

MEETING MINUTES
ST. TAMMANY PARISH HOSPITAL SERVICE DISTRICT NO. 2
d/b/a SLIDELL MEMORIAL HOSPITAL BOARD OF COMMISSIONERS

MONDAY - JANUARY 30, 2023 - 6:00 P.M.
SLIDELL MEMORIAL HOSPITAL FOUNDERS BUILDING
CONFERENCE ROOM (1ST Floor), 1150 ROBERT BLVD., SLIDELL, LA

The meeting of the St. Tammany Parish Hospital Service District No. 2 Board of Commissioners was held on Monday, January 30, 2023.

THOSE BOARD MEMBERS IN ATTENDANCE:

Dr. Cyril Bethala
Mr. Joseph “Joe” DiGiovanni
Mr. Larry Englande
Ms. Georgia Johnson
Dr. Walter “Dub” Lane
Dr. Robert Mercadel
Dr. Tommy Morris
Mr. J. William “Bill” Newton, *Orienteering Commissioner (non-voting)*
Mr. Shawn Paretti
Ms. Kristen Stanley-Wallace

THOSE BOARD MEMBERS ABSENT: (* *joined via video/teleconference; not counted in quorum*)
None

THOSE ALSO PRESENT: (* *joined via video/teleconference*)

Ms. Sandy Badinger, Chief Executive Officer
Mr. Pat Bolander, Chief Financial Officer
Ms. Claire Chitwood, Chief Operating Officer
Ms. Kathy Sponge, Senior Executive Assistant
Mr. Gilbert Ganucheau, Chief Legal Officer
Dr. Matthew McElveen, Vice President Medical Affairs-SMH Physicians Network
Dr. James Newcomb, Vice President Medical Affairs
Ms. Holly Sanchez, Chief Administrative Officer
Ms. Kimberly Walker, Chief Nursing Officer

Dr. Richard Leblanc, Ochsner Regional Medical Director -Northshore East and Mississippi Gulf Coast Region
Dr. Timothy Riddell, Ochsner Chief Executive Officer -Northshore and Mississippi Gulf Coast Region

CALL TO ORDER

The meeting was called to order at 6:00 p.m. by Mr. DiGiovanni, Chair.

DECLARATION OF QUORUM

Mr. DiGiovanni declared a quorum of the Board was present.

PRAYER

Mr. Ganucheau delivered the invocation.

PLEDGE OF ALLEGIANCE

Mr. DiGiovanni led in reciting the Pledge of Allegiance.

RECOGNITION OF GUESTS

Mr. DiGiovanni welcomed all guests in attendance.

INTRODUCTION OF NEWLY APPOINTED COMMISSIONERS

- **Cyril V. K. Bethala, M.D.**, 2023 Medical Staff President/Chief of Staff term commenced on January 1st
- **J. William “Bill” Newton**, Orienteering (non-voting) until term commences on July 1st (Ward 9)

Self-introductions were also made by all in attendance.

NEXT BOARD MEETING

The next regular monthly Board of Commissioners meeting is scheduled for Monday, February 27, 2023 at 6:00 p.m. in the Slidell Memorial Hospital Founders Building Conference Room (1st Floor), 1150 Robert Blvd., Slidell, LA.

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BOARD OF COMMISSIONERS OATH OF OFFICE

- a. **Cyril V. K. Bethala, M.D.** – New appointment as 2023 Medical Staff President/Chief of Staff; oath administered on January 30, 2023 to fill one year term commencing January 1, 2023 and ending December 31, 2023.

BOARD OF COMMISSIONERS ELECTION OF OFFICERS

Chair

A nomination was made by Dr. Lane to elect Mr. Englande as Chair of the Board of Commissioners. After a call for additional nominations and there being none, nominations were closed. A motion was made by Dr. Lane and seconded by Ms. Johnson to elect **Larry P. Englande, Sr. as Chair** of the Board of Commissioners.

After full and complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris, Mr. Paretti,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. DiGiovanni (Chair)

Absent: None

The motion passed.

Mr. Englande assumed role as Chair and continued with the meeting.

Vice-Chair

A nomination was made by Dr. Lane to elect Mr. DiGiovanni as Vice-Chair of the Board of Commissioners. After a call for additional nominations and there being none, nominations were closed. A motion was made by Dr. Lane and seconded by Dr. Mercadel to elect **Joseph “Joe” DiGiovanni, Jr. as Vice-Chair** of the Board of Commissioners.

After full and complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

Secretary/Treasurer

A nomination was made by Mr. DiGiovanni to elect Dr. Lane as Secretary/Treasurer of the Board of Commissioners. After a call for additional nominations and there being none, nominations were closed. A motion was made by Mr. DiGiovanni and seconded by Dr. Mercadel to elect **Walter J. “Dub” Lane, Jr. as Secretary/Treasurer** of the Board of Commissioners.

After full and complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

BOARD OF COMMISSIONERS COMMITTEE/TRUSTEE APPOINTMENTS

Mr. Englande made the following recommendations of Board of Commissioners Committee/Trustee Appointments in accordance with the Board Bylaws Article III Section 2. Upon discussion led by Chair opening up the below items for further edits and there being on two, the below listed appointments were made by the Chair with no dissent.

a. **Board Committees**

Finance Committee

Dr. Lane as Chair; Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Morris, Ms. Stanley-Wallace

Quality Committee

Ms. Johnson as Chair, Dr. Morris as Vice-Chair; Dr. Bethala, Mr. Englande, Dr. Mercadel

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Executive Committee

Mr. Englande as Chair; Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Morris, Ms. Stanley-Wallace

Master Facility Plan (MFP) Ad Hoc Committee

Mr. DiGiovanni as Chair; Mr. Englande, Dr. Lane, Ms. Stanley-Wallace

Legal Ad Hoc Committee . . . corrected name to Legal Workgroup

Ms. Stanley-Wallace, Mr. Ganucheau

Partnership Negotiation Ad Hoc Committee . . . corrected name to Partnership Workgroup

Mr. Englande as Chair; Mr. DiGiovanni, Dr. Lane, Ms. Stanley-Wallace

b. SMH Foundation Board of Trustees Appointments

Discussion was led by Chair regarding the following appointments with no dissent.

Commissioners Trustee – *Georgia M. Johnson* (Board of Commissioners Chair Designee) to serve term at the pleasure of the Board Chair, effective February 1, 2022.

Hospital Trustee – *Sandy T. Badinger* (Chief Executive Officer) to serve term while employed as CEO

BOARD OF COMMISSIONERS OH PARTNERSHIP COMMITTEE/BOARD REPRESENTATIVES

Discussion was led By Chair regarding the following appointments with no dissent.

a. OH/SMH JOA Strategy and Oversight Committee

Mr. DiGiovanni, Mr. Englande, Dr. Lane, Ms. Stanley-Wallace

b. Northshore Extended Care Hospital LLC Board of Managers (Skilled/LTAC Joint Venture)

Dr. Morris, Ms. Badinger

c. NSR Louisiana, LLC Board of Managers (Rehab Joint Venture)

Mr. DiGiovanni, Ms. Badinger

BOARD OF DIRECTORS APPOINTMENTS – STPHSD NO. 2 SUBSIDIARY CORPORATION

a. Second District Hospital Company, Inc.

Nominations were made by Dr. Lane to elect Cyril V. Bethala, M.D., Joseph “Joe” DiGiovanni, Jr., Larry P. Englande, Sr., Georgia M. Johnson, Walter J. “Dub” Lane, Jr., Robert C. Mercadel, M.D., Tommy C. Morris, Jr., Shawn M. Paretti, and Kristen Stanley-Wallace to the Second District Hospital Company, Inc. Board of Directors. After a call for additional nominations and there being none, the nominations were closed.

A motion was then made by Dr. Lane and seconded by Dr. Mercadel to elect *Cyril V. Bethala, M.D., Joseph “Joe” DiGiovanni, Jr., Larry P. Englande, Sr., Georgia M. Johnson, Walter J. “Dub” Lane, Jr., Robert C. Mercadel, M.D., Tommy C. Morris, Jr., Shawn M. Paretti, and Kristen Stanley-Wallace* to the Second District Hospital Company, Inc. Board of Directors.

After full and complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

REPORTS AND PRESENTATIONS

a. SMH Foundation Board Update – Shawn Paretti, Commissioners Trustee

- **Annual Giving Campaign** – Reached 87.5% participation by Commissioners in 2022; goal again for 2023 is 100% participation.
- **3rd Annual Golf Tournament** – Friday, April 28, 2023 at Pinewood Country Club with 12:00 p.m. tee time.
- **Rooftop Rendezvous** – Saturday, November 4, 2023; options of actual location in parking garage being considered. The 2022 event details were also discussed.

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b. Chief Legal Officer – Gil Ganucheau

- **SMH Conflicts of Interest Policy Annual Statement** – Reviewed hospital’s Policy LD-710 relative to the annual disclosing of any conflicts of interests and requested Commissioners and Senior Leaders to complete/sign the acknowledgement statement distributed and return to Ms. Sponge. Specific questions can be answered by Mr. Ganucheau and signed statements will be kept on file in Administration and forwarded to Legal Department.

c. Chief Executive Officer – Sandy Badinger

- **Chamber of Commerce 2023** – Representing Slidell Memorial Hospital, Ms. Badinger has a board seat on the Chamber, not just membership and so excited to be a part of the parish-wide Chamber. A concerted effort to recruit individuals to the Chamber continues. There was a great turnout at recent Chamber event at the SMH Regional Cancer Center celebrating the new Linear Accelerator with 125 people in attendance. Several great comments from a couple of attendees from the west side of the Parish on what is happening here in Slidell with healthcare and the partnership.

d. Board Chair – Larry Englande

- **LHA Winter Healthcare Leadership Symposium** – Reminded everyone registered of the symposium on January 31 – February 1, 2023. Following your hotel check-in and lunch LHA is providing, the first guest speaker of symposium begins at 1:00 p.m. Later that evening, a dinner at Ruffino’s has been planned for our group, following the reception honoring Governor Edwards. The symposium will wrap up around 12:00 p.m. on the second day.

CONSENT AGENDA

A motion was made by Mr. DiGiovanni and seconded by Ms. Stanley-Wallace to approve the Consent Agenda as presented:

- a. Approve Board Meeting Minutes, December 22, 2022**
- b. MM-300 Antimicrobial Stewardship Program Policy Revision**
- c. Adopt Resolutions Regarding Authority of:**
 - **Chief Executive Officer (Badinger)**
 - **Chief Financial Officer (Bolander)**
 - **Director of Patient Financial Services (Gebo)**
 - **Director of Materials Management (Winters) and Purchasing Agent (Bilica)**
- d. Accept Quarterly Unaudited Finance Statement Highlights (Per Act 562/365)**
- e. Approve Contracts for January 2023 and Ratify Signed Contracts Received in December 2022**

There being no comments by the public and after complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

EXECUTIVE/STRATEGIC SESSION

There being no comments by the public and there being no further discussion, a motion was made by Dr. Morris and seconded by Mr. Paretti for the Board of Commissioners to go into Executive Session in order to receive the records and proceedings of the Hospital Medical Executive/Credentials Committee, reports, statistics, minutes and proceedings of the Hospital/Medical Staff Quality Assurance Committee, standing committees of the Board, and any other related records and documents, pursuant to La. R.S. 42:17, La. R.S. 42:16, and La. R.S. 44:7D, and those items considered key to strategic planning and marketing as provided by La. R.S. 46:1073.

Vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

The Board of Commissioners went into Executive Session at 6:28 p.m.

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Dr. Riddell and Dr. Leblanc exited the meeting after giving Ochsner Update and Physician Recruitment Report during early part of executive session.

RETURN TO OPEN SESSION

A motion was made by Dr. Morris and seconded by Mr. DiGiovanni for the Board of Commissioners to return to open session.

Vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

The Board of Commissioners returned to Open Session at 7:55 p.m.

MEDICAL STAFF AND ALLIED HEALTH PROFESSIONAL PRIVILEGES

A motion was made by Dr. Bethala and seconded by D. Morris to approve the Medical Staff and Allied Health Professional Privileges as presented.

There being no comments and after complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

OH/SMH JOINT OPERATING AGREEMENT FINANCIAL REPORT

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to accept the monthly OHS/SMH Joint Operating Agreement Financial Report as presented.

There being no comments and after complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

SMH FINANCIAL REPORT

A motion was made by Dr. Lane and seconded by Ms. Stanley-Wallace to accept the monthly SMH Financial Report as presented.

There being no comments and after complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

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SENIOR MANAGEMENT TEAM (EXECUTIVE) PERFORMANCE INCENTIVE COMPENSATION PLAN FY 2022 METRIC RESULTS

A motion was made by Dr. Lane and seconded by Dr. Morris to approve the Senior Management Team (Executive) Performance Incentive Compensation Plan FY 2022 Metric Goals Final Results; authorizing partial payment of 50% with the remaining 50% payable after completion of the annual financial audit as presented.

There being no comments and after complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande, (Chair)

Absent: None

The motion passed.

SENIOR MANAGEMENT TEAM (EXECUTIVE) PERFORMANCE INCENTIVE COMPENSATION PLAN FY 2023 METRIC GOALS

A motion was made by Dr. Lane and seconded by Dr. Mercadel to approve the Senior Management Team (Executive) Performance Incentive Compensation Plan FY 2023 Metric Goals as presented.

There being no comments and after complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

CONSENT AGENDA

With removal of item “i.” below for separate discussion/vote, a motion was made by Mr. DiGiovanni and seconded by Dr. Lane to approve the Consent Agenda as presented:

- a. **Accept Draft of Finance Committee Minutes, January 23, 2023**
- b. **Approve Draft of Executive Committee Minutes, January 23, 2023**
- c. **Accept Draft of Quality Committee Minutes, January 25, 2023**
- d. **Accept Quality Report (Hospital)**
- e. **Accept Louisiana Home Care Financial Report**
- f. **Accept Northshore Extended Care Financial Hospital Report (“NSECH”-Skilled/LTAC Joint Venture)**
- g. **Accept Northshore Rehabilitation Hospital Financial Report (“NSR”-Rehab Joint Venture)**
- h. **Accept Community Benefits Summary**
- i. ~~Approve Marketing/Strategic Contracts for January 2023 and Ratify Signed Marketing/Strategic Contracts Received in December 2022~~ – *pulled from consent agenda for separate vote*

There being no comments and after complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

MARKETING/STRATEGIC CONTRACTS FOR JANUARY 2023 AND RATIFY SIGNED MARKETING/STRATEGIC CONTRACTS RECEIVED IN DECEMBER 2022

A motion was made by Ms. Stanley-Wallace and seconded by Dr. Morris to approve the Marketing/Strategic Contracts for January 2023 *with removal of C#8513* and to ratify Signed Marketing/Strategic Contracts received in December 2022 as presented.

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There being no comments and after complete discussion, vote was held as follows:

Affirmative – Yea: Dr. Bethala, Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Paretti, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: None

The motion passed.

ITEMS FOR DISCUSSION AND FINAL COMMENTS

Reminder of the annual meeting of the Second District Hospital Co., Inc. Board of Directors which will begin after this meeting.

On behalf of the entire Board and Senior Leadership Team, Mr. Englande and Ms. Badinger expressed their appreciation to outgoing Chairman, Joe DiGiovanni, and presented him with a recognition certificate for his dedication and service to this Board and to Slidell Memorial Hospital and community. There were many challenging times to work through, including COVID-19, hurricanes, etc., during his time as Chairman and the tremendous amount of his time in devotion to the Hospital has been greatly appreciated.

ADJOURNMENT

There being no final comments or further discussion, a motion was made by Dr. Morris and seconded by Dr. Mercadel to adjourn. The motion passed unanimously and the meeting was adjourned at 8:02 p.m.

(original signature on file)
LARRY P. ENGLANDE, SR.
CHAIR

(original signature on file)
WALTER J. “DUB” LANE JR.
SECRETARY

(Minutes approved by Board of Commissioners on February 27, 2023)