



Department of Health

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MINUTES OF MEETING
HEALTH SERVICES COUNCIL
PROJECT REVIEW COMMITTEE-II

DATE: 28 March 2013

TIME: 2:30 PM

LOCATION: Department Operations Center
Rhode Island Department of Health

ATTENDANCE:

Name	Present	Absent	Excused
Committee-II			
Victoria Almeida, Esq. (Chair)	X		
John J. Barry III			X
Raymond C. Coia, Esq.			X
Steven DeToy	X		
Joseph L. Dowling, MD			X
Maria R. Gil (Secretary)			X
Catherine E. Graziano, RN, PhD	X		
Robert Hamel, RN	X		
Jeanette Matrone, RN, PhD	X		
Daniel Orgel, MPA	X		
Denise Panichas	X		
Reverend David Shire (Vice Chair)	X		
Committee-I			
Roberta Feather, CNS, PhD, JD	X		

Staff: Valentina Adamova, MBA, Benjamin Cople, Esq., Michael K. Dexter, MPA, Amy DiFilippo, Joseph G. Miller, Esq., Elizabeth Shelov, MBA/MSSW

Public: (Attached)

1. Call to Order, Approval of Minutes, Conflict of Interest Forms and Extension for the Minutes Availability

The meeting was called to order at 2:30 PM. The Chair noted that conflict of interest forms are available to any member who may have a conflict. Minutes of the Project Review Committee-II

meetings of 28 February 2013 and 14 March 2013 were adopted as submitted. A motion was made and passed by a vote of eight in favor and none opposed (8-0) that the availability of minutes for this meeting be extended beyond the time frame as provided for under the Open Meetings Act. Those members voting in favor were: Almeida, DeToy, Graziano, Hamel, Matrone, Orgel, Panichas, and Shire.

2. General Order of Business

The next item on the agenda was the application of **Lawrence & Memorial Corporation** for change in effective control of The Westerly Hospital, a 125-bed hospital located at 25 Wells Street in Westerly.

Dr. Robert Crausman, consultant for the Rhode Island Department of Health, gave a Power Point presentation regarding regulatory compliance.

John J. Schibler, Harborview Consulting, LLC, consultant for the Rhode Island Department of Health, gave a Power Point presentation regarding the financial overview.

Legal counsel for the applicant reviewed responses to the Committee's follow up questions, and the Special Master of The Westerly Hospital provided a status update on outstanding contingencies.

The Special Master of The Westerly Hospital stated that he has received nothing but public support for this proposal.

Christopher Callaci, General Counsel to the United Nurses and Allied Professionals, reiterated their support for this proposal.

Steven T. Hartford, Chairperson of the Westerly Hospital Area Residents Committee, stated that while originally the Westerly Hospital Area Residents Committee submitted a letter with proposed conditions, subsequently an amendment has been made to the sale order in the superior court which satisfied their concerns about being able to, as a community, monitor the progress of the commitments in terms of the investments in the hospital. He noted that the commitments to the hospital are substantial and once those commitments are realized, it will put the hospital in a very good position to survive in the community.

Legal counsel to The Westerly Hospital handed out a list of proposed conditions of approval as:

1. That LMW Healthcare provide services to all patients without discrimination, including payment source or ability to pay;
2. That LMW Healthcare shall implement the application as approved;
3. That data, including but not limited to, finances, utilization, and demographic patient information be furnished to the state agency upon request;
4. That services at the facility be provided in conformance with the requirements of the Rules and Regulations for Licensing of Hospitals (R23-17-HOSP) and Rules and Regulations Pertaining to Hospital Conversions (R23-17.14-HCA);
5. That LMW Healthcare shall comply with the Buyer Commitments as defined in the September 10, 2012 Order Approving the Sale of the Assets of The Westerly Hospital and

the Related Entities Free and Clear of Liens and Liabilities (“Sale Order”) and identified in Section 10 of the Asset Purchase Agreement by and among LMW Healthcare, Inc., LMW Physicians, Inc. and W. Mark Russo, Esq., solely in his capacity as the court-appointed Special Master for Westerly Hospital Healthcare, Inc., The Westerly Hospital, Atlantic Medical Group, Inc., Ocean Myst MSO, LLC, Women’s Health of Westerly, LLC, and North Stonington Health Center, Inc. dated as of June 20, 2012, and for the time periods set forth therein; and

6. That LMW Healthcare shall comply with the enforcement provisions relative to the Buyer Commitments as established at Section 3 of the Sale Order.

A motion was made by Mr. Hamel, seconded by Sen. Graziano, and passed by a vote of six in favor, none opposed, one recusal, and one abstention (6-0-1-1) to recommend that the application be approved subject to the six conditions of approval as proposed. Those members voting in favor included: Graziano, Hamel, Matrone, Orgel, Panichas, and Shire. Those members recusing included Almeida. Those members abstaining include DeToy.

The next Health Services Council meeting was scheduled for 9 April 2013.

3. Adjournment

There being no further business, the meeting was adjourned at 4:00 PM.

Respectfully submitted,



Valentina D. Adamova, MBA
(Acting) Chief Health Program Evaluator
Office of Health Systems Development