



THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – NOVEMBER 22, 2021

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
<b>MINUTES</b>	
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<b>CONSENT AGENDA</b>	
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Approval to further amend the Enhanced Commissioning Agency Services Agreement with Engineering Economics, Inc. for the Campus Transformation Project	19472
Approval to further amend the Medical Equipment Planning, Audio/Visual, Technology and Security Consulting Services Agreement with Mitchell Planning Associates for the Campus Transformation Project	19473
Approval to further amend the Owner Representative Services Agreement with Hammes Company Healthcare LLC as the Owner Representative for Campus Transformation	19474
Approval to further amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation	19475
Approval to further amend the Construction Manager at Risk Agreement with Gilbane Building Company for Improvements to the System's Old Brooklyn Campus	19476
Approval of Capital Improvements to the System's Main Campus Outpatient, Administrative and Cancer Building and Engagement of Turner Construction Company for Design Build Services	19477
<u>Governance &amp; Legal Committee</u>	
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## LEADERSHIP REPORT

### Medical Staff

Approval of Medical Staff Providers Appointments, Reappointments and  
Actions – October 2021 19481

### OTHER

Approval of 2022 Schedule of Regular Meetings of The MetroHealth  
System 19482

Approval of the Purchase Certain Liability Insurance Policies for The  
MetroHealth System 19483

Approval of Long-Term and Annual System Goals for Performance-Based  
Variable Compensation Plan 19484

Approval of Board Meeting Minutes, October 27, 2021

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**RESOLUTION 19471**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of October 27, 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 approves the Minutes of the Regular Meeting of October 27, 2021, as presented.

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

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: November 22, 2021

Approval to Further Amend the Enhanced Commissioning Agency Services Agreement  
with Engineering Economics, Inc. for the Campus Transformation Project

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**RESOLUTION 19472**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement for the enhanced commissioning agency services with Engineering Economics, Inc. for the Campus Transformation project (the "Project"); and

WHEREAS, the Board's Facilities and Planning 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 Engineering Economics, Inc. to provide independent test and balancing support services for the Project. The total fees for this additional work shall not exceed \$298,062 for a total amended fee amount not to exceed \$2,817,836 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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk,  
Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: November 22, 2021

Approval to Further Amend the Medical Equipment Planning, Audio/Visual, Technology and Security Consulting Services Agreement with Mitchell Planning Associates for Campus Transformation Project

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**RESOLUTION 19473**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for medical equipment planning, audio/visual, technology and security consulting services with Mitchell Planning Associates for the Campus Transformation project (the "Project"); and

WHEREAS, the Board's Facilities and Planning 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 agreement with Mitchell Planning Associates to provide additional audio visual, technology and security design services for the Project. The total fees for this additional work shall not exceed \$52,298, for a total amended fee amount not to exceed \$2,586,393 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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk,  
Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: November 22, 2021

Approval to Further Amend the Owner Representative Services Agreement  
with Hammes Company Healthcare LLC as the Owner Representative  
for Campus Transformation

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**RESOLUTION 19474**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement for owner representative services with Hammes Company Healthcare LLC ("Hammes") as the Owner Representative for the Campus Transformation project (the "Project"); and

WHEREAS, the Board's Facilities and Planning 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 agreement with Hammes to provide additional staffing support services for the Project. The total fees for this additional work shall not exceed \$212,300 for a total amended fee amount not to exceed \$10,232,768 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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Moss
ABSTAINED:	None
DATE:	November 22, 2021

Approval to Further Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation

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**RESOLUTION 19475**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for architectural services with HGA Architects and Engineers, LLC as the Master Architect for the Campus Transformation project (the "Project"); and

WHEREAS, the Board's Facilities and Planning 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 HGA Architects and Engineers, LLC to provide additional architectural and engineering services for the Project. The total fees for this additional work shall not exceed \$135,000, for a total amended fee amount not to exceed \$36,752,953 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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: November 22, 2021

Approval to Further Amend the Construction Manager at Risk Agreement with  
Gilbane Building Company for Improvements to the System's Old Brooklyn Campus

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**RESOLUTION 19476**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the agreement with Gilbane Building Company as the Construction Manager at Risk for the System's Old Brooklyn Campus (the "Project"); and

WHEREAS, the Board's Facilities and Planning 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 Gilbane Building Company as Construction Manager at Risk to provide additional services. The total fees for this additional work shall not exceed \$626,592 for a total amended fee amount not to exceed \$7,441,448, including reimbursables, and will be paid out of capital funds previously approved through Board Resolution Nos. 19348 and 19349.

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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Moss
ABSTAINED:	None
DATE:	November 22, 2021



Approval of Capital Improvements to the System's Main Campus  
Outpatient, Administrative and Cancer Building and  
Engagement of Turner Construction Company for Design Build Services

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**RESOLUTION 19477**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for capital improvements to the System's new Main Campus outpatient, administrative and cancer building as more fully described in Attachment A (the "Apex Project");

WHEREAS, Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of Turner Construction Company ("Turner") as the System's design-builder for the Apex Project; and

WHEREAS, the Board's Facilities and Planning 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 capital expenditures for the Apex 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 approves the continued engagement of Turner as the System's design-builder for design and construction services for the APEX Project as set forth in Attachment A.

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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk,  
Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: November 22, 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 a Confidentiality and Authorized Spokespersons Policy

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**RESOLUTION 19478**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the approval of a policy relative to confidentiality and authorized spokespersons; and

WHEREAS, the Board's Governance and Legal 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 of the policy attached hereto relative to confidentiality and authorized spokespersons, Board Policy BOT-03.

AYES:	Ms. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Moss
ABSTAINED:	None
DATE:	November 22, 2021

## **BOT-03 – Confidentiality and Authorized Spokespersons**

### Key Points

- This policy applies to The MetroHealth System (MHS) Board of Trustees (Board).
- The policy seeks to protect and promote the effectiveness of the Board’s considerations of proprietary and otherwise confidential material necessary for the proper conduct of MHS business.
- In addition, this policy supports the general fiduciary duty of the members of the Board (Trustees) and is intended to support MHS’ and Trustees’ compliance with applicable Ohio ethics and confidentiality laws.
- This policy supplements, but does not replace, any applicable county, state or federal laws governing confidentiality applicable to MHS or Trustees.

### Policy

1. Current and former Trustees do not disclose or use, without appropriate authorization, any Confidential Information. Confidential Information includes information acquired by the Trustee in the course of the Trustee’s official duties that:
  - 1.1. Is confidential under federal or state law (including, but not limited to, trade secrets, protected health information, attorney-client privilege, executive session deliberations, and quality assurance protections); or
  - 1.2. Has been clearly designated to the Trustee as confidential when that confidential designation is warranted because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to the proper conduct of MHS business.
2. No Trustee shall, unless the Trustee has previously received proper authorization from the Board Chairperson or the Legal Department:
  - 2.1. Disclose or discuss Confidential Information with any other person or entity; or
  - 2.2. Use Confidential Information for their own purposes or for the benefit of others.
3. Trustees adhere to the following guidelines:
  - 3.1. Trustees demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of Confidential Information and should, for example, refrain from leaving Confidential Information contained in documents or on computer screens in plain view.
  - 3.2. If a Trustee is unsure whether specific information is Confidential Information, the Trustee consults with the Board Chairperson or the Legal Department before disclosing it.
  - 3.3. Trustees handle and maintain Confidential Information in a secure manner. For example, Confidential Information is stored in locked file drawers to the extent practicable, and is password protected in the case of electronically stored records.
  - 3.4. Trustees exercise caution when transporting Confidential Information.
  - 3.5. Trustees return Confidential Information to MHS at the end of the Trustee’s term.

4. If any Trustee is requested or required as a result of a judicial or regulatory proceeding (by oral questions, interrogatories, requests for information or documents, subpoena, civil investigative demand or similar process, or otherwise) to disclose any Confidential Information, the Trustee shall, to the extent permitted by law, provide the Board with prompt notice thereof so that the Board may seek an appropriate protective order. The Trustee so requested/required shall cooperate reasonably with the Board and MetroHealth in: (a) their efforts to obtain protection for the Confidential Information; and (b) in the absence of a protective order, the determination of the scope of the required disclosure.
  
5. Authorized Spokespersons
  - 5.1. The Board Chairperson (or the Chairperson's designee) speaks on behalf of the Board.
  - 5.2. Except as may be requested by the Board Chairperson and the President and CEO (CEO), individual Trustees do not communicate in such a way that suggests they are speaking for or on behalf of the Board and shall refrain from representing or otherwise discussing MHS' interests with governmental representatives.
  - 5.3. Notwithstanding the Chairperson's role as the voice of the Board and in order to ensure clarity and consistency to protect MHS' interests, the CEO has the sole authority to engage in discussions on behalf of MHS with federal, state, and local governmental bodies, including Cuyahoga County.
  
6. Policy Violations
  - 6.1. If the Board has reasonable cause to believe that a Trustee has disclosed Confidential Information or engaged in communications in contravention of this policy, the Board shall inform the Trustee of the basis for such belief and afford the Trustee an opportunity to explain the alleged unauthorized disclosure.
  - 6.2. If, after hearing the response of the Trustee and making such further investigation as may be warranted in the circumstances, the Board determines that the Trustee has, in fact, failed disclosed Confidential Information without authorization or communicated in contravention of this policy, it shall take appropriate disciplinary and corrective action, including removal from committees or other confidential sessions and/or public censure by the Board.

## References

[R.C. § 102.03](#)

Approval of a CEO Emergency Succession Plan Policy

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**RESOLUTION 19479**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the approval of a policy relative to a CEO Emergency Succession Plan; and

WHEREAS, the Board's Governance and Legal 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 of the policy attached hereto relative to CEO Emergency Succession Plan, Board Policy BOT-04.

AYES:	Ms. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Moss
ABSTAINED:	None
DATE:	November 22, 2021

## **BOT-04 – CEO Emergency Succession Plan**

### Key Points

- The Board of Trustees (Board) of The MetroHealth System (MHS) recognizes that the position of President and Chief Executive Officer (CEO) is central to MHS’s success, and therefore believes that diligence in exercising its governance functions requires that MHS have an emergency succession plan in effect for the CEO.
- Nothing in this policy is intended to alter or limits the rights of the CEO or MHS under the CEO’s Employment Agreement, including but not limited to the provisions regarding disability contained therein.

### Policy

1. This policy is intended to, in the event the CEO is unavailable to MHS for more than fourteen (14) consecutive days (an Absence), minimize any disruption to MHS’s operations and performance.
2. Development of Succession Plan
  - 2.1. It is the responsibility of the of the CEO, in consultation with the Executive Committee of the Board, to review the plan on an annual basis, including any recommended amendments.
  - 2.2. The Board shall review the CEO’s recommendation and update this policy as may be necessary.
  - 2.3. Copies of this policy, along with corresponding documentation, shall be maintained by the General Counsel and the Chief of Staff.
  - 2.4. The CEO shall also maintain, and make available to the Board upon request, succession plans for all members of the Senior Leadership team<sup>1</sup>.
3. Planned Absences<sup>2</sup>
  - 3.1. For Brief Absences<sup>3</sup> and after notice to the Board Chairperson, the CEO shall ensure that all appropriate delegations are in place to allow the Senior Leadership team to maintain the effectiveness of MHS during the Brief Absence.
  - 3.2. For Extended Absences<sup>4</sup>, the Board Chairperson shall convene the Executive Committee, who shall, after consultation with the CEO, appoint a member of the Senior Leadership team to the role of Acting CEO during the CEO’s Absence.
4. Unplanned Absences<sup>6</sup>
  - 4.1. The Chief of Staff or the General Counsel shall immediately inform the Board Chairperson of any Unplanned Absence of the CEO.
  - 4.2. Within 7 days of the notification of an Unplanned Absence:
    - 4.2.1. The Board Chairperson shall, in consultation with the Executive Committee, evaluate the level and expected duration of the CEO’s unavailability; and
    - 4.2.2. The Executive Committee shall assess the need for the immediate appointment of an Acting CEO and/or any other action to ensure the continued effectiveness of MHS.

5. Appointment, Authority, and Oversight of an Acting CEO
  - 5.1. If the Executive Committee determines that the appointment of an Acting CEO is warranted, the Executive Committee may elect to follow a recommended order of succession (prepared by the CEO and maintained by the General Counsel) or appoint any member of the Senior Leadership team to the role of Acting CEO during the CEO's Absence.
    - 5.1.1. Within 48 hours after an Acting CEO is appointed, the Board Chair and the Acting CEO shall meet to develop a communications plan including the scope of the information that will be shared regarding the CEO's Absence and the role of the Acting CEO, and with whom.
    - 5.1.2. The Executive Committee shall give immediate consideration, in consultation with the Acting CEO, to temporarily filling the management position left vacant by the Acting CEO, or reassigning priority responsibilities where help is needed to other staff. This is in recognition that, for a term of 90 days or more, it may not be reasonable to expect the Acting CEO to carry out the duties of both positions.
    - 5.1.3. The Executive Committee shall consider whether the Acting CEO should receive additional compensation, such as a salary adjustment to equate to 50% difference between current position base salary and that of the CEO. Any additional compensation shall be effective 30 days after the Acting CEO is appointed.
  - 5.2. The Acting CEO shall report to an ad-hoc committee of the Board comprised of the Board Officers (Oversight Committee).
    - 5.2.1. Within 30 days of the appointment of an Acting CEO, the Board Chair shall convene a meeting of the Board to affirm the procedures prescribed in this plan or to modify them if necessary.
    - 5.2.2. The Board Chair, in conjunction with the Chief Human Resources Officer, shall be responsible for gathering input from staff and other constituencies and providing formal performance feedback to the Acting CEO, at least every 90 days.
  - 5.3. The Acting CEO shall have the same authority for day-to-day decision making and independent action as the CEO, including authority delegated to the CEO by Board resolutions, except that the Oversight Committee shall be required to approve the Acting CEO's recommendation:
    - 5.3.1. To hire or terminate any members of the Senior Leadership Team or Vice Presidents;
    - 5.3.2. For any proposed spend greater than \$1,000,000;
    - 5.3.3. To take on substantial new projects; or
    - 5.3.4. To issue major public policy positions on behalf of MHS.
  - 5.4. The Acting CEO shall have access to all Critical Organizational Information<sup>7</sup> necessary for the Acting CEO to be able to carry out the essential functions of the position. The General Counsel and Chief Financial Officer are responsible for ensuring the Acting CEO's access to Critical Organizational Information.



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## Endnotes

<sup>1</sup> The Senior Leadership team includes Executive Vice Presidents and Senior Vice Presidents who report directly to the CEO.

<sup>2</sup> A Planned Absence includes any scheduled and approved Absence, such as vacation, sabbatical and/or sick leave.

<sup>3</sup> A Brief Absence is a Planned Absence lasting 14 to 30 consecutive days, at the end of which the CEO is expected to return to his/her position and duties.

<sup>4</sup> An Extended Absence is a Planned Absence lasting more than 30 consecutive days, at the end of which the CEO is expected to return to his/her position and duties.

<sup>6</sup> An Unplanned Absence includes any unexpected or unscheduled Absence of any length, such as an illness that results in temporary incapacity of the CEO.

<sup>7</sup> Critical Organizational Information includes, but is not limited to: Legal Documents (bylaws, Board minutes, mission statement, insurance vendors and policies, legal counsel, etc.); Financial Information (employer identification number, audited financial statements, auditor contacts, tax returns, vendor records, banking information, investments, check authorities, etc.); Human Resources Information (employee records, payroll information, benefits policies/vendors, etc.); and Facilities Information (leases, building management, security system, etc.).

Ratification of Liability/Worker's Compensation Settlements  
At or Under \$100,000 for 2021

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**RESOLUTION 19480**

Whereas, the Board of Trustees of The MetroHealth System has been advised of the settlement of liability and worker's compensation claims against The MetroHealth System;

Whereas, the Board's Governance & Legal Committee has reviewed these settlements with the Co-General Counsel and recommends their ratification;

Whereas, the Board confirms and ratifies the settlements of said claims in the amounts as set forth in the confidential addendum; and

Whereas, this authorization does not admit liability in these claims but expressly denies the same, and the settlements are authorized only in compromise of disputed matters.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby confirms and ratifies the 2021 settlements of the liability and worker's compensation claims in the amounts set forth in the detailed listing included in the confidential addendum, which is made a part of this Resolution, all to be paid from the general operating fund.

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

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: November 22, 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 Medical Staff Providers Appointments, Reappointments and Actions  
October 2021

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**RESOLUTION 19481**

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on October 26, 2021. The appointments will then be reviewed and accepted by the Medical Executive Committee on November 12, 2021.

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Danawala, Mehul, MD	Family Medicine		10/27/2021
Romanov, Rebecca, MD	Pediatrics		10/27/2021

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Barris, Sara, APRN-CNP	Medicine	Nephrology	10/27/2021
Romano, James, PA-C	Emergency Medicine		10/27/2021
Thomas, Kashena, APRN-CNP	Medicine	Rheumatology	10/27/2021

**Bioscientific**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
De Luca, Susan, PhD	Medicine	Research	10/27/2021

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Hoyan, Claudia, MD	Pediatrics	Pediatric Infectious Disease	10/27/2021
Moses, Jonathan, MD	Pediatrics	Pediatric Gastroenterology	10/27/2021
Orge, Faruk, MD	Surgery	Ophthalmology	10/27/2021
Sankararaman, Senthilkumar, MD	Pediatric	Pediatric Gastroenterology	10/27/2021

Non reviewable list-Clean files

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Crookston, Melanie, MA CCC-SLP	PM&R		10/27/2021
Toland, Ralanna, LISW	Psychiatry	Social Work	10/27/2021

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on October 26, 2021. The Actions will then be reviewed by the Medical Executive Committee on November 12, 2021.

**Resignations**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Clay, Christina, MD	Medicine	Hematology/Oncology	10/13/2021-R
Dokler, Maryanne, MD	Pediatrics	Pediatric Surgery	10/18/2021-R
Jackman, Christopher, APRN-CNP	Surgery	Cardiothoracic	10/26/2021-R
Kollman, Melissa, PA-C	Medicine/Pediatrics		10/8/2021-RL
Lowe, Josef, MD	Emergency Medicine	Life Flight	9/1/2021-R
McCabe, Andrea, DO	Emergency Medicine	Life Flight	10/18/2021-R
Patel, Nihar, MD	Medicine	Hematology/Oncology	10/26/2021-R
Primiano, Michael, APRN-CRNA	Anesthesiology		10/6/2021-R
Robinson, Zachary, MD	Emergency Medicine	Life Flight	9/1/2021-R
Scher, Eli, DO	Medicine	Radiation Oncology	10/6/2021-R
Teng, Kathryn, MD	Medicine	Internal Medicine	10/4/2021-R
Tishman, Benjamin, DO	Emergency Medicine	Life Flight	10/6/2021-R
Wagner, Karl, MD	Anesthesiology		10/6/2021-R
Wise, Anne, MD	Family Medicine		10/15/2021-R

**Additional Clinical Privileges**

<i>Name</i>	<i>Privileges Added</i>	<i>Date</i>
Ahsanuddin, Sayeeda, MD	Laser Privileges	10/27/2021
Cohen, James, MD	Emergency Medicine Privileges	11/3/2021

**Staff Category Change**

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Date</i>
Sundback, Susan, APRN-CNP	Associate	Privileged Non-Member	11/1/2021

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

## OCTOBER REAPPOINTMENTS

Last name	First Name	Degree	Department	Division
Cantale-Thomas	Stacy	APRN-CNP	Surgery	Trauma/Burn/Critical Care
Delahunty	Carol	MD	Pediatrics	
Demidova	Olga	DO	Dermatology	
Donaldson	Brooke	MD	Emergency Medicine	Life Flight
Gauntner	Daniel	APRN-CNP, APRN-CNS	Family Medicine	Correctional Medicine
Hammad	Azzam	MD	Pathology	
Jindra	Virginia	APRN-CNP	Family Medicine	
Joyce	Emily	MD	Pediatrics	Pediatric Nephrology
LeJeune	Marty	DO	Emergency Medicine	Life Flight
Mancini	Kathryn	PhD	Psychiatry	Child/Adolescent Psychiatry
McKernan	Margaret	PA-C	Dermatology	
Rodney	Mark	PA-C	Family Medicine	
Schaler	Kiersten	APRN-CNP	Medicine	Cardiology
Spring	Jillia	APRN-CNP	Psychiatry	
Stroud	Leslie	APRN-CNM	Obstetrics & Gynecology	
Viancourt	Jillian	APRN-CNP	Pediatrics	

**AYES:** Ms. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting

**NAYS:** None

**ABSENT:** Mr. Moss

**ABSTAINED:** None

**DATE:** November 22, 2021

Approval of 2022 Schedule of Regular Board Meetings of The MetroHealth System

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**RESOLUTION 19482**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2022; 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 proposed 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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Moss
ABSTAINED:	None
DATE:	November 22, 2021

Approval of the Purchase of Certain Liability Insurance Policies  
for The MetroHealth System

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**RESOLUTION 19483**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to purchase certain liability insurance policies; and

WHEREAS, the Board of Trustees of The MetroHealth System has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby delegates the authority for the purchase of liability insurance policies for calendar year 2022 to the President and Chief Executive Officer, for the lines of coverage and at limits equal to or greater than the coverages purchased for calendar year 2021.

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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk,  
Mr. Monnolly, Dr. Silvers, Dr. Walker Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: November 22, 2021



Approval of Long-Term and Annual System Goals  
for Performance-Based Variable Compensation Plan

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**RESOLUTION 19484**

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved a Performance-Based Variable Compensation plan for senior leadership (the "Plan"); and

WHEREAS, the President and Chief Executive Officer has presented the Board of Trustees of The MetroHealth System a recommendation for the approval of long-term and annual System goals and performance metrics for the Plan.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the 2022-2025 Plan Measures and Goals as described in the attachment hereto, 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.

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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk,  
Mr. Monnolly, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: November 22, 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.