

## **"Newco" Board Meeting Minutes** **March 19, 2008**

**Present:** David Dunn, M.D., Evan Evans, M.D., Mary Gresham Ph.D., James Kaskie, Brenda McDuffie, Judge James McLeod, John Simpson, Ph.D., Irene Snow, M.D. (via teleconference), Edward F. Walsh, Jr., David Zebro, Robert Wild (via teleconference), Betsy Baumler.

**Absent:** Robert Gioia, Kevin Cichocki, D.C., James T. Evans, M.D., Sharon L. Hanson, Jody Lomeo, Sundra Ryce, Robert M. Zak, Michael Young

**Guests:** Jon Cohen, M.D., Ann Filiault, and Matt Lusnar from PricewaterhouseCoopers

In Mr. Gioia's absence, the meeting was called to order at 8:40 AM by Vice Chair, Judge James McLeod.

### **Heart Vascular Engagement**

Representatives from PricewaterhouseCoopers (PwC) updated the Board on their discussions with key community leaders and physicians over the past several weeks. Dr. Cohen stated the physician community had expressed significant interest in making this happen. Ms. Filiault summarized a draft report to be reviewed with the Steering Committee the following week. The Board then discussed the timeframe of the project. Dr. Dunn suggested a meeting with the Executive Director of WNYCIE.

### **HEAL**

Mr. Kaskie outlined the upcoming HEAL applications and indicated the deadlines for filing had been extended to April 17<sup>th</sup> and May 1<sup>st</sup>. Mr. Kaskie highlighted the applications Kaleida Health will be submitting. He also discussed the application to be filed by Newco.

### **Public Relations (PR)**

Mr. Kaskie indicated the presentations by the two PR firms had been postponed because of Mr. Gioia's absence. The Board indicated they were eager to get a firm in place. It was discussed that both firms have different strengths. The Board discussed the strengths needed and proposed both firms be engaged. Upon motion made and unanimously approved, it was agreed that both Stand Advertising and Paragon would be immediately engaged and then asked to present at our next Newco Board meeting.

### **Minutes**

The minutes of the March 5, 2008 Board of Directors' meeting were presented for approval. Minor changes were suggested. Upon motion duly made and seconded, the minutes of the March 5, 2008 Board of Directors' Meeting were unanimously approved with minor changes.

### *Name Change*

The Board discussed the need to finalize a new name for Newco, replacing Western New York Health System, Inc. Mr. Kaskie indicated that Stand Advertising would be given that initiative. It was requested that Mrs. Baumler send an e-mail out to the Board requesting any suggestions.

### *Governance Update*

Mr. Walsh outlined the process of drafting the By-laws and indicated the changes that were made to the updated draft distributed including changing the quorum numbers for voting on all approvals except large decisions as outlined in the By-Laws. The Board discussed the self-perpetuating process after the term of the representative Board. The Board made other minor changes to the proposed By-laws. **Upon motion made and duly seconded, the Board unanimously approved the By-Laws with the minor changes (copy attached).**

Mr. Walsh also highlighted discussions regarding the Conflict of Interest Questionnaire. It was decided to adopt the Kaleida Health version in its entirety with the exception of removing the paragraph which indicates a conflict with a Newco Board member serving on a payor's Board. **Upon motion made and duly seconded, the Board unanimously approved the Conflict of Interest with changes discussed.**

### *Director's and Officer's Insurance (D & O Insurance)*

Mr. Walsh indicated that Kaleida Health was prepared to extend their D & O Insurance to cover the community members of the Newco Board of Directors. He indicated Kaleida Health's carrier had agreed to add the community members to their policy at no additional cost to Kaleida Health until the time Newco can purchase its own insurance. The Board discussed approaching both the University at Buffalo and ECMCC to provide the same coverage and asked that Mr. Gioia send a letter to each organization requesting such coverage. **Upon motion made and duly seconded, the Board requested that Mr. Gioia inquire about such coverage through a letter to the University at Buffalo and ECMCC.**

### *Kaleida Health's President of Medical/Dental Staff*

Mr. Walsh explained that Kaleida Health's President of the Medical/Dental Staff would be changing as of March 25<sup>th</sup> when Dr. Evans would no longer be holding this office. Mr. Walsh explained there would be an interim President replacing Dr. Evans as Dr. Budney, who is the incoming President, has been deployed to Iraq until the fall of 2008. The officers of the Kaleida Health medical staff are requesting that Dr. Evans remain on the Newco Board for continuity until Dr. Budney returns from active duty. **Upon motion made and duly seconded, the Board unanimously agreed to the medical staff's request for Dr. Evans to remain on the Newco Board until Dr. Budney's return.**

### *Affiliation Agreement*

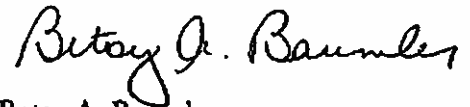
Dr. David Dunn updated the Board on discussions with ECMCC's Executive Committee regarding the lapse in the Affiliation Agreement. Discussion followed.

**Next Meeting**

Judge McLeod stated the next meeting of the Newco Board of Directors would be held on Wednesday, April 2, 2008 at WNED.

The meeting was adjourned at 10:40 AM.

Respectfully submitted,



Betsy A. Baumler