

**SUBJECT
TO
APPROVAL**

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**Board of Trustees
A. Luke Crispe Room
12 June 2024
1100 hours**

Present:

COL Gary De Gasta, President
Michael Klopchin, Secretary
SFC Clark Adams, PA-C
Kent Butterfield
CPT Brenda Cruickshank

Lawrence Cupoli
Charly Dickerson
BMCS Michael diMonda
Robert Hooper
Melissa Hurt

Sandra Pinsonault
Joyce Scribner
Rev. Richard Setzer
Cathy Tester

Excused:

COL Peter Fagan, Vice President
LTC David Fabricius

Jennifer Carmichael
Joseph Chip Troiano

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

Guests: Dr. Peter King
Melinda Crawl, Marketing/Admissions
Representative Mary Morrissey
Barbara Reilly

Donna Richards, Director of Nursing
Mary Ryan
Lisa Sloan, DAV
Dr. Jacqueline Kelly

Steve McClafferty, Finance
James Kinney
Dolores Krawczyk, Am. Legion Dept of VT
Robyn Boland, Executive Assistant

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

A Moment of Silence was held in honor of the recent passing of Senator Dick Sears, Jr. Trustees, former State Representative Cupoli and Rep. Hooper and Bennington Rep. Mary Morrissey offered comments of their work experience in the legislature with Senator Sears.

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

Motion made by Mr. Cupoli to accept the 10 April 2024 minutes as written, second by Mr. diMonda. Motion carried unanimously. Motion made by Ms. Tester to accept the 15 May 2024 Special Meeting minutes as written, second by CPT Cruickshank. Motion carried unanimously.

TOPIC	DISCUSSION	ACTION
PRESIDENT WELCOME	President De Gasta welcomed the Board, Representative Mary Morrissey, Lisa Sloan of the DAV, employee James Kinney, other members of the staff, and Dolores Krawczyk, Chairperson of the Vermont Veterans' Home Committee to the State Commander of the American Legion Department of Vermont and thanked them all for attending the meeting.	INFO
PROCLAMATIONS FOR MICHELE BURGESS and BARBARA REILLY	Representative Mary Morrissey read two framed Proclamations adopted by the Vermont Legislature and entered into the Archives of the State of Vermont recognizing two employees for their decades of service to the VVH: Michele Burgess (who retired after 47.5 years of service to VVH) and was unable to attend the meeting and Barbara Reilly (a VVH employee for 42 plus years). Representative Morrissey presented the Proclamation to Barbara on behalf of the Legislature.	INFO

RECOGNITIONS	<p>President De Gasta presented a Retirement Plaque to Dr. Jackie Kelly on behalf of the Board thanking her for 11 years of exceptional service as a Trustee. Although Dr. Kelly did not serve in the military, she was a teacher for the military for 32 years. She commented that it has been a privilege to serve on the Board of Trustees. Jackie is moving to MA to be closer to family.</p> <p>COO Asa Whitcomb read her nomination for James Kinney, Maintenance Department, to receive a Board Challenge Coin. Mr. Kinney has been the HVAC technician for 18 years at VVH and is our “go to” person regarding the geothermal system keeping it operational via 24/7 responses and repairs. James was praised for his dedication and commitment to residents. President De Gasta, accompanied by CEO Jackson and COO Whitcomb, presented Mr. Kinney a Board Challenge Coin on behalf of the Board.</p> <p>As requested by Outreach and Marketing Chairperson Ms. Carmichael, President De Gasta encouraged Trustees to evidence support by attending Home events and activities. Upcoming events include the Car Show this Saturday at VVH and the State Fair in Rutland in August.</p>	INFO
TOPIC	DISCUSSION	ACTION
HOME REPORTS CEO MALCOLM BALDRIGE HIPAA RISK ASSESSMENT AND REGULATION HIRING PROCESS	<p>CEO Jackson reported we recently received the Bronze Malcolm Baldrige Award which recognizes systemic and sustained quality improvement and performance delivery accomplishments in business, industry and healthcare. VVH is one of only 3 nursing homes in the State to have received the Award. A non-management staff member(s) will join CEO Jackson in accepting the award on behalf of VVH at a ceremony being held this October in Orlando, FL. The Bronze Award logo can now be used by VVH. A press release is being prepared. The Home’s continuous improvement continues with the anticipated submission of an Achievement in Quality application (Silver Award) in January 2025.</p> <p>Work continues with State officials to develop a vendor contract to train staff and assist us with a comprehensive security risk and privacy breach analysis designed to optimize regulatory compliance policies and procedures. The vendor will also be expected to work closely with ADS to ensure the Home’s computer systems and programs are compliant with federal regulations.</p> <p>Since it is anticipated that approximately 80% of HIPAA regulations (which cover medical record information, billing information, business associates’ agreements and employee information) are expected to be changed relatively soon, CEO Jackson is delaying a HIPAA Assessment until the end of the year.</p> <p>CEO Jackson provided a brief description of the state’s antiquated hiring process emphasizing the woefully inadequate job-posting website and the protracted and time-consuming hiring process. Administration is working with the Department of Human Resources to gain approval for an employee incentive program, a referral bonus program and an overtime bonus program.</p> <p>CEO Jackson displayed graphs showing the downward trend of Agency staffing hours and overtime hours and the decrease in hours per patient per day; the state standard of 3.0 hours per day per resident and the federal mandate (CMS) 3.48. Based on the acuity level of our residents (need for assistance of</p>	INFO INFO INFO

<p>PUTTING GREEN</p>	<p>care and behaviors), the Home is currently targeting 4.5 hours on average per patient per day. The ideal Board targeted fiscal goal is +/- 4.0 hours per patient per day.</p> <p>The Putting Green has been completed and a dedication ceremony will be held on July 6 at 10am. Lynda Farmer, past American Legion Department Auxiliary President and instrumental in raising the funds for this project, will be the keynote speaker with Colonel Al Faxon participating in the ceremony. The Manchester Country Club will furnish putting green flags.</p>	<p>INFO</p>
<p>H.794 BILL</p>	<p>Thanks to VP Peter Fagan for the “heads up”, H. 794 sponsor, Rep. Morrissey, Rep. Hooper and many others, the bill passed the legislature and was signed into law on June 3rd by Governor Scott. While the Bill provides statutory authority for the VVH to offer programs outside of its Bennington campus, “the primary focus (for the Home and its Board) will be on employee and facility stabilization and the reduction of contracted personnel costs rather than adding service lines or expanding to a new location”. CEO Jackson is meeting with DAIL (Vermont Department of Disabilities, Aging & Independent Living) as they have shown interest in our Gibbous Market Study and would like to have initial conversations with us, which is a benefit to us.</p>	<p>INFO</p>
<p>A-WING BABA</p>	<p>BABA (Build America, Buy America Act) is having an adverse impact on A-Wing design and adding millions of dollars in construction costs. BABA mandates that 55% or more of products used in federal construction be made in America. Unfortunately, many HVAC (and elevator) and other maintenance replacement parts are no longer manufactured in America. There is an Executive Order which permits waivers. However, VA Secretary McDonough has stated that he will not authorize waivers for State Veterans Homes. NASVH (National Association of State Veterans Homes) is lobbying Members of Congress to support legislation to require the VA to consider waivers for State Veteran Homes.</p>	<p>INFO</p>
<p>COMMUNITY GARDEN AND THE FAIR FOOD INITIATIVE</p>	<p>CEO Jackson stated the VVH Community Garden and the Fair Food Initiative are separate programs. The Community Garden has been in existence for approximately 10 years and is wholly funded by VVH. Initially it was available for veterans use only, but was subsequently opened to the entire community. Contrary to media reports and rumors, we currently do not have access to federal HUD monies and the Board has yet to approve the Home’s participation in the Bennington Fair Food Initiative. If the Initiative is approved by the Board, the Home will make a portion of its property available, but there will not be any expenditure of VVH dollars expended to support the Initiative. Later today, the Board will be asked to vote on a proposal to provide the CEO authority to sign an agreement with the Fair Food Initiative with the Buildings and Grounds Committee being tasked to recommend the location and the amount of land to be authorized.</p>	<p>INFO</p>
<p>WASHINGTON, DC VISIT</p>	<p>CEO Jackson reported on last week’s trip to Washington, DC and her contributions to a National Press Conference.</p>	<p>INFO</p>

<p style="text-align: center;">LUNCH BREAK</p>	<p>A Fact Sheet (previously submitted) evidenced the likely impact of the CMS Staffing Mandate on Vermont’s long term care industry: an estimated loss of 375 long term care beds and an additional annual cost of \$10.3 million dollars. Due to staffing shortages the average nursing home occupancy rate is 70%. Ironically, CMS does not collect data from state veterans homes. In an attempt to stop the executive order, ACHA/NCAL (American Health Care Association/National Coalition for Assisted Living) is suing the federal government. In Vermont, only 12 nursing homes, including VVH, currently meet the CMS staffing mandate. Nationwide, the healthcare industry is reporting a shortage of 102,000 LNA’s, and 250,000 RN’s!</p> <p>CEO Jackson also reviewed the content of her meetings held with Senator Welch’s and Senator Sanders’ offices regarding high Agency wages (federal level), workforce development (lack of staff). During the meeting she volunteered the Home to serve as a site for “pilot” programs.</p> <p>On Wednesday, she attended the first joint hearing in 20 years between the Senate Committee on Aging and the Senate Committee on Veterans Affairs. Senator Jon Tester of Montana, a huge advocate for state nursing homes, spoke against the staffing mandate. Other topics discussed during the hearing were need for assisted living in nursing homes and state veteran homes; VA construction grant funding; legislation to exempt military retirement pay tax from federal income tax and the Senator Elizabeth Dole Act [which would included provisions to increase the expenditure for the costs of non-institutional care for service connected veterans from 65% up to 100% to approach the VA Community Living Center costs (Vermont does not have such a Center)].</p> <p>A lunch break was taken from 12:15pm to 1:00pm.</p>	<p style="text-align: center;">INFO</p>
<p style="text-align: center;">TOPIC</p>	<p style="text-align: center;">DISCUSSION</p>	<p style="text-align: center;">ACTION</p>
<p>BENNINGTON FAIR FOOD INITIATIVE</p>	<p>Three Bennington Fair Food Initiative representatives returned for further discussion of the Veterans Incubator Farming Cooperative tabled at the April Board meeting due to time restraints.</p> <p><u>BACKGROUND NOTE:</u> Excerpts from the April 10, 2024, BoT meeting on the topic are provided below:</p> <p><i>“Representatives Michael Fernandez (District Manager, Bennington Conservation District), Shannon Barsotti (Community Development Director, Town of Bennington), Susan Sgorbati (Director, Center for the Advancement of Public Action, Bennington College), and Jack Boger (via zoom) of the Bennington Conservation District and the Bennington Fair Food Initiative delivered a PowerPoint Presentation in OPEN support of their proposal to the Board: ‘To authorize CEO Jackson to initiate the formation of the legal structure for the veteran farming cooperative, to then authorize the distribution of the funds that VVH currently holds to that cooperative to act as seed capital to pay for staff time to develop the programming, and then pay for the implementation of the key infrastructure through those cost share programs available from the Natural Resource Conservation Service’.</i></p> <p><i>The goal of the proposal is to develop objectives to create a connected farm and food system to boost the growth of the agricultural workforce in Bennington County and establish farming partnerships</i></p>	<p style="text-align: center;">CLOSED</p>

	<p><i>across the food system. VVH already has the necessary funds to participate since we are a part of the Bennington Food Initiative, and we participated in the initial pilot program to establish a veteran training program for workforce development in the original spending request made through Senator Peter Welch's office. Initially there would be 3-4 local veterans/participants for the first 2-3 years, expanded by 5-7 veterans every 2-3 years. This proposal would use about 20 acres of the Home's property that does not require rezoning.</i></p> <p><i>Approval of the proposal would help the VVH address its Strategic Plan as well as our Mission and Vision statements to fulfill the promise to Vermont veterans and help (all) veterans. Participating veterans will learn how to develop their skills, build their efficacy and increase their agricultural knowledge. The participants will learn while doing and earning enough capital to transition to their own farm. The USDA will be involved in the cost share program.</i></p> <p><i>Due to meeting time constraints, further discussion on this matter and authorization to the CEO to proceed will be deferred until the June 12 Board meeting”.</i></p> <p>Mr. Fernandez recapped the proposal. During today's follow up discussion, the Board concluded that the proposal's timelines as well as the amount of land proposed for use needed to be more clearly defined so as to not adversely impact the mobility trail, the A-Wing construction project and the high school practice fields land use agreements. As reiterated by Mrs. Jackson in her CEO Report, there will be no outlay of funds from the Home and HUD funding provided to the Fair Food Initiative (\$115K) is expected to be allocated to the Veterans' Home for Initiative support. There was a question whether Federal regulations could preclude the VVH, a State Agency, from participating in certain aspects of the Initiative. A feasibility study, including a survey of best practices in the industry, will be conducted. Since the VA, NY Department of Agriculture and Small Business Administration already have viable veteran farming programs, the Board recommended collaborating with these established programs.</p> <p>CEO Jackson requested a Board motion to give her (the CEO) permission, working with the Buildings and Grounds Committee, to enter into feasibility discussions regarding the Veterans' Farming Initiative and to appropriately access available HUD funds as needed. Ms. Tester made the motion, second by Ms. Hurt. A request to table this topic yet again was declined. No further discussion. A roll call vote was taken: There were 7 Yes votes: Kent Butterfield, Gary De Gasta, Melissa Hurt, Michael Klopchin, Sandy Pinsonault, Richard Setzer, Cathy Tester. There were 6 No votes: Clark Adams, Brenda Cruickshank, Larry Cupoli, Charly Dickerson (“as it currently stands”), Michael diMonda and Robert Hooper. There was 1 Abstention: Joyce Scribner. The motion passed. CEO Jackson requested Board members to submit to her any further questions or requests of specific information regarding this matter within the next 2 weeks.</p>	
TOPIC	DISCUSSION	ACTION
HOME REPORTS DONNA RICHARDS, DNS	A few more nursing staff members have been hired, but still dealing with staffing issues.	INFO

DR. KING, PROVIDER	As submitted in his detailed report, there is full coverage with provider staff now and there have been only a few covid cases with residents.	INFO
STEVE MCCLAFFERTY, FINANCE	<p>Mr. McClafferty reported that veterans with service in France during WWII, should contact the French Consulate/government (website) to be awarded the French “Legion of Honor”.</p> <p>He reviewed the breakdown (previously submitted) of his request for authorization to write off \$312,998.38 in uncollectable debt. Due to the extraordinary efforts of the Finance Department, combined with a “strengthened” admissions policy, there had been a significant reduction in uncollectable debt from the previous year. Ms. Pinsonault made the motion to accept Mr. McClafferty’s report for FY2024 write offs of \$312,998.38, second by Mrs. Scribner. No discussion. Motion passed unanimously.</p>	INFO CLOSED
	Mr. McClafferty also requested the Board’s approval to update bank signature cards authorizing four employees to sign checks (in our two banking accounts) on behalf of VVH: Melissa Jackson, Asa Whitcomb, Steven McClafferty and Melinda Crowl, and to authorize the signing of a Corporate Resolution. Ms. Hurt made the motion authorizing the new signature cards and signing the Corporate Resolution. Second by Mrs. Scribner. No further discussion. Motion passed unanimously	CLOSED
MELINDA CROWL, MARKETING	<p>As noted in her report, Outreach continues unabated. Trustees are encouraged to join Home employees at events such as the Car Show and State Fair.</p> <p>Still in the process of trying to match up residents to share rooms in order to increase the occupancy rate and not create untoward resident events. A request has been submitted to change Cardinal from 30 beds up to 31 beds.</p>	INFO
JEAN CODY, QA	(not present) No further inquiries were made from the report previously submitted.	INFO
ASA WHITCOMB, ENVIRONMENTAL	<p>The candidate chosen for the Environmental Services Director position, Greg Krizan, is scheduled to start July 15. First items to be addressed will be projects to obligate donated funds; focus on the A-Wing project; conduct another boiler plant feasibility study (the previous proposals did not address the geothermal concerns) and an elevator project RFP.</p> <p>The Access and Security Project has yet to be fully completed since the contractor has been unable to obtain the emergency buttons that interface with the fire alarm system.</p> <p>There is one new fawn in the deer park.</p> <p>The Town of Bennington may be the recipient of a storm water systems improvement project. One segment of the project might impact the VVH as it likely will run under the deer park.</p>	INFO

TOPIC	DISCUSSION	ACTION
CORPORATE COMPLIANCE	<p>Compliance Officer, Asa Whitcomb, showed a short OIG (Office of Inspector General) video, “Compliance Resources for Health Care Boards”, that summarized Board expectations for oversight. Compliance educational vignettes will be shown and discussed during each scheduled BoT meeting.</p> <p>CO Whitcomb reviewed her previously submitted Compliance Report which highlighted the downward trend in complaints compared to this time last year. She also reported that during an audit of our PBJ (Payroll Based Journal) issues surfaced regarding exempt and contract employee “breaks”. While the matter has been corrected, and will be closely monitored, the citation itself temporarily reduced our Star rating for staffing -- from 5 to 1 ! There were no regulatory compliance issues with clinical services. The regulatory issues found with Life Safety are also being addressed.</p> <p>There was a lengthy discussion regarding the Home’s new “Intimate Expression Policy”. Monthly meetings have been taking place for more than a year with a medical Ethicist from the Vermont Ethics Network, the Behavioral Health department, Dr. King, nursing, and CO Whitcomb, to create a policy designed to respond to a veteran or member’s desire for an intimate relationship with another resident. While a medical proxy may make medical decisions, this policy is based on the principle that Intimacy as a personal not a medical decision. Complicating factors include dementia and the individual’s ability to consent. Policy education will be provided to staff and the Board as well as family, residents, the Resident Council, and the policy will be addressed in the Home’s admissions process.</p>	<p>INFO</p> <p>INFO</p>
TOPIC	DISCUSSION	ACTION
COMMITTEE REPORTS BUDGET AND FINANCE	No further discussion from Report submitted. Quarterly committee meeting scheduled for 7/12/24.	INFO
BUILDINGS & GROUNDS	Reviewed upcoming projects. At the request of the CEO, the Committee accepted the tasking for the Home’s Land Use agreements. The Committee expressed interest in meeting the Maintenance Department staff. Quarterly committee meeting scheduled for 7/19/24.	INFO
OUTREACH & MARKETING	Quarterly committee meeting scheduled for 7/15/24.	INFO
QUALITY ASSURANCE	Quarterly committee meeting scheduled for 6/18/24.	INFO
EXECUTIVE	President De Gasta stressed again (as emphasized in the CEO’s White Paper), that the VVH, for the immediate future, will not be expanding programs or building another nursing home and will focus on stabilization of staff and budgetary control. Quarterly committee meeting scheduled for 9/18//24.	INFO

<p>STRATEGIC PLANNING</p> <p>NOMINATING/BY-LAWS</p>	<p>President De Gasta read three SPC recommendations for the Board to endorse as policy (language in italics in the Report): 1. The Home and its Board’s current position on Strategic Planning; 2. A Strategic Planning Strategy, Philosophy and Goals; and 3. Response to the H.794 and its governance authorities. Mr. Dickerson made a motion to endorse the SPC recommendations as stated, second by CPT Cruickshank. No further discussion. Motion carried unanimously. Quarterly committee meeting scheduled for 7/17/24. A Board policy statement will be prepared.</p> <p>Mr. Dickerson announced that the election of Board officers will take place during the August annual Board meeting. Any Trustees interested in any of the 5 positions (President, Vice President, Secretary and 2 members) should advise Nominating Chair Mr. Dickerson within the month (to allow him time to convene a Nominating Committee meeting and make a recommendation at the August meeting).</p>	<p>CLOSED</p> <p>INFO</p>
TOPIC	DISCUSSION	ACTION
<p>POLICY ON MEETING NOTICE REQUIREMENTS</p>	<p>Mr. Dickerson stated the adoption and subsequent implementation of his policy on Meeting Notice Requirements will place the Board in compliance with the State statute as well as ease reporting burdens for the Board, its Committees and Home employees.</p> <p>The fundamental change is the requirement for the Board President, during the last meeting of the year, to propose, and for the Board to adopt, a meeting schedule for the following year. Since the Executive Committee has the authority to spend money and make policy on behalf of the Board, an annual meeting schedule must be proposed and adopted.</p> <p>Once the Board and the Executive Committee schedules are adopted, they will be added to the state’s Public Notice website and posted on the VVH website. All other committees are advisory to the Board and while they are not required to be noticed, but can be if a regular schedule is prepared. Thereafter media outlets will be notified and referred to the VVH website for meeting-specific agendas. Only verification of media <u>notification</u> is required, not the actual publication.</p> <p>Mr. Dickerson proposed the interim Policy to take effect immediately subject to finalization in August for any changes that need to be made as a result of grammar, formatting, citing or statutory changes including the July 1st Open Meeting Law (S.55). The goal is to have the Policy finalized by the August BoT meeting and adopted at the last meeting of the calendar year (December). Ms. Tester made the motion, second by Mr. diMonda. No further discussion. The motion passed unanimously.</p>	<p>CLOSED</p>
TOPIC	DISCUSSION	ACTION
<p>OTHER</p>	<p>Happy Birthday to VP Peter Fagan and Trustee Clark Adams today and to CEO Jackson on Friday.</p> <p>Mr. Hooper announced he has a supply of Narcan for any individuals interested in having some.</p>	<p>INFO</p>
<p>ADJOURNMENT</p>	<p>With no new business, President De Gasta adjourned the meeting at 1524.</p>	<p>CLOSED</p>

Meeting adjourned at 1524. Next Board meeting is 14 August 2024.