

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

MONDAY - JUNE 26, 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, June 26, 2023.

THOSE BOARD MEMBERS IN ATTENDANCE:

Mr. Joseph "Joe" DiGiovanni
Mr. Larry Englande
Dr. Walter "Dub" Lane
Dr. Robert Mercadel
Dr. Tommy Morris
Mr. James "Bill" Newton, *Orienting/Non-Voting Commissioner*
Ms. Kristen Stanley-Wallace

THOSE BOARD MEMBERS ABSENT:

Dr. Cyril Bethala
Ms. Georgia Johnson
Mr. Shawn Paretti

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
Mr. Ray Holmes, Interim Chief Nursing Officer
Dr. James Newcomb, Vice President Medical Affairs
Ms. Holly Sanchez, Chief Administrative Officer *

Mr. Lester Richoux, LaPorte CPAs and Advisors
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. 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.

NEXT BOARD MEETING

The next regular monthly Board of Commissioners meeting is scheduled for Thursday, July 20, 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 OATHS OF OFFICE

- a. **James W. “Bill” Newton** – New appointment; oath administered on June 26, 2023 for 1st four year term commencing July 1, 2023 and ending June 30, 2027. Expired term vacated by Shawn M. Paretti. Mr. Newton, who was orienting the past few months, will serve as a voting Commissioner on July 1.
- b. **Joseph “Joe” DiGiovanni, Jr.** – Re-appointment; oath administered on June 26, 2023 for 3rd and final four year term commencing July 1, 2023 and ending June 30, 2027.
- c. **Kristen R. Stanley-Wallace** – Re-appointment; oath administered on June 26, 2023 for 2nd four year term commencing July 1, 2023 and ending June 30, 2027.

REPORTS AND PRESENTATIONS

- a. **Commissioners Trustee – Georgia Johnson, Commissioners Trustee**
 - **SMH Foundation Board Update** – Report included BOC contribution status, donation/support activities, Foundation events (prior and upcoming), funding, and community items.
- b. **Chief Legal Officer – Gil Ganucheau**
 - **Required Annual Training** – Six courses have been assigned for completion via the OLN Education Portal with others to be added later in the year. A request was made to complete by August 30, 2023. Printed copies of the access instructions were distributed and are also housed on the Board’s NBV portal.
- c. **Board Chair – Larry Englande**
 - **Board Retreat Planning** – Will be scheduled in the Fall (perhaps in late September or late October) and will be held off-site. Currently in beginning stage of planning so proposed dates will be sent out when made available. Dr. Riddell indicated that Ochsner may be able to assist with content and speakers.
 - **REMINDER of Louisiana Hospital Association Summer Conference** – July 24-26, 2023 at the Perdido Beach Resort Hotel in Orange Beach, Alabama. Information packets containing confirmations on registrations, overnight accommodations, etc. were distributed to all registered attendees.

FY 2022 INDEPENDENT AUDITOR’S REPORT ON AUDITED FINANCIAL STATEMENTS, SINGLE AUDIT, AND STATEWIDE AGREED-UPON PROCEDURES

Upon Mr. Richoux presenting report and leading discussion, a motion was made by Dr. Lane and seconded by Ms. Stanley-Wallace to accept the FY 2022 Independent Auditor’s Report on Audited Financial Statements, Single Audit, and Louisiana Legislative Auditor’s Statewide Agreed-Upon Procedures as presented.

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, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretti

The motion passed.

RESOLUTION REGARDING AUTHORITY OF CHIEF FINANCIAL OFFICER OF OCHSNER CLINIC FOUNDATION (Scott Posecai)

A motion was made by Dr. Lane and seconded by Ms. Stanley-Wallace to adopt a resolution regarding Authority of Chief Financial Officer of Ochsner Clinic Foundation (Scott Posecai) for the management and operation of the Slidell Memorial Hospital Managed Care Program as presented.

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, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretti

The motion passed.

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CONSENT AGENDA

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

a. Approve Board Meeting Minutes

- **May 25, 2023** (*Regular Meeting*)
- **June 5, 2023** (*Special Meeting w/SOC*)

b. Ratify Signed Contracts Received in May 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, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretto

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 Ms. Stanley-Wallace 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, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretto

The motion passed.

The Board of Commissioners went into Executive Session at 6:13 p.m.

Dr. Riddell 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. Lane and seconded by Dr. Mercadel for the Board of Commissioners to return to open session.

Vote was held as follows:

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretto

The motion passed.

The Board of Commissioners returned to Open Session at 6:47 p.m.

MEDICAL STAFF AND ALLIED HEALTH PROFESSIONAL PRIVILEGES

A motion was made by Dr. Mercadel and seconded by Dr. 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: Mr. DiGiovanni, Dr. Lane, Dr. Mercadel, Dr. Morris, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretto

The motion passed.

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ADDITION TO AGENDA

A motion was made by Dr. Lane and seconded by Ms. Stanley-Wallace to add an agenda item as presented.

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

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

Negative – Nay: None

Abstain: None

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretti

The motion passed unanimously.

OH/SMH JOINT OPERATING AGREEMENT SETTLEMENT REPORT, YEAR 2022

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to accept the OH/SMH Joint Operating Agreement Settlement Report for Year 2022 as presented.

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

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretti

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: Mr. DiGiovanni, Dr. Lane, Dr. Mercadel, Dr. Morris, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretti

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, Dr. Lane, Dr. Mercadel, Dr. Morris, Ms. Stanley-Wallace

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretti

The motion passed.

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

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to approve the Senior Management Team (Executive) Performance Incentive Compensation Plan FY 2021 Metric Final Results and remaining 50% payment as presented.

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

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Paretti

The motion passed.

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CONSENT AGENDA

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

- a. Accept Draft of Finance Committee Minutes, June 19, 2023**
- b. Accept Draft of Quality Committee Minutes, June 22, 2023**
- c. Accept Quality Report (Hospital)**
- d. Accept Louisiana Home Care Financial 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. Approve Marketing/Strategic Contracts for June 2023 and Ratify Signed Marketing/Strategic Contracts Received in May 2023**

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

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

Negative – Nay: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Ms. Johnson, Mr. Parette

The motion passed.

ADJOURNMENT

There being no final comments or further discussion, a motion was made by Dr. Morris and seconded by Ms. Stanley-Wallace to adjourn. The motion passed unanimously and the meeting was *adjourned at 6:50 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 July 20, 2023)