

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

**THURSDAY - MAY 25, 2023 - 6:00 P.M.**  
**SLIDELL MEMORIAL HOSPITAL FOUNDERS BUILDING**  
**CONFERENCE ROOM (1<sup>ST</sup> Floor), 1150 ROBERT BLVD., SLIDELL, LA**

The meeting of the St. Tammany Parish Hospital Service District No. 2 Board of Commissioners was held on Thursday, May 25, 2023.

**THOSE BOARD MEMBERS IN ATTENDANCE:**

Mr. Joseph “Joe” DiGiovanni  
Mr. Larry Englande  
Ms. Georgia Johnson (*arrived at 6:02 p.m.*)  
Dr. Walter “Dub” Lane  
Dr. Robert Mercadel (*arrived at 6:30 p.m.*)  
Dr. Tommy Morris (*arrived at 6:11 p.m.*)  
Mr. Bill Newton, *Orienting/Non-Voting Commissioner*  
Mr. Shawn Paretti  
Ms. Kristen Stanley-Wallace

**THOSE BOARD MEMBERS ABSENT:**

Dr. Cyril Bethala

**THOSE ALSO PRESENT:**

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  
Mr. Ray Holmes, Interim Chief Nursing Officer  
Dr. Matthew McElveen, Vice President Medical Affairs-SMH Physicians Network  
Dr. James Newcomb, Vice President Medical Affairs  
Ms. Holly Sanchez, Chief Administrative Officer

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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.

*Ms. Johnson arrived at 6:02 p.m.*

**INTRODUCTION OF RAY HOLMES, INTERIM CHIEF NURSING OFFICER-SLIDELL DIVISION**

Ms. Badinger gave a brief introduction of Mr. Holmes, AVP of Nursing, who will be acting as Interim Chief Nursing Officer of the Slidell Division.

**RECOGNITION OF COMMISSIONER – SHAWN M. PARETTI**

Mr. DiGiovanni and Ms. Badinger recognized Commissioner Shawn M. Paretti and on behalf of the Board of Commissioners, Senior Management Team, hospital staff and medical staff, presented him with personalized plaque in recognition of his outstanding service to Slidell Memorial Hospital’s Board of Commissioners during his four-year term. Mr. Paretti thanked everyone and extended his appreciation for all the assistance he received from the staff during the on-boarding process and during his four-year term as Commissioner. He expressed what a great learning

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experience he had, especially in going through staff changes/promotions, Covid-19 pandemic, and hurricane(s). Mr. Paretti extended his best wishes to the Board and Senior Leaders going forward.

**NEXT BOARD MEETINGS**

The next Board of Commissioners meetings will be held at 6:00 p.m. in the Slidell Memorial Hospital Founders Building Conference Room (1<sup>st</sup> Floor), 1150 Robert Blvd., Slidell, LA.

- a. **Special Meeting on June 5, 2023** – held quarterly in conjunction with the OH/SMH JOA Strategy and Oversight Committee
- b. **Regular Meeting on June 26, 2023** – held monthly

**REPORTS AND PRESENTATIONS**

a. **Board Vice-Chair – Joe DiGiovanni**

- **Special Award** – Announcement made of Sandy Badinger’s upcoming recognition as a Paul Harris Fellow in June 2023. The Paul Harris Fellow (named after the founder of Rotary and considered one of the highest honors) is a recognition awarded by the Rotary Foundation to individuals who have made significant contributions to their communities and also serves as an acknowledgement of the individual’s alignment with the values of Rotary.

b. **Chief Executive Officer – Sandy Badinger**

- **New Community Group** – In light of the OMCNS Governing Board being disbanded and the current value of members who sat on this Board, a proposal was made to begin holding an informal meeting with this same group (name to be determined) at 5:00 p.m. each month, prior to the SMH Board meeting. These are well-respected members of the community and it would be most beneficial to bring this group together each month to talk about both SMH and OMCNS campuses they could share within their communities. This new group would not have a SMH BOC representative, although any Commissioner (not to exceed 4) is welcomed to attend on occasion.

*Dr. Morris arrived at 6:11 p.m.*

c. **Board Chair – Larry Englande**

- **REMINDER of Louisiana Hospital Association Summer Conference** – July 24-26, 2023 at the Perdido Beach Resort Hotel in Orange Beach, Alabama

**INFUSION PUMPS AND INTEGRATED SOFTWARE**

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to approve the Infusion Pumps and Integrated Software capital expenditure at a cost not to exceed \$1,806,557.00 and to authorize the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, or any of them, to execute an agreement between Slidell Memorial Hospital and GPO vendor selected for said project 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. Paretti,  
Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala

The motion passed.

**HVAC AIR HANDLER UNIT REPLACEMENT (3<sup>rd</sup> Floor)**

**REQUEST FOR PROPOSALS AUTHORIZATION**

A motion was made by Dr. Lane and seconded by Dr. Morris to authorize issuance of Request For Proposals for the HVAC Air Handler Unit Replacement (3rd Floor) project 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. Paretti,  
Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala

The motion passed.

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**MICROBIOLOGY AREA EXPANSION PROJECT (SMH Main Laboratory)**

A motion was made by Dr. Lane and seconded by Mr. Paretti to approve budget, accept proposals and to award the construction contract to John Finch Construction to complete construction of the project identified as “Microbiology Area Expansion in the SMH Main Laboratory, RFP #23-04-01R” for the contract sum of Twenty Seven Thousand Seven Hundred Ten Dollars (\$27,710.00) in addition to other associated costs of \$25,030.00 for the said project totaling \$52,740.00; and for a resolution to authorize the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, or any of them, to execute an agreement between the District and John Finch Construction; to appoint said Contractor as agent of the District when purchasing materials to be used in the construction of said project; to authorize execution of “Designation of Construction Contractor as Agent of Governmental Entity and Exemption Certificate” for the subcontractors, identified by Contractor and approved by Slidell Memorial Hospital, involved in construction of said project; and to authorize execution of such documents and to have such additional authority as necessary and appropriate to accomplish the intent of this resolution 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. Paretti,  
Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala

The motion passed.

**CONSENT AGENDA**

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

**a. Approve Board Meeting Minutes, April 24, 2023**

**b. Ratify Signed Contracts Received in April 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.

**EXECUTIVE/STRATEGIC SESSION**

There being no comments by the public and there being no further discussion, a motion was made by Mr. DiGiovanni 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: 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.

**The Board of Commissioners went into Executive Session at 6:19 p.m.**

*Dr. Mercadel arrived at 6:30 p.m. during early part of executive session*

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

**BOARD OF COMMISSIONERS PARTNERSHIP WORKGROUP**

*Mr. Englande deactivated the Board's Partnership Workgroup as there is no longer a need to hold these meetings. This statement was made during executive session.*

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**RETURN TO OPEN SESSION**

A motion was made by Ms. Stanley-Wallace and seconded by Mr. DiGiovanni 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 7:29 p.m.**

**MEDICAL STAFF AND ALLIED HEALTH PROFESSIONAL PRIVILEGES**

A motion was made by Mr. DiGiovanni and seconded by Ms. Stanley-Wallace 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: 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.

**SLIDELL MEMORIAL HOSPITAL (SMH) EAST BRANDING MOCK UP**

Discussion only with no action taken.

**OH/SMH JOINT OPERATING AGREEMENT FINANCIAL REPORT**

A motion was made by Dr. Lane and seconded by Ms. Johnson 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: 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. Morris to accept the monthly SMH Financial Report as presented.

There being no comments 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.

**HVAC AIR HANDLER UNIT REPLACEMENT (3<sup>rd</sup> Floor)**

**BUDGET APPROVAL**

A motion was made by Dr. Lane and seconded by Mr. Paretto to approve the budget for the HVAC Air Handler Unit Replacement (3rd Floor) project as presented.

There being no comments 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 Dr. Lane and seconded by Ms. Stanley-Wallace to approve the Consent Agenda as presented:

- a. Approve Draft of Master Facility Plan Ad Hoc Committee Minutes, May 15, 2023**
- b. Accept Draft of Finance Committee Minutes, May 22, 2023**
- c. Accept Draft of Quality Committee Minutes, May 22, 2023**
- d. Accept Master Facility Plan Report**
- e. Accept Quality Report (Hospital)**
- f. Accept Quality Report (SMH Physicians Network)**
- g. Accept Louisiana Home Care Financial Report**
- h. Accept Northshore Extended Care Hospital Financial Report (“NSECH”-Skilled/LTAC Joint Venture)**
- i. Accept Northshore Rehabilitation Hospital Financial Report (“NSR”-Rehab Joint Venture)**
- j. Accept Compliance Report**
- k. Approve Marketing/Strategic Contracts for May 2023 and Ratify Signed Marketing/Strategic Contracts Received in April 2023**

There being no comments 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.

**ADJOURNMENT**

There being no final comments or further discussion, a motion was made by Dr. Morris and seconded by Mr. Paretto to adjourn. The motion passed unanimously and the meeting was adjourned at 7:31 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 June 26, 2023)*