

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – MAY 26, 2021**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
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 CONSENT AGENDA	
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Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation to Revise the Guaranteed Maximum Price	19435
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Approval of Board Meeting Minutes, March 24, 2021

RESOLUTION 19434

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of March 24, 2021 for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the Minutes of the Regular Meeting of March 24, 2021, as presented.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation to Revise the Guaranteed Maximum Price

RESOLUTION 19435

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement with Turner Construction Company as the Construction Manager at Risk for the Campus Transformation project (the “Project”) to revise the Guaranteed Maximum Price (“GMP”) for the New Hospital Tower and Central Utility Plant (“CUP”); and

WHEREAS, the Board’s Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the further amendment of the agreement with Turner Construction Company to provide additional Project construction services. The total fees for the additional work shall not exceed \$9,665,514 for a total amended agreement amount not to exceed \$539,029,231 to be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Approval to Further Amend the Architectural Services Agreement of LaBella Associates for
Improvements to the System's Old Brooklyn Campus

RESOLUTION 19436

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the Architectural Services Agreement with LaBella Associates for renovation work at the System's Old Brooklyn Campus (the "Project"); and

WHEREAS, the Board's Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment of the Architectural Services Agreement with LaBella Associates to provide additional services for the Project. The total fees for this additional work shall not exceed \$18,440 for total fees not to exceed \$1,718,090, including reimbursables to be paid out of capital funds previously approved through Board Resolutions 19360 and 19425.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly,
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Approval of Lease Agreement

RESOLUTION 19437

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lease;

WHEREAS, the Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the lease as more fully described in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of Capital Improvements to the System's Ambulatory Locations

RESOLUTION 19438

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for capital improvements to the System's various ambulatory locations as more fully described in Attachment A (the "Ambulatory Enabling Project"); and

WHEREAS, the Facilities and Space Committee of the Board of Trustees has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the capital expenditure for the Ambulatory Enabling Project to be paid out of cash reserves and operating cash flow;

BE IT FURTHER RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes the President and Chief Executive Officer to approve the retention of Professional Services, as defined in policy GEN-88, in amounts exceeding \$250,000, but within the approved budget, for the Ambulatory Enabling Project; and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of the Purchase of Insurance and Related Broker Services for Certain Capital Projects

RESOLUTION 19439

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of insurance policies to support planned capital projects at MetroHealth's Main Campus and Cleveland Heights locations (the "Enabling Projects"), including the purchase of general liability and workers compensation/employer's liability insurance; environmental liability insurance; owners protective professional indemnity insurance; and builder's risk insurance; and

WHEREAS, the recommendation also is for the extension of broker services from Willis Towers Watson to support the insurance program; and

WHEREAS, the Board's Facilities & Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves:

- The continued retention of Willis Towers Watson as the System's broker of record for the owner-controlled insurance program and construction-related insurances for the Enabling Projects at a cost not to exceed \$170,000 over the time period of the underlying projects and policies;
- The purchase of additional general liability and workers compensation/employer's liability insurance for the Enabling Projects for the time period of the underlying projects with total limits of up to \$150,000,000 (through one or more layers of insurance) and for a combined premium not to exceed \$1,400,000, to be paid out of funds allocated to each relevant Enabled Project;
- The purchase of environmental liability insurance with limits of up to \$25,000,000 per incident for the time period of the underlying projects and for a combined premium not to exceed \$100,000 to be paid out of funds allocated to each relevant Enabled Project;
- The purchase of owners protective professional indemnity insurance with limits of up to \$20,000,000 per incident for the time period of the underlying projects and for a combined premium not to exceed \$200,000 to be paid out of funds allocated to each relevant Enabled Project; and,
- The purchase of builder's risk insurance with limits of up to the underlying project cost for the time period of the underlying projects and for a combined premium not to exceed \$325,000 to be paid out of funds allocated to each relevant Enabled Project.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly,
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Approval of the Continued Engagement of Clearstead as the System's Investment Advisor

RESOLUTION 19440

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of Clearstead as System's investment advisor, and

WHEREAS, the Finance Committee of the Board of Trustees has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the continued engagement of Clearstead as the System's investment advisor, for the purpose of providing advice, consultation and related services to MetroHealth with regards to MetroHealth's investment policy and practice, for aggregate annual fees not to exceed \$164,000, to be paid out of general operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Approval of Capital Improvements to the System's Rammelkamp Pavilion

RESOLUTION 19441

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for capital improvements to the System's Rammelkamp Pavilion relating to improvements to its laboratory space; and

WHEREAS, the Finance Committee has reviewed and approved the recommendation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the capital expenditure for the improvements to the System's Rammelkamp Pavilion for aggregate costs not to exceed \$3,500,000, to be paid out of available capital funds and thereafter reimbursed by funds the System will receive from JobsOhio for the Cleveland Innovation District Research Initiatives Grant.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Approval of Medical Staff Providers Appointments, Actions and Reappointments
May 2021

RESOLUTION 19442

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the Credentials Committee on March 30, 2021. The appointments will then be reviewed and accepted by the Medical Executive Committee on April 9, 2021.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Abughali, Nazha, MD	Pediatrics		3/31/2021
Alhasan, Roba, MD	Medicine	Hematology/Oncology	3/31/2021

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Bugos, Eric, CNP	Medicine	Hospital Medicine	3/31/2021
Conte, Susan, PA-C	Surgery	General Surgery	3/31/2021
Davidson, Angela, CNP	Medicine/Pediatrics		3/31/2021
Hughes, Ronae, CNP	Medicine	Hospital Medicine	3/31/2021
Peterre, Dominic, PA-C	Orthopaedics		3/31/2021
Sedlock, Joy, CNP	Psychiatry		3/31/2021

Non reviewable list-Clean files

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Henry, Jennifer, PT	PM&R		3/31/2021
Reyes de Noyes, Vanilda, LISW	Psychiatry	Social Work	3/31/2021

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the Credentials Committee on April 27, 2021. The appointments will then be reviewed and accepted by the Medical Executive Committee on May 14, 2021.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Tulodzieski, Christopher, DPM	Orthopaedics	Podiatry	4/28/2021

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Bej, Katherine, OD	Surgery	Ophthalmology	4/28/2021
Cameron, Elton, CNP	Medicine	Hospital Medicine	4/28/2021
Fisher, Andrea, OD	Surgery	Ophthalmology	4/28/2021
Gardiner, Lindsey, PA-C	Surgery	General Surgery	4/28/2021
Huber, Marisa, PA-C	Surgery	General Surgery	4/28/2021
Vachhani, Nirali, PA-C	Surgery	General Surgery	4/28/2021

Non reviewable list-Clean files

Privileged Non-Member

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Antonescu, Elena, DO	Radiology		4/28/2021
Butcher, Carl, MD	Radiology		4/28/2021
Haidary, Ahmad, MD	Radiology		4/28/2021
Finkelstein, Evan, MD	Radiology		4/28/2021

The following actions to The MetroHealth System Medical Staff will be reviewed by the Credentials Committee on March 30, 2021. The Actions will then be reviewed by the Medical Executive Committee on April 9, 2021.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Dedolph, Rita, CRNA	Anesthesiology		2/26/2021-RT
Drakos, Amanda, PA-C	Neurosurgery		3/23/2021-R
Frantz, Matthew, MD	Family Medicine		2/26/2021-ET
Schubeck, Dianne, MD	OB/GYN		2/26/2021-RT
Toabe, Mindy, OD	Surgery	Optometry	4/1/2021-R

Staff Category Change

<u>Name</u>	<u>Category From</u>	<u>Category To</u>	<u>Date</u>
Finley, James, MD	Active	Emeritus	4/2/2021

Additional Clinical Privileges

<u>Name</u>	<u>Privileges Added</u>	<u>Date</u>
Burnsides, Christopher, DO	Life Flight Privileges	3/23/2021
Belcastro, Leah, CNP	Express Care Privileges	2/22/2021

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

The following actions to The MetroHealth System Medical Staff will be reviewed by the Credentials Committee on April 27, 2021. The Actions will then be reviewed by the Medical Executive Committee on May 14, 2021.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Charla, Pradeepkumar, MD	Pediatrics	Pediatric Cardiology	4/6/2021-R
Hoyt, Walter, MD	Pediatrics	Pediatric Cardiology	4/6/2021-R
Safford, Shawn, MD	Pediatrics	Pediatric Cardiology	4/6/2021-R
Tjan, Allison, PA-C	Surgery	Cardiothoracic	1/20/2021-R

Additional Clinical Privileges

<u>Name</u>	<u>Privileges Added</u>	<u>Date</u>
Auckley, Dennis, MD	Fluoroscopy Privileges	4/8/2021
Balakumaran, Kathir, MD	Fluoroscopy Privileges	4/15/2021
Cheng, Stephen, MD	Fluoroscopy Privileges	4/17/2021
Chepla, Kyle, MD	Fluoroscopy Privileges	4/15/2021
Karim, Saima, DO	Fluoroscopy Privileges	4/15/2021
Keith, Michael, MD	Fluoroscopy Privileges	4/15/2021
Kourouni, Ismini, MD	Fluoroscopy Privileges	4/15/2021
Infeld, Michael, MD	Fluoroscopy Privileges	4/15/2021
Lengu, Irma, MD	Thulium Laser Privileges	4/16/2021
Murad, Khalil, MD	Fluoroscopy Privileges	4/15/2021
Nguyen, Carvell, MD	Thulium Laser Privileges	4/23/2021
Quealy, Kathleen, MD	Fluoroscopy Privileges	4/15/2021
Shah, Bhavesh, MD	Fluoroscopy Privileges	4/15/2021
Spirnak, J. Patrick, MD	Thulium Laser Privileges	4/16/2021
Waghray, Nisheet, MD	Fluoroscopy Privileges	4/15/2021
Ziv, Ohad, MD	Fluoroscopy Privileges	4/15/2021

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

MARCH 2021 REAPPOINTMENTS

Last Name	First Name	Degree	Department	Division
Aderibigbe	Oluyemi	MD	Obstetrics & Gynecology	
Anthony	Donald	MD, Ph.D	Medicine	Rheumatology
Babura	Holly	APRN-CNP	Medicine	Nephrology
Bates	Michael	DO	Radiology	
Berlin	Sheila	MD	Radiology	
Chiang	Elizabeth	MD, Ph.D	Surgery	Ophthalmology
Dhanvanthari	Sonya	MD	Medicine/Pediatrics	
Klonowski	Stephanie	APRN-CNP	Neurosurgery	
Park	Constance	APRN-CNP	Medicine	Rheumatology
Ruff	Jessica	MD	Medicine	Express Care
Siraj	Aisha	MD	Medicine	Cardiology
Sivit	Carlos	MD	Radiology	
Vasavada	Pauravi	MD	Radiology	
Wang	Yonker	MD	Radiology	
Wien	Michael	MD	Radiology	

APRIL 2021 REAPPOINTMENTS

Last Name	First Name	Degree	Department	Division
Blinkhom	Richard	MD	Medicine	Infectious Disease
Ray	Amy	MD	Medicine	Infectious Disease
Waite	Kristen	PA-C	Surgery	Trauma/Burn/Critical Care
Patadia	Brijesh	MD	Physical Medicine & Rehabilitation	
Garay	Jaime	LISW	Psychiatry	Social Work
Rees	Hary	APRN-CNP	Neurosurgery	

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: May 26, 2021

Approval of Amended and Restated Bylaws for the Board of Trustees

RESOLUTION 19443

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the Amended and Restated Bylaws; and

WHEREAS, the Governance Committee has reviewed and approved the proposed amendments.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Amended and Restated Bylaws for the Board of Trustees in the form attached hereto as Exhibit A.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston

ABSTAINED: None

DATE: May 26, 2021

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

Amendments and Revisions through May 2021

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

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THE METROHEALTH SYSTEM

BOARD OF TRUSTEES BYLAWS

PREAMBLE: SOURCE AND AUTHORITY

The MetroHealth System has been established as a county hospital and operates and is governed by Chapter 339 of the Ohio Revised Code. These Bylaws have been adopted by the Board of Trustees (the "Board") pursuant to Chapter 339 of the Ohio Revised Code. Any reference to the Ohio Revised Code shall mean the Code as now in effect or as may hereafter be amended and to the corresponding provisions of any similar laws subsequently enacted to those sections and provisions.

ARTICLE I: NAME

The name of this organization shall be The MetroHealth System. The MetroHealth System is the governing authority for an integrated system of health care facilities and programs operated by the organization. The term "organization" when used hereinafter may refer to the entire system or an individual component thereof as the context indicates.

ARTICLE II: ROLE AND PURPOSE

Section 1. Role and Purpose.

The role and purpose of the organization shall be to provide any or all health care or medical services, whether inpatient or outpatient services, diagnostic, treatment, care or rehabilitation services; wellness services; services involving the prevention, detection and control of disease; home health services or services provided at or through various facilities; education, training and other necessary and related services for the health professions; promote and carry on biomedical, health services and other related research; management or operation of any hospital facilities and the management, operation or participation in programs, projects, activities and services useful to, connected with, supporting or otherwise related to the foregoing health, wellness and medical services; wellness programs; and such other activities in furtherance of the foregoing health, wellness and medical services that may be in the best interests of the organization or the persons served by the organization or necessary to perform its mission and functions and respond to change in the health care industry as determined by the Board of Trustees.

Section 2. Mission Statement.

In order to provide a concise statement of the purposes and objectives of the organization for internal and external dissemination, the Board of Trustees shall develop and, from time to time, review and revise as necessary, a Mission Statement which shall be considered an addendum to these Bylaws when approved by the Board.

ARTICLE III: RESPONSIBILITY AND DUTIES

Section 1. Responsibility.

In accordance with the applicable provisions of the Ohio Revised Code, the Board shall have the authority and responsibility for the entire management and control of the organization, and shall establish such rules for its governance and the delivery of health care services as are necessary and expedient. Nothing in these Bylaws shall be construed to limit the statutory authority of the Board in the conduct of the affairs of the organization. The Board shall retain the right to rescind any assignment, referral, or delegation of authority.

Section 2. Education and Orientation.

Trustees of the Board shall understand and fulfill their responsibilities. New Trustees shall participate in an orientation program. Administrative leadership will offer continuing education programs to and share ongoing information with Trustees to assist them in understanding and fulfilling their responsibilities.

Section 3. Standard of Care; Duties.

A Trustee shall perform the duties of a Trustee, including the duties as a member of any committee of the Trustees upon which the Trustee may serve, in good faith, in a manner the Trustee reasonably believes to be in or not opposed to the best interests of the organization, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Trustee, a Trustee is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, that are prepared or presented by the following:

- (1) One or more Trustees, officers, or employees of the organization who the Trustee reasonably believes are reliable and competent in the matters prepared or presented;

- (2) Counsel, public accountants, or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competence; and/or
- (3) A committee of the Trustees upon which the Trustee does not serve, duly established in accordance with a provision of the Bylaws, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

For purposes of this section, in determining what a Trustee reasonably believes to be in or not opposed to the best interests of the organization, a Trustee shall consider the purposes of the organization and may consider any of the following:

- (1) The interests of the employees, suppliers, creditors, and customers of the organization;
- (2) The economy of this state and of the nation;
- (3) Community and societal considerations; and,
- (4) The long-term and short-term best interests of the organization, including, but not limited to, the possibility that those interests may be best served by the continued independence of the organization.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. Appointments.

The Cuyahoga County Executive together with the probate judge of Cuyahoga County senior in point of service and the judge of the Court of Common Pleas of Cuyahoga County senior in point of service shall nominate and, with the approval of the Cuyahoga County Council, appoint the members of the Board pursuant to the provisions of Ohio Revised Code Section 339.02.

Section 2. Term of Office.

The number of members of the Board shall be ten (10) as provided in Ohio Revised Code Section 339.02 and each Trustee shall serve a term of office of six (6) years or such shorter term as may be required by the provisions of Ohio Revised Code Section 339.02.

Section 3. Conflict of Interest and Qualification.

A policy of the Board relative to conflict of interest, consistent with the applicable provisions of the Ohio Revised Code, shall be adopted by the Board.

Pursuant to Ohio Revised Code Section 339.02, no more than two Trustees shall be electors of the area served by the organization that is outside Cuyahoga County. Each Trustee shall be qualified to vote on any issue that may properly come before any meeting of the Board and to hold any office of the Board to which such Trustee may be elected or appointed, subject to the conflict of interest policy of the Board and the provisions of the Ohio Revised Code.

Section 4. Vacancies; Removal; Resignation.

All vacancies which occur on the Board by reason of expiration of term, death, resignation or removal from office shall be filled by the appointment of a new Trustee to fill the unexpired term, in accordance with the Ohio Revised Code. Any Trustee may be removed from office in accordance with the provisions of the Ohio Revised Code. Any Trustee may resign at any time by giving written notice of such resignation to the Chairperson of the Board.

Section 5. Principal Office.

The principal office of the Board shall be located at MetroHealth Medical Center, 2500 MetroHealth Drive, Cleveland, Ohio 44109-1998 unless the Board designates another location.

ARTICLE V: REGULAR AND SPECIAL MEETINGS

Section I. Regular Meetings and Open Meetings Policy.

The Board shall hold regular meetings at its principal office, or other convenient location as designated by the Chairperson of the Board, no less frequently than four times per year. A Schedule of Board and committee meetings for the coming year shall be adopted by the Board at its last regular meeting of the preceding year, and such schedule shall be made available to the general public upon request, in accordance with the Ohio Revised Code.

A policy of the Board relative to the open meetings law, consistent with the requirements of the Ohio Revised Code, shall be adopted by the Board.

Section 2. Quorum.

The number of Trustees that constitutes a quorum for regular and special meetings of the Board shall be the number required by Section 339.02 of the Ohio Revised Code or any successor provision thereto.

Section 3. Agendas and Procedures for Meetings.

Agendas for regular meetings of the Board shall be prepared by the President and Chief Executive Officer of the organization in consultation with the Chairperson of the Board. In addition to such items of current business as may be presented by the Chairperson for consideration at Board meetings, the following matters shall be considered by the Trustees at each regular meeting of the Board:

- a. Approval of minutes of previous meeting;
- b. Approval of expenditures for capital improvement above certain limits as may be established by the Board from time to time and such operating expense approvals as may be required by the Board from time to time;
- c. Approval of privileges for clinical practitioners and appointments of privileged practitioners as members of the medical staff of the organization and review of Medical Executive Committee minutes; and
- d. Such other matters as may be properly brought before the Board.

Any Trustee may cause an item to be included on the agenda of the next meeting of the Board by submitting it to the Chairperson of the Board at least ten days before the Board meeting.

Section 4. Special Meetings.

Special meetings of the Board shall be held upon the call of the Chairperson of the Board or upon the request, in writing, of any three Trustees. Pursuant to such notice, the Chairperson shall call a special meeting of the Board within ten days of the receipt of such request.

Written notice of a special meeting shall be transmitted to each Trustee at least forty-eight (48) hours before the date of such special meeting. This notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 5. Annual Meeting/Election of Officers.

The regular March meeting of the Board shall be the Annual Meeting of the Board. At the meeting, Officers of the Board shall be elected and assume office.

Section 6. Special Meeting to Evaluate Mission and Board's Performance.

The Board shall hold a special meeting not less than once biennially to review the organization's mission and to evaluate the Board's role and performance related to achieving that mission unless the Board has otherwise accomplished such review and evaluation through regular meetings and/or Board retreats.

Section 7. Meeting by Authorized Communications Equipment.

Trustees or any member of a committee of the Board may participate in and act at any meeting of such Board or committee by means of authorized communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute attendance and presence in person at the meeting and any such member shall be counted for purposes of determining whether a quorum is present and shall be permitted to vote. The Board shall maintain a record of any vote or other action taken at a Board or committee meeting conducted by means of authorized communications equipment and such records shall identify the members attending by means of authorized communication equipment. "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

ARTICLE VI: OFFICERS OF THE BOARD

Section 1. Officers and Term of Office.

The Officers of the Board may include a Chairperson, a Chair-Elect (elected to serve for the final year of the Chairperson's service in such office), a Vice Chairperson, and a Secretary. All Officers shall be elected by the Board from among its own membership and shall hold office for a period of three years and until their respective successors shall have been duly elected and qualified. If the Chairperson serves two consecutive terms, she/he cannot serve as Chairperson for a minimum of three years from the end of the most recent term.

Section 2. Responsibility of Chairperson.

The Chairperson shall preside at all meetings of the Board, whether regular or special, and shall be, ex-officio, a member of all committees of the Board. The Chairperson also shall have responsibility for the other duties of the office, as hereinafter described.

Section 3. Responsibility of the Chair-Elect.

The Chair-Elect shall act as the Chairperson in the absence of the Chairperson and, when so acting, shall have the power and authority of the Chairperson and shall preside at all meetings of the Board, and perform such duties as may be assigned by the Board or by the Chairperson.

The Chair-Elect shall:

- Become the MetroHealth Board of Trustees Chairperson at the next annual meeting of the Board of Trustees, unless a majority of the Board of Trustees elects otherwise; or in the event that the current Chair position becomes vacant for any reason;
- Participate in all Board and Committee meetings, as available;
- Co-Chair the Executive and Diversity Committee;
- Be called upon to make official appearances and presentations, such as media briefings and community meetings, to supplement the efforts of the Chairperson;
- Beginning mid-year, attend weekly briefing sessions between the Chairperson and the President and Chief Executive Officer.
- Be responsible for planning the next year's activities as Chairperson, including completion of budget plan, and committee appointments; and,
- Otherwise work with the Chairperson to develop a transition process where the Chair-Elect becomes familiar with the duties and functions of the Chairperson and assume such other duties and functions as delegated from time to time.

Section 4. Responsibility of Vice Chairperson.

The Vice Chairperson shall act as Chairperson in the absence of the Chairperson and, when so acting, shall have the power and authority of the Chairperson.

Section 5. Responsibility of Secretary.

The Secretary shall have the responsibility for assuring that records of all Board meetings and actions, including minutes, journals and other legally required documents, are adequately kept and properly reported.

Section 6. Signature Authority

Any Officer of the Board is authorized to sign any document requiring the signature of an Officer of the Board.

ARTICLE VII: COMMITTEES OF THE BOARD

Section 1. Committee Structure.

Committees of the Board shall be either standing or special. Standing committees shall include: Executive and Diversity Committee; Governance Committee; Facilities and Planning Committee; Finance Committee; Audit and Compliance Committee; Quality, Safety and Experience Committee; and such other standing committees as the Board may authorize. Standing committees may meet jointly.

Special committees may be appointed by the Chairperson of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall stand discharged upon completion of said task. The Appellate Review Committee shall be a special committee.

Each Committee shall ensure that the Board is informed about the range of Committee activities and shall make recommendations for necessary action in their respective areas. The committee Chairperson, or other Trustee member in the absence of the Chairperson, shall report actions, recommendations, and information of the committee to the Board at the regular meeting of the Board immediately following such committee meeting.

Committees shall meet as often as deemed necessary by the committee Chairperson. Committee meetings shall be held at the organization's principal office or other convenient location as designated by the committee Chairperson.

Section 2. Committee Membership and Assignments.

Each standing committee shall have at least two Trustees on its membership. Committee assignments shall be made at the Annual Meeting by the Chairperson of the Board, who shall also designate the Trustee to serve as Chairperson of the committee. The Chairperson of the Board shall designate any additional assignments to the standing committees. Appropriate administrative and medical representatives to the committees shall be recommended by the President and Chief Executive Officer. These representatives shall offer information and advice as requested but shall not have a vote.

Section 3. Committee Quorum.

At any duly called committee meeting, any two Trustees, whether or not designated committee members, shall constitute a quorum. Each committee meeting shall have an agenda and minutes of the meeting shall be kept on file.

Section 4. Committee Charters.

Each standing committee of the Board shall develop and review a committee charter from time to time as considered appropriate by the committee, subject to approval of the Board. Any modifications to the charter must be approved by the Governance Committee and the Board of Trustees.

STANDING COMMITTEES

Section 5. Executive and Diversity Committee.

The Executive and Diversity Committee shall consist of the Officers of the Board: Chairperson, Chair-Elect (as applicable), Vice-Chairperson and Secretary and may also include additional Trustees as determined by the Officers.

The Committee shall appoint a search committee for a President and Chief Executive Officer, recommend removal of a Trustee if necessary, and take action, subject to Board ratification, on behalf of the Board in an emergency situation when the Board cannot be convened. The Committee shall be responsible for coordinating the review of the President and Chief Executive Officer's compensation and for the oversight of the development and implementation of policies and programs to promote diversity in the workplace. The Committee shall consider any other items it deems appropriate.

Section 6. Facilities and Planning Committee

The Facilities and Planning Committee shall be responsible for reviewing new construction, remodeling and major maintenance projects, master plan for the organization, and other programs designed to maintain or improve the capital facilities, consistent with the strategic direction of the Board.

Section 7. Finance Committee.

The Finance Committee shall be responsible for reviewing the annual operating and capital budgets and routine financial statements of operating funds. The Committee shall review expenditures of operating funds as required by law or above certain limits set by the Board from time to time. The Committee shall be informed of and review any matter materially affecting the finances of the organization.

Section 8. Audit and Compliance Committee

The Audit and Compliance Committee shall be responsible for: (i) oversight of the quality and integrity of the organization's financial statements, (ii) oversight of the audit and review of the organization's financial statements by the independent auditors, (iii) oversight of the organization's compliance with legal and regulatory requirements and

the independence and performance of its independent auditors, (iv) recommending to the Board of Trustees the appointment of the independent auditors, and (v) performing all other functions prescribed by the Board of Trustees and permitted by applicable law.

Section 9. Quality, Safety and Experience Committee.

The Quality, Safety and Experience Committee shall be responsible for reviewing reports and discussing plans in the areas of clinical quality assurance and patient service improvement. The Committee shall ensure that the Board is informed about and involved in clinical and administrative activities geared toward continually improving the quality of services at the organization and promoting and enhancing patient experience and engagement. The Committee also shall be responsible for establishing and maintaining quality, safety and patient service metrics.

Section 10. Governance Committee.

The Governance Committee shall be responsible for overseeing and supporting the Board's governance effectiveness, including by organizing board retreats and board training, conducting assessments of the full Board and Trustees at least biannually, and the development of Board policies for the Board's discussion and action. The Committee shall have primary responsibility for matters pertaining to Trustee orientation, training, and evaluation, and for assisting the Board in making recommendations to the County Executive and County Council regarding the appointment and reappointment of Trustees. The Committee is charged with reviewing all committee charters from time to time or as requested by the Board.

The Committee also shall have responsibility for overseeing and recommending appropriate policies in the legal and contractual affairs of the institution, including, but not limited to, risk management, claims management, and insurance programs. The Committee shall be responsible for reviewing the bylaws, and requests for changes thereto, for the Medical Staff or other self-governing bodies authorized by the Board.

SPECIAL COMMITTEES

Section 11. Appellate Review Committee.

The Appellate Review Committee shall be composed of at least three members of the Board and shall be appointed by the Chairperson when required by the appellate review procedures of Part II, Section 7 of the Medical Staff Bylaws. The Committee shall perform the review function as outlined in Part II, Section 7 of the Medical Staff Bylaws and make a recommendation to the Board.

Section 12. Expedited Credentialing Committee.

The Expedited Credentialing Committee shall be composed of at least two members of the Board and shall be appointed by the Chairperson. The Committee shall perform the review function as outlined in Part III, Section 3.3.2 of the Medical Staff Bylaws and Article X of these Bylaws to consider clinical privileges that meet the requirements for such an expedited process between regularly scheduled meetings of the Board. Any decision by the Expedited Credentialing Committee shall be reviewed and ratified by the full Board at the Board meeting next following the Committee's action.

ARTICLE VIII: INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The organization shall defend and indemnify, to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee, officer, employee or agent of the organization, or is or was serving at the request of the organization as a trustee, officer, employee, member, manger, or agent of another corporation, domestic or foreign, nonprofit or for-profit, limited liability company, partnership, joint venture, trust or other enterprise; provided such person acted in good faith in what he/she reasonably believed to be in or not opposed to the best interest of the organization and, in the case of any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. As used in this Section, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements, court costs, judgments, fines, penalties or excise taxes against and amounts paid in settlement by a director, officer, employee, member, manager, or agent other than amounts paid to the organization itself. The termination of any civil or criminal claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere, or its equivalent shall not create a presumption that the person did not meet the standards of conduct set forth in this Section. This Article VIII shall be interpreted in all respects to expand such power to indemnify to the maximum extent permissible under Ohio law with regard to the particular facts of each case, and not in any way to limit any statutory or other power to indemnify or right of any individual to indemnification.

However, the organization shall defend and indemnify any such agent (as opposed to any Trustee, officer, or employee) of this organization to an extent greater than that required by law only if and to the extent that the Board may, in its discretion, so determine. The defense and indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking defense and indemnification may

be entitled under any law, the articles of incorporation or any agreement, or otherwise, both as to action in official capacities and as to action in another capacity while such person is a Trustee, officer, employee or agent of the organization, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred in defending any civil or criminal action, suit or proceeding or any issue therein, including attorneys' fees, may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized by the Board in each specific case, upon receipt of an undertaking by the Trustee, officer, employee, member, manager, or agent to repay such amounts unless it shall ultimately be determined that he/she is entitled to be indemnified by the institution as authorized in this Article XVIII.

Section 2. Insurance.

The organization may, to the full extent then permitted by law and authorized by the Board, purchase and maintain insurance on behalf of any person described in Section 1 of this Article VIII against any liability asserted against and incurred by such person in any capacity defined in Section 1, or arising out of said person's status as described in Section 1, whether or not the organization would have the power to indemnify such person against such liability.

Section 3. Bonding.

In accordance with the Ohio Revised Code, the organization shall bond each Trustee for the proper performance of his/her duties.

ARTICLE IX: CHIEF EXECUTIVE OFFICER

Section 1. Appointment of Chief Executive Officer.

The Board shall select and appoint a chief executive officer who shall be its representative in the management of the organization. The chief executive officer shall have the title of President and Chief Executive Officer. The President and Chief Executive Officer shall be given the necessary authority and responsibility to operate the organization in all its activities and departments, subject only to such policies as may be issued by the Board or by any of its Committees to which it has delegated power for such action. The President and Chief Executive Officer shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act.

Section 2. Responsibility of President and Chief Executive Officer.

The authority and responsibility of the President and Chief Executive Officer shall be as defined by the Board from time to time consistent with the provisions of Ohio Revised Code Chapter 339.

Section 3. Review of Chief Executive Officer Performance.

The Board shall review the performance of the President and Chief Executive Officer, which shall include the institutional objectives and goals established by the Board, from time to time as the Board deems appropriate.

ARTICLE X: MEDICAL STAFF

Section 1. Organization and Bylaws.

The Board shall organize the physicians, dentists, podiatrists, psychologists, optometrists, advanced practice providers and appropriate other persons granted practice privileges in the organization into a Medical Staff under Medical Staff Bylaws approved by the Board.

The Medical Staff Bylaws and Rules and Regulations shall be periodically reviewed and amendments, thereto, shall be recommended by the Medical Staff for approval by the Board; provided, however, that nothing contained in the Medical Staff Bylaws or in these Bylaws is intended to limit the statutory powers granted to the Board by the Ohio Revised Code.

All privileged practitioners on the Medical Staff shall abide by the Medical Staff Bylaws and the Medical Staff Rules and Regulations.

The President of the Medical Staff shall represent the Medical Staff at meetings of the Board.

Section 2. Appointments.

The Board shall appoint, in numbers not exceeding the organization's needs, privileged practitioners who meet the qualifications for such privileges as set forth in the Medical Staff Bylaws.

All applications for appointments of Medical Staff privileges shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience, and any unfavorable history with regard to licensure and hospital privileges. The

organization shall verify the authenticity of the applicant's credentials and the appropriateness of the proposed appointment.

All initial appointments and reappointments to the Medical Staff shall be for a period of not more than two years.

The Medical Executive Committee, representing the Medical Staff, shall make recommendations through the President of the Medical Staff to the Board or, if applicable, the Expedited Credentialing Committee, concerning granting of clinical privileges; disciplinary actions; and all matters as may be referred to it by the Board.

Section 3. Authority and Responsibility for Care.

The Board shall, in its exercise of its overall responsibility, assign to the Medical Staff reasonable authority for ensuring appropriate professional care to the organization's patients.

Each privileged practitioner appointed to the Medical Staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in the Medical Staff Bylaws and Rules and Regulations and subject, further, to any limitations attached to his or her appointment.

Section 4. Evaluation of Care.

The Medical Staff shall conduct an ongoing review and appraisal of the quality of professional care rendered in the organization and shall report such activities and their results to the Board or its authorized committee.

Section 5. Hearings.

When an appointment is not to be renewed, or when privileges have been or are proposed to be reduced, altered, suspended, or terminated, the privileged practitioner involved shall be afforded the opportunity of a hearing and appellate review as set forth in the Medical Staff Bylaws. Procedures for such hearings and appeals shall be defined in the Medical Staff Bylaws, approved by the Board, and shall ensure due process and afford full opportunity for the presentation of all pertinent information. If the reason for the action is determined to be purely administrative in nature and not involving the individual's clinical competence, the organization shall follow its usual personnel processes.

ARTICLE XI: VOLUNTARY ORGANIZATIONS

The Board welcomes the assistance of all voluntary organizations affiliated with the organization to aid in the advancement of the goals and purposes of the organization. All voluntary organizations shall adopt a formal statement of purpose and planned activities either in the form of bylaws, rules and regulations, or other suitable documentation. Such documents and any amendments to these documents shall be submitted to the Board for approval.

ARTICLE XII: AMENDMENTS

These Bylaws of the Board may be amended by affirmative vote of a majority of the total membership of the Board, provided that the text of any such proposed amendments shall have been provided to each member of the Board at least ten days prior to the meeting at which action is to be taken. When action to amend or revise the Bylaws is taken, the date of such amendment or revision shall be noted in an addendum to these Bylaws.

ADDENDA

MISSION STATEMENT

Leading the way to a healthier you and a healthier community through service, teaching, discovery and teamwork.

ADDENDUM

AMENDMENTS AND REVISION TO THE METROHEALTH SYSTEM BYLAWS

Approved: March 2, 1955
Amended: October 28, 1959
Amended: June 18, 1968
Revised: January 22, 1975
Amended: April 23, 1975
Amended: March 23, 1977
Amended: August 23, 1978
Amended: November 24, 1981
Revised: April 25, 1984
Revised: May 29, 1985
Revised: May 25, 1988
Amended: June 29, 1988
Amended: December 20, 1989
Amended: March 27, 1991
Revised: July 28, 1992
Revised: August 25, 1993
Revised: June 29, 1994
Revised: May 29, 1996
Revised: December 2005
Revised: May 2007
Revised: November 2007
Amended: August 2008
Amended: August 2009
Amended: September 2011
Amended: June 28, 2017
Revised: March 28, 2018
Amended: July 25, 2018
Amended: July 24, 2019
Amended: May 26, 2021

Approval of the Revised 2021 Schedule of Regular Board Meetings of The MetroHealth System

RESOLUTION 19444

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a revised schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2021; and

WHEREAS, the schedule has been presented in accordance with the Bylaws of the Board of Trustees and its previously adopted policy relative to Section 121.22 of the Ohio Revised Code, providing that after approval of the schedule of meetings by the Board, this schedule shall be available to any interested party upon written request and the receipt of a check in the amount of \$25.00 made payable to The MetroHealth System for mailing and handling for a one-year period.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves as written the revised schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2021, and this schedule is hereby made part of this Resolution as though fully herein rewritten as an addendum hereto.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston

ABSTAINED: None

DATE: May 26, 2021

THE METROHEALTH SYSTEM
2021 BOARD OF TRUSTEES MEETING SCHEDULE

Amended May 26, 2021

Finance Committee

August 11, 2021	8:00 am – 8:30 am	Regular Investment Subcommittee Meeting
August 11, 2021	8:30 am – 10:00 am	Regular Committee Meeting
October 27, 2021	3:00 pm – 4:00 pm	Special Committee Meeting for Annual Budget
November 10, 2021	8:00 am – 8:30 am	Regular Investment Subcommittee Meeting
November 10, 2021	8:30 am – 10:00 am	Regular Committee Meeting

Governance Committee

August 11, 2021	10:00 am – 12:00 pm	Regular Committee Meeting
November 10, 2021	10:00 am – 12:00 pm	Regular Committee Meeting

Quality, Safety & Experience Committee

August 11, 2021	12:00 pm – 2:00 pm	Regular Committee Meeting
November 10, 2021	12:00 pm – 2:00 pm	Regular Committee Meeting

Audit & Compliance Committee

August 11, 2021	2:00 pm – 4:00 pm	Regular Committee Meeting
November 10, 2021	2:00 pm – 4:00 pm	Regular Committee Meeting

Facilities & Planning Committee

August 11, 2021	4:00 pm – 6:00 pm	Regular Committee Meeting
November 10, 2021	4:00 pm – 6:00 pm	Regular Committee Meeting

Executive & Diversity Committee

June 23, 2021	4:00 pm – 5:00 pm	Regular Committee Meeting
October 27, 2021	4:00 pm – 5:00 pm	Regular Committee Meeting

Board of Trustees

June 23, 2021	5:00 pm – 6:00 pm	Regular Committee Meeting
August 25, 2021	4:00 pm – 6:00 pm	Regular Committee Meeting
October 27, 2021	5:00 pm – 6:00 pm	Regular Committee Meeting
November 22, 2021	4:00 pm – 6:00 pm	Regular Committee Meeting

Approval of Claim Settlement

RESOLUTION 19445

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a lawsuit;

WHEREAS, the Board has reviewed this claim and proposed settlement and now recommends its approval;

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification	Maximum Settlement
No. 20-29-1219	\$390,000.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim against the amount set forth above, to be paid from operations and to be submitted for reimbursement by Select Assurance Captive LLC.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston

ABSTAINED: None

DATE: May 26, 2021

Approval of the Participation in a Nonprofit Joint Venture

RESOLUTION 19446

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System (the “System”) has been presented a recommendation for the approval of the participation in a new Ohio nonprofit business entity for the purpose of providing certain health services at one or more locations off the main campus and for additional associated capital expenditures.

WHEREAS, the President and Chief Executive Officer and Chief Strategy Officer have provided the Board with a detailed presentation describing the proposed new entity arrangement and business model, all being consistent with the Strategic Plan previously approved by the Board, and the Trustees have had an opportunity to ask questions and engage in discussion regarding the proposed arrangement.

WHEREAS, the Co-General Counsel further recommends that, based upon the need to further evaluate and develop strategic alternatives with respect to the new entity, these plans constitute a trade secret of the System, and that the details of the formation of the new entity and related matters be discussed in an Executive Session of the Board only.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System, in accordance with its authority provided in Section 339.10 and Chapter 140 of the Ohio Revised Code, hereby approves the System’s participation in a nonprofit joint venture through an Ohio nonprofit limited liability company (the “NewCo”) with one or more other members. NewCo will be organized to conduct activities consistent with the System’s mission and strategic objectives as more fully described in Attachment A;

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the President and Chief Executive Officer, together with the Senior Vice President and Co-General Counsel, to prepare the documentation necessary to form and participate as a member in NewCo consistent with this resolution, and such other documents as required to appropriately organize such entity, the execution thereof by the President to be conclusive evidence that such actions are authorized by the Board;

BE IT FURTHER RESOLVED, any action taken by the System and its officers for and on its behalf in connection with the organization of NewCo or the transactions referenced in these resolutions whether heretofore done or performed, which are in conformity with the intent and purpose of these resolutions, is hereby approved, ratified and confirmed in all respects, and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer of the System and such other executive officers as he may designate be, and each of them hereby is, authorized to do or cause to be done all such acts or things and to make, execute and deliver or cause to be made, executed and delivered all such agreements, documents, instruments and certificates, in the name of and on behalf of the System or otherwise, as they deem necessary, advisable or appropriate to effectuate or carry out the purpose and

intent of the foregoing resolutions and to perform the obligations of the System in connection with the execution of the agreements described in these resolutions and/or the organization of NewCo.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss,
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston

ABSTAINED: None

DATE: May 26, 2021

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of Official Role with A Partner Entity

RESOLUTION 19447

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System has been presented a recommendation to approve a continuing official role with a nonprofit entity (the “partner entity”); and

WHEREAS, MetroHealth’s participation in this partner entity is an important means to fulfill MetroHealth’s mission of improving the health of the community.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the designation, on a continuing basis, of the following MetroHealth representative to the governing board of the partner entity identified below:

Nonprofit/Governmental Entity	MetroHealth Representative(s)
HealthComp, Inc., an affiliate of The Center for Health Affairs	Vice President, Supply Chain

BE IT FURTHER RESOLVED, the MetroHealth representative so designated shall represent the System and the System’s interests and shall have no other conflict of interest in the partner entity;

BE IT FURTHER RESOLVED, should the identified representative become unable or unavailable to serve in the role with any partner entity on behalf of the System, the President and Chief Executive Officer is hereby authorized to appoint a replacement representative from among the members of System leadership with relevant expertise and experience; and

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the President and Chief Executive Officer to take any act and to prepare any documentation necessary consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston

ABSTAINED: None

DATE: May 26, 2021