

**Board of Trustees**  
**A. Luke Crispe Room**  
**14 June 2023**  
**1100 hours**

**Present:**

COL Gary De Gasta, President  
 COL Peter Fagan, Vice President  
 Michael Klopchin, Secretary  
 SFC Clark Adams, PA-C  
 Jennifer Carmichael

CPT Brenda Cruickshank  
 Lawrence Cupoli  
 Charly Dickerson  
 BMCS Michael diMonda

Dr. Jacqueline Kelly  
 Jamie Percey  
 Joyce Scribner  
 Rev. Richard Setzer  
 Cathy Tester

**Excused:** Kent Butterfield  
 Robert Hooper

LTC David Fabricius

Robert E. Burke, Director, Vermont Office  
 of Veterans Affairs

**Guests:** Rep. Mary Morrissey  
 Jon Endres, Environmental  
 Jean Cody, QA Nurse  
 Robyn Boland, Executive Assistant

Dr. Peter King  
 Cindy Murray, Educator  
 Eric Sheehan, Gibbous

Steve McClafferty, Finance  
 Mary Ryan  
 Quentyn Webb

The meeting was called to order by President De Gasta at 1100 followed by the Pledge of Allegiance.

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

Motion made by Mr. Cupoli to accept the 12 April 2023 minutes as written, second by Mr. diMonda. Motion carried.

TOPIC	DISCUSSION	ACTION
<b>PRESIDENT WELCOME</b>	<p>President De Gasta welcomed the Board, Representative Mary Morrissey, members of the staff and thanked them for joining the meeting. Thanked Mr. Dickerson for distributing a U.S. flag for each attendee in honor of Flag Day today. Also noted today is the birthday of the United States Army.</p> <p>Representative Mary Morrissey reported the legislative session will reconvene next week in Montpelier and believes everything from her committee is still in place. She thanked everyone for their dedication and for all they do for our veterans.</p>	<b>INFO</b>
<b>NEW TRUSTEE</b>	<p>President De Gasta introduced and provided a brief biography for new Board member SFC Clark Adams, PA-C commenting on both his military and professional careers. SFC Adams stated he has always been impressed by VVH, especially as he learned more about it, and he looks forward to the privilege to support it. Several members of his family are veterans. A Board Challenge Coin was presented to him.</p>	<b>INFO</b>

<p><b>BOARD COIN PRESENTATION</b></p>	<p>President De Gasta also presented a Board Challenge Coin to VVH resident, Quentyn Webb, for his dedication and determination in keeping the VVH grounds clean. Mr. Webb was instrumental in the creation of our newly revised Feedback Form. He also provided scientific information regarding covid and he was a member of the DAISY selection team.</p>	<p><b>INFO</b></p>
<p><b>RECOGNITIONS</b></p>	<p>President De Gasta announced Mary Cicirello is being recognized today in Montpelier as VVH's recipient of the State of Vermont Public Service Award for 2023. He then reported Kayla Perkins, LNA, was the recipient of this year's (first) VVH DAISY Award, and last, but not least, Melissa Jackson, CEO, received the ACHCA (American College of HealthCare Administrators) Outstanding Member Award on April 26 in Baltimore, Maryland.</p>	<p><b>INFO</b></p>
<p><b>HOME FEE / ROOM RATE</b></p>	<p>Steven McClafferty, Financial Director, distributed information regarding fees and reimbursement rates. He noted that most of our payers (Medicare, Medicaid, VA) are fixed payments and proposed increases in Home per diem rates would only affect private pay residents. After a lengthy discussion regarding a rate increase, COL Fagan made a motion to increase the current rate of \$315 by \$10.00 for semi-private rooms (new rate=\$325), and also increase the current rate of \$335 by \$10.00 for private rooms (new rate=\$345). The rates would not become effective until August 1, 2023, since a 30-day notice of rate change is required. The motion was seconded by CPT Cruickshank. The motion carried with none opposed.</p> <p>There was a brief discussion regarding room rates for the Domiciliary. The Board deferred any action on this until further guidance is provided by the CEO.</p>	<p><b>CLOSED</b></p>
<p><b>UPDATE ON TRUSTEE REIMBURSEMENT &amp; MEETING WARNINGS</b></p>	<p>President De Gasta reported he is waiting for a written opinion from the Attorney General's office regarding Warnings of Board meetings and committee meetings. Pursuant to a <u>verbal</u> discussion with an Assistant AG, it appears that an annual posting of Board meetings on the VVH website and on the Secretary of Administration's Public Calendar will comply with Vermont's Open Meeting Law requirement. It will be unnecessary to identify specific agenda items and there would not be a requirement to notify the local media. Additionally, it appears that Trustees attending officially sanctioned meetings (Board and committee / in person, zoom or Teams) will be reimbursed at the full per diem rate, plus travel when appropriate. Once the <u>written opinion</u> is received, it will be shared with the entire Board.</p>	<p><b>INFO</b></p>
<p><b>MS TEAMS TUTORIAL</b></p>	<p>A PowerPoint to assist Trustees as they navigate between Outlook and Teams was emailed yesterday. Anyone still having access issues can email or leave a message for Scott Betit, IT Department.</p>	<p><b>INFO</b></p>
<p><b>LUNCH BREAK</b></p>	<p>Lunch break from 12:10 pm - 12:58 pm.</p>	<p><b>INFO</b></p>

<b>MARKET STUDY</b>	CEO Jackson introduced representative Eric Sheehan (Managing Director and Project Lead) from Gibbous. Mr. Sheehan reviewed his PowerPoint slides relating to the Market Study his firm is conducting that is currently on track and on time. Mr. Sheehan’s presentation included: Data received from the Vermont Office of Veterans Affairs and the Vermont DMV. Gibbous has requested, but has yet to receive, data from the Department of Veterans Affairs. The CEO will continue to distribute information from bi-weekly briefings with Gibbous to the Board in her CEO Weekly Report. She will also upload the Gibbous PowerPoint presentations on the Board Teams page.	<b>INFO</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>HOME REPORTS CEO CMS ENFORCEMENT LETTER</b>	CEO Jackson discussed the Talking Points she provided to Trustees regarding the CMS fine. She requested the Trustees to direct any inquiries from constituents they are unable to answer to her for follow up.	<b>INFO</b>
<b>VA ANNUAL SURVEY</b>	Currently working on corrective action plans for VA cited deficiencies noting that there were no direct-care issues. August 31 is the Home’s compliance response due date.	<b>INFO</b>
<b>VA LICENSED BEDS</b>	During the Public Health Emergency (PHE) due to covid to qualify for Bed Hold money (money the VA will pay when a 70% or more service-connected veteran is admitted to a hospital) the VA reduced the Home’s 90% requirement to 70%. Now that the PHE is over, the capacity requirement has returned to its original 90%. We currently have 25 beds offline due to staffing issues. With the anticipated major renovation to A-wing, 25 beds will need to be offline for 2 or more years. The Board was requested to authorize a reduction in “VA-authorized beds” by 25. Once the A-wing renovation is completed, a request can be made to restore the beds, which will require recertification by the VA. It is not cost-effective or advantageous at this time to reduce Vermont-authorized beds. CEO Jackson requested the Board of Trustees support a reduction of VA Licensed Beds by 25 – from 130 to 105. Motion to decrease the number of VA Licensed Beds by 25 made by COL Fagan, second by Ms. Tester. COL Fagan amended the motion to state the bed reduction was necessary due to the A-wing renovations which could take two or more years to complete. Ms. Tester seconded the motion. Motion carried with none opposed.	<b>CLOSED</b>
<b>BALDRIGE</b>	Unfortunately, we did not receive the Bronze Baldrige Award. Plan to post an RFP (Request for Proposal) for a consultant(s) to work with staff and help guide the Home through the Baldrige process. The Home remains committed to Baldrige.	<b>INFO</b>
<b>BUDGET TESTIMONY</b>	No update at this time. The capital budget passed and was signed by the Governor, but the State budget was vetoed.	<b>INFO</b>

<b>COMMANDANT'S HOUSE</b>	Plan to schedule a walkthrough of the Commandant's House in the next few weeks and then have an inspection performed to obtain a full assessment of repairs needed.	<b>INFO</b>
<b>HIPAA TRAINING</b>	No update on the annual HIPAA training at this time.	<b>INFO</b>
<b>UPDATE ON DNS</b>	Will defer discussion on this for Executive Session as a personnel matter.	<b>INFO</b>
<b>NASVH PRESIDENT TESTIMONY</b>	NASVH (National Association of State Veterans Homes) President, Whitney Bell, testified in front of the House Veterans Affairs Committee and then the Senate Veterans Affairs Committee recently. A strain has developed in the relationship between the VA and NASVH.	<b>INFO</b>
<b>SCOTUS RULING</b>	The Supreme Court of the United States recently ruled family members can sue county and state healthcare agencies that accept Medicare and Medicaid funds. Uncertain how this may affect us.	<b>INFO</b>
<b>CORPORATE COMPLIANCE</b>	Asa Morin, COO/CO is in Montpelier attending Mary Cicirello's State of Vermont Public Service Award ceremony with Governor Scott. The CO report was submitted to the Board prior to today's meeting. Any questions should be directed to either COO/CO Morin or to CEO Jackson.	<b>INFO</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>HOME REPORTS DR. KING, PROVIDER</b>	Dr. King reported there is a covid outbreak (over 90 cases) at a local nursing home. Fortunately, no serious illnesses have been reported. VVH assisted the home by providing some PPE (Personal Protection Equipment) that was due to expire soon. The Home's support was very much appreciated. Testing will be done to identify the covid strain.	<b>INFO</b>
<b>STEVE MCCLAFFERTY, FINANCE</b>	Nothing further to add from the reports previously submitted.	<b>INFO</b>
<b>JON ENDRES, ENVIRONMENTAL</b>	Jon Endres, Director of Environmental Services, reported the Security Project will hopefully be completed by the end of July. Reviewed the two capital budget projects: the Boiler system/emergency generators, and the elevator project/climate control system in the basement.	<b>INFO</b>
<b>JEAN CODY, QA</b>	Nothing further to add from the report previously submitted.	<b>INFO</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>COMMITTEE REPORTS BUDGET AND FINANCE</b>	For valid reasons, no members were able to attend the proposed May 31 meeting. Will reschedule a meeting in July.	<b>INFO</b>

<b>BUILDINGS &amp; GROUNDS</b>	As requested by President De Gasta, the Buildings and Grounds Committee nominated Ms. Tester to serve as Chair. Her nomination was accepted by the President and Ms. Tester was appointed as the Committee Chair. The Committee held a productive in person meeting on May 24 at VVH with all committee members in attendance. Their next meeting has been scheduled for July 27.	<b>INFO</b>
<b>OUTREACH &amp; MARKETING</b>	Committee meeting not held, therefore no report. Plan to have a meeting in July.	<b>INFO</b>
<b>QUALITY ASSURANCE</b>	Committee meeting held April 12, 2023, in person at VVH. Report submitted—nothing further to add.	<b>INFO</b>
<b>BY-LAWS</b>	Committee meeting not held, therefore no report. Rather than a complete overhaul of the By-Laws, the Committee will work on sections of the By-Laws. Chairperson Mr. Dickerson will present to the Board each section when completed. The Committee welcomes, and will consider, Trustee-proposed changes to the By-Laws.	<b>INFO</b>
<b>NOMINATING</b>	<p>Mr. Percey’s term as the (classified) employee-elected representative on the Board expires January 31, 2024. The election process for the position will begin July 17. Mr. diMonda has offered to open the polls at 5am on election day, August 30, and polls will remain open until mid-afternoon to allow all three shifts the opportunity to vote. The candidate elected by the classified employees for the three-year term will need to apply for the position and be appointed by the Governor.</p> <p>Election of Board Officers (President, Vice President and Secretary) and the two At Large Executive Committee members will be held at the Board’s Annual meeting in August. Contact Mr. Dickerson if interested in being considered for any of the five elected one-year term positions -- President, Vice President, Secretary and two At Large Executive Committee members.</p>	<b>INFO</b>
<b>EXECUTIVE</b>	Meeting held May 16, 2023, via Teams. Report submitted—nothing further to add.	<b>INFO</b>
<b>STRATEGIC PLANNING</b>	Meeting held May 10, 2023, via Teams. Nothing further to add from Report submitted.	<b>INFO</b>
<b>EDUCATION &amp; TRAINING UPDATE</b>	<p>COL Fagan reported this year’s Education and Training will be held October 24-25 at the Lake Morey Resort. With so many new members, and as a refresher for the others, this year’s Program’s theme will be “Back to Basics”. An overview of the proposed Program was presented. Trustees were encouraged to bring a guest since Resort rooms are double occupancy. Guests would only need to pay for meals and drinks. The Lake Morey Resort is a third-generation family-owned business. While the current owners are not veterans, both the family’s father and grandfather were veterans.</p> <p>There is a new folder on the Board Teams page labeled “Educational Bibliography” which includes educational materials for the Board to review.</p>	<b>INFO</b>

<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>PUBLIC COMMENTS</b>	No further comments from the public.	<b>INFO</b>
<b>RECESS</b>	President De Gasta called a recess at 2:52 pm until 3:00 pm.	<b>INFO</b>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>EXECUTIVE SESSION</b>	<p>A motion was made by Mr. diMonda to enter into Executive Session to discuss a personnel matter. The motion was seconded by Mrs. Scribner. No discussion. The motion carried with none opposed and the Board entered Executive Session at 1500. Attendees during the Executive Session included the Board members, and invitee Melissa Jackson, CEO.</p> <p>A motion was made to exit the Executive Session by COL Fagan, second by Mr. diMonda. The motion carried with none opposed and the Board returned to its open meeting at 1525.</p>	<p><b>CLOSED</b></p> <p><b>CLOSED</b></p>
<b>TOPIC</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>ADJOURNMENT</b>	<p>A motion was made by COL Fagan that the VVH Board of Trustees accept the CEO's nomination to fill the position of Director of Nursing Services. Seconded by Mr. Dickerson. None opposed (unanimous vote). Motion carried.</p> <p>A motion to adjourn the meeting was made by CPT Cruickshank, second by Mr. Percey. Motion carried with none opposed. The meeting adjourned at 1529.</p>	<p><b>CLOSED</b></p> <p><b>CLOSED</b></p>

Meeting adjourned at 1529. Next Board meeting is 9 August 2023.