

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

THURSDAY - DECEMBER 19, 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 Thursday, December 19, 2024.

THOSE BOARD MEMBERS IN ATTENDANCE:

Mr. Joseph “Joe” DiGiovanni
Mr. Larry Englande
Ms. Georgia Johnson (*arrived at 6:17 p.m.*)
Dr. Matthew McElveen
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. Walter “Dub” Lane *

THOSE ALSO PRESENT:

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
Dr. Charlane Liles, Vice President Medical Affairs
Dr. James Newcomb, Vice President Medical Affairs
Ms. Holly Sanchez, Chief Administrative Officer
Ms. Marisa Stubbs, Digital Content Specialist
Mr. Jason Wilson, Chief Operating Officer

Mr. Dayna Hall, Ochsner Manager of Business Operations & Planning -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

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.

RECOGNITION OF JAMES NEWCOMB, M.D.

On behalf of the Board of Commissioners and Senior Leadership Team, a retirement plaque was presented to Dr. James H. Newcomb, Jr. in recognition of his retirement and for his many years of valued service to our community as a well-respected physician and medical executive of Slidell Memorial Hospital and Ochsner Health.

RECOGNITION OF COMMISSIONER – MATTHEW D. MCELVEEN, M.D.

Mr. Englande and Ms. Badinger recognized Commissioner Matthew D. McElveen, M.D. and on behalf of the Board of Commissioners, Senior Leadership Team, hospital staff, and medical staff, presented him with personalized plaque in recognition of his outstanding service to Slidell Memorial Hospital’s Board of Commissioners as the Medical Staff President (Chief of Staff) for 2024.

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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 January 6, 2025**
- b. **Regular Meeting on January 27, 2025**

REPORTS AND PRESENTATIONS

- a. **Chief Legal Officer – Gil Ganucheau**
 - **Louisiana Board of Ethics Annual Hospital Service District Disclosure Statement, Form 404** – Review of the Louisiana Code of Ethics requirement was held relative to the annual filing of Form 404 Disclosure Statement on or before January 31, 2025 by Commissioners and Chief Executive Officer. If no immediate family members are employed by the Hospital and nothing else to report, filing is not required.
 - **SMH Annual Training Reminder** – All of the non-physician Commissioners are complete with their courses and we are working with others to complete outstanding courses. The final deadline is December 31, 2024.
- b. **Chief Executive Officer – Sandy Badinger**
 - **Community Health Needs Assessment 2024** – Full presentation will be presented next month, and the full report will be emailed to Commissioners and posted on our SMH website. A plan will soon be put together with top three initiatives to work on.
- c. **Board Chair – Larry Englande**
 - **Upcoming Board of Commissioners Election of Officers/Committee Appointments** – Reminder given that these elections will be held at next month’s Board meeting. The current Chairman and Vice-Chairman must automatically roll off since they are limited to two consecutive terms in the officer positions. If anyone has an interest in running for any of the officer position or serving on any of the Board Committees, please bring it to someone’s attention.
 - **Louisiana Hospital Association Winter Healthcare Leadership Symposium** – Reminder was given of the symposium taking place on February 4-5, 2025 at the Renaissance Baton Rouge Hotel. Please advise Ms. Sponge if you are interested in attending.

FLORIDA AVENUE PARKING LOT PROJECT BID ACCEPTANCE AND AWARD

A motion was made by Mr. DiGiovanni and seconded by Mr. Newton to accept the public bid(s) and to award the construction contract to Cobalt Construction, Inc. to complete construction of the project identified as “Florida Avenue Parking Lot, RFB # 24-11-01C” for the contract sum of One Million, Two Hundred Seventy-Four Thousand and No/100 Dollars (\$1,274,000.00) 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 Cobalt Construction, Inc.; 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, Dr. McElveen, Dr. Mercadel, Dr. Morris, Mr. Newton, Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Ms. Johnson, Dr. Lane

The motion passed.

Ms. Johnson arrived at 6:17 p.m.

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HANCOCK WHITNEY BANK CERTIFICATE OF DEPOSIT RESOLUTION

A motion was made by Dr. Morris and seconded by Mr. DiGiovanni to adopt banking agreement with Hancock Whitney Bank as it relates to Certificate of Deposit 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. McElveen, Dr. Mercadel, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

CONTRACTS

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

BOARD MEETING MINUTES

A motion was made by Mr. DiGiovanni and seconded by Dr. Morris to approve the below listed drafts of the Board Meeting Minutes as presented.

- **November 21, 2024** (*Regular Meeting*)
- **December 2, 2024** (*Special Meeting w/SOC*)

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

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

The Board of Commissioners went into Executive Session at 6:19 p.m.

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RETURN TO OPEN SESSION

A motion was made by Ms. Johnson and seconded by Ms. Stanley-Wallace for the Board of Commissioners to return to open session.

Vote was held as follows:

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

The Board of Commissioners returned to Open Session at 7:05 p.m.

MEDICAL STAFF RULES AND REGULATIONS 2024 REVISION TO SECTION B

A motion was made by Dr. McElveen and seconded by Dr. Mercadel to approve the Medical Staff Rules and Regulations 2024 Revision to Section B 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. McElveen, Dr. Mercadel, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

SMH FINANCIAL REPORT

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

FY 2025 - OPERATING/CAPITAL BUDGET

A motion was made by Mr. DiGiovanni and seconded by Ms. Stanley-Wallace to approve the FY 2025 Operating/Capital Budget 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. McElveen, Dr. Mercadel, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

LOUISIANA HOME CARE OF SLIDELL FINANCIAL REPORT

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

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NORTHSHORE REHABILITATION HOSPITAL FINANCIAL REPORT

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

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

MARKETING/STRATEGIC CONTRACTS

A motion was made by Ms. Stanley-Wallace and seconded by Mr. Newton to approve Marketing/Strategic Contracts for November 2024 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, Ms. Johnson, Dr. McElveen, Dr. Mercadel, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

INCENTIVE COMPENSATION 2024 REVISION

A motion was made by Mr. DiGiovanni and seconded by Dr. Mercadel to authorize and direct additional incentive compensation in an amount not to exceed \$1000 per employee and \$1500 per employed physician 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, Ms. Johnson, Dr. McElveen, Dr. Mercadel, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

The motion passed.

CONSENT AGENDA

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

- a. Accept Draft of Finance Committee Special Meeting Minutes, December 11, 2024**
- b. Accept Draft of Quality Committee Minutes, December 18, 2024**
- c. 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. McElveen, Dr. Mercadel, Dr. Morris, Mr. Newton,
Ms. Stanley-Wallace

Negative – No: None

Abstain: Mr. Englande (Chair)

Absent: Dr. Lane

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. McElveen to adjourn. The motion passed unanimously, and the meeting was *adjourned at 7:08 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 January 27, 2025)