

CENTRAL NEW YORK CARE COLLABORATIVE, INC.

Minutes of a Meeting of the Members and Board of Directors

March 13, 2015

The four (4) members (each, a “Member”) of Central New York Care Collaborative, Inc. (the “Corporation”) and the members of the Corporation’s Board of Directors (each, a Director”) held a meeting on March 13, 2015 at One Telergy Parkway, 6333 State Route 298, East Syracuse, New York.

Participating in person:

Scott A. Berlucchi	Eric Burch
Mark Cattalani, MD	Diane Cooper-Currier
Teisha Cook	Laura Eannace
Sean Fadale	Seth Kronenberg, MD
Michael Leary	Patricia McMahan
Gene Morreale	Liz Nolan
Scott Perra	Leola Rodgers
Josephine Rose	Kathryn H. Ruscitto
Christa Serafin	

Participating by phone: Ann Gilpin, John McCabe, M.D. and Kimberly Townsend.

Mr. Berlucchi participated as a Director and on behalf of Auburn Community Hospital as a Member. Dr. McCabe participated as a Director and on behalf of State University of New York Upstate Medical University as a Member. Mr. Perra participated as a Director and on behalf of Faxton St Luke’s Healthcare as a Member. Ms. Ruscitto participated as a Director and on behalf of St. Joseph’s Hospital Health Center as a Member.

Also present in person were: Shawna Craigmile, the Corporation’s Interim Executive Director; Tom Filiak, Kristen Heath, Cynthia Jaconski and Cheryl Perry, the members of the Corporation’s Executive Steering Committee; Pamela Byrnes from John Snow, Inc. (“JSI”); and Rod McDonald from Bond, Schoeneck & King.

A quorum being present, Mr. Perra called the meeting to order at 9:02 a.m.

Mr. Perra and Ms. Craigmile welcomed the new Directors, and all participants then introduced themselves to the group. Ms. Craigmile explained that, as stated in the DSRIP application, meetings of the Corporation’s Board of Directors will be open to the public and approved meeting minutes will be posted on the Corporation’s website.

Ms. Craigmile then described the various written materials contained in the “board books” provided to each of the Directors and asked Mr. McDonald to summarize the legal duties of a director of a New York not-for-profit corporation.

Mr. McDonald explained that the Directors owe the Corporation duties of care, obedience and loyalty and pointed out that the board books contain written materials addressing these duties.

Mr. McDonald explained that the duty of care requires that each Director act in an informed and responsible manner when participating in the Board’s decisions and its oversight of

the Corporation's staff. Each Director must judge what is in the Corporation's best interests, irrespective of other entities with which the Director is affiliated or sympathetic, or to which the Director owes his or her Board appointment. He added that a Director may act in reliance on information and reports received from sources that the Director reasonably regards as trustworthy, including officers and employees whom the Director reasonably believes to be reliable and competent, professionals retained by the Corporation and Board committees.

Mr. McDonald said that the duty of loyalty requires a Director to execute his or her powers in good faith and in the best interests of the Corporation rather than in his or her own interests or in the interests of another person or entity. A Director shall not use the Director's position for individual personal advantage. In this regard, Mr. McDonald pointed out that conflicts of interest involving Directors will be inevitable. He said that there is nothing inherently wrong with conflicts, as long as the facts are disclosed and disinterested Directors approve the transaction after determining that the proposal is fair to the Corporation. Mr. McDonald also pointed out that the duty of loyalty includes an obligation of confidentiality. He said that a Director should not disclose information about the Corporation unless the information has been publicly disclosed by the Corporation.

Mr. McDonald explained that the duty of obedience requires Directors to comply with the Corporation's certificate of incorporation, bylaws and requirements of applicable law. He then directed the attention of the Directors to certain key provisions in the Corporation's bylaws, copies of which were included in the board books.

Mr. McDonald noted that he expected the Directors and Members would want to consider certain changes to the bylaws in the relatively near future.

During the discussion concerning the bylaws, a question was asked about how the Corporation will receive DSRIP funds. Ms. Craigmile indicated that the DSRIP funds flow will be fairly complex, because of requirements related to the intergovernmental transfers that are required to fund DSRIP. She proposed briefing the Finance Committee on these requirements, once the Committee is appointed, and the Finance Committee will then brief the full Board of Directors.

The agenda next turned to the election of officers and the composition of Board committees. With respect to the election of officers, it was decided that the Directors should first appoint the Nominating Committee, and that committee will then propose a slate of officers.

With respect to the composition of Board committees, Ms. Craigmile said that she had worked with the Executive Steering Committee and Ms. Byrnes of JSI to prepare proposed slates of committee members for each committee described in the bylaws. She said that in order to compile the proposed slates, they had asked Directors for their committee preferences. Based on the responses, they had tried to assure a balance among regions and types of providers.

Some Directors raised questions about the selection process. Mr. Perra pointed out that the proposed slates had been compiled because of the need to meet the tight DSRIP deadlines imposed on the Corporation, but he said that the Board of Directors was free to make its own determinations and need not accept what had been proposed. A substantial discussion ensued concerning the process of filling the committee slots and the composition of committees.

The Directors then considered the proposed slate for the Executive Committee. Upon motion duly made, seconded and carried, the Directors and Members:

RESOLVED, that the following be, and they hereby are, approved and elected to serve on the Corporation's Executive Committee:

Scott Berlucci	Mark Cattalani, MD
Ann Gilpin	Michael Leary
John McCabe, MD	Liz Nolan
Scott Perra	Leola Rodgers
Kathryn Ruscitto	Christa Serafin

Mr. Morreale voted against the proposed resolution.

With general consensus, Mr. Perra appointed himself Chair of the Executive Committee.

The Directors next considered the proposed slate for the Nominating Committee. Mr. Berlucci volunteered to serve as Chair. Upon motion duly made, seconded and carried, the Directors unanimously:

RESOLVED, that the following be, and they hereby are, appointed to serve on the Corporation's Nominating Committee:

Scott Berlucci	Eric Burch
Diane Cooper-Currier	Laura Eannace
John McCabe, MD	Gene Morreale
Josephine Rose	Kathryn Ruscitto
Kimberly Townsend	

Mr. Perra appointed Mr. Berlucci as Chair of the Nominating Committee.

The Directors next considered the proposed slate for the Clinical Governance Committee. Several Directors questioned the composition of the proposed slate. There also was consensus that the Clinical Governance Committee should have a physician as its Chair. After discussion, upon motion duly made, seconded and carried, the Directors unanimously:

RESOLVED, that the Nominating Committee shall review all candidates who had expressed an interest in serving on the Clinical Governance Committee and shall develop a proposed Clinical Governance Committee slate for consideration by the Board of Directors.

The Directors then considered the proposed slate for the Information Technology and Data Governance Committee. Mr. Leary volunteered to serve as Chair. Upon motion duly made, seconded and carried, the Directors unanimously:

RESOLVED, that the following be, and they hereby are, appointed to serve on the Corporation's Information Technology and Data Governance Committee:

Scott Ebner	Scott Elia
Tim Feeney	Rob Hack
Angela Kiddle	Michael Leary
Renato Mandanas, MD	Kenneth Martin
Joseph Murabito	Joe Reilly
Kimberly Rose	

Mr. Perra appointed Mr. Leary as Chair of the Information Technology and Data Governance Committee.

The Directors then considered the proposed slate for the Compliance Committee. Ms. Cooper-Currier volunteered to serve as Chair. Upon motion duly made, seconded and carried, the Directors unanimously:

RESOLVED, that the following be, and they hereby are, appointed to serve on the Corporation's Compliance Committee:

Steven Bulger	Kim Cole
Nanette Conney	Diane Cooper-Currier
Janine Carzo	James Kennedy
Jeremy Klemanski	Diane Schenck
Casandra Sheets	Katie Shephard
Kimberly Townsend	

Mr. Perra appointed Ms. Cooper-Currier as Chair of the Compliance Committee.

The Directors next considered the proposed slate for the Finance Committee. Several Directors questioned the composition of the proposed slate. After discussion, upon motion duly made, seconded and carried, the Directors unanimously:

RESOLVED, that the Nominating Committee shall review all candidates who had expressed an interest in serving on the Finance Committee and shall develop a proposed Finance Committee slate for consideration by the Board of Directors.

Ms. Craigmile said that ideally, there would be at least one Director on each committee. Dr. Cattalani suggested that perhaps some committees would benefit from having more members. Mr. McDonald said that the bylaws could be amended to increase the committee size if desired by the Board of Directors.

The next item on the agenda was the election of two Directors as Non-Voting Attendees of meetings of the Members, as provided in the Corporation's bylaws. Ms. Rodgers and Mr. Morreale were nominated to fill the role of Non-Voting Attendees. Thereafter, upon motion duly made, seconded and carried, the Members and Directors unanimously:

RESOLVED, that Leola Rodgers and Gene Morreale be, and they hereby are, approved and selected as Non-Voting Attendees to serve a one-year term and until their successors have been approved and qualified.

After a five minute break, Mr. McDonald addressed how anti-trust laws may affect the Corporation. He pointed out that the PPS involves organizations that compete with each other, but which, for DSRIP, will combine resources to attempt to better serve Medicaid and uninsured patients. He said that there should be no discussion of prices or price levels, bidding or markets and no agreement or understanding between or among competing organizations to limit competition. He also recommended that the Corporation apply for a Certificate of Public Advantage ("COPA"), which is intended to provide state action immunity under federal anti-trust laws and immunity from private claims under New York State anti-trust laws with respect to DSRIP activities. He said that the Board of Directors will be asked to pass a resolution authorizing the filing of a COPA application at a future meeting, as a copy of such an authorizing

resolution must be filed with the application. He also reminded participants that DSRIP, and a COPA, do not cover Medicare or insured patients, and the respective organizations should continue to independently and vigorously compete with each other with respect to these patients.

Mr. McDonald next addressed the requirement that the Corporation enroll in the Medicaid program in order to receive DSRIP funds. In order to enroll, by March 31, 2015 the Corporation must certify to the New York State Office of Medicaid Inspector General that the Corporation has a legally sufficient compliance program. Mr. McDonald said that the Directors had been provided with two draft codes of conduct, and would be provided with draft compliance policies, and that the Board would be asked to approve these items at the next Board meeting scheduled for March 25, 2015.

Ms. Craigmile then discussed the Corporation's Implementation Plan, which is due to be submitted to the Department of Health (the "DOH") on April 1, 2015. The Implementation Plan process is intended to define the structure and content of the Corporation's quarterly reports to DOH, provide the baseline information needed for ongoing monitoring and scoring of the Corporation's efforts and set out key milestones to provide DOH with insight into the Corporation's implementation timelines for DSRIP projects. Ms. Craigmile said that it involved a lot of work, even more than the DSRIP application itself. She said that staff from the Members, including the Executive Steering Committee, staff from partner organizations and JSI had all been working hard to complete the Implementation Plan on time. She thanked those who were working on the project for their efforts.

Mr. Perra addressed the Executive Director position. He said that Ms. Craigmile had submitted her resignation as Interim Executive Director effective in April, and that the Corporation had signed a contract with a firm to lead a search for a new Executive Director. He invited Directors to volunteer to serve on the search committee.

Ms. Craigmile advised that future meetings of the Board of Directors were scheduled for March 25, 2015 at 2 pm, April 13, 2015 at 11 am and May 29, 2015 at 9 am.

There being no further business to come before the meeting it was, upon motion being duly made and seconded, adjourned at 11:34 am.