

"Newco" Board Meeting Minutes

July 23, 2008

Present: Kevin Cichocki, D.C., David Dunn, M.D., Evan Evans, M.D., James T. Evans, M.D., Robert Gioia, Sharon L. Hanson, James Kaskie, Jody Lomeo, Brenda McDuffie (via teleconference), Judge James McLeod, John Simpson, Ph.D., Irene Snow, M.D., Edward F. Walsh, Jr., Robert M. Zak, David Zebro, Robert Wild (via teleconference), Mark Barabas, Betsy Baumler.

Absent: Mary Gresham, Sundra Ryce

The meeting was called to order at 8:35 AM by the Chair, Robert Gioia. Mr. Gioia began the meeting by welcoming Mark Barabas, Chief Operating Officer of ECMC to the meeting.

Minutes

The minutes of the July 9, 2008 Board of Directors' meeting were presented for approval. **Upon motion duly made and seconded, the minutes of the July 9, 2008 Board of Directors' meeting were unanimously approved as presented.**

Branding

Ms. Janet Stanek from Stand Advertising and Mr. Thomas Quatroche, Senior Vice President of Marketing and Planning at ECMC joined the Board for the branding discussion. Ms. Stanek reviewed proposed names for the combined hospital system which were originally presented to the Board several months earlier and asked for input from the Board. The name Great Lakes Health was unanimously chosen from the names presented. Ms. Stanek then followed with proposed logos and taglines using the new proposed name. The Board indicated they would like focus groups formed to obtain their reaction to Great Lakes Health and the logos once it has been legally registered. Ms. Stanek also outlined the timeline to roll out the new name tentatively scheduled for September indicating the name would be introduced to the employees and physicians of ECMC and Kaleida Health first and then to the general public.

Hybrid Model Definition

Dr. Snow outlined the process of drafting the Definition of a Hybrid Model previously distributed to the Board with the agenda indicating she had worked with Dr. Dunn to propose a model to embrace both private practice and university physicians. Dr. Snow indicated the purpose of this document is to formally define what is meant by a hybrid model which will then be used to promote its adoption, promotion, and set forth guidelines for how such a model will operate. **Upon motion duly made and seconded, the Definition of a Hybrid Model was unanimously approved.** A final copy of the document is attached.

Professional Steering Committee Charter

The Board reviewed the draft Professional Steering Committee Charter distributed to the Board with the agenda. Mr. Kaskie indicated that the majority of the charter was outlined and approved in the Binding Agreement previously executed by both organizations. **After discussion and upon**

motion made and duly seconded, the Professional Steering Committee Charter was approved as presented. A final copy of the document is attached.

Target Dates

Mr. Wild outlined the timeline of target dates outlined in the Binding Agreement. Mr. Gioia requested that the Governance Committee and the Strategic and Community Planning Committee be re-engaged as soon as possible to begin preparing to meet the proposed deadlines and instructed Mr. Wild to proceed with the trademark and amend the Certificate of Incorporation.

President Simpson

President Simpson indicated he would like to appoint Dr. Michael Cain as his designate to represent the University at Buffalo. Mr. Wild indicated the current by-laws indicate President Simpson's seat on the Board could be filled by a delegate but suggested Mr. Gioia inform the Commissioner of Health in writing as a courtesy.

The Board thanked President Simpson for all his work and support from the beginning as Chair and continuing on over these last several months.

Changes at ECMC

Dr. Cichocki highlighted recent events that have occurred at ECMC stating Mr. Young would be moving on to a new position in Atlanta. He indicated Mr. Young would be staying on for two months through the transition but informed the Board that Mr. Lomeo had been appointed interim President and CEO while a national search is performed. Dr. Cichocki indicated a search committee had been formed and would begin the search immediately. He indicated Robert Gioia had been appointed to the Committee but stated that the decision was solely an ECMC decision, not a decision to be made by Newco.

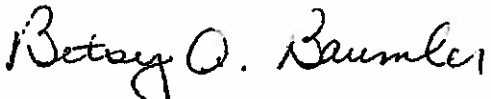
The Board inquired as to whether Mr. Young's departure was voluntary and Mr. Lomeo indicated yes and that no settlement had been awarded.

Next Meeting

Mr. Gioia stated the next meeting of the Newco Board of Directors would be held on Wednesday, August 6, 2008 at WNED.

The meeting was adjourned at 10:15 AM.

Respectfully submitted,


Betsy A. Baumler