

Executive Committee Report

Date: January 24, 2023

Meeting Type: Zoom

Board Members Present: Gary De Gasta, Brenda Cruickshank, and Charly Dickerson

Board Members Absent: Michael Klopchin

Invited Guests (staff members): Melissa Jackson, Asa Morin, and Robyn Boland

Meeting Start Time: 1:58 pm

Strategic Plan Goal #7: Enhance Leadership. Action Steps and Background Context: "To enhance the leadership of management and the Board in order to lead expanded services and geographic reach as a statewide organization for veteran care".

The six "Action Steps to Implement EC Strategic Goal #7:

- 1. Refine the Board composition and committee structure to support VVH's strategic vision.**
 - Three new Trustees (all military veterans) have been appointed to the Board – a former Legion State Commander and 2 recently-serving members of the Vermont House of Representatives. Their committee assignments will be made after the February BoT meeting and based on their interest and knowledge and the needs of the Home/Board.
- 2. Develop committees or work groups to advance the implementation of this strategic plan between Board meetings.**
 - The Education and Training Work Group, created in 2014, continues to plan, stage and execute the Annual BoT Education Program. For the last 2 years, the Board's Education Program has featured Workshops which focus on ways and means to implement the VVH Strategic Plan. Board Committees are currently conducting their meeting in between scheduled BoT meetings and addressing their duties as identified by the By-Laws and the VVH Strategic Plan.
- 3. Recruit targeted expertise to the Board including legal, strategic planning advisory, and grant-writing experience to the Board.**
 - Legal expertise (an attorney) was added to the BoT not that long ago. The Board's requirement and need for targeted expertise in legal, strategic planning and grant writing has been shared with the appointing authority, the Office of the Governor. While recent appointees will add expertise and value to the Board, specifically-targeted expertise remains elusive.
- 4. Plan for new management structures as VVH establishes new locations and services with executive- and facility-level management. Bennington will serve as the central leadership hub, but new locations and services will need local leadership with the experience and expertise to lead new ventures at the high-quality standard that VVH has achieved in Bennington.**
 - This Action Step will NOT be a focus of the EC during 2023. Accomplishing this Action Step entails expertise in data-gathering, findings and reporting which the Home's funded Market Study is expected to deliver – but not until the first or second quarter of CY2024.
- 5. Support and encourage management leaders to be active in national organizations and associations.**
 - The Board continues to encourage Management leaders to take an active role in their national organizations/associations. We are fortunate that our CEO, COO and DNS have personal goals consistent with this Action Step and they endorse and encourage department heads to do likewise.

6. Continue to invest in the education and development of VVH's supervisors and middle managers.

- The BoT continues to support the Home's Learning Management System for its employees. The Home has offered Trustees the opportunity to participate in Management System Programs which portend to enhance their knowledge and experience.

Contents and summary of discussions:

Market Study Implications for the Strategic Planning Committee:

- During the January 11 Strategic Planning Committee meeting, there was consensus by its members that without the findings and recommendations which the market Study (deliverables anticipated during the first or second quarter 2024), it was difficult to determine where the Board of Trustees and its Committees should/ not be devoting time and energy in the short-term (during 2023).

The Resolution:

- Chairs and their Committees will broadly focus on "Strategic Plan matters and when specific Action Steps [mapped to their Strategic Initiative(s)] do come into play, they will be addressed in Committee discussion with feedback with any recommendations included in their Committee Reports.
- In CY 2023 and beyond, in consultation with the Home's Department Heads and employees, there is every confidence that Chairs and Board Committees will continue to successfully perform their ongoing Duties of Committee as identified in Article VI of the By-Laws of the Board of Trustees.

Executive Committee Functional Areas:

Operations:

- **CEO Operational topics:**
 - Market Study Update: Waiting for the State to approve the contract. Goal is to have representatives from the Market Study group meet with the Board on April 12.
 - VISTA Volunteer for 2023: The COO submitted the letter of intent today (same letter as last year).
 - Malcolm Baldrige Application – Bronze Award: Application was submitted. Should hear results in May. Currently working on the Silver Award with the Department Heads.
 - 2023 Budget Adjustment Testimony: Testimony was held August 13. Have submitted a request to meet with Rep. Page next week while in Montpelier for the Card Room event.
 - Status of recent CMS Life Safety penalty and appeal: Submitted an IIDR (Informal Independent Dispute Resolution). No meeting date has been set. Members of the Healthcare Association will review the IIDR. Per the letter, the State recommended to CMS to fine VVH. Discussed the deficiencies in more detail. Will provide an update at the February 8th Board meeting.
 - Update on Veterans Outreach leadership and grant funding: Discovered the grant money awarded to (tenant) Green Mountain Vietnam-Era Veterans Assistance Corporation is to be administered through HUD for a new roof, siding and windows. In the process of verifying if the funds are available to VVH (as the landlord/owner of the Commandant's House/building) from HUD as in the past they have not been allowed for the nursing home. Further discussion regarding provisions of the current lease will be held in Executive Session with the Board once more information is obtained.
 - CMS should be releasing their Star ratings soon – hoping VVH will achieve a 5 Star rating.
 - Bonadio Audit Findings: The CEO will provide the Financial Statement and report on the audit at the February Board meeting.

Ombudsman Program: No "comment forms" have been received since the last EC meeting.

Education & Training: The soon to be elected Vice President will be appointed as the new Chair of the Education and Training Program Work Group with its charge to plan, stage and execute the Annual Board Education and training Program.

Other issues/concerns addressed:

Committee Reports: Quarterly Tracking for Board of Trustee Committee Meetings: The tracking document should help answer the questions: Have Reports been received? Are they timely? Do any Committees need a reminder? The document will be distributed to the Board along with the February meeting materials.

Resignation of Peter Niles: It is with deep regret that CAPT Peter Niles has submitted a letter of resignation from the Board. A new Chair will need to be assigned to the Buildings and Grounds Committee. The Executive Secretary will inform the Governor's office of his resignation (via email).

Update on New Trustee Mentorship Program: Each of the 3 newly-appointed Trustees have been assigned a Mentor.

Proposed Agenda for the February 8 BoT meeting: If more than one candidate for the Vice President, the Nominating Committee Chair will accept email ballots from the Board members. If there is only one candidate, the vote will be conducted during the meeting. Once the candidate is elected, he/she will assume the role of Vice President at the end of the meeting, per Roberts Rules of Order.

By-Laws/Nominating Committee – Charly Dickerson, Chair

- i. **Vice President Election** – The Nominating Committee Chair will oversee the election during the February BoT meeting.
- ii. **Committee Report/recommendations on By-Laws changes:** The By-Laws Chair advised he would like to make a motion at the February Board meeting to annualize the expenditures for both the holiday turkeys for staff and the Education and Training Program. He also recommended to leave, as currently written in the By-Laws, the Executive Committee's maximum authority amount to commit funds of up to \$5,000.00 as is.
- iii. **Status of proposed changes:** The By-Laws Committee is about half done with their proposed changes and hope to present them to the Board prior to the April Board meeting.

Trustee Recruitment: Thanks in part to Trustee Tom Costello, Rep. Mary Morrissey, Tracy Delude (the Office of Board and Contracts), the Governor's Office has responded to encumbering Trustee vacancies. As noted, under Action Steps, recruiting targeted expertise to the Board including legal, strategic planning advisory and grant-writing experience remains elusive.

Board Committee Membership:

- o Do we need a larger nucleus of Trustees on committees in order to make them viable? Which Committees most need additional members? Open discussion regarding Trustees serving on more than one Committee (now that committees are meeting apart from our scheduled BoT meetings). This item was deferred from the previous meeting, but a February BoT meeting agenda item.
- o Brenda will continue to serve as the Acting Chair of the Quality Assurance Committee while the President deliberates over committee membership and the February BoT proposal for Trustees to serve on more than one standing committee.
- o It was noted there are 6 Trustees with terms expiring at the end of this month. President De Gasta will contact them regarding their desire for re-appointment. He will then check to see if can fast-track their re-appointments with the State and advise.

Employee Recognition: Acknowledged and complimented the recognition of staff for their accomplishments in the Morning meeting each day. The plan is to bring back the employee recognition during the Board meetings starting perhaps with the June meeting. Comment was made the Board was unable to recognize staff that retired over the past several years. CEO Jackson reminded the Board has Challenge Coins available. The new Trustees will be given a Board coin at the April Board meeting.

Findings and Recommendations (if any):

Attachments (as required):

Future Agenda Items:

Meeting end time (adjournment): 3:38 pm

Gary De Gasta **January 27, 2023**
Committee Chair **(sign and date)**