

Great Lakes Health System of Western New York

Board Meeting Minutes

December 9, 2009

A regular meeting of the Board of Directors of Great Lakes Health System of Western New York was held at Women and Children's Hospital of Buffalo, 219 Bryant Street, Buffalo, New York on Wednesday, December 9, 2009.

Present: Yogesh Bakhai, M.D.; James Budny, M.D.; Michael Cain, M.D.; Kevin Cichocki, D.C.; David Dunn, M.D.; Kevin Gibbons, M.D.; Robert Gioia; Mary Gresham Ph.D.; Sharon L. Hanson; James Kaskie; Jody Lomeo; Brenda McDuffie; Judge James McLeod; Sundra Ryce; Irene Snow, M.D.; Edward F. Walsh, Jr.; Robert M. Zak (via teleconference); David Zebro; Anthony Colucci, III; Robert Nolan; Mark Barabas; Betsy Baumler

The meeting was called to order at 7:35 AM by the Chair, Robert Gioia.

Minutes

The following minutes were received and filed as presented:

- Board of Directors' meeting – October 14, 2009
- Finance Committee meeting – October 5, 2009
- Strategic and Community Planning Committee – October 5, 2009
- Professional Steering Committee – October 5, 2009
- Professional Steering Committee – November 2, 2009

Upon motion duly made and seconded, the minutes of the meetings listed above were unanimously received and filed with one correction in November 2, 2009 minutes of the Professional Steering Committee.

President/CEO Report

Mr. Kaskie outlined recent collaborative advocacy efforts with the Western New York delegation including a very successful campaign involving all Kaleida Health and ECMC employees. Mr. Kaskie also reviewed proposed budget cuts for 2009/2010.

Committee Updates

Finance

Mr. Zebro outlined discussions from the last Finance Committee including the effect of the proposed budget cuts on both ECMC's and Kaleida Health's budget. He indicated the Committee had discussed the closing of Kaleida's Waterfront facility and reduction in beds at ECMC's Alden facility and recommended the Board vote to support both the closing and the reduction. **Upon motion made and duly seconded, the Board unanimously voted to support the proposed closing of Kaleida's Waterfront facility and the reduction of beds at ECMC's Alden facility.**

Professional Steering Committee

Dr. Gibbons updated the Board on the status of the primary care, breast cancer, GI and neurology subcommittees and indicated the Committee will also discuss Great Lakes Health's approach to cancer care as a community at their next meeting. The Board discussed what organizations should be included in this review in order to identify the gaps in service to the community. Dr. Gibbons indicated the Committee will begin with an analysis of the numbers and then discuss next steps.

Medical Staff Collaboration

Drs. Bakhai and Budny outlined initiatives currently underway to form a joint committee on credentialing, groundwork to unify the two medical staffs and moving to adopt identical by-laws.

Strategic and Community Health Planning Committee

Ms. Hanson outlined recent discussions at the Strategic and Community Health Planning meeting and encouraged all Board members to attend these Committee meetings given the exciting initiatives being discussed. Mr. Barabas outlined the proposed CON presented to the Board for approval.

Upon the recommendation of the Strategic and Community Health Planning Committee and upon motion duly made and seconded, the proposed CON for ECMC was unanimously approved as presented.

Adjournment of Open Session

There being no further business to discuss in open session, **upon motion made and duly seconded, Mr. Gioia adjourned the regular meeting of the Board and called the Board into Executive Session to discuss financial and strategic planning matters and Kaleida Health business.**

Return to Open Session

No voting occurred during Executive Session.

Approval of Kaleida Health CONs

Upon the recommendation of the Strategic and Community Health Planning Committee and **upon motion duly made and seconded, the three proposed CONs for Kaleida Health were unanimously approved as presented.**

Approval of Governance Review Process

Upon motion made and seconded, the Board agreed to accelerate a review of the Governance process and the engagement of a governance specialist in an attempt to streamline the collaborative process.

The meeting was adjourned at 9:25 a.m.

Respectfully submitted,

Betsy A. Baumler