

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – OCTOBER 26, 2016**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
Minutes	
Approval of Regular Meeting, September 28, 2016	19018
 CONSENT AGENDA	
Facilities and Space Committee	
Approval of Lot Line Adjustment in Cuyahoga County	19019
Finance Committee	
Approval of Changes to the Hospital and Professional Charge Description Master (CDM) File	19020
Approval of the Continued Procurement of Certain Strategic Value Acceleration Technology, Tools and Services from The Advisory Board Company	19021
Approval of Certain Annual Purchasing Policies and Procedures	19022
Approval and Ratification of Leases for Real Estate in Cuyahoga County	19023
Approval of the Continued On-Going Services of FTI Consulting, Inc.	19024
 Medical Staff	
Approval of Medical Staff Appointments/Actions – October 2016	19025
Approval of Allied Health Appointments/Actions – October 2016	19026
 Additional Resolutions	
Approval of a Proposed Budget for the 2017 Fiscal Year and Authorize the Submission of the Same to the Government of Cuyahoga County, Ohio (“County”)	19027

Approval of Board Meeting Minutes, September 28, 2016

RESOLUTION 19018

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of September 28, 2016, for approval; and

WHEREAS, no 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 approves the Minutes of the Meeting of September 28, 2016, as presented.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain,
Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Approval of Lot Line Adjustment in Cuyahoga County

RESOLUTION 19019

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lot line adjustment in Cuyahoga County, Ohio; and

WHEREAS, the Facilities and Space Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the lot line adjustment, as more fully described in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of Changes to the Hospital and Professional Charge Description Master (CDM) File

RESOLUTION 19020

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for changes to the hospital and professional Charge Description Master (CDM) file; and

WHEREAS, the Board's Finance 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 changes to the hospital and professional Charge Description Master (CDM) file, for the items shown in Attachment A.

BE IT FURTHER RESOLVED, the Chief Executive Officer and President, is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of the Continued Procurement of Certain Strategic Value Acceleration Technology, Tools and Services from The Advisory Board Company

RESOLUTION 19021

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the procurement of certain strategic value acceleration technology, tools and services from The Advisory Board Company; and

WHEREAS, the Board's Finance 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 continued procurement of certain strategic value acceleration technology, tools and services from The Advisory Board Company for the implementation of a value acceleration strategy for the System. The technology includes licenses, training and support for a two year renewal term, with an opt-out option after the first year, for fees not to exceed \$1.8 million per year, plus reasonable out of pocket expenses, to be paid out of general operating funds and available capital funds as applicable.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Approval of certain annual purchasing policies and procedures

RESOLUTION 19022

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for certain annual purchasing policies and procedures; and

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves certain annual purchasing policies and procedures, for participation in group/joint procurement arrangements.

For the calendar year 2017, and for the purpose of acquiring supplies, equipment, and services routinely used in the operations of the System, the System may obtain membership and participate in either:

- a) One or more group purchasing organizations (each a "GPO") sponsored by nonprofit organizations, for all products available through such GPOs, provided that the terms and conditions of such participation, and the GPO's policies and procedures, are evaluated and determined to be in the best interest of the System; and,
- b) One or more state or federally operated joint purchasing programs (each a "JPP"), for purchase of all products available through such JPPs.

The System may pay GPO and JPP participation or membership fees and costs, if any, out of general operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents, and develop and execute procedures consistent with this resolution.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Approval and Ratification of Leases for Real Estate in Cuyahoga County

RESOLUTION 19023

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve and ratify certain leases for real estate in Cuyahoga County, Ohio; and

WHEREAS, the Board previously approved these leases but the lessor and its lender required an additional Development and Operations Service Agreement; and

WHEREAS, the Finance Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves and ratifies the leases and the Development and Operations Service Agreement, as more fully described in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of the Continued On-Going Services of FTI Consulting, Inc.

RESOLUTION 19024

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the services of FTI Consulting, Inc. to provide consulting assistance in improvement of operational efficiencies, delivery of quality care and related financial performance involving workforce management for the health system; and

WHEREAS, the Board's Finance 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 additional services of FTI Consulting, Inc. for the purposes of providing consulting assistance in improvement of operational efficiencies, delivery of quality care and related financial performance involving workforce management for the health system. The fees and expenses for this phase will not exceed a base fee of \$500,000, plus reasonable out-of-pocket expenses. Additionally, FTI Consulting, Inc. may be paid performance incentive payments based on the System's actual and realized return on investment ("ROI") of 10% of any ROI above \$500,000, for total fees not to exceed \$1,000,000. The fees are to be paid out of general operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Approval of Medical Staff Appointments/Actions
October 2016

RESOLUTION 19025

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on October 4, 2016. The Actions will then be reviewed by the Medical Executive Committee via email vote on October 14, 2016.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Anders, Peter, MD	Internal Medicine	Hospital Medicine	10/11/2016-R
Frazier, Rosita, MD	Gastroenterology		10/9/2016-RL
Khan, Wasim, MD	Pediatrics		11/1/2016-R
Panda, Megha, DO	Emergency Medicine		10/6/2016-RL
Sersig, Beth, MD	Family Medicine		10/1/2016-R
Torres, Abel, MD	Dermatology		10/28/2016-R
Tscheiner, Melissa, MD	Emergency Medicine	Life Flight	9/24/2016-RL
Vachhani, Prasanti, MD	Radiology		11/1/2016-RL

Change in Medical Staff Status

<u>Name</u>	<u>Department</u>	<u>Division Change</u>	<u>Effective Date</u>
Kaelber, Kristin, MD	Emergency Medicine	Active A to Affiliate	9/14/2016
Maloney, Gerald, DO	Emergency Medicine	Active A to Affiliate	10/1/2016

Failed to Reappoint

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Dasarathy, Srinivasan, MD	Medicine	Gastroenterology	10/15/2016
Falck-Ytter, Corinna, MD	Medicine	Internal Medicine	10/15/2016
Francis, Linda, Ph.D	Medicine	Research	10/15/2016
Lally, Joseph, MD	Emergency Medicine	Life Flight	10/15/2016
Step, Mary, Ph.D	Medicine	Infectious Disease	10/15/2016

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on October 4, 2016. The appointments will then be reviewed and accepted by the Medical Executive Committee on October 14, 2016.

Active A

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Parikh, Divya, MD	Pediatrics		11/1/2016	MHMC
Sood, Jennifer, MD	Family Medicine		10/10/2016	Brecksville

Affiliate

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Kusumi, Kirsten, MD	Pediatrics	Pediatric Nephrology	10/5/2016	CHMCA
Henn, Andrew, DO	Emergency Medicine	Life Flight	10/5/2016	MHMC
Narla, Deepti, MD	Pediatrics	Pediatric Nephrology	10/5/2016	CHMCA

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Approval of Allied Health Appointments/Actions
October 2016

RESOLUTION 19026

The following actions to The MetroHealth System Allied Health Staff will be reviewed by the C&S Committee on October 4, 2016. The Actions will then be reviewed by the Medical Executive Committee via email vote on October 14, 2016.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Gabele, Christina, CNP	Family Medicine		10/29/2015-R
Hebb, Brandie, CNP	Neurology		10/20/2016-R
Howze, Christl, PA-C	Family Medicine		10/1/2016-R
Mars, Maria, LISW	Psychiatry		9/21/2016-R

Department Addition

<u>Name</u>	<u>Dept. Add</u>	<u>Date</u>
Leake, Tiffany CNP	Add Express Care	10/1/2016

Additional Clinical Privileges

<u>Name</u>	<u>New Privileges</u>	<u>Date</u>
Homan, Timothy	Adding CNS Privileges	10/3/2016
Leake, Tiffany, CNP	Adding Internal Medicine Privileges	10/3/2016
Mickam, Paula, CNP	Adding Removal of Cranial and Lumbar Drains	9/19/2016

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

The following Appointments to The MetroHealth System Allied Health Provider will be reviewed by the C&S Committee on October 4, 2016. The appointments will then be reviewed and accepted by the Medical Executive Committee on October 14, 2016.

Allied Health

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Bartel, Mary, OT	PM&R		10/5/2016	Lyndhurst
Madere, Jacqueline, CRNA	Anesthesiology		10/10/2016	MHMC
Sniff, Kaylie, PA-C	Emergency Medicine		10/5/2016	Brecksville
Tomm, Pamela, OT	PM&R		10/5/2016	MHMC
Tyler, Joyce, OT	PM&R		10/5/2016	MHMC

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016

Approval of a proposed budget for the 2017 fiscal year and authorize the submission of the same to the government of Cuyahoga County, Ohio ("County")

RESOLUTION 19027

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for a proposed budget for the 2017 fiscal year and authorize the submission of the same to the government of Cuyahoga County, Ohio ("County"); and

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

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve a proposed budget for the 2017 fiscal year and authorize the submission of the same to the government of Cuyahoga County, Ohio ("County").

The information to be submitted to the County is shown in Attachments A and B.

BE IT FURTHER RESOLVED, the Chief Executive Officer and President, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Schneider, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Dr. Silvers

ABSTAINED: None

DATE: October 26, 2016



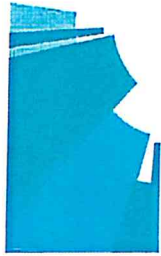
2017 Operating Budget

(in \$000s)

Exhibit A

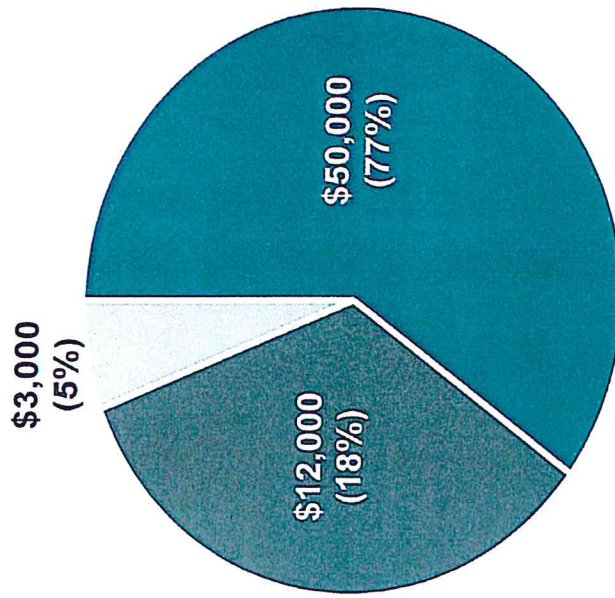
	2014 Actual	2015 Actual	2016 Budget	2016 Projected	2017 Budget	16 Projected vs. 17 Budget	
						\$	%
Net Patient Revenue	\$ 793,343	\$ 808,102	\$ 867,000	\$ 898,416	\$ 954,250	\$ 55,834	6.2%
Other Revenue	71,500	85,613	95,995	104,571	132,719	28,148	26.9%
County Funding	40,024	40,000	32,400	32,400	32,400	0	0.0%
Total Revenue	904,867	933,715	995,395	1,035,387	1,119,369	83,982	8.1%
Salaries and Benefits	591,745	607,278	644,423	665,236	712,398	47,162	7.1%
Department Expenses	215,868	238,586	264,335	291,366	319,858	28,492	9.8%
General Expenses	62,052	58,064	69,237	64,502	71,613	7,111	11.0%
Total Expenses	869,665	903,928	977,995	1,021,104	1,103,869	82,765	8.1%
Operating Income / (Loss)	\$ 35,202	\$ 29,787	\$ 17,400	\$ 14,283	\$ 15,500	1,217	8.5%





2017 Capital Budget (in \$000s)

Exhibit B



Transformation	\$ 50,000
Strategic/Routine	12,000
Contingency/Minor	<u>3,000</u>
Total	\$ 65,000

(1) 2017 Transformation capital will be funded either from operating cash flow (not to exceed \$35 million) or external borrowings.