

REGULAR MEETING OF THE
SAN GORGONIO MEMORIAL HOSPITAL
BOARD OF DIRECTORS

March 1, 2022

The regular meeting of the San Gorgonio Memorial Hospital Board of Directors was held on Tuesday, March 1, 2022. In an effort to prevent the spread of COVID-19 (coronavirus), and in accordance with the Governor’s Executive Order N-29-20 (pending AB 361 implementation), there was no public location for attending this board meeting in person. Board members and members of the public participated via WebEx.

Members Present: Phillip Capobianco III, Susan DiBiasi (Chair), Ehren Ngo, Ron Rader, Steve Rutledge, Randal Stevens, Dennis Tankersley, Siri Welch

Members Absent: Joel Labha

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), Karan Singh, MD (CMO), Angie Brady (ED Director), Margaret Kammer (Controller), Valerie Hunter (Foundation Director), Gary Hicks (G.L. Hicks Financial)

AGENDA ITEM		ACTION / FOLLOW-UP
Call To Order	Chair, Susan DiBiasi called the meeting to order at 4:04 pm.	
Public Comment	Members of the public who wished to comment on any item on the agenda were encouraged to submit comments by emailing publiccomment@sgmh.org prior to this meeting. No public comment emails were received.	
GENERAL TOPIC		
Leapfrog Presentation	Peter Kim, Director of Performance Improvement gave a brief presentation about Leapfrog and the letter grade he expects us to receive.	
OLD BUSINESS		
Proposed Action - Approve Minutes February 1, 2022,	Chair DiBiasi asked for any changes or corrections to the minutes of the February 1, 2022, regular meeting as included on the board tablets.	The minutes of the February 1, 2022, regular meeting will stand correct

AGENDA ITEM		ACTION / FOLLOW-UP																				
regular meeting.		as presented.																				
NEW BUSINESS																						
Hospital Board Chair Monthly Report	Susan reported that Administration has been busy. She also mentioned that she was appreciated that we held the Community Planning Committee meeting.																					
CEO Monthly Report	Steve reported that the COVID census dropped to one. Steve mentioned that drop in COVID patients was expected by the end of February. Steve reported that elective surgeries were canceled for a few weeks due to staffing shortages. However, we will be getting the da Vinci robot soon and will need to start building our surgical volume.																					
March, April, & May Board/Committee meeting calendars	Calendars for March, April, and May were included on the board tablets.																					
Foundation Monthly Report	The Foundation Director, Valerie Hunter, gave the Foundation Monthly Report as included on the board tablets.																					
Patient Care Services Bi-Monthly Report	Chair DiBiasi noted that the Patient Care Services Bi-Monthly report was included as a handout for review.																					
COMMITTEE REPORTS:																						
Finance Committee Proposed Action – Recommend Approval of the January 2022 Financial Statement (Unaudited).	<p>Dan Heckathorne, CFO, reviewed the Executive Summary of the January 2022 Financial report which was included on the board tablet. A copy of the Finance Committee’s February 22, 2022, meeting minutes were also included on the board tablet. It was noted that the Finance Committee recommends approval of the January 2022 Financial report as presented.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1675 1250 1864"> <tbody> <tr> <td>Capobianco</td> <td>Yes</td> <td>DiBiasi</td> <td>Yes</td> </tr> <tr> <td>Labha</td> <td>Absent</td> <td>Ngo</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</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> </tbody> </table>	Capobianco	Yes	DiBiasi	Yes	Labha	Absent	Ngo	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		M.S.C., (Rutledge/Tankersley), the SGMH Board of Directors approved the January 2022 Financial Statement as presented.
Capobianco	Yes	DiBiasi	Yes																			
Labha	Absent	Ngo	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				

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2022 General Obligation Refunding Bonds Memorandum	Gary Hicks, with G.L. Financial, reviewed the 2022 General Obligation Refunding Bonds Memorandum, discussing details of the bond and Resolution No. 2022-03 as well as Resolution No. 2022-04.																					
Proposed Action – Recommend approval to the Healthcare District Board to adopt Resolution No. 2022-03 regarding authorizing the commencement of proceedings in connection with the proposed issuance of general obligation refunding bonds and designating a financial advisor, bond counsel and a placement agent in connection therewith.	<p>Gary Hicks reviewed Resolution No. 2022-03, authorizing the commencement of proceedings in connection with the proposed issuance of general obligation refunding bonds and designating a financial advisor, bond counsel and a placement agent in connection therewith.</p> <p>It was noted that approval is recommended to the District Board.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="386 827 1247 1016"> <tr> <td>Capobianco</td> <td>Yes</td> <td>DiBiasi</td> <td>Yes</td> </tr> <tr> <td>Labha</td> <td>Absent</td> <td>Ngo</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</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>	Capobianco	Yes	DiBiasi	Yes	Labha	Absent	Ngo	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		M.S.C. (Rader/Welch), the SGMH Board of Directors voted to recommend approval to adopt Resolution No. 2022-03 regarding authorizing the commencement of proceedings in connection with the proposed issuance of general obligation refunding bonds and designating a financial advisor, bond counsel and a placement agent in connection therewith.
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Welch	Yes	Motion carried.																				
Proposed Action – Recommend approval to the Healthcare District Board to adopt Resolution No. 2022-04 regarding Approving the form and authorizing the execution of a deposit and transfer agreement (The deposit and transfer agreement, approved by this resolution, is	<p>Gary Hicks reviewed Resolution No. 2022-04, approving the form, and authorizing the execution of a deposit and transfer agreement (the deposit and transfer agreement, approved by this resolution, is attached as an attachment to the resolution).</p> <p>It was noted that approval is recommended to the District Board.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="386 1633 1247 1822"> <tr> <td>Capobianco</td> <td>Yes</td> <td>DiBiasi</td> <td>Yes</td> </tr> <tr> <td>Labha</td> <td>Absent</td> <td>Ngo</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</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>	Capobianco	Yes	DiBiasi	Yes	Labha	Absent	Ngo	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		M.S.C. (Welch/Stevens), the SGMH Board of Directors voted to recommend approval to adopt Resolution No. 2022-04 regarding Approving the form and authorizing the execution of a deposit and transfer agreement (The deposit and transfer agreement,
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attached as an exhibit to the Resolution).		approved by this resolution, is attached as an exhibit to the Resolution).																				
2022 Revenue Bonds Memorandum	Gary Hicks, with G.L. Financial, reviewed the 2022 Revenue Bonds Memorandum, discussing details of the bond and Resolution No. 2022-05 as well as Ordinance No. 2022-01.																					
Proposed Action – Recommend approval to the Healthcare District Board to adopt Resolution No. 2022-05 regarding authorizing the commencement of proceedings in connection with the proposed issuance of revenue bonds and designating a financial advisor, bond counsel, district counsel and a placement agent in connection therewith.	<p>Gary Hicks reviewed Resolution No. 2022-05, authorizing the commencement of proceedings in connection with the proposed issuance of revenue bonds and designating a financial advisor, bond counsel, district counsel, and a placement agent in connection therewith.</p> <p>It was noted that approval is recommended to the District Board.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1010 1252 1199"> <tbody> <tr> <td>Capobianco</td> <td>Yes</td> <td>DiBiasi</td> <td>Yes</td> </tr> <tr> <td>Labha</td> <td>Absent</td> <td>Ngo</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</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> </tbody> </table>	Capobianco	Yes	DiBiasi	Yes	Labha	Absent	Ngo	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		M.S.C. (Rader/Welch), the SGMH Board of Directors voted to recommend approval to adopt Resolution No. 2022-05 regarding authorizing the commencement of proceedings in connection with the proposed issuance of revenue bonds and designating a financial advisor, bond counsel, district counsel and a placement agent in connection therewith.
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Welch	Yes	Motion carried.																				
Proposed Action – Recommend approval to the Healthcare District Board to adopt Ordinance No. 2022-01 regarding approving a formal agreement for the sale of San Gorgonio Memorial Healthcare District	<p>Gary Hicks reviewed Ordinance No. 2022-01, approving a formal agreement for the sale of San Gorgonio Memorial healthcare District Revenue Bonds series 2022A (Federally Taxable) and San Gorgonio Memorial Healthcare District revenue bonds series 2022B (the form of bond purchase agreement, approved by this resolution, is attached to this ordinance).</p> <p>It was noted that approval is recommended to the District Board.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1850 1252 1890"> <tbody> <tr> <td>Capobianco</td> <td>Yes</td> <td>DiBiasi</td> <td>Yes</td> </tr> </tbody> </table>	Capobianco	Yes	DiBiasi	Yes	M.S.C. (Welch/Ngo), the SGMH Board of Directors voted to recommend approval to adopt Ordinance No. 2022-01 regarding approving a formal agreement for the sale of San Gorgonio																
Capobianco	Yes	DiBiasi	Yes																			

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Revenue bonds series 2022A (Federally Taxable) and San Gorgonio Memorial Healthcare District revenue bonds series 2022B (The form of bond purchase agreement, approved by this resolution, is attached to this ordinance).	Labha	Absent	Ngo	Yes	Memorial Healthcare District Revenue bonds series 2022A (Federally Taxable) and San Gorgonio Memorial Healthcare District revenue bonds series 2022B (The form of bond purchase agreement, approved by this resolution, is attached to this ordinance).																				
	Rader	Yes	Rutledge	Yes																					
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	Welch	Yes	Motion carried.																						
Bond Purchase Agreement – Informational	The Bond Purchase Agreement Document was included as informational. This document was also included as an exhibit in Ordinance No. 2022-01.																								
Chief of Staff Report Proposed Action – Approve Recommendations of the Medical Executive Committee	<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"> • 2022 Annual Approval of Policies and Procedures • 2022 Patient Safety Program • 2022 Performance Improvement Plan • 2022 PI Project Prioritization Grid <p>Informational:</p> <ul style="list-style-type: none"> • New Surgery Chairman: Jeh Yung, MD • New Peer Review Rep. for Surgery: Aron Depew, MD <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1646 1247 1829"> <tr> <td>Capobianco</td> <td>Yes</td> <td>DiBiasi</td> <td>Yes</td> </tr> <tr> <td>Labha</td> <td>Absent</td> <td>Ngo</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</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>				Capobianco	Yes	DiBiasi	Yes	Labha	Absent	Ngo	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		M.S.C., (Welch/Rader), the SGMH Board of Directors approved the Medical Executive Committee recommended approval items as submitted.
Capobianco	Yes	DiBiasi	Yes																						
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Proposed Action – Approve Policies and Procedures	<p>There were twenty-nine (29) policies and procedures included on the board tablets presented for approval by the Board.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="386 457 1247 646"> <tr> <td>Capobianco</td> <td>Yes</td> <td>DiBiasi</td> <td>Yes</td> </tr> <tr> <td>Labha</td> <td>Absent</td> <td>Ngo</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</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>	Capobianco	Yes	DiBiasi	Yes	Labha	Absent	Ngo	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Tankersley	Yes	Welch	Yes	Motion carried.		M.S.C., (Ngo/Welch), the SGMH Board of Directors approved the policies and procedures as submitted.
Capobianco	Yes	DiBiasi	Yes																			
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Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Tankersley	Yes																			
Welch	Yes	Motion carried.																				
Community Benefit events/Announcements/and newspaper articles	Miscellaneous information was included on the board tablets.																					
Future Agenda Items	None.																					
Adjourn to Closed Session	<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"> ➤ Recommend approval to the Healthcare District Board – Medical Staff Credentialing <p>The meeting adjourned to Closed Session at 5:32 pm.</p>																					
Reconvene to Open Session	<p>The meeting adjourned from closed session at 5:38 pm.</p> <p>At the request of Chair DiBiasi, Ariel Whitley reported on the actions taken/information received during the Closed Session as follows:</p> <ul style="list-style-type: none"> ➤ Recommended approval to the Healthcare District Board – Medical Staff Credentialing 																					
Adjourn	The meeting was adjourned at 5:38 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