



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – MAY 25, 2022**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
MINUTES	
Approval of Board Meeting Minutes, March 23, 2022 and Special Board Meeting Minutes, May 2, 2022	19500
CONSENT AGENDA	
<u>Governance Committee</u>	
Approval of an Executive Compensation Policy	19501
<u>Facilities & Planning Committee</u>	
Approval of Additional Capital Expenditures for Capital Improvements to the System's Rammelkamp Pavilion	19502
Approval of the Purchase of Certain Capital Equipment	19503
Approval of a Lease	19504
<u>Finance Committee</u>	
Approval of Modifications to the Leasing Structure of the Brecksville Health Center	19505
Approval of Replacement Line of Credit	19506
MEDICAL STAFF	
Approval of Medical Staff Providers Appointments, Reappointments and Actions for March and April 2022	19507
Approval of Amended Medical Staff Rules & Regulations	19508
OTHER	
Approval of Election of Presiding Officers of The MetroHealth System	19509

Approval of Board Meeting Minutes, March 23, 2022 and May 2, 2022

RESOLUTION 19500

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of March 23, 2022, and a Special Meeting of May 2, 2022 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 23, 2022 and a Special Meeting of May 2, 2022, as presented.

AYES:	Ms. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker
NAYS:	None
ABSENT:	Mr. Monnolly, Ms. Whiting
ABSTAINED:	None
DATE:	May 26, 2022

Approval of an Executive Compensation Policy

RESOLUTION 19501

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

WHEREAS, the Board's Governance 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 Executive Compensation, Board Policy BOT-06.

AYES: Ms. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: May 26, 2022

BOT-06 - Executive Compensation

Key Points

- This policy applies to The MetroHealth System (MHS).
- The Board of Trustees recognizes the need for MHS to attract and retain effective and committed executives to assist MHS in achieving its goals and providing high quality care in accordance with its mission, while acting in accordance with the laws and standards applicable to MHS.
- This policy sets forth the framework that the Board uses to carry out its fiduciary duties in determining appropriate and competitive compensation for the CEO and other MHS Executives¹.

Policy

1. CEO Compensation

- 1.1. To support its fiduciary and statutory duties, the Board retains an independent compensation consultant to assist in providing the Board with information regarding comparable CEO compensation and to assist in guiding the establishment of the CEO's compensation and related terms.
- 1.2. Using the information provided by the consultant, the Board sets compensation for the CEO that is consistent with other comparable nonprofit and public hospitals and health systems and that reflects fair value for the services that MHS receives.

2. Other Executive Compensation

- 2.1. In accordance with Policy BOT-07, the CEO has the authority to set the wages, salaries and benefits for other MHS Executives, including base salary and other fixed, performance-based, or other incentive compensation.
- 2.2. However, the wages and salaries set by the CEO for Executives must be consistent with compensation provided by comparable nonprofit and public hospitals and health systems.
 - 2.2.1. The CEO must notify the Board if any Executive's total cash compensation (including performance-based variable compensation or other compensation) exceeds the 90th percentile of the comparable group.
- 2.3. To ensure such comparable and competitive compensation, MHS must, from time to time, retain a compensation consultant(s) to provide the Board and the CEO with information on base salary and other compensation levels for Executives, including competitive benchmark data from other comparable nonprofit and public hospitals and health systems.
- 2.4. The Board also may retain a separate independent compensation consultant to review data compiled by MHS' compensation consultant regarding Executives' compensation, including matters related to the composition of the comparable group, base salary (or other fixed compensation), performance-based compensation and other incentive compensation and the overall reasonableness of Executive compensation.

3. Performance-Based Variable Compensation (PBVC)

- 3.1. The Board must approve annual organizational goals and metrics utilized for the organizational portion of the PBVC program.
 - 3.1.1. Employees may have, in addition to organizational goals, personal goals and metrics that are approved by the CEO.

- 3.2. The CEO shall report the organizational goals achievements and the performance of the PBVC program to the Board annually, including the aggregate amount awarded across the organization.

References

ORC 339.06, 339.07

Endnotes

¹ Executives means other members of leadership who report directly to the CEO.

**Approval of Additional Capital Expenditures for Capital Improvements
to the System's Rammelkamp Pavilion**

RESOLUTION 19502

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for additional capital expenditures as more fully described in Attachment A for capital improvements to the System's Rammelkamp Pavilion relating to improvements to its laboratory space previously approved by the Board in Resolution 19441 (the "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 additional capital expenditure for the Project 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 or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Chappell, Ms. Dee, Mr. Hariston, Mr.
 Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: May 26, 2022

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 Certain Capital Equipment

RESOLUTION 19503

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of certain capital equipment as listed in Attachment A; 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 purchase of certain capital equipment as listed in Attachment A, for costs not to exceed the amounts shown, to be paid out of available capital 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. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz,
Mr. Moss, Dr. Silvers, Dr. Walker

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: May 26, 2022

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Approval of a Lease

RESOLUTION 19504

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

WHEREAS, the Facilities and Space Committee has reviewed the 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. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker
NAYS:	None
ABSENT:	Mr. Monnolly, Ms. Whiting
ABSTAINED:	None
DATE:	May 26, 2022

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**Approval of Modifications to the Leasing Structure
of the Brecksville Health Center**

RESOLUTION 19505

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve modifications to the leasing structure of the Brecksville Health Center; and

WHEREAS, the Finance Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the modification to the Brecksville Health Center leases, 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. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker
NAYS:	None
ABSENT:	Mr. Monnolly, Ms. Whiting
ABSTAINED:	None
DATE:	May 26, 2022

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Approval of Replacement Line of Credit

RESOLUTION 19506

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the replacement line of credit to be provided by KeyBank having the terms set forth in Attachment A; and

WHEREAS, the Finance Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the replacement line of credit, as more fully described in Attachment A, to be paid out of available operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer and the Executive Vice President, Chief Financial & System Services Officer are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: May 26, 2022

ATTACHMENT A

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**Approval of Medical Staff Providers Appointments, Actions and Reappointments
March and April 2022**

RESOLUTION 19507

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on March 29, 2022. The appointments will then be reviewed and accepted by the Medical Executive Committee on April 8, 2022.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Malakooti, Shahdi, MD	Medicine	Rheumatology	3/30/2022
Wills, Cheryl, MD	Psychiatry		3/30/2022

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Bobulsky, Alyson, APRN-CNP	Medicine	Radiation Oncology	3/30/2022
Sokol, Nathaniel, APRN-CNP	Emergency Medicine		3/30/2022
Tanis, Jacquelyn, APRN-CNP	Pediatrics		3/30/2022
Vega-Dudenas, Jeanette, APRN-CNP	Emergency Medicine		3/30/2022
Whitehead, AnnAleada, PA-C	Emergency Medicine		3/30/2022

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Arabi, Mona, MD	Anesthesiology		3/30/2022
Aurand, Kathryn, PA-C	Emergency Medicine		3/30/2022
Eleff, Scott, MD	Anesthesiology		3/30/2022
Murayi, Roger, MD	Neurosurgery		3/30/2022
Randall, Amelia, MD	Anesthesiology		3/30/2022
Smith, Delaney, MD	Psychiatry		3/30/2022
Strom, Suzanne, MD	Anesthesiology		3/30/2022

Non Reviewable List- Clean Files

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Sinick, Scott, PT	PM&R		

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on March 29, 2022. The Actions will then be reviewed by the Medical Executive Committee on April 8, 2022.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Constantin, Monica, DMD	Dental Medicine		3/8/2022-R
Coleman, Anton, MD	Neurology		3/23/2022-R
Dhingra, Jagmeet, MD	Medicine	Nephrology	3/3/2022-R
Escovar, Daniel, DDS	Dental Medicine		3/10/2022-R
Kempen, Paul, MD	Anesthesiology		3/10/2022-ET
Miracle, Jill, MD	Medicine	Infectious Disease	3/11/2022-R
Quan, Kara, MD	Medicine	Cardiology	3/15/2022-R
Romano, James, PA-C	Emergency Medicine		3/5/2022-R
Santillan, Concepcion, MD	Neurology		3/5/2022-R
Sundar, Swetha, MD	Neurosurgery		3/2/2022-R
VanNess, William, MD	Neurology		3/10/2022-R
Vibhakar, Shardul, MD	Radiology		3/3/2022-R

Staff Category Change

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Date</i>
Eismon, Jennifer, MD	Active	Privileged Non-Member	3/1/2022
Gandhi, Sanjay, MD	Active	Privileged Non-Member	3/1/2022
Hoxha, Alma, MD	Active	Privileged Non-Member	3/17/2022
Hawkins, Jesse, MD	Active	Privileged Non-Member	3/28/2022

Department Change

<i>Name</i>	<i>Department From</i>	<i>Department To</i>	<i>Date</i>
Jacobs, Breana, APRN-CNP	Pediatrics	Emergency Medicine	4/5/2022
Santho, Allison, PA-C	Trauma Surgery	Emergency Medicine	3/17/2022

Additional Clinical Privileges

<i>Name</i>	<i>Privileges Added</i>	<i>Date</i>
Tomashefski, Amy, APRN-CNP	I&D Abscess	3/17/2022

CC=Contract Complete, Fellowship Complete
 R=Resigned
 RL-Relocated
 RT-Retired
 ET-Employment Terminated
 CT-Contract Terminated

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on April 26, 2022. The appointments will then be reviewed and accepted by the Medical Executive Committee on May 13, 2022.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Dewald, Denise, MD	Medicine	Pulmonary Medicine	4/27/2022
Strong, Emily, MD	Medicine/Pediatrics		5/4/2022

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Brar, Rupinder, APRN-CNP	Psychiatry	Correctional Medicine	4/27/2022
Kucherak, Jarrod, APRN-CNP	Family Medicine	Express Care	4/27/2022
Szegedy, Ashely, APRN-CNP	Family Medicine	Express Care	4/27/2022
Zlatic, Chrystyna, APRN-CNP	Family Medicine	Express Care	4/27/2022

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Gonzalez, Melanie, APRN-CNP	Pediatrics	Pediatric Nephrology	4/27/2022
Mayes, Tara, MD	Psychiatry		4/27/2022
Zigman, Steven, PA-C	Emergency Medicine		4/27/2022

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on April 26, 2022. The appointments will then be reviewed and accepted by the Medical Executive Committee on May 13, 2022.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Dewald, Denise, MD	Medicine	Pulmonary Medicine	4/27/2022
Strong, Emily, MD	Medicine/Pediatrics		5/4/2022

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Brar, Rupinder, APRN-CNP	Psychiatry	Correctional Medicine	4/27/2022
Kucherak, Jarrod, APRN-CNP	Family Medicine	Express Care	4/27/2022
Szegedy, Ashely, APRN-CNP	Family Medicine	Express Care	4/27/2022
Zlatic, Chrystyna, APRN-CNP	Family Medicine	Express Care	4/27/2022

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Gonzalez, Melanie, APRN-CNP	Pediatrics	Pediatric Nephrology	4/27/2022
Mayes, Tara, MD	Psychiatry		4/27/2022
Zigman, Steven, PA-C	Emergency Medicine		4/27/2022

MARCH 29 REAPPOINTMENT LIST

LastName	FirstName	Degree	Department1	Division
Abboud	Salim-Tamuz	MD	Radiology	
Sutter	Christopher	MD	Radiology	
Davidson	Jon	MD	Radiology	
Wachsman	Ari	MD	Neurology	
Barton	Edward	MD	Neurology	
Uhler	Kristen	APRN- CNP	Pediatrics	Neonatology
Bettinger	Brooke	APRN- CNP	Family Medicine	Express Care
Edmiston	Marissa	MD	Medicine	Cardiology
Lee	Susan	LISW	Psychiatry	Social Work
Jeyanandarajan	Dhiraj	MD	Neurology	
Castro	Chloe	MD	Medicine	Pulmonary Medicine
Reed	Steven	MD	Radiology	
Cheng	Christopher	MD	Neurology	
Damko	Julie	APRN- CNP	Medicine	Hematology/Oncology
Neifer	Holland	LPCC-S	Psychiatry	
Lee	Scot	LPCC-S	Psychiatry	Social Work
Caimol	Maria Sherry Ann Rosalind Bihildis	MD	Pediatrics	Nephrology

APRIL REAPPOINTMENTS

Last Name	First Name	Degree	Department	Division
Tse	William	MD	Medicine	Hematology/Oncology
O'Connor	Maureen	LISW	Psychiatry	Social Work
Sonnenlitter	Luciana	APRN- CNP	Medicine	Gastroenterology

AYES: Ms. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz,
Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: May 26, 2022

Approval of Amended Medical Staff Rules & Regulations

RESOLUTION 19508

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve amended Rules & Regulations for the Medical Staff of The MetroHealth System;

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the attached Medical Staff Rules & Regulations.

AYES: Ms. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz,
Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: May 26, 2022

**Election of Presiding Officers of The MetroHealth System
2022-2025**

RESOLUTION 19509

WHEREAS, the Board of Trustees of The MetroHealth System is required to elect a chairperson and such other officers as specified in its Bylaws; and

WHEREAS, the Bylaws provides for elected officers to serve a term of three years; and

WHEREAS, The MetroHealth System Board has proposed that the following members of the Board of Trustees be elected officers of the Board for a three-year term:

Vanessa Whiting	-	Chairperson
J. B. Silvers	-	Vice-Chairperson
Terence Monnolly	-	Secretary

NOW, THEREFORE, BE IT RESOLVED, the following members of the Board have been elected by the Board of Trustees to the offices set forth beside their names for a term of three years:

Vanessa Whiting	-	Chairperson
J. B. Silvers	-	Vice-Chairperson
Terence Monnolly	-	Secretary

AYES: Ms. Chappell, Ms. Dee, Mr. Hariston, Mr. Hurwitz,
Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: May 26, 2022