

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

MONDAY - AUGUST 28, 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, August 28, 2023.

THOSE BOARD MEMBERS IN ATTENDANCE:

Mr. Joseph “Joe” DiGiovanni
Mr. Larry Englande
Ms. Georgia Johnson
Dr. Walter “Dub” Lane
Dr. Robert Mercadel (*arrived at 6:42 p.m.*)
Dr. Tommy Morris
Ms. Kristen Stanley-Wallace

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

Dr. Cyril Bethala
Mr. James “Bill” Newton

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
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

Ms. Stephanie Ferry, Raymond James & Associates
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
Mr. C. Grant Schlueter, Foley & Judell, LLP

CALL TO ORDER

The meeting was called to order at 6:05 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 MEETINGS

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

- a. **Special Meeting on September 5, 2023**held quarterly in conjunction with the OH/SMH JOA Strategy and Oversight Committee
- b. **Regular Meeting on September 25, 2023**...held monthly

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REPORTS AND PRESENTATIONS

- a. **Commissioners Trustee – Georgia Johnson, Commissioners Trustee**
 - **SMH Foundation Board Update** – Report included contribution status by employees and Board, donation/support activities, and upcoming Foundation fundraising events in the community. Both Board and Staff contributions are down and not meeting goal. With reference to the Midnight Madness Softball Tournament in late October, we may want to consider getting a softball team together.
- b. **Chief Legal Officer – Gil Ganucheau**
 - **SMH Annual Training Reminder** – Reminder given of six required courses to be completed by 8/31/23 via the OLN education portal. A couple of others will be added before the end of the year, including Ethics and Sexual Harassment type courses which will need completion by 12/31/23. Instructions to access the OLN portal were handed out and can also be obtained via your Nasdaq Boardvantage Portal under Miscellaneous Info folder.
- c. **Chief Executive Officer – Sandy Badinger**
 - **Nightingale Award Nominees** – There are five nurses across the Region who were nominated, three being here in Slidell. Board member, Ms. Johnson was also nominated for her contributions to quality and Slidell Memorial Hospital was nominated for the hospital of the year (161+ beds). Louisiana State Nurses Association will soon be holding the award event and representatives from both the East and West Regions will be in attendance. Congratulations was extended to Ms. Johnson.
- d. **Board Chair – Larry Englande**
 - **Louisiana Hospital Association Summer Conference Report (Per Act 562/365)** – Attended by Commissioners Mr. DiGiovanni, Mr. Englande, Ms. Kristen Stanley-Wallace; also attended by several senior leaders (Ms. Badinger, Mr. Bolander, Mr. Ganucheau, and Ms. Sanchez). Presentations from the conference have been uploaded to the Board Portal for review. LHA’s Winter Symposium will be coming up in late January 2024 and Board members were encouraged to attend.
 - **Board of Commissioners Committee Renaming** – The Board Committee formerly known as Master Facility Plan Ad Hoc Committee will now be called Master Facility Plan (MFP) Committee with meetings to be held on a quarterly basis and more often if needed, while undergoing major facility projects.

CONSENT AGENDA

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

- a. **Approve Board Meeting Minutes, July 20, 2023**
- b. **Ratify Signed Contracts Received in July 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. Morris, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Dr. Mercadel, Mr. Newton

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Dr. Mercadel, Mr. Newton

The motion passed.

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The Board of Commissioners went into Executive Session at 6:16 p.m.

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

Dr. Mercadel arrived at 6:42 p.m. during 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: Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. Newton

The motion passed.

The Board of Commissioners returned to Open Session at 7:53 p.m.

BUILDING SIGNAGE

A motion was made by Dr. Lane and seconded by Ms. Johnson to approve cobranding of Medical Office Building II (MOB II) and branding of clinics located in MOB II and Founders Building 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, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. Newton

The motion passed.

NORTHSHORE REHABILITATION HOSPITAL (“NSR”-Rehab Joint Venture)

DISCRETIONARY FUTURE CAPITAL CONTRIBUTION

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to approve payment of the “Discretionary Future Capital Contribution” call approved by the Management Board of NSR Louisiana, LLC, in the amount of \$220,300.00, pursuant to Section 2.2 of the Amended and Restated Limited Liability Company Operating Agreement of SMR Louisiana, LLC 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, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. Newton

The motion passed.

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 and after complete discussion, vote was held as follows:

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. Newton

The motion passed.

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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, Ms. Stanley-Wallace
Negative – No: None
Abstain: Mr. Englande (Chair)
Absent: Dr. Bethala, Mr. Newton

The motion passed.

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

A motion was made by Dr. Lane and seconded by Ms. Stanley-Wallace to approve the Senior Management Team (Executive) Performance Incentive Compensation Plan FY 2023 Metric Goals Revision (post integration) 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, Ms. Stanley-Wallace
Negative – No: None
Abstain: Mr. Englande (Chair)
Absent: Dr. Bethala, Mr. Newton

The motion passed.

ADDITION TO AGENDA

A motion was made by Ms. Stanley-Wallace and seconded by Dr. Morris to add an agenda item as presented. There being no comments and after complete discussion, vote was held as follows:

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

The motion failed to pass unanimously.

CONSENT AGENDA

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

- a. Accept Draft of Master Facility Plan Ad Hoc Committee Minutes, August 14, 2023**
- b. Accept Draft of Finance Committee Minutes, August 21, 2023**
- c. Accept Draft of Quality Committee Minutes, August 23, 2023**
- d. Accept Master Facility Plan Report, Qtr 3**
- e. Accept Quality Report (Hospital)**
- f. Accept Quality Report (SMH Physicians Network)**
- g. Accept Clinical Contracts Annual Report**
- h. Accept Louisiana Home Care Financial Report**
- i. Accept Northshore Extended Care Hospital Financial Report (“NSECH”-Skilled/LTAC Joint Venture)**
- j. Accept Northshore Rehabilitation Hospital Financial Report (“NSR”-Rehab Joint Venture)**
- k. Approve Marketing/Strategic Contracts for August 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, Ms. Stanley-Wallace
Negative – No: None
Abstain: Mr. Englande (Chair)
Absent: Dr. Bethala, Mr. Newton

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 7:57 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 September 25, 2023)