

**Board of Trustees**  
**Meeting held via Zoom video/phone**  
**10 August 2022**  
**1300 hours**

**Present:**

Colonel Joseph Krawczyk, President  
 Colonel Gary DeGasta, Vice President  
 Michael Klopchin, Secretary  
 Kent Butterfield  
 Jennifer Carmichael

Tom Costello  
 CPT Brenda Cruickshank  
 Charly Dickerson  
 BMCS Michael diMonda  
 LTC David Fabricius  
 Robert Hooper

Dr. Jacqueline Kelly  
 CAPT Peter Niles  
 Joyce Scribner  
 Robert E. Burke, Director, Vermont Office  
 of Veterans Affairs

**Excused:** Jamie Percey

**Guests:** Lisa Sloan, DAV  
 Jon Endres, Environmental  
 Patricia Babcock  
 Shannyn MacVicar  
 Robyn Boland, Executive Assistant

Representative Mary Morrissey  
 Tonya Goodell, Human Resource  
 Asa Morin, COO  
 Jean Cody, QA Nurse

Melinda Crawl, Marketing  
 Steve McClafferty  
 Dr. Peter King, Provider  
 Ivy Schwartz

The meeting was called to order by President Krawczyk at 1300.

Roll call was taken by Secretary Klopchin and a quorum was announced.

Motion made by Dr. Jacqueline Kelly to accept the 8 June 2022 minutes as written, second by Mrs. Joyce Scribner. Motion carried.

TOPIC	DISCUSSION	ACTION
<b>PRESIDENT WELCOME</b>	The President welcomed the Board, Representative Mary Morrissey, Lisa Sloan of the DAV (Disabled American Veterans), members of the staff and thanked them for joining the meeting.	<b>INFO</b>
TOPIC	DISCUSSION	ACTION
<b>HOME REPORTS CEO PUBLIC LAW NO. 117-58</b>	CEO reported Public Law No. 117-58 that was recently signed by President Biden will have a dramatic impact on all future VA construction grant loans as projects will now be more expensive. It requires all iron and steel used in a project are produced in the U.S. from initial melting to application of coating, at least 55% of all manufactured products used in the project are made in the U.S., and that all construction materials are made in the U.S. This will affect grant awards after May 14, 2022.	<b>INFO</b>
<b>CMS REGULATIONS</b>	Effective October 24, 2022, there will be several new CMS Regulations. Education training has	

<p><b>RECRUITMENT</b></p>	<p>already started for the new regulations and the policies will be updated by the deadline date. It has been reported that the VA surveys are more stringent than in the past.</p> <p>CEO presented a PowerPoint slide showing the number of Open Positions. Our current staffing level is able to care for 105 residents. Staffing is an industry issue and recent published reports suggest staffing will be critical nationally for the next 4-6 years.</p> <p>VVH is using many types of recruitment efforts. Normally we would receive about 40 applicants for the LNA class, this time only had 9 apply. Hope to maintain our current census but this could be affected by staffing.</p> <p>A comparison of Patient Per Day Daily Nursing Hours of local Nursing Homes was also presented. VVH provides an average of 5 hours and 9 minutes of care per patient per day which is higher than the Vermont law requirement of 3 hours. Our residents have more medical needs than at other nursing homes and the impact of covid has impacted VVH staff.</p> <p>The percentage of FMLA Call Outs has dropped dramatically, however Call Outs have remained about the same.</p> <p>Covid also continues to impact our Census, which has decreased over the past 3 years.</p>	
<p><b>MISCELLANEOUS</b></p>	<p>The State has contracts with fuel oil providers at set pricing. There is no pre-pay option. The impact of higher fuel prices will be part of the budget adjustment in January. Food costs are up about 30%. Availability and quality of the food are also on-going issues. Pricing for medical supplies have been up since the onset of covid.</p> <p>There will be a new Chair and Vice Chair on the House Appropriations which could mean an entirely new committee climate. It was suggested to try to meet and educate the new members of the legislature about the Home right after the election.</p>	
<p><b>DR. PETER KING MEDICAL DIRECTOR</b></p>	<p>Reported on numerous subjects including: the current medical staff, North Village is on quarantine, no residents have covid, the community transmission rate had dropped but spiked back up this week, more staff have received the Booster recently, the refrigerator temperature monitoring system installed has been helpful, working on a new consent form for psychiatric medications, and are constantly tracking the PPE inventory. Regarding storage for PPE, Jon Endres, the Environmental Director, reported still in search of a 2,000 square foot climate-controlled storage unit/facility with a loading dock. Cost-wise, it would be much less expensive to rent a unit than to build a facility.</p>	<p><b>INFO</b></p>
<p><b>MELINDA CROWL ADMISSION/MARKETING</b></p>	<p>The new Admission Nurse, Winnie Rose, is acclimating well with training in her new position. Focus has been on Facebook, the VVH website, recruitment and have conducted some virtual and in-person tours. Had a nice article in the Bennington Banner and Brattleboro Reformer for Best Places to</p>	<p><b>INFO</b></p>



<p><b>BY-LAWS/ NOMINATING</b></p>	<p>Dr. Kelly and Mr. Costello reported they met to discuss support in the Brattleboro area. Mr. Costello spoke of a nursing home that had closed due to staffing. Could be faced with the same staffing issue if tried to have an Outreach in the Brattleboro area. The CEO reminded must meet current regulations with any new ownership/license of an existing facility.</p> <p>Mr. Dickerson reported the By-Laws have not been updated yet. He met with the Budget &amp; Finance Committee regarding the current verbiage for that committee and no changes were recommended by them. Still need to meet with the remaining committees to obtain their recommendations.</p> <p>An animated, lengthy and somewhat contentious discussion ensued regarding whether the Board’s By-Laws and Nominating activities and functions should have been retained as full free-standing Committees until changes in the By-Laws can be made to reflect the organizational changes. As noted in previous discussions, the important functions of both By-laws and Nominating have been retained, but the former “Committees” were retitled “Subcommittees” and organizationally have been placed under the Executive Committee with the understanding that changes to the By-Laws will be prepared, received, reviewed and approved by the Board.</p> <p>Citing personal reasons, the Chair of the Subcommittee apologized for the delay in preparing changes to the By-Laws. He also noted that the “By-Law/Nominating” Report was incorrectly titled and should have just been labeled “Nominating” since the meeting was called to address Nominations only.</p>	<p><b>INFO</b></p>
<p><b>EXECUTIVE</b></p>	<p>President Krawczyk reported the Executive Committee did not meet.</p>	<p><b>INFO</b></p>
<p><b>STRATEGIC PLANNING</b></p>	<p>President Krawczyk reviewed the Strategic Planning Committee Report noting his intent to call Executive Committee and Strategic Planning Committee meetings prior to the October training.</p> <p>The issue of Committee Reorganization regarding By-Laws and Nominating functions was again raised. Elaborating on the earlier discussion, it was explained that their organizational functions, while essential, require infrequent meetings – generally once a year (Nominating) or on an ad hoc basis (By-Laws). Nominating and By-Laws functions are being addressed by their respective Subcommittees anticipating By-Laws will be forthcoming.</p> <p>There were no other applicants to the VISTA Program. Only 5 of 40 positions were filled this year. The Feasibility RFP is on hold after three postings. The only respondent did not meet our needs.</p>	<p><b>INFO</b></p>
<p><b>ARTHUR CHARRON</b></p>	<p>President Krawczyk requested from the Trustees suggestions to honor Art Charron who recently passed away. After a brief discussion, a motion was made by COL DeGasta to allow \$1,000 to be made</p>	<p><b>CLOSED</b></p>

<p><b>NOMINATING</b></p>	<p>available from the Board of Trustee funds to recognize Art Charron for his good work with the purchase of a tree, plaque and/or a foot monument. Second by Mrs. Scribner. Mr. Dickerson requested to amend the motion to raise the amount to \$1,500. No objection by Col DeGasta to amend the motion as such. No further discussion. None opposed. Motion carried. Mr. diMonda offered a tree from his property.</p> <p>Mr. Dickerson publicly apologized to the Trustees, staff and members of the public in attendance, including Representative Mary Morrissey, for his behavior earlier in the meeting.</p> <p>Mr. Dickerson reported that no Trustee had expressed a desire to be nominated to a Board office, also noting the existing incumbents did not express a desire not to continue. With that, Mr. Dickerson made a motion to include on one ballot Joseph Krawczyk for President, Gary DeGasta for Vice President, Michael Klopchin for Secretary/Treasurer, Brenda Cruickshank as a member of the Executive Committee, and himself also as a member of the Executive Committee. Second by Mrs. Scribner.</p> <p>Mr. Costello noted that in the previous minutes there was no consensus regarding Brenda Cruickshank as there was for the other member of the Executive Committee and the August follow-up to the July meeting did not occur. Mr. Dickerson acknowledged that while there was not a follow-up meeting, there was email correspondence.</p> <p>It was then recommended that the election for each Board position be handled by a separate vote, which was accomplished.</p> <p>On behalf of the Nominating Committee, Mr. Dickerson recommended Joseph Krawczyk for President and asked if there were any other nominations from the floor. Hearing none, Mr. Dickerson moved that the Secretary cast one ballot for Joseph Krawczyk for President. Second by Mrs. Scribner. None opposed. The motion carried unanimously.</p> <p>On behalf of the Nominating Committee, Mr. Dickerson recommended Gary DeGasta for Vice President and asked if there were any other nominations from the floor. Hearing none, Mr. Dickerson made a motion for Gary DeGasta as Vice President. Seconded by Mrs. Scribner. None opposed. The motion carried unanimously.</p> <p>On behalf of the Nominating Committee, Mr. Dickerson recommended Michael Klopchin for Secretary/Treasurer and asked if there were any other nominations from the floor. Hearing none, Mr. Dickerson made a motion for Michael Klopchin as Secretary/Treasurer. Seconded by Mrs. Scribner. None opposed. The motion carried unanimously.</p> <p>After Mr. Dickerson recused himself, President Krawczyk recommended Charly Dickerson for a position on the Executive Committee and asked if there were any other nominations from the floor. Hearing none, President Krawczyk made a motion for Charly Dickerson as a member of the Executive Committee. Seconded by Mrs. Scribner. None opposed. The motion carried unanimously.</p>	<p><b>INFO</b></p> <p><b>CLOSED</b></p>
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	<p>President Krawczyk recommended Brenda Cruickshank for a position on the Executive Committee and asked if there were any other nominations from the floor. Hearing none, President Krawczyk made a motion for Brenda Cruickshank as a member of the Executive Committee. Seconded by Mrs. Scribner. Mr. Costello stated that the Nominating Committee was unable to achieve concurrence on CPT Cruickshank's nomination and since a follow-up meeting did not occur, he felt the Nominating Subcommittee was not ready to make a recommendation on the second Executive Committee position. President Krawczyk reminded the Board that there was a motion which was seconded on the floor to elect CPT Cruickshank to serve on the Executive Committee. The motion carried with one Trustee opposed.</p>	
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>EXECUTIVE SESSION</b>	<p>A motion was made by Mr. Dickerson to enter into Executive Session to discuss the subject of Personnel. The motion was seconded by COL DeGasta. The motion carried and the Board entered Executive Session at 1514. Attendees during the Executive Session included the Board members, and invitees Melissa Jackson, CEO and Asa Morin, COO.</p> <p>A motion was made to exit the Executive Session by Mr. Dickerson, second by COL DeGasta. The motion carried and the Board returned to its open meeting at 1526.</p>	<b>CLOSED</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>PERSONNEL</b>	<p>A motion to approve the CEO's decision to hire Rebecca Souza as the Director of Nursing was made by Mr. Dickerson, second by Mrs. Scribner. No discussion. Roll Call vote requested by President Krawczyk. There were 11 yes votes for the motion: Kent Butterfield, Jennifer Carmichael, Tom Costello, Brenda Cruickshank, Gary DeGasta, Charly Dickerson, Michael diMonda, Jacqueline Kelly, Michael Klopchin, Joseph Krawczyk, Joyce Scriber. There were four Trustees absent: David Fabricius, Robert Hooper, Peter Niles, Jamie Percey. Motion carried.</p>	<b>CLOSED</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>EDUCATION AND TRAINING</b>	<p>It was reported that invitation letters to the presenters for Education and Training in October have been completed and will be mailed out at the end of the week. A brief summary of content of the Annual Education and Training Program was provided to the Board.</p>	<b>INFO</b>

TOPIC	DISCUSSION	ACTION
<b>APPOINTMENTS</b>	A discussion ensued regarding potential appointees to the Board and the process involved with it. Appointees are the decision of the Governor.	<b>INFO</b>
TOPIC	DISCUSSION	ACTION
<b>ADJOURNMENT</b>	A motion to adjourn the meeting was made by Mr. diMonda, second by Dr. Kelly. Motion carried. The meeting adjourned at 1548.	<b>CLOSED</b>

Meeting adjourned at 1548. Next Board meeting is 14 December.