

SUNY UPSTATE MEDICAL UNIVERSITY COUNCIL
Thursday, April 23, 2020

MINUTES

The April 23, 2020 meeting of the SUNY Upstate Medical University Council was held via ZOOM videoconferencing. The following members were present:

Council Members

James Sparkes, Interim, Chair
John B. Johnson, Jr.
Gwyn Mannion
Calvin Corriders
Linda Ervin
Eric Allyn
Samuel Rowser
Diane Dwire
Akshay Patel, Student Representative
Mantosh Dewan, MD, Interim President

Guest

Stephen Glatt M.D., PhD., Faculty Representative
Patricia Numann, M.D., Alumni Representative
Eric Smith, CPA, MB

I. Council Report

Welcome and Introductions

The meeting was called to order at 11:35 AM by Acting Council Chair, James E. Sparkes, who welcomed the group and began the meeting.

With there being new additions to the council, Chair Sparkes asked each member to introduce themselves to the group. He thanked the newly appointed and returning members for their commitment to serve.

Erin Peters was designated Recording Secretary of the meeting and conducted a roll call. Mr. Sparkes confirmed a quorum for Council was present. Council Member Gwyn Mannion was appointed Secretary of the Meeting.

Approval of Minutes of the Last Council Meeting of 2019

Waived by reason of there being no quorum of Council present.

Statutory Authority for function of each SUNY College Councils

Mr. Sparkes reviewed the statutory authority that enables the College Council for every State University of New York campus.

Responsibilities and expectations of SUNY College Council Members

Mr. Sparkes reviewed, Council member responsibilities, expectations, and obligations.

Vision, goals, and objectives for future direction of UMU Council

Mr. Sparkes explained his intent to encourage a more active Council and will look to each member in a way you feel you have the ability, background, and desire to participate.

Mr. Sparkes explained the Council can create committees to perform functions that would be in keeping with the Education Law authority of the Council. Mr. Sparkes indicated that a Community Outreach committee as an example and reviewed progress being made in the formation of such committee through collaboration with Linda Veit, Interim Chief of Staff and AVP for External Relations. Mr. Sparkes reviewed the efforts that he and Ms. Veit have made toward the objective of defining ways the Council can become more involved in community outreach.

II. Resolution

Upstate Medical University President Mantosh Dewan took the floor to explain the purpose of his request for a vote by the Council in support of the continued service of Council Member James E. Sparkes as Interim Chair of the Upstate Medical University Council, pending the confirmation of formal appointment by the New York Governor.

A prepared Resolution was read aloud by Council member Gwyn Mannion. Dr. Dewan moved the adoption of the Resolution by a voice vote of the Council. Ms. Mannion acknowledged that the motion was seconded and, there being no further discussion, she called the question and tallied the voice votes cast by each Council member. Council member Mannion then declared the motion carried by unanimous approval. Mr. Sparkes thanked Dr. Dewan and the Council for their support and confidence.

Council member Mannion will sign the Resolution as Secretary of the Meeting and send the original to Erin Peters for inclusion it in the record of this Council Meeting.

II. **UMU President's Report**

Dr. Dewan gave a brief overview of the Upstate response to the Coronavirus pandemic, beginning with the popular hashtag called “Upstate Strong”. Dr. Dewan stated his belief this is the take the take home message and all should recognize that Upstate is strong during a very challenging and frightening time, and that we are doing very well.

Dr. Dewan provided slides as he described how COVID has changed our world. He directed attention to the image of droplets on the slide, explaining that this represents why COVID is so dangerous. The droplets that you can't see on a surface or in the air are what spreads the virus.

The three main areas that Upstate has focused upon are:

Academics – Dr. Dewan expressed; it was remarkable to see people switch so quickly to virtual platforms. All education switched in all four colleges over a weekend. Everyone either had a computer or was given a computer. Everyone was given access to our platforms. We are using, zoom, WebEx and others, and it was a very remarkable thing to see.

Dr. Dewan stressed that because we are a large complex University, the switch to virtual classes was a great challenge that was successfully carried out. He explained that Upstate graduated all students, on time.

Dr. Dewan reported, commencement is scheduled for Friday May 1, 2020 and will be virtual. Dr. Dewan is very pleased that we have protected the educational enterprise, yet expressed concern that if the virus had suspended all the clinical programs. This occurred nationwide as requested by the AAMC We are hoping to restart on July 1, 2020. The second concern expressed is with regard to enrollment. Some of our programs are competitive and protected, the College of Medicine being an example. Upstate will be working to extend deadlines and also have enrollment that can be done in the middle of the year, which addresses the need to be as flexible as possible.

Research – Dr. Dewan reported that the crisis has raised exciting new possibilities in research, since this is a brand-new virus. We don't know very much about it at all, so we are jumping in with both feet to build as many research programs as we can. There is a very exciting project that is modeling how this virus spreads. How it is spread in our community and how we expect it will behave within our community going forward. We have done many of the right things and the curves have been bent. We are in relatively good shape in Onondaga County.

That the models have been all been developed here, and are more sophisticated than most available. We have begun working with the New York Department of Health. Very impressive work.

Dr. Dewan shared that one of our researchers is working on a new diagnostic test which will be quicker, less expensive, more accurate, and most importantly, will enable 3,000

tests a day. Dr. Dewan stressed; this is the level of testing we need if we are going to be able to get through this. Upstate is hoping to submit the test to the FDA by the end of the month, and hopefully obtain expedited approval. Based on that test we also proposed community surveillance which means we would, for example, study 2,000 tested people in the community and monitor their health through this pandemic.

Dr. Dewan reported, SUNY has provided very generous financial support for the research. We are excited to be able to study and gain valuable knowledge of how the virus survives, grows, and therefore, how we can protect and diminish its power.

Dr. Dewan reported, we are studying a number of treatments, including use of the plasma from recovered patients which is probably the most promising right now. We are ahead of the curve and have used this research to treat five COVID 19 patients so far. This is too small a number to determine if it is working or not, but we are optimistic that this will be effective. The community response has been dramatic, we have almost 100 people signed up to donate plasma. As you know, we have a couple of hundred people who have recovered, and it is been very heartwarming to see their response.

We are engaged in testing all the usual medications used to address viral infection as well as some new discoveries, some of which are funded by the Gates Foundation. And then we are working on new ventilators. A number of people have models and we've tested at least two brand new ventilators, one being produced locally. The others basically can be 3D printed. So again, this is very interesting and very important work that Upstate is engaged in, and it is remarkable to see what can be done in one month.

The Clinical areas is where the bulk of our containment efforts are being concentrated. We were one of the first to close everything and switched to virtual visits for our patient care.

We have been planning for a surge yet are concerned about whether we will have more patients than we can handle. Should the death rate go up, we plan to add at least 200 beds if needed. Right now, we have a very large number of beds that are available, so we have very manageable numbers right now, in the 20 to 30 range. We are very fortunate to have a low number of patients and a team of people per patient with amazing expertise. We are very pleased that, based on New York State numbers, the Onondaga County rate of death for a 400,000 population is the lowest in the state. Dr Dewan explained we are doing a number of things extremely well which is good news in an otherwise difficult time.

Also, because we've developed this model and have excess capacity right now, we were able to send 45 professionals, mostly nurses, respiratory therapists, pharmacists to Stony Brook. At this point, our professionals are averaging 400 covered patients and are doing a wonderful job with a huge need, so we were happy to be able to send them down. Two waves were sent, and we are thinking about sending one more group. We are trying to monitor this, so we don't run out of professionals when we get hit again. We are also pleased we could send in two excellent people to be the Chief Medical Officer and the Chief Nursing Officer at the Javits Center which, as you know, was set up for 1000 beds. The Army had been running it, but as we are expediting a transition to the civilian side.

It is very impressive that, given the talent downstate, the Chief Medical Officer and the Chief Nursing officer are from SUNY Upstate.

Dr. Dewan mentioned the response from the community has been amazing, heartwarming, and gratifying. He believes it has been really useful for keeping the morale up as we struggled through this, and he expressed his thanks to all in the community.

Finances – Dr Dewan gave an update to the Council on finances. Like every other hospital, Upstate is bleeding profusely yet doing everything possible to manage sensibly. We do have some reserves and we have been helped by the federal government. It is very difficult to predict where we will be in three months, but Dr. Dewan is confident we have the financial expertise to weather this and come out “Upstate Strong”.

Dr. Dewan closed his remarks by thanking everyone very much.

Mr. Sparkes thanked Dr. Dewan and extended a virtual shout-out, pat on the back, and heart felt “Thank You” to him for the truly remarkable work he is doing. Mr. Sparkes underscored Dr. Dewan’s exemplary leadership, stating that the outcomes speak for themselves and the Upstate staff and executive leadership have made a huge difference for this community.

Council member Johnson asked, when Dr. Dewan would foresee Upstate going to back to elective surgery? Dr. Dewan responded that, the government has allowed it to resume at the end April and we are doing very careful due diligence to protect our patients while we are recovering economically.

Presidential Search

Mr. Sparkes explained that the Presidential Search process is in its early stages. At the moment the focus is upon retaining an executive search firm to assist the Search Committee and the Chair is proceeding with assembly of a search committee in conformity with SUNY Presidential Search Guidelines. Mr. Sparkes shared that he and Eric Smith have examined proposals from executive search firms that responded to an RFP that was sent out near the end of fiscal 2019 and they are now in the process of conducting due diligence on the search firms that have submitted proposals and with regard to the proposals themselves. Once finalists are determined, there will be a sub-committee of the Council that will review the credentials of finalists, the initial scoring of the search firms and will secure additional detail as deemed necessary. The Subcommittee will then interview each of the finalists and engage in due diligence with respect to references provided by the search firms and those independently identified by the Sub Committee. Upon the conclusion of this process the Subcommittee will convene to discuss its findings and impressions with regard to each finalist and will vote its recommendation to the full Council, for retention of the Presidential Search Firm.

Mr. Sparkes explained that the seventeen-member Search Committee composition is subject to SUNY Policy and The State University of New York Guide to Presidential Searches at State-Operated Institutions for a SUNY Presidential Search. Search

Committee membership will be sourced from a broad range of Upstate Medical University constituencies. As Chair of the Upstate Council, Mr. Sparkes serves as Chair of the Search Committee and will collaborate with a member of the Chancellor's staff to assure that the process is carried out correctly and in an orderly fashion.

Eric Smith reported the search process started in the Fall with coordination throughout a process with SUNY Senior Vice Chancellor and Chief Human Resource Officer, Paul Patton, and Interim Council Chair, James Sparkes.

Eric Smith reported there has been a good response from executive firms with experience recruiting presidents, deans, and other leaders in academic medical centers. Eric reported there has been a delay in the process due to COVID-19 and Council reorganization.

Dr. Steven Glatt, Chair of the Faculty Council, gave his proposal for faculty representation on the Presidential Search committee. Dr. Glatt would like to engage in discussion about what, if any, modifications with regard to the Faculty Council selection of faculty members who will serve upon the Search Committee.

Dr. Glatt explained that discussion centers on the role of faculty in choosing the next president of Upstate Medical University. There will be six members of the full-time teaching faculty of the campus on the seventeen-member Search Committee, as codified in the bylaws of the university. The process of selecting the six members of the faculty is to be decided in conjunction with the Chair of the Council, James Sparkes and the Chancellor's representative. The chancellor's representative for this process is SUNY Buffalo President, Dr. Satish Tripathi.

Dr. Glatt would propose that faculty member selection process will be agreed upon by Mr. Sparkes and Dr. Tripathi and that the Faculty Council may then move forward with electing faculty to the Search Committee.

Dr. Glatt explained that the process resembles the process used for the previous Presidential Search, but with some additions. Essentially, this process was approved by a vote of the faculty in November, yet the Faculty Council has need of clarification concerning approval of the process before holding elections. Dr Glatt explained there would be representation from the four colleges (COM (1), CON (1), CHP (1), COGS (1)), library representation (1), and the chair of the Faculty Council (1) which would be Dr. Glatt or his designee. This process, if ratified, would be exactly the same process that was used for the last search. Dr. Glatt shared that, in addition to what was voted on and approved last time, more recently the faculty has voted to request additional seats at the table for professional staff of the university and other stakeholders.

As Dr. Glatt explained, he would propose four additional candidates to serve on the Presidential Search Committee, as they may not be adequately represented among the six faculty who are elected. His proposal of additional members includes the following:

1. Diversity representative – Dr. Glatt would like a specific representative representing the interest of diversity and inclusion on the Search Committee.
2. Medical staff – Dr. Glatt explained approximately 15% of Upstate employees reside within the medical staff and have a huge stake and driving force in the clinical engine of Upstate.

- The medical staff is governed by the Medical Executive Committee which is a body separate from the medical school body, but overlapping in a sense. Due to the size of the medical staff it is important to have a voice from the medical staff.
3. Nursing staff – Dr. Glatt reported, the nursing staff as a whole makes up 40% of Upstate employees. Even though there is representation from the CON, it is important and reasonable for a representative from nursing be at the table.
 4. UUMAS representative – Dr. Glatt explained, UUMAS is the coalescing faculty practice that binds the eighteen clinical practices together. He opined that although many of these faculty are a key contributor to Upstage's mission and economic success, they may not be represented within the body of faculty and should have a voice. This group interacts with the president and all levels so, he believes that to have their voice represented in the search process is invaluable. Dr. Glatt explained, they will bring a different perspective than the core COM faculty.

In summary, Dr. Glatt is proposing that in addition to the six-faculty elected in accord with SUNY Guidelines; four additional seats will be advocated for. He noted that only the SUNY Chancellor may approve or disapprove that recommendation and, he has heard that it is unlikely the four additional seats will be approved, but thought it was worthwhile to ask.

Dr. Dewan agreed it was fair to raise the question and then have Council discuss whether the proposal was reasonable or not. Dr. Dewan noted that he and Chair Sparkes have engaged in discussion with respect to the matter. He further noted that the Council Chair and the Upstate Council as a whole are very sensitive to these areas of interest and concern and believes that, in the formation of a seventeen member Search Committee, the concerns raised by Dr. Glatt could perhaps be addressed by the appointment of those who will fill the eleven remaining seats on the Presidential Search Committee that are not earmarked for faculty.

Mr. Sparkes responded to Dr. Glatt that the presidential search is incredibly important for the future of the institution. The outcome will be instrumental in determining a direction of the institution that will either move us forward or take us back to regrettable times. The future success of Upstate Medical University is largely dependent upon how well the 10K people that are part of Upstage's institutional family are engaged in process of achieving shared goals and objectives.

Mr. Sparkes explained that the Council has no authority to expand the number of positions on the Presidential Search Committee. He also explained that, procedurally, a Council vote to affirm Dr. Glatt's proposal for Faculty Council election of the six faculty representatives to the Search Committee is not a requirement of the SUNY Presidential Search Guidelines and, a Council vote on the matter was not requested as an action item of the Agenda for this Council Meeting and, therefore, it is not a matter upon which a Council vote can be taken. Mr. Sparkes also noted that it is reasonable for Council members to have the opportunity for review the printed materials provided by Dr. Glatt and to provide feedback, concerning the proposal before any action is taken.

Under these unusual circumstances, Chair Sparkes stated, a special meeting of the Council can be held to vote upon the proposal once everyone has the opportunity to review and respond to the proposal, and the merits of the proposal are discussed with the SUNY representative to the Search.

Dr. Glatt made two more recommendations for immediate consideration. 1. To vote on/approve the inclusion of the six members in the bylaws while seeking additional seats that are non-core faculty positions such as UUMAS, Medical Staff, Diversity, and Nursing. 2. Dr. Glatt asked to allow three weeks for faculty to get out a vote and tabulate results once a search firm is hired.

Mr. Sparkes again explained, that it is not a statutory requirement nor is there authority within the SUNY Presidential Search Guidelines for the Council to vote its approval of the Faculty Council process for selection of their representatives to the Search Committee. He explained that Dr. Glatt, as Chair of the Faculty Council, has the authority under SUNY Presidential Search Guidelines to develop the procedure by which the faculty will determine which six faculty members will serve on the Presidential Search Committee, provided the procedures have been developed in consultation with the Chancellor's representative to the Search and the Search Committee Chair. Nevertheless, Dr. Glatt expressed concern that if the faculty hold elections without Council approval, the elections will be invalidated somehow. He agrees that this seems unlikely, but that he is trying to operate within his reading and interpretation of the bylaws.

Dr. Dewan commented that, technically, Chair Sparkes can approve this proposal of electing the six faculty without the Council's knowledge or discussion. Nevertheless, Dr. Dewan suggested that it would be useful to have the weight of the Council behind the current proposal for election of the six faculty representatives to the Search Committee, especially since this is the same standard process that was used in the last search. The request for the additional four seats might best be deferred for discussion at a later time.

Chair Sparkes agreed with Dr. Dewan that, although it would not appear to be a necessity, and carries no legal weight, the Council could, if it wishes to do so, vote its approval of the proposed means by which the Faculty Council will select representatives to the Search Committee. However, such vote should not be taken until the Council has adequate time to review, consider, and discuss the proposal and the supporting materials provided by Dr. Glatt. By Next Friday, Chair Sparkes would like the Council members to review what Dr. Glatt had provided and weigh in with any comments and recommendations. Once comments and recommendations are received Chair Sparkes will discuss them with Dr. Dewan and Dr. Glatt and, if there are no objections, he will consider such to be approval of the Council. Once having completed this process, Dr. Glatt would move forward with the Faculty Council selection process.

Council member Johnson asked Dr. Glatt if the information provided today were the same documents provide in November. Dr. Glatt stated that it was.

Council member Ervin expressed, that she doesn't see any need to delay the process. She read the documentation when it was initially sent, and it seems to be standard procedure. She doesn't see why Council should not just affirm the request today.

Chair Sparkes asked other Council members if they had a chance to review the materials and if they agree with them.

Council members Allyn shared, that he read the materials and, if this is precedent in SUNY System, he believes it makes sense to approve the six-faculty selection process today. Mr. Allyn believes the Chair is able to endorse this, and he approves of Chair Sparkes doing so.

Council member Dwire agrees and understands there are two components and believes if selection of the six is standard process, she supports it and thinks it can move forward.

Council member Rowser reviewed the documents and according to standard process if the bylaws say you have six, he is in support of moving forward with this. He also agrees a separate discussion at another time should be had regarding the addition of four more Search Committee representatives being requested.

Council member Mannion supports the process and agrees with the six faculty.

Council member Johnson supports the process and agrees with the six faculty.

Council member Corriders responded that, if the bylaws call for this and we are not setting precedence, he is in support of the six faculty. He also agreed that additional discussion needs to take place regarding the additional four representatives being requested.

Mr. Sparkes explained that Dr. Glatt and, in turn, the group, is using the term “bylaws” to describe matters of governance. In actuality, what is being referred to are not corporate bylaws or official Policies of the State University of New York that govern the conduct of the Council or a Presidential Search. Rather, a SUNY Presidential Search is expected to be “guided” by the published State University of New York Guidelines approved by the SUNY Board of Trustees. These guidelines are not inviolable mandates, nor are they to be considered mere suggestions. Rather, they are a “roadmap” for carrying out a process within which there is a measure of flexibility that may be used to best suit the circumstances. Chair Sparkes explained that, in terms of the faculty selection process and election of its six members who will join the Search Committee the Council, if requested to do so, may acknowledge its agreement with of the procedures be followed by the Faculty Council, yet the Council has no authority to modify the procedures nor restrain the Faculty Council from invoking them.

Chair Sparkes then offered a Motion that the Council, by voice vote, acknowledge approval of the proposal by Dr. Glatt that the Faculty Council proceed with the election of the initial six members of the Search Committee, based upon the procedure presented and, that the Council defer action on support of Dr. Glatt’s proposal for additional seats on the Search Committee pending further examination of the issues. Eric Allyn seconded the motion. Chair Sparkes asked for further discussion and there being none, called the question and a voice vote of the Council members was taken. Chair Sparkes tallied the votes and announced the unanimous vote in favor of the Motion. Dr. Glatt was then informed that he may feel free to go forth with the Faculty Council election of six faculty member to the Search Committee and requested that the Council be kept apprised of the outcome.

Dr. Glatt requested that Dr. Tripathi be made aware of this approval because according to the guidelines the process needs approval from the Council Chair, and the Chancellor’s representative.

III. Executive Session

A motion was made by Council Chair Sparkes to adjourn under section 107 A into Executive Session for the purpose of discussing matters that impact public health and safety due to COVID-19. The motion carried and the Council adjourned the public meeting and entered into executive session at 12:45 PM

IV. Final Remarks

V. Adjournment

A motion was made by Chair Sparkes to conclude Executive Session at 1:20 PM. The motion was seconded and there being no further discussion a voice vote was taken, and the action was unanimously approved. The Council returned to Regular Session and, it being determined that there was no further old or new business before the Council, a motion was made to adjourn the meeting. The motion was seconded and there being no discussion, a voice vote was taken, the action was unanimously approved, and the meeting was adjourned at 1:22 PM.