

AGENDA

ANNUAL MEETING OF THE BOARD OF DIRECTORS
ERIE COUNTY MEDICAL CENTER CORPORATION
TUESDAY, JANUARY 23, 2024

- I. CALL TO ORDER: JENNIFER PERSICO, CHAIR
- II. APPROVAL OF MINUTES OF THE JANUARY 24, 2023 ANNUAL MEETING OF THE BOARD OF DIRECTORS
- III. RECOMMENDATION AND ACTION ITEMS:
 - A. THE APPOINTMENT OF OFFICERS OF THE CORPORATION
- IV. REMARKS BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER
- V. ADJOURN

ERIE COUNTY MEDICAL CENTER CORPORATION
JANUARY 24, 2023 MINUTES OF THE
BOARD OF DIRECTORS MEETING
HYBRID MEETING HELD

Present: Reverend Mark Blue, Ronald A Chapin (virtual), Darby Fishkin, Sharon Hanson, Michael Hoffert (virtual), James Lawicki, Christopher O'Brien, Hon. John O'Donnell, Jennifer Persico, Reverend Kinzer Pointer, Thomas J. Quatroche, Eugenio Russi, Michael Seaman, Benjamin Swanekamp

Excused: Ronald Bennett, Jonathan Dandes, Christian Johnson

Also

Present: Samuel Cloud, MD, Anthony J. Colucci, III (virtual), Peter Cutler, Andrew Davis, Cassandra Davis, Joseph Giglia, Susan Gonzalez, Donna Jones, Pamela Lee, Charlene Ludlow, Jennifer Pugh, MD, Jonathan Swiatkowski, James Turner,

I. Call to Order:

The meeting was called to order at 4:43 p.m.

II. Minutes

Upon a motion made by Reverend Kinzer Pointer and seconded by Michael Seaman, the minutes of the November 29, 2022 regular meeting of the Board of Directors were unanimously approved.

III. Action Items

Resolution of the Board of Director's of Erie County Medical Center Corporation Approving Service Contracts in Excess of One Year

Moved by Christopher O'Brien and seconded by Michael Hoffert

Motion approved unanimously

Resolution of the Board of Directors Authorizing the Transfer of Funds to Grider Community Gardens, LLC

Moved by Eugenio Russi and seconded by Reverend Mark Blue

Motion approved unanimously

Resolution of the Board of Directors of Erie County Medical Center Corp[oration Approving Amendments to the Medical/Dental Staff Bylaws, Rules and Regulations and Credentials Procedures Manual

Moved by Reverend Pointer Kinzer and seconded by Christopher O'Brien

Motion approved unanimously

Resolution Receiving and Filing Medical-Dental Staff Meeting Minutes for November and January

Moved by Reverend Mark Blue and seconded by Michael Seaman

Motion approved unanimously

Ms. Persico asked for a motion to approve the 2023 Board meeting dates as presented in the board packet. Moved by Sharon Hanson and seconded by Reverend Kinzer Pointer.

Motion approved unanimously.

VI. Reports from the Corporation's Leadership Team

Chief Executive Officer and President

Dr. Thomas Quatroche, having given the yearly hospital review at the Annual meeting, had no further information to report. Dr. Quatroche welcomed Dr. Samuel Cloud as the new Chief Medical Officer and Dr. Jennifer Pugh to the board.

Chief Financial Officer

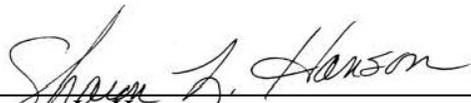
A summary of the preliminary financial results through December 31, 2022 was reviewed and the full set of these materials are received and filed. Jonathan Swiatkowski discussed the extreme effects of the blizzard to the numbers in December. Discussion followed regarding the possibility of FEMA reimbursement for the blizzard. Mr. Swiatkowski also presented a financial summary of 2022.

V. Standing Committees

- a. **Executive Officers Committee:** Ms. Persico reported that the officer's reviewed and discussed the impact of the inclement weather on December's numbers and the continuing efforts to obtain State and Federal funds.
- b. **Finance Committee:** Mr. Seaman thanked the Finance committee for their support and input throughout the year.
- c. **Audit Committee:** Darby Fishkin reported on the Audit meeting that occurred on January 10th.
- d. **Human Resources:** Michael Seaman stated that there was nothing to report from the HR committee at this time.
- e. **Quality Improvement and Patient Safety Committee:** Michael Hoffert had nothing to add to the report included in the Board packet.

All reports except that of the Performance Improvement Committee are received and filed.

- VI. Recess to Executive Session – Matters Made Confidential by Law
Moved by Reverend Kinzer Pointer and seconded by Michael Seaman to enter into Executive Session at 5:22 p.m. to consider matters made confidential by law, including certain labor negotiations.
Motion approved unanimously
- VII. Reconvene in Open Session
Moved by Michael Seaman and seconded by Eugenio Russi to reconvene in Open Session at 5:27 p.m. No action was taken by the Board of Directors in Executive Session
Motion approved unanimously
- VI. Adjournment
Moved by Sharon Hanson and seconded by Eugenio Russi to adjourn the Board of Directors meeting at 5:34 p.m.



Sharon L. Hanson
Corporation Secretary

Resolution
Appointing Officers of the Corporation

Approved January 23, 2024

WHEREAS, the Board of Directors of the Corporation is designated by law as the governing body of the Corporation and has the authority to appoint officers of the Corporation as it deems necessary in order to fulfill its purposes; and

WHEREAS, the Corporation annually appoints or re-appoints certain officers of the Corporation's governing body in accordance with its by-laws and practices;

NOW, THEREFORE, the Corporation resolves as follows:

1. The Corporation's officers shall be:

<u>Officer Position</u>	<u>Appointment</u>
Chair, Board of Directors	Jennifer Persico
Immediate Past Chair	Jonathan Dandes
Vice Chair	Eugenio Russi
Secretary	Sharon Hanson
Treasurer	Darby Fishkin

2. This resolution shall take effect immediately.

Sharon L. Hanson
Corporation Secretary