

BOARD OF TRUSTEES
The MetroHealth System

- Date:** March 24, 2021
- Time:** 4:00 p.m.
- Place:** The MetroHealth System Board Room (Virtual Zoom)
- Present:** Ms. Inajo Davis Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Moss, Dr. Silvers, Ms. Whiting
- Staff:** Dr. Boutros, Dr. Boulanger, Ms. Brown, Mr. Frolik, Ms. Jacono, Mr. Jones, Ms. Kline, Mr. Nevel, Mr. Phillips, Ms. Platten, Ms. Rajki, Mr. Richmond, Dr. Lovich-Sapola, Mr. Stern, Ms. Wahl, Dr. Watts
- Guests:** Mr. Brian M. O'Neill, Chair, Board of Directors, The MetroHealth Foundation
Dr. Lia Logio, Vice Dean of Medical Education, Case Western Reserve University School of Medicine
Mr. Bob Glick, The JoAnn and Robert Glick Family Fund of the Cleveland Foundation

MINUTES OF MEETING

The meeting was called to order by Ms. Whiting with all participating via Zoom at 4:00 p.m., in accordance with Section 339.02(K) of the Ohio Revised Code.

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

1. Minutes

The Board approved the Minutes of the Board Meeting of January 27, 2021.
RESOLUTION 19420.

2. Welcome to the New Trustee: Inajo Davis Chappell, New Trustee to The MetroHealth System Board of Trustees

The Board of Trustees, MetroHealth Executives and Staff and other attendees introduced themselves to Ms. Chappell. The Board approved the New Trustee for The MetroHealth System Board of Trustees. RESOLUTION 19421.

3. Consent Agenda

A. Audit and Compliance Committee

1. The Board unanimously approved and accepted the 2020 Audit Report presented by RSM for The MetroHealth System's (System) annual financial statements for the year ended December 31, 2020. RESOLUTION 19422.
2. The Board unanimously approved the 2020 performance results as compared to the 2020 Plan Measures and Goals previously adopted by the Board and acceptance of the achievements of goals for the Performance Based Variable Compensation

Program, as verified by the final 2020 Net Operating Income through the finalization of the System's audited financial statements. RESOLUTION 19423.

B. Community Engagement Committee – No Meeting

C. Diversity Committee – None

D. Executive Committee – None

E. Facilities and Space Committee

1. The Board unanimously approved the further amendment of the agreement with Turner Construction Company as the Construction Manager at Risk for the Campus Transformation Project (Project) to revise the Guaranteed Maximum Price (GMP) for the New Hospital Tower and Central Utility Plant (CUP) which provides additional Project construction services. The total fees for the additional work shall not exceed \$24,778,450 for a total amended agreement amount not to exceed \$529,363,717 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19424.
2. The Board unanimously approved the amendment of the Architectural Services Agreement with LaBella Associates for renovation work at the System's Old Brooklyn Campus. The total fees for this additional work shall not exceed \$14,650 for total fees not to exceed \$1,699,650, including reimbursables to be paid out of capital funds previously approved through the Board Resolution 19360. RESOLUTION 19425.
3. The Board unanimously approved the amendment of the agreement with Gilbane Building Company as the Construction Manager at Risk for the System's Old Brooklyn Campus to provide additional services. The total fees for this additional work shall not exceed \$467,518 for a total amended agreement amount not to exceed \$6,814,856 to be paid out of capital funds previously approved through Board Resolution 19348 and 19349. RESOLUTION 19426.
4. The Board unanimously approved certain Pre-Authorized Professionals consistent with System policy GEN-88, for services to be provided during the period of April 1, 2021, through April 30, 2022, with aggregate costs not to exceed \$50,000 per assigned project per Professional. The fees for the Pre-Authorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Pre-Authorized Professionals is shown in the attached Exhibit A. RESOLUTION 19427.

F. Finance Committee – No Meeting

G. Governance Committee – None

H. Legal and Government Relations Committee

1. The Board unanimously authorized and ratified settlement of Claim No. 19-01-0917 in amount not to exceed \$600,000, to be paid from operations and to be submitted for reimbursement by Select Assurance Captive LLC. RESOLUTION 19428.
2. The Board unanimously authorized and ratified settlement of Claim No. 19-29-1218 in amount not to exceed \$500,000, to be paid from operations and to be submitted for reimbursement by Select Assurance Captive LLC. RESOLUTION 19429.

3. The Board unanimously approved certain core terms for an initial Collective Bargaining Agreement between the System and the Fraternal Order of Police, Ohio Labor Council, Inc. (FOP), expiring August 31, 2021 regarding the unit of Dispatchers in the System's Department of Public Safety for the purpose of finalizing negotiations and executing contract documents. The core terms are set forth in Attachment A. RESOLUTION 19430.
4. The Board unanimously approved the continued on-going engagement of Speire Healthcare Strategies as consultants for the System's Medicaid and State 340B government relations activities, for additional costs not to exceed \$320,000, for the period between April 2021 through December 2023, for a total amount of fees not to exceed \$810,000 plus reasonable out-of-pocket expenses, to be paid out of general operating funds. RESOLUTION 19431.

I. Quality and Safety Committee – None

4. President and CEO's Report

Dr. Boutros stated the President's Report was contained in the Board Book. He added that MetroHealth was discussing additional vaccination allocations with the Ohio Governor to ensure that Cuyahoga County's vaccination process is equitable and in the next week 5,000 additional doses of the vaccine should be received to vaccinate additional individuals. Dr. Brook Watts and Jane Platten have designated a new location in Maple Heights where vaccination clinics have been held and are going incredibly well and this site is being considered by the Cuyahoga County Board of Health to be used as an additional vaccination site for the East side. A letter was sent to the Governor on March 23, 2021 supporting the bill that he vetoed regarding public health orders; MetroHealth supports the Governor now and in the future in having a much more collaborative approach as he has been with the legislature instead of a bill aimed at stripping away his authorities from a health care orders standpoint.

5. Nursing/Magnet Report – Melissa Kline, Chief Nursing Officer

Ms. Kline stated the highlight of her report was the receipt of the official letter from the American Nurses Credentialing Center Commission on Accreditation in Practice Transition Programs which again granted accreditation with distinction for four years to MetroHealth's Nurse Residency Programs, noting two best practices were recognized by the Commission from the document submitted and the virtual visit. An unsafe room was set up that contains several safety issues, and the nurse residents enter the room thinking they are participating in a regular simulation with a patient and they enter the room containing safety issues which in turn helps them identify and critically determine events that are encountered in real life and how to correct the issues. MetroHealth was also recognized for the preceptor selection training process and recognized Kelly Seabold, Director of Nursing Excellence, who leads the Nurse Residency Program. Lastly, she reported that Nurses' week will be celebrated May 6 through May 12, 2021 at MetroHealth.

6. Medical Staff

A. Report of Medical Staff President – Dr. Jessica Lovich-Sapola

Dr. Lovich-Sapola reported that she had nothing to add to her report and asked attendees to read the newsletter contained in the Board Book for all the Medical Staff updates. She reported that physicians' week is the first being celebrated the week of March 29, 2021, and then noted Nurses' week will be celebrated in May. At the request of Dr. Lovich, Ms. Whiting made a motion and the Board unanimously approved the Medical Staff Providers Appointments, Actions and Reappointments for March 2021, as

well as the Medical Executive Committee Minutes of January 8, 2021 and February 12, 2021.

B. Approval of Medical Staff Providers Appointments, Actions and Reappointments – March 2021

1. The Board unanimously approved the Medical Staff Providers Appointments, Actions and Reappointments for March 2021. RESOLUTION 19432.

C. Medical Executive Committee Minutes – January 8, 2021 and February 12, 2021

D. Report of Case Western Reserve University (CWRU), School of Medicine – Dr. Lia Logio, Vice Dean for Medical Education

Dr. Logio indicated that CWRU celebrated another successful match day on Friday, March 19, 2021 for the senior students graduating in May, noting that six students will become residents at MetroHealth and CWRU is very grateful for the partnership with MetroHealth. An education retreat is being held for a half day the afternoon of Thursday, April 29, 2021 with the focus being diversity and inclusion in education. She thanked Alan Nevel who served on the CWRU Planning Committee and will be presenting work taking place at MetroHealth to the broader audience at the education retreat. An update will be given at a later time concerning the Medical School's special Pathways Program that includes parallel programs for those students who show interest or expertise in five areas beyond the core curriculum; one of these programs is in Urban Health, and CWRU will be showcasing some of the completed projects by the students at the end of April. Graduation will be held in mid-May, and CWRU will be welcoming the new class on July 7, 2021. The students are back in the clinical spaces and working continuously on how to continue to grow what we're doing in a way that is of value to MetroHealth.

Dr. Boutros reported that Dr. Stanton Gerson, Interim Dean at the School of Medicine and Interim Senior Vice President for Medical Affairs at CWRU, has been extremely supportive and helpful in assisting with research and with MetroHealth's cancer programs. Dr. Gerson has also been assisting Dr. Bernard Boulanger and Julie Jacono with determining a way to enter MetroHealth into the Case Comprehensive Cancer Center.

7. Audit and Compliance Committee

A. Report of Committee Chairperson Silvers

Dr. Silvers began stating the Committee met on March 17th and a good summary is provided in the Board Book with slides that provide detail. An External Audit update was presented and a completely clean audit given with no compliance issues to report, and he recognized the staff for this achievement. A lot of activity was discussed in the Internal Audit report, and it was noted that MetroHealth is complete and on track for this year, which runs through March 2021. The risk assessment procedures were completed and the 2021 risk universe was updated; risk surveys were held that lead to some really important events. He noted that these Internal Audit and Enterprise Risk Management reports should provide some assurance that time is spent in determining the most available processes and priorities and encouraged everyone to review them. He stated that Compliance did an outstanding job with the small staff that Cheryl Wahl put together and for the second year Metro Health has been awarded the World's Most Ethical Company designation, noting that everyone is encouraged to use the Ethics line, that

there has been an 28% increase in the number of cases reported in the 4th quarter of 2020. The Work Plan is 26.5% complete and on target to be completed by June 2021. RSM gave a thorough review of the Construction Cost Review services, noting MetroHealth is right on target with the major contractor and all the subcontractors. The Cybersecurity and IT update was given, noting a continuation of phishing simulation exercises being run that determines if the wrong button is clicked on and the recipient gets corrective action to assist in the IT security of emails. The people in the Security Operations Center are doing a great job and the multi-factor authentication for remote access to MetroHealth has been completed for all remote users.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Transformation Project Construction Cost Review
 - b. 2020 Audit Report for the System's Annual Financial Statements
 - c. 2021 Compliance Update and 2021 Compliance Work Plan
 - d. 2021 Internal Audit Update and 2021 Internal Audit Plan
 - e. Cyber Security and IT Update

8. Community Engagement Committee – No Meeting

9. Diversity Committee

A. Report of Committee Chairperson Dee

The Diversity Committee met on February 10, 2021 and continues to maintain a priority for the Diversity, Racial and Equity Inclusion efforts of the organization through hiring, training, and ethics to promote from within and to support the advancement of candidates throughout the organization and in the community. A report was given on the Healthcare Sector Collaborative with the major healthcare systems and how to assist diverse individuals in the preparation of education, training and promotions to meet the jobs that are available at MetroHealth. Involvement with the Tri-C Access Center also provides an excellent opportunity to allow MetroHealth employees to take courses and become well versed in specific areas in healthcare, noting that a five-day boot camp is held to provide training in the areas of basic computer skills, digital literacy, and training for the Google IT support certificate. Reports were presented on Diversity Spend included the Campus Transformation efforts under Walter Jones; the Planning, Design and Construction update and efforts to have the MBE contracting improved; a Facilities Management update by Karen Dethloff regarding the contracts required to maintain our current facility and building; a Supply Chain update under Justin Gallo and Michael Jones that discussed efforts being made to engage community individuals becoming part of the vendor list that expands the minority participation with MetroHealth; and a further discussion surrounding training involving the Supply Chain portal as well as a community outreach whereby MetroHealth is assisting with different events being held in the community to help individuals and contractors learn to do business with MetroHealth. Ms. Dee also reported that MetroHealth is participating in the Ohio Minority Supply and Development Council; Dr. Boutros executed a letter whereby MetroHealth is a partner with the Greater Cleveland Partnership and also is involved with the National Minority Contracts Association. Dr. Boutros added that the Annual Diversity and Human Resource update is scheduled for November 2021.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Culture & Organizational Effectiveness
 - b. Office of Patient Experience Update
 - c. Inclusion, Diversity and Equity Update
 - d. Provider Recruiting Update
 - e. Campus Transformation Update
 - f. Planning, Design & Construction Update
 - g. Facilities Management Update
 - h. Supply Chain Update
 - i. Diversity Spend Team Update
 - j. Q&A / General Discussion

10. Executive Committee

A. Report of Committee Chairperson Whiting

Ms. Whiting stated she had nothing to report as the Executive Committee did meet and all the subject matter discussed was held in Executive Session involving trade secrets.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Ambulatory Surge Update

11. Facilities and Space Committee

A. Report of Committee Chairperson Monnolly

Ms. Dee reported in Mr. Monnolly's absence and began with a discussion on the Facilities Management process by Karen Dethloff whereby she shared crises faced on a regular basis and the efforts being undertaken to maintain our current facility until the new one is completed. Ms. Dethloff has hired a Director of Facilities Management as she was promoted to a Vice President position. Walter Jones provided an update on the Campus Transformation and the projects being dealt with for the new buildings, noting the project is 60 weeks from the completion of the new facilities and at that time holding the first temporary Certificate of Occupancy. As emphasized in the past reports, the project remains on time and under budget. Kevin Ortner discussed the transition planning process and provided a good overview of the efforts being planned to move from one facility to another. Margaret Hewitt, Director of Planning, Design and Construction, provided an update and informed the Committee that she has accepted another job; Robin Holmes was named the interim replacement until a permanent person is secured in that position. Jane Platten discussed the progress with the Cleveland Heights Behavioral Health project which involved the negotiations and the approval process with the Cleveland Heights City Council to build the new facility at Severance Center in Cleveland Heights.

Dr. Boutros recognized and thanked Joseph Frolik for his incredible work with the community and his leadership in guiding MetroHealth through the City Council meetings, noting today being the final meeting before Cleveland Heights City Council. Ms. Platten and Mr. Frolik have shepherded that process and expect a positive outcome.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Facilities Management Update
 - b. Campus Transformation Update

12. Finance Committee – No Meeting

13. Governance Committee

A. Report of Committee Chairperson Whiting

Ms. Whiting stated the Governance Committee met in Executive Session for trade secrets, noting there was discussion surrounding succession planning for the Board and a matrix to evaluate the needs of the Board. A Board Retreat will be held in which a review of the Board's self-evaluation will be discussed, as well as results of Dr. Boutros' evaluation before it is presented to him.

14. Legal and Government Relations Committee

A. Report of Committee Chairperson Whiting

Ms. Whiting stated the meeting began with an update concerning Government Relations and the Committee's approval of the continued engagement of Speire Healthcare Strategies as the System's consultants for the Medicaid and State 340B government relations activities, noting that the organization has done an excellent job. An update was received from Risk Management, noting last year was a phenomenal year in terms of risk and claims, noting that total reserves were \$6 million, an unusually low amount. A presentation was given on the Collective Bargaining Agreement with the Fraternal Order of Police, as well as discussion surrounding the settlement of two claims. These four resolutions were all approved in the Consent Agenda presented to the Board today.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Government Relations Update
 - b. Update on Risk/Claims Management

15. Quality and Safety Committee

A. Report of Committee Chairperson Silvers

Dr. Silvers stated the Committee met on February 10, 2021 and the first item was a letter received from a first-time patient, describing his experience, and how he switched all his care to MetroHealth. Time was spent in discussion on support for the patients, families, staff and leadership through spiritual care awareness, knowledge, and resources. Quality and Safety provided a review of the 2020 goals and how MetroHealth performed, noting an involvement of some issues relative to COVID-19 but ultimately some of the targets and goals were reached. Targeted goals for 2021 were discussed as these are indicators of a broad category; target goals include influenza, colorectal cancer, A1c, immunizations, and lead screening. The Patient Experience proposed goals for 2021, after receiving responses to surveys, include a clean hospital environment, clean emergency department environment, grievance resolution, prescription refill turn-around time and continuing to refine Telehealth. Lastly, it was noted that our CMS Star rating improved.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Patient Story
 - b. Introduction & Overview of Spiritual Care
 - c. 2020 Quality & Experience Year End Performance
 - d. 2021 Proposed Quality & Experience System Goals
 - e. CMS Star Rating 2021
 - f. COVID Vaccination Update
 - g. Inclusion, Diversity and Equity Patient Interviews and Focus Groups – Initial Observations

16. Foundation and System Philanthropy Report – Kate Brown – President, The MetroHealth Foundation and MHS Chief Development Officer

Ms. Brown highlighted a gift received by Thomas A. Roof who lives in Kenton, Ohio, which is approximately 150 miles away from Cleveland. She indicated he drives here so that his son receives dental care at MetroHealth’s special dental clinic and, as a result of that and in appreciation of the care his son receives at MetroHealth, has made a very generous gift and has now become an advocate with Dr. Gregory Henschel, Chair of Oral Health and Dentistry, in working with Delta Dental Foundation to raise additional support.

Mr. Brian O’Neill reported The MetroHealth Foundation has been working with the national consulting firm of Marts & Lundy to assist in doing a mid-term assessment involving the campaign. The unbelievable gift that JoAnn and Bob Glick made has changed the complexion not only of MetroHealth but the campaign and the need to position MetroHealth to take advantage of that as best we can. Mr. O’Neill recognized the need to raise the campaign goal and will be requesting to the Foundation Board tomorrow, March 25, 2021, a request for a significant increase, the message being that MetroHealth is not done and there is more work to do and to ensure that the right structure and team is in place to do that. He also noted that the Foundation is undertaking a strategic planning process and he plans to present some of the conclusions and outcomes in future meetings. Mr. O’Neill mentioned that his term expires in May 2021, noting that this is the last Board of Trustees meeting he will be attending. He offered a special thanks to Dr. Akram Boutros, Kate Brown, Vanessa Whiting, and Craig Richmond for their assistance in making the campaign a success, as well as Brenda Kirk for her leadership in the early stages. He also thanked Bob and Joanne Glick as well for the opportunities that have been created which will be felt for decades to come. He expressed his thanks to all who have attended the meetings and that he has come in contact with and stated he enjoyed his experience tremendously and will not be far away.

A motion was unanimously passed by roll call vote to go into Executive Session (5:05 p.m.) to discuss trade secrets, personnel matters and matters required to be kept confidential by law.

Following the Executive Session, the meeting reconvened in open session at approximately 6:00 p.m.

The Chair noted that the Board of Trustees were provided information for a recommendation for the approval of 2021 goals and performance metrics for the Performance Based Variable Compensation Plan (Plan) for leadership. There being no further questions, the Board unanimously approved the 2021 Plan Measures and Goals as described in the attachment thereto, to be utilized in connection with the overall compensation methodology. These metrics embody a balanced approach including financial, strategic, quality, community/consumer oriented, diversity, operational and innovation goals. No awards will be paid unless the System achieves the Adjusted EBIDA “trigger”, which will be calculated net of the Performance Based Variable Compensation awards. RESOLUTION 19433.

The meeting adjourned at approximately 6:10 p.m.

NEXT MEETING: May 26, 2021 (WEDNESDAY) – 4:00 p.m.
The MetroHealth System – Zoom Virtual Meeting

The MetroHealth System

Respectfully submitted,

Vanessa Whiting, Chairperson

Akram Boutros, M.D., FACHE
President and Chief Executive Officer