

**BOARD OF TRUSTEES
The MetroHealth System**

Date: February 22, 2017

Time: 4:00 p.m.

Place: The MetroHealth System Board Room

Present: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Schneider (via phone), Dr. Silvers, Mr. Spain, Ms. Whiting

Staff: Dr. Boutros, Dr. Boulanger, Mr. Lewis, Ms. Rajki, Mr. Richmond, Mr. Stern

Guests: Ms. Allen, Mr. Botros, Dr. Chehade, Dr. Connors, Mr. Jones, Ms. Platten
Kaufman, Hall & Associates, LLC
Glenn Wagner
Matt Robbins
JP Morgan
Meghan O'Keefe
Bank of America Merrill Lynch
Robert Junqua

MINUTES OF MEETING

(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.)

This Special Meeting of the Board of Trustees was held pursuant to Notice given in accordance with the Bylaws by the Chair and was called to order by Board Chair Mr. McDonald at 4:00 p.m. for the purpose of discussing matters relating to the System Transformation and, if appropriate, the approval of certain related matters.

A motion was unanimously passed by roll call vote to go into Executive Session to discuss trade secret and personnel matters.

Following the Executive Session, the meeting reconvened in open session at approximately 5:55 p.m.

Mr. McDonald call for action on the three proposed resolutions.

1. Upon motion duly made and seconded, the Board unanimously approved the Enabling Projects (Relocation of Services) for the Transformation and associated capital spend as further described on Exhibit A. RESOLUTION 19072.
2. Upon motion duly made and seconded, the Board unanimously approved the termination of the Interest Rate Swap Agreements and optional redemption of the Series 1997 Bonds and authorized the President and Chief Executive Officer and the Chief Financial Officer to pursue and undertake such transactions pursuant to the recommendations of Kaufman Hall in connection with pricing and other terms and conditions in connection with the development of a potential plan of finance for the Transformation. RESOLUTION 19073.

3. Upon motion duly made and seconded, the Board unanimously approved the achievements for the 2016 Plan Measures and Goals as described in the Attachment. RESOLUTION 19074.

It was noted that Mr. Schnieder did approve of each of the above actions; his approval via telephone did not constitute a formal vote.

Mr. Richmond presented the Trustees with a sample file of how the System's financials would be presented to the Trustees going forward. He asked the Trustees to give any feedback on the proposed presentation format.

The meeting adjourned at approximately 6:10 p.m.

NEXT MEETING: March 22, 2017 (Wednesday) – 4 p.m.

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

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