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Minutes, August 2, 1990

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Special Meeting:
Responsibilities of
The University of Connecticut
Board of Trustees as
Hospital Trustees
August 2, 1990
Administrative Services Building
Rooms A & B

Board of Trustees Present were: Dr. Canzonetti, Mr. G. Brown, Mr. O. Brown, Dr. Dowling, Mr. Lawrence, Dr. Opinsky, Mrs. Kronholm and Ms. Nadolny.

Board of Trustees Absent were: Mr. Altschuler, Mr. Andersen, Mr. Kleban, Mr. Leone, Governor O'Neill, Mr. Parker, Mr. Rich, Mr. Rossi, Mr. Saslow, Mr. Stroh and Mr. Tirozzi.

University of Connecticut Staff Present were: Interim President Hartley, and Mr. McFadden.

University of Connecticut Health Center Staff Present were:

Mr. Arnold, Mrs. Bernstein, Mr. Bourret, Mr. Cardone, Dr. Cutler, Mr. Davern, Dr. Feltes, Dr. Kennedy, Mr. Kleinman, Ms. Martin, Dr. Meyer, Ms. Milliot, Mrs. Smith, Dr. Helen Smits, Dr. Voytovich.

Guest: Mr. Michael Eisner

Dr. Canzonetti opened the meeting by welcoming all present to this most important meeting for the purpose of clarifying Board Members' responsibilities as Trustees of the John Dempsey Hospital and the Uncas on Thames Hospital. Not only was this "instruction" called for at the last JCAHO site visit to the John Dempsey Hospital, he felt it should prove very interesting and informative to them personally.

Dr. Cutler welcomed everyone on behalf of Dr. Mulvihill and the Health Center. He thanked those present for finding time in their busy schedules for yet another meeting so critical to the proper governance of the Health Center and its hospitals.

Mr. Michael Eisner

Attorney Eisner provided his perspective on the Trustees' responsibilities as the hospitals' governing board. He distributed a booklet summarizing his remarks and entertained

questions afterwards. (Note: Copies of this handout and all others from the meeting accompany these minutes for all Trustees who were not present.) Some points made during Mr. Eisner's presentation included:

A trustee must avoid any duality or conflict of interest; the Freedom-of-Information Act makes his/her actions extremely vulnerable. Mr. Eisner believed there should be a standard form for reporting any potential conflicts.

Trustees must exercise "diligence" in their oversight responsibilities, avoiding too much or too little interference with operations. Appropriate areas for their oversight include institutional planning and approval of budgets, medical staff appointments and clinical privileges. Assurance of proper patient care is also a responsibility, linked to the Quality Assurance/Risk Management functions (discussed later by Dr. Voytovich and Dr. Feltes).

Regarding the delegation of the Board's general oversight of both hospitals to the Health Affairs Committee, Mr. Eisner suggested that the new by-laws clearly reflect any such delegation.

There was an inquiry on how to handle a situation when a Trustee has personal knowledge regarding an applicant for privileges which he/she cannot reveal (e.g., information obtained from another institution's peer review). Mr. Eisner pointed out that the Trustee should not break confidentiality but can request that the process be carefully reviewed.

Dr. Anthony Voytovich

Dr. Voytovich reported on the Quality Assurance process at the John Dempsey Hospital. It utilizes 42 separate reporting groups; and all present agreed that, under Dr. Voytovich's direction, it has become a highly sophisticated and effective process. Dr. Voytovich cited some significant advantages that have emerged:

- The public discussion of questionable cases and documenting of clinical competence have created a high visibility of clinicians' activities.
- Systems problems are quickly identified.
- Resource-wasting patterns (e.g., studies not needed) are very evident.
- It is an excellent management tool, providing compelling arguments for more resources or systems changes.

- It has created a more open attitude toward criticism, and people are buying into the process.

Dr. Michael Feltes

As the very new Medical Director of Uncas on Thames Hospital, Dr. Feltes has begun moving the QA process there from a "reprimand" focus to one of improving patient care.

The dilemma of reporting Quality Assurance material to the Board while retaining confidentiality in the face of Freedom of Information obligations was discussed.

Dr. Helen Smits

Dr. Smits presented a fiscal analysis of the John Dempsey Hospital. The unusual problems with Medicaid payments associated with the Bone Marrow Unit and Neonatal Intensive Care were discussed.

Mrs. Marta Smith

Mrs. Smith reviewed many of the changes at Uncas-on-Thames since its takeover by the Health Center.

One most important point made was that, since the institution of its revolving fund a year ago, its State subsidy has been reduced from \$6M to a present subsidy of \$2.3M.

Mrs. Nancy Bernstein, Dr. Leslie Cutler

Mrs. Bernstein reviewed the Dempsey's and University Physicians' strategic planning process and Dr. Cutler related it to the Health Center's overall process.

Dr. Cutler pointed out that industry-sponsored research activities have gone up 80% in recent years, and the long-term goal is to grow in the clinical-research areas. He commented that all strategic-planning solutions must evolve from a partnership among Health Center Administration, the faculty and the Board of Trustees.

There was considerable discussion on the most appropriate way and time for Board members to be involved in this process, which, as Mr. Eisner had pointed out, is one of their responsibilities. Dr. Canzonetti asked for a specific proposal on when the Board of Trustees should join the strategic-planning process.

In conclusion, Dr. Canzonetti thanked the participants, praised the session and expressed his regret that more Board members were not present. He suggested that a follow up session of several hours be held at a future Board meeting.

DB/elc