

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

MONDAY - JANUARY 27, 2025 - 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, January 27, 2025.

THOSE BOARD MEMBERS IN ATTENDANCE:

Mr. Joseph “Joe” DiGiovanni
Mr. Larry Englande
Ms. Georgia Johnson *(arrived at 6:14 p.m.)*
Dr. Walter “Dub” Lane
Dr. Robert Mercadel
Dr. Tommy Morris
Mr. James “Bill” Newton
Dr. Francis Petitto
Ms. Kristen Stanley-Wallace

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

None

THOSE ALSO PRESENT: (* joined via video/teleconference)

Ms. Sandy Badinger, Chief Executive Officer
Ms. Jennifer Berger, Director, Enterprise Communications
Mr. Pat Bolander, Chief Financial Officer
Ms. Kathy Esponge, Senior Executive Assistant
Mr. Gilbert Ganucheau, Chief Legal Officer
Mr. Ray Holmes, Chief Nursing Officer
Dr. Charlane Lilies, Vice President Medical Affairs
Dr. Matthew McElveen, Vice President Medical Affairs-SMH Phys Network
Ms. Holly Sanchez, Chief Administrative Officer
Mr. Jason Wilson, Chief Operating Officer

Mr. Dayna Hall, Ochsner Manager of Business Operations & Planning -Northshore East and Mississippi Gulf Coast Region
Dr. Alisha Lacour, Ochsner Chief Executive Officer -Northshore and Mississippi Gulf Coast Region
Dr. Richard Leblanc, Ochsner Regional Medical Director -Northshore East and Mississippi Gulf Coast Region
Mr. Ken Smith, Ochsner Chief Operating Officer -Northshore and Mississippi Gulf Coast Region

Ms. Jessica Diedling, Ochsner Director of Community Benefit & Sustainability
Ms. Elizabeth “Liz” Garland, United Way of SE LA, Resource Navigator

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.

NEXT BOARD MEETING

The next regular monthly Board of Commissioners meeting is scheduled for Monday, February 24, 2025 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 ELECTION OF OFFICERS

Chair

A nomination was made by Dr. Lane to elect Ms. Stanley-Wallace as Chair of the Board of Commissioners. After a call for additional nominations and there being none, nominations were closed. A motion was made by Dr. Lane and seconded by Mr. Englande to elect ***Kristen R. Stanley-Wallace as Chair (1st term)*** of the Board of Commissioners.

After full and complete discussion, vote was held as follows:

Affirmative – Yea: Mr. DiGiovanni, Dr. Lane, Dr. Mercadel, Dr. Morris, Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Mr. Englande (Chair)
Absent: Ms. Johnson

The motion passed.

Ms. Stanley-Wallace assumed role as Chair and continued with the meeting.

Vice-Chair

A nomination was made by Mr. Newton to elect Dr. Morri as Vice-Chair of the Board of Commissioners. After a call for additional nominations and there being none, nominations were closed. A motion was made by Mr. Newton and seconded by Mr. Englande, to elect ***Tommy C. Morris, Jr. as Vice-Chair (1st term)*** of the Board of Commissioners.

After full and complete discussion, vote was held as follows:

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent: Ms. Johnson

The motion passed.

Secretary/Treasurer

A nomination was made by Mr. DiGiovanni to re-elect Mr. DiGiovanni as Secretary/Treasurer of the Board of Commissioners. After a call for additional nominations and there being none, nominations were closed. A motion was made by Mr. DiGiovanni and seconded by Mr. Englande to re-elect ***Walter J. “Dub” Lane, Jr. as Secretary/Treasurer*** of the Board of Commissioners.

After full and complete discussion, vote was held as follows:

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent: Ms. Johnson

The motion passed.

BOARD OF COMMISSIONERS COMMITTEE/TRUSTEE APPOINTMENTS

Ms. Stanley-Wallace made the following recommendations of Board of Commissioners Committee/Liaison/Trustee Appointments in accordance with the Board Bylaws Article III Section 2. Upon discussion led by Chair opening up the below items for further edits and there being none, all accepted appointments made by Chair with no dissent.

a. Board Committees

Finance Committee

Dr. Lane as Chair; Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Master Facility Plan (MFP) Committee

Mr. DiGiovanni as Chair; Mr. Englande, Dr. Lane, Dr. Morris, Ms. Stanley-Wallace

Quality Committee

Ms. Johnson as Chair, Dr. Morris as Vice-Chair; Mr. DiGiovanni, Mr. Englande, Dr. Mercadel, Mr.
Newton

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Executive Committee

Ms. Stanley-Wallace as Chair; Mr. Englande, Dr. Lane, Dr. Morris

b. SMH Foundation Board of Trustees Appointments

Discussion was led by Chair regarding the following appointments with no dissent.

Commissioners Trustee – Joseph “Joe” DiGiovanni, Jr. (Board of Commissioners Chairman Designee) to continue to serve term at the pleasure of the Board Chair, eff. 1/1/25

Hospital Trustee – Holly P. Sanchez (Chief Executive Officer Designee) to continue to serve term at the pleasure of employed CEO

BOARD OF COMMISSIONERS OH PARTNERSHIP COMMITTEE/BOARD REPRESENTATIVES

Discussion was led By Chair regarding the following appointments with no dissent.

a. OH/SMH JOA Strategy and Oversight Committee

Mr. Englande, Dr. Lane, Dr. Morris, Ms. Stanley-Wallace

b. NSR Louisiana, LLC Board of Managers (Rehab Joint Venture)

Mr. DiGiovanni, Ms. Badinger

BOARD OF DIRECTORS APPOINTMENTS – STPHSD NO. 2 SUBSIDIARY CORPORATION

a. Second District Hospital Company, Inc.

Nomination was made by Mr. DiGiovanni to elect Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris, Mr. Newton, Dr. Petitto, and Ms. Stanley-Wallace to the Second District Hospital Company, Inc. Board of Directors. After a call for additional nominations and there being none, the nominations were closed.

A motion was then made by Mr. DiGiovanni and seconded by Mr. Englande to elect **Joseph “Joe” DiGiovanni, Jr., Larry P. Englande, Sr., Georgia M. Johnson, Walter J. “Dub” Lane, Jr., Robert C. Mercadel, M.D., Tommy C. Morris, Jr., James W. Bill” Newton, Francis J. Petitto, M.D., and Kristen R. Stanley-Wallace** to the Second District Hospital Company, Inc. Board of Directors.

After full and complete discussion, vote was held as follows:

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Dr. Lane, Dr. Mercadel,
Dr. Morris, Mr. Newton, Dr. Petitto

Negative – No: None

Abstain: Ms. Stanley-Wallace (Chair)

Absent: Ms. Johnson

The motion passed.

REPORTS AND PRESENTATIONS

a. Chief Legal Officer – Gil Ganucheau

- **SMH Conflicts of Interest Policy Annual Statement** – Reviewed hospital’s Policy SMH.LD-710 relative to the annual disclosing of any conflicts of interests and requested Commissioners and Senior Leaders to complete/sign the acknowledgement statement distributed and return to Ms. Esponge. Specific questions can be answered by Mr. Ganucheau and signed statements will be kept on file in Administration and forwarded to Legal Department.

b. Chief Executive Officer – Sandy Badinger

- **State Bond Commission** – Hearing date is February 20, 2025 regarding bond issue and the SMH Bond Attorney (C. Grant Schlueter) will be in attendance. Meetings with various elected officials and community groups are planned to update them on the proposed millage and hospital update in general.

Ms. Johnson arrived at 6:14 p.m.

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c. Board Chair – Kristen Stanley-Wallace

- **Louisiana Hospital Association Winter Healthcare Leadership Symposium Reminder** – Being held on February 4-5, 2025 at the Renaissance Baton Rouge Hotel and Ms. Esponge will email final packets with symposium registrations and hotel confirmations. A dinner has been arranged for evening of February 4th at Jubans Restaurant for those attending.

COMMUNITY HEALTH NEEDS ASSESSMENT 2024 PRESENTATION

Upon discussion led by Ms. Jessica Diedling (in the absence of Ms. Anne Pablovich) and Ms. Liz Garland, a motion was made by Dr. Lane and seconded by Ms. Johnson to accept the 2024 Community Health Needs Assessment Report as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

PULMONOLOGY CLINIC RENOVATION PROJECT PUBLIC BID AUTHORIZATION

A motion was made by Dr. Lane and seconded by Dr. Mercadel to authorize issuance of Public Bid for the construction of the Pulmonology Clinic Renovation project (MOB I, Suite 320) as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

SMH IMAGING CENTER MRI REPLACEMENT PROJECT (Construction Component)
PUBLIC BID ACCEPTANCE AND AWARD

A motion was made by Dr. Lane and seconded by Dr. Mercadel to accept the public bid(s) and to award the construction contract to Thompson Construction Co. to complete construction of the project identified as “SMH Imaging Center MRI Replacements, RFB #25-01-02C” for the contract sum of One Million, Three Hundred Seventy Seven, Five Hundred and No/100 Dollars (\$1,377,500.00) 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 Thompson Construction Co. 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, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

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NURSE CALL SYSTEM

A motion was made by Dr. Lane and seconded by Mr. Englande to approve the Nurse Call System capital expenditure at cost not to exceed \$123,238.00 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, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

CONTRACTS

A motion was made by Dr. Lane and seconded by Mr. Newton to ratify Contracts Received/Signed in December 2024 as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

QUARTERLY UNAUDITED FINANCIAL STATEMENT HIGHLIGHTS (Per Act 562/365)

A motion was made by Dr. Lane and seconded by Dr. Mercadel to accept the updated Quarterly Unaudited Financial Statement Highlights as amended.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

**RESOLUTIONS REGARDING AUTHORITY OF
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

A motion was made by Dr. Lane and seconded by Dr. Morris to adopt Resolutions Regarding Authority of Chief Executive Officer (Sandy T. Badinger) and Chief Financial Officer (Patrick C. Bolander) as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

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CONSENT AGENDA

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

a. Approve Board Meeting Minutes

- **December 19, 2024** (*Regular Meeting*)
- **January 6, 2025** (*Special Meeting w/SOC*)

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto

Negative – No: None

Abstain: Ms. Stanley-Wallace (Chair)

Absent:

The motion passed.

EXECUTIVE/STRATEGIC SESSION

There being no comments by the public and there being no further discussion, a motion was made by Dr. Morris and seconded by Ms. Johnson 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, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto

Negative – No: None

Abstain: Ms. Stanley-Wallace (Chair)

Absent:

The motion passed.

The Board of Commissioners went into Executive Session at 6:35 p.m.

Guest presenters exited the meeting.

RETURN TO OPEN SESSION

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

Vote was held as follows:

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto

Negative – No: None

Abstain: Ms. Stanley-Wallace (Chair)

Absent:

The motion passed.

The Board of Commissioners returned to Open Session at 7:18 p.m.

MEDICAL STAFF AND ALLIED HEALTH PROFESSIONAL PRIVILEGES

A motion was made by Dr. Petitto and seconded by Ms. Johnson 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, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto

Negative – No: None

Abstain: Ms. Stanley-Wallace (Chair)

Absent:

The motion passed.

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QUALITY REPORT

A motion was made by Ms. Johnson and seconded by Dr. Morris to accept the monthly Quality Report as presented. There being no comments by the public and after complete discussion, vote was held as follows:

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

SMH FINANCIAL REPORT

A motion was made by Dr. Lane and seconded by Mr. Englande 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, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

LOUISIANA HOME CARE OF SLIDELL FINANCIAL REPORT

A motion was made by Dr. Lane and seconded by Dr. Mercadel to accept the monthly Louisiana Home Care of Slidell Financial Report as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

NORTHSHORE REHABILITATION HOSPITAL FINANCIAL REPORT

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to accept the monthly Northshore Rehabilitation Hospital Financial Report (“NSR”-Rehab Joint Venture) as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

MARKETING/STRATEGIC CONTRACTS

A motion was made by Dr. Lane and seconded by Mr. Englande to approve Marketing/Strategic Contracts for January 2025 and to ratify Marketing/Strategic Contracts Received/Signed in December 2024 as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

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PULMONOLOGY CLINIC RENOVATION PROJECT BUDGET APPROVAL

A motion was made by Dr. Lane and seconded by Dr. Mercadel to approve budget for the Pulmonology Clinic Renovation Project as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

SMH HEART CENTER STRUCTURAL ROOF REPAIRS BUDGET REVISION APPROVAL

A motion was made by Dr. Lane and seconded by Ms. Johnson to approve the Budget Revision for the SMH Heart Center Structural Roof Repairs as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

SMH HEART CENTER STRUCTURAL ROOF REPAIRS PUBLIC BID ACCEPTANCE AND AWARD

A motion was made by Dr. Lane and seconded by Dr. Mercadel to accept the public bid(s) and to award the construction contract to Dynamic Constructors, LLC to complete construction of the project identified as “SMH Heart Center Structural Roof Repairs, RFB #25-01-01C” for the contract sum of Six Hundred and Three Thousand and No/100 Dollars (\$603,000.00) 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 Dynamic Constructors, LLC 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, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

PROF. LIABILITY/MALPRACTICE SETTLEMENT REQUEST (LHA Trust Fund Claim No. T51X-23-526615-40)

A motion was made by Dr. Lane and seconded by Ms. Johnson to approve the Prof. Liability/Malpractice Settlement Request (LHA Trust Fund Claim No. T51X-23-526615-40) as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

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SETTLEMENT AND RELEASE AGREEMENT (STBA/IMC)

A motion was made by Dr. Lane and seconded by Mr. Englande to a approve the Settlement and Release Agreement (STBA/IMC) as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

EMPLOYEE INCENTIVE COMPENSATION 2025

A motion was made by Dr. Lane and seconded by Dr. Morris to authorize and direct additional incentive compensation in an amount not to exceed \$2,500 per employee, at the discretion of the Chief Executive Officer and as outlined in said resolution as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

SENIOR MANAGEMENT TEAM (EXECUTIVE) PERFORMANCE INCENTIVE COMPENSATION PLAN FY 2024 METRIC FINAL RESULTS

A motion was made by Dr. Lane and seconded by Dr. Mercadel to approve the Senior Management Team (Executive) Performance Incentive Compensation Plan FY 2024 Metric Final Results (Option 2); authorizing a one-time payment in line with Ochsner’s payout schedule as presented.

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

Affirmative – Yea: Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. Mercadel, Dr. Morris,
Mr. Newton, Dr. Petitto
Negative – No: None
Abstain: Ms. Stanley-Wallace (Chair)
Absent:

The motion passed.

ADJOURNMENT

There being no final comments by the public or further discussion, a motion was made by D. Morris and seconded by Mr. Englande to adjourn. The motion passed unanimously, and the meeting was *adjourned at 7:23 p.m.*

(original signature on file)
KRISTEN R. STANLEY-WALLACE
CHAIR

(original signature on file)
WALTER J. “DUB” LANE JR.
SECRETARY

(Minutes approved by Board of Commissioners on February 24, 2025)