

BOARD OF DIRECTORS MEETING
THURSDAY, DECEMBER 17, 2015

A•G•E•N•D•A

<p><u>CALL TO ORDER - 4 PM</u></p>	<p>Mr. Campbell</p>
<p>Call for a Motion to Convene in Executive Session</p> <p><u>Executive Session / Facility Governing Body Report</u></p> <ul style="list-style-type: none"> ➤ Bellevue Hospital Center <p>Semi-Annual Governing Body Report (Written Submission Only)</p> <ul style="list-style-type: none"> ➤ Jacobi Medical Center ➤ North Central Bronx Hospital 	
<p><u>OPEN SESSION – 5 PM</u></p> <p>1. Adoption of Minutes: November 17, 2015</p>	<p>Mr. Campbell</p>
<p><u>Vice Chair’s Report</u></p>	<p>Mr. Campbell</p>
<p><u>President’s Report</u></p> <ul style="list-style-type: none"> ➤ Information Item: *NYC Health + Hospitals Behavioral Health Update Presenter: Ross Wilson, M.D., Sr. VP & Chief Medical Officer 	<p>Dr. Raju</p>
<p>>>Action Items<<</p>	
<p>2. RESOLUTION amending the By-Laws of the New York City Health and Hospitals Corporation (NYC Health + Hospitals) with respect to certain standing committees to better enable NYC Health + Hospitals to conduct its business. (Governance Committee – 12/17/2015)</p>	<p>Mr. Campbell</p>
<p>3. RESOLUTION approving the NYC Health + Hospitals Annual Board Committee Assignments effective January 2016.</p>	<p>Mr. Campbell</p>
<p>4. RESOLUTION authorizing the President of the New York City Health + Hospitals to negotiate and execute a five-year contract with Mythics, Inc. to provide software, maintenance and training for an Enterprise Resource Planning System with one, five-year option to renew, exercisable solely by NYC Health + Hospitals, in an amount not to exceed \$31,301,712. (Med & Professional Affairs / IT Committee – 12/03/2015) EEO: Approved / VENDEX: Pending</p>	<p>Dr. Calamia</p>
<p>5. RESOLUTION authorizing the President of the NYC Health + Hospitals to negotiate and execute an agreement with Urgicare Medical Associates PC for the provision of urgent medical services not requiring hospitalization to inmates in the custody of the New York City Department of Correction for one year with two one-year options to renew for an amount not to exceed \$1,828,591 per year with annual increases of not greater than 6%. (Med & Professional Affairs / IT Committee – 12/03/2015)</p>	<p>Dr. Calamia</p>
<p>6. RESOLUTION authorizing the President of the NYC Health + Hospitals to execute a five year lease agreement including one five year option with 850 Longwood Avenue Housing Development Fund Corporation for approximately 2,200 square feet of ground floor space at 850 Longwood Avenue, Borough of the Bronx, to house the Special Supplemental Nutrition Program for Women, Infants and Children (the “WIC Program”) operated by Morrisania, a Gotham Health Center at a rate of \$22.72 per square foot inclusive of utilities, or \$50,000 per year to be escalated by 2% per year for a total rent amount over the five year initial term of \$260,202. (Capital Committee – 12/01/2015)</p>	<p>Ms. Youssef</p> <p>(over)</p>

7. RESOLUTION authorizing the President of the NYC Health + Hospitals to execute a one-year revocable **license agreement** with the **New York City Department of Health and Mental Hygiene** (DOHMH), renewable for successive one-year periods until terminated, for NYC Health + Hospitals to occupy portions of the DOHMH properties listed in the attached Exhibit A consisting of 54,682 square feet in total for the operation of ambulatory care clinics with the occupancy cost waived but with NYC Health + Hospitals responsible for certain after-hours charges not to exceed \$500,000 per year.
(Capital Committee – 12/01/2015)

Ms. Youssouf

Committee Reports

- Audit
- Capital
- Finance
- Governance
- Medical & Professional Affairs / Information Technology
- Strategic Planning

**Ms. Youssouf
Ms. Youssouf
Mr. Rosen
Dr. Barrios-Paoli
Dr. Calamia
Mrs. Bolus**

Subsidiary Board Report

- HHC Capital Corporation
- MetroPlus Health Plan, Inc.
- HHC Insurance Company/Physicians Purchasing Group

**Dr. Barrios-Paoli
Mr. Rosen
Dr. Raju**

>>Old Business<<

>>New Business<<

Adjournment

Mr. Campbell

NYC HEALTH + HOSPITALS

A meeting of the Board of Directors of the New York City Health and Hospitals Corporation ("NYC Health + Hospitals") was held in Room 532 at 125 Worth Street, New York, New York 10013 on the 17th day of November 2015 at 4:00 P.M. pursuant to a notice which was sent to all of the Directors of the NYC Health + Hospitals and which was provided to the public by the Secretary. The following Directors were present in person:

Dr. Lilliam Barrios-Paoli
Dr. Ramanathan Raju
Dr. Gary S. Belkin
Mrs. Josephine Bolus
Dr. Jo Ivey Boufford
Dr. Vincent Calamia
Ms. Anna Kril
Ms. Barbara A. Lowe
Mr. Robert Nolan
Mr. Mark Page
Mr. Bernard Rosen
Ms. Emily A. Youssouf

Jennifer Yeaw was in attendance representing Commissioner Steven Banks; Oxiris Barbot was in attendance representing Dr. Mary T. Bassett; and Udai Tambar was in attendance representing First Deputy Mayor Anthony Shorris, each in a voting capacity. Dr. Barrios-Paoli chaired the meeting and Mr. Salvatore J. Russo, Secretary to the Board, kept the minutes thereof.

Dr. Barrios-Paoli received the Board's approval to convene an Executive Session to discuss matters of personnel and quality assurance.

FACILITY GOVERNING BODY/EXECUTIVE SESSION

The Board convened in Executive Session. When it reconvened in open session, Dr. Barrios-Paoli reported that, 1) the Board of Directors, as the governing body of NYC Health + Hospitals/ Harlem, received an oral report and written governing body submission and reviewed, discussed and adopted the facility's report presented; and 2) as governing body of NYC Health + Hospitals/Metropolitan, the Board reviewed and approved its semi-annual written report.

Dr. Barrios-Paoli announced the Board's approval of Plachikkat V. Anantharam to serve as NYC Health + Hospitals Senior Vice President of Finance.

ADOPTION OF MINUTES

The minutes of the meeting of the Board of Directors held on October 22, 2015 were presented to the Board. Then on motion made by Dr. Barrios-Paoli and duly seconded, the Board unanimously adopted the minutes.

1. **RESOLVED**, that the minutes of the meeting of the Board of Directors held on October 22, 2015, copies of which have been presented to this meeting, be and hereby are adopted.

CHAIRPERSON'S REPORT

Dr. Barrios-Paoli updated the Board on approved and pending Vendex.

Dr. Barrios-Paoli reported that under Dr. Raju's leadership, a new direction is underway in the organization,

transforming from a focus on sick care to healthcare and from a hospital-centered corporation to a healthcare system.

Dr. Barrios-Paoli reiterated New York City Health + Hospitals commitment to support the City's effort to construct more affordable housing, including housing for special needs residents.

PRESIDENT'S REPORT

Dr. Raju's remarks were in the Board package and made available on HHC's internet site. A copy is attached hereto and incorporated by reference.

INFORMATION ITEM

Dr. Ross Wilson, Senior Vice President, provided an overview of the changes being made at NYC Health + Hospitals which focus on identifying the population served and proactively keeping people healthy.

ACTION ITEMS

RESOLUTION

2. Authorizing the President of NYC Health + Hospitals to enter into a contract with **CareTech Solutions, Inc.** for **Epic Service Desk Support** in an amount not to exceed \$14,694,651 (includes a 7.5% contingency of \$1,024,673) for the contract term of five years with two one-year options to renew, at the Corporation's exclusive option.

Dr. Calamia moved the adoption of the resolution which was duly seconded and unanimously adopted by the Board.

RESOLUTION

3. Authorizing the President of NYC Health + Hospitals to negotiate and execute a contract with **McKesson Technologies Inc.** to provide **Radiology Integration and Practice Management Services** for a period of three years with two, one-year options to renew, exercisable solely by NYC Health + Hospitals, in an amount not to exceed \$16,684,855, inclusive of all costs and expenses.

Dr. Calamia moved the adoption of the resolution which was duly seconded and unanimously adopted by the Board.

RESOLUTION

4. Authorizing the President of the New York City Health + Hospitals to execute a five year **lease agreement** including one five year option with **Harlene Realty Corporation** for approximately 600 square feet of ground floor space at 2101 Mermaid Avenue, Borough of Brooklyn, to house the **Women, Infants and Children Program (WIC Program)** operated by Coney Island Hospital at a rate of \$16.66 per square foot, or \$9,996 per year to be escalated by 2.25% per year for a total rent amount over the five year initial term of \$52,280.

Ms. Youssouf moved the adoption of the resolution which was duly seconded and unanimously adopted by the Board.

RESOLUTION

5. Authorizing the President of the NYC Health + Hospitals to execute an amendment to the existing **Memorandum of Understanding (MOU)** with the **New York City Department of Information and Telecommunications (DOITT)** that permits the **installation and maintenance of communication equipment** at eight of the Corporation's facilities required for the operation of the City-wide Radio Network at no cost to DOITT to both expand the list of facilities at which DOITT equipment is sited to include **Harlem Hospital Center, Metropolitan Hospital Center and Sea View Hospital Rehabilitation Center** and Home and to expand the area at several Facilities for DOITT to use and the type of equipment to be installed and maintained.

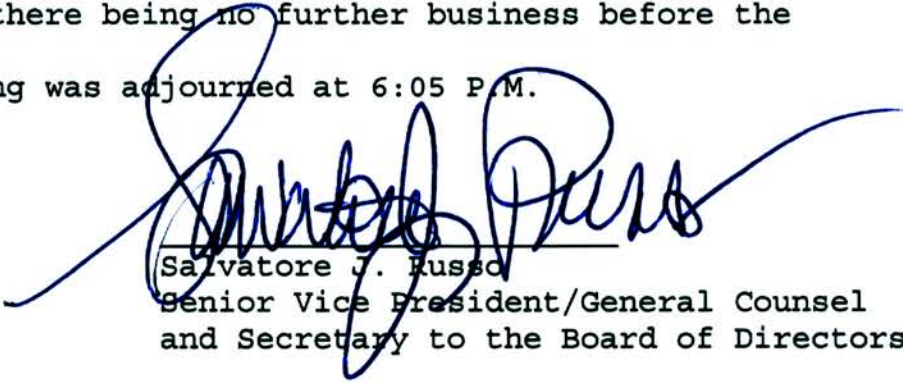
Ms. Youssouf moved the adoption of the resolution which was duly seconded and unanimously adopted by the Board.

SUBSIDIARY AND BOARD COMMITTEE REPORTS

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

ADJOURNMENT

Thereupon, there being no further business before the Board, the meeting was adjourned at 6:05 P.M.



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

COMMITTEE REPORTS

Capital Committee – November 12, 2015

As reported by Ms. Emily Youssouf

Senior Assistant Vice President's Report

Roslyn Weinstein, Senior Assistant Vice President, Operations, advised that she had a few informational items to discuss. She first shared the Federal Emergency Management Agency (FEMA) project dashboard, which tracks progress of the ongoing FEMA work taking place. She said that the dashboard would be shared monthly. Ms. Weinstein explained that the notation regarding the Metropolitan Hospital Center environmental assessment had already moved forward to completed status. Mark Page, asked who managed the environmental assessment. Ms. Weinstein said that the NYC Health + Hospitals posts the assessments and is responsible for responding to any questions or concerns that come forward. Ramanthan Raju, MD, President, added that a division within FEMA mandated that a public posting take place. Ms. Weinstein said yes, we had to do them for any hospital that required work where we would be digging into the ground.

Ms. Youssouf asked about the status of the Memorandum of Understanding on the dashboard. Ms. Weinstein said that the document was being drafted by the legal departments at the NYC Health + Hospitals, and the Economic Development Corporation (EDC). She advised that the document was still pending as both parties awaited execution of the Project Labor Agreement (PLA).

Mr. Berman explained that the MOU was between the NYC Health + Hospitals, the City of New York, and the EDC, and the New York City Office of Management and Budget (OMB) was also a signatory. The document established the governing flow of FEMA funds thorough the City to NYC Health + Hospitals, and the role of the EDC as the "implementing" agency. He advised that the MOU was virtually complete, but awaiting execution of the one document, the PLA, prior to final execution. Ms. Weinstein said that an outside group was reviewing the PLA, and it would hopefully be completed in the coming weeks, but in the meantime although status for that document was behind schedule, in yellow, it was not holding up any other part of the project.

Ms. Youssouf asked why the color had changed from green to yellow. Ms. Weinstein said because the team had forecasted full execution of that document by a certain date and it had not met that date. However, in this instance there were no repercussions. All other parts of the projects were moving forward, as scheduled, unaffected.

Mr. Page asked what company was reviewing the PLA. Ms. Weinstein said that in order to execute the PLA, a third party evaluation needed to be completed to show how NYC Health + Hospitals would incur savings and time benefits. Ms. Youssouf asked which company was doing that. Mr. Berman said LiRo Program and Construction Management. He explained that they had played that role with other City agencies as it was a necessary part of the process in order to demonstrate that there would be no cost to adopting a PLA. Mr. Page asked if they had ever said no to a PLA. Mr. Berman said probably not, but the big savings are fairly certain. If you don't have the danger of strikes and work stoppages and are able to coordinate the work of the various prime contractors under one single entity that is a significant savings. However, the process is formal and planned projects are studied to reflect a projected savings. Ms. Youssouf added that a concern wouldn't be the denial of the PLA as much as the debate back and forth with legal representation, which has happened at other agencies as well, and delays execution. Mr. Berman agreed, adding that the PLAs were subject to legal challenge which was why it was important to have the study on file.

Mr. Page asked if the PLA was a legal way around the Wicks Law. Ms. Youssouf said a PLA could result in cheaper wages. Ms. Weinstein explained there would be a regulation going before the State that would disallow using the Health + Hospitals requirements contracts were a PLA not in place. LaRay Brown, Senior Vice President, Corporate Planning and Community Health, added that legislation was presented at a recent legislative session that City agencies, including Health + Hospitals, be included in the PLA option. Ms. Youssouf asked if that had passed. Ms. Brown said no. So, Ms. Youssouf said, we should be doing this anyway, but that legislative requirement, if/when it is passed will make it necessary.

Mrs. Bolus asked which groups were part of the PLA. Mr. Berman said Health + Hospitals and representatives from all the construction trades. Mrs. Bolus asked how this would be a shortcut. Ms. Youssouf explained that it would allow us to use pre-qualified firms. Mrs. Bolus asked what would happen if two or three group members said no. Mr. Berman said we had been ensured that it all would go through. Ms. Weinstein added that the trades were looking forward to it.

Mr. Page asked what legislation was pending. Mr. Berman said there was a piece of legislation pending that would disallow the use of requirements contracts were they not operating under a PLA.

Mrs. Bolus asked what problems may present themselves once the PLA was executed. Ms. Brown said that if the legislation were signed, the PLA being in place would provide protection to Health + Hospitals. Mr. Page asked if this would force the use of PLAs for all work and whether that would be beneficial. Mr. Berman said yes we would probably use PLAs for everything and that would be good.

Mrs. Youssouf said, it is in fact a work around to the Wicks Law, but the unions are on board and not in danger of being offended.

Mrs. Bolus asked how long we would use the PLA and for what. Mr. Berman said this was a five year agreement, similar to those signed by other City agencies, and would be used on all capital projects moving forward.

Ms. Youssouf asked about status of the Coney Island Hospital Project Worksheet (PW), as displayed on the dashboard. Ms. Weinstein advised that the PW was approved as submitted and required an amendment, as anticipated, and that approval had not come forth yet. There had been assurances that it would come forward, it just hadn't happened yet.

Ms. Weinstein explained that the design procurement item that reflected a delay was also slightly behind schedule, not affecting movement forward, but slightly past the originally anticipated date.

Ms. Youssouf asked whether an architectural firm had been selected. Ms. Weinstein said yes, through an RFP, the firm had been selected.

Dr. Raju advised that there was some internal discussion going on but there was general agreement that it would be approved in time.

Ms. Youssouf asked if any design procurement had begun with regards to Bellevue. Ms. Weinstein said no, explaining that scope needed to be clarified. We do not want to initiate a design team without a clearly defined and agreed upon scope.

Dr. Raju advised that there was some discussion as to whether Bellevue would be building its own wall, while neighboring sites built their own walls, or whether the community would come together and build one wall.

Mrs. Bolus asked whether there was concern that water hitting flood walls would bounce back onto other sites. Ms. Weinstein said that issue had been brought up and is part of ongoing discussions and design ideas.

Ms. Youssouf was pleased to see the document, said it was quite helpful, and looked forward to projects moving forward.

Mr. Page asked whether plans considered the possible need to pump water out from behind the walls. Louis Iglhaut, Assistant Vice President, Office of Facilities Development, advised that ground seepage would occur and need to be pumped out, and that would be coordinated. Ms. Weinstein explained that all these concerns were being studied and that was why the design was very important and the group was taking its time on finalizing.

Ms. Weinstein introduced the next informational topic, the Mayoral Initiative for Caring Neighborhoods, for which Health + Hospitals would be building and expanding primary care clinic services within local communities. Ms. Youssouf asked if this was solely a Mayoral initiative or also part of growing community health focus. Ms. Weinstein said yes, making services more community based, less hospital focused. Lilian Barrios Paoli explained that the Mayor had announced that he would create 16 clinics within underserved neighborhoods.

Mrs. Bolus noted that the Canarsie neighborhood had not benefited, and that surprised her. Ms. Brown explained that a number of factors contributed to those decisions; income demographics, incidence of avoidable hospitalization, proportion of uninsured, and more, and studies brought forth sixteen communities that needed increased services. Ms. Brown said she and her staff had reviewed and updated that data and Canarsie, as a neighborhood, had still not made it onto the in-need list.

Ms. Youssouf asked why in some neighborhoods there were multiple locations being added. Ms. Brown said that some of the neighborhoods were severely underprovided with primary care. She explained that the process for determining new sites included what services were missing, so those sites may offer different types of services.

Ms. Youssouf asked for clarification on new sites, because the list appeared to show no new sites. Ms. Brown said that there were a few locations that were brand new, the leased sites, for instance.

Ms. Youssouf asked that the Committee be provided with ongoing updates, and that it be more clearly defined as to what is new and what is existing. Ms. Brown said she would provide that to Ms. Weinstein and would also include a description of services at those sites.

Ms. Youssouf asked if the Greenpoint clinic site was on the list. Mr. Martin said no, we are exploring leaving that site. Mr. Berman said litigation with the landlord was underway, but noted that the third floor space was completed. Mrs. Bolus said that the third floor space was not adequately accessible. Mr. Martin said he would personally visit the site.

Dr. Raju noted that these services were all expanded, new services, and not the same service as before, regardless of the existing locations. Ms. Brown said she understood and would assist in providing a document that more clearly explained everything.

Mrs. Bolus asked if medical professionals would be rotated between the new sites, to provide more services in various locations. Ms. Brown said that would be determined based on what the sites could accommodate. If not on site, there would be referrals to the neighboring Health + Hospitals facilities for expanded services. These sites would be principally primary care, with some expanded behavioral health services.

Mrs. Bolus asked if any of the sites were to provide dental services. Mr. Martin said there would be one. Ms. Brown added that there was one site that had space and would be outfitted for that. She expanded to say that the Economic Development Corporation (EDC) would be working outside of HHC, by issuing Requests for Proposals (RFPs) to create additional sites. When those proposals came back, we would meet with them to ensure that we are not duplicating services, but there may or may not be dental services in those unknown, non-Health + Hospital sites.

Ms. Youssouf asked if those other sites would refer to Health + Hospitals facilities. Ms. Brown said some would, but not all.

Mr. Page said that it was clear that resources had been spent on our end to plan appropriately and educate on the front end and asked that this same practice be used moving forward. He recommended that communication keep flowing and that we keep alert to the utilization at the sites. Dr. Raju agreed. He said it is important that we keep aware of the community and patients, at all times. Mr. Page said yes, neighborhoods are dynamic, so we should be too.

Ms. Weinstein announced that a Domestic Violence Family Justice Center was being created at Harlem Hospital Center, in an existing space, to help combat domestic violence, with plans to establish a site at Kings County Hospital as well. She said these projects would be fully funded by the City of New York, and she would provide more information as things moved forward.

Ms. Weinstein advised that Communilife was looking to build a new special needs housing development on the Woodhull Hospital campus, providing 89 studio apartments, 53 of which would be designated for Woodhull patients. Ms. Youssouf noted that the housing was for special needs individuals and therefore would negate the impact that some new Fair Housing Act regulations were having on other development projects.

Ms. Weinstein explained that the Draper Hall II project would soon begin. Ms. Brown said there would be 132 units in total.

Mrs. Bolus asked if the apartments were all lottery based. Ms. Brown said yes, at the Draper Hall site. However, the special needs units, at the Communilife site, will not be lottery. Those individuals would have to meet income requirements but otherwise would be identified by Woodhull staff as to whether they were able to live in the community with local support only.

Mrs. Bolus asked if any of the previously displaced individuals from Goldwater Hospital would be moving into the sites. Ms. Brown said not at the Communilife site in Brooklyn, but there was some space becoming available in the East 99th Street units. All Health + Hospitals facilities feed into those apartments.

Lastly, Ms. Weinstein introduced Marcus Lewis, Energy Analyst, Office of Facilities Development, who had recently received an award for New York City Energy Analyst of the year. She explained that Mr. Lewis discovered that Health + Hospitals was being billed for utility costs in buildings we no longer occupied, in addition to his hard work on other on-going energy projects. The Committee and the audience applauded Mr. Lewis and his notable work.

That concluded Ms. Weinstein's report.

Action Items

Authorizing the President of the New York City Health + Hospitals ("H+H") to execute a five year lease agreement including one five year option with Harlene Realty Corporation (the "Landlord") for approximately 600 square feet of ground floor space at 2101 Mermaid Avenue, Borough of Brooklyn, to house the Women, Infants and Children Program (the "WIC Program") operated by Coney Island Hospital (the "Facility") at a rate of \$16.66 per square foot, or \$9,996 per year to be escalated by 2.25% per year for a total rent amount over the five year initial term of \$52,280.

Dan Collins, Director, Coney Island Hospital Center, read the resolution into the record on behalf of Arthur Wagner, Executive Director, Coney Island Hospital Center. Mr. Collins was joined by Mohammad Sharafi, WIC Director, Coney Island Hospital.

Ms. Youssouf asked if the agreement included all utilities. Mr. Sharafi said yes.

Ms. Youssouf asked if this was an existing site. Mr. Collins said it was a new site. Ms. Weinstein added that the site was very near the Ida Israel Clinic.

Mr. Page asked how much staff would be needed for the site. Mr. Sharafi said there would be three to four staff to start and eventually four to five. There would be six rooms and a case load of 1,500 was anticipated. He explained that the caseload at the facility WIC program was expected to be 3,500 but was currently operating at 5,000.

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

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

Authorizing the President of the New York City Health + Hospitals ("H+H") to execute an amendment to the existing Memorandum of Understanding ("MOU") with the New York City Department of Information Technology and Telecommunications ("DOITT") that permits the installation and maintenance of communication equipment at eight of the Corporation's facilities required for the operation of the City-wide Radio Network at no cost to DOITT to both expand the list of facilities at which DOITT equipment is sited to include Harlem Hospital Center, Metropolitan Hospital Center and Sea View Hospital Rehabilitation Center and Home (the "Facilities") and to expand the area at several Facilities for DOITT to use and the type of equipment to be installed and maintained.

Dion Wilson, Director, Office of Legal Affairs, read the resolution into the record. Mr. Wilson was joined by Henry Lukacik, Director of Operations, Department of Information Technology and Telecommunications.

Mr. Page asked how many square feet were being leased. Mr. Lukacik said that the shelters (equipment rooms) were typically 25 feet by 10 feet wide with corresponding antennae located on the rooftops. Services support emergency personnel and public safety City agencies.

Mr. Page stated that he had the ongoing concern about providing space at no fee to other agencies. Ms. Youssouf said she was aware and it was a concern for all members of the Committee.

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

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

Information Item

DASNY Update: Gouverneur Major Modernization

John Pasicznyk, Managing Director, Downstate Operations, Dormitory Authority of the State of New York (DASNY), provided a brief presentation.

Mr. Pasicznyk advised that all floors and spaces within the existing facility had been completed and occupied, and the Department of Buildings (DOB) fully inspected the site in mid-august. He said there remained some open Local Law 11 items that the facility was completing, and some ongoing work related to elevators.

Mr. Pasicznyk explained that the Linde Gas system was almost ready but a current moratorium on crane work temporarily delayed that installation. He noted that three passenger elevators were completed a while back but there were some delays related to electrical connection work on freight elevators. As a result of the design being completed long ago, when the elevators were installed there was conflict. It took a while to resolve those difference but they had been resolved, with the remaining two freight elevators being connected to a separate transformer. Once that was done, the renovation of those two elevators would be complete. He said that in the meantime there had only been one elevator available at a time. Those, he advised, were the two remaining pieces of work.

With regards to the budget, Mr. Pasicznyk explained that the budget had not changed since last presented, some funding had been cut back in fact. The scope would be completed and projects were being closed out. Remaining work was solely related to Linde Gas and elevators, as discussed.

Ms. Youssouf asked if Local Law 11 work was being completed by DASNY. Mr. Pasicznyk said no, the facility is performing that work.

Mr. Martin asked if all the passenger elevators were complete. Mr. Pasicznyk said yes. It was freight elevators being worked on.

Mrs. Bolus asked for an explanation of Local Law 11 work. Mr. Iglhaut explained that New York City law required that building façades be maintained and safe. Mrs. Bolus said she understood.

Ms. Youssouf said she looked forward to completion of the project and an end to the reports.

Community Relations Committee – November 10, 2015

As reported by Josephine Bolus, RN-NP

Chairperson's Report

Mrs. Bolus welcomed and highlighted HHC events that occurred since the September 16, 2015 meeting. She noted that:

- It's the third open enrollment period for health insurance coverage under the Affordable Care Act. In New York, the NY State of Health (NYSOH) is the state's health plan Marketplace where New Yorkers can go looking for affordable health insurance coverage. A new option this year is the Essential Plan. This is available only through the NY State of Health. This new plan will lower premiums to \$20 or less a month and provide comprehensive benefits for lower income New Yorkers. The enrollment period opened on November 1st and will run to January 31, 2016. However, New Yorkers eligible for Medicaid, the Essential Plan and all children can sign up for coverage through NY State of Health at any time during the year.
- Mrs. Bolus pointed out that last month, HHC held their Nursing Excellence Awards. More than 180 nurses were nominated this year by their colleagues. Nurses, Marie Alverio, Coney Island, for exemplary work on wound care; Eileen Achacoso, Central Office, for using informatics to better connect the caregiving needs of nurses; Susan Gullo, North Central Bronx, for promoting reduced length of stay and health outcomes; Bindu Rai, Elmhurst, for promoting international medical missions; Robert Smeltz, Bellevue, for launching a palliative care program; and Tiffany Reid, Harlem Hospital, for her work with first-time mothers all were recognized for their unique efforts.
- Mrs. Bolus brought to the Committee's attention that Metropolitan's Breast Health Center launched a new program to ensure that eligible patients receive genetic testing in a timely, streamlined, stress-free way that would help them make informed clinical decisions during their treatment. The Breast Center received an internal grant from the Fund for HHC for this comprehensive program expansion. Mrs. Bolus also commended Metropolitan Hospital, for working with their Community Advisory Board to develop a pamphlet on the dangers of synthetic marijuana. The pamphlet is titled, "What's This?" and it provides information on the recent wave of synthetic marijuana usage across the city. Many hospitals in New York City are unfortunately seeing patients arriving in their Emergency Departments after taking synthetic marijuana.

Mrs. Bolus noted that last month, HHC participated in a forum that State Senator Jeff Klein held with City, State and Federal health and law enforcement officials at Jacobi on the dangers of synthetic marijuana.

- Mrs. Bolus shared that in this year’s Harlem Day Parade, HHC longtime supporter Henry J. “Hank” Carter served as the Grand Marshall. Mrs. Bolus added that there were participants from HHC staff, with a float by the Henry J. Carter and Coler long term care facilities.
- Mrs. Bolus sadly announced that, Sherlene James, Ph.D. passed away on September 20th. Mrs. Bolus noted that Dr. James served as CABs Council Chairperson and, for many years, as Chair of the Renaissance Network CAB. Mrs. Bolus added that Dr. James was not only a major leader for HHC but contributed a vast amount of her time and energy to the community of Harlem.

Before ending her remarks, Mrs. Bolus thanked Julius Wool, who recently retired as Executive Director of Queens Hospital Center, for his longtime, exemplary service to HHC.

Mrs. Bolus turned the meeting over to Dr. Raju for his remarks.

President’s Remarks

Dr. Ram Raju thanked Mrs. Bolus, the Committee members and invited guests. Dr. Raju introduced Lilliam Barrios-Paoli, the newly appointed Chairman of NYC Health + Hospitals’ Board of Directors. He informed the Committee that his presentation will cover these two important points:

1. Branding

Dr. Raju reported that there had been a tremendous amount of energy and enthusiasm among the staff. They want to show that there is a change and that they want to act differently. Dr. Raju stated that “several branding roll-out events are scheduled to take place across the system to ensure that all the employees are well aware of the meaning of the new name.” Dr. Raju pointed out two significant changes in the new name:

- a. The word “corporation” is omitted to emphasize that we are a health care system.
- b. The word “hospitals” is no longer part of the facilities’ name. Bellevue Hospital, for example, is renamed NYC Health + Hospitals, Bellevue.

Dr. Raju noted that these changes are consistent with changes that other health care systems such as Montefiore and NYU Langone had made. He explained that change is that healthcare is no longer delivered at hospitals but rather through enormous penetration to the communities through various components. We are a big health care delivery system including: a bunch of hospitals, primary care clinics, community-based clinics, long term care facilities, home care, care coordination, One City Health, DSRIP.

Dr. Raju reported that the new logo, branding and messaging were developed internally by a team of NYC Health + Hospitals employees and reflects what they are. The difference is that the brand reflects them as opposed to them reflecting the brand. In addition, Dr. Raju stated that by this brand, NYC Health + Hospitals guarantee all New Yorkers, regardless of race, color and ethnicity that they will get good quality, safe and competent care which will exceed their expectations. He pointed out that HHC is the only organization in the country that can say that we look like our patients and the patients look like us.

2. NYC Health + Hospitals Restructuring

Dr. Raju reported the creation of three service lines:

- a. Inpatient Service Line
- b. Ambulatory Service Line
- c. Post-Acute Care Service Line (including long term care, rehab care, care coordination, home care, tele-medicine)

Dr. Raju stated that some senior leaders who had served the organization for many years will be retiring from the organization after doing a phenomenal job. He informed the Committee that hospitals have two groups of employees: one group that provide direct care to the patients and another, like himself, who helps the first group to provide direct care to the patients. The Chief

Executive Officers (CEOs) of the various hospitals only concentrate on four things: to ensure that good quality safe patient care is giving, patient experience is optimized, staff their facilities with a workforce empowered to get what need to be done and to increase market share so that more patients will come to their facilities. Central Office will be their back-up and will provide them with what they need to meet their goals. As such, with the new structure, the CEO of the different hospitals will be more on the floor, talking to patients and employees.

Dr. Raju reassured the Committee that these changes will happen in a phased manner and that employees will neither lose their jobs or be moved to another site. Changes will be at the senior level in terms of how they report. The organization structure will not be based on titles, but on functions with the patient being at the center. The question becomes, "What is my function to the patient."

Dr. Raju reiterated that the changes will be gradual and that nothing is going to happen dramatically as the search is on for new leaders for the organization. He also added that the process will be very open and transparent and that there will be CAB representation on the committees for selecting the new leaders. He reassured the Committee that the process will be smooth and transparent.

Dr. Raju reassured the Committee that these are positive changes that will move the system from an inpatient care system to an outpatient community-based care system. For the first time, we are moving from a sick care system to a health care. He noted that the tag line reflects what is promised to New Yorkers: "Live Your Healthiest Life". As such, NYC Health + Hospitals will do everything possible to make it happen. Its job is not to make them sick and admitted to hospitals and make money but to keep them healthy so as to live the healthiest possible life.

Dr. Raju stated that obviously diabetic will remain a diabetic until he dies; however, NYC Health + Hospitals can make him live the healthiest possible life with diabetes.

Dr. Raju concluded his remarks by thanking the Community Advisory Board members. He invited them to attend multiple branding roll-out events and reminded them that they are the eyes and ears of the organization and to be the ambassadors for spreading out the words about these changes. He restated that while it is a journey and that the changes will not happen in a short period of time, NYC Health + Hospitals is ready to make the first step in January 2016.

Mr. Ludwig Jones, East New York Diagnostic and Treatment Center CAB Chairperson thanked Dr. Raju for his remarks. He reported that at the last joint KCHC and ENYD&TC meeting he had brought to the Administration's attention that the CAB needs to be at the table when discussions are being made about changes and proposals so that the CABs can be involved to be able to go out to inform the community about the changes. Mr. Jones remarked that it is not enough to hear about the changes after they were made from the Administration at the CAB meetings, but to be able to sit with the Administration at the very inception of these changes so that the CAB's input can be included. Mr. Jones reemphasized that the CABs are not only the eyes and ears of the community, but also of the organization. He added that if CABs are more involved, they could have had some input that would benefit them and the facilities as we transition into these changes.

HHC'S NEW BRANDING

Ana Marengo, Senior Vice President, Marketing and Communication reiterated Dr. Raju remarks on NYC Health + Hospitals branding concept. Ms. Marengo introduce the Committee, members of the CABs and invited guests to the look of the new logo via power point presentation. Ms. Marengo explained that all of NYC Health + Hospitals' facilities will have identical logo. Ms. Marengo noted that the facility name will be added to the logo.

Ms. Marengo announced that festivities kicked off at Bellevue, Coler, Coney Island and Renaissance on Monday, November 9th. Ms. Marengo noted that at each facility event there would be fun activities, photo opportunities and refreshments.

Ms. Marengo concluded her presentation by encouraging members of the CABs and invited guests to attend their facility's rollout celebration and to bring a smartphone to download and post pictures.

Queens Health Network

Elmhurst Hospital Center (Elmhurst) Community Advisory Board

Mrs. Bolus introduced Eartha Washington, Chairperson of Elmhurst Hospital Center and invited her to present the CAB's annual report.

Ms. Washington began the presentation by thanking Carlos Cortes, former Chairman of Elmhurst CAB and NYC Health + Hospitals' Council of CABs for his leadership, dedication and commitment.

Ms. Washington reported that the Elmhurst CABs major focus was the expansion of the hospital's Emergency Department. Ms. Washington explained that because the hospital had experienced increased visits in the ED securing appropriate space became a critical concern. Ms. Washington noted that the Elmhurst CAB's collaboration with the hospital administration and elected officials was important in securing funds from both HHC and the City to proceed with the plans to expand.

Ms. Washington noted the following topics discussed at the Elmhurst CAB's monthly meeting:

- Hospital administrator reported on the progress of the Journey to Excellence and the hospitals' commitment to having the best patient experience.
- HHC Guiding Principles
- Regular reports on DSRIP
- Updates on the progress of EPIC

Ms. Washington announced that the Elmhurst CAB was invited to activities at the hospital to launch the new brand for HHC; Health + Hospitals. Ms. Washington noted that it was a fun filled event and well attended.

Ms. Washington continued and recognized Chris Constantino, Senior Vice President, Queens Health Network for over 30 years of service. Ms. Washington thanked Mr. Constantino for his extraordinary leadership in meeting and overcoming the challenges of providing quality health care to Elmhurst's uniquely diverse community. Ms. Washington noted that look forward to participating in the selection process of the new Executive Director, as outlined in NYC H+H's Policy and Guidelines for CABs.

Ms. Washington concluded the Elmhurst CAB report by announcing Elmhurst Hospital Center's calendar of events for 2016. Ms. Washington noted that the EPIC implementation is scheduled for April, 2016 and the Joint Commission would visit later that year. Ms. Washington added that the CAB had been receiving updates on the progress of EPIC. She explained that there are a lot of moving parts to launching the new wave of electronic medical records. Ms. Washington added the hospital has the complete support of NYC H+H and a countdown clock to track progress.

Queens Hospital Center (Queens) Community Advisory Board

Mrs. Bolus introduced Jacqueline Boyce, Chairperson of Queens Hospital Center and invited her to present the CAB's annual report.

Ms. Boyce reported that the Queens CAB continues to work together with the administration to resolve specific issues that are currently hindering the hospital's progress in meeting the patients' need. Ms. Boyce explained that the CAB members had participated in various focus group which allows members to be at the front-and-center of developing positive change. Ms. Boyce continued and noted that the CAB planned to collaborate with QHC's Department of Patient Experience on their rounds where they talk to both inpatients and outpatients about their experience in the hospital. Ms. Boyce noted that many of the Queens CAB members are consumers and interested in ensuring positive outcomes for the patients.

Ms. Boyce commended Alvin Young, Director of Community Affairs, Intergovernmental Relations for his presentation to the CAB regarding member's responsibilities and the importance of advocacy. Ms. Boyce added that members now have a greater understanding of their role.

Ms. Boyce reported that the office of External Affairs worked with the CAB to conduct an election for a non-managerial employee to represent the hospital on the CAB. Ms. Boyce noted that over 300 excited employees participated by casting a vote. Ms. Boyce introduced the newly elected non-managerial employee representative to the Committee. Ms. Boyce added that the CAB had received five new members, all of who are consumers ready and willing to roll up their sleeves and advocate for the hospital.

Ms. Boyce concluded her report by informing Committee members that the Queens CAB are anxiously waiting the appointment of an Executive Director. Ms. Boyce noted that she, herself looked forward to being included in the selection process. Ms. Boyce

acknowledged that Ms. Dona Greene, Chief Operating Officer, is an exceptional leader and her support to the CAB is beyond reproach.

Finance Committee – November 10, 2015
As reported Mr. Bernard Rosen

Chair's Report

Mr. Rosen on behalf of the Committee presented Ms. Marlene Zurack with a bouquet of flowers and congratulated her on her retirement. Over the years Ms. Zurack has briefed the Committee on all pertinent matters relative HHC's finances so that the members could gain a better understanding of the complexities of the financial issues facing HHC. Her devotion and ability will be missed by all who have come to know her.

Dr. Raju also congratulated Ms. Zurack on her retirement noting that there were some major things about her that were important to highlight. First she is a financial genius in that she always puts forth the best ideas, options and plans for maximizing financial resources. She is a true representation of social justice in that she has a passion for the most vulnerable people and how they get taken care of. In doing so, she has been a constant reminder of HHC's mission and reinforcing the efforts of all in its achievements. She had an enormous commitment to play a major role in breakthrough in that she enhanced and symbolized the efforts and goals required to achieve the objectives as a Corporation. She could write a "how to" book about managing finances and how that should be transformed effectively as an organization. She leaves behind a huge legacy and is an inspiring leader and a champion for social justice.

Senior Vice President's Report

Ms. Marlene Zurack thanked Mr. Rosen and the Committee with personal thanks to each member by first thanking them for their efforts, time and for caring and supporting HHC. Mr. Zurack stated that when she began her career as SVP/CFO for HHC, Mr. Rappa was chair of the Committee and one of his missions was to constantly question Aaron Cohen, retired Network CFO, about Bellevue Hospital's LOS that resulted in a change in the corporate report so that facilities like Bellevue would not stand out as having a long LOS. Additionally, Mr. Rappa was extremely adamant about HHC's fixed assets that created some major changes in HHC's auditing and tracking process. Ms. Zurack in thanking each member stated that Mr. Page who was the Budget Director for NYC was an amazing friend to HHC in ways that were probably invisible to some who understood how he devoted his personal time into making phone calls and assisting HHC in getting direct aid and support. Ms. Youssouf was instrumental in the revamping of the Audit Committee during the time HHC was in need of finding ways to eliminate being "at risk" for the lack of proper management, auditing and tracking in some key areas. Ms. Youssouf has transformed the Committee into what has become one of the best Audit Committees to-date. Ms. Bolus who devotes a tremendous amount of time at HHC on various Committees and is very supportive of the Committee's efforts and when Dr. Raju speaks of social justice it is people like Ms. Bolus and Ms. Paoli who stand out as true advocates for that cause. Ms. Zurack stated that her first encounter with Ms. Paoli was when she was Commissioner of Department of Education (DOE) and she was inspiring then and now. To Mr. Rosen who has been a very close friend, mentor and supporter of HHC in its financial efforts. Mr. Rosen was extremely helpful in assisting in the preparation of her first financial plan and without his assistance it would have been difficult to achieve. Many thanks to all of the members of the Committee for their support, direction and guidance over the years.

Ms. Zurack in thanking Dr. Raju stated that he puts tremendous efforts into helping the financial mission and worked very closely with Finance on getting the required financial resources from the State and federal governments. As a physician he has a rare talent for understanding the fiscal dynamics relative to the overall aspects of fiscal stability. Ms. Zurack also thanked Gassenia Guilford, Assistant Vice President, Finance Administration/Management for her overall coordination and management of the of the agenda for that Committee which she does an exceptional well and is demonstrated in the minutes. It is through her efforts that the packaging of the materials presented to the Committee are done in an orderly fashion.

Ms. Zurack moving to the monthly regular reporting stated that the current cash balance was at \$301 million or eighteen days of cash on hand and is projected to end the year FY 16 with a cash balance of \$190 million or 11.5 days of cash on hand. The federal budget deal was announced and needs to pass by 12/11 and includes provisions for the budget through 9/2017 as well as an increase to the debt limit. As it relates to HHC it extends the 2% sequestration cut on Medicare which is \$12 million. There is a provision that limits the creation of new off-site hospital-based Medicare clinics. Fortunately, for HHC the new ambulatory care clinics are not hospital based but rather FQHC based and should therefore not be affect by that action. The one provision that is of concern is the repeal of the requirement that large employers must enroll people into a health insurance which would appear to be a bad development given the provision of Obama care. The reporting was concluded.

Key Indicators/Cash Receipts & Disbursements Reports– Krista Olson/Fred Covino

Ms. Olson informed the Committee of a change in the reporting of outpatient utilization in order to better reflect workload when it occurred. Visits in both the FY 15 and 16 baseline were changed to reflect date of service. Historically the reporting has been on posted date. HIV counseling visits that cannot be billed were removed from the baseline. Additionally as facilities “go live” on SOARIAN, visits will reflect both checked-in or opened and checked-out closed visits given that this information will be more readily available in that system. Based on those changes, outpatient utilization was down by 1.1%.

Mr. Rosen asked if the change was made to the prior FY 15 so that the data was comparable in comparison to the current FY 16. Ms. Olson replied in the affirmative adding that with that change the data was more reflective of the actual workload. The D&TCs were down by 4.9% and the acute hospitals were down by .6%; discharges were down by 3.3%; nursing home days were down by 1%. The LOS, a comparison of the hospitals to the corporate wide average, Coney Island continued to be well above the corporate average. All other facilities were within the average. The CMI was up by 1.7% over last year.

Ms. Youssouf asked if there is any particular reason why Coney Island has remained above the average and has the hospital taken steps to address this issue.

Ms. Olson stated that it is partially attributable to a decrease in one day stays and a decline across almost all of its service lines.

Mr. Covino continuing the reporting, stated that the global FTEs in comparison to the 6/15 level reflected the year-end headcount for FY 15. The current reporting period, 9/15 is the current level and the target is the FY 16 required level by 6/30/16 for each network that must be achieved by that date. HHC ended FY 15 at 48,406 FTEs compared to the current level of 49,051 global FTE cap. During the first quarter staffing has increased by 645 global FTEs. That increase is primarily in full time FTEs that are up by 750 and overtime usage converted to FTEs was up by 105 both increases were offset by a reduction in allowances. There has been a transition and migration of staff into full time positions. The increase was primarily in tech/specs up by 189; environmental services up by 136; housekeepers up by 133; aides, clericals up by 83.5; residents up by 75 and RNs up by 62.

Ms. Youssouf asked what HHC’s plan is for getting to the targeted level. Mr. Covino stated that the targeted number would be covered later in the reporting; however, Generation+ Network would be presenting their plan for achieving the target later on the agenda.

Ms. Zurack added that it has been reported to the Committee that those areas that make-up HHC’s targeted savings of \$309 million as included in the financial plan, the status of those focus areas in achieving that target would be done as a monthly information item on the agenda. The global FTE is one of those areas with a projected saving of \$100 million. The FQHC projected savings total \$30 million; labs, \$10 million; \$75 million as part of the procurement/supply chain and \$72 million in revenue enhancements.

Mr. Covino continuing with the reporting stated that receipts and disbursements through September 2015, receipts were \$23.7 million worse than budgeted and disbursements were \$40.9 million over budget. The details of those categories would be presented in more detail on page 4 of the report. A comparison of actual cash and disbursements to the prior year for the same period, collections were \$384 million over year. Inpatient receipts were up by \$13.6 million; outpatient receipts were up by \$1.8 million and all other up by \$369 million due to an increase in grants intracity; \$173 million increase due to tax levy and all other grants were up by \$26 million; pools were up by \$99.5 million due to the distribution of payments for SubSlipa which is scheduled to reflect an additional payment for FY 16 as a result of the advanced payment in FY 15. UPL payments were up by \$58 million, \$201 million versus \$143 million last year. Expenses were up by \$445 million compared to last year; personal services were up by \$40.8 million that includes new settlements for Doctors Council, \$11 million and \$13 million for trades. The \$40 million also includes the annualization of collective bargaining from the prior year and \$10 million in the current due to the increase in FTEs. Fringe benefits were up by \$40 million compared to last year due to an earlier payment for retirees of \$16 million due to the timing of the payroll; an additional \$20 million more in GHI & Blue Cross expenses. The payment is made the Wednesday after the payroll. This year the month ended on a Wednesday compared to last year it ended on a Tuesday. Therefore, it was a matter of timing. OTPS expenses were up by \$30.7 million. To-date days in accounts payable were at 53 days compared to 72 days last year which represents the bulk of the increase of approximately \$30 million. City payments were up by \$309 million due to payments made on behalf of the prior FY 14 to the City for medical malpractice, debt service, health insurance payments and PPS. Affiliation expenses were up by \$23.6 million based on collective bargaining and new contract agreements. A comparison of actual to budget, revenues were down by \$34 million and there were large fluctuations during the early part of the year but will be monitored closely and the details of those variances will be reported later in the FY 16. Expenses were \$9.6 million over budget due to an increase in FTEs and an increase in fringe benefits resulting from that. OTPS expenses were \$27.7 million over budget due to a decrease in the number of days in accounts payable. Affiliation expense were \$3 million over budget due to a \$2.5 million prior year recruitment payment to PAGNY. All other categories were on budget.

Mr. Rosen asked if the headcount is no longer based on FTEs but inclusive of dollars that will result in a \$100 million saving as a result of reduction in the headcount.

Mr. Covino responded in the affirmative adding that the budget reflects the target including fringe benefits so if HHC achieves the budget the savings will be realized. For the first quarter against the target HHC is \$12 million over.

Ms. Zurack noted that the \$12 million was above the target. Mr. Rosen added that it will be a difficult target to achieve by the end of the current FY 16. The reporting was concluded.

Information Item:

Northern Manhattan/Generation+ Health Network

Ms. Zurack introduced Denise Soares, Network Senior Vice President, and Caswell Samms, Network Chief Financial Officer. As previously mentioned the local leaderships will be presenting monthly as an information item to the Committee their Network plans for achieving those targets. This month, Gen+ will present their plan to the Committee.

Ms. Soares stated that Ebone Carrington, Chief Operating Officer, Harlem Hospital Center was also in attendance and Milton Nunez, Executive Director, Lincoln Medical and Mental Health Center was unable to attend due to an ongoing CMS survey at the hospital. However, the reporting would be on a Network basis.

Mr. Samms began the reporting, stating that the expense categories covered multiple areas from full time equivalents, temporary agencies services and affiliate staff. From a global FTE target perspective, Generations+ is at a negative \$6.8 million against the target. The presentation would cover some of the things the Network is doing to address the issues and managing within that target by year-end. In analyzing where the Network has increased resources above the baseline, there were some initiatives that were required to be put in place relative to joint commission and CMS as a requirement to address patient safety and life safety issues at the facility.

Ms. Youssouf asked for clarification of those requirements.

Ms. Soares in response stated that in terms of CMS, one of the issues that the Network had to correct was at Harlem in the emergency department; whereby one of the requirements was to increase ancillary staff, PCA, PCT and hospital police. After moving into the new building there was a need to increase staffing in nursing to adequately cover the various shifts whereby additional nurses were hired. At Lincoln the same requirement was made by CMS and there was a need to increase staffing.

Ms. Youssouf asked if that staffing was permanent. Ms. Soares stated that those were required staffing to address staff shortages that were identified by CMS on an ongoing basis as opposed to temporary staff.

Mr. Samms stated that in the fourth quarter of FY 15 there were two ER expansions for both Lincoln and Harlem that required additional staffing. As part of the Patient Centered Medical Home (PCMH) in meeting the requirement standards, there was a need to hire staff to cover nights and weekends services as part of the PCMH standards. Additionally, there are contractual services that have FTE minimum requirements as part of the contractual agreements with JCI, Crothall and Sodexo.

Ms. Youssouf asked for clarification of those contractual services to which Mr. Samms explained that those contracts are for major service areas in the hospitals; Sodexo, dietary services, JCI, operations and facility staff; and Crothall, environmental services.

Ms. Soares stated that the PCHM staffing requirement were primarily for support services and the schedules were redone to address the staff coverage on nights and weekends. This was one of the ways the Network was able address a staffing requirement without increase staff.

Mr. Samms stated that a number of the Network's patients and consumers prefer to have live interpreters and one of the contractors, CyraCom was not as effective as a translation service. Consequently, as a result of Press Ganey, HHC's survey consultant, findings, the Network has through contracted services engaged interpreters who are proficient in the required needs of the patient population in the Bronx. In terms of opportunities to manage the cap there is no one way to achieve the target; however, there are some areas of opportunity that the Network has begun to explore and will continue to work at maximizing the potential in each area identified from revenue enhancements to PS expense reductions, increasing workload and service expansion, modifications and enhancements. From an expense service reduction perspective the Network is reviewing all expenses relative to service delivery and support; optimizing patient care hours while reviewing the national report that are released and decrease agency nurse usage. The Network is focusing on reducing sick time utilization which is a major factor in terms of how it is being managed by departments; overtime utilization and standardized overtime utilization authorization process across the Network.

Ms. Soares stated that one of the main areas of focus is employee usage of sick time as it relates to agency nurses. If an employee calls in sick during that period and works through the agency, that employee would not be allowed to do any overtime or agency work for two weeks.

Ms. Youssouf asked for clarification of the agency nurse usage relative to sick leave.

Ms. Zurack interjected that some of HHC nurses moonlight through nurse agencies and work through the agency at HHC facilities and also work overtime. In essence the facility has identified the need to enforce the requirement that an employee must get the work done without calling in sick and working through the agency.

Ms. Soares stated that a significant amount of monitoring is required to enforce that requirement.

Ms. Youssouf asked how the Network would know when an employee works for the agency.

Ms. Soares stated that those employees work for HHC and would be identified on a report that is provided by the agency.

Mr. Samms stated that the Network gets detailed reports from the agencies that show usage by employee that are monitored closely.

Ms. Zurack stated that in the past HHC switched to a vendor, MedAccess that provides that level of detail prior to engaging that vendor that data was not readily available.

Mr. Page asked what the process is for an employee to switch from HHC payroll to the agency.

Mr. Samms stated that nurses prefer to get paid upfront as oppose to doing overtime which often takes longer to be compensated.

Ms. Zurack stated that the general consensus amongst HHC nurses is that they would prefer to get paid in a separate check as oppose to working overtime and having it be included as part of the regular pay and at higher tax rate. Also nurses as part of their contract can work flex time or twelve hour shifts and as such the isolation of the overtime from the regular time is a longer process that can take up to a month to finalize.

Ms. Soares added that it is also the way in which the contract is constructed. Ms. Zurack stated that essentially it is the flexing within the nursing staff that makes it difficult to pay overtime as it is worked as the nurses would like it to be. Consequently, the nurses prefer to go through the agency.

Mr. Page asked if it is more costly for HHC to go through the agency as oppose to the staff working overtime.

Ms. Soares stated that it would depend on the hours worked and the scheduling.

Mr. Samms stated that the Network is currently reviewing the details of the agency usage to determine when and if it is less costly to do one or the other with the goal of reducing the reliance on agency usage and overtime.

Mr. Page commented that it would appear that based on the discussions it cost more to go through an agency.

Ms. Zurack stated that it would depend as Mr. Samms indicated it would be subtle; however, HHC has engaged a firm, NASH to analyze its nursing staffing and to develop a model to optimize that mix. Therefore, until that work is completed it is yet to be determine which is cheaper, overtime or agency.

Ms. Youssouf asked how the Network would know when a nurse works at a facility outside of HHC and whether that would be an issue.

Ms. Zurack stated that monitoring sick leave more closely and the data would not show when a nurse works at a hospital outside of HHC.

Mr. Page added that the data would show when a nurses within HHC works at another HHC facility through an agency. Ms. Zurack responded in the affirmative.

Ms. Soares added that the majority of HHC nursing staff work at HHC due to their practice and the electronic medical record. Additionally, the nurses' familiarity with HHC's system is also a factor.

Paoli stated that essentially nurses could use their sick time and work through an agency or work overtime to increase their pay.

Ms. Soares stated that for that reason, it is being monitored with the objective of reducing that cost.

Mr. Samms stated that the Network is doing a managerial review to determine how to consolidate various functions/role in the same area.

Ms. Soares stated that an example of that type of consolidation is in ambulatory care the registration and clerical staff in some instance are handling the same functions.

Mr. Samms stated that the objective is to simplify the process so that patients can access care without any major impediments in ambulatory care.

Ms. Youssouf asked if the Network has undertaken any of those targeted areas. Mr. Samms stated that the Network has begun a number of those reviews and reductions.

Ms. Soares added that as part of the process all vacancies are being reviewed to determine whether those positions are needed; can be consolidated or eliminated and reassigning those functions to other staff.

Mr. Samms stated that specifically each department has been asked to submit a staffing plan and how those needs are aligned within the budget.

Mr. Page asked if the staff has been cooperative. Ms. Samms stated that thus far the cooperation has been extremely positive. The department heads have been cooperative and understand the importance of achieving the target.

Ms. Soares stated that one of the things that has been positive for the Network is transparency in reference to what is taking place and why the Network has to achieve those efforts, the cooperation has been forthcoming.

Ms. Samms stated that from a workflow standpoint, the Network is attempting to reinvigorate its strategy as it relates to community providers to ensure that patients are utilizing the hospitals within the network given that the Network's risk pools with MetroPlus and HealthFirst are approximately 40%. Regular meetings with providers and community based organizations to identify any issues relative to perception, quality of care and patients access to care; reviewing ER flow within the Network in order to maximize ER usage and flow.

Ms. Soares stated that the goal is to increase visits and enhance relationships with EMS.

Ms. Youssouf asked if the Network was using Breakthrough to assist in achieving those efforts. Ms. Soares stated that there is a corporate Breakthrough event relative to ER flow and the Network has review other RIES to assist in determining the best practices across the system.

Ms. Youssouf asked if there is an issue with people using the ER.

Ms. Samms stated that it basically relates to the flow within the ER that is being reviewed to determine how to reduce waiting time and to ensure the maximum flow to achieve that effort so that people are not walking out without getting care.

Ms. Soares added that there is an ER dashboard to review and monitor those efforts.

Mr. Samms stated that the Network is focusing on the ambulatory care transformation as it relates to access measures, appointments and scheduling for patients and to decrease the "no shows," to increase access within the outpatient services. Reviewing the expansion of services, surgery, dental, medicine, primary care and maternal child care services.

Ms. Youssouf asked if there is a particular type of surgery the hospitals within the Network are best known for.

Mr. Samms stated that at Harlem bariatric surgery has a high volume.

Mrs. Bolus asked if the outpatient surgery would remain as part of the hospital.

Ms. Soares stated that ambulatory surgery is at the facility as part of the hospitals.

Ms. Samms stated that when the rebasing is done and the workload increases there will be positive outcomes. The Network is reviewing its revenues and possible enhancement initiatives; documentation and coding efforts are also being reviewed; improving the case mix index, ancillary charge capture to improve collectability; registration review to improve and standardize the process; maximizing outpatient billing; ambulatory care coding in the various areas; and billing for interpreter services.

Ms. Youssouf asked if those services were billable and what does OPD billing include.

Mr. Samms stated that the bulk of the billing staff were focused on the inpatient service as opposed to outpatient. Currently the same level and effort are being done in both areas in order to ensure maximum billing in the outpatient services given that more work is required as part of the billing process. Additionally, the Network is reviewing low volume high costs services; grants with large in-kind contributions are also under review in order to maximize opportunities to close the gap where possible.

Ms. Paoli asked what the objective is in that undertaking of reviewing the low volume services and what would that process include.

Mr. Samms stated that a service line profit and loss statement for each facility was done and based on that analysis the Network can pinpoint where the gaps are and how those gaps can be closed or reduced by involving the chief of services and clinical staff on how to address those issues. In terms of determining what to streamline relative to those gaps, based on a review of the process within the same services, there were functions that were not being done that are currently being addressed. There is a process in place to capture some of the issues and how those issues are being resolved.

Ms. Soares added that another example would be orthopedics, whereby Harlem has an orthopedic staff and Lincoln has an orthopedic contract. Therefore the Network is review those processes to determine whether the contract can be eliminated and done by the Harlem orthopedic staff.

Ms. Samms stated that some of the other areas that the Network has been focusing on include OTPS spending which is \$5.5 million below budget and other miscellaneous initiatives.

Mr. Rosen stated that basically what Mr. Samms has stated is that the Network is ahead by \$15 million in revenue that more than offsets the negative variance in the headcount. To which Mr. Samms responded in the affirmative.

Ms. Youssouf asked what did that mean in terms of dollars. Ms. Samms stated that the Network is \$6.8 million over. Mr. Rosen added that there is an overage in the headcount of \$7 million that is offset by over collections in revenues of \$15 million. Basically, the Network is on target in meeting the targeted reduction.

Mr. Covino stated that the Network through September 2015 has a \$5.5 million surplus in the budget that includes the global FTE cap.

Ms. Youssouf asked what happens if the Network achieves the dollar reduction but not the global FTE reduction target.

Ms. Zurack stated that it is the dollars that is of importance.

Ms. Paoli added that it would appear that the new positions were added to generate additional revenues.

Ms. Zurack stated that there are various type of revenues, whereby revenues increase due to an increase in market share and workload.

Mr. Page asked how many staff are involved in working to achieve those initiatives. Ms. Samms stated that there are approximately 100 people across the Network who meet on a regular basis to review and discuss how to meet the target.

Dr. Raju added that the presentation was reflective of a Network driven plan that includes opportunities within the Network to meet the target.

Ms. Youssouf asked if the headcount was a proxy for the dollars needed to generate the savings. Mr. Covino stated that it is both given that the budget includes the dollar reductions which is inclusive of both in reviewing the budget in meeting the target.

Ms. Zurack added that it was important to clarify the use of the term headcount as opposed to FTEs which have been expanded to include all expenses relative staffing, temporary staff, affiliation, overtime conversions given that the staffing is related to workload this allows the Networks flexibility in achieving the target. It is not a headcount but an FTE. The reporting was concluded.

Governance Committee – November 17, 2015

As reported by Dr. Lilliam Barrios-Paoli

Medical & Professional Affairs Committee – November 12, 2015

As reported by Dr. Vincent Calamia

Chief Medical Officer Report

Ross Wilson MD, Senior Vice President/Corporate Chief Medical Officer, reported on the following initiatives.

Employee flu vaccination registry 2015 – 2016 flu season report. The progress reports displayed by these charts demonstrate the vaccination rates across the corporation. *Question: Is there a requirement for Correction Health staff to wear mask? In the legal process there is no requirement for Correctional Health Staff, it's not structured. This report under represents the registry as it does not include Correctional Health.*

K2 (Synthetic Cannabinoids) Activity at HHC

There is a nearly 50% decrease in presentations over the last 8 weeks. This may reflect other community activities to interfere with supply as well as that the clinical features are now more likely to be sedation than violence/hypomania.

Office of Ambulatory Care Transformation

Collaborative Care

Q3 2015 data for the Collaborative Care for Depression Program shows the impact of a concerted quality improvement effort across all 17 HHC facilities. The quality improvement initiative consisted of a needs assessment followed by providing sites with: actionable weekly patient lists, performance feedback, and simplified workflow scripts to improve patient outcomes. Results included:

- In 2015, Jan-Aug: ~185,000 patients screened for depression in primary care
 - o Screening rate: 89%
 - o Screening yield: 6%
- Improvements from Quarter 2 to Quarter 3:
 - o Psychiatric consult rate increased from 14% to 44%
 - o Change in treatment rate for patients not improving increased from 14% to 36%
 - o Patient improvement rate (50% improvement in PHQ9 score or a decrease in 5 or more points to < 10) increased from 18% to 36%

Next steps include focusing on further improvement in clinical outcomes—as well as ensuring that practices are billing Medicaid for Collaborative Care services.

Access

On Access measures in primary care, we continue to sustain and build on improvements. At an HHC average level, appointment access for new patients is ~23 days in adult medicine and ~9 days in pediatrics on average (vs. 55 days and 14 days at baseline), though there is significant variation across sites. We are in the process of (a) shoring up additional provider/nurse FTE at individual sites, and (2) centralizing provider/panel information in order to improve MetroPlus assignment.

Office of Behavioral Health

The Office of Behavioral Health (OBH) is coordinating a work group related to the management of violence. This will involve the Councils of Emergency Medicine and Psychiatry as well as other identified staff from facilities. The goal is to review the current state of resources, assessment and management of violence, review other best practices, and establish additional tools and interventions for the management of violence in HHC.

OBH continues to work on the following projects: (1) a unit dedicated to the treatment of violent patients at Jacobi. This is in collaboration with the Mayor's initiative on reduction of violence. (2) A unit dedicated to the treatment of co-morbid Developmental Disability and Mental Illness. Next steps meetings with OMH and OPWDD are scheduled for early November. (3) Establishment of on-site assessment and short-term treatment in the Family Justice Centers providing increased mental health services to victims of domestic violence. (4) OBH continues to monitor data around K2 emergency department utilization.

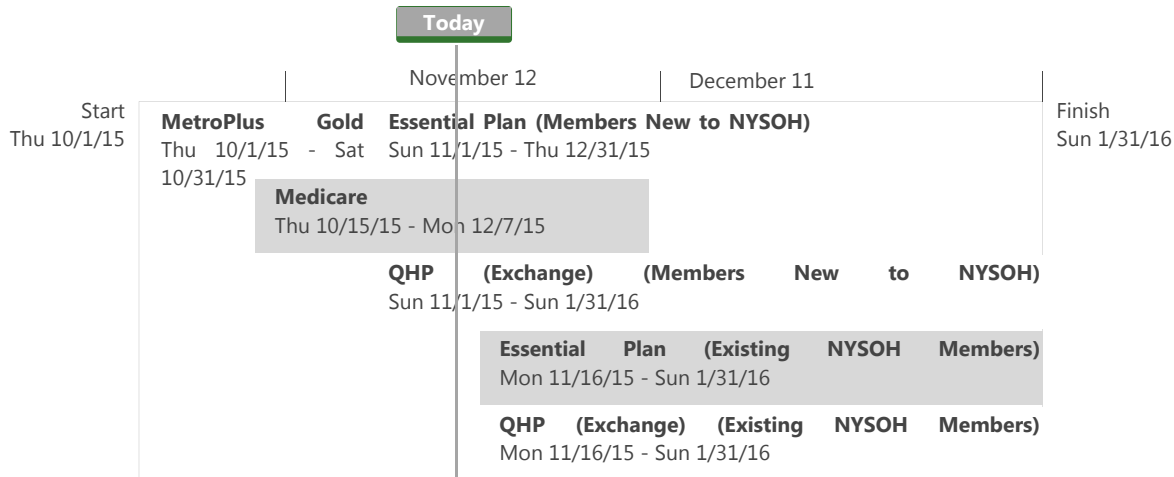
MetroPlus Health Plan, Inc.

Arnold Saperstein, MD Executive Director, MetroPlus Health Plan Inc. Presented to the Committee. Dr. Saperstein informed the Committee that the total plan enrollment as of October 1, 2015 was 471,150. Breakdown of plan enrollment by line of business is as follows:

Medicaid	414,926
Child Health Plus	12,242
MetroPlus Gold	3,634
Partnership in Care (HIV/SNP)	4,627
Medicare	8,417
MLTC	899
QHP	23,615
SHOP	473
FIDA	183
HARP	1,767

Attached are reports of members disenrolled from MetroPlus due to transfer to other health plans, as well as a report of new members transferred to MetroPlus from other plans.

MetroPlus has entered the Open Enrollment Period (OEP) for MetroPlus Gold as of October 1, 2015. HARP (Health and Recovery Plan) also went live on October 1, 2015. We are expecting membership growth in our MetroPlus Gold line of business as we have expanded it to all NYC employees. We are diligently preparing for the Essential Plan and Exchange (QHP) open enrollment period that begins on November 1st and November 15th, respectively (timeline below).



It is important to note that the rules for the Essential Plan enrollment follow those of the Marketplace for the start of Open Enrollment. However, eligible can enroll year round, just like Medicaid and CHP. Of importance is also the fact that the Marketplace has a Special Election Period (SEP) which is in operation from the day the Open Enrollment Period ends to the day before the next OEP begins. This is for those who become eligible through life qualifying events (birth of a baby, marriage, moving into territory, etc.) after OEP has closed.

Question: *How is the advertisement done?* We have printed advertisements in newspaper, on subway, bus shelters, throughout the corporation, in the community newspapers in English and multiple languages. Also, we have ads in Spanish, Chinese and India newspapers. We haven't done TV ads yet, but we have brought to the HHC board a request for an increase of \$1.2 million dollars for our advertisement budget to provide TV Ads. The TV ads will be rolling out in next two days. A sample of the Storyboard was presented.

Part of our aggressive marketing and advertising campaigns for the Exchange and the Essential Plan is embarking on a TV advertising campaign. We have obtained approval from the HHC Board to expand the scope and amount of the contract with our existing vendor to include TV advertising that will roll out during the Open Enrollment Period. Included in this report is the story board we are using for the ad. MetroPlus and the HHC Communications office have been working closely to ensure maximization of resources and potential of ads.

We have persisted in our efforts to expand the MetroPlus provider network into Staten Island. We have contracted with Richmond University Medical Center and are hopeful that our contract with Staten Island University, part of the NSLIJ system, will come to fruition in the very near future.

We have undertaken additional initiatives as we work toward achieving the HHC 2020 Vision including aggressive campaigns that will help us increase customer and provider satisfaction, thereby allowing us to retain existing and acquire new members. We are implementing new business models within our Retention and Marketing departments to help staff work closely together, share best business practices, which will ultimately contribute to membership growth.

In order to differentiate ourselves from the competitors, we are looking to expand access to our members through the use of telehealth medical consults offered by NYS licensed providers. Members who will be utilizing these services will complete a brief medical history before a consult can be provided. The questions cover the member and family medical history, prior surgeries, current medications, Primary Care Physician information, and preferred pharmacy. Members who are deemed to require laboratory services and/or follow-up, will be referred back to their primary care provider.

Question: How will the patients be diverted to the proper locations for follow up if their issue cannot be resolve over the phone? The providers will be given weekly eligibility files members information. How is the communication between patient and provider going to happen? How will the information be disseminated to the patient's primary care provider? Through an electronic report sent to Metroplus as email from telehealth. The Outlook secure messaging email system will be used to provide updates to the primary care provider using an electronic report. The provider will hopefully complete a note. From IT standpoint we would like to review the security aspects, how information is going to be passed to the patient records and look at the game plan.

Question: Are nurse practitioners and psychiatrists on the phones? No only licensed providers. There are psychologists and psychiatrists are part of the telehealth system. Is this going to be instead of advising the patients to call their primary physicians who uses an on call system? No, there is still going to be an on call system. Metroplus call service will still contact the physician. The telehealth system information will be added to the Metroplus newsletter notifying patients that there is a 24 hour service available to them. This will be an additional service not in place of any services already provided.

MetroPlus is committed to the vision of HHC and is taking significant steps, both internally and externally, to ensure full alignment with the corporate goals. We have embarked on a project that looks at organizational structure to ensure optimal functioning of departments and divisions.

At the previous meeting of this committee I mentioned that we underwent the Article 44 audit. The findings have not yet been sent to us by either New York State or New York City Department of Health.

MetroPlus has been working rigorously to transition to our new utilization management system, CareConnect. We are now ready to go live on November 1, 2015.

Sal Guido, Acting Senior Vice President/Corporate CIO Enterprise Information Technology Services reported to the committee the following updates:

1. National Cyber Security Awareness Month-October 2015:

The month of October was designated as "National Cyber Security Awareness" month. On average, Health and Hospital's IT Security and Risk Management team detects over 2,000 viruses per month, blocks about 3 million cyber-attacks, stops 10 million spam emails a month from entering HHC and every quarter detects on average 2000 vulnerabilities categorized as "high severity". As part of Information Technology's security and risk management strategy to focus on data security and promote good end-user security-related behavior, IT has started a year-long campaign to send out monthly security newsletters to all HHC staff. The campaign which was launched in September is called "Information Security Savvy" and is meant to heighten, promote and reinforce everyone's awareness on good security practices.

2. Information Security Policy Steering Committee:

IT in collaboration with the Offices of Legal Affairs, Human Resources and Corporate Compliance have come together to create a forum for ensuring that appropriate and meaningful information security policies are in place to address Health and Hospital's needs.

The primary objective of this Steering Committee is to create, develop and review at least one (1) information security policy each quarter and ensure that the workforce is aware and understands good security practices. The committee which meets quarterly

and is chaired by the Corporate Chief Information Security & Risk Officer has already convened and completed their first review of the HHC policy- “Acceptable Use of Corporate IT Resources”.

3. Host Data Loss Prevention (HDLP) Deployment Roll-Out:

In alignment with IT’s strategy to stop the unauthorized transfer of electronic protected health information (ePHI) or other sensitive information from electronic devices which are used to access/store or transmit this information, IT has implemented a Host Data Lost Prevention (HDLP) deployment program across the organization. The goal of this project is to successfully assist with monitoring and addressing day-to-day risky end-user ePHI-related activity which can be found in email, web posting, printing, clipboards, screen captures, device control and uploading to the cloud.

This project has several phases: Phase I was the installation of software which has been completed; Phase II will focus on monitoring unauthorized transfers of data; and the final phase will consist of blocking unauthorized transfers from HHC workstations in real time. Implementation of HDLP began this October in Central Office and is expected to be rolled out to all facilities by June 2016.

4. Identity IQ Implementation:

IT is also implementing SailPoint’s Identity IQ product to automate the account management process for user access to the HHC network, email and applications. By implementing this product, we will be able to create and remove accounts in a more timely fashion for network access and managed applications. At the same time, the application will be timed to PeopleSoft so that any changes in the user’s information can be replicated out across all applications and address book without additional requests.

Presently, Identity IQ is in the first phase of the implementation where the Corporate Account Management (CAM) team is using the product to create network and email accounts. All activity is being tied to a Remedy ticket that is generated by the system as the requests are generated and completed by the CAM team.

Upon completion of the first phase at the end of December 2015, access requests will be submitted by designated account requesters across the organization, which will automatically generate the network and email account information within minutes. Next phases of implementation will include the integration with the PeopleSoft and Epic Electronic Medical Record (EMR) applications. I will keep the Committee informed of our progress.

5. Secure Texting:

Information Technology is looking to procure technology that will allow clinicians to securely communicate and receive notifications across multiple devices including desktops, tablets and mobile phones. Working with the members of HHC House Staff Quality Council, IT has been able to perform pilots of two products: Imprivata CoreText, and TigerText from July through October of this year at Bellevue, Elmhurst, Lincoln, Jacobi and Woodhull hospitals. During the month of September alone approximately 250 clinicians sent nearly 20,000 text messages, demonstrating a definite need and willingness to use the product. Both Imprivata CoreText and TigerText products are recognized market front-runners by industry research leaders Gartner and KLAS.

Once implemented, these products can be integrated with other products including scheduling and paging systems already in place to further add value through real time presence providing clinician availability. With the pilots complete, the next immediate step for IT will be to work with Procurement to secure these products.

6. Electronic Resource Planning (ERP) Implementation:

Working with Finance and Supply Chain, IT is supporting the purchase of an Enterprise Resources Planning (“ERP”) System to replace the independent finance and supply chain business applications currently in operation that are over thirty (30) years old. Current systems are very manual, processes are paper based and lack modern day efficiencies and integration. Many of our current manual paper-driven processes – bank transfers, timesheets, etc. will no longer exist as we implement electronic time keeping and electronic bank transfers. The current back office software and processes do not support Health and Hospital’s 2020 vision nor our dynamic healthcare environment which requires access to information quickly and integrated reporting to support business decisions, patient experiences, and promote profitability and strategic objectives.

The ERP will include:

- Finance – General Ledger, Accounts Payable, Accounts Receivable, Budget, Fixed Assets, Grants, Project Costing, Cash Management, Payroll and Time & Labor (no more paper timesheets)
- Supply Chain – Inventory Control, Purchasing, Supplier Contract Management, Strategic Sourcing, Mobile Inventory

- Nurse Scheduling

Along with automated workflow and approvals the ERP will allow Health and Hospitals to have one integrated system that naturally shares information and permits users to access the data they need for their job in one place. This allows for improved reporting, forecasting and planning by reducing the amount of time required to create basic financial documents and standardizing the collection of information. For Supply Chain, the ERP will facilitate inventory controls and real-time inventory levels across the entire organization which allows for smarter purchasing and better emergency supply management. With the advent of this new ERP system, many of the 2020 goals and restructuring plans can be easily realized. This completed his report.

Question: When will ERP be available can't manage an organization without an ERP system? It is difficult to determine at this time, implementation may possibly be completed by Fiscal Year 2017. Standards have to be built before ERP can be put into place. There is still a lot of research required to put the standards in place. This also impacts the existing payroll and will allow for an automated payroll system. Question: How will you protect the patient who may have a shared cell phones? Patients will have individual password to received secure text unless you have the password the text is not available. If the patient/child can't afford a phone there are additional options available.

Action Item:

Authorizing the President of the NYC Health + Hospitals to enter into a contract with CareTech Solutions, Inc. ("CareTech") for Epic Service Desk Support in an amount not to exceed \$14,694,651 (includes a 7.5% contingency of \$1,024,673) for the contract term of five years with two one-year options to renew, at the Corporation's exclusive option.

Approved for consideration by the full board.

Authorizing the President of NYC Health + Hospitals to negotiate and execute a contract with McKesson Technologies Inc. to provide Radiology Integration and Practice Management Services for a period of three years with two, one-year options to renew, exercisable solely by NYC Health + Hospitals, in an amount not to exceed \$16,684,855, inclusive of all costs and expenses.

Approved for consideration by the full board.

Information Item:

ACO update presentation on performance results for reporting year 2013, 2014 and 2015.

Strategic Planning Committee – November 10, 2015

As reported by Josephine Bolus, RN-NP

SENIOR VICE PRESIDENT REMARKS

Federal Update

Two-Midnight Rule Update

Ms. Brown reported that the final Outpatient Prospective Payment System (OPPS) Rule concerning the Two Midnight Policy was released last week with some positive changes. A major positive change is that CMS will allow, on a case-by-case basis, inpatient payment if the medical record supports the physician's determination that inpatient care is required, regardless of length of stay. The rule codifies these changes giving physicians discretion in classifying stays less than two midnights as inpatient. Key factors for physicians' consideration include severity of patient's symptoms, predictability of an adverse medical event for patient and the need for diagnostic studies that could be conducted appropriately on an outpatient basis. Ms. Brown announced that the rule would take effect on January 1, 2016; and it should be considered a major victory for hospitals and the hospital industry.

Ms. Brown reminded the Committee that a key precipitant for all the attention on the Two-Midnight Rule had to do with patients getting stuck with a bill after discharge from the Emergency Department (ED) stating that they were on observation in an outpatient setting while they thought that they were in a hospital. Consequently, there are major implications with regard to co-payments and whether the costs would be picked up by their insurance. Additionally, for patients who are being discharged to a post-acute care setting, it would impact when Medicaid reimbursement would kick-in versus Medicare reimbursement. Ms. Brown added that this most recent rule provided some clarification and would allow for physicians' discretion.

340B Drug Discount Program Update

Ms. Brown reported that NYC H+H has been participating in the 340B program since its inception in 1992. HHC saves an estimated \$25 million (when compared to GPO prices) on purchases of \$71 million. Moreover, HHC benefits from contract pharmacy arrangements that could save up to \$20 million/year. The proposed changes would eliminate H+H's savings. Furthermore, the prohibition on discharge medicines being 340B eligible could impact a key CMS goal to reduce inpatient readmissions.

Ms. Brown reported that H+H submitted its comment letter with regard to the comprehensive 340 B Drug Discount Program Mega Guidance to HRSA on October 27th. H+H's key issue is the change of 340B patient definition to "billable outpatient service," which would result in the exclusion of discharge drugs from the 340B Program, which includes drugs provided to patients being discharged from an inpatient setting. Discharge drugs are provided on an interim basis until a patient can get to his or her primary care physician to ensure that there is continuity of the medication and the possible reduction of the patient having to be readmitted within a short timeframe from that discharge. This guidance would not allow for the provision of discharge drugs; it excludes the use of 340B drugs for observation and ED visits that lead to inpatient stays; and for infusion only services. This guidance may potentially exclude non-H+H physicians (those employed by an affiliate) from dispensing 340B qualified pharmaceuticals

Ms. Brown explained that, because of a groundswell of comments from affected parties including federally qualified health centers, (FQHCs), the American Essential Hospitals (AEH), critical care hospitals, health care consumers and many others, it would be a long time before the mega guidance is implemented.

Bipartisan Budget Act of 2015 signed into law on November 2, 2015

Ms. Brown reported that the Bipartisan Budget Act of 2015 would reduce the amount of increase in Medicare Part B premiums for certain beneficiaries in 2016. The law would also suspend the debt limit until March 15, 2017. The bill partially rolls back the sequester of discretionary spending scheduled for FY 2016 and FY 2017 – but would extend the Medicare 2% sequester by an additional year to 2025. It is estimated that a 2-percent Medicare sequester for an additional year would cost HHC approximately \$12 million.

Ms. Brown reported that Medicare Part B premiums would be cushioned as the law will reduce the amount of increase in Medicare Part B premiums for certain beneficiaries in 2016. Seventy percent of Medicare beneficiaries will be held harmless from any reduction in their social security benefits under any circumstances. Others will be held to an increase from the current \$104 to \$123 per month. In summary, the bill:

- Raises budget cap allowances
- Extends the debt ceiling into 2017
- Extends Medicare 2% sequester through 2025 (\$12 million loss for HHC in 2025)
- Reduces the amount of increase in Medicare Part B premiums for certain seniors
- Medicaid rebate for generic drugs
- Does not include any cuts in GME, IME or Medicaid DSH

Ms. Brown commented that NYC Health and Hospitals (NYC H+H) was grateful for Senator Charles Schumer's and Congressman Joseph Crowley's actions in pushing back these cuts.

Ms. Brown reported that, as part of the pay-fors, the Budget bill creates a Medicare Site-Neutral Payment Policy. The site-neutral provision will prohibit outpatient prospective payment system (PPS) payments to newly created or acquired provider-based off-campus sites, which the Congressional Budget Office estimates would save \$9.3 billion nationally. This provision does not impact NYC H+H. While the bill leaves many details of the site-neutral payment policy to the regulatory process, the legislative language states:

- Any "new" provider-based off-campus hospital outpatient departments (HOPD) would not be eligible to receive reimbursement under the outpatient prospective payment system (PPS) unless it is located on the main campus or within 250 yards of a remote location of a hospital facility.
- A "new" off-campus provider-based HOPD, including an acquired physician practice that is converted to a HOPD, is defined as an entity that executed a CMS provider agreement and billed for a covered HOPD service after the date of enactment.
- The provision applies to all covered services provided at the facility, except items/services furnished by a dedicated emergency department.

As a result of the HHC decision to expand the FQHC and FQHC-LAL network, the payments are \$50 more for outpatient payments than they would be in a doctor's office. This added revenue validates the strategy to increase the focus on FQHC expansion. FQHC's are diagnostic and treatment centers not hospitals.

New Speaker of the House of Representatives

Ms. Brown reported that Representative Paul Ryan (R- WI) was elected Speaker of the House on October 29th with strong support of Republican and conservative members. Ms. Brown shared with the Committee some of Mr. Ryan's characteristics which are described below:

- He believes in small, less intrusive government
- He is very conservative
- He had proposed to block grant Medicaid as Chairman of the House Budget Committee
- He had proposed to turn Medicare into a voucher to be used by seniors to purchase health insurance

City and State

CARE Act

Ms. Brown reported that Governor Cuomo had signed the CARE Act (Caregiver Advice, Record & Enable), which would allow patients to formally designate a caregiver who may provide aftercare assistance following discharge. As such, hospitals must inform patients of the opportunity to designate a caregiver. Ms. Brown commented that many hospitals have already been doing this informally. She informed the Committee that the Act would take effect on April 24, 2016. The New York State Department of Health (NYSDOH) is in the process of developing the regulations. She commented that this Act was AARP's number #1 priority and is part of a campaign to have laws in every state that would provide patients, particularly seniors, with the opportunity to designate a caregiver who would provide post hospital care.

New York City Election Results

Ms. Brown reported that the balance of power has remained unchanged in Albany. She announced the following appointments:

- 1 New State Senator:
Roxanne Persaud of Brooklyn replaces John Sampson, former Assembly Member
- 2 New Assembly Members:
Alicia Hyndman of Queens replaces Bill Scarborough, former Community Education Council President
Pamela Harris of Brooklyn replaces Alec Brook-Krasny, former Corrections Officer and Coney Island Hospital Community Advisory Board (CAB) member
- New Council Members:
Barry Grodenchik of Queens replaces Mark Weprin, former Assembly Member
Joseph Borelli of Staten Island replaces Vinnie Ignizio, former Assembly Member

Information Item

Presentation: *HHC's Primary Care Expansion Initiative*

Steven Fass, Assistant Vice President, Corporate Planning Services

Mari Millet, Deputy Executive Director, Ambulatory Care Services

Alice Berkowitz, Senior Director, Corporate Budget

Tamika Campbell, Director, Office of Facilities Development, Construction & Maintenance

Ms. Brown reminded the Committee that, most recently, the Mayor had announced a major healthcare expansion initiative, "Caring Neighborhoods" to bring primary care to underserved areas across the City. This initiative has two components: the establishment or creation of new primary care sites and/or expansion of primary care services in the most high need communities of the City throughout the five boroughs. HHC is playing an extremely prominent role in that initiative as well as the Economic Development Corporation (EDC). While NYC H+H's role is to expand several of its existing primary care sites in those high need communities and to create/develop new primary care locations in some of those high need communities, the EDC involvement will

do a similar body of work with the non-H+H FQHCs. Ms. Brown informed the Committee that this initiative involve not only H+H staff, but also staff from the Office of Management and Budget, the Deputy Mayor’s Office as well as liaisons from the Department of Buildings. Ms. Brown emphasized that H+H will engage anyone and everyone to help with the implementation of this initiative within the timeframe Dr. Raju has committed to the Mayor and Deputy Mayor. She highlighted that this initiative will require support from NYC H+H’s Medical and Professional Affairs (MPA) leadership as well as the Chief Operating Officer, Mr. Antonio Martin.

Mr. Fass introduced himself and members of the project team. He informed the Committee that the team’s presentation will describe the primary care expansion initiative and the project’s status to date. As the Project Manager, he will provide an overview and describe how the neighborhoods and locations were selected for expansion. Ms. Mari Millet, Deputy Executive Director for Ambulatory Care for Gotham Health, will describe the model of care that will be employed and how all aspects of the design of the new sites will support the care model. Alice Berkowitz, Senior Director, Corporate Budget, will provide anticipated revenues and expenses to this initiative. Tamika Campbell, Director, Office of Facilities Development, Construction & Maintenance is the projects’ design and construction manager. She will present an overview of the design process, anticipated capital costs and construction schedule.

Mr. Fass stated that many disciplines must come together to create a new or expanded clinic. The Work groups and key staff involved in the NYC H+H Primary Care Expansion Initiative included the following:

- Project Owner and Intergovernmental Affairs
 - LaRay Brown
- Project Manager
 - Steven Fass
- Operations and End User
 - Mari Millet
- Community Needs Assessment
 - Christopher Philippou
- Real Estate and Legal
 - Dion Wilson
 - Jeremy Berman
- Regulatory
 - Elena Russo
- Finance and Capital
 - Fred Covino
 - Alice Berkowitz
 - Dean Moskos
- Design, Engineering, and Construction
 - Roslyn Weinstein
 - Louis Iglhaut
 - Tamika Campbell, D&C Project Manager
 - Mahendranath (Menji) Indar
 - Jacobs Engineering
 - MJCL Architects
 - Workspace Consulting Group
- Information Technology
 - Robert Hinton, IT Project Manager

Mr. Fass read the following Problem Statement, which states, “Unequal access to quality, affordable, primary and preventive health care has contributed to wide disparities in the health of NYC communities.”

Mr. Fass stated that this initiative would address the disparity in the health of New York’s communities by expanding access to primary care in the City’s neediest neighborhoods. For primary care to be accessible it must be:

- Conveniently located
- Available at a time of day and day of the week that is convenient
- Affordable

- Culturally sensitive
- High quality
- Designed to address the needs of the community

Mr. Fass reported that the impetus for this initiative is to support the Mayoral initiative named, “Caring Neighborhoods,” to support the NYC Health and Hospitals Vision 2020 goals and to expand market share. While the Mayor announced that the goal was to expand and create at least 11 health centers in high needs areas by 2017, NYC H+H is striving for a total of 16 sites. Mr. Fass informed the Committee that all of these sites would live under the Gotham Health umbrella. Therefore, these sites must abide by the stringent requirements of all FQHC’s including providing primary care that is comprehensive, culturally competent, and to provide care regardless of the patient’s ability to pay. They must have community oversight and report to the Human Resources Services Administration (HRSA) on quality and cost of care on an annual basis. Mr. Fass noted that, as a benefit, these new and expanded sites will also participate in the same reimbursement program as all FQHCs.

Mr. Fass reported that the NYC Health and Hospitals had conducted an extensive review to determine the most appropriate neighborhoods and the location within each neighborhood. The process was led by Corporate Planning Services and included Medical and Professional Affairs, Finance and Facilities leadership throughout New York City.

Mr. Fass stated that the analysis was conducted on a three tier level:

- Identify population health
- Analyze demographics describing the health challenges or socioeconomic determinants of health
- Identify expansion opportunities, some of which are specific to NYC Health and Hospitals

Mr. Fass explained that, to compare population health among neighborhoods, some of the chosen indicators (listed below) included the level of chronic disease prevalence, potentially avoidable hospitalizations and potentially preventable emergency department (ED) visits in relation to the citywide and statewide average. Mr. Fass noted that these indicators were also chosen by the state as key DSRIP goals.

Mr. Fass highlighted that population demographics were used to determine the number and percent of the neighborhood’s population that had the greatest challenges with accessing healthcare; income below 200% of the federal poverty level (FPL); the number of Medicaid beneficiaries; number of the uninsured; and number of immigrants. Population Health

- Chronic disease prevalence
- Potentially avoidable hospitalizations
 - Circulatory
 - Diabetes
 - Respiratory
- Potentially preventable ED visits
- Demographics
- Uninsured Rate
- Medicaid Beneficiaries
- Income below 200% FPL
- Population less than age 18 and greater than age 65
- Cognitive Difficulty
- Ambulatory Difficulty
- Speaking English "Less than Well"
- Non-Citizen (as % of Foreign Born)

Mr. Fass reported that the Community Health Care Association of New York State (CHCANYS) had conducted a similar study in early 2013, which was repeated in late 2015, that ranked NYC neighborhoods by need (see below). While different methods were used by NYC Health and Hospitals, the findings were very similar.

2013

Bronx

- Fordham – Bronx Park
- Crotona – Tremont
- High Bridge – Morrisania

- Hunts Point – Mott Haven

Brooklyn

- Bedford Stuyvesant – Crown Heights
- East New York
- Sunset Park
- East Flatbush - Flatbush
- Williamsburg – Bushwick

Manhattan

- Washington Heights – Inwood
- Central Harlem – Morningside Heights
- East Harlem

Queens

- Long Island City – Astoria
- West Queens
- Flushing – Clearview
- Jamaica

2015

Bronx

- Fordham – Bronx Park
- Crotona – Tremont
- High Bridge – Morrisania
- Hunts Point – Mott Haven
- Pelham-Throgs Neck

Brooklyn

- East New York
- Sunset Park
- East Flatbush - Flatbush
- Williamsburg – Bushwick
- Borough Park
- Coney Island-Sheepshead Bay

Manhattan

- Washington Heights – Inwood
- East Harlem

Queens

- West Queens
- Flushing – Clearview
- Jamaica Mr. Fass stated that once the high need neighborhoods were designated the next step was to identify primary care expansion opportunities for NYC Health and Hospitals by applying the following:

- Identify potential existing sites for expansion and lease sites
- Project the service area
 - 12 to 18 minute distance by foot, bus, or subway
- Quantify the target market population within the projected service area
 - Income less than 200% Federal Poverty Level
 - New immigrants
 - NYCHA development residents
- Proximity to existing article 28 primary care providers within projected service area and identify any gaps in services
 - HHC facilities
 - Non-public facilities
- HHC and MetroPlus market share
- Neighborhood demand for additional primary care (unmet need)
 - Percent of Medicaid beneficiaries who do not use ambulatory care services
 - Percent of Medicaid beneficiaries who use an ambulatory care provider outside of their neighborhood

- Infrastructure of projected service area
 - Foot traffic
 - Visibility and signage opportunities
 - CBO linkages opportunities
 - Pharmacies
- Derive market potential based on estimated market share penetration by primary, secondary, and tertiary service areas
- Forecast primary care providers that can be supported by site

Mr. Fass explained that neighborhoods are quite large. They are the aggregate of two or three zip codes. Based on the analysis of NYC Health and Hospitals' existing sites, it was determined that at a typical site, most patients would be willing to travel 12 to 18 minutes by foot, car, bus or subway. This information was used to estimate the potential service area for the sites. In addition, the target market population within the projected service area was quantified based on income less than 200% Federal Poverty Level, new immigrants and NYCHA development residents. The next step was to look at proximity to existing Article 28 primary care providers (HHC facilities or non-public facilities) within the projected service area and identify service gaps. HHC and MetroPlus market share were considered along with the neighborhood demand for additional primary care (unmet need), the percent of Medicaid beneficiaries that do not use ambulatory care services, and the percent of Medicaid beneficiaries that use an ambulatory care provider outside of their neighborhood. Key factors in determining the projected service area included foot traffic, visibility and signage opportunities, linkage opportunities with community-based organizations and pharmacies. The potential market was derived based on an estimated market share penetration of the primary, secondary, and tertiary service areas and the forecast of primary care providers that can be supported by the site.

Anticipated Expanded and New Sites

Mr. Fass presented the sites that were expected to be expanded and/or opened. He explained that the site list was continuously being modified as new information is obtained from engineers, architects and real estate agents. He noted, however, oftentimes, circumstances beyond our control change.

Mr. Fass reported that among the city owned properties, the Jamaica site (Parson's Boulevard location) and the East NY site on Sutter Avenue site were undergoing a site review by the design team, engineers and architects. He also added that lease sites in particular were uncertain because until a lease is signed, anything is possible. There are two sites listed as TBD because a suitable location has not yet been identified

Borough	Neighborhood	HHC Site Name	Address
HHC Expansion in City Owned Bldgs..			
Bronx	East Tremont	Tremont Clinic	2nd flr 1826 Arthur Ave. 10457
Brooklyn	Brownsville / Bed Stuy - Crown Heights	Brownsville CHC	259 Bristol S. 11212
Brooklyn	Bushwick	Bushwick Communicare	335 Central Ave. 11221
Brooklyn	Bushwick	Bedford Clinic	485 Throop Ave. 11221
Brooklyn	Crown Heights	Crown Heights CHC	1218 Prospect Place. 11213
Brooklyn	East New York	Sutter CHC	1091 Sutter Ave. 11208
Queens	Jackson Heights / West Queens	Junction CHC	34-33 Junction Blvd 11372
Queens	Jamaica	Parsons Blvd	90-37 Parsons Blvd., 11432
Staten Island	Stapleton	Vanderbilt D&TC	155 Vanderbilt Ave. 10304
HHC Expansion in Lease Bldgs..			
Brooklyn	Bedford Stuyvesant / Crown Heights		765 Nostrand Ave 11216
Brooklyn	East Flatbush-Flatbush		2231 Church Ave 11226
Brooklyn	East New York		TBD
Manhattan	Sugar Hill / Washington Heights		414 W 155 St 10032
Manhattan	Washington Heights		TBD
Queens	Elmhurst / West Queens		89-22 Queens Blvd., 11373
Queens	Jackson Heights / West Queens		87-10 Northern Blvd., 11372

Ms. Brown added that NYC Health and Hospitals (H+H) had optimized the opportunity where free rent was available and where NYC H+H would co-exist with NYC Department of Health and Mental Hygiene, which was already engage in an initiative called "Neighborhood Hubs." H+H looked at City owned buildings where NYC H+H provides services and city buildings where we do not provide services. After a lot of discussion and negotiation with DOHMH, a list of sites that would be expanded or would newly

provide healthcare services was created. That list did not address the unmet need in terms of targeted high need neighborhood. As such, an additional strategy was to look for building sites in which the HHC flag could be planted in order to create new locations.

Mr. Fass added that the current list of sites was constantly being modified. However, Ms. Brown added that NYC H+H was at the juncture of making some decisions. She added that H+H was cautious in having the Mayor announcing only 11 sites as opposed to 16 because some sites were still up in the air. Ms. Lilliam Barrios-Paoli, Board Chair, asked if the Sugar Hill/Washington Heights site was a not-for-profit. Ms. Brown answered that all of the leased sites were with private, for-profit owners.

Mr. Fass turned the meeting over to Ms. Mari Millet and invited her to describe the care model and patient services.

Patient Centered Medical Home

Ms. Mari Millet reintroduced herself and stated that she was currently working as the Deputy Executive Director of East New York and most recently, Cumberland. In that capacity she was in charge of all the administrative operations of all clinical services of HHC's primary care sites, school based health sites and all of the child health care sites. Ms. Millet informed the Committee that her role was to ensure that the NYC H+H sites provided primary specialty care to underserved communities through a "whole health" approach. Focus will be on preventive health care to reduce preventable Emergency Room and acute care admissions and to be instrumental in improving the quality of life of the community, which is the true meaning of managed care.

Ms. Millet explained that a patient centered medical home (PCMH) puts the patient at the core, and entailed working with a multidisciplinary team to ensure that the patient's needs are met in a well- coordinated and collaborative fashion. The care disciplinary team is called a "care team." It consists of providers, nursing, educators, dietitians, social workers and sub-specialists working together with focused attention on caring for the patient.

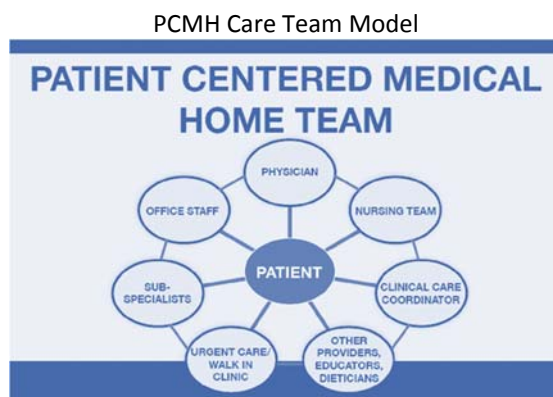
Certification:

Level 3 PCMH Certification for all Gotham Health D&TC's in process.

PCMH Model of Care

- Comprehensive care
- Patient centered
- Coordinated care
- Accessible services
- Quality and safety

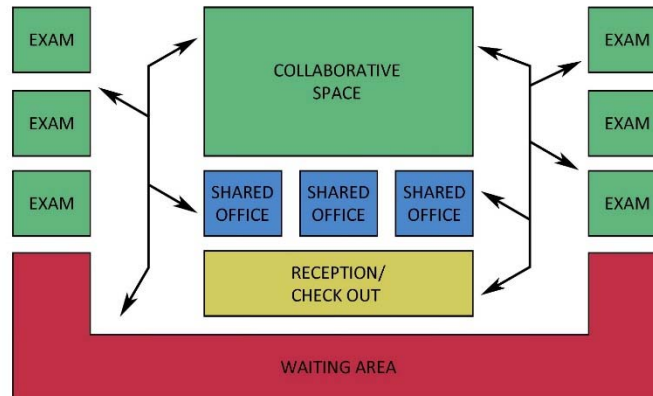
Ms. Millet explained that, in patient centered care, we understand and respond to each patient's need. The right care at the right time; care that takes into account beliefs, values, communication among the providers of service, access to appointments when needed, the promise that our providers would do their best to make our experience in healthcare a satisfying one and to empower staff to provide their input on how these services can be improved.



PCMH Healthcare Facility DesignPod Configuration

Benefits of the Pod configuration in health centers include:

- Making it easy for staff to find each other,
- Making it easy for clinicians to see their work,
- Patients feel at ease in personal spaces,
- Exam rooms are used functionally in flexible ways,
- Team communication and collaboration can occur more prevalently.



Ms. Millet described her role on the Primary Care Expansion Committee. She stated that she was the operations lead staff and that she representing the end user as the Deputy Executive Director of Brooklyn and Queens sites. It is to ensure that the product being delivered to the communities is patient centered care, it improves their quality of life and optimizes their health care experience.

Ms. Millet reported the projected/ anticipated health care services will include the following:

Anticipated Services Provided

*Hours at all sites will be Mon-through Saturday and include evening hours a minimum 3 days per week.

Borough	Neighborhood	HHC Site Name	Services
HHC Expansion in City Owned Bldgs.			
Bronx	East Tremont	Tremont Clinic	Adult Medicine/Pediatrics/Women's Health/Behavioral Health
Brooklyn	Brownsville / Bed Stuy - Crown Heights	Brownsville CHC	Pediatrics/Adult Medicine/Women's Health/Behavioral Health/Optomety/Podiatry/Cardiology/General Ultrasound/Mammography
Brooklyn	Bushwick	Bushwick Communicare	Women's Health/Family Planning/Behavioral Health/Diagnostics (Cardiovascular ultrasound, general ultrasound)/Podiatry/Optomety/Cardiology
Brooklyn	Bushwick	Bedford Clinic	Adult Medicine/Behavioral Health
Brooklyn	Crown Heights	Crown Heights CHC	Pediatrics/Women's Health/Behavioral Health
Brooklyn	East New York	Sutter CHC	Pediatrics/Adult Medicine/Behavioral Health
Queens	Jackson Heights / West Queens	Junction CHC	Women's Health/Pediatrics/Behavioral Health
Queens	Jamaica	Parsons Blvd	Adult Medicine/Pediatrics/ Women's Health/Behavioral Health/Optomety/Cardiology/Podiatry/Cardiovascular ultrasound/General ultrasound
Staten Island	Stapleton		Primary, Specialty, and Diagnostics
HHC Expansion in Lease Bldgs.			
Brooklyn	Bedford Stuyvesant / Crown Heights	765 Nostrand Ave 11216	Women's Health/Pediatrics/Adult Medicine/Dental/Behavioral Health
Brooklyn	East Flatbush-Flatbush	2231 Church Ave 11226	Pediatrics/Adult Medicine/Women's Health/Behavioral Health
Brooklyn	East New York	TBD	Pediatrics/Adult Medicine/Behavioral Health
Manhattan	Sugar Hill / Washington Heights	414 W 155 St 10032	Women's Health/pediatrics/Behavioral Health
Manhattan	Washington Heights	TBD	Pediatrics/Adult Medicine/Behavioral Health
Queens	Elmhurst / West Queens	89-22 Queens Blvd., 11373	Pediatrics/Adult Medicine/Women's Health/Behavioral Health
Queens	Jackson Heights / West Queens	87-10 Northern Blvd., 11372	Pediatrics/Adult Medicine/Women's Health/Behavioral Health/Diagnostics (mammography, general ultrasound)

Ms. Millet stated that while the NYC Health+Hospitals was following the Mayor’s primary care expansion initiative, however some sub specialty services such as behavioral health, podiatry, optometry and cardiology will be added whenever it is appropriate. She clarified that behavioral health included higher level interventions and social worker services. Ms. Millet highlighted that in some instances, like the DOHMH buildings, healthcare services including child health and family practice were already being provided at these locations. She noted that some of these sites have more services than others because they were able to maximize their square footage, and utilize the space to provide health care services to their community.

Ms. Brown clarified for Ms. Barrios-Paoli how behavioral services will be delivered at those sites. Patients are screened by the on-site social worker who will refer them to an NYC Health + Hospitals’ site for more comprehensive behavioral services. Both pediatric and adult behavioral services will be provided at these sites. While the goal is to provide as many health care services as possible at these locations, patients will be referred to larger sites as needed.

Ms. Millet added that dental services will only be provided at the Nostrand Avenue site because the need for dentistry is prevalent in that community, and would provide an opportunity to offer the services at low cost in a brand new pre-existing suite.

Dr. Raju underscored that the hours of operation at all these sites will be Monday through Saturday, including evening hours at least three days a week. He commented that this would be a huge shift in the way NYC H+H delivers care.

Ms. Millet added that it is also a PCMH requirement to extend service hours to teach people to take ownership of their health care and to provide and make the resources available to them at the most convenient times for them, not for us.

Mr. Fass turned the meeting over to Ms. Alice Berkowitz and invited her to present the financial projections for the primary care expansion initiative project.

Financial projections

Neighborhood	HHC Site Name	New Visits	New Patients	Operating Revenue	Operating Expense (excl. interest and depreciation)	Net Loss
HHC Expansion in City Owned Bldgs.						
East Tremont	Tremont Clinic	7,360	2,300	2,461,243	3,506,635	(1,045,392)
Brownsville / Bed Stuy - Crown Heights	Brownsville CHC	17,875	5,586	5,060,693	5,822,962	(762,269)
Bushwick	Bushwick Communicare	12,135	3,792	2,367,539	3,303,572	(936,033)
Bushwick	Bedford Clinic	8,560	2,675	1,382,410	1,710,122	(327,712)
Crown Heights	Crown Heights CHC	9,143	2,857	2,078,745	2,607,752	(529,007)
East New York	Sutter CHC	11,055	3,455	2,682,029	2,977,306	(295,277)
Jackson Heights / West Queens	Junction CHC	11,533	3,604	3,285,313	4,157,474	(872,161)
Jamaica	Parsons Blvd	16,676	5,211	5,242,177	5,944,663	(702,486)
Subtotal		94,337	29,480	24,560,149	\$30,030,485	\$(5,470,336)
HHC Expansion in Lease Bldgs.						
Bedford Stuyvesant / Crown Heights	765 Nostrand Ave 11216	32,460	10,144	5,595,030	6,435,481	(840,451)
East Flatbush-Flatbush	2231 Church Ave 11226	12,060	3,769	2,078,745	2,793,223	(714,478)
East New York	TBD	12,060	3,769	2,078,745	2,768,223	(689,478)
Sugar Hill / Washington Heights	414 W 155 St 10032	12,060	3,769	2,205,244	2,724,945	(519,701)
Washington Heights	TBD	12,060	3,769	2,205,244	2,768,223	(562,979)
Elmhurst / West Queens	89-22 Queens Blvd., 11373	32,460	10,144	5,242,177	6,400,859	(1,158,682)
Jackson Heights / West Queens	87-10 Northern Blvd., 11372	32,460	10,144	5,595,030	6,505,013	(909,983)
Subtotal		145,620	45,506	25,000,216	30,395,968	(5,395,753)
Total		239,957	74,987	49,560,365	\$60,426,454	\$(10,866,089)

Ms. Berkowitz explained that Finance had used the following assumptions in calculating the financial projections for the new primary care clinics:

- Personnel expenses were calculated using the patient centered medical home model developed by Medical and Professional Affairs and tailored to the specific needs of each new or enhanced clinic by Mari Millet and her group.
- The OTPS expenses were based on NYC Health+Hospitals' (NYC H+H) past experience and the cost of purchasing janitorial and security services from the Department of Health for the sites located in DOH owned buildings.
- The revenue was projected based on the productivity of each clinical staff member assigned to the clinic and the payer mix was assumed to be equal to the nearest D&TC. It is assumed that all of the clinics will receive reimbursement rates associated with the FQHC program.

Ms. Berkowitz added that NYC H+H intends to phase the start-up of these clinics so that staff would be added as the clinic's volume increases. The phased opening of the clinics will occur during the first two years of the program. This financial model predicts full implementation of this initiative to be at the beginning of year three of the program's operation.

Ms. Berkowitz added that during the full year of implementation, it is projected that the initiative will have 228 providers and support staff, who will be able to provide an additional 240,000 visits. The total program cost will be \$60.4 million with revenue of \$49.6 million. It is anticipated that the program will operate at an annual deficit of \$10.9 million. Ms. Berkowitz noted that these projections excluded the workload, expenses and revenue for the Vanderbilt Avenue, Staten Island site, which was still in the early design phase.

Mr. Fass turned the meeting over to Tamika Campbell and invited her to describe the steps in design and construction for this project.

Ms. Campbell reintroduced herself as the Construction Manager of the project and stated that she was part of the Project Design Team consisting of the end user and Operations, the architects, EITS and Mr. Fass. Ms. Campbell reported that the team had identified DOHMH locations currently occupied and providing patient care services. Ms. Campbell stated that the construction goal was to expand primary care services and to enhance the patient experience, build it as fast as possible with the least amount of disruption.

Ms. Campbell informed the Committee that the design plans were also part of the Certificate of Need (CONs) packages. Ms. Campbell described the status of design and construction of the project as the following:

Design and Construction

- Project Milestones:
 - 30% Design Plans
 - 90% Design Plans
 - 100% Design Plans
- Project Progress Impacting Tasks
 - 100% Design Plans for Construction and Bid
 - Department of Buildings Approval process to obtain permits
 - Final State Approval (DOHMH)

The projected dates for construction and completion are listed below: Ms. Campbell noted that construction cannot begin until CONs have been approved.

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Anticipated Schedule

Neighborhood	HHC Site Name	Obtain CON Approval	Begin Renovation	Complete Renovation	Open Date
HHC Expansion in City Owned Bldgs.					
East Tremont	Tremont Clinic	9/25/15	1/16	6/16	6/16
Brownsville / Bed Stuy - Crown Heights	Brownsville CHC	9/28/15	7/16	4/17	4/17
Bushwick	Bushwick Communicare	10/13/15	5/16	1/17	1/17
Bushwick	Bedford Clinic	11/16/15	3/16	9/16	9/16
Crown Heights	Crown Heights CHC	11/6/15	1/16	3/16	3/16
East New York	Sutter CHC	12/29/15	6/16	2/17	2/17
Jackson Heights / West Queens	Junction CHC	2/10/16	4/16	8/16	9/16
Jamaica	Parsons Blvd	3/15/16	7/16	2/17	2/17
Stapleton	155 Vanderbilt Ave., S.I.	4/12/16	9/16	4/17	4/17
HHC Expansion in Lease Bldgs.					
Bedford Stuyvesant / Crown Heights	765 Nostrand Ave 11216	2/16/16	6/16	10/16	10/16
East Flatbush-Flatbush	2231 Church Ave 11226	3/8/16	7/16	11/16	11/16
East New York	TBD	3/29/16	8/16	11/16	12/16
Sugar Hill / Washington Heights	414 W 155 St 10032	2/9/16	6/16	10/16	10/16
Washington Heights	TBD	3/22/16	8/16	11/16	12/16
Elmhurst / West Queens	89-22 Queens Blvd., 11373	3/1/16	7/16	1/17	2/17
Jackson Heights / West Queens	87-10 Northern Blvd., 11372	2/11/16	6/16	11/16	11/16

Ms. Brown pointed out that CON approvals have already been obtained for the Tremont, Brownsville, Bushwick and that CON approvals for Bedford Clinic and Crown Heights sites would occur in the near future. She stated that, while CON approvals can be very lengthy, the State Department of Health (SDOH) have been very amenable in accelerating their review.

Anticipated Costs

As outlined below, Ms. Campbell reported the anticipated capital costs or build-out costs as \$49.6 million. She commented that this estimate does not include the Vanderbilt Avenue site in Staten Island. Ms. Brown added that the Vanderbilt Avenue site was a much larger site of 22,000 sq. ft. and its anticipated build-out cost is expected to be \$23-24 million. In addition, the Vanderbilt site will be a modular building which will help to defray some of the costs and more importantly, will defray some of the timeframe for construction.

Mr. Nolan asked if the Staten Island's site was larger because NYC H+H planned to expand its footprints. Ms. Brown's responded by stating the following:

- Almost 10 years ago, St. Vincent went bankrupt and NYC H+H purchased this parcel of land for a very nominal sum. The building will accommodate a lot of footprints.
- The Corporation has made a commitment to Staten Islanders to create comprehensive primary health care, not hospitals; inasmuch as, this site will allow NYC H+H to have a significant number of services as well as diagnostics services at that site.

Dr. Raju stated that all the sites were working towards NYC H+H's strategic goal. In Staten Island, for example, as MetroPlus is being expanded to include Staten Island, H+H is entering the market share of Staten Island and will have a much bigger presence and access in Staten Island. He remarked that the primary care expansion initiative is a thoughtful project and commended the

team for their approach. Dr. Raju emphasized that, one of the Corporation's strategic goals is to increase the market share only in places where there is a need not by competition. It is expected that the capital costs would be refunded by the City. So far, \$12 million have been collected from the City for the Primary Care Expansion project.

Dr. Raju added that in order to address the projected operations loss of \$10.8 million over a period of time, we need to figure out how to increase productivity and engage more people in the system. He referred to an article in the November 9th edition of the New York Times that stated that, in spite of all the efforts, one million people are still uninsured and some of them reside in the neighborhoods of the clinic locations.

He commended the team for a job well done in carefully selecting these sites based on real data. Ms. Brown referred back to the slide presented by Mr. Fass earlier and reiterated the tools used by the team to identify and prioritize NYC high need neighborhoods based on population health indicators and demographics, and by using CHCANYS' data analysis. In addition, the team went even further by looking at those criteria Dr. Raju just articulated not in a competition mode, but more in addressing a need mode, identifying locations that were accessible, foot traffic, visibility, linkages, pharmacies and transportation as well as partnering with DOHMH staff. Ms. Brown noted that these high need neighborhoods were inhabited with the population that can become not just patients at those sites, but HHC's patients and hopefully MetroPlus members.

Anticipated Capital Costs

Neighborhood	HHC Site Name	Construction	Contingency (10%)	Total Capital Needs
HHC Expansion in City Owned Bldgs.				
East Tremont	Tremont Clinic	1,039,750	35,705	1,075,455
Brownsville / Bed Stuy - Crown Heights	Brownsville CHC	3,663,942	226,239	3,890,181
Bushwick	Bushwick Communicare	3,657,572	225,087	3,882,659
Bushwick	Bedford Clinic	1,608,199	94,945	1,703,144
Crown Heights	Crown Heights CHC	844,149	18,000	862,149
East New York	Sutter CHC	2,489,813	169,621	2,659,434
Jackson Heights / West Queens	Junction CHC	2,652,950	180,000	2,832,950
Jamaica	Parsons Blvd	4,239,200	330,000	4,569,200
Subtotal		\$20,195,575	\$1,279,598	\$21,475,173
HHC Expansion in Lease Bldgs.				
Bedford Stuyvesant / Crown Heights	765 Nostrand Ave 11216	4,302,950	360,000	4,662,950
East Flatbush-Flatbush	2231 Church Ave 11226	3,352,950	250,000	3,602,950
East New York	TBD	3,352,950	250,000	3,602,950
Sugar Hill / Washington Heights	414 W 155 St 10032	3,168,600	240,000	3,408,600
Washington Heights	TBD	3,552,950	250,000	3,802,950
Elmhurst / West Queens	89-22 Queens Blvd., 11373	7,139,200	600,000	7,739,200
Jackson Heights / West Queens	87-10 Northern Blvd., 11372	1,339,200	-	1,339,200
Subtotal		26,208,800	1,950,000	28,158,800
Total		\$46,404,375	\$3,229,598	\$49,633,973

Ms. Campbell explained how the estimates were calculated. For the City-owned buildings (DOHMH), the architects provided their estimates based on conceptual plans. However, for the leased buildings, the estimates were based on square footage. The budget for the sites will be reviewed once the scope of work is finalized.

Ms. Brown added that the team was working very closely with facility staff at DOHMH to coordinate all the work to ensure that they are aware of the types of renovation being made and that the design and services are consistent with Dr. Raju's and NYC H+H's Vision 20/20.

Dr. Raju acknowledged the team for their accomplishments for working on this project for only four months. Ms. Brown invited other project team members that were present at the meeting to stand up. She acknowledged Corporate Planning Services' staff including Elena Russo, Christopher Philippou and Sharon Abbott, who had compiled the CON. Ms. Brown added that Mr. Philippou was very involved in the initial analysis which helped to inform, which neighborhoods should be prioritized. She acknowledged the real estate team, Jeremy Berman and Dion Wilson, who were not in attendance at the meeting, for working with the realtors to

identify possible locations and for negotiating lease arrangements with landlords. She acknowledged Alice Berkowitz, Maxim Katz, Linda Dehart and the other staff from Corporate Finance division. Additionally, Ms. Brown acknowledged the security and IT staff.

Mr. Nolan commented that, in 2013, Candidate DeBlasio's message was to identify these types of facilities in the vicinity of City employees' residences. He praised that two years later, in 2015, the Mayor's project is real and partially funded. However, as a resident of the Bronx, Mr. Nolan stated that he was puzzled that there would be only one site in the Bronx considering that the Bronx is #1 in almost every major health category in the history of New York including cancer, strokes, diabetes and asthma.

Ms. Brown responded that the Mayor's initiative of "Caring Neighborhood, Caring Communities" focuses on the highest need neighborhoods. There were many more neighborhoods that have needs than the ones that are being addressed by this initiative. As noted on the slide, Fordham, Crotona, High Bridge and Hunts Points are some of the neighborhoods that were identified. However, the southern part of the Bronx already have two NYC H+H facilities, Belvis and Morrisania. As these sites are part of Gotham Health, under the leadership of Dr. Michelen and Mari Millet - extended hours services are already provided at these sites. As Dr. Raju mentioned, we are not in a competitive mode to only plant our flag while some other entities are already there. In those neighborhoods there are opportunities for other than H+H to expand, particularly the non-H+H FQHCs. Ms. Brown reiterated that the Mayor's "Caring Neighborhood, Caring Communities" is a two-sided strategy. The first being NYC H+H's action to expand existing sites and to add new ones and the other side involves NYC Economic Development Corporation (EDC) who has set aside \$8 million in grants to facilitate non-H+H FQHCs to expand existing sites or create new sites in these various neighborhoods.

Dr. Raju added that NYC H+H has partnered with other FQHCs because this initiative is about collaboration. He added that the same strategy goes for the DSRIP. DSRIP is all about collaboration. Clinics will not be set up in every neighborhood in need, but HHC will work with other partners to provide services where a gap exists.

For Mrs. Bolus' enlightenment, Ms. Brown added that the same goes for Canarsie not being on the list because the need was not the greatest in that neighborhood. She stressed that the Mayor as a candidate had committed to reaching highest need neighborhoods and is making sure on that commitment.

Dr. Raju added that access does not necessarily equals the elimination of disparities. He stated that there are other issues in addition to access that must be addressed in order to eliminate disparities in health care including the ability to reach individuals and bring them into a system, cultural competent care, convenient hours, geographic and convenient access.

Ms. Brown stated that, what was most important are the services that need to be in those locations as well as using the PCMH model. Implicit in that approach is addressing "whole health", not just the health issue that the person presents with but preventing disease and illness.

SUBSIDIARY BOARD REPORT

HHC Accountable Care Organization – HHC ACO – October 29, 2015

As reported by Dr. Ram Raju

The Board of Directors of HHC ACO Inc., NYC Health + Hospitals' subsidiary nonprofit Accountable Care Organization, convened on October 29, 2015, to discuss recent activities and 2014 savings distribution.

The ACO achieved quality and financial benchmarks in its second performance year, resulting in a \$2.6 million savings payment for 2014. The Board reviewed how CMS calculated the savings payment and agreed upon a proposal for distributing savings among NYC Health + Hospitals and the affiliates. For 2014, the primary care physician incentive will include a modest quality adjustment for hypertension control rate and patient rating of provider. A portion of the savings will also be allocated to a fund to support training and team building for the care teams that are responsible for managing the ACO population.

Despite strong overall quality performance, the ACO recently received notice of deficiencies in a few specific areas, including the percent of primary care providers meeting Meaningful Use requirements. This is a system-wide priority, with significant resources dedicated to the attestation effort for 2015.

KPMG is in the process of auditing the ACO's FY 2014 and 2015 financials. The ACO will ensure compliance with State requirements related to public authorities in its review of the audit report and financial statements.

The Board approved three resolutions:

- Authorizing the ACO's Chief Executive Officer to negotiate and execute an amendment to the ACO agreements and distribute the 2014 performance payment, consistent with the updated savings distribution methodology;
- Electing the following persons as ACO officers for 2016: Ram Raju – Chair; Ross Wilson – Chief Executive Officer; Marlene Zurack – Treasurer; and Salvatore Russo – Secretary; and
- Designating Ram Raju as a member of the ACO Governance Committee.

* * * * * *End of Reports* * * * * *

**RAMANATHAN RAJU, MD
HHC PRESIDENT AND CHIEF EXECUTIVE OFFICER
REPORT TO THE BOARD OF DIRECTORS
November 17, 2015**

Good afternoon. As customary, I will highlight just a few items from the full version of my report to the board. The full version is available to all here and will be posted on our website.

NYC Health + Hospitals New Branding Initiative

Last week we announced a new brand strategy that unifies our more than 70 patient care locations in the five boroughs and represents our transition to a wellness-focused health care leader -- NYC Health + Hospitals. The change is designed to help redefine us as we embark on an aggressive campaign to attract new patients, expand primary care services in underserved communities, increase membership in our low-cost health insurance plan MetroPlus, and grow revenue to preserve our mission.

Our mission to care for all, without exception, has not changed. But our promise to New Yorkers has evolved. Our new brand graphics symbolize a true evolution as we transition from a hospital-centric corporation to a health care delivery system focused on providing an exceptional patient experience and building healthy communities. Our new logo unifies us, but most importantly, it celebrates our diverse workforce and what our staff does every day to empower New Yorkers to live the healthiest life possible.

The new brand standards are not just simply cosmetic changes on an old package. They signify a real transformation that is happening from the inside out in New York City's essential health care delivery system.

The implementation of the new brand will be a grassroots effort to build employee and community-based brand ambassadors, and will involve a gradual, multi-year process.

We began to introduce the new logo and graphics standards to our 42,000 employees last week with very enthusiastic and spirited brand celebrations at many of our patient care locations. Each celebration featured a cake with our new logo just like the one you saw it on your way into the Board room today. I want to thank Chef Charles Smith of our Cook & Chill Plant in Brooklyn who has baked 48 cakes and 20,000 cupcakes for our staff as we rolled out the brand across the health care system. I thought I'd take just a few moments here to show you some snapshots from the celebrations at our hospitals and health centers.

MetroPlus Plan to Help Cancer Patients Formerly Covered by Health Republic

In a special agreement between our health plan, MetroPlus, and Memorial Sloan-Kettering, 114 New York City residents, who are currently insured with Health Republic Insurance Plan and in active cancer treatment at Memorial Sloan Kettering Cancer Center, will have the opportunity to continue their cancer care without interruption, despite the pending closure of Health Republic at the end of this month. Patients will maintain continuity of care through enrollment in MetroPlus.

We want to make sure no New York City patient is left behind. There's no scarier time to lose health insurance than when these patients and their families are facing a cancer diagnosis and relying on the exceptional treatment available at Memorial Sloan Kettering. Thanks to Memorial Sloan Kettering for agreeing to work with MetroPlus on this groundbreaking agreement.

NYC Health + Hospitals/Kings County Launches Construction on New Ronald McDonald Family Room

A ceremony was held early this month to kick off the construction of a Ronald McDonald Family Room located inside NYC Health + Hospitals/Kings County. Our philanthropic arm, The Fund for HHC, cemented the capital expansion agreement with Ronald McDonald House-NY and will be managing the creation of Family Rooms throughout our system. The Family Room is expected to be completed and open for use in spring 2016.

The Ronald McDonald Family Room will serve as a respite care facility for caregivers of patients in our neonatal intensive care unit and will offer a kitchen, washer and dryer, bathroom, and lounge area to provide an area of relaxation and a place to recharge for the families of children receiving inpatient care.

When a family is faced with the overwhelming stress of a child in the hospital, as care providers we want to do anything we can to improve their experience and bring that family comfort. Having a Ronald McDonald House Family Room available can be an important part of the healing process and provide a positive and calming experience for patients and their families.

NYC Health + Hospitals Nursing Excellence Awards

Late last month we honored six nurse professionals with "Nursing Excellence" awards for demonstrating dedication and compassion for the field of nursing and for their patients. Awards were given in six categories of excellence: clinical nursing, inpatient; management; education and mentorship; advancing and leading the profession; home, community or ambulatory care; and volunteerism and service. A "Nursing Champion" was also recognized for support of the nursing profession. This year 186 nurses were nominated for the awards, making it the largest pool of nominees to date.

NYC Health + Hospitals nurses work tirelessly each day to meet our patients' needs and ensure their satisfaction. Nurses advance the quality of care by spearheading innovative efforts to improve patient experience and patient safety, and make our system an excellent source of wellness and healing for all New Yorkers. Congratulations to all 8,000 of our health care system nurses for their continued dedication to improving patient care and keeping patients first in all they do.

HIV Leader of NYC Health + Hospitals System Receives Top Award from NYS Health Commissioner

We recently received word from the New York State Department of Health that Terry Hamilton, our Assistant Vice President of HIV Services will be given an award by the Health Commissioner for her commitment to reducing new HIV infections and innovations to promote HIV testing and engage HIV patients in care. The award will be presented in Albany on December 1 – World AIDS Day 2015. I know the Board joins me in offering Terry our warmest congratulations.

Doctors Council SEIU Joins NYC Health + Hospitals to Improve Care Quality and Patient Experience

Early this month, we announced a groundbreaking forum for cross-collaboration between front line doctors and management -- Doctors Council SEIU and NYC Health + Hospitals. The forum included a three-day training to launch a new system-wide Collaboration Council. The Collaboration Councils (both system-wide and at each of our facilities) are an innovation in labor-management relations. The goal is to develop a collaborative approach to improving the quality of healthcare.

The Institute for Healthcare Improvement, a leading innovator and driver of results in health and health care improvement worldwide, worked with both management and doctors through the three-day program. Participants also heard from special guests which included Dr. Ben Chu, Kaiser Foundation Hospitals on timely health care industry trends and changes on the horizon.

We are keenly attuned to the culturally diverse needs of patients in the City public health system. Offering excellent patient experience is key to the success of our hospitals, and since our physicians are so reflective of the diverse patients we serve, their input is important to our success. That is why we are pleased to be part of the Collaboration Councils and the effort to jointly work with doctors to improve patient experience.

Federal Update

New Speaker and Two-Year Budget Deal

In Washington, Congressman Paul Ryan was elected Speaker of the House last month, succeeding Speaker John Boehner. Before leaving office, Boehner negotiated a two-year budget deal that was signed by President Obama

on November 2nd. The deal suspends the nation's debt limit through March 2017 and increases federal spending for domestic and defense programs by more than \$80 billion over the next two years. The passage of this legislation was key for the new speaker as three important issues -- the debt limit, spending levels and a rise in Medicare part B premiums -- have now been solved for the next two years.

For hospitals, there were two provisions of the bill that impact Medicare payments. A one-year extension of the existing 2% Sequester cut was added which affects Medicare payments. For NYC Health + Hospitals, the impact of the extension is approximately \$12 million. The deal also added a provision that, starting January 2017, new hospital outpatient department clinics (those established after November 2, 2015) will no longer receive the higher Medicare Outpatient Hospital rates, but will instead receive lower physician office rates. This provision will not impact Federally Qualified Health Centers (FQHCs), i.e. Gotham Health, or their expansion.

Two-Midnight Rule Finalized

On October 30th, the final Outpatient Prospective Payment System (OPPS) Rule was published, which included codifications of the Two-Midnight Policy. The rule gives physicians discretion in classifying stays less than two midnights as inpatient, on a case by case basis. This is a major victory for the hospital community. If the original version of the policy had been implemented, it could have resulted in Medicare losses of between \$23 million and \$38 million a year for NYC Health + Hospitals.

NYC Health + Hospitals Program of the Month, November 2015: *NYC Health + Hospitals' Smoking Cessation Efforts*

Whether we've known the tyranny of smoking ourselves, or been the loved one, or family member, or friend, of someone else who has struggled with nicotine addiction, all of us understand what a difficult mountain this is to climb.

Every year, on the third Thursday of November, smokers across the nation take part in the *American Cancer Society Great American Smokeout*.

But here at NYC Health + Hospitals, every day is a smokeout. We are always here for our patients who smoke. We employ an array of approaches and techniques to help them quit, and to help them keep from starting again.

We screen patients for tobacco use annually in all of our primary care settings. And for patients who self-identify as smokers, we actively follow up with appropriate medical care, be it counseling, nicotine replacement, or referrals to other resources they may prefer, such as the New York State Smoker's Quitline. Almost every one of our facilities has their own in-house quit smoking clinic, with coordinators who serve as compassionate and informed resources for our patients.

As a metric-driven organization, we track these efforts closely, with each HHC facility reporting to our Board quarterly on the quality of their tobacco efforts within our primary care patient population.

And through research and clinical practice, our understanding of attitudes about quitting are evolving. Increasingly we recognize that even small barriers to quitting -- unfamiliarity with NRT products, having to get a prescription to obtain it at low-cost, having to go to a pharmacy -- can make the effort simply too daunting for some patients.

Now we view every primary care visit as a smoking cessation opportunity, and we send our patients who smoke, home with a nicotine replacement starter kit.

We know that nothing can seem as tough as quitting smoking. But we *also* know that we can help our patients find the strength to succeed in winning their lives back...*In living their healthiest lives possible.*

So please join me today in recognizing NYC Health + Hospitals' smoking cessation efforts as our program of the month.

Thank you to Lindsey Gottschalk, for guiding our efforts as Program Director here at Central Office. And thank you for the all the great work being done in our primary care, ambulatory clinics, and quit-smoking clinics for helping our patients win this fight.

NYC Health + Hospitals Individual of the Month, November 2015:

Dr. Robert Gore, Emergency Room Physician at NYC Health + Hospitals / Kings County

Key to NYC Health + Hospitals' transformation to a patient-centric system is our recognition that healthcare is ineffective if delivered in a silo. To deliver on our promise to empower patients to live their healthiest lives possible, we cannot be disengaged from the array of social determinants that impact our patient's health.

And no factor has as potentially devastating an impact on the health of our young patients as exposure to violence....especially gun violence, which is the leading cause of death for young men of color, ages 13 to 24.

How does a health system like ours make a difference on this issue?

By appreciating that gun violence isn't only a public safety issue----It's a public health issue as well---and it requires a vigorous public health response as part of any solution.

Dr. Robert Gore, an emergency room physician at NYC Health + Hospitals / Kings County, is part of that solution. The inspiring work he is doing with young people at-risk in Brooklyn, is the reason I'm proud to name him today as our Individual of the Month.

I hope all of you read the moving story recently in the New York Times about Dr. Gore's founding of the Kings Against Violence Initiative (KAVI).

As a young intern, Dr. Gore was struck by the scarcity of role models, in medicine particularly, available to young people of color in many of the communities we serve.

He resolved to do something about that. And he has.

And like other initiatives operating at the facility level across the city with assistance from the Fund for HHC's Guns Down Life Up program, KAVI has proven very successful in mentoring and counseling youth. It offers alternatives to young people to engage in positive activities like sports, dance and the arts as part of a comprehensive violence prevention strategy. And it engages previously incarcerated individuals who have turned their lives around, in order to interrupt youth violence at or near its source. This is great work, and we need to do more of it.

Please join me in congratulating Dr. Gore for going the extra mile, and making a real, lasting, positive, impact on lives of the young people we serve.

NYC Health + Hospitals In the News Highlights

Broadcast

- WPIX 11

How an NYC doctor helped Bronx neighborhood cut shootings nearly in half Jacobi: Dr. Noe Romo; Erika Mendelsohn

Print

- City's public hospitals to overhaul its patient-experience strategy, Crain's New York Business, NYC Health + Hospitals President Dr. Ram Raju; Metroplus
- Bye-bye, HHC, Crain's Health Pulse, NYC Health +Hospitals President Dr. Ram Raju
- A New Name for NYC Health and Hospitals Corp.: 5 things to know, Becker's Hospital Review, NYC Health +Hospitals President Dr. Ram Raju

- De Blasio to create new health centers, partially fulfilling campaign pledge, Politico New York, Dr. Ram Raju, HHC President
- City health initiative set for Jackson Heights, Times Ledger, NYC Health +Hospitals
- City Hall reaches deal to continue treatment for NYC cancer Patients who had been set to lose insurance coverage, Daily News, NYC Health + Hospitals; MetroPlus
- Ramanthan Raju | 130 Nonprofit Hospital & Health System CEOs to Know 2015. Becker's Hospital Review, NYC Health + Hospitals President Dr. Ram Raju
- In Fight to Save Young People, Brooklyn Doctor Treats Violence as a Public Health Issue, The New York Times, Kings County: Dr. Robert Gore; Jacobi; Harlem, Erik Cliette, Senior Director, Guns Down, Life Up Initiative
- Woodhull apartment building will house below-market tenants, mental-health patients. The Brooklyn, Paper, Dr. Ram Raju, NYC Health + Hospitals President; Woodhull
- HHC to approve employment contracts for Riker's staff, Politico New York, NYC Health + Hospitals, Patsy Yang
- HHC to ink deal to staff city jails, Crain's Health Pulse
- Doctors get more input at HHC, Crain's Health Pulse, Dr. Ross Wilson, Corporate Chief Medical Officer
- Ronald McDonald, Politico New York, Kings County
- NYC Health + Hospitals Honors Nurses. Advance for Nurses. Marie Alverio, Coney Island; Susan Gullo, NCB; Eileen Achacoso, Central Office; Robert Smeltz, Bellevue; Tiffany Reid, Harlem; Bindu Rai, Elmhurst
- Harlem Nurse Receives "Nursing Excellence" Award, Harlem World Magazine, Dr. Ram Raju, HHC President; Lauren Johnston, Corporate Chief Nurse Executive
- Master of Doctors, Brooklyn Daily, Coney Island: Dr. Terence Brady, Associate Chief Medical Officer; Dr. John Maese, Chief Medical Officer; Dr. Paul Gitman, Quality Management
- Dr. Craig Spencer Reunites with HHC Bellevue Hospital Medical Team a Year after Recovering from Ebola, Hospital Newspaper, Bellevue
- New York Magazine
Ebola Survivor Dr. Craig Spencer Returns to Visit the Hospital That Saved Him, New York Magazine, Bellevue: Dr. Nate Link, Chief Medical Officer; Dr. Laura Evans, Director of Critical Care
- Jacobi SHARE Breast Cancer support program helps survivor, Bronx Times, Jacobi, North Central Bronx
Oddo tours Sea View campus, talks 'Health and Wellness' plan. Staten Island Advance, Sea View: Angelo Mascia, Executive Director

Resolution

Authorizing the President of the NYC Health + Hospitals to enter into a contract with CareTech Solutions, Inc. (“CareTech”) for Epic Service Desk Support in an amount not to exceed \$14,694,651 (includes a 7.5% contingency of \$1,024,673) for the contract term of five years with two one-year options to renew, at the Corporation’s exclusive option.

WHEREAS, the end users of the Epic electronic medical record system (“Epic EMR”) at each of the Corporation’s facilities will require a single point of contact for Epic Pre and Post Go-live Service Desk Support to resolve requests and issues as they arise on a 24/7/365 basis as Epic EMR is rolled out to each facility; and

WHEREAS, the Corporation issued a Request for Proposals seeking an appropriately qualified vendor to provide Epic Service Desk Support for all Corporation facilities; and

WHEREAS, CareTech was selected as it was the highest ranked responsive and responsible proposer that demonstrated the experience and organizational capacity necessary to provide the services and its proposed pricing was consistent with industry rates for similar services; and

WHEREAS, CareTech will provide Epic Pre and Post Go-live Service Desk Support by credentialed or certified clinical experts with direct experience supporting Epic applications for each HHC facility as Epic is deployed in the facility on a 24/7/365 basis and will provide knowledge transfer and training to the HHC service desk; and

WHEREAS, the HHC service desk will continue to provide and maintain support for all other non-Epic related applications issues and requests, including the Quadramed EMR; and

WHEREAS, the funding for this contract will be provided through the Epic EMR budget previously presented to the Board of Directors; and

WHEREAS, the contract will be managed and monitored under the direction of the Senior Assistant Vice President/ Interim Chief Information Officer.

NOW, THEREFORE, be it:

RESOLVED, THAT the President of NYC Health + Hospitals be and hereby is authorized to enter into a contract with CareTech Solutions, Inc. (“CareTech”) for Epic Service Desk Support in an amount not to exceed \$14,694,651 (includes a 7.5% contingency of \$1,024,673) for the contract term of 5 years with 2 one-year options to renew, at the Corporation’s exclusive option.

RESOLUTION

Authorizing the President of NYC Health + Hospitals to negotiate and execute a contract with **McKesson Technologies Inc.** to provide Radiology Integration and Practice Management Services for a period of three years with two, one-year options to renew, exercisable solely by NYC Health + Hospitals, in an amount not to exceed \$16,684,855, inclusive of all costs and expenses.

WHEREAS, currently NYC Health + Hospitals radiologic technology platforms are siloed, disparate and unintegrated and rely on outsourcing for certain off-hour readings of scans; and

WHEREAS, NYC Health + Hospitals wishes to move to a model where all scans may be read by in-house staff, where scans from one facility can be read at any other facility and where there is enhanced opportunities for quality assurance; and

WHEREAS, NYC Health + Hospitals requires the services of a vendor who can assist in transforming its radiology practices and create an integrated platform where images can be read at any site and managed through an intelligent worklist; and

WHEREAS, a Request for Proposals ("RFP") was issued on August 14, 2015 for Radiology Integration Services and the selection committee, which rated the proposals using criteria specified in the RFP, recommended that McKesson Technologies Inc. be awarded the contract; and

WHEREAS, the proposal meets all of NYC Health + Hospitals' technological and regulatory security requirements, and uptime performance expectations; and

WHEREAS, responsibility for monitoring the contract shall be under the Senior Vice President/Chief Medical Officer and interim Chief Information Officer.

NOW, THEREFORE, be it

RESOLVED, that the President of the NYC Health + Hospitals be and hereby is authorized to negotiate and execute a contract with McKesson Technologies Inc. to provide Radiology Integration and Practice Management Services for a period of three years with two, one-year options to renew, exercisable solely by NYC Health + Hospitals, in an amount not to exceed \$16,684,855, inclusive of all costs and expenses.

RESOLUTION

Authorizing the President of the NYC Health + Hospitals to execute a five year lease agreement including one five year option with Harlene Realty Corporation (the "Landlord") for approximately 600 square feet of ground floor space at 2101 Mermaid Avenue, Borough of Brooklyn, to house the Women, Infants and Children Program (the "WIC Program") operated by Coney Island Hospital (the "Facility") at a rate of \$16.66 per square foot, or \$9,996 per year to be escalated by 2.25% per year for a total rent amount over the five year initial term of \$52,280.

WHEREAS, pregnant, breastfeeding and postpartum women, infants and children less than five years of age who are determined to be at nutritional risk are eligible for WIC Program services which include monitoring children's growth rates, nutrition education, breastfeeding support, and high risk counseling; and

WHEREAS, the New York State Department of Health ("NYSDOH") had authorized Coney Island Hospital to operate WIC Programs at two sites in Brooklyn, and both sites were lost as a result of damage caused by Hurricane Sandy; and

WHEREAS, the program opened a temporary site at the Luna Park Community Center in January 2013 which was closed after nine months as a result of rent increases beyond the specified allowance for the program; and

WHEREAS, since October 2013, the WIC Program has been operating from a site within Coney Island Hospital and this site will continue to serve as a permanent program location; and

WHEREAS, the planned 2101 Mermaid Avenue site has been authorized by the NYSDOH as the second permanent site and will serve participants located in the Sheepshead Bay, Marine Park, Kings Bay and Bensonhurst communities of Brooklyn; and

WHEREAS, the WIC Program is funded through a NYSDOH grant.

NOW, THEREFORE, be it

RESOLVED, that the President of the NYC Health + Hospitals be and hereby is authorized to execute a five year lease agreement including one five year option with Harlene Realty Corporation (the "Landlord") for approximately 600 square feet of ground floor space at 2101 Mermaid Avenue, Borough of Brooklyn, to house the Women, Infants and Children Program (the "WIC Program") operated by Coney Island Hospital (the "Facility") at a rate of \$16.66 per square inclusive of utilities, or \$9,996 per year to be escalated by 2.25% per year for a total rent amount over the five year initial term of \$52,280.

RESOLUTION

Authorizing the President of the NYC Health + Hospitals to execute an amendment to the existing Memorandum of Understanding ("MOU") with the New York City Department of Information Technology and Telecommunications ("DOITT") that permits the installation and maintenance of communication equipment at eight of the NYC Health + Hospitals facilities required for the operation of the City-wide Radio Network at no cost to DOITT to both expand the list of facilities at which DOITT equipment is sited to include Harlem Hospital Center, Metropolitan Hospital Center and Sea View Hospital Rehabilitation Center and Home (the "Facilities") and to expand the area at several Facilities for DOITT to use and the type of equipment to be installed and maintained.

WHEREAS, DOITT's responsibilities include providing New York City agencies with land-based and wireless voice, data, video and other communication capabilities; and

WHEREAS, DOITT equipment has been installed at the various of the Facilities since 2007 and is an integral part of the New York City Wireless Network ("NYCWIn"), a municipal broadband data network used primarily for first responder and critical service agencies; and

WHEREAS, in December 2011, the Board of Directors authorized the President to execute an MOU with DOITT allowing DOITT to install, repair and maintain its equipment at Lincoln Medical and Mental Health Center, Elmhurst Hospital Center, Jacobi Medical Center, North Central Bronx Hospital, Kings County Hospital Center, Coler-Goldwater Specialty Hospital and Nursing Facility, Queens Hospital Center, and Coney Island Hospital; and

WHEREAS, the term of the MOU is perpetual until terminated by either party; and

WHEREAS, in addition to the facilities at which DOITT was originally granted permission to install, maintain and repair equipment under the MOU, under the proposed amended MOU, DOITT shall also be permitted to install and maintain communication equipment at Harlem Hospital Center, Metropolitan Hospital Center and Sea View Hospital Rehabilitation Center and Home; and

WHEREAS, under the proposed amended MOU, DOITT shall have the right to slightly expand its presence at certain of the Facilities and to upgrade the equipment maintained; and

WHEREAS, DOITT shall have access to its systems and infrastructure located in risers, rooftops, penthouses, mechanical rooms, equipment closets or other locations at the Facilities required to install, repair and maintain its equipment; and

WHEREAS, DOITT's activities shall not interfere with the delivery of medical services or operation of hospital equipment at the Facilities and its equipment complies with all applicable federal statutes governing the safe emission of radio frequency signals.

NOW, THEREFORE, be it

RESOLVED, that the President of the NYC Health + Hospitals be and hereby is authorized to execute an amendment to the existing Memorandum of Understanding with the New York City Department of Information Technology and Telecommunications that permits the installation and, maintenance and repair of communication equipment at eight of the H+H facilities required for the operation of the City-wide Radio Network at no cost to DOITT to both expand the list of facilities at which DOITT equipment is sited to include Harlem Hospital Center, Metropolitan Hospital Center and Sea View Hospital Rehabilitation Center and Home (the "Facilities") and to expand the area at several Facilities for DOITT to use and the type of equipment to be installed and maintained.

RESOLUTION

Amending the By-Laws of the New York City Health and Hospitals Corporation (NYC Health + Hospitals) with respect to certain standing committees to better enable NYC Health + Hospitals to conduct its business

WHEREAS, the By-Laws of NYC Health + Hospitals may be altered by vote of majority of the whole number of the Board; and

WHEREAS, in accordance with the requirements of the By-Laws, Board members will be given at least a 14-day notice of the intent to vote to amend the By-Laws; and

WHEREAS, the By-Laws currently designate Medical and Professional Affairs/Information Technology, Community Relations, and Strategic Planning as a standing committees; and

WHEREAS, by resolution adopted on July 26, 2007, the Governance Committee was established as a special committee of the Board of Directors; and

WHEREAS, it is in the interest of NYC Health + Hospitals and in the governance and oversight role of the Board of Directors that Medical and Professional Affairs and Information Technology be subject to the Board's regular oversight and reviews as separate committees; and

WHEREAS, it is in the interest of NYC Health + Hospitals and in the governance and oversight role of the Board of Directors that the role of the Community Relations Committee be expanded to include discussion of advocacy for NYC Health + Hospitals on relevant legislative and political developments on a local, state and national level that effects the health care delivery environment and specifically NYC Health + Hospitals; and

WHEREAS, it is in the interest of NYC Health + Hospitals and in the governance and oversight role of the Board of Directors that the role of the Strategic Planning Committee be more appropriately described; and

WHEREAS, it is in the interest of NYC Health + Hospitals and in the governance and oversight role of the Board of Directors that the Governance Committee be made a standing committee and that its role and responsibilities be more appropriately described; and

WHEREAS, these amendments of the By-Laws will better enable NYC Health + Hospitals to conduct its business.

NOW, THEREFORE, be it

RESOLVED that that Article VI, Section 2 shall be amended (1) to replace the "Medical and Professional Affairs/Information Technology Committee" with the "Medical and

Professional Affairs Committee” and the “Information Technology Committee” and (2) to add the “Governance Committee” and,

BE IT ALSO FURTHER RESOLVED that Article VI, Section 4, which describes the duties and responsibilities of the Medical and Professional Affairs/Information Technology Committee shall be replaced with the following:

“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.”

BE IT FURTHER RESOLVED that Article VI, Section 8, which describes the duties and responsibilities of the Community Relations Committee, shall be amended to add the following:

“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.”

BE IT ALSO FURTHER RESOLVED that Article VI, Section 10, which describes the duties and responsibilities of the Strategic Planning Committee shall be replaced with the following:

“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.”

BE IT ALSO FURTHER RESOLVED that Article VI, Section 12 shall be renumbered as Section 14.

BE IT ALSO FURTHER RESOLVED that a new Article VI, Section 12 shall be included as follows:

“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.”

BE IT ALSO FURTHER RESOLVED that a new Article VI, Section 13 shall be included as follows:

“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.”

BE IT ALSO FURTHER RESOLVED that in Article IV, Section 1, “Goldwater Specialty Hospital and Nursing Facility” shall be replaced by “Henry J. Carter Specialty Hospital and Nursing Facility.”

EXECUTIVE SUMMARY

This resolution addresses changes to four committees of the Board of Directors:

1. The Governance Committee, which was created by resolution in 2007 to be a special committee of the Board, is now added as a standing committee. Its duties and responsibilities reflect what is required by law and what is actually brought before that committee.
2. The Medical and Professional Affairs/Information Technology Committee is separated into two individual committees. The existing description of the duties and responsibilities for each committee section has been preserved.
3. The description of the duties and responsibilities of the Strategic Planning Committee is amended to add functions that the committee has actually been addressing; specifically, : the monitoring of metrics to measure goals and initiatives, and reporting on legislative and political developments.
4. The description of the Community Relations Committee is amended to add to its duties and responsibilities.

In addition, a reference in the bylaws to Goldater Specialty Hospital and Nursing Facility is replaced by Henry J. Carter Specialty Hospital and Nursing Facility.



**NYC
HEALTH+
HOSPITALS**

BY-LAWS

December 2015 Proposed amendments:

Page 6 – Article IV, § 1

Page 12-Page 20 – Article VI, § 2, 4, 8, 10, 12, 13 and 14

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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:

DRAFT

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.

DRAFT

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, ~~Goldwater~~ 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/Information Technology Committee~~
Medical and Professional Affairs Committee
Audit Committee
Finance Committee
Capital Committee
Community Relations Committee
Quality Assurance Committee
Strategic Planning Committee
Equal Employment Opportunity Committee
Information Technology Committee
Governance

Section 3. Executive Committee

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

(B) Functions and Powers. The Executive Committee, subject to any limitations prescribed by the Board, shall possess and may exercise during the intervals between meetings of the Board, the powers of the Board in the management of the business and affairs of the Corporation except for: (1) the power to amend or

to repeal these By-Laws or to adopt new By-Laws; and (2) the power to fill vacancies in any committee of the Board. At each meeting of the Board the Executive Committee shall make a report of all action taken by it since its last report to the Board.

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

Section 4. Medical and Professional Affairs / Information Technology 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.

(A) With respect to Medical and Professional Affairs business of the Committee, the duties and responsibilities shall be to:

1. 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;
2. 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;
3. review education and training issues for clinical personnel in the Corporation's institutions;
4. formulate and recommend to the Board plans for delivery of comprehensive health care to the community;
5. promulgate policies rules and regulations with respect to medical and to other research conducted at the Corporation's facilities; and
6. review strategic issues related to information management and technology and the management of clinical care.

(B) With respect to Information Technology ("IT") business of the Committee, the duties and responsibilities shall be to:

1. review, appraise and monitor the Corporation's IT strategy and significant IT related projects and investments;
2. ensure that the Corporation's IT programs effectively support the Corporation's clinical and business objectives and strategies;
3. review the financial, tactical and strategic benefits of proposed major IT related projects and technology architecture alternatives;
4. review the progress of significant IT related projects and technology architecture decisions;
5. review and recommend to the Board contractual commitments for significant IT related projects that will be submitted to the Board for consideration; and
6. monitor the quality and effectiveness of the Corporation's IT security and IT disaster recovery capabilities.

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

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

~~(B) to recommend long term and strategic planning strategies to insure the ability of HHC to carry out its mission;~~

~~(C) to evaluate HHC policies and programs as these relate to long term strategic planning;~~

~~(D) to review and evaluate all facility capital and strategic initiatives and plans to ensure consistency with HHC's strategic plan, demographic and health care industry trends.~~

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

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

(A) review, appraise and monitor the Corporation's IT strategy and significant IT related projects and investments;

(B) ensure that the Corporation's IT programs effectively support the Corporation's clinical and business objectives and strategies;

(C) review the financial, tactical and strategic benefits of proposed major IT related projects and technology architecture alternatives;

(D) review the progress of significant IT related projects and technology architecture decisions;

(E) review and recommend to the Board contractual commitments for significant IT related projects that will be submitted to the Board for consideration; and

(F) monitor the quality and effectiveness of the Corporation's IT security and IT

disaster recovery capabilities.

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

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

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

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.

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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.

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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.

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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.

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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."

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ARTICLE XVII

FISCAL YEAR

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

DRAFT

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.

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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.

DRAFT

RESOLUTION

Approving the NYC Health + Hospitals
Annual Board Committee Assignments
Effective January 2016.

WHEREAS, Article VI, Section 1(C) of the bylaws of NYC Health + Hospitals provide that the Chair of the Board shall annually appoint, with the approval of the majority of the Board, members of the Board to the standing committees,

WHEREAS, the Chair has proposed the appointments set forth in the attachment hereto.

NOW, THEREFORE, be it

RESOLVED that the NYC Health + Hospitals Board of Directors approves the appointments of the members assignments for the standing committees as reflected in the attachment, which appointments shall be effective from January 2016 until such time as any changes are approved by the Board.

BOARD OF DIRECTORS

Standing Committees

Proposed Committee Assignments

(Effective 01/01/2016)

STANDING COMMITTEES OF THE BOARD	
<u>Executive</u>	<p>Chair: Dr. Lilliam Barrios-Paoli</p> <p>Members: Mr. Bernard Rosen Mr. Gordon Campbell Mr. Anthony Shorris Josephine Bolus, RN Dr. Ramanathan Raju</p>
<u>Audit</u>	<p>Chair: Ms. Emily A. Youssouf</p> <p>Members: Josephine Bolus, RN Dr. Jo Ivey Boufford Mr. Mark Page</p>
<u>Capital</u>	<p>Chair: Ms. Emily A. Youssouf</p> <p>Members: Josephine Bolus, RN Mr. Mark Page Dr. Lilliam Barrios-Paoli Dr. Ramanathan Raju</p>
<u>Community Relations</u>	<p>Chair: Josephine Bolus, RN</p> <p>Members: Mr. Robert F. Nolan Dr. Lilliam Barrios-Paoli Dr. Ramanathan Raju</p>
<u>Equal Employment Opportunity (EEO)</u>	<p>Chair: Ms. Anna Kril</p> <p>Members: Josephine Bolus, RN Mr. Robert Nolan Dr. Lilliam Barrios-Paoli Dr. Ramanathan Raju</p>
<u>Finance</u>	<p>Chair: Mr. Bernard Rosen</p> <p>Members: Josephine Bolus, RN Ms. Emily A. Youssouf Mr. Mark Page Mr. Anthony Shorris Dr. Lilliam Barrios-Paoli Dr. Ramanathan Raju</p>
<u>Governance</u>	<p>Chair: Dr. Lilliam Barrios-Paoli</p> <p>Members: Mr. Bernard Rosen Dr. Vincent Calamia Mr. Gordon Campbell</p>

(over)

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

<p><u>Information Technology (IT)</u></p>	<p>Chair: Dr. Lilliam Barrios-Paoli</p> <p>Members: Dr. Vincent Calamia Barbara Lowe, RN Mr. Anthony Shorris Mr. Steven Banks Dr. Ramanathan Raju</p>
<p><u>Medical & Professional Affairs (M&PA)</u></p>	<p>Chair: Dr. Vincent Calamia</p> <p>Members: Josephine Bolus, RN Dr. Mary T. Bassett Dr. Gary S. Belkin Barbara Lowe, RN Dr. Lilliam Barrios-Paoli Dr. Ramanathan Raju</p>
<p><u>Quality Assurance</u></p>	<p>Chair: Dr. Mary T. Bassett</p> <p>Members: Josephine Bolus, RN Dr. Gary S. Belkin Dr. Lilliam Barrios-Paoli Dr. Ramanathan Raju</p>
<p><u>Strategic Planning</u></p>	<p>Chair: Mr. Gordon Campbell</p> <p>Members: Josephine Bolus, RN Mr. Bernard Rosen Ms. Anna Kril Mr. Robert F. Nolan Mr. Anthony Shorris Dr. Lilliam Barrios-Paoli Dr. Ramanathan Raju</p>

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

RESOLUTION

Authorizing the President of the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to negotiate and execute a five-year contract with Mythics, Inc. to provide software, maintenance and training for an Enterprise Resource Planning (“ERP”) System with one, five-year option to renew, exercisable solely by NYC Health + Hospitals, in an amount not to exceed \$31,301,712.

WHEREAS, NYC Health + Hospitals’ financial management applications currently in operation are over 30 years old and would require upgrades, consisting of five different software vendors and home grown systems to support NYC Health + Hospitals’ healthcare programs; and

WHEREAS, NYC Health + Hospitals’ financial management applications do not integrate with NYC Health + Hospitals’ procurement management or human resources systems; and

WHEREAS, without an ERP system joining together NYC Health + Hospitals’ disparate financial, procurement and human resource systems, NYC Health + Hospitals will be required to maintain outdated systems; and

WHEREAS, NYC Health + Hospitals requires an ERP system to replace other independent financial systems in operation and to integrate procurement and human resources functions corporate-wide; and

WHEREAS, a request for expression of interest was issued as a result of which a decision was made to enter into a contract with Mythics, Inc.; and

WHEREAS, the overall responsibility for monitoring the contract shall be under the Senior Vice President of Finance and the Executive Vice President & Chief Operating Officer.

NOW, THEREFORE, be it

RESOLVED, that the President of the New York City Health and Hospitals Corporation be and hereby is authorized to negotiate and execute a five-year contract with Mythics, Inc. to provide software, maintenance and training for an Enterprise Resources Planning with one, five-year option to renew, exercisable solely by NYC Health + Hospitals, in an amount not to exceed \$31,301,712.

Executive Summary

Proposed Contract with Mythics/PeopleSoft

The accompanying Resolution requests approval to enter into a contract with Mythics, Inc. to provide software, maintenance and training for a Corporate-wide Enterprise Resource Planning (“ERP”) System for a five-year term with one, five-year option to renew, exercisable solely by New York City Health and Hospitals Corporation (“NYC H+H”), with implementation costs of \$19.3 million and annual maintenance costs of \$2.3 million for a total ten-year cost of \$31.3 million. NYC H+H’s financial legacy system was installed in 1977 and no longer meets our current health care business demands. The current siloed system architecture is not integrated and consists of a complex array of disconnected IT systems including GHX, Oracle, OTPS, Mainframe and PeopleSoft for HR. In addition, the aging and outdated Mainframe is a major vulnerability as it requires qualified technical programmers that are becoming hard to hire as there are few remaining qualified staff who can work on the aging Mainframe. NYC H+H is also currently focused on restructuring the relationship throughout the organization and the ERP system would help support these changes.

An assessment was conducted to identify gaps, opportunities, and priorities for the following information technology (“IT”) back-office systems: Finance, Supply Chain, Budget, Grants, Time & Attendance, Payroll, Accounts Payable, Fixed Asset, Cost Accounting and General Ledger. The assessment determined that there are too many independent IT systems and that their architecture is not integrated. These disparate systems result in the overutilization of resources and manual data entries. The use of multiple system platforms drives up IT maintenance and support expenses with a diminishing business benefit due to the lack of integration. The total five-year implementation costs is \$72 million including a 10% contingency.

To meet these challenges, NYC H+H has determined that it must achieve inherent program integration that allows for increased productivity, accountability, performance-based management reporting and dashboards using outcome-based indicators. The goal is to implement a user friendly and fully integrated ERP application with related modules, data integration, training, implementation assistance and ongoing software support. The ERP architecture will be highly flexible to enable rapid change to support business needs and provide access to data.

To identify vendors for this project, a Request for Expression of Interest (“RFEI”) was issued. The RFEI specified minimum qualifications that required that proposers must have implemented a fully operational ERP solution within three healthcare integrated delivery network systems with a minimum of 22 facilities and two public sector organizations during the past three years. In addition, the RFEI required that proposers must provide an ERP solution via a State, Local or Federal government procurement contract or Healthcare Group Purchasing Organization procurement contract.

Given that NYC H+H already uses the Human Capital Management Module in PeopleSoft, and in an effort to continue to standardize and reduce the number of separate financial systems currently in place, a decision was made to enter into a contract with Mythics/PeopleSoft.

Some of the goals for a future ERP systems environment that have been identified include:

1. **Integrated systems.** Integration that allow for sharing information, enterprise-wide reporting, reduced data entry and improved internal controls;
2. **Improved reporting, forecasting, and planning.** Improved reporting, forecasting, and planning to achieve a performance management based system of budgeting for outcomes and reporting its financial results;

3. **Increased efficiencies.** Improved overall efficiencies in the NYC H+H's operations by offering greater functionality and supporting best practices across financial, procurement, payroll and human resources operations;

4. **Reduced redundant data entry.** Reduced redundant data entry to cut staff time by eliminating the need to enter the same or similar data multiple times into different systems;

5. **Reduced reliance on paper-based processes.** Reduced use of paper to cut costs for purchasing paper, increase data security, enhance data integrity and reduce storage costs;

6. **Reduce reliance on legacy and custom developed systems.** Shifting from legacy and custom systems to allow for improved support and streamlined system upgrade processes to help ensure systems stay up-to-date and allow for more integration opportunities with other systems;

7. **Implement a system that is more "user-friendly."** User friendly systems reduce the need for costly and time consuming training.

CONTRACT FACT SHEET

New York City Health and Hospitals Corporation

Contract Title: ENTERPRISE RESOURCE PLANNING
Project Title & Number: Enterprise Resource Planning
Project Location: 160 Water Street, New York, NY 10038
Requesting Dept.: Finance /Supply Chain Services

Successful Respondent: Mythics Inc. a reseller of Oracle PeopleSoft

\$31,301,712
Contract Amount: _____
Contract Term: Five-year contract with one five-year renewal option

Number of Respondents: N/A
(If Sole Source, explain in Background section)

Range of Proposals: N/A Third Party Procurement with PeopleSoft Pricing enhanced beyond GSA and OGS Price Schedules

Minority Business Enterprise Invited: __ Yes __X__ No If no, please explain: None available with this expertise

Funding Source: __ General Care __X__ Capital (\$6,572,718) Mythics/PeopleSoft Zero \$ financing __X__ Capital (\$654,241 Citibank Lease)
__ Grant: explain
X Other: explain Operating Funds \$24,074,754

Method of Payment: Time and Rate Annually
Other: explain _____

EEO Analysis: Approved on 11/23/15

Compliance with HHC's McBride Principles? X Yes __ No
Vendex Clearance __ Yes __ No __ N/A **X Submitted for approval on 11/24/15. Pending Vendex approval letter was agreed to by vendor on 11/19/15.**

CONTRACT FACT SHEET(continued)

Background (include description and history of problem; previous attempts, if any, to solve it; and how this contract will solve it):

The Enterprise Resource Planning (ERP) system will replace the existing financial systems that are over 30 years old into one integrated system with multiple modules for Finance, Supply Chain, and Human Resources. One ERP allows for organic integration, workflow, business process, and reporting, streamlining operations and reducing cost of implementation and system maintenance. Reporting is much quicker and easier since all the information is stored in the same manner and in the same place. Many of our current manual paper-driven processes such as bank transfers and timesheets will no longer exist as we implement electronic time keeping and electronic bank transfers.

Our current back office systems represent more than five different software vendors and “home grown” systems. Most of these systems reside on the Mainframe and the processes are very manual and outdated. Most of these systems have interfaces that are scheduled to run to move data from one system to another. When there is a change in one system such as a new department or new general ledger account, it must be manually added to all the other systems. This creates a lot of busy work and room for error.

In order to identify the right vendors for this project, a Request for Expression of Interest (“RFEI”) was issued. The RFEI included minimum qualifications that required that proposers must have implemented a fully operational ERP solution within three (3) healthcare integrated delivery network (IDN) systems with the minimum of 22 facilities and two (2) public sector organizations during the past three (3) calendar years. In addition, the RFEI required that proposers must provide an ERP solution via a State, Local or Federal government procurement contract or Healthcare Group Purchasing Organization (GPO) procurement contract.

See: Selection Process section that follows for more details on vendor selection process.

By moving to one integrated ERP system Health+Hospitals will experience:

1. Better gathering and sharing of information, enterprise-wide reporting, and improved internal controls.
2. Improved reporting, forecasting, and planning
3. Reduced data entry and redundancy
4. Reduced reliance on paper-based processes
5. Reduced reliance on legacy and custom developed systems
6. Reduce the number of IT interfaces required between independent systems
7. User-friendly system
8. Best Practices, automated work flows and electronic approvals are built into the software.
9. Ability to access and analyze information in real-time to improve decision making

CONTRACT FACT SHEET(continued)

Was the proposed contract presented at the Contract Review Committee (CRC)? (include date):

Third party contract is being presented to CRC for approval for the first time in 11/2015.

Has the proposed contract's scope of work, timetable, budget, contract deliverables or accountable person changed since presentation to the CRC? If so, please indicate how the proposed contract differs since presentation to the CRC:

This contract was not previously presented to the CRC however terms and pricing is based and enhanced further off of a GSA contract.

Selection Process (attach list of selection committee members, list of firms responding to RFP or NA, list of firms considered, describe here the process used to select the proposed contractor, the selection criteria, and the justification for the selection):

In order to identify the right vendors for this project, a Request for Expression of Interest ("RFEI") was released. The RFEI included minimum qualifications that required that proposers must have implemented a fully operational ERP solution within three (3) healthcare integrated delivery network (IDN) systems with the minimum of 22 facilities and two (2) public sector organizations during the past three (3) calendar years. In addition, RFEI required that proposers must provide an ERP solution via a State, Local or Federal government procurement contract or Healthcare Group Purchasing Organization (GPO) procurement contract.

The following vendors were solicited for this RFEI based on Gartner recommendations:

Oracle/PeopleSoft

Infor/Lawson

SAP

UNIT4 Agresso

Two vendors, Infor/Lawson and Mythics/PeopleSoft responded with a proposal to this RFEI. To lead this process two committees were formed that included staff from the finance/purchasing areas representing central office and multiple facilities. As part of the evaluation process Subject Matter Experts from central office and multiple facilities met by area (Fixed Assets, Budgets, etc.) to create use case scenarios. Each vendor presented their solution based on the scenarios and the presentations were evaluated by the committees. Through this rigorous review and industry research, we confirmed that both vendors are leaders in ERP for healthcare and can meet Health +Hospitals' current and future requirements.

Given that Health+Hospitals already uses the PeopleSoft HR module and in an effort to

CONTRACT FACT SHEET (continued)

continue to standardize and reduce the number of separate financial systems currently in place, a decision was made to enter into a third party contract with Mythics/PeopleSoft.

Scope of work and timetable:

This is a five-year contract with one five-year renewal option. See enclosed scope of work document.

Provide a brief costs/benefits analysis of the services to be purchased.

The existing financial systems are over 30 years old and are becoming harder to maintain. The hardware is obsolete and programming skillsets needed to maintain systems are not easily obtained as there are fewer people in the industry who can provide support. We anticipate that the cost of the ERP system will be offset by reduced IT maintenance of current systems.

Provide a brief summary of historical expenditure(s) for this service, if applicable.

HHC currently spends \$6.5M in annual software licensing and maintenance costs.

Provide a brief summary as to why the work or services cannot be performed by the Corporation's staff.

PeopleSoft's software is proprietary and it will replace over five financial systems that are obsolete.

Will the contract produce artistic/creative/intellectual property? Who will own it? Will a copyright be obtained? Will it be marketable? Did the presence of such property and ownership thereof enter into contract price negotiations?

It is not anticipated that the contract will produce artistic, creative or intellectual property.

CONTRACT FACT SHEET (continued)

Contract monitoring (include which Senior Vice President is responsible):

Antonio Martin, Chief Operating Officer

P.V. Anantharam SVP, Finance

Equal Employment Opportunity Analysis (include outreach efforts to MBE/WBE's, selection process, comparison of vendor/contractor EEO profile to EEO criteria. Indicate areas of under-representation and plan/timetable to address problem areas):

M/WBE Waiver was granted. Review of the Scope of work indicated no Article 15A goals are required.

Received By E.E.O. 10/26/15
Date

Analysis Completed By E.E.O. 10/26/15
Date

Manasses Williams
Name



32002

Gail Proto
Senior Director:
Affirmative Action/EEO
160 Water Street
New York, NY 10038
Gail.Proto@nychhc.org:
212-788-3383

TO: Thomas Lal
Assistant Director
Central Office – Supply Chain Services

FROM: Gail Proto *Gail Proto*

DATE: November 23, 2015

SUBJECT: EEO CONTRACT COMPLIANCE REVIEW AND EVALUATION

The proposed contractor/consultant, Mystics, Inc., has submitted to the Affirmative Action 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): HHC Corporate-Wide

Contract Number: DCN: 2215

Project: Provide Resell or Oracle Products and Services

Submitted by: Office of Supply Chain Services

EEO STATUS:

- 1. Approved
- 2. Conditionally approved with follow-up review and monitoring-No EEO Committee Review
- 3. Not approved
- 4. Conditionally approved subject to EEO Committee Review

COMMENTS:

c:

Transforming NYC Health + Hospitals' Business Functions through PeopleSoft Enterprise Resource Planning

**Board of Directors Meeting
December 17, 2015**

**P.V. Anantharam, SVP, Chief Financial Officer
Sal Guido, Interim Chief Information Officer
Paul Albertson, Sr. AVP, Supply Chain Services**



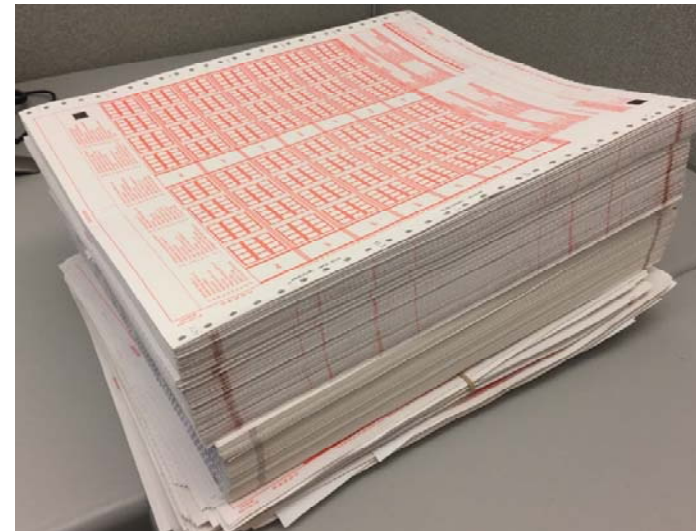
NYC Health + Hospitals' Business Systems Are Obsolete

- The Health + Hospital's financial legacy system was installed in 1977 and does not fully meet our current business demands.
- There is no automated budgeting system. Instead, monthly budgets are updated via an IT download from the General Ledger cash subsystem which then requires manual configuration into Excel spreadsheets.
- The vintage of the Mainframe is a major vulnerability as it requires qualified technical programmers and there are few remaining qualified staff who can work on the aging Mainframe. It needs to be upgraded or replaced altogether.
- Currently, we have disparate systems that are strung together using interfaces. This limits the visibility of data and creates redundant work. For example, to create a single purchase order, information must flow through 3 systems (GHX, E-commerce and OTPS).

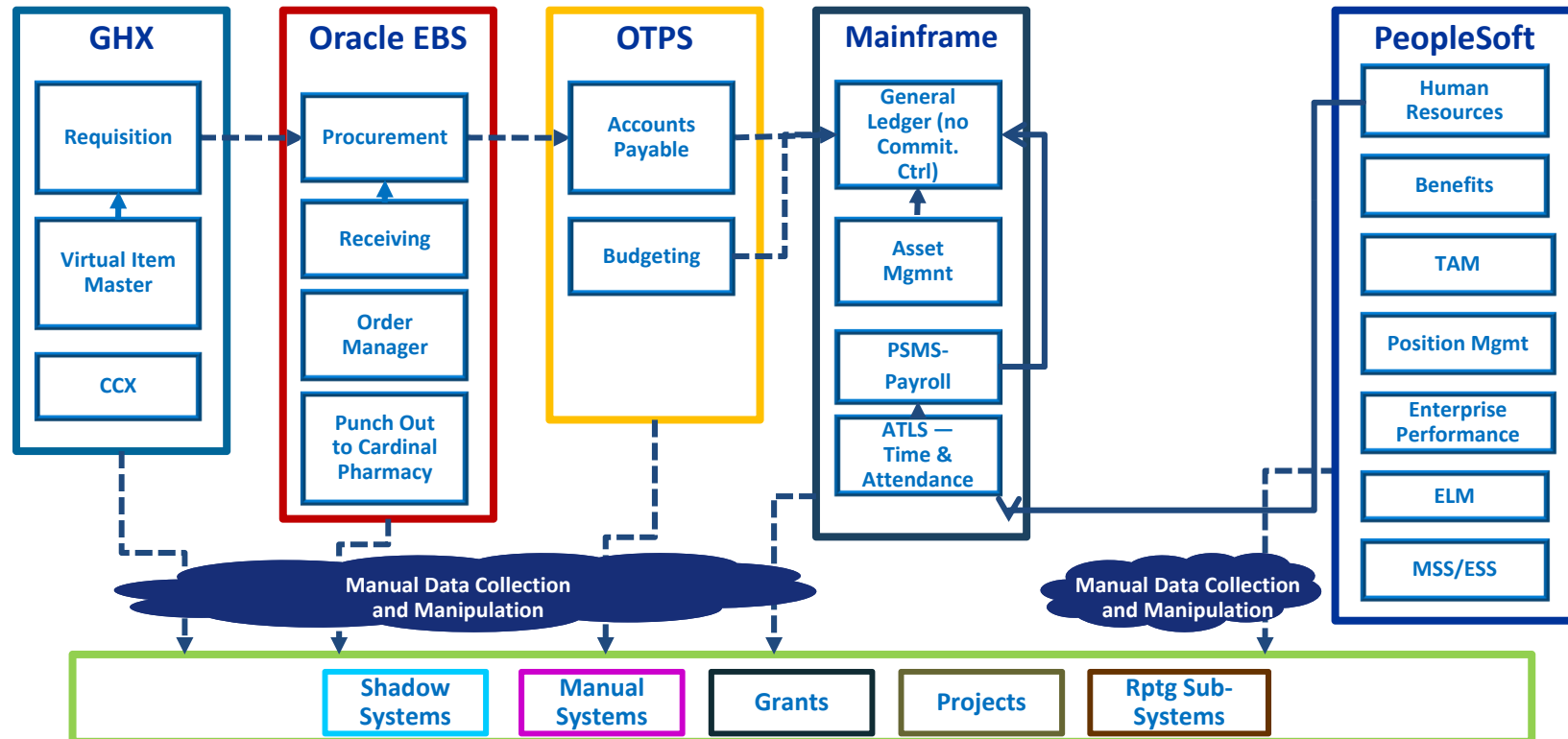


NYC Health + Hospitals' Business Systems Are Obsolete

- The Health + Hospitals relies on a labor intensive process to track employee time, the largest system expense category. Paper timesheets are scanned or manually entered into ATLS, our timekeeping system however payroll staff review each entry and continuously make corrections.



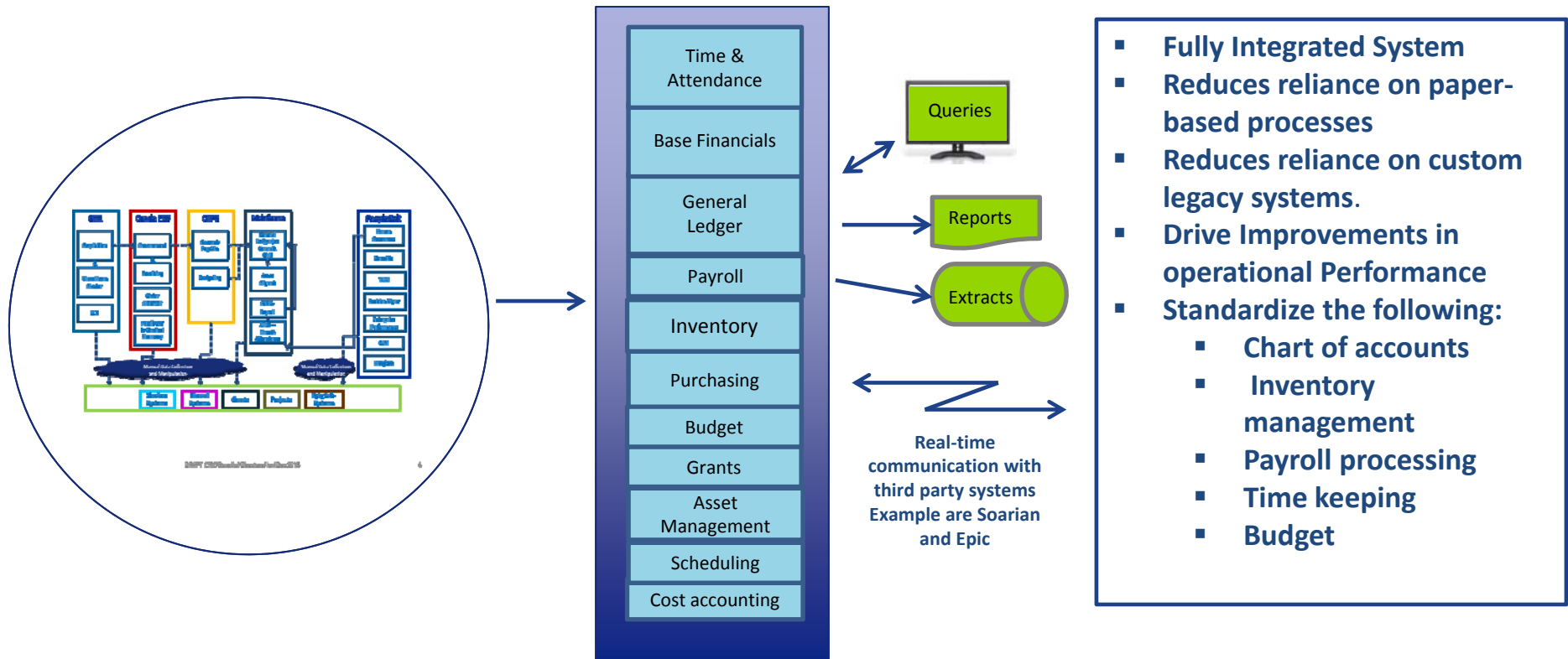
Current State of Our Business Infrastructure



- The current siloed system architecture is not integrated, resulting in redundant, error-prone manual data entry and reconciliation; it does not fully support financial analysis
- Users create shadow systems and processes to fill in gaps of un-met business needs
- Upgrades and standards must be implemented to sustain current systems
- Maintaining legacy systems is expensive and staffing qualified technical resources is challenging



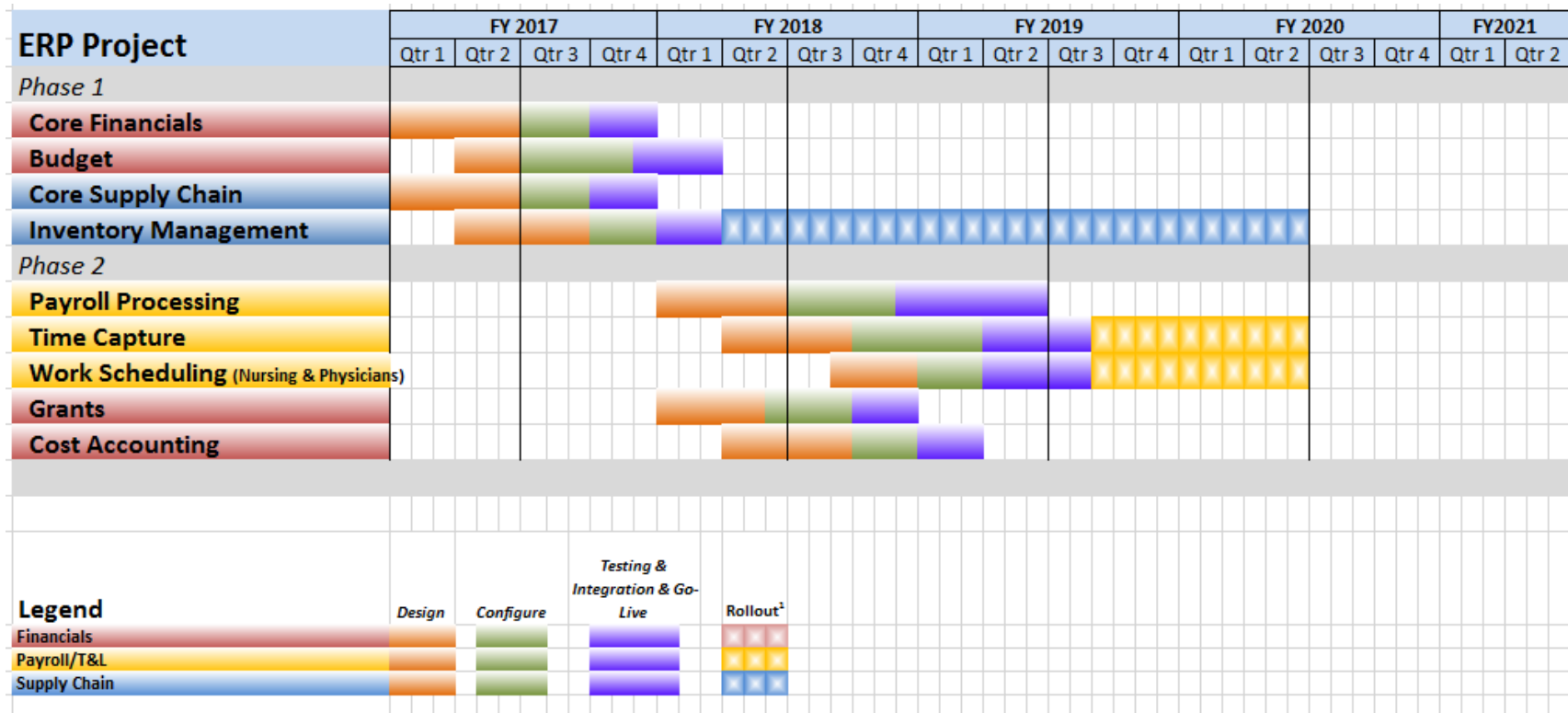
Future State Enterprise Resource Planning (ERP) System



An ERP system is an integrated suite of business applications that share a common process and data model, covering broad and deep operational end-to-end processes, such as those found in finance, HR, distribution, manufacturing, service and the supply chain. - Gartner




ERP Implementation Timeline



¹Rollout means the Go-live will be spread out by facilities instead of everyone switching over at once to the new system.



Projected Implementation Expenses:

Enterprise Resource Planning (ERP) Projected Expenses Projected Expenses		
Item	Description	Implementation Budget (Years 1 - 5) FY 2016 - FY 2020
 Software & Maintenance (Mythics/Oracle Contract)	Includes Software, Training, and Software maintenance.	\$ 19,250,019
Hardware & Maintenance	Includes servers, storage, time capture devices, inventory handheld devices and maintenance fees.	\$ 5,841,470
Implementation Support	Third party vendor consulting & temporary agency staff, including IT, finance, supply chain and nurse/physician scheduling.	\$ 26,570,285
ERP Support Team	New NYC H+H staff that will be used throughout the implementation period (including fringe benefits). These costs will become on-going after implementation.	\$ 20,360,038
Total Five-Year Costs (Including 10% Contingency)		\$ 72,021,812

- The five-year implementation cost of this project is \$72 million. Of this amount, \$19.2 million is for the implementation period for software licenses with an average \$2.3 million in maintenance fees for a total ten-year contract amount of \$31.3 million.
- Future acquisitions included in this summary that are related to this project will be presented to the Board for authorization.



Procurement Methodology – Third Party Contract

- According to Gartner’s Analysis, PeopleSoft ERP is uniquely suited for the Health+Hospital’s because of its global acceptability and use in healthcare as well as PeopleSoft HR is already in use

- **Third Party Procurement – Due Diligence:**
 - A Request for Expression of Interest was issued for ERP vendors who were Government Contract Holders
 - Multiple presentations, on-site demonstrations and use case scenarios showcasing different modules were conducted in Summer of 2014.
 - Federal General Services Administration (GSA): **GS-35F-0153M**
 - New York State Office of General Services (OGS): **NEG-20944**
 - Prices are enhanced further against both schedules



RESOLUTION

Authorizing the President of the New York City Health and Hospitals Corporation ("NYC Health + Hospitals") to negotiate and execute an agreement with Urgicare Medical Associates PC ("Urgicare") for the provision of urgent medical services not requiring hospitalization to inmates ("Inmates") in the custody of the New York City Department of Correction ("DOC") for one year with two one-year options to renew for an amount not to exceed \$1,828,591 per year with annual increases of not greater than 6%.

WHEREAS, NYC Health + Hospitals is responsible for providing health services to inmates ("Inmates") in the custody of the New York City Department of Correction ("DOC"); and

WHEREAS, NYC Health + Hospitals desires to ensure the provision of high quality medical services to Inmates; and

WHEREAS, NYC Health + Hospitals requires the services of an organization willing and able to provide high quality emergency health services to Inmates on site for conditions which do not require hospitalization; and

WHEREAS, UMA, has successfully provided urgent medical services to Inmates over the previous five years during which it has reduced the number of patients requiring admission to acute care facilities and has received high satisfaction reports; and

WHEREAS, Urgicare is willing to, and capable of, continuing to provide such services; and

WHEREAS, Urgicare is a professional service corporation organized under the laws of New York, all of whose physicians are residency trained and Board Certified in Emergency Medicine and all are duly licensed to practice in New York State; and

WHEREAS, NYC Health + Hospitals, in the exercise of its powers and fulfillment of its corporate purposes, desires that Urgicare provide urgent medical services to Inmates and Urgicare is ready and willing to do so.

NOW, THEREFORE, BE IT

RESOLVED, that the President of the New York City Health and Hospitals Corporation ("NYC Health + Hospitals ") is hereby authorized to negotiate and execute an agreement with Urgicare Medical Associates PC for the provision of urgent medical services not requiring hospitalization to inmates in the custody of the New York City Department of Correction for one year with two one-year options to renew or an amount not to exceed \$1,828,591 per year with annual increases of not greater than 6%.

EXECUTIVE SUMMARY

RESOLUTION AUTHORIZING A CONTRACT WITH URGICARE MEDICAL ASSOCIATES TO PROVIDE CERTAIN MEDICAL SERVICES WITHIN INSTITUTIONS OPERATED BY THE NYC DEPARTMENT OF CORRECTIONS

- NEED:** With the Mayor’s signature of Executive Order No. 11 of 2015 and NYC Health + Hospitals’ execution of the Memorandum of Understanding dated as of August 6, 2015 with the City of New York, the NYC Department of Health and Mental Hygiene (“DOHMH”) and the NYC Department of Corrections (“DOC”), NYC Health + Hospitals has assumed responsibility for providing health services to individuals in the custody of DOC (“Inmates”). Urgently required medical care that does not require hospitalization has been provided by Urgicare Medical Associates PC (“Urgicare”) under subcontract with Corizon, Inc. The Corizon, Inc. contract expires December 31, 2015. NYC Health + Hospitals will not renew the Corizon, Inc. contract but wishes to continue Urgicare’s services. Thus, it is imperative that NYC Health + Hospitals put a new contract with Urgicare in place.
- CONTRACTOR:** Urgicare has provided urgently needed medical services to the Inmates for the last 18 years. Urgicare has succeeded in reducing the number of Inmates that require treatment at acute care hospitals by stabilizing their conditions on site.
- PROGRAM:** Under the proposed contract, Urgicare will continue to provide medical care to Inmates when urgent care is required but acute care is not. Urgicare operates out of a single urgent care clinic on Rikers Island where Inmates requiring care are brought. Urgicare identifies Inmates that require acute care and they are transported to an acute care facility (generally Bellevue Hospitals Center or Elmhurst Hospital Center). Those other Inmates that require immediate care are treated by Urgicare on site. This system, delivers urgent care quickly and reduces the number of Inmates that must be transported off island. Urgicare will be required to satisfy all the legal requirements applicable to healthcare in correctional facilities including those imposed by virtue of the consent decrees entered into by the City of New York to settle litigations brought over the operation of the DOC facilities.
- ECONOMIC TERMS:** NYC Health + Hospitals will pay Urgicare a flat amount to provide the services of physicians Board certified in Emergency Medicine. NYC Health + Hospitals will provide all equipment and supplies required for the performance of the services.

RESOLUTION

Authorizing the President of NYC Health + Hospitals (the "Health care system") to execute a five year lease agreement including one five year option with 850 Longwood Avenue Housing Development Fund Corporation (the "Landlord") for approximately 2,200 square feet of ground floor space at 850 Longwood Avenue, Borough of the Bronx, to house the Special Supplemental Nutrition Program for Women, Infants and Children (the "WIC Program") operated by Morrisania, a Gotham Health Center (the "Facility") at a rate of \$22.72 per square foot inclusive of utilities, or \$50,000 per year to be escalated by 2% per year for a total rent amount over the five year initial term of \$260,202.

WHEREAS, pregnant, breastfeeding and postpartum women, infants and children less than five years of age who are determined to be at nutritional risk are eligible for WIC Program services which include nutrition education and counseling, breastfeeding support, high risk counseling, social service referrals and issuance of vouchers to purchase specific, nutritious foods through the retail market; and

WHEREAS, the Facility has been operating a WIC Program at this location since 2007 and the New York State Department of Health ("NYSDOH") has provided a grant which will allow the program to continue to provide services to the community.

NOW, THEREFORE, be it

RESOLVED, that the President of NYC Health + Hospitals Corporation (the "Health care system") be and hereby is authorized to execute a five year lease agreement including one five year option with 850 Longwood Avenue Housing Development Fund Corporation (the "Landlord") for approximately 2,200 square feet of ground floor space at 850 Longwood Avenue, Borough of the Bronx, to house the Special Supplemental Nutrition Program for Women, Infants and Children (the "WIC Program") operated by Morrisania, a Gotham Health Center (the "Facility") at a rate of \$22.72 per square foot inclusive of utilities, or \$50,000 per year to be escalated by 2% per year for a total rent amount over the five year initial term of \$260,202.

EXECUTIVE SUMMARY

LEASE AGREEMENT

Special Supplemental Nutrition Program for WOMEN, INFANTS AND CHILDREN (WIC Program)

MORRISANIA, A GOTHAM HEALTH CENTER

OVERVIEW: The President seeks authorization from the Board of Directors to execute a five year lease agreement with 850 Longwood Avenue Housing Development Fund Corporation (the "Landlord") for ground floor space at 850 Longwood Avenue, Borough of the Bronx, to house the Special Supplemental Nutrition Program for Women, Infants and Children (the "WIC Program") operated by Morrisania, a Gotham Health Center ("Morrisania").

**NEED/
PROGRAM:** Pregnant, breastfeeding and postpartum women, infants and children less than five years of age who are determined to be at nutritional risk are eligible for WIC Program services which include nutrition education and counseling, monitoring children's growth rates, breastfeeding support, high risk counseling, social service referrals, and issuance of specific nutritious foods via a voucher system. In order to qualify for the program, the applicant must be categorically and residentially eligible, and must also be low income and at nutritional risk. The New York State Department of Health ("NYSDOH") has selected Morrisania to receive grant funding which will allow the program to continue to provide services to the community. The WIC program has been at located at this location since 2007, operating as a subtenant of Montefiore Medical Center. The new agreement will be a direct lease with the landlord. The rent for the first year of the initial term will be \$50,000 per year, or \$22.72 per square foot, an increase of 35% above the current rent of \$37,000 per year.

UTILIZATION: The caseload is 2,000 participants at this site.

TERMS: The tenant will have use and occupancy of approximately 2,200 square feet of space on the ground floor. The initial term of the lease will be five years. The base rent will be \$22.72 per square foot or approximately \$50,000 per year. The base rent will be escalated by 2% per year during the initial term. The lease will contain one five-year option to renew exclusive to the tenant. The landlord will provide heat, electricity, water, sewer and housekeeping.

The landlord will be responsible for all interior and exterior structural repairs including maintenance, repair, or replacement of the roof, infrastructure, plumbing, electrical and existing HVAC systems (repairs to the plumbing and electrical mains to be at the point of entry to the premises only). The tenant will be responsible for internal and non-structural repairs not involving the building's mechanical systems including repair and replacement of plumbing and plumbing fixtures.

FINANCING: NYSDOH grant will cover rent and operating expenses.

SUMMARY OF ECONOMIC TERMS

SITE: 850 Longwood Avenue
Borough of the Bronx
Block 2688, Lot 48

LANDLORD: 850 Longwood Avenue Housing Development Fund Corporation

SIZE: 2,200 square feet

INITIAL TERM: Five years

OPTION: One five-year option at 95% of fair market value

RENT: \$22.72 per square foot or \$50,000 per year.

	Year 1	Year 2	Year 3	Year 4	Year 5
Rent PSF	\$22.72	\$23.18	\$23.65	\$24.12	\$24.60
Annual Rent	\$50,000	\$51,000	\$52,020	\$53,060	\$54,122

ESCALATION: 2% per year

**REPAIRS/
MAINTENANCE:** The landlord is responsible for structural exterior and interior maintenance and repairs. The tenant is responsible for interior non-structural maintenance and repairs.

UTILITIES: Utilities including electricity, gas, water, sewer will be provided by the Landlord.

**REAL ESTATE
TAXES:** The tenant is responsible for payment of its proportionate share of real estate tax increases above the 2015/16 base year.

SAVITT PARTNERS

November 24, 2015

Mr. Dion Wilson
Director
Office of Facilities Development, Real Estate
NYC Health and Hospitals Corporation
346 Broadway, 12 West
New York, NY 10013

Re: 805 Longwood Avenue, Bronx, NY 10459
Block: 2688, Lot: 48

Dear Dion:

As we discussed, the proposal from the building's Landlord, 850 Longwood Avenue Housing Development Corporation, for the Tenant, New York City Health & Hospitals Corporation WIC program, to occupy approximately 2,200 SF on the Ground Floor is fair and reasonable. The rent of \$50,000 per annum, \$22.72 on a net basis, is at market; however, HHC as Tenant further benefits from the fact that you are not being charged for electrical service (which we estimate to be approximately \$2.45/SF) or water consumption (which is often charged at approximately \$100/month).

The escalation of 2% per annum compounded is also fair and reasonable, and is consistent or below current market conditions. The range is 2% to 2.75% in today's market.

If you have any further questions, please let me know.

Very truly yours,



Michael Dubin
Partner

RESOLUTION

Authorizing the President of the New York City Health and Hospitals Corporation (“NYC Health + Hospitals”) to execute a one-year revocable license agreement with the New York City Department of Health and Mental Hygiene (“DOHMH”), renewable for successive one-year periods until terminated, for NYC Health + Hospitals to occupy portions of the DOHMH properties listed in the attached Exhibit A consisting of 54,682 square feet in total (the “DOHMH Sites”) for the operation of ambulatory care clinics with the occupancy cost waived but with NYC Health + Hospitals responsible for certain after-hours charges not to exceed \$500,000 per year.

WHEREAS, NYC Health + Hospitals currently uses the spaces in all but one of the DOHMH Sites to provide the ambulatory care services described in Exhibit A; and

WHEREAS, at the buildings where the DOHMH Sites are located, DOHMH maintains regular hours from 8:00 AM to 6:00 PM Monday through Friday excluding union holidays (“Regular Hours”); and

WHEREAS, NYC Health + Hospitals intends to operate certain of the DOHMH Sites beyond Regular Hours; and

WHEREAS, although DOHMH will waive any occupancy fee for the DOHMH Sites, it requires reimbursement for the cost of supplying security guards, stationary engineers and custodians, when appropriate and necessary during operations outside of Regular Hours which charges shall be pro-rated if other occupants of the DOHMH properties are also operating after Regular Hours; and

WHEREAS, NYC Health + Hospitals intends to renovate the DOHMH Sites but will return to the Board of NYC Health + Hospitals for authority to do so once a firmer budget is established.

NOW, THEREFORE, be it

RESOLVED, that the President of the New York City Health and Hospitals (“NYC Health + Hospitals”) is hereby authorized to execute a one-year revocable license agreement with the New York City Department of Health and Mental Hygiene (“DOHMH”), renewable for successive one-year periods until terminated, for NYC Health + Hospitals to occupy portions of the DOHMH properties listed in the attached Exhibit A consisting of 54,682 square feet in total (the “DOHMH Sites”) for the operation of ambulatory care clinics with the occupancy cost waived but with NYC Health + Hospitals responsible for certain after-hours charges not to exceed \$500,000 per year.

EXECUTIVE SUMMARY

LICENSE AGREEMENT

NEW YORK CITY DEPARTMENT OF HEALTH AND MENTAL HYGIENE

NYC HEALTH + HOSPITALS

OVERVIEW: The President seeks authorization from the Board of Directors to execute a one-year revocable license agreement with the New York City Department of Health and Mental Hygiene ("DOHMH") for successive one-year periods until terminated, for NYC Health + Hospitals to occupy portions of the DOHMH properties for the operation of ambulatory care clinics with the occupancy cost waived but with NYC Health + Hospitals responsible for certain after-hours charges not to exceed \$500,000 per year.

NEED/

PROGRAM: NYC Health + Hospitals currently uses the spaces in all but one of the DOHMH Sites to provide the ambulatory care services described in Exhibit A. Several studies have identified areas of the City without sufficient ambulatory care facilities. To help meet this need, NYC Health + Hospitals wishes to expand the services it offers in the DOHMH Sites where it is currently operating and to establish a clinic in the DOHMH Site where NYC Health + Hospitals is not yet present. The expansion of services at the existing DOHMH sites will be achieved by adding additional staff, offering additional services and renovating, and in some case, expanding existing clinics.

RENOVATION: NYC Health + Hospitals intends to renovate and, in some cases expand the existing DOHMH Sites and to build out the one DOHMH Site listed where NYC Health + Hospitals is not currently operating. Management will return to the Board of NYC Health + Hospitals for authority for such construction once a firm budget has been developed.

TERMS: At the buildings where the DOHMH Sites are located, DOHMH maintains regular hours from 8:00 AM to 6:00 PM Monday through Friday excluding union holidays ("Regular Hours"). NYC Health + Hospitals intends to operate certain of the DOHMH Sites beyond Regular Hours. Although DOHMH will waive any occupancy fee for the DOHMH Sites, it requires reimbursement for the cost of supplying security guards, stationary engineers and custodians, when appropriate and necessary during operations outside of Regular Hours which charges shall be pro-rated if other occupants of the DOHMH properties are also operating after Regular Hours. In no event shall such charges for operations outside of Regular Hours exceed \$500,000 per year.

SUMMARY OF ECONOMIC TERMS

SITES:	Exhibit A
LICENSOR:	New York City Department of Health and Mental Hygiene
SIZE:	The total space at all sites combined is 54,682 square feet
INITIAL TERM:	One year, automatically renewable for successive one year terms until either party terminates
TERMINATION:	Either party may terminate the license at any time on 30 days' notice.
RENT/ OCCUPANCY FEE:	Waived
AFTER HOURS CHARGES:	<p>Health Police Officer \$ 33.65 per hour per assigned person</p> <p>Contracted Guard \$ 38.91 per hour per assigned person</p> <p>Custodian \$ 33.00 per hour per assigned person</p> <p>Stationary Engineer \$ 75.93 per hour per assigned person</p> <p>Stationary Engineer is a seasonal position applicable only at the Bushwick Health Center.</p> <p>Note: Hourly rates subject to change Note: Charges are subject to pro-ration if other occupants of the sites also operate after Regular Hours</p>
MAINTENANCE:	DOHMH will be is responsible for all structural and non-structural exterior maintenance and repairs. NYC Health + Hospitals will be responsible for the non-structural maintenance of its clinics
UTLITIES:	Electricity will be provided by DOHMH

Neighborhood	Site	Address	Services Currently Provided	Services to be Added	Usable Sq Ft Current	Usable Sq Ft. Post-expansion	Anctipated New Visits	Anticipated New Patients	Current Visit Volume FY'15
NYC H+H Primary Care Expansion Initiative locations									
Bed Stuy - Crown Heights	Crown Heights CHC	1218 Prospect Place. 11213	Pediatrics	Women's Health, Behavioral Health	2,308	no change	9,143	2,857	
Williamsburg - Bushwick	Bushwick Communicare	335 Central Ave. 11221	Women's Health, Family Planning	Behavioral Health, Diagnostics (Cardiovascular Ultrasound, General Ultrasound), Podiatry, Optometry, Cardiology	3,000	6,820	12,135	3,792	
West Queens	Junction CHC	34-33 Junction Blvd 11372	Pediatrics	Women's Health, Behavioral Health	2,530	4,110 and in negotiation concerning additional 2,000 sq ft	11,533	3,604	
Crotona - Tremont	Tremont Clinic	2nd flr 1826 Arthur Ave. 10457	Adult Medicine, Pediatrics, Women's Health, Behavioral Health	None	6,453	no change	7,360	2,300	
Bed Stuy - Crown Heights	Brownsville CHC	259 Bristol S. 11212	Pediatrics	Adult Medicine, Women's Health, Behavioral Health, Optometry, Podiatry, Cardiology, General Ultrasound, Mammography	2,445	4,522, and in negotiation concerning additional 1600	17,875	5,586	
Williamsburg - Bushwick	Bedford Clinic	485 Throop Ave. 11221	n/a	Adult Medicine, Behavioral Health	N/A. New location	2,550	8,560	2,675	
Jamaica	Parsons Blvd	90-37 Parsons Blvd., 11432	Adult Medicine, Pediatrics, Women's Health	Behavioral Health	16,800 and basement	no change	16,676	5,211	
NYC H+H Additional locations									
Long Island City-Astoria	Astoria	12-26 31st Ave., Queens 11106	ACT - Behavioral Health	n/a	1,819	n/a	n/a	n/a	
Washington Heights-Inwood	Washington Heights	600 W 168th St, Manhattan 10032	Pediatrics - Well Baby	n/a	2,300	n/a	n/a	n/a	1094
Downtown - Heights - Park Slope	Fort Greene	295 Flatbush Ave. Ext. Brooklyn 11201	Pediatrics - Well Baby	n/a	5,000	n/a	n/a	n/a	2244
Coney Island - Sheepshead Bay	Homecrest	1601 Avenue S, Brooklyn 11229	Pediatrics - Well Baby	n/a	2,000	n/a	n/a	n/a	
Total					44,655	54,682			