

**REGULAR MEETING OF THE  
 SAN GORGONIO MEMORIAL HOSPITAL  
 BOARD OF DIRECTORS**

December 6, 2022

The regular meeting of the San Gorgonio Memorial Hospital Board of Directors was held on Tuesday, December 6, 2022, 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), Ali Webb (Administrative Assistant), Angie Brady (ED Director), David Imus (Wipfli), Legal Counsel, John Peleuses (Project Manager)

AGENDA ITEM		ACTION / FOLLOW-UP
<b>Call To Order</b>	Chair, Susan DiBiasi, called the meeting to order at 4:04 pm.	
<b>Public Comment</b>	Ehren Ngo expressed his thanks to leadership and the Board of Directors. He stated what a pleasure it was to serve on the board.	
<b>OLD BUSINESS</b>		
<b>Proposed Action - Approve Minutes November 1, 2022, regular meeting</b>	Chair, Susan DiBiasi, asked for any changes or corrections to the minutes of the November 1, 2022, regular meeting.	<b>The minutes of the November 1, 2022, regular meeting will stand correct as presented.</b>
<b>NEW BUSINESS</b>		
<b>Hospital Board Chair Monthly Report</b>	In January 2023, the Exec. Team for the Hospital Board will be announced. Salary increases are currently being refined. Salaries must be published per position in January 2023.	
<b>CEO Monthly Report</b>	Steve Barron, CEO, reported that there was an influx in influenza and RSV. There are bed shortages and staffing shortages nationally. Flu season will go through March. E-mails will be sent to all associates on December 7, 2022, explaining the retention bonus they will be receiving. It will be \$1,000.00 for full-time associates that worked between 100hrs – 399hrs and \$750.00 for part-time employees that have worked 400hrs and beyond between July 30 – October 28 and still employed as of November 28.	

AGENDA ITEM		ACTION / FOLLOW-UP																				
<b>December, January, &amp; February Board/Committee meeting calendars</b>	Calendars for December, January, & February were included on the board tablets.																					
<b>Foundation Monthly Report</b>	Foundation Director, Valerie Hunter, gave the Foundation Monthly Report as included on the board tablets. Valerie expressed that she is currently working on the golf tournament that will take place in October of 2023.																					
<b>Proposed Action – Approve Mission/Vision/ Values Statement</b>	<p>Steve Barron noted that the current Mission, Vision, and Values Statement is reviewed and re-approved annually by the Hospital Board. It was included on board tablets last month for review.</p> <p>There were no suggested changes.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 888 1250 1062"> <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>Yes</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	Yes	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<b>M.S.C., (Stevens/Rader), the SGMH Board of Directors approved the Mission/Vision/Values Statement as presented.</b>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Yes																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<b>For Review – Hospital Bylaws</b>	Chair DiBiasi noted that the Hospital Bylaws are slated for their annual approval at the January 2023 meeting. Any suggested changes and/or additions should be directed to staff.																					
<b>Proposed Action – Approve Amended 2023 Meeting Dates</b>	<p>Chair DiBiasi reported that included on the board tablets is a list of amended suggested meeting dates for 2023.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1388 1250 1562"> <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>Yes</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	Yes	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<b>M.S.C. (Rutledge/Tankersley), the SGMH Board of Directors approved the 2023 Meeting Dates as presented.</b>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Yes																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<b>Proposed Action – Appoint Ad Hoc Nomination Committee</b>	Item dismissed.																					
<b>COMMITTEE REPORTS:</b>																						

AGENDA ITEM		ACTION / FOLLOW-UP																				
<p><b>Finance Committee</b></p> <p><b>Proposed Action – Recommend Approval of the November 2022 Financial Statement (Unaudited).</b></p>	<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 November 29, 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>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 573 1252 747"> <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>Yes</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	Yes	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<p><b>M.S.C., (Rader/Stevens), 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	Yes																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<p><b>Proposed Action – Recommend Approval to Healthcare District Board of District Hospital Leadership Forum (DHLF) Annual Dues Renewal</b></p>	<p>San Gorgonio Memorial Healthcare District &amp; Hospital have been members of the DHFL for many years. The DHFL is the group which formally oversees the overall guidance and planning for all matters related to Supplemental Funding on behalf of California Healthcare Districts. DHFL also coordinates their efforts with numerous California agencies (including CHA) in areas that impact the Healthcare Districts.</p> <p>It was noted that approval is recommended to the Healthcare District Board.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1178 1252 1352"> <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>Yes</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	Yes	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 District Hospital Leadership Forum (DHLF) Annual Dues Renewal to the Healthcare District Board.</b></p>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Yes																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<p><b>Proposed Action – Recommend Approval to Healthcare District Board- FYE 22 Financial Audit</b></p>	<p>Dan Heckathorne, CFO, introduced David Imus of Wipfli, LLP. David presented the FYE 22 Financial Audit.</p> <p>It was noted that approval is recommended to the Healthcare District Board.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1650 1252 1824"> <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>Yes</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	Yes	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<p><b>M.S.C. (Rader/Rutledge), the SGMH Board of Directors voted to recommend approval of the FYE 22 Financial Audit to the Healthcare District Board.</b></p>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Yes																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				

AGENDA ITEM		ACTION / FOLLOW-UP																				
<b>Human Resources Committee</b>	At the request of Committee Chair, Ron Rader, Annah Karam, Chief Human Resources Officer, briefly reviewed the reports that were reviewed at the committee meeting and the reports discussed as included on the board tablets. A copy of the Human Resources Committee's November 16, 2022, meeting minutes were also included on the board tablets.																					
<b>Community Planning Committee</b>  <b>Proposed Action – Approve 2022 Community Health Needs Assessment</b>	After working with IEHP, the committee reviewed the 164-page Community Health Needs Assessment. The market research plan is due in March 2023. The Committee discussed a possible plan for our Women's center.  BOARD MEMBER ROLL CALL: <table border="1" data-bbox="383 741 1253 913"> <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>Yes</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	Yes	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<b>M.S.C., (Tankersley/Rader), The SGMH Board of Directors approved the 2022 Community Health Needs Assessment as presented.</b>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Yes																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<b>Chief of Staff Report</b>  <b>Proposed Action – Approve Recommendations of the Medical Executive Committee</b>	Sherif Khalil, MD, Chief of Staff, briefly reviewed the Medical Executive Committee report as included on the board tablets.  Approval Items: <ul style="list-style-type: none"> <li>2022 Annual Approval of Policies and Procedures</li> </ul> BOARD MEMBER ROLL CALL: <table border="1" data-bbox="383 1192 1253 1365"> <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>Yes</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	Yes	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<b>M.S.C., (Stevens/Welch), the SGMH Board of Directors approved the Medical Executive Committee recommended approval items as submitted.</b>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Yes																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<b>Proposed Action – Approve Policies and Procedures</b>	There were fifty-three (53) policies and procedures included on the board tablets presented for approval by the Board.  BOARD MEMBER ROLL CALL: <table border="1" data-bbox="383 1541 1253 1713"> <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>Yes</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	Yes	Swerdlow	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		<b>M.S.C., (Stevens/Welch), the SGMH Board of Directors approved the policies and procedures as submitted.</b>
DiBiasi	Yes	McDougall	Absent																			
Petersen	Absent	Rader	Yes																			
Rutledge	Yes	Stevens	Yes																			
Swerdlow	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
<b>Community Benefit events/Announcements/and newspaper articles</b>	Miscellaneous information was included on the board tablets.																					

AGENDA ITEM		ACTION / FOLLOW-UP
<b>Future Agenda Items</b>	<ul style="list-style-type: none"> <li>• None</li> </ul>	
<b>Adjourn to Closed Session</b>	<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>➤ Participate in a telephone conference with legal counsel regarding anticipated litigation</li> </ul> <p>The meeting adjourned to Closed Session at 5:51 pm.</p>	
<b>Reconvene to Open Session</b>	<p>The meeting adjourned from closed session at 6:56 pm.</p> <p>At the request of Chair DiBiasi, Ali Webb reported on the actions 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>➤ Participated in a telephone conference with legal counsel</li> </ul>	
<b>Adjourn</b>	The meeting was adjourned at 6:57 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