

The MetroHealth System Board of Trustees

FULL BOARD REGULAR MEETING

November 22, 2021

4:00 – 6:00 pm

Meeting held via Zoom

Meeting Minutes

- Present:** Ms. Whiting, Ms. Davis Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Dr. Silvers, Dr. Walker
- Staff:** Dr. Boutros, Ms. Platten, Mr. Stern, Dr. Boulanger, Mr. Richmond, Ms. McBride, Ms. Rajki, Mr. Phillips, Ms. Brown, Ms. Wahl, Mr. Frolik, Mr. Nevel, Dr. Watts, Mr. Jones, Ms. Black, Ms. Partington, Ms. White
- Guests:** Gail Long, Mr. Vaughan, Dr. Logio

Ms. Whiting called the meeting to order at 4:06 pm, 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.)

I. Approval of Minutes

The minutes of the October 27, 2021 Board Meeting were approved as submitted.

RESOLUTION NO. 19471

II. Consent Agenda

A. Facilities & Planning Committee

- i. The Board unanimously approved to further amend the Enhanced Commissioning Agency Services with Engineering Economics, Inc. for the Campus Transformation Project. **RESOLUTION NO. 19472**
- ii. The Board unanimously approved to further amend the Medical Equipment Planning, Audio/Visual, Technology and Security Consulting Services with Mitchell Planning Associates for the Campus Transformation Project. **RESOLUTION NO. 19473**

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- iii. The Board unanimously approved to further amend the agreement with Hammes Company Healthcare LLC as the System's Owner's Representative for Campus Transformation. **RESOLUTION NO. 19474**
- iv. The Board unanimously approved to further amend the Architectural and Engineering Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation. **RESOLUTION NO. 19475**
- v. The Board unanimously approved to further amend the Construction Manager at Risk Agreement with Gilbane Building Company for Improvements to the System's Old Brooklyn Campus. **RESOLUTION NO. 19476**
- vi. The Board unanimously approved Capital Improvements to the System's Main Campus Outpatient, Administrative and Cancer Building and Engagement of Turner Construction Company for Design Build Services. **RESOLUTION NO. 19477**

B. Governance & Legal Committee

- i. The Board unanimously approved a Policy Relative to Confidentiality and Authorized Spokespersons. **RESOLUTION NO. 19478**
- ii. The Board unanimously approved a CEO Emergency Succession Plan Policy. **RESOLUTION NO. 19479**
- iii. The Board unanimously approved Ratification of Liability/Worker's Compensation Settlements at or under \$100,000 for 2021. **RESOLUTION NO. 19480**

III. Committee Reports

- A. Audit & Compliance Committee, B. Kirk, Chair - Report was contained in the Board Book and there were no additional updates.
- B. Executive & Diversity Committee - No meeting
- C. Facilities & Planning Committee - T. Monnolly, Chair - Report was contained in the Board Book and there were no additional updates.

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- D. Finance Committee, JB Silvers, Chair - Report was contained in the Board Book and there were no additional updates.
- E. Governance Committee, I. Davis Chappell, Chair - Report was contained in the Board Book and there were no additional updates.
- F. Quality, Safety & Experience Committee, JB Silvers, Chair - Report was contained in the Board Book and there were no additional updates.

IV. President and CEO's Report

Dr. Boutros stated that the President's Report was contained in the Board Book and there were no updates to report.

V. Leadership Reports

A. Nursing Report

Dr. Boutros reported for Dr. Kline, stating that her report was included in Board Book under the President's Report.

B. Medical Staff Report

Dr. Boutros reported on behalf of Dr. Lovich-Sapola. He indicated that all updates are included in the Board Book. Ms. Whiting asked for a motion and the Board unanimously approved the Medical Staff Providers Appointments, Reappointments and Actions for October 2021, as well as the Medical Executive Committee Minutes of October 8, 2021. **RESOLUTION NO. 19467**

C. Report of Case Western Reserve University School of Medicine

Dr. Logio reported that there were no updates at this time. She wished everyone a Happy Thanksgiving.

Ms. Whiting recognized Ms. Kate Brown, President, The MetroHealth Foundation. She had no report, just wanted everyone to be aware next Tuesday is "Giving Tuesday". Mr. Vaughn expressed the same.

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VI. Informational Items

- A. MetroHealth 2021 Culture, Inclusion, Diversity and Health Equity Update presentation from Cheryl Forino Wahl and Alan Nevel. They discussed the Integrative IDE Model based on information obtained from patients, employees, and citizens from the community. Research has been done over the course of the past year by focus groups, site visits and ethical culture surveys on how to live up to and improve the MetroHealth culture. By including unconscious bias training, MetroHealth will be more aware and continue to learn changing behaviors. To continue measuring the culture for the next five years, we had partnered with Perceptyx to conduct the survey, which we are anticipating achieving greater participation and launch a major communication campaign. MetroHealth has received several awards and recognition for outstanding work which includes: World's Most Ethical Companies – 2nd Year in a row, Human Rights Campaign-Corporate Equity Index Award – 3rd Year, Premier-2021 Supplier Diversity Award-Honorable Mention; Northcoast 99 Awardee – 18th Year and 2021 Crain's Excellence in HR Award.

- B. Emergency Department and Hospital Census updates were given by Dr. Boutros and Michael Stern. Dr. Boutros gave statistics regarding the increase number of COVID cases. The increase has been the highest census that has been experienced and it is steadily increasing. We are getting to the highest number since COVID began. We do have COVID restrictions in place as it relates to visitors but not as strict as University Hospitals or Cleveland Clinic. While other hospitals have reduced the number of in-patients 20%, we have increased our capacity 20%. We have always been responsible for our community. Despite the increase we are still staying ahead of the curve.

- C. Notification of Payoff of Lumina Line of Credit and Additional Capitalization. Mr. Richmond gave an update regarding the Lumina Line of Credit. Lumina opened in March 2020, at the beginning of the pandemic, with a line of credit of \$3 million on a 2-year term. Lumina consolidates into The MetroHealth System's financials. Instead of extending the line of credit with an outstanding note with KeyBank, this is being paid off. MetroHealth is continuing to provide operational support to Lumina in the amount of approximately \$1.2 million. By the end of 2022 we feel Lumina will be self-sustaining due to being fully up and running.

Ms. Whiting indicated that all further matters to be considered at this meeting involved discussions of trade secrets, matters required to be kept confidential by law, personnel

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matters, as well as information subject to the attorney-client privilege. Upon unanimous roll call vote, the Board went into Executive Session to discuss such matters at 4:53 pm.

Following Executive Session, the meeting reconvened in open session at 6:20 pm.

VII. Additional Items

- A. Ms. Whiting noted that the Board of Trustees were provided information concerning the recommendation the approval of the 2022 Schedule of the Board of Trustees Meetings. There being no further questions, the Board unanimously approved the 2022 Schedule of the Board of Trustees Meetings. **RESOLUTION NO. 19482**

- B. Ms. Whiting noted that the Board of Trustees were provided information concerning the recommendation to approve the Purchase Certain Liability Insurance Policies for The MetroHealth System. There being no further questions, the Board unanimously approved the Purchase Certain Liability Insurance Policies for The MetroHealth System. **RESOLUTION NO. 19483**

- C. Ms. Whiting noted that the Board of Trustees were provided information concerning the recommendation for approval of Long-Term and Annual System Goals for Performance-Based Variable Compensation Plan. There being no further questions, the Board unanimously approved the Long-Term and Annual System Goals for Performance-Based Variable Compensation Plan. **RESOLUTION NO. 19484**

There being no further business to bring before the Board, the meeting was adjourned at approximately 6:30 pm.

NEXT MEETING: Wednesday, January 26, 2022 – 5:00-7:00 pm via zoom

Respectfully submitted,

THE METROHEALTH SYSTEM

Vanessa Whiting, Chairperson

Akram Boutros, MD, FACHE
President and Chief Executive Officer