

"Newco" Board Meeting Minutes **November 21, 2007**

Present: Kevin Cichocki, D.C., David Dunn, M.D., James Evans, M.D., Robert Gioia, Mary Gresham, Sharon L. Hanson, James Kaskie, Jody Lomeo, Brenda McDuffie, John Simpson, Irene Snow, M.D., Edward Walsh, Jr., Robert Zak, David Zebro, Michael Young, Robert Wild, Betsy Baumler.

Absent: Judge James McLeod, Sundra Ryce, Evan Evans, M.D.

The meeting was called to order at 8:35 a.m. by the Chair, Robert Gioia.

Minutes

The minutes of the November 7, 2007 Board of Directors' meeting were presented for approval. Upon motion duly made and seconded, the minutes of the November 7, 2007 Board of Directors' meeting were unanimously approved.

Albany Meetings

Messrs. Gioia and Kaskie highlighted their recent trip to Albany with Dr. Cichocki and Messrs. Walsh and Young. They indicated the trip was disappointing with no resolution on funding.

Committee Reports

Governance: Mr. Walsh indicated he had held his first two Governance Committee meetings with another scheduled for November 27th and highlighted discussions regarding guidelines for the By-laws.

Due Diligence: Mr. Zebro highlighted recent due diligence meetings between Kaleida Health's and ECMCC's finance and legal departments. He indicated due diligence was progressing. The Chief Financial Officers and the auditors have been invited to the Board Retreat on December 5th to give the Board a preliminary report.

Strategic and Community Health Plan: Dr. Cichocki highlighted the first meeting of the Strategic and Community Health Plan Committee held on November 12th. He indicated the committee felt that it was important the due diligence process proceed accordingly first and then the committee would proceed.

Western New York Delegation

Mr. Young highlighted a recent meeting held at ECMC for the Western New York delegation and indicated the meeting went well. He indicated many of the delegation offered their assistance in helping Newco overcome some of the obstacles we current face.

Robert Wild

Mr. Wild highlighted options on corporate form and possible issues with the Department of Health.

CON Reviews

Messrs. Kaskie and Young highlighted recent discussions with the Department of Health requesting the release of the Certificates of Need currently on hold since the release of the Berger Commission report last year. The following CONs were presented:

- Change in ownership of the Ambulatory Surgery Center (*Kaleida Health*)
- Reactivation of the application and process to include the HEAL award of \$12.5 million for the Deaconess replacement (*Kaleida Health*)
- Expanded dialysis stations (*ECMCC*)
- Stroke Designation (*ECMCC*)

Upon motion made and duly seconded, the Board unanimously approved the advancement of the CONs as presented.

Retreat

Mr. Kaskie distributed a draft outline of the agenda to be covered at the Newco Board Retreat on Wednesday, December 5th at the Buffalo Club.

Communication Strategy

Mr. Kaskie distributed a communication strategy drafted jointly between Kaleida Health and ECMCC to address what message is conveyed when speaking to the community. He indicated, unless otherwise approved, all inquiries from the press should be forwarded and addressed by Mr. Gioia.

The meeting was adjourned at 10:25 a.m.

Respectfully submitted,


Betsy A. Baumler