

REGULAR MEETING OF THE  
SAN GORGONIO MEMORIAL HOSPITAL  
BOARD OF DIRECTORS

January 2, 2024

The regular meeting of the San Gorgonio Memorial Hospital Board of Directors was held on Tuesday, January 2, 2024, in Modular C meeting room, 600 N. Highland Springs Avenue, Banning, California.

Members Present: Susan DiBiasi (Chair), Perry Goldstein, Shannon McDougall, Darrell Petersen, Ron Rader, Steve Rutledge, Lanny Swerdlow, Dennis Tankersley

Members Absent: Randal Stevens

Required Staff: Steve Barron (CEO), Raffi Sahagian, MD (Chief of Staff), Daniel Heckathorne (CFO), Ariel Whitley (Executive Assistant), Angie Brady (CNE), John Peleuses (VP Ancillary and Support Services), Karan P. Singh, MD (CMO), Gary Hicks (District Financial Advisor)

AGENDA ITEM		ACTION / FOLLOW-UP
<b>Call To Order</b>	Chair, Susan DiBiasi, called the meeting to order at 4:02 pm.	
<b>Public Comment</b>	No public comment.	
<b>OLD BUSINESS</b>		
<b>Proposed Action - Approve Minutes December 5, 2023, regular meeting.</b>	Chair, Susan DiBiasi, asked for any changes or corrections to the minutes of the December 5, 2023, regular meeting.  There we none.	<b>The minutes of the December 5, 2023, regular meeting will stand correct as presented.</b>
<b>NEW BUSINESS</b>		
<b>Hospital Board Chair Monthly Report</b>	Chair, Susan DiBiasi reminded all board members to complete and return their confidentiality agreement to Ariel Whitley.	
<b>CEO Monthly Report</b>	No formal report was given.	
<b>January, February, and March Board/Committee meeting calendars</b>	Calendars for January, February, and March were included on the board tablets.	
<b>Foundation Quarterly Report</b>	The Foundation Quarterly Report was provided as informational.	
<b>Reminder – All Hospital Board</b>	Chair DiBiasi noted that the Confidentiality and Nondisclosure Agreement is presented annually for each board member's	

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<b>Members Annual Execution of Confidentiality and Nondisclosure Agreement</b>	signature. These were given to each Board Member to return to Ariel Whitley.																					
<b>Patient Care Services Bi-Monthly Report</b>	Angela Brady, CNE, gave the Bi-Monthly Patient Care Services Report as included on the board tablets.																					
<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 by the board at this time.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 919 1255 1094"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Yes</td> </tr> <tr> <td>McDougall</td> <td>Yes</td> <td>Petersen</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</td> <td>Absent</td> <td>Swerdlow</td> <td>Yes</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Yes	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Motion carried.		<b>M.S.C., (Rader/Rutledge) the SGMH Board of Directors approved their bylaws as presented.</b>
DiBiasi	Yes	Goldstein	Yes																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Absent	Swerdlow	Yes																			
Tankersley	Yes	Motion carried.																				
<b>Hospital Board Chair – Appoint 2024 Committee Members</b>	<p>Chair DiBiasi announced the 2024 Committee Assignments as follows:</p> <p>Human Resources Committee:</p> <ul style="list-style-type: none"> <li>Susan DiBiasi, Perry Goldstein, Ron Rader, Steve Rutledge (Chair)</li> </ul> <p>Finance Committee:</p> <ul style="list-style-type: none"> <li>Susan DiBiasi (Chair), Ron Rader, Steve Rutledge, Darrell Petersen</li> </ul> <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>																					

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<b>COMMITTEE REPORTS:</b>																						
<b>Finance Committee</b>  <b>Proposed Action – Approve November 2023 Financial Statement (Unaudited).</b>	<p>Dan Heckathorne, CFO, reviewed the Executive Summary of the November 2023 Financial report which was included on the board tablet. A copy of the Finance Committee’s December 22, 2023, meeting minutes were also included on the board tablet. It was noted that the Finance Committee recommends approval of the November 2023 Financial report as presented.</p> <p>It is noted that approval is recommended by the Finance Committee.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 705 1255 884"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Yes</td> </tr> <tr> <td>McDougall</td> <td>Yes</td> <td>Petersen</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</td> <td>Absent</td> <td>Swerdlow</td> <td>Yes</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Yes	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Motion carried.		<b>M.S.C., (Swerdlow/Rader), the SGMH Board of Directors approved the November 2023 Financial Statement as presented.</b>
DiBiasi	Yes	Goldstein	Yes																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Absent	Swerdlow	Yes																			
Tankersley	Yes	Motion carried.																				
<b>Proposed Action – Recommend approval to the Healthcare District Board</b> <ul style="list-style-type: none"> <li><b>Resolution No. 2024-01</b></li> </ul>	<p>Resolution No. 2024-01 is a resolution approving the form and authorizing the execution and delivery of a second amendment to line of credit agreement with First Foundation Public Finance (formerly First Foundation Public Finance Trust), a Delaware Statutory Trust and a wholly owned subsidiary of First Foundation Bank and approving certain other actions.</p> <p><b>BOARD MEMBER ROLL CALL:</b></p> <table border="1" data-bbox="383 1209 1255 1388"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Yes</td> </tr> <tr> <td>McDougall</td> <td>Yes</td> <td>Petersen</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</td> <td>Absent</td> <td>Swerdlow</td> <td>Yes</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Yes	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Motion carried.		<b>M.S.C., (Rader/Rutledge), the SGMH Board of Directors voted to recommend approval of Resolution No. 2024-01 to the Healthcare District Board of Directors as presented.</b>
DiBiasi	Yes	Goldstein	Yes																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Absent	Swerdlow	Yes																			
Tankersley	Yes	Motion carried.																				
<b>Proposed Action – Recommend approval to the Healthcare District Board</b> <ul style="list-style-type: none"> <li><b>California Health Facilities Financing Authority Distressed Hospital Loan Program, Loan and Security Agreement</b></li> </ul>	<p>Steve Barron, CEO, gave an update on the Distressed Hospital Loan Program Documentation. No action was taken.</p>																					

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<b>Proposed Action – Approve Policies and Procedures</b>	<p>There were eleven (11) 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="383 436 1255 611"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Yes</td> </tr> <tr> <td>McDougall</td> <td>Yes</td> <td>Petersen</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</td> <td>Absent</td> <td>Swerdlow</td> <td>Yes</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Yes	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Absent	Swerdlow	Yes	Tankersley	Yes	Motion carried.		<p><b>M.S.C., (Rutledge/Petersen), the SGMH Board of Directors approved the policies and procedures as submitted.</b></p>
DiBiasi	Yes	Goldstein	Yes																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
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<b>Chief of Staff Report</b>  <b>Proposed Action – Approve Recommendations of the Medical Executive Committee</b>	<p>No report. No action was taken.</p>																					
<b>Community Benefit events/Announcements and newspaper articles</b>	<p>Miscellaneous information was included on the board tablets.</p> <p>Ron Rader announced that Anitha Worthen will be recognized as Citizen of the Year at the Beaumont Chamber of Commerce’s installation luncheon. Ron Rader also announced that Supervisor Gutierrez is hosting a State of the District event in partnership with the Beaumont Chamber of Commerce.</p>																					
<b>Future Agenda Items</b>	<ul style="list-style-type: none"> <li>Information from DHLF, ACHD, and other district associations.</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>➤ Receive Quarterly Environment of Care/Life Safety/Utility Management Report</li> </ul> <p>The meeting adjourned to Closed Session at 5:12 pm.</p>																					
<b>Reconvene to Open Session</b>	<p>The meeting adjourned from closed session at 5:25 pm.</p> <p>Chair DiBiasi 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>➤ Received the Quarterly Environment of Care/Life Safety/Utility Management Report</li> </ul>																					

<b>AGENDA ITEM</b>		<b>ACTION / FOLLOW-UP</b>
<b>Adjourn</b>	The meeting was adjourned at 5:26 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