

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

Amendments and Revisions through July, 2019

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

TABLE OF CONTENTS

PREAMBLE: SOURCE AND AUTHORITY3

ARTICLE I: NAME.....3

ARTICLE II: ROLE AND PURPOSE.....3

 Section 1. Role and Purpose.....3

 Section 2. Mission Statement4

ARTICLE III: RESPONSIBILITY AND DUTIES4

 Section 1. Responsibility.....4

 Section 2. Education and Orientation4

 Section 3. Standard of Care; Duties4

ARTICLE IV: BOARD OF TRUSTEES.....5

 Section 1. Appointments5

 Section 2. Term of Office5

 Section 3. Conflict of Interest and Qualification6

 Section 4. Vacancies, Removal; Resignation6

 Section 5. Principal Office6

ARTICLE V: REGULAR AND SPECIAL MEETINGS6

 Section 1. Regular Meetings and Open Meetings Policy6

 Section 2. Quorum7

 Section 3. Agendas and Procedures for Meetings.....7

 Section 4. Special Meetings.....7

 Section 5. Annual Meeting/Election of Officers.....7

 Section 6. Special Meeting to Evaluate Mission and Board's
 Performance..... 8

 Section 7. Meeting by Authorized Communications Equipment..... 8

ARTICLE VI: OFFICERS OF THE BOARD8

 Section 1. Officers and Term of Office8

 Section 2. Responsibility of Chairperson8

 Section 3. Responsibility of the Chair Elect9

 Section 4. Responsibility of Vice Chairperson.....9

 Section 5. Responsibility of Secretary.....9

 Section 6. Signature Authority9

ARTICLE VII:	COMMITTEES OF THE BOARD	10
Section 1.	Committee Structure	10
Section 2.	Committee Membership and Assignments.....	10
Section 3.	Committee Quorum.....	10
Section 4.	Committee Charters	10
	STANDING COMMITTEES	11
Section 5.	Executive Committee	11
Section 6.	Facilities and Space Committee.....	11
Section 7.	Finance Committee	11
Section 8.	Audit and Compliance Committee	12
Section 9.	Quality and Safety Committee	12
Section 10.	Legal and Government Relations Committee	13
Section 11.	Diversity Committee.....	13
Section 12.	Community Engagement Committee	14
Section 13.	Governance Committee	14
	SPECIAL COMMITTEES	
Section 14.	Appellate Review Committee	15
Section 15.	Expedited Credentialing Committee.....	15
ARTICLE VIII:	INDEMNIFICATION AND INSURANCE.....	15
Section 1.	Indemnification.....	15
Section 2.	Insurance.....	16
Section 3.	Bonding	16
ARTICLE IX:	CHIEF EXECUTIVE OFFICER	17
Section 1.	Appointment of Chief Executive Officer	17
Section 2.	Responsibility of President and Chief Executive Officer	17
Section 3.	Review of Chief Executive Officer Performance	17
ARTICLE X:	MEDICAL STAFF	17
Section 1.	Organization and Bylaws	17
Section 2.	Appointments	18
Section 3.	Authority and Responsibility for Care.....	18
Section 4.	Evaluation of Care	19
Section 5.	Hearings	19
ARTICLE XI:	VOLUNTARY ORGANIZATIONS	19
ARTICLE XII:	AMENDMENTS.....	19
ADDENDA		
	MISSION STATEMENT.....	20
	AMENDMENT AND REVISION DATES	21

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 institution 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 Institution or the persons served by the Institution 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 institution 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.

Members of the Board shall understand and fulfill their responsibilities. New members of the Board shall participate in an orientation program. Administrative leadership will offer continuing education programs to and share ongoing information with Board members 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;
- (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;
- (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.

The Cuyahoga County Executive together with the probate judge of Cuyahoga County senior in point of service and the judge of the Court of Common Pleas of Cuyahoga County senior in point of service shall nominate and, with the approval of the Cuyahoga County Council, appoint the members of the Board 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 members of the Board shall be electors of the area served by the institution that is outside Cuyahoga County. Each member of the Board 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 Board member 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 member 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 MetroHealth Medical Center, 2500 MetroHealth Drive, Cleveland, Ohio 44109-1998 unless the Board designates another location.

ARTICLE V: REGULAR AND SPECIAL MEETINGS

Section I. 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 every other month, which shall be held on the fourth Wednesday of the month; or in those cases when a quorum will not be available, on another day in that month mutually agreeable to a majority of Board members. A Schedule of Board 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 members of the Board which 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 institution 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 of Trustees 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 institution and review of Medical Executive Committee minutes.
- d. Such other matters as may be properly brought before the Board.

Any member of the Board 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 members of the Board. 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 member of the Board 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.

Section 5. 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 6. Special Meeting to Evaluate Mission and Board's Performance.

The Board shall hold a special meeting not less than once biennially to review the institution'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 7. Meeting by Authorized Communications Equipment.

Members of the Board or of any 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 annually by the Board from among its own membership and shall hold office for a period of one year and until their respective successors shall have been duly elected and qualified.

Section 2. Responsibility of Chairperson.

The Chairperson shall preside at all meetings of the Board, whether regular or special, and shall be, ex-officio, a member of all committees of the Board. The Chairperson also shall have responsibility for the other duties of the office, as hereinafter described.

Section 3. Responsibility of the Chair Elect.

The Chair-Elect shall act as the Chair in the absence of the Chair and, when so acting, shall have the power and authority of the Chair and shall preside at all meetings of the Board, and perform such duties as may be assigned by the Board or by the Chair.

The Chair-Elect shall:

- Become the MetroHealth Board of Trustees Chair 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.
- Co-Chair the Executive/Personnel Committee.
- Be called upon to make official appearances and presentations, such as media briefings and community meetings, to supplement the efforts of the Chair.
- Beginning mid-year, attend weekly briefing sessions between Chair and President and Chief Executive Officer.
- Be responsible for planning the next year's activities as Chair, including completion of budget plan, and committee appointments.
- Oversee and conduct annual Board of Trustee self-assessment, and plan for the next year's annual Board of Trustees retreat.
- Otherwise work with the Chair to develop a transition process where the Chair-Elect becomes familiar with the duties and functions of the Chair and assume such other duties and functions as delegated from time to time.

Section 4. Responsibility of Vice Chairperson.

The Vice Chairperson shall act 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.

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 Space Committee, Finance Committee, Audit and Compliance Committee, Quality and Safety Committee, Legal and Government Relations Committee, Diversity Committee, Community Engagement 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.

Section 2. Committee Membership and Assignments.

Each standing committee shall have at least two members of the Board on its membership. Committee assignments shall be made at the Annual Meeting by the Chairperson of the Board, who shall also designate the Board member 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. Each committee meeting shall have an agenda and minutes of the meeting shall be kept on file. 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.

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 Legal and Government Relations Committee and the Board of Trustees.

STANDING COMMITTEES

Section 5. Executive Committee.

The Executive Committee shall consist of the Officers of the Board: Chairperson, Vice-Chairperson and Secretary and may also include no more than two additional Trustees as determined by the Officers. The Committee shall meet up to six times per year, meeting in months when the Board does not hold a regular meeting. The Committee shall appoint a search committee for a President, 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 consider any other items it deems appropriate.

The Committee shall be responsible for establishing and reviewing the compensation program for the System and the compensation program shall be reviewed annually. The Committee shall be responsible for review and approval of the organization structure of the System; and oversight of the development and implementation of policies and programs to promote diversity in the workplace. 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.

Section 6. Facilities and Space Committee

The Facilities and Space Committee will be charged with reviewing new construction, remodeling and major maintenance projects and other programs designed to maintain or improve the capital facilities, consistent with the strategic direction of the Board. The Committee shall review and approve a master plan for the System. The Committee shall review and approve the space allocation in the System. 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.

Section 7. Finance Committee.

The Finance Committee shall be charged with reviewing the annual operating and capital budgets and monthly financial statements of operating funds as presented by the President and CEO. The Committee shall have responsibility for review of wage and salary plans and adjustments recommended by the President and CEO. The Committee shall be involved in actions to provide necessary funds with which to meet the budget and to secure proper sums from governmental agencies for the care of the indigent. 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 involved generally in reviewing and approving any matter affecting the finances of the institution. 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.

Section 8. Audit and Compliance Committee

The Audit and Compliance Committee shall be responsible for (i) oversight of the quality and integrity of the System's financial statements, (ii) oversight of the audit and review of the System's financial statements by the independent auditors, (iii) oversight of the System'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. Unless otherwise directed by the Board, the Audit Committee shall operate pursuant to a charter approved by the Board. 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.

Section 9. Quality and Safety Committee.

The Quality and Safety Committee shall be responsible for reviewing reports, and discussing plans in the areas of medical and nursing quality assurance and patient service improvement plans. The Committee shall ensure that the Board is informed about and involved in clinical (medical, nursing, therapies, etc.) and administrative activities geared toward continually improving the quality of services at the institution. The Committee shall be responsible for establishing and maintaining external quality, safety and customer service metrics. 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 Committee also shall be responsible for providing good governance oversight and support to the System's leadership in connection with the System's activities relating to promoting and enhancing patient experience and engagement. The Committee shall be responsible for oversight of and making recommendations to the System regarding: (i) Developing and implementing a strategy for enhancing and supporting exceptional patient experience; (ii) Review the development of proposed initiatives and projects for Patient Experience and monitor the ongoing performance of these initiatives and activities; (iii) Review reports and evaluate the System's mission of improving patient experience and engagement; (iv) As needed, coordinate its work with other Board Committees including, but not limited to, the Quality and Safety Committee; and (v) Evaluate progress relating to the System's objective of enhancing patient experience and engagement.

Section 10. Legal and Government Relations Committee.

The Legal and Government Relations Committee 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, claims management, insurance, and compliance programs. The Committee shall also be responsible for reviewing the bylaws, and requests for changes thereto, in consultation with the Governance Committee of the Board of Trustees, Medical Staff, Foundation, auxiliaries or other self-governing bodies authorized by the Board. The Committee shall also be responsible for the monitoring of relationships with key elected officials, and reviewing reports on various governmental developments and legislative activities at all levels of government. The Committee shall assist the Board to fulfill its responsibility for ensuring high levels of governance performance and contribution. The Committee shall also assist the Board in developing Board recommendations to the County Executive and County Council regarding the appointment and reappointment of Trustees; formulating policies regarding decision-making and overseeing governance effectiveness, efficiency, creativity and adaptability. The Committee is charged with reviewing all Committee Charters from time to time or as requested by the Board. 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.

Section 11. Diversity Committee.

The Diversity Committee shall have responsibility for identifying and determining the System's position with regards to current and known diversity issues, and to formulate a program to develop and recommend a sustainable diversity plan for the System: (i) Outlining the basic strategy for developing a comprehensive, sustainable diversity and inclusion model for the express purpose of delivering high quality accessible care for all patients; (ii) The strategy and governance in addition to addressing areas of access for all will focus on diversity of the institution's supplier relationships, its employment composition especially in areas that do not reflect its patient population and available talent, and extends to a belief in collaboration and inclusiveness not only in the value of demographic representation but in thought and in the richness of individual beliefs and experiences; (iii) It is the expectation of this committee through its governance that leadership will avail themselves of educational opportunities and exposure to best practices in multiple industries and cultures. Further governance will encourage a broad based appreciation of inclusion in all aspects of running the System as a means of competitive advantage; and (iv) Through the support and governance of this committee the CEO will be expected to adopt and incorporate these standards in performing his/her duties and similarly will set forth the expectation that all leaders in the System be held accountable for establishing and fostering this climate throughout all aspects of our operations.

Section 12. Community Engagement Committee.

The Community Engagement Committee shall have responsibility for providing governance oversight and support in aligning the System's community engagement activities with its mission and to address the health needs of the community the System serves and the purpose, functions and responsibilities of the Community Engagement Committee are as provided in its Charter.

Section 13. Governance Committee.

The Governance Committee will assist the Board to fulfill its responsibility for ensuring high levels of governance performance including enhanced and focused oversight as well as providing the framework within which the members of the Board of Trustees will carry out their responsibilities and will be guided in the execution of their fiduciary duties on behalf of MetroHealth. The Governance Committee also would be responsible for formulating policies regarding decision-making and overseeing governance effectiveness and efficiency.

The Committee will: (i) annually recommend to the Board the appointment of officers of the Board; (ii) identify, evaluate and recommend to the full Board and the "Appointing Authority" qualified individuals as potential Trustee candidates; (iii) ongoing evaluation of and attention to succession planning for Board member; (iv) design and periodically assess the Board's new Trustee orientation program; (v) develop and prioritize an annual Committee work plan during the first quarter; forward to the Executive Committee for review/input and approval; implement and review the work plan on an on-going basis; forward a report to the Executive Committee prior to the annual meeting detailing the Committee's activities/accomplishments; assessing its performance; making recommendations for alteration in functions/processes/procedures; (vi) review and approve annual standing committee work plans; (vii) draft policies and decisions regarding governance issues and forward to the Board for discussion/action; (viii) design and periodically review self-assessment and other methods employed to assess our Board and individual Trustees; (ix) direct and oversee our Board's continuing education and development activities; (x) plan any Board retreats; (xi) in conjunction with the Executive Committee, manage an annual Board calendar identifying where certain Board and/or committee functions should be conducted/completed. The Committee shall meet four times per year, meeting on a schedule proposed by the Chair of the Board of Trustees.

SPECIAL COMMITTEES

Section 14. 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 Article VII of the Medical Staff Bylaws. The Committee shall perform the review function as outlined in Article VII of the Medical Staff Bylaws and make a recommendation to the Board.

Section 15. 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 VIII: INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The institution 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 institution, or is or was serving at the request of the institution 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 institution 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, agent or volunteer other than amounts paid to the institution 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 institution shall defend and indemnify any such agent (as opposed to any Trustee, Officer, or Employee) of this institution to an extent greater than that required by law only if and to the extent that the Trustees may, in their 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 institution, 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 institution in advance of the final disposition of such action, suit or proceeding as authorized by the Board of the institution in each specific case, upon receipt of an undertaking by the director, officer, employee, member, manager, agent or volunteer 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 institution 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 institution would have the power to indemnify such person against such liability.

Section 3. Bonding.

In accordance with the Ohio Revised Code, the institution shall bond each Trustee for the proper performance of his/her duties.

ARTICLE IX: 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 institution. 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 institution 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 X: 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 institution 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 institution'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. Institution administration 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.

All appointments for chairpersons of clinical departments shall be recommended by the Chief Executive Officer and approved by the Board. Duties and responsibilities of the clinical department chairpersons shall be set forth in the Medical Staff Bylaws. Departmental chairpersons shall be required to maintain their qualifications for Medical Staff membership and privileges appropriate to their assignments.

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 institution'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 Bylaws, Rules and Regulations of the Medical Staff of the institution 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 institution 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. 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 medical competence, the Board shall follow its usual personnel policies.

ARTICLE XI: VOLUNTARY ORGANIZATIONS

The Board welcomes the assistance of all voluntary organizations affiliated with the institution to aid in the advancement of the goals and purposes of the institution. 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 XII: 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