

STATE OF CONNECTICUT
OFFICE OF HEALTH STRATEGY

DOCKET NO. 19-32238-MDF

WESTERN CONNECTICUT HEALTH NETWORK AND HEALTH
QUEST SYSTEMS MODIFICATION REQUEST

VIA ZOOM AND TELECONFERENCE

Public Hearing held on Tuesday, February 16, 2021,
beginning at 10:01 a.m. via remote access.

H e l d B e f o r e:

MICHEALA MITCHELL, ESQ., Hearing Officer

Administrative Staff:

BRIAN CARNEY, Research Analyst

ORMAND CLARKE, Ph.D, MPH, Health Care Analyst

LESLIE GREER, Community Outreach Coordinator

Appearances:

For the Applicant:

ROBINSON & COLE

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Hartford, Connecticut 06103

BY: LISA M. BOYLE, ESQ.

CONOR O. DUFFY, ESQ.

Witnesses:

MARK HIRKO, M.D.

RICK CANTELE

KERRY EATON

JOHN MURPHY, M.D.

NANCY HEATON

Reporter: Lisa L. Warner, CSR #061

A p p e a r a n c e s:

Public Speakers:

PAGE

REPRESENTATIVE MARIA HORN	22
FIRST SELECTMAN CURTIS RAND	24
HERBERT MOORE	42,82
KATHLEEN FRIEDMAN	45
NICHOLAS MOORE	47
JILL DREW	50
VICTOR GERMACK	53
LYDIA MOORE	57
FIRST SELECTMAN BRENT COLLEY	60,83
JOHN ALLEN	61
JOEL JONES	64
PARI FOROOD	65
ROBERT SCHNURR	68
LORNA BRODTKORB	69
JAMES QUELLA	70
MIRIAM TANNEN	74
DEBORAH MOORE	88

****All participants were present via remote access.**

1 (Whereupon, the hearing commenced at 10:01 a.m.)

2 HEARING OFFICER MITCHELL: Good
3 morning, everybody. My name is Micheala Mitchell,
4 and I am the hearing officer that's going to be
5 hearing the applicant's modification request
6 today.

7 So this public hearing before the
8 Health Systems Planning Unit, identified by Docket
9 Number 19-32238-MDF, is being held on February 16,
10 2021, regarding a modification request filed by
11 the applicants, Western Connecticut Health Network
12 and Health Quest Systems, collectively Nuvance
13 Health, on November 8th of 2019.

14 On March 14 of 2020, Governor Ned
15 Lamont issued Executive Order 7B, which in
16 relevant part suspended in-person open meeting
17 requirements, and that executive order has been
18 extended through April 20th of 2021.

19 To ensure continuity of operations
20 while maintaining the necessary social distance to
21 avoid the spread of COVID-19, the Office of Health
22 Strategy, or OHS, is holding this hearing
23 remotely. We ask that all members of the public
24 mute their devices that they are using to access
25 the hearing and silence any additional devices

1 that are around them.

2 This public hearing arises out of an
3 application for a Certificate of Need approval
4 pursuant to Connecticut General Statutes, Section
5 19a-639a, and will be conducted as a contested
6 case in accordance with the provisions of Chapter
7 54 of the Connecticut General Statutes.

8 Again, my name is Micheala Mitchell.
9 Victoria Veltri, the executive director of the
10 Office of Health Strategy, has designated me as
11 the hearing officer for this matter. Also in
12 attendance are my colleagues Brian Carney, who is
13 the team lead for the CON program, and Ormand
14 Clarke, who has been working on compliance, and is
15 also one of our health care analysts in this
16 matter.

17 Our priority is the integrity and
18 transparency of the process. Accordingly, decorum
19 must be maintained by all present during these
20 proceedings. I just want to advise everyone that
21 this hearing is being recorded and will be
22 transcribed by BCT Reporting LLC.

23 All documents related to the hearing
24 have been or will be uploaded to the CON portal
25 for public review, and that is accessible on OHS's

1 CON webpage.

2 Nuvance Health is a party to this
3 proceeding. At this time, I'm going to read into
4 the record those documents appearing in the
5 planning unit's table of record. All of them have
6 been identified and shared with the applicant's
7 counsel. I think that there were a couple of --
8 there was one thing that was omitted, and I think
9 it was the prefile testimony.

10 I'm going to ask attorneys for the
11 applicant to just state their name for the record,
12 and then indicate whether or not there's any
13 objection to the table of record that was emailed
14 to your email accounts this morning.

15 MS. BOYLE: Hi. This is Lisa Boyle. I
16 represent Nuvance and Sharon Hospital. I have no
17 objection to the statement of the record other
18 than the addition of the prefile testimony which
19 you mentioned. Thank you.

20 MR. DUFFY: And good morning. Conor
21 Duffy of Robinson & Cole, also representing the
22 applicant, Nuvance Health and Sharon Hospital.
23 Thanks.

24 HEARING OFFICER MITCHELL: Thank you,
25 both.

1 All right. So in terms of the order,
2 the applicants are going to present their direct
3 testimony, HSP will ask questions of the
4 applicant, and then we'll hear from the public. I
5 reserve the right to allow public officials and
6 members of the public to testify outside of the
7 order of the agenda.

8 For those who weren't able to
9 preregister in that 9 to 10 o'clock hour, just
10 hold tight. I will make sure that I hear your
11 comment. And then I'll also make announcements
12 when we go into the public commentary about how to
13 submit any written comments, if that is what you
14 wish to do.

15 I'd like to advise the applicants that
16 we may ask questions related to your modification
17 that you may feel that you've already addressed in
18 your request and in your prefile testimony. I'm
19 going to do this just for the purpose of ensuring
20 that the public has knowledge about the request,
21 and it may also be for the purpose of
22 clarification.

23 As the hearing is being held virtually,
24 we ask that all participants, to the extent
25 possible, enable use of video cameras when

1 testifying or commenting during the proceedings.
2 Anyone who is not testifying or commenting must
3 mute their electronic devices, including
4 telephones, televisions and other devices not
5 being used to access the hearing, to avoid
6 disruption of the hearing. We're going to monitor
7 to the best that we can the participants during
8 the hearing.

9 To the extent possible, counsel for the
10 parties should raise hands to make any objection
11 or to facilitate raising a point during the
12 hearing. If the hand raise function is not
13 immediately recognized by myself or by Mr. Carney,
14 you can unmute yourself and just state what you'd
15 like to state on the record and I'll acknowledge
16 you.

17 When we go off the record -- this is
18 very important -- we don't like to stop recording
19 the hearing because this is a virtual space. We
20 want to make sure that we don't miss any parts of
21 the hearing that are pertinent to making the
22 decision, so we don't like to stop the recording.
23 So, if you need to go off the record to have a
24 conversation that you don't want recorded, make
25 sure you mute your device, otherwise it may be

1 captured on the recording, it may be transcribed.
2 So just be very careful about that.

3 Whenever we go off the record, I'm
4 going to make sure that I give a one-minute
5 warning to the parties and to the public to let
6 you know that we're coming back on the record so
7 that you can get back to your computer and get
8 settled in and be prepared to listen or to
9 participate.

10 At this time, I'm going to ask, I
11 believe it's just Dr. Hirko and Dr. Cantele, I'm
12 going to ask Dr. Hirko and Dr. Cantele to raise
13 their right hands so that I can swear them in. I
14 see Dr. Hirko. I'm just kind of looking.

15 MR. CANTELE: I'm here. Just a point
16 of clarification, I am not a doctor.

17 HEARING OFFICER MITCHELL: Got it.
18 Thank you.

19 M A R K H I R K O,

20 R I C K C A N T E L E,

21 having been first duly sworn (remotely) by
22 Hearing Officer Mitchell, testified on
23 their oath as follows:

24 HEARING OFFICER MITCHELL: Perfect.
25 Thank you so much. So at this time, I'm going to

1 turn it over to the applicants. For people
2 testifying, just make sure that you state your
3 full name and adopt any written testimony you
4 submitted, and we will go ahead and get started.
5 Make sure, for those of you who are listening,
6 that your electronic devices remain muted.

7 I'll turn it over to counsel for the
8 applicant.

9 MS. BOYLE: Thank you, Hearing Officer
10 Mitchell, and the Office of Health Strategy staff,
11 thank you for allowing us to provide our testimony
12 today and ask that you grant the request for
13 modification.

14 Just a few things. My name is Lisa
15 Boyle. My colleague is Conor Duffy. We represent
16 Nuvance Health and Sharon Hospital. Today you'll
17 hear testimony from Mark Hirko, who is the
18 president of Sharon Hospital, and Rick Cantele,
19 who's the board chair for Sharon Hospital, and
20 they will express why it's important that this
21 modification be granted.

22 The modification requested is really
23 straightforward to align the governance
24 requirements imposed on Sharon Hospital with the
25 requirements that are imposed on other hospitals

1 in the state. Sharon Hospital has and will
2 continue to be a community board. There is
3 nothing in this modification request that will
4 change that, the board will remain a community
5 board.

6 And with that, I ask that you hear the
7 testimony of Mark Hirko who is the president of
8 the hospital. Thank you.

9 THE WITNESS (Hirko): Thank you. Thank
10 you, Hearing Officer Mitchell and staff of the
11 Office of Health Strategy, for allowing me to
12 testify. My name is Mark Hirko, and I am the
13 president of Sharon Hospital, and I adopt my
14 prefile testimony for the record. And I am today
15 testifying on behalf of Nuvance Health and Sharon
16 Hospital in support of the modification request
17 filed for Condition No. 2 of the agreed settlement
18 entered into with OHS in this matter.

19 As a point of background, I actually
20 grew up in Ohio. I am a physician and a surgeon
21 who went to medical school in Ohio. All my
22 training was in Ohio except where I did vascular
23 surgery training at Loyola University in Chicago.
24 I then started my professional career in Ohio
25 itself, spent 11 years at University Hospital at

1 Western Reserve Care System, and then over the
2 years took on gradual and graduated responsibility
3 positions leading up to chief and chair of surgery
4 at Barnabas Health. And then most recently in
5 2017 I accepted a position as assistant vice
6 president of what then was Health Quest in regard
7 to surgical services, and we helped create the
8 ACGME training programs throughout the New York
9 side of our combined health system, and over a
10 period of two years with graduated increase in
11 responsibility then applied for the position as
12 president of Sharon Hospital which was I named in
13 mid November 2019 and assumed the role in December
14 of 2019.

15 Regarding my time as president,
16 particularly community engagement since becoming
17 president, we only had about two months pre COVID,
18 and with that, my goal and our leadership team's
19 goal at that time was to really establish strong
20 lines of communication and transparency. And this
21 was with both one-on-one and group meetings both
22 in my office and outreach throughout the community
23 through various community groups, chambers of
24 commerce, EMT, EMS, our private schools, and
25 really went out to the community. And once COVID

1 came into being, everything went into Zoom mode,
2 and our outreach, particularly with the Save
3 Sharon group, was pretty much carried through in
4 that manner.

5 And so a point that I actually came to
6 really come to understand in great detail was that
7 Sharon Hospital, although being in Sharon,
8 Connecticut, is actually a central point in the
9 large region where about only 7 percent of Sharon
10 Hospital's discharges are from residents of Sharon
11 itself. And actually our patients come from three
12 states. And we actually looked it up, and it's
13 approximately 144 unique zip codes where they hail
14 from. So this is really a regional type of
15 facility.

16 Some of the community initiatives that
17 we have worked through, including we had COVID
18 partnerships with the schools in regards to
19 testing, we actually worked with our board members
20 regarding outreach, setting up meal trains for the
21 employees, recognizing the hard work and efforts
22 that they had entertained. Working with
23 philanthropy, which was something that when this
24 hospital was a for-profit entity years ago, there
25 really was a hiatus on philanthropy, and just in

1 the matter of a year with the million dollar
2 challenge grant which was offered to the
3 community, we were able to meet those goals and
4 really utilizing our relationships with the
5 various members of the community, our political
6 personnel, our senior leadership team, and our
7 board, we really came together. And the proof is
8 that we hit that target in only eight and a half
9 months and really proud of that effort.

10 Since then, you know, I've really come
11 to rely and come to really appreciate just the
12 magnitude of how well the board has functioned in
13 my one year and in the few years that we have been
14 part of the system. They are a varied group of
15 people with a multitude of, pretty much, I should
16 say, a melting pot of what all the communities
17 stand for in this region from industrialized
18 farming, philanthropy, physicians, nurses,
19 banking, investment, private business, you name
20 it, you know, every member of the board has their
21 niche and they really have offered help and
22 guidance and they really -- I really am honored
23 and comforted in that they feel free to call me at
24 any time. And they really have, just even over
25 the weekend I received a few calls regarding some

1 issues with the COVID vaccine and questions that
2 they had.

3 And they've really helped with
4 decision-making, particularly when we're looking
5 to partner with the schools and looking for
6 emergency space if we were going to be overwhelmed
7 with patients during the first wave of COVID.
8 They helped initiate relationships with even the
9 Save Sharon group and other groups in the
10 community to develop the meal train whereupon we
11 were able to provide meals to our employees, give
12 them a healthy respite with all the hard work
13 they've been putting in, and even some food
14 donations to the community. Our Christmas gift
15 giving, our tree that we have, just really have
16 been honored with how well they have really worked
17 with us.

18 And they really are members of the
19 community and proud members of the community and
20 let us know, they let me know if there is
21 something that maybe I need to back off on or
22 something that we as Nuvance Health need to really
23 think about as we move forward, because they
24 really are invested and are living in the
25 communities that we work in right now. So that

1 really has been just a welcome type of activity
2 that I've seen.

3 And with these findings, I ask that the
4 modification should be granted. And our request
5 to modify Condition 2 is really necessary to
6 address changed circumstances and really to align
7 this with what is really in place for Danbury
8 Hospital, Norwalk Hospital and other hospitals in
9 our state. I ask for your approval of this
10 straightforward clarification of Condition 2. And
11 I'll be happy to answer any questions that you may
12 have. Thank you.

13 HEARING OFFICER MITCHELL: All right.
14 Thank you, Dr. Hirko.

15 THE WITNESS (Cantele): Okay. I think
16 I'm up next. Thank you, Hearing Officer Mitchell
17 and the staff of the Office of Health Strategy,
18 for allowing me to testify today. My name is Rick
19 Cantele, and I'm the chair of the board of Sharon
20 Hospital. I adopt my prefile testimony for the
21 record. And I'm testifying today on behalf of
22 Nuvance Health and Sharon Hospital in support of
23 the modification request filed to Condition No. 2
24 of the agreed settlement entered into with OHS in
25 this matter. In addition to my prefile testimony,

1 I prepared some remarks that I hope will provide
2 some perspective or some context around that
3 prefile testimony.

4 First, a little background. I've been
5 a life-long member of this community. I went to
6 elementary school and high school locally, and
7 after graduating from college in 1981, I started
8 my career as a teller at a local community bank.
9 I initially took the job because I thought it
10 would be good for my resume as I looked for my
11 real job, most likely in New York City. I had a
12 degree in finance and had envisioned a career
13 maybe on Wall Street.

14 I quickly realized that I loved
15 community banking. You really could help make a
16 difference in people's lives by helping them buy
17 their first home, help them save for college, or
18 even start a business. I also recognize that this
19 area is a great place to raise a family. It was a
20 fantastic quality of life where everyone looked
21 out for each other and for everyone else's kids.
22 In fact, your social life often revolved around
23 your kids' athletic activities.

24 And while there are financial
25 trade-offs, those things, that sense of community

1 and being able to make a difference, were more
2 important to me than just about anything else. So
3 40 years later I'm still at the bank as president
4 and CEO. As a community banker, you're often
5 asked to serve on local boards, and I've served on
6 many over my career.

7 When I was asked in 2017 to be
8 considered for the Sharon Hospital board, I was
9 both honored and eager to do so. I'd watch from
10 afar as the hospital went through several
11 organizational and ownership changes. And as my
12 kids were born there and we had frequented the
13 hospital emergency room and have had many
14 procedures there over the years, I realized just
15 how important the hospital is not only to my
16 family but to the entire community that it serves.
17 I thought that being a member of the board would
18 allow me to educate myself about health care in
19 our rural area and hopefully contribute in a way
20 that would ensure the stability and longevity of
21 the hospital.

22 So as I became educated about health
23 care generally and Sharon Hospital specifically,
24 our primary responsibilities as a board became
25 clear. We would ensure that professional

standards and high quality of care and safety are present at Sharon Hospital. We were responsible to oversee and approve the granting of or revocation of medical staff privileges. We were to periodically review and assess the health needs of our communities. And we also were to be representatives of all the communities served by Sharon Hospital. These specific responsibilities are consistent with broader governance responsibilities to exercise reasonable business judgment and do what is in the best interest of the hospital and the stakeholders.

I mention this because it provides a background and context for how board members have and will continue to be selected. First, it should be noted that OHS and the Independent Monitor have agreed that the Sharon Hospital board constitutes a community board.

Second, it should be noted that of the current roster of the 12 community members of the board, eight of us remain from the original FCH appointed board.

And third, as noted in the modification request, nothing will change to reduce community representation or change the composition of the

1 board.

2 We have a nominating committee of the
3 board that seeks out board members taking into
4 consideration the needs of the board, including
5 the skill sets necessary to effectively carry out
6 our fiduciary responsibilities, geographical needs
7 to ensure coverage of Sharon's entire catchment
8 area, backgrounds, experience levels, and other
9 relevant factors that will enhance the board's
10 ability to effectively discharge its
11 responsibilities.

12 The nominating committee serves an
13 important purpose and has been extremely effective
14 in the following ways: If one were to review the
15 current composition of the Sharon Hospital board
16 and the associated bios, it is unequivocal that it
17 meets the definition of a community board in every
18 sense of the phrase. Board members recently
19 nominated by the committee have served to
20 strengthen the board in all of the above critical
21 areas. The nominating committee and the board are
22 open to recommendations and ideas about the
23 hospital, including potential board and committee
24 membership, but we cannot and should not vest a
25 particular group in any one subset of the broader

1 community that may have a heightened ability to
2 influence board or committee appointments.

3 My appointment as chair of the board
4 came weeks after the appointment of Dr. Hirko as
5 president of Sharon Hospital and just weeks before
6 the onset of the pandemic. It is a gross
7 understatement to say that it was a challenging
8 environment to initiate this new leadership
9 structure, but Dr. Hirko, despite being new to his
10 role and thrust into the ensuing chaos during the
11 early stages of the pandemic, worked diligently to
12 engage constructively with members of Save Sharon
13 Hospital, as he described earlier.

14 In the early days of the pandemic, the
15 Save Sharon Hospital group also worked alongside
16 members of the board's Community Relations
17 Committee to organize support for the heroic work
18 of the staff of Sharon Hospital and organized food
19 drives and other acts of public support for those
20 essential workers. As Dr. Hirko mentioned, he and
21 I engaged in several virtual meetings and email
22 correspondence with the Save Sharon Hospital group
23 to address their concerns, as we would with any
24 other group. Unfortunately, towards the end of
25 2020, it became clear to me that we hadn't made

1 the positive progress that I thought we had, and
2 it seemed like we were right back where we started
3 from in terms of what the group was looking for.

4 So at this point in closing, I'd like
5 to say that as a CEO and board member of a
6 publicly-traded company, I clearly understand the
7 need for effective governance within an integrated
8 system such as Nuvance in order to provide for
9 consistency and uniformity while simultaneously
10 providing for local representation and authority.
11 This modification request is simply a request that
12 Sharon Hospital's governance be treated consistent
13 with Danbury and Norwalk Hospitals in other recent
14 CON agreed settlements. So given the change in
15 circumstances relative to the termination of the
16 FCH agreement and the robust community
17 representation within the board now and into the
18 future, I respectfully ask for your approval of
19 this straightforward clarification. Thank you for
20 your time.

21 HEARING OFFICER MITCHELL: Thanks, Mr.
22 Cantele. I did receive notification that
23 Representative Horn would like to make a
24 statement. I'm going to defer to Attorneys Duffy
25 and Boyle just in case there's anything additional

1 that they wanted to present prior to that.

2 MS. BOYLE: Hearing Officer Mitchell,
3 if we could reserve the right to make closing
4 remarks after the public comment, we would prefer
5 that.

6 HEARING OFFICER MITCHELL: All right.
7 Sounds good. All right. So I'm going to turn it
8 over to you, Representative Horn.

9 REPRESENTATIVE HORN: Thank you very
10 much. And thank you, Dr. Hirko and Mr. Cantele.

11 I really wanted to just frame the
12 conversation today a little bit. I think this
13 particular discussion today is really an echo of a
14 relationship that went a little bit sour a few
15 years ago between Health Quest and the community,
16 and, in particular, as reflected by the
17 precipitous shutting down of part of the hospital
18 which alarmed people in the community who are
19 really dedicated to this precious community asset.

20 And beyond that, it was also, you know,
21 it wasn't just the shutting down of a particular
22 maternity ward, it was, you know, hostility
23 between Health Quest -- and I am talking about
24 Health Quest, not the current management -- I'll
25 get to that in a minute -- and the Foundation for

1 Community Health and the reason that FCH withdrew
2 from this relationship in the first place and
3 caused this issue to arise.

4 And so I think really what you'll hear
5 from a lot of people in the community today is
6 that this is from my -- this is my opinion that
7 this is probably less regulatory than it is
8 postural, and it is about attitude and openness to
9 the community and listening. And I will recall
10 that many of us, I think a lot of us here today,
11 were at the hearing in Danbury some years ago on
12 the merger before this CON was developed, and we
13 in particular heard the testimony of Dr. Murphy.
14 And many of us thought, wow, what he is doing in
15 that community and his relationship with the
16 communities of Western Connecticut seems like a
17 really positive thing. And I know that certainly
18 the head of FCH changed her testimony to say if we
19 could just do what you're doing there, that would
20 be a huge improvement.

21 And then I just want to say that I do
22 think that we have taken huge steps in that
23 direction. And I want to thank Dr. Hirko, in
24 particular, who is always available to me when
25 I've reached out to him, particularly in this

1 crucial moment of we are all aware of, you know,
2 the great pressures that our hospitals are under
3 right now in the pandemic, and I think no one
4 really wants to increase that, but the hospital is
5 important to people in the community, and I think
6 we want to be part of its success.

7 So I just really want to thank everyone
8 who has chosen to dedicate so much of their time
9 to this institution, and that includes people on
10 all sides of the issue in front of us today, for
11 taking the time out to dedicate themselves. And I
12 really look forward to more of those public
13 facing, outward facing conversations with the
14 community that can engage everyone in its success.
15 And again, I thank you for being here, and I thank
16 you for allowing me to share a few words this
17 morning.

18 HEARING OFFICER MITCHELL: Thank you,
19 Representative Horn.

20 Are there any other public officials or
21 legislators that are here that want to make a
22 statement? If so, you can unmute yourself.

23 CURTIS RAND: I'm Curtis Rand, first
24 selectman in Salisbury. I just want to thank you
25 for letting us listen in on this and educate

1 ourselves a little more about it. That's all.

2 HEARING OFFICER MITCHELL: Thank you.
3 All right. So at this time, I'm just going to
4 circle back before we go to HSP's questions, I'm
5 going to circle back with counsel for the
6 applicants and just double check and make sure
7 there's nothing else that you want to add prior to
8 us asking questions and then going to public
9 comment. Everyone is quiet. Attorney Boyle.

10 MS. BOYLE: Just a few things. I think
11 some of the points have been made by our witnesses
12 and certainly in our filings. This really is a
13 very straightforward modification request. We
14 have a situation now where there is a changed
15 circumstance that prevents the actual Condition 2
16 from being able to be reformed as-is, and what
17 we're requesting is a modest modification to allow
18 for the clause, the provision, to actually look
19 like what everyone else in the state has,
20 basically what Norwalk has, what Danbury has, and
21 what the other hospitals in this state have.

22 I think this is also an issue of
23 corporate governance. Specifically, you know, we
24 have a board that is composed of community members
25 who have fiduciary duties by law to fulfill in

1 selecting people who meet the needs of the
2 communities they serve in terms of their
3 expertise, as I think Mark Hirko and Rick Cantele
4 mentioned. You know, we need -- it's a very
5 sophisticated organization that requires different
6 skill sets. We mentioned the farming, you know,
7 the banking, the finance. These are all things
8 that are essential for a board to have in modern
9 times, especially one of a health care
10 institution. And this board of community
11 representatives is charged with selecting the
12 right folks who can meet those needs.

13 And what we are asking is that this
14 board have the respect of this body to allow them
15 to perform their fiduciary duties and to select
16 folks who will act in the best interest of Sharon
17 Hospital. And that is consistent with not only
18 corporate law and other nonprofit boards but also
19 the charge of OHS in making sure that there is
20 nothing that is imposed as a condition that is
21 unreasonable or is an unreasonable burden on this
22 board. You know, it is something that is
23 fundamental to our governance, and we really
24 can't -- this is not a public corporation. It's
25 not a political body that should have

1 representatives of government officials serving on
2 the board as, you know, ex officio members, and
3 that is, you know, fundamental to our governance.

4 And so with that, I ask, you know, and
5 we'll come back and we'd like to speak at the end
6 as well and explain to you why it's essential that
7 this modification request gets granted. Thank
8 you.

9 HEARING OFFICER MITCHELL: Thanks.
10 Okay. So what I'm going to do is I'm going to
11 circle back with my colleagues. I'm going to do
12 two things. I'm just going to double check on my
13 questions, or our questions for the applicants,
14 and then we're going to check on the list of
15 people who preregistered so that we can start with
16 public comment.

17 So we are going to go off the record,
18 but we're still going to be recording, so just be
19 very careful about what you say or what you do. I
20 would really encourage people to turn their camera
21 off if they're going to be hanging around in the
22 background. So we're going to go off the record
23 for about 15 minutes. We'll come back at around
24 10:50. Then we'll go back on the record, and at
25 that time OHS will ask questions, and then we'll

1 go right into public comment. Thanks, everybody.

2 (Whereupon, a recess was taken from
3 10:34 a.m. until 10:50 a.m.)

4 HEARING OFFICER MITCHELL: All right.
5 So we are back on the record. I just have a
6 couple questions for Nuvance. I'm not sure who is
7 the most appropriate to answer the question, but I
8 will defer to Attorneys Boyle and Duffy to let me
9 know. And if it's somebody who has not been sworn
10 in, I'll go ahead and swear them in at that time
11 before they respond.

12 So the first question that I have is, I
13 just want to be very specific about what you're
14 asking for. I think that there was a request to
15 revise the language of Condition 2, you know, with
16 regard to the Foundation for Community Health, but
17 I think that there was -- it seemed like maybe
18 there was another request with that in terms of
19 the composition of the board. And so I just want
20 to make sure that I'm very clear about what you're
21 asking for.

22 MS. BOYLE: So, Hearing Officer
23 Mitchell, if I could answer that question. We're
24 requesting that Condition No. 2 look like
25 Condition No. 1, which is that one community

1 representative be elected. And the reason for
2 that is because it's consistent with what Danbury
3 and Norwalk and the rest of the hospitals in the
4 state have. And so that would be our request.

5 HEARING OFFICER MITCHELL: So you want
6 it to look exactly like No. 1 you're saying?

7 MS. BOYLE: Yes, but with Sharon
8 instead of Danbury and Norwalk.

9 HEARING OFFICER MITCHELL: What
10 precipitated this request? And I think what I'm
11 specifically asking is when did the agreement
12 between the applicant and the Foundation for
13 Community Health, when did that terminate?

14 MS. BOYLE: Mark, do you want to answer
15 that question, Mark Hirko?

16 THE WITNESS (Hirko): Sure. Actually,
17 it occurred before even I became president. So it
18 was sometime at the end of 2019.

19 HEARING OFFICER MITCHELL: Does anyone
20 know the exact date?

21 MS. BOYLE: It was October 17 of 2019.

22 HEARING OFFICER MITCHELL: All right.
23 And then the other question that I have for you is
24 you talked about the board composition since, you
25 know, the creation of Nuvance and how you worked

1 together to ensure that people are well
2 represented in the community. How do you plan to
3 ensure that this continues?

4 THE WITNESS (Hirko): I can at least
5 from my part, I mean, we have a nominating
6 committee which is made of the board members, and
7 we receive recommendations from people throughout
8 the community regarding, you know, their interest
9 or special skill set that may further enhance the
10 board. And as a point of fact, the most recent --
11 one of the more recent members of the board that
12 just started his term in January of this year was
13 a long-time serving member and former chair of
14 FCH. And our current chair of the nominating
15 committee was a long-time member of FCH and helped
16 negotiate the agreement between Health Quest and
17 Sharon Hospital when Sharon was purchased by
18 Health Quest. So the representation on this
19 nominating committee and the board itself have
20 been very vocal and very strongly community
21 oriented. And you can see that from where they
22 come from, Millbrook, Sharon, Lakeview, Salisbury,
23 Kent, Dover Plains.

24 MS. BOYLE: Rick, do you want to add to
25 that?

1 THE WITNESS (Cantele): Sure. I just
2 would like to add that the nominating committee
3 seeks out members that provide any number of skill
4 sets or representation that the board is missing.
5 For instance, we try to cover geographically the
6 entire catchment area for Sharon Hospital. But,
7 as I mentioned earlier, a couple of our main
8 primary responsibilities as board members are the
9 credentialing of physicians at the hospital, as
10 well as safety and quality at the hospital. And
11 unless you've been in this industry for a long
12 time, there are many, many acronyms and
13 definitions that us -- I'll speak for myself as a
14 layperson -- there's a steep learning curve.

15 So we recognized we needed, in order to
16 effectively discharge that fiduciary
17 responsibility, we needed to bring onto the board
18 members that had a medical background to help
19 explain to us and help vet these types of
20 situations at the hospital to ensure that we were
21 looking out for the best interests of the
22 hospital. So I think three of the last -- we've
23 added four members since the original FCH
24 appointed board, and three of those four are
25 doctors. So I think we've really strengthened our

1 skill set in that area. And again, that was
2 through the chairman of our nominating committee
3 recognizing those skill sets that were needed on
4 the board.

5 HEARING OFFICER MITCHELL: What
6 additional skill sets do you look for besides
7 geographic location and medical background?

8 THE WITNESS (Cantele): So I'll jump in
9 a little bit, but I'm answering on behalf of the
10 chair of our nominating committee. But it is, it
11 could be financial, it could be a broader
12 perspective of health care and the changing needs
13 of health care. We try to ensure we fill in all
14 those gaps. And really we are looking for people
15 that sincerely care about the hospital and the
16 services it provides for this community. So, you
17 know, it's not a specific checklist, but those are
18 some of the other nuanced skill sets or
19 characteristics that we look for.

20 HEARING OFFICER MITCHELL: And then
21 another question that I have is, can anybody tell
22 me what precipitated the termination of the
23 agreement with the Foundation for Community
24 Health?

25 MS. BOYLE: I think it may be, the best

1 person to actually answer this may be Kerry Eaton,
2 and so we would have to have her sworn in.

3 HEARING OFFICER MITCHELL: All right.
4 So Ms. Eaton, if you wouldn't mind raising your
5 right hand for me when you're ready.

6 K E R R Y E A T O N,

7 having been first duly sworn (remotely) by
8 Hearing Officer Mitchell, testified on her
9 oath as follows:

10 HEARING OFFICER MITCHELL: Perfect.

11 MS. BOYLE: Just one thing before she
12 responds. I just wanted to mention that there are
13 confidentiality obligations in that agreement, so
14 we will be limited in what we can actually say.

15 HEARING OFFICER MITCHELL: Okay. To
16 the best of your ability, Ms. Eaton.

17 THE WITNESS (Eaton): Thank you for the
18 opportunity. I think the reason I'm being asked
19 to answer this question is because I was a member
20 of Health Quest and the chief operating officer at
21 the time that this was going on prior to the
22 creation of Nuvance Health. I think it's
23 important, but I'm going to be general because I
24 really wasn't a direct party to either what was
25 going on with the foundation or the exact

1 agreement.

2 But what I can share is that there was
3 an agreement between the foundation and between
4 Health Quest, and there was some disagreement as
5 to how to interpret certain parts of that
6 agreement. And there was an agreement between the
7 parties that rather than continue that agreement
8 that there would be, after some negotiations,
9 there was the decision from both parties to
10 withdraw from the agreement altogether. I know
11 that's not very specific, but I don't want to
12 misstate anything inaccurately.

13 MS. BOYLE: Hearing Officer Mitchell,
14 John Murphy is on and also would like to add to
15 that, if you could swear him in as well.

16 HEARING OFFICER MITCHELL: Okay. Mr.
17 Murphy, if you wouldn't mind raising your right
18 hand for me.

19 J O H N M U R P H Y,

20 having been first duly sworn (remotely) by
21 Hearing Officer Mitchell, testified on his
22 oath as follows:

23 THE WITNESS (Murphy): The only thing
24 I'd like to add is that the contractual
25 relationship with FCH was cumbersome, and it

1 involved, I thought, a series of financial
2 obligations that were problematic in that there
3 was a disagreement about who owed which party how
4 much, and it was getting in the way, I thought, of
5 really productively looking at what does the
6 community need and how can we deliver it. And I
7 had the good fortune to speak to a number of
8 members of the board of FCH who agreed, and we
9 said the money will figure itself out. We walked
10 away from what we had previously believed was owed
11 us to the tune of several hundred thousand dollars
12 and thought really just to look forward and stop
13 the debate over who had the financial obligation
14 to whom. And it was friendly, it was cordial, and
15 it was, I think, mutually beneficial that we just
16 left that behind. The board of FCH agreed with
17 it, and it was really based upon those discussions
18 that we decided to end that contract.

19 MS. BOYLE: Hearing Officer Mitchell,
20 just one thing to mention on that. The date was
21 October 18th of 2019, not the 17th. Sorry.

22 HEARING OFFICER MITCHELL: Thank you.

23 NANCY HEATON: Hello? I can also just
24 attest to that. I'm Nancy Heaton, the CEO of the
25 Foundation for Community Health.

1 HEARING OFFICER MITCHELL: All right.
2 Hold on one moment, Ms. Heaton, okay? Let me just
3 defer to Attorneys Duffy and Boyle. Would you
4 like me to swear in Ms. Heaton to make a comment
5 on behalf of the applicants?

6 MS. BOYLE: Yes, we're comfortable with
7 that.

8 HEARING OFFICER MITCHELL: All right.
9 Ms. Heaton, if you wouldn't mind raising your
10 right hand for me.

11 N A N C Y H E A T O N,

12 having been first duly sworn (remotely) by
13 Hearing Officer Mitchell, testified on her
14 oath as follows:

15 HEARING OFFICER MITCHELL: What is your
16 title again, Ms. Heaton?

17 THE WITNESS (Heaton): I'm the CEO of
18 the Foundation for Community Health.

19 HEARING OFFICER MITCHELL: Okay.

20 THE WITNESS (Heaton): I just want to
21 confirm that it is October 18, 2019. I looked it
22 up while we were on here. And basically I believe
23 that we decided that once the grant agreement was
24 nullified that our role in the part of the grant
25 agreement that had us selecting the board members

1 for the hospital, that section also became null
2 and void, and which is why we wrote to OHS and
3 said we no longer felt that we had that
4 responsibility since the grant agreement had been
5 nullified.

6 HEARING OFFICER MITCHELL: Thank you.
7 Anything else, Ms. Heaton?

8 THE WITNESS (Heaton): No.

9 HEARING OFFICER MITCHELL: Just another
10 question. I think I heard, I want to say that I
11 heard that there are still members from the FCH
12 appointments that are on the board. I just want
13 to confirm how many.

14 THE WITNESS (Cantele): I believe the
15 board members that were on the FCH board prior to
16 being on the Sharon Hospital board, is that what
17 you're asking?

18 HEARING OFFICER MITCHELL: So I think
19 there are appointments, people who were chosen
20 from a list of people who were recommended by the
21 FCH.

22 THE WITNESS (Cantele): There's eight
23 of the 12 original board, community board members
24 are still on the board that were originally
25 appointed by FCH.

1 HEARING OFFICER MITCHELL: And then can
2 you also tell me how many are FCH members? It was
3 the first question you thought I asked.

4 THE WITNESS (Cantele): Yes. So I
5 believe there are three.

6 HEARING OFFICER MITCHELL: What are
7 your board terms?

8 THE WITNESS (Cantele): They're
9 staggered. There's a class of 2022, a class of
10 2023 and a class of 2024.

11 HEARING OFFICER MITCHELL: Anyone
12 rolling off in 2022?

13 THE WITNESS (Cantele): Yes, there are
14 three. I don't know that they're rolling off, but
15 their term is up, and I believe they can extend
16 for another term. I'm not exactly aware of the
17 bylaws, but I believe they can re-up for another
18 term.

19 HEARING OFFICER MITCHELL: All right.
20 And do you know about 2023, or is it too early?

21 THE WITNESS (Cantele): There are one,
22 two, three, four, five whose term ends in January
23 of 2023, and one, two, three, four whose term ends
24 in 2024.

25 HEARING OFFICER MITCHELL: Thank you.

1 I don't think I have any other questions. Let me
2 just defer back to Attorneys Boyle and Duffy for
3 anything additional before we go to public
4 comment.

5 MS. BOYLE: Just one note, Hearing
6 Officer Mitchell, there's the ability to have
7 three, three-year terms of each board member. So
8 they could actually, depending on when they come
9 on, they could have a total of nine years each.

10 THE WITNESS (Cantele): Thank you for
11 clarifying that.

12 MR. CARNEY: Can I just ask, what's the
13 total number on the board, total members?

14 MS. BOYLE: 12, right? Rick, you're on
15 mute, the common Zoom problem that we all have.
16 There you go.

17 THE WITNESS (Cantele): Sorry, my
18 apologies. I think there are 12 community board
19 members, and Dr. Hirko is a board member as well,
20 I believe.

21 MR. CARNEY: Thank you.

22 HEARING OFFICER MITCHELL: Okay.
23 Anything else, Attorneys Boyle and Duffy?

24 MS. BOYLE: Not at this time.

25 HEARING OFFICER MITCHELL: Any other

1 questions on OHS's behalf that I might have
2 missed, Brian and Ormand?

3 MR. CARNEY: I'm all set. Thank you.

4 HEARING OFFICER MITCHELL: Okay. So we
5 are going to go ahead and move on to the public
6 comment portion of the hearing. All participants,
7 to the extent possible, should enable the use of
8 video cameras when commenting during the
9 proceedings. Anyone who is not commenting, make
10 sure that you mute your electronic devices,
11 including telephones, televisions and other
12 devices not being used during the hearing.

13 We are going to call the names of those
14 who have signed up to speak in the order in which
15 they are registered. If we miss anyone, please
16 make sure that you utilize the hand function,
17 we'll acknowledge you, and we'll make sure that
18 you have time to speak.

19 Before giving your comments, please
20 state and spell your name for the purpose of
21 accurate transcription. Speaking time is going to
22 be limited to three minutes for everybody. Do not
23 be dismayed if we stop you at the conclusion of
24 your time. We want to make sure that we give
25 everybody the opportunity to speak, but we also

1 want to be fair. So if there's anything that you
2 want to add that maybe you might not be able to
3 verbally say, we're going to strongly encourage
4 you to submit any written comments to OHS by email
5 or mail no later than February 23rd of 2021. So
6 we're going to leave the record open. We're going
7 to adjourn the hearing today, but we'll leave the
8 record open until February 23rd of 2021.

9 Our email address is CON comment --
10 Leslie, are you there? I just want to make sure I
11 got the email address.

12 MS. GREER: The email address,
13 ohs@ct.gov.

14 HEARING OFFICER MITCHELL: Thank you.
15 Can you say that one more time?

16 MS. GREER: Ohs@ct.gov.

17 HEARING OFFICER MITCHELL: Thank you.
18 Thank you so much for backing me up on that. And
19 then our mailing address is Post Office Box 340308
20 at 450 Capitol Avenue, Hartford, Connecticut,
21 06134-0308.

22 One other thing I wanted to mention
23 about public comment is I just wanted to make sure
24 I double check that there are no public officials
25 or legislators that have popped in on us while we

1 went back and asked additional questions of the
2 applicant. Are there any public officials? If
3 you can just make sure you unmute yourself and let
4 me know you're here.

5 (No response.)

6 HEARING OFFICER MITCHELL: Okay. So no
7 one. So at this time, I'm going to go in order in
8 which people signed up with Leslie, and the first
9 person that we have is Mr. Herbert Moore.

10 HERBERT MOORE: Thank you. My name is
11 Herbert Moore. I grew up in Sharon, and I live in
12 Sharon with my wife and two children, both of whom
13 were delivered at Sharon Hospital. Many of my
14 friends and relatives have depended on Sharon
15 Hospital when we've needed it most. We're
16 grateful to the staff, doctors, administration,
17 board members and regulators that have kept this
18 valuable institution in our community.

19 I became an advocate for maintaining a
20 high quality, broad range of medical resources
21 locally in 2018 when it was announced that the
22 maternity unit at Sharon Hospital would be closed
23 within 30 days. I was troubled by the reasons
24 publicly cited by Health Quest for this closure,
25 and we organized with our local community and came

1 to share our concerns at the hearing for the
2 proposed merger between Health Quest and Western
3 Connecticut.

4 We listened as the Foundation for
5 Community Health described contributing the
6 majority of the cash for the purchase of Sharon
7 Hospital in 2017 only to face an onslaught of
8 litigation by Health Quest. This was powerful
9 testimony that is on the record, and I would urge
10 the examiners to revisit it.

11 The jarring announcement of the closing
12 of maternity, the lack of sound reasoning publicly
13 conveyed for doing so, and the paucity of
14 meaningful two-way communication between the
15 hospital and the community after the merger,
16 points to an issue that should be addressed. As
17 noted by some earlier speakers, this is a unique
18 governance condition, but nobody has mentioned the
19 unique circumstance that led to it.

20 The \$3 million put up by FCH for Health
21 Quest to acquire Sharon Hospital were the direct
22 proceeds from the sale of Sharon Hospital to a
23 for-profit entity two decades prior which were
24 then used to start FCH. The money that Health
25 Quest accepted was community money that came with

1 the condition that FCH, as a community
2 representative, be able to nominate board members.
3 This must be recognized as the Sharon Hospital
4 situation is fundamentally different than that of
5 Norwalk and Danbury Hospitals.

6 The proposed change completely removes
7 a valid and binding mechanism for protecting
8 community representation on the Sharon Hospital
9 board. We have attempted to discuss an alternate
10 mechanism to protect such representation with
11 Nuvance. While the existing Sharon Hospital board
12 has been generous with their time, despite the
13 suggestion by OHS, Nuvance has been unwilling to
14 discuss directly.

15 I appeal to OHS. When hundreds of
16 people from three states, including first
17 selectmen and mayors, gather outside to protest
18 the actions of a hospital, when hundreds more send
19 letters clearly articulating their worry about the
20 management of Sharon Hospital, when the local
21 newspaper is filled with op-eds by respected
22 community leaders decrying the abrupt closure of
23 maternity, there is something that needs to be
24 addressed. This is not a situation in which
25 Nuvance's request to remove all outside oversight

1 from board appointments would lead to better
2 community relations or management of our local
3 hospital. I urge FCH to consider our proposal and
4 reject the proposed change in Condition 2
5 submitted by Nuvance. Thank you.

6 HEARING OFFICER MITCHELL: Thank you,
7 Mr. Moore. We're going to go with Ms. Kathleen
8 Friedman next.

9 KATHLEEN FRIEDMAN: Good morning. My
10 name is Kathleen Friedman. I am a member of Save
11 Sharon Hospital and a long-time Sharon resident.
12 I want to thank Micheala Mitchell and her team,
13 Nuvance, Dr. Murphy, Dr. Hirko, and counsel, and
14 acknowledge with gratitude the steadfast
15 commitment of Nuvance and Connecticut health care
16 officials during the pandemic.

17 I joined the Save Sharon Hospital
18 effort in 2018 to oppose the closure of the
19 maternity service when we also feared the hospital
20 itself was in danger. We were further
21 disheartened to hear months later at the Danbury
22 hearing of the precarious position the Foundation
23 for Community Health found itself in with a
24 breakdown in relations with Health Quest.

25 As someone who had received lifesaving

1 care at Sharon Hospital's ICU and then as an
2 inpatient battling an infection my failing immune
3 system struggled to defeat, the prospect of a
4 diminished Sharon Hospital was unnerving. Over
5 many years, in consultation with clinicians in New
6 York, Cleveland, Washington, D.C. and Sharon, I
7 have learned the importance of a culture of open
8 channels of communication within the hospital or
9 medical system that supports the medical staff and
10 extends to patients and to the broader community.
11 Because community members are increasingly
12 recognized and experienced themselves as key
13 stakeholders in this ecosystem, the effects of
14 starved communication reverberate, and enhanced
15 inclusivity becomes restorative and invaluable.
16 Sharon Hospital has recognized this value in
17 establishing a Patient and Family Advisory
18 Council.

19 Our request today is simple and in
20 keeping with Sharon Hospital's innate nature. In
21 resolving the question of Condition 2, with a
22 departure of the foundation for community health
23 and the loss of its wealth of experience in
24 addressing our local health care reality, we ask
25 that additional community voices be added to the

1 mix of expertise on Sharon Hospital's board and
2 Outreach Committee. This comports with the Office
3 of Health Strategy's mission to break down
4 barriers and transform the ways we work together.
5 Such innovation requires a multiplicity of voices.
6 For that reason, the Affordable Care Act
7 identified patients, families and surrounding
8 communities as not simply consumers but as
9 participants and partners.

10 Finally, in our rapidly changing health
11 care world, the inclusion of various voices is
12 especially critical for a small community hospital
13 such as Sharon. Such voices have been the life
14 breath of this hospital over decades which is why
15 we are here today. Thank you, and thank you to
16 Dr. Hirko and Mr. Cantele for the meetings and
17 exchanges of ideas over many months around this
18 issue.

19 HEARING OFFICER MITCHELL: Thank you,
20 Ms. Friedman.

21 MS. FRIEDMAN: Thank you.

22 HEARING OFFICER MITCHELL: Nicholas
23 Moore.

24 NICHOLAS MOORE: Good morning. My name
25 is Nicholas Moore. Thank you, Hearing Officer

1 Mitchell. Thank you, Dr. Hirko, and thank you,
2 Rick Cantele, for your dedication during perilous
3 times. And thank you, Representative Horn, for
4 your helpful framing of this discussion.

5 I come from a medical family. Our
6 youngest child was born at Sharon Hospital 33
7 years ago as well as two of my grandchildren. I
8 joined Save Sharon Hospital when Health Quest
9 attempted to close maternity in 2018. The
10 Foundation for Community Health, aka FCH, is
11 dedicated to improving the health and well-being
12 of the residents of the Greater Harlem Valley in
13 New York and the Northern Litchfield Hills in
14 Connecticut.

15 I attended the Health Quest Western
16 Connecticut Health Network merger hearing in
17 Danbury on December 4, 2018 where we learned of
18 the skism between soon to be Nuvance and FCH.
19 Next came the November 18, 2019 request for a
20 revision to Condition No. 2, which would excise
21 FCH from a nominating role in advancing community
22 members to the Sharon Hospital board. This could
23 result in a self-perpetuating inwardly facing
24 board lacking in the perspectives and connections
25 of FCH to the detriment of the communities served

1 by Sharon Hospital. It would also represent in
2 self-perpetuating committees like the Community
3 Outreach Committee.

4 When we submitted a specific proposal
5 regarding Condition No. 2, OHS suggested that we
6 speak with Nuvance to see if we could reach an
7 agreement about our well-intentioned proposal. We
8 met with a group of Sharon Hospital community --
9 of the Sharon Hospital community board comprised
10 of two members of the Community Outreach Committee
11 and the board chair, and our proposal was
12 generally well received. Subsequent conversations
13 with Rick Cantele and Dr. Hirko were cordial,
14 engendering the expectation that our ideas would
15 be passed up to Nuvance corporate. After a
16 subsequent inconclusive email exchange with Dr.
17 Murphy, here we are.

18 I live in Sharon. I have many friends
19 and colleagues with young families from towns and
20 independent boarding schools across the region who
21 depend on a full service hospital. FCH is a
22 trusted community partner entrenched in the entire
23 Sharon Hospital service area with important
24 connections to the Berkshire Taconic Community
25 Foundation. The loss of FCH as a Sharon Hospital

1 partner leaves a void that Save Sharon Hospital
2 can't help mitigate.

3 Our proposal is an affirmative attempt
4 to enhance Sharon Hospital's community engagement
5 for the benefit of all. And I hope that OHS will
6 consider it with the same foresight you exhibited
7 in creating Condition No. 2 in the first place.
8 Thank you.

9 HEARING OFFICER MITCHELL: Thank you,
10 Mr. Moore. The next person we have is Jill Drew.

11 JILL DREW: Thank you, Ms. Mitchell.
12 Good morning, everyone. My name is Jill Drew, and
13 I also live in Sharon, Connecticut. I join with
14 the other members of Save Sharon Hospital in
15 objecting to the modification Nuvance requests
16 from Condition 2, because Condition 2 is the only
17 regulatory requirement that provides a structure
18 for ongoing outsider input into the hospital's
19 governing apparatus. I hope that Nuvance would
20 agree that it is valuable to have ongoing give and
21 take discussions about the hospital's role in the
22 community, especially as it is one of our largest
23 employers, as it makes its corporate decisions.

24 That was indeed the impression I got
25 when I was able to meet with Interim President

1 Denise George and once with the current President
2 Mark Hirko. We had friendly, frank and fruitful
3 conversations that were unlike the dynamics of the
4 short Q and A periods during the hospital's twice
5 a year community presentations. I believe the
6 hospital would benefit by establishing a structure
7 for regular meetings of this kind with local
8 elected officials and other community members
9 separate from the whole board apparatus.

10 Nuvance has argued that it has plenty
11 of two-way dialogue. It has a committee to assist
12 with its obligation to conduct a community health
13 needs assessment every three years. It has
14 recently established a Patient and Family Advisory
15 Committee at Sharon Hospital, as there are in the
16 other Western Connecticut Hospitals, and I applaud
17 that, and the structure of that committee could be
18 complementary to the kind of committee we are
19 seeking. And of course it has the Sharon Hospital
20 Advisory Board. I applaud all the board members
21 and imagine that they do share their wisdom and
22 expertise with hospital administrators, but it is
23 an inward facing group, and it is unclear what
24 power it has to influence corporate decisions.
25 All board members have signed confidentiality

1 agreements, so they have no avenue to
2 independently communicate publicly about the
3 hospital.

4 This is a generous community that
5 supports the hospital. Many of us not only
6 contributed as part of that one million dollar
7 match fundraising drive that Dr. Hirko mentioned
8 last year, but also sprang into action when COVID
9 hit. Members of this group helped organize the
10 sewing and donation of more than 6,000 face masks
11 in those first weeks when supplies were scarce,
12 hundreds of which were delivered to Sharon
13 Hospital presterilized and individually packaged.
14 We had to delay delivery, however, because we
15 couldn't find anyone at Sharon Hospital to accept
16 them, as other hospitals had already done,
17 including Charlotte Hungerford. Local officials
18 said they needed the corporate okay, and that took
19 some time in coming.

20 And a few weeks later, we organized
21 local restaurants to prepare and deliver hundreds
22 of meals to Sharon Hospital workers paid for by
23 community members. And after our experiences with
24 the masks, we asked, I reached out to the hospital
25 board to ask if they could help us get approval,

1 and I am really grateful to the two members of the
2 Outreach Committee who were able to connect us to
3 Nuvance officials in Danbury who were able to
4 approve our meal train plans.

5 What we are seeking here today is
6 simply a mechanism for this kind of two-way
7 dialogue to become the rule, not the exception, so
8 that when things get tough, and we know they will,
9 there will be an enforceable requirement for
10 hospital officials to have a real public dialogue.
11 Thank you very much.

12 HEARING OFFICER MITCHELL: Thank you,
13 Ms. Drew. All right. So the next person is
14 Victor Germack.

15 VICTOR GERMACK: Thank you very much.
16 My name is Victor Germack. I've lived in
17 Salisbury since 1984, and I've been very involved
18 in preserving Sharon Hospital for our community,
19 first through the efforts of the Community to Save
20 Sharon Hospital, and now as part of Save Sharon
21 Hospital. I've been involved since the first sale
22 to Essent in 2001 and now with Nuvance, its
23 current owner. This is against a backdrop of
24 hospitals experiencing extreme financial
25 difficulty, and this is certainly true of Sharon

1 Hospital today, and Nuvance. And it's something
2 that I think we as members of the community all
3 have to be responsive to, how do we preserve our
4 local hospital.

5 And I want to say this, that OHS stated
6 back in 2019 when we had a community meeting, and
7 I quote, that the community engagement represented
8 by FCH's involvement should continue unabated and
9 that the needs of the Sharon community would be
10 heard and addressed following the merger. And
11 that's exactly FCH's -- that was OHS's feeling at
12 the time.

13 We now understand that Nuvance wants to
14 change the nominating process for board members so
15 that the board will be self-selecting, in effect,
16 self-nominating. This is wrong and goes against
17 all fair notions of what an openly selected board
18 should look like where the community has a voice
19 and the board regularly and openly communicates
20 with the public, which unfortunately hasn't been
21 happening. An example of that is when maternity
22 was going to be closed and threatened to be
23 closed. Where was the board at that time? Why
24 didn't they say something? If they truly
25 represent the public interest, why wasn't there

1 more dialogue with the public?

2 Now, I'm an expert on best corporate
3 practices because I'm the CEO of a company called
4 RateFinancials, and we advise corporations and
5 clients on their boards. And I will tell you,
6 having open boards, having community
7 representation is a very positive thing. Save
8 Sharon Hospital proposes to the Office of Health
9 Strategy some modest changes to the Sharon
10 Hospital board governance policy so that Condition
11 2 will be changed by, one, that Save Sharon
12 Hospital nominate a nonbiased community member to
13 the current Outreach Committee of the hospital
14 board, and that one rotating public official on an
15 annual basis from the area served by Sharon
16 Hospital shall also serve on the Outreach
17 Committee.

18 Notice what we're asking for. We're
19 not asking for seats on their board. We are
20 asking for seats on their committee, the Outreach
21 Committee, which currently, as I understand, is
22 composed of perhaps two members at most. We want
23 to enlarge this and make real contributions to the
24 community by encouraging open communications.

25 Two, that these two members be entitled

1 to participate in full board meetings where issues
2 directly impacting the community's health are
3 discussed.

4 Three, that the Outreach Committee have
5 at least one annual public community meeting.

6 And four, that Save Sharon Hospital
7 shall have the nonexclusive right to nominate
8 candidates to the Sharon board when vacancies
9 occur. We don't consider these odious. We
10 consider them helpful and constructive suggestions
11 to make the board more effective and more
12 responsive to the community.

13 We had a series of discussions, and
14 perhaps some negotiation, with the Sharon board
15 and its chairman, and I thought we were making
16 real progress. Unfortunately, Sharon Hospital and
17 the Nuvance senior management really didn't want
18 to get involved and we couldn't build a dialogue
19 with them. My feeling is that all of the people
20 involved with this situation, whether it was the
21 board or Sharon Hospital or Nuvance, are good,
22 well-meaning people, and we would hope to be able
23 to find a way to effectively have real
24 communications and representation on this board
25 through the Outreach Committee. We look to the

1 Office of Health Strategy to restore real and
2 effective board governance and improved
3 communications with our community. I want to
4 thank you very much.

5 HEARING OFFICER MITCHELL: Thank you,
6 Mr. Germack. Lastly, I think we have Lydia Moore.

7 LYDIA MOORE: Thank you. Hello, my
8 name is Lydia Moore, and I live in Sharon. Thank
9 you for the opportunity to speak today.

10 As one of the founding members of Save
11 Sharon Hospital, I would like to start with a
12 little background about how our group was formed.
13 In July 2018, my life as a pregnant mother was
14 turned upside down when I learned that maternity
15 at Sharon Hospital would be closing in a month. I
16 had been hoping to repeat the wonderful experience
17 I had delivering my first child at Sharon
18 Hospital, and I was terrified that I would not be
19 able to survive the long journey to another
20 hospital if I had a medical emergency. This
21 inspired us to create Save Sharon Hospital in
22 order to rally our community to encourage the
23 hospital to keep maternity open.

24 Our efforts proved successful. I was
25 able to deliver my son in 2019 at Sharon Hospital,

1 and hundreds of other mothers have delivered their
2 babies in Sharon since then.

3 Many of our group's members spoke at
4 the OHS hearing regarding the Health Quest and
5 WCHN merger in December 2018. We are extremely
6 concerned about the hospital's lack of
7 communications surrounding the initial decision to
8 suddenly close maternity. You at OHS listened to
9 our concerns, so thank you for that.

10 We are now concerned that if you grant
11 Nuvance's request to simply remove FCH from its
12 role in nominating board members in the CON, that
13 our community will be even less represented by a
14 self-nominating inward facing board that had
15 previously agreed to shut down maternity despite
16 its vital function in our community. We therefore
17 ask that OHS prevent this complete exclusion of
18 outside community influence on the hospital board
19 by denying Nuvance's request to modify Condition 2
20 as they have written. There must be better
21 two-way communication, and this should be written
22 into the CON.

23 Our suggestion is that the community
24 outreach -- or one suggestion is that the
25 Community Outreach Committee of the hospital board

1 should include elected officials from towns in the
2 hospital catchment area. This would be a simple
3 yet effective change.

4 I would like to close by emphasizing
5 that our group is made up of individuals who are
6 heavily invested in Sharon Hospital. When Nuvance
7 asked for donations to make the one million dollar
8 challenge grant, many of our members contributed
9 to this success. When the pandemic was reaching
10 its initial peak over the summer, several of our
11 members helped to organize hundreds of community
12 members in a large mask making effort for Sharon
13 Hospital, as another of my colleagues mentioned,
14 as well as other hospitals and organizations. We
15 organized a meal train for hospital staff, and we
16 also helped to organize area schools to deliver
17 inspirational artwork from community children to
18 the hospital. I do not believe any of these
19 efforts would have taken place if it weren't for
20 members of our group. We have put our love and
21 hard work into these projects because we know that
22 Sharon Hospital is vital to our community, and we
23 believe the potential exists for a stronger
24 hospital and community relationship.

25 OHS, you have the ability to help us

1 build this relationship by not permitting a
2 modification to the CON without including real and
3 meaningful changes. Thank you for your time and
4 consideration.

5 HEARING OFFICER MITCHELL: Thank you,
6 Ms. Moore.

7 All right. Is there anyone else that
8 wants to give public comment that didn't have an
9 opportunity to? You can unmute yourself and just
10 let me know.

11 BRENT COLLEY: I'm Brent Colley. I'm
12 the first selectman. And I stand behind
13 everything that's been said. I think it will be a
14 real big help, you know, I'll keep it that simple.

15 HEARING OFFICER MITCHELL: I'm sorry.
16 Can you just state your name again just for the
17 record? I want to make sure that we got you for
18 the purpose of transcription.

19 MR. COLLEY: Sure. It's Brent,
20 B-R-E-N-T, Colley, C-O-L-L-E-Y, and I'm the first
21 selectman.

22 HEARING OFFICER MITCHELL: Okay. Thank
23 you.

24 MR. COLLEY: Thank you.

25 HEARING OFFICER MITCHELL: Anyone else?

1 JOHN ALLEN: Can I make a statement?
2 John Allen.

3 HEARING OFFICER MITCHELL: John Allen,
4 okay.

5 MR. ALLEN: I'm a pretty neutral
6 observer of this because I've been here in the
7 northwestern part of Connecticut for over 45
8 years, but I haven't been that familiar with what
9 has been going on with Sharon Hospital even though
10 I think it's an integral part of the community.

11 And just listening to the commentary on
12 both sides, I was quite impressed by the expertise
13 that both sides showed. And it would seem to me
14 that Nuvance and Sharon Hospital would want to
15 capitalize on the expertise of the people on the
16 other side of the table. They seem to be very
17 knowledgeable about health care systems and the
18 medical environment.

19 I'm a trustee of the John Hartford
20 Foundation, which is a leading foundation in the
21 United States, which is trying to improve the
22 health care for older Americans. And so I've been
23 integrally involved with the U.S. health care
24 system in that manner for over 12 or 13 years now.
25 And I think it really would behoove Nuvance Health

1 and Sharon Hospital to, as I said, capitalize on
2 the expertise of the people in the community. And
3 those are my comments. Thank you.

4 HEARING OFFICER MITCHELL: Thank you
5 very much. Any additional public comment?

6 THE WITNESS (Cantele): This is Rick
7 Cantele. I just wanted to follow up on a couple
8 of points that were made. And I think I have to
9 speak on behalf of the board that we would take
10 offense at the notion that we are inwardly focused
11 and not focused on the needs of the community and
12 that we don't represent the community. We have
13 had many debates, discussions, pushback on both
14 the Health Quest administration, the Nuvance
15 administration, although certainly I think, as Dr.
16 Murphy alluded to earlier, the relationship
17 between not only the community but the board and
18 Nuvance is an excellent collaborative give and
19 take working relationship which has not always
20 been the case.

21 And I think many of the comments made
22 here today were made in the context of the
23 previous administration and things that were done,
24 things that were said, and actions that were
25 taken. And we as board members were caught up in

1 that as well as the community was. So, I think
2 the comment that the board refuses to engage with
3 the community has been demonstrated to be false
4 given all the discussions that we've both talked
5 about today that have gone on for more than a
6 year.

7 I just want to provide a quick example
8 of some of the nuances because I agree, I think we
9 have worked collaboratively. I've known some
10 members of the Save Sharon Hospital group for a
11 long time, and I consider them my friends. And we
12 want their input, and we seek their input. And we
13 had offered, and again, just as a couple of
14 examples, we had offered that they would have the
15 ability to recommend members of the committee or
16 members of the board. At the end of the day the
17 request demanded that they have the ability to
18 nominate a board member. We have a nominating
19 committee of the board, and the board is
20 representative of the community.

21 We also had the discussion, and I may
22 not have this exactly right, but Victor talked
23 about that they would want whoever they appoint to
24 or recommend to the Community Relation Committee,
25 which we're open to having a discussion about, has

1 the ability to participate in all board
2 discussions relevant to the health of everybody in
3 our catchment area. Well, every agenda at the
4 board is relevant to the health of everybody in
5 our catchment area, so that's overly broad. So
6 these are just two examples of sort of where we
7 have progressed to.

8 And although, at the end of the day, I
9 will say I think we all want the same thing. And
10 I tried to impress on the group that the board is
11 representative of the community. We want Sharon
12 Hospital to be here. It is a challenge given the
13 financial circumstances, the location of the
14 hospital, the volumes at the hospital, but we are
15 not inwardly facing to Nuvance or Health Quest. I
16 assure you, we are members of the community, and
17 we voice our concern at every single meeting.
18 Thank you.

19 HEARING OFFICER MITCHELL: All right.
20 So I'm just going to offer, I don't want a
21 response so much to what Mr. Cantele said, I'm
22 just going to ask if there's any additional public
23 comment before I go back to Attorneys Boyle and
24 Duffy.

25 JOEL JONES: All right. Forgive me, I

1 just can't help but fully support Rick's comments.
2 I'm Joel Jones, Rick's predecessor as chair of the
3 board of the hospital. And I just want to fully
4 support everything Rick has said. We are
5 absolutely members of the community. I'm on the
6 board of finance in my town of Falls Village. I'm
7 a volunteer firefighter here. We've been here
8 almost 20 years now. I'm the Appalachian Trail
9 maintainer in Falls Village. We are very much
10 part of the fabric of the community, and my
11 colleagues on the board all have their similar
12 stories in that regard as well. So I just wanted
13 to confirm and support everything that Rick has
14 said. Thank you.

15 HEARING OFFICER MITCHELL: Okay.
16 Anyone else for public comment?

17 PARI FOROOD: I'm Pari Forood. Hello?

18 HEARING OFFICER MITCHELL: Yes.

19 MS. FOROOD: Okay. I am on the Sharon
20 Hospital board. I'm actually the vice chairman of
21 the board. And I wanted to say that we live in
22 Lakeville. Do you want me to spell my name?

23 HEARING OFFICER MITCHELL: Yes, that's
24 actually what I was going to say. Thank you.

25 MS. FOROOD: No problem. It's P-A-R-I,

1 and then my last name is Forood, "F" as in
2 "Frank," O-R-O-O-D.

3 HEARING OFFICER MITCHELL: Thank you.

4 MS. FOROOD: As I say, I live in
5 Lakeville. I actually run a breast cancer
6 foundation, so I can add not-for-profit to all the
7 different board -- all the different occupations
8 that the board has. We are a very representative
9 board of our community. I had the pleasure and
10 honor to work with Lydia and Jill, and they talked
11 about how we got that meal train going. We were
12 thrilled to do it. They reached out to us as
13 members of the community.

14 Yes, I'm on the board, but also as a
15 member of the community I'm an elected official in
16 the Town of Salisbury. I'm on the board of
17 finance. I chair the Salisbury Affordable Housing
18 Commission. I volunteer in every aspect I can
19 here, and I feel like I know the community pretty
20 well. My kids went to school here from the time
21 they were little kids with Herbert Moore and
22 Nick's kids, and I know all of these people. And
23 we are open and representative, and everything
24 that Rick and Joel has said, you know, we're out
25 in the community and very accessible.

1 And the thought that we would be, you
2 know, inward just after our own particular
3 interests or not just Nuvance, you know,
4 spokespeople or something is entirely wrong. We
5 care about the hospital. We care about the people
6 who work there. We care about the people who are
7 treated there. My kids have been in the emergency
8 room more than I can tell you with broken wrists
9 and broken arms.

10 And we consider ourselves stakeholders
11 not only as representatives of the community on
12 this board but also people with a deep, deep care
13 and concern for management and how the hospital is
14 run and how it responds to the community. I
15 happen to chair the QPIC committee, and there's
16 nothing more important to me than making this the
17 best hospital in our little community. As you can
18 imagine, running a breast cancer foundation, I'm
19 extremely aware of the fact that health care in
20 our community and every community needs to be
21 responsive to the needs of the people. And we
22 are. And our board cares. And we're from all
23 over the community. And I just wanted to stress
24 that we are, as I say, the board is community
25 members. Thank you.

1 HEARING OFFICER MITCHELL: Thank you.
2 I see a hand up from, it says "Rosellen's iPad."
3 Did you want to speak?

4 ROBERT SCHNURR: Yes. This is Robert
5 Schnurr, S-C-H-N-U-R-R. I'm a retired physician
6 from Sharon Hospital.

7 I'm just a little confused about
8 something. First of all, the current board
9 makeup, which is actually excellent, was picked by
10 the community foundation. I believe they want to
11 get rid of the people in that sense that has done
12 a good job picking the board members. I
13 understand the reason for that, but I'm just
14 trying to think. There's nothing about the
15 current board, but what about 10, 15 years down
16 the road from now, will it change tremendously,
17 will we still have the ability to sustain quality
18 board members, not the ones right now. The head
19 of the nominating committee is a close, close
20 friend of mine. I would trust him with anything.
21 So what will happen in 10 or 15 years? That would
22 be my concern. Thank you very much.

23 HEARING OFFICER MITCHELL: Thank you.
24 I see a hand up from, is it Lorna Brodtkorb? I'm
25 not sure if I'm saying it correctly.

1 LORNA BRODTKORB: Yes, you are saying
2 it correctly. I don't know how to get my picture
3 to be a picture.

4 HEARING OFFICER MITCHELL: That's okay.

5 MS. BRODTKORB: And it's probably
6 connected with the fact that I was born in Sharon
7 Hospital at a point when most babies were still
8 born at home. My children were born in Sharon
9 Hospital.

10 And I'm impressed today by the passion
11 with which board members and community members are
12 expressing their concern for the hospital and for
13 the community. What I don't understand is why
14 would the hospital resist the suggestion that it
15 be required to have, for instance, elected
16 officials on its Outreach Committee? We're not
17 asking to take over your board. We're asking that
18 you be required to remember us down the road when
19 I'll be gone and my children and grandchildren
20 will not. To require community representation on
21 something called the Outreach Committee seems
22 pretty innocent, and I don't know why you don't
23 just leave that requirement in. That's all I have
24 to say. Thank you.

25 HEARING OFFICER MITCHELL: Thank you.

1 JAMES QUELLA: Can I make a couple of
2 comments?

3 HEARING OFFICER MITCHELL: Sure. Just
4 state your name for the record.

5 MR. QUELLA: My name is James Quella.
6 I'm a resident of Sharon, Connecticut and the
7 chair of the Outreach Committee that's been
8 alluded to multiple times.

9 I had the opportunity to meet with one
10 of the representatives of Save Sharon Hospital in
11 my home during the period of time that we were
12 going through the controversy about the maternity
13 closure that was being proposed. And I was all
14 ears. I listened for hours and exchanged a
15 dialogue that was, I thought, very cordial and
16 very productive. And I took it back to the board
17 and expressed all the opinions and all of the
18 concerns that were alluded to and actually
19 individually fought very hard in that context that
20 this announcement and the way it was being handled
21 was not effective. And a part of the input of
22 understanding that was me meeting with somebody
23 from the community, notably somebody who
24 represented Save Sharon Hospital.

25 So in no way did I feel impeded, inward

1 looking, or in any way debilitated in carrying out
2 my duties as a board member. I don't think it
3 would have been necessary for that individual to
4 be on my board or to sit on my committee or to
5 attend every board meeting that had anything to do
6 with community relations for me to fully
7 appreciate, understand and internalize that input.

8 Save Sharon Hospital is a subset of the
9 entire community and itself represents some group
10 of people who are passionate and committed and no
11 doubt putting a tremendous amount of time and
12 effort and are concerned about the community and
13 its needs as it relates to Sharon Hospital. But
14 they're not the only community members, and there
15 are quite a number of other community members who
16 have other gripes and other concerns and other
17 issues about Sharon Hospital, which we're not
18 discussing, and it would be a bit challenging for
19 us to have every one of those groups represented
20 as a group coming before you asking for permission
21 to participate in a board. The board probably
22 would consummate at some point far more than 13
23 people. It would, I don't know how many people
24 would have to come before we felt that we had as
25 diverse a group as represents this community,

1 which by no means diminishes in any way.

2 As I said, I've met with various
3 members of Save Sharon. Pari and I working with
4 the group participated in getting the food, as was
5 alluded to earlier. I personally contributed to
6 that effort both with my time and energy, and by
7 no means did I feel obligated to do that. But I
8 did feel the same sense of obligation that comes
9 in supporting our workers at Sharon Hospital.

10 As a governance matter, I've sat on
11 many public boards and I've been on many boards
12 throughout my entire career. It is highly unusual
13 for outside groups to demand positions in boards
14 that are not a part of the normal functioning of
15 the board, and I would find that to be an outlier,
16 quite frankly, in the way in which boards work.
17 To say a board is self-nominating is almost
18 axiomatic. Every board has a nominating and
19 governance committee, and every member of that
20 nominating and governance committee is on the
21 board. It's just the way boards work.

22 The responsibility of the board chair
23 is to look at the entire array of diverse
24 candidates that are represented in a community
25 representing in this case Sharon Hospital and to

1 be deliberative and thoughtful about which
2 nominations make the most sense and to then go
3 about their business of getting those nominated
4 people before us in front of the board. You can't
5 have a nominating committee, in my opinion, that
6 is divorced from the board because it's the
7 board's itself understanding of the needs and
8 requirements of that board that help that board
9 function as a board.

10 I'm most dismayed by comments that have
11 been made today that we're inward looking, myopic,
12 unrepresentative of the community, deaf eared to
13 the needs of the community and that without added
14 representation and a kind of governance structure,
15 which I find highly unusual, that this group of
16 people would be continuing in a myopic, inward
17 looking way. I'm very deeply dismayed that those
18 words have been said, deeply dismayed that they're
19 believed, and deeply dismayed that they're at the
20 basis for the argument.

21 If the argument were that we needed
22 more diverse candidates, I'd be all ears. I'd be,
23 in fact, strongly recommending our non-gov
24 committee to look at those candidates that could
25 be recommended by anybody who was participating in

1 this phone call today. But to have it as a
2 reaction to the failure of this board to be a
3 community, sensitive community listening and
4 community participating group to me is just the
5 thesis that I can't accept. And whether you
6 decide one way or another, if that's the thesis
7 upon which you decide, I think you'll have to hear
8 from me a strong objection that anybody on this
9 board doesn't do anything but listen to the
10 community, but participate in community activity,
11 but try to invite those people into our home and
12 listen to their concerns.

13 HEARING OFFICER MITCHELL: Thanks,
14 Mr. Quella. We're going to move on to Mimi
15 Tannen.

16 MIRIAM TANNEN: Thank you. I'm also a
17 board member of Sharon Hospital and also a board
18 member of the Foundation for Community Health, and
19 I was a member when Sharon Hospital was formed and
20 we went through all the negotiations. So a few
21 things that I want to say.

22 First, referring to FCH, we
23 recommended, according to the agreement, we
24 recommended board members and Health Quest
25 nominated them. The Foundation for Community

1 Health did not do the actual nomination of the
2 board members. We gave a list to Sharon Hospital,
3 I mean, rather, to Health Quest, and they chose
4 from our list. At the time we had about 100
5 applicants' resumes that were sent to us. We
6 worked diligently for a long period of time. We
7 interviewed I don't remember how many in person,
8 and we chose about 15, I think it was, I'm not
9 clear of the numbers, that we proposed to Health
10 Quest, and they chose out of those numbers. Eight
11 of us are still on the board. I am on the Sharon
12 Hospital board as one of those people.

13 Our grant at the time, I think, was
14 about five years that we were going to be doing
15 those recommendations. It was not meant to be in
16 perpetuity. It was a short period just while the
17 hospital stabilized. At this point, since our
18 grant agreement separated, Foundation for
19 Community Health is not interested in providing
20 anymore nominations. And I hope I'm not speaking
21 out of turn now. I'm not the CEO. I am a board
22 member. So I did want to say that.

23 My background at Sharon has been since
24 1978 when I started working at the hospital, I
25 worked there for about 20 years. I actually

1 worked for Dr. Schnurr in his office for seven
2 years and then moved to Poughkeepsie, worked for a
3 not-for-profit in Poughkeepsie, and because I'm so
4 familiar with the not-for-profit world that served
5 the needs of the community, I'm the chair of the
6 Health Needs Committee at the Sharon board now.

7 There's no way that we're not involved
8 in the community. I'm from Millbrook, and I bring
9 that knowledge, as well as my history with Sharon
10 to the board and work with the agencies and with
11 any community members that are interested in
12 working with us.

13 I am offended by the claim that we're
14 inward looking and not interested in the
15 community, and that's just a personal feeling.
16 And I support what the other board members have
17 said. Thank you.

18 HEARING OFFICER MITCHELL: Thanks,
19 Ms. Tannen.

20 Anybody else want to give public
21 comment?

22 (No response.)

23 HEARING OFFICER MITCHELL: I want to
24 thank everybody for just talking about what their
25 perspective is for the purpose of public comment.

1 Again, we are going to leave the record open for
2 seven days to receive public comment by email, or
3 you can mail it into the office.

4 One other thing before I turn it over
5 to Attorneys Boyle and Duffy for closing is I
6 wanted to mention that -- it will come back to me.

7 Let me just go ahead. Attorney Boyle,
8 did you have a closing statement?

9 MS. BOYLE: Yes. Thank you, Hearing
10 Officer Mitchell. I wanted to say that, you know,
11 I think the board members have illustrated a lot
12 of my points. I think this is a great group of
13 people who clearly represent the community. This
14 is a community board, as they've shown you. They
15 are diverse. They're committed. They are
16 involved in the community. And this is actually,
17 you know, it's not going to change. It's going to
18 continue. This is a tax exempt nonprofit board
19 that is obligated, you know, by virtue of its
20 charitable status to ensure that it represents the
21 interests of the community and that it acts in the
22 best interest of Sharon Hospital, this
23 corporation. And it is essential that these board
24 members are allowed to actually exercise their
25 fiduciary duties and choose board members who

1 represent this community and who believe in Sharon
2 Hospital and can act in its best interests.

3 And it is not the case that we are
4 trying to foreclose community involvement at all.
5 There's been extensive communications, including
6 with the Save Sharon Hospital group, to hear what
7 they have to say and get their input, and that's
8 not going to change. These folks, as you have
9 seen, are committed to that, as is the management
10 of Nuvance. These are folks who are stewards of
11 these tax-exempt assets and are committed to
12 making sure that they understand their community
13 and do what's right for that community.

14 This, though, is a request for a
15 straightforward modification of a covenant that is
16 tied to the past. It's tied to the foundation
17 grant which is no more. You've heard the
18 foundation folks mention that this was done
19 mutually, we are all friends, we're still on
20 the -- you know, these people are on each other's
21 boards, and we will continue to do that. There
22 are mechanisms already in place for community
23 input beyond the informal ones which have been
24 discussed extensively, including the two public
25 hearings that we have a year. And a lot of what

1 you're hearing is tied to the past and when this
2 was a for-profit entity. That is no more. This
3 is a tax-exempt entity, and it's different. We
4 have different stewards. We have different people
5 in charge.

6 And to the extent that there are
7 changes in the future, as there likely will be, as
8 with every health care institution that involve
9 services, then there are mechanisms in place
10 currently for addressing those. There will be
11 hearings. The CON laws protect, you know, and
12 provide investment and discourse on those issues,
13 and those will continue to exist. And so that's
14 the mechanism for addressing changes and coming
15 forward regarding any changes.

16 But this board has said that they are
17 committed to listening, to having open doors, to
18 even looking at, you know, candidates for
19 committee membership or board members. What we
20 don't want is to legislate that in a CON by an
21 unreasonable provision that would involve, for
22 example, as suggested, public officials. This is
23 not a public corporation. It's a private tax
24 exempt entity. Those folks have a forum for their
25 voice. And what we want is people like the ones

1 you've seen who are true community representatives
2 who can speak to their use of the facility, what
3 they see in their community, and that represent a
4 diverse set of interests.

5 The condition that we're requesting,
6 the change, is actually similar to what -- it's
7 exactly what every other corporation, every other
8 hospital board has in their CONs. All we're
9 asking is to be treated equally and fairly on that
10 and to actually have the same requirements as
11 everyone else. Progress has been made in
12 communication with the community. It will
13 continue to be made. We're committed to that. I
14 ask that you -- I respectfully ask that OHS grant
15 this modification request which is reasonable and
16 fair for this community and Sharon Hospital.
17 Thank you.

18 HEARING OFFICER MITCHELL: All right.
19 Thank you, Attorney Boyle.

20 So at this time we're going to go ahead
21 and adjourn the hearing. I take that back. We're
22 not going to formally adjourn. We're going to end
23 the portion for public comment. I have to take
24 that back too.

25 So what's going to happen next is I'm

1 going to actually stay on. Counsel for the
2 applicants are welcome to stay on. But because in
3 our announcement we said that the hearing was
4 going to last until 2, I'm actually going to
5 remain on Zoom with my camera off, and I'm also
6 going to mute myself so I can do some other work
7 in case there are other people that want to come
8 and render public comment. So I'm going to be on
9 for the next two hours and then at 2 o'clock we'll
10 adjourn.

11 I also want to mention and reiterate
12 that if anybody wants to submit a written comment,
13 they can do so by February 23rd of 2021, and that
14 will be included in the docket.

15 I thank everybody for their time. I'm
16 happy to have you stay as long as you mute
17 yourself. You can keep your camera on, you can
18 turn your camera off, but for me I'm going to mute
19 myself and turn my camera off. Every 15 minutes
20 though I will come on to see if anybody has a
21 comment that they want to render, and I'll also be
22 listening in case somebody pops on in between
23 those times. So we are pretty much done for today
24 for everyone that wants to log off at this time.

25 VOICES: Thank you, Micheala.

1 HEARING OFFICER MITCHELL: You're
2 welcome everybody. You're welcome.

3 HERBERT MOORE: Micheala, can people
4 that have already spoke add anything to their
5 public comment or are we --

6 HEARING OFFICER MITCHELL: No, you can
7 state -- you can add to your public comment.

8 HERBERT MOORE: Thank you for that. I
9 just wanted to respond to a good point that some
10 of the board members have made about their
11 dedication to the community. I think it's
12 absolutely valid, as some of you noted, we've
13 known each other personally for 30 years, and I
14 respect what you do, and I respect what you've
15 done at Sharon Hospital.

16 I think in making the point about how
17 decent and community connected you are, you make
18 the point that we ourselves are making is that the
19 current process has led to a board of this
20 strength. It's led to having all of you there to
21 advocate for us. And what we are concerned with
22 is a change in the process without any
23 substitution or discussion of a mechanism that may
24 be comparable that could potentially lead to
25 different board members who are not as strong as

1 you are.

2 I certainly hope that nothing I said or
3 anybody -- well, I don't want to speak for anybody
4 else, but I certainly hope that nothing I said
5 came off as our being critical of you personally.
6 What we are genuinely concerned with is a change
7 to the process that would lead to, or potentially
8 lead to, board members who are not as strong as
9 you are. Thank you.

10 HEARING OFFICER MITCHELL: Thank you.
11 Anyone else?

12 (No response.)

13 HEARING OFFICER MITCHELL: Okay. So I
14 will still be here and within earshot, but I'm
15 just going to go ahead and mute myself and turn off
16 my camera, but I'll be here until 2.

17 (Whereupon, a recess was taken from
18 12:03 p.m. until 12:05 p.m.)

19 MR. COLLEY: Hi, it's Brent Colley
20 again, first selectman. Just as an understanding,
21 I think of what Save Sharon Hospital was asking
22 that may have, you know, kind of got twisted was,
23 I think when I started, I started in 2013, it was
24 as an appointed member of our town on a board that
25 had the ability not to do anything with the

1 hospital at that point in time, but we sat on an
2 advisory board, and we could basically share
3 information with the hospital that we learned just
4 because, you know, everyone talks to us. That's
5 the simplest way I can put it.

6 And we met like once a month or, you
7 know, if we didn't have a decent amount of
8 information to give, it was every couple of
9 months. And I think for the hospital at that time
10 it was helpful because we could share with them
11 maybe some things that they weren't aware of. And
12 it wasn't like we were trying to control anything.
13 It was just kind of just information being shared.
14 And obviously a lot happened between 2013 and, you
15 know, into the present.

16 So I think like what the Save Sharon
17 Hospital individuals that spoke were speaking to
18 was that, you know, whether it be me or Curtis
19 Rand in Salisbury or Jean down in Kent or
20 whomever, you know, our local area, because, you
21 know, Sharon Hospital serves all of us, we could
22 provide some information that they may not have
23 had if they hadn't heard from us. So it's not
24 really a control thing. It's just kind of like a
25 sharing thing.

1 And Dr. Hirko has been great in
2 reaching out to me along the way since the
3 transition to Nuvance. And I think that's just
4 the thing is, is we want to be able to like help
5 the board. I don't get any feedback from the
6 board itself. I know people because I know their
7 spouses or I know who they are, but I have never
8 spoken to these individuals on the board, I mean,
9 outside of Mr. Jones, because I knew Felicia, his
10 wife. So if they check in with us, or they reach
11 out to us, or we can reach out to them. And I can
12 do that.

13 But still, I mean, when you're a first
14 selectman you're juggling so many different topics
15 that, you know, unless it's put to your frontal
16 lobe by a resident, you just don't focus on it
17 because there's so much to manage. We don't have
18 town managers. We're not a mayor, you know,
19 there's no deputy mayor. We're juggling a lot.
20 And to have a hospital in our town is great, and
21 we want to help them. There's nothing negative
22 really here at all. It's just we want to help.
23 We want to be a part of the process. And it
24 doesn't have to be me. It can be anyone serving.

25 And I get it, like no one likes a

1 politician, but a lot of us aren't your typical
2 politicians. We listen and talk to so many
3 people. I can't go to the store or XtraMart,
4 which is our gas station, or the post office
5 without talking to somebody about something. And
6 that's what we kind of want to is just make sure
7 that the board, whomever they are, are aware of
8 what's being talked about. And I think we can
9 help. And that's the ask, really. It has nothing
10 to with do anything that's wrong or right. It's
11 just that we have some information that they could
12 never have.

13 And that was what was so great way back
14 when we had that advisory board. We had no
15 control over anything that the hospital could do
16 or did, but we could share with them some things
17 we heard, and then that would help them be like,
18 oh, wow, I was not aware of that. You know,
19 because, think about it, when you're an elected
20 official, you have access to every single resident
21 in your community, but also you know so much
22 that's going on in your community which deals with
23 everything from ambulance to fire calls to, you
24 know, basically most of us that live here, I'm
25 here because my wife got a job with a local

1 orthopaedic office. So I would not be here if not
2 for the hospital because that's where she does
3 surgery. So we have an intimate knowledge of the
4 hospital that others don't have.

5 And I think, you know, days like today
6 are tough because, you know, people get defensive,
7 but I don't see it as anything negative. I'm just
8 saying like we could help, and we want to help.
9 And if they don't want the help, then that's
10 great, but that's it. We're here to help, and we
11 just want the capability to help moving forward.
12 But again, if no one wants help, then that's cool,
13 we're good.

14 All right. So I'm Brent Colley. I'm
15 the first selectman of Sharon, Connecticut. And
16 that's my final testimony. And thank you so much
17 for doing this. I mean, this is a big help for
18 everyone, and we appreciate it.

19 HEARING OFFICER MITCHELL: Thank you.

20 (Whereupon, a recess was taken from
21 12:12 p.m. until 12:21 p.m.)

22 HEARING OFFICER MITCHELL: Just
23 checking in to see if there's anyone who wants to
24 give public comment. I'll check back in within
25 about 15 or 20 more minutes.

1 (Whereupon, a recess was taken from
2 12:21 p.m. until 1:03 p.m.)

3 HEARING OFFICER MITCHELL: Just
4 checking in to see if there is anyone that wants
5 to give public comment. Please let me know. I'll
6 check back in at 1:23.

7 (Whereupon, a recess was taken from
8 1:03 p.m. until 1:21 p.m.)

9 HEARING OFFICER MITCHELL: Checking in
10 to determine if anyone wants to render public
11 comment. Thank you.

12 (Whereupon, a recess was taken from
13 1:21 p.m. until 1:39 p.m.)

14 HEARING OFFICER MITCHELL: This is
15 Micheala Mitchell again. This is the last time
16 that I'm going to come back on and ask if there is
17 any public comment to be rendered in this matter.
18 Otherwise, we're going to go ahead and close at 2.

19 DEBORAH MOORE: Hello, can I just make
20 my statement? Is that how this works?

21 HEARING OFFICER MITCHELL: Yes, ma'am.
22 Just state your full name and spell it for me.

23 MS. MOORE: Okay, sure. My name is
24 Deborah, D-E-B-O-R-A-H, Moore, M-O-O-R-E. Look at
25 all these faces popping up suddenly.

1 HEARING OFFICER MITCHELL: Okay. Ms.
2 Moore, if you want to make your statement, you
3 can. All of a sudden you're muted.

4 MS. MOORE: I was just holding the
5 space bar down. I stand in support of keeping the
6 community engaged in the hospital, in the
7 corporate ownership of our hospital, and through a
8 liaison of an elected official. Okay. Do I need
9 to do more than that?

10 HEARING OFFICER MITCHELL: No, ma'am,
11 unless you wanted to say something else.

12 MS. MOORE: I'm just sort of curious.
13 Yeah, I think it would be nice if the hospital
14 board and the community were able to engage with a
15 local official at the very least. I know there's
16 a lot of animosity, but there doesn't need to be.
17 Okay. Hi, everyone.

18 HEARING OFFICER MITCHELL: Thank you
19 for your comment. Anything else?

20 MS. MOORE: It's such a weird one
21 dimensional thing, this Zoom thing. I hope you're
22 all well. Stay well. Appreciate the care that
23 all of you helped our people to give us. Thank
24 you. Be well.

25 HEARING OFFICER MITCHELL: Thank you.

1 Anyone else want to give public
2 comment?

3 (No response.)

4 HEARING OFFICER MITCHELL: All right.
5 So we're going to close at 2 o'clock. I'm just
6 going to leave it open. If anybody comes, I will
7 have my ears open.

8 MS. MOORE: Thank you, Micheala.

9 HEARING OFFICER MITCHELL: You're
10 welcome.

11 (Whereupon, a recess was taken from
12 1:42 p.m. until 1:59 p.m.)

13 HEARING OFFICER MITCHELL: All right,
14 everybody, this is the last call for any
15 additional comment, public comment. All right.
16 So the time is now 2 p.m. We're going to go ahead
17 and adjourn the hearing. The record will be open
18 for written comment for one week. And after that,
19 the record will be closed, and we will be drafting
20 up a decision. Thanks, everybody.

21 (Whereupon, the above proceedings
22 concluded at 2:00 p.m.)
23
24
25

CERTIFICATE FOR REMOTE HEARING

I hereby certify that the foregoing 90 pages are a complete and accurate computer-aided transcription of my original stenotype notes taken of the Public Hearing for the Office of Health Strategy held by Remote Access in Re: DOCKET NO. 19-32238-MDF, WESTERN CONNECTICUT HEALTH NETWORK AND HEALTH QUEST SYSTEMS MODIFICATION REQUEST, which was held remotely before MICHEALA MITCHELL, ESQ., HEARING OFFICER, on February 16, 2021.



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