

**BOARD OF TRUSTEES MEETING MINUTES
NOVEMBER 29, 2023**

Members and Advisors Present: Pat Miller (Chair), Dr. Shari Quick (Vice-Chair), Beth Llewellyn (Treasurer), Tom Sloan (Secretary), Bob Moody, Dr. Tamara Cash, Kristin Salmans, Dr. Beth Roselyn, Pat Brown, Dr. Lee Reussner and Dr. Scott Thellman

Staff Members Present: Russ Johnson, Sheryle D'Amico, Traci Hoopingartner, Jared Abel, Rebecca Smith, Michael Williams, Dr. Kirk Sloan, Danae Johnson, Autumn Bell and Mimi Michaels

Others Present: Andy Ramirez, Hospital Counsel from Spencer Fane

Call to Order

The meeting was called to order at 8:30 a.m.

Approval of Consent Agenda

The consent agenda (see below) for the November 29, 2023 meeting was presented for review with approval requested:

- Board of Trustees Meeting Minutes, Oct. 25, 2023
- Finance Committee Meeting Minutes, Nov. 20, 2023
- Human Resources Quarterly Dashboard – Q3 2023
- Medical Executive Committee Recommendations

MOTION to approve the consent agenda.

Made by Bob Moody,

Seconded by Dr. Shari Quick.

Motion carried.

Chairperson of the Board Report

Pat Miller, Chair, remarked on the recent dismissal of the Chief Financial Officer. Ms. Miller stated that LMH has dedicated itself to be a high reliability organization, with a strong emphasis on candor, trust and accountability. High reliability organizations are transparent about their errors and take appropriate actions to ensure the mistakes do not happen again. The Trustees supported Senior Leadership's decision to publicly disclose the reason for dismissing the CFO. Ms. Miller shared that an organization that asks its employees to be open and honest about identifying and correcting mistakes and potential problems must demonstrate the same level of openness and honesty by its senior leadership. In addition, it was important to publicly share LMH's experience in order to protect others from experiencing the same type of fraud by this person or by others.

Ms. Miller went on to report that the Board of Trustees will also consider and take action on the proposed budget for 2024. LMH and all hospitals across the county continue to face a very challenging financial landscape. The challenges for LMH include depressed operating margins, bad debt and uncompensated care, workforce challenges, increasing interest rates, challenging negotiations with insurance payers and state and federal policy stressors, including the lack of expansion of Medicaid in Kansas and the difficulty in continuing to qualify for the 340B drug program.

Chief of Staff Report

No report.

CEO Report and Executive Team Report

- **CEO Comments** – Russ Johnson reported on the following:
 - CFO Search and Transition – The organization has hired a national search firm and is in the initial stages of candidate identification. Mr. Johnson is working closely with the Finance Division team during the interim and is confident in the strong leadership of that group.
 - Health Equity Innovation Award – LMH Health was honored to be the recipient of the inaugural Health Equity Innovation Award from KFMC Health Improvement Partners at the Health Equity Summit held October 27. The award recognizes organizations or individuals who have created and implemented new and inventive ways to reduce health disparities and promote health equity in their community.
 - Skilled Nursing Unit named as one of the best in Kansas – LMH's Skilled Nursing Unit was named as a Best Nursing Home for Short-Term Rehabilitation for 2024 by US News & World Report. The 17-bed unit was part of the 16% of US skilled nursing facilities to earn the "Best Nursing Home" designation this year.
 - Health clinic for unhoused community members – Mr. Johnson recognized Sheryle D'Amico, Senior Vice President for Strategic Integration, for her leadership in helping to coordinate a health clinic for unhoused community members. The clinic took place at Lawrence-Douglas County Public Health on Saturday, November 18, and was staffed by a number of community partners including LDCPH, Bert Nash, DCCCA, and seven providers from LMH Health. Artists for the Homeless provided transportation for patients to and from the clinic and Uplift Coffee was on hand to provide free coffee and food for those participating.

2024 Budget*

Mr. Johnson provided the Board on an end of year financial report.

In addition, Mr. Johnson presented the 2024 budget for the Board's approval.

MOTION to approve the 2024 budget as presented.

Made by Beth Llewellyn,

Seconded by Tom Sloan.

Motion carried.

Open Discussion

Tom Sloan announced that the newly formed Governance Advocacy Workgroup will have a brief logistics meeting after the Board meeting.

Executive Session 1

Motion was made to recess into executive session. The subject matter of the executive session is to discuss personnel matters with counsel as authorized by Section 75-4319(b)(2) of the Kansas Open Meetings Act which authorizes consultation with the hospital's attorney on matters deemed privileged by the attorney-client privilege. This executive session will include the Board of Trustees, Board Advisors, members of the Senior Leadership Team, the Chief of Staff, the Director of Compliance, the Director of Risk Management, and hospital legal counsel from Spencer Fane. The open meeting will reconvene at 10:10 am.

MOTION made by Dr. Shari Quick,

Seconded by Tom Sloan.

Motion carried.

Executive Session 1 – Extension

Motion was made to recess into executive session. The subject matter of the executive session is to discuss personnel matters with counsel as authorized by Section 75-4319(b)(2) of the Kansas Open Meetings Act which authorizes consultation with the hospital's attorney on matters deemed privileged by the attorney-client privilege. This executive session will include the Board of Trustees, Board Advisors, members of the Senior Leadership Team, the Chief of Staff, the Director of Compliance, the Director of Risk Management, and hospital legal counsel from Spencer Fane. The open meeting will reconvene at 10:17 am.

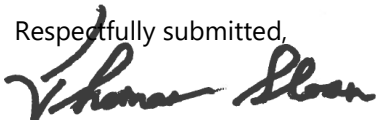
MOTION made by Dr. Shari Quick,
Seconded by Bob Moody.
Motion carried.

Adjournment

With no further business presented, a motion was made to adjourn the meeting at 10:20 a.m.

MOTION made by Bob Moody,
Seconded by Kristin Salmans.
Motion carried.

Respectfully submitted,

A handwritten signature in black ink that reads "Tom Sloan".

Tom Sloan, Secretary of the Board