

DECATUR COUNTY HOSPITAL BOARD OF TRUSTEES

MEETING MINUTES

January 27, 2021 – 5:30pm

PRESENT: Linda Chastain, Denise Elefson, Sheri Frost, Guy Clark, Teri Foster, Larry Griffin and Rebekah Mendenhall.

OTHERS PRESENT: Mike Johnston (CEO), Tara Spidle (CFO), Mark Mattes (CNO), Jo Beth Smith (CHRO), Shannon Erb (Director of Marketing and Business Development), Dr. Ed Wehling (Chief of the Medical Staff), Dr. Erika Brown (CMO), Patty Armstrong (MercyOne) and Elizabeth Skinner (MercyOne).

**I. CALL TO ORDER**

Linda Chastain called the meeting to order at 5:30 p.m.

**II. AGENDA APPROVAL**

The date for the meeting minutes under the “Consent Agenda” was amended to read “December 2020” to correct a minor typographical error. Teri Foster made a motion to approve the agenda as amended and Larry Griffin made the second. Motion carried unanimously.

**III. PUBLIC COMMENT**

Sheri Frost discussed positive feedback concerning Dr. Loutfi (Neurology) especially his treatment and consideration with dementia patients.

**IV. CONSENT AGENDA**

Sheri Frost made a motion to approve the following Consent Agenda items with a second by Denise Elefson: (1) Regular Meeting Minutes December 2020 (2) November 2020 Accounts Payable \$979,859.11/ December 2020 Accounts Payable \$854,647.06 (3) November 2020 Payroll \$553,445.00/ December 2020 Payroll \$445,357.00 (4) Accounts Receivable Write-Offs November 2020 \$151,999.59/ December 2020 \$22,439.48. Motion carried unanimously.

**V. MEDICAL STAFF REPORT**

Dr. Wehling reviewed with the Board of Trustees the Medical Staff meeting from January 19, 2021. A copy of the written minutes of the meeting were provided to the Board members as part of their Board packet. Dr. Wehling detailed the recommendations of the Medical Staff with respect to appointments and re-appointments. The various physicians and providers are listed along with their specific discipline or specialty on the Board meeting agenda. The Active Medical Staff of Decatur County Hospital approved each one at their regular meeting on January 19, 2021 and made the recommendation to the Board of Trustees for final approval of the appointments et al. as presented. Denise Elefson made a motion to approve with a second from Sheri Frost. Motion carried unanimously.

**VI. MERCYONE REPORT**

Patty Armstrong is retiring from MercyOne. She introduced her successor, Elizabeth Skinner, who will be the new MercyOne representative/ liaison for Decatur County Hospital.

**VII. CEO UPDATE**

Mike Johnston presented the CEO Update as follows:

Action Items:

- **Review and Approval of the Medical Staff Bylaws:** The Medical Staff of Decatur County Hospital conducted their annual review and approval of the Medical Staff Bylaws (to include the Medical Staff Rules and Regulations) at the regular meeting on January 19, 2021. The members of the Active Medical Staff made no changes and voted to approve the Bylaws as written. The Medical Staff Bylaws (to include the aforementioned

Rules and Regulations) were presented to the Board of Trustees for final approval. Larry Griffin made a motion to approve followed by a second from Teri Foster. Motion carried unanimously.

- **Annual Review and Approval of The Board of Trustee Bylaws:** As required by the existing Bylaws, the Board members conducted the annual review of their governing document. No changes were made. Denise Elefson made a motion to approve the Bylaws as presented and Teri Foster made a second. Motion carried unanimously.
- **Election of Board Officers for the Term January 2021 to January 2023:**

Chairperson of the Board

Linda Chastain nominated Denise Elefson to the position of Chairperson of the Board, which was accepted by Ms. Elefson. Hearing no other nominations, the process was closed. Teri Foster made a motion to approve the appointment of Denise Elefson as the Board Chair with a second by Sheri Frost. Motion carried unanimously.

Vice-Chairperson of the Board

The nomination process was opened and Denise Elefson nominated Sheri Frost to serve as the Vice-Chairperson of the Board of Trustees, which was accepted by Ms. Frost. Hearing no other nominations, the process was closed. Beka Mendenhall made a motion to approve the appointment of Sheri Frost as the Vice-Chair of the Board followed by a second from Teri Foster. Motion carried unanimously.

Secretary/ Treasurer of the Board

Larry Griffin placed Guy Clark into nomination for the position of Secretary/ Treasurer of the Board, which Mr. Clark accepted. Hearing no other nominations, the process was closed. Sheri Frost made a motion to approve the appointment of Guy Clark as the Secretary/ Treasurer of the Decatur County Hospital Board of Trustees and Teri Foster made a second. Motion carried unanimously.

As per Article V, Section 2 of the Board of Trustee Bylaws, officers of the Board “shall hold their respective offices until their successors are elected...” Because of the election conducted on January 27 2021, Linda Chastain vacated the role of Chairperson immediately upon the election of her successor, Denise Elefson. Denise Elefson assumed the role of Chairperson as of January 27 2021. Denise Elefson vacated the role of Vice-Chairperson immediately upon the election of her successor. Sheri Frost assumed the role of Vice-Chairperson as of January 27 2021. Sheri Frost vacated the role of Secretary/ Treasurer immediately upon the election of her successor. Guy Clark assume the role of Secretary/ Treasurer as January 27 2021.

Linda Chastain and Sheri Frost are hereby removed from the signature cards and as signing authorities for every bank account of Decatur County Hospital at all places wherein they currently exist. This shall include without limitation Great Western Bank, BTC Bank (Lamoni), Corydon State Bank, and Farmers Bank of Northern Missouri. Denise Elefson as Chairperson and Guy Clark as the Secretary/ Treasurer are hereby added to the signature cards and as signing authorities for every bank account of Decatur County Hospital at all places wherein they currently exist. This shall include without limitation Great Western Bank, BTC Bank (Lamoni), Corydon State Bank, and Farmers Bank of Northern Missouri.

- **Board Committee Assignments for Calendar Year (CY) 2021:**

As the incoming Chairperson of the Board, Denise Elefson made the following standing committee appointments for CY 2021 in consultation with the Board as a whole:

Executive Committee:

Denise Elefson, Board Chairperson

Sheri Frost, Board Vice-Chairperson

Guy Clark, Board Secretary/ Treasurer

Finance Committee:

Guy Clark (Committee Chair)

Teri Foster

Beka Mendenhall

Building and Grounds Committee:

Sheri Frost (Committee Chair)

Larry Griffin

Linda Chastain

- **Evaluation of Board Meetings – Retrospective for Calendar Year 2020:** The Board members undertook a retrospective analysis of the meetings conducted in calendar year (CY) 2020 and held a discussion on items to include, but not necessarily limited to, the format of the meetings, the agenda and its structure, format, and recommendations for improvements moving forward.
- **Trauma Program Letter of Commitment:** In CY 2021, Decatur County Hospital will undergo recertification by the State of Iowa for its Level IV Trauma Center designation. Every three (3) years, The Board chairperson, as well as key hospital staff members, is required to sign a letter affirming support for the program and a willingness to dedicate the necessary time and hospital resources to encourage the success thereof. Denise Elefson made a motion to approve the letter of commitment followed by a second from Teri Foster. Motion carried unanimously.
- **Approval of Revised Hospital Organizational Chart:** Mike Johnston presented the Board with a revised organizational chart reflecting the current personnel structure of the hospital. Beka Mendenhall made a motion to approve the organizational chart as presented and Sheri Frost made a second. Motion carried unanimously.

## **VII. FINANCIAL REPORT**

Tara Spidle presented the financial report for November and December of 2020:

Total gross revenue was \$2.27 million in November/ \$2.14 million in December. November had an operating loss of \$187,145 with a net gain of \$36,750. Operating loss of \$250,435 in December with a net gain of \$388,101.

Larry Griffin made a motion to approve the financial report for November and December of 2020 with a second from Guy Clark. Motion carried unanimously.

## **VIII. CLINICAL SERVICES AND QUALITY REPORT**

Mark Mattes provided the Board with a report and update on current clinical initiatives as follows:

- Discussed the recent transitions of Melanie Hamaker and Callan McCleary to new roles within the hospital;
- Provided the Board with a report on the number of COVID-positive patients treated in the Emergency Department in November and December of 2020;
- Reported on the status of COVID-19 vaccinations for the hospital staff;
- Gave an update on the use of monoclonal antibodies as an option for the outpatient treatment of COVID-19 and statistics to-date;
- Discussed the results of the most recent air and surface bacteria sampling in the Operating Room (OR);
- Noted for the Board of Trustees that the previously approved and purchased Philips vital sign monitors are scheduled for delivery on February 22, 2021;
- Reported on the status of the crash cart standardization project currently underway;
- Discussed potential expanded nursing recruitment options;
- Gave an update on the new employee orientation program for nursing; and
- Stated that Mia Hutchinson (LPN) had recently been hired. Her orientation begins on 02-01-2021.

Quality Report:

- Mark discussed with the Board of Trustees revisions to the hospital's Quality Assurance/ Performance Improvement (QAPI) plan.

- He presented reports on quality measures that include CMS-defined MBQIP requirements, falls, adverse medication events, infection control, utilization review, and a comprehensive look at department-level quality improvement projects and scores.

## **IX. HR UPDATES**

Jo Beth Smith provided the HR Update as follows:

- Melanie Hamaker has accepted the role of Med Surg/ ED Director.
- Callan McCleary has accepted the role of Care Coordinator and will transition from her present nursing duties as soon as a new nurse can be hired.
- Jen Barker's position as Patient Advocate is being dramatically expanded and she will be transferred from the Rehab Department to Med Surg. She will continue to assist occupational therapy (OT) as needed.
- The Auxiliary reopened the gift shop as of January 25, 2021 based on the hospital's revised COVID-19 restrictions.
- Wellness Week has been rescheduled for an as yet to be determined date in March of 2021.

## **X. MARKETING REPORT**

Shannon Erb presented the marketing report to the DCH Board of Trustees. She provided the Board with an overview of current and planned marketing efforts as well as the results of previous campaigns.

## **XI. CLOSED SESSION**

At 6:43 p.m., a roll call vote was called for the Board to go into closed session to discuss the following:

- Marketing Strategies and Similar Proprietary Information: Iowa Code 21.5(1)(L)

The vote results were: Linda Chastain – aye; Denise Elefson – aye; Sheri Frost – aye; Guy Clark – aye; Teri Foster – aye; Larry Griffin – aye; and Beka Mendenhall – aye. Those present in addition to the Board members were Mike Johnston (CEO), Tara Spidle (CFO), Mark Mattes (CNO), Jo Beth Smith (CHRO), Shannon Erb (Marketing and Business Development), Dr. Erika Brown (CMO), and Dr. Ed Wehling (Chief of the Medical Staff).

With a consensus of the Board members to do so, the Board returned to open session at 7:20 p.m. The Board members present when the open session reconvened were Linda Chastain, Denise Elefson, Sheri Frost, Guy Clark, Teri Foster, Larry Griffin, and Beka Mendenhall. The additional hospital personnel listed immediately above were also all present when the open session reconvened.

Denise Elefson made a motion to authorize the Chief Executive Officer to proceed in accordance with the items discussed in closed session. Teri Foster made a second. Motion carried unanimously.

## **XI. ADJOURNMENT**

The meeting adjourned at 7:28 p.m.

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Guy Clark, Secretary