

**BOARD OF TRUSTEES  
The MetroHealth System**

**Date:** July 22, 2015  
**Time:** 4:00 P.M.  
**Place:** The MetroHealth System Board Room  
**Present:** Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Spain, Ms. Whiting  
**Staff:** Dr. Boutros, Ms. Allen, Ms. Bechtle, Mr. Botros, Ms. Brown, Dr. Connors, Mr. Jones, Dr. Laskey, Mr. Lewis, Ms. Rajki, Mr. Richmond, Ms. Rose, Dr. Thomas, Dr. Williams

**MINUTES OF MEETING**

The meeting was called to order by Mr. McDonald at 4:02 p.m.

(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.)

**1. Minutes**

The Board approved the Minutes of the Regular Meeting of June 24, 2015. RESOLUTION 18873.

**2. Consent Agenda**

**A Audit Committee – No Meeting**

**B. Diversity and Inclusion Committee – None**

**C. Facilities and Space Committee**

1. The Board unanimously approved a lease for space to establish clinical care operations in Cuyahoga County, Ohio. RESOLUTION 18874.
2. The Board unanimously approved leases for space to establish clinical care operations in Cuyahoga County, Ohio. RESOLUTION 18875.
3. The Board unanimously approved two leases to establish retail care operations in Cuyahoga County, Ohio. RESOLUTION 18876.
4. The Board unanimously approved the acquisition of certain real property located at 3366 W. 25<sup>th</sup> Street, Cleveland, Ohio 44109 for the negotiated price of \$135,000. RESOLUTION 18877.

**D. Finance Committee**

1. The Board unanimously approved the purchase of certain capital equipment and related improvements listed in Exhibit A thereto, for costs not to exceed the amounts shown for each item in Exhibit A to be paid out of available capital funds, to be subsequently reimbursed through fund sources as shown for each item in Exhibit A. RESOLUTION 18878.

2. The Board unanimously approved changes to the Hospital and Professional Charge Description Master (CDM) file for the items shown in Attachment A. RESOLUTION 18879.
3. The Board unanimously approved capital expenditures for an outpatient clinical care location in Cuyahoga County, Ohio. RESOLUTION 18880.
4. The Board unanimously approved capital expenditures for clinical care operations in Cuyahoga County, Ohio. RESOLUTION 18881.
5. The Board unanimously approved the establishment of an Investment Subcommittee reporting to the Finance Committee of the Board for the purpose of providing governance oversight and direction in the development of the System's Investment Policy and the performance of the System's investments. RESOLUTION 18882.
6. The Board unanimously approved certain capital improvements and related projects and purchases for an aggregate cost not to exceed \$8,189,004 to be paid out of certain reallocated capital funds. RESOLUTION 18883.
7. The Board unanimously approved the establishment of an unsecured line of credit with Fifth Third Bank to be paid out of available operating funds. RESOLUTION 18884.
8. The Board unanimously approved the retention of The Advisory Board Company as a strategic advisor to provide advice and assistance with the development of a five-year strategic plan for the System, for fees not to exceed \$425,000 plus reasonable out-of-pocket expenses, to be paid out of general operating funds. RESOLUTION 18885.

**E. Legal and Government Relations Committee – No Meeting**

**F. Patient Experience Committee – No Meeting**

**F. Executive Committee - None**

**G. Quality and Safety Committee – None**

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

Dr. Boutros began his report by acknowledging the death of Mort November on July 14<sup>th</sup> at the age of 88 and stating that Mr. November will surely be missed. He spoke of how Mr. November and his family generously donated \$1.5 million that went toward building the MetroHealth Middleburg Heights November Family Health Center and how he promoted the values of MetroHealth throughout Cleveland and Cuyahoga County. Dr. Boutros then informed the Board how the organization and the Foundation recognized the leadership of Mr. November.

Dr. Boutros then mentioned the celebration taking place for the 50th Anniversary of Medicare and Medicaid on Friday, July 31, 2015. He noted that Dr. Bailit and he would be meeting with Council President Kelly and Mayor Jackson the following day to discuss the infant mortality rate and how this mortality rate has impacted Cleveland, being twice the amount of the national average despite the efforts taking place.

Dr. Boutros next advised the Board that MetroHealth had selected Michael Stern as Chief of Staff. Mr. Stern was Vice President of Operations for Einstein Healthcare Network in Philadelphia and had an outstanding background in managing service lines for the past five years and would be a welcome addition to the transformation at MetroHealth.



**4. Marketing Report – Elizabeth Allen, Vice President, Marketing and Communications**

Ms. Allen described the launch of the MetroHealth brand through a videotape intended for employees showing the activities and illustrations of what MetroHealth stands for in Cleveland and the surrounding suburbs. She presented a short video to the Board that illustrated some of Dr. Laskey's Patient Experience and other areas and stated that this video would be used in television commercials and also be distributed through posters. Dr. Boutros and Board members congratulated Ms. Allen on the video and said it was nicely done.

**5. Nursing/Magnet Report – Mavis Bechtle, Chief Nursing Officer**

Ms. Bechtle started her report by informing the Board of the mock Magnet survey that was held with Mr. McDonald and several members of the EVP group. She stated the surveyors were very impressed with the overall performance, but especially in the engagement of nursing in ambulatory sites as they had not seen that before. Ms. Bechtle reminded the Board of the Magnet visit on August 19, 20, and 21 and stated it would be about 90 days after that visit before learning if MetroHealth will receive the award.

Ms. Bechtle continued on to discuss nursing and how the MetroHealth nurses continue to develop innovative solutions to improve quality of care and patient experience. Ms. Bechtle spoke of Think Tank, how 35% of the 105 project submissions involved nurses on the team and, of the six final projects, three of the teams had nurses on them, and that all three—being The Mother Nurture Project, SANE Unit, and MH RTA Line—were selected to be funded. She then mentioned the numerous publications by many nurses. She also noted numerous other leadership and external activities by MetroHealth nurses.

**6. Medical Staff**

**A. Report of Medical Staff**

Dr. Connors reported that a submission was made in early July to the Ohio Department of Health regarding the process of developing, setting up, and maintaining our capabilities as an Ebola treatment center. He stated that the Ohio Department of Health will be visiting MetroHealth in August to do a survey and reported that OSEA had been at MetroHealth also in early July, both reviewing practices at MetroHealth to protect health care workers who might come in contact with patients with Ebola or any infectious diseases. Dr. Connors also indicated that MetroHealth met with representatives from the Cleveland Clinic, University Hospitals, St. Vincent's, the City Health Department and the County Health Department to discuss preparing for the Republican National Convention being held in 2016.

**B. Approval of Medical Staff/Allied Health Providers Appointments/Actions – July 2015**

1. The Board unanimously approved the Medical Staff Appointments/Actions for July 2015. RESOLUTION 18886.
2. The Board unanimously approved the Allied Health Appointments/Actions for July 2015. RESOLUTION 18887.

**C. Medical Executive Committee Minutes – June 12, 2015**

**D. Report of Medical Staff President – Dr. Williams**

Dr. Williams: no report.

**E. Report of Case Western Reserve School of Medicine**

Dr. Thomas: no report.

**7. Audit Committee – No Meeting**

**8. Diversity and Inclusion Committee**

**A. Report of Committee Chairperson**

Ms. Whiting began by announcing that she is stepping down as Chair of the Diversity & Inclusion Committee and Dr. Macon has accepted the responsibility as Chair. She mentioned that she will remain on the Board and looks forward to continuing to support this Committee.

She reported that Dr. Williams is having success in recruiting minority physicians, diverse leadership positions are being hired, and that Dr. Williams and Winnell Mason are beginning to work with Ms. Allen to update the recruiting and retention materials. Mr. Jones then gave an update on the construction and transformation projects. Ms. Whiting stated that at the end of 2011 and beginning of 2012, MetroHealth was not tracking spending and, when Dr. Boutros came aboard, the very first number was 4%. She said that since then the Committee is looking at equity, talent acquisition and the related outreach, for diversity in all areas of MetroHealth, as well as the impact on health in Cuyahoga County and the surrounding suburbs. Dr. Boutros reported that 72% was the total combination of those interviewed and hired as far as ethnicity and gender. He mentioned in ethnicity alone 43% of physicians are leaders in the organization and 44% of those hired are ethnically and racially diverse. Ms. Whiting then reported how the Committee is partnering with Human Resources, physicians, nursing and other senior leaders on a mentorship program whereby these individuals are mentoring new hires as well as existing staff members on successful communication skills, networking, and planning careers. Lastly, she mentioned how the Board was recognized by CPP for being diverse.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Chairperson Update - Vanessa Whiting
  - b. Physician Recruitment & Retention Initiative - Winnell Mason
  - c. Transformation & Construction Update - Walter Jones
  - d. Talent Acquisition Update - Kyle Hodges
  - e. Supplier Diversity Update - Adrian Krisak
  - f. Office of Inclusion & Diversity Report - Lourdes Negrón-McDaniel

**9. Facilities and Space Committee**

**A. Report of Committee Chairperson**

Mr. Monnelly began his report by giving an update on various construction projects, such as Donnelly being the contractor with a \$31.1 million contract, the 500-ton crane sitting outside of the Critical Care Pavilion, and moving rapidly on that project by working two shifts six days a week in order to expedite its completion. He mentioned that by mid-September the main structural framing should be finished. He also announced that the Crocker Park project was completed and opened this week. He noted that diversity had been covered earlier, but indicated that the Committee tracks this monthly and was happy to report improvement from 15.7% in the first quarter to 20.1% for the second quarter. Lastly, Mr. Monnelly stated MetroHealth presently has a total of \$173 million worth of construction underway at MetroHealth sites.



**B. Non-Consent Agenda**

1. Action Items - None
2. Information Items
  - a. Project Updates
  - b. Diversity and Inclusion 2<sup>nd</sup> Quarter Status
  - c. Construction Project 2<sup>nd</sup> Quarter Status

**10. Finance Committee**

**A. Report of Committee Chairperson**

Mr. McDonald mentioned that Dr. Silvers was at a Joint Commission meeting in Chicago and that he had chaired the Finance Committee in Dr. Silvers' his absence. He reported that a provision had been included in the law now for the budget in Ohio that was passed and that MetroHealth now had greatly expanded ability for investments. He stated the first step was establishing an investment committee and appointing members in the upcoming month that would be a subcommittee of the Finance Committee.

Mr. Richmond then reported that Finance is in the process of meeting with S&P, Moody's and Fitch, the three rating agencies. He stated that Fitch and S&P will come to MetroHealth to meet with him, Dr. Boutros, and Mr. Kerkay and that they will also be meeting at Moody's in New York. Kaufman Hall has been hired as MetroHealth's financial advisor with respect to the Campus Transformation financing and will be assisting MetroHealth over the next three to four months. Mr. Richmond went on to state a 10-year operating and capital forecast had been created, and a review will be completed with respect to assistance from the federal, state, and local programs for the Transformation project. He also noted the 2016 Capital and Operating Budget process will be taking place over the course of the next couple weeks.

He then reviewed financial highlights for the month of June. In June, Operating Income was \$3.1 million which missed budget by an estimated \$600,000. Year-to-date Operating Income was reported at \$11.5 million and over budget by \$8 million, meaning MetroHealth had a strong first quarter and a decent second quarter, falling only \$2 million short of the quarterly budget. Mr. Richmond then reported that Don Reichert, the Chief Information Officer, gave an update on the five-year IT strategy, discussed the ICD-10 project that has been in process for the past five years and that ICD-10 was being implemented on October 1. He then stated that the restricted and unrestricted cash investments was currently at \$388 million, the increase being Upper Payment Limits and supplemental payments over the past quarter being received. Lastly Mr. Richmond reported that several months ago a third party review of construction cost advisors took place and that a contract was finalized with McGladrey, after approval was obtained by the State of Ohio, since they are also our external auditors.

Dr. Boutros then recognized that Tamiyka Rose and her team lead the effort with the Legal Department to secure the amendment of the budget which was approved at the state level which will lead to changing the financial position of MetroHealth in the future through the enhanced investment authority.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Monthly Financial Report – June 2015
  - b. Management's Discussion and Analysis/Financial Highlights – June 2015
  - c. Information Systems Update – Don Reichert

**11. Legal and Government Relations Committee – No Meeting**

**12. Patient Experience Committee – No Meeting**

**13. Executive Committee - None**

**14. Quality & Safety Committee**

**A. Report of Committee Chairperson**

Mr. Moss reported that the Committee had a full agenda consisting of nine presenters. He summarized the following presentations which included: Amy Delp introducing Matthew Kaufman who is replacing Julia Gorecki, who has taken another role at MetroHealth. Mr. Kaufman updated the Committee on the quality report card, giving the highlights on harmful events. He indicated that harmful events were reduced by 30%; C-diff reduced to 40, the first quarter at 17; readmission goal was to be at 9 and is currently at 10.5; we reached our goal on hygiene; and sharp injuries are now at 9 and our goal is 8. He then stated that Dr. Emerman reported from the Institutional Quality Committee and gave updates on complaints and grievances.

Dr. Creamer and Ms. Evans then gave a presentation on evidence based order sets. Ms. Evans followed up by explaining what is being done on the nurses' side to comply in those areas. Dr. Khandelwal updated the Board on the Comprehensive Burn Unit and indicated that MetroHealth is the only adult and pediatric burn unit in Ohio and that this unit treats approximately 1,500 patients a year. Dr. Thomas reported on NICU and the central line associated bloodstream infections, indicating that MetroHealth had a spike in this area but we have had no mortalities resulting from this, and reported that MetroHealth has one of the lowest mortality rates for the NICU in the country. Dr. Carter gave follow-up details on ear, nose, and throat from a meeting he attended in August 2013. Lastly, Ms. Hubbard and Ms. Savage reported on the case cart completion project.

**B. Non-Consent Agenda**

1. Action Items - None
2. Information Items
  - a. Quality Report Card - Matthew Kaufmann
  - b. 2<sup>nd</sup> Quarter PQRSC Review - Charles Emerman, M.D.
  - c. Evidence Based Order Sets & Care Plus - Johnbuck Creamer, M.D./Jill Evans
  - d. BICU Update - Anjay Khandelwal, M.D.
  - e. NICU - Central Line - Biju Thomas, M.D.
  - f. ENT Update - Joseph Carter, M.D.
  - g. CSPD Improvement & 6 Sigma Project - Gigi Hubbard

**15. Foundation Report – Brenda Kirk, Chair of The MetroHealth Foundation Board**

Ms. Brown reported that 60 people were in attendance at the home of Larry and Donna Nowak on July 8th and that the third of the cultivation series would be held at the Shoreby Club on July 23<sup>rd</sup> with Tom McDonald, Don McGraff, and Linda Bluso hosting. She stated that at this reception Mr. McDonald would recognize Don McGraff and Eaton for the \$500,000 commitment to the Critical Care Pavilion project. Ms. Brown said that Mr. McGraff stated this is the first gift that Eaton would be making towards the Transformation.

She also stated that in the past several years the Foundation had been engaged with a group called CCS from Chicago that provided philanthropic advice and consultation to MetroHealth. Ms. Brown mentioned that this same group will be working with MetroHealth during the month of September to interview approximately 50 community leaders, donors, and prospects regarding the philanthropic campaigning for MetroHealth.

**16. Other Board Items**

**17. Executive Session**

A motion was unanimously passed by roll call vote to go into Executive Session to discuss real estate matters and trade secrets.

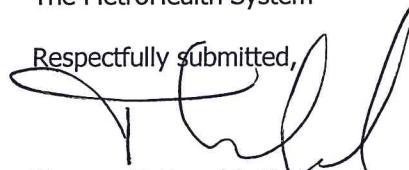
Following the Executive Session, the meeting reopened at approximately 5:45 p.m.

The meeting adjourned at approximately 5:47 p.m.

**NEXT MEETING:      SEPTEMBER 23, 2015 (WED.) – 4 p.m.**

The MetroHealth System

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Tom McDonald', written over the text 'Respectfully submitted,'.

Thomas McDonald, Chairperson

A handwritten signature in blue ink, appearing to read 'Akram Boutros', written below the signature of Thomas McDonald.

Akram Boutros, M.D., FACHE  
President & CEO