

REGULAR MEETING OF THE  
SAN GORGONIO MEMORIAL HOSPITAL  
BOARD OF DIRECTORS

January 3, 2023

The regular meeting of the San Gorgonio Memorial Hospital Board of Directors was held on Tuesday, January 3, 2023, in Modular C meeting room, 600 N. Highland Springs Avenue, Banning, California.

Members Present: Susan DiBiasi (Chair), Ron Rader, Steve Rutledge (Vice Chair), Randal Stevens, Lanny Swerdlow, Dennis Tankersley, Siri Welch

Members Absent: Shannon McDougall, Darrell Petersen

Required Staff: Steve Barron (CEO), Pat Brown (CNO/COO), Daniel Heckathorne (CFO), Sherif Khalil, MD (Chief of Staff), Annah Karam (CHRO), Ariel Whitley (Executive Assistant), Angie Brady (ED Director), Streamline

AGENDA ITEM		ACTION / FOLLOW-UP
<b>Call To Order</b>	Chair, Susan DiBiasi, called the meeting to order at 4:07 pm.	
<b>Public Comment</b>	Diego Rose spoke about CDC/Covid Guidance. He stated that the hospital is practicing “state guidelines” and not medicine. He stated that if the hospital is going to listen to mask mandates, where is the proof that they reduce viral spread?	
<b>GENERAL TOPIC</b>		
<b>Streamline Presentation</b>	Madison with Streamline gave a brief presentation about redesigning our external sgmh.org website. Streamline works with many special districts to aid in ensuring compliance with the Brown Act and other state mandated requirements.	
<b>OLD BUSINESS</b>		
<b>Proposed Action - Approve Minutes December 6, 2022, regular meeting</b>	Chair, Susan DiBiasi, asked for any changes or corrections to the minutes of the December 6, 2022, regular meeting.	<b>The minutes of the December 6, 2022, regular meeting will stand correct as presented.</b>
<b>NEW BUSINESS</b>		
<b>Hospital Board Chair Monthly Report</b>	Chair DiBiasi announced that Siri Welch will be resigning from the Hospital Board effective January 4, 2023. We will be putting together an Ad Hoc Nomination Committee to fill the vacant seat.	
<b>CEO Monthly Report</b>	Steve Barron, CEO, reported that we will work on the Community Benefit Plan at the next Community Planning Committee meeting. Steve also mentioned that it is time to discuss seismic compliance and the steps	

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	we need to take to be in compliance by 2030.																					
<b>January, February, and March Board/Committee meeting calendars</b>	Calendars for January, February, and March were included on the board tablets.																					
<b>Foundation Monthly Report</b>	Foundation President, Allen Koblin, gave the Foundation Monthly Report as included on the board tablets.																					
<b>Reminder – All Hospital Board Members Annual Execution of Confidentiality and Nondisclosure Agreement</b>	Chair DiBiasi noted that the Confidentiality and Nondisclosure Agreement is presented annually for each board member’s signature. These were given to each Board Member to return to Ariel Whitley.																					
<b>Patient Care Services Bi-Monthly Report</b>	Chair DiBiasi noted that the Patient Care Services Bi-Monthly report was included in the board packet for review.																					
<b>Proposed Action – Annual Approval of Hospital Bylaws</b>	<p>Chair DiBiasi noted that the bylaws require that the Board review and approve their bylaws annually. She asked if there were any suggested changes to the current Hospital Board Bylaws. It was noted that staff had no recommended changes. No changes were recommended.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 1327 1253 1503"> <tbody> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Absent</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Absent</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </tbody> </table>	DiBiasi	Yes	McDougall	Absent	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Absent	Welch	Yes	Motion carried.		<b>M.S.C., (Rader/Swerdlow) the SGMH Board of Directors approved their bylaws as presented.</b>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Absent																			
Swerdlow	Yes	Tankersley	Absent																			
Welch	Yes	Motion carried.																				
<b>Hospital Board Chair – Appoint 2023 Committee Members</b>	<p>Chair DiBiasi announced the 2023 Committee Assignments as follows:</p> <p>Human Resources Committee:</p> <ul style="list-style-type: none"> <li>Ron Rader (Chair), Susan DiBiasi, Shannon McDougall, Steve Rutledge</li> </ul> <p>Finance Committee:</p> <ul style="list-style-type: none"> <li>Susan DiBiasi (Chair), Ron Rader, Steve Rutledge, Dennis</li> </ul>																					

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	<p style="text-align: center;">Tankersley</p> <p>Community Planning Committee:</p> <ul style="list-style-type: none"> <li>Steve Rutledge (Chair), Susan DiBiasi, Shannon McDougall, Darrell Petersen, Ron Rader, Steve Rutledge, Randal Stevens, Lanny Swerdlow, Dennis Tankersley</li> </ul>																					
<b>2023 Slate of Officers</b>	Chair DiBiasi noted that a copy of the 2023 Slate of Officers was included on the board tablet.																					
<b>Proposed Action – Nominate/Approve 2023 Hospital Board Chair</b>	<p>Steve Rutledge nominated Susan DiBiasi as the Hospital Board Chair.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 819 1253 995"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Absent</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Absent</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Absent	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Absent	Welch	Yes	Motion carried.		<b>M.S.C., (Rutledge/Rader), the SGMH Board of Directors approved Susan DiBiasi as the 2023 Hospital Board Chair.</b>
DiBiasi	Yes	McDougall	Absent																			
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Welch	Yes	Motion carried.																				
<b>Proposed Action – Nominate/Approve 2023 Hospital Board Vice Chair</b>	<p>Susan DiBiasi nominated Steve Rutledge as the Hospital Board Vice Chair.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 1201 1253 1377"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Absent</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Absent</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Absent	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Absent	Welch	Yes	Motion carried.		<b>M.S.C., (DiBiasi/Rader), the SGMH Board of Directors approved Steve Rutledge as the 2023 Hospital Board Vice Chair.</b>
DiBiasi	Yes	McDougall	Absent																			
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Rutledge	Yes	Stevens	Absent																			
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Welch	Yes	Motion carried.																				
<b>Proposed Action – Nominate/Approve 2023 Hospital Board Secretary/Treasurer</b>	<p>Susan DiBiasi nominated Ron Rader as the Hospital Board Secretary/Treasurer.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 1587 1253 1764"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Absent</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Absent</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Absent	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Absent	Welch	Yes	Motion carried.		<b>M.S.C., (DiBiasi/Rutledge), the SGMH Board of Directors approved Ron Rader as the 2023 Hospital Board Secretary/Treasurer.</b>
DiBiasi	Yes	McDougall	Absent																			
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Welch	Yes	Motion carried.																				

AGENDA ITEM		ACTION / FOLLOW-UP																				
<b>Proposed Action – Approve 2023 Environment of Care Plans</b>	This item will be tabled to the February meeting.																					
<b>COMMITTEE REPORTS:</b>																						
<b>Finance Committee</b>  <b>Proposed Action – Recommend Approval of the November 2022 Financial Statement (Unaudited).</b>	<p>Dan Heckathorne, CFO, reviewed the Executive Summary of the November 2022 Financial report which was included on the board tablet. A copy of the Finance Committee’s December 27, 2022, meeting minutes were also included on the board tablet. It was noted that the Finance Committee recommends approval of November 2022 Financial report as presented.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="386 835 1255 1014"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Absent</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Yes</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Absent	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<p><b>M.S.C., (Rader/Rutledge), the SGMH Board of Directors approved the November 2022 Financial Statement as presented.</b></p>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Absent																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<b>Proposed Action – Recommend Approval to the Healthcare District Board of Resolution No. 2023-01, a resolution approving the form and authorizing the execution and delivery of a first amendment to line of credit with First Foundation Public Finance, a Delaware Statutory Trust and a wholly-owned subsidiary of First Foundation Bank and approving certain other actions.</b>	<p>Danial Heckathorne reviewed and explained Resolution No. 2023-01, a resolution approving the form and authorizing the execution and delivery of a first amendment to line of credit with First Foundation Public Finance, a Delaware Statutory Trust and a wholly owned subsidiary of First Foundation Bank and approving certain other actions.</p> <p>It was noted that approval is recommended to the Healthcare District Board.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="386 1476 1255 1654"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Absent</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Yes</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Absent	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<p><b>M.S.C. (Welch/Rutledge), the SGMH Board of Directors voted to recommend approval of Resolution No. 2023-01, a resolution approving the form and authorizing the execution and delivery of a first amendment to line of credit with First Foundation Public Finance, a Delaware Statutory Trust and a wholly owned subsidiary of First Foundation Bank and approving certain</b></p>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Absent																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				

AGENDA ITEM		ACTION / FOLLOW-UP																				
<p><b>Proposed Action – Recommend Approval to the Healthcare District Board of the replacement of SGMH’s Acudose ADCs with Omnicell ADCs at the current price of \$562,831.60 plus taxes and shipping.</b></p>	<p>The Finance Committee is recommending that SGMH replaces the Acudose ADCs with Omnicell ADCs at the current price of \$562,831.60 plus taxes and shipping.</p> <p>A Purchase Order to secure this price is required to be generated before December 30, 2022 and will include the language “Subject to final Board approval”.</p> <p>It was noted that approval is recommended to the Healthcare District Board.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 890 1253 1066"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Absent</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Absent</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Absent	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Absent	Welch	Yes	Motion carried.		<p><b>other action to the Healthcare District Board.</b></p> <p><b>M.S.C. (Rader/Rutledge), the SGMH Board of Directors voted to recommend approval of the replacement of SGMH’s Acudose ADCs with Omnicell ADCs at the current price of \$562,831.60 plus taxes and shipping to the Healthcare District Board.</b></p>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Absent																			
Swerdlow	Yes	Tankersley	Absent																			
Welch	Yes	Motion carried.																				
<p><b>Proposed Action – Recommend Approval to the Healthcare District Board of the renewal of the 3M Software Coding Agreement.</b></p>	<p>SGMH has been using 3M coding software for many years. This software facilitates the coding needed for each medical chart. The coding is then used for billing purposes and reporting purposes. The current agreement expires on January 6, 2023.</p> <p>It was noted that approval is recommended to the Healthcare District Board.</p> <p>Shannon McDougall joined the meeting at 5:27 PM.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 1549 1253 1726"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Yes</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Yes</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Yes	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<p><b>M.S.C. (Welch/Swerdlow), the SGMH Board of Directors voted to recommend approval of the renewal of the 3M Software Coding Agreement to the Healthcare District Board.</b></p>
DiBiasi	Yes	McDougall	Yes																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Absent																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				

AGENDA ITEM		ACTION / FOLLOW-UP																				
<p><b>Chief of Staff Report</b></p> <p><b>Proposed Action – Approve Recommendations of the Medical Executive Committee</b></p>	<p>Sherif Khalil, MD, Chief of Staff, briefly reviewed the Medical Executive Committee report as included on the board tablets.</p> <p>Approval Items:</p> <ul style="list-style-type: none"> <li>Pharmacy and Therapeutics</li> <li>Approval of Medical Staff Bylaws Amendment and 2022 Annual Approval of the Medical Staff Bylaws</li> </ul> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 611 1253 785"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Yes</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Yes</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Yes	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<p><b>M.S.C., (Swerdlow/Rader), the SGMH Board of Directors approved the Medical Executive Committee recommended approval items as submitted.</b></p>
DiBiasi	Yes	McDougall	Yes																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Absent																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<p><b>Proposed Action – Approve Policies and Procedures</b></p>	<p>There were two (2) policies and procedures included on the board tablets presented for approval by the Board.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 999 1253 1173"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>McDougall</td> <td>Yes</td> </tr> <tr> <td>Petersen</td> <td>Absent</td> <td>Rader</td> <td>Yes</td> </tr> <tr> <td>Rutledge</td> <td>Yes</td> <td>Stevens</td> <td>Absent</td> </tr> <tr> <td>Swerdlow</td> <td>Yes</td> <td>Tankersley</td> <td>Yes</td> </tr> <tr> <td>Welch</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	McDougall	Yes	Petersen	Absent	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<p><b>M.S.C., (Rutledge/Welch), the SGMH Board of Directors approved the policies and procedures as submitted.</b></p>
DiBiasi	Yes	McDougall	Yes																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Absent																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<p><b>Community Benefit events/Announcements/and newspaper articles</b></p>	<p>Miscellaneous information was included on the board tablets.</p>																					
<p><b>Future Agenda Items</b></p>	<ul style="list-style-type: none"> <li>None</li> </ul>																					
<p><b>Adjourn to Closed Session</b></p>	<p>Chair, DiBiasi reported the items to be reviewed and discussed and/or acted upon during Closed Session will be:</p> <ul style="list-style-type: none"> <li>➤ Recommend approval to the Healthcare District Board – Medical Staff Credentialing</li> <li>➤ Receive Quarterly Environment of Care/Life Safety/Utility Management Report</li> <li>➤ Receive 2022 Environment of Care Plan Evaluations</li> </ul> <p>The meeting adjourned to Closed Session at 5:43 pm.</p>																					
<p><b>Reconvene to Open Session</b></p>	<p>The meeting adjourned from closed session at 5:46 pm.</p> <p>At the request of Chair DiBiasi, Ariel Whitley reported on the actions</p>																					

AGENDA ITEM		ACTION / FOLLOW-UP
	<p>taken/information received during the Closed Session as follows:</p> <ul style="list-style-type: none"> <li>➤ Recommended approval to the Healthcare District Board – Medical Staff Credentialing</li> <li>➤ Received Quarterly Environment of Care/Life Safety/Utility Management Report was tabled to February.</li> <li>➤ Received 2022 Environment of Care Plan Evaluations as informational.</li> </ul>	
<b>Adjourn</b>	The meeting was adjourned at 5:47 pm.	

In accordance with The Brown Act, *Section 54957.5*, all reports and handouts discussed during this Open Session meeting are public records and are available for public inspection. These reports and/or handouts are available for review at the Hospital Administration office located at 600 N. Highland Springs Avenue, Banning, CA 92220 during regular business hours, Monday through Friday, 8:00 am - 4:30 pm.

Respectfully submitted by Ariel Whitley, Executive Assistant