

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – DECEMBER 20, 2017**

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Approval of Board Meeting Minutes, October 13, 2017, and October 25, 2017

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RESOLUTION 19142

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Special Meeting on October 13, 2017, and the Regular Meeting of October 25, 2017, 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 approve the Minutes of the Special Meeting on October 13, 2017, and the Regular Meeting of October 25, 2017, as presented.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

New Trustees for The MetroHealth System  
Board of Trustees

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RESOLUTION 19143

WHEREAS, the members of The MetroHealth System's Board of Trustees are appointed by Appointing Authority established by the Ohio Revised Code; and

WHEREAS, MetroHealth has been advised that the Appointing Authority's appointment of two new Trustees, Arlene Anderson and Robert Hurwitz, have been made to be effective November 28, 2017; and

WHEREAS, the Board has reviewed this matter and the documentation received from the Appointing Authority with respect to the newly appointed Trustees;

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees hereby accepts the appointment of Arlene Anderson and Robert Hurwitz and acknowledges and recognizes their status as members of this Board as of the effective date and for the term provided in the documentation provided by the Appointing Authority to MetroHealth.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

RESOLUTION OF APPRECIATION  
CHARLES H. SPAIN, JR.

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RESOLUTION 19144

WHEREAS, Charles H. Spain, Jr. has served with distinction on the Board of Trustees of The MetroHealth System from 1990 to 2017; and

WHEREAS, throughout his years of service as Trustee, Mr. Spain has devoted countless hours to ensure the success and sustainability of MetroHealth and has been a tireless advocate and resource for MetroHealth, our mission and our patients; and

WHEREAS, during his tenure Mr. Spain has served as Vice-Chair and Secretary of the Board and also has chaired a number of Board committees; and

WHEREAS, Mr. Spain has served as Chair of the Legal and Government Relations Committee for the last nine years contributing his insights and experience to lead this Committee; and

WHEREAS, Mr. Spain has assisted in diversity initiatives for many years and tirelessly advocated for diversity even before the Diversity Committee was established; and

WHEREAS, the Board wishes to formally recognize the dedication, outstanding judgment, leadership and deep commitment Mr. Spain has brought to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby expresses its appreciation to Charles H. Spain, Jr. for his 27 years of dedicated and distinguished service as a Trustee of The MetroHealth System and now wishes him continued health and happiness in the future.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of Schedule of Regular Board Meetings of The MetroHealth System

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RESOLUTION 19145

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2018; and

WHEREAS, the schedule has been presented in accordance with the Bylaws of the Board of Trustees and its previously adopted policy relative to Section 121.22 of the Ohio Revised Code, providing that after approval of the schedule of meetings by the Board, this schedule shall be available to any interested party upon written request and the receipt of a check in the amount of \$25.00 made payable to The MetroHealth System for mailing and handling for a one-year period.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2018, and this schedule is hereby made part of this Resolution as though fully herein rewritten as an addendum hereto.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

# The MetroHealth System Board of Trustees

## 2018 Schedule of Meetings

	Finance Committee Third Wednesday 8:00-10:00	Community Engagement Committee Third Wednesday 10:00-11:30	Patient Experience Committee Second Wednesday 10:00-12:00	Quality & Safety Committee Second Wednesday 12:00-2:00	Diversity & Inclusion Committee Second Wednesday 2:00-4:00	Nominating Committee Second Wednesday 12:00-12:30	Legal & Government Relationship Committee Second Wednesday 12:30-2:00	Audit Committee Second Wednesday 2:00-4:00	Facilities & Space Committee Second Wednesday 4:00-6:00	Executive-Personnel Committee Fourth Wednesday 8:00-10:00	Board Meeting Fourth Wednesday 8:00-10:00
January	January 17	January 17									January 24
February			February 14	February 14	February 14					February 28	
March						March 14	March 14	March 21*	March 14		March 28
April	April 18	April 18								April 25	
May			May 9	May 9	May 9						May 23
June							June 13	June 13	June 13	June 27	
July	July 18	July 18									July 25
August			August 8	August 8	August 8					August 22	
September							September 12	September 12	September 12		September 26
October	October 17	October 17								October 24	
November			November 14	November 14	November 14						November 28
December							December 12	December 12	December 12	December 19**	

\*Audit Committee – Moved to 3rd Wednesday of the Month for External Audit Report

\*\*Executive Committee – December Conflict with Christmas requires change to 3rd Wednesday of the Month

Approval of the Continued Engagement of KPMG LLP as the System's Internal Audit Consultant

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RESOLUTION 19146

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of KPMG LLP as the System's Internal Audit consultant; 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 engagement of KPMG as the System's Internal Audit consultant, for the purpose of providing management, assistance, advice and guidance with performing enterprise risk assessments, prioritizing risks and associated audits, providing oversight of Information Technology (IT) audits and reporting to management and the Audit Committee of the Board of Trustees, for the year 2018, with cost not to exceed \$725,000 and associated expenses not to exceed \$35,000, to be paid out of general operating funds.

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

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017



Approval of the Acceptance of the Community Health Needs Assessment  
and Five Top Community Health Priorities for the System

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RESOLUTION 19147

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the acceptance of a) the Community Health Needs Assessment prepared by The Center for Community Solutions for the System and the resulting five top community health priorities identified by the System to address these needs for 2018-2019 years;

WHEREAS, the Board's Community Engagement Committee has reviewed this proposal and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby the accepts of the Community Health Needs Assessment including the gaps analysis and resulting five top community health needs priorities for the System which include:

- Opioid Epidemic
- Infant Mortality
- Community Building in the Clark-Fulton neighborhood
- Community Trauma: Addressing adverse community experiences and resilience, working with the faith community in the east side neighborhoods
- Eliminate racial/ethnic disparities for our patients with chronic disease (with an emphasis on diabetes and hypertension outcomes)

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

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of Certain Capital Improvements and Purchases

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RESOLUTION 19148

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for certain capital improvements and purchases; 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 certain capital improvements and purchases, for the items, purposes, and aggregate costs as detailed in Attachment A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Attachment A.

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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

**Attachment A**  
**List of Capital Improvements and Equipment**

	<b>Description</b>	<b>Aggregate Cost</b>	<b>Funding Source</b>	<b>Background</b>
1.	Lincoln West Expansion-Phase 1	\$210,000	The MetroHealth Foundation (#2290071771)	Funding for access control, classroom, breakroom, and other renovations for students in the Lincoln West Program.

<b>TOTAL</b>		\$210,000		
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Approval of Changes to the Hospital and Professional Charge Description Master (CDM) File

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RESOLUTION 19149

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

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

## **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 Purchase of Claims-Made Professional and  
General Liability Insurance from Lloyd's of London

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RESOLUTION 19150

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase excess Professional Liability and General Liability Coverage from Lloyd's of London; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of claims-made excess Professional and General Liability coverage with limits of \$35,000,000 excess of a primary policy with professional liability limits of \$7,000,00 for professional liability claims and general liability limits of \$1,000,000, from Lloyd's of London for a total premium not to exceed \$935,000 for policy period December 31, 2017, through December 31, 2018, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Purchase of Directors and Officers Liability  
and Employment Practices Liability Insurance Coverage  
from Ace USA Insurance Company

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RESOLUTION 19151

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Directors and Officers Liability and Employment Practices Liability Insurance with limits of \$15,000,000 underwritten by Ace USA Company; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of Directors and Officers Liability and Employment Practices Liability Insurance coverage with limits of \$15,000,000 from Ace USA Company, for a premium not to exceed \$138,628 for policy period December 31, 2017, through December 31, 2018, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Purchase of Employee Crime Insurance from Beazley Specialty Company

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RESOLUTION 19152

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of an Employee crime policy coverage from Beazley Specialty Company; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of an Employee crime policy coverage from Beazley Specialty Company with limits of \$10,000,000 and a \$100,000 deductible, for a total premium not to exceed \$25,882 for the policy period December 31, 2017, through December 31, 2018, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017



Approval of the Purchase of Information Network and Privacy Security Insurance  
from Beazley Specialty Company

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RESOLUTION 19153

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Information Network and Privacy Security Insurance from Beazley Specialty Company with liability limits of \$10,000,000 and a retention of \$250,000; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of Information Network and Privacy Security Insurance with limits of \$10,000,000 and a retention of \$250,000 from Beazley Specialty Company for a premium not to exceed \$150,692 for policy period December 31, 2017, through December 31, 2018, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Purchase of Non-Owned Aircraft Liability and Helipad Liability Insurance from  
Ace Property and Casualty

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RESOLUTION 19154

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Non-Owned Aircraft Liability and Helipad Liability Insurance written by ACE Property and Casualty; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of Non-Owned Aircraft Liability and Helipad Liability Insurance written by ACE Property and Casualty, for a total premium of \$9,295, for policy period December 31, 2017, through December 31, 2018, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Purchase of Automobile Liability Insurance  
Through the Public Entities Pool of Ohio

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RESOLUTION 19155

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Automobile Liability Insurance underwritten by the Public Entities Pool of Ohio; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of Automobile Liability Insurance underwritten by the Public Entities Pool of Ohio, for the one-year period commencing January 1, 2018, through January 1, 2019, for automobile liability coverage of \$2,000,000 each accident with no deductible, and a \$1,000 deductible for the comprehensive property and collision coverage, for a contribution of \$182,444, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Purchase of Employed Lawyers Professional Insurance

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RESOLUTION 19156

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Employed Lawyers Professional Insurance underwritten by Chubb; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of Employed Lawyers Professional Insurance from Chubb for the one-year period December 31, 2017, to December 31, 2018, for an annual premium expenditure in an amount not to exceed \$10,939, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Purchase of a Claims-Made Comprehensive General and Professional Liability Insurance Policy from Lloyd's of London for The MetroHealth System's Personnel Performing Services at the Cuyahoga County Department of Corrections

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RESOLUTION 19157

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of a claims-made comprehensive general and professional liability insurance policy from Lloyds of London for The MetroHealth System's personnel performing services at the Cuyahoga County Department of Corrections; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of a claims-made comprehensive general and professional liability insurance policy from Lloyds of London for The MetroHealth System's personnel performing services at the Cuyahoga County Department of Corrections, with professional liability limits of \$3,000,000 per claim/\$5,000,000 in the aggregate, and general liability limits of \$1,000,000 per claim/\$3,000,000 aggregate with a \$1,000,000 limit for sexual misconduct, a deductible of \$150,000 and an inner aggregate of \$300,000, for a premium not to exceed \$262,909 for the period of December 31, 2017, through December 31, 2018, 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Purchase of Primary Professional and  
General Liability Insurance from Select Assurance Captive, LLC

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RESOLUTION 19158

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of primary claims-made Professional and General Liability Coverage from Select Assurance Captive, LLC; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of primary claims-made Professional and General Liability Coverage with professional liability limits of \$7,000,000 and general liability limits of \$1,000,000, provided by Select Assurance Captive, LLC for a total premium not to exceed \$12,400,000 for policy period December 31, 2017, through December 31, 2018, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of Medical Stop Loss Insurance from Select Assurance Captive, LLC

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RESOLUTION 19159

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for medical stop loss insurance from Select Assurance Captive, LLC; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of medical stop loss insurance, with limits of \$1,000,000 per covered person, with a self-insured retention per covered person of \$500,000, provided by Select Assurance Captive, LLC for a total premium not to exceed \$500,000 for policy period January 1, 2018, through December 31, 2018, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Appointment of Medical Mutual of Ohio as the Stop Loss Insurance Provider for the System's Self-Insured Employee Medical and Prescription Drug Plan

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RESOLUTION 19160

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the appointment of Medical Mutual of Ohio as the stop loss insurance provider for the System's self-insured employee medical and prescription drug plan; and

WHEREAS, the Board's Legal and Government Relations 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 appointment of Medical Mutual of Ohio as the stop loss insurance provider for the System's self-insured employee medical and prescription drug plan, at an individual stop loss deductible of \$1,000,000 per enrollee, for a one year period effective January 1, 2018, to December 31, 2018, for an estimated aggregate cost of \$227,794 based on employees enrolled as of November 2017 over the contract period as detailed above, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017



Approval of Environmental Liability  
Insurance from Aspen Specialty Insurance Company

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RESOLUTION 19161

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Environmental Liability Insurance from Aspen Specialty Insurance Company; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of Environmental Liability Insurance from Aspen Specialty Insurance Company with limits of \$10,000,000 per incident for a premium not to exceed \$36,050 for policy period December 31, 2017, through December 31, 2018, to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Continued Engagement of Strategic Health Care as Consultants for  
The MetroHealth System's Federal Government Relations Activities

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RESOLUTION 19162

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued on-going engagement of Strategic Health Care as consultants for the System's federal government relations activities; and

WHEREAS, the Board's Legal and Government Relations 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 on-going engagement of Strategic Health Care as consultants for the System's federal government relations activities, for additional total costs not to exceed \$80,000, plus reasonable out-of-pocket expenses, for the period between December 2017 and June 2018, 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Retention of Intellectual Property and Innovations Attorneys

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RESOLUTION 19163

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the retention of the law firms of The Law Offices of T.C. Theofrastrous, Ltd.; Fay Sharpe LLP; Tarolli, Sundheim, Covell and Tummino, LLP; and Calfee, Halter & Griswold, LLP as special counsel for services relating to intellectual property and innovations as may be required; and

WHEREAS, the Board's Legal and Government Relations 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 retention of the law firms of The Law Offices of T.C. Theofrastrous, Ltd.; Fay Sharpe LLP; Tarolli, Sundheim, Covell and Tummino, LLP; and Calfee, Halter & Griswold, LLP as special counsel for services relating to intellectual property and innovations as may be required, 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:	Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Moss, Mr. Schneider
ABSTAINED:	None
DATE:	December 20, 2017

Approval of the Retention of Immigration Attorneys

\*\*\*\*\*

RESOLUTION 19164

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of immigration lawyers as referenced below:

1. Harold L. Hom Co., LPA
2. Gerard D'Souza
3. Sharon & Kalnoki, Inc.
4. McDonald Hopkins (hourly rate \$290 for off schedule matters)

Fee Schedule per matter:

H1-B Petitions (regular or premium):	\$1,200
Permanent Residence:	\$6,000
TN Petitions:	\$800
J-1 Waivers:	\$3,000
Appeals/Motions to Reopen/ Reconsider:	\$750

WHEREAS, the Board's Legal and Government Relations 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 retention of the above referenced lawyers, 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of the Reaffirmation of the Conflicts of Interest Policy

\*\*\*\*\*

RESOLUTION 19165

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the reaffirmation of the Conflicts of Interest Policy; and

WHEREAS, the Board's Legal and Government Relations 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 reaffirmation of the Conflicts of Interest Policy for 2017-2018.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to finalize any other documents consistent with this resolution.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

**MANAGEMENT STAFF / MEDICAL PROVIDERS / TRUSTEES**  
**ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT**

2017

Read this form and Policy VIII-4 thoroughly before answering any questions. Please print.

<b>Your Name</b> _____	<b>Spouse Name</b> _____
<b>Title</b> _____	<b>Employer Name</b> _____
<b>Employee ID</b> _____	_____
<b>Home Address</b> _____	<b>Employer Address</b> _____
_____	_____

**Question 1 (Financial Interests)**

To the best of your knowledge, do you or any **Close Relation\*** hold any financial interest(s) or option(s) in an **Entity\*\*** that is affiliated with, does business with or has an interest in doing business with The MetroHealth System (MHS) [e.g. vendor/supplier/pharmaceutical company] which might influence you or appear to a reasonable person to influence you in your role at MHS?

**No** →

↓ **If Yes, please respond below:**

1.1 – What is the nature of this financial interest?

- Salary
- Equity interest (e.g. stocks, stock options, real estate interest, ownership interest [include disclosures concerning: K1 schedules, 1099, etc.]
- Other remuneration (e.g. consulting and referral fees, honoraria, paid authorship, paid bonuses, travel reimbursement, and lecture fees)

1.2 – What is the current value (or annual income/salary) of the interest?

- Less than \$5,000
- \$5,001 - \$20,000
- \$20,001 - \$50,000
- \$50,001 - \$100,000
- \$100,001 and greater

\* **Close Relation** includes the following (as well in-laws for each): spouse, domestic partner, children, grandchildren, parents, grandparents, siblings, nieces, nephews, aunts, uncles, or cousins (whether by marriage, lineal descent or adoption); relative by marriage, lineal descent or adoption who receives, directly or indirectly, more than one-half of his or her support from the MH Employee or whom the MH Employee receives, directly or indirectly, more than one-half of his or her support; and an individual claimed by the MH Employee or spouse as a dependent under the United States Internal Revenue Code. (**Business Associate** includes any individuals, companies, or organizations with which the official is acting together to pursue a common business purpose. Examples of a Public Official's business associates include, but are not limited to, the official's: (1) partners in a partnership; (2) co-owners of a business; (3) outside employer; and (4) co-members of an LLC. An outside employer is considered to be a business associate of MHS.)

\*\* **Entity** includes, but is not limited to: corporation, partnership, proprietorship, firm, association, or organization.

1.3 - For ownership interests - what is your percentage of ownership to the total value of the interest?

- Less than 1%
- 1% to less than 5%
- 5% to less than 25%
- 25% to less than 50%
- 50% and greater

1.4 – Please provide the name and address of the **Entity (ies)** in which you or your **Close Relation** has an interest:

1.5 – Please provide the name and relationship of the **Close Relation**, if not your interest:

## Question 2 (Intellectual Property Rights)

To the best of your knowledge, do you or any **Close Relation** have any intellectual property rights (including, but not limited to patents, copyrights, trademarks, trade secrets, contract rights), royalties from such rights, or agreements to share in royalties related to such rights whose value might be affected by selection of a particular product/vendor by MHS?

**No** → [Go to Question 1](#)

↓ **If Yes, please respond below:**

2.1 – What is the nature of the intellectual property rights that you/your **Close Relation** hold?

- Licensed Patent
- Royalties
- Copyright
- Upfront Fee
- Other Agreement to Share Royalties

2.2 – What is the value of the intellectual property rights that are held?

- Less than \$5,000
- \$5,000 - \$20,000
- \$20,001 - \$50,000
- \$50,001 - \$100,000
- \$100,001 and greater

2.3 - Please provide a description of the Intellectual Property Rights below, if applicable:

2.4 – Please provide the name and relationship of the **Close Relation**, if applicable:

**Question 3 (Office, Directorship, Trusteeship, etc.)**

To the best of your knowledge, do you or any **Close Relation** hold any office, directorship, trusteeship, or any other policy-influencing employment position in an **Entity** that does business with or has an interest in doing business with MHS?

**No** →

↓ **If Yes, please respond below:**

3.1 – Please provide the name and address of the **Entity (ies)** in which you or your **Close Relation** has an interest:

3.2 – Please provide the name and relationship of the **Close Relation** and the office/position held, if not your interest:

**Question 4 (Gifts or Remuneration)**

To the best of your knowledge, have you or any **Close Relation** received gifts, or other remuneration such as services, entertainment or favors that are valued in excess of \$10 per item/occasion or in excess of \$50 in the aggregate during the preceding calendar year from any individual/organization that does business with or has an interest in doing business with MHS?

**No** →

↓ **If Yes, please respond below:**

4.1 – Please provide the date(s) received, the nature of the remuneration and the estimated value of same:

4.2 – Please provide the name and address of the person providing the remuneration:



**Question 5 (Other Disclosure [if known]):**

I would like to disclose an actual or potential Conflict of Interest involving me or another MHS employee that I believe may raise a significant concern about compliance with the Policies referenced herein (Please include name and title of employee below, if applicable):

I have read and understand the MetroHealth System's Conflict of Interest Policy, Policy VIII-4. I understand that if, at any time hereafter, there is any change in my circumstances which would make the foregoing statements incorrect, I will make a full report to the MetroHealth System's Chief Compliance Officer. Moreover, I agree to report any situations which hereafter arise (either personally or known to me concerning any other MHS employee) that raise a significant concern about compliance with the Policies referenced herein. **I hereby certify that the information provided by me in this document is true and accurate to the best of my knowledge and belief.**

---

Please Print Name

Signature

Date

**BOARD OF TRUSTEES  
OF  
THE METROHEALTH SYSTEM**

**CONFLICTS OF INTEREST POLICY**

1. **Statement of General Policy.** The purpose of this conflicts of interest policy (the “Policy”) is to protect The MetroHealth System’s interest in the context of transactions or arrangements involving the private interest of a Trustee, officer or employee of MetroHealth. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to MetroHealth as a public institution. In addition to supporting the general fiduciary duty of Trustees, officers and employees to MetroHealth, this Policy is intended to support MetroHealth’s compliance with applicable Ohio conflicts interest of laws.

2. **Coverage of Policy.** This Policy will apply to all members of the Board of Trustees, and to all MetroHealth officers and employees.

3. **General Principles.** Members of the Board of Trustees have a clear fiduciary duty to the organization and Trustees should exercise the utmost good faith in all transactions related to their duties for MetroHealth. Trustees should not use their positions, or the knowledge gained therefrom, in such a way that a conflict of interest might arise between the interest of MetroHealth’s interest and their personal interest. General principles of fiduciary duty and Ohio law prohibit all trustees and executive officers from disclosing or using any confidential information acquired in the course of their official duties.

4. **Conflicts of Interest.**

4.1 **Statutory Conflicts of Interest.** The Ohio conflicts of interest and ethics laws applicable to MetroHealth include Sections 102.03 and 2921.42. The Ohio ethics laws were enacted to promote confidence in government and these laws are directed at situations which involve public officials and employees who are in a position to make or influence decisions which may directly affect their personal interests. These statutory conflict of interest and ethics provisions are complex and require careful evaluation of specific facts and circumstances pertaining to such a personal or private interest. Persons who may have such a potential conflict of interest should understand that the Ohio conflicts of interest laws are criminal statutes and violation of such law could result in serious consequences.

4.2 **General Conflicts of Interest.** In addition to statutory conflicts of interest, Trustees, officers and employees also may have potential conflicts of interest which, although not expressly prohibited by the Ohio statutes, raise issues of fiduciary duty. Such a conflict of interest may exist if a person (directly or through family

or business associates) has an interest in or other financial arrangement with an entity with which MetroHealth is engaging in a transaction or arrangement.

**4.3 Specific Prohibitions.** For purposes of this Policy, it is important to note that the law prohibits a public official from:

- (i) Having a private interest in a public contract;
- (ii) Using his or her authority or position to secure a public contract;
- (iii) Using his or her office or position to secure anything of value; or
- (iv) Soliciting or accepting anything of value.

In terms of private interest in a public contract, the prohibition relates not only to the public official but also to any member of his or her family or any of his or her business associates. For purposes of the ethics law, family members mean spouse, children (whether dependent or not), parents, grandparents, siblings and other persons related by blood or marriage and residing in the same household. The term “business associate” applies to any situation where the public official has a relationship with one or more persons or entities to act together to pursue a common business purpose. A Trustee’s outside employer is considered to be his or her “business associate”.

Both Sections 102.03 and 2921.42, copies of which are attached hereto, are considered an integral part of this Policy.

## **5. Procedures.**

**5.1 Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her personal or private interest to the Board of Trustees in writing. Such notice should be delivered to the General Counsel.

**5.2 Determining Whether a Conflict of Interest Exists.** Any Trustee having a conflict of interest on any matter should not vote or use his/her personal influence on the matter, even though the conflict is not prohibited by law. If an issue arises as to whether a personal or private interest constitutes a conflict of interest, the remaining Board of Trustees shall decide if a conflict of interest exists. The interested person shall not participate in the Board of Trustees meeting while the personal or private interest is discussed and voted upon.

**5.3 Violations of the Conflicts of Interest Policy.**

- (a) If the Board of Trustees has reasonable cause to believe that a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board of Trustees determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**6. Records of Proceedings.** The minutes of the Board of Trustees and all committee with Board of Trustees delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a personal or private interest in connection with an actual or possible conflict of interest, the nature of the personal or private interest, any action taken to determine whether a conflict of interest was present, and the Board of Trustees' decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, and a record of any votes taken in connection therewith.

**7. Annual Statements.** Each Trustee, officer and such other management and clinical leaders as the President shall determine, in his reasonable discretion, shall annually sign a statement which affirms that such person:

- (a) has received a copy of this Conflicts of Interest Policy,
- (b) has read and understands the Policy, and
- (c) has agreed to comply with the Policy.

**8. Periodic Reviews.** This Policy shall be reviewed annually for the information and guidance of the Board of Trustees, and any new Trustee shall be advised of the Policy upon entering on the duties of office.

## **102.03 Representation by present or former public official or employee prohibited.**

### **(A)**

(1) No present or former public official or employee shall, during public employment or service or for twelve months thereafter, represent a client or act in a representative capacity for any person on any matter in which the public official or employee personally participated as a public official or employee through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

(2) For twenty-four months after the conclusion of service, no former commissioner or attorney examiner of the public utilities commission shall represent a public utility, as defined in section 4905.02 of the Revised Code, or act in a representative capacity on behalf of such a utility before any state board, commission, or agency.

(3) For twenty-four months after the conclusion of employment or service, no former public official or employee who personally participated as a public official or employee through decision, approval, disapproval, recommendation, the rendering of advice, the development or adoption of solid waste management plans, investigation, inspection, or other substantial exercise of administrative discretion under Chapter 343. or 3734. of the Revised Code shall represent a person who is the owner or operator of a facility, as defined in section 3734.01 of the Revised Code, or who is an applicant for a permit or license for a facility under that chapter, on any matter in which the public official or employee personally participated as a public official or employee.

(4) For a period of one year after the conclusion of employment or service as a member or employee of the general assembly, no former member or employee of the general assembly shall represent, or act in a representative capacity for, any person on any matter before the general assembly, any committee of the general assembly, or the controlling board. Division (A)(4) of this section does not apply to or affect a person who separates from service with the general assembly on or before December 31, 1995. As used in division (A)(4) of this section "person" does not include any state agency or political subdivision of the state.

(5) As used in divisions (A)(1), (2), and (3) of this section, "matter" includes any case, proceeding, application, determination, issue, or question, but does not include the proposal, consideration, or enactment of statutes, rules, ordinances, resolutions, or charter or constitutional amendments. As used in division (A)(4) of this section, "matter" includes the proposal, consideration, or enactment of statutes, resolutions, or constitutional amendments. As used in division (A) of this section, "represent" includes any formal or informal appearance before, or any written or oral communication with, any public agency on behalf of any person.

(6) Nothing contained in division (A) of this section shall prohibit, during such period, a former public official or employee from being retained or employed to represent, assist, or act in a representative capacity for the public agency by which the public official or employee was employed or on which the public official or employee served.

(7) Division (A) of this section shall not be construed to prohibit the performance of ministerial functions, including, but not limited to, the filing or amendment of tax returns, applications for permits and licenses, incorporation papers, and other similar documents.

(8) Division (A) of this section does not prohibit a nonelected public official or employee of a state agency, as defined in section 1.60 of the Revised Code, from becoming a public official or employee of another state agency. Division (A) of this section does not prohibit such an official or employee from representing or acting in a representative capacity for the official's or employee's new state agency on any matter in which the public official or employee personally participated as a public official or employee at the official's or employee's former state agency. However, no public official

or employee of a state agency shall, during public employment or for twelve months thereafter, represent or act in a representative capacity for the official's or employee's new state agency on any audit or investigation pertaining to the official's or employee's new state agency in which the public official or employee personally participated at the official's or employee's former state agency through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

(9) Division (A) of this section does not prohibit a nonelected public official or employee of a political subdivision from becoming a public official or employee of a different department, division, agency, office, or unit of the same political subdivision. Division (A) of this section does not prohibit such an official or employee from representing or acting in a representative capacity for the official's or employee's new department, division, agency, office, or unit on any matter in which the public official or employee personally participated as a public official or employee at the official's or employee's former department, division, agency, office, or unit of the same political subdivision. As used in this division, "political subdivision" means a county, township, municipal corporation, or any other body corporate and politic that is responsible for government activities in a geographic area smaller than that of the state.

(10) No present or former Ohio casino control commission official shall, during public service or for two years thereafter, represent a client, be employed or compensated by a person regulated by the commission, or act in a representative capacity for any person on any matter before or concerning the commission.

No present or former commission employee shall, during public employment or for two years thereafter, represent a client or act in a representative capacity on any matter in which the employee personally participated as a commission employee through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

(B) No present or former public official or employee shall disclose or use, without appropriate authorization, any information acquired by the public official or employee in the course of the public official's or employee's official duties that is confidential because of statutory provisions, or that has been clearly designated to the public official or employee as confidential when that confidential designation is warranted because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to the proper conduct of government business.

(C) No public official or employee shall participate within the scope of duties as a public official or employee, except through ministerial functions as defined in division (A) of this section, in any license or rate-making proceeding that directly affects the license or rates of any person, partnership, trust, business trust, corporation, or association in which the public official or employee or immediate family owns or controls more than five per cent. No public official or employee shall participate within the scope of duties as a public official or employee, except through ministerial functions as defined in division (A) of this section, in any license or rate-making proceeding that directly affects the license or rates of any person to whom the public official or employee or immediate family, or a partnership, trust, business trust, corporation, or association of which the public official or employee or the public official's or employee's immediate family owns or controls more than five per cent, has sold goods or services totaling more than one thousand dollars during the preceding year, unless the public official or employee has filed a written statement acknowledging that sale with the clerk or secretary of the public agency and the statement is entered in any public record of the agency's proceedings. This division shall not be construed to require the disclosure of clients of attorneys or persons licensed under section 4732.12 of the Revised Code, or patients of persons certified under section 4731.14 of the Revised Code.

(D) No public official or employee shall use or authorize the use of the authority or influence of office or employment to secure anything of value or the promise or offer of anything of value that is of such a character as to manifest a substantial and improper influence upon the public official or employee with respect to that person's duties.

(E) No public official or employee shall solicit or accept anything of value that is of such a character as to manifest a substantial and improper influence upon the public official or employee with respect to that person's duties.

(F) No person shall promise or give to a public official or employee anything of value that is of such a character as to manifest a substantial and improper influence upon the public official or employee with respect to that person's duties.

(G) In the absence of bribery or another offense under the Revised Code or a purpose to defraud, contributions made to a campaign committee, political party, legislative campaign fund, political action committee, or political contributing entity on behalf of an elected public officer or other public official or employee who seeks elective office shall be considered to accrue ordinarily to the public official or employee for the purposes of divisions (D), (E), and (F) of this section.

As used in this division, "contributions," "campaign committee," "political party," "legislative campaign fund," "political action committee," and "political contributing entity" have the same meanings as in section 3517.01 of the Revised Code.

(H)

(1) No public official or employee, except for the president or other chief administrative officer of or a member of a board of trustees of a state institution of higher education as defined in section 3345.011 of the Revised Code, who is required to file a financial disclosure statement under section 102.02 of the Revised Code shall solicit or accept, and no person shall give to that public official or employee, an honorarium. Except as provided in division (H)(2) of this section, this division and divisions (D), (E), and (F) of this section do not prohibit a public official or employee who is required to file a financial disclosure statement under section 102.02 of the Revised Code from accepting and do not prohibit a person from giving to that public official or employee the payment of actual travel expenses, including any expenses incurred in connection with the travel for lodging, and meals, food, and beverages provided to the public official or employee at a meeting at which the public official or employee participates in a panel, seminar, or speaking engagement or provided to the public official or employee at a meeting or convention of a national organization to which any state agency, including, but not limited to, any state legislative agency or state institution of higher education as defined in section 3345.011 of the Revised Code, pays membership dues. Except as provided in division (H)(2) of this section, this division and divisions (D), (E), and (F) of this section do not prohibit a public official or employee who is not required to file a financial disclosure statement under section 102.02 of the Revised Code from accepting and do not prohibit a person from promising or giving to that public official or employee an honorarium or the payment of travel, meal, and lodging expenses if the honorarium, expenses, or both were paid in recognition of demonstrable business, professional, or esthetic interests of the public official or employee that exist apart from public office or employment, including, but not limited to, such a demonstrable interest in public speaking and were not paid by any person or other entity, or by any representative or association of those persons or entities, that is regulated by, doing business with, or seeking to do business with the department, division, institution, board, commission, authority, bureau, or other instrumentality of the governmental entity with which the public official or employee serves.

(2) No person who is a member of the board of a state retirement system, a state retirement system investment officer, or an employee of a state retirement system whose position involves substantial and material exercise of discretion in the investment of retirement system funds shall solicit or accept, and no person shall give to that board member, officer, or employee, payment of

actual travel expenses, including expenses incurred with the travel for lodging, meals, food, and beverages.

(I) A public official or employee may accept travel, meals, and lodging or expenses or reimbursement of expenses for travel, meals, and lodging in connection with conferences, seminars, and similar events related to official duties if the travel, meals, and lodging, expenses, or reimbursement is not of such a character as to manifest a substantial and improper influence upon the public official or employee with respect to that person's duties. The house of representatives and senate, in their code of ethics, and the Ohio ethics commission, under section 111.15 of the Revised Code, may adopt rules setting standards and conditions for the furnishing and acceptance of such travel, meals, and lodging, expenses, or reimbursement.

A person who acts in compliance with this division and any applicable rules adopted under it, or any applicable, similar rules adopted by the supreme court governing judicial officers and employees, does not violate division (D), (E), or (F) of this section. This division does not preclude any person from seeking an advisory opinion from the appropriate ethics commission under section 102.08 of the Revised Code.

(J) For purposes of divisions (D), (E), and (F) of this section, the membership of a public official or employee in an organization shall not be considered, in and of itself, to be of such a character as to manifest a substantial and improper influence on the public official or employee with respect to that person's duties. As used in this division, "organization" means a church or a religious, benevolent, fraternal, or professional organization that is tax exempt under subsection 501(a) and described in subsection 501(c)(3), (4), (8), (10), or (19) of the "Internal Revenue Code of 1986." This division does not apply to a public official or employee who is an employee of an organization, serves as a trustee, director, or officer of an organization, or otherwise holds a fiduciary relationship with an organization. This division does not allow a public official or employee who is a member of an organization to participate, formally or informally, in deliberations, discussions, or voting on a matter or to use the public official's or employee's official position with regard to the interests of the organization on the matter if the public official or employee has assumed a particular responsibility in the organization with respect to the matter or if the matter would affect that person's personal, pecuniary interests.

(K) It is not a violation of this section for a prosecuting attorney to appoint assistants and employees in accordance with division (B) of section 309.06 and section 2921.421 of the Revised Code, for a chief legal officer of a municipal corporation or an official designated as prosecutor in a municipal corporation to appoint assistants and employees in accordance with sections 733.621 and 2921.421 of the Revised Code, for a township law director appointed under section 504.15 of the Revised Code to appoint assistants and employees in accordance with sections 504.151 and 2921.421 of the Revised Code, or for a coroner to appoint assistants and employees in accordance with division (B) of section 313.05 of the Revised Code.

As used in this division, "chief legal officer" has the same meaning as in section 733.621 of the Revised Code.

(L) No present public official or employee with a casino gaming regulatory function shall indirectly invest, by way of an entity the public official or employee has an ownership interest or control in, or directly invest in a casino operator, management company, holding company, casino facility, or gaming-related vendor. No present public official or employee with a casino gaming regulatory function shall directly or indirectly have a financial interest in, have an ownership interest in, be the creditor or hold a debt instrument issued by, or have an interest in a contractual or service relationship with a casino operator, management company, holding company, casino facility, or gaming-related vendor. This section does not prohibit or limit permitted passive investing by the public official or employee.

As used in this division, "passive investing" means investment by the public official or employee by means of a mutual fund in which the public official or employee has no control of the investments



or investment decisions. "Casino operator," "holding company," "management company," "casino facility," and "gaming-related vendor" have the same meanings as in section 3772.01 of the Revised Code.

(M) A member of the Ohio casino control commission, the executive director of the commission, or an employee of the commission shall not:

(1) Accept anything of value, including but not limited to a gift, gratuity, emolument, or employment from a casino operator, management company, or other person subject to the jurisdiction of the commission, or from an officer, attorney, agent, or employee of a casino operator, management company, or other person subject to the jurisdiction of the commission;

(2) Solicit, suggest, request, or recommend, directly or indirectly, to a casino operator, management company, or other person subject to the jurisdiction of the commission, or to an officer, attorney, agent, or employee of a casino operator, management company, or other person subject to the jurisdiction of the commission, the appointment of a person to an office, place, position, or employment;

(3) Participate in casino gaming or any other amusement or activity at a casino facility in this state or at an affiliate gaming facility of a licensed casino operator, wherever located.

In addition to the penalty provided in section 102.99 of the Revised Code, whoever violates division (M)(1), (2), or (3) of this section forfeits the individual's office or employment.

Amended by 130th General Assembly File No. 51, HB 83, §1, eff. 3/20/2014.

Amended by 129th General Assembly File No. 129, SB 314, §1, eff. 9/28/2012.

Amended by 128th General Assembly File No. 38, HB 519, §1, eff. 9/10/2010.

Effective Date: 09-05-2001; 09-15-2004; 03-31-2005; 04-26-2005

Approval of the Reaffirmation of the Policy Relative to the Open Meetings Law

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RESOLUTION 19166

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the reaffirmation of the Policy relative to the Open Meetings Law for 2017-2018; and

WHEREAS, the Board's Legal and Government Relations 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 reaffirmation of the Policy relative to the Open Meetings Law for 2017-2018.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to finalize any other documents consistent with this resolution.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

POLICY OF THE BOARD OF TRUSTEES  
OF THE METROHEALTH SYSTEM  
RELATIVE TO OPEN MEETINGS LAW

December 20, 2017

1. Pursuant to Section 121.22 (F) of the Ohio Revised Code, the Board of Trustees of The MetroHealth System hereby ratifies its traditional policy of conducting the business of The MetroHealth System in public meetings. Interested citizens and representatives of the news media are welcome to attend all meetings of the Board.
2. Executive sessions, not open to the public, shall be held only in accordance with, and for the purposes specified in, Ohio Revised Code, Section 121.22 (G).
3. The Board of Trustees regularly meets at 4:00 p.m. on the last Wednesday of each calendar month at MetroHealth Medical Center, 2500 MetroHealth Drive, Cleveland, Ohio, except on those occasions when this date would conflict with a holiday, or when a quorum of Trustees would not be available. A Schedule of Board Meeting dates, including Board Committee meeting dates, for each ensuing calendar year shall be adopted at each regular December meeting, and shall be provided to any citizen upon written request without charge.

Special meetings of the Board may be held from time to time and any citizen who has made a written request for notification pursuant to Section 4. below shall be so notified of such special meetings and the purposes of these meetings at least twenty-four (24) hours in advance of the meeting, except in the event of an emergency requiring immediate official action.

4. Any citizen, including news media representatives, desiring further information about the time, date, place and purpose of any meeting of The MetroHealth System Trustees may obtain such information by addressing a letter requesting to be registered for written notification of regular and special Board meetings, or regular and special Committee meetings, or both, to the Office of the Executive Assistant to the President, The MetroHealth System, 2500 MetroHealth Drive, Cleveland, Ohio 44109-1998. All Board and Committee meeting dates, including special meetings, and any changes in such dates, agendas, minutes and resolutions shall be posted on The MetroHealth System website.

Appropriate written notification will be sent following receipt by The MetroHealth System of one of the following:

- a. a check payable to The MetroHealth System in the amount of \$25.00 to cover mailing and handling costs for a one-year period, or
- b. a quantity of pre-addressed and stamped legal-size envelopes for the mailing of Board meeting notices.

For further information, the Assistant to the Board may be contacted at 778-5723.

5. Notices for meetings will include the time, date and place of the meeting. Notices for special meetings of the Board will also include the purpose for which the meeting has been called.

All persons requesting to be registered for Board meeting notification should provide a telephone number or an email address where they can be contacted in the event of a cancellation, in which case a reasonable effort will be made to provide this information.

The MetroHealth System shall assume no responsibility for notifying those registered of the expiration of the period for which they have paid fees for written notifications, or when the quantity of envelopes supplies for this purpose has been depleted.

Approval of the Purchase of Air and Ground Travel Accident Insurance

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RESOLUTION 19167

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of medical transport Travel Accident Insurance with Maximum limits of \$3,000,000 from AIG for a three-year term at a total premium of \$56,130 payable in annual installments of \$18,710; and

WHEREAS, the Board's Legal and Government Relations 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 purchase a three-year policy for medical transport travel accident insurance from AIG, for a total premium of \$56,130 to be paid out of 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: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of Medical Staff Appointments/Actions  
November/December 2017

\*\*\*\*\*

RESOLUTION 19168

**The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on November 28, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on December 15, 2017.**

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Beal, Laura, CNP	Emergency Medicine		12/4/2017	MHMC
Brown, Colleen, PA-C	Surgery		1/2/2018	MHMC
Kaufmann, Adam, CNP	Family Medicine	Express Care	12/4/2017	Express
Morrison, Virginia, CNP	Medicine	Gastroenterology	12/4/2017	MHMC
Mueller, Margaret, CNP	Family Medicine	Express Care	12/4/2017	Express
Papp, Stefan, CNP	PM&R		12/1/2017	MHMC
Rhodes, Carmelita, CNP	Medicine	Hospital Medicine	12/4/2017	MHMC
Schulte-Laird, Lori-Anne, CNP	Psychiatry		12/4/2017	MHMC
Stone, Lisa, CNP	Pediatrics		12/4/2017	MHMC

**The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on October 31, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on November 17, 2017.**

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Ardelt, Agnieszka, MD	Neurosurgery		11/1/2017	MHMC
Almahameed, Soufian, MD	Medicine	Cardiology	11/27/2017	MHMC, Parma
Pazheri, Fouseena, MD	Pediatrics	Allergy/Immunology	11/27/2017	MHMC

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Cicchiani, Brianne, DO	Emergency Medicine	Life Flight	11/1/2017	MHMC
Haushalter, Adam, DO	Emergency Medicine	Life Flight	11/1/2017	MHMC
Herda, Katherine, CNP	Medicine	Hospital Medicine	TEMP-10/16/2017	MHMC
Kauffman, Kelley, CNP	Psychiatry		11/13/2017	MHMC
Keister, Alexander, DO	Emergency Medicine	Life Flight	11/1/2017	MHMC
Randall, Kerry, CNP	Family Medicine		11/2/2017	Express Care
Rotz, Seth, MD	Pediatrics	Hem/Onc	11/1/2017	MHMC
Stephen, Jillian, CNP	PM&R		11/1/2017	MHMC
Snyder, Wayne, CNP	Medicine	Hospital Medicine	11/6/2017	MHMC

**The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on November 28, 2017. The Actions will then be reviewed by the Medical Executive Committee on December 15, 2017.**

**Resignations**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Fabec, Matthew, PA-C	Emergency Medicine		11/24/2017-R
Hicks, William, MD	Medicine	Hem/Onc	11/15/2017-R
Waheed, Rehan, MD	Internal Medicine		11/17/2017-R
Yokley, James, Ph.D	Psychiatry		11/30/2017-RT

**Additional Clinical Privileges**

<i>Name</i>	<i>New Privileges</i>	<i>Date</i>
Daneshgari, Firouz, MD	Urology Privileges	11/1/2017

CC=Contract Complete, Fellowship Complete  
R=Resigned  
RL-Relocated  
RT-Retired

**The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on October 31, 2017. The Actions will then be reviewed by the Medical Executive Committee on November 17, 2017.**

**Resignations**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Benedetti, Jennifer, PT	PM&R		10/15/2017-R
DiVincenzo, Paula, PT	PM&R		10/15/2017-R
Hajjiri, Mohammad, MD	Medicine	Cardiology	10/15/2017-R
Johnson-Guy, Karen, CNP	OB/GYN		10/27/2017-R
Karakul, Laurie, PT	PM&R		10/15/2017-R
Khan, Tariq, MD	Medicine	Endocrinology	10/16/2017-R
Lamba, Bhanu, DDS	Dentistry		10/1/2017-R
Majewski, Karen, CNP	Medicine	Pulmonary Medicine	10/9/2017-RT
Mallory, William, PT	PM&R		10/15/2017-R
McDonald, Amy, MD	Surgery	Trauma/Burn/Critical Care	10/31/2017-R
Stange, Kurt, MD	Family Medicine		10/15/2017-R

**Failed to Reappoint**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Carroll, Marion, MD	Emergency Medicine		10/15/2017
Portman, Lauren, DO	Emergency Medicine		10/15/2017

**Additional Clinical Privileges**

<i>Name</i>	<i>New Privileges</i>	<i>Date</i>
Huston, Candace, CNP	Simple Sutures	9/29/2017
Kerber, Kathleen, CNS	Prescribing Privileges	10/30/2017

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017



## Approval of Claim Settlement

\*\*\*\*\*

### RESOLUTION 19169

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a lawsuit;

WHEREAS, the Board has reviewed this claim with the Chief Legal Officer and the Chief Risk Officer;

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification	Maximum Settlement
No. 03-53-0403R	\$7,735,000.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim against the amount set forth above, to be paid from The MetroHealth System Self-Insurance Trust Fund.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of Claim Settlement

\*\*\*\*\*

RESOLUTION 19170

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a lawsuit;

WHEREAS, the Board has reviewed this claim with the Chief Legal Officer and the Chief Risk Officer;

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification	Maximum Settlement
No. 14-32-1013	\$3,500,000.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim against the amount set forth above, to be paid from The MetroHealth System Self-Insurance Trust Fund.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of Liability Claims  
Under \$100,000 for 2017

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RESOLUTION 19171

Whereas, the Board of Trustees of The MetroHealth System has been advised of the settlement of liability claims against The MetroHealth System;

Whereas, the Board has reviewed these claims with the Chief Legal Officer and the settlements are at or under \$100,000;

Whereas, the Board confirms and ratifies the settlement of said claims in an amount as set forth in a confidential addendum; and

Whereas, this authorization does not admit liability in these professional and general liability claims but expressly denies the same, and the settlements are authorized only in compromise of a disputed matter.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby confirms and ratifies settlement of professional and general liability claims for 2017 in the amount set forth in the detailed listing of these claim settlements in the confidential addendum which is made a part of this Resolution, to be paid from the general operating fund.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

## **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 Workers' Compensation Claims  
At or Under \$100,000 for 2017

\*\*\*\*\*

RESOLUTION 19172

Whereas, the Board of Trustees of The MetroHealth System has been advised of the settlement of Bureau of Workers' Compensation claims against The MetroHealth System;

Whereas, the Board has reviewed these claims with the Chief Legal Officer and the settlements are at or under \$100,000;

Whereas, the Board confirms and ratifies the settlement of said claims in an amount as set forth in a confidential addendum; and

Whereas, this authorization does not admit liability in these Bureau of Workers' Compensation claims but expressly denies the same, and the settlements are authorized only in compromise of a disputed matter.

NOW, THEREFORE, BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby confirms and ratifies settlement of the Bureau of Workers' Compensation claims for 2017 in the amount set forth in the detailed listing of these claim settlements in the confidential addendum which is made a part of this Resolution, to be paid from the Workers' Compensation Fund.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

## **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 Engagement of an Advisor to Assist in Evaluation of Strategic Partnerships

\*\*\*\*\*

RESOLUTION 19173

WHEREAS, the Board of Trustees of The MetroHealth System (“MetroHealth” or “System”) has been presented a recommendation by the President and Chief Executive Officer for the approval of the engagement of a consultant or investment banking firm to serve as an advisor to assist in the evaluation of strategic partnerships;

WHEREAS, based upon this recommendation the Board believes that it is in the best of interests of MetroHealth to explore opportunities for strategic partnerships;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes the President and Chief Executive Officer to pursue the engagement of a consultant or investment banking firm to serve as an advisor to assist in the evaluation of strategic partnerships.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017

Approval of a Change Management Process Policy for Campus Transformation

\*\*\*\*\*

RESOLUTION 19174

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for approval of a Change Management Process Policy for reviewing and evaluating construction changes for the Campus Transformation project.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Change Management Process Policy, in the form attached hereto as Exhibit A, which provides a process for developing, reviewing and evaluating proposed construction changes to the Campus Transformation contracts.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to take necessary actions and make necessary minor modifications consistent with this resolution, and if such modifications are made, he will provide notice to the Board or Trustees.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss, Mr. Schneider

ABSTAINED: None

DATE: December 20, 2017





MetroHealth	
Construction Procedures	
Process Area	Change Management

Section 3.3  
**Change Management Process**

DRAFT

### 3.3.1 Scope & Overview

This section documents and provides process for developing, reviewing and evaluating Construction Changes from the CMAR after approval of a GMP.

### 3.3.2 Objectives

Clearly establish and communicate the process for reviewing Changes to the project, resulting in better project schedule and cost performance.

This document defines the process for managing project changes on The MetroHealth System (MHS) Campus Transformation projects. This includes change identification, change order pricing, change order approval, and change tracking and reporting for all construction (that may include planning, design, information technology, medical equipment, and furniture, fixtures & equipment) related work. These procedures are designed to help ensure consistent and structured oversight and include guidelines as well as requirements for change management.

The templates and forms, included in the appendices, are intended to assist with the execution of this procedure. The templates and forms are working documents and as The MHS Campus Transformation project changes the forms and templates should be modified to meet the needs of the program.

### 3.3.3 Definitions

**Field Order**, initiated by the A/E and issued by the MHS Owner's Representative (OR) for small changes in scope of work which will not affect cost or schedule. The form shall be completed via the ASI e-Builder Form. Field Order Form may be attached to ASI as back up. By accepting the Field Order the CMAR is agreeing that the small change in scope of work will not affect the cost of the GMP or the Project Schedule. The CMAR shall issue a Change Proposal within five (5) days of receiving a Field Order, if it is deemed the Field Order represents a substantial change in the GMP or Construction Schedule. The Change Proposal shall be deemed to be "waived", if the CMAR fails to submit within the five-day period which shall be completed via ASI e-Builder Form. Field Order Form may be attached to ASI as back up.

**Change Request (CR)**, initiated by MHS or the A/E giving direction from MHS to the OR to request changes in the work or project schedule requiring the CMAR to issue a Change Proposal to the OR for MHS review and approval via e-Builder process.

**Construction Change Directive (CCD)**, is a unilateral directive from MHS to the OR for the CMAR to proceed with specific scope of work documented by the A/E at MHS' direction. The CCD does not require negotiation or the CMAR's agreement but the CMAR is to proceed immediately with work when CCD is signed.

**Change Order Proposal (COP)** is the CMAR's itemization and description of the scope, labor, materials, burden, fees and other work which needs to be accomplished to perform a change (increase or decrease) to the contract scope of work to be funded outside of the GMP. All supporting documentation shall be submitted within 30 calendar days of the first written notification of the change.

**Contingency Expenditure Proposal (CEP)** is the CMAR's itemization and description of the scope, labor, materials, burden, fees and other work which needs to be accomplished to perform a change (increase or decrease) to the contract scope of work funded by Allowance line item or Owner's Construction Contingency (within the GMP).

### 3.3.3.1 Process Policies & Procedures

#### Change Management

##### Need for Change Identified

There are a number of different reasons for changes to a project. A change to the project may originate from the Sr. V.P. of Campus Transformation, the Architect/Engineer, or the CMAR.

**The MHS System Change Origination** - A change request originating from within MHS may come from one or more of the project stakeholders, including but not limited to, the CEO, and Sr. V.P. of Campus Transformation. An owner-initiated change request may be driven by any of the following reasons:

- Scope Add - a MHS stakeholder may realize that additional scope is needed to fully realize the anticipated project use.
- Owner Preference or Operational Need Change – an MHS stakeholder may undergo a change in preference or operational need for a project. A change of preference, for example, could include a required building plan layout redesign to accommodate an improvement to work flow.
- Project Acceleration or Deceleration – a project on a tight schedule may need additional funds to complete earlier than originally planned, or the need to decelerate the project due to changing MHS financial conditions.

**Third Party (Owner's Representative, Architect/ Engineer, CMAR) Change Origination** – A change request originating from an external Construction/Project Manager, Architect/Engineer, or CMAR/Subcontractor may be driven by any of the following reasons:

1. Design Error/Omission – during project construction a design change due to an identified error or omission may be required.
2. Field Conditions/Unforeseen Conditions – assumed field conditions may differ from actual conditions uncovered during construction which may necessitate a design change.
3. Schedule change – a change in the project baseline schedule may result in a change in the project costs for any of the third parties involved.
4. Scope Deletion – a change due to deletion of a portion or all of a third party's scope of work.
5. Regulatory/Other – a change due to a regulatory or other government requirements.
6. Claim – a matter in dispute.

### 3.3.4 Deliverables & Responsibilities

Deliverable	Responsibility				
	MH	OR	Consultant	A/E	CMAR
Submit Change Proposal	S	S	S	S	P
Develop & Issue CCD (if applicable)	P	S	P	P	S
Review Format, Investigate Issue	S	S	P	P	S
Recommend Resolution	S	S	P	P	S
Approve or Reject Recommendation	P	S	S	S	S
Monitor Progress of each CP	S	S	P	P	S

P - Primary  
S - Secondary

### 3.3.5 Requirements

**Change Process:** The Program Team will use e-Builder software for submitting, tracking and approving change order proposals.

**CMAR Contract:** Sections related to "Changes in the Work" and Sections related to "Schedules, Delays, and Extensions of Time" are the most relevant sections of the Contract with respect to the Change Process. These sections describe in general terms the methods and conditions under which changes in cost and time may occur. Be familiar with both sections.

**Preconstruction:** During preconstruction, the basic documents are established by which changes will be evaluated – schedules, schedule of value, change documents, communication processes, labor burden information, etc. – which will be used throughout the duration of the project. Samples of Change forms are located at the following location on e-Builder:

Potential Change Order and Change Order Processes will be available in e-Builder. The change process can only be initiated after the GMP is established for any portion of work. Within 30 days of each bid package, the CMAR is to provide a log populated with the labor burden rate for every subcontractor via e-Builder.

**GMP:** The GMP process is one which is clearly outlined in the contract documents. The GMP is developed by the Project Team to support the schedule, the budget, the design parameters and the logistics required for each project. The GMP review and approval process is outlined in the process chart on the attached pages.

#### **Change Request Documented**

**MHS Change Origination** – With an owner-initiated change, the Change Order Initiation Request Form must be completed by the Owner's Representative and sent to the Senior V.P. of Campus Transformation for review and approval.

**Third Party (Owner's Representative) Change Origination** – for changes that originate from a third party, the change order is identified by the Owner's Representative through a notice of potential change order (PCO) or a change order request (COR) submitted from the Architect/ Engineer and/or the CMAR/ Subcontractor. COR's and PCO's should be documented using the AIA G701 (Change Order) form or similar document. Multiple proposed change order requests may be combined into one Contract Change Order (CCO). The Owner's Representative will evaluate the cause of the change order request and determine whether MHS or a third party is responsible for the cost of the change. If the Owner's Representative determines the CMAR is responsible for the change, COR and/or proposed change will be returned to the CMAR identifying the change rejection or change approval at no cost to MHS. If the Owner's Representative determines the Architect/ Engineer is responsible for an error or omission, the Owner's Representative will evaluate how to proceed based on discussions with the Director of Construction or Senior VP Campus Transformation. All PCO's and COR's are logged in the Change Management Log and tracked by the

Owner's Representative. The Owner's Representative will confirm the change order request submitted by the Architect/ Engineer and/or the CMAR by verifying the type of change.

**Numbering:** The following information is required:

1. Each change proposal will be sequentially numbered by the CMAR in e-Builder.
2. Revised change proposals will use the same change proposal number with the suffix "R" added to depict a "revision". Subsequent revisions will as a sequence number after the "R" i.e., the second revision of change proposal "50" would be: 050R2.

**Minimum Back Up:** The following information is required:

1. Quantity Surveys by the CMAR, showing additions and deletions separately.
2. Labor, Material, Subcontractor, Burden and Fee breakdowns
3. Cover Sheets, (Summary, CMAR and Subcontractor)
4. Subcontractor and sub-subcontractor supporting documentation

**Time:** the following information is required:

1. Extensions of Time will only be allowed with comparative progress schedules as back up showing the effect of a specific change on the Critical Path. These are to be submitted on a change by change basis.
2. Weather Day requests must be in accordance with CMAR Contract, and must be shown, with back up, on Change Orders.
3. Other extension days must be in accordance with CMAR Contract.

#### **Negotiation**

The project team will establish a standing change proposal meeting, the purpose of which will be to evaluate CPs and expedite the Change Order process. The OR and A/E, as appropriate are to prepare for that meeting with their own quantity survey's and evaluation forms, or be prepared to accept the CMAR's as complete and accurate. The OR is to verify and establish the reason for the change and sign off on each approved change proposal.

#### **Change Order Pricing and Time**

The Owner's Representative will review the Architect's response and forward the necessary information to the CMAR. If after reviewing the response the CMAR determines the change will involve additional cost or time, the Owner's Representative will be notified in order to decide if the CMAR should be sent a change directive to expedite the work or request pricing from the CMAR (including details about how any adjustment to the contract price or contract time should be made) prior to proceeding with the work.

#### **Change Order Review and Approval**

**Owner's Representative** – The Owner's Representative assembles negotiated proposed change order requests into a formal Change Order, attaches backup/ supporting documentation, and conducts a detailed review. The Owner's Representative prepares the Change Order Form after the detailed review is completed. The CMAR's proposal must show, as a separate item, the proposed amount for markup, contingency, overhead and fee, the total of which shall not exceed the allowable percentages in accordance with their contract.

The CMAR, Architect/ Engineer, and Owner's Representative should agree upon the pricing for any proposed changes. The Owner's Representative facilitates the signing of the change order by routing the Change Order Form, and backup/supporting documentation.

**Architect/Engineer/CMAR** – Signatures by the Architect/ Engineer and CMAR are required prior to the Owner's Representative forwarding the change order packet for approval.

**MHS Owner's Representative** – It is the responsibility of the Owner's Representative to verify the CMAR's calculations and markups for overhead and profit on labor, materials and equipment have been computed correctly.

**MHS Board of Trustees** – Any changes to Board of Trustees approved projects and contracts that increase the costs, shall be authorized or ratified (if expedited) by the Board of Trustees. Similarly, changes in the scope of Campus Transformation projects, regardless of costs, shall be authorized or ratified by the Board of Trustees.

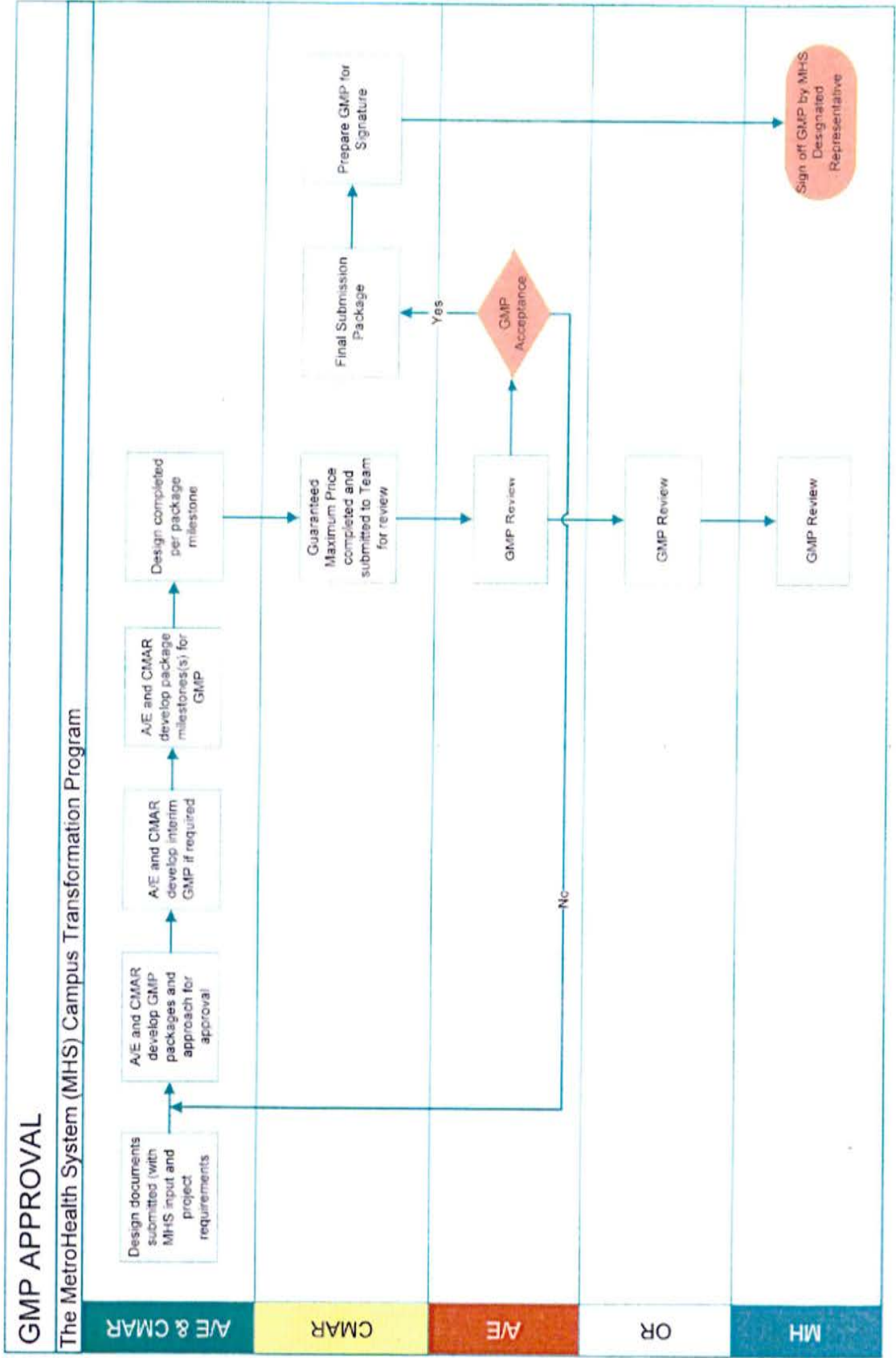
**Review and Approval** – Upon receiving the necessary approval signatures, one fully executed original change order is returned to the CMAR and the other fully executed original is placed in the contract file. Invoices against the change order amount cannot be processed for payment until a fully executed copy has been scanned and a PO amendment has been completed.

**Budget and Construction Sum Revision**

If the change order increases the total project budget, a budget change request including justification for the revision, and updated budget reconciliations must be presented to the Senior VP Campus Transformation as required. After the budget change request has been approved, the Owner's Representative modifies the budget as appropriate.

**Expediting Changes**

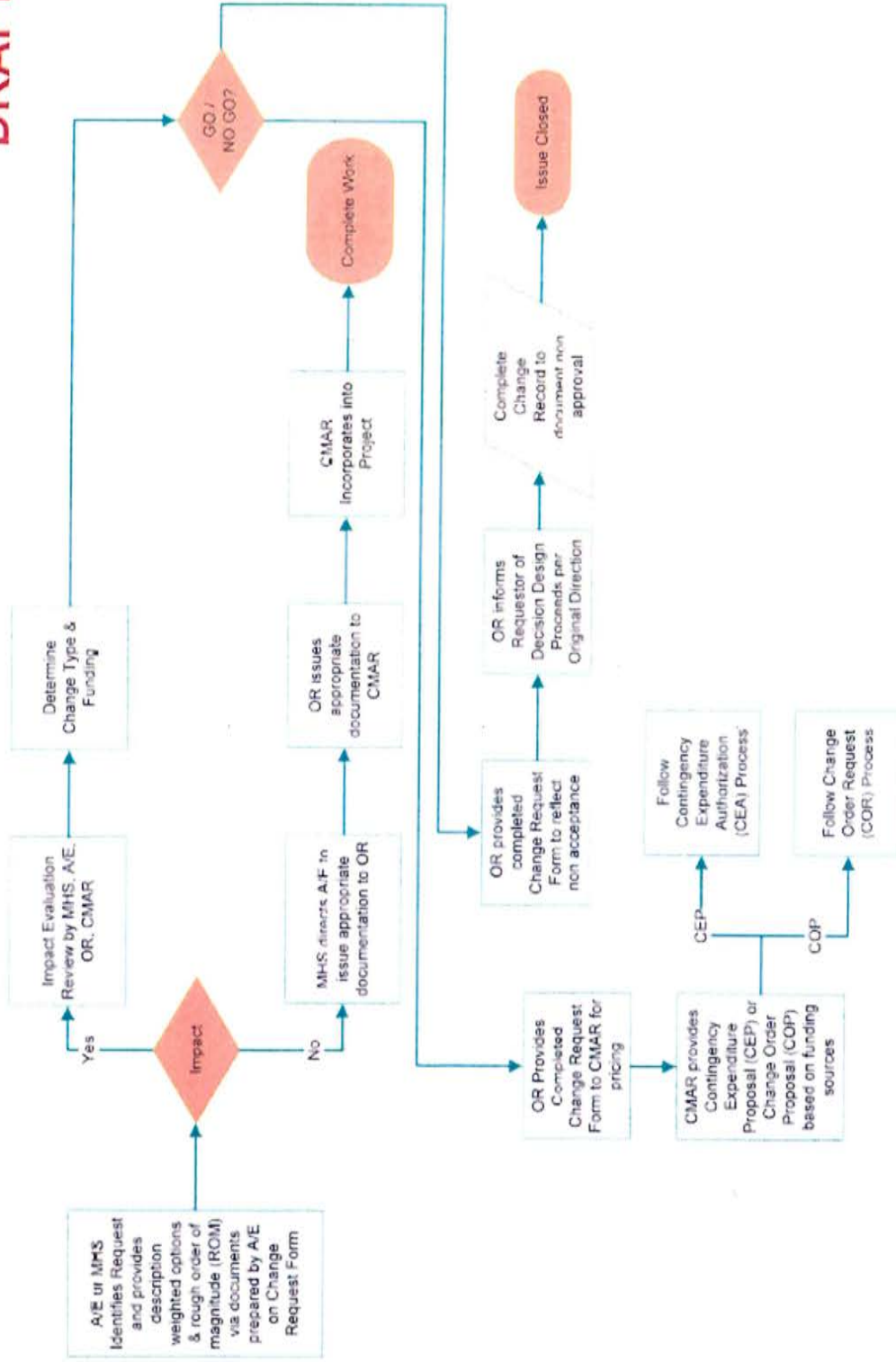
If time is critical and the proposed change has a significant impact on the total project cost or schedule, the Senior VP Campus Transformation may request the Owner's Representative to issue a construction change directive (CCD) to the CMAR. The CCD authorizes the CMAR to immediately proceed with the work as quickly and safely as possible in order to minimize potential cost/schedule impacts to the project. Change directives shall be documented using the AIA Document G714 (Construction Change Directive).





## CHANGE REQUEST

**DRAFT**



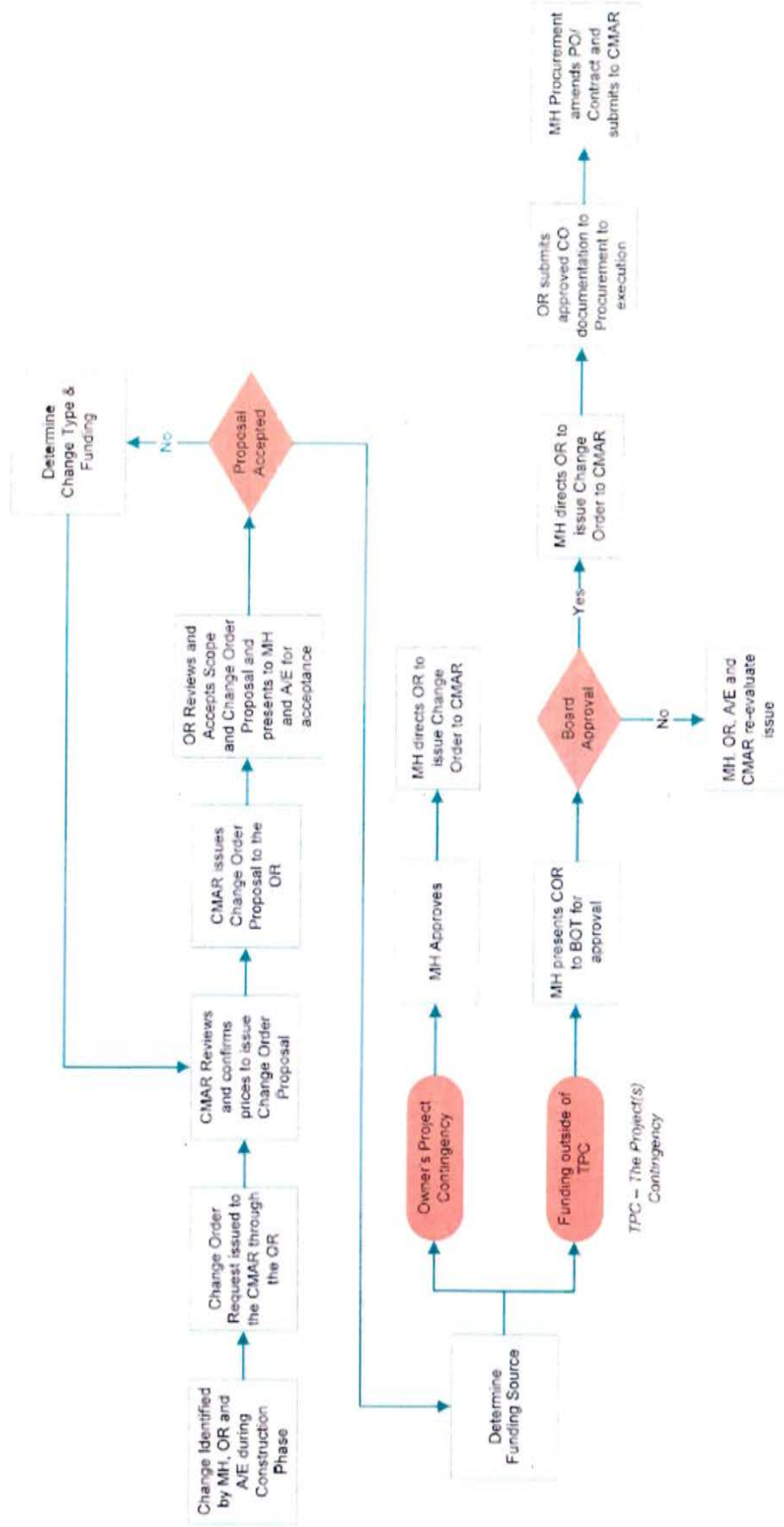
**Change Requests:** Can be submitted during the design process or after the GMP approval and work is underway in the field. Change requests can be initiated by:

- Design Team (at direction of MHS Administration)
- MHS End User (at direction of MHS Administration)

Prepared By:  
Approved By:

## CHANGE ORDER APPROVAL

**DRAFT**



### 3.3.6 Owner's Construction Contingency

#### Definitions and Purpose

**Owner's Construction Contingency** means a contingency fund created by Owner as part of the Project Sum to cover the cost of unforeseen conditions that develop during the Construction Phase which the CMAR could not have anticipated or discovered through the exercise of reasonable care during Pre-Construction Phase.

**Contingency Expenditure Authorization (CEA)** means a written document executed by Owner authorizing the expenditure of Owner's Construction Contingency to fund minor changes in the work and unforeseen conditions. Requests for expenditures from the Owner's Construction Contingency shall be submitted as a **Contingency Expenditure Proposal (CEP)**.

The Owner's Construction Contingency may **not be** used for CMAR rework, cost increases caused by lack of coordination or communication with the Architect/Engineer or trade Subcontractors, changes in conditions or the correction of errors or omissions in the Construction Documents that the Construction Manager could have discovered through reasonable care and study during the Pre-Construction Services phase of the Project.

The determination of whether changes in the work are funded from the Owner's Construction Contingency by a CEA or by Change Order will be at the Owner's sole discretion.

#### Procedure

Prior to submission of the Guaranteed Maximum Price Proposal, the Owner will determine the amount of the Owner's Construction Contingency, with input from the Architect/Engineer, Owners Representative (OR) and CMAR. Final decisions regarding of the amount of Owner's Construction Contingency and the use of the Owner's Construction Contingency rest solely with the Owner. Once set, the CMAR shall include the Owner's Construction Contingency as a line item within the Guaranteed Maximum Price Proposal. **In calculating the GMP, CMAR may calculate the CM Fee on the total amount of the Owner's Construction Contingency.**

CMAR shall submit a Contingency Expenditure Proposal (CEP) form to request expenditures from the Owner's Construction Contingency. A copy of the CEP shall be submitted to e-Builder electronically, with a hard copy submitted to the Owner, the OR and the Architect/Engineer. Expenditures from the Owner's Construction Contingency must be approved in writing by the Owner by CEA. CMAR shall keep an indexed and numbered log of all CEPs, indicating whether the CEPs are approved, not approved, or converted into a Change Order.

A CEP must be supported by itemized accounting of material, equipment and associated itemized installation costs in sufficient detail to permit analysis by the Owner using current estimating guides and/or practices. Photocopies of subcontractors and vendor proposals shall be furnished as backup. The amounts that the CMAR and/or its subcontractors add to a CEP for general conditions related to the additional labor or materials will also be considered by the Owner before approval is given.

Since the CMAR's Fee, and General Conditions Fee, Bonds and Insurance costs have already been calculated as part of the GMP, no markups are permitted on CEPs, and no markups will be allowed on an approved CEA. Any additional general conditions required because of work performed pursuant to a CEA, and not already provided for in the GMP, may be included on the CEP for the Owner's consideration, but must be substantiated with back-up documentation showing the necessity of any additional general conditions or general requirements.

The Owner shall have 21 days to respond to a CEP by either approving the CEP, rejecting the CEP by a written response, directing the CMAR to convert the CEP to a Change Order Proposal, or requesting additional information from the CMAR.

#### **Unused Contingency**

The balance of any remaining Owner's Construction Contingency funds belong to the Owner and shall be credited to the Owner at the end of the Project by deductive Change Order, including a credit for any corresponding overhead and profit (CMAR Fee) calculated on such funds. A project incentive program is currently under consideration and could affect the distribution of unused contingency.

#### **Appendices**

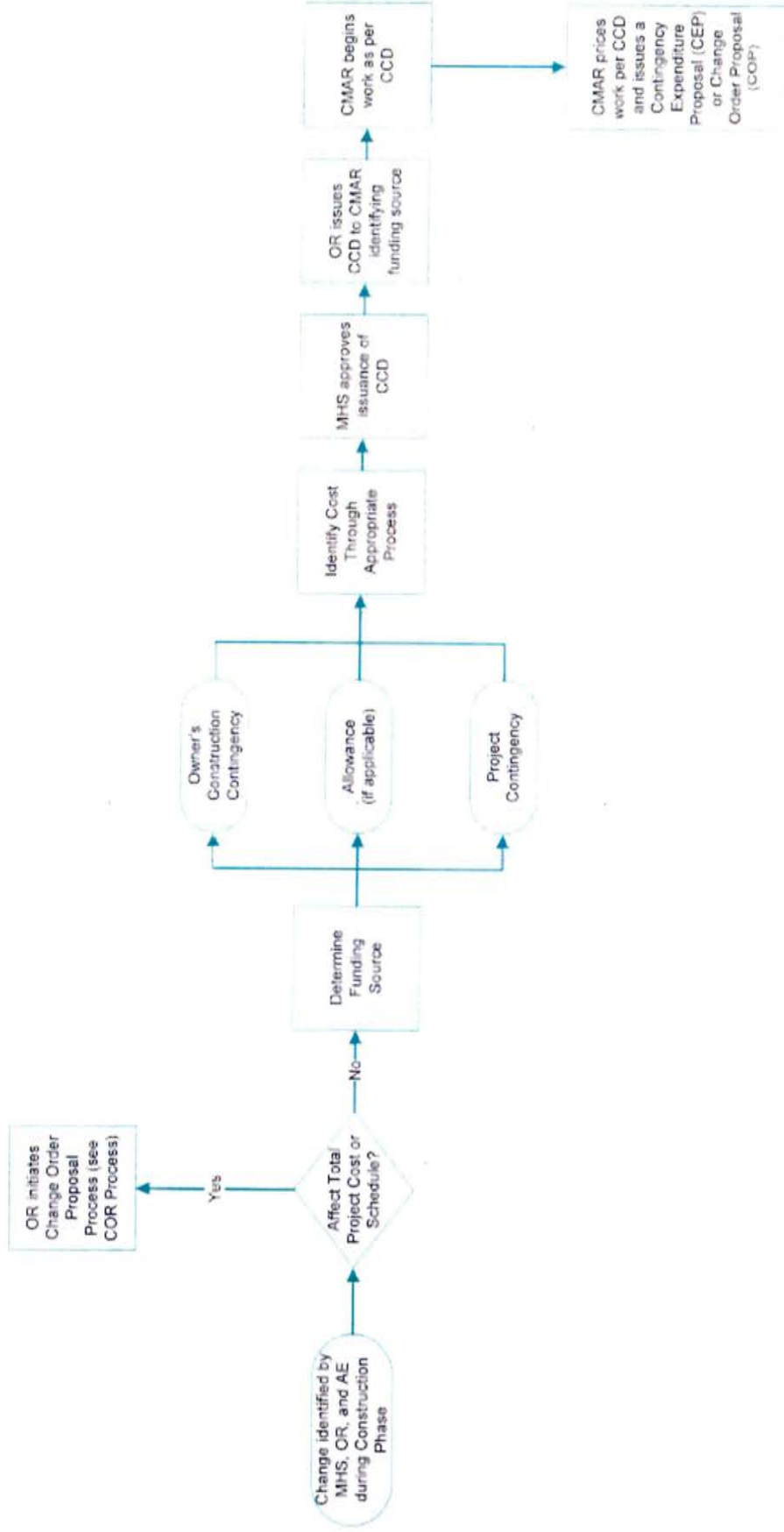
None

#### **Filing of Records**

MHS shall maintain and archive all project related documents in accordance with MHS' Retention and Disposal policies and procedures.

## CONSTRUCTION CHANGE DIRECTIVE (CCD) APPROVAL

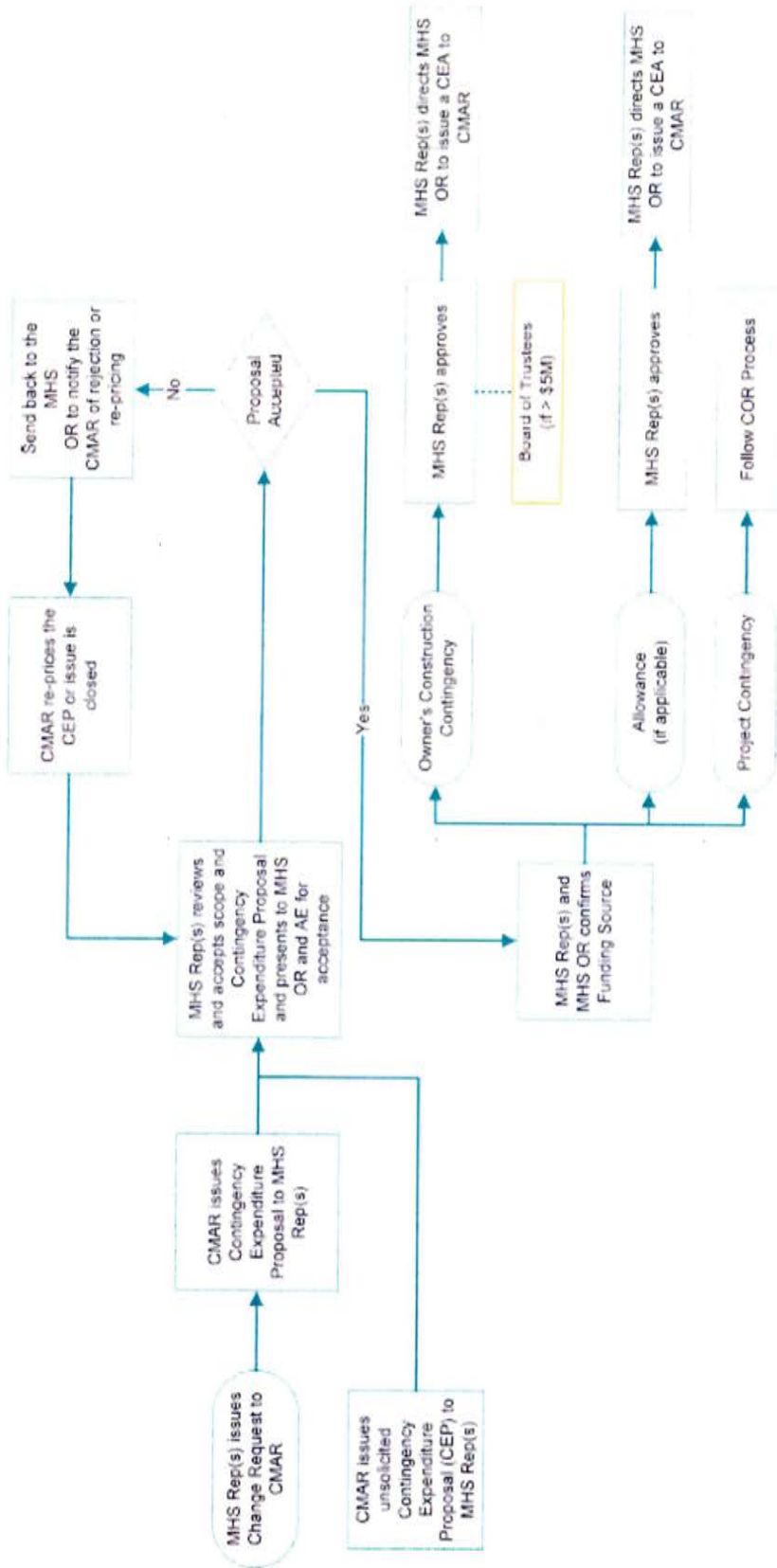
**DRAFT**



## CONTINGENCY EXPENDITURE AUTHORIZATION (CEA)

FIRST \$10 MILLION OF OWNER'S CONTINGENCY

DRAFT

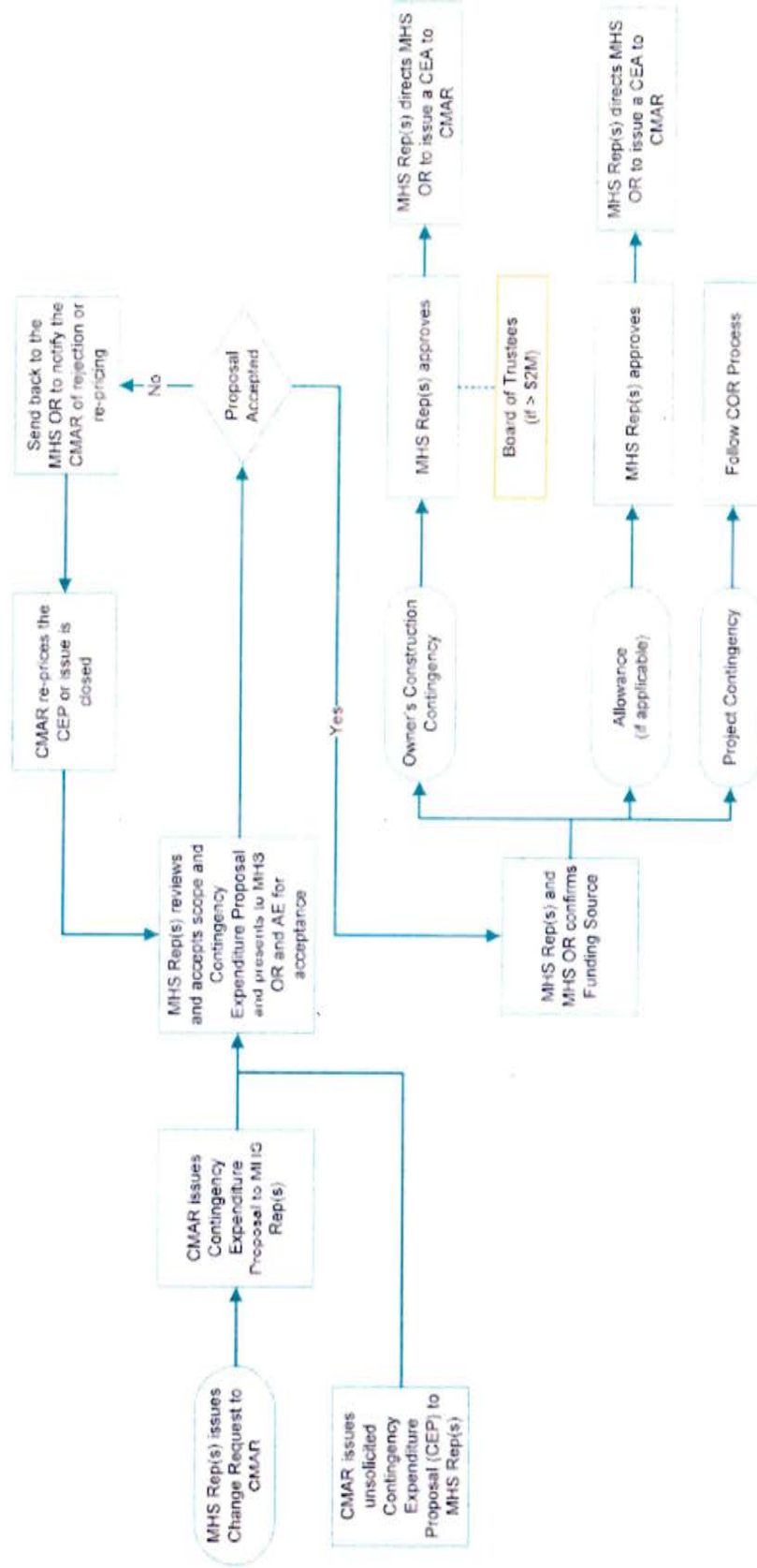


THE METROHEALTH SYSTEM REPRESENTATIVES: MHS Rep(s)\* Approved Authorization Limits.

≤ \$1M	Walter Jones
> \$1M and ≤ \$2.5M	Walter Jones + Craig Richmond
> \$2.5M and ≤ \$5M	Walter Jones + Craig Richmond + Akram Boutros
> \$5M	Walter Jones + Craig Richmond + Akram Boutros + Board of Trustees

## CONTINGENCY EXPENDITURE AUTHORIZATION (CEA) SECOND \$10 MILLION OF OWNER'S CONTINGENCY

DRAFT

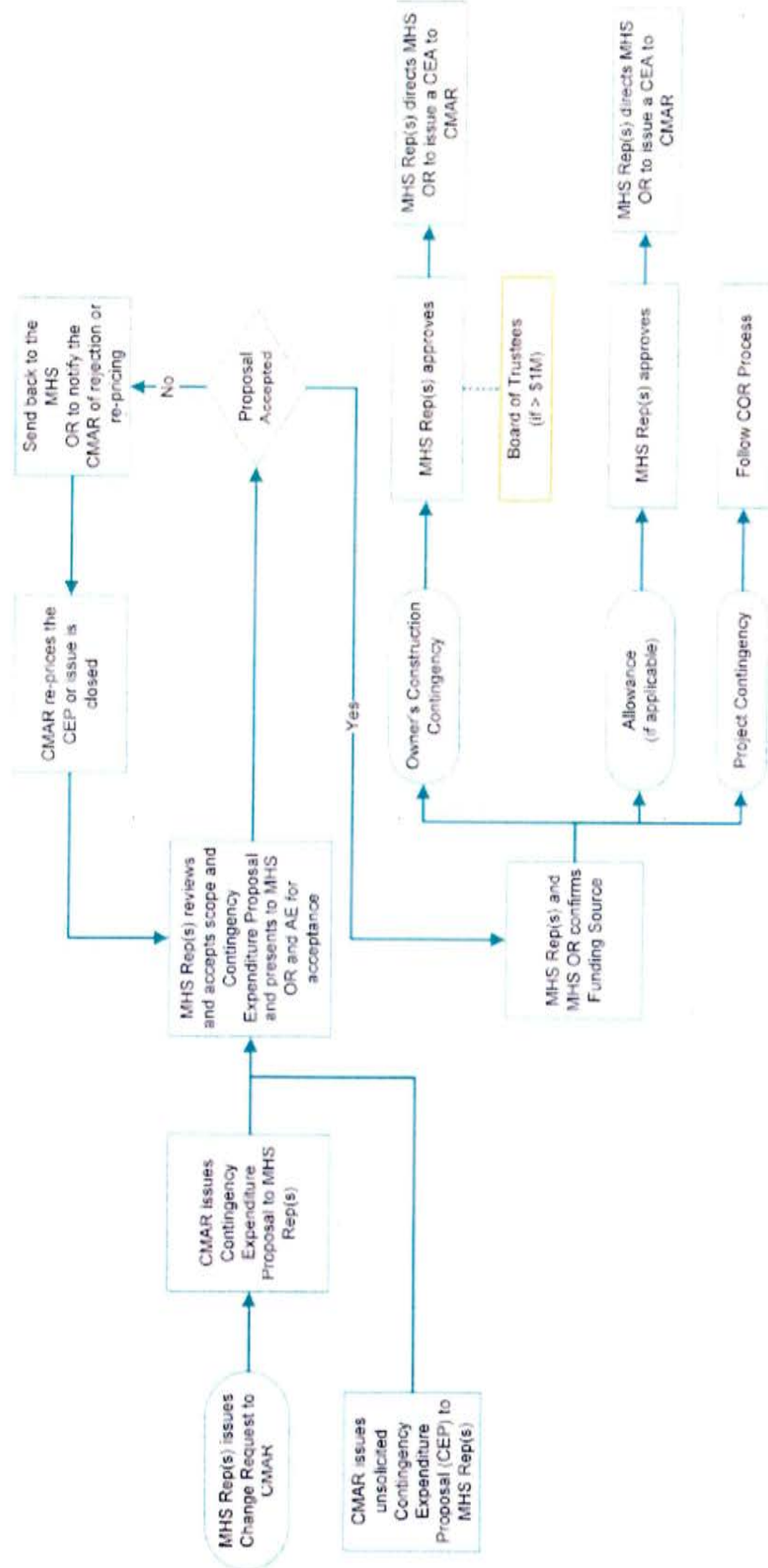


THE METROHEALTH SYSTEM REPRESENTATIVES: "MHS Rep(s)": Approved Authorization Limits:

≤ \$500K	Walter Jones
> \$500K and ≤ \$1M	Walter Jones + Craig Richmond
> \$1M and ≤ \$2M	Walter Jones + Craig Richmond + Akram Boutros
> \$2M	Walter Jones + Craig Richmond + Akram Boutros + Board of Trustees

## CONTINGENCY EXPENDITURE AUTHORIZATION (CEA) LAST \$20 MILLION OF OWNER'S CONTINGENCY

DRAFT



THE METROHEALTH SYSTEM REPRESENTATIVES 'MHS Rep(s)' Approved Authorization Limits.

≤ \$250K	Walter Jones
> \$250K and ≤ \$500K	Walter Jones + Craig Richmond
> \$500K and ≤ \$1M	Walter Jones + Craig Richmond + Akram Boutros
> \$1M	Walter Jones + Craig Richmond + Akram Boutros + Board of Trustees