

**SUBJECT  
TO  
APPROVAL**

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**Board of Trustees  
Meeting held via Zoom video/phone  
9 February 2022  
1300 hours**

**Present:**

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

Arthur Charron  
Tom Costello  
Charly Dickerson  
BMCS Michael diMonda  
LTC David Fabricius

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

**Excused:** CPT Brenda Cruickshank

Robert Hooper

**Guests:** Asa Morin, COO  
Jon Endres, Environmental  
Mary Cicirello, ADNS  
Dr. Peter King, Provider

Representative. Mary Morrissey  
Jean Cody, QA Nurse  
Sharon Sausville  
Patricia Crossman, DNS

Lisa Sloan, DAV  
Steve McClafferty, Finance  
Melinda Crawl, Marketing  
Robyn Boland, Executive Assistant

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 Mr. Jamie Percey to accept the 8 December 2021 minutes as written, second by Mrs. Joyce Scribner. Motion carried.

TOPIC	DISCUSSION	ACTION
<b>PRESIDENT WELCOME</b>	The President welcomed the Board, members of the staff, Representative Mary Morrissey, and Lisa Sloan of the DAV to the meeting.	<b>INFO</b>
<b>EMPLOYEE RECOGNITION</b>	Patricia Crossman (Director of Nursing) presented (in person) VVH employee Mary Cicirello (Assistant Director of Nursing) with a Board of Trustee Challenge Coin. Steve McClafferty, Finance Director, read his nomination request praising her being instrumental in obtaining COVID-19 test kits for staff and residents; is responsible for all the testing of staff and residents; and more recently has also undertaken the command of COVID therapeutic options for our residents. On behalf of the Board of Trustees, President Krawczyk also joined in thanking Mary for all her hard work during this critical time.	

TOPIC	DISCUSSION	ACTION
<p><b>HOME REPORTS</b> <b>CEO</b></p>	<p>The Centers for Medicare Medicaid Services (CMS) now includes on their Nursing Home Compare website data for several new items. Melissa displayed a slide representing the Vaccination Comparison rates of VVH, staff and residents, to three other local nursing homes. VVH has met the first CMS mandated deadline with 84% of our staff vaccinated. The other 16% have a medical or religious exemption. Another slide displayed the Staffing Hours Comparison of VVH and the same three other local nursing homes with the hours per resident per day. The State requires 3 hours per resident per day. VVH is delivering just over 4 hours of hands-on care (RN's, LPN's and LNA's). This information will be used as a recruitment tool. The higher number of hours per resident is, in part, attributed to our higher acuity level compared to most other nursing homes. We are restraint free; we have several residents that require one-on-one care; and, with units on quarantine, there is need for additional staff for involvement with residents when they can't get out and/or interact with others. Since these are actual hours worked, mandatory overtime is included. Over 40% of the nursing personnel are agency nurses.</p> <p>Provided figures for the FY2023 budget, Medicare and Medicaid rates and DOM rates. Room rates have maintained the same for several years. The Medicaid Waiver that was due to expire December 31, 2021, has been extended to June 30, 2022.</p> <p>The final slide displayed a breakdown of Expenses for Salary and Benefits, State Allocations, Utilities and Bed Tax. The State of Vermont charges all nursing homes a bed tax to leverage additional federal dollars in AHS for long term care and other programs. Agency staff expenses are not included in these figures. Tomorrow the CEO will be meeting with the U.S. Senate Appropriations Committee where she plans to bring up the concern regarding high Agency nursing contracts. It is expected to be difficult to recruit nursing personnel until there is an increase in the slots for nursing programs. In an emergency we can ask for National Guard staff, but there is no guarantee we would receive support since they are currently working in hospitals.</p> <p>Recommendation was made to have President Krawczyk produce a video message on behalf of the Board of Trustees to be used with the Learning Management System (LMS) program. The video will be used as part of staff education and will reference our Vision, Mission and Core Values. CAPT Peter Niles volunteered his son to assist in its production and editing if Melinda needs it.</p> <p>The Strategic Plan Executive Summary is now posted on our website with a link to request the entire Plan.</p>	<p><b>INFO</b></p>
<p><b>COO</b></p>	<p>During the Strategic Planning Committee meeting, it was discussed to look into resources to assist the Board with grant writing or components of feasibility studies, and the possibility of some type of intern. An option is the AmeriCorps VISTA (Volunteers In Service To America) program that is run through SerVermont. The goal of the program is to address poverty nationwide, but they have priority areas that</p>	<p><b>OPEN</b></p>

<p><b>CEO DONATION ACCOUNTS</b></p>	<p>our Strategic Planning goals can fit into, such as housing, access to federal benefits and access to healthcare particularly for low-income Vermont veterans. A benefit of VISTA versus an intern is that the VISTA runs in 3-year cycles. As part of the application, would need to submit a letter of support from the Board, and the application would need to be submitted within 2 weeks. There is a cost share as part of the VISTA program—first year \$6,000, second year \$7,000 and third year \$8,000. Will need to assign a site supervisor for the person and to have a plan and goals for the VISTA. After a brief discussion, it was recommended that the Board should clearly establish the goals for the person to work on and then the Home’s leadership can make sure they are followed through.</p>	
	<p>A motion to have the COO move forward with the application for a request for participation in the VISTA program was made by Mrs. Scribner, second by Mr. Dickerson. Funding will be addressed in a separate motion. No further discussion and none opposed. Motion carried.</p>	<p><b>CLOSED</b></p>
	<p>Col. DeGasta made a motion that the Board of Trustees expend the funding for the first year at the rate of \$6,000 and request the CEO to include in its budget submission for the succeeding two years the amount to cover the expenses of \$7,000 and \$8,000 for each of the next two years. Second by Mrs. Scribner. Col. DeGasta amended the motion to extend the funding for the first year at the stipulated rate, up to \$6,000, and then for the second and third years that the CEO of the Home submit an amount to cover what the prevailing costs are for the position for the next two years in the budget submission. Second by Mrs. Scribner. Comment was made again to increase the first-year amount to \$8,000 to allow for flexibility. The COO reported that the application clearly states the first year is \$6,000. No further discussion. None opposed. Motion carried.</p>	<p><b>CLOSED</b></p>
	<p>Recommendation to include the intern on the Strategic Planning Committee will be considered should the application be approved.</p>	
	<p>Discussion ensued regarding closing numerous accounts that have had a zero balance for over a year. A number of these accounts were once set up when donations were earmarked by their donors for a specific purpose but are no longer ongoing. Lengthy discussion ensued regarding several other accounts. Some clarification was provided: the understanding that when monies are donated for a specific purpose, this becomes a restricted donation which can’t be expended for anything other than the stated purpose without the permission of the donor. Following the discussion, the CEO was requested to prepare an internal policy on Donation accounts including to closing out the said zero-balance accounts.</p>	<p><b>CLOSED</b></p>
<p>The Board was also updated on the status of the larger donation accounts (mobility trail, A wing deck, putting green, chapel, Activities, rooms, and the Alzheimer unit), many of which are on hold due to COVID. Since the Board is responsible for all donated accounts, President Krawczyk requested the</p>	<p><b>INFO</b></p>	

<p><b>PATRICIA CROSSMAN DIRECTOR OF NURSING</b></p>	<p>Financial Director, Steve McClafferty, to prepare a summary document of the total dollars of the two Board accounts, as well as a summation dollar amount of the other Donation accounts.</p> <p>Commended staff for doing an outstanding job in a most difficult time, every day, 24/7.</p> <p>President Krawczyk asked the Board if there were any objections to sending the letters prepared by the CEO to the staff and to the families. The draft letters were previously sent to Trustees for comment. No objections were voiced. The Board authorized the CEO permission to issue the letters as written.</p> <p>VVH tries to promote its leadership from within the facility recognizing personal and professional growth. Vicky Perrotta has been awarded the Nurse Manager position on North wing. Anne Hatton has been awarded the MDS Coordinator position.</p> <p>Staff remain on units if under quarantine. Have been able to maintain the staffing levels and have not had to close any units as a result of staffing shortages. Agency staffing provides a cushion which has taken pressure off VVH staff to cover open positions.</p> <p>Mary Cicirello is an outstanding nurse and leader. She has taken on testing, supplies, therapeutics for treatments, and staff education. Lori Jerome has been an asset in assisting Mary with the testing.</p> <p>Survey audits continue.</p>	<p><b>INFO</b></p> <p><b>CLOSED</b></p> <p><b>INFO</b></p>
<p><b>DR. PETER KING MEDICAL DIRECTOR</b></p>	<p>Health care workers have different guidelines for length of time out on quarantine (7-10 days) per CDC and Vermont Department of Health.</p> <p>Also applauds Mary Cicirello for her work with testing and therapeutics.</p> <p>Provided an overview on COVID in the community and the facility and feels we are coming out of the surge as we are back to baseline from last October. Although the infectivity was challenging, mortality rates and symptoms were lessened for the most part. We had 22 resident cases in the last 5 weeks, but were limited to one unit, evidencing good infection control.</p> <p>Meets weekly with the Vermont Department of Health. Continue to monitor the PPE supply and to maintain a 6-month supply in inventory. Implementing the use of IV and oral therapeutics for treatment.</p> <p>Pharmacy and Therapeutics Program meets monthly and has been a positive development recently.</p> <p>Patricia Babcock continues to pilot the Antibiotic Stewardship program following the guidelines to prevent the overuse, and the side effects associated with the overuse, of antibiotics.</p> <p>Dr. Samuelson is leaving the VA April 15. Will introduce his replacement once assigned.</p>	<p><b>INFO</b></p>

<b>MELINDA CROWL ADMISSION/MARKETING</b>	Continue with updates to the Home’s Facebook, YouTube and Instagram. There have been numerous VVH website updates including adding the Board Committee meetings and minutes, the Strategic Plan Executive Summary, and a comments and feedback section. Had a nice article in the Bennington Banner and Brattleboro Reformer about Southern Vermont’s Best Places to Work. Update Touchtown daily. Starting to prepare for some festivals and conferences coming up this summer by working on giveaways and updating some promotional displays.	<b>INFO</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>COMMITTEE REPORTS BUDGET AND FINANCE</b>	Mrs. Scribner had no new information to share. Hope to have in-person meetings soon. Congratulations to Mary Cicirello.	<b>INFO</b>
<b>BUILDINGS AND GROUNDS</b>	The Security subject matter CAPT Niles would like to discuss should take place in Executive Session. No other updates to add.	<b>INFO</b>
<b>OUTREACH AND MARKETING</b>	Ms. Carmichael reported their committee meeting was held a couple weeks ago via zoom and that Melinda Crowl already reported on most of the subjects. Additionally, the committee had discussed the Wreaths Across America event, how quarantine is affecting activities for the residents, and a suggestion to add Amazon Echo devices to resident rooms to listen to radio shows. The committee will review the final budget numbers once received.	<b>INFO</b>
<b>QUALITY ASSURANCE</b>	(Committee Chair absent from the meeting.)	<b>INFO</b>
<b>BY-LAWS/ NOMINATING</b>	Mr. Dickerson hopes to have a report for the next meeting. Raised a question as to the numerous expired appointments. It is the understanding that once an individual is appointed to a Board or Commission, even if the date of expiration of their term of appointment is exceeded, they remain a legitimate member on that Board or Commission until such time they tender a resignation or are not subsequently reappointed. In sum, those whose appointment dates are exceeded remain as duly-appointed Trustees. Reappointment delays are, in part, due to Covid. Routine appointments are many months behind. Col DeGasta will follow up with the Office of Board and Commissions for an update. The Nominating Committee will meet once it is closer to the annual meeting held in August.	<b>INFO</b>

<p><b>EXECUTIVE</b></p>	<p>President Krawczyk reviewed the Committee Report. Previously recommended to divide the committees into three working groups, each to focus on one of the three-assigned strategic area goals. This is still a work in progress.</p> <p>Letters were sent to the House and Senate Committees on Government Operations recapping where we are with the impact of the nursing shortage on the Home as was previously requested by Mr. Hooper. The purpose of the letters was to keep the Legislature in the loop as there may be some upcoming legislation pertaining to this. Some members of the Legislative committee had previously reached out to the CEO for information. They are looking into a grant-type program and wanted to make sure to include the VVH. Retention Bonuses are also available to some of the staff (excluding exempt and managerial positions). Potential Shift Differential Incentive is also being reviewed.</p>	<p><b>INFO</b></p>
<p><b>EDUCATION AND TRAINING</b></p>	<p>Col. DeGasta reported the working group has not met, but the summary documents from the program this past fall have been redistributed to Work Group members for review. Will need to decide whether to return to having the event in June or wait until the fall. An update will be provided at the April Board meeting.</p>	<p><b>INFO</b></p>
<p><b>CORPORATE COMPLIANCE PROGRAM</b></p>	<p>Asa Morin, COO and Corporate Compliance Officer, reported on the Corporate Compliance Program. The Board does not need to have a Corporate Compliance Committee, but the Board should identify a committee, or if it would go to the entire Board, to receive Corporate Compliance reports on a quarterly basis. Asa recommends having quarterly reports sent to a Board-designated committee and then an annual review with the full Board. Executive Sessions, as needed, could be employed depending upon the subject matter. There are also many items working on internally to make sure we are compliant with all State regulations. Corporate Compliance encompasses many things including complaints regarding care, fraudulent billing, and misuse of facility property or funds to name a few.</p> <p>The Compliance Program requires that the Board receive compliance education as well. There is a Corporate Compliance Hotline where the COO maintains a log of any hotline calls or any complaints that fall into compliance issues. The Compliance Officer is responsible for ensuring investigations, where necessary, are accomplished and the outcomes reported to the Board. During the ensuing discussion, several Board members questioned whether reporting should be quarterly as well as whether reports should be to the whole Board or a committee. Since the Board is required to have compliance education that it could be a topic for the annual Education and Training Program.</p> <p>Annual compliance education is also required for all staff, vendors, volunteers and an annual review of the policy is also required. The CEO reported that the auditors said they offer compliance education for it. Without objections, a decision was made to ask the auditors to consider participation in our education program and/or to be one of the facilitators at the annual training, possibly offering guidance whether to assign a committee, or just an individual (the president) or the full Board. The COO stated</p>	<p><b>OPEN</b></p>

<p style="text-align: center;"><b>STRATEGIC</b></p>	<p>that while it is not required to have a Corporate Compliance Committee, the COO, as the Corporate Compliance officer, reports directly to the Board. Best practices is reporting on a quarterly basis and this is her recommendation to the Board. The requirement is annually and there needs to be a direct communication from her to the Board if needed.</p> <p>President Krawczyk reported this was the first meeting for the Strategic Planning Committee. Reviewed the Report submitted prior to the meeting including still working on committee structure and filling Board vacancies. Col. DeGasta reported he sent letters to the Adjutant General and Deputy Adjutant General requesting they help to identify and encourage a Guard member as a candidate for the Board of Trustees. By statute, the veteran appointee must have served in the US Armed Forces and have received an honorable discharge. In summary, if a uniformed members/veterans have not been federally activated (Title 10) they are not a veteran under federal law and therefore ineligible for admission to the Home and also ineligible to serve as a veteran Trustee member. However, that same candidate might very well qualify for appointment, but could serve as a non-veteran Trustee. Since many Vermont's national Guard members are not infrequently federally activated for deployments, many could be eligible. Vermont follows the federal U.S. code on this. Ms. Carmichael reported she put a message out to her employee resource group for potential Trustee candidates but has not received any feedback yet.</p> <p>The Feasibility RFP is on hold after the only candidate applying was not determined to meet expectations. CEO has requested that some NASVH (National Association of State Veterans Homes) colleagues provide examples of their versions of feasibility study RFP's but has not received any yet.</p> <p>The Executive Assistant explained two (new) templates to be used by the Committee Chairs. One will be for warning the committee meeting and the other for the minutes of the committee meeting. The documents will be emailed to the Committee Chairs for their input. Once finalized, it is anticipated only two forms will be used for all necessary documentation.</p>	<p style="text-align: center;"><b>INFO</b></p>
<p><b>TOPIC</b></p>	<p style="text-align: center;"><b>DISCUSSION</b></p>	<p style="text-align: center;"><b>ACTION</b></p>
<p><b>PUBLIC COMMENTS</b></p>	<p style="text-align: center;">No comments voiced.</p>	
<p><b>TOPIC</b></p>	<p style="text-align: center;"><b>DISCUSSION</b></p>	<p style="text-align: center;"><b>ACTION</b></p>
<p><b>EXECUTIVE SESSION</b></p>	<p>A motion was made by Col. DeGasta to enter into Executive Session to discuss a contract with the Chamber of Commerce, a confidential letter addressed to President Krawczyk and the VVH Board of Trustees from a family member, and a personnel issue. The Security identified by CAPT Niles was deferred until the April meeting. The motion was seconded by Dr. Kelly. The motion was carried and the Board entered Executive Session at 1458.</p>	<p style="text-align: center;"><b>CLOSED</b></p>

	A motion was made to exit Executive Session by Mr. Dickerson, seconded by Ms. Carmichael. The motion was carried and the Board returned to its open meeting at 1607.	
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>ADJOURNMENT</b>	No action taken from Executive Session. A motion to adjourn the meeting was made by Mrs. Scribner, seconded by Ms. Carmichael. Motion carried and the meeting adjourned at 1608.	<b>CLOSED</b>

Meeting adjourned at 1608. Next Board meeting 13 April.