

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

MONDAY - APRIL 24, 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, April 24, 2023.

THOSE BOARD MEMBERS IN ATTENDANCE:

Mr. Joseph “Joe” DiGiovanni
Mr. Larry Englande
Ms. Georgia Johnson *(arrived at 6:20 p.m.)*
Dr. Walter “Dub” Lane
Dr. Robert Mercadel *(arrived at 6:03 p.m.)*
Dr. Tommy Morris
Mr. Bill Newton, *Orienting/Non-Voting Commissioner*
Mr. Shawn Paretti *(arrived at 6:07 p.m.)*
Ms. Kristen Stanley-Wallace

THOSE BOARD MEMBERS ABSENT: (* joined via video/teleconference; not counted in quorum)

Dr. Cyril Bethala

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 Ganuchau, Chief Legal Officer
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 *
Ms. Marisa Stubbs, SMH Business Development

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. Ganuchau 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.

Dr. Mercadel arrived at 6:03 p.m.

COMMENDATION – Kimberly Walker, Chief Nursing Officer

On behalf of the entire Board of Commissioners and Senior Leadership Team, Mr. Englande and Ms. Badinger presented commendation to Ms. Walker in appreciation of her service the last two years as Chief Nursing Officer – Slidell Division (SMH and OMCNS campuses). As her time of employment included challenges of COVID-19 pandemic, staffing issues, and ICU integration, she continued to push through while leading in strides of great quality. Her commitment and dedicated service to our community goes unnoticed and is appreciated by all.

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NEXT BOARD MEETING

The next regular monthly Board of Commissioners meeting is scheduled for Thursday, May 25, 2023 at 6:00 p.m. in the Slidell Memorial Hospital Founders Building Conference Room (1st Floor), 1150 Robert Blvd., Slidell, LA.

REPORTS AND PRESENTATIONS

- a. **Chief Legal Officer – Gil Ganucheau**
 - **Louisiana Board of Ethics Annual Tier 2.1 Financial Disclosure Statement** – Reminder given to all Commissioners and CEO to file their annual Form 417 and others who may have a financial relationship with the hospital other than being a Board member to file Form 405 by deadline of 5/15/23 for calendar year 2022.
- b. **Chief Executive Officer – Sandy Badinger**
 - **Louisiana Hospital Association Summer Conference** – Ms. Badinger stated that although typically, all of the senior leaders attend, a decision was made that only Gil, Pat and herself would be attending this year. It was felt with the July 1 very significant go-live, the reminder of leaders should remain on campus and that if needed, she also would also stay back as well.
- c. **Board Chair – Larry Englande**
 - **Louisiana Hospital Association Summer Conference** – Reminder given of July 24-26, 2023 conference and Commissioners were requested to complete attendance questionnaire and return to Ms. Esponge no later than May 1st for proper handling of online registrations and hotel reservations.

Mr. Paretti arrived at 6:07, during CEO's report above.

CONSENT AGENDA

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to approve the Consent Agenda as presented:

- a. **Approve Board Meeting Minutes**
 - **March 27, 2023** (*Regular Meeting*)
 - **April 3, 2023** (*Special Meeting w/SOC*)
- b. **Accept Risk Management Plan 2023**
- c. **Accept Utilization Management Plan 2023**
- d. **Accept Quarterly Unaudited Finance Statement Highlights** (Per Act 562/365)
- e. **Ratify Signed Contracts Received in March 2023**

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

Affirmative – Yea: Mr. DiGiovanni, Dr. Lane, Dr. Mercadel, Dr. Morris, Mr. Paretti, Ms. Stanley-Wallace
Negative – Nay: None
Abstain: Mr. Englande (Chair)
Absent: Dr. Bethala, Ms. Johnson

The motion passed.

EXECUTIVE/STRATEGIC SESSION

There being no comments by the public and there being no further discussion, a motion was made by Ms. Stanley-Wallace and seconded by Dr. Mercadel 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: Mr. DiGiovanni, Dr. Lane, Dr. Mercadel, Dr. Morris, Mr. Paretti, Ms. Stanley-Wallace
Negative – Nay: None
Abstain: Mr. Englande (Chair)
Absent: Dr. Bethala, Ms. Johnson

The motion passed.

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

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

Ms. Johnson arrived at 6:20 p.m. during executive session.

RETURN TO OPEN SESSION

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

Vote was held as follows:

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala

The motion passed.

The Board of Commissioners returned to Open Session at 6:52 p.m.

MEDICAL STAFF AND ALLIED HEALTH PROFESSIONAL PRIVILEGES

A motion was made by Dr. Mercadel and seconded by Ms. Stanley-Wallace to approve the Medical Staff and Allied Health Professional Privileges as presented.

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

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala

The motion passed.

OH/SMH JOINT OPERATING AGREEMENT FINANCIAL REPORT

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

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

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala

The motion passed.

SMH FINANCIAL REPORT

A motion was made by Dr. Lane and seconded by Dr. Mercadel to accept the monthly SMH Financial Report as presented.

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

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala

The motion passed.

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CONSENT AGENDA

A motion was made by Mr. DiGiovanni and seconded by Dr. Morris to approve the Consent Agenda as presented:

- a. Accept Draft of Finance Committee Minutes, April 17, 2023**
- b. Accept Draft of Quality Committee Minutes, April 20, 2023**
- c. Accept Quality Report (Hospital)**
- d. Accept Human Resources Annual Report**
- e. Accept Northshore Extended Care Hospital Financial Report (“NSECH”-Skilled/LTAC Joint Venture)**
- f. Accept Northshore Rehabilitation Hospital Financial Report (“NSR”-Rehab Joint Venture)**
- g. Accept Community Benefits Summary**
- h. Approve Marketing/Strategic Contracts for April 2023 and Ratify Signed Marketing/Strategic Contracts Received in March 2023**

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

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala

The motion passed.

ITEMS FOR DISCUSSION AND FINAL COMMENTS

Ms. Johnson provided handout with recent updates from the SMH Foundation and stated her goal is to have 100% contribution participation by the Commissioners. The handout contained various ways to give. Mr. Paretti added that donating/reserving spots to the golf tournament or the rooftop event, does not count towards the annual giving campaign. Mr. Englande also encouraged all to support the SMH Foundation.

ADJOURNMENT

There being no final comments by the public 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 6:58 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 May 25, 2023)