



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – JUNE 22, 2022**

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Approval of Board Meeting Minutes, May 25, 2022

RESOLUTION 19510

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of May 25, 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 May 25, 2022, as presented.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 22, 2022

Approval of Name Change and Capitalization of MHS Care–Innovation LLC

RESOLUTION 19511

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the name change and capitalization of MHS Care–Innovation LLC.

WHEREAS, the Executive and Diversity Committee of the Board has reviewed these recommendations and now recommends their approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves that the name of MHS Care–Innovation LLC be changed to MetroHealth Ventures LLC.

BE IT FURTHER RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the capitalization of MetroHealth Ventures LLC with a goal of funding up to \$30,000,000 including funding of: a) \$10,000,000, from funds transferred from the System’s related entity, MetroHealth Holdings, LLC; b) of up to \$5,000,000 per year from Select Assurance Captive LLC, only if such amount qualifies an ordinary distribution as defined by the Ohio Department of Insurance and is so approved by the board of Select Assurance Captive LLC; and c) additional funding through governmental agency and philanthropic grants.

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, its nonprofit affiliates, including MetroHealth Ventures LLC and MetroHealth Holdings, 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 and its nonprofit affiliates in connection with the execution of the agreements described in these resolutions.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 22, 2022

June 2022

Approval of MetroHealth Ventures' Participation in a Joint Venture

RESOLUTION 19512

WHEREAS, the Board of Trustees (the "Board") of The MetroHealth System (the "System") has been presented a recommendation for its nonprofit affiliate, MetroHealth Ventures LLC, participation in a new business entity aligned with the System's strategic plan.

WHEREAS, the President and Chief Executive Officer has 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 Board has had an opportunity to ask questions and engage in discussion regarding the proposed arrangement and associated capital needs.

WHEREAS, the Executive and Diversity Committee of the Board has reviewed these recommendations and now recommends their approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves MetroHealth Ventures LLC's participation in a new business entity ("NewCo") as more fully described in Attachment A. NewCo will be organized to conduct activities consistent with the System's mission and strategic objectives;

BE IT FURTHER RESOLVED, the Board hereby approves the capitalization of NewCo as more fully described in Attachment A;

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 its nonprofit affiliate, MetroHealth Ventures, LLC, 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 MetroHealth Ventures' organization of NewCo.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 22, 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 MetroHealth Ventures' Participation in a Joint Venture

RESOLUTION 19513

WHEREAS, the Board of Trustees (the "Board") of The MetroHealth System (the "System") has been presented a recommendation for its nonprofit affiliate, MetroHealth Ventures LLC's participation in a new business entity for the purpose of providing certain health services aligned with the System's strategic plan.

WHEREAS, the President and Chief Executive Officer has 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 Board has had an opportunity to ask questions and engage in discussion regarding the proposed arrangement and associated capital needs.

WHEREAS, the Executive and Diversity Committee of the Board has reviewed these recommendations and now recommends their approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves MetroHealth Ventures LLC's participation as a member of a new entity ("NewCo") as more fully described in Attachment A. NewCo will be organized to conduct activities consistent with the System's mission and strategic objectives.

BE IT FURTHER RESOLVED, the Board hereby approves the capitalization of NewCo as more fully described in Attachment A.

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 its nonprofit Affiliate, MetroHealth Ventures, LLC, 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 MetroHealth Ventures' organization of NewCo.

| | |
|------------|--|
| AYES: | Ms. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Monnolly, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting |
| NAYS: | None |
| ABSENT: | None |
| ABSTAINED: | None |
| DATE: | June 22, 2022 |

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Approval of Lumina Imaging's Participation in a Joint Venture

RESOLUTION 19514

WHEREAS, the Board of Trustees (the "Board") of The MetroHealth System (the "System") has been presented a recommendation for Lumina Imaging's participation in a joint venture to expand the Lumina Imaging business model (the "Lumina Expansion").

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

WHEREAS, the Executive and Diversity Committee of the Board has reviewed these recommendations and now recommends their approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves Lumina Imaging's participation in a joint venture ("Expansion NewCo") as more fully described in Attachment A. Expansion NewCo will be organized to conduct activities consistent with the System's mission and strategic objectives.

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 its Nonprofit Affiliate, Lumina Imaging, 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 the Expansion NewCo.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 22, 2022

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**Approval of Additional Capital Expenditures for Capital
Improvements to the System’s Ambulatory Locations**

RESOLUTION 19515

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 various ambulatory locations approved by the Board in Resolution 19438 (the “Ambulatory Enabling Project”).

WHEREAS, the Executive and Diversity Committee of the Board has reviewed these recommendations and now recommends their approval.

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

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,
Mr. Monnolly, Mr. Moss, Dr. Silvers, Dr. Walker, Ms.
Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 22, 2022

ATTACHMENT A

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Approval of Additional Capital Expenditures for Capital Improvements for the OBC Parking Garage Renovation

RESOLUTION 19516

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 parking garage on the System's Old Brooklyn Medical Center campus approved by the Board in Resolution 19459 (the "OBC Parking Garage Renovation").

WHEREAS, the Executive and Diversity Committee of the Board has reviewed these recommendations and now recommends their approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the additional capital expenditures for the OBC Parking Garage Renovation to be paid out of available capital funds

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,
Mr. Monnolly, Mr. Moss, Dr. Silvers, Dr. Walker, Ms.
Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 22, 2022

ATTACHMENT A

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Approval of Medical Staff Providers Appointments, Actions and Reappointments for May 2022.

RESOLUTION NO. 19517

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on May 31, 2022. The appointments will then be reviewed and accepted by the Medical Executive Committee on June 10, 2022.

Active

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|----------------------------|--------------------|-----------------|-------------------|
| Alto, Kathleen, PhD | Psychiatry | Psychology | 6/1/2022 |
| MacDougall, Kelsey, Psy.D. | Psychiatry | Psychology | 6/7/2022 |
| Lang, Katherine, DO | Emergency Medicine | | 6/20/2022 |

Bioscientific

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|--------------------|-------------------|-----------------|-------------------|
| Sulzer, James, PhD | PM&R | Research | 6/1/2022 |

Associate

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|---------------------------------|--------------------|--------------------|-------------------|
| Cambio, Destiny, PA-C | Dermatology | | 6/1/2022 |
| Lee, Young Min, APRN-CNP | Medicine | Pulmonary Medicine | 6/1/2022 |
| Price, Jessica, APRN-CNP | Family Medicine | | 6/1/2022 |
| Pounds-Lewis, Carolyn, APRN-CNP | Geriatric Medicine | | 6/6/2022 |
| Rowe, Amanda, APRN-CNP | Emergency Medicine | Life Flight | 6/6/2022 |
| Stratton, Ann, APRN-CNP | Pediatrics | Foster Care | 6/1/2022 |

Privileged Non-Member

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|----------------------|-------------------|--------------------|-------------------|
| Finley, James, MD | Medicine | Pulmonary Medicine | 6/1/2022 |
| Kellems, Matthew, MD | Anesthesiology | | 6/1/2022 |

Non Reviewable List- Clean Files

Privileged Non-Member

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>Start Date</i> |
|---------------------|-------------------|-----------------|-------------------|
| Parker, John, MD | Neurology | | 6/1/2022 |
| Schaublin, Greg, MD | Neurology | | 6/1/2022 |
| Wathen, Anna, PT | PM&R | | 6/1/2022 |

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on May 31, 2022.
The Actions will then be reviewed by the Medical Executive Committee on June 10, 2022.

Resignations

| <i>Name</i> | <i>Department</i> | <i>Division</i> | <i>End Date</i> |
|-------------------------------|--------------------|----------------------|-----------------|
| Bahniwal, Charanjit, MD | Anesthesiology | | 11/5/2021-R |
| Bidinotto, Rebecca, APRN-CRNA | Anesthesiology | | 5/1/2022-R |
| Botham, Mark, MD | Surgery | Cardiothoracic | 9/22/2021-R |
| Brown, Laura, MD | Surgery | Trauma/Critical Care | 5/1/2022-R |
| Eismon, Jennifer, MD | Anesthesiology | | 3/15/2022-R |
| French, Amanda, LPCC | Psychiatry | Social Work | 4/16/2021-R |
| Holt, Kenneth, LISW | Psychiatry | Social Work | 3/12/2021-R |
| Hoxha, Alma, MD | Anesthesiology | | 5/30/2022-R |
| Jeu, Gabriel, APRN-CNP | Psychiatry | | 5/13/2022-R |
| Johnson, Charles, APRN-CRNA | Anesthesiology | | 4/29/2022-RT |
| Martin, Ryan, PA-C | Emergency Medicine | | 5/6/2022-R |
| Schieda, Jill, MD | Radiology | | 5/20/2022-R |
| Speer, Leslie, PhD | Psychiatry | | 5/27/2022-R |
| Tabbaa, Kutaiba, MD | Anesthesiology | Pain Management | 6/1/2022-R |
| Wido, Thomas, MD | Emergency Medicine | | 3/30/2022-R |

Category Change

| <i>Name</i> | <i>Category From</i> | <i>Category To</i> | <i>Date</i> |
|-----------------------|----------------------|-----------------------|-------------|
| Cruz, Elaine, DO | Active | Privileged Non-Member | 6/2/2022 |
| Manos, Emily, PA-C | Associate | Privileged Non-Member | 5/21/2022 |
| Williams, Sherrie, MD | Active | Privileged Non-Member | 6/1/2022 |

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

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 22, 2022

Approval of Continuing Official Roles with Certain Partner Entities

RESOLUTION 19518

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System (the “System” or “MetroHealth”) has been presented a recommendation to approve the continuing official roles with certain nonprofit and governmental entities (the “partner entities”); and

WHEREAS, MetroHealth’s participation in these partner entities is an important means to fulfill MetroHealth’s mission of improving the health of the community, including by addressing social determinants of health.

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 representatives to the governing boards of the partner entities identified below:

| Nonprofit/Governmental Entity | MetroHealth Representative(s) |
|---|---|
| 340B Health | Medical Director, Pharmacy |
| America’s Essential Hospitals | Chief Executive Officer |
| American Red Cross of Northeast Ohio | President, Center Social Determinants of Health & Health Equity |
| The Center for Health Affairs | Chief Financial & System Services Officer System Chief Nurse Executive |
| The Center for Community Solutions | Medical Director, Institute for H.O.P.E. |
| Cleveland Leadership Center | Chief Executive Officer |
| Cleveland Neighborhood Progress | Chief Administrative Officer |
| Creating Healthier Communities | Chief Equity Officer |
| The Diversity Center of Northeast Ohio | Chief Equity Officer |
| Domestic Violence and Child Advocacy Center | System Chief Nursing Executive |
| First Year Cleveland | Chief Executive Officer |
| Greater Cleveland Partnership | Chief Executive Officer |
| HealthComp, Inc. | Vice President, Supply Chain |
| Heights-Hillcrest Chamber of Commerce | Sr. Manager, Diversity Solutions |
| Karamu House | Chief Equity Officer |
| Lifebanc | Chief Nursing Officer, Inpatient Services Member, Medical Staff |

| Nonprofit/Governmental Entity | MetroHealth Representative(s) |
|---|---|
| Metro West Community Development Corp. | Director, Economic & Community Transformation |
| Ronald McDonald House Charities of Northeast Ohio, Inc. | Chief Financial & System Services Officer |
| United Way of Greater Cleveland | Chief Population & Digital Health Officer |
| University Settlement | Senior Leadership; Member, Medical Staff |
| Urban Community School | Chief Administrative Officer |

BE IT FURTHER RESOLVED, each 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 any 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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Monnolly, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting
- NAYS: None
- ABSENT: None
- ABSTAINED: None
- DATE: June 22, 2022

**Approval of Collective Bargaining Agreement with
Ohio Patrolmen's Benevolent Association**

RESOLUTION 19519

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for approval of a three-year Collective Bargaining Agreement between The MetroHealth System and Ohio Patrolmen's Benevolent Association; and

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves a three-year Collective Bargaining Agreement between The MetroHealth System and Ohio Patrolmen's Benevolent Association, for the purpose of finalizing negotiations and executing contract documents. The core terms are set forth in Attachment A.

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. Hairston, Mr. Hurwitz,
Mr. Monnolly, Mr. Moss, Dr. Silvers, Dr. Walker, Ms.
Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 22, 2022

Attachment A

Core Terms for a Three-Year Collective Bargaining Agreement Between The MetroHealth System and Ohio Patrolmen's Benevolent Association (OPBA)

Economic Terms

- Wages: 2022 = special market adjustment raising Patrol Officer start rate to \$24.00 (\$28.00 for those who maintain a Peace Officer Certification)
2023 = 3.25% increase
2024 = 3.25% increase
- Shift differential: Increased as follows:
3-11:30pm: \$1.10
11pm-7:30am: \$1.25
(50% of worked hours must be in the shift differential zone)
- Longevity Add-on Pay: Based on continuous MetroHealth service, the following amounts will be added to officers' hourly rate:
5 years - <10 years: \$.50
10 years - <15 years: \$.75
15 years+: \$1.00

Healthcare/Insurance

1. *Medical plan premiums*: New bi-weekly premium rates for the various tiers will be as follows, which represents continued movement toward equitable cost-sharing across the tiers:

| | Existing per-pay premium rate, which will continue for 2022 | Premium change effective 1/1/23, which will apply through 2023 | Premium change effective 1/1/24, which will apply through 2024 |
|---------------|---|--|--|
| Single | \$80 | \$86 | \$86 |
| Ee + spouse | \$135 | \$155 | \$175 |
| Ee + children | \$120 | \$140 | \$160 |
| Family | \$160 | \$180 | \$200 |

Other Core Economic Terms

1. *Overtime premium*: To address staffing needs and aid recruitment and retention efforts, MetroHealth reserves the right to offer payment above the overtime rate to incentivize overtime work, after notice to the Union.

2. *Parking*: Employees will move to MetroHealth's new daily parking rate model, paying the same daily rate as the rest of the System. Above the current daily rate, total daily rate increases are capped at \$.50 during the three-year agreement.
3. *Uniform allowance*: Annual uniform allowance for full-time, non-probationary employees increased from \$500 to \$700, effective in 2022.
4. *Juneteenth*: Juneteenth added as floating paid holiday.
5. *MetroHealthy wellness incentive*: A wellness program will be maintained throughout the three-year contract. Current maximum earnings levels (\$800/\$1100) will be maintained for the 2023 program; earnings levels not set for 2024 and 2025.

Operational Terms

1. *Overtime opportunities*: Revised methods by which overtime is offered, so that it is offered first to officers at the site needing the coverage. Clarified that special assignment overtime (outside of daily operations) is not offered/assigned by site.
2. *Minimum time between shifts*: To promote coverage, reduced the minimum time between shifts from 11 hours to 10 hours. If there are less than 10 hours between assigned shifts, a premium rate applies.
3. *Special assignments*: Special assignments, such as school resource officer, bicycle unit, K9 unit, and special behavioral health assignments are at management's discretion, after review of officers interested.
4. *Firearms training*: Proficiency assessment and training reduced from twice/year to once/year, in alignment with state law. MetroHealth will provide 3 hours' paid time for assessment and training (increased from 2 hours).
5. *Sick time, medical, new parent, bereavement leaves*: Made various changes regarding when bargaining unit employees are eligible for paid sick time, medical leave, new parent leave, and bereavement leave, to simplify and to achieve consistency with the more contemporary System policy.
6. *End-of-year sick and holiday cashouts*: End-of-year cashout of unused holiday time will be automatic, rather than triggered by employee election (which is a manual process). Streamlined end-of-year sick time cashout election so that it is easier to process.
7. *Union representation*: Clarified that employee has the right to OPBA representation at disciplinary interviews upon request. Added provision by which OPBA representatives can be granted time off without pay for certain OPBA activities.

Approval of the Amended and Restated Bylaws for the Board of Trustees

RESOLUTION 19520

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the Amended and Restated Bylaws to institute an Equity, Inclusion & Diversity Committee; and

WHEREAS, the Board of Trustees hereby waives the Board's requirement for 10-day notice of amendments to the Bylaws.

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. Chappell, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Monnolly, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting |
| NAYS: | None |
| ABSENT: | None |
| ABSTAINED: | None |
| DATE: | June 22, 2022 |



THE METROHEALTH SYSTEM

BOARD OF TRUSTEES BYLAWS

Amendments and Revisions through June 2022

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 1. 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 Committee; Governance Committee; Facilities and Planning Committee; Finance Committee; Audit and Compliance Committee; Quality, Safety and Experience Committee; Equity, Inclusion & Diversity 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.

ARTICLE VIII: STANDING COMMITTEES

Section 1. Executive Committee.

The Executive 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. The Committee shall consider any other items it deems appropriate.

Section 2. 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 3. 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 4. 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 5. 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 6. 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.

Section 7. Equity, Inclusion & Diversity Committee.

The Equity, Inclusion & Diversity ("EID") Committee shall be responsible for the oversight of the development and implementation of policies and programs to promote equity, inclusion and diversity in the organization and to identify and remove barriers to health equity. The EID Committee shall be responsible for outlining the basic strategy for: developing a comprehensive, sustainable program for EID to deliver high quality accessible care for all patients; promoting the diversity of the organization's supplier relationships and employee ranks; and championing EID internally and externally. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

ARTICLE IX: SPECIAL COMMITTEES

Section 1. 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 2. 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 X: 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 XI: 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 XIII: 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 XIV: 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
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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
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