

**BOARD OF TRUSTEES MEETING MINUTES
OCTOBER 25, 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 Hoopingarner, Mike Rogers, Jared Abel, Rebecca Smith, Michael Williams, Dr. Kirk Sloan, Danae Johnson, Autumn Bell and Erica Hill

Others Present: Andy Ramirez, Hospital Counsel from Spencer Fane

Call to Order

The meeting was called to order at 8:34 a.m.

Approval of Consent Agenda

The consent agenda (see below) for the October 25, 2023 meeting was presented for review with approval requested:

- Board of Trustees Meeting Minutes, Sept. 27, 2023
- Finance Committee Meeting Minutes, Oct. 20, 2023
- Risk Management Plan
- Medical Executive Committee Recommendations

MOTION to approve the consent agenda without the bylaw revisions.

Made by Bob Moody,

Seconded by Tom Sloan.

Motion carried.

Chairperson of the Board Report

Pat Miller, Chair, thanked Tom Sloan for his service as Board Chair.

Ms. Miller shared her thoughts the news of another community hospital in the region transitioning to new ownership. This may lead some to ask how LMH Health is able to maintain independence when other health systems can't. Ms. Miller remarked that LMH is operating from a position of strength, thanks to several factors: community support, strong market position, our dedicated workforce and our Medical Staff – especially physician leaders.

Ms. Miller recognized that LMH, like many health systems, has had an especially difficult last four years. The organization has had one year with a positive operating margin, a position that isn't sustainable. It's vital that LMH gets back to stable operating margins of 3-4%, allowing the organization to maintain its technology, expertise and programs needed to serve the community.

Ms. Miller stated that the Board and Administration have to have grit and a willingness to make hard decisions side by side with physician leaders. Change doesn't signal failure – it's simply part of the responsibility of leadership. The months ahead will be challenging but LMH is more than ready. Ms. Miller also shared that she feels confident about LMH's future as a strong, independent community hospital, thanks in large part to the leadership from physicians across the system and the organization's resilient and dedicated staff.

Chief of Staff Report

Dr. Jon Heeb expressed his gratitude to Tom Sloan for his services as Board chair.

Dr. Heeb reported that he recently attended a provider lunch hosted by Russ Johnson, President and CEO. This provided an opportunity for provider to open dialogue with Mr. Johnson. Dr. Heeb reported that he appreciated the opportunity and thinks it will serve LMH well.

Dr. Heeb also shared that Medical Staff participated in a fall family fun fest at LMH West last weekend. It was a good time for all who attended.

CEO Report and Executive Team Report

- **CEO Comments** – Russ Johnson reported on the following:
 - Recognition of service – Mr. Johnson recognized Tom Sloan’s service as Board Chair. Mr. Johnson expressed his gratitude for Mr. Sloan’s leadership, dedication and commitment to the hospital.
 - Recent awards and recognition – Mr. Johnson shared news that LMH has been recognized nationally for the work being done in both clinical and IT areas. Newsweek has included LMH on its list of America’s Best In-State Hospitals for 2024, which identifies the top hospitals at the state level across the United States. LMH has also been honored for digital excellence by the 2023 Digital Health Most Wired Survey with a Level 7 achievement for the Acute and Ambulatory survey selections. The survey assessed the adoption, integration and impact of technology in healthcare organizations.
 - Provider and physician engagement – Mr. Johnson also discussed the importance of provider and physician engagement in the health system, providing visual representations of physician leadership roles, reporting structure and guiding documents to the Board. These will help Trustees to more fully understand leadership and decision-making roles.

Open Discussion

Dr. Scott Thellman, Board Advisor, remarked on his attendance at a recent round table with Mr. Johnson. Dr. Thellman asked for Mr. Johnson’s feedback on what he is hearing from these meetings. Mr. Johnson reported that themes from his discussions include role of APPs, leadership opportunities and expectations of providers. Mr. Johnson is planning to follow these conversations up with topical dialog with providers about what they want to be involved with.

Dr. Lee Reussner, Board Advisor, inquired about shared decision making between the Administration and the Clinical Operating Board. Mr. Johnson reported that the Clinical Operating Board is currently working on their propose scope of responsibility. The next steps are for the Clinical Operating Board to finalize their proposal and both Boards will meet together again in March to discuss it and agree upon an action plan for the future.

Executive Session 1

Motion was made to recess into executive session. The subject of the executive session will be to discuss legal matters with legal 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, the CEO, members of the Senior Leadership Team and hospital counsel. The open meeting will reconvene at 9:50 am.

MOTION made by Dr. Shari Quick,
Seconded by Kristin Salmans.
Motion carried.

Executive Session 2

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, the CEO and hospital counsel from Spencer Fane. The open meeting will reconvene at 10:00 am.

MOTION made by Dr. Shari Quick,
Seconded by Kristin Salmans.
Motion carried.

Executive Session 2 – 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, the CEO and hospital counsel from Spencer Fane. The open meeting will reconvene at 10:16 am.

MOTION made by Dr. Shari Quick,
Seconded by Kristin Salmans.
Motion carried.

CEO Contract Amendments

MOTION to extend Russ Johnson's employment to December 31, 2029 and amend his employment agreement as presented by general counsel.

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 10:17 a.m.

MOTION made by Kristin Salmans,
Seconded by Dr. Shari Quick.
Motion carried.

Respectfully submitted,

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

Tom Sloan, Secretary of the Board