

**SUBJECT  
TO  
APPROVAL**

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**Board of Trustees  
Meeting held via Zoom video/phone  
14 December 2022  
1230 hours**

**Present:**

Colonel Gary DeGasta, Vice President  
Michael Klopchin, Secretary  
Kent Butterfield  
Jennifer Carmichael  
Tom Costello  
CPT Brenda Cruickshank

Charly Dickerson (late arrival)  
BMCS Michael diMonda  
LTC David Fabricius  
Colonel Peter Fagan  
Robert Hooper  
Dr. Jacqueline Kelly

CAPT Peter Niles  
Jamie Percey  
Joyce Scribner  
Catherine Tester  
Robert E. Burke, Director, Vermont Office  
of Veterans Affairs

**Excused:**

**Guests:** Lisa Sloan, DAV  
Jon Endres, Environmental  
Patricia Babcock  
Shannyn MacVicar  
Cindy Murray, Educator

Representative Mary Morrissey  
Tonya Goodell, Human Resource  
Asa Morin, COO  
Jean Cody, QA Nurse  
Robyn Boland, Executive Assistant

Melinda Crawl, Marketing  
Steve McClafferty  
Dr. Peter King, Provider  
Rebecca Souza, DNS

The meeting was called to order by Vice President De Gasta at 1235.

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

Motion made by Mr. Hooper to accept the 10 August 2022 minutes as written, second by COL Fagan. Motion carried.

Motion made by Mr. Hooper to accept the 14 October 2022 Special Meeting minutes as written, second by Mrs. Joyce Scribner. Motion carried

TOPIC	DISCUSSION	ACTION
<b>VICE PRESIDENT</b>	A moment of silence was held in honor of past President Joseph Krawczyk who passed away yesterday. Vice President De Gasta and CEO Jackson shared fond thoughts and memories in working with him over the years and especially while he was President of the Board of Trustees.	<b>INFO</b>
<b>WELCOME</b>	Vice President De Gasta welcomed the Board, Representative Mary Morrissey, and members of the staff and thanked them for joining the meeting.	<b>INFO</b>
<b>INTRODUCTIONS</b>	The new Director of Nursing, Rebecca Souza, was introduced to the Board by CEO Jackson. Rebecca is from Rhode Island, served in the Army Reserve, resigning as a Captain. Commented it is nice to have a veteran in a leadership position at the facility again. She has a doctorate in nursing. End of life	<b>INFO</b>



	<p>disclosed to the Board at the next meeting. Recommendation was the By-Laws Committee should meet and make proposals to the Board for their consideration at the February meeting. Mrs. Scribner rescinded her motion to increase the Executive Committee’s authority up to ten thousand dollars, and BMCS diMonda also rescinded his second to the motion. This item has been tabled until the February 8 Board meeting.</p> <p>Motion to annualize the maximum budget for planning, staging and executing the Annual Education &amp; Training Program from “up to ten thousand dollars (\$10,000.00)” to “up to fifteen thousand dollars (\$15,000.00)” made by Mrs. Scribner, second by Mr. Hooper. A request was made for the rationale of increasing the amount to \$15,000.00, which Vice President De Gasta provided. All were in favor of the motion with the exception of Mr. Costello opposing. Motion carried.</p>	<b>CLOSED</b>
TOPIC	DISCUSSION	ACTION
<b>HOME REPORTS</b> <b>CEO</b> <b>MARKETING STUDY</b>	<p>CEO Jackson presented Powerpoint slides regarding the RFP (Request for Proposal) for a Marketing Study. One company provided a bid which is up for review by the Board. The reason for the request of a Marketing Study is to get veteran information that is not already accessible, such as veterans not associated with the VA, not receiving VA benefits, but also to identify who our competitors are. The VA has a program called Optum. It is for service-connected veterans and allows them to not have to only come to VVH for free health care, they can be contracted with other nursing homes across the state, but we don’t know who those providers are. The Study would also help identify who is providing other services like adult-day, home-based services, etc. This will then help guide where we may want to do a feasibility study, target our resources, investigating service lines that have the potential of being financially viable and in need for the state. The Market Study looks at the long-term care veteran market right now.</p>	<b>INFO</b>
<b>STRATEGIC PLAN</b>	<p>CEO’s discussed her Current Operations that support the Strategic Plan Action Goals document that gives a baseline of the services and processes already in place at VVH. The document can also be used as a model for the Board Committees to track their Strategic Plan Action Steps.</p> <p>The CEO reported she is required to do an annual review of the Strategic Plan. The COO, Marketing Director and herself are developing a Marketing Education Packet that will include marketing materials, frequently asked questions, and common inquiries about the Home. This will give base knowledge to the Board when talking to VSO’s, legislators or in the community. Hope to have this ready by February. COL Fagan commented it is important to have a “30-second elevator speech” to start a conversation.</p>	<b>INFO</b>
<b>STATE EMAILS</b>	<p>January 1, 2023, is the deadline for all Trustees to be on the state email system (Teams). This will separate personal emails from business emails. All documents will be listed on the Board’s Team page</p>	<b>INFO</b>

	<p>for easy access. Meetings can be held in Teams. There's a feature that will transcribe the minutes so only need to make edits. Most documents are public information, but can set up confidential folders, too. Additionally, as part of being on a Board of Commission in the State of Vermont, there is Ethics training that all Board members will be required to complete, which can be done through the state email system.</p>	
<p><b>CARD ROOM</b></p>	<p>VVH has been assigned the date of Tuesday, January 31, 2023, for our presentation in the Statehouse Card Room. Encourage all Trustees to attend as it is a great opportunity to meet our legislators.</p>	<p><b>INFO</b></p>
<p><b>QAPI PLAN</b></p>	<p>Requested the Board's (annual) approval of the QAPI Plan (Quality Assurance and Performance Improvement). Leadership names have been updated. Seeking the Board's approval per CMS regulations. A motion to accept the QAPI Plan as written was made by Mrs. Scribner, second by CPT Cruickshank. No further discussion. Roll Call vote requested by Vice President De Gasta. There were 16 yes votes for the motion: Kent Butterfield, Jennifer Carmichael, Tom Costello, Brenda Cruickshank, Gary De Gasta, Charly Dickerson, Michael diMonda, David Fabricius, Peter Fagan, Robert Hooper, Jacqueline Kelly, Michael Klopchin, Peter Niles, Jamie Percey, Joyce Scribner, and Catherine Tester. Motion carried unanimously.</p>	<p><b>CLOSED</b></p>
<p><b>FACILITY ASSESSMENT</b></p>	<p>The Facility Assessment is also approved annually or as needed. Changes were made to leadership names, current demographics of who our residents are, our top 10 diagnosis, and updated information regarding our covid response. A motion to accept the Facility Assessment as written was made by Mr. Percey, second by Mrs. Scribner. No further discussion. Roll Call vote requested by Vice President De Gasta. There were 16 yes votes for the motion: Kent Butterfield, Jennifer Carmichael, Tom Costello, Brenda Cruickshank, Gary De Gasta, Charly Dickerson, Michael diMonda, David Fabricius, Peter Fagan, Robert Hooper, Jacqueline Kelly, Michael Klopchin, Peter Niles, Jamie Percey, Joyce Scribner, and Catherine Tester. Motion carried unanimously.</p>	<p><b>CLOSED</b></p>
<p><b>COO/CO CORPORATE COMPLIANCE</b></p>	<p>COO Morin provided a comprehensive annual briefing of the Corporate Compliance for 2022. Any details in the packet will need to be discussed in Executive Session. Focus next year is on implementing programs and strategies to reduce the number of complaints of fair employee treatment, which includes bullying, discrimination, harassment. There is a Compliance Program Assessment in the packet detailing all the guidelines we need to follow. Also in the packet is the Risk Assessment which was completed and identifies what will be looked at pro-actively next year. Investigations are done internally in the State of Vermont and take time to complete. Any time using VA grant funding, we are subject to Federal audits. Part 2 of this will be to review the policies which will be provided soon. Will request approval for the plan and policies at the February meeting.</p>	<p><b>INFO</b></p>

<p><b>HOME REPORTS PANEL Q&amp;A REBECCA SOUZA, DNS</b></p>	<p>Currently, VVH is working with 3 Travel Agencies which comprises 50% of the nursing staff. It is predicted this will be the norm for the next 10 years in the nursing profession as many nurses have retired, lack of people coming into the nursing profession, and 70% of those that enter nursing leave within 5 years. The majority of the travelers at VVH renew their contracts with us. Motivating staff to meet their maximum potential and grow them internally will be beneficial.</p>	<p><b>INFO</b></p>
<p><b>DR. PETER KING MEDICAL DIRECTOR</b></p>	<p>The VA continues to provide clinical support to VVH instead of the community as staffing issues are a struggle for both. During a recent site visit, VA leadership expressed they are committed to help support VVH. Psychological and mental health services continue on a regular basis.</p>	<p><b>INFO</b></p>
<p><b>RECESS</b></p>	<p>Vice President De Gasta called a recess at 1:58 pm until 2:10 pm.</p>	
<p><b>STEVE MCCLAFFERTY FINANCE</b></p>	<p>The change on the balance sheet is mostly due to the pension entries that are done once a year. Bad debt expenses are primarily due to private pay and Vermont Medicaid. The legislature does not recognize bad debt or depreciation expense in the budget. There are several initiatives in place to reduce the bad debt for 2023.</p> <p>The Account Reconciliation from 2021 had an issue due to mixed information from the State. The large influx in June was due to receiving settlement money from Vermont Medicaid for the fiscal 2020 cost report. In fiscal 2023, it will be a greater number due to covid expenses. With the Medicare Waiver we are now paid our cost instead of the Medicare upper payment limit. Currently there are 62 open positions, primarily in nursing.</p>	<p><b>INFO</b></p>
<p><b>JON ENDRES ENVIRONMENTAL</b></p>	<p>A suggestion was made to collaborate with Mount Anthony School and SW Tech regarding police coverage. Local police staffing is low and there's a backlog at the police academy so unable to get people trained. We do have coverage from the local police from 10pm to 5am 6 days a week. If we were to provide our own security, it would have to be a State position, which would entail going through the position pool and potentially the legislature to have a position added or take some nursing positions and change them to security positions. We are only allotted a certain number of positions at the Home. Cameras are mounted on the building with focus on entrances, not the driveways.</p>	<p><b>INFO</b></p>
<p><b>MELINDA CROWL ADMISSION/MARKETING</b></p>	<p>Discussion regarding the number of referrals, how many were/were not qualified, and how many are on the current wait list. Most of the wait list are for the Domiciliary and secured unit. Three of the 5 on the current nursing home wait list are scheduled for admission in the coming weeks. Of the 287</p>	<p><b>INFO</b></p>

<p><b>JEAN CODY QA NURSE</b></p>	<p>referrals, probably 80 of them qualified for serious consideration. We receive a lot of mass referrals from facilities that send out to any nursing home within 100 miles, and those include non-veterans and people that may not even be interested in coming to VVH. There are a large number of Massachusetts and New York referrals also.</p> <p>Need to be mindful that when work begins with the grant to rebuild A-wing, those (30) residents will need to be moved to other units. The average length of stay at VVH is 700 days. To not be subject to the bed tax, would need to de-certify the 30 beds, which means would lose our Medicare &amp; Medicaid for those, and then to get them back later, would need to go through the Certificate of Need process.</p> <p>Continue to work on the Bronze Commitment to Quality Application which will be helpful in structuring the direction to proceed in for 2023.</p>	<p><b>INFO</b></p>
<p><b>TOPIC</b></p>	<p><b>DISCUSSION</b></p>	<p><b>ACTION</b></p>
<p><b>COMMITTEE REPORTS BUDGET AND FINANCE</b></p>	<p>Committee meeting not held, therefore no report.</p>	<p><b>INFO</b></p>
<p><b>BUILDINGS &amp; GROUNDS</b></p>	<p>CAPT Niles reported the Home is preparing for the upcoming storm.</p>	<p><b>INFO</b></p>
<p><b>OUTREACH &amp; MARKETING</b></p>	<p>Committee meeting not held, therefore no report.</p>	<p><b>INFO</b></p>
<p><b>BY-LAWS/NOMINATING</b></p>	<p>Committee meeting not held, therefore no report.</p>	<p><b>INFO</b></p>
<p><b>EXECUTIVE</b></p>	<p>Vice President De Gasta reported the Executive Committee focus is on the Strategic Plan Action Steps, Operations, Ombudsman Program and Education &amp; Training. A question was raised as to why some of the committees have not met since the August meeting. Vice President De Gasta responded that he is working on a form to better track the committee meetings for each quarter. The intent is not to have committees meet just to meet, there has to be substantial business to meet.</p> <p>Mr. Costello and COL Fagan reported they each may have a potential candidate to serve as a Trustee. There are still 5 vacancies on the Board. No other Board members have submitted potential candidates. Candidates need to apply online and the Governor appoints them.</p> <p>Brief discussion regarding how many Board members need to be a veteran. This will be an item added to the February meeting agenda.</p>	<p><b>INFO</b></p>
<p><b>STRATEGIC PLANNING</b></p>	<p>Vice President De Gasta reported the Strategic Planning Committee decided to meet at least quarterly, more often if deemed necessary, and have scheduled fixed dates and times for 2023 already.</p>	<p><b>INFO</b></p>

TOPIC	DISCUSSION	ACTION
<b>EDUCATION AND TRAINING</b>	<p>Previous to the Board meeting, summary documents were provided to the Trustees as a recap of this year's Education and Training. Invited Board members to submit suggestions/comments soon to the Work Group members for consideration in planning next year's event.</p>	<b>INFO</b>
TOPIC	DISCUSSION	ACTION
<b>OTHER</b>	<p>Brief discussion on the PACT Act. CEO Jackson reported she provided a list of our residents that may be eligible for this, and the social worker team is in the process of making contact with either the veteran or their family member on this. It is also reviewed as part of the admission process. Providing a brief summary of the PACT Act will be added to the February agenda.</p>	<b>INFO</b>
TOPIC	DISCUSSION	ACTION
<b>ELECTION OF BOARD PRESIDENT</b>	<p>Secretary Klopchin explained the steps of the protocol to fill a vacancy in the presidency, as written in Section 1 Article 3, and the process if there is another vacancy as a result of that election. Secretary Klopchin requested nominations for the president vacancy. BMCS diMonda recommended CAPT Niles. CAPT Niles recommended Vice President Gary De Gasta. CAPT Niles expressed interest but added that he feels it's Gary's position and therefore nominates the Vice President Gary De Gasta. BMCS diMonda withdrew his nomination for CAPT Niles. Request was made for any other nominations. Hearing none, Secretary Klopchin recommended Vice President Gary De Gasta, as nominated by CAPT Niles, for President of the Board of Trustees until the annual meeting in August. Seconded by BMCS diMonda. Requested if there were any other comments and any other nominations. None heard. Roll Call vote results: There were 14 yes votes for the motion: Kent Butterfield, Jennifer Carmichael, Tom Costello, Brenda Cruickshank, Charly Dickerson, Michael diMonda, David Fabricius, Peter Fagan, Jacqueline Kelly, Michael Klopchin, Peter Niles, Jamie Percey, Joyce Scriber and Catherine Tester. One absent: Robert Hooper. One abstain: Gary De Gasta. Motion carried unanimously.</p> <p>Newly elected President De Gasta expressed his thanks to the Board. The vacancy for the Vice President will be handled at the next Board meeting in February. Per the recommendation from Mr. Costello, President De Gasta requested the Nominating Committee to collect nominees for Vice President and to make their recommendation(s) at the February meeting. Nominating Committee Chair Mr. Dickerson requested interested candidates to contact him by January 11 to allow time for the Nominating Committee to meet and submit their Report for the February 8, 2023, Board meeting.</p>	<b>CLOSED</b>

<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>PUBLIC COMMENTS</b>	<p>Representative Mary Morrissey thanked everyone for their terrific work for our veterans and welcomed the 2 new Board members that she also advocated for. Thanked all for their support, love, and concern recently during the loss of her two brothers.</p> <p>Lisa Sloan, DAV (Disabled American Veterans) congratulated President De Gasta on his appointment to President. Extended her thoughts and prayers to the Krawczyk family. Reported she has been receiving a lot of compliments from family members as well as from VVH veterans that attend the DAV meetings and thanked for the great job everyone is doing. Happy holidays to everyone.</p>	<b>INFO</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>EXECUTIVE SESSION</b>	<p>A motion was made by COL Fagan to enter into Executive Session to discuss Contracts and Personnel. The motion was seconded by Mr. Percey. No discussion. The motion carried and the Board entered Executive Session at 1522 with none opposed. 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 BMCS diMonda, second by Mrs. Scribner. The motion carried and the Board returned to its open meeting at 1558.</p>	<b>CLOSED</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>ADJOURNMENT</b>	<p>A motion to adjourn the meeting was made by BMCS diMonda, second by CAPT Niles. Motion carried. The meeting adjourned at 1607.</p>	<b>CLOSED</b>

Meeting adjourned at 1607. Next Board meeting is 8 February 2023.