

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

MONDAY - JANUARY 29, 2024 - 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 29, 2024.

THOSE BOARD MEMBERS IN ATTENDANCE:

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

THOSE BOARD MEMBERS ABSENT:

None

THOSE ALSO PRESENT:

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, Chief Nursing Officer
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 6:01 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

There were no guests in attendance.

NEXT BOARD MEETING

The next regular monthly Board of Commissioners meeting is scheduled for Monday, February 26, 2024 at 6:00 p.m. in the Slidell Memorial Hospital Founders Building Conference Room (1st Floor), 1150 Robert Blvd., Slidell, LA.

BOARD OF COMMISSIONERS ELECTION OF OFFICERS

Chair

A nomination was made by Mr. DiGiovanni to re-elect Mr. Englande for a 2nd term 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 Mr. DiGiovanni and seconded by Dr. Lane to re-elect *Larry P. Englande, Sr. as Chair (2nd term)* of the Board of Commissioners.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

Vice-Chair

A nomination was made by Dr. Lane to re-elect Mr. DiGiovanni for a 2nd term 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 Dr. Lane and seconded by Mr. Newton to re-elect **Joseph “Joe” DiGiovanni, Jr. as Vice-Chair (2nd term)** of the Board of Commissioners.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

Secretary/Treasurer

A nomination was made by Mr. DiGiovanni to re-elect Dr. Lane 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 Dr. Mercadel 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, Ms. Johnson, Dr. Lane, Dr. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

BOARD OF COMMISSIONERS COMMITTEE/TRUSTEE APPOINTMENTS

Mr. Englande made the following recommendations of Board of Commissioners Committee/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 Chairman.

A vote was held as follows:

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

a. Board Committees

Finance Committee

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

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

Master Facility Plan (MFP) Committee

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

b. SMH Foundation Board of Trustees Appointments

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

Commissioners Trustee – *Georgia M. Johnson* (Board of Commissioners Chairman Designee) to continue to serve term at the pleasure of the Board Chair

Hospital Trustee – *Holly P. Sanchez* (Chief Executive Officer Designee) to serve term at the pleasure of the 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. DiGiovanni, Mr. Englande, Dr. Lane, 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.

Nominations were made by Ms. Johnson to elect Mr. DiGiovanni, Mr. Englande, Ms. Johnson, Dr. Lane, Dr. McElveen, Dr. Mercadel, Dr. Morris, Mr. Newton, 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 Ms. Johnson and seconded by Ms. Stanley-Wallace to elect *Joseph “Joe” DiGiovanni, Jr., Larry P. Englande, Sr., Georgia M. Johnson, Walter J. “Dub” Lane, Jr., Matthew D. McElveen, M.D., Robert C. Mercadel, M.D., Tommy C. Morris, Jr., James W. Bill” Newton, 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, Ms. Johnson, Dr. Lane, Dr. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

REPORTS AND PRESENTATIONS

a. Commissioners Trustee – Georgia Johnson

- **SMH Foundation Board Update** – Report included summary of recent meeting held, including donation check presented by the Northshore Full Gospel Church along with their involvement in the community, financials, and upcoming events (4/26 Golf Tournament and 11/2 Rooftop Rendezvous).

b. Chief Legal Officer – Gil Ganucheau

- **SMH Conflicts of Interest Policy Annual Statement** – Reviewed hospital’s Policy 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. Sponge. Specific questions can be answered by Mr. Ganucheau and signed statements will be kept on file in Administration and forwarded to Legal Department.

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c. Chief Executive Officer – Sandy Badinger

- **Community Parade** – Stated that she was honored to represent Slidell Memorial Hospital as the Grand Marshall in the Krewe of Antheia parade on January 28th. It was so nice to see the families of the Slidell community on the parade route with smiles on their faces.

d. Board Chair – Larry Englande

- **Louisiana Hospital Association Winter Healthcare Leadership Symposium Reminder** – Being held on January 30-31, 2024 at the Renaissance Baton Rouge Hotel. A dinner has been arranged for evening of January 30th (7:15 p.m.) at Juban’s Restaurant for those attending.

ECONOMIC RENT ANALYSIS

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to accept the Economic Rent Analysis, including proposed rental rates for properties to be effective February 1, 2024 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. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

CONSENT AGENDA

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

- a. Approve Board Meeting Minutes, December 21, 2023** (*Regular Meeting*)
- b. Approve Resolutions Regarding Authority of:**
 - **Chief Executive Officer** (*Badinger*)
 - **Chief Financial Officer** (*Bolander*)
- c. Accept Quarterly Unaudited Financial Statement Highlights** (Per Act 562/365)
- d. Accept S&P Global Ratings, STPHSD No. 2 Governmental Obligation Bonds**
- e. Ratify Signed Contracts Received in December 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. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (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 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: Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

The Board of Commissioners went into Executive Session at 6:17 p.m.

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RETURN TO OPEN SESSION

A motion was made by Mr. Newton 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. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

The Board of Commissioners returned to Open Session at 7:10 p.m.

MEDICAL STAFF AND ALLIED HEALTH PRIVILEGES

A motion was made by Dr. McElveen and seconded by Dr. Mercadel 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, Ms. Johnson, Dr. Lane, Dr. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

PROF. LIAB./MALPRACTICE SETTLEMENT REQUEST (LHA Trust Funds Claim No. T51X-220125249-40)

A motion was made by Dr. Lane and seconded by Ms. Johnson to accept the Prof. Liab./Malpractice Settlement Request (LHA Trust Funds Claim No. T51X-220125249-40) 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. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

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

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 Final Results; 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, Ms. Johnson, Dr. Lane, Dr. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

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**SENIOR MANAGEMENT TEAM (EXECUTIVE) PERFORMANCE INCENTIVE COMPENSATION PLAN
FY 2024 METRIC GOALS**

A motion was made by Dr. Lane and seconded by Dr. Morris to approve the Senior Management Team (Executive) Performance Incentive Compensation Plan FY 2024 Metric Goals as presented and with slight modification discussed.

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. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

The motion passed.

CONSENT AGENDA

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

- a. Accept Draft of Finance Committee Minutes, January 22, 2024**
- b. Accept Draft of Quality Committee Minutes, January 24, 2024**
- c. Accept Quality Report (Hospital)**
- d. Accept Louisiana Home Care Financial Report**
- e. Accept Northshore Rehabilitation Hospital Financial Report (“NSR”-Rehab Joint Venture)**
- f. Approve Marketing/Strategic Contracts for January 2024 and Ratify Signed Marketing/Strategic Contracts Received in December 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. McElveen, Dr. Mercadel,
Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent:

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 Mr. DiGiovanni to adjourn. The motion passed unanimously and the meeting was ***adjourned at 7:12 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 February 26, 2024)