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

MONDAY - FEBRUARY 27, 2023 - 6:00 P.M.

SLIDELL MEMORIAL HOSPITAL FOUNDERS BUILDING CONFERENCE ROOM (1^{ST} 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, February 27, 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. Bill Newton (Orienting/Non-Voting Commissioner)

Mr. Shawn Paretti

Ms. Kristen Stanley-Wallace

THOSE BOARD MEMBERS ABSENT:

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 Esponge, 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

Mr. Butch Eavenson, QHR Health *

Mr. Dan Hamman, OHR Health *

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. Englande, Chair.

DECLARATION OF QUORUM

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

PRAYER

Mr. Ganucheau delivered the invocation.

PLEDGE OF ALLEGIANCE

Mr. Englande led in reciting the Pledge of Allegiance.

RECOGNITION OF GUESTS

Mr. Englande welcomed all guests in attendance.

NEXT BOARD MEETING

The next regular monthly Board of Commissioners meeting is scheduled for Monday, March 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 COMMITTEE APPOINTMENTS

Mr. Englande made additional Board of Commissioners Committee Appointments in accordance with the Board Bylaws Article III Section 2 with no dissent and encouraged other Commissioners to advise him if they would also like to be a part of any of the Board Committees.

a. Board Committees

Finance Committee – Mr. Paretti, effective February 23, 2023

Mr. Newton, effective with his term beginning July 1, 2023

Quality Committee - Mr. Newton, effective with his term beginning July 1, 2023

REPORTS AND PRESENTATIONS

- a. Chief Executive Officer Sandy Badinger
 - St. Tammany Parish Council Members List was distributed containing public contact information.
- b. Board Chair Larry Englande
 - Louisiana Hospital Association Winter Healthcare Leadership Symposium Report (Per Act 562/365) Attended by Commissioners DiGiovanni, Englande, Johnson, Lane, Newton-*orienting*, and Stanley-Wallace. Also attended by several senior leaders (Ms. Badinger, Mr. Bolander, Ms. Chitwood, Mr. Ganucheau, Mr. Lott, Ms. Sanchez, and Ms. Walker).

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
 - January 30, 2023 (Regular Meeting)
 - February 23, 2023 (Special Meeting)
- b. Adopt Louisiana Legislator Auditor's Compliance Questionnaire for 2022 Audit Period
- c. Adopt Resolutions Regarding Authorization of Bank Depository (Board Officer Changes)
- d. Approve Policy Revisions
 - LD-350 Contracts
 - LD-520 Code of Conduct
 - LD-540 Employment of Relative (Nepotism) of Board Members and the Senior Mgmt Team
 - LD-580 Business Courtesies to Potential Referral Sources
 - PC-124 EMTALA (Emergency Medical Screening, Stabilization, Treat and Transfer)
- e. Approve Contracts for February 2023 and Ratify Signed Contracts Received in January 2023

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 Mr. Paretti and seconded by Dr. Morris 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.

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The Board of Commissioners went into Executive Session at 6:08 p.m.

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

Mr. Eavenson and Mr. Hamman, who joined via videoconference briefly, exited the meeting after giving presentation in middle part of executive session.

RETURN TO OPEN SESSION

A motion was made by Mr. DiGiovanni and seconded by Dr. Lane 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 7:52 p.m.

MEDICAL STAFF AND ALLIED HEALTH PROFESSIONAL PRIVILEGES

A motion was made by Dr. Bethala and seconded by Dr. Mercadel 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 Ms. Stanley-Wallace 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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OH/SMH JOINT OPERATING AGREEMENT (JOA) INTEGRATION

A motion was made by Dr. Lane and seconded by Ms. Johnson to approve the further integration of the Joint Operations of SMH and OMCNS as presented and to authorize the Chairman to negotiate and execute any and all documents necessary to effectuate same.

There being no comments and after complete discussion, and with recusal by Dr. Bethala and Dr. Mercadel, vote was held as follows:

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Morris, Mr. Paretti,

Ms. Stanley-Wallace

Negative – Nay: None Abstain: None Absent: None The motion passed unanimously.

CONSENT AGENDA

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

- a. Accept Draft of Quality Committee Minutes, February 22, 2023
- b. Accept Draft of Finance Committee Minutes, February 23, 2023
- c. Accept Quality Report (Hospital)
- d. Accept Quarterly Quality Report (SMH Physicians Network)
- e. Accept Louisiana Home Care Financial Report
- f. Accept Northshore Extended Care Hospital Financial Report ("NSECH"-Skilled/LTAC Joint Venture)
- g. Accept Northshore Rehabilitation Hospital Financial Report ("NSR"-Rehab Joint Venture)
- h. Accept FY 2022 Independent Audit Preparation and Reporting Plan
- i. Approve Marketing/Strategic Contracts for February 2023 and Ratify Signed Marketing/Strategic Contracts Received in January 2023

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.

ITEMS FOR DISCUSSION AND FINAL COMMENTS

Mr. Englande thanked everyone involved for the many hours put in on studying further integration opportunities which will benefit the patients in our community. Ms. Badinger also expressed her appreciation as there were a lot of documents reviewed as well as required due diligence.

Ms. Johnson handed out a listing of upcoming events, some of which are sponsored by or benefit our SMH Foundation.

ADJOURNMENT

There being no final comments or further discussion, a motion was made by Dr. Morris and seconded by Ms. Johnson to adjourn. The motion passed unanimously and the meeting was adjourned at 7:58 p.m.

<u>(original signature on file)</u> LARRY P. ENGLANDE, SR. CHAIR (original signature on file)
WALTER J. "DUB" LANE JR.
SECRETARY

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