

**BOARD OF TRUSTEES MEETING MINUTES
FEBRUARY 17, 2021**

Members present via Zoom: Bob Moody (Chair), Beth Llewellyn (Vice-Chair), Tom Sloan (Treasurer), Jim Brooke (Secretary), Larry McElwain, Pat Miller, Dr. Shari Quick, Dr. Beth Roselyn, Dr. Jim Mandigo, Russ Johnson, Sheryle D'Amico, Traci Hoopingarner, Janette Kirkpatrick, Deb Cartwright, Brian Bradfield, Colleen Browne, Jared Abel, Michael Williams, Rebecca Smith and Andy Ramirez (Hospital Counsel)

Other attendees via Zoom: Danae Johnson, Christine Reed, Amy Northrop, Autumn Bishop, Korianne Kaleikini and Chad Lawhorn (LJ World)

Call to Order

The meeting was called to order at 8:31 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 meeting participant 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. Executive session is reserved for Trustees and Hospital Executives 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 email trustees@lmh.org or call 785-505-6138.”

Approval of Agenda and Consent Agenda

The agenda for the February 17, 2021 meeting and consent agenda (see below) were presented for review with approval requested.

- The following were presented for approval as part of the consent agenda:
 - Board of Trustees Meeting Minutes, Jan. 20, 2021
 - Finance Committee meeting minutes, Feb. 15, 2021
 - Medical Executive Committee Recommendations:

MEDICAL STAFF & ALLIED HEALTH PROFESSIONAL STAFF - New Appointments:

Ann Novosel, MD (Active Non-Admitting; Pediatrics) – Initial appointment 2/17/21 not to exceed 2 years.

Michael Prochaska, MD (Active Admitting; Pathology) – Initial appointment 2/17/21 not to exceed 2 years.

Tracy Coltharp, APRN (LMH Employee) – Initial appointment 2/17/21 not to exceed 2 years.

MEDICAL & LMH EMPLOYEE/ALLIED HEALTH PROFESSIONAL STAFF – Reappointments:

Chad Johanning, MD (Active Admitting; Family Practice) – Reappointment 3/1/21 not to exceed 2 years.

Stefani Parrisbalogun, MD (Consulting; Medicine) – Reappointment 3/1/21 not to exceed 2 years.

Jason Kidd, CRNA (Lawrence Anaesthesia; AHP) – Reappointment 3/1/21 not to exceed 2 years.

Patricia Neis, APRN (Family Practice; LMH Employee) – Reappointment 3/1/21 not to exceed 2 years.

Lara Rivera, CNM (OB/GYN; LMH Employee) – Reappointment 3/1/21 not to exceed 2 years.

Tanya Robb, APRN (Surgery; AHP) – Reappointment 3/1/21 not to exceed 2 years.

Kimberly Todd, PA (Family Practice; LMH Employee) – Reappointment 3/1/21 not to exceed 2 years.

FOCUSED PRACTITIONER PRACTICE EVALUATIONS:

Lindsey McDaniel, MD – (PANDA) – Privilege addition of “circumcision.”

Robert Davis, CRNA – (Lawrence Anaesthesia) – Initial

Katie Tonniges, CRNA – (Lawrence Anaesthesia) – Initial

Zachary Wright, CRNA – (Lawrence Anaesthesia) – Initial

PRIVILEGE &/or STATUS CHANGES & RESIGNATIONS:

David Robbins, Jr., MD & Elaine Demetroulis, MD (Cardiovascular Specialists of Lawrence) – Requests privilege addition of “Impella Assisted Device.”

MOTION to approve the agenda and consent agenda.

Made by Tom Sloan,

Seconded by Pat Miller.

Motion carried.

Chairperson of the Board Report

Bob Moody, Chair, welcomed Dr. Stuart Thomas, LMH Health’s new Chief Medical Officer and expressed his excitement about Dr. Thomas joining the Senior Leadership Team. Mr. Moody also expressed his gratitude to everyone involved in the COVID vaccine efforts.

Chief of Staff Report

No report.

CEO Report**• Blue Cross Blue Shield Update:**

- Russ Johnson, President and CEO, provided the Board with an update on negotiations with Blue Cross Blue Shield of Kansas (BCBS), LMH Health’s largest commercial payer. Deb Cartwright, Vice President and CFO, and her staff helped reach a one-year agreement with BCBS at the end of 2020 that helped avert an additional cut of \$2 million from 2018-19. Feedback received from the Board, community and employers indicates that if LMH has a stronger, longer-term contract with BCBS, it will provide a clearer path, increasing confidence that the plan will include the local hospital and physicians, and is more stable for all.
- Mr. Johnson reported that the hospital remains hopeful, but that there are early signals that this will continue to be a challenging conversation. BCBS is LMH’s most significant payer and that makes it weightier to navigate. LMH has to have an agreement in place consistent with the marketplace, and Ms. Cartwright’s team will continue to seek fair and reasonable payments.

- **Strategic Clinical Relationship Update:**

- Mr. Johnson reminded the Board that for more than a year, a steering committee of ten people, including physicians, has been considering whether LMH Health and the patients and communities we serve would benefit from a more intentional relationship with a clinical partner.
- This work is about LMH controlling our own destiny. LMH Health is a strong community hospital with a strong medical staff, balance sheet, reputation and market share, and everyone wants us to stay that way.
- Mr. Johnson shared that a strategic relationship isn't about telling clinicians where they can send their patients for care, but about building an intentional relationship to provide a better experience managing patients, helping build services and making sure those work together.
- In March 2020, the Board of Trustees received a report from the committee and gave direction to continue to pursue a singular Strategic Clinical Relationship after obtaining further dialogue and feedback from our medical staff. A series of meetings with the medical staff took place over the last month to discuss the process, its strengths and opportunities.
- Next month, the Board will hear recommendations from the steering committee on next steps.

COVID and Unified Command Update

- Traci Hoopingarner, Vice President Clinical Care and CNO, reported on the ongoing activities that the hospital is managing in response to COVID-19.
- Brian Bradfield, Associate Vice President – Ancillary Services, updated the Board Phase 2 vaccination plans. LMH Health will be joining forces with Lawrence Douglas County Public Health to administer vaccinations as quickly and efficiently as possible.
- Erica Hill, Equity, Inclusion and Diversity, reported on the combined efforts between LMH Health and our community partners to help ensure that vaccinations are distributed equitably to vulnerable populations in community.

Executive Session – Personnel Matters

- Motion was made to recess into executive session to discuss with counsel the CEO performance and variable compensation and legal issues related thereto 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 with the open meeting reconvening at 10:22 am.
MOTION made by Tom Sloan,
Seconded by Pat Miller.
Motion carried.
- Motion was made to extend executive session with the open meeting reconvening at 10:32 am.
MOTION made by Tom Sloan,
Seconded by Pat Miller.
Motion carried.

Action on Recommendations from Executive Compensation Committee

Motion was made to approve the following recommendations made by the Executive Compensation Committee:

1. Increase CEO's base pay by 2.5%, which is in alignment with adjustments made for the broader hospital staff
2. Award CEO 92% of his Variable Compensation
3. Accept 2021 Variable Compensation Goals
MOTION made by Beth Llewellyn,
Seconded by Tom Sloan.

Motion carried.

Open Discussion

No topics were presented for open discussion.

Adjournment

With no further business presented, a motion was made to adjourn the meeting at 10:35 a.m.

MOTION made by Rob Chestnut,

Seconded by Tom Sloan.

Motion carried.

Respectfully submitted,

A handwritten signature in black ink that reads "Jim Brooke".

Jim Brooke, Secretary of the Board