

The MetroHealth System Board of Trustees

FULL BOARD MEETING

Wednesday, March 27, 2024

3:30pm – 5:30 pm

The MetroHealth System Board Room (K107) and via Zoom

Meeting Minutes

- Trustees:** Inajo Davis Chappell-R, John Corlett-R, Maureen Dee-R, Robert Hurwitz-R, John Moss-R, Vanessa Whiting-R
- Staff:** Airica Steed, Ed.D.-R, Christine Alexander, M.D.-R, James Bicak-R, John Chae, M.D.-R, Nabil Chehade, M.D.-R, Thomas Collins, M.D.-R, Alfred Connors, M.D.-R, Joe Frolik-R, Abdulla Ghori, M.D.-R, Joseph Golob, M.D.-R, Derrick Hollings-R, Olusegun Ishmael, M.D.-R, Melissa Kline-R, Laura McBride-R, Charles Modlin, M.D.-R, Tamiyka Rose-R, Dalph Watson-R, Richard Wilson, M.D.-R, Adam Winston-R
- Guests:** Sabrina Roberts-R, Jasmine Boutros-R, Tess Boutros-R, Suzanne Aral Boutros-R, Gail Long-R, Dr. Stacy Feiner-R, Julie Washington-R

Ms. Whiting called the meeting to order at 3:48pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

(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

Ms. Whiting requested for a motion to approve the minutes of the February 28, 2024 regular Board Meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19608

II. Mission Moment

A video was shared to the Board highlighting a patient's positive experience in their healthcare journey with MetroHealth providers and access to resources, highlighting the food pantry and weight management programs that helped the patient lose weight and make strides towards a healthier lifestyle.

III. Committee Reports

A. Audit & Compliance Committee - M. Dee

Ms. Dee reported that the Audit & Compliance Committee met today to review the findings of the external audit by RSM, and the findings were positive. Ms. Dee also

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reported that RSM's term as the System's external audit partner is ending and MetroHealth will be transitioning to another external auditor. The committee also reviewed the process to identify a new internal audit partner and recommended a new internal auditor that will be presented to the Board for approval.

B. Health Equity & Diversity Committee - V. Whiting

Ms. Whiting reported that the Health Equity & Diversity Committee met today to discuss the efforts of Dr. Chehade's team to improve health data from the Epic database and public health information to obtain a report card on various neighborhoods in the city to identify the health outcomes and current baseline outcomes in those neighborhoods. His team will work to develop best practices and interventions to address gaps in healthcare to eliminate health inequities. Ms. Whiting expressed excitement about this work in the hopes that it will become a national model. There is also a plan to have a hard launch of the Health Equity CLE Fund to raise \$50 million to support these initiatives.

C. Human Resources & Compensation Committee - J. Corlett

Mr. Corlett reported that the Human Resources & Compensation Committee met today and discussed the accomplishments of 2023, the PBVC program and revisions to the Board's policy and executive compensation. PBVC achievements and how they affect compensation was also discussed during the committee meeting. These discussions led to the committee's recommendations to approve the resolutions identified in the consent agenda.

IV. Consent Agenda

Ms. Whiting informed the Board of resolutions for the consent agenda, which had six items – two from the Audit and Compliance Committee and four from the Human Resources and Compensation Committee. Based on changes discussed and prepared during the committees, it was agreed that the consent agenda should be separated, and each item voted on separately.

Audit & Compliance Committee:

A. Resolution for Acceptance of MetroHealth System Annual Audit

Ms. Whiting asked for a motion on the Resolution for Acceptance of the MetroHealth System Annual Audit, which was given, seconded and the resolution was approved unanimously. RESOLUTION NO. 19610

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B. Resolution for Approval of Engagement of Ernst & Young LLP as the System's Internal Audit Partner

Ms. Whiting asked for a motion on the Resolution for Approval of Engagement of Ernst & Young LLP as the System's Internal Audit Partner, which was given, seconded and the resolution was approved unanimously. RESOLUTION NO. 19611

Human Resources & Compliance Committee:

C. Resolution for Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of PBVC Plan

Prior to the consent agenda vote, Ms. McBride stated there were changes made to the resolution during the committee meeting and asked for a separate vote. The Committee recommended to strike and eliminate the reference to rounding in the BOT-06 Executive Compensation Policy. Additionally, the Committee made an additional clarification to indicate that the PBVC plan document does not apply to the President and CEO's receipt of PBVC. Ms. Whiting asked for a motion on the Resolution for Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of PBVC Plan, which was given, seconded and the resolution was approved unanimously. RESOLUTION NO. 19612

D. Resolution for Approval of PBVC Achievements for 2023

Prior to the consent agenda vote, Ms. McBride stated there were changes made to the resolution during the committee meeting and asked for a separate vote. Ms. McBride stated the change to the resolution reflects an award of PBVC at a performance level of 121% target. Ms. Whiting asked for a motion on the Resolution for Approval of PBVC Achievements for 2023, which was given, seconded and the resolution was approved unanimously. RESOLUTION NO. 19613

E. Resolution for Approval of PBVC Award to the CEO for 2023

Prior to the consent agenda vote, Ms. McBride stated there were changes made to the resolution during the committee meeting and asked for a separate vote. Ms. McBride stated the committee discussed and recommends that based on 121% performance of the 35% base salary target, the CEO will be issued a PBVC in the amount of \$381,156.78 based on the terms of the agreement. Ms. Whiting asked for a motion on the Resolution for Approval of PBVC Award to the CEO for 2023, which was given, seconded and the resolution was approved unanimously. RESOLUTION NO. 19614

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F. Resolution for Approval of PBVC Trigger for 2024

Ms. Whiting asked for a motion on the Resolution for Approval of PBVC Trigger for 2024 which was given, seconded and the resolution was approved unanimously.
RESOLUTION NO. 19615

V. **President and CEO's Report**

Dr. Steed directed the Board of Trustees to her written Report provided in the meeting materials, which includes updates and a review of the great accomplishments and progress. Dr. Steed reported that progress continues in all system goal domains as every single goal is either meeting or exceeding goal targets. Dr. Steed commended the leadership team for their exceptional efforts, which has contributed to MetroHealth's strong performance, as evidenced by the positive closure of 2023. This success is reflected in the recent affirmation of Metro's BBB bond rating and stable outlook, highlighting the organization's sound financial stewardship. The recognition of the region's safety net health care provider and the growth of the Blood Center highlight our organization's market strength and expansion. Dr. Steed informed the Board of Trustees that MetroHealth is being featured in a film titled "American Delivery", which spotlights the national crisis of inequity around maternal infant health and mortality. The film will be screened at the Playhouse Square Theater and will follow with a live panel discussion on April 6th and April 7th.

VI. **Medical Staff Report – Dr. Alexander & Dr. Collins**

Dr. Alexander directed the Board of Trustees to the MEC meeting minutes of March 8, 2024, and the appointments, reappointments, and actions of the Credentialing Committee for February 2024 that were included in the meeting materials for review.

Prior to seeking approval, Dr. Alexander introduced Dr. Collins, who leads the credentialing process, to bring awareness of physicians affiliated with Rainbow Children's who are working with us that have a certificate of conceded eminence, which is a departure from the typical licensing process. Dr. Collins explained the differing processes associated with providers who are trained and licensed outside of the U.S., and who later seek to practice in the U.S. He explained that a physician holding a certificate of conceded eminence is authorized to practice medicine, surgery or osteopathic medicine. These medical practitioners must navigate state regulations that may limit their practice outside of their primary specialty. To expand their scope, they often require sponsorship from an academic institution and support from a medical school dean. Dr. Collins provided the explanation for context in the requested approval for medical staff privileges.

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Ms. Whiting asked for a motion to approve the Medical Staff Providers Appointments, Actions and Reappointment for February 2024 along with the acceptance of the MEC minutes for March 8, 2024, which was given, seconded, and unanimously approved. RESOLUTION NO. 19609

VII. Information Items

A. ACGME and CLER Visit Update – *Dr. Ghori*

Dr. Ghori provided an overview of the Graduate Medical Education program to the Board of Trustees. Dr. Ghori highlighted that both ACGME accredited and non-ACGME programs are available. Under the ACGME category, there are 32 accredited programs providing around 433 training positions in various areas including Internal Medicine, Emergency Medicine, Psychiatry, Anesthesia, and more. Additionally, there are 90 accredited fellowship programs, with the larger ones being Cardiovascular Disease, Gastroenterology, Neonatology, and Clinical Medicine. Apart from the programs that MetroHealth sponsors, there are shared training programs in partnership with neighboring institutions such as University Hospital and the Cleveland Clinic. In addition to ACGME programs, non-ACGME fellowships are offered in Emergency Medicine, Breast Imaging, and two accredited dental programs. Overall, Dr. Ghori explained that MetroHealth trains around 458 positions in 50 programs, making our GME program one of the largest in the country. Dr. Ghori highlighted that our institutional performance is reviewed annually by the ACGME, and we have been citation-free for the past 16 consecutive years and out of the 32 programs, 28 have received continued accreditation with no citations. Recent site visits include a 10-year accreditation site visit, a self-study site visit, and a Clinical Learning Environment Review (CLER) site visit. The CLER report was positive overall, highlighting areas of strength in patient safety, healthcare quality, and teaming. The Graduate Medical Education program is a strategic asset, a resource to meet healthcare needs, and a pipeline for recruitment, as 85 of our current faculty were trained at MetroHealth with 33 faculty members recruited in the last 5 years.

B. Rehabilitation Institute Highlights – *Dr. Chae and Dr. Wilson*

Dr. Chae announced and introduced Dr. Wilson to the Board of Trustees, who is the new Chair of Physical Medicine and Rehabilitation. Dr. Wilson highlighted the Rehabilitation Institute's role in providing treatment for a diverse range of injuries and illnesses. The institute specializes in addressing conditions such as traumatic brain injuries, spinal cord injuries, strokes, and musculoskeletal disorders. Additionally, it offers extensive outpatient rehabilitation services to meet the needs of individuals recovering from neurological and musculoskeletal issues, as well as those undergoing cancer rehabilitation and pain management treatments. The

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MetroHealth Rehabilitation Institute is a relatively large group with over 300 staff members comprised of physicians, psychologists, trainees, researchers, and engineers, working to achieve the mission of restoring functional societal participation for persons with severe impairments or disabilities through a transdisciplinary approach of rehabilitation care. The Rehabilitation Institute has provided inpatient rehabilitation care for 71 years and is ranked as the sixth best rehabilitation hospital in the United States and is consistently ranked top 5% in the United States.

Dr. Chae further discussed and provided highlights new advancements in research in the department of Physical Medicine and Rehabilitation. Dr. Chae further elaborated on the PM&R residency program which receives approximately 600 applications annually and is a top ranked program in the country. Dr. Chae discussed and demonstrated innovative medical technology that is currently being developed for spinal cord injuries to stimulate weak muscles in stroke patients and improve hand function. PM&R is ranked #2 in National Institute of Health (NIH) funding in 2023. The Board commended Drs. Chae and Wilson, and the entire PM&R Department for their many successes and work for MetroHealth's patients.

VIII. Executive Session

Ms. Whiting asked for a motion to recess into executive session to discuss hospital trade secrets as defined by ORC 1333.61, to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, and to conference with the public body's attorney to discuss a pending or imminent court action. Ms. Dee made a motion and Ms. Chappell seconded. The Board held a roll call vote with all Trustees in attendance voting to approve the motion to go into executive session for the purposes stated by Ms. Whiting.

Members of the public were excused. The Board went into executive session to discuss the matters identified at 5:27pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 6:10pm and welcomed back the public via Zoom.

There being no further business to bring before the Board, the meeting was adjourned at 6:10 pm.

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Vanessa E. Whiting, Vice Chairperson