

**BOARD OF TRUSTEES MEETING MINUTES  
NOVEMBER 30, 2022**

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

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

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

**Excused:** Dr. Beth Roselyn

**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:

“Good morning. Thank you for joining the LMH Health Board of Trustees’ meeting. Before we get started, we’d like to outline a few important procedural details for this meeting:

- LMH Health Board of Trustees welcomes community feedback on policies and issues affecting its clinics and the hospital. In order to ensure time is used efficiently, we will not take public comments during the meeting. However, comments may be shared with board members 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 Trustee will identify themselves using their first and last name prior to commenting.
- Roll call will be taken for voting on each item requiring board action.
- We will be having an executive 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. This executive session is reserved for Trustees and the Hospital’s CEO only. Everyone else will be asked to leave the meeting during executive session 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 November 30, 2022 meeting and consent agenda (see below) were presented for review with approval requested.

- Board of Trustees Meeting Minutes, October 26, 2022 (Exhibit A)
- Finance Committee Meeting Minutes, November 21, 2022 (Exhibit B)
- Human Resources Quarterly Dashboard - Q3 2022 (Exhibit C)
- Medical Executive Committee Recommendations (Exhibit D and E)

MOTION to approve the agenda and consent agenda.  
Made by Pat Miller,  
Seconded by Beth Llewellyn.  
Motion carried.

### **Chairperson of the Board Report**

Tom Sloan, Chair, welcomed the new physicians that were introduced at the beginning of the meeting. Mr. Sloan also congratulated the organization for the fifth consecutive "A" rating from Leap Frog.

### **Chief of Staff Report**

No report.

### **2023 Budget\***

Deb Cartwright, SVP and CFO, provided the Board on an end of year financial report.

In addition, Ms. Cartwright presented the 2023 budget for the Board's approval.

MOTION to approve the 2023 budget as presented.  
Made by Rob Chestnut,  
Seconded by Beth Llewellyn.  
Motion carried with Bob Moody abstaining.

### **CEO Report and Executive Team Report**

#### **CEO Comments:**

- Russ Johnson, President and CEO, reported on the following:
  - 2022 Organizational Achievement Award (OAA) - The program is targeted toward all full and part-time employees based on certain financial targets, clinical and operational measures. Due to the financial difficulties that have hit the healthcare industry and the challenges of inflation, LMH Health – along with many other healthcare systems – did not generate an operating margin in 2022 to fund this program. This isn't a reflection about whether we appreciate and value our staff. It's a reflection of the challenges we see in an industry where the people providing care are losing money and the people who sell devices, implants, pharmaceuticals and provide commercial insurance are making money. It's a frustrating situation, but it doesn't diminish appreciation for LMH's staff.
  - Looking ahead to 2023 - In the coming year, one of the areas of focus for the organization will be on workforce. LMH will further emphasize its focus on its people and creating a culture where staff can thrive in an environment where they are appreciated and valued. Another emphasis for 2023 will be on shifting the focus of the organization's tactical strategies from growth, development and expansion to enduring our foundational structure and business model is sound. The work LMH has done over the past five years to grow the medical staff, partner with the community, open the West Campus and rebrand the Cancer Center has prepared us well for this moment. LMH is committed to ensuring that the investments the organization has made over the last five years will allow us to remain a strong, independent community hospital.

#### **Strategic Clinical Relationship Update:**

Sheryle D'Amico, SVP for Strategy Integration, shared an update on the strategic clinical relationship (SCR) exploration with The University of Kansas Health System. She shared that LMH is reviewing a revised preliminary draft of the legal agreement. LMH's guardrails have been valued and incorporated into discussions on this potential

relationship, and the goal is to have this wrapped up by the end of 2022. LMH is already working with TUKHS in the area of orthopedics and sports medicine and have welcomed a new addition to the partnership. Dr. William Tucker, a fellowship-trained foot and ankle surgeon, is now working at the West Campus. LMH is also offering new vascular surgery services within the Lawrence General Surgery suite at the Main Campus since the first week of October thanks to an agreement with a team from TUKHS. To date, the vascular team has done 25 surgical cases in either the cath lab or operating room. This reinforces the intent of the relationship, as these 25 patients and families would have otherwise had to travel out of town for procedures that can safely be done at LMH.

**Orthopedics Service Line Update:**

- Dani Hartert, Physician Division Administrative Director, and Dr. Adam Goodyear, provided an update on strategic accomplishments and developments in the Orthopedics Service Line.

**Open Discussion**

- No topics for open discussion were presented.

**Executive Session\***

Motion was made to recess into executive session to discuss the preliminary draft contract of a Strategic Clinical Relationship with the University of Kansas Health System with legal counsel 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. This executive session will include the Trustees, CEO, Senior Leadership Team and hospital counsel only with the open meeting reconvening at 10:05 am.

MOTION made by Pat Miller,  
Seconded by Rob Chestnut.  
Motion carried.

**Executive Session Extension\***

Motion was made to recess into executive session to discuss the preliminary draft contract of a Strategic Clinical Relationship with the University of Kansas Health System with legal counsel 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. This executive session will include the Trustees, CEO, Senior Leadership Team and hospital counsel only with the open meeting reconvening at 10:25 am.

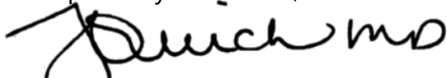
MOTION made by Pat Miller,  
Seconded by Rob Chestnut.  
Motion carried.

**Adjournment**

With no further business presented, a motion was made to adjourn the meeting at 10:28 a.m.

Made by Beth Llewellyn,  
Seconded by Pat Miller.  
Motion carried.

Respectfully submitted,

A handwritten signature in black ink that reads "Shari Quick".

Dr. Shari Quick, Secretary of the Board