

**Board of Trustees**  
**Meeting held via Zoom video/phone**  
**8 December 2021**  
**1300 hours**

**Present:**

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

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

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

**Excused:**

**Guests:** Asa Morin, COO  
 Jon Endres, Environmental  
 Shannyn MacVicar, Cardinal Unit Mgr  
 Dr. Peter King, Provider  
 Cindy Gadway, Rehab

Representative. Mary Morrissey  
 Patricia Babcock  
 Sharon Sausville  
 Patricia Crossman, DNS  
 Robyn Boland, Executive Assistant

Lisa Sloan, DAV  
 Steve McClafferty, Finance  
 Melinda Crawl, Marketing  
 Cindy Murray, Educator

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 Mrs. Joyce Scribner to accept the 11 August 2021 minutes as written, second by Dr. Jacqueline Kelly. Motion carried. Motion made by Mr. Charly Dickerson to accept the 22 October 2021 Special Meeting minutes as written, second by Mrs. Joyce Scribner. Motion carried.

TOPIC	DISCUSSION	ACTION
<b>PRESIDENT WELCOME</b>	President welcomed the Board, members of the staff, Representative Mary Morrissey and Lisa Sloan of the DAV to the meeting.	<b>INFO</b>
TOPIC	DISCUSSION	ACTION
<b>HOME REPORTS CEO</b>	For the last month, did not have any positive covid cases, however currently have two clinical staff but does not impact visits. Initially CMS regulations stated all nursing home employees had to receive the vaccine, but about a week ago a federal judge put an injunction, nationwide, so mandate is in a holding pattern pending the lawsuit. Religious exemptions are reviewed by HR (Human Resources) and medical exemptions are reviewed by Dr. King. There were about 15 religious and zero medical exemptions	<b>INFO</b>

submitted so far. An employee with a religious or medical exemption will be required to wear an N95 mask and face shield while in the facility if the mandate stands. Vaccination rates are: 65% of LNA's, 60% of nursing, and 82% of the entire staff are now vaccinated.

Prior to the meeting, the CEO sent the Board of Trustees several documents for their review that require annual approval per CMS regulations. The first of these is the Corporate Compliance Handbook and the Policy and Procedures. The COO, Asa Morin, is our Corporate Compliance officer and she is currently participating in training for it. The biggest change was allowing the COO to have direct line communication with the Board regarding corporate compliance issues or concerns, such as if a CEO was doing something fiscally illegal, the corporate compliance officer would be able to report such directly to the Board. A motion to accept the Corporate Compliance as written pending changes was made by Mr. Jamie Percey, second by CPT Brenda Cruickshank. With no further discussion and none opposed, the motion carried.

The next document for Board annual approval is the QAPI Plan (Quality Assurance and Performance Improvement). Updated leadership changes and a few policies to the Plan. Seeking the Board's approval (or denial) per CMS regulations. A motion to accept the QAPI Plan as written pending changes was made by Colonel Gary DeGasta, second by CPT Brenda Cruickshank. Jean Cody is our QAPI Nurse, but per regulation the CEO is responsible for it. All department heads and members of the QAPI committee review the Plan and can recommend updates and changes as needed. A question was asked where the Plan is located and whether visitors to the HOME have the ability to read the Plan. A hard copy is kept in the Executive Assistant's office. If/when these 4 documents are approved by the Board, the CEO planned to post them to the VVH website. With no further discussion and none opposed, the motion carried.

Facility Assessment is also approved annually and as needed. Leadership changes were updated and Section 1 resident information were updated. Our youngest veteran is 52, and the oldest is 103. A motion to accept the Facility Assessment as written was made by CPT Brenda Cruickshank, second by Mrs. Joyce Scribner. With no further discussion and none opposed, the motion carried.

The last to approve is the Emergency Preparedness Plan. Leadership changes were updated and a summary of our interactions with the Vermont Emergency Management through the pandemic was added. Also updated to reflect that we will maintain a 6-month supply of PPE (Personal Protective Equipment) due to the PPE shortage at the height of the pandemic. This Plan is already on the website. Once approved, will replace with this updated Plan. The employee phone numbers are not posted on the website for confidentiality reasons. PPE is currently being stored throughout the building. In the process

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**PATRICIA CROSSMAN  
DIRECTOR OF NURSING**

of working on a contract to lease off-site storage that has 24/7 access and is weather tight. A motion to accept the Emergency Preparedness Plan as written was made by Colonel Gary DeGasta, second by CPT Brenda Cruickshank. With no further discussion and none opposed, the motion carried.

Waiting for CMS to return any day for their clinical compliance visit. Also waiting for an informal dispute resolution regarding the Life Safety Report as a large percent of it had been copied and pasted from the 2019 report of which many of the items had been corrected. There are some issues from 2019 that have not been addressed as will be part of the Access and Security Grant.

The staff continue to do an phenomenal job dealing with the constant changes, regulations and covid cases. So thankful and blessed to have such great staff taking care of our veterans and members.

Asa Morin, COO, has passed the state and national exams for her nursing home license. Once she receives her official license, we can add her to the facility license as another nursing home administrator.

Continue to use Agency for staffing mostly on evenings and night shifts. Currently have 34 Agency staff consisting mostly of RN's, LPN's and LNA's. LNA certification class is being held currently and will hopefully help increase our LNA pool.

MDS Nurse, Colleen Moore, is retiring in February. That position is posted. Due to the pandemic, her role has primarily been the employee health nurse.

The clinical team continues to provide covid testing twice weekly and/or as needed. The State pays for the tests shipped to the Broad Institute. SVMC (Southwestern Vermont Medical Center) tests are billed to the person's insurance and if there is a balance due it is contractualized.

One unit is on quarantine currently due to two staff members testing positive. No residents have covid.

Restorative Nursing program assisted by the Therapy department at VVH continues. Have seen improvement with falls with this walking and exercise program. The program helps to restore residents to baseline when there has been a change in health or wellness, recent fall, and return from hospital.

Very proud of the clinical team after all they have endured during the pandemic while still giving excellent quality care as indicated on surveys. Plan of Correction areas from the annual survey are labeling/storage of expired meds, refrigerator temperatures, medical supplies and smokers quarterly assessments.

Staff dementia education has greatly improved with new process.

92% of the residents have received flu vaccinations.

Competition is high with the Agency nurses as are the wages for them causing to be over budget for

**INFO**

**INFO**

<p><b>DR. PETER KING</b> <b>MEDICAL DIRECTOR</b></p>	<p>Agency staffing. There is an upcoming budget adjustment meeting. Mr. Robert Hooper recommended to have the Board consider authorizing President Krawczyk to send a letter to the House Government Operations and Senate Government Operations Committee to emphasize how important it is to retain and recruit permanent employees as opposed to the agency staffing as feels the retirement system is going to take a hit and should try to advocate early to protect our ability to hire and be competitive in this environment as we can. The COO reported that we are working with HR and Labor Relations on recruitment and retention incentives but won't consider a sign-on bonus as our staff deserve to be honored for what they have done. No objections were voiced to send a letter to the committee and legislature. Have seen locally staff are leaving current positions for the higher pay with Agency companies.</p> <p>Supportive of the staff for all their work during the pandemic. Closely monitoring the variants and community prevalence. Total that have tested positive since April 2020 are: 19 residents, 48 staff, with 3 resident deaths. Making some progress with vaccine hesitancy.</p> <p>Dr. Carol Salazar has joined VVH as a contracted employee after her retirement from the VA and will be at VVH 3 days a week.</p> <p>Continue our association with the Vermont Ethics Network reviewing case studies of situations in long-term care that present as ethical dilemmas.</p> <p>In regular contact with Trey Dobson, the Chief Medical Officer at SVMC, and also with Dr. Levine of the Vermont Department of Health who have both been an incredible resource and support during the pandemic.</p>	<p><b>INFO</b></p>
<p><b>MELINDA CROWL</b> <b>ADMISSION/MARKETING</b></p>	<p>Migrated the website in October. Did a lot of advertising with Veterans Day. Have added more content on our internal program TouchTown. Working on Day of Remembrance and several virtual events coming up soon. Provide virtual tours for potential admissions. The Champlain Valley Fair was very beneficial to us and was set up with other veteran organizations and will pull that over to the Rutland Fair next year. Attended the State Job Fair. Wreaths Across America will be virtual again this year on December 18.</p>	<p><b>INFO</b></p>
<p><b>STEVE MCCLAFFERTY</b> <b>FINANCE</b></p>	<p>The Audit Report just came in with no changes from draft. Will email it to the Board.</p> <p>Provided brief update on the Board accounts. Will provide a written report with the figures for these accounts.</p> <p>Requested the Board to authorize the transfer of \$47,000 from the Common Trust account to the</p>	<p><b>INFO</b></p> <p><b>CLOSED</b></p>



	<p>Recently there was a lockdown at the high school which gave an opportunity for VVH to practice shelter in place procedures. Although VVH was not the intended target, it was in the close proximity. Recommend to have a discussion in executive session at the next meeting regarding the safety security policies and procedures. Safety security will be added to the February meeting agenda as an executive session topic.</p>	<b>OPEN</b>
<p><b>OUTREACH AND MARKETING</b></p>	<p>Ms. Jennifer Carmichael reported their committee meeting discussed some of the long-term concerns associated with covid of not being able to interact with people or organizations like use to be able to and how it is affecting the staff and residents such as the American Legion Gift Exchange where the residents are able to shop for loved ones and their gifts are mailed out.</p> <p>Also discussed expanding the marketing and social media touch points more by using some of the features available on Facebook and Instagram. Would like to reach out to WEQX fm radio station out of Manchester.</p>	<b>INFO</b>
<p><b>QUALITY ASSURANCE</b></p>	<p>CPT Brenda Cruickshank reported they reviewed the Corporate Compliance Plan and recommended approval during their December meeting. Also advised discussed the staffing issue challenges and how it has to go before the legislature and the Union to increase the nursing staff. Reported that Jean Cody, QAPI Nurse, spent several hours tutoring Mr. Tom Costello on the QAPI Plan in an effort to bring him up to speed.</p>	<b>INFO</b>
<p><b>BY-LAWS</b></p>	<p>Mr. Charly Dickerson reported that Mr. Percey’s appointment expires in 2024, rather than 2023, per the Governor’s reappointment paperwork. Therefore, the election for that position will take place in 2023.</p> <p>Per the training held in October, there is work that needs to be done to the By-laws. Mr. Dickerson will work on a rough draft with the assistance of Ms. Carmichael and Mr. Costello and hope to then have a final draft to present at the February or April Board meeting. Final changes could then possibly be approved at the August annual meeting. The warning of committee meetings, and whether they are all open to the public, is one area to be addressed in the edits so there is no ambiguity in the language. It is Mr. Costello’s opinion that the committee meetings should be warned and open to the public to comply with the State policies, and such warning/notice can be made on the website. Also need to take a position on whether the Open Meeting Law applies or not. President Krawczyk questioned whether posting the notification on the website will meet the law. Mr. Costello cited Section 312 (d) 1 (a) that</p>	<b>INFO</b>  <b>OPEN</b>

<p><b>EDUCATION AND TRAINING</b></p>	<p>notice can be given by posting on the website if one exists. Since it is in black and white (writing), President Krawczyk stated that from this day forward we will go with that the website will be used to warn all future meetings, regardless of size; however, recommends that this is researched thoroughly before presenting any changes to the By-laws to the Board as we do not want to go around the law.</p> <p>Colonel Gary DeGasta reviewed the report and summary documents submitted relating to the Education and Training that took place in October at Lake Morey. Overall evaluation of the program was 4.6 out of 5.0, and the evaluation of the Lake Morey site/location and food score averaged 86. The work group will start meeting the beginning of next year and will take the scores and written evaluations and put them into context of planning the 2022 program. Requested Trustees to contact one of the committee members of any further comments, suggestions, topics, or speakers to consider for next year. With apologies, one issue that will be corrected is the seating arrangement so the situation with Mr. Costello and his wife does not happen again.</p>	<p><b>INFO</b></p>
<p><b>EXECUTIVE COMMITTEE</b></p>	<p>President Krawczyk summarized the Reports submitted from the two committee meetings held.</p> <p>President Krawczyk directed the Committee Chairs that hence date forward, or until we find out something different, that when they are holding a committee meeting, they are to notify Melinda Crowl to have the meeting date, time and subject posted to the website. Also suggested that Robyn Boland, secretary to the Board, also be notified of the meetings. Mr. Costello reported the law says notification must be at least 48 hours prior to a regular meeting and at least 24 hours prior to a special meeting the agenda shall be posted on the website.</p> <p>Regarding the Strategic Planning Committee, as stated in the submitted report, will meet after the first of the year.</p> <p>Based on information obtained, Board members will be compensated accordingly: \$50 per day, regardless of where they are, for regular Board meetings. Only exception is that if travel is involved, then would also get paid mileage. Travel pay will also be authorized for committee meetings held in person. This information needs to be submitted to Robyn Boland to input the information on the expense reports. Also need to advise on the length of time for the meeting as this will be pro-rated from the \$50 per diem accordingly. Committee meeting time and mileage will be included on the next regularly-scheduled Board meeting expense report/voucher. In addition, the Committee Reports will need to be completed and posted to the website within 5 calendar days per the statutes.</p>	<p><b>INFO</b></p>

	There are currently five vacancies on the Board. In recent years the Board has been recruiting its members as there is not a list of candidates waiting to get on Boards like there use to be years ago. There is a limit to the number of non-veterans allowed on the Board.	
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>PUBLIC COMMENTS</b>	Lisa Sloan of the DAV thanked for doing good job and wished everyone happy holidays.	<b>INFO</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>OTHER BUSINESS</b>	Mr. Jamie Percey made an inquiry if there are any funds available for realignment and leveling of the cemetery. The Buildings and Grounds Committee to look into this.	<b>OPEN</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>ADJOURNMENT</b>	With no further business or need to go into Executive Session, a motion to adjourn the meeting was made by Colonel Gary DeGasta , seconded by Mrs. Joyce Scribner. Motion carried and meeting adjourned.	<b>CLOSED</b>

Meeting was adjourned at 1504. Next Board meeting 9 February 2022.