

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

MONDAY - OCTOBER 28, 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, October 28, 2024.

THOSE BOARD MEMBERS IN ATTENDANCE:

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

THOSE BOARD MEMBERS ABSENT:

Dr. Robert Mercadel

THOSE ALSO PRESENT:

Ms. Sandy Badinger, Chief Executive Officer
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 Liles, Vice President Medical Affairs
Dr. James Newcomb, Vice President Medical Affairs
Mr. Jason Wilson, Chief Operating Officer

Ms. Veronica Aviles, Ochsner Administrative Fellow -Northshore and Mississippi Gulf Coast Region
Mr. Dayna Hall, Ochsner Manager of Business Operations & Planning -Northshore East and Mississippi Gulf Coast Region
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. Ken Smith, Ochsner Chief Operating Officer -Northshore and Mississippi Gulf Coast Region

Dr. William Dabdoub, Community Physician, Retired

CALL TO ORDER

The meeting was called to order at 6:02 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.

INTRODUCTION OF CHARLANE LILES, MD

Mr. Newcomb took the liberty of introducing Dr. Liles, who will be replacing him (after retirement) in the position of VPMA, effective November 1, 2024. She is currently working with Ochsner on the south shore.

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RECOGNITION – WILLIAM DABDOUB, DPM

Mr. Englande and Ms. Badinger both recognized Dr. William Dabdoub and honored him with a Lifetime Achievement Award plaque. Shortly after his retirement, he was gracious enough to return temporarily to assist with treating our patients when the need for a podiatrist was great. Dr. Dabdoub expressed his appreciation for this award and thanked everyone, including staff, physicians, and administrators and stated it was such a privilege to be of service to the patients in our community.

NEXT BOARD MEETING

The next regular monthly Board of Commissioners meeting is scheduled for Thursday, November 21, 2024 at 6:00 p.m. in the Slidell Memorial Hospital Founders Building Conference Room (1st Floor), 1150 Robert Blvd., Slidell, LA.

REPORTS AND PRESENTATIONS

- a. **Commissioners Trustee – Georgia Johnson**
 - **SMH Foundation Board Update** – Report included CEA review, staffing, grants, election of officers, finances, fundraising/donor opportunities, and upcoming events.
- b. **Chief Legal Officer – Gil Ganucheau**
 - **SMH Annual Training via Workday Learning Portal** – Notification given of several required courses to be completed by 12/15/24 via the Workday Learning site. Instructions to access the Workday Learning were provided and can also be obtained via the Nasdaq Boardvantage Portal under Miscellaneous Info folder.
- c. **Chief Executive Officer – Sandy Badinger**
 - **Team Appreciation Week** – a lot of events are happening throughout this week for our team members at both campuses. Also service awards presentations are being held on Friday, 11/1 (East Campus) and Monday, 11/4 (Main Campus).
- d. **Board Chair – Larry Englande**
 - **Rooftop Rendezvous** – Reminder of this event on November 2, 2024. Those interested in sitting at the table of 8 purchased by Mr. Englande for the Board, please let Ms. Badinger in Administration know; first come first serve basis.
 - **Board of Commissioners Education Conference/Retreat** – Reminder of this event on November 8, 2024 at the Southern Hotel in Covington, LA. A pre-conference dinner has also been arranged at The Gloriette on November 7, 2024. Any questions can be directed Ms. Esponge.

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

A motion was made by Dr. Lane and seconded by Ms. Johnson to accept the Quarterly Unaudited Financial Statement Highlights (Per Act 562/365) 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. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

CONTRACTS

A motion was made by Dr. Lane and seconded by Dr. Morris to ratify Contracts Received/Signed in September 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. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

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INTERGOVERNMENTAL TRANSFER OF FUNDS RESOLUTION 2024 AMENDMENT

A motion was made by Dr. Lane and seconded by Mr. DiGiovanni to 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 One Hundred Ten Million Dollars (\$110,000,000) 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.

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. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

INTERGOVERNMENTAL TRANSFER OF FUNDS RESOLUTION 2025

A motion was made by Dr. Lane and seconded by Dr. Morris to 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 One Hundred Twenty Million Dollars (\$120,000,000) during the calendar year 2025; and execute 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, Ms. Johnson, Dr. Lane, Dr. McElveen, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

BOARD MEETING MINUTES – SEPTEMBER 30, 2024

A motion was made by Dr. Lane and seconded by Ms. Johnson to approve the Board of Commissioners Regular Meeting Minutes for September 30, 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. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

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The Board of Commissioners went into Executive Session at 6:20 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: Mr. DiGiovanni, Ms. Johnson, Dr. Lane, Dr. McElveen, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

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. McElveen and seconded by Mr. DiGiovanni 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. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

LOUISIANA HOME CARE OF SLIDELL REPORT

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

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457(f) PLAN ADMINISTRATION – 2024 FUNDING RESOLUTION

A motion was made by Dr. Lane and seconded by Ms. Stanley-Wallace to approve the 457(f) Plan 2024 Funding, directing and instructing its Manager, Ochsner, to allow for funding the Plan within five (5) business days following November 15, 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. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

SMH RETIREMENT PLAN RECORDKEEPER CHANGE

A motion was made by Dr. Lane and seconded by Dr. Morris to approve the SMH Retirement Plan Recordkeeper Change and authorize the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, or any of them, to execute any agreements necessary 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. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

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 Quality Committee Minutes, October 23, 2024

b. Accept Quality Report (Hospital)

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. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Mercadel

The motion passed.

FINAL COMMENTS

Dr. Riddell mentioned that a former Board member from 40+ years ago, James Core, who served when there was a joint board between Slidell Memorial Hospital and St. Tammany Parish Hospital, recently passed away. Expressed condolences to his family.

ADJOURNMENT

There being no final comments by the public or further discussion, a motion was made by Dr. Morris and seconded by Ms. Johnson 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 November 21, 2024)