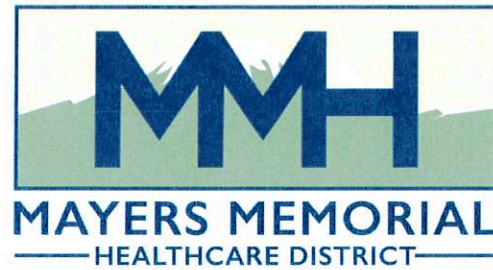


Chief Executive Officer
Ryan Harris



Board of Directors
Jeanne Utterback, President
Abe Hathaway, Vice President
Tami Humphry, Treasurer
Lester Cufaude, Secretary
James Ferguson, Director

Board of Directors
Regular Meeting Minutes
December 10, 2025 @ 1:00 PM
Mayers Memorial Healthcare District
Burney Annex Boardroom
20647 Commerce Way
Burney, CA 96013

These minutes are not intended to be a verbatim transcription of the proceedings and discussions associated with the business of the board's agenda; rather, what follows is a summary of the order of business and general nature of testimony, deliberations and action taken.

1 CALL MEETING TO ORDER: Jeanne Utterback called the regular meeting to order at 1:00 PM on the above date.

BOARD MEMBERS PRESENT:

Jeanne Utterback, President
Lester Cufaude, Director
Tami Humphry, Treasurer
Jim Ferguson, Director

STAFF PRESENT:

Ryan Harris, CEO
Travis Lakey, CFO
Valerie Lakey, CPRO
Theresa Overton, CNO
Keith Earnest, CCO
Libby Mee, CHRO
Jessica DeCoito, Director of Operations
Jack Hathaway, Director of Quality
Lisa Neal, Board Clerk

ABSENT:

Abe Hathaway, Vice President

2 CALL FOR REQUEST FROM THE AUDIENCE - PUBLIC COMMENTS OR TO SPEAK TO AGENDA ITEMS: NONE.

3 APPROVAL OF MINUTES

3.1	A motion to accept the Regular Board Meeting minutes of October 29, 2025, was made, seconded, and approved.	Cufaude/ Humphry	Approved by All
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4 DEPARTMENT/OPERATIONS REPORTS/RECOGNITIONS

4.1	Resolution 2025.18 October Employee of the Month: Stephanie DeHaan. Stephanie is an absolute delight and works in retail pharmacy. Customers share that she is the highlight of their day. Ray of sunshine!	Humphry/ Ferguson	Approved by All
4.2	Hospice Quarterly – The written report was submitted by Lindsey Crum. Keith Earnest shared a key concern for the first quarter of FY26 is the current average hospice length of stay of 15 days, which is significantly shorter than desired to ensure families receive the full benefits of hospice care. The team is discussing strategies to extend the length of stay in order to better support families. The majority of hospice-related expenses occur during the first seven days and the final seven days of a patient's stay; additional time between these periods is necessary to recoup expenses and would ultimately benefit families. The team is also reviewing skilled nursing intake processes to determine whether hospice eligibility decisions are made in a timely manner. Current skilled nursing referrals indicate that many residents are passing away the same day or the day following admission. Clinic physicians have requested brochures and additional information to assist with hospice-related conversations with patients and families. Nationally, the average indicates that approximately 40% of residents should pass away while receiving hospice services. Hospice remains focused on meeting the Conditions of Participation, which are CMS standards monitored through state surveys and required for continued program participation. Lindsey is conducting a meet-and-greet with a new hospice family. The Hospice Quality Committee meets quarterly, and its reports include both quality metrics and financial information. The PEPPER Report, a national annual hospice report, has not been published for the past several years but may be released in the first quarter of 2026.		

4.3	Mayers Healthcare Foundation Quarterly – Written report submitted by Michele King. She provided an update on the registered program used for the thrift store. During Northstate Giving Tuesday, \$21,675 was raised, and the Foundation is eligible for additional funding through the Power Hours initiative. These funds will support the CNA Program. The Board expressed kudos and appreciation for the outstanding work Michele is doing. The relocation of the Thrift Store to the former Arts & Trophies building has been phenomenal, resulting in a noticeable increase in sales since the move. Additional volunteers are needed to extend store operations. Updates on donation acceptance are communicated via social media and posted on the thrift store's front door.		
4.4	Clinical Education: Written report submitted by Emily Harper. The Board expressed appreciation for her ongoing work related to real-time medication error observations. A total of 20 errors were identified across 42 audits. For comparison, the state benchmark average for medication errors is 5%. Findings from these observations indicate improved patient care safety initiatives. Information is shared with the Directors of Nursing (DONs), who forward it to NPH and request staff education. NPH has been receptive and has implemented a sign-and-read process to ensure staff acknowledgment. Through collaboration with SNF DON and ADON, the November medication error numbers were the lowest reported to date. A high level of falls has been observed. Feedback is being gathered from caregivers to identify opportunities to reduce fall rates. Suggested interventions include checking alarms at the beginning and end of each shift. This information is shared during staff huddles, and caregiver ideas and solutions are being incorporated into fall-prevention strategies.		
5	BOARD COMMITTEES		
5.1	Finance Committee		
5.1.1	December Committee Meeting Report: Chair Humphry Discussed ongoing efforts to reduce accounts receivable days and noted that cash on hand remains strong. There is research underway for a community health billable service opportunity, funded by Partnership, to hire a Community Health Worker (HCW), which is different from Enhanced Care Management (ECM).		
5.1.2	October 2025 Financial Review, AP, AR, and Acceptance of Financials. The motion to accept the October 2025 Financials was moved, seconded, and approved.	Humphry/ Cufau	Approved by All
5.1.3	Board Quarterly Finance Review. The motion to accept the Quarterly Finance Review was moved, seconded, and approved.	Humphry/ Cufau	Approved by All
5.1.4	Proofpoint Email Security 3-Yr Renewal Quote: A multi-year renewal for cost savings. The IT manager compared Microsoft's solution, priced at \$273k. The motion to accept the Proofpoint Email Security 3-Year renewal quote was moved, seconded, and approved.	Humphry/ Ferguson	Approved by All
5.2	Quality Committee		
5.2.1	December Quality Meeting Report: Chair Cufau Reviewed quality and performance updates and noted exceptional progress in preventing medication errors. The team can now trace issues to specific causes and individuals, enabling real-time intervention. Kudos were extended to all involved for their significant efforts in achieving this milestone. Falls were discussed, and it was noted that abuse reports remain extremely low. The Quality Improvement Program (QIP) has evolved into a strong, partnership-based relationship, and Jack was congratulated for successfully meeting the QIP requirements. The group discussed the i2i program, currently costing \$110,000 annually. While i2i has been a valuable resource, DHCS has transitioned data requirements to managed care data provided solely through Partnership, which is more robust. As a result, continuation of the i2i contract may not be necessary. Jack will conduct an analysis and engage i2i regarding potential improvements, including the possibility of serving as a beta-testing partner at no additional cost. Enrollment gaps were also discussed, particularly patients who lose Partnership coverage, which affects measure denominators. Potential collaboration with the county to obtain enrollment data and support continuous enrollment with Mayers was explored, though specifics around disenrollment remain undetermined. Enrollment tracking remains critical for determining eligible measures. Finally, recent state visits resulted in no deficiencies, and for the ACHC mid-cycle review, identified deficiencies have been corrected, with recertification planned for March.		
5.3	Strategic Planning Committee Report		
5.3.1	December Strategic Planning Committee Report: deferred to New Business 7.4 for Master Plan Revision Concept		
6	OLD BUSINESS		
6.1	Use of Rules for Regular Board Meetings		

Public records which relate to any of the matters on this agenda (except Closed Session items), and which have been distributed to the members of the Board, are available for public inspection at the office of the Clerk to the Board of Directors, 43563 Highway 299 East, Fall River Mills CA 96028. This document and other Board of Director's documents are available online at www.mayersmemorial.com.

Lisa reported that at the CSDA meeting, attendees were asked which rules of order their districts follow, and the overwhelming majority indicated that they follow *Robert's Rules of Order*. The Board will continue following *Robert's Rules of Order* for conducting meetings.

7	NEW BUSINESS		
7.1	Organizational Analysis – Review, 1st Reading, Discussion/Action Item The Board expressed strong approval of the new format. Ryan shared his vision for future analyses, which includes incorporating additional charting and continuing to refine and improve the presentation over time. The motion to accept the Organizational Analysis as presented with no corrections was made, seconded, and approved.	Humphry/ Cufaude	Approved by All
7.2	Annual Organizational Process		
7.2.1	2026 Board Calendar. The motion to accept the Board Calendar with corrections was made, seconded, and approved.	Cufaude/ Ferguson	Approved by All
7.2.2	Officers and Committees. It remains the same for 2026.		
7.2.3	Bylaws Review Discussion The bylaws were last reviewed in September 2024 and updated to meet ACHC requirements. Jeanne proposed that each Board member review the bylaws and submit any proposed changes to Lisa. An Ad Hoc Committee will convene to ensure continued alignment with ACHC standards, and the revisions will be reviewed by the consultant prior to distribution. The updated bylaws will be presented for review at the February Regular Board Meeting. Lisa will distribute the materials accordingly.		
	7.2.3.1 Ad Hoc Committee Assignment. Jeanne and Tami will review and bring proposed changes to the February Regular Board Meeting.	Utterback/ Humphry	Approved by All
7.3	Review of Capital Expenditure Plan Tracker. The Mayers Healthcare Foundation (MHF) reviewed the submissions and awarded funding last month. The Board discussed adding deferred maintenance items for consideration at next month's meeting. This is an annual requirement under the Board's purview, with responsibility for approving the list of items rather than the funding amounts. The Board will take action on the Capital Expenditure Plan Tracker at next month's meeting.		
7.4	Master Plan Revision Concept Jessica DeCoito, Director of Operations, presented the revised concept, noting that the goal is to obtain Board approval of the revised concept, as the original master request plan packet has been updated. The project is proposed in three phases. Phase 1 includes the construction of a non-OSHPD administrative building between the current administration building and the acute care area, and the relocation of non-code-required offices; this phase would be built under county code requirements only. Phase 2 includes conceptual plans to remodel Station 3 into a new Station 1, renovate the med-surg area, expand the pharmacy, and identify a small area for central storage. This phase would also be non-OSHPD, with the current receiving area converted into a sterilization room. Phase 3 involves remodeling the existing surgery space into dietary space, along with offices for administration/CEO, medical records, and a new water heater area. Surgery services would need to cease during this remodel, and an alternative space for Respiratory Therapy would be explored further with the architect to maximize available space. Board approval was requested to accept the revised concept in order to meet the December 31, 2025, seismic compliance submission deadline. It was noted that the layout and wall configurations are conceptual and subject to change based on financial impact and further design development. Phase 3 is anticipated to occur within a two- to four-year timeframe. The motion to accept the revised master plan concept to meet the December 31, 2025, seismic compliance submission deadline was made, seconded, and approved.	Humphry/ Cufaude	Approved by All

8 ADMINISTRATIVE REPORTS

8.1 Chief Reports: *Written reports provided. Questions pertaining to the written and verbal reports of any new items*

- 8.1.1 Director of Operations: Written report submitted by Jessica DeCoito.
The solar connection with PG&E is scheduled for today, marking the project's closeout. Sewer lines are complete and waiting cure time before flooring replacement. Snacks are being provided to residents three times daily, though some are being returned and cannot be reused. Managers are auditing the program and baseline data, with the Locum RD closely involved to ensure dietary requirements are met. Lassen Air completed a full assessment of the freezer and recommended continuing maintenance of the current equipment rather than replacement. Water heaters and the new HVAC system will be addressed in the master plan revision. Smoke dampers were identified as having the greatest impact on patient care. Masonic Hall work is progressing well, and the large pine trees entangled in power lines have been removed. New printer equipment is being installed today with Coastal Business Systems, whose five Redding-based technicians are expected to improve service and response times. In FR, 4-H will be Christmas caroling this evening.
- 8.1.2 Chief Financial Officer: Written report submitted by Travis Lakey.
Rural Health Care Program funding is expected to be awarded to California this month, after which the state will determine the criteria for submitting funding requests. More information is anticipated by the end of January. Funding priorities ("buckets") include increasing access, education, and technology. The SNF rate is currently the 10th lowest in California, and the previously proposed 4% sequestration decrease has been eliminated.
- 8.1.3 Chief Human Resources Officer: Written report submitted by Libby Mee.
Ashley Nelson is attending a career fair in Redding, generating strong traction in filling open positions, including provider roles. The 457(b) retirement option is now in place; a recent webinar was well attended, and sign-ups have already begun. A Provider Relations Coordinator has been hired and will begin working out of the clinic on Monday. This blended role, in collaboration with Libby and Jack, will support onboarding, Cerner, quality initiatives, and provide a "soft touch" with providers. With Pam's upcoming retirement, the coordinator will also assume responsibilities for medical credentialing, encompassing all provider-related functions. Additionally, Libby is working with a registry and has engaged a second registry company based in Cottonwood to support staffing needs.
- 8.1.4 Chief Public Relations Officer: Written report submitted by Valerie Lakey.
Provided an overview of the soft launch of the newly redesigned website.
- 8.1.5 Chief Clinical Officer: Verbal report by Keith Earnest.
Radiology/Imaging Department now has all 4 imaging technicians CT-certified; when Harold Swartz was hired, none were CT-certified. MRI services achieved a profit in the first quarter of operations. MRI appointment scheduling is currently 3 months out, and Ryan is negotiating additional service days to address demand. Additionally, the Retail Pharmacy set a record on November 17, filling 326 prescriptions in a single day.
- 8.1.6 Chief Nursing Officer: Written report submitted by Theresa Overton
The SNF census is currently 68. Three meet-and-greets are scheduled for Friday, with plans to admit two additional residents after the holidays per family requests. Five individuals remain on the prospect list. The social worker, Marinda May, has developed strong relationships with facilities throughout the valley area. Effective January 1, 2026, new regulatory changes will impact LVN staffing in both SNF and Acute care. RNs have been hired for the Annex to cover all shifts, and backup plans are in place in FR to ensure coverage.
- 8.1.7 Chief Executive Officer: Written report submitted by Ryan Harris.
Good progress continues in hiring providers. The ELT met and plans to revise the Employee of the Month process to allow staff nominations. Key organizational priorities remain on track, including HLI and SEI initiatives. MRI services have begun, residents are being seen for behavioral health through PRHS, and a calcium scoring contract has been signed. Additional focus is being placed on accounts receivable and clinical-driven cycles led by providers. A project led by Jack is underway to optimize Cerner workflows and implement process improvements. T. Abraham and Peggy Wheeler are retiring this month; both have been strong advocates for rural health.

9 OTHER INFORMATION/ANNOUNCEMENTS:

2026 BOD Meeting Department Reporting Calendar Alignment

- Annual Reporting for MHF and TCCN
- Organizational Analysis in October
- Annual Audit Summary in January
- BOD Assessment Process in August

9.1 **Board Member Messaging:**

- Employee of the Month
- Thank you from the Board to Leadership and Staff for the continuing education opportunities provided, thank you to our community for the generosity during Giving Tuesday, recognize Jeanne Utterback as the newly elected Treasurer for ACHD, Gala Date, Thrift Store Remodel, TCCN Events & Activities, MRI article, website launch

10	MOVE INTO CLOSED SESSION: 3:43 pm		
10.1	Pending Litigation (\$54956.9)		No Action Taken
10.2	Hearing (Health and Safety Code §32155) – Medical Staff Credentials MEDICAL STAFF REAPPOINTMENT Jinno Magno, MD Robert Cirillo, MD (Vesta)	Cufaude/ Humphry	Approved by All
11	RECONVENE OPEN SESSION: at 4:09 p.m. The motion to accept medical staff credentials was made, seconded and approved.	Cufaude/ Humphry	Approved by All
12	Adjournment: The motion to adjourn at 4:09 p.m. was made, seconded, and approved. Next meeting is January 28, 2026.	Cufaude/ Ferguson	Approved by All

I, Jeanne Utterback, Board of Directors President, certify that the above is a true and correct transcript from the minutes of the regular meeting of the Board of Directors of Mayers Memorial Healthcare District

Jeanne Utterback
Board Member

Russ Deal
Board Clerk