

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

THURSDAY - NOVEMBER 30, 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 Thursday, November 30, 2023.

THOSE BOARD MEMBERS IN ATTENDANCE:

Mr. Larry Englande
Ms. Georgia Johnson
Dr. Walter “Dub” Lane
Dr. Robert Mercadel
Dr. Tommy Morris
Mr. James “Bill” Newton
Ms. Kristen Stanley-Wallace

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

Dr. Cyril Bethala
Mr. Joseph “Joe” DiGiovanni

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, 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

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 6:05 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 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 December 19, 2023** – held quarterly in conjunction with the OH/SMH JOA Strategy and Oversight Committee
- b. **Regular Meeting on December 21, 2023** – held monthly

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REPORTS AND PRESENTATIONS

a. Chief Legal Officer – Gil Ganucheau

- **SMH Annual Training Reminder** – Several required courses are to be completed by 12/31/23 via the OLN education portal which now includes Ethics and Sexual Harassment type courses. Instructions to access the OLN portal can be obtained via your Nasdaq Boardvantage Portal under Miscellaneous Info folder.

b. Board Chair – Larry Englande

- **Holiday Greetings** – Hope everyone had a great Thanksgiving and wished everyone a very Merry Christmas.
- **Medical Staff Officers Party Reminder** – December 14, 2023, 6:00 p.m. at Palmetto’s Restaurant; would like to see a good turnout for this special appreciation to past and future officers of the medical staff.
- **Louisiana Hospital Association Winter Healthcare Leadership Symposium Announcement** – January 30-31, 2024 at the Renaissance Baton Rouge Hotel (*Agenda Included*). Highly recommended attendance at this symposium; very worth while. Turn in the registration request to Ms. Sponge as soon as possible.

BOARD AND BOARD COMMITTEE MEETING SCHEDULE 2024

A motion was made by Dr. Lane and seconded by Dr. Mercadel to approve the Board and Board Committee Meeting Schedule for the calendar year 2024 as presented.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

BOARD OF COMMISSIONERS BYLAWS REVISION

A motion was made by Dr. Mercadel and seconded by Ms. Johnson to approve the proposed Board of Commissioners Bylaws Revision- Amendment, revising Section 2.(B) and adding Sections 6 and 7 to Article IV, Meetings of the Commission as presented.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

STRYKER ENDOSCOPY VIDEO EQUIPMENT

A motion was made by Dr. Lane and seconded by Dr. Morris to approve the Stryker Endoscopy Video Equipment capital expenditure at a cost not to exceed \$926,195.00 and to authorize the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, the Chief Operating 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: Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

CONSENT AGENDA

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

- a. Approve Board Meeting Minutes, October 30, 2023** (*Regular Meeting*)
- b. Accept Medical Staff Committee Appointments 2024**

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- c. Authorize the Chairman of the Board, the Chief Executive Officer, and the Chief Financial Officer, or any one of them, to execute an Intergovernmental Transfer of funds to the Louisiana Department of Health and Hospitals as a component of participation in Louisiana Medicaid program, the Intergovernmental Transfer of funds *not to exceed Fifty Million Dollars (\$50,000,000.00) during the calendar year 2023*; and execute such documents and to have such additional authority as necessary and appropriate to accomplish the intent of this resolution as presented
- d. Authorize the Chairman of the Board, the Chief Executive Officer, and the Chief Financial Officer, or any one of them, to execute an Intergovernmental Transfer of funds to the Louisiana Department of Health and Hospitals as a component of participation in Louisiana Medicaid program, the Intergovernmental Transfer of funds *not to exceed Eighty Million Dollars (\$80,000,000.00) during the calendar year 2024*; and execute such documents and to have such additional authority as necessary and appropriate to accomplish the intent of this resolution as presented
- e. Approve Policy Revisions (4)
 - IC-121, Instruments, Scopes and Powered Surgical Instruments--Care of
 - IC-126, Recall of In-House Sterilized Items
 - IC-128, Biological Monitoring
 - MM-300, Antimicrobial Stewardship Program (ASP)
- f. Accept Policy Reviews w/no changes (24)
 - IC-010, Infection Prevention Statement of Authority
 - IC-015, Surveillance, Prevention and Control of Infection
 - IC-021, Reportable Diseases
 - IC-041, Employee Health Program
 - IC-042, Management of Exposures to Blood/Body Fluids
 - IC-043, Human Immunodeficiency Virus (HIV), Hepatitis B (HBV), or Hepatitis C Virus (HCV) Exposure Management
 - IC-100, Bloodborne Pathogen Exposure Control Plan
 - IC-110, Tuberculosis Control Plan
 - IC-120, Cleaning, Disinfecting, and Sterilization
 - IC-122, Reprocessing of Single-Use Medical Devices
 - IC-129, Sterilizer Malfunction
 - IC-141, Linen Handling
 - IC-142, Morgue Cleaning
 - IC-161, Surgical Hand Scrub
 - IC-230, Respiratory Hygiene/Cough Etiquette in Healthcare Settings
 - IC-270, Latex Sensitive Employees – Screening and Management
 - IC-280, Management of the Influx of Infectious Patients
 - IC-290, Service Animals
 - IC-300, Infection Control Construction Policy
 - IC-310, UVC Disinfection Program
 - LD-010, Facility Plan for Providing Patient Care and Scope of Service
 - RI-010, Patients' Rights and Responsibilities
 - RI-062, Organizational Code of Ethical Behavior
 - RI-160, Crisis Standard of Care Implementation in Pandemics and Mass Disasters
- g. Ratify Signed Contracts Received in October 2023

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

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

RETURN TO OPEN SESSION

A motion was made by Ms. Johnson and seconded by Mr. Newton for the Board of Commissioners to return to open session.

Vote was held as follows:

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

The Board of Commissioners returned to Open Session at 6:57 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 by the public and after complete discussion, vote was held as follows:

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

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 by the public and after complete discussion, vote was held as follows:

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

FY 2023 OPERATING/CAPITAL BUDGET REVISION

A motion was made by Dr. Lane and seconded by Dr. Mercadel to approve the FY 2023 Operating/Capital Budget Revision as presented.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

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NORTHSHORE EXTENDED CARE HOSPITAL JOINT VENTURE REVIEW (“NSECH”-Skilled/LTAC)

A motion was made by Dr. Lane and seconded by Dr. Morris to authorize its representatives to take all necessary action with regard to the Northshore Extended Care Hospital Joint Venture as presented, with revised effective date of January 31, 2024.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

EXECUTIVE COMPENSATION AND BENEFITS PLAN

A motion was made by Dr. Lane and seconded by Mr. Newton to approve the Executive Compensation and Benefits Plan, effective December 17, 2023 as presented.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

SENIOR EXECUTIVE DISCRETIONARY MATCH

A motion was made by Dr. Lane and seconded by Ms. Stanley-Wallace to approve the Senior Executive Discretionary Match as presented.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

SMH RETIREMENT PLAN PROVISIONS RESOLUTION

A motion was made by Dr. Lane and seconded by Dr. Mercadel to adopt the SMH Retirement Plan Provisions Resolution as presented.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

ADDITION TO AGENDA

A motion was made by Dr. Lane and seconded by Ms. Stanley-Wallace to add two agenda items for discussion/vote.

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

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

Negative – No: None

Abstain: None

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed unanimously.

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RESTRICTED FUNDS RESOLUTION

A motion was made by Dr. Lane and seconded by Dr. Morris to adopt the Restricted Funds Resolution designating sum of Four Million and No/100 Dollars (\$4,000,000.00), currently held as an unrestricted asset of the Hospital, as “Assets Whose Use in Limited or Restricted” on the Balance Sheet of the Hospital as presented.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

PHYSICIAN BENEFITS PLAN

A motion was made by Dr. Lane and seconded by Dr. Mercadel to approve the Physician Benefits Plan as presented.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

CONSENT AGENDA

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

- a. **Accept Draft of Finance Committee Minutes, November 27, 2023**
- b. **Approve Draft of Executive Committee Minutes, November 27, 2023**
- c. **Accept Draft of Quality Committee Minutes, November 29, 2023**
- d. **Accept Master Facility Plan Report**
- e. **Accept Quality Report (Hospital)**
- f. **Accept Quality Report (SMH Physicians Network)**
- g. **Accept Louisiana Home Care of Slidell 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 Women and Children Services Project Financial Review Report**
- k. **Accept Approval Limit Summary**
- l. **Accept FY 2024 Operating/Capital Budget Draft Review**
- m. **Accept Compliance Report**
- n. **Approve Marketing/Strategic Contracts, November 2023 and Ratify Signed Marketing/Strategic Contracts Received, October 2023**

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Bethala, Mr. DiGiovanni

The motion passed.

ADJOURNMENT

There being no final comments by the public or further discussion, a motion was made by Dr. Morris and seconded by Dr. Mercadel to adjourn. The motion passed unanimously and the meeting was ***adjourned at 7:00 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 December 21, 2023)