

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

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

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

Excused: Dr. Jim Mandigo

Call to Order

The meeting was called to order at 8:37 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 November 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, Oct. 20, 2021

- Finance Committee Meeting Minutes, Nov. 15, 2021
- Restatement of Retirement Plan Memo and Resolution (Exhibit A)
- Medical Executive Committee Recommendations:

MEDICAL STAFF & ALLIED HEALTH PROFESSIONAL STAFF - New Appointments:

Shannon Bownds, MD (Consulting; Tele-radiology) - Initial appointment 11/17/2021 not to exceed 2 years.

Thomas Kurian, MD (Active Admitting; Internal Medicine/Interventional Cardiologists) - Initial appointment 11/17/2021 not to exceed 2 years.

Cristina Murgiu, MD (Active Admitting; Internal Medicine/Hospitalist) - Initial appointment 11/17/2021 not to exceed 2 years.

Anezi Uzendu, MD (Active Admitting; Internal Medicine/Interventional Cardiologists Locums) - Initial appointment 11/17/2021 not to exceed 2 years.

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

Richard Hollis, DO (Consulting; Radiology) - Reappointment 11/1/21 not to exceed 2 years.

James Mandigo, MD (Active Admitting; Radiology) - Reappointment 11/1/21 not to exceed 2 years.

Olufolajimi Obembe, MD (Consulting; Radiology) - Reappointment 11/1/21 not to exceed 2 years.

Harish Panicker, MD (Consulting; Radiology) - Reappointment 11/1/21 not to exceed 2 years.

Zachary Roeder, MD (Consulting; Radiology) - Reappointment 11/1/21 not to exceed 2 years.

Dustin Simpson, MD (Consulting; Radiology) - Reappointment 11/1/21 not to exceed 2 years.

Douglass Stull, MD (Active Admitting; Surgery) - Reappointment 11/1/21 not to exceed 2 years.

Nelson Uzquiano, MD (Consulting; Surgery) - Reappointment 11/1/21 not to exceed 2 years.

Shota Yamamoto, MD (Consulting; Radiology) - Reappointment 11/1/21 not to exceed 2 years.

Monica Blanton-Birzer, PA (LMH Employee, Surgery) - Reappointment 11/1/21 not to exceed 2 years.

FOCUSED PRACTITIONER PRACTICE EVALUATIONS:

Matthew Hasting, MD – SpecialtyCare - Initial

Jennifer Strickland, APRN – First med LMH Health – Initial

PRIVILEGE &/or STATUS CHANGES & RESIGNATIONS:

Marcus Scarbrough - Active Admitting/Hospitalist – Transferring to Reed Medical Group MDVIP effective 1/4/2021.

Chantee Redding, CNM – LMH Employee; Sponsors: Lawrence OB/GYN Specialists – Resignation effective 11/28/2021.

MOTION to approve the agenda and consent agenda.

Made by Tom Sloan,

Seconded by Dr. Shari Quick.

Motion carried.

Chairperson of the Board Report

Beth Llewellyn, Chair, reflected on the Blue Cross Blue Shield of Kansas negotiations that dominated the latter part of October and early November and introduced a resolution in support of LMH and the BCBS of Kansas contract negotiation.

Discussion followed with final language of the resolution as follows:

WHEREAS, the LMH Health Board of Trustees recognize the LMH team responsible for negotiating contracts with Blue Cross Blue Shield of Kansas; and

WHEREAS, these senior leaders committed to a process that was appropriately informative to community, major employers and patients; responsive to questions; and mindful of the fiscal health and responsibility of LMH and the charitable responsibilities required by the Elizabeth Watkins Trust; and

WHEREAS, the trust placed in LMH Health during this negotiation by government officials, businesses and patients signaled unity and support for LMH Health's purpose as a lifelong partner in health, strengthening our hospital as we negotiate with insurers and other organizations in the years ahead; and

WHEREAS, these negotiations resulted in more reasonable reimbursement for the duration of the contract, creating security for patients, employers and our hospital and fostering a new and collaborative partnership with the potential to support vital initiatives like population health and health equity in our community; then

BE IT RESOLVED, that the Board of Trustees of LMH Health affirm the contract negotiated and executed with BCBSKS and commend the LMH Health Senior Leadership Team for their recognition that the health of our community relies on fiscally responsible relationships with partners and payors.

MOTION to adopt the resolution as amended (final changes reflected above)

Made by Bob Moody,

Seconded by Tom Sloan.

Motion carried.

Chief of Staff Report

No report.

2022 Budget

Deb Cartwright, Senior Vice President and CFO, presented the budget for approval (as outlined in the November 15, 2021 Board Budget Workshop). Budget highlights and key assumptions included:

- October 2021 saw losses from operations due in large part to the challenging labor market driving workforce expenses over budget.

- In 2022, inpatient discharges are budgeted to increase by 1.3% over the previous year, with the largest growth planned in interventional cardiology and post-acute services. This includes skilled nursing and inpatient acute rehab (SNF/ARU). Admissions due to COVID-19 are expected to decline in 2022.
- Outpatient services have budgeted strategic volume increases in interventional cardiology, oncology and therapy services among others.
- Physician clinics anticipate 12% overall growth, in part due to providers joining the organization which include physicians in interventional cardiology/peripheral vascular, gastroenterology and endocrinology. The budget also anticipates adding advance practice providers for numerous clinic specialties;
- LMH anticipates a 1% operating margin in 2022 that will steadily increase to 3% by 2026.
- The capital budget for 2022 is \$12M and includes investments in clinical equipment, facility improvements, and technology for both hospital and clinic locations.

MOTION to approve the 2022 budget as presented.

Made by Dr. Shari Quick,

Seconded by Tom Sloan.

Motion carried.

CEO Report and Executive Team Report

- **CEO Report:** Russ Johnson reported that:
 - LMH has earned an "A" for the Fall 2021 Leapfrog Hospital Safety Grade. Leapfrog is the only hospital rating focused exclusively on hospital safety, and the grades are meant to provide a quick way for patients to choose the safest hospital. This honor is especially notable, as it's LMH's third "A" in a row. Only a small number of hospitals consistently achieve "A" grades and are noted by The Leapfrog Group for their "Straight A's" in recognition of their commitment to patient safety.
- **Strategic Clinical Relationship Update:** Sheryle D'Amico, Senior Vice President of Strategic Integration, shared a brief update about Strategic Clinical Relationship (SCR) discussions with the University of Kansas Health System (TUKHS). Beginning in early December, Lawrence OB-GYN Specialists and LMH Health will collaborate with the maternal fetal medicine specialists of UKHS to provide local evaluation and treatment opportunities for mothers and babies. Maternal fetal medicine specialists help detect and treat fetal abnormalities early in pregnancy. They also provide specialty care to mothers with conditions that affect pregnancy such as diabetes, lupus, etc. Clinical services will be provided within the Women's Center one day per week at the LMH Health West Campus and via telehealth. This relationship will expand care locally for mothers and babies through advanced diagnostic tests and treatments close to home; providing hope to area families by lessening their burden during an already complicated pregnancy.

COVID and Vaccination Update

Traci Hoopingarner, SVP for Clinical Care and CNO, reported that:

- LMH made a change to the hospital visitor policy earlier this week. All inpatients will be allowed one visitor/support person that can stay overnight. At any given time, the hospital prefers only

two visitors in the room unless a special circumstance is needed. In extreme circumstances, if social distancing is able to be maintained, LMH can allow up to what the room size will allow.

- The Centers for Disease Control (CDC) recently gave the green light to COVID vaccines for children 5-11.
- Vaccines are available by appointment only at all of our primary care clinics, with the exception of First Med and McLouth Medical Clinic.
- Lawrence-Douglas County Public Health (LDCPH) is also offering vaccines for children 5-11. Adults can also receive a COVID booster through LDCPH.

Open Discussion

No topics were presented for open discussion.

Executive Session – Pending Legal Matters

- Motion was made to recess into executive session to discuss preliminary issues regarding pending legal matters 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 9:40 a.m.

MOTION made by Pat Miller,
Seconded by Bob Moody.
Motion carried.

- Motion was made to extend executive session with the open meeting reconvening at 10:15 a.m.

MOTION made by Bob Moody,
Seconded by Tom Sloan.
Motion carried.

Adjournment

With no further business presented, a motion was made to adjourn the meeting at 10:16 a.m.

MOTION made by Tom Sloan,
Seconded by Jim Brooke.
Motion carried.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Pat Miller".

Pat Miller, Secretary of the Board

EXHIBIT A

To: LMH Board of Trustees
From: Colleen Browne, VP & Chief People Officer
Date: November 12, 2021
Subject: Lawrence Memorial Hospital Retirement Savings Plan - 457(b)
2022 Plan Restatement

The Lawrence Memorial Hospital Retirement Savings Plan – 457(b) (the “Plan”) is a defined contribution plan under Section 457(b) of the Internal Revenue Code and was established to help associates to save for retirement. The Plan was last restated on January 1, 2016.

The 2022 Plan restatement incorporates the following:

- Previous Amendment #1 approved by the Board of Trustees on July 3, 2017;
- Required changes resulting from the Setting Every Community Up for Retirement Enhancement (SECURE) Act, and the regulations thereunder;
- Increases to loan limits for coronavirus-related loans made to certain qualified individuals between March 27, 2020, and September 22, 2020, pursuant to the Coronavirus Aid, Relief, and Economic Security (CARES) Act;
- Allows certain qualified individuals affected by the coronavirus to request a delay in outstanding loan repayments that are due between March 27, 2020, and December 31, 2020, pursuant to the CARES Act;
- Waiver of 2020 required minimum distributions, pursuant to the CARES Act, for certain qualified individuals who would have been required to otherwise receive such distributions;
- A coronavirus-related distribution option for certain qualified individuals during the period January 1, 2020, through December 30, 2020, pursuant to the CARES Act;
- Updates to annual limits;
- Adds Roth Contributions;
- Adds Automatic Enrollment for new hires;

- Adds automatic cash-outs of terminated employee accounts of \$1,000 or less; and
- Adds automatic rollovers of terminated employee accounts greater than \$1,000, but not more than \$5,000

The LMH benefits survey conducted this summer showed a strong desire by our associates to add a Roth Contribution option. Upon approval of the 2022 Plan restatement by the LMH Board of Trustees, the LMH HR team will communicate the exciting new benefits for our colleagues and begin education sessions for the staff.

November 17, 2021

Proposed Resolutions of the LMH Board of Trustees for the Lawrence Memorial Hospital Retirement Savings Plan - 457(b)

WHEREAS, Lawrence Memorial Hospital (the "Employer") sponsors the Lawrence Memorial Hospital Retirement Savings Plan - 457(b) (the "Plan"); and

WHEREAS, the Plan provides that the Employer may amend the Plan at any time;

NOW, THEREFORE, BE IT RESOLVED, that the Employer by action of its Board of Trustees hereby amends and restates the Plan, to incorporate the provisions set forth in the attached memorandum, effective as of January 1, 2022; and

FURTHER RESOLVED, that the proper officers of the Employer are hereby authorized and directed to execute such documents, and to take such other actions, as they shall deem necessary or appropriate to effectuate the purpose of the foregoing Resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the Employer's officers and employees in furtherance of the foregoing Resolutions are hereby ratified and affirmed in all respects.

Adopted by the LMH Health Board of Trustees on November 17, 2021.

A handwritten signature in black ink, appearing to read "Beth Llewellyn", written over a horizontal line.

Beth Llewellyn
Chair, LMH Health Board of Trustees

A handwritten signature in black ink, appearing to read "Pat Miller", written over a horizontal line.

Pat Miller
Secretary, LMH Health Board of Trustees