

**HOBOKEN MUNICIPAL HOSPITAL AUTHORITY  
BOARD OF DIRECTORS  
CLOSED EXECUTIVE SESSION MINUTES**

**LOCATION:** Hoboken University Medical Center, Hoboken, NJ (Assumption Hall)

**DATE/TIME:** Wednesday, February 25, 2009 – 7:02 p.m.

**PRESENT:** Eric Lawton, Vice-Chairman  
Alfred O. Fayemi, MD  
Joseph M. Kozel, MD  
Kevin Kramer  
Harvey A. Holzberg  
Michael Nestor (as Proxy for Mayor Roberts)  
Frederick J. Tomkins  
E. Norman Wilson

**EXCUSED:** Camille Corea  
Mayor David Roberts  
Susan Tonry

**ALSO PRESENT:** Andrew Aronson, Esq., Gluck Walrath, LLP  
Frank Ciesla, Esq., Giordano, Haloran & Ciesla  
George Crimmins, Executive Director  
Ronald DiVito, EVP & Chief Financial Officer  
Steven Fillebrown (*via teleconference*)  
Anna Laviena, Recording Secretary

<u>ITEM</u>	<u>DISCUSSION</u>	<u>ACTION/FOLLOW-UP</u>
<p><b>Call to Order</b></p> <p><b>NJSA-10-4:12 (b)(8) -Contracts, Appointments</b></p>	<p>The Executive Session was called to order at 7:02 p.m. Mr. Ciesla and Mr. DiVito were requested to remain and Mr. Fillebrown was asked to remain on the line.</p> <p>Commissioner Holzberg stated that a search was conducted to identify an individual to begin as Chief Operating Officer and after three months progress to Chief Executive Officer of HobokenUMC. Commissioner Holzberg would remain as consultant through end of 2009. The Search Committee was put together by HMIHA and included Mayor Roberts, Chairman Caulfield, Commissioner Kozel and Commissioner Holzberg. The firm of Wit-Kieffer conducted the search and evaluated over 2000 resumes which were narrowed down to 12, then 5 finalists which were interviewed by the Search Committee. The first choice turned down the offer as his existing employer had made him a better offer. The second choice came up with a term sheet of \$500,000 in compensation per year plus funding of an executive benefit plan of up to \$1 million; not acceptable to the Committee. The third choice was Mr. Hatiras, who has earned the respect of</p>	<p><i>Privileged and confidential.</i></p>

<u>ITEM</u>	<u>DISCUSSION</u>	<u>ACTION/FOLLOW-UP</u>
(cont.)	<p>his colleagues and the medical staff and The Search Committee recommends Spiros Hatiras to fill the position of COO for HobokenUMC for three months and then become the CEO. The CEO and CFO are the two positions that both HHI and HMHA have authority over, and the Manager's Agreement requires the Authority to approve a COO that would become the CEO. Questions ensued by the Commissioners which included, outside of the Search Committee some Commissioners have not have met with Mr. Hatiras or reviewed his resume. In addition, HMHA wants flexibility which includes the ability to get out of the contract should Mr. Hatiras not work out as CEO. Commissioner Holzberg said that while the contract is being developed by the Manager's attorney, Commissioners will have the opportunity to meet with Mr. Hatiras or call him. If approved as COO Commissioner Holzberg will continue to mentor him. His resume will be sent to all the Commissioners for their review. The Board Training Session is scheduled Wednesday, March 4, 2009 and Mr. Hatiras will be in attendance and available to meet with the Commissioners. Commissioner Koziel added that the Medical Executive Council met with Commissioner Holzberg and fully supports Mr. Hatiras in this role. Therefore, during Open Session approval will be requested to appoint Spiros Hatiras as Chief Operating Officer of HobokenUMC pending development of a contract conditioned upon the ability of HHI to negotiate acceptable terms and the approval of an employee contract by HMHA.</p>	<p><i>Vote will be done in Open Session.</i></p>
<p><b>NJSA-10-4:12 (b)(7) -Pending Litigation</b></p>	<p>G. Crimmins provided an update on the E. Mason vs. HMHA pending litigation. The judge ordered a payment in the amount of \$48,512 be made by next week to E. Mason for her legal fees. Although approval will be requested today, Ira Karasick, Esq. filed an appeal on the case and requested a stay on the payment. If the appeal is denied, the payment will be sent. Request for the total amount of money spent on this litigation was made. Mr. Crimmins will follow up.</p>	<p><i>Privileged and Confidential. Vote will be done in Open Session.</i></p>
<p><b>Training Session</b></p>	<p>Board training session location will be changed due to access for the handicap.</p> <p>There being no further items for discussion, the Closed Executive Session ended at 7:35 p.m.</p>	<p><i>Informational.</i></p>

Respectfully submitted,



Michael Nestor, Secretary  
Hoboken Municipal Hospital Authority  
Board of Directors