



THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – January 24, 2024

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
<u>MINUTES</u>	
Minutes – Approval of Board Meeting Minutes, December 20, 2023	19597
<u>MEDICAL STAFF</u>	
Approval of Medical Staff Providers Appointments, Reappointments and Actions for January 2024	19598
<u>CONSENT AGENDA</u>	
Approval of Amended and Restated Bylaws for the Board of Trustees	19599
Approval of Continuing Official Roles with Certain Partner Entities	19600
<u>OTHER BOARD ITEMS</u>	
Approval of Performance-Based Variable Compensation Plan System Goals for 2024	19601
Approval of Support of a Nonprofit Affiliate	19602

**Approval of Board Meeting Minutes December 20, 2023**

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**RESOLUTION 19597**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of December 20, 2023, for approval; and

WHEREAS, one amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the minutes of the Regular Meeting of December 20, 2023, as presented.

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

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: January 24, 2024

**APPROVAL OF MEDICAL STAFF PROVIDERS APPOINTMENTS, ACTIONS AND  
REAPPOINTMENTS FOR JANUARY 2024**

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**RESOLUTION 19598**

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on January 8, 2024. The appointments will then be reviewed and accepted by the Medical Executive Committee on January 12, 2024.

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Alam, Syed, MD	Psychiatry		1/10/2024
Ifabiyi, Tolulope, MD	Medicine/Pediatrics		1/10/2024
Layeequr Rahman, Rakhshanda, MD	Surgery	Oncology	1/10/2024
Rivera, Ann, MD	Radiology		1/10/2024
Russo, Suzanne, MD	Medicine	Radiation Oncology	1/10/2024
Sarabu, Nagaraju, MD	Medicine	Nephrology	1/10/2024

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Connors, Christopher, APRN-CNP	Family Medicine	Express Care	1/10/2024
Markiv, Oksana, APRN-CNP	Anesthesiology	Pre-Surgical Testing	1/10/2024
Saleh, Dania, PA-C	Otolaryngology		1/10/2024

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Agarwal, Arpit, MD	Pediatrics	Pediatric Cardiology	1/10/2024
Kohberger, Cortney, MD	Psychiatry		1/10/2024

**Clean List Files**

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Macias, Christopher, LISW	Psychiatry	Social Work	1/10/2024
Stricko, Sandra, CCP	Surgery	Cardiothoracic	1/10/2024

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on January 9, 2024.  
The Actions will then be reviewed by the Medical Executive Committee on January 12, 2024.

**Resignations**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Alred, Thayne, MD	Emergency Medicine		12/1/2023-R
Black, Amber, APRN-CNP	Family Medicine		12/22/2023-R
Bruner, Julia, MD	Family Medicine	Express Care	1/3/2024-R
Caimol, Maria Sherry Ann Rosalind, MD	Pediatrics	Nephrology	1/1/2024-R
Cardillo, Danielle, APRN-CNP	Emergency Medicine		12/1/2023-R
Fogel, Susan, APRN-CNP	Neurology		12/1/2023-R
Gregory, Jolee, MD	Family Medicine	Express Care	12/1/2023-RT
Hernandez, Alicia, APRN-CNP	Family Medicine		1/4/2024-R
Jagetia, Anil, MD	Anesthesiology		11/27/2023-R
Lengu, Irma, MD	Surgery	Urology	12/1/2023-R
Molnar, Jill, APRN-CNP	Medicine	Internal Medicine	1/9/2024-R
Nand, Natasha, PA-C	Medicine	Hematology/Oncology	12/28/2023-R
O’Leary, Andrew, MD	Medicine	Radiation Oncology	12/1/2023-R
Rahhal, Maria-Noel, MD	Medicine	Endocrinology	12/8/2023-R
Sabe, Ramy, MD	Pediatrics	Gastroenterology	9/30/2023-R
Saus, John, MD	Anesthesiology		12/1/2023-R
Scharf, Steven, DO	Anesthesiology		12/1/2023-R
Souqiyyeh, Muhammad, MD	Medicine	Nephrology	1/1/2024-R
Tripodi, Michael, PA-C	Emergency Medicine		12/1/2023-R
Xavier, Brian, MD	Radiology		11/10/2023-R

**Staff Category Change**

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Date</i>
Davis, Raeneisha, APRN-CRNA	Associate	Privileged Non-Member	11/1/2023

**Additional Clinical Privileges**

<i>Name</i>	<i>Privileges Added</i>	<i>Date</i>
Ritter, Kaitlin, MD	Advanced Laparoscopic Privileges	1/8/2024

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

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

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: January 24, 2024

THE METROHEALTH SYSTEM  
 MEDICAL EXECUTIVE COMMITTEE

December 8, 2023  
 Virtual and K-107

CHAIRPERSON: Christine Alexander-Rager, MD

CALLED TO ORDER: 7:00 AM  
 ADJOURNED: 9:00 AM


RECORDER: Carol Herbert

**Member In-Person Participation:** Doctors Christine Alexander, Natalie Joseph, Anise Ardelt, Chip Wiper, James Campbell, Richard Wilson, Catherine Curley, Ellen Gelles, Greg Heintschel, Ms. Brittany Valenzano

**Remote Participation:** Bode Adebambo, Christopher McHenry, Holly Perzy, Mike Kelly, Thomas Collins, Venkat Krishnamurthy, David Crowe, Megan Flannery, Patricia Gallagher

Exec Officials: Drs. Michael Lewis, E. Harry Walker

Guests: Doris Evans

ITEM	TITLE/PRESENTER	RECOMMENDATION/ACTIONS/MISCELLANEOUS COMMENTS	EVALUATION-Follow-up
Call to Order	Christine Alexander-Rager, MD	Welcome Announcements: We are planning to have four in-person Medical Staff Meetings for 2024, the first being on February 27. Following will be a September in-person meeting and culminating with the December Holiday Party	N/A
Minutes of the Previous Meetings	MEC minutes, Credentialing Committee minutes and Medical Record Committee Minutes were reviewed and approved	<ul style="list-style-type: none"> <li>November MEC Minutes</li> </ul>  MEC Minutes, November 10, 2023.	Minutes approved/ Present the MEC Minutes to BOT

<p>Medical Staff Appointments and Actions</p>	<p>All medical staff appointments were carefully reviewed and presented by the Department Chairpersons. Each candidate is being presented after approval from the Credentials Committee from the previous month. Each Candidate's file was reviewed for any actions or sanctions, clinical competency, work history. All gaps were accounted for and presentation of the practitioner's education and training was discussed. The committee reviewed the requested privileges and verified the provider will function within their scope of education and license. The NPDB reports, malpractice cases and any health issues were discussed, and a legal representative was present at the Credentials Committee.</p> <p>All additional privileges were discussed and verified ongoing monitoring of NPDB is being performed.</p>	<p>Appointments, Actions and Reappointments</p> <p><b>The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on November 28, 2023. The appointments will then be reviewed and accepted by the Medical Executive Committee on December 8, 2023.</b></p> <p><b><u>Active</u></b></p> <table border="1"> <thead> <tr> <th><i>Name</i></th> <th><i>Department/Division</i></th> <th><i>Effective</i></th> </tr> </thead> <tbody> <tr> <td>Leb, Stephen, MD</td> <td>PM&amp;R</td> <td>11/29/2023</td> </tr> <tr> <td>Nigro, Mario, MD</td> <td>Radiology</td> <td>11/29/2023</td> </tr> <tr> <td>Ramos-Cardona, Aynette, PhD</td> <td>Psychiatry/Psychology</td> <td>11/29/2023</td> </tr> <tr> <td>Sun, Yan, MD</td> <td>Medicine/Internal Medicine</td> <td>11/29/2023</td> </tr> </tbody> </table> <p><b><u>Associate</u></b></p> <table border="1"> <thead> <tr> <th><i>Name</i></th> <th><i>Department/Division</i></th> <th><i>Effective</i></th> </tr> </thead> <tbody> <tr> <td>Afari, Margaret, PA-C</td> <td>Neurology</td> <td>11/29/2023</td> </tr> <tr> <td>Lucas, Chad, APRN-CNP</td> <td>Medicine/Hematology/Oncology</td> <td>11/29/2023</td> </tr> </tbody> </table> <p><b><u>Privileged Non-Member</u></b></p> <table border="1"> <thead> <tr> <th><i>Name</i></th> <th><i>Department/Division</i></th> <th><i>Effective</i></th> </tr> </thead> <tbody> <tr> <td>Ascha, Mona, MD</td> <td>Surgery /Trauma/Burn/Critical Care</td> <td>11/29/2023</td> </tr> <tr> <td>Bortuzzo, Cristiana, MD</td> <td>Medicine/Gastroenterology</td> <td>11/29/2023</td> </tr> <tr> <td>Gill, Rupinder, MD</td> <td>Medicine/Nephrology</td> <td>11/29/2023</td> </tr> <tr> <td>Kondru, Ashok, MD</td> <td>Medicine/Gastroenterology</td> <td>11/29/2023</td> </tr> </tbody> </table> <p><b>The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on November 28, 2023. 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Motion carries to approve. Present to BOT








<i>Name</i>	<i>Category From /Category To</i>	<i>Date</i>
Bahler, Robert, MD	Privileged Non-Member /Emeritus	11/1/2023

CC=Contract Complete, Fellowship Complete

R=Resigned  
 RL-Relocated  
 RT-Retired  
 ET-Employment Terminated  
 CT-Contract Terminated

**NOVEMBER REAPPOINTMENTS**

<b>Last Name</b>	<b>First Name</b>	<b>Degree</b>	<b>Department</b>	<b>Division</b>
Glaser	Kathleen	APRN-CNP	Anesthesiology	Pre-Surgical Testing
Kette	Valerie	APRN-CRNA	Anesthesiology	
Piero	Joseph	APRN-CRNA	Anesthesiology	
Barany Nunez	Victoria	DDS	Dental Medicine	Oral Health
Vernon	Lance	MPH	Dental Medicine	Correctional Medicine
Jacobs	Breana	APRN-CNP	Emergency Medicine	
Jenkins	Rachael	PA-C	Emergency Medicine	
Tomashefski	Amy	APRN-CNP	Family Medicine	Express Care
Black	Amber	APRN-CNP	Family Medicine	
Davis	Erin	APRN-CNP	Medicine	Weight Management
Benedict	Steven	MD	Neurology	
Ranchod	Maya	PA-C	Neurosurgery	
Razi	Ahmad	MD	Obstetrics & Gynecology	
Shah	Jay	MD	Otolaryngology	
Jouhari	Mohamed	MD	Pediatrics	
Krichbaum	Heather	DNP, APRN-CNP	Pediatrics	
Mazer	Monty	MD	Pediatrics	Pediatric Critical Care
Parimi	Prabhu	CPE	Pediatrics	Neonatology
Remy	Kenneth	MD	Pediatrics	Pediatric Critical Care

		Kohn	Brittany	APRN-CNP	Physical Medicine & Rehabilitation		
		Bell	Susan	LISW	Psychiatry	Social Work	
		Markley	Drew	LPCC-S	Psychiatry	Social Work	
		Thaxton	Sharell	APRN-CNP	Psychiatry		
		Ramaiya	Nikhil	MD	Radiology		
		Faraji	Navid	MD	Radiology		
		Markovic	Michael	MD	Radiology		
		Tirumani	Sree Harsha	MD	Radiology		
		Young	Peter	MD	Radiology		
		Laughlin	Rachel	PA-C	Surgery	Trauma/Burn/ Critical Care	
<b>APP Update</b>	Megan Flannery, APRN-CNP						No action required
<b>Standing Agenda Item</b>	Length of Stay	<p>Presentation by Dr. Michael Lewis</p>  <p>MEC IP Ops Summary Dec 2023--</p>					No action required
<b>Order Sets</b>		<p>Behavioral Health Psych ED Order Sets for Review <i>(Submitted by Sandra Duke, Michael Dondero, Victoria Bowden 12/7-for review at January 13, 2024 MEC meeting)</i></p>  BH PSYCH ED ADULT [4862] Sign  BH PSYCH ED OPEDIATRIC [4866].pd  BH PSYCH ED PEDIATRIC [4866] Sig  BH PSYCH ED AGITATION [4837].p  BH PSYCH ED AGITATION [4837] Si  BH PSYCH ED ADULT [4862].pdf					
<b>Meeting Adjourned</b>							



**Executive  
Session MEC  
Members  
only**

FPPE Extension

**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**

\*\*\*\*\*

**RESOLUTION 19599**

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: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Moss, Dr. Silvers,  
Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: January 24, 2024

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



**Approval of Continuing Official Roles with Certain Partner Entities**

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**RESOLUTION 19600**

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:

<b>Nonprofit/Governmental Entity</b>	<b>MetroHealth Representative(s)</b>
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: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Moss, Dr. Silvers,  
Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: January 24, 2024

RECOMMENDATION TO THE BOARD OF TRUSTEES  
OF THE METROHEALTH SYSTEM  
FOR APPROVAL OF PERFORMANCE-BASED VARIABLE COMPENSATION PLAN  
SYSTEM GOALS FOR 2024

**Recommendation**

The President and Chief Executive Officer is recommending that the System approve Performance-Based Variable Compensation (PBVC) Plan Goals for 2024.

These proposed goals are consistent with the guidelines established by Gallagher and embody a balanced approach across the following domains: financial; strategy and growth; quality and service; clinical transformation and health equity; human capital and diversity; and innovation and research.

**Background**

The Board of Trustees of The MetroHealth System approved a Performance-Based Variable Compensation (“PBVC”) plan for the President and CEO and other members of leadership beginning in 2014, subject to modifications from time to time. The PBVC plan was developed with the assistance and advice of Sullivan Cotter, an independent national compensation consulting firm, and has been reconfirmed by Gallagher to be customary and usual in the nonprofit hospital field.

The PBVC plan is designed to put certain percentages of the President and CEO’s and members of leadership’s (Director and above) cash compensation at risk and to incentivize performance against certain goals. The PBVC plan System goals are approved by the Board annually.

Approval of Performance-Based Variable Compensation Plan System Goals for 2024

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RESOLUTION 19601

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved a Performance-Based Variable Compensation plan for the President and CEO and other members of leadership (the "PBVC Plan"); and

WHEREAS, the President and Chief Executive Officer has presented the Board of Trustees of The MetroHealth System a recommendation for the approval of goals and performance metrics for the PBVC Plan for 2024.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the 2024 Plan Measures and Goals as described in the attachment hereto, to be utilized in connection with the overall compensation methodology. No awards will be paid unless the System achieves the Adjusted EBIDA trigger, which will be calculated net of the PBVC awards.

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

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: January 24, 2024

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**Exhibit A**

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF  
THE METROHEALTH SYSTEM  
FOR THE APPROVAL OF SUPPORT OF A NONPROFIT AFFILIATE**

**Recommendation**

The President and Chief Executive Officer recommends that the Board of Trustees of The MetroHealth System approve the funding of further capitalization for its nonprofit affiliate, Lumina Imaging.

**Background**

The MetroHealth System Board of Trustees approved the formation of Lumina Imaging in May 2019 in Resolution 19296 and financial support for Lumina Imaging in Resolutions 19333 and 19554. The MetroHealth System is the sole member of Lumina Imaging, which is an Ohio nonprofit corporation and has received 501(c)(3) status designation. Lumina Imaging was formed to disrupt the delivery of radiology services through stand-alone low-cost imaging centers for high-cost imaging services.

Lumina Imaging owns and operates four locations in Northeast Ohio and is continuing to expand.

Approval of Support of a Nonprofit Affiliate

\*\*\*\*\*

RESOLUTION 19602

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

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

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

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

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

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: January 24, 2024

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**Attachment A**