

Board of Trustees
Meeting held via Zoom video/phone
8 February 2023
1230 hours

Present:

COL Gary DeGasta, President
Michael Klopchin, Secretary
Kent Butterfield
Jennifer Carmichael
CPT Brenda Cruickshank

Lawrence Cupoli
Charly Dickerson
BMCS Michael diMonda
COL Peter Fagan

Dr. Jacqueline Kelly
Joyce Scribner
Cathy Tester
Robert E. Burke, Director, Vermont Office
of Veterans Affairs

Excused: LTC David Fabricius

Robert Hooper

Jamie Percey

Guests: Rep. Mary Morrissey
Jon Endres, Environmental
Patricia Babcock
Shannyn MacVicar
Robyn Boland, Executive Assistant

Melinda Crowl, Marketing
Tonya Goodell, Human Resource
Asa Morin, COO
Steve McClafferty, Finance

Rebecca Souza, DNS
Cindy Murray, Educator
Scott Betit, IT
Ivy Schwartz

The meeting was called to order by President De Gasta at 1230.

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

Motion made by COL Fagan to accept the 14 December 2022 minutes as written, second by Mrs. Scribner. Motion carried.

TOPIC	DISCUSSION	ACTION
PRESIDENT WELCOME	<p>President De Gasta welcomed the Board, Representative Mary Morrissey, and members of the staff and thanked them for joining the meeting.</p> <p>Representative Mary Morrissey has received good feedback of the Board members and VVH staff that hosted the Card Room and were present for the reading of the Proclamation for past President Joseph Krawczyk. She also reported the House Institutions and Corrections will be reaching out to the CEO to schedule a meeting soon.</p>	INFO
INTRODUCTIONS	<p>As mentor for new Board member Lawrence Cupoli, Dr. Kelly provided a brief bio and introduction of Mr. Cupoli. Born in Rutland, graduated from Mount St. Joseph Academy in Rutland and received a business degree from Southern Vermont College in Bennington. His occupation was a salesman at Kinney Motors. He is a veteran of the U.S. Air Force, past president of Pico Ski Club, member of the American Legion Post 31, and a 42-year member of the Elks. He is married with 3 children. During his</p>	INFO

**ELECTION OF
VICE PRESIDENT**

10 years in the legislature, he served at the State House on the Ethics Committee, the House Committee on Education (Vice Chair) and the Cemetery Advisory Board. Mr. Cupoli commented he was productive during his legislative years and is looking forward to doing the same on this Board. He is proud to be on the Vermont Veterans' Home Board of Trustees.

As Chair of the Nominating Committee, Mr. Dickerson reported originally there were two Trustees that expressed interest in the Vice President vacancy, however one of them has since resigned from the Board. Mr. Dickerson asked if there were any other nominations from the floor other than COL Fagan. Hearing none, the Nominating Committee made a motion that the secretary cast one ballot in favor of COL Fagan as Vice President of the Board. CPT Cruickshank seconded the motion. None opposed. Motion carried unanimously. COL Fagan will become Vice President at the conclusion of this meeting in accordance with Robert's Rules. COL Fagan thanked everyone for their support and is honored to be Vice President. Plans to use his background and connections with the State and the Office of the TAG (The Adjutant General) to better the flow of support and information with our ultimate goal of taking care of our veterans.

CLOSED

**BOARD
EXPENDITURES**

As Chair of the By-Laws Committee, Mr. Dickerson referenced the item tabled from the last Board meeting regarding proposing to increase the Executive Committee's limit of \$5,000 and offered an alternative solution to annualize expenditures for the staff holiday turkey and the Education and Training program with a \$15,000 limit for each. Mr. Dickerson read the motion for the staff holiday turkeys: "To approve the annual expenditure of an amount not to exceed \$15,000 for holiday gifts to staff at the Home, as approved by the Executive Committee. The total amount expended shall be reported to the Board at its next regularly scheduled meeting. Any annual plan for approval of expenditures submitted by the Administrator at the Annual Meeting of the Board shall include this item." Second by Mrs. Scribner. Brief discussion regarding the cost in previous years for this expenditure. No further discussion. The President called to vote on the motion. None opposed. Motion carried unanimously.

CLOSED

Mr. Dickerson explained at the December Board meeting the Board approved the increase of up to \$15,000 for the Education and Training program. He is now proposing to also annualize this expenditure. Mr. Dickerson read the motion: "To approve the annual expenditure of an amount not to exceed \$15,000 for Education and Training of the Board of Trustees, as approved by the Executive Committee. The total amount expended shall be reported to the Board at the following regular meeting. Any annual plan for approval of expenditures submitted by the Administrator at the Annual Meeting of the Board shall include this item." BMCS diMonda expressed he is not in favor of this expenditure and recommended the Board should meet two hours in the morning of the day of their Board meeting to have training sessions. No further discussion. The President called to vote on the motion. In favor: 11. Opposed: 1. (BMCS diMonda.) Motion carried.

CLOSED

<p>RECOGNITIONS</p> <p>MS TEAMS TUTORIAL</p> <p>COMMITTEE MEMBERSHIP</p>	<p>VVH has received CMS Five Star Ratings for “Overall”, “Staffing” and “Quality Measures”.</p> <p>The Home has submitted its Bronze Award Application, the first step in the AHCA/NCAL (American Health Care Association/National Center for Assisted Living) National Quality Award Program. The AHCA/NCAL Award Program uses the Baldrige Excellence Framework® which, for over three decades, has empowered organizations to accomplish their missions, improve results, and become more competitive. COL De Gasta and COL Fagan reported they were both examiners for the Baldrige Award, so are very familiar with the process, the self-evaluation required and work that goes into it. It is more than just an award - it is engaging employees in the process and pulling everyone in the same direction. CEO Jackson reported VVH is currently working on the criteria for the Silver Award.</p> <p>Scott Betit, IT Dept, provided a tutorial on how to log into Outlook for email, and then how to launch MS Teams to access the Board of Trustees Teams page to view the folders that have been added so far. All Trustees will use the @partners.vermont.gov email address. Scott will create PowerPoint instructions for the Trustees to help assist them navigating between their emails and Teams page. CEO Jackson recommended Trustees that need further assistance should bring their iPad or phone to the in-person April 12 Board meeting to have Scott help them.</p> <p>President De Gasta reviewed committee history of when/how committees previously met. Now that committees do not meet in person the morning of the Board meetings, Trustees could be available to sit on more than one committee if they choose to do so. A suggestion was made that Trustees could participate with other committees on an as-needed basis, especially if their expertise is needed. Dr. Kelly reported she would be willing to join Buildings and Grounds, as did Ms. Tester. CPT Cruickshank reported COL Fagan expressed interest in Quality.</p>	<p>INFO</p> <p>INFO</p> <p>INFO</p>
<p>TOPIC</p>	<p>DISCUSSION</p>	<p>ACTION</p>
<p>HOME REPORTS</p> <p>CEO</p> <p>MARKET STUDY</p> <p>AUDIT OF FINANCIAL STATEMENT</p> <p>CMS ENFORCEMENT LETTER</p>	<p>CEO Jackson reported the State is working on the contract. Hope to have representatives from the Market Study Group meet with the Board in person at the April 12 Board meeting in order to provide an overview of the process and provide Trustees an opportunity for input. A brief review as to the purpose of the Market Study was given.</p> <p>The letter from the Bonadio Group (auditors) was provided to the Board prior to the meeting for their review. CEO Jackson provided explanations for the three minor report findings.</p> <p>Reported the COO and her attended the Informal Dispute Resolution hearing on Monday with three administrators from across the state, as well as two representatives from the Vermont Healthcare Association. CEO Jackson was notified yesterday that group drafted and sent their response to Licensing and Protection (L&P). L&P has 30 days to either accept the decision of that group or deny it. Will advise the Board as soon as more information is available.</p>	<p>INFO</p> <p>INFO</p> <p>INFO</p>

<p>ORGANIZATIONAL CHART</p> <p>ANONYMOUS DONATION</p> <p>RECESS</p> <p>COO/CO CORPORATE COMPLIANCE</p>	<p>Any changes of the Organizational Chart under Corporate Compliance require the Board’s approval and it is reviewed annually. Changes made are: Moved Social work reporting from the Director of Nursing to the COO; added the Admission Nurse under Melinda Crowl, Marketing/Admissions Director; and due to the IT person not being a VVH employee, the solid line was changed to a dotted line to designate he works for VVH in collaboration. A motion to accept the Organizational Chart as written was made by Mr. Dickerson, second by Ms. Tester. No further discussion. The President called to vote on the motion. None opposed. Motion carried unanimously.</p> <p>Brief discussion regarding which account an anonymous large donation, that did not have a designated fund listed, should go to. A donation that does not have a restriction on it should go to the Common Trust account. CEO Jackson will report back to the Board with a request of her recommendation as to how to have those additional dollars expended.</p> <p>President De Gasta called a recess at 1:48 pm until 2:00 pm.</p> <p>COO/CO Morin reported there were no recommendations this year in the Bonadio Audit of Financial Statement regarding the Compliance Program.</p> <p>The Corporate Compliance Policies and Plan for 2023 require the Board’s approval. The only change to the policies, since being approved last year, is that the Compliance Committee Policy has been updated now that the Compliance Committee is functioning and operational. There was a brief discussion regarding how the Collective Bargaining Agreement impacts how an investigation takes place, which primarily relates to anonymity. A motion to accept the Corporate Compliance Policies and Compliance Plan as submitted was made by Ms. Carmichael, second by Mrs. Scribner. No further discussion. The President called to vote on the motion. None opposed. Motion carried unanimously.</p>	<p>CLOSED</p> <p>INFO</p> <p>INFO</p> <p>INFO</p> <p>CLOSED</p>
TOPIC	DISCUSSION	ACTION
<p>HOME REPORTS PANEL REBECCA SOUZA, DNS</p> <p>JON ENDRES ENVIRONMENTAL</p>	<p>On a positive note, the number of falls for January was down by four since December. Controlled falls and anyone that is found on the floor, who may or may not have brought themselves to that position, are included in the number of falls.</p> <p>The temporary staff that were recently hired were only available to work part time (not full time).</p> <p>A question by COL Fagan regarding when projects are being done at the Home whether the work is subject to substantial completion dates and the requirements in contracting that comes from that, such as the potential for liquidated damages. Typically, the answer would be yes, but the Security Project is driven by materials availability. Not aware there are any liquidated damages or any sort of hard</p>	<p>INFO</p> <p>INFO</p>

<p>MELINDA CROWL ADMISSION/MARKETING</p> <p>OTHER</p>	<p>completion date for the project. The project was to be done in November, but there have been serious supply delays. Since the Security Project is being used as a solution to some of our citations, we need to keep the VA and CMS informed of delays, even though it is due to circumstances beyond our control.</p> <p>In the case of the Medical Gas contractor, that work is being done under time and materials basis under emergency repairs. The system is functioning extremely well. The fixing of leaks and zone valves being installed has reduced our medical gas usage. The project will be upgrading the infrastructure to a newer and more-modern product. It is a materials-driven slow down.</p> <p>Provided a brief review of report. It was nice to meet new Board members at the State House. Hope that Day of Remembrance will be held in person this year. Admissions have slowed down due to the flu, covid and staffing.</p> <p>An inquiry for Dr. King was whether VVH has explored the possibility of using UVM's AHEC (University of Vermont's Area Health Education Center) that tries to recruit medical professionals.</p>	<p>INFO</p> <p>INFO</p>
TOPIC	DISCUSSION	ACTION
<p>COMMITTEE REPORTS</p> <p>BUDGET AND FINANCE</p>	<p>Committee meeting not held, therefore no report.</p>	<p>INFO</p>
<p>BUILDINGS & GROUNDS</p>	<p>Committee meeting not held, therefore no report.</p>	<p>INFO</p>
<p>OUTREACH & MARKETING</p>	<p>Committee meeting not held, therefore no report.</p>	<p>INFO</p>
<p>BY-LAWS/NOMINATING</p>	<p>Mr. Dickerson reported work continues on updating the By-Laws and hope to have them completed for the April Board meeting.</p>	<p>INFO</p>
<p>EXECUTIVE</p>	<p>President De Gasta reported the Executive Committee focus is on the Strategic Plan Action Steps and will continue to work on all except Action Step #4 (Plan for new management structures as VVH establishes new locations and services with executive- and facility-level management...)</p>	<p>INFO</p>
<p>STRATEGIC PLANNING</p>	<p>President De Gasta reported, as noted in the Report, the result of the discussion was that committees are unable to move forward on many of the Action Steps until the Market Study results are received. In the meantime, will address Action Steps as are able to. Committees are fulfilling their requirements as required in the By-Laws to provide oversight and guidance to the Home and to the Board.</p>	<p>INFO</p>
TOPIC	DISCUSSION	ACTION
<p>PUBLIC COMMENTS</p>	<p>No further comments from the public.</p>	<p>INFO</p>

TOPIC	DISCUSSION	ACTION
EXECUTIVE SESSION	<p>A motion was made by COL Fagan to enter into Executive Session to discuss a lease. The motion was seconded by BMCS diMonda. No discussion. The motion carried with none opposed and the Board entered Executive Session at 1430. 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 Mrs. Scribner, second by CPT Cruickshank. The motion carried with none opposed and the Board returned to its open meeting at 1506.</p>	CLOSED
TOPIC	DISCUSSION	ACTION
ADJOURNMENT	<p>A motion to adjourn the meeting was made by Mr. Dickerson, second by Ms. Tester. Motion carried with none opposed. The meeting adjourned at 1508.</p>	CLOSED

Meeting adjourned at 1508. Next Board meeting is 12 April 2023 – anticipate the meeting to be in person at the VVH.