



**NYSARH Governance Committee Meeting  
October 21, 2019**

**Board members present:** Claire Parde, Ann Battaglia, Carrie Roseamelia

**Board members excused:** Helen Evans

**Staff members present:** Sara Wall Bollinger

**Call to Order:** Called to order by Claire Parde at 11:04am

Quorum and Welcome.

1. Impact of NYSARH contract with Office of Rural Health (ORH) on Board member conflict of interest and Independence of members.

Discussion:

- The group agreed that until such time as the contracts are executed, the potential for conflict does not exist. Once signed, an interest is created and the potential for conflict exists; thereafter, an actual conflict may arise when an action before the board relates to that interest. In that instance, board members would be expected to recuse themselves from that board action, including the discussion.
- The Board voted to accept the contract at the September meeting.
- NYSARH has very little opportunity to impact any terms and conditions in the proposed contract, including the amounts to be allocated to each agency/hospital.
- Board members who are also affiliated with one of the hospitals and/or networks will be asked to disclose this information and recuse themselves from votes for NYSARH Board action specific to these contracts. However, these Board members should be able to get reports and information that include details about the ORH contract.
- The amount of the awards may impact the Independence of a Board member. According to the NYSARH bylaws, if a sub-contract exceeds 2% of the total NYSARH budget, that Board member would not be considered to be Independent. The Committee estimates 2% of the NYSARH budget including the \$1.1 million ORH contract to be \$20,000. The highest award among the hospitals and networks is \$19,085.
- There needs to be a clear distinction about when these Board members need to recuse themselves – a firewall.

Action:

Claire will compose a communication to all Board members that includes the list of all the impacted hospitals and networks so that members may update their Disclosure via email with Claire.

2. Review of Disclosure Forms

This task was tabled until the November meeting.

**Adjournment:** at 11:58a.m.

**Next Meeting Date and Time:** November 23, 2019 at 11:00 a.m.

*This meeting is one week later than usual to facilitate participation.*