

**SUBJECT
TO
APPROVAL**

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**Board of Trustees
Meeting held via Zoom video/phone
8 June 2022
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

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

Excused: Robert Hooper

Guests: Lisa Sloan, DAV
Jean Cody, QA Nurse
Cindy Murray, Educator
Shannyn MacVicar

Jon Endres, Environmental
Tonya Goodell, Human Resource
Asa Morin, COO
Robyn Boland, Executive Assistant

Melinda Crawl, Marketing
Sharon Sausville
Dr. Peter King, Provider

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 13 April 2022 minutes as written, second by Mrs. Joyce Scribner. Motion carried.

TOPIC	DISCUSSION	ACTION
PRESIDENT WELCOME	The President welcomed the Board, members of the staff and Lisa Sloan of the DAV (Disabled American Veterans) and thanked them for joining the meeting.	INFO
TOPIC	DISCUSSION	ACTION
HOME REPORTS CEO	CEO Jackson reported the largest impact on the Census is due to staffing shortages. Presented a chart showing the current open positions, including 30 LNA, 11 RN, and 6 LPN. A chart with information provided by Human Resources and Recruitment Management categorizes the vacant positions, number of applicants for each position, those interviewed, withdrawals, final number hired, etc. Currently have 30 beds off-line due to staffing. Also having trouble getting Agency staffing. While attending the VFW Convention, she expressed concern to Congressman Welch regarding the need for federal government to	INFO

<p>COO</p>	<p>extremely dedicated and invaluable employee and the Board of Trustees would like to publicly thank her for time and service to the Home and of her support of the Management Team.</p> <p>The applicant that was recently interviewed for the VISTA Program just emailed the COO a few minutes ago stating she has accepted a position in another state. The applications to the VISTA Program in general are incredibly low this year. Our opportunity announcement is still open, but the application process closes at the end of July.</p>	<p>INFO</p>
<p>DR. PETER KING MEDICAL DIRECTOR</p>	<p>Dr. King too expressed appreciation to Patricia Crossman for her great job during some very challenging times.</p> <p>A new Medical Director of the VA Clinic in Bennington, Dr. Raymond Eskow, has been hired and started this week at VVH. He will be a wonderful addition to our staff.</p> <p>Although the community rate for covid is up, people are not getting as sick and death rates are down. We are in outbreak status on American Way, but cases have dropped. We have periodic vaccine clinics and will also arrange vaccinations for staff and residents as requested. Therapeutic treatments are doing well.</p> <p>In the process of installing a Cloud-based system that monitors refrigerator temperatures.</p> <p>Employee morale has improved with the COO's new daily Employee Recognition Program.</p> <p>There is adequate supply of PPE. Continue with regular meetings to monitor inventory. Still looking for an off-site long-term storage facility as the initial plan fell through.</p>	<p>INFO</p>
<p>MELINDA CROWL ADMISSION/MARKETING</p>	<p>Continue to update Facebook, the website, Touchtown, etc. Has been attending many events including Mayfest, the Veterans Summit, and the Bennington Job Fair. Has registered for numerous conferences, fairs, and expos. The CEO participated in the Sunday Brunch Program on EQX, and it went very well. Currently recruiting and interviewing for the Admission's Nurse position. During the application process, it is asked how they heard about us. Looking into focus being more digital marketing but realize face-to-face is still important. Hope to delve more into the eastern and northeastern portion of the State. Has been receiving referrals in conjunction with seminars she has attended.</p>	<p>INFO</p>
<p>JON ENDRES ENVIRONMENTAL</p>	<p>The Security Project started about 6 weeks ago. Repairs to the medical gas (oxygen) system is ongoing and has now gradually turned into a bulk system for the facility. This will bring us up to code once all the work is completed later this summer. Obtaining parts still an issue for all projects. Peter</p>	<p>INFO</p>

	Hack (from BGS) will be retiring later this year so will have a new project manager handling our contracts. The same subcontractor working on the Security Project is also the contractor for our Nurse Call and Fire Alarm System. The vendor has expressed an interest to bid on the Nurse Call System, so we are hopefully guaranteed at least one bidder. Bids are due next week for the American Way reconstruction project for a design team and also for a consultant for the feasibility study for the boiler plant. There was a lot of interest at the pre-bid meeting. Will have a new master key system as part of the Access and Security Project.	
TOPIC	DISCUSSION	ACTION
COMMITTEE REPORTS BUDGET AND FINANCE	Mrs. Scribner provided some information regarding a request to write off bad debt. The Board deferred the decision and requested a written summary and explanation of the debts in question to be provided to the Board for review prior to the August meeting. Due to new regulations expected to be in place soon, committee meetings have been deferred for a month or two.	INFO
BUILDINGS & GROUNDS	No other items to add beyond the report submitted and the Environmental Services update.	INFO
OUTREACH AND MARKETING	<p>Ms. Carmichael reported the EQX effort went well and thanked Melinda for coordinating it. Deferred to Dr. Kelly as was the acting Chair for the meeting. Most everything is in the Report submitted. Focus on outreach, attending conferences and concentrate on the eastern part of the state. A request was made to have the EQX Sunday Brunch available to the Board. Mr. Burke reported on some of the struggles they have in communicating with the veteran population is that, when asked, more than 50% of that older veteran population report they do not have or use computers. The OVA's experience has been that digital media is not the best way to communicate with the State's older veteran population.</p> <p>Mr. Costello offered to help Melinda with marketing on the eastern side of the state. He also mentioned that a non-profit nursing home recently closed in Brattleboro due to the unavailability of nurses which led to not enough patients. A number of the residents of the facility that closed are veterans and could provide an opportunity to reach out to them to possibly come to VVH and be with other veterans. The home that closed was a residential facility which would be similar to our DOM, which is currently full, but interested applicants could be put on a waiting list.</p>	INFO
BY-LAWS/ NOMINATING	No written report available. The By-Laws/Nominating Committee met a couple weeks ago and will have some minor updates coming. One area recommended to be modernized is the discrimination language in Admissions in Article 10 of the By-Laws. The Chairperson requested to be notified of the	INFO

<p style="text-align: center;">COMMITTEE STRUCTURE</p>	<p>next Strategic Planning Committee meeting so can attend and get their input relative to the By-Laws.</p> <p>There was a lengthy discussion of the Board of Trustees as the governing body of the VVH. Current By-Laws state that governance should be accomplished through the Board’s eight committees, which are expected to meet, discuss and bring their findings and recommendations to the Board.</p> <p>A recommendation of the Strategic Plan approved by the Board, was to create a plan to restructure Board committees with an expectation to update the By-Laws accordingly. The restructuring plan was approved by the Board and Committee chairs and members appointed. Chairs were provided with guidance on the duties and responsibilities of their committees, including the expected frequency of meetings and recording meeting minutes and for sending Committee minutes to the Board President for review and subsequent discussion with the full Board.</p> <p>Board committees have been given reasonable time to grow and mature. They have also been offered suggestions on how to improve their deliverables. Full committee restructuring implementation has been slower than anticipated and continues to be “a work in progress” which has confounded updating the Board’s By-Laws.</p> <p>The VVH Board acknowledges its obligations to comply with current By-Laws until its By-Laws can be updated and approved by the full Board.</p> <p>While some support of the Home’s staff can be expected, VVH employees should not be performing the primary work of Board committees. The Strategic Plan Grid document, recently provided, lists the Strategic Plan Goals and implementation steps for each goal along with regulatory resources. The Grid has been designed to help committee chairs and members focus on what to do and how to do it.</p> <p>Clarendon was proposed as a possible central site for the Board to meet. The CEO reminded the Board need to be aware of the optics if the Board meets in person in the Home -- must maintain the 6-foot social distancing, wear masks, etc. If the Board meets off-campus, Home staff may be able to participate via zoom.</p>	<p style="text-align: center;">OPEN</p>
<p style="text-align: center;">EDUCATION AND TRAINING</p>	<p>COL DeGasta made the following motion: “I move that, in view of four decades of high inflation rate, including the significant increases of goods and services, such as food, lodging, fuel and transportation, recommend the Education and Training Work Group Program Planning budget ceiling be increased from \$10,000 to “not to exceed \$15,000” in order to defray increases in expenses associated with the 2022 Annual Education and Training Program. As has been our past practice, a full accounting of any and all monies actually expended to accomplish the Program will be provided to the Board.” Mrs. Scribner seconded the motion. No further discussion. None opposed. Motion carried.</p>	<p style="text-align: center;">INFO</p> <p style="text-align: center;">CLOSED</p>

	A summary of the Annual Education and Training was provided to the Board. Additional changes are expected as the Work Group strives to finalized the Program.	INFO
EXECUTIVE	The President reviewed the Executive Committee meeting Report as submitted. Mr. Klopchin proposed a site in North Clarendon to hold a future Board meeting at.	INFO
STRATEGIC PLANNING	A meeting for the Strategic Planning Committee will be scheduled soon.	INFO
TOPIC	DISCUSSION	ACTION
PUBLIC COMMENTS	Lisa Sloan of the DAV (Disabled American Veterans) announced June 23 from 9:00 am– 3:00 pm the local National Service Officer, Ed Garrett, will be at the Outreach Center filing claims. Additionally, most Thursdays there is another service officer, Tom Jackson, at the Outreach Center. Vermont has one of the highest acceptance (approval) rates for VA claims submitted by veterans.	INFO
TOPIC	DISCUSSION	ACTION
EXECUTIVE SESSION	A motion was made by CPT Cruickshank to enter into Executive Session to discuss subjects of Contract and Personnel. The motion was seconded by Dr. Kelly. The motion carried and the Board entered Executive Session at 1511. Attendees during the Executive Session included the Board members, and invitees Melissa Jackson, CEO and Asa Morin, COO. A motion was made to exit the Executive Session by Dr. Kelly, seconded by Mrs. Scribner. The motion carried and the Board returned to its open meeting at 1540.	CLOSED
TOPIC	DISCUSSION	ACTION
CHAMBER OF COMMERCE LEASE	A motion to approve the Chamber of Commerce Lease as written was made by CPT Cruickshank, second by Mr. Dickerson. None opposed. Motion carried.	CLOSED
TOPIC	DISCUSSION	ACTION
ADJOURNMENT	A motion to adjourn the meeting was made by Mr. Percey, seconded by Mr. diMonda. Motion carried. The meeting adjourned at 1547.	CLOSED

Meeting adjourned at 1547. Next Board meeting is 10 August.