

**BOARD OF TRUSTEES MEETING MINUTES  
DECEMBER 4, 2019**

**Members Present:** Joanne Hurst (Chair), Larry McElwain (Vice-Chair), Cindy Yulich (Treasurer), Beth Llewellyn (Secretary), Jim Brooke, Bob Moody, Tom Sloan, Dr. Marc Scarbrough, Russ Johnson, Sheryle D'Amico, Traci Hoopingarner, Janette Kirkpatrick, Joe Pedley, Brian Bradfield, Colleen Browne, Janice Early, Jared Abel, Michael Williams, Rebecca Smith, Andy Ramirez (Hospital Counsel)

**Other Attendees:** Autumn Bishop, Amy Northrop, Danae Johnson, Christine Reed, Pam Nicholson (BDC Advisors), Bob Dickinson (BDC Advisors)

**Call to Order**

The meeting was called to order at 8:35 am by Joanne Hurst, Chairperson.

**Approval of Agenda**

The agenda was presented for review with approval requested.

MOTION to approve the agenda  
made by Tom Sloan,  
seconded by Bob Moody.  
Motion carried.

**Consent Agenda**

The following were presented for approval as part of the consent agenda:

- Board of Trustees meeting minutes, Oct. 16, 2019
- Community Compassion and Benefit Committee meeting minutes, Oct. 23, 2019
- Finance Committee meeting minutes, Nov. 4, 2019
- Board Budget Workshop meeting minutes, Nov. 20, 2019
- Approval of 2020 operating and capital budgets as presented at the Nov. 20, 2019 budget workshop
- Destination Health Milestone Updates

MOTION to approve the consent agenda  
made by Cindy Yulich,  
seconded by Bob Moody.  
Motion carried.

**Chairperson of the Board Report**

- Joanne Hurst reported on a recent System of Care Advisory Group meeting that she attended. She expressed appreciation and excitement about the work the group is doing to coordinate behavioral and mental health support and services across our community.

**CEO and Executive Team Report**

- **CEO Report:** Russ Johnson reported on the following:
  - Lawrence Surgery Center discussions continue to progress and final negotiations are underway.
  - There is a renewed emphasis on LMH Health being a high reliability organization (HRO). As the year progresses, the board will hear regular reports on the efforts.
  - LMH Health continues to be heavily involved with the Behavioral Health Leadership Coalition (BHLC). Engagement with the BHLC has allowed LMH Health to strengthen relationships with other mental health organizations in the community.

- As project manager for the Crisis Center, LMH Health is collaborating with Bert Nash, the BHLC and several other entities on a proposal for the facility's governance, organizational structure and reinforcing the commitment to a collaborative solution for behavioral health services in the region.
- Mr. Johnson recognized Joe Pedley's upcoming retirement. He expressed his thanks and appreciation to Mr. Pedley for his service to hospital and the community. Mr. Johnson also recognized Janice Early's service to the hospital as VP of Strategy, Communications and Marketing.

### **Open Discussion**

- **Healing Arts Collaboration:** Bob Moody reported on a meeting he recently attended at the Lawrence Arts Center about art therapy in the community. LMH Health was recognized as one of the major partners for this work. Mr. Moody expressed he was proud to hear that LMH Health was recognized in this way.
  - Discussion followed about the various therapy options that LMH Health offers to the community.
  - Russ Johnson also discussed the new collaboration the hospital has with the Lawrence Art Center to curate art from local artists for rotating art galleries at the main campus as well as the new LMH Health West campus.
- Joanne Hurst formally welcomed Dr. Marc Scarbrough and Pat Miller, newly appointed trustees, to the board.
- Ms. Hurst also announced two upcoming meetings:
  - The Board will need to approve medical credentials in December. Information will be forthcoming on a conference call to do this.
  - The 2020 Board Advance meeting date options are March 2 – 4 and March 9 – 11. Dates should be held on calendars until further notice. Meeting location will be at Spencer Fane in Overland Park, KS.
    - Discussion followed about the opportunity to include board education on the various types of risk pools on the Board Advance agenda.

### **Executive Session**

Motion was made for the hospital trustees, excluding Dr. Marc Scarbrough, to go into executive session to discuss legal issues surrounding a conflict of issue pursuant to the attorney client privilege exception, KSA 75-4319(b)(2). The open meeting will resume in this room at 9:15 a.m.

MOTION: made by Joanne Hurst,  
Seconded by Bob Moody.  
MOTION carried.

### **Board Action**

Upon the judgment of the Chief Executive Officer of the Hospital and a disinterested majority of the Board of Trustees, that it is in the best interests of the Hospital to do so, I hereby move that the board, pursuant to section 9.2-3D of the governing bylaws, waive the existing conflicts on three contracts the hospital has with newly appointed trustee Dr. Marc Scarbrough, which include:

1. His contract through LEMA to provide hospitalist services to LMH Health;
2. His contract directly with LMH Health to provide Co-Medical Directorship of the Hospitalist program; and,
3. His contract directly with LMH Health to provide leadership as Chief Medical Information Officer.

And further that Dr. Marc Scarbrough shall, as a condition of this waiver, be prohibited from participating in anyway in the negotiations with the hospital regarding the above contracts until such time as he is no longer a trustee of the hospital.

MOTION: made by Bob Moody,  
Seconded by Cindy Yulich.

MOTION carried.

**Executive Session**

Motion was made to go into executive session to discuss legal issues surrounding potential strategic affiliations pursuant to the attorney client privilege exception, KSA 75-4319(b)(2). The open meeting will resume in this room at 11:00 am.

MOTION: made by Joanne Hurst,

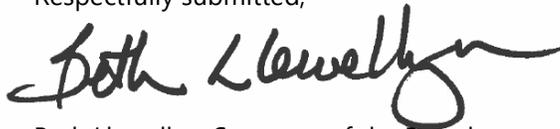
Seconded by Larry McElwain.

MOTION carried.

**Adjournment**

No further business was presented and the meeting adjourned at 11:00 a.m.

Respectfully submitted,

A handwritten signature in black ink that reads "Beth Llewellyn". The signature is fluid and cursive, with a large loop at the end.

Beth Llewellyn, Secretary of the Board