

1. Meeting Materials

Documents:

[OCTOBER 23, 2017 BOARD MEETING AGENDA.PDF](#)
[OCTOBER 23, 2017 BOARD MEETING MINUTES - APPROVED.PDF](#)
[OCTOBER 23, 2017 BOARD MEETING MINUTES - DRAFT.PDF](#)



The Nathaniel Witherell

TOWN OF GREENWICH
CONNECTICUT

Board Meeting
Monday, October 23, 2017

Time: **5:30 PM**

Place: **The Nathaniel Witherell Board Room**

AGENDA

1. Medical Director's Report – Frank Walsh, MD
2. Review/Approval - Minutes – September 25, 2017 – Chairman
3. Presentation by Harrison Edwards (5:35 to 6:05)
4. Strategic Planning Discussion (6:05 to 6:45)
5. Chairman's Report– Laurence Simon
6. New Business
 - a. Approval of the Calendar for CY 2018
 - b. Review and Approval of the Capital Budget for FY19
7. The following reports will be distributed but not presented at the Board meeting.
 - a. Executive Director's Report – Allen Brown
 - b. Building Committee – Louise Puschel
 - c. Finance Committee – Lloyd Bankson
 - d. Friends of Nathaniel Witherell – Karen Sadik-Khan
 - e. Resident Life Committee – Lynn Bausch
8. Adjournment

Note: On Friday October 20th, the Building Committee will meet at 11:30 am and the Finance Committee will meet on October 23 at 4:30 pm in the Board Room.

Next Board Meetings:

Monday November 20, 2017

Monday December 11, 2017

Monday January 22, 2018

cc: Town Clerk



Board of Directors Meeting Minutes October 23, 2017

Present: Laurence Simon, Chairman; Karen Sadik-Khan, Vice Chairman; Frank Ennis, MD; Suzanne Hogan; Nisha Hurst; Richard W. Kaplan; Elizabeth Siderides, MD

Absent: Lloyd Bankson; Louise Puschel, Secretary

Staff: Lynn Bausch, Deputy Director & Director of Nursing; Allen Brown, Executive Director; Jack Hornak, Facilities Director; Linda Marini, Assistant to the Director; Scott Neff, Executive Director FNW; Mary Tate, FNW Volunteer Coordinator; Dr. Frank Walsh, Medical Director

Mr. Simon noted a quorum was present and opened the meeting at 5:30 PM in the TNW Board Room.

Medical Director's Report – presented by Dr. Frank Walsh

Dr. Walsh reported that we had a respiratory outbreak in the long-term residence that affected 7 residents. Those residents were isolated to prevent spreading of the virus, and all have since recovered with no ill effects.

Dr. Walsh stated that since orthopedic cases are our biggest source of admission to short-term rehab, we should focus on establishing and maintaining our good relationships with as many orthopedic surgical groups as possible. Many surgical groups have recently been changing their affiliations and it is important for us to maintain good relations with them all. For example, many Hospital for Special Surgery (HSS) surgeons are moving to Stamford from NYC; some Stamford orthopedists are going with the Westchester group; groups such as Orthopedic Associates of Stamford (OAS) and Orthopaedic & Neurosurgery Specialists (ONS) are vying for the "orthopedic territory". Dr. Walsh said he would be eager to discuss with Lynn Bausch and George Cossifos, Admissions Director, and be part of our effort to make sure all of these groups are satisfied with our services so that they continue to recommend our facility to their patients.

Mr. Brown introduced Mary Tate, Witherell's newly appointed Volunteer Coordinator. Ms. Tate has been in the position just over a month now and is very happy to be here. She resides in Greenwich and believes strongly in "working where you live". She feels fortunate to have left the corporate world to join us here at the Witherell for a more worthwhile mission. Mr. Simon welcomed her to Nathaniel Witherell.

Mr. Simon noted that a few items will be taken out of order from tonight's Agenda:

- We will approve the Minutes of the September 2017 Board Meeting, approve the 2018 Board Meeting Calendar and then proceed with the Harrison Edwards presentation.
- The approval of the Capital and Operating Budgets for FY19 will take place at the November 2017 Board Meeting.

Review/Approval of Minutes of September 25, 2017

A motion to approve the minutes of July 24, 2017 was made by Mr. Kaplan, seconded by Ms. Sadik-Khan, and the minutes were approved by a vote of 7-0-0.

2018 Board Meeting Calendar

A motion to approve the 2018 Calendar of Board Meetings, as presented tonight, was made by Ms. Sadik-Khan, seconded by Mr. Kaplan, and approved by a vote of 7-0-0. Meeting dates for 2018 will be January 22, February 26, March 26, April 23, May 22, June 25, July 23, September 24, October 22, November 19, and December 10.

Trends in Regional Healthcare – A presentation by Harrison Edwards, Carolyn Mandelker and Bob Knight

Ms. Hogan introduced Ms. Carolyn Mandelker, President & CEO, and Mr. Bob Knight, EVP & COO, of Harrison Edwards. Ms. Hogan stated that from the most recent marketing meeting it became clear that the NW Board needed to have a discussion about future strategies in order to properly position our organization moving forward. This presentation on trends and other influences on the industry will provide important information for that discussion.

Ms. Mandelker stated that they were here to share trends that they've been seeing in the industry which have become evident to them due to their involvement with other healthcare organizations along with NW. As marketing people, Ms. Mandelker explained, they work from "the inside out as well as from the outside in". They not only look at an organization's goals and what they hope to achieve, they also look at what is happening in the marketplace, because that impacts an organization's positioning, strategy, and competitive advantage.

Mr. Knight reviewed the factors currently impacting the healthcare industry, i.e. US politics, CT politics, CMS and reimbursement rates, an aging population, unhealthy lifestyles, innovations, and mergers that have happened in the healthcare industry as well as those that are about to come.

- 1.) US politics - There is a great deal of uncertainty in the hospital industry marketplace coming out of Washington. Hospitals in this region could be substantially impacted financially. Significant healthcare budget gaps are possible.
- 2.) Connecticut – Hartford was lobbied to stop hospital mergers, causing hospitals to be “landlocked” below a profitable level. Hospitals are being forced to seek out efficiencies. In some ways this has caused more efficient patient care. But it also positions them poorly for what is happening in Washington and for what is ahead.
- 3.) CMS – There has been a big shift to value-based care (the total cost of care encompasses all spending for a patient). The trend has been to try and keep patients out of the hospitals and healthy, which is more efficient for hospitals in the form of reimbursement.
- 4.) Aging Population – In this region the 65+ age group is the fastest growing segment of the population, and the heaviest consumers of healthcare services. This puts pressure on the hospitals and health systems in this region, but also allows for greater opportunity if you are serving an elderly population.
- 5.) Unhealthy lifestyles – In general our populations are sicker. Younger populations are now sicker: cancer rates have risen, cardiac issues, diabetes and obesity are happening while people are younger.
- 6.) Innovation – There has been a great deal of innovation in healthcare, which is driving new treatments, cures and efficiencies. Hospitals are one of the lead investors in these innovations.
- 7.) Round I, Partnerships are wrapping up – Greenwich Hospital partnered with Yale New Haven; Stamford Hospital partnering with NY Presbyterian and HSS; White Plains Hospital partnered with Montefiore; Norwalk Hospital is partnered with Danbury Hospital.
- 8.) Round II, subsequent Partnerships – With the uncertainty in the marketplace, how will these systems overcome the potential budget gaps that are coming up? How will they create greater efficiency and hang on to the “block” of revenue that’s given them and create greater margins. Partnerships are bubbling up in specialty care and some even in skilled nursing. Hospitals are partnering with rehab facilities, exploring palliative care costing models, and merging with homecare agencies as well.

Mr. Knight concluded, “therein lies the challenges for the Witherell; but, therein also lies the opportunities”.

Ms. Mandelker added that in terms of the marketplace, there will be a rise in consumerism, where the consumers (patients) and the families of patients, will have a much greater input in healthcare and with what they feel they need. Technology including patient portals and telehealth systems will empower the consumer further.

Mr. Simon expressed that healthcare is a very fluid environment with many changes in healthcare organizational structure, reimbursements, patient choices, etc. The question that the Board will continue to address is, how do we best position Witherell to handle those changes and to move forward?

Mr. Kaplan related that it is not just the partnerships that we build that are important, but *who* those relationships are built with. Everyone's network reaches out to another different network. If we're looking for long-term viability, don't we want to look to partner with those that will bring us other opportunities? Perhaps business that we haven't even looked at before? What are our channel opportunities and where will the market lead us in terms of those channels? Mr. Simon believes a question to be considered by the Board is, should we be strengthening our affiliations with physician groups and with hospitals?

Mr. Simon wants to identify the best resource to use going forward to help position NW for profitably. He stated that the dynamics are very complicated and we have to be able to make the right choices and position ourselves correctly in the marketplace. Mr. Simon stated that he would like to identify a consultant/group/facilitator available to help lead a Board business strategy discussion. Mr. Brown recommended contacting Leading Age, our trade association, for such a facilitator. Mr. Kaplan will have someone identified by end of the week.

Chairman's Report – presented by Laurence Simon

The RTM will vote tonight on the additional appropriation of \$377K requested to help complete the Tower renovation. The plans will need to be revised due to input from the Fire Marshall.

We expect to receive approval to start the auditorium project by January 1, 2018, and to start the personal hygiene centers project even sooner. The Tower renovations will begin after all the approvals are received with a target start date of January 2018.

There is \$182,718 remaining from the STEAP Grant which may be used to rehab the greenhouse space into additional rehabilitation space.

Board terms will be expiring next spring for Mr. Bankson, Dr. Ennis and Ms. Hurst. Mr. Simon asked that they let him know of their intentions to continue on the Board. Ms. Hurst has submitted in writing her request to serve another term on the Board.

Executive Director's Report – presented by Allen Brown

Food Service Management RFP – Morrison Senior Living was unanimously selected as the winning bid. Morrison needs to submit revised financials removing costs associated with Town employees. Once the revisions are complete, final negotiations can be completed.

DPH Survey (update) – copies of the final plans of correction were attached to the distributed Executive Director's report. As a result of the IDR, DPH removed one of the two contested deficiencies. While we had hoped that NW would have been successful at removing the higher severity deficiency, the final survey now includes just four overall deficiencies.

As a result of the findings during our Building and Fire Safety Survey, a surveyor returned to NW today to verify that the items on our plan of correction had been completed: 1.) removal of insulation on 3 mechanical doors across from rooms 42-46; and 2.) sprinkler heads needed to be installed in the electrical closets on each Tower floor. Both of these items have been completed to the State's satisfaction. We are once again in full compliance.

Finance Committee Report - presented by Laurence Simon

Mr. Simon reported that for Sept. YTD Total Facility Expenses we are \$337,169 favorable to Budget, and \$250K below Expenses on a straight line Budget.

YTD Revenue is approximately \$100K below Budget.

For this year we had projected a deficit of \$1.3M, and are currently at \$1.1M or \$1.05M. If the Debt Repayment were excluded from this figure, we are generating a positive return to the Town.

The meetings for the Operational Budget for FY19 will be held on Nov. 8th and Nov. 14th. These meetings will be held in the Board Room and all Board members are welcome to attend.

Building Committee Report - presented by Jack Hornak

Nothing additional to report.

Friends of Nathaniel Witherell (FNW) - presented by Karen Sadik-Khan

Ms. Sadik-Khan reported that the Community Appeal has been mailed out. 100% Board support is greatly appreciated.

Mr. Neff noted that the new artwork hanging in the Board Room was donated by Ms. Sadik-Khan. These beautiful pieces were created by Josef Albers, a major abstractionist artist from the Yale School of Design. Four more pieces will be coming shortly.

Resident Life Committee – presented by Lynn Bausch

Ms. Bausch reported that our new Infection Preventionist and Staff Development Coordinator, Dinty Loyola, RN, began this week. Ms. Loyola fills the vacancy left by the retirement of Carol Kellogg.

Mr. Brown noted that the last day for the current Rehab Manager will be this coming Friday October 27, 2017. We're hoping for a timely replacement from Select Rehab.

New Business – none

The meeting was adjourned at 6:51 pm.

Respectfully Submitted,
Linda Marini for Louise Puschel, Board Secretary
Oct. 27, 2017



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