

**BOARD OF TRUSTEES MEETING MINUTES
MAY 19, 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 and Chad Lawhorn (LJ World)

Call to Order

The meeting was called to order at 8:32 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 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 May 19, 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, Apr. 21, 2021
 - Finance Committee meeting minutes, May 17, 2021
 - Physician LLC Resolution and Operating Agreement Amendment (Note: attached at end of document)
 - Medical Executive Committee Recommendations

MEDICAL STAFF & ALLIED HEALTH PROFESSIONAL STAFF - New Appointments:

Michael Greenberg, PA (AHP; Sponsors: Lawrence Emergency Medicine) – Initial appointment 5/19/21 not to exceed 2 years.

Jennifer Strickland, APRN (LMH Employee; Sponsors: First Med LMH Health) – Initial appointment 5/19/21 not to exceed 2 years.

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

John Clark, MD (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Richard Galbraith, MD (Active Admitting, Pathology) - Initial appointment 6/1/21 not to exceed 2 years.
Elizabeth Guastello, MD (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Amanda Gudgell, DO (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Shawn Jackson, MD (Active Admitting, Anesthesia) - Initial appointment 6/1/21 not to exceed 2 years.
Laura E. Kennedy, MD (Active Non-Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Teresa King, MD (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Anna Kumru, MD (Active Non-Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Andrew Lueder, MD (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Lida Osbern, MD (Active Non-Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Todd Oberzan, MD (Active Admitting, Radiology) - Initial appointment 6/1/21 not to exceed 2 years.
Ralph Park, MD (Active Admitting, Surgery) - Initial appointment 6/1/21 not to exceed 2 years.
Scott Patrick, MD (Active Admitting, Radiology) - Initial appointment 6/1/21 not to exceed 2 years.
Krishna Rangarajan, MD (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Beth Rundquist, MD (Active Admitting, Pediatrics) - Initial appointment 6/1/21 not to exceed 2 years.
Christina Salazar, MD (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Marcus Scarbrough, MD (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Gregory Schnose, MD (Active Non-Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
George Thompson, MD (Consulting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
K. Michael Zabel, MD (Active Admitting, Medicine) - Initial appointment 6/1/21 not to exceed 2 years.
Maureen Winkler, APRN (LMH Employee Medicine) - Initial appointment 6/1/21 not to exceed 2 years.

PRIVILEGE &/or STATUS CHANGES & RESIGNATIONS:

Charles Brooks, MD (Active Admitting; IM/GI) – Requests leave of absence effective 4/1/2021.
Alyson Reeves, CRNA (AHP/Lawrence Anesthesia) – Requests maternity leave effective 5/1/2021.

MOTION to approve the agenda and consent agenda.
Made by Tom Sloan,
Seconded by Rob Chestnut.
Motion carried.

Presentation of External Audit Results

Joe Watt and Matt McCall, both from BKD Auditors, reviewed the 2020 annual audit results, debt service report and board report.

Chairperson of the Board Report

Bob Moody, Chair, remarked that COVID-19 reports will no longer appear on board agendas, as the protocol put in place to respond to the pandemic is now part of standard operating procedures. While COVID-19 is part of the “new normal”, he cautioned against getting complacent with masking and other safety measures.

Chief of Staff Report

No report.

CEO Report

- Russ Johnson, President and CEO, reported on the successes and work being done across several service lines at LMH Health:
 - **Orthopedics:** OrthoKansas is a regional destination committed to providing patients with superior, comprehensive patient-centered musculoskeletal care. This is evidenced by the recent accomplishment in earning the Joint Commission's Gold Seal of Approval® for Advanced Total Hip and Knee Replacement Certification. LMH is one of only two hospitals in Kansas to earn this designation, both west of the Kansas City metro area. Patients now have access to the newest technology with the MAKO robotic arm, used to perform partial and total knee replacements, as well as total hip replacements. MAKO has been proven to facilitate a shorter hospital stay, patients typically experience less pain and have a quicker return to function. LMH has two robots to serve patients – one at the Main Campus and one at the West Campus – making it possible for OrthoKansas to perform LMH's first outpatient joint replacement surgeries.
 - **Cardiology:** The team at Cardiovascular Specialists of Lawrence have made some amazing strides over the past year. LMH's team of highly-trained physicians are able to provide specialized expertise through a collaborative, multidisciplinary approach. One of LMH's Interventional Cardiologists recently used the first ever Impella device for mechanical circulatory support at the cath lab. This device is both a game changer and a life saver. LMH has also successfully recruited a new interventional cardiologist to the team – Dr. Thomas Kurian, a physician who is board-certified by the American Board of Internal Medicine for Cardiovascular Disease.
 - **Oncology:** LMH Oncology and Hematology providers continue to provide world-class care to their patients under the umbrella of a new name – the LMH Health Cancer Center. The center's oncologists and hematologists have extensive experience in treating the vast majority of cancers, including solid tumors, hematological cancers and benign blood disorders. Their expertise and high-quality care has been recognized with an accreditation from the Commission on Cancer. Cancer patients at LMH Health have access to genetic testing, comprehensive support programs, lifelong survivorship resources and a cancer prevention program. LMH's partnership with the Masonic Cancer Alliance also provides patients with access to 50 clinical trials and the latest advancements, while remaining close to home.

Medical-Legal Partnership

- Juliann Morland DaVee, Managing Attorney, shared an update on the KU School of Law's Medical-Legal Partnership with LMH Health. 60% of a person's health is determined by social factors. Many of those are tied to unmet legal needs, including food insecurity, poor housing, abusive relationships and lack of insurance. When providers hear that a patient has a legal issue, the partnership is activated to help. One example comes from a large family who had their food stamps stopped and the MLP was able to get them reinstated with nary a blip in services.
- MLPs are essential to value-based care. Patients are less likely to be admitted to the hospital, and they're taking their medications (and physicians report improved satisfaction in their job duties in helping their patients).
- The MLP program at LMH Health began in August 2016 and has now helped with 1300 patient referrals over 1,700 different legal needs.

Executive Session – Strategic Clinical Agreements

- Motion was made to recess into executive session to discuss preliminary issues regarding strategic clinical agreements 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 with the open meeting reconvening at 9:52 a.m.

MOTION made by Tom Sloan,
Seconded by Rob Chestnut.
Motion carried.

- Motion was made to extend executive session with the open meeting reconvening at 10:07 am.
MOTION made by Tom Sloan,
Seconded by Rob Chestnut.
Motion carried.
- Motion was made to extend executive session with the open meeting reconvening at 10:17 am.
MOTION made by Tom Sloan,
Seconded by Pat Miller.
Motion carried.

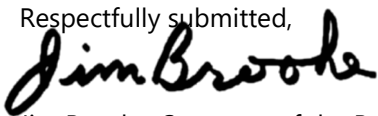
Open Discussion

No topics were presented for open discussion.

Adjournment

With no further business presented, a motion was made to adjourn the meeting at 10:17 a.m.
MOTION made by Rob Chestnut,
Seconded by Pat Miller.
Motion carried.

Respectfully submitted,

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

Jim Brooke, Secretary of the Board

**WRITTEN ACTION
OF
THE BOARD OF TRUSTEES
OF
THE LAWRENCE MEMORIAL HOSPITAL**

The undersigned Secretary of the Board of Trustees of The Lawrence Memorial Hospital, an instrumentality of the City of Lawrence pursuant to K.S.A. § 12-1615 (the “Board”), hereby certifies that the Board adopted the following resolutions at a duly called and held meeting of the Board on the 19th day of May, 2021:

WHEREAS, each of the Trustees currently serving on the Board also serves as a Manager of Lawrence Physicians, LLC;

WHEREAS, pursuant to Article VI of the Operating Agreement of Lawrence Physicians, LLC (the “Operating Agreement”), the Managers of Lawrence Physicians, LLC have delegated certain clinical oversight and management authority to the “Clinical Operations Board” (the “COB”);

WHEREAS, the COB is comprised, in part, of physicians employed by The Lawrence Memorial Hospital (“LMH”);

WHEREAS, the individual Trustees of the Board, in their respective capacities as Managers of Lawrence Physicians, LLC, desire to amend the Operating Agreement in order to make certain changes relating to the process for appointing physician providers to the COB.

THEREFORE, BE IT RESOLVED, that, pursuant to Section 10.1 of the Operating Agreement, the Trustees of the Board, in their capacity as Managers of Lawrence Physicians, LLC, hereby approve, ratify, confirm, and adopt the Amendment to the Operating Agreement attached hereto as Exhibit A (the “Amendment”);

FURTHER RESOLVED, that the Secretary of the Board, or any other officer of the Board, be, and hereby is, authorized and directed to execute the Amendment, for and on behalf of the Managers of Lawrence Physicians, LLC, and file the same in the corporate records of Lawrence Physicians, LLC, and to take any and all other actions necessary and appropriate in connection therewith; and

FURTHER RESOLVED, that all actions taken by the officers of the Board prior to the date hereof in furtherance of the foregoing resolutions be, and the same hereby are, adopted, approved, ratified, and confirmed in all respects.

Dated this 19th day of May, 2021.



Secretary, Board of Trustees

EXHIBIT A

Amendment to Operating Agreement of Lawrence Physicians, LLC

See Attached.

**AMENDMENT TO OPERATING AGREEMENT OF
LAWRENCE PHYSICIANS, LLC**

The undersigned Manager of Lawrence Physicians, LLC, a Kansas limited liability company (the “Company”), hereby certifies that this Amendment to the Operating Agreement of the Company dated May 17, 2017 (the “Operating Agreement”) was duly adopted by the Managers of the Company pursuant to Section 10.1 thereof as of the 19th day of May, 2021. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Operating Agreement

WHEREAS, the Managers of the Company have determined that it is in the best interest of the Company to modify certain provisions of the Operating Agreement relating to the election of Providers to the Clinical Operations Board (“COB”);

WHEREAS, the Managers, in consultation with the existing COB, desire to adopt this Amendment to the Operating Agreement of the Company in order to reflect such changes.

NOW THEREFORE, in consideration of the promises and mutual covenants contained in the Operating Agreement and herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Managers of the Company hereby amend the Operating Agreement as follows:

1. Section 6.4 of the Operating Agreement is hereby deleted and replaced in its entirety with the following:

“6.4 COB Appointment; Composition. The initial COB shall consist of the individuals listed in Exhibit B, each to serve the initial term set forth opposite their name therein. Thereafter, Providers shall be appointed by the Managers based upon the recommendation of the COB after the consent of the Medical Staff employed by LMH. Only Providers in good standing (i.e., not under investigation or subject to disciplinary action by LMH) shall be eligible to serve on the COB. The COB Provider members shall, prior to the expiration of a COB Provider(s) term of office, nominate a replacement and submit the replacement(s) name to the Medical Staff employed by LMH for approval by majority vote. Each nominated candidate shall submit to the Company a written statement outlining his or her personal motivations to serve on the COB. To the extent possible, the Providers nominated and appointed to the COB shall include three (3) primary care practitioners (e.g. internal medicine and family practice), two (2) medical specialists (e.g. neurology, cardiology, pulmonology, oncology, endocrinology and infectious disease), two (2) surgical specialists (e.g. gastroenterology, general surgery, neurosurgery, obstetrics/gynecology, plastic surgery, urology, phlebology/vein surgery), one (1) hospitalist physician, and one (1) advanced practice registered nurse, each shall be an employee of LMH.”

2. Except as specifically modified by this Amendment, all other terms and provisions of the Operating Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Manager of Company hereby certifies that this Amendment was duly adopted by the Managers of the Company as of the date first set forth above.

Name:

Title: Manager