

REGULAR MEETING OF THE
SAN GORGONIO MEMORIAL HOSPITAL
BOARD OF DIRECTORS

December 5, 2023

The regular meeting of the San Gorgonio Memorial Hospital Board of Directors was held on Tuesday, December 5, 2023, 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, Randal Stevens, Lanny Swerdlow, Dennis Tankersley

Members Absent: None

Required Staff: Steve Barron (CEO), Raffi Sahagian, MD (Chief of Staff), Daniel Heckathorne (CFO), Annah Karam (CHRO), Ariel Whitley (Executive Assistant), Angie Brady (CNE), John Peleuses (VP Ancillary and Support Services), Karan P. Singh, MD (CMO), Margaret Kammer (Controller), David Imus (Wipfli, LLP)

AGENDA ITEM		ACTION / FOLLOW-UP
Call To Order	Chair, Susan DiBiasi, called the meeting to order at 4:02 pm.	
Public Comment	No public comment.	
OLD BUSINESS		
Proposed Action - Approve Minutes November 7, 2023, regular meeting.	Chair, Susan DiBiasi, asked for any changes or corrections to the minutes of the November 7, 2023, regular meeting. There we none.	The minutes of the November 7, 2023, regular meeting will stand correct as presented.
NEW BUSINESS		
Hospital Board Chair Monthly Report	Chair DiBiasi thanked the Executive Team for their leadership and commitment to the hospital. She also congratulated Dr. Karan P. Singh (CMO) for his achievement of the Regent's Award by the American College of Healthcare Executives (ACHE) – Southern California chapter for his servant leadership and development of innovative and clinical excellence programs in Riverside County.	
CEO Monthly Report	Steve Barron, CEO, reported that we have two proposals for a radiology group. Steve also reported that the line of credit renewal and the distressed hospital loan will likely be presented at a special meeting for approval.	
December, January, and February	Calendars for December, January, and February were included on the board tablets.	

AGENDA ITEM		ACTION / FOLLOW-UP																				
Board/Committee meeting calendars																						
Proposed Action – Approve Mission/Vision/Values Statement	<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>Lanny Swerdlow presented verbiage to change the existing mission statement from “To provide safe, high quality, personalized healthcare services”, to “To restore health and relieve suffering by providing safe, high-quality, affordable healthcare services”.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 741 1255 915"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Yes</td> </tr> <tr> <td>McDougall</td> <td>Absent</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>Yes</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	Absent	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Swerdlow	Yes	Tankersley	Yes	Motion carried.		<p>M.S.C., (Rader/Stevens), the SGMH Board of Directors voted to approve the change to the mission statement to now read “To restore health and relieve suffering by providing safe, high quality, affordable healthcare services”.</p>
DiBiasi	Yes	Goldstein	Yes																			
McDougall	Absent	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Yes																			
Tankersley	Yes	Motion carried.																				
For Review – Hospital Bylaws	<p>Chair DiBiasi noted that the Hospital Bylaws are slated for their annual approval at the January 2024 meeting. Any suggested changes and/or additions should be directed to staff.</p>																					
For Review – Committee Assignments (Copy of 2023 Committee Members included as informational)	<p>Chair DiBiasi noted that the committee assignments are included for review. Assignments will be announced at the January 2024 board meeting.</p>																					
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 ➤ Receive Quarterly Infection Prevention and Control Report ➤ Telephone conference with legal counsel – Potential litigation <p>The meeting adjourned to Closed Session at 4:27 pm.</p>																					
Reconvene to Open Session	<p>The meeting adjourned from closed session at 6:00 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"> ➤ Recommended approval to the Healthcare District Board – 																					

AGENDA ITEM		ACTION / FOLLOW-UP																				
	<p>Medical Staff Credentialing with the exception of one provider.</p> <ul style="list-style-type: none"> ➤ Received Quarterly Infection Prevention and Control Report ➤ Participated in a telephone conference with legal counsel regarding potential litigation. No action was taken. 																					
2024 Slate of Officers	<p>Shannon McDougall joined the meeting at 4:53 pm.</p> <p>Chair DiBiasi noted that a copy of the 2023 Slate of Officers was included on the board tablet.</p>																					
Proposed Action – Nominate/Approve 2024 Hospital Board Chair	<p>Susan DiBiasi was nominated as Hospital Board Chair.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 751 1255 926"> <tr> <td>DiBiasi</td> <td>Abstain</td> <td>Goldstein</td> <td>Absent</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>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Abstain	Goldstein	Absent	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		<p>M.S.C., (Rutledge/Rader), the SGMH Board of Directors approved Susan DiBiasi as the 2024 Hospital Board Chair.</p>
DiBiasi	Abstain	Goldstein	Absent																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				
Proposed Action – Nominate/Approve 2024 Hospital Board Vice Chair	<p>Steve Rutledge was nominated as Hospital Board Vice Chair.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1094 1255 1268"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Absent</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>Abstain</td> </tr> <tr> <td>Stevens</td> <td>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Absent	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Abstain	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		<p>M.S.C., (Tankersley/Rader), the SGMH Board of Directors approved Steve Rutledge as the 2024 Hospital Board Vice Chair.</p>
DiBiasi	Yes	Goldstein	Absent																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Abstain																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				
Proposed Action – Nominate/Approve 2024 Hospital Board Secretary	<p>Ron Rader was nominated as Hospital Board Secretary.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1434 1255 1608"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Absent</td> </tr> <tr> <td>McDougall</td> <td>Yes</td> <td>Petersen</td> <td>Yes</td> </tr> <tr> <td>Rader</td> <td>Abstain</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</td> <td>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Absent	McDougall	Yes	Petersen	Yes	Rader	Abstain	Rutledge	Yes	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		<p>M.S.C., (DiBiasi/Rutledge), the SGMH Board of Directors approved Ron Rader as the 2024 Hospital Board Secretary.</p>
DiBiasi	Yes	Goldstein	Absent																			
McDougall	Yes	Petersen	Yes																			
Rader	Abstain	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				

AGENDA ITEM		ACTION / FOLLOW-UP																				
<p>Proposed Action – Nominate/Approve 2024 Hospital Board Treasurer</p>	<p>Darrell Petersen was nominated as Hospital Board Treasurer.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 405 1255 579"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Absent</td> </tr> <tr> <td>McDougall</td> <td>Yes</td> <td>Petersen</td> <td>Abstain</td> </tr> <tr> <td>Rader</td> <td>Yes</td> <td>Rutledge</td> <td>Yes</td> </tr> <tr> <td>Stevens</td> <td>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Absent	McDougall	Yes	Petersen	Abstain	Rader	Yes	Rutledge	Yes	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		<p>M.S.C., (DiBiasi/Stevens), the SGMH Board of Directors approved Darrell Petersen as the 2024 Hospital Board Treasurer.</p>
DiBiasi	Yes	Goldstein	Absent																			
McDougall	Yes	Petersen	Abstain																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				
<p>COMMITTEE REPORTS:</p>																						
<p>Finance Committee</p> <p>Proposed Action – Approve October 2023 Financial Statement (Unaudited).</p>	<p>Dan Heckathorne, CFO, reviewed the Executive Summary of the October 2023 Financial report which was included on the board tablet. A copy of the Finance Committee’s November 28, 2023, meeting minutes were also included on the board tablet. It was noted that the Finance Committee recommends approval of the October 2023 Financial report as presented.</p> <p>It is noted that approval is recommended by the Finance Committee.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1018 1255 1192"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Absent</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>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Absent	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		<p>M.S.C., (Petersen/Rutledge), the SGMH Board of Directors approved the October 2023 Financial Statement as presented.</p>
DiBiasi	Yes	Goldstein	Absent																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				
<p>Proposed Action – Recommend approval to the Healthcare District Board</p> <ul style="list-style-type: none"> District Hospital Leadership Forum (DHLF) Annual Dues Renewal 	<p>San Gorgonio Memorial Healthcare District & Hospital have been members of the DHLF for many years. The DHLF is the group which formally oversees the overall guidance and planning for all matters related to Supplemental Funding on behalf of California Healthcare Districts. DHLF 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 by the Finance Committee.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="383 1596 1255 1770"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Absent</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>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Absent	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		<p>M.S.C., (Stevens/Rutledge), the SGMH Board of Directors voted to recommend approval of the District Hospital Leadership Forum (DHLF) Annual Dues Renewal to the Healthcare District Board as presented.</p>
DiBiasi	Yes	Goldstein	Absent																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				

AGENDA ITEM		ACTION / FOLLOW-UP																				
<p>Proposed Action – Recommend approval to the Healthcare District Board</p> <ul style="list-style-type: none"> FYE 23 Financial Audit 	<p>Dan Heckathorne, CFO, introduced David Imus of Wipfli, LLP. David presented the FYE 23 Financial Audit.</p> <p>It was noted that approval was recommended by the Finance Committee.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="386 506 1252 680"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Absent</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>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Absent	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		<p>M.S.C., (Stevens/Petersen), the SGMH Board of Directors voted to recommend approval of the FYE 23 Financial Audit to the Healthcare District Board as presented.</p>
DiBiasi	Yes	Goldstein	Absent																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				
<p>Update regarding Line of Credit Renewal - Informational</p>	<p>Dan Heckathorne, CFO, gave a brief update regarding the Line of Credit Renewal. There is a possibility that a special meeting will be called to approve this item.</p>																					
<p>Update regarding Distressed Hospital Loan Program - Informational</p>	<p>Steve Barron, CEO, and Dan Heckathorne, CFO, gave an update regarding the next steps of the Distressed Hospital Loan Program. There is a possibility that a special meeting will be called to approve this item.</p>																					
<p>Chief of Staff Report</p> <p>Proposed Action – Approve Recommendations of the Medical Executive Committee</p>	<p>Raffi Sahagian, MD, Chief of Staff, briefly reviewed the Medical Executive Committee report as included on the board tablets.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="386 1205 1252 1379"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Absent</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>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Absent	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		<p>M.S.C., (Stevens/Rader), the SGMH Board of Directors voted to refer the recommendations of the Medical Executive Committee to the Joint Conference Committee (JCC) with the task of identifying an appropriately approved version of the Medical Staff Bylaws for amendments through the medical staff process and later review by the governing body (Healthcare District Board).</p>
DiBiasi	Yes	Goldstein	Absent																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				

AGENDA ITEM		ACTION / FOLLOW-UP																				
Proposed Action – Approve Policies and Procedures	<p>There were ten (10) 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="383 438 1255 613"> <tr> <td>DiBiasi</td> <td>Yes</td> <td>Goldstein</td> <td>Absent</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>Yes</td> <td>Swerdlow</td> <td>Absent</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	DiBiasi	Yes	Goldstein	Absent	McDougall	Yes	Petersen	Yes	Rader	Yes	Rutledge	Yes	Stevens	Yes	Swerdlow	Absent	Tankersley	Yes	Motion carried.		M.S.C., (Rader/Rutledge), the SGMH Board of Directors approved the policies and procedures as submitted.
DiBiasi	Yes	Goldstein	Absent																			
McDougall	Yes	Petersen	Yes																			
Rader	Yes	Rutledge	Yes																			
Stevens	Yes	Swerdlow	Absent																			
Tankersley	Yes	Motion carried.																				
Community Benefit events/Announcements/and newspaper articles	<p>Miscellaneous information was included on the board tablets.</p> <p>Ron Rader announced that Amy Herr who was on the Healthcare District’s Measure H Committee and a huge staple in the community has passed. Her Celebration of Life will take place on Thursday, December 14, 2023, at 5:00pm at Tukwet. Wear cheerful colors to honor her eccentric style.</p>																					
Future Agenda Items	None.																					
Adjourn	The meeting was adjourned at 7:12 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