



125 Worth Street ▪ New York, NY ▪ 10013

BOARD OF DIRECTORS MEETING

THURSDAY, FEBRUARY 28, 2019

A•G•E•N•D•A

<u>CALL TO ORDER - 3:00 PM</u>	
1. Adoption of Minutes: January 24, 2019	Mr. Pagán
<u>Chair's Report</u>	Mr. Pagán
<u>President's Report</u>	Mr. Katz
<u>Legislative Update</u>	Mr. Siegler
>> <u>Action Items</u> <<	
2. Authorizing the amendment of the By-Laws of the New York City Health and Hospitals Corporation (the "System") to rename the Equal Employment Opportunity Committee as the Equity, Diversity and Inclusion Committee and to revise Article VI, Section 11 to state the duties and responsibilities of the Equity, Diversity and Inclusion Committee is to be "the oversight of the integration of best practices related to diversity and inclusion into all of the organization's activities to foster workplace diversity, promote vendor diversity, support workplace inclusion and to promote equity in access initiatives." (Governance Committee - 02/28/2019; EEO Committee: 11/13/2018) EEO: NA / Vendex: NA	Mr. Pagán
3. Electing Sally Hernandez-Piñero as Chairperson and Christopher Roker and Tamira Boynes as members of the Board of Directors of MetroPlus Health Plan, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("MetroPlus"), to serve in such capacity for a five-year term or until her successor has been duly elected and qualified, or as otherwise provided in the MetroPlus Bylaws. EEO: NA / Vendex: NA	Mr. Pagán
4. Electing Dr. Vincent Calamia as a member and the Chair of the Board of Directors of Physicians Purchasing Group, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("PPG"), to serve in such capacity for a two-year term or until his successor has been duly elected and qualified, or as otherwise provided in the Physicians Purchasing Group, Inc., Bylaws. EEO: NA / Vendex: NA	Mr. Pagán
5. Electing Dr. Vincent Calamia as a member and Chair of the Board of Directors of HHC Insurance Company, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("Ins Co."), to serve in such capacity for a two-year term or until his successor has been duly elected and qualified, or as otherwise provided in the Ins. Co. Bylaws. EEO: NA / Vendex: NA	Mr. Pagán
6. Electing Freda Wang, as Chair, and Robert Nolan, Feniosky Peña-Mora, José A. Pagán and Dr. Mitchell Katz as members of the Board of Directors of HHC Capital Corporation, a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("Cap Corp"), to serve in such capacity for a one-year term or until their successors have been duly elected and qualified, or as otherwise provided in the Cap Corp Bylaws. EEO: NA / Vendex: NA	Mr. Pagán
7. Electing Israel Rocha, Chair, Dr. Mitchell Katz, John Ulberg, Sheldon McLeod, Dr. Michael Stocker, Matthew Siegler, and Jeremy Berman to the Board of Directors of HHC Assistance Corporation Centralized Services Organization, (CSO) d/b/a OneCity Health Services, a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("OneCity"), to serve in such capacities for a one-year term or until his/her successor has been duly elected and qualified, or as otherwise provided in the HHC CSO/OneCity Health Services Bylaws. EEO: NA / Vendex: NA	Mr. Pagán

<p>8. Authorizing New York City Health and Hospitals Corporation (the “System”) to execute an agreement with Hunter Ambulance, Inc. (“Hunter”) to provide the management and provision of patient transportation services for the System over a three-year term with two one-year options to renew solely exercisable by the System and with a total cost over the combined five-year term not to exceed \$12,070,896. (Medical and Professional Affairs Committee – 02/14/2019) EEO: Approved / Vendex: Pending</p>	<p>Dr. Calamia</p>
<p>9. Authorizing New York City Health and Hospitals Corporation (the “System”) to execute an agreement with Sedgwick Claims Management Services, Inc. (“Sedgwick”) to supplement the Office of Legal Affairs/Claims and Litigation in the management of the medical malpractice claims against the System over a three-year term with two one-year options to renew solely exercisable by the System and with a total cost over the combined five-year term not to exceed \$30,703,360. (Medical and Professional Affairs Committee – 02/14/2019) EEO: Approved / Vendex: Approved</p>	<p>Dr. Calamia</p>
<p><u>Committee and Subsidiary Report</u></p>	
<ul style="list-style-type: none"> ➤ Medical and Professional Affairs ➤ Audit ➤ Accountable Care Organization 	<p>Dr. Calamia Ms. Arteaga Dr. Katz</p>
<p><u>Executive Session Facility Governing Body Report</u></p>	
<ul style="list-style-type: none"> ➤ NYC Health + Hospitals Lincoln ➤ NYC Health + Hospitals Gouverneur Long Term Care 	<p>Mr. Pagán</p>
<p>Semi-Annual Governing Body Report (Written Submission Only)</p>	
<ul style="list-style-type: none"> ➤ NYC Health + Hospitals Queens 	<p>Mr. Pagán</p>
<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 24th day of January, 2019, at 3 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. José Pagàn
Mr. Gordon J. Campbell
Dr. Mitchell Katz
Dr. Oxiris Barbot
Dr. Vincent Calamia
Dr. Gary Belkin
Ms. Helen J. Arteaga-Landaverde
Mr. Scott French
Ms. Barbara A. Lowe
Mr. Robert Nolan
Dr. Herminia Palacio
Ms. Sally Piñero-Hernandez
Ms. Freda Wang
Mr. Feniosky Peña-Mora
Ms. Anita Kawatra

Scott French was in attendance representing Mr. Steven Banks, in a voting capacity. Mr. José Pagàn, Chair of the Board, chaired the meeting and Ms. Colicia Hercules, Corporate Secretary, kept the minutes thereof. Mr. Pagàn called the meeting to order at 3:04 p.m.

ADOPTION OF MINUTES

The minutes of the meeting of the Board of Directors held on December 20, 2018 were presented to the Board. Then on motion made and duly seconded, the Board unanimously adopted the minutes.

RESOLVED, that the minutes of the meeting of the Board of Directors held on December 20, 2018, copies of which have been presented to this meeting, be and hereby are adopted.

CHAIRPERSON'S REPORT

Mr. Pagàn reported that he has been appointed by Mayor de Blasio as Chair of the Board of Directors effective January 1, 2019, and four other new member were also appointed by the Mayor to the Board: Sally Hernandez-Piñero, Anita Kawatra, Feniosky Peña-Mora and Freda Wang. He recognized Dr. Palacio for her comments. Dr. Palacio congratulated and thanked Dr. Belkin for his service on the Board and announced that he would be stepping down from his ex-officio role on the Board when he takes a new position with the City next week. Then she welcomed all of the new Board members and noted that they joined NYC Health + Hospitals at an exciting time and she looked forward to their work to bring the organization forward. Mr. Pagàn then asked all of the Board Members who were present to introduce themselves. Each Member and representative of a Member did so in turn. Mr. Pagàn also asked all present corporate leadership and staff to introduce themselves too, so the new Board Members could begin to know them, Officers and staff who were present introduced themselves in turn.

Mr. Pagàn then introduced himself, describing his current role as Professor and Chair of the Department of Public Health Policy and Management at the NYU College of Global Public Health, and a health economist interested in health care access and quality, population health management and health equity. He stated that he was fortunate to have been given the opportunity to join Health + Hospitals. He spoke about the importance and challenge of improving population health through having a robust primary care system, addressing social determinants of health by working across sectors, and doing all of

these activities in a sustainable fashion. He noted that it is evident that the organization is making important progress in these areas. He also said that the most important resource of any organization is its people, and over the last few weeks, he has had the privilege of visiting several hospitals and meeting hardworking staff and clinicians, who are true professionals. He noted that keeping an eye on the wellbeing of our workforce is going to be critical.

Mr. Pagàn then turned to Mr. Nolan and asked him to report on the press event that he attended a few weeks previously when the Mayor announced NYC Care - Guaranteed Health Care for all New Yorkers.

Mr. Nolan summarized the Mayor's announcement on NYC Care. He noted that currently, any New Yorker can go to a city hospital and get care, but this initiative with its \$100 million dollars in additional annual funding is focused on allowing everyone to go to a primary care physician. He commended Dr. Katz and Deputy Mayor Palacio for their key roles in answering questions at the press conference after the Mayor did his presentation.

Mr. Pagàn thanked Mr. Nolan for the report. He then thanked Dr. Gary Belkin for his service on the Board and presented him with a token of appreciation for his work on the Board. Board members expressed their appreciation to Dr. Belkin.

Then Mr. Pagàn moved to appoint Mr. Gordon Campbell as the Vice-Chair of the Board of Directors, pursuant to Article V, Section 1 of the by-laws. The motion was seconded and unanimously approved by the Board. Mr. Campbell thanked Mr. Pagàn.

Mr. Pagàn noted that with respect to Vendex, there are four items on today's agenda requiring Vendex approval, and all are Vendex approved. There are four items from previous Board meetings pending Vendex approvals, and since the last Board meeting, no new approvals have been received. Mr. Pagàn noted that information on Vendex approvals was in the Board materials, and the Board would be notified as outstanding Vendex approvals are received.

Mr. Pagàn then recognized Dr. Katz for the President's report.

PRESIDENT'S REPORT

Dr. Katz'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.

Dr. Katz welcomed the new Board members and expressed his excitement for a moment of renewed energy and commitment. He spoke about the importance of the Mayor's announcement on NYC Care and how it encapsulates NYC Health + Hospitals' direction - to create a true outpatient care system with customer service and navigation assistance similar to what people with insurance have. It also will make it clearer to people who come to our facilities what services they are entitled to receive. He described the progress in enhancing access to primary care and specialty care already made, and the need to hire a lot more doctors, nurse practitioners, physician assistants, RNs, registration people, and pharmacists for this guarantee of care to work. He noted that this effort builds on prior transformation work begun by Dr. Palacio and our revenue producing efforts to bill insurance companies effectively and negotiate better terms with them

as well. He noted the proud history of NYC Health + Hospitals as a hospital system with great emergency care and noted that now the System will also deliver on the pap smear; on colon cancer screening; on smoking cessation; on dealing with heavy alcohol use; on opioid use; wearing seat belts and bicycle helmets; getting appropriate breast screening and flu shots.

Dr. Katz then referred the Board to the remainder of his written report and asked Mr. Siegler to provide a legislative update.

Mr. Siegler provided an update on Congressional efforts to reopen the federal government after a lengthy shutdown. He noted that NYC Health + Hospitals is not directly affected at this point but is concerned about the broader public health impacts of an extended shutdown. He noted that Health + Hospitals is willing and able to serve any federal worker who is struggling with out-of-pocket costs. NYC Health + Hospitals is working with partners to advocate for the shutdown to end. At the State level, the Governor released the Executive Budget last week. Staff are reviewing it in detail presently but a few key points are evident. First, the Executive Budget does not address significant issues related to Disproportionate Share Hospital (DSH) payments, despite the work of a State-sponsored workgroup to address the issue. Out of that workgroup, NYC Health + Hospitals led a group of stakeholders who supported a proposal that would focus DSH payments for hospitals that actually provide a disproportionate share of care to people on Medicaid and the uninsured. The Executive Budget also has some provisions relating to nursing home case mix adjustments and some other things that will be

the focus of future briefings. At the local level, the NYC Care announcement is the most significant item, along with a major push to focus City efforts on health insurance enrollment. The Mayor signed an Executive Order to dedicate all City agencies to the task of signing up uninsured New Yorkers for health insurance with a special focus on the City's own public option, MetroPlus. Finally, Mr. Siegler noted the Dr. Katz and several staff testified at a City Council hearing on the indigent care work group and DSH. The City Council and the Mayor have been very supportive of the Health + Hospitals proposal.

Dr. Katz emphasized the importance of the City's enrollment effort.

Mr. Nolan asked if there were new opportunities for specific policies with the shift of the State Senate to Democratic control. Mr. Siegler noted that the highest priority was the Indigent Care Pool funding, using DSH. Also the possibility of single payor health care.

Mr. Pagàn then convened the Board for the annual Membership meeting of the System's subsidiary, "HHC ACO." A motion to approve the minutes of the last ACO membership meeting held on December 21, 2017 was made, duly seconded and unanimously adopted. Mr. Pagàn then recognized the ACO Chief Executive Officer, Dr. David Chokshi, to provide a report on the activities of the Accountable Care Organization (ACO). Dr. Chokshi reported on the ACO's activities over the last year. The 2017 ACO activities resulted in shared savings of \$2.2 million to the ACO. The HHC ACO is the only participant in the shared savings program that achieved shared savings for five

consecutive years in New York State, and only one of 21 ACOs around the country to do so. Quality performance was particularly strong in the Preventative Health and At-Risk Population domains. Going forward, the ACO will have to decide whether to enter into a "two-sided risk" arrangement with the Medicare program.

Discussion on the report followed. At the conclusion, Dr. Chokshi presented to the Board of Directors the following resolution.

ACTION ITEMS

RESOLUTION

Authorizing the election of individuals, effective immediately, to serve as a Director of HHC ACO Inc. ("ACO") Board of Directors in accordance with the laws of the State of New York, until such person's successor is duly elected and qualified, subject to such person's earlier death, resignation, removal, or termination of his or her employment with any entity that has executed an ACO Participation Agreement or ACO Agreement.

The motion was duly seconded and unanimously approved by the Board, as set forth in the attachment hereto.

RESOLUTION

Authorizing the New York City Health and Hospitals Corporation (the "**System**") to execute license agreement with the City of New York (the "**City**") acting by and through its Department of Health and Mental Hygiene ("**DOHMH**"), for the use of a parcel of land on the campus of NYC Health + Hospitals/Harlem ("**Harlem**") of approximately 35,500 square feet as depicted in the attached Exhibit A (the "**PHL Site**") for the purpose of constructing and operating a new Public Health Laboratory and Public Health Clinic (the "**PHL**"), which license shall continue perpetually until terminated by either party with the occupancy fee waived.

Dr. Barbot and Dr. Belkin recused themselves from consideration or voting on this resolution and left the room. Ms. Roslyn Weinstein, Vice President, Office of Facilities Management, read the resolution, which was duly seconded. Ms. Weinstein presented on the resolution. DOHMH has been looking for a new home for their outdated public health laboratory for years, and with the help of the NYC Economic Development Corporation, they selected a parcel on the Harlem Hospital campus. The parcel now holds outdated buildings and an unused power plant that are slated for demolition before construction on the new lab begins. The whole

project is funded by the City. Ms. Weinstein was joined by Ms. Julie Friesen, Deputy Commissioner of Administration at DOHMH for questions.

Ms. Piñero-Hernandez asked why the resolution called for a license rather than a lease. Mr. Jeremy Berman, Deputy Counsel, responded that licenses are easier to execute and when the System is dealing with other city agencies, we try to keep formalities to a minimum to reduce delay. Ms. Arteaga-Landaverde asked if the project would affect Harlem Hospital at all, and whether there are any benefits to Harlem and the local community. Ms. Ebone Carrington, CEO of Harlem Hospital, responded that the space scheduled to be demolished has needed to be emptied and the few activities currently housed there will be moved to other locations on the campus. Ms. Friesen noted that other benefits include a 200-person auditorium in the new building that will be available for community use, an express HIV clinic on the main floor of the newlab where people can be connected to care with Harlem Hospital, and there will be internship and fellowship opportunities at the new lab.

Mr. Peña-Mora asked about community engagement efforts, and Ms. Friesen responded that formal engagement with the community has not yet begun, but preliminary planning for engagement once the Board resolution passes has begun. Ms. Wang asked if there were costs to the System for relocating services that exist in the buildings that are to be demolished. Ms. Carrington responded that some capital funds had already been allocated for moving those programs but that the City provided additional needed money to fully fund the decanting of the building.

After additional discussion, and upon motion duly seconded, the resolution was unanimously approved.

Dr. Barbot and Dr. Belkin rejoined the meeting.

RESOLUTION

Approving the New York City Health and Hospitals Corporation Annual Board Committee Assignments effective January 25, 2019, as set forth in the attachment hereto.

Mr. Pagàn read the resolution, which was duly seconded and unanimously approved by the Board.

RESOLUTION

Authorizing the New York City Health and Hospitals Corporation (the "System") to execute agreements with CyraCom International, Inc. ("CyraCom"), Pacific Interpreters, Inc. ("Pacific Interpreters") Linguistica International, Inc. ("Linguistica"), and Propio Language Services, ("Propio") to provide Over the Phone Interpretation Services as requested by the System over a five-year term cost of \$48,241,516.

Dr. Calamia read the resolution, and Yvette Villanueva, Vice President of Human Resources, and Matilde Roman, Chief Diversity and Inclusion Officer, presented on it. Ms. Roman noted that half of New Yorkers speak a language other than English at home, and 1.8 million New Yorkers are limited English proficient, and NYC Health + Hospitals is a national leader in providing language service to ensure access to high quality health services for all irrespective of the language spoken. Telephonic interpretation services is one of the ways we do that, and it is available 24 hours a day, 7 days a week in 200 languages and dialects. The proposed contracts are expected to save the System \$7 million over a five-year period compared to current spending. Ms. Roman explained how the current service is provided and what improvements are expected with the proposed contracts and additional vendors.

Discussion followed. Ms. Lowe asked about the CLAS standards and the challenges of compliance. Dr. Palacio noted that the System is well-positioned by providing good language access to provide the dignity and compassionate care that all New Yorkers deserve, and that will be guaranteed to all New Yorkers under NYC Care. Dr. Calamia asked what efforts are made to hire providers who speak different languages. Ms. Villanueva said that we do try to do that during recruitment as well as having the interpretation tools. Ms. Roman responded to questions about the impact of increasing the number of contracts, the selection of a particular vendor at the point of service, and the source of funding for the contracts. She noted in response to a question from Mr. Campbell that all references on the companies had been checked.

Dr. Katz described his positive experiences using over the phone interpretation services in his primary care practice at Gouverneur.

Upon motion made and duly seconded, the Board unanimously approved the resolution.

Mr. Pagàn noted that Metroplus subsidiary report was in the Board package and asked if there were any questions. There were none.

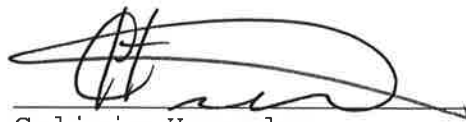
Then Mr. Pagàn received the Board's approval to convene an Executive Session to discuss privileged matters of quality assurance, matters of potential or threatened litigation, and confidential medical information about particular patients.

FACILITY GOVERNING BODY/EXECUTIVE SESSION

The Board convened in Executive Session. When it reconvened in open session, Mr. Pagàn reported that the Board (1) received and approved oral and written governing body submissions from NYC Health + Hospitals/Kings and Susan Smith McKinney Rehabilitation and Nursing Facility; and (2) received and approved a semiannual governing body (written submission) report from NYC Health + Hospitals/Elmhurst.

ADJOURNMENT

Thereupon, there being no further business before the Board, the meeting was adjourned at 5:21 P.M.



Colicia Hercules
Corporate Secretary

SUBSIDIARY REPORT

MetroPlus Health Plan, Inc. Board of Directors Meeting - January 22, 2019
As reported by Mr. Bernard Rosen

CHAIRPERSON'S REMARKS

Mr. Rosen welcomed everyone to the first MetroPlus Board of Director's meeting for 2019. 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. Mr. Rosen stated that there would be one resolution presented for approval. Mr. Rosen wished everyone a happy new year.

EXECUTIVE DIRECTOR'S REPORT

Mr. Rosen asked Dr. Saperstein, MetroPlus' Chief Executive Officer, to present his report.

Dr. Saperstein informed the Board that the total Plan enrollment as of December 1, 2018 was 516,436. Dr. Saperstein stated that the gross membership applications have gone up but the challenge that the Plan is facing is that it has a lot of churn. The Plan is able to bring in many members but also loses many members due to life status changes and other factors. For December 2018, the Plan had a 7% increase in new enrollment gross applications in comparison to December 2017 which was a 1,367 difference. Dr. Saperstein stated that the Plan would hope the 7% increase would reflect and show significant growth within the Plan's population but instead the population has been relatively stable and flat throughout the year.

The greatest increase has been in the Essential Plan (EP) and Qualified Health Plan (QHP) lines of business from December 2017 to December 2018. QHP increased by 6,869 member and EP increased by 5,253 members. Child Health Plan (CHP) increased by 27% and MetroPlus Gold has increased by 118% from December 2016 to December 2018. MetroPlus Gold continues to grow with 1,584 new enrollments with an effective date of January 1, 2019 and 840 disenrollments as of January 9, 2019. This was a gain of 744 new members. Dr. Saperstein stated that the highest contributing agencies for the Plan's continued enrollment growth is New York City Health + Hospitals (NYC Health + Hospitals), the Police Department, the Human Reimbursement Account/ Department of Social Services, and the Department of Mental Health and Hygiene.

Dr. Saperstein informed the Board that MetroPlus, as of December 31, 2018, would no longer participate in the Fully Integrated Duals Advantage (FIDA) program. The Plan had 157 FIDA members at the beginning of December, outreached to all members, and converted 45 of the FIDA cases to its Managed Long-term Care (MLTC) program. 37 of the FIDA members were converted to the MetroPlus Medicare Advantage program, about 50% of the FIDA population stayed with the Plan, within the Plan's other programs, and the other 50% went to other FIDA programs in New York City.

Retention for Medicaid, EP, and CHP continues at 83% for 2018 in comparison to the 81% during 2017. The Plan has also been making efforts to bring members into get their premiums paid. Due to those efforts, there is a 7% increase in retention of members that owe premiums.

In addition to membership retention, the Plan is also trying to figure out why is it that the Plan is bringing in 20,000 applications a month, for 2018, but not getting 20,000 members. Dr. Saperstein stated that 57% of the applications became members, which means 43% did not. 12% of the 43% are still pending on the state level, 5% ended up choosing another health plan, 19% the Plan did not receive an 834 transaction, and

7% were due to an invalid Health Exchange number entered by marketing facilitated enrollers.

Dr. Saperstein informed the Board that members that enrolled through HRA had a very high recertification rate. Members within the New York State of Health did not have as high of a recertification rate because the members were not familiar with using an online service to recertify and enroll. Dr. Saperstein stated that all paper-based renewal applications would be transitioned out by April 2019. Mr. Rosen asked if the member does not have a computer would they have to come in. Dr. Saperstein answered that they can come in to any of the Plan's facilities or offices and that they can recertify over the phone.

Mr. Siegler commended MetroPlus for the enormous expenditure of resources, work, and commitment to the broader goal, which is a sustainable public health system.

MEDICAL DIRECTOR'S REPORT

Mr. Rosen asked Dr. Schwartz, MetroPlus' Chief Medical Officer, to present her report.

Dr. Schwartz began her report by informing the Board of the results from the latest Provider Satisfaction Survey. The survey is conducted annually and was conducted in the 4th quarter of 2018 by the Network Relations Department. The Plan reached out to providers who have sizable panels via mail, email, and phone to get as much participation as possible. The Plan had a response rate of about 12%. Most of the respondents have been with the Plan for over 5 years. 89% of the respondents were either extremely satisfied or very satisfied with the Plan. 90% said that they would recommend the Plan to other providers.

On operational updates, Dr. Schwartz stated that in the 3rd quarter of 2018 New York State discovered a pattern of consistently denied claims. Those claims were specifically around behavioral health services, home, and community-based services. This was across all the health plans in the State. In addition to this pattern of high volume denials, there was also a significant amount of complaints from behavioral health care providers that went to the State claiming that the services that they are rendering were being inappropriately denied. The State in response went back to the health plans and requested a cost analysis to explain to them why this was occurring. All the health plans, including MetroPlus, submitted a cost analysis.

In response to the submissions, the State found the cost analysis unsatisfactory. The State is now requiring that all of the health plans resolve the payment issues with the providers within 60 days. If the issues are not resolved within 60 days, the Managed Care Organization (MCO) will reach out to providers and offer them a one-time retroactive cash advance payment. Additionally, if the MCO are not able to resolve the issues causing the denials, then there will be a prospective payment until the system issues are resolved. Dr. Schwartz stated that New York State is trying to protect the providers. Many of the providers are smaller sized providers who are rendering services without being reimbursed for them. The Plan submitted two proposals to the State and are currently awaiting a response from the State.

Pharmacy spend per member per month (pmpm) remained essentially static across all lines of business which, Dr. Schwartz stated, is an achievement because price inflation and drug mix increased by 4.2%. Despite inflation, the Plan was able to keep the total cost pmpm stable. The Plan saw a 3.67% decrease in utilization per member. Dr. Schwartz attributes this to improvement in process, prior authorization, and changes in formulary strategies. For services warranties in 2018 the Plan received 1.3 million dollars back from Caremark. This was due to eight separate findings throughout the year.

Dr. Schwartz stated that there was a 46% decline in cost for opioids and attributes the decline to the implementation of custom opioid edits for the Medicaid line of business, which is based on the Centers for Disease Control and Prevention guidelines.

Dr. Schwartz stated that in 2019, Finity, the Plan's member rewards vendor, will increase its program's focus towards member retention. Previously, Finity was focused on engaging members within the program but it was broader spread. Dr. Schwartz added that because the Plan has so much churn the Plan is now focusing on retaining the members that it has. To support these retention efforts, Finity launched a campaign to reach out to members who have accumulated member rewards points but recently disenrolled on the behalf of MetroPlus. In addition, campaigns are being designed to assist members who may be aging in and out of MetroPlus programs by reminding members that they can maintain their member reward points by switching to another line of business when they are aging out.

For coding validation and risk adjustments, Dr. Schwartz stated that coding validation ensure that appropriate clinical diagnosis is accurate and sent to the appropriate entities. The Plan has two vendors that assist with coding. One is for Medicare through Tessellate, the other is for Medicaid and Exchange, and that is through Inovalon. Dr. Schwartz informed the Board on the 2018 program changes. Prospective program changes and in-home assessments were added to the Inovalon exchange line of business. Previously, Inovalon only performed retrospective review. The Plan also added in-home assessments to the Tessellate Medicare program.

Dr. Schwartz informed the Board that the Plan released a contract management software services Request for Proposal (RFP). The Plan realized that the way the contracts are being managed does not lend itself to efficiency and excellent oversight. The contract management software will integrate with the Plan's credentialing system. This will allow MetroPlus better and more accurate implementation of all of the complexities that MetroPlus has in its contracts. Dr. Schwartz informed the Board that the Plan is in the final stages of finalizing its Telemedicine RFP, which is set to begin in 2019. Mr. Siegler inquired as to when the services will go live. Dr. Schwartz replied that the Plan is looking to go live with the service in the third quarter.

ACTION ITEMS

The resolution was introduced by Dr. Saperstein, MetroPlus' Chief Executive Officer.

Approving a resolution to be presented to the Board of Directors of the New York City Health and Hospitals Corporation ("the System") to reappoint Tamira Boynes as a member of the Board of Directors of MetroPlus Health Plan, Inc. ("MetroPlus"), to serve in such capacity until her successor has been duly elected and qualified, or as otherwise provided in the Bylaws.

Dr. Saperstein stated Ms. Boynes has been a member of MetroPlus for 21 years, on the Member Advisory Committee for 15 years, and on the Board of Directors for 14 years.

The adoption of the resolution was duly seconded and unanimously adopted by the MetroPlus Board of Directors.

EXECUTIVE SESSION

The Board of Directors convened in Executive Session. The session took place from 3:48 P.M. to 4:01 P.M. In the Executive Session the Board discussed matters of litigation. When the meeting reconvened in open session, Mr. Rosen entered a motion to adjourn.

There being no further business Mr. Rosen adjourned the meeting at 4:01 P.M.

Mitchell H. Katz, MD
NYC HEALTH + HOSPITALS
PRESIDENT AND CHIEF EXECUTIVE OFFICER
REPORT TO THE BOARD OF DIRECTORS
January 24, 2019

FEDERAL, STATE AND CITY REPORT

City Update

Mayor de Blasio this month announced two major efforts to guarantee health care for all New Yorkers, and NYC Health + Hospitals, along with MetroPlus, the City's public health insurance option, will be at the heart of those plans.

- The first initiative, announced at NYC Health + Hospitals/Lincoln, will serve the 600,000 New Yorkers without insurance by strengthening MetroPlus and guaranteeing anyone ineligible for insurance - including undocumented New Yorkers - direct access to NYC Health + Hospitals physicians, pharmacies and mental health and substance abuse services through a new program called NYC Care. All services will be affordable on a sliding scale. The programs will include customer-friendly call lines to help New Yorkers - regardless of their insurance - make appointments with general practitioners, cardiologists, pediatricians, gynecologists and a full spectrum of health care services. NYC Care will be the biggest and most comprehensive health coverage program in the country. Building on the great work of our doctors, nurses and staff, and working collaboratively with community partners, NYC Health + Hospitals will help give all New Yorkers the quality care they deserve. NYC Care will launch in summer 2019 and will roll out geographically, starting in the Bronx. It will be fully available to all New Yorkers across the five boroughs in 2021. The City will invest at least \$100 million annually at full scale. Additionally, MetroPlus will announce a series of enhancements throughout the year.
- The second announced this week at NYC Health + Hospitals/Kings County, is an Executive Order signed by the Mayor requiring City agencies to provide New Yorkers with information on health insurance options and encourage them to enroll in a plan. This order expands on the work GetCoveredNYC is already doing to help New Yorkers enroll in health insurance before the Open Enrollment deadline of January 31 for the plan on the State health exchange, as well as year-round enrollment in MetroPlus. The City will train agency front line staff, provide agencies with relevant information, and develop a framework to ensure all New Yorkers who interact with the City get information to help them access affordable health insurance. The executive order means increased outreach to enroll people in insurance at parks, schools, public housing, police precincts and government offices—anywhere City agencies connect with New Yorkers directly.

On January 16, I testified before the City Council's Committee on Hospitals at the hearing entitled *Charity Care Funding in New York City Hospitals* to share key elements of the Community Coalition proposal to rework the State's Indigent Care Pool funding, which covers the unreimbursed costs of providing medical care to the uninsured and Medicaid populations. The proposal is budget neutral to the state and would benefit NYC Health + Hospitals and many other under-resourced hospitals around the state. With \$700 million in Medicaid disproportionate share hospital (DSH) cuts looming on the horizon in FY 2020, NYC Health + Hospitals advocated that New York State should move to increase Medicaid rates and direct more DSH funding to hospitals that provide a true disproportionate share of care to low-income and uninsured patients. The Council was supportive of the Community Coalition proposal and hopes to partner with us and other stakeholders to advocate for the State to pass legislation to adopt the proposal.

State Update

Governor Cuomo's FY 2020 budget proposal was released on January 15. We continue to review the details of the budget proposal for impacts on NYC Health + Hospitals. The budget proposes to hold state spending growth to two percent, with spending under the Medicaid Global Cap totaling \$19.4 billion in FY 2020, an increase of \$568 million, consistent with the statutory index of three percent. A few key issues we have identified in our initial review of the budget include:

- The proposed budget does not address the Indigent Care Pool (ICP) collar. As a member of the state workgroup on indigent care, Health + Hospitals believes that funding for indigent care should go to hospitals that provide a disproportionate share of care to the uninsured and those on Medicaid around the state. The Community Coalition proposal, supported by labor representatives, community advocates, NYC Health + Hospitals and other stakeholders, remains a common sense solution to this issue. Continuing to work with our partners in Albany, we remain hopeful that a budget-neutral reworking of Indigent Care Pool funding, consistent with our proposal, can still make it into the enacted budget.
- The proposed budget also does not specifically address federal DSH cuts. We are hopeful that Congress will delay these cuts as they have in the past, but it could result in a loss of DSH - up to \$870 million to our facilities. If these cuts happen, then state law must be changed to protect Health + Hospitals.
- The proposed budget codifies the ACA, bans Preexisting Condition Limitations, and ensures that all insurance policies sold in New York cover the essential benefits. In addition, the budget establishes a commission on universal access to health care.
- The proposed budget continues a \$50 million appropriation for safety net hospitals, which is important to NYC Health + Hospitals.
- Additional areas of concern include the lack of new funding for hospital capital improvements and a proposed administrative cut to nursing facilities. We are continuing to evaluate these proposals for their impact on NYC Health + Hospitals.

We will work with our Legislative partners over the next few months to ensure that the enacted budget is fair to Health + Hospitals.

Federal Update

The Federal government remains shut down following the expiration of a continuing resolution on December 22. The shutdown has not disrupted core NYC Health + Hospitals federal revenue streams such as Medicare and Medicaid reimbursement, and there has been no disruption to our operations as of yet. But, naturally, we are concerned about the broader public health impacts of an extended shutdown as well as the economic impact of the shutdown on federal workers and our broader community. Our system remains open to all federal workers, and we are willing to take any financial hardship caused by the shutdown into consideration in the patient financial responsibility associated with our services.

ONECITY HEALTH UPDATE

- OneCity Health launched a series of trainings to support community-based organizations in capacity development that is critical for value-based partnerships with health care entities. Trainings include: developing an

understanding of the external trends influencing cross-sector partnership development; applying design thinking to develop service models and effective partnerships; building a business case for partnership, including a Return on Investment calculator and partner profile template; and communicating value to health care entities.

- Completed workforce training for 225 front-line staff as part of the Care Restructuring Enhancement Pilot to better serve the needs of managed long-term care populations with the goal of closing gaps in services and providing better care for individuals.

ORGANIZATIONAL NEWS

Meatless Monday Campaign Offers Healthy, Plant-Based Meals at 11 Public Hospitals

I was pleased to be joined by Brooklyn Borough President Eric Adams, and our nutrition and food services staff from NYC Health + Hospitals/Coney Island, to launch our new Meatless Monday campaign earlier this month. Every Monday across all our 11 hospitals, patients will be able to select from a broad range of new, healthy meal options for breakfast, lunch, and dinner. Our staff have developed tasty, plant-based recipes like spaghetti with garden bolognese sauce or three chili, which we got to taste at the kickoff event. We know the health benefits of plant-based diets and its potential to even reverse chronic disease, and we want to empower our patients to live their healthiest lives by introducing them to these healthier foods that they may choose once they're discharged. The campaign will also feature education and counseling, focused on both the inpatient stay and nutrition after discharge. The first Meatless Monday this month was a great success. More than 1,500 patients at the 11 hospitals opted for one of the meatless chef's choice selections, and we expect many more will opt for the tasty and healthier meatless options.

Future Office Space for NYC Health + Hospitals

Earlier this month we announced the completion of the lease agreement that was approved by the board last October. The new lease with GFP Real Estate and Northwind Group for 526,552 square feet of office space at 50 Water Street will help us reduce rental costs by more than \$200 million and bring together into one unified campus hundreds of central office and health plan staff who are now spread out across six different locations: 125 Worth Street, 160 Water Street, 199 Water Street, and 33 Maiden Lane, in Manhattan; 1 MetroTech, in Brooklyn; and The Factory/Long Island City, in Queens. We plan to occupy 14 floors of the 29-story building at 50 Water Street and gradually consolidate into the new campus at 50 and 55 Water Street over the next five years to take advantage of affordable rents, new infrastructure, efficient layouts, and economies to reduce our overall administrative office footprint by 20 percent. By eliminating the inefficiencies of having staff in multiple sites, we will reduce travel time and expenses, strengthen the work environment, and build a stronger operation to provide better support to our frontline staff throughout the five boroughs. And the more we save in rent, the more doctors, nurses, social workers, and pharmacists we can make available to our patients, which is our priority.

Mayor Announces \$52 Million in Planned Capital Investment for NYC Health + Hospitals/Metropolitan

I was pleased to join Mayor de Blasio at the end of December to announce that the City will be making a \$52 million capital investment for infrastructure projects at NYC Health + Hospitals/Metropolitan. The projects will be conducted over time, with some scheduled for completion as soon as the spring, while others will require work through late 2021. While \$52 million is obviously a significant investment, it's clear that it is needed as part of our long-term commitment to the hospital. We want our staff to be able to focus on meeting our patients' care needs and keeping them healthy, not worrying about roofs and power systems. Flanked by large banners that said "Met is Here to Stay," the Mayor recognized that Metropolitan has been a mainstay in the East Harlem community for decades, and this investment will help the

hospital get the upgrades needed to continue serving the community for generations to come.

NYC Health + Hospitals/Elmhurst Receives Cranial Neurosurgery Excellence Award

NYC Health + Hospitals/Elmhurst Department of Neurosurgery was recognized for the second year in a row with the Healthgrades' Cranial Neurosurgery Excellence Award. The award recognizes exceptional, specialized care for the array of neurosurgical services provided at the hospital, including the acute treatment of head and spine trauma and neurological emergencies, cerebrovascular disorders, brain tumors, and degenerative spine disease. This is really a testament to the focus on patient-centered care by so many providers -- doctors, nurses, physical therapists, social workers and case managers -- who together offer this life-saving care to all, without exception. Congratulations to the team at Elmhurst.

Simulation Drill Provides Realistic Preparation for Pandemic Event

Wearing protective jumpsuits and headgear, NYC Health + Hospitals/Kings County staff conducted an emergency response simulation and training event inside a Mobile Satellite Emergency Department trailer last week. The trailer is a 7-bed Emergency Room on wheels that was stationed outside the hospital and used to simulate an alternate care site where patients would be treated in the event of a pandemic outbreak in New York City. The simulation was a great team effort among the staff at the hospital, our Special Pathogens Program team, our emergency operations group and our Simulation Center. The mobile ED, which also includes a large tent where patients can be triaged, has been deployed to other hospitals and locations locally and regionally to support public access to general and emergency care. In a mass emergency event, such as an Ebola or influenza outbreak, the mobile unit would be used to support and ensure readiness for an unexpected influx of patients presenting with emergency needs.

NYC Health + Hospitals/Correctional Health Services Distributes Naloxone Kits at NYC Jail Visitor Centers

NYC Health + Hospitals/Correctional Health Services announced that it has distributed more than 13,000 naloxone kits to people visiting New York City's jails since the launch of HealingNYC. The program was first launched as a pilot program at the Central Visitor Center at Rikers Island in 2014. In 2018, as part of HealingNYC, the program expanded to visitor centers at Manhattan Detention Center, Vernon C. Bain Complex in the Bronx, and Brooklyn Detention Center. Naloxone is a safe medication that can reverse the effects of an opioid overdose. Correctional Health Services distributes naloxone at jail visitor centers 16 times a week. Each naloxone kit distributed by this program contains two doses. National research has consistently shown the heightened risk of overdose for people who are newly released from incarceration. Putting naloxone in the hands of their family and friends is an important strategy to save lives.

####

Attachment 1 - ACO Slate of Appointments

RESOLUTION OF NEW YORK CITY HEALTH AND HOSPITALS CORPORATION ("CORPORATION")

Authorizing that each of the following persons be elected, effective immediately, to serve as a Director of HHC ACO Inc. ("ACO") Board of Directors in accordance with the laws of the State of New York, until such person's successor is duly elected and qualified, subject to such person's earlier death, resignation, removal, or termination of his or her employment with any entity that has executed an ACO Participation Agreement or ACO Agreement:

Mitchell Katz, M.D.;

Dave Chokshi, M.D.;

John Ulberg, Jr., M.P.H.;

Andrea Cohen, Esq.;

Israel Rocha, Jr., M.P.A.;

Jeromane Berger-Gaskin, a Medicare beneficiary Director;

A Director who shall be the Chief Executive Officer of Physician Affiliate Group of New York, P.C. ("PAGNY");

A Director to be named by NYC Health + Hospitals to represent physicians employed by New York University School of Medicine and providing services in NYC Health + Hospitals facilities, as specified in a writing by NYC Health + Hospitals that is delivered to the Chairman of the ACO;

A Director to be named by the Icahn School of Medicine at Mount Sinai, doing business as Mt Sinai Elmhurst Faculty Practice (the "Elmhurst FPP"), as specified in a writing by the Elmhurst FPP that is delivered to the Chairman of the ACO;

A Director to be named pursuant to a designation by a majority in number of the Presidents of Coney Island Medical Practice Plan, P.C., Downtown Bronx Medical Associates, P.C., Harlem Medical Associates, P.C., and Metropolitan Medical Practice Plan, P.C. (the "PAGNY FPPs"), as specified in a writing signed by such majority that is delivered to the Chairman of the ACO; and

A Director to be named pursuant to a designation by a majority in number of the members of the ACO Advisory Committee, as specified in a writing signed by such majority that is delivered to the Chairman of the ACO.

WHEREAS, the ACO was established as a subsidiary to NYC Health + Hospitals, and the ACO's By-laws designate NYC Health + Hospitals as the sole Member of the ACO; and

WHEREAS, the ACO's By-laws state that Directors of the ACO shall be elected annually by the Member.

NOW, THEREFORE, BE IT

RESOLVED, that the Member hereby authorizes that each of the following persons be elected, effective immediately except as noted below, to serve as a Director of the ACO Board of Directors in accordance with the laws of the State of New York, until such person's successor is duly elected and qualified, subject to such person's earlier death, resignation, removal, or termination of his or her employment with any entity that has executed an ACO Participation Agreement or ACO Agreement:

Mitchell Katz, M.D.;
Dave Chokshi, M.D.;
John Ulberg, Jr., M.P.H.;
Andrea Cohen, Esq.;
Israel Rocha, Jr., M.P.A.;
Jeromane Berger-Gaskin, a Medicare beneficiary Director;

A Director who shall be the Chief Executive Officer of Physician Affiliate Group of New York, P.C. ("PAGNY");

A Director to be named by NYC Health + Hospitals to represent physicians employed by New York University School of Medicine and providing services in NYC Health + Hospitals facilities, as specified in a writing by NYC Health + Hospitals that is delivered to the Chairman of the ACO;

A Director to be named by the Icahn School of Medicine at Mount Sinai, doing business as Mt Sinai Elmhurst Faculty Practice (the "Elmhurst FPP"), as specified in a writing by the Elmhurst FPP that is delivered to the Chairman of the ACO;

A Director to be named pursuant to a designation by a majority in number of the Presidents of Coney Island Medical Practice Plan, P.C., Downtown Bronx Medical Associates, P.C., Harlem Medical Associates, P.C., and Metropolitan Medical Practice Plan, P.C. (the "PAGNY FPPs"), as specified in a writing signed by such majority that is delivered to the Chairman of the ACO; and

A Director to be named pursuant to a designation by a majority in number of the members of the ACO Advisory Committee, as specified in a writing signed by such majority that is delivered to the Chairman of the ACO.



DRAFT - BOARD OF DIRECTORS

*Standing Committees Assignments
Board Approved - 1/24/2019
Board of Directors Meeting*

Standing Committees
Committee Assignments

STANDING COMMITTEES OF THE BOARD

<u>Executive</u>	Chair: José Pagán Members: Steven Banks Josephine Bolus, RN Mitchell Katz, MD Herminia Palacio, MD Feniosky Peña-Mora
<u>Audit</u>	Chair: Helen Arteaga Landaverde Members: Josephine Bolus, RN Mitchell Katz, MD Anita Kawatra José Pagán
<u>Capital</u>	Chair: Feniosky Peña-Mora Members: Josephine Bolus, RN Gordon Campbell Mitchell Katz, MD José Pagán Freda Wang
<u>Community Relations</u>	Chair: Josephine Bolus, RN Members: Helen Arteaga Landaverde Sally Hernandez-Piñero Mitchell Katz, MD Robert Nolan José Pagán
<u>Equal Employment Opportunity (EEO)</u>	Chair: Helen Arteaga Landaverde Members: Josephine Bolus, RN Oxiris Barbot, MD Mitchell Katz, MD Robert Nolan José Pagán
<u>Finance</u>	Chair: Freda Wang Members: Gordon Campbell Sally Hernandez-Piñero Mitchell Katz, MD Barbara A. Lowe, RN José Pagán Feniosky Peña-Mora
<u>Governance</u>	Chair: José Pagán Members: Ms. Helen Arteaga Landaverde Vincent Calamia, MD Gordon Campbell

(over)

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

<u>Information Technology (IT)</u>	<p>Chair: José Pagán</p> <p>Members: Steven Banks Josephine Bolus, RN Vincent Calamia, MD Mitchell Katz, MD Barbara Lowe, RN</p>
<u>Medical & Professional Affairs (M&PA)</u>	<p>Chair: Vincent Calamia, MD</p> <p>Members: Josephine Bolus, RN Mitchell Katz, MD Barbara Lowe, RN José Pagán</p>
<u>Quality Assurance (QA)</u>	<p>Chair: Mitchell Katz, MD</p> <p>Members: Helen Arteaga Landaverde Oxiris Barbot, MD Josephine Bolus, RN Barbara Lowe, RN José Pagán</p>
<u>Strategic Planning</u>	<p>Chair: Gordon Campbell</p> <p>Members: Oxiris Barbot, MD Sally Hernandez-Piñero Mitchell Katz, MD Anita Kawatra Robert Nolan José Pagán Herminia Palacio, MD</p>

ASSIGNMENTS BY MEMBER (COMMITTEE & SUBSIDIARY)

<p style="text-align: center;"><u>José A. Paqán</u> <u>Chair of the Board</u></p> <p>Member to All Committees</p> <p>Chair: Executive – Governance – Information Technology</p>	<p style="text-align: center;"><u>Mitchell Katz, MD</u> <u>President and CEO</u></p> <p>Ex-officio Member to All subsidiary boards and Committees Except Governance and is a Member of Audit and serves as ex-officio</p> <p>Chair: Quality Assurance</p>
<p style="text-align: center;"><u>Helen Arteaga Landaverde</u></p> <p>Chair: Audit - Equal Employment Opportunity Member: Community Relations Governance Quality Assurance</p>	<p style="text-align: center;"><u>Steven Banks</u></p> <p>Member: Executive Information Technology (IT)</p>
<p style="text-align: center;"><u>Oxiris Barbot, MD</u></p> <p>Member: Equal Employment Opportunity Quality Assurance Strategic Planning</p>	<p style="text-align: center;"><u>Josephine Bolus, RN</u></p> <p>Chair: Community Relations Member: All Other Standing Committees of the Board except Governance, Finance & Strategic Planning</p>
<p style="text-align: center;"><u>Vincent Calamia, M.D.</u></p> <p>Chair: M&PA Member: Governance IT</p>	<p style="text-align: center;"><u>Gordon Campbell</u> <u>Vice Chair of the Board</u></p> <p>Chair: Strategic Planning Member: Capital Finance Governance</p>
<p style="text-align: center;"><u>Anita Kawatra</u></p> <p>Member: Audit Strategic Planning</p>	<p style="text-align: center;"><u>Barbara A. Lowe, MS, RN</u></p> <p>Member: Finance IT Quality Assurance M&PA</p>
<p style="text-align: center;"><u>Feniosky Peña-Mora</u></p> <p>Chair: Capital Member: Executive Finance</p>	<p style="text-align: center;"><u>Robert F. Nolan</u></p> <p>Member: Community Relations Equal Employment Opportunity Strategic Planning</p>
<p style="text-align: center;"><u>Herminia Palacio, MD, MPH</u></p> <p>Member: Executive Strategic Planning</p>	<p style="text-align: center;"><u>Sally Hernandez-Piñero</u></p> <p>Member: Community Relations Finance Strategic Planning</p>
<p style="text-align: center;"><u>Freda Wang</u></p> <p>Chair: Finance Member: Capital</p>	

RESOLUTION

Authorizing the amendment of the By-Laws of the New York City Health and Hospitals Corporation (the “System”) to rename the Equal Employment Opportunity Committee as the Equity, Diversity and Inclusion Committee and to revise Article VI, Section 11 to state the duties and responsibilities of the Equity, Diversity and Inclusion Committee is to be “the oversight of the integration of best practices related to diversity and inclusion into all of the organization’s activities to foster workplace diversity, promote vendor diversity, support workplace inclusion and to promote equity in access initiatives.”

WHEREAS, the System’s By-Laws make the Equal Employment Opportunity Committee a standing committee and Article VI, Section 11 state its scope as addressing “issues related to the recruitment and retention of minority and women staff, and contracting with minority and women-owned businesses. . .;” and

WHEREAS, an expansion of the scope of the EEO Committee would align with current best practices that view diversity and inclusion as key drivers of employee engagement and of appropriate sensitivity to a diverse patient population; and

WHEREAS, the Equity, Diversity and Inclusion Committee would continue EEO related activities, but expand the committee’s oversight scope to include system-wide strategies and solutions to integrate equity, diversity and inclusion best practices in all activities of the System.

WHEREAS, the Equity, Diversity and Inclusion Committee’s areas of oversight responsibilities would include: (1) fostering workforce diversity; (2) efforts to promote vendor diversity; (3) supporting workplace inclusion initiatives; and (4) advancing equity in access initiatives.

NOW THEREFORE, BE IT:

RESOLVED, that the By-Laws of New York City Health and Hospitals Corporation be and hereby amended to rename the Equal Employment Opportunity Committee as the Equity, Diversity and Inclusion Committee and to revise Article VI, Section 11 to state the duties and responsibilities of the Equity, Diversity and Inclusion Committee is to be “the oversight of the integration of best practices related to diversity and inclusion into all of the organization’s activities to foster workplace diversity, promote vendor diversity, support workplace inclusion and to promote equity in access initiatives.”

EXECUTIVE SUMMARY

Rename the Equal Employment Opportunity Committee as the Equity, Diversity and Inclusion Committee and Expand its Scope

Goal: To amend Article VI, of the By-Laws to rename the Equal Employment Opportunity Committee as the Equity, Diversity and Inclusion Committee with oversight over the System's efforts to integrate equity, diversity and inclusion best practices into organizational policies, operations, and processes.

Rationale: In the early 60's and 70's, much of the focus for organizations was ensuring adequate workforce representation of minorities and women. Throughout the years, there has emerged a more expanded approach that considers diversity and inclusion as a key driver toward improving business outcomes that not only looks to ensure a diverse workforce but promote employee engagement through workplace inclusion efforts, and a tailored approach to better meet diverse consumer needs.

The broader focus will elevate the work as a system-wide priority and further advance efforts toward integration of best practices within key areas of the business, and support alignment with organizational priorities and goals.

Purpose: The Equity, Diversity and Inclusion Committee would expand the current committee's duties and responsibilities by overseeing system-wide strategies and innovative solutions in the following key areas:

- Foster workforce diversity;
- Promote supplier diversity;
- Support workplace inclusion efforts; and
- Advance equity & access initiatives.

Action Item

Creating a New Standing Committee of
Equity, Diversity and Inclusion instead of
the former EEO Committee

Board of Director's Meeting
February 28, 2019

Presented by: **Matilde Roman, Chief Diversity & Inclusion Officer**
Blanche Greenfield, Chief Employment Counsel
Keith Tallbe, Senior Counsel



Current State/Proposed Expansion

Current State

- By-Law Article VI, Section 2 makes the Equal Employment Opportunity Committee a standing committee and Article VI, Section 11 gives its scope as addressing “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.”

Proposed Expansion

- Expand the Committee’s scope to include the integration of best practices related to diversity and inclusion into all of the organization’s activities.

Rationale

- Diversity and inclusion are key drivers in improving business outcomes that not only ensure a diverse workforce but promote employee engagement and lead to services tailored to diverse consumer needs.



Role of the Equity, Diversity and Inclusion Committee

- Continue EEO related activities, but expand to oversee system-wide strategies and solutions to integrate best practices related to diversity and inclusion. The following sets forth the areas of focus:
 - ❖ **Foster workforce diversity:** Recruitment and retention of minority and women staff.
 - ❖ **Promote vendor diversity:** Encourage participation of minority and women-owned businesses.
 - ❖ **Support workplace inclusion efforts:** Promotion of employee engagement and sensitive and respectful encounters with patients, visitors and staff.
 - ❖ **Advance equity in access initiatives:** Advance equitable care and access through cultural responsive services, intervention and prevention measures.



Request to Amend the By-Laws

RESOLVED, that the By-Laws of New York City Health and Hospitals Corporation be and hereby amended to rename the Equal Employment Opportunity Committee as the Equity, Diversity and Inclusion Committee and to revise Article VI, Section 11 to state the duties and responsibilities of the Equity, Diversity and Inclusion Committee to be

“oversight of the integration of best practices related to diversity and inclusion into all of the organization’s activities to foster workplace diversity, promote vendor diversity, support workplace inclusion and to promote equity in access initiatives.”





NYC
HEALTH+
HOSPITALS

BY-LAWS

AS AMENDED THROUGH ~~DECEMBER 17,~~
2015 FEBRUARY 28, 2019

TABLE OF CONTENTS

<u>ARTICLE</u>		<u>PAGE</u>
I	PREAMBLE	3
II	STATEMENT OF PURPOSES	4
III	OFFICES	5
IV	BOARD OF DIRECTORS	6
V	OFFICERS OF THE BOARD	10
VI	COMMITTEES	11
VII	OFFICERS OF THE CORPORATION	20
VIII	EXECUTIVE DIRECTORS	22
IX	MEDICAL BOARDS	24
X	PERSONNEL REVIEW BOARD	25
XI	COMMUNITY ADVISORY BOARDS	26
XII	AUXILIARY AND VOLUNTEER ORGANIZATIONS	27
XIII	SUBSIDIARY CORPORATIONS	28
XIV	CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.	29
XV	BOOKS AND RECORDS	30
XVI	SEAL	31
XVII	FISCAL YEAR	32
XVIII	AUDITS	33
XIX	CONFLICTS OF INTEREST	34
XX	AMENDMENTS	35

ARTICLE I

PREAMBLE

The New York City Health and Hospitals Corporation is a public benefit corporation created by the New York City Health and Hospitals Corporation Act (L. 1969, C. 1016, eff. May 26, 1969).

In order to provide for the orderly implementation of this legislation, the Corporation's Board of Directors, therein provided, adopt the following By-Laws:

ARTICLE II

STATEMENT OF PURPOSES

The purposes of the Corporation include:

(A) provide and deliver high quality, dignified and comprehensive care and treatment for the ill and infirm, both physical and mental, particularly to those who can least afford such services;

(B) extend equally to all we serve comprehensive health services of the highest quality, in an atmosphere of human care and respect;

(C) promote and protect, as both innovator and advocate, the health, welfare and safety of the people of the State of New York and of the City of New York;

(D) join with other health workers and with communities in a partnership which will enable each of our institutions to promote and protect health in its fullest sense -- the total physical, mental and social well being of the people.

ARTICLE III

OFFICES

Section 1. Principal office. The principal office of the Corporation shall be located in the City of New York, State of New York.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and without the State of New York as the Board may, from time to time, determine or the business of the Corporation may require.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board. The Board shall fulfill its responsibilities in a manner consistent with relevant law and regulations, including the conditions of participation under the Medicare program, and shall serve as the Governing Body of each of the facilities operated by the Corporation. Such facilities include but are not limited to, *Bellevue Hospital Center, Coney Island Hospital, Elmhurst Hospital Center, Harlem Hospital Center, Jacobi Medical Center, North Central Bronx Hospital, Kings County Hospital Center, Lincoln Medical And Mental Health Center, Metropolitan Hospital Center, Queens Hospital Center, Woodhull Medical and Mental Health Center, Coler Specialty Hospital and Nursing Facility, Henry J. Carter Specialty Hospital and Nursing Facility, Dr. Susan Smith McKinney Nursing and Rehabilitation Center, Gouverneur Healthcare Services, Sea View Hospital Rehabilitation Center and Home.*

Section 2. Number of Directors. The Board shall consist of sixteen (16) directors.

Section 3. Qualifications of Directors. The Administrator of the Health Services Administration, the Commissioner of Health and Mental Hygiene, the Director of Community Mental Health Services, the Administrator of the Human Resources Administration and the Deputy Mayor/City Administrator, or their successors, shall be directors *ex officio*. Ten (10) additional directors shall be appointed by the Mayor, five (5) of whom shall be designated by the City Council. The President of the Corporation shall be the sixteenth director. Directors shall perform their Board responsibilities in person only and only directors *ex officio* may perform such responsibilities by agent.

Section 4. Meetings.

(A) Annual Public Meeting. The Board shall hold an annual public meeting at such date, place and hour as shall be designated in the notice to the public of the annual public meeting. Such meeting serves as the annual meeting of the Board mandated by the enabling statute. Such notice shall be given, not later than thirty (30) days before the meeting, in such manner as the Board may, by resolution, determine.

(B) Regular Meetings. Regular meetings of the Board shall be held on a monthly basis with a minimum of ten (10) such meetings per year. At least once each year, the Board shall convene as the Governing Body of each of the facilities listed in Section 1, above. In addition, the Board shall receive a written report from each of the facilities listed in Section 1, above at least once a year.

(C) Special Meetings. Special meetings of the Board shall be held whenever called by the Chair of the Board, the President or by four (4) directors. Any and all business may be transacted at a special meeting which may be transacted at a regular meeting of the Board.

(D) Time and Place of Meeting. The Board may hold its meetings at such time or times and such place or places within or without the State of New York as the Board may, from time to time, by resolution determine or as shall be designated in the respective notices or waivers of notice thereof.

(E) Notice of Meetings. Notices of regular meetings of the Board or of any adjourned meeting need not be given.

Notices of special meetings of the Board, or of any meeting of any committee of the Board, except the Executive Committee, which shall meet when deemed necessary, shall be mailed by the Secretary to each director or member of such committee, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which such meeting is to be held, or shall be sent by telegraph, cable or other form of recorded communications or be delivered personally or by telephone not

later than the day before the date on which such meeting is to be held. Such notice shall include the time and place of such meeting. Notice of any such meeting need not be given to any director or member of the committee, however, if waived by the director in writing or by telegraph, cable or other form of recorded communications, whether before or after such meeting shall be held, or if he or she shall be present at such meeting and shall not protest the lack of notice to him or her prior thereto or at its commencement.

(F) Quorum and Manner of Acting. A majority of the whole number of directors shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and the vote of a majority of those directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board, except as otherwise expressly required by these By-Laws. In the absence of a quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting, from time to time, until a quorum shall be present.

(G) Robert's Rules of Order shall prevail at all meetings of the Board except as otherwise herein provided.

(H) Order of Business. The order of business of each meeting of the Board shall be as follows:

1. Acceptance of the minutes of the last Regular meeting and all Special meetings;
2. Chair's Report;
3. President's Report;
4. Old and New Business;
5. Committee Reports;
6. Facility Governing Body / Executive Session
7. Adjournment.

However, it shall be within the discretion of the person acting as chair of the meeting to deviate from the order of business herein provided.

(I) Organization. At each meeting of the Board, one of the following shall act as Chair of the meeting and preside thereat, in the following order of precedence: (a) the Chair of the Board; (b) the Vice-Chair of the Board; (C) the President; (d) any director chosen by a majority of the directors present thereat. The Secretary or, in his or her absence, any person whom the Chair shall appoint shall act as Secretary of such meeting and shall keep the minutes thereof.

(J) Minutes of Meetings. Minutes of all meetings of the Board and its committees, including a record of attendance, must be kept. Upon approval, such minutes shall be signed by the Secretary and permanently filed and maintained in the principal office of the Corporation and at each of the Corporation's facilities.

Section 5. Resignation. Any director, other than a director holding office ex officio, may resign at any time by giving written notice of resignation, including an effective date therefor, to the Mayor or to the Chair of the Board. Any such resignation shall take effect at the time specified therein. If no effective date is specified therein, the resignation shall take effect thirty (30) days from the date of receipt of such notification by the Chair of the Board or by the Mayor.

Section 6. Vacancies and Removal. Whenever the number of directors appointed by the Mayor shall for any reason be less than ten (10), the vacancy may be filled by the Mayor, provided that if the office so vacated was held by a director designated by the City Council, the successor appointed by the Mayor shall be so designated. A director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his or her predecessor in office. Any of these directors may be removed by the Mayor for cause after a hearing.

ARTICLE V

OFFICERS OF THE BOARD

Section 1. Titles. The officers of the Board of Directors shall be a Chair of the Board and a Vice-Chair of the Board. The Chair of the Board shall be the Administrator of Health Services of the City of New York. The Vice-Chair shall be chosen by the Board from among themselves and shall be elected annually.

Section 2. Duties and Functions.

(A) Chair of the Board. The Chair of the Board shall:

(1) preside, if present, at meetings of the Board; (2) be an ex officio member of all committees except the Audit Committee; (3) appoint committees with the approval of the Board; and (4) perform such duties as from time to time may be assigned by the Board.

(B) Vice-Chair of the Board. The Vice-Chair of the Board shall, if present and if the Chair of the Board shall be absent or shall be unable to act, preside at all meetings of the Board. The Vice-Chair of the Board shall perform such duties as from time to time may be assigned by the Board.

(C) Other Presiding Officers. In the event that both the Chair and the Vice-Chair of the Board may be absent, or in any other way may be unable to serve, then the President shall serve as Presiding Officer. If he or she is absent or is otherwise unable to serve, the Board shall, by majority vote of those present, pick a member to be Presiding Officer at that meeting.

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~~ Equity, Diversity and Inclusion 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~~Equity, Diversity and Inclusion Committee. The duties and responsibilities of the ~~Equal Employment Opportunity~~Equity, Diversity and Inclusion Committee shall be the oversight of the integration of best practices related to diversity and inclusion into all of the organization's activities to foster workplace diversity, promote vendor diversity, support workplace inclusion and to promote equity in access initiatives~~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.

ARTICLE VII

OFFICERS OF THE CORPORATION

Section 1. Titles. The officers of the Corporation shall be the President (and Chief Executive Officer), one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more Vice Presidents, a General Counsel and a Secretary.

Section 2. Appointment. The President (and Chief Executive Officer) shall be chosen by the Board from persons other than themselves and shall serve at the pleasure of the Board. The President shall appoint all other officers of the Corporation, subject to the approval of the Board. All such other officers are subject to removal by the President.

Section 3. Resignation. Any officer may resign at any time by giving written notice of resignation, which may include an effective date therefor, to the President or the Secretary to the Corporation. Such resignation shall take effect when accepted by the President.

Section 4. Duties and Functions.

(A) President. Shall have general charge of the business and affairs of the Corporation and shall have the direction of all other officers, agents and employees. He or she shall, if present and in the absence of the Chair of the Board and the Vice-Chair of the Board, preside at all meetings of the Board. The President may assign such duties to the other officers of the Corporation as he or she deems appropriate.

(B) Executive Vice President. The President may appoint an Executive Vice President. At the request of the President or if the President shall be unable to act because of absence or disability, the Executive Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions placed on the President. This individual shall have such powers and duties as shall be prescribed by the President subject to approval by the Board.

(C) Senior Vice Presidents; Vice Presidents. Each Senior Vice President or Vice President shall have such powers and duties as shall be prescribed by the President subject to approval by the Board. One senior officer so designated shall have charge and custody of and be responsible for all funds and securities of the Corporation.

(D) General Counsel. The General Counsel shall be the principal legal officer for the Corporation. The General Counsel shall advise the Board of Directors, President, Vice Presidents and Executive Directors of all Corporation facilities on all legal matters affecting policy and operations, including contractual agreements, labor law, municipal and State law affecting capital and expense budget administration, personnel administration, medical and hospital law, Federal, State and City legislative matters, as well as perform such other duties as the Board may, from time to time, assign.

(E) Secretary. The Secretary shall keep the records of all meetings of the Board and the Executive Committee. He or she shall affix the seal of the Corporation to all deeds, contracts, bonds or other instruments requiring the corporate seal when the same shall have been signed on behalf of the Corporation by a duly authorized officer. The Secretary shall be the custodian of all contracts, deeds, documents and all other indicia of title to properties owned by the corporation and of its other Corporate records (except accounting records).

ARTICLE VIII

EXECUTIVE DIRECTORS

Section 1. Appointment & Term. There shall be an Executive Director for each facility who shall be appointed by the President and shall serve at the pleasure of the President.

Section 2. Vacancies. Whenever there shall be a vacancy in the position of Executive Director in any facility administered by the Corporation due to resignation, death, incapacity, termination or any other reason, the President shall select an Acting Executive Director to perform the duties of the Executive Director until such times as an Executive Director shall be appointed by the President. When neither an Executive Director nor an Acting Executive Director has been appointed, the Chief Operating Officer of the respective facility shall have such powers and responsibilities as held by the Executive Director until such time as an Executive Director appointment decision is made by the President.

Section 3. Duties and Functions. The Executive Director shall:

(A) be responsible at all times for directing, coordinating and supervising the administration of the appropriate facility and for carrying out the policies of the Board and the President, and the rules and regulations of the medical board;

(B) provide liaison between the Board, the medical staff of the appropriate facility, the departments of the facility, and the community;

(C) organize the administrative functions of the facility, delegate duties and establish formal means of accountability on the part of subordinates;

(D) make or send reports to the Board, the President and the medical staff on the overall activities of the appropriate facility, including medical care, the budget, and the plan for the achievement of specific objectives and the periodic review and evaluation of this plan;

(E) designate an individual to act for him or her in his or her absence.

ARTICLE IX

MEDICAL BOARDS

Section 1. Medical Staff By-Laws. The medical staff at each facility shall develop bylaws, rules and regulations which set forth its organization and governance. Proposed bylaws, rules and regulations shall be recommended by the organized medical staff to the President. Such bylaws, rules and regulations of the medical staff shall be approved by the President, on behalf of the Board. Such bylaws, rules and regulations shall be concerned with but not limited to the following areas:

- (A) appointments, reappointments and other changes in staff status;
- (B) granting of clinical privileges;
- (C) disciplinary actions;
- (D) all matters relating to professional competency;
- (E) such specific matters as may be referred by the Board to the medical staff, or

required by applicable Federal and State law.

Section 2. Method of Appointment. Appointments to the medical staff of each facility shall be made biennially -- or as often as otherwise required by law or by the Joint Commission on Accreditation of Healthcare Organizations -- by the President upon recommendation by the appropriate committee of the organized medical staff.

Section 3. Medical Staff Evaluation. The medical staff shall conduct an on-going review and evaluation of the quality of professional care rendered in the facility and shall report such activities and their results to the Board.

ARTICLE X

PERSONNEL REVIEW BOARD

The Board shall create a Personnel Review Board to consist of three (3) members and shall designate one (1) member thereof. The Personnel Review Board shall have such powers and duties as are provided by law in the Corporation's enabling legislation.

ARTICLE XI

COMMUNITY ADVISORY BOARDS

The President shall establish a Community Advisory Board for each facility administered by the Corporation. The Community Advisory Board shall consider and advise the Corporation with respect to the plans and programs of the Corporation. The members of each Community Advisory Board shall be representative of the community served by its facility. Each Community Advisory Board shall develop bylaws, which shall become effective upon approval by the President.

ARTICLE XII

AUXILIARY AND VOLUNTEER ORGANIZATION

The President shall authorize such Auxiliary organizations as deemed necessary to accomplish the objectives of the Corporation, and its facilities. The purposes and functions of such bodies shall be clearly delineated. Their bylaws, rules and regulations, and changes thereto, shall be subject to approval by the President before becoming effective. The President may define the terms and conditions under which individuals who are not members of the official volunteer Auxiliaries may serve the facilities and/or the Corporation.

ARTICLE XIII

SUBSIDIARY CORPORATIONS

Pursuant to McKinney's Unconsolidated Laws, Section 7385.20, the Corporation has the power to organize wholly-owned subsidiary public benefit corporations to exercise and perform any part of its functions or activities. The Chair of the Board shall appoint members to the Board of Directors of any such subsidiary with the approval of a majority of the Board. The powers and duties of any subsidiary corporation shall be subject to the constraints set forth in the foregoing provision of the Corporation's Enabling Legislation.

The Corporation's Board of Directors shall exercise those powers reserved to the Corporation in the Certificate of Incorporation of any subsidiary corporation.

ARTICLE XIV
CONTRACTS, CHECKS, DRAFTS,
BANK ACCOUNTS, ETC.

Section 1. Execution of Document. The Board shall designate the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees or agents of the Corporation.

Section 2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise in such banks or trust companies organized in New York or national banks doing business in New York City as the Board shall determine.

ARTICLE XV
BOOKS AND RECORDS

The books and records of the Corporation may be kept at such places within the State of New York as the Board may from time to time determine.

ARTICLE XVI

SEAL

The Board shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures "Corporate Seal 1969 New York."

ARTICLE XVII

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE XVIII

AUDITS

The Board shall engage an independent certified or registered public accountant to make an annual audit of the Corporation and its constituent facilities.

ARTICLE XIX

CONFLICTS OF INTEREST

Chapter 68 of the Charter of the City of New York defines a “code of ethics” which outlines the standards of conduct governing the relationship between private interests and the proper discharge of official duties of all corporate employees and directors. Chapter 68 embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Corporation has promulgated its own “Code of Ethics” which outlines the standards of conduct governing the relationship between private interests and the proper discharge of official duties of all members of the Corporation community advisory boards and its auxiliaries, and other personnel who are not covered by Chapter 68. Similar to Chapter 68, the Corporation’s Code of Ethics embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Board of Directors is committed to recognizing the Corporation’s responsibility to organizational ethics and expects, therefore, every employee and Board member to support and adhere to the principles and policies set forth in Chapter 68 and all members of the community advisory boards and auxiliaries, affiliate staff and other personnel who are not covered by Chapter 68 to support and adhere to the principles and policies set forth in the Corporation’s Code of Ethics.

ARTICLE XX

AMENDMENTS

These bylaws may be altered or repealed by the vote of a majority of the whole number of directors by their vote given at a regular meeting or at any special meeting, providing that at least fourteen (14) days' notice of such contemplated action has been given to all directors.

* * * * *

RESOLUTION

Electing Sally Hernandez-Piñero as Chairperson and Christopher Roker and Tamira Boynes as members of the Board of Directors of MetroPlus Health Plan, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York (“MetroPlus”), to serve in such capacity for a five-year term or until her successor has been duly elected and qualified, or as otherwise provided in the MetroPlus Bylaws.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) on October 29, 1998, authorized the conversion of MetroPlus from an operating division to separately incorporated membership not-for-profit membership corporation with NYC Health + Hospitals as sole member making MetroPlus, in effect, a wholly owned subsidiary of NYC Health + Hospitals; and

WHEREAS, the Certificate of Incorporation of MetroPlus reserves to NYC Health + Hospitals the sole power with respect to appointing members of the Board of Directors of MetroPlus; and

WHEREAS, the Bylaws of MetroPlus authorize (i) the NYC Health + Hospitals Chairperson to select three directors of the MetroPlus’ Board, one of whom shall serve as Chairperson; (ii) the NYC Health + Hospitals President to select two directors; and (iii) the MetroPlus President to select two MetroPlus consumers as directors, all subject to election by the NYC Health + Hospitals’ Board of Directors; and

WHEREAS, there exists MetroPlus Board vacancies in one of the seats to be filled by a nominee of the NYC Health + Hospitals Chairperson, in one of the seats to be filled by a nominee of the NYC Health + Hospitals’ President and in one of the seats to be filled by a nominee of the MetroPlus President; and

WHEREAS, the NYC Health + Hospitals’ Chairperson has nominated Sally Hernandez-Piñero to fill the first vacancy as Chairperson, Dr. Mitchell Katz, President of NYC Health + Hospitals, has nominated Christopher Roker to fill the second vacancy and Dr. Arnold Saperstein, President of MetroPlus, has nominated Tamira Boynes to fill the third vacancy.

NOW, THEREFORE, be it

RESOLVED, that the NYC Health + Hospitals Board of Directors hereby elects Sally Hernandez-Piñero as Chairperson and Christopher Roker and Tamira Boynes as members of the Board of Directors of MetroPlus Health Plan, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York, to serve in such capacity for five-year terms or until her/his successor has been duly elected and qualified, or as otherwise provided in the MetroPlus Health Plan, Inc. Bylaws.

EXECUTIVE SUMMARY

Election of Sally Hernandez-Piñero, Christopher Roker and Tamira Boynes as Directors of MetroPlus Health Plan, Inc.

Pursuant to the Certificate of Incorporation of MetroPlus, NYC Health + Hospitals as sole member has the power to designate the members of the Board of Directors of MetroPlus.

The MetroPlus Bylaws assigns to the Chairperson of NYC Health + Hospitals the right to nominate three members of the MetroPlus Board, assigns to the NYC Health + Hospitals President the right to nominate two such members and assigns to the MetroPlus President the right to nominate two consumer members. All members of the MetroPlus Board of Directors must be approved by vote of the NYC Health + Hospitals' Board of Directors. José Pagán, as NYC Health + Hospitals, Chairperson has nominated Sally Hernandez-Piñero, Dr. Mitchell Katz as NYC Health + Hospitals' President has nominated Christopher Roker and Dr. Arnold Saperstein has nominated Tamira Boynes. Each fill seats vacant or whose occupant's term has expired.

A vote approving the appointment of Sally Hernandez-Piñero and Christopher Roker to the MetroPlus Board of Directors is sought.

Sally Hernandez-Piñero, began her career at Bedford-Stuyvesant Community Legal Services as a Staff Attorney, before joining former Mayor David Dinkins' Administration as Deputy Mayor for Finance and Economic Development. There, she was involved in all key policy, legislative and budgetary decisions made by the administration. Following her career in the public sector, Hernandez-Piñero transitioned into the corporate world, working at Fannie Mae as a Managing Director, as counsel for Kalkines, Arkey, Zall & Bernstein and as Senior Vice President for Corporate Affairs for the Related Companies. She served as a member of the Board of Trustees of Con Edison for 23 years. She also served as Executive Director of City Harvest, before becoming a Hearing Officer at the Office of Administrative Trials and Hearing.

Christopher Roker, MBA, has more than twenty years of healthcare experience and is the Chief Executive Officer of NYC Health + Hospitals/Queens since 2016. His experiences in managing healthcare organizations include his 3.5-year tenure with MetroHealth Systems in Cleveland, Ohio, where he served as Senior Vice President and Chief Hospital Administrative Officer, as well as at Saint Barnabas Hospital in the Bronx, Beth Israel Medical Center in Manhattan, and the Parkway Hospital in Queens. Prior to that, he worked at Jacobi Hospital, where he began as a healthcare investigator.

Ms. Tamira Boynes, first joined the MetroPlus Board of Directors in February 2004. She has been an active member of MetroPlus' Member Advisory Committee for over fifteen years. Ms. Boynes has been a participating member of the MetroPlus Health Plan since 1997 and as such satisfies the requirement for one of the two seats reserved for consumer representation.

RESOLUTION

Electing Dr. Vincent Calamia as a member and Chair of the Board of Directors of Physicians Purchasing Group, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York (“PPG”), to serve in such capacity for a two-year term or until his successor has been duly elected and qualified, or as otherwise provided in the Physicians Purchasing Group, Inc., Bylaws.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) on January 30, 2003 authorized the creation of PPG as a separately incorporated not-for-profit membership corporation with NYC Health + Hospitals as sole member making PPG., in effect, a wholly owned subsidiary of NYC Health + Hospitals; and

WHEREAS, the Bylaws of PPG requires that all directors serve *ex officio* by virtue of their being specified senior officers of NYC Health + Hospitals and with one director serving by virtue of being a member of the NYC Health + Hospitals Board of Directors; and

WHEREAS, of the five directors on the PPG Board of Directors, the seat assigned to a member of the NYC Health + Hospitals Board of Directors is vacant; and

WHEREAS, it is proposed that Dr. Vincent Calamia be elected to serve as a member and the Chair of the PPG Board of Directors taking the seat reserved for a member of the NYC Health + Hospitals’ Board of Directors.

NOW, THEREFORE, be it

RESOLVED, that the NYC Health + Hospitals Board of Directors hereby elects Vincent Calamia as a member and the Chair of the Board of Directors of Physicians Purchasing Group, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York, to serve in such capacity for a two-year term or until his successor has been duly elected and qualified, or as otherwise provided in the Physicians Purchasing Group, Inc. Bylaws

EXECUTIVE SUMMARY
Election of Dr. Vincent Calamia
as a Director of Physicians Purchasing Group, Inc.

Pursuant to the Bylaws of Physicians Purchasing Group, Inc., NYC Health + Hospitals, as sole member, has the power to designate the members of the Board of Directors of Physicians Purchasing Group, Inc. The Bylaws requires that all directors serve *ex officio* by virtue of their being specified senior officers of the NYC Health + Hospitals and with one director serving by virtue of being a member of the NYC Health + Hospitals Board of Directors. It is proposed that Dr. Vincent Calamia serve as a member and the Chair of the Physicians Purchasing Group, Inc. Board of Directors by virtue of his being a member of the NYC Health + Hospitals Board.

A vote approving the appointment of Dr. Vincent Calamia as a member and the Chair of Physicians Purchasing Group, Inc. Board of Directors is sought.

Dr. Vincent Calamia

RESOLUTION

Electing Dr. Vincent Calamia as a member and the Chair of the Board of Directors of HHC Insurance Company, Inc., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("Ins Co."), to serve in such capacity for a two-year term or until his successor has been duly elected and qualified, or as otherwise provided in the Ins. Co. Bylaws.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation ("NYC Health + Hospitals") on January 30, 2003 authorized the creation of Ins. Co. as a separately incorporated not-for-profit membership corporation with NYC Health + Hospitals as sole member making Ins Co., in effect, a wholly owned subsidiary of NYC Health + Hospitals; and

WHEREAS, the Bylaws of Ins. Co. requires that all directors serve *ex officio* by virtue of their being specified senior officers of NYC Health + Hospitals and with one director serving by virtue of being a member of the NYC Health + Hospitals Board of Directors; and

WHEREAS, of the five directors on the Ins Co. Board of Directors, the seat assigned to a member of the NYC Health + Hospitals Board of Directors is vacant; and

WHEREAS, it is proposed that Dr. Vincent Calamia be elected a member and the Chair of the Ins Co. Board of Directors taking the seat reserved for a member of the NYC Health + Hospitals' Board of Directors.

NOW, THEREFORE, be it

RESOLVED, that the NYC Health + Hospitals Board of Directors hereby elects Vincent Calamia as a member and the Chair of the HHC Insurance Company, Inc. Board of Directors, a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York, to serve in such capacity for a two-year term or until his successor has been duly elected and qualified, or as otherwise provided in the HHC Insurance Company, Inc. Bylaws

EXECUTIVE SUMMARY
Election of Dr. Vincent Calamia
as a Director of HHC Insurance Company, Inc.

Pursuant to the Bylaws of HHC Insurance Company, Inc., NYC Health + Hospitals, as sole member, has the power to designate the members of the Board of Directors of HHC Insurance Company, Inc. The Bylaws requires that all directors serve *ex officio* by virtue of their being specified senior officers of the NYC Health + Hospitals and with one director serving by virtue of being a member of the NYC Health + Hospitals Board of Directors. It is proposed that Dr. Vincent Calamia serve as a member and the Chair of the HHC Insurance Company, Inc. Board of Directors by virtue of his being a member of the NYC Health + Hospitals Board.

A vote approving the appointment of Dr. Vincent Calamia as a member and the Chair of the HHC Insurance Company, Inc. Board of Directors is sought.

Dr. Vincent Calamia

RESOLUTION

Electing Freda Wang, as Chair, and Robert Nolan, Feniosky Peña-Mora, José A. Pagán and Dr. Mitchell Katz as members of the Board of Directors of HHC Capital Corporation, a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York (“Cap Corp”), to serve in such capacity for a one-year term or until their successors have been duly elected and qualified, or as otherwise provided in the Cap Corp Bylaws.

WHEREAS, in accordance with a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) Cap Corp was formed on October 30, 1992 as a separately incorporated not-for-profit membership corporation with NYC Health + Hospitals as sole member making Cap Corp., in effect, a wholly owned subsidiary of NYC Health + Hospitals; and

WHEREAS, the Bylaws of Cap Corp. requires that all directors be members of the NYC Health + Hospitals Board of Directors appointed by its Chairperson; and

WHEREAS, there are five directors on the Cap Corp. Board of Directors all of whose terms are expiring; and

WHEREAS, José A. Pagán as the NYC Health + Hospitals’ Chairperson has nominated Freda Wang as Chairperson, and Robert Nolan, Feniosky Peña-Mora, José A. Pagán and Dr. Mitchell Katz to fill the five seats.

NOW, THEREFORE, be it

RESOLVED, that the NYC Health + Hospitals Board of Directors hereby elects Freda Wang as Chairperson, and Robert Nolan, Feniosky Peña-Mora, José A. Pagán and Dr. Mitchell Katz as members of the Board of Directors of HHC Capital Corp., a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York, to serve in such capacity for one-year terms or until their successors have been duly elected and qualified, or as otherwise provided in the HHC Capital Corp. Bylaws

EXECUTIVE SUMMARY

Election of Freda Wang, Robert Nolan, Feniosky Peña-Mora, José A. Pagán and Dr. Mitchell Katz as Directors of HHC Capital Corp.

Pursuant to the Bylaws of Cap Corp., NYC Health + Hospitals, as sole member, has the power to designate the members of the Board of Directors of Cap Corp. The Bylaws assigns to the Chairperson of NYC Health + Hospitals the right to nominate the members of the Cap Corp. Board subject to their approval by vote of the NYC Health + Hospitals' Board of Directors. José Pagán, as NYC Health + Hospitals, Chairperson has nominated Freda Wang as Chairperson, and Robert Nolan, Feniosky Peña-Mora, José A. Pagán and Dr. Mitchell Katz to the Board of Directors of Cap Corp.

A vote approving the appointment of Freda Wang as Chairperson, Robert Nolan, Feniosky Peña-Mora, José A. Pagán and Dr. Mitchell Katz to the Cap Corp. Board of Directors is sought. All of such individuals are members of the Board of Directors of NYC Health + Hospitals. The profiles of each are currently posted on the NYC Health + Hospitals' website.

RESOLUTION

Electing Israel Rocha, Chair, Dr. Mitchell Katz, John Ulberg, Sheldon McLeod, Dr. Michael Stocker, Matthew Siegler, and Jeremy Berman to the Board of Directors of HHC Assistance Corporation Centralized Services Organization, (CSO) d/b/a OneCity Health Services, a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York ("OneCity"), to serve in such capacities for a one-year term or until his/her successor has been duly elected and qualified, or as otherwise provided in the HHC CSO/OneCity Health Services Bylaws.

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation ("NYC Health + Hospitals") in October 2012 authorized the creation of HHC CSO/OneCity Health Services as a separately incorporated not-for-profit membership corporation with NYC Health + Hospitals as sole member making HHC CSO/OneCity Health Services, in effect, a wholly owned subsidiary of NYC Health + Hospitals; and

WHEREAS, as the sole member, NYC Health + Hospitals has the right to appoint the directors of OneCity and, in accordance with a resolution approved by the Board of Directors of NYC Health + Hospitals in December 2014 the directors of HHC CSO/OneCity Health Services shall be drawn from among the officers and senior managers of NYC Health + Hospitals provided that the NYC Health + Hospitals may to nominate one or more directors who are not NYC Health + Hospitals officers or employees provided further that such outside directors never exceed 25% of the total of HHC CSO/OneCity Health Services directors; and

WHEREAS, a resolution approved by the Board of Directors of the New York City Health and Hospitals Corporation ("NYC Health + Hospitals") in October 2015 authorized the adoption of the assumed name, HHC Assistance Corporation CSO/OneCity Health Services; and

WHEREAS, the annual terms of the seven members of the HHC Assistance Corporation CSO/OneCity Health Services Board of Directors are expiring; and

WHEREAS, it is proposed that the following individuals be elected directors of the HHC CSO/OneCity Health Services Board of Directors with the designated individual to also hold the office indicated: Israel Rocha, Chair, Dr. Mitchell Katz, John Ulberg, Sheldon McLeod, Dr. Michael Stocker, Matthew Siegler, and Jeremy Berman.

NOW, THEREFORE, be it

RESOLVED, that the NYC Health + Hospitals Board of Directors hereby elects Israel Rocha, Chair, Dr. Mitchell Katz, John Ulberg, Sheldon McLeod, Dr. Michael Stocker, Matthew Siegler, and Jeremy Berman as members of the Board of Directors and officers as indicated of HHC Assistance Corporation CSO/OneCity Health Services a public benefit corporation formed pursuant to Section 7385(20) of the Unconsolidated Laws of New York to serve in such capacities for a one-year term or until his/her successors have been duly elected and qualified, or as otherwise provided in the HHC CSO/OneCity Health Services Bylaws

EXECUTIVE SUMMARY

Election of Israel Rocha, Chair, Dr. Mitchell Katz, John Ulberg, Sheldon McLeod, Dr. Michael Stocker, Matthew Siegler, Jeremy Berman as Directors of HHC Assistance Corporation CSO/OneCity Health Services

NYC Health + Hospitals, as sole member, has the power to designate the members of the Board of Directors of HHC Assistance Corporation CSO d/b/a OneCity Health Services. It is proposed that the following individuals be elected directors of the NYC CSO/OneCity Health Services Board of Directors with the designated individuals to also hold the offices indicated: Israel Rocha, Chair, Dr. Mitchell Katz, John Ulberg, Sheldon McLeod, Dr. Michael Stocker, Matthew Siegler, and Jeremy Berman.

A vote approving the appointment of the aforesaid to the HHC Assistance Corporation CSO Inc. /OneCity Health Services Board of Directors is sought.

RESOLUTION

Authorizing New York City Health and Hospitals Corporation (the "System") to execute an agreement with Hunter Ambulance, Inc. ("Hunter") to provide the management and provision of patient transportation services for the System over a three-year term with two one-year options to renew solely exercisable by the System and with a total cost over the combined five-year term not to exceed \$12,070,896.

WHEREAS, the Contract Review Committee approved the issuance of a request for proposals for the provision of patient transportation services (the "RFP"); and

WHEREAS, in response to the RFP 9 proposals were received, 6 were deemed responsive, and 3 (Empress Ambulance Service Inc., American Medical Response of New York, LLC, Hunter) were invited for on-site presentations to the Evaluation Committee; and

WHEREAS, during an Evaluation Committee conference, each vendor was evaluated on: substantive proposal; cost; references and history with H+H; and experience generally and Hunter was unanimously chosen as the vendor most suitable to meet the System's needs; and

WHEREAS, under the proposed agreements the System will contract with Hunter to provide all ambulance services required by the System directly or through subcontractors, to provide all ambulance services six months after contract signing, to provide an intra-facility call transfer center 18 months after contract signing (at the System's request), and to collaborate with the System on developing system-wide standard protocols to reduce patient transportation times; and

WHEREAS, the proposed agreement for these services will be managed by the Senior Assistant Vice President for Acute Care Operations.

NOW THEREFORE BE IT:

RESOLVED, that the New York City Health and Hospitals Corporation be and hereby is authorized to execute an agreement with Hunter Ambulance, Inc. to provide the management and provision of patient transportation services for the System over a three-year term with two one-year renewal options exercisable solely by the System at a cost over the combined five-year term not to exceed \$12,070,896.

**EXECUTIVE SUMMARY
RESOLUTION TO AUTHORIZE CONTRACT
WITH HUNTER AMBULANCE, INC.
FOR THE PROVISION OF PATIENT TRANSPORTATION SERVICES**

BACKGROUND: Currently, the System uses multiple vendors to provide transportation for patients both to Facilities and among Facilities and the dispatch/ordering of transportation is fragmented throughout the System. This arrangement has been plagued by significant gaps in service aggravated by chronic late payment of vendors and non-competitive rates paid to vendors. The purpose of the proposed agreement is to achieve a single vendor patient transportation solution to align policies and processes for patient transport, intra-System patient transfer, coordinated central ordering of transportation and payment for the services. Outcomes of a single vendor transportation solution will include improved patient care, reduced administrative burdens, tighter operational management, and increased System patient retention with reduced patient leakage.

PROCUREMENT: The Contract Review Committee approved a Request for Proposals. Of the subsequent 9 proposals received, 6 were deemed responsive. Of the 6 responsive proposals, 3 proposers were invited for in-person presentations. The Evaluation Committee unanimously ranked Hunter as the vendor most suitable to meet the needs of the System.

PROGRAM: Hunter will manage all ambulance and ambulette patient transportation services across the System. It will staff a central dispatch center that will field all transportation requests and assign each request to a service provider. Hunter will also directly provide the transportation services as well as through sub-contracted vendors approved by the System. Each Facility will have a primary vendor assigned with provision for back-up. Hunter will bill for all services including those provided by its subcontractors. With its central role, Hunter will be able to track performance across the System so as to report to the System key performance indicators.

BUDGET: The cost of the proposed agreement will not exceed \$12,070,896 over the full five year term. The total amount has been budgeted and signed off by Central Finance.

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

31871B

TO: Paul Angeli, Project Manager
Procurement Systems/ Operations
Materials Management

FROM: Keith Tallbe *KT*

DATE: February 15, 2019

SUBJECT: EEO CONTRACT COMPLIANCE REVIEW AND EVALUATION

The proposed contractor/consultant, Hunter Ambulette-Ambulance, Inc., has submitted to the Supply Chain Diversity Office a completed Contract Compliance Questionnaire and the appropriate EEO documents. This company is a:

Minority Business Enterprise Woman Business Enterprise Non-M/WBE

Project Location(s): Corporate-wide

Contract Number: _____

Project: Medical Transportation Services

Submitted by: Procurement Operations

EEO STATUS:

1. Approved
2. Approved with follow-up review and monitoring
3. Not approved
4. Conditionally approved subject to EEO Committee Review

COMMENTS:

KT:srp

Application to Enter into Contract: Patient Transportation Services

Svetlana Lipyanskaya
Managed Care / Patient Growth Services

Board of Directors Meeting
February 28, 2019



Goal: Transportation Improvement

- Reasons for poor service
 - The System's expiring contracts had set ambulance rates at Medicaid levels, which is below cost of providing service
 - Payments were late to vendors
 - Vendors were not assigned to a facility
 - No Service Level Agreements (SLAs)

- Steps to improve service
 - Rates: Issue RFP. Proposed rates came in at Medicare rates
 - Payment model being developed with Finance – pay in advance
 - Vendor/Sub-vendor to be assigned as primary to each facility
 - This will provide dependable volume and result in high availability of vehicles
 - SLAs and ongoing monitoring

- ~\$25 million annual additional revenue from reduced patient leakage by implementing single vendor solution



RFP Timeline

- October 25, 2017: CRC approved RFP
- While proposals were being evaluated, Dr. Katz tasked Acute Care Operations with assessing patient transportation services through a performance improvement team
 - Outcome: desire for a single vendor patient transportation solution to align policies and processes for payment, patient transport, intra-System patient transfer and reduce leakage
- September 25, 2018: CRC approved modified RFP for a single vendor solution
 - Scope: single vendor solution for ambulance, ambulette, livery and intra-System transfer call center
- 6 responsive proposals received and evaluated
- Highest scoring three vendors were further evaluated through in-person presentations:
 - Empress
 - Hunter
 - AMR
- After review by the evaluation committee, and based on the selection criteria, Hunter was unanimously chosen as the vendor most suitable to perform the services
 - Substantive Proposal -- 50%
 - Cost – 25%
 - References/History with H+H – 15%
 - Experience – 10%
- February 5, 2019: CRC approved application to contract with Hunter



Selected Vendor: Hunter

- Hunter has historically provided high quality ambulance services to NYC Health + Hospitals
- Hunter provides a similar single vendor solution for Catholic Health Services on Long Island, and Mt. Sinai
- Hunter directly or through pre-approved subcontractors, will provide all of the System's ambulance and ambulette patient transportation needs
 - H+H will have pre-approval rights and the ability to terminate the use of any specific subcontractor
- Hunter will be the single source for all invoicing and payment of services
- Hunter will provide detailed reporting on all services performed against the contract SLAs



Negotiated terms

- Coordinators
 - Hunter will provide 5 onsite transport coordinators.
- Billing
 - Hunter will manage all payor of last resort billing (subs will not bill the System directly)
- Ambulances
 - Each facility will have a dedicated provider that will have to adhere to negotiated SLAs and station ambulances near the facility.
 - Hunter will procure and brand 26 ambulances to be dedicated to H+H service (in addition to and as back-up to the existing service fleet)
- Interface
 - Hunter has interfaced with Epic previously. Future integration will lead to improved insurance capture and reduced billing to the System



NYC HEALTH+ HOSPITALS Costs

- Hunter will bill the System as payor of last resort in instances where a patient has no third-party payor, or ability for self-pay, for ambulance or ambulette services.
 - This is consistent with our current state practice
 - Ambulance rates: Consistent with Medicare rates
 - Ambulette rates: \$70 per trip
- Hunter will not charge any additional fees above the cost of providing payor of last resort services
- Historically the amount for ambulance and ambulette paid by the System as payor of last resort has been about \$2.4 million annually
 - It is expected that the System will pay less with improved insurance capture via Epic interface



Implementation Plan

- Execute contract March 1, 2019
- Upon contract execution Hunter and the System will form a Transportation Council to develop and implement all operational aspects of the single vendor solution:
 - Internal team comprised of central office staff, facility staff and Hunter staff to align business processes between Hunter and H+H
- Ambulance services will be provided immediately to the acute care facilities through a staged borough by borough roll-out
 - Upon completion of roll-out at the acute care facilities, integration work will begin at the post-acute facilities
- Within six months, Hunter will provide all ambulance services
 - Roll-out planning will include acute care, post acute and Gotham
- Intra-System Transfer Call Center
 - 18 months after contract signing Hunter, at the System's request, will operate an intra-facility Transfer Center (similar to AirMethods current service, but streamlined based on adoption of clinical protocols)



Request for Approval

- Proposed contract:
 - 3 years with two one-year options to renew
 - \$12,070,896



Appendix



NYC HEALTH+ HOSPITALS RFP Evaluation Committee

- Evaluation Committee:
 - Dena Rakower, Senior Associate Director, Bellevue
 - William Brown, CEO, Coney Island
 - David Baksh, Ass. Exec. Director, Queens
 - Andy Wen, M.D., Medical Director, Bellevue Hospital
 - Roslyn Weinstein, Vice President, Operations
 - Hillary Jalon, AVP, Quality & Safety
 - Sheldon Teperman, M.D., Jacobi, Chief of Trauma



Service Level Agreements

- Service Level Agreements set at above industry standard
 - 95% of all calls answered within 3 rings
 - 100% of all calls receive appropriate transportation
 - 85% of all emergency calls, ambulance arrives within 20 minutes
 - 85% of all non-emergency calls, ambulance arrives within 60 minutes
 - 85% of all scheduled calls, ambulance arrives within 30 minutes of scheduled pick-up



RESOLUTION

Authorizing New York City Health and Hospitals Corporation (the "System") to execute an agreement with Sedgwick Claims Management Services, Inc. ("Sedgwick") to supplement the Office of Legal Affairs/Claims and Litigation in the management of the medical malpractice claims against the System over a three-year term with two one-year options to renew solely exercisable by the System and with a total cost over the combined five-year term not to exceed \$30,703,360.

WHEREAS, Request for Proposals ("RFP"s) were previously issued in 2002 and 2007 when contracts were awarded to Sedgwick as a result of being the top scoring proposer; and

WHEREAS, a Sole Source contract was awarded to Sedgwick in 2012; and

WHEREAS, in response to a Request for Expressions of Interest issued by the System in April 2018 to the largest Third Party Administrators ("TPAs") in the United States, Sedgwick and one other vendors responded and the other firm was determined to lack the necessary staff, technology and capacity to meet the System's needs; and

WHEREAS, the Contract Review Committee approved an application to enter into a contract with Sedgwick in the Best Interest of the System; and

WHEREAS, Sedgwick is uniquely capable of meeting the needs of the System due to its previous experience with the System, data management, and staffing model; and

WHEREAS, under the proposed contract Sedgwick will conduct early claims investigation, supervise outside counsel, manage active claims, maintain an electronic database of claims, ensure regulatory compliance and track indemnity and expense reserves all at the direction of Office of Legal Affairs/Claims and Litigation; and

WHEREAS, the proposed contract will allow the System to bring in-house discrete parts of the Sedgwick operation if and to the extent that the System determines that such parts can be performed in-house at lower cost while maintaining the quality of the service.

NOW THEREFORE BE IT:

RESOLVED, that New York City Health and Hospitals Corporation be and hereby is authorized execute an agreement with Sedgwick Claims Management Services, Inc. to support the Office of Legal Affairs/Claims and Litigation in the management of medical malpractice claims against the System over a three-year term with two one-year options to renew solely exercisable by the System and with a total cost over the combined five-year term not to exceed \$30,703,360.

**EXECUTIVE SUMMARY
RESOLUTION TO AUTHORIZE CONTRACT
WITH SEDGWICK CLAIMS MANAGEMENT SERVICES, INC.**

- BACKGROUND:** The Office of Legal Affairs/Claims and Litigation manages all of the medical malpractice claims against the System (approximately 1,500 matters at any point in time). This includes cases handled by in-house attorneys as well as those assigned to outside counsel. A TPA is needed to effectively manage the volume of claims against the System and support the day-to-day management of matters assigned to outside counsel. Sedgwick has been the System's TPA since 2002.
- PROGRAM:** Sedgwick will conduct early claims investigation and supervise outside counsel. Sedgwick will also manage all claims including tracking them and reporting their status at regular intervals. It will also maintain an electronic database of the claims, ensure regulatory compliance and reporting, and monitor indemnity and expense reserves at the direction of Office of Legal Affairs/Claims and Litigation. The System will reserve the right in its agreement with Sedgwick to take in-house discrete aspects of Sedgwick's work if the System determines that such work can be performed at lower cost and with similar quality by the System's own staff.
- BUDGET;** The cost of the proposed agreement will not exceed \$30,703,360 over the full five
- PAYMENT:** year term. The expiring contract was based on a flat fee estimated at 800 new claims per year at a cost of \$6.14 million per year. The proposed agreement will be based on actual hours worked, with an annual cap of \$6.14 million. Based on reduced volume, a decrease in costs is expected. The projected total cost to the System has been budgeted and signed off by System Finance.
- PROCUREMENT:** RFPs were previously issued in 2002 and 2007, in both instances resulting in contracts being awarded to Sedgwick as the top scoring proposer. A Sole Source contract was awarded to Sedgwick in 2012. A Request for Expression of Interest was issued in April 2018 to the largest TPAs in the United States. Two vendors responded including Sedgwick. The other respondent was determined to lack sufficient staff, technology and capacity to accommodate the System's needs. An application to enter into contract in the Best Interest of the System was presented before the Contract Review Committee at its February 5, 2019 meeting and was approved by its approval letter dated February 5, 2019; and
- TERM:** The term of the proposed agreement is three years with two one-year options to renew solely exercisable by the System.

31542B

TO: Paul Angeli, Project Manager
Procurement Systems/ Operations
Materials Management

FROM: Keith Tallbe *KT*

DATE: February 5, 2019

SUBJECT: EEO CONTRACT COMPLIANCE REVIEW AND EVALUATION

The proposed contractor/consultant, Sedgwick Claims Management Services, Inc., has submitted to the Supply Chain Diversity Office a completed Contract Compliance Questionnaire and the appropriate EEO documents. This company is a:

Minority Business Enterprise Woman Business Enterprise Non-M/WBE

Project Location(s): Corporate-wide

Contract Number: _____

Project: Professional Liability Claims
and Risk Management Services

Submitted by: Procurement Operations

EEO STATUS:

1. Approved
2. Approved with follow-up review and monitoring
3. Not approved
4. Conditionally approved subject to EEO Committee Review

COMMENTS:

KT:srp

Medical Malpractice Claims Management Services

Application to
Enter into Contract

Andrea G. Cohen, General Counsel and SVP
David C. Y. Cheung, Deputy General Counsel
Office of Legal Affairs

Board of Directors Meeting
February 28, 2019



Current State: Need for a Third Party Administrator (TPA)

- The Office of Legal Affairs, Claims and Litigation Unit, manages all of the medical malpractice claims against the System (approximately 1,500 matters at any point in time).
- This includes cases handled by our in-house attorneys as well as managing matters assigned to outside counsel.
- A TPA is needed to effectively manage the volume of claims against the System.
- Sedgwick has been our TPA since 2002.



Sedgwick Services Overview

- Early Investigation (Record reviews and interviews)
- Claims Management and Outside Counsel Supervision as directed by the Office of Legal Affairs
- Tracking, Monitoring and Reporting
- Electronic Database Management (iVOS)
- Regulatory Compliance and Reporting
- Indemnity and Expense Reserves
- The current contract expires February 28, 2019



Prior Solicitations

- RFPs were done in 2002 and 2007. Sedgwick was awarded the contract in both instances. In 2012 Sedgwick was awarded a contract as a sole source.
- In April 2018, an RFI was prepared and issued to the top 10 largest TPA vendors in the United States.
 - None of the top 10 vendors was an MWBE
 - Only two vendors provided a written response: Sedgwick and York. York did not have investigator or claims management capacity.



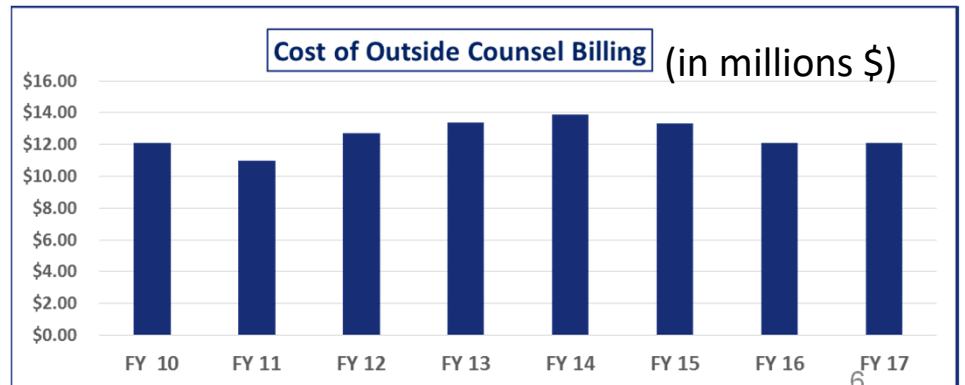
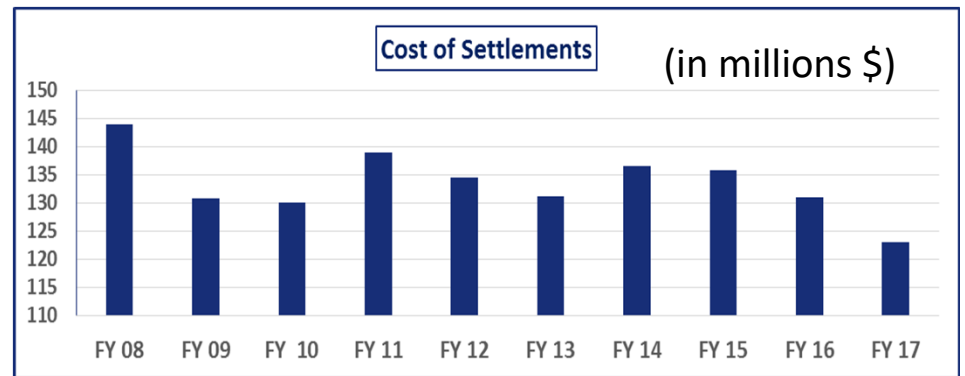
Sedgwick: Capacity and Market Niche

- Single largest TPA (64% larger than next largest TPA)
- Market Leadership (60% market share in health care)
- Client list includes many municipal hospital systems
- Dedicated 34 professional full time employees (FTE's) (1 director, 4 team leaders, 14 nurse investigators, 12 claims specialists, and 3 claims assistants)
- Only vendor with nurse investigator team which is substantially more cost effective than using law firms for investigations
- 4,700 investigative reports by nurse investigators for NYC Health + Hospitals in last 5 years
- Handled 12,000 matters on our behalf claims since 2002
- Existing capacity to manage our volume. No start-up or switching costs.



Sedgwick contributing to success in managing medmal cost

- When the handling of the System’s medical malpractice claims was transferred to NYC Health + Hospitals the City allocated ~\$14 million annually for the hiring of outside counsel.
- Through the efforts of the early investigation of claims through Sedgwick’s nurse investigator team, the outside counsel costs have remained flat for the past 9 years.
- Sedgwick’s team has also been instrumental in the System achieving a decline in annual settlement costs.



Negotiated Acquisition/Proposed Contract

- Expiring contract based on a flat fee estimated at 800 new claims per year with a cost of \$6.14 million per year.
- Proposed agreement based on actual hours worked, with an annual **cap** of \$6.14 million. Based on trend toward reduced volume, we expect an overall decrease in contract costs.
- Proposed contract allows us to reduce or remove any category of service provided by Sedgwick on 30 days' notice



Request for Approval

- Three year contract with two one-year options to renew with a Not To Exceed total (NTE) of \$30.7 million

