for multiple loan drawdowns. Each loan drawdown would have a five-year maturity. No interest is payable on the Variable Rate Loan unless there is a loan drawdown.

Mr. Rosen asked if the Organization's Medicaid Revenues are pledged to repay the loans. Ms. DeHart explained that only the holders of the HHC bonds have access to the "lockbox". JP Morgan Chase and Citibank have a secondary lien which is only triggered if the System defaults on its loan payments. Mr. Brezenoff asked for specifics on the "lockbox". Ms. DeHart responded that pursuant to the Master Agreement, all healthcare reimbursement revenues are deposited daily into the "HHC Capital Lockbox". Once the deposits are sufficient to cover the monthly debt service obligation, the subsequent healthcare reimbursement revenues are directed back to the organization for its day-to-day operations.

Citibank Replacement Financings, Loan Activity

Out of the \$60 million loan authorization, \$30 million was borrowed at a fixed rate on November 1 which will go towards partially reimbursing the organization for the \$39 million that was spent on various capital projects.

Mr. Page asked if the excess of \$9 million will be reimbursed at a later date and the status of the loan if the remaining \$30 million is not drawn down in five years. Ms. DeHart replied that it is likely that we will borrow at least \$9 million to cover the unreimbursed expenses. If Health and Hospitals does not borrow a portion or the full \$30 million within five years, the loan will simply expire.

Adjournment

There being no further business before the Board, Mr. Campbell adjourned the meeting at 2:28 p.m.

Meetings of the HHC Insurance Company, and HHC Physicians Purchasing Group – November 21, 2017

The NYC Health + Hospitals' initiative to reduce costs associated with medical malpractice claims includes efforts to identify cost-effective insurance strategies. The HHC Board of Directors authorized the formation and operation of the HHC Insurance Company, a subsidiary captive insurance company, to insure attending physician staff and provide access to excess insurance coverage provided by a State-funded pool. The Department of Financial Services approved the issuance of primary insurance policies to attending physicians in the departments of Obstetrics/Gynecology and Neurosurgery. The HHC Physicians Purchasing Group was formed as an insurance purchasing group for those NYC Health + Hospital affiliated physicians.

Reports from the annual meetings held on November 21, 2017 are summarized below:

HHC Insurance Company

The HHC Insurance Company (HHCIC) was licensed as a captive insurance company by the New York State Department of Insurance on December 16, 2004. It became active on January 1, 2005. The company underwrites primary professional liability coverage for attending physicians affiliated with the System in the specialties of Obstetrics/Gynecology and Neurosurgery. Excess coverage for these specialties, obtained through the New York State Excess Liability Pool, began on July 1, 2005.

The Board of Directors of HHCIC held its annual meeting on November 21, 2017. It conducted all business necessary for captives in the State of New York including the issuance of primary insurance policies to the members of the HHC Physicians Purchasing Group as well as the appointment/re-appointments of the following as members of the HHCIC Board of Directors and Officers:

- 1) Mitchell Katz, M.D. - President;
- 2) Dr. Mabelle Allen – Vice Present;
- 3) PV Anantharam - Treasurer;
- 4) Salvatore J. Russo, Esq - Secretary; and
- 5) Bernard Rosen – System Representative to the Board

In addition the following re-appointments were made: (1) Aon Risk Consultants, Inc. as actuaries; and, (2) KPMG, LLP as auditors.

At present, there are 318 active Obstetrician/Gynecologists and Neurosurgeons insured through HHCIC. Out of this number, 272 physicians have filed excess insurance applications with MMIP. A total of 260 of these physicians were deemed eligible for coverage. Twelve practitioners have been placed on the wait list. Once their excess coverage is approved, it will be deemed retroactive to the date of the application. The remaining 46 practitioners have excess coverage through another insurance carrier.

Premium in the amount of \$3.2 million was deposited for the benefit of HHCIC by HHC and is held in reserve for the payment of any claims with the exception of any amounts needed for the payment of any outstanding claims or settlements made by the captive insurance company on behalf of an insured. The Department of Financial Services has questioned the amount of the "loan back" to the System that was requested and has also questioned the company surplus. A discussion was held and appropriate measures will be instituted to address these balance sheet issues.

The company was required to sign up as a plan or pool participant in the Medical Malpractice Insurance Pool (MMIP). The company opted to join the Pool so that it could be consistent with all of the other medical malpractice carriers in the State of New York. The September 30, 2014 cession statement from the Pool indicates that the company has a net equity in the Pool of \$ 681,542.

The captive insurance company was recently examined by the Department of Financial Services. The company was found to be in compliance. The report was reviewed and accepted by the captive board. All regulatory matters are current.

HHC Physicians Purchasing Group

The Board of Directors of the HHC Physicians Purchasing Group held its annual meeting on November 21, 2017. The business of the Group is to obtain primary medical malpractice insurance from HHCIC on behalf of its members who are employees of HHC's Affiliates. The physician members of the group have obtained primary medical malpractice insurance coverage in the amount of \$1.3 million/ \$3.9 million from the HHCIC, the New York captive insurance company. The majority members of the group have also received excess coverage in the amount of \$1 million / \$3 million from the Medical Malpractice Insurance Plan. The remaining members of the group have excess insurance through other carriers.

The board conducted all business necessary for a purchasing group in the State of New York including the appointment/re-appointment of the following as members of the HHC Physicians Purchasing Group Board of Directors and Officers:

- 1) Mitchell Katz, M.D. - President;
- 2) Dr. Machelles Allen – Vice Present;
- 3) PV Anantharam - Treasurer;
- 4) Salvatore J. Russo, Esq - Secretary; and
- 5) Bernard Rosen – System Representative to the Board

All regulatory matters are current.

STANLEY BREZENOFF
NYC HEALTH + HOSPITALS - INTERIM PRESIDENT AND CHIEF EXECUTIVE OFFICER
REPORT TO THE BOARD OF DIRECTORS
December 21, 2017

State and Federal Update

Governor Andrew Cuomo has vetoed, for the second time, enhanced safety net legislation passed by the Senate and Assembly earlier this year. Under Senate bill 5661-B, health care systems such as NYC Health + Hospitals, meeting eligibility requirements for serving a disproportionately large share of Medicaid and uninsured patients would be entitled to medical assistance payments from the state. The bill's language was similar to language included in the state budget providing for \$10 million dollars this year and next. In the veto message, the Governor directed the State Health Department to engage stakeholders on the issue of reimbursement.

In Washington the continuing budget resolution (CR) currently funding federal government operations expires on December 22. Congress must take action by that date to avert a government shutdown on the 23rd. Options include another short term CR, or one of longer duration. It is unclear whether a short term CR may be used to address the future of Disproportionate Share Hospital (DSH) program funding which has been the subject of debate and uncertainty for nearly a decade. A proposal to postpone the FFY 2018 and 2019 DSH cuts already called for by federal statute (The Budget Reconciliation Act of 2011) coupled with an agreement to deepen reductions in FFY 2020 to offset previous delays, seems to be gathering support in Congress.

Another pressing issue that may be addressed in a CR is the reauthorization of the expired Children's Health Insurance Program (CHIP), which has dramatically reduced the uninsured among American's children. The possibility of a stand-alone package of health care "extender" legislation containing CHIP reauthorization and other Health Care measures also exists.

As you know, Congress has passed, and President Donald Trump has signed into law an overhaul of federal taxation policy. The law contains a provision eliminating the individual mandate to purchase health insurance, an important component of the Affordable Care Act. The Congressional Budget Office estimates that as many as 13 million people no longer will have health insurance due to this provision. In addition, the tax bill's elimination of the deduction for state and local taxes, along with the loss of the individual mandate, will certainly add pressure on the New York State budget which currently has a projected deficit of 4.4 billion for FY 2018.

We will continue to work closely with the Mayor's office, Congressional allies and partner health care associations to assess the long term impact on health insurance exchanges and safety net systems like ours. The law's elimination of the deduction for state and local taxes, as well as potential losses of billions of dollars in Medicaid under plans that continue to threaten the Affordable Care Act, are among the drivers of a projected New York State budget deficit of 4.4 billion for FY 2018.

Health Care System Partners with Housing Authority and NYC Department of Health on Lead Testing for NYCHA residents

New York City Housing Authority and NYC Health + Hospitals announced that the City will offer free blood lead level testing for the nearly 3,000 children ages 6 months to 8 years who live in more than 2,300 NYCHA apartment units painted in 2016 by workers without proper certification. While the risk of significant exposure from this work

remains low, out of an abundance of caution, the City is offering free testing to children aged 6 months to 8 years old due to normal behavior that can result in ingestion of lead dust.

The health effects of exposure to lead are best managed early, so concerned parents are encouraged to take advantage of this free testing. If high lead levels are detected, follow-up is available. Residents in affected apartments will receive a letter and phone calls with more information about how to schedule an appointment at NYC Health + Hospital location across the five boroughs.

NYC Health + Hospitals/Elmhurst Earns First “Gold Seal” in Queens for Excellence in Total Hip and Knee Replacement
I’m pleased to report to the Board that the Hip and Knee Center at NYC Health + Hospitals/Elmhurst has earned The Joint Commission’s Gold Seal of Approval for Advanced Certification for Total Hip and Knee Replacement. This national certification recognizes the hospital for providing top-quality care and for meeting rigorous standards of patient care at every stage, including initial consult, procedure, and post-surgical care such as rehabilitation services.

The center was founded with the goal of restoring mobility and quality of life to individuals with hip and knee joints that no longer function properly and cause difficulty in day-to-day activities. Our team of providers includes an orthopedic surgeon, rehabilitation doctor, physician assistant, physical therapist, occupational therapist, social worker, pharmacist, and nurses. Patients’ pre-surgical preparation involves the coordination of rehabilitation by the team at Elmhurst, and includes planning for rehabilitation services at their home following surgery or in the hospital. The center’s providers are committed to offering patients a compassionate continuum of care, with an individualized approach to treatment, leading to quick recovery and improved mobility.

Congratulations to Israel Rocha Jr., Chief Executive Officer of NYC Health + Hospitals/Elmhurst, Rohit Hasija, MD, medical director of the Hip and Knee Center at NYC Health + Hospitals/Elmhurst and their teams for this prestigious recognition. The Joint Commission certification is a great reminder to our patients in the area that they needn’t travel outside their own community to receive high-quality, affordable hip and knee replacement surgery.

NYC Health + Hospitals Expands Rapid Diabetes Testing to Improve Blood Sugar Control
Earlier this month we were delighted to announce an advance in diabetes care at NYC Health + Hospitals that enhances the treatment we provide, and our patients’ experience of that treatment. At several sites we’ve begun to include in-clinic technology to provide faster point-of-care hemoglobin A1c. Using an in-clinic machine and a small blood sample, physicians can review a patient’s average blood sugar level for the past two to three months, in as little as five minutes.

The addition of point-of-care testing systems in NYC Health + Hospitals clinics enables a physician to assess a patient’s average blood sugar level at the time of the patient’s appointment. A1c testing is especially important for patients who may not have been seen by their doctor recently, and helps physicians make necessary adjustments to a patient’s treatment plan at the time of their appointment. It’s an effective monitoring tool for patients with diabetes, improving care and removing the wait for lab results following an appointment. Preliminary data shows that patients receiving care at our sites with in-clinic A1c testing have, on average, better control rates, compared to patients at our other sites. This makes good sense. When patients know their diabetes numbers, they can better manage their blood sugar, and their risk of complications decreases.

Our ten facilities currently featuring in-clinic A1c testing are:

Bronx

NYC Health + Hospitals/Jacobi

NYC Health + Hospitals/Lincoln

NYC Health + Hospitals/North Central Bronx

NYC Health + Hospitals/Gotham Health, Belvis

NYC Health + Hospitals/Gotham Health, Morrisania

Brooklyn
NYC Health + Hospitals/Coney Island
NYC Health + Hospitals/Gotham Health, East New York
Manhattan
NYC Health + Hospitals/Harlem
NYC Health + Hospitals/Gotham Health, Sydenham
Queens
NYC Health + Hospitals/Elmhurst

In-clinic A1c testing will be introduced to other sites in the coming months.

Launch of NYC Health + Hospitals/Elmhurst Global Health Institute

I am also pleased to draw the Board's attention to the launch of NYC Health + Hospitals Global Health Institute. Led by infectious disease specialist Joseph R. Masci, MD, the Global Health Institute at NYC Health + Hospitals/Elmhurst will support and advance groundbreaking research, grow existing relationships with community and global partners, host educational events for the community, and help improve clinical and patient experiences. It will optimize existing and new sources of grant funding to conduct clinical research for the advance of new treatments in HIV and tuberculosis management, among other areas. The Institute will generate innovative care protocols to treat global health conditions in response to disease trends experienced globally and reflected locally, by the hospital's diverse community. And it will be a resource for the local community by partnering with other providers, business owners, and other stakeholders to gain a better understanding of local health concerns and how they can be addressed.

To kick off its launch, the Institute recently hosted a well-attended HIV Global Health Summit, bringing together local experts and representatives from Ethiopia and Russia to discuss the status of HIV/AIDS locally and internationally and to share best practices. To learn more about the Institute at NYC Health + Hospitals/Elmhurst, visit <http://www.nychealthandhospitals.org/elmhurst/globalhealthinstitute/>

CDC Recognizes NYC Health + Hospitals/Jacobi as Champion of HPV Vaccine/Cancer Prevention

The Centers for Disease Control and Prevention has recognized NYC Health + Hospitals/Jacobi and its Children's Health Center as an "HPV Vaccine Is Cancer Prevention" Champion. Jacobi is one of just ten health centers nationwide to achieve this distinction, by vaccinating a large portion of their 13-to-15-year-old patient population. While the nationwide vaccination rate among all teens is 43 percent, Jacobi's vaccination rate for its 13-to-15-year-old population is 70 percent.

The vaccine protects against from most of the cancers caused by human papillomavirus (HPV) infection, from a common virus spread through sexual contact. About 14 million people, including teens, become infected with HPV each year which can cause a variety of cancers in both men and women. In 2013, to control the spread of HPV in the Bronx, a team of Jacobi physicians and nurses led by Dr. Kathleen Porder embarked on an effort to increase vaccination rates in the target age group. Because the vaccination involves a series of shots over time, the vaccination effort is complicated, often requiring documentation checks, including outreach for records in other states, and translation for records of foreign-born patients. Congratulations to Dr. Kathleen Porder and her team for the thousands of hours of detail-focused work they have put into making our vaccination rate a national model.

Multiple Birth Baby Boom Event at NYC Health + Hospitals/Woodhull

Although 2017 has been a difficult year for those of us who believe in public health and greater access to care for society's less fortunate, it has also had its bright points. One of those is the recent multiple-birth baby boom that has been ongoing at NYC Health + Hospitals/Woodhull. Twenty-six sets of twins and one set of triplets were born at the hospital in 2017. More than 30 babies and their families attended a reunion at NYC Health + Hospitals/Woodhull, in celebration of the streak. They were treated to a holiday-themed brunch served by their favorite NYC Health + Hospitals/Woodhull nurses, midwives, and doctors. Each family in attendance received a supply of diapers, a gift certificate to a local grocery store, and other giveaways.

Earlier this year, NYC Health + Hospitals/Woodhull announced its designation as Brooklyn's first "Baby-Friendly" hospital. Awarded by Baby-Friendly USA, an initiative of the World Health Organization and the United Nations Children's Fund (UNICEF), the designation recognizes hospitals that encourage and promote breastfeeding and mother-baby-bonding.

New Physician Leaders appointed to NYC Health + Hospitals/Elmhurst Endoscopy, ENT Services
NYC Health + Hospitals/Elmhurst has announced the additions of Nnaemeka Anyadike, MD, and Patrick M. Colley, MD, to expand its Endoscopy and Ear, Nose, and Throat Services, respectively. Dr. Anyadike, a gastroenterologist, has been named the hospital's Director of Endoscopy, and Dr. Colley, an ear, nose, and throat specialist has been named the Regional Director of Otolaryngology for NYC Health + Hospitals/Elmhurst and NYC Health + Hospitals/Queens.

Dr. Anyadike is a graduate of the University of Virginia School of Medicine. He completed his internal medicine residency at Thomas Jefferson University Hospital and completed a gastroenterology fellowship and advanced endoscopy training at Maimonides Medical Center. He specializes in endoscopic procedures to assess conditions affecting the gastrointestinal tract, including the stomach, duodenum, small and large intestines, the pancreas, and the bile duct.

Dr. Colley received his medical degree from Albert Einstein College of Medicine, completed his otolaryngology residency at the New York Eye and Ear Infirmary and a rhinology and skull base fellowship at the University of North Carolina, Chapel Hill. In addition to general otolaryngology, Dr. Colley has extensive training in the treatment of chronic rhinosinusitis, endoscopic sinus surgery, facial trauma, endoscopic orbital surgery, and open and endoscopic approaches to the skull base.

We are delighted to welcome each of these esteemed physicians to NYC Health + Hospitals.

NYC Health + Hospitals/Queens Earns Patient Safety and Quality Improvement Award from Northeast Business Group
Northeast Business Group on Health, a coalition of health care leaders dedicated to empowering members to achieve the highest value in health care delivery, recently recognized NYC Health + Hospitals/Queens with its "Most Improved Performance Award", reflecting the hospital's strong commitment to advancing the quality and safety of the care it provides its clinical services. The award was presented at the Fourth Annual Patient Safety and Quality Improvement Breakfast at the Union League Club in New York City. The event was co-hosted by Leapfrog Group, a national nonprofit watchdog organization focusing on safety, quality, and affordability in health care. For the past several years in the Leapfrog Group's semi-annual hospital surveys, NYC Health + Hospitals/Queens has garnered impressive scores, including its most recently a "B", the highest grade of any hospital in New York City.
NYC Health + Hospitals/Gotham Health Center at East Tremont, Bronx Marks \$1.2 Million Facility Upgrades at Ribbon Cutting Event. Earlier this month we held a ribbon-cutting ceremony to celebrate the recent upgrade of our health center in the East Tremont neighborhood of the Bronx. Funded with \$1.2 million through Mayor de Blasio's Caring Neighborhoods Initiative, the refurbished NYC Health + Hospitals/Gotham Health center in East Tremont reflects NYC Health + Hospitals' commitment to community-based ambulatory care.

The center provides a wide range of services, including family medicine and behavioral health care, and will employ a nutritionist and a social worker to support behavioral health services. Located at 1826 Arthur Avenue in East Tremont, it is expected to provide care for 7,360 patients annually.

The center's new layout was designed with patient comfort in mind. It includes 13 upgraded exam rooms, new medical equipment and furniture, and an uplifting and welcoming décor. A core tenet of our health system transformation is addressing the challenge of ambulatory care access, one underserved neighborhood at a time. We are proud that now, patients waking up under the weather in East Tremont will have better options than ever before to get quality care right in their own neighborhood.

RESOLUTION

Authorizing New York City Health and Hospitals Corporation (the "System") to execute an agreement with PharmScript, LLC (PharmScript) to provide pharmacy services for the System's five post-acute care facilities (Carter, Coler, Gouverneur, McKinney, and Sea View) with an initial term of three years with two one-year options to renew solely exercisable by the System and with total amount over the combined five-year term not to exceed \$17,729,822 to pay PharmScript for patients with no insurance and for the performance of drug regimen reviews.

WHEREAS, an application to issue a request for proposals was presented before the Contract Review Committee at its October 2, 2017 meeting and was approved by its approval letter dated October 3, 2017; and

WHEREAS, after the Office of Supply Chain Services issued a request for proposals, four proposals were received, the two highest-rated proposers presented before the Selection Committee and upon final evaluation by the Selection Committee, PharmScript was rated the highest; and

WHEREAS, under the proposed agreement PharmScript will provide pharmacy services for the System's five post-acute care facilities, implementation to occur in phases over the next three years; and

WHEREAS, PharmScript's services will include providing prescription and non-prescription medications, intravenous infusions, supplies used to administer medications, third-party consultant services to meet NYS Department of Health and CMS Regulations, and third party billing and collections; and

WHEREAS, the proposed agreement for PharmScript's services will be managed by the Senior Vice President for Post-Acute Care.

NOW THEREFORE BE IT:

RESOLVED, that New York City Health and Hospitals Corporation be and hereby is authorized to execute an agreement with PharmScript, LLC to provide pharmacy services for the System's five post-acute care facilities with a term of three years with two one-year options to renew solely exercisable by the System and with total amount over the combined five-year term not to exceed \$17,729,822 to pay PharmScript for patients with no insurance and for the performance of drug regimen reviews.

**EXECUTIVE SUMMARY
RESOLUTION TO AUTHORIZE CONTRACT
WITH PHARMSCRIPT, LLC**

BACKGROUND: The purpose of the proposed agreement is to align the System's skilled nursing facilities with national industry pharmacy models by improving and professionalizing the provision of prescription and non-prescription medications to long term care patients. Conversion to this new model will improve quality, safety and support constant ongoing compliance with state and regulatory compliance. Additionally the System will reduce its costs for such services.

Skilled nursing systems across the country have implemented a similar model to that proposed with a focus on quality control measures and cost savings.

PROCUREMENT: The System issued a Request for Proposals on October 3, 2017. A mandatory pre-proposers conference was held on October 20th, 2017, which five prospective vendors attended. Four proposals were received, evaluated and scored. The two highest rated proposers were invited to present before the Selection Committee. Vendor presentations were held on November 6th, 2017, followed by a final evaluation and scoring. Through this process the Selection Committee evaluated the proposals and presentations on the basis of the proposed pharmaceutical services, regulatory quality and performance improvement responsibilities, previous experience, and cost. PharmScript was selected on these criteria.

BUDGET: The cost of the proposed agreement will not exceed \$17,729,822 over the full five year term. The costs consist of the System's projected payments to cover services to long term care patients who cannot be qualified for insurance and the cost of a third-party consultant for drug regimen reviews. The total amount has been budgeted and signed off by the Central Finance.

TERM: The term of the proposed agreement is three years with two one-year options to renew solely exercisable by the System.

RESOLUTION

Authorizing the New York City Health and Hospitals Corporation (the "System") to execute a five year revocable license agreement with General Vision Services/Cohen Fashion Optical (the "Licensee") for its continued use and occupancy of 675 square feet of space to operate an optical store on the campus of Jacobi Medical Center (the "Facility") at an annual occupancy fee of \$46,951, or \$69.55 per square foot to be escalated by 3% per year for a five year total of \$249,267.

WHEREAS, in June 2012, the Board of Directors authorized the System to enter into a five year license agreement with the Licensee to operate an optical store on the ground floor of Building No. 1 on the Facility's campus; and

WHEREAS, the services and products provided have proved to be beneficial to patients; and

WHEREAS, Jacobi Medical Center desires to have the Licensee continue operate its optical store on its campus and has adequate space to accommodate the Licensee's needs; and

WHEREAS, the Licensee shall provide optical services, including but not limited to filling new prescription eyeglasses, examining eyes, low vision screening, prescribing and fitting contact lenses, and selling contact lens supplies.

NOW, THEREFORE, be it

RESOLVED, that the New York City Health and Hospitals Corporation (the "System") be and hereby is authorized to execute a five year revocable license agreement with General Vision Services/Cohen Fashion Optical (the "Licensee") for its continued use and occupancy of space to operate an optical store on the campus of Jacobi Medical Center (the "Facility") at an annual occupancy fee of \$46,951, or \$69.55 per square foot to be escalated by 3% per year for a five year total of \$249,267.

EXECUTIVE SUMMARY

JACOBI MEDICAL

LICENSE AGREEMENT GENERAL VISION SERVICES/COHEN FASHION OPTICAL

The New York City Health and Hospitals Corporation (the "System") seeks authorization from Board of Directors to execute a revocable license agreement with General Vision Services/Cohen Fashion Optical ("GVS/Cohen") for its use and occupancy of space to operate an optical store on the campus of Jacobi Medical Center ("Jacobi").

In June 2012, the Board of Directors authorized the System to enter into a five year license agreement with the Licensee to operate an optical store on the ground floor of Building No. 1 on the Facility's campus. In addition to the Jacobi store, GVS/Cohen currently operates optical stores at Bellevue Hospital Center, Harlem Hospital Center, Lincoln Medical & Mental Health Center, and Metropolitan Hospital Center. The services and products provided have proved to be beneficial to patients. Jacobi desires to continue to have the optical store on its campus and has adequate space to accommodate the store. GVS/Cohen will provide optical services, including but not limited to filling new prescription eyeglasses, examining eyes, low vision screening, prescribing and fitting contact lenses, and selling contact lens supplies.

GVS/Cohen will have the continued use and occupancy of a total of approximately 675 square feet of space on the ground floor of Building No. 1. The GVS/Cohen will pay an occupancy fee of \$46,951 per year, or \$69.55 per square foot. The occupancy fee for the new term represents a 3% increase over the current rate. The occupancy fee will be escalated by 3% per year over the term of the agreement for a five year total of \$249,267. The Facility shall provide hot and cold water, electricity, heating, air conditioning and routine security to the Licensed Space. The Licensee shall be responsible for its own housekeeping, repairs and maintenance.

GVS/Cohen will indemnify and hold harmless the Corporation and the City of New York from any and all claims arising by virtue of its use of the licensed space and will also provide appropriate insurance naming each of the parties as additional insureds.

The license agreement shall not exceed five (5) years without further authorization from the Board of Directors and shall be revocable by either party upon thirty (90) days notice.

Jacobi - GVS/Cohen Fashion Optical

<u>Year</u>	<u>Prior Team</u>	<u>New Term</u>
1	40,500	46,951
2	41,715	48,359
3	42,966	49,810
4	44,255	51,304
5	<u>45,583</u>	<u>52,843</u>
	215,020	249,267

3% escalation

BOARD OF DIRECTORS

Standing Committees

Proposed Committee Assignments

(Effective 01/01/2018)

STANDING COMMITTEES OF THE BOARD	
<u>Executive</u>	<p>Chair: Mr. Gordon Campbell</p> <p>Members: Dr. Herminia Palacio Mr. Bernard Rosen Josephine Bolus, RN Mr. Steven Banks Dr. Mitchell Katz</p>
<u>Audit</u>	<p>Chair: Ms. Emily A. Youssouf</p> <p>Members: Josephine Bolus, RN Mr. Mark Page Ms. Helen Arteaga Landaverde Mr. Gordon Campbell Dr. Mitchell Katz</p>
<u>Capital</u>	<p>Chair: Mr. Mark Page</p> <p>Members: Josephine Bolus, RN Ms. Emily A. Youssouf Mr. Gordon Campbell Dr. Mitchell Katz</p>
<u>Community Relations</u>	<p>Chair: Josephine Bolus, RN</p> <p>Members: Mr. Robert F. Nolan Ms. Helen Arteaga Landaverde Mr. Gordon Campbell Dr. Mitchell Katz</p>
<u>Equal Employment Opportunity (EEO)</u>	<p>Chair: Mr. Robert Nolan</p> <p>Members: Josephine Bolus, RN Ms. Helen Arteaga Landaverde Mr. Gordon Campbell Dr. Mitchell Katz</p>
<u>Finance</u>	<p>Chair: Mr. Bernard Rosen</p> <p>Members: Ms. Emily A. Youssouf Mr. Mark Page Ms. Helen Arteaga Landaverde Barbara A. Lowe, RN Mr. Gordon Campbell Dr. Mitchell Katz</p>
<u>Governance</u>	<p>Chair: Mr. Gordon Campbell</p> <p>Members: Mr. Bernard Rosen Dr. Vincent Calamia Ms. Helen Arteaga Landaverde</p>

(over)

STANDING COMMITTEES OF THE BOARD *(cont'd)*

<u>Information Technology (IT)</u>	<p>Chair: Ms. Emily Youssouf</p> <p>Members: Dr. Vincent Calamia Barbara Lowe, RN Josephine Bolus, RN Mr. Steven Banks Mr. Gordon Campbell Dr. Mitchell Katz</p>
<u>Medical & Professional Affairs (M&PA)</u>	<p>Chair: Dr. Vincent Calamia</p> <p>Members: Josephine Bolus, RN Dr. Mary T. Bassett Dr. Gary S. Belkin Barbara Lowe, RN Mr. Gordon Campbell Dr. Mitchell Katz</p>
<u>Quality Assurance</u>	<p>Chair: Dr. Mary T. Bassett</p> <p>Members: Josephine Bolus, RN Dr. Gary S. Belkin Ms. Helen Arteaga Landaverde Barbara Lowe, RN Mr. Gordon Campbell Dr. Mitchell Katz</p>
<u>Strategic Planning</u>	<p>Chair: Mr. Gordon Campbell</p> <p>Members: Mr. Bernard Rosen Dr. Jo Ivey Boufford Mr. Robert F. Nolan Mr. Mark Page Dr. Mitchell Katz</p>

HHC Bylaws: Article VI Section 1(C) states: “The Chair of the Board shall annually appoint, with the approval of the majority of the Board, members of the Board to the standing committees.”

ARTICLE VI
COMMITTEES

Section 1. General Provisions.

(A) Standing and Special Committees. Committees of the Board shall be standing or special. A standing committee is one whose functions are determined by a continuous need. The function and duration of a special committee shall be determined by its specific assignment, as stated in a resolution of the Board creating it.

(B) Composition. Each of the standing committees, except the Audit Committee, shall be composed of the Chair of the Board, the President, and at least three (3) Board members appointed in the manner hereinafter specified.

(C) Appointment. The Chair of the Board shall annually appoint, with the approval of a majority of the Board, members of the Board to the standing committees.

(D) Committee Chair. The Chair of each committee, both standing and special, shall be designated by a majority vote of the Board.

(E) Meetings. Each standing committee shall meet as deemed necessary.

(F) Quorum. A quorum, which shall be at least one-half of all of the members of a committee, standing or special, shall be required for a committee to transact any business unless otherwise stated in these By-Laws.

(G) Committee Action. All actions of a committee, standing or special, shall be taken by a majority vote of the members in attendance at a committee meeting.

(H) Reports. Each committee shall report to the Board, at its regular meetings, on all business transacted by it since the last regular Board meeting.

(I) Special Committees. The Board may, by resolution passed by a majority of the whole number of directors, designate special committees, each committee to consist of three (3) or more directors, one of whom shall be the Chair of the Board, and each such committee shall have the duties and the functions as shall be provided in such resolution.

Section 2. Standing Committees. The following committees shall be designated as standing committees:

- Executive Committee
- Medical and Professional Affairs Committee
- Audit Committee
- Finance Committee
- Capital Committee
- Community Relations Committee
- Quality Assurance Committee
- Strategic Planning Committee
- Equal Employment Opportunity Committee
- Information Technology Committee
- Governance

Section 3. Executive Committee

(A) Designation and Membership. The Executive Committee shall be composed of the Chair of the Board, who shall be the Chair of the Executive Committee, the President, and other members appointed by the Chair of the Board with the approval of the Board.

(B) Functions and Powers. The Executive Committee, subject to any limitations prescribed by the Board, shall possess and may exercise during the intervals between meetings of the Board, the powers of the Board in the management of the business and affairs of the Corporation except for: (1) the power to amend or to repeal these By-Laws or to adopt new By-Laws; and (2) the power to fill vacancies in any committee of the Board. At each meeting of the Board the Executive Committee shall make a report of all action taken by it since its last report to the Board.

(C) Meetings and Quorum. The Executive Committee shall meet as often as may be deemed necessary and expedient at such times and places as shall be determined by the Executive Committee. Five (5) members of the Executive Committee shall constitute a quorum. The Chair of the Board shall preside at meetings of the Executive Committee and, in his or her absence, the President shall preside thereat. All members of the Board of Directors shall be duly notified prior to all Executive Committee meetings.

Section 4. Medical and Professional Affairs Committee. The duties and responsibilities of the Medical and Professional Affairs Committee shall include the following:

(A) review issues dealing with the quality and composition of professional services provided in the Corporation's facilities, including nursing services, pharmacy, dietary services, laboratories and social services, and recommend policies and actions to the Board concerning these services;

(B) review and recommend to the Board contractual arrangements for professional services with particular emphasis on monitoring and providing policy direction to corporate staff with respect to the services provided to the Corporation pursuant to its affiliation contracts with voluntary hospitals, medical schools and professional corporations;

(C) review education and training issues for clinical personnel in the Corporation's institutions;

(D) formulate and recommend to the Board plans for delivery of comprehensive health care to the community;

(E) promulgate policies rules and regulations with respect to medical and to other research conducted at the Corporation's facilities; and

(F) review strategic issues related to information management and technology and the management of clinical care.

Section 5. Audit Committee. The Audit Committee shall consist of members designated by the Board, other than those serving ex officio, except that the Chair of the Board may be a member if he or she is not compensated by the City of New York. The duties and responsibilities of the Audit Committee shall be to:

- (A) approve the selection, retention or termination of independent auditors;
- (B) review the proposed scope of the audit and related fees;
- (C) inquire about and be aware of all work (audit, tax systems) that the independent auditor performs;
- (D) review the annual financial statements and the results of the audit with management, the internal auditors and the independent auditors;
- (E) review the memorandum, if any, prepared by the independent auditors setting forth any questionable or possibly illegal activities and take appropriate action;
- (F) be available to meet with the independent auditors to resolve problems that arise in connection with the audit if and when this becomes necessary.

Section 6. Finance Committee. The duties and responsibilities of the Finance Committee shall include the following:

- (A) supervise the preparation and recommend to the Board for submission to the City of New York the annual consolidated revenue and expense budget of the Corporation;
- (B) recommend to the Board policies and actions with respect to collection of revenues;
- (C) ensure that the funds of the Corporation are properly deposited and accounted for and recommend policies for such deposits to the Board;
- (D) account for Corporation property, both real and personal; and
- (E) monitor performance against budgets.

Section 7. Capital Committee. The duties and responsibilities of the Capital Committee shall include the following:

- (A) recommend to the Board of Directors policies and objectives in the area of capital development for the guidance of Corporation officers, facility Executive Directors, and key staff members;
- (B) supervise the preparation and recommend to the Board for submission to the City of New York the annual capital budget of the Corporation;
- (C) formulate policies and recommendations for the long-range development of facilities to include supervising the preparation of major programs and master plans, as well as the inter-agency coordination of such planning with the appropriate City and State agencies;

(D) establish standards, policies and procedures for the selection and approval of architectural and engineering contracts;

(E) review and approve any transfers or surrender of Corporation facilities or lands and the acquisition and/or leasing of additional property and facilities for Corporation purposes.

Section 8. Community Relations Committee. The duties and responsibilities of the Community Relations Committee shall include the following:

(A) review and recommend to the President plans for the formation of community advisory boards;

(B) formulate and recommend to the Board the policies of the Corporation concerning its relationship with the community;

(C) provide clarification and interpretation of established policies on community relationships;

(D) evaluate the efforts of the Corporation, and its facilities to establish, maintain and improve effective participation by the community.

(E) discuss advocacy for the Corporation on relevant legislative and political developments on a local, state and national level that effect the health care delivery environment and specifically the Corporation.

Section 9. Quality Assurance Committee. The Quality Assurance Committee shall act on behalf of the Board for purposes of discharging the governing body's obligations in overseeing the quality assurance process for HHC facilities. The Board shall, at least annually, assess the performance of the Quality Assurance Committee in fulfilling the governing body's quality assurance responsibilities. Any member of the Board may attend meetings of the Quality Assurance Committee and may refer any quality assurance issue for deliberation or for action by the Quality Assurance Committee or by the full Board. Board members may also discuss quality assurance issues or problems concerning HHC facilities at any meeting of the Board.

The duties and responsibilities of the Quality Assurance Committee shall include the following:

(A) assuring that each facility is fulfilling mandates in the areas of quality assurance, credentialing of physicians and dentists, overall operations and responsiveness to Federal, State and other regulatory surveillance and enforcement activities. With respect to quality assurance, this shall include oversight of and participation in such functions of the quality assurance committee of the facilities such as: reviewing services in order to improve the quality of medical and dental care of patients and to prevent medical and dental malpractice; overseeing and coordinating malpractice prevention programs; and insuring that information gathered pursuant to the programs is utilized to review and to revise policies and procedures;

(B) assuring that there is a systematic and effective mechanism for communication among members of the Board of Directors in their role as members of the governing body, and the administration and medical staff of each HHC facility. This communication

should facilitate direct participation by the governing body in quality assurance activities and other issues of importance as set forth above;

(C) monitoring the progress at Corporation facilities towards meeting appropriate HHC goals and objectives related to its health care programs;

(D) reviewing quality assurance activities of each of the Corporation's facilities on at least a quarterly basis.

The chair of the Community Relations Committee shall be an ex officio member of the Quality Assurance Committee and shall be responsible for reporting to the Community Relations Committee and the Council of Community Advisory Boards concerning the deliberations of the Quality Assurance Committee.

Section 10. Strategic Planning Committee. The duties and responsibilities of the Strategic Planning Committee shall include the following:

(A) to share and monitor metrics established for measuring goals and initiatives;

(B) to develop and monitor long term and strategic plans for the Corporation that are consistent with its mission and that reflect the needs of the population and health care industry needs;

(C) to recommend strategic directions to ensure the ability of the Corporation to carry out its mission;

(D) to evaluate Corporation policies and programs as these relate to long-term goals and objectives;

(E) to review and evaluate all system-wide initiatives and plans to ensure consistency with the Corporation's strategic plan, mission and demographic and health care industry trends.

(F) to report on relevant legislative and political developments on a local, state and national level that effect the health care delivery environment and specifically the Corporation

Section 11. Equal Employment Opportunity Committee. The duties and responsibilities of the Equal Employment Opportunity Committee shall be to address issues related to the recruitment and retention of minority and women staff, and contracting with minority and women-owned businesses, as these affect the Corporation.

Section 12. Information Technology Committee. The duties and responsibilities of the Information Technology Committee shall include the following:

- (A) review, appraise and monitor the Corporation's IT strategy and significant IT related projects and investments;
- (B) ensure that the Corporation's IT programs effectively support the Corporation's clinical and business objectives and strategies;
- (C) review the financial, tactical and strategic benefits of proposed major IT related projects and technology architecture alternatives;
- (D) review the progress of significant IT related projects and technology architecture decisions;
- (E) review and recommend to the Board contractual commitments for significant IT related projects that will be submitted to the Board for consideration; and
- (F) monitor the quality and effectiveness of the Corporation's IT security and IT disaster recovery capabilities.

Section 13. Governance Committee. The duties and responsibilities of the Governance Committee shall including the following:

- (A) keep the Corporation's Board of Directors informed of current best governance requirements and current trends;
- (B) update corporate governance principles;
- (C) advise appointing authorities on skills/requirements of Board members.
- (D) evaluate the performance of the President;
- (E) review appointments of corporate officers.

Section 14. Committee Attendance. If any member of a standing or special committee of the Board will not be present at a scheduled committee meeting, the member may ask the Chair of the Board to request that another Board member, not a member of that committee, attend the scheduled meeting and be counted as a member for purposes of quorum and voting.

RESOLUTION

Authorizing the President of New York City Health + Hospitals (the “System”) to negotiate and execute a contract with PFM Financial Advisors Inc. (“PFM”) to provide financial advisory and other business consulting services for an amount not-to-exceed \$170,000 per annum for a three year term, with two, one-year renewal options, solely exercisable by the System.

WHEREAS, the System currently finances major construction and renovation capital projects, ongoing capital improvements, and major movable equipment through funds received from the proceeds of tax-exempt bonds and leases issued by the System or by other issuers on behalf of the System; and

WHEREAS, the System’s involvement in the financial markets through bond issues, capital leases and investments necessitates the use of a financial advisor to review and pursue all financing options available to the System; and

WHEREAS, through a Request for Proposals (“RFP”) process for financial advisory services, a selection committee determined that PFM is best qualified to provide the financial advisory services required; and

WHEREAS, the overall management of this contract will be under the direction of the Senior Vice President/CFO, Finance and Assistant Vice President, Debt Finance and Corporate Reimbursement Services.

NOW THEREFORE, be it

RESOLVED, that the President of New York City Health + Hospitals be and hereby is authorized to negotiate and execute a contract with PFM Financial Advisors Inc. to provide financial advisory and other business consulting services for an amount not-to-exceed \$170,000 per annum for a three year term, with two, one-year renewal options, solely exercisable by the System.

EXECUTIVE SUMMARY

PFM Financial Advisors Inc.

- BACKGROUND:** Per OP 40-58, the System seeks authorization to negotiate and execute a contract with PFM Financial Advisors Inc. ("PFM") to serve as the System's financial advisor for a period of three years, with two additional one-year renewal options exercisable solely by the System. The total cost of the contract shall not exceed \$170,000 per annum.
- NEED:** The System funds the majority of its capital expenditures with the proceeds of bonds, notes, leases, or other publicly traded securities issued either by the System or by a third-party such as the City of New York on the System's behalf. This activity has become increasingly diverse in recent years, encompassing fixed and variable rate bond issues, fixed and variable rate equipment leases, lease-leaseback financings and possibly utilizing interest rate derivative products. Therefore, it is in the best interest of the System to retain a professional financial advisory firm with market information access and technical expertise necessary to analyze and recommend the structure, fees and pricing of these transactions, as well as to assist the System in presenting its credit to major credit rating agencies in an attempt to achieve rating upgrades.
- TERMS:** Due to the increasing diversity of the System's financing program, financial advisory services will often encompass a broad set of assignments. Examples of services provided by a financial advisor include, but are not limited to:
- Assisting in all aspects of the development and implementation of the System's seasonal financing, equipment financing, and capital financing programs;
 - Preparing financial and financing analyses and marketing advice in connection with current and future financing plans;
 - Analyzing fees, pricing, and other business terms of lease and bond issue transactions, and supporting the System in negotiating such transactions;
 - Monitoring federal, New York State and New York City municipal finance policies;
 - Tracking yield, market conditions, and rating agency information; and
 - Providing special business consulting services on an as-needed basis.
- PROCUREMENT:** PFM submitted a proposal during the RFP process to provide financial advisory services. PFM was selected by the RFP Evaluation Committee comprised of representatives from the New York City Office of Management and Budget, New York City Office of the Comptroller, the Corporation's Finance staff and a hospital's senior staff. Selection criteria included: overall experience and accomplishments in financial advisory services in public finance and/or healthcare; understanding of the Corporation's credit; responsiveness, quality and content of the proposal; cost proposal and fee structure. PFM has been providing financial advisory services to the System since April 2002.

RESOLUTION

Appointing/re-appointing the Board of Directors (listed below) of the NYC Health + Hospitals (hereinafter “the System”) subsidiary captive insurance company, HHC Insurance Company; and the NYC Health + Hospitals Physicians Purchasing Group.

WHEREAS, the Board of Directors of the System, at its January 2003 meeting, authorized the incorporation and licensure of a captive insurance company in the State of New York as well as the incorporation and licensure of a physicians purchasing group, and that the following were designated as the Directors of both the captive insurance company *ex officio* and the physicians purchasing group *ex officio* the President of the System; the Senior Vice-President for Finance of the System; the Senior Vice-President of Medical and Professional Affairs of the System; the General Counsel of the System; along with a member of this Board; and,

WHEREAS, the Directors of the captive and the purchasing group have been appointed by this Board and the bylaws of the captive insurance company and the purchasing group require bi-annual re-appointment by the Board of Directors of the System;

NOW THEREFORE, BE IT

RESOLVED, that the following are re-appointed to a two year term on the Board of Directors of the HHC Insurance Company and the HHC Physicians Purchasing Group;

- Mitchell Katz, M.D.;
- Dr. Machelles Allen;
- PV Anantharam;
- Salvatore J. Russo, Esq; and
- Bernard Rosen

EXECUTIVE SUMMARY
APPOINTMENT/RE-APPOINTMENT OF THE BOARD OF DIRECTORS OF THE
NYC HEALTH + HOSPITALS CAPTIVE INSURANCE COMPANY AND PHYSICIANS
PURCHASING GROUP

The accompanying resolution requests the appointment/re-appointment of the Board of Directors of the HHC Insurance Company and HHC Physicians Purchasing Group for a two year period commencing January 1, 2018.

The Board of Directors of the NYC Health + Hospitals (“the System”), authorized the incorporation and licensure of a captive insurance company in the State of New York at its January 2003 meeting, and appointed as Directors of this captive insurance company *ex officio* the President of the System; the Senior Vice-President for Finance of the System; the Senior Vice-President of Medical and Professional Affairs of the System; the General Counsel of the System; along with a member of this Board. Based upon their current positions in the System, the following are to be appointed as Directors:

- Mitchell Katz, M.D.;
- Dr. Machelles Allen;
- PV Anantharam;
- Salvatore J. Russo, Esq; and
- Bernard Rosen

The Board of the Directors of the System authorized the incorporation of the HHC Physicians Purchasing Group which was created as a not for profit corporation on December 30, 2003. At its initial meeting in January 2003, the following were appointed as Directors of this company *ex officio*: the President of the System; the Senior Vice-President for Finance of the System; the Senior Vice-President of Medical and Professional Affairs of the System; the General Counsel of the System; along with a member of this Board. Based upon their current positions in the System, the following are to be appointed as Directors:

- Mitchell Katz, M.D.;
- Dr. Machelles Allen;
- PV Anantharam;
- Salvatore J. Russo, Esq; and
- Bernard Rosen