

DECATUR COUNTY HOSPITAL BOARD OF TRUSTEES
MEETING MINUTES
October 22, 2025 – 5:30pm

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

ABSENT: None

OTHERS PRESENT: Mike Johnston (CEO), Shannon Erb (COO), Brandi Oesch (CNO), Ryan Strusz (CliftonLarsonAllen), and Mike Trachta (MercyOne)

I. CALL TO ORDER
Denise Elefson called the meeting to order at 5:30pm.
II. AGENDA APPROVAL
Guy Clark made a motion to approve the meeting agenda as presented. Beka Mendenhall made the second. Motion carried unanimously.
III. CONSENT AGENDA
Teri Foster made a motion to approve the Consent Agenda with a second by Sheri Frost. Motion carried unanimously. (1) Meeting Minutes – September 2025 (2) September 2025 Accounts Payable: \$1,583,343.00 (3) September 2025 Payroll: \$677,816.00 (4) September 2025 Accounts Receivable Write-Offs: \$110,564.98.
IV. FISCAL YEAR (FY) 2025 AUDIT REPORT PRESENTATION
Ryan Strusz from CliftonLarsonAllen (CLA) presented the Board of Trustees with the final audit report for FY 2025 after which a brief discussion followed. Mr. Strusz departed the meeting immediately thereafter. The FY 2025 final audit report was accepted by the Board of Trustees concurrently with the September 2025 Financial Report as part of the same motion, second, and vote. This occurred after the aforementioned monthly financial report was given as described in Section VIII of these minutes. Larry Griffin made a motion to accept both the final audit report from FY 2025 and the September 2025 Financial Report with a second as to both issues from Beka Mendenhall. The dual motion carried unanimously.
V. BOARD DISCUSSION – APPOINTMENT TO FILL VACATED BOARD SEAT
The assembled Board members held a discussion to determine the process for filling the empty seat on the Board of the Trustees vacated by the resignation of Cheryl Zach that was effective October 01, 2025. It was determined that the Executive Committee of the Board would lead the recruitment and interview process for perspective members. Following this, the Executive Committee would make a recommendation to the full Board for the final selection of a new member. No specific timeframe was designated for this task; however, it was hoped that the position could be filled by the January 2026 Board meeting such that the new member could be seated at that time. Action Item: <u>Appointment of Board Vice-Chairperson to Fill Current Vacancy:</u> With the aforementioned resignation of Cheryl Zach, the post of Vice-Chairperson of the Board was also vacated. Denise Elefson opened the floor for nominations from the Board members to fill this position at which time Sheri Frost nominated Teri Foster. With no other nominations received, the process was closed. Larry Griffin made a motion to appoint Teri Foster as the Vice-Chairperson of the Board and Sheri Frost made the second. Motion carried unanimously.
VI. MEDICAL STAFF REPORT
There was no Medical Staff Report due to the absence of Dr. Wehling.

VII. CEO REPORT

Mike Johnston presented the CEO Report to the Board of Trustees as follows:

- Dr. Reinhardt will be visiting the DCH Outpatient Clinic (OPC) on a weekly basis beginning January 06, 2026;
- Frontline Dermatology began their specialty-based clinic on October 22, 2025. We are currently in discussion to bring them on-site under a provider-based arrangement, and with a weekly frequency, sometime early in 2026; however, this remains tentative at this time;
- Dr. Loutfi will join the Active Medical Staff (currently Courtesy Staff) following approval by the Medical Staff in November 2025 and the Board of Trustees in December 2025;
- The new community transportation van was delivered on October 20, 2025.

Action Items:

Approval of Distant Site Credentialing Agreement with IntraNerve, LLC (Neuromonitoring for Spine Procedures):

Mike Johnston reviewed with the Board the proposed contract for distant-site provider credentialing with IntraNerve LLC and the CMS requirements related to the same. It was noted that the draft agreement complies with the applicable CMS Conditions of Participation (COPs) for a critical access hospital. Larry Griffin made a motion to accept and approve the agreement as presented and Beka Mendenhall made the second. Motion carried unanimously.

Disposal of Old Portable X-Ray Unit: Sheri Frost made a motion to approve the disposal of the old portable X-Ray unit from the Radiology Department at the discretion of the Chief Executive Officer. Teri Foster made the second and the motion carried unanimously.

VIII. FINANCIAL REPORT

Tara Spidle presented the financial report for September 2025 as follows:

Total gross revenue was \$4.54 million in September 2025. An operating gain of \$316,655.00 and a net gain of \$521,934.00 were realized after tax revenue and other non-operating income in the month. The September 2025 Financial Report was approved as part of the dual motion described in Section IV of these minutes.

VIII. HR UPDATES AND MARKETING REPORT

Shannon Erb provided the Quality, HR and Marketing Report as follows:

- Update on new quality measures for FY 2026;
- Areas of success including hand hygiene, IV and port access, and patient medication scanning;
- Focused improvement areas such as VTE prophylaxis and the OPC Net Promoter Score;
- New education agreement with Lucas County Hospital for the resumption of on-site BLS, ACLS, and PALS training for staff;
- September 2025 employee turnover data; and
- September 2025 new hires.

Shannon presented the marketing report for September/ October 2025 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.

IX. NURSING REPORT

Brandi Oesch (CNO) and presented the Nursing Report to the Board of Trustees as follows:

As of October 2025, Decatur County Hospital was notified of its successful reaccreditation as a Chest Pain Center (CPC) by the American College of Cardiology. DCH remains the only critical access hospital (CAH) in Iowa to be so accredited and only one (1) of four (4) hospitals of any type within the state to receive this designation. The reaccreditation period is from October 2025 through October 2028.

X. MERCYONE REPORT

Mike Trachta presented the MercyOne Report.

XI. CLOSED SESSION – Iowa Code 21.5(1)(i)

At approximately 6:31pm, a roll call vote was called for the Board to enter closed session for discussion under the following exemption(s):

- Iowa Code 21.5(1)(i): Personnel. **The closed session was requested by the individual/ personnel member to be discussed.*

The vote results were: Denise Elefson – aye; Teri Foster – aye; Sheri Frost – aye; Guy Clark – aye; Larry Griffin – aye; and Rebekah Mendenhall – aye. Those present in addition to the Board members were Mike Johnston and Mike Trachta. Mike Johnston left the closed session at approximately 6:52pm.

With a consensus of the Board members obtained to do so, the Board returned to open session at approximately 7:10pm on the same date. The Board members present when the open session reconvened were Denise Elefson, Teri Foster, Sheri Frost, Guy Clark, Larry Griffin, and Rebekah Mendenhall. Mike Trachta was also present when the Board returned to open session.

Following the return to open session, the Board accepted MercyOne’s recommendation as to the CEO’s compensation package for the coming year. Sheri Frost made a motion to accept/ approve with a second by Guy Clark. Motion carried unanimously.

XI. ADJOURNMENT

The meeting adjourned at 7:12pm.

Written Materials Presented to the Board of Trustees:

In addition to the meeting agenda, the Board members received the following written documentation prior to the meeting via email and as part of their packets at the meeting itself:

DRAFT Board Minutes – Regular – September 2025
PAC Meeting Minutes – August 27, 2025
Pathology TAT and Quarterly Peer Review – Sept 2025
FY 2025 Final Audit Reports and Financial Statements
DRAFT Financial Report – September 2025
Distant Site Credentialing Agreement - IntraNerve

OPC Surveys – Full Packet – September 2025
Quality Meeting Minutes – August 27, 2025
MercyOne Liaison Report – October 2025
CLA Presentation Slides (PowerPoint)
CEO 306 Evaluation Report - 2025

Attest:

Sheri Frost, Secretary