

**BOARD OF TRUSTEES MEETING MINUTES
FEBRUARY 22, 2023**

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

Staff Members Present: Russ Johnson, Sheryle D'Amico, Traci Hoopingarner, Deb Cartwright, Colleen Browne, Jared Abel, Rebecca Smith, Michael Williams, Brian Bradfield, Danae Johnson, Amy Northrop, Korianne Kaleikini and Erica Hill

Others Present: Reed Williams, Hospital Counsel and Austin Hornbostel, LJ World

Call to Order

The meeting was called to order at 8:40 a.m.

Opening Statement

The following opening statement was read by Danae Johnson, Director – Executive Administration:

- “LMH Health Joint Conference Committee welcomes community feedback on policies and issues affecting LMH Health’s clinics and hospital. In order to ensure time is used efficiently, we will not take public comments during the meeting. However, comments may be shared with committee members and trustees in a number of different ways, including the comments section of our webpage, by emailing trustees@lmh.org, by calling 785-505-6138, or by contacting individual trustees with the contact information listed on our website at lmh.org.
- During the meeting, each Committee member will identify themselves using their first and last name prior to commenting.
- We will be having two executives session at this meeting. At the appointed time, the Board Chair will call for a motion to enter into executive session. This motion will include the time that the open session of the meeting will resume. These executive sessions are reserved for Trustees, the Hospital’s Senior Leadership, CEO and hospital counsel only. Everyone else will be asked to leave the meeting during executive sessions and is welcome to return to the meeting when open session resumes.
- If members of the public wish to obtain meeting materials, please contact trustees@lmh.org or call 785-505-6138.”

Approval of Agenda and Consent Agenda

The agenda for the February 22, 2023 meeting and consent agenda (see below) were presented for review with approval requested:

- Board of Trustees Meeting Minutes, Jan. 25, 2023 (Exhibit A)
- Finance Committee Meeting Minutes, Feb. 17, 2023 (Exhibit B)
- Medical Executive Committee Recommendations (Exhibit C and D)

MOTION to approve the agenda and consent agenda.

Made by Bob Moody,

Seconded by Pat Miller.

Motion carried.

Chairperson of the Board Report

Tom Sloan, Chair, thanked all of the team members responsible for the work on the Strategic Clinical Relationship (SCR) with The University of Kansas Health System. At this meeting, the Board will be considering whether or not to execute an SCR agreement, making that relationship formal. Several years of diligent work went into the creation of the possibility of the relationship and into the drafting of the legal document that will be voted on later in the meeting.

Chief of Staff Report

No report.

CEO Report and Executive Team Report

- **CEO Comments:** Russ Johnson, President and CEO reflected on the in the vision and work that brought the Strategic Clinical Relationship (SCR) with The University of Kansas Health System to life. Throughout the process, LMH's guardrails have been respected. Mr. Johnson thanked everyone involved for their efforts and recognized the UKHS for their willingness to collaborate with our organization.
- **CFO Comments:** Deb Cartwright, VP and Chief Financial Officer, reviewed the organization's financial performance to date. Leadership is hard at work is taking the necessary steps to ensure a sustainable future for the organization. LMH is also engaged with the American Hospital Association and Kansas Hospital Association to ensure that we are advocating for responsible reimbursement models to help strengthen the organization's financials.

Open Discussion

Dr. Beth Roselyn requested further Board education on what issues the hospital advocates for at the state and national levels. There is legislation currently in the Kansas House of Representatives that may adversely impact access to gender affirming care for children in the state of Kansas. The Board will receive further education on LMH's advocacy efforts throughout 2023.

Executive Session 1

- Motion was made to recess into executive session. The subject of the executive session is to discuss personnel matters as authorized by Sections 75-4319(b)(1) of the Kansas Open Meetings Act which authorizes protected discussion on personnel matters of nonelected personnel. The executive session included hospital counsel, the Board of Trustees, the CEO and members of the Senior Leadership Team with the open meeting reconvening at 9:50 a.m.

MOTION made by Pat Miller,
Seconded by Bob Moody.
Motion carried.

Action on CEO Goals for 2023*

Motion to approve the CEO variable compensation goals for 2023.

MOTION made by Pat Miller,
Seconded by Beth Llewellyn.
Motion carried.

Executive Session 2

- Motion was made to recess into executive session. The subject of the executive session is to discuss with legal counsel the legal terms of a contract with the University of Kansas Health System as authorized by

Sections 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. The executive session included hospital counsel, the Board of Trustees, the CEO and members of the Senior Leadership Team with the open meeting reconvening at 10:01 a.m.

MOTION made by Pat Miller,
Seconded by Beth Roselyn.
Motion carried.

Strategic Clinical Relationship Agreement*

Motion to approve the execution of the Strategic Clinical Relationship Agreement with The University of Kansas Health System.

MOTION made by Pat Miller,
Seconded by Beth Llewellyn.
Motion carried.

Adjournment

With no further business presented, a motion was made to adjourn the meeting at 10:06 a.m.

MOTION made by Bob Moody,
Seconded by Pat Miller.
Motion carried.

Respectfully submitted,

A handwritten signature in blue ink that reads "Shari Quick MD".

Dr. Shari Quick, Secretary of the Board