



THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – JANUARY 25, 2023

RESOLUTION DESCRIPTION

RESOLUTION NO.

Board of Trustees

Approval of Support of a Non-Profit Affiliate

19554

Minutes – December 14, 2022 and January 11, 2023

19555

Other Board Items

Recommendation to the Board of Trustees of The MetroHealth System to Appoint a Member and Director to the Board of Directors of CCH Development Corporation

19556

Approval of the Appointments to The MetroHealth System Medical Staff January 10, 2023

19557

Approval of Support of a Nonprofit Affiliate

RESOLUTION 19554

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the funding for further capitalization of its nonprofit affiliate Lumina Imaging.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the provision of financial support for its nonprofit affiliate Lumina Imaging in accordance with its authority provided in Section 339.10, as more fully described in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer of The MetroHealth System is designated to serve as the Director of Lumina Imaging.

BE IT FURTHER RESOLVED, any action taken by the System and its officers for and on its behalf in connection with the transactions referenced in these resolutions, which are in conformity with the intent and purpose of these resolutions, is hereby approved, ratified, and confirmed in all respects, and

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the President and Chief Executive Officer, together with the Senior Vice President and General Counsel and such other executive officers as she may designate, to effectuate or carry out the purpose and intent of the foregoing resolutions.

AYES: Mr. John Corlett, Ms. Maureen Dee, Mr. John Hairston, Mr. Robert Hurwitz, Mr. John Moss, Dr. JB Silvers, Dr. E. Harry Walker

NAYS: None

ABSENT: Ms. Inajo Davis-Chappell

ABSTAINED: None

DATE: January 11, 2023

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 Board Meeting Minutes, December 14, 2022, and January 11, 2023

RESOLUTION 19555

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of August 24, 2022 and Special Meetings of September 6, 2022 and September 22, 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 August 24, 2022 and Special Meetings of September 6, 2022 and September 22, 2022, as presented.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: October 26, 2022

Appointment of a Member of and Director
to the Board of Directors of CCH Development Corporation

RESOLUTION 19556

WHEREAS, the Board of Trustees (the "Board") of The MetroHealth System (the "System") has been presented a recommendation to appoint a member of and a director to the Board of Directors of CCH Development Corporation (the "Company").

NOW, THEREFORE, BE IT RESOLVED, the Board hereby designates Inajo Davis Chappell, a Member of the System's Board of Trustees, to serve as the System's representative in acting as a member of the Company and as a director of the Company and to serve in such capacity in accordance with her official position with the System (the "MetroHealth Approved Member").

BE IT FURTHER RESOLVED, the Board hereby authorizes, instructs and directs the MetroHealth Approved Member to represent the interest of the System at all times in service as a member and/or director of the Company.

AYES: Ms. Inajo Davis-Chappell, Mr. John Corlett, Ms. Maureen Dee, Mr. John Hairston, Mr. John Moss, Dr. J.B. Silvers, Mr. Harry Walker, Ms. Vanessa Whiting

NAYS: None

ABSENT: Mr. Robert Hurwitz

ABSTAINED: None

DATE: January 25, 2023

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

RESOLUTION NO. 19557

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on January 10, 2023. The appointments will then be reviewed and accepted by the Medical Executive Committee on January 11, 2023

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Collins, Christin, DO	Surgery	Oncology	1/11/2023
Rajsheker, Srilakshmi, MD	Radiology		1/11/2023
Rosenfield, Allan, MD	Geriatric Medicine		1/11/2023

Bioscientific

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Bryden, Anne, PhD	PM&R	Research	1/11/2023

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Kelbach, Susan, APRN-CNP	Surgery	Vascular Surgery	1/11/2023
Moses, Nicole, CAA	Anesthesiology		1/11/2023

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Bajc, Cheyanna, APRN-CNP	Psychiatry		1/11/2023
Harb, Alain, MD	Anesthesiology		1/11/2023
Zimmerman, Rena, MD	Medicine	Radiation Oncology	1/11/2023

Non reviewable list-Clean files

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Johnson, Jasmine, RN	Medicine	Weight Management	1/11/2023
Sabella, Renae, LD	Medicine	Weight Management	1/11/2023

The MetroHealth System Board of Trustees

FULL BOARD REGULAR MEETING

December 14, 2022

4:00 – 6:00 pm

The Glick Center Room AC2-311 A, B & C or via Zoom

Meeting Minutes

Present: Mr. John Corlett, Ms. Maureen Dee, Mr. John Hairston, Mr. Robert Hurwitz, Mr. John Moss, Dr. JB Silvers, Dr. E. Harry Walker, Ms. Vanessa Whiting

Staff: Dr. Airica Steed, Dr. Jennifer Bailit, Ms. Kate Brown, Dr. Nabil Chehade, Dr. Jeffrey Claridge, Ms. Susan Fuehrer, Ms. Julie Jacono, Mr. Walter Jones, Dr. Melissa Kline, Dr. William Lewis, Ms. Laura McBride, Dr. James Misak, Mr. Alan Nevel, Ms. Jane Platten, Dr. Christine Alexander Rager, Ms. Sonja Rajki, Mr. Brian Rentschler, Mr. Craig Richmond, Mr. Nicholas Sukalac, Ms. Cheryl Wahl

Ms. Whiting called the meeting to order at 4:02 pm, in accordance with Section 339.02(K) of the Ohio Revised Code.

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

I. Approval of Minutes

The minutes of the November 21, 2022 regular Board Meeting, November 9, 2022 Special Board Meeting and December 2, 2022 Special Board Meeting were unanimously approved as submitted. **RESOLUTION NO. 19546**

II. Committee Reports

There were no committee meetings preceding this meeting.

III. Resolution of Appreciation for Terence Monnolly

Ms. Whiting read the resolution in appreciation for Terence Monnolly's years of service to MetroHealth and the Board and asked Walter Jones to give remarks. Mr. Jones stated how much of a pleasure it was working with Mr. Monnolly throughout the Glick project and how critical his partnership was. Ms. Dee also added comments regarding Mr. Monnolly's dedication and passion for MetroHealth. The Board unanimously approved the Resolution of Appreciation for Terence Monnolly. **RESOLUTION NO. 19547**

The MetroHealth System Board of Trustees

IV. Public Comments

Ms. Whiting opened the floor to a member of the public who asked to make a statement. Ms. Sabrina Otis stated that she was very grateful for the wonderful team and services received at the Geriatric clinic. However, the service she has received from the Pediatric clinic needs much improvement. Her daughter has epilepsy and there are only two pediatric neurologists available. She raised concerns regarding the quality of care provided to her daughter. Also, her mother is a patient with Cardiology. Ms. Otis expressed frustration that the doors in the Towers are closed, which makes it very difficult for patients, especially cardiac patients, who must walk a distance from the emergency department to the Towers to get to their appointments. Ms. Otis would like something to be done regarding the entrances for her mother. Her entire family comes to MetroHealth, and Ms. Otis also expressed how critical access to medications is for her and her family. She is grateful for the pharmacy services and access her family receives. Ms. Whiting thanked Ms. Otis for her comments.

V. President and CEO's Report

Ms. Whiting stated that this is where the President's Report usually would arise in the agenda. However, since this is Dr. Steed's 8th business day as President & CEO, we wanted to take time to welcome her. A welcome video was played in honor of Dr. Steed's arrival. Dr. Steed expressed her thanks for the warm welcome she has received from MetroHealth and the community.

VI. Medical Staff Report

Dr. Christine Alexander, President of the Medical Staff, indicated the medical staff report was included in the Board Book. However, she also wanted to highlight additional items that are in the works. We are in the process of changes in the Medical Records policy to include residents who perform this function in inpatient settings. Additionally, updating the CME mission statement and policies. At the request of Ms. Whiting, the Board unanimously approved the Medical Staff Providers Appointments and Reappointments for November 2022 and the Medical Executive Committee Minutes of November 11, 2022. **RESOLUTION NO. 19548**

VII. Information Items

- Direct Contracting Entity Accomplishments – Dr. Nabil Chehade. Dr. Chehade noted that CMS had lifted its embargo on the shared savings results achieved by direct contracting entities. Dr. Chehade read the approved press release but was unable to present any slides. The results again reflect significant successes from MetroHealth's DCE, which achieved the highest shared savings for CMS in Ohio.

The MetroHealth System Board of Trustees

- I4HOPE's Screening for Social Determinants of Health – Dr. Jim Misak and Sue Fuehrer. Dr. Misak and Ms. Fuehrer gave a thorough presentation on the challenges, charges, and tools used by the Institute for H.O.P.E. The objective is to improve health through opportunity, partnership and empowerment. Featured a slide presentation outlining the Institute for H.O.P.E accomplishments and goals. The Board thanked Dr. Misak and Ms. Fuehrer for the presentation and their high-impact work for our community.
- The Trauma Professionship – Dr. Jeffrey Claridge. Dr. Claridge featured a slide presentation explaining the increasing prevalence of death from trauma. Trauma is the leading cause of death for those aged 1-46. Given the prevalence and impact, it is critical that MetroHealth be a leading provider for our patients and improve the quality of care in order to, in turn, improve outcomes. However, there is a lack of trauma-related funding. Many of the academic projects the Trauma team works on are not externally funded. With additional funds, The MetroHealth Trauma Research Institute of Cleveland (METRIC) would be able to fund a yearly pilot/research study given to someone within the division, fund a yearly academic leadership/educational course for an individual within the Division (Attending and APP), fund a Postdoctoral Research Position and grow the endowment. The Board thanked Dr. Claridge for the insightful presentation and his group's important work.

VIII. Other Board Items

- A. Ms. McBride reviewed the proposed changes to the Board's Bylaws, which were previously shared with the Board – including clean-up items, the creation of a standalone Compensation Committee, and changes to reflect the resulting changes to the Executive Committee's scope. The Board unanimously approved the Amendments to Bylaws for the Board of Trustees. **RESOLUTION NO. 19549**
- B. Ms. McBride discussed proposed modifications to the 2023 Calendar of Meetings previously approved at the November meeting – including changes to reflect the standalone Compensation Committee and a shift in committee dates in November and December. The Board unanimously approved the Amended 2023 Calendar of Meetings. **RESOLUTION NO. 19550**
- C. The Trustees acknowledged their thanks in Dr. Walker's willingness to serve as Chair-Elect and eventually as Chair. The Board unanimously approved the Election of Chair-Elect. **RESOLUTION NO. 19551**

The MetroHealth System Board of Trustees

D. The Board recognized that the Transition Plan was developed in anticipation of Dr. Steed's term beginning January 1, 2023. In light of the earlier transition, it was discussed and agreed that the Transition Plan be revoked. The Board unanimously approved the Revocation of Transition Plan & Temporary Modifications to Delegations of Authority. **RESOLUTION NO. 19552**

IX. Executive Session

Ms. Whiting then stated that the matters to be considered next involved a conference with an attorney for MetroHealth and the Board concerning disputes involving the MetroHealth and the Board that are the subject of pending or imminent court action, including the settlement of a claim, and asked for a motion to go into executive session.

It was motioned by Dr. Walker and seconded by Mr. Hairston. The Board held a roll call vote with all members voting to approve the motion to go into executive session for the purpose stated by Ms. Whiting.

Members of the public were excused, and the Board went into executive session to discuss the identified matters at 5:30 pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 6:48 pm.

At that time, Ms. Whiting noted that the Board had discussed the resolution of a settlement in executive session and, based on the information presented, asked for a motion to approve the proposed settlement of the claim. The Board unanimously approved the resolution for the approval of claim no. 19-28-1119. **RESOLUTION NO. 19553**

There being no further business to bring before the Board, the meeting was adjourned at 6:50 pm.

NEXT MEETING: **Wednesday, January 25, 2023 – 5:00-7:00 pm**
 The Glick Center Conference Room 311 A & B or via Zoom

THE METROHEALTH SYSTEM

Vanessa Whiting, Chairperson



The MetroHealth System Board of Trustees

SPECIAL BOARD OF TRUSTEES MEETING

Wednesday, January 11, 2023

5:30-6:00 pm

MetroHealth Glick Conference Center

AC2-311A

Meeting Minutes

- Board Members:** Ms. Inajo Davis Chappell-I, Ms. Maureen Dee-I, Mr. John Hairston-R, Mr. Robert Hurwitz-R, John Moss-I, Dr. JB Silvers-I, Dr. E. Harry Walker-I, Ms. Vanessa Whiting-I
- Staff Present:** Ms. Laura Black-I, Mr. Joe Frolik-I, Ms. Julie Jacono-R, Ms. Laura McBride-I, Ms. Sonja Rajki-I, Mr. Craig Richmond-I
- Guests:** Dr. Akram Boutros-R; Ms. Jasmine Boutros-R, Ms. Suzanne Boutros-R, Ms. Tess Boutros-R, Ms. Lydia Coutre-R, Ms. Gail Long-R, Mr. LeVine Ross-R, Ms. Julie Washington-I¹

Ms. Whiting called the meeting to order at 5:30 pm.

Ms. Whiting related that the initial matters to be considered at this meeting involve discussions of hospital trade secrets as defined in ORC 1333.61; and for discussion with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action.

Ms. Whiting informed the public participants that the bulk of the meeting will be held in executive session and that the only matter the Board plans to discuss after the executive session is to take up the resolution for Support of a Nonprofit Affiliate.

Ms. Whiting then asked for a motion to recess into executive session to discuss hospital trade secrets as defined in ORC 1333.61; and for discussion with an attorney for the public body concerning disputes involving the public body that are the subject of pending or

¹ I-In-person

² R-Remote

The MetroHealth System Board of Trustees

imminent court action. A motion was made by Dr. Walker and seconded by Ms. Davis-Chappell to recess into executive session. The board held a roll call vote with all members voting to approve the motion to go into executive session for the purposes stated by Ms. Whiting.

Members of the public were excused, and the Board went into executive session to discuss the identified matters at 5:34 pm.

Return to Open Meeting

Following the executive session the meeting reconvened in open session at approximately 7:04 pm.

- III. Recommendations & Resolution
 - a. Approval of Support of a Nonprofit Affiliate

Ms. Whiting stated that the Board heard a presentation on the strategic plan and other hospital trade secret updates relating to its wholly owned nonprofit related entity, Lumina Imaging. The Board members asked questions and received answers to its questions regarding the strategic plans for Lumina Imaging. The Board has reviewed the proposed resolution for support of a nonprofit affiliate. Ms. Whiting then asked if there was any other discussion regarding the proposed resolution. There being none, Ms. Whiting asked for a motion to approve the resolution for Support of a Nonprofit Affiliate. Upon a motion and a second and a unanimous vote, the Board approved the resolution. RESOLUTION 19552

There being no further business to bring before the Board, the meeting was adjourned at approximately 7:07 p.m.

Respectfully submitted,

THE METROHEALTH SYSTEM

Vanessa Whiting, Chairperson

Airca Steed, Ed.D, RN

Next Regular Meeting: Wednesday, January 25, 2023
5:00 – 7:00 pm

The MetroHealth System Board of Trustees

The Glick Conference Center AC2-311A&B or via Zoom