



The MetroHealth System

Board of Trustees

Wednesday, January 24, 2024

2:00 -3:30 pm

The MetroHealth System K-107 or via Zoom

Governance Committee

Regular Meeting

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Wednesday, January 24, 2024
TIME: 2:00 – 3:30 pm
PLACE: MetroHealth K107 Board Room / Via Zoom
<https://us02web.zoom.us/j/82225970034>

AGENDA

I. Approval of Minutes

Minutes of the November 20, 2023 meeting of the Governance Committee

II. Information Items

- A. New Trustees Update – *A. Steed*
- B. Onboarding of New Board of Trustees – *I. Chappell and T. Rose*
- C. Preparing a Board Pipeline – *I. Chappell*
- D. Board Self Assessment – *I. Chappell and T. Rose*
- E. Revision of Board Committee Charters – *I. Chappell*

III. Recommendation/Resolution Approvals

- A. Recommendation for Approval of Amended and Restated Bylaws for the Board of Trustees
- B. Recommendation for Approval of Continuing Official Roles with Certain Partner Entities

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Monday, November 20, 2023

2:00-3:30 pm

The MetroHealth System Board Room K-107 and via Zoom

Meeting Minutes

Committee Members: Inajo Davis Chappell-I, Robert Hurwitz-R, John Moss-I, Vanessa Whiting-R¹

Other Trustees: Maureen Dee-R, John Hairston-R, J.B. Silvers-I, E. Harry Walker-I

Staff: Airica Steed-I, Will Dube-R, Laura McBride-I, Sonja Rajki-I, Dalph Watson-R

Guests: None

Ms. Chappell called the meeting to order at 2:02 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 May 24, 2023, Governance Committee Meeting were unanimously approved as submitted.

II. Information Items

A. Update on Appointment of Trustees

Ms. Chappell informed the Committee that Dr. Walker and Dr. Steed met with the County Executive Ronayne to discuss the open positions on the Board and the appointment process. She related that there is one vacancy and two trustees with expired terms, with one additional term set to expire in March 2024. The trustees who currently have expired terms will remain on the Board until their successors are approved. County Executive Ronayne provided two names for the approval process. Of the two individuals, both met with one of the Judges and are in the process of interviewing with the final Judge.

¹ I-In-person, R-Remote

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After the Judges have signed off on the appointments, they will move forward to County Council for confirmation. Once through County Council, the appointment process will take a few weeks to complete. It is anticipated the two successors will be approved by the end of 2023 and onboarding will take place in January 2024.

Dr. Steed related that she, Dr. Walker and County Executive Ronayne discussed having a more strategic process in appointing trustees to MetroHealth's Board, which would entail ensuring there are a few names on hand to allow for a smoother transition in the appointment of new trustees.

Ms. Chappell In the past, the Board has asked the Trustees to provide names to have in the queue going forward; although, the Trustees did not want to encroach on the County Executive and wanted to be sure they were being respectful of the process.

Ms. Chappell asked the Trustees if they had names of potential Board members they could pass them along, while acknowledging that the county is the appointing authority and the Board will not encroach on the county's process.

Ms. Dee added that if she were not reappointed to the Board, that it is important that there be Board member who would an advocate for the Hispanic community and Ms. Chappell asked Ms. Dee to please send along potential names for her to pass along to the County Executive.

B. Governance Committee Charter

Ms. Chappell pointed the Committee to the updated draft charter which were included in the materials and asked Ms. Rajki to give an update on the changes made to the charter. Ms. Rajki informed the group that she, Ms. Chappell and Dr. Steed reviewed and updated the charter for the Governance Committee. Ms. Rajki pointed out that one of the changes is to have the medical malpractice claim settlements reviewed going forward by the Quality and Safety Committee instead of the Governance Committee. Ms. Chappell asked that we move ahead with the Governance Charter as drafted and there were no objections to that from the Committee. Ms. Chappell related that all updated charters would be finalized in January.

C. Board Committee Charters and Associated Updates to Bylaws

Ms. Chappell informed the group that all Board Committee charters are being reviewed and with the updates to the Charters, the Bylaws will also require updating. After some discussion it was determined that both the updated Charters and Bylaws will come through

The MetroHealth System Board of Trustees

the Governance Committee for approval through the Governance Committee and then the full Board in January.

D. Trustee Self-Assessment

Ms. Chappell related that as part of the Governance Committee work there is an opportunity to explore how well the Board members feel they are engaged, and how they feel about the work they do for the board and are they on the correct committees. She suggested working with the Governance Institute to find an individual Trustee self-assessment tool.

Mr. Moss and Dr. Walker asked that we ensure that we are not duplicating efforts, as a Board self-assessment was done prior to the Board of Trustees Retreat. Ms. Chappell agreed and is looking for a tool that more specifically assesses individual Trustees engagement and looks to utilizing trustees most effectively. She suggested obtaining a tool with the arrival of the Board Liaison position in January 2024.

E. Opportunities for Trustee Education – 2024 Education Agenda

Ms. Chappell informed the Committee that it is the hope of the committee to have the Board Liaison position to work with the trustees to create additional opportunities for continuing education.

She reminded the Trustees that the Governance Institute has several opportunities for continuing education for the Trustees and the information has been included in the meeting materials. The cost of these events would be covered by The MetroHealth System and provide the Trustees an opportunity to engage with other health system board members and to gain knowledge relating to their work as Board members.

Dr. Steed added that the American Hospital Association also provides continuing education events specifically for health system boards and she would provide additional information.

Ms. Chappell then asked for a motion to move into executive session to conference with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action. Dr. Walker made the motion and Mr. Moss seconded. The Committee held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purpose stated by Ms. Chappell.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 2:28 pm.

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Following the executive session, the meeting reconvened in open session at approximately 3:28 pm and welcomed back the public via Zoom and those members of the public who remained in person.

VI. Recommendation/Resolutions Approval

A. Approval of a Claim Settlement

Ms. Chappell noted that the Committee received background information on the proposed settlement in executive session from counsel and had the opportunity to ask questions. Ms. Chappell asked if there were any additional questions or discussion. With none, the Committee unanimously approved the recommendation for Approval of a Claim Settlement for full Board action.

B. Approval of Retention of Outside Counsel

Ms. Chappell asked Ms. Rajki to provide further background information on the resolution for Approval of Retention of Outside Counsel. Ms. Rajki noted that the Board is not required to approve outside counsel that is utilized by the System unless the fees for any retention exceed the limits set by the Board's current delegations. She explained that there are not many times that counsel fees will exceed the authorized delegations, but in case there are, we are bringing the listed firms to the Board for approval. Ms. Rajki also explained that not every firm utilized is on the list. There was discussion about the selection of firms during which Ms. Rajki explained that panels of firms are generally selected by a request for proposal process and that not all of the firms on the resolution are utilized on a regular basis. After the discussion Ms. Chappell asked if there were any additional questions or discussion. With none, the Committee unanimously approved the recommendation for full Board action.

There being no further business to bring before the Board, the meeting was adjourned at 3:37 pm.

THE METROHEALTH SYSTEM

Inajo Chappell
Chairperson, Governance Committee



The Charter of the Audit & Compliance Committee of The MetroHealth System Board of Trustees

Purpose

The Audit and Compliance Committee is responsible for overseeing MetroHealth's financial reporting process, systems of internal controls, and external and internal audit functions, in addition to promoting and ensuring compliance with laws and regulations applicable to MetroHealth's operations. The Committee assists in ensuring that MetroHealth produces financial statements that fairly present MetroHealth's financial condition and operations. The Committee exercises due diligence to prevent and detect criminal conduct, and to otherwise promote an organizational culture that encourages ethical conduct and a commitment to compliance with the law.

Responsibilities

In fulfilling its charge, the Committee is responsible for the following activities and functions:

I. **External Audit**

- Review and discuss the results of the annual audit and any other matters communicated to the Committee by the external auditors, including any significant changes in accounting principles and disclosures and the impact of such changes on MetroHealth's financial statements.
- Assess the external auditor's annual management letter regarding the internal control environment, recommendations for improvements, and management's responses, including action plans, if any, and monitor management's implementation of action plans.
- Provide input, when requested, to the formal assessment of the external audit firm facilitated by the Ohio Auditor of State at least once every five (5) years.
- Raise any concern regarding the external audit firm to the Ohio Auditor of State.

II. **Internal Audit**

- Exercise functional reporting oversight of internal audit activities, including evaluation of information from internal auditors on the status of the control environment, and the review and evaluation of the findings and recommendations from completed audits.
- Approve the risk-based internal audit plan and receive communications on the internal audit activities performance relative to its audit plan and other matters, including the implementation of management action plans in response to significant audit findings.
- Make appropriate inquiries of management and the leader of Internal Audit to determine whether there may be inappropriate audit scope or resource limitations.
- Review the adequacy of the internal audit department resource plan.
- Approve the Internal Audit Department Charter.
- Review, in advance, management's proposed appointment, removal, and change in scope of responsibilities of the leader of Internal Audit.



III. Ethics and Compliance

- Establish and oversee the implementation, maintenance, and monitoring of an effective ethics and compliance program and the processes used to develop and implement the program according to the standards set forth in the guidelines established by the United States Sentencing Commission, the Department of Justice, the Office of Inspector General, and other relevant regulatory authorities.
- Approve the risk-based compliance workplan and receive communications on the ethics and compliance program activities performance relative to its workplan and other matters, including the implementation of corrective action plans in response to significant ethics and compliance issues.
- Review and reassess the Code of Conduct at least annually, or as conditions may warrant, and recommend material changes to the Code of Conduct.
- Review: (1) those legal and compliance matters that may have a material impact on MetroHealth; (2) data to ensure that MetroHealth compliance policies are regularly evaluated and updated as needed; and (3) any material reports or inquiries received from regulating bodies or government agencies or matters reported by employees or third parties.
- Receive and assess compliance reports submitted to the Committee in accordance with MetroHealth policy.
- Review the adequacy of the Ethics and Compliance department resource plan.
- Review, in advance, management's proposed appointment, removal, and change in scope of responsibilities of leader(s) of Ethics and Compliance.
- Remain informed of current developments in the regulatory environment and of legal and regulatory requirements.
- The Committee may retain, when appropriate, counsel or other consultants to assist with the duties outlined in this charter and to assess MetroHealth's audit and compliance programs and for conducting investigations of potential violations of laws, regulations, and other allegations arising from compliance reports.

Composition

The Audit & Compliance Committee shall be led by a board member with an interest and background in audit and compliance matters and consist of additional board members, as identified by the Board Chairperson. All Committee members must be able to exercise judgment independent from MetroHealth management. The Committee shall be staffed by the CEO, General Counsel, leader(s) of Ethics and Compliance, leader of Internal Audit, and other relevant members of the executive team.

Meeting Schedule

The Audit and Compliance Committee shall meet at least quarterly, or as needed. At least annually, the Committee shall meet separately in an executive session without MetroHealth management, unless requested by the Committee Chair, with each of the following: (a) MetroHealth's external auditors; (b) leader of Internal Audit; and (c) leader(s) of Ethics and Compliance.



The Charter of the Compensation and Human Capital Committee of The MetroHealth System Board of Trustees

Purpose

The Compensation and Human Capital Committee is responsible for assisting MetroHealth in attracting and retaining qualified and committed employees who will work to achieve MetroHealth's goals of providing high quality care in accordance with its mission. The Committee also oversees the total compensation program for the CEO and other members of senior leadership as determined by Board policy.

Responsibilities

In fulfilling its charge, the Compensation and Human Capital Committee is responsible for the following activities and functions:

I. Personnel and Workforce Responsibilities

- Oversee workforce optimization matters and receive reports at least annually from the Chief People Officer on such matters, including employee engagement, recruitment strategies, retention, benefit spend, and workforce development initiatives.
- Review and recommend a policy and plan for CEO and senior executive succession and assist in succession planning.
- Periodically review and evaluate the CEO's and senior executives' performance and adherence to the System's Code of Conduct.

II. Executive Compensation

- Review and propose revisions, as needed, to the Board's policies on executive compensation.
- Review annually and revise, as needed, MetroHealth's executive compensation philosophy and plan to ensure the total compensation program is administered consistent with that philosophy.
- Review and make recommendations regarding the CEO's and other members of senior leadership's total compensation as set forth in Board policy.
- Recommend the compensation, benefits, and perquisites, and the terms of any employment agreement for the CEO.
- Review the compensation, benefits, and perquisites, and the terms of any employment for other members of senior leadership to ensure they are consistent with the organization's executive total compensation philosophy.
- Review and make recommendations regarding all executive incentive compensation plans, including approval of goals for the CEO and any awards payable under such plans.
- Ensure the Committee's independent and direct access to qualified consultants and to independently published compensation survey data.
- Review provider compensation strategies and philosophies used by MetroHealth to properly balance the needs of MetroHealth, the Medical Staff, patients, and the community, in alignment with MetroHealth's mission and overall strategy.

Composition

The Compensation and Human Capital Committee shall be led by a board member with an interest and background in personnel matters and consist of additional board members, as identified by the Board Chairperson. The Committee shall be staffed by the CEO, the Chief

People Officer, the Chief Financial Officer, the Chief Physician Executive, and other relevant leaders of the executive team as needed.

Meeting Schedule

The Compensation and Human Capital Committee shall meet at least two times per year, or as needed. At least annually, the Committee shall meet separately in an executive session without MetroHealth management, unless requested by the Committee Chair, with each of the following: (a) the Chief People Officer; (b) the Chief Physician Executive; and (c) the Chief Financial Officer.



The Charter of the Facilities and Planning Committee of The MetroHealth System Board of Trustees

Purpose

The Facilities and Planning Committee will assist the board in oversight of matters relating to the physical environment of The MetroHealth System including recommendations for ensuring the System's optimal use of capital and space resources, overseeing and monitoring planning and execution of space utilization, construction and renovation; and overseeing and monitoring plans as well as formulating policy and making recommendations regarding the System's buildings and grounds.

Responsibilities

In fulfilling its charge, the Facilities and Planning Committee is responsible for the following activities:

- Serve as stewards of the System's master facilities plan. Reviews and recommends approval for updates to the campus master plan and other significant plans related to space, facilities improvement, or other matters pertaining to the physician environment.
- Review and recommend approval of annual facilities capital budgets comprising clear financial objectives; forward to the Finance Committee of the Board for discussion/action.
- Recommend approval of land and building acquisition comprising clear financial objectives; forward to the Board for discussion/action.
- Review all capital construction, renovation and real estate project proposals and leases and forward analyses and recommendations to the Board for discussion/action as required pursuant to BOT-07 Delegations of Authority.
- As requested, serve as a capital and space "sounding board" and "brainstorming" group to assist the Chief Executive Officer and President, SVP Construction, Facilities and Campus Transformation, Chief Operating Officer, and Chief Financial Officer.
- Address any other matter delegated to the Committee by the Board of Trustees

Composition

The Facilities and Planning Committee shall consist of at least three board members. The SVP of Facilities, Construction and Campus Transformation staffs this committee.

Meeting Schedule

The Facilities and Planning Committee shall meet quarterly, or as needed.



The Charter of the Finance Committee of The MetroHealth System Board of Trustees

Purpose

The Finance Committee will assist the board in oversight of all significant financial matters affecting the hospital/system (and its affiliates when appropriate), including recommendations for setting financial policy; evaluating financial performance and adequacy of financial reporting; reviewing financial matters, and undertaking financial planning and analysis, including recommending establishment of capital and operating targets. It will also ensure that appropriate policies and procedures are in place to safeguard and preserve the assets of the health system and to ensure financial health. The finance committee will also have an investment subcommittee.

Responsibilities

In fulfilling its charge, the finance committee is responsible for the following activities and functions:

- Receive, review, and make recommendations to the board regarding the annual operating and capital budgets and all other fiscal budgetary matters affecting the hospital/system and its subsidiary corporations, when appropriate.
- Monitor financial performance against targets established by the board related to liquidity ratios, profitability, activity, and debt, and recommend corrective action in response to under-performance.
- Advise the board on the financing of any long-range plans (e.g., debt strategy).
- Review financial feasibility of and recommend approval of major capital expenditures outside the annual capital budget.
- Advise the board on capital financing strategies.
- Advise the board concerning acquisition, construction, utilization, and divestiture of real property/facilities/information technology.
- Oversee the financial plans and results of joint ventures, acquisitions, and other strategic arrangements of the hospital/system and its subsidiaries.
- Oversee managed care and other payment contracting, pricing, and revenue management.
- Through an investment subcommittee, oversee the organization's investment portfolio and policies and annually review and approve the investment policy.
- Periodically perform a committee self-assessment; review the committee charter and advance recommendations for any changes to the board for approval.

Composition

The Finance Committee and its investment subcommittee will consist of at least three board members, one of whom will be the board treasurer. The CFO shall staff the committee.

Meeting Schedule

The Finance Committee shall meet quarterly, or as needed.



The Charter Governance Committee of The MetroHealth System Board of Trustees

Purpose

The Governance Committee will assist the Board in developing and monitoring the effectiveness of the Board including Trustee appointment and reappointment, engagement, education, self-evaluation and fiduciary conduct of the Board and committees.

Responsibilities

In fulfilling its charge, the Governance Committee is responsible for the following activities:

- Maintain well-functioning governance structure, practices, and documents.
- Plan and oversee board members' development, including formal orientation, ongoing education, engagement, mentoring, and evaluation of their effectiveness.
- Periodically evaluate board performance using a formal self-assessment process and use the results to establish board performance improvement goals.
- In concert with the Board's appointing authority, lead Trustee recruitment, engagement and removal efforts, assisting the appointing authority in selection of new candidates from a pool that reflects a broad range of diversity and competencies (e.g., race, gender, background, skills, and experience).
- Oversee board leadership succession planning to recruit, develop, and select future board officers and committee chairs.
- Maintain an awareness of the needs of the board for executive and board talents.
- Plan Board retreats.
- Plan for continuing education of board members.
- Confirm compliance with the organization's conflict-of-interest policy.
- Periodically conduct an assessment to determine educational needs.
- Obtain education through a variety of formats in and outside of the organization, including meetings, conferences, workshops, review of printed material, and video and oral presentations.
- Periodically initiate a comprehensive review and recommend enhancements to the organization's governance structures, practices, and documents (board policies and procedures, bylaws, etc.).
- Review the committee charter and advance recommendations for any changes to the board for approval.
- Perform other activities related to governance as assigned by the Board and address any other matter delegated to the Committee by the Board of Trustees.

Composition

The Governance Committee will consist of at least three board members. The General Counsel staffs this committee.

Meetings

The Governance Committee shall meet quarterly, or as needed.



The Charter of the Health Equity & Diversity Committee of The MetroHealth System Board of Trustees

Purpose

The Health Equity & Diversity Committee will assist the board in promoting and ensuring health equity and diversity within The MetroHealth System and the communities served. The committee will work collaboratively with administration, staff, and community stakeholders to identify and oversee the System's activities addressing health disparities, developing strategies to improve health outcomes, and advocating for equitable healthcare access and delivery across the continuum of care. In addition, the Committee will work to oversee the System's activities to advance diversity, representation, and inclusivity for employees, patients, and the community, as well as foster and support an equitable and inclusive economy by addressing employment, income and wealth gaps.

Responsibilities

- Monitor the metrics that monitor progress in reducing health disparities and improving health equity and diversity.
- Monitor the effectiveness of implemented health equity and diversity initiatives and recommend adjustments as necessary to the Board of Trustees and the President & CEO of MetroHealth.
- Monitor the financial impact of health disparities upon The MetroHealth System and the return on investment resulting from the System's health equity and diversity programming.
- Monitor and otherwise support the System's activities identifying disparities in health access and quality outcomes.
- Monitor and otherwise support the System's development of evidence-based and time-proven caregiver diversity education, community health literacy education, social determinants of health initiatives, and research and academic programs aimed at eradicating healthcare disparities.
- Monitor the innovative strategies and programs the System implements to improve health outcomes for marginalized and underserved populations and advance health equity for all, including, but not limited to community outreach, health provider and community health education, cultural competency and implicit biases training, and partnerships with community organizations.
- Monitor the recruitment and retention of minority residents, interns, faculty, and staff members including administration members, particularly in positions where minority members have been historically underrepresented.
- Monitor the network of minority businesses working with the System and advance an inclusive economy within the System and the community served for minority vendors, contractors, subcontractors and professionals.
- Recommend and otherwise support the adoption of policies and procedures intended to promote, advocate, and advance health equity and diversity.
- Provide regular reports to the MetroHealth Board of Trustees, summarizing progress, initiatives, and outcomes related to health equity and diversity including feedback from patient and community testimonials to inform decision-making processes and ensure transparency and accountability for health equity and diversity programming. These reports would include and incorporate recommendations presented by the MetroHealth System's Community Advisory Councils.



- Perform other activities related to governance as assigned by the Board and address any other matter delegated to the Committee by the Board of Trustees.

Composition

The Health Equity & Diversity Committee will consist of at least three board members. The Committee shall be staffed by the CEO, Chief Health Equity Officer, and other relevant leaders.

Meeting Schedule

The Health Equity & Diversity Committee shall meet quarterly, or as needed.



The Charter of the Quality, Safety, and Experience Committee of The MetroHealth System Board of Trustees

Purpose

The Quality, Safety, and Experience Committee is responsible for assessing and ensuring equitable, safe, high quality, and patient-centric care for MetroHealth patients. This committee shall assist in determining the need for policies and processes that result in achievement through continuous improvement in a patient-oriented and cost-effective manner.

Responsibilities

In fulfilling its charge, the Quality, Safety, and Experience Committee is responsible for the following activities and functions:

- Adopt and monitor the System's Quality Assurance Performance Improvement (QAPI) Plan.
- Recommend to the Board and review long-term and annual quality, safety, and experience performance goals based upon industry-wide and evidence-based best practices for optimal performance.
- Review performance measures for all care settings, including population health and value-based metrics (using dashboards, balanced scorecards, or some other standardized mechanism) to identify areas for improvement.
- Ensure all metrics and measures are evaluated through an equity lens.
- Review and ensure the proper management of the System's safety event data and analyses.
- Monitor the performance of hospital programs in developing and implementing quality improvement responsibilities and review to ensure compliance with accreditation standards.
- Ensure that measuring and improving quality, safety and patient experience is a System-wide expectation of all operating units.
- Ensure allocation of adequate resources to meet the quality, safety and patient experience needs of the System.
- Perform an annual committee self-assessment and review the committee charter to advance recommendations for any changes to the Board for approval.

Composition

The Quality, Safety, and Experience Committee shall be led by a board member with an interest and background in quality improvement and consist of additional board members, as identified by the Board Chairperson. The Committee shall be staffed by the CEO, Chief Quality and Safety Officer, and other relevant leaders of the executive team.

Meeting Schedule

The Quality, Safety, and Experience Committee shall meet at least quarterly, or as needed.

**RECOMMENDATION FOR THE APPROVAL OF
AMENDED AND RESTATED BYLAWS FOR THE BOARD OF TRUSTEES**

Recommendation

The Chair of the Board of Trustees of The MetroHealth System recommends that the Board of Trustees approve Amended and Restated Bylaws for the Board, as set forth in Exhibit A attached hereto and as previously distributed to the Board.

Background

The Board conducts ongoing reviews of its Bylaws to identify the need for any updates or changes. The proposed amendments were provided to the Board in advance.

**APPROVAL OF THE AMENDED AND RESTATED BYLAWS
FOR THE BOARD OF TRUSTEES**

RESOLUTIONXXXXX

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

WHEREAS, the Board's Governance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Amended and Restated Bylaws for the Board of Trustees in the form attached hereto as Exhibit A.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

Amendments and Revisions through January 2024



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.

Trustees shall be appointed 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 The Glick 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. The Trustees may waive such notice with the waiver effective only upon receipt of a written waiver from each Trustee.

Section 5. Emergency Meetings.

When a situation requires immediate official action, an emergency meeting of the Board may be held upon the call of any Officer of the Board or upon the request, in writing, of any three Trustees. Pursuant to such notice, the Chairperson shall call an emergency meeting of the Board immediately. Written notice of the emergency meeting shall be transmitted to each Trustee as soon as practicable before the emergency meeting. This notice shall state the business for which the emergency meeting has been called, and no business other than that stated in the notice shall be transacted at such emergency meeting.

Section 6. 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 7. 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 8. 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, special, or emergency, and shall be, ex-officio, a member of all committees of the Board. The Chairperson leads the Board and is the key liaison between the Board and the CEO and also shall have responsibility for the other duties of the office as designated by the Board, set forth in applicable policies and 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 Committee;
- Be called upon to make official appearances and presentations, such as media briefings and community meetings, to supplement the efforts of the Chairperson;
- Attend 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 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, when there is no Chair-Elect, 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. The Chairperson shall have signature authority for the System as set forth in applicable policy and/or as designated by 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; Human Resources and Compensation 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 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, two designated committee members shall constitute a quorum of that committee. 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 evaluation of the President and Chief Executive Officer's performance, which evaluation shall be completed by the full Board. 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 and for overseeing policies regarding clinical risk management and professional claims.

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, (non-clinical) 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. Health Equity & Diversity Committee.

The Health Equity & Diversity Committee will assist the board in promoting and ensuring health equity and diversity within The MetroHealth System and the communities served. The committee will work collaboratively with administration, staff, and community stakeholders to identify and oversee the System's activities addressing health disparities, developing strategies to improve health outcomes, and advocating for equitable healthcare access and delivery across the continuum of care. In addition, the Committee will work to oversee the

System's activities to advance diversity, representation, and inclusivity for employees, patients, and the community, as well as foster and support an equitable and inclusive economy by addressing employment, income and wealth gaps.

Section 8. Human Resources and Compensation Committee.

The Human Resources and Compensation Committee shall be responsible to oversee matters pertaining to the employment, review, and compensation of the President and CEO, and reviewing the total compensation program for other executives and highly compensated employees, with the goal of ensuring compliance, recognizing the competitive nature of the organization's operations, and appropriately reflecting the organization's public status and mission. The Committee shall be responsible for carrying out the Board's policies and procedures regarding the compensation of the President and CEO. The Committee also shall be responsible for recommending and maintaining a program for performance-based variable compensation for other eligible employees. 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 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.

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 XII: 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
Revised: May 29, 1985
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
Amended: July 24, 2019
Amended: May 26, 2021
Amended: June 22, 2022
Amended: December 14, 2022
Amended: January 23, 2024

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

Amendments and Revisions through ~~December 2022~~ January 2024



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.

Trustees shall be appointed 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 The Glick 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. The Trustees may waive such notice with the waiver effective only upon receipt of a written waiver from each Trustee.

Section 5. Emergency Meetings.

When a situation requires immediate official action, an emergency meeting of the Board may be held upon the call of any Officer of the Board or upon the request, in writing, of any three Trustees. Pursuant to such notice, the Chairperson shall call an emergency meeting of the Board immediately. Written notice of the emergency meeting shall be transmitted to each Trustee as soon as practicable before the emergency meeting. This notice shall state the business for which the emergency meeting has been called, and no business other than that stated in the notice shall be transacted at such emergency meeting.

Section 6. 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 7. 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 8. 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, special, or emergency, and shall be, ex-officio, a member of all committees of the Board. The Chairperson leads the Board and is the key liaison between the Board and the CEO and also

shall have responsibility for the other duties of the office, as designated by the Board, set forth in applicable policies and 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 Committee;
- Be called upon to make official appearances and presentations, such as media briefings and community meetings, to supplement the efforts of the Chairperson;
- Attend 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 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, when there is no Chair-Elect, 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. The Chairperson shall have signature authority for the System as set forth in applicable policy and/or as designated by 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; Human Resources and Compensation 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 of that committee. 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 evaluation of the President and Chief Executive Officer's performance, which evaluation shall be completed by the full Board. 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 and for overseeing policies regarding clinical risk management and professional claims.

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, (non-clinical) 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. ~~Health Equity, Inclusion~~ & Diversity Committee.

The Health Equity, ~~Inclusion~~ & Diversity ("EID") Committee shall be responsible for will assist the oversight of the development board in promoting and implementation of policies and programs to promote equity, inclusion ensuring health equity and diversity in the organization within The MetroHealth System and the communities served. The committee will work collaboratively with administration, staff, and community stakeholders to identify and

~~remove barriers to health equity. The EID oversee the System's activities addressing health disparities, developing strategies to improve health outcomes, and advocating for equitable healthcare access and delivery across the continuum of care. In addition, the Committee shall be responsible will work to oversee the System's activities to advance diversity, representation, and inclusivity for outlining the basic strategy for: developing a comprehensive, sustainable program for EID to deliver high quality accessible care for all employees, 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. the community, as well as foster and support an equitable and inclusive economy by addressing employment, income and wealth gaps.~~

Section 8. Human Resources and Compensation Committee.

The Human Resources and Compensation Committee shall be responsible to oversee matters pertaining to the employment, review, and compensation of the President and CEO, and reviewing the total compensation program for other executives and highly compensated employees, with the goal of ensuring compliance, recognizing the competitive nature of the organization's operations, and appropriately reflecting the organization's public status and mission. The Committee shall be responsible for carrying out the Board's policies and procedures regarding the compensation of the President and CEO. The Committee also shall be responsible for recommending and maintaining metriesa program for performance-based variable compensation for other eligible employees. 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 XII: 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.

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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.

DRAFT

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ADDENDA

MISSION STATEMENT

Leading the way to a healthier you and a healthier community through service, teaching, discovery and teamwork.

DRAFT

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
Revised: May 29, 1985
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
Amended: July 24, 2019
Amended: May 26, 2021
Amended: June 22, 2022
Amended: December 14, 2022
Amended: January 23, 2024



MetroHealth
Devoted to Hope, Health, and Humanity

The MetroHealth System Official Capacity Process

The MetroHealth System Board of Trustees – Governance Committee

January 24, 2024

Certain board positions/fiduciary roles may pose potential conflicts of interest.

Public officials/employees cannot have a private interest in a public contract.

Private Interest

- Must be definite and direct
- Can be pecuniary or fiduciary
- Recusal does not resolve fiduciary conflicts

Public Contract

- Any transaction where MetroHealth acquires goods/services
- No minimum threshold
- Does not require a written contract

Board positions/fiduciary roles held in an official capacity are not subject to the prohibition.

Basic principles

- Serve on behalf of MetroHealth, seat remains with MetroHealth
- Fiduciary Responsibilities
- Ohio Ethics rules requires
 - MetroHealth creation/management of the organization
 - MetroHealth Board of Trustees approval



Process for approving official capacity Board positions/fiduciary roles.



MetroHealth will utilize MetroHealth Six Pillars and Goals to evaluate potential opportunities.

MetroHealth Six Pillars

- Clinical & Academic Excellence
- Health Equity
- Community Engagement & Impact
- Innovation
- Growth
- People First Culture

MetroHealth Six Goal Domains

- Financial
- Strategy & Growth
- Quality & Service
- Clinical Transformation, Health Equity & Community Impact
- Culture & Diversity
- Innovation, Education, & Research

Current list of MetroHealth official capacity fiduciary positions.

Appointments include a MetroHealth affiliate/joint venture.

- CCH Development Corporation
- Collaborative Care Partners, LLC
- Lumina Imaging and Diagnostics
- Lobesity LLC
- Ovatient, Inc.
- MetroHealth Community Health Centers (MCHC)
- Spry Senior (dba) NEO Total Health and Wellness, LLC
- CCF/MHS Renal Care Company, Ltd (and its subsidiary Ohio Renal Care Group LLC)
- Recovery Resources
- Select Assurance Captive, LLC
- Senior & Rehab Care at MetroHealth, LLC
- The MetroHealth Foundation, Inc.
- VNA of Ohio (dba) Visiting Nurse Association Healthcare Partners of Ohio (and its subsidiaries)

Current list of MetroHealth official capacity fiduciary positions.

- 340B Health
- American Red Cross of Northeast Ohio
- America's Essential Hospitals
- First Year Cleveland
- Global Cleveland – new
- Greater Cleveland Partnership
- HealthComp, Inc.
- Ohio Hospital Association - new
- The Center for Health Affairs
- United Way

Current list of MetroHealth official capacity non-fiduciary positions.

- Cleveland Neighborhood Progress
- Cuyahoga County Division of Senior and Adult Services Livable Cuyahoga initiative
- Cuyahoga County Women's Health Advisory Council
- Cuyahoga County Workforce Board
- Great Lakes Science Center
- Journey Center for Safety and Healing
- Lifebanc
- Metro West Community Development Corp.
- OneOhio Region 3
- Ronald McDonald House Charities of Northeast Ohio, Inc.
- The Center for Community Solutions
- The Diversity Center of Northeast Ohio
- Western Reserve Area Agency on Aging

Approval of Continuing Official Roles with Certain Partner Entities

RESOLUTION XXXXX

WHEREAS, the Board of Trustees 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; and

WHEREAS, the Board’s Governance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves 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	Senior Executive
America’s Essential Hospitals	Chief Executive Officer
American Red Cross of Northeast Ohio	Senior Executive
First Year Cleveland	Senior Executive
Global Cleveland	Chief Executive Officer
Greater Cleveland Partnership	Chief Executive Officer
HealthComp, Inc.	Two Senior Executives
Ohio Hospital Association	Chief Executive Officer
The Center for Health Affairs	Two Senior Executives
United Way of Greater Cleveland	Member, Board of Trustee; Senior Executive

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:

NAYS:

ABSENT:

ABSTAINED:

DATE: