

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES
LEGAL & GOVERNMENT RELATIONS COMMITTEE

March 22, 2017

Present: Committee Members: Thomas McDonald, Tony Minor, Charles Spain, Vanessa Whiting

Other Trustees: Maureen Dee, JB Silvers

Staff: Dr. Akram Boutros, Elizabeth Allen, Tracy Carter, Dr. Alfred Connors, Michael Dalton, Marlene Franklin, Patricia Gallagher, Dr. Timothy Kasprzak, Laura McBride, Michael Phillips, Craig Richmond

The meeting was called to order at 2:00 p.m. by Mr. Spain. 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. The minutes of the December 21, 2016, meeting were approved.
- II. Consent Items - None
- III. Discussion Items
 - Government Relations Update

Ms. Carter began her report by introducing Michael Dalton, the new State Government Relations Director in Columbus who started at MetroHealth on February 1, 2017. His previous experience included serving as Assistant Director for Government Affairs at Summa, serving as Congresswoman Betty Sutton's District Director, external affairs for private development firms, and leadership with the Summit County Board of Elections.

Ms. Carter discussed emerging political developments, the health policy, implications for MetroHealth, and the advocacy priorities on the federal, state and local levels, noting our position for sharing with our legislators in Washington and Columbus remains to be everyone deserves access to affordable health care coverage, essential providers such as MetroHealth need adequate reimbursement and policy protection to serve the vulnerable populations, and developing a partnership with public sector leaders and agencies to innovate new care and quality, cost and outcomes for the Medicaid population. She discussed in more detail the American Health Care Act (AHCA) and how insurers, hospitals, and physicians have been the most vocal critics, the AHCA risks and opportunities, the possible declining of the Disproportionate Share Hospital (DSH) payments over time, as well as reporting on discussions among the Republican Governors, the Ohio General Assembly, the Administration, and the Congress with a vote expected in the House on March 23, 2017. Ms. Carter indicated Governor Kasich has been the most visible and active with the Washington delegation on the federal health reform debate and what he believes is best for Ohio and reviewed the three step repeal and replace process, consisting of reconciliation, what is taking place now with a need of 51 votes, regulatory review, and the regular order which needs 60 votes. The Republican proposal essentially covers four areas: Medicaid spending, Medicaid expansion, disproportionate share cuts assisting providers such as MetroHealth serving

the Medicaid uninsured population, and coverage for non-Medicaid eligible groups such as the low income and older adults.

- Risk Management Report

Ms. Franklin's report was reserved for Executive Session.

- Medical Staff Bylaws Update

Ms. McBride began the report by distributing an Executive Summary of the Medical Staff Bylaws, a unique document governed by Medicare, CMS, the Joint Commission and State Boards that sets the parameters of the rules and responsibilities assumed by the Medical Staff regarding the health and well being of every patient, noting that a comprehensive review of these Bylaws has not been completed since the 1960s. This document provides specific responsibilities of Chairs of Departments, on how privileges are granted, corrective action taken if necessary, and multiple committees committed to handling certain functions, and oversight by the Medical Staff. Dr. Kasprzak stated that an outside consultant, used by three other health systems and familiar with national standards for the institutions such as the Joint Commission, was brought in to review the extensive process and taking the appropriate steps with a committee involving various leaders of the Medical Staff, Ms. McBride from the Legal Department, and Dr. Connors, the Chief Quality Officer. Once it goes to vote by the Medical Staff, it will be presented to the Board of Trustees of The MetroHealth System. Ms. McBride indicated the biggest change that flows through the entire set of Bylaws is how a clinician at MetroHealth is not automatically considered a member of the Medical Staff that can vote or take action and certain privileges are assigned to the clinician by the Board of Trustees. Two remaining categories discussed included active employed clinicians that have faculty status at Case and the creation of a new officer position entitled MEC At-Large in addition to President, President-Elect, and Immediate Past President. Lastly, a timeline was established indicating on April 25 the Bylaw changes would be presented to the Medical Staff, between May 9 and June 9 voting by Medical Staff would be completed, and on June 28 the Medical Staff Bylaws would be presented to the Legal Committee for review and approval and then presented to the full Board of Trustees for review and approval.

A motion was unanimously passed by roll call vote to hold an executive session to discuss legal matters, pending litigation, and potentially trade secrets.

Following the executive session, the meeting reopened.

IV. Action Items - None

Ms. Franklin updated the Committee on the upcoming trial docket.

There being no further business, the meeting adjourned at 3:17 p.m.

Respectfully submitted,

Michael Phillips
Senior Vice President and Chief Legal Officer