



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – NOVEMBER 21, 2022**

<b><u>RESOLUTION DESCRIPTION</u></b>	<b><u>RESOLUTION NO.</u></b>
<b>MINUTES</b>	
Approval of Board Meeting Minutes, October 20, 2022, Special Meeting, October 26, 2022 and November 2, 2022, Special Meeting.	19539
<b>CONSENT AGENDA</b>	
<i><u>Finance Committee</u></i>	
Approval of Authorization of Chief Financial and System Services Officer to Declare the Official Intent of MetroHealth to Reimburse Expenditures from Proceeds of Tax-Exempt Obligations.	19540
<b>MEDICAL STAFF</b>	
Approval of Medical Staff Providers Appointments, Reappointments and Actions for October 2022.	19541
<b>OTHER BOARD ITEMS</b>	
Approval of 2023 Schedule of Regular Board Meetings of The MetroHealth System.	19542
Approval of Amendments to the Executive Compensation Policy BOT-06.	19543
Ratification of the Engagement of Outside Counsel.	19544

**Approval of Board Meeting Minutes, October 20, 2022, October 26, 2022, and  
November 2, 2022**

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**RESOLUTION 19539**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of October 26, 2022 and Special Meetings of October 20, 2022 and November 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 October 26, 2022, and Special Meetings of October 20, 2022 and November 2, 2022, as presented.

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

NAYS: None

ABSENT: Mr. Corlett, Mr. Monnolly

ABSTAINED: None

DATE: November 21, 2022

Approval of Authorization of the Chief Financial & System Services Officer to  
Declare the Official Intent of MetroHealth to Reimburse Expenditures  
From Proceeds of Tax-Exempt Obligations

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RESOLUTION 19540

WHEREAS, The MetroHealth System (“MetroHealth”) intends to finance certain capital projects (the “Projects”) on a long-term basis with proceeds of loans made to MetroHealth by a qualified issuer (the “Authority”) from proceeds of the bonds;

WHEREAS, MetroHealth has already paid or may pay in the future for certain costs of the Projects (“Project Costs”) with funds of MetroHealth, or an affiliate of MetroHealth, prior to the time bonds are issued by the Authority to finance the Project Costs, and prior to the time interim debt, if any, is incurred by MetroHealth for Project Costs;

WHEREAS, MetroHealth reasonably anticipates that the Authority will finance its loan to MetroHealth with obligations of the Authority (the “Project Bonds”), in one or more issuances, the interest on which is expected to be excludable from gross income under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), for purposes of federal income taxation; and

WHEREAS, MetroHealth desires to preserve the right to treat an allocation of proceeds of the Project Bonds, and any interim borrowing of MetroHealth, to the reimbursement of Project Costs paid prior to the issuance thereof as an expenditure for such Project Costs to be reimbursed for purposes of Sections 103 and 141-150 of the Code;

WHEREAS, MetroHealth desires to delegate to its Chief Financial & System Services Officer (or other person as provided below), the authority to declare its official intent to reimburse such expenditures;

NOW THEREFORE, BE IT RESOLVED by the Board of Trustees of MetroHealth as follows:

**Section 1.** MetroHealth hereby authorizes its Chief Financial & System Services Officer (or chief executive officer or other person who carries out the duties and obligations of the Chief Financial & System Services Officer, if the Chief Financial & System Services Officer is for any reason unavailable), in his sole discretion after consultation with counsel, to execute certificates (the “Declaration of Intent Certificates”) on behalf of MetroHealth for Project Costs which MetroHealth reasonably expects to reimburse from proceeds of Project Bonds, to the extent that such Project Costs are paid prior to the issuance of the respective series of Project Bonds.

**Section 2.** The Declaration of Intent Certificates are intended to be a declaration of MetroHealth’s official intent to reimburse the expenditure of such Project Costs paid prior to the issuance of the Project Bonds, and any interim borrowing to be incurred by

MetroHealth, with proceeds of such debt, for purposes of Treasury Regulations Section 1.150-2.

**Section 3.** The Declaration of Intent Certificates will set forth, to the extent deemed necessary, convenient, or desirable by the Chief Financial & System Services Officer, after consultation with counsel to MetroHealth, the following if still current under then applicable Federal income tax or regulations, or any revision thereof or addition or deletion thereto, as the case may be under then applicable law:

- (a) a description of the particular project to which the Project Costs or relate;
- (b) a statement that MetroHealth reasonably expects to reimburse such Project Costs from proceeds of Project Bonds;
- (c) the maximum principal amount of the Project Bonds expected to be issued to finance the respective Project Costs;
- (d) that the Project Costs to be reimbursed with the proceeds of the Project Bonds will be “capital expenditures” in accordance with the meaning of Section 150 of the Code;
- (e) that no reimbursement allocation will employ an “abusive arbitrage device” under Treasury Regulations §1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Sections 142 through 147, inclusive, of the Code, or any successor provisions;
- (f) that the proceeds of the Project Bonds used to reimburse MetroHealth for Project Costs, or funds corresponding to such amounts, will not be used in a manner that results in the creation of “replacement proceeds”, including “sinking funds”, “pledged funds” or funds subject to a “negative pledge” (as such terms are defined in Treasury Regulations §1.148-1), of the Project Bonds or other issues of debt obligations of the MetroHealth, other than amounts deposited into a “bona fide debt service fund” (as defined in Treasury Regulations §1.148-1); and
- (g) that all reimbursement allocations will occur not later than 18 months after the later of (i) the date the expenditure from a source other than the Project Bonds is paid, or (ii) the date the respective Project Costs are “placed in service” (within the meaning of Treasury Regulations §1.150-2, or any successor provisions) or abandoned, but in no event more than 3 years after the expenditure is paid.

**Section 4.** This resolution shall be effective with respect to all current and future capital projects of MetroHealth and shall take effect immediately.

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

NAYS:

ABSENT: Mr. Corlett, Mr. Monnolly

ABSTAINED:

DATE: November 21, 2022

## Exhibit A

### Form of Declaration of Intent Certificate

I, Craig Richmond, Executive Vice President and Chief Financial & System Services Officer, HEREBY CERTIFY as of the date set forth below with respect to the costs described on Exhibit A hereto ("Project Costs") to be financed with the proceeds of bonds, notes or other obligations of the ("Project Bonds") the qualified issuer (the "Issuer") as follows:

(a) MetroHealth reasonably expects to reimburse such Project Costs from proceeds of Project Bonds.

(b) That maximum principal amount of the Project Bonds expected to be issued to finance the Project Costs is \$\_\_\_\_\_.

(c) The Project Costs to be reimbursed with the proceeds of the Project Bonds will be "capital expenditures" in accordance with the meaning of Section 150 of the Internal Revenue Code of 1986, amended (the "Code");

(c) No reimbursement allocation will employ an "abusive arbitrage device" under Treasury Regulations Section 1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Section 142 through 147, inclusive, of the Code, or any successor provisions;

(d) The proceeds of the Project Bonds used to reimburse MetroHealth for the Project Costs, or amounts corresponding to such amounts, will not be used in a manner that results in the creation of "replacement proceeds", including "sinking funds", "pledged funds" or funds subject to a "negative pledge" (as such terms are defined in Treasury Regulations Section 1.148-1) of the Project Bonds or other issues of debt obligations of the Authority, other than amounts deposited into a "bona fide debt service fund" (as defined in Treasury Regulations Section 1.148-1); and

(e) All reimbursement allocations will occur not later than 18 months after the later of (i) the date the expenditure from a source other than the Project Bonds is paid, or (ii) the date the Project is "placed in service" (within the meaning of Treasury Regulations Section 1.150-2, or any successor provisions) or abandoned, but in no event more than 3 years after the expenditure is paid.

(f) This certification is intended to be a declaration of the hospital's official intent to reimburse such expenditures, for purposes of Treasury Regulations Section 1.150-2.

**Date:** \_\_\_\_\_

**By:** \_\_\_\_\_

Craig Richmond, Executive Vice President and  
Chief Financial & System Services Officer  
The MetroHealth System

**Exhibit B**

**Project Description & Costs**

Project Name: \_\_\_\_\_ Cost Center#: \_\_\_\_\_

Project Requestor: \_\_\_\_\_ Date of Request: \_\_\_\_\_

Funding Source: \_\_\_\_\_ Location: \_\_\_\_\_

Estimated Project Start Date: \_\_\_\_\_ Estimated Construction Time: \_\_\_\_\_

**Project – Estimated Cost Information:**

Construction Cost (Including Fees/General Conditions and Contingencies): \$ \_\_\_\_\_

Soft Cost (Design Fees, Plan Review Fee, and Project Related Expenses) \$ \_\_\_\_\_

Furniture, Fixtures and Equipment: \$ \_\_\_\_\_

Land Acquisition Cost: \$ \_\_\_\_\_

Escalation: (Inflation): \$ \_\_\_\_\_

Capitalized Interest (Interim Financing): \$ \_\_\_\_\_

Total Estimated Project Cost: \$ \_\_\_\_\_



**Project Description:**

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Chief Financial &  
System Services  
Officer Approval:

Date:

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**Final Project Summary:**

Date Placed in Service: \_\_\_\_\_ Date of Last Payment: \_\_\_\_\_ Final Project  
Cost: \_\_\_\_\_

**APPROVAL OF MEDICAL STAFF PROVIDERS APPOINTMENTS, ACTIONS  
AND REAPPOINTMENTS FOR OCTOBER 2022**

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**RESOLUTION NO. 19541**

The following Appointments to The MetroHealth System Medical Staff were reviewed by the Credentials Committee on October 25, 2022. The appointments were then reviewed and accepted by the Medical Executive Committee on November 11, 2022

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Schuett, Amy, MD	Psychiatry		10/25/2022
Grossman, Lelah, MD	Pediatrics		10/31/2022
Mummadi, Srinivas, MD	Medicine	Pulmonary	10/31/2022
Swope, David, MD	Psychiatry		10/26/2022
Cooperrider, Mara, DMD	Dental Medicine		10/26/2022
Dhumak, Vipul, MD	Anesthesiology		10/31/2022
Kraft, Sandy, OD	Surgery	Optometry	10/31/2022

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Baker, Ricquie, PA-C	Orthopaedics		10/25/2022
Fasone, Holly APRN-CNP	Psychiatry		10/26/2022
Gray, Michael, PA-C	Surgery	Trauma/CC/Burn	10/26/2022
Henry, Ryan, APRN-CRNA	Anesthesiology		10/26/2022
Matia, Amy, PA-C	Surgery	General Surgery	10/26/2022
Dziubinski, Travis, CAA	Anesthesiology		10/26/2022
Makowski, Esther, APRN-CNP	Medicine	Hematology/Oncology	10/26/2022
Durdella, Deborah, APRN-CNP	Pediatrics		10/26/2022
Lynch, Joannah, APRN-CNP	Family Medicine		10/26/2022
Maynard, Jason, APRN-CNP	Psychiatry		10/26/2022
Narduzzi, Ashley, APRN-CNP	Anesthesiology		10/26/2022
Burke, Brian, APRN-CRNA	Anesthesiology		10/31/2022

**Bioscientific**

<i>Name</i>	<i>Department</i>	<i>Effective</i>
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Moynahan, PhD	Megan	Research	10/25/2022
Furuta, PhD	Saori	Research	10/25/2022
Robertson, PhD	Paige	Research	10/25/2022

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Robertson, Paige, LPCC	Psychiatry		10/25/2022
Al Solaiman, Firas, MD	Medicine	Heart/Vascular	11/01/2022-Locum

**Clean Files – Reviewed and Approved Effective 10/25/2022**

Khatana, Jasmine, MD	Pediatrics		10/25/2022
Wright, Chelsea, MD	Family Medicine		10/25/2022
Scioscia, Andrea, MD	Pediatrics	CC-UH RB&C	10/25/2022
Marx, Matthew, MD, MS	Pediatrics	CC-UH RB&C	10/25/2022

The following actions to the MetroHealth System Medical Staff were reviewed by the Credentials Committee on October 25, 2022. The Actions were then reviewed by the Medical Executive Committee on November 11.

**Resignations**

<b>LastName</b>	<b>FirstName</b>	<b>Degree</b>	<b>Department1</b>	<b>Division</b>	<b>Resigned</b>
Boseman	Linda	APRN-CNP	Pediatrics		10/15/2022
Cika	Elizabeth	APRN-CNP	Neurology		9/9/2022
Clark	Gary	MD, MMM, CPE	Physical Medicine & Rehabilitation		9/30/2022
Husnain	Muhammad	MD, MEd	Medicine	Hospital Medicine	10/25/2022
Johnson	Tayasha	APRN-CNP	Medicine	Pulmonary Medicine	9/30/2022
Khurana	Swapnil	MD	Psychiatry		10/18/2022
Thomas	Kashena	APRN-CNP	Medicine	Rheumatology	10/7/2022

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

### **Reappointments 10/30/2022-10-30-2024**

Amanda J. Burger, Ph.D	Psychiatry		Active	
Alison C. Daigle, DO	Neurology		Privileged Non Member	
Ankita P. Desai, MD	Pediatrics	Pediatric Infectious Disease	Privileged Non Member	
Amy M. Edwards, MD	Pediatrics	Pediatric Infectious Disease	Privileged Non Member	
Hesham A. Elsharkawy, MD, MBA	Anesthesiology	Pain Management	Active	
Adam T. Goins, APRN-CNP	Medicine	Gastroenterology	Associate	
Casey L. Kohler, MD	Surgery	Trauma/Burn/Critical Care	Active	
Alexis M. Moyers, APRN-CNP	Family Medicine	Express Care	Associate	
Ryan M. Naso, APRN-CNP	Family Medicine	Express Care	Associate	
Laura L. Posey, APRN-CNP	Surgery	Trauma/Burn/Critical Care	Associate	
Brittany S. Shrefler, MD	Medicine/Pediatrics		Active	

## Ratification of the Engagement of Outside Counsel

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### RESOLUTION 19544

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation by the Board Chairperson to ratify and approve the action taken by The MetroHealth System and the Board Chairperson for the engagement of Tucker Ellis LLP and Walter Haverfield as outside counsel to The MetroHealth System and the Board of Trustees; and

WHEREAS, while the Board does not believe the engagements to be invalid for any reason, to eliminate any questions about the retention of outside counsel, the Board of Trustees is taking this confirmatory action.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby ratifies and approves the action taken by The MetroHealth System for the engagement of Tucker Ellis LLP and Walter Haverfield LLP as outside counsel.

BE IT FURTHER RESOLVED, the General Counsel is hereby authorized to negotiate and execute any further agreements and other documents consistent with this resolution.

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

NAYS:

ABSENT: Mr. Corlett, Mr. Monnolly

ABSTAINED:

DATE: November 21, 2022

Approval of 2023 Schedule of Regular Board Meetings of The MetroHealth System

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**RESOLUTION 19542**

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 2023; and

WHEREAS, the schedule has been presented in accordance with the Bylaws of the Board of Trustees and applicable law.

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 2023, 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, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS:

ABSENT: Mr. Corlett, Mr. Monnolly

ABSTAINED:

DATE: November 21, 2022



## The MetroHealth System Board of Trustees 2023 Schedule of Meetings

	Quality, Safety & Experience Committee	Equity, Inclusion & Diversity Committee	Finance Committee	Audit & Compliance Committee	Governance Committee	Facilities & Planning Committee	Executive Committee	Board
<b>January</b>	25-Jan (12-1:30pm)	25-Jan (1:30-3pm)	25-Jan (3-5pm)					25-Jan (5-7:00pm)
<b>February</b>				22-Feb (12-2:00pm)	22-Feb (2-3:30pm)	22-Feb (3:30-5pm)		22-Feb (5-7:00pm)
<b>March</b>				22-Mar (2-3:30pm)			22-Mar (3:30-5pm)	22-Mar (5-7:00pm)
<b>April</b>	26-Apr (12-1:30pm)	26-Apr (1:30-3pm)	26-Apr (3-5pm)					26-Apr (5-7:00pm)
<b>May</b>				24-May (12-2:00pm)	24-May (2-3:30pm)	24-May (3:30-5pm)		24-May (5-7:00pm)
<b>June</b>								28-June (5-7:00pm)
<b>July</b>								
<b>August</b>	23-Aug (12-1:30pm)	23-Aug (1:30-3pm)	23-Aug (3-5pm)					23-Aug (5-7:00pm)
<b>September</b>				27-Sept (12-2:00pm)	27-Sept (2-3:30pm)	27-Sept (3:30-5pm)		27-Sept (5-7:00pm)
<b>October</b>			25-Oct (3:30-5pm)					25-Oct (5-7:00pm)
<b>November</b>	20-Nov* (12-1:30pm)	20-Nov* (1:30-3pm)	20-Nov* (3-5pm)					20-Nov* (5-7:00pm)
<b>December</b>				20-Dec (12-2:00pm)	20-Dec (2-3:30pm)	20-Dec (3:30-5pm)		20-Dec (5-7:00pm)

\*Meetings moved to Monday due to Thanksgiving holiday EDUCATIONAL SESSIONS:

March 8; July 12; September 13