

**SUBJECT
TO
APPROVAL**

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**Board of Trustees
A. Luke Crispe Room
11 December 2024
1100 hours**

Present:

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

Jennifer Carmichael
Lawrence Cupoli
BMCS Michael diMonda
LTC David Fabricius
Peg Flory
Robert Hooper

Dolores Krawczyk
Sandra Pinsonault
Joyce Scribner
Rev. Richard Setzer
Cathy Tester
1st Sgt Frank Wetherby

Excused: CPT Brenda Cruickshank
Melissa Hurt

Charly Dickerson
Joseph Chip Troiano

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

Guests: Representative Mary Morrissey
Lisa Sloan, DAV
Mary Ryan, Special Projects
Quentyn Webb

Steven McClafferty, Finance
Greg Krizan, Environmental Services
Melinda Crowl, Marketing/Admissions
Robyn Boland, Executive Assistant

Donna Richards, Director of Nursing
Paul Yerke, Food Service Supervisor
Jean Cody, QA Nurse

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 COL Fagan to accept the 14 August 2024 minutes as written, second by Mr. Cupoli. Motion carried unanimously.

TOPIC	DISCUSSION	ACTION
PRESIDENT WELCOME	President De Gasta welcomed the Board, Lisa Sloan of the DAV, members of the staff and resident Quentyn Webb for attending the meeting. He also officially welcomed the new Trustees Peg Flory and Frank Wetherby to the Board. Acknowledgement and thanks were given for the efforts of Tracy Delude of the Governor’s office as we now have a full contingent of Board members. Ms. Sloan wished everybody a Merry Christmas and Happy New Year.	INFO
REMEMBRANCE	President De Gasta announced this is the second anniversary of the passing of past President COL Joseph Krawczyk. He also reported that per a conversation with CEO Jackson, the VVH will be looking for a naming convention somewhere in the facility to recognize him. Wife, and Trustee, Dolores Krawczyk read a prayer. She also thanked the VVH team for all their accomplishments, efforts, and knowledge over the years.	INFO

<p>BOARD CHALLENGE COINS</p>	<p>On behalf of the Board of Trustees, President De Gasta presented CEO Melissa Jackson with a belated, but well-deserved, Board Challenge Coin for her competency and exemplary leadership, notably retaining resident quality of care and building a competent and compassionate workforce.</p> <p>Paul Yerke, Food Service Supervisor, received the “American Legion Rider of Honor Award”, the highest award achievable from the American Legion Riders. He is the first person from Vermont to receive this Award. On behalf of the Board of Trustees, President De Gasta presented Mr. Yerke a Board Challenge Coin for his many contributions to veterans and VVH.</p> <p>Asa Whitcomb was also presented a Board Challenge Coin for her leadership and professionalism as COO (Chief Operating Officer) and CO (Compliance Officer).</p>	<p>INFO</p>
<p>RECOGNITIONS</p>	<p>Asa Whitcomb, COO/CO, has been selected to the 2025 LeadingAge National Level Larry Minnix Leadership Academy. As such, she will be attending numerous developmental opportunities and conferences being held next year – her first orientation session is via teleconference today.</p> <p>The Board expressed its thanks to Melinda Crawl, Marketing/Admissions Coordinator, for conducting the tour and leading discussions with US Representative Becca Balint during the Representative’s visit to VVH on Veteran’s Day.</p> <p>Trustee Frank Wetherby was also thanked for his Report of Contact (After Action Report) regarding Representative Balint’s visit and for assisting Ms. Crawl with the tour of the Home.</p> <p>President De Gasta acknowledged COL Fagan and his Education and Training Work Group for the planning, staging and executing of a very meaningful program.</p> <p>For two consecutive years, the US News and World Report recognized VVH as one of the Best Nursing Homes in the country for Short-Term Rehab and this year, for the first time, as one of the Best Nursing Homes for Long Term Care. There is only one other home in Vermont that achieved this recognition.</p> <p>Congratulations were also offered to all VVH employees for another deficiency-free Dom survey.</p>	<p>INFO</p>
<p>TOPIC</p>	<p>DISCUSSION</p>	<p>ACTION</p>
<p>HOME REPORTS BOARD TRAINING</p>	<p>Asa Whitcomb, COO/CO presented her recommendation for a Trustee continuing education Program opportunity including “Effective Board Leadership: What Your Board Needs to Know (leadingage.org)”. Numerous free educational videos are available on a variety of topics. She will provide instructions to the Board on how to create an account with LeadingAge and how to navigate the site. The Board accepted Ms. Carmichael’s proposal to assist fellow Committee Chairs to identify Committee specified training programs and opportunities.</p>	<p>INFO</p>

<p>CEO US REP BALINT VISIT</p>	<p>CEO Jackson also thanked Ms. Crowl and Trustee Frank Wetherby for their assistance with the visit from Representative Becca Balint.</p>	<p>INFO</p>
<p>MALCOLM BALDRIGE</p>	<p>CEO Jackson exhibited the Malcolm Baldrige Bronze Award for the Board which will be prominently displayed at the Home. Weekly meetings continue with leadership to work on the Silver Application. The Malcolm Baldrige process helps facilities identify areas for improvement, make changes, and maintain quality. Baldrige also provides opportunities for education.</p>	<p>INFO</p>
<p>ADMINISTRATION'S ACTIONS FOR COMPENSATION EQUITY</p>	<p>Since the Board's October Education and Training Workshop, conversations and interactions with personnel in Human Resources have proven to be receptive and productive. Although there is no specific start date, temporary staff will receive holiday pay and shift differentials during the week but, unfortunately, not yet on weekends -- more clarification is expected.</p> <p>To help expedite the hiring process, next year, VVH will have a Kiosk available at the Home for interested candidates to apply for a job and prospective candidates will be offered assistance completing their applications.</p> <p>COO Whitcomb reported on a meeting on non-nursing classifications with Doug Pine, Deputy Director of Talent Acquisition Services discussing various strategies and market factor adjustments to align State nursing staff compensation with the community market. Compensation for many Home professions are far below the market rate.</p> <p>BGS (Buildings and General Services) already has in place "an adjusted hire step" process which could apply to Custodial/Housekeeping/Laundry positions and allowing new employees to come in at a higher pay level. The strategy is to align our hiring with BGS in order to make us more marketable and competitive.</p> <p>We are also looking into an adjusted hire step for food service positions. However, before this can be approved, HR will need to check with other state agencies with the same positions to determine if they concur with the changes.</p> <p>The bonus structure for staff when picking up a shift is pending a side memo with VSEA.</p> <p>This year VVH did not receive the memo to request bonuses or base pay increases for exempt staff. Next May, CEO Jackson, will submit the request for the other exempt employees and the Board will be responsible for addressing CEO compensation.</p>	<p>INFO</p>
<p>BUDGET</p>	<p>Per the November 7th Budget meeting, Budget Commissioner Greshin has proposed to "rebase" the VVH's budget – rather than requiring the Home to submit a budget which does not fully cover its personnel, fixed operating expenses -- the VVH will submit an "all in" budget (including the \$5-7m +/- for contracted personnel. The Home will then be "expected to operate within the 'all in budget'" and, except for "a pressing emergency", not request a budget adjustment. The proposal is expected to be finalized soon.</p>	<p>INFO</p>

DONATION NOTIFICATIONS	CEO Jackson reported that VVH is now in compliance with all donation reporting requirements.	INFO
PARTNERING WITH VA	<p>Prior to the Board meeting, CEO Jackson provided NASVH's (National Association of State Veterans Homes) White Paper on state veteran homes becoming a provider with Optum. NASVH is trying to arrange a meeting with President-elect Trump's transition team. Currently, state veteran homes are not authorized to be providers with Optum for veterans who are rated with a 70% or greater service-connected disability. VA General Counsel has determined that monies provided to a state veteran's home for VA construction must be used "solely for that purpose" or the VA "has the right to recoup the funds". If this interpretation of the law can be changed, and if the Home deems there is excess capacity in our rehab gym (currently used for our nursing home and Dom residents), the Home could become an outpatient rehab provider under Optum and fulfill a desperately-needed community service. There would be no overhead – it's additional revenue for the Home. While the VA Secretary identified reversing the General Council's legal interpretation as his number one priority, it is unlikely to happen before he leaves office.</p>	INFO
PENDING LEGISLATION	<p>There is pending legislation that will finally allow for any veteran that is 70% or more service-connected disabled, any medication that is more than \$1,416.85/month, the VA will either reimburse us or the VA will provide the medication.</p>	INFO
HIPAA AUDIT	<p>Two weeks ago, we arranged to have a HIPAA Audit performed. We have already corrected one issue with the Rehab Department computer software encryption identified by the Audit. We also learned that the ADS (Agency of Digital Services) is not providing the Home with a number of services currently provided to other state organizations. CEO Jackson will share the formal report once received.</p>	INFO
FARM INITIATIVE	<p>CEO Jackson had a meeting with Shannon Barsotti and Michael Fernandez from the Veterans Farming Project. The Project will soon be hiring an executive director and the Project wanted feedback on the job description. They intend to hire a veteran having been discharged from the military no less than 10 years earlier. They also want to hold public meetings in order to explain the Project's how, when, where, why.</p>	INFO
CHAMBER OF COMMERCE	<p>The Chamber of Commerce requested a meeting with CEO Jackson to discuss its lease. We own the land, but the Chamber erected the building and pays a modest monthly rent. Pursuant to the lease, should the Chamber leave the property, the Board can request that it be razed, or the Board can accept the building as is. Chamber rental monies are deposited in a designated bank account.</p>	INFO
TOPIC	DISCUSSION	ACTION
EDUCATION AND TRAINING UPDATE	Education and Training Work Group Chair Fagan reviewed his Report submitted on the October 22-	INFO

<p>LUNCH BREAK</p>	<p>23 Program held at the Lake Morey Resort with the theme of Corporate Compliance. Sixteen of 21 Trustees attended the event. Feedback was very positive from the Evaluation Forms completed. COL Fagan thanked Mary Ryan for preparing the Summary of attendee Written Comments which were distributed to Trustees today. The Work Group will meet in March to start planning for next year's Program.</p> <p>A lunch break was taken from 12:08pm to 1:00pm.</p>	<p>INFO</p>
<p>TOPIC</p>	<p>DISCUSSION</p>	<p>ACTION</p>
<p>ASA WHITCOMB, CORPORATE COMPLIANCE</p>	<p>Compliance Officer, Asa Whitcomb, reviewed her previously submitted Compliance Report. There was a discussion regarding the complaint, investigation, and/or disciplinary action(s) processes.</p> <p>Our 5 Star rating has been restored from the PBJ (Payroll Based Journal) deficiency caused by the software not accounting for employee lunch breaks. The Finance Department now checks/audits the payroll spreadsheet before it is submitted.</p> <p>As part of Trustee corporate compliance continuing education, CO Whitcomb showed a short OIG (Office of Inspector General) video/vignette "False Claims Act". She offered an example: During the October Education Program the Board learned about MDS (Minimum Data Set) and how the MDS assessment flows into billing; that we audit our MDS submissions and if we identify that common errors are being made but do not put in place a Plan of Correction, we could be liable "for submitting a false claim". If we find an error during an audit, we prepare a plan to ensure it does not happen again, and then re-audit to ensure the error is corrected.</p>	<p>INFO</p>
<p>TOPIC</p>	<p>DISCUSSION</p>	<p>ACTION</p>
<p>HOME REPORTS DONNA RICHARDS, DNS</p> <p>DR. KING, PROVIDER</p> <p>STEVE MCCLAFFERTY, FINANCE</p>	<p>There are currently 2 evening RN's to cover 10 positions; however, LPN's can be utilized to assist with coverage.</p> <p>Dr. King reported that while Dr. Salazar will finally retire on Friday, he is in the process of credentialing three part-time local physicians. He also reported on the number of staff that received the covid and flu vaccines. Not receiving any vaccines seems to be the national trend supported by social media. Mostly due to time and costs, except for close contact with people with Covid, we are not doing surveillance/mass screenings.</p> <p>Mr. McClafferty reported that in February of 2023 the Board authorized the transfer of "up to \$15,0000" of the Board monies to cover Education & Training and the purchase of turkeys and the Nursing Home Week gift for employees.</p> <p>Executive Assistant, Robyn Boland, reported employees had submitted a gift suggestion for Nursing Home Week in May 2025. Pricing the gift, we learned that it is on sale at 4imprint until 12/31/24 - - 250</p>	<p>INFO</p> <p>INFO</p> <p>INFO</p> <p>CLOSED</p>

<p>MELINDA CROWL, MARKETING</p> <p>JEAN CODY, QA</p> <p>GREG KRIZAN, ENVIRONMENTAL</p>	<p>items for \$3,042.50 – with a savings of \$535.00. A suggestion was also made for a second gift at a cost of \$317.95. With the savings of \$535, the second item could also be purchased and still be below the \$3,500 Board allotment. The first gift would need to be purchased this calendar year to take advantage of the sale price. The second gift can be purchased in 2025. Speaking for the Administration, Robyn requested the Board to approve the purchases. COL Fagan made a motion to approve the expenditure of funds as described by Robyn (not to exceed \$3,500). Second by LTC Fabricius. Upon request, Robyn showed SFC Adams the gift in the catalog. The first gift would be imprinted with the VVH logo. No further discussion. Motion passed unanimously.</p> <p>Mr. McClafferty reviewed the Donation accounts.</p> <p>Endowment funds are held by State and primarily invested in Vanguard funds – 46% fixed income/bonds and 54% in equities. The Vuori account monies are earmarked for the Home’s “needy veterans” while the Common Trust funds have fewer restrictions and have earned \$70,000 in interest this year. Ms. Pinsonault asked if any of those funds could be put towards the A Wing construction costs. Most of the monetary donations are “earmarked” and unavailable for Operations. CEO Jackson recently spoke with Assistant Attorney General David Borsykowsky regarding the Board fund-raise for the A Wing project. He is running it through Administration and will advise. The 501(c)(3) Friends of the Vermont Veterans’ Home was fundamentally created to raise monies for the Home. Unfortunately, The Friends never achieved its potential.</p> <p>Resident compatibility, behavioral issues and space for care needs continue to be primary reasons for some double resident rooms only housing one resident. As private rooms become available, residents are relocated accordingly.</p> <p>Ms. Crowl will be partnering with the Talent Acquisition specialist to better market open positions and to attract new hires.</p> <p>In January we expect to have the results from our Workplace Safety Survey. The response rate was a respectable 48%!</p> <p>Environmental Services Director, Greg Krizan responded to a question regarding mold found on A Wing. The area has been sealed off with limited staff having access. Mold testing has been done and staff are working on an abatement plan at the lowest cost possible.</p> <p>He is working with Fish and Wildlife on the Trout Pond which is contaminated from a rare hybrid-style milfoil that has migrated from upstream. Mr. Krizan was thanked for his many accomplishments during his short time with the Home.</p>	<p>INFO</p> <p>INFO</p> <p>INFO</p> <p>INFO</p>
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TOPIC	DISCUSSION	ACTION
COMMITTEE REPORTS BUDGET AND FINANCE	<p>(No meeting held.) Chair Fagan reported that while the independent auditor report is still in draft form, at this time, the opinion is: "... the financial statements... present fairly in all material aspects of the financial positions of the Home." The one sentence that is extraordinarily important in any type of auditor's report is "financial statements present fairly".</p> <p>Mr. McClafferty reported he just learned late yesterday there is one audit update. During fiscal 2023, in the memorandum of understanding with the VA regarding our Security Project, we expended more than \$750,000 which should have triggered a single audit that was not performed. While not viewed as a significant issue, in the future, when we receive any grants exceeding \$750k (VA or non-VA), a single audit will be conducted (likely by our current auditors).</p> <p>The Budget and Finance Committee tentatively will be meeting with the auditors January 7. Next meeting: 3/21/25.</p>	INFO
BUILDINGS & GROUNDS	<p>(No meeting held.) Next meeting: 1/23/25.</p>	INFO
OUTREACH & MARKETING	<p>Chair Carmichael reported that while Committee members were unavailable for the November 21st meeting, she and Ms. Crowl did confer. She welcomed the appointment of two additional Trustees who have been appointed to the Committee. Next meeting: 2-18-25.</p>	INFO
QUALITY ASSURANCE	<p>The Board's Quality Assurance Committee will be attending the (now) monthly Home QAPI (Quality Assurance and Performance Improvement) Committee meetings. As required by all Board Chairs, Chair SFC Adams will submit a quarterly Committee Report.</p>	INFO
EXECUTIVE	<p>President De Gasta reported the Executive Committee (EC) held meetings on September 18 and November 13, noting that a number of discussion items continue to be presented to the full Board for discussion and possible action. Next meeting: 2-26-25.</p>	INFO
STRATEGIC PLANNING	<p>(No meeting held.) Next meeting: 1-22-25</p>	INFO
TOPIC	DISCUSSION	ACTION
BOARD POLICY	<p>President De Gasta reported last night Mr. Dickerson submitted a draft Board Policy on the implementation of Vermont's new Open Meeting Law (OML) -- guidelines pertaining to postings on websites and the state calendar, recordings of meeting minutes, etc.). After a lengthy discussion, and in order to provide Trustees ample time to review the draft policy, further action was tabled until the February Board meeting. Until such time as the Board's OML policy is approved, we will continue to follow our current processes.</p>	TABLED

TOPIC	DISCUSSION	ACTION
<p>OTHER</p>	<p>In response to a question by COL Fagan, CEO Jackson responded that there were not any overarching concerns regarding updates from CMS.</p>	<p>INFO</p>
	<p>COL Fagan commented that there appears to be redundancy on background checks, especially for the nursing staff since they are required to have them every 2 years for their certification by the State and certifying organizations. COO Whitcomb reported the Home has an obligation to ensure that nothing has happened between the time they had their last background check and the time the person is hired. Also, this year the State requires every employee (in all departments) needs a background check every year. The VVH could hire someone contingent upon passing their background checks. A tax compliance check is the primary reason for hiring delays, not a background check!</p>	<p>INFO</p>
	<p>The date for the Card Room at the “Meet and Greet” Vermont Legislators in the “card room” of the State House in Montpelier is Friday, January 31, 2025, starting around 9am. Per Representative Mary Morrissey, the legislature will be in session. This event is a great opportunity for Trustees to interact with state legislators, especially with the 40+ new members recently elected. It also provides an opportunity to foster Trustee to Trustee relationships. The event is a joint effort between VVH, GVAC and the Office of Veterans Affairs.</p>	<p>INFO</p>
TOPIC	DISCUSSION	ACTION
<p>QUARTERLY COMMITTEE MEETING CALENDAR</p>	<p>President De Gasta thanked the Chairs for providing the 2025 dates for their committee meetings. He also reported the document has been renamed “Quarterly Committee Meeting Calendar”. A copy of the Meeting Calendar was provided to all Trustees today. Having committee meeting dates identified a full year in advance should enable Trustees to regularly attend scheduled meetings.</p>	<p>INFO</p>
TOPIC	DISCUSSION	ACTION
<p>SUPPLEMENTAL BOARD FUNDING FOR EMPLOYEE EDUCATION</p>	<p>CEO Jackson reported the expenditure the Home devotes to employee training and education is \$40,000 each year. The Executive Committee considered recommending that the Board consider donating non- earmarked funds to the Home for employee education and/or training. COL Fagan commented he believed this would be a great investment and recommended that Board funds be provided on a one-year trial period. Several other Trustees also commented on the positive impact of such an “investment”. COL Fagan then made a motion that the Board approve a one-time allocation of \$40,000 to the Home in order to educate and/or train Home employees. Said money shall be used ‘as the last resort’ (expended after the Home’s education monies are totally expended). Second by Mrs. Krawczyk. Ms. Carmichael recommended that the Administration submit a quarterly report to the Board on the expenditure of Board-authorized monies. COL Fagan amended his motion to include Ms.</p>	<p>CLOSED</p>

	Carmichael's recommendation. Mrs. Krawczyk also agreed to the amendment to the motion. No further discussion. Motion passed unanimously.	
TOPIC	DISCUSSION	ACTION
RENOVATION OF CRISPE ROOM	Another topic from the Executive Committee being brought to the full Board for consideration pertains to recording/sound and acoustics improvements for the Crispe Room. Vermont's new Open Meeting Law (OML) requires access to Board meetings by the public be hybrid -- both in-person and electronic -- and that meetings be recorded and stored. For all intents and purposes, the Crispe Room is the BOT's boardroom and the OML requires that the Board conduct meetings which provide adequate acoustics, audio and video capabilities. Consequently, funding to such improvements seem to be an appropriate Board expenditure. Travis Oakes, VVH master electrician, obtained pricing for upgrading the audio equipment (microphones, speakers, etc.). After a lengthy discussion and the need for pricing additional equipment, Building and Grounds (B&G) Chair Tester recommended the matter be referred to her committee for further staffing and that the B&G Committee be further tasked to provide its recommendations to the Board during its February meeting. Mr. Oakes will also secure additional pricing as requested and work with the B&G Committee.	OPEN
TOPIC	DISCUSSION	ACTION
PUBLIC COMMENTS	Representative Mary Morrissey said it was great to see a full Board once again.	INFO
ADJOURNMENT	With no other business, COL Fagan made a motion to adjourn the meeting. Second by BMCS diMonda. Meeting adjourned at 1508.	CLOSED

Meeting adjourned at 1508. Next Board meeting is 12 February 2025.