



**NYSARH Governance Committee Meeting
November 25, 2019**

Board members present: Claire Parde, Helen Evans, Ann Battaglia, Carrie Roseamelia

Board members excused: none

Staff members present: Sara Wall Bollinger

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

1. Roll Call and Welcome

2. Review of process to solicit updates to Disclosures of Interests

The Committee acknowledged that any board member who is affiliated as a Trustee, Officer, Director, or Key Employee with an organization that has a contract with NYSARH has an interest that may give rise to a conflict and should be disclosed. Consequently, the Committee determined that it was necessary for each board member to update their Disclosures of Financial Interests, which had largely been completed and submitted in September, in view of the Legislative Appropriation awards that would soon cause multiple members that are affiliated with Rural Health Networks and/or Rural Access Hospitals to enter into a contract with NYSARH. Following its last meeting in October, the Committee sent a communication to all board members asking each member to reply, via email, whether they are in any way affiliated with one or more of those institutions. Those email replies were then appended to the Disclosure of Financial Interest Forms that were previously submitted. It is these updated Disclosures that the Committee reviewed.

3. The Review of Disclosures of Financial Interest Forms

The Committee reviewed the updated Disclosure of Financial Interest Forms of all board members, evaluating each to determine whether (1) an interest was disclosed that could give rise to a conflict, and (2) a Director was Independent (recall that, as per NYSARH bylaws, a Director is not Independent if they are in receipt of a contract valued at 2% or more of the total NYSARH budget. The Committee estimates 2% of the NYSARH budget, including the \$1.1 million Legislative Appropriation Award, to be \$20,000).

The following members disclosed an Interest related to their affiliation with a Rural Health Network and/or Rural Access Hospital: A. Battaglia, B. Brogan, C. Crawford, H. Evans, S. Getman, R. Kazel, N. McGraw, C. Parde, P. Pettit, J. Salo and M. Zelazny.

The highest award among the hospitals and networks is \$19,085. As this figure is less than \$20,000, or 2% of the NYSARH annual operating budget, all board members were found to be Independent.

4. Adjournment: Upon concluding its review of the Disclosure of Financial Interest Forms, the meeting adjourned at 10:48 a.m.