

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – MARCH 28, 2018**

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Approval of Board Meeting Minutes, January 24, 2018

RESOLUTION 19182

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of January 24, 2018, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Minutes of the Meeting of January 24, 2018, as presented.

AYES: Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

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

RESOLUTION 19183

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 Audit 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. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

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 Certain Amended Delegations of
Functions Related to the Management and Control of the Hospital

RESOLUTION 19184

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the authorization and approval of certain amended delegations to the President and Chief Executive Officer, or at his discretion the Chief Financial Officer, of functions related to the management and control of the hospital; and

WHEREAS, the Board's Audit 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 amended delegations to the President and Chief Executive Officer, or at his discretion the Chief Financial Officer, of functions related to the management and control of the hospital for the purpose of improving the governance and administrative efficiency of the System. The amended delegations are further detailed in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to take any actions consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Attachment A

The delegation numbered 8 is added to Section II (“Finance and Spending”) of Attachment A to the resolution numbered 18653.

<i>II. Finance and Spending</i>	
Delegated Authority/Function	Conditions of Delegation
8. Establish a schedule of charges for all services and treatment rendered.	Delegated to the Chief Executive Officer, or at his discretion the Chief Financial Officer, subject to the following: <ul style="list-style-type: none">• The Chief Executive Officer will report the revisions to the schedule of charges to the Board of Trustees on a semi-annual basis.

Acceptance of the 2017 Results Compared to the 2017 Plan Measures and Goals for Performance Based Variable Compensation Program

RESOLUTION 19185

WHEREAS, the Audit Committee of the Board of Trustees of The MetroHealth System have recommended that the Board of Trustees accept and acknowledge the System's performance as compared with the 2017 metrics for the Performance Based Variable Compensation program.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby accepts and acknowledges the System's 2017 performance results as compared to the 2017 Plan Measures and Goals previously adopted by the Board, pending verification of the final 2017 Net Operating Income, as adjusted by the Achievements Resolution, through the finalization of the System's audited financial statements; and

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. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Attachment A

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Approval of 2018 Metrics for Performance Based Variable Compensation Plan

* * * * *

RESOLUTION 19186

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved a Performance Based Variable Compensation plan for senior leadership (the "Plan"); and

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for Plan performance metrics for 2018.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the 2018 Plan Measures and Goals as described in the attachment hereto, to be utilized in connection with the overall compensation methodology. These metrics embody a balanced approach including financial, strategic, quality, community, diversity, operational and patient satisfaction goals. No awards will be paid unless the System achieves the Adjusted EBIDA "trigger", which will be calculated net of the Performance Based Variable Compensation awards.

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. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Attachment A

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Approval of the Engagement of Infinity Construction Company
as the System's Construction Manager at Risk for the
Main Campus Inpatient Behavioral Health Unit

RESOLUTION 19187

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Infinity Construction Company as the System's construction manager at risk for the main campus inpatient behavioral health unit (the "Project"); and

WHEREAS, the Board's Facilities and Space 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 engagement of Infinity Construction Company as the System's construction manager at risk for construction services under a Guaranteed Maximum Price Agreement for the Project with aggregate costs not to exceed \$842,125, to be paid out of capital funds previously approved through Board Resolution 19181.

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. Dee, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: Mr. Monnolly, Mr. Schneider

DATE: March 28, 2018

Approval of Pre-Authorized Professionals Consistent with System Policy I-88

RESOLUTION 19188

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for appointment of certain Pre-Authorized Professionals consistent with System policy I-88; and

WHEREAS, the Board's Facilities and Space 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 Pre-Authorized Professionals consistent with System policy I-88, for services to be provided during the period of April 1, 2018, through March 31, 2019, with aggregate costs not to exceed \$50,000 per assigned project per Professional. The fees for the Pre-Authorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Pre-Authorized Professionals is shown in the attached Exhibit 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. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Exhibit A

2018

PRE-AUTHORIZED QUALIFIED PROFESSIONAL SERVICE FIRMS

Architectural / Engineering

Acer Environmental
Bostwick Design Partnership
CBLH Design
City Architecture
Desman & Associates
DS Architecture
EBA, Inc.
Hasenstab Architects Inc.
Heapy Engineering
Karpinski Engineering
Korda/Nemeth Engineering, Inc.
Labella Associates
Makovich & Pusti Architects
McHenry & Associates
Osborn Engineering
Pellar & Associates
Perspectus Architecture
PTA Engineering Inc.
R.K. Levitz LLC
Robert P. Madison
Van Auken Akins Architects
Wiss, Janney, Elstner Associates, Inc.

Specialty Services

APB & Associates
EA Group
Fulton & Associates
GPD Group
Hill International, Inc.
Kahoe
Konsentriks
Life Safety Enterprises
NV5 Inc.
PCS & Estimate, LLC
Regency Construction Services Inc
Richard L. Bowen & Associates
Richards Communications
SME
Solar Testing Laboratories, Inc.
Terracon
TRC Environmental

Acceptance of the 2017 Achievements for the 2017 Plan Measures and Goals for Performance Based Variable Compensation Program

RESOLUTION 19189

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved the Performance Based Variable Compensation plan for senior leadership (the "Plan") and the Plan performance metrics for 2017; and

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the achievements for the 2017 Plan performance metrics.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System's 2017 performance results as compared to the 2017 Plan Measures and Goals previously adopted by the Board, pending verification of the final 2017 Net Operating Income through the finalization of the System's audited financial statements; and

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. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Attachment A

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Approval of the Observance of National Nurses Week, May 7, 2018, through May 11, 2018

RESOLUTION 19190

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the observance of National Nurses Week, May 7, 2018, through May 11, 2018; and

WHEREAS, the Board's Quality and Safety 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 observance of National Nurses Week, May 7, 2018, through May 11, 2018, for the purpose of supporting the goals and ideals of National Nurses Week, acknowledge the importance of nurses and their significant contribution to the System and the patients for whom they care, and engage in appropriate recognition, ceremonies, activities, and programs.

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. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Approval of Medical Staff Appointments/Actions/Reappointments
February/March 2018

RESOLUTION 19191

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on January 30, 2018. The appointments will then be reviewed and accepted by the Medical Executive Committee on February 9, 2018.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Cruz, Elaine, DO	Medicine	Hospital Medicine	2/26/2018	MHMC, Parma, Cleveland Heights

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Anders, Peter, MD	Medicine	Hospital Medicine	1/31/2018	MHMC, Parma, Cleveland Heights
Hernandez, Alicia, CNP	Family Medicine		2/5/2018	McCafferty
Puszakowski, Monica, PA-C	Family Medicine	Express Care	2/1/2018	Express Care

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Kwong, Jonathan, MD	Surgery	Vascular Surgery	2/1/2018	MHMC
Lukens, Nicholas, MD	Emergency Medicine	Life Flight	2/1/2018	MHMC
Iqbal, Muhammad, MD	Medicine	Hospital Medicine	2/1/2018	MHMC, Parma, Cleveland Heights
Shah, Phalgon, MD	Medicine	Hospital Medicine	2/1/2018	MHMC, Parma, Cleveland Heights

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on January 30, 2018. The Actions will then be reviewed by the Medical Executive Committee on February 9, 2018.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Crowe-Carpenter, Veronica, CNP	Pediatrics		1/12/2018-R
Gable, Richard, PA-C	Family Medicine	Express Care	12/31/2017-R
Isaac, Gregory, MD	Medicine	Hospital Medicine	1/14/2018-RL
Madhavan, Sethu, MD	Medicine	Nephrology	1/30/2018-R
O'Doherty, Jennifer, CNP	OB/GYN		1/5/2018-R
Tulli, Jennifer, LISW	Family Medicine	Social Work	1/3/2018-R
Worthams, Anna, CNP	Surgery	General Surgery	1/12/2018-R

Change of Staff Category

<i>Name</i>	<i>From</i>	<i>To</i>	<i>Date</i>
Maxfield, John, MD	Privileged Non-Member	Active	2/1/2018
Singh, Sareena, MD	Active	Privileged Non-Member	1/29/2018

Change of Department

<i>Name</i>	<i>From</i>	<i>To</i>	<i>Date</i>
Kempe, Elizabeth, CNP	Family Medicine	Internal Medicine	2/1/2018

Additional Clinical Privileges

<i>Name</i>	<i>New Privileges</i>	<i>Date</i>
Cheng, Aurelia, MD	Emergency Medicine	1/30/2018
Halliday, Barbara, CNS	Prescribing Privileges	1/30/2018
Ho, Vanessa, MD	Sedation Privileges	1/19/2018
King, Colin, MD	Emergency Medicine	1/30/2018
Keister, Alexander, MD	Emergency Medicine	1/23/2018
Khawaja, Waseem, MD	Sedation Privileges	1/19/2018
Krishnan, Vidya, MD	Sedation Privileges	1/19/2018
Rataul, Manjot, MD	Sedation Privileges	1/19/2018
Sofi, Aijaz, MD	Sedation Privileges	1/19/2018

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on February 27, 2018. The appointments will then be reviewed and accepted by the Medical Executive Committee on March 9, 2018.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Bass, Jonathan, MD	Dermatology		3/1/2018	Beachwood
White, Emily, PhD	Psychiatry		3/5/2018	MHMC

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Bitner, Monica, CRNA	Anesthesiology		2/28/2018	MHMC
Gedeon, Scott, CNP	Neurosurgery	Neuro Critical Care	2/28/2018	MHMC
Rames, Jay, CNP	Neurosurgery	Neuro Critical Care	2/28/2018	MHMC
Tillie, LaVada, CNP	OB/GYN		2/28/2018	MHMC

Bioscientific

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Anderson, Kimberly, PhD	PM&R	Research	3/12/2018	OBC, MHMC

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Erney, Sarah, LPCC	Psychiatry		2/28/2018	MHMC
Hong, Albert, MD	Emergency Medicine	Life Flight	2/28/2018	MHMC
Kenney, Tina, LPCC-S	Psychiatry		3/5/2018	MHMC

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on February 27, 2018. The Actions will then be reviewed by the Medical Executive Committee on March 9, 2018.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Alkhoury, Naim, MD	Pediatrics	Pediatric Gastroenterology	2/6/2018-R
Dominick, Kristen, PA-C	Emergency Medicine		2/13/2018-R
Gerad, Henry, MD			2/26/2018-R
Lenaway, Chelsea, PA-C	Emergency Medicine		2/13/2018-R
Madere, Jacqueline, CRNA	Anesthesiology		10/31/2017-R
Moise, Mireille, MD	Surgery	Vascular Surgery	2/9/2018-R
O'Tierney-Ginn, Perrie, PhD	OB/GYN		3/1/2018-RL
Parente, Angela, PA-C	Emergency Medicine		2/13/2018-R
Parvez, Farheen, DO	Family Medicine		9/30/2016-R

Change in Staff Category

<i>Name</i>	<i>From</i>	<i>To</i>	<i>Date</i>
Lindheim, Nora, MD	Associate	Emeritus	2/23/2018

Additional Clinical Privileges

<i>Name</i>	<i>New Privileges</i>	<i>Date</i>
Clemow, Justin, DMD, MD	Diagnostic Fiberoptic Nasopharyngoscopy	2/27/2018
Chepla, Kyle, MD	Diagnostic Fiberoptic Laryngoscopy	1/29/2018
	Broad Based Light Laser Privilege	
Gallup, Andrea, CNP	Erbium: YAG Laser Privilege	1/29/2018
	Broad Based Light Laser Privilege	
Kaufman, Bram, MD	Erbium: YAG Laser Privilege	1/29/2018
	Broad Based Light Laser Privilege	
Rowe, David, MD	Erbium: YAG Laser Privilege	1/29/2018
	Broad Based Light Laser Privilege	
Stepnick, David, MD	Erbium: YAG Laser Privilege	1/29/2018
	Broad Based Light Laser Privilege	
Weidenbecher, Mark, MD	Erbium: YAG Laser Privilege	1/29/2018
	CO2 Laser Privilege	
	KTP-532 Laser Privilege	

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

Reappointments 03/15/2018-03/15/2020

The following Providers were approved at the Credentials Committee on March 15, 2018

Name	TITLE	DEPARTMENT	Division
Abghari, Pamella Fariba	MD	Pediatrics	Allergy/Immunology
Abou-Haidar, Antoinette S.	MD	Family Medicine	
Adamopoulou, Chrysavgi	MD	Surgery	Ophthalmology
Adebambo, Ifeolorunbode A.	MD	Family Medicine	
Akram, Rakhshanda	MD	Medicine	Hospital Medicine
Alkhouri, Naim	MD	Pediatrics	Pediatric Gastroenterology
Alred, Thayne R.	MD	Emergency Medicine	
Asaad, Imad	MD	Medicine	Gastroenterology
Astley, Brendan J.	MD	Anesthesiology	Pain Management
Auckley, Dennis H.	MD	Medicine	Pulmonary
Audu, Musa Latangrang	Ph.D	Medicine	Research
Austria, Alfred J.	MD	Emergency Medicine	
Averbook, Bruce J.	MD	Surgery	Surgery Oncology
Avery, Ann K.	MD	Medicine	Infectious Disease
Bafus, Blaine T.	MD	Orthopaedics	
Bailit, Jennifer	MD,MPH	OB/Gyn	Maternal/Fetal Medicine
Baker-Alden, Constance J.	LISW-S	Psychiatry	Social Work
Bardaro, Sergio Jose	MD	Surgery	Surgery General
Bare III, Rudd J.	MD	Emergency Medicine	
Bartel, Mary R.	OT,PT	Physical Med & Rehab	
Baskin, Bryan E.	DO	Emergency Medicine	
Bassett, Michael D.	MD	Anesthesiology	
Baster, Carla	DO	Family Medicine	
Bates, Craig G.	MD,MS,FACCP	Emergency Medicine	
Beachy, Nathan R.	MD	Family Medicine	
Beddow, Timothy D.	MD	Pathology	
Behmer, Mary Ellen	MD	Medicine	Internal Medicine
Berko, Eric H.	Ph.D	Family Medicine	
Berlec, Ivan	PA-C	Medicine	Internal Medicine
Berry, Shanail R.	MD	Medicine/Pediatrics	
Beverley, Laurel A.	MD	Orthopaedics	
Bhadra, Niloy	MS,Ph.D	Orthopaedics	
Bhat, Anand Krishna	MD	Medicine	Hospital Medicine
Bigham, Michael T.	MD	Pediatrics	Pediatric Critical Care
Binstock, Martine	MD	Medicine	Internal Medicine
Blossom, Marie K.	MD	OB/Gyn	
Bolden, Norman	MD	Anesthesiology	
Bourbeau, Dennis	Ph.D	Physical Med & Rehab	
Boyer, Jaime L.	PA-C	Orthopaedics	
Brandt, Christopher P.	MD	Surgery	Surgery General
Bruggeman, Leslie A.	Ph.D	Medicine	Nephrology
Bruner, Julia E.	MD,MS	Family Medicine	
Bruno, Debora	MD	Medicine	Hematology/Oncology
Cai, Dan Xiaodan	MD,Ph.D	Pathology	
Calles-Escandon, Jorge	MD	Medicine	Endocrinology
Camp, William L.	MD	Dermatology	
Campbell, Patricia D.	MD	Center of Geriatrics	
Cappaert, William E.	MD	Surgery	Ophthalmology
Carlson, Sean W.	DO	Radiology	

Carter, Jay E.	MD	Emergency Medicine	Life Flight
Cassell, Andre	MD	Physical Med & Rehab	
Catalano, Patrick M.	MD	OB/Gyn	Maternal/Fetal Medicine
Cebul, Randall D.	MD	Medicine	Internal Medicine
Chae, John	MD,ME	Physical Med & Rehab	
Chang, Anthony J.	MD	Anesthesiology	
Chang, Timothy	MD	Dermatology	
Chehade, Nabil C.	MD	Surgery	Urology
Cheng, Stephen L.	MD	Orthopaedics	
Chepla, Kyle J.	MD	Surgery	Surgery Plastic
Cherpillod, Deborah	MA CCC-A,FAAA	Otolaryngology	Audiology
Cleland, Travis Lee	DO	Physical Med & Rehab	
Colella, Kristen L.	LISW	Psychiatry	Social Work
Collins, Thomas E.	MD,FACEP	Emergency Medicine	
Conrad-Schnetz, Kristen	DO	Surgery	Trauma/Burn/Critical Care
Conroy, Britt	MD,Ph.D,JD	Family Medicine	Research
Cowan, Dale H.	MD,JD	Medicine	Hematology/Oncology
Crespo, Maria	DO,MPH	Emergency Medicine	
Crowe, Colin Elizabeth	MD	Family Medicine	
Curley, Catherine A.	MD	Medicine	Hospital Medicine
Cydulka, Rita Kay	MD,MS,FACEP	Emergency Medicine	
D'Abramo, Catherine	MD	Emergency Medicine	
Dardir, Noha S.	MD	Family Medicine	
Dasarathy, Jaividhya	MD	Family Medicine	
Dechant, Hallie K.	MD,MPP	Medicine	Internal Medicine
del Rincon Jarero, Juan	MD	Medicine	Endocrinology
Desai, Minal	MD	Family Medicine	
Dezelon, Lynn C.	MD	Emergency Medicine	
Dietrich, Cynthia	DO	Anesthesiology	
Dietz, Irene C.	MD	Pediatrics	Pediatric Comprehensive Care
DiLorenzo, David R.	MD	Radiology	
Donohoe, Jeffrey M.	MD	Pediatrics	Pediatric Urology
Douglass, Karen	MD	Emergency Medicine	
Dowell, Jo A.	Ph.D	Pediatrics	Research
Draiss, Jacquelyn A.	PA-C	Emergency Medicine	
D'Souza, Carol A.	MD	Medicine	Internal Medicine
Dunlap, Mark Evans	MD	Medicine	Cardiology
Dussel, Christopher J.	MD	Emergency Medicine	
Dutta, Rachna P.	MD	Radiology	
Dvorkin Wininger, Yevgeniya	MD	Physical Med & Rehab	
Edmiston, Marissa K.	MD	Medicine	Internal Medicine
Effron, David	MD,FACEP	Emergency Medicine	
Einstadter, Douglas	MD	Medicine	Internal Medicine
Eisen, Matthew	MD	Medicine	Internal Medicine
Eismon, Jennifer L.	MD	Anesthesiology	
El-Rifai, Rasha	MD	Medicine	Nephrology
Elson, Robert Bruce	MD	Center of Geriatrics	
Emerman, Charles L.	MD,FAAEM	Emergency Medicine	
Engineer, Rakesh	MD	Emergency Medicine	
Evans, Doris A.	MD	Pediatrics	
Eversman, George S.	MD	Emergency Medicine	
Fabec, Matthew J.	PA-C	Emergency Medicine	

Farina, Thomas P.	CCP	Surgery	Cardiothoracic
Feinberg, Lisa A.	MD	Pediatrics	Pediatric Gastroenterology
Feldman, Edward S.	MD	Medicine	Internal Medicine
Finizia, Anthony J.	MD	Medicine/Pediatrics	
Finkelhor, Robert S.	MD	Medicine	Cardiology
Finley, James	MD	Medicine	Pulmonary
Fischer, Christine P.	MD	Center of Geriatrics	
Flagg, Aron	MD	Pediatrics	Pediatric Hematology/Oncology
Fleming Jr., Dallas J.	MD	Medicine	Internal Medicine
Folmer, Brian L.	RNFA	Surgery	Cardiothoracic
Forbes, Michael L.	MD	Pediatrics	Pediatric Critical Care
Forte, Annie C.	PA-C	Family Medicine	
Francis, Sean T.	PA-C	Emergency Medicine	
Frank, Thomas M.	MD	OB/Gyn	
Frolkis, Calen M.	MD	Medicine	Hospital Medicine
Fu, Jidong	MD,Ph.D	Medicine	Cardiology
Fu, Michael	Ph.D	Physical Med & Rehab	Research
Fuller, Thomas A.	MD	Medicine	Internal Medicine
Galvin, Jeffrey Owen	MD	Medicine	Internal Medicine
Garibay, Jorge Armando	MD	OB/Gyn	
Garlisi, Andrew Peter	MD	Emergency Medicine	
Geertman, Robert T.	MD,Ph.D	Neurosciences	
Geletka, Stephanie M.	AA-C	Anesthesiology	
Gelles, Lisa N.	MD	Dermatology	
Genkin, Igor	MD	Medicine	Hematology/Oncology
Gerad, Henry	MD	Medicine	Hematology/Oncology
Ghasia, Fatema F.	MD	Surgery	Ophthalmology
Gholami, Amir Saman	MD	Anesthesiology	
Gibson, Kelly	MD	OB/Gyn	Maternal/Fetal Medicine
Gillespie, Beth H.	MD	Surgery	Ophthalmology
Gillespie, Christopher O.	MD	Family Medicine	
Ginley, Thomas D.	DO,MS	Medicine/Pediatrics	
Glagola, Sandra M.	DO	Medicine	Hospital Medicine
Godfrey, William Thomas	MD	Radiology	
Goldman, Deborah A.	MD	Pediatrics	Pediatric Gastroenterology
Golish, Joseph	MD	Medicine	Pulmonary
Golob, Joseph F.	MD	Surgery	Trauma/Burn/Critical Care
Goyal, Supriya	MD	Surgery	Ophthalmology
Greco, Peter J.	MD	Medicine	Internal Medicine
Grieser, Kathleen S.	MD	Medicine	Internal Medicine
Gulati, Reema	MD	Pediatrics	Pediatric Gastroenterology
Gutow, Eliot	LISW-S	Psychiatry	Social Work
Haase, Kristen Michelle	DO	Family Medicine	
Hanna, Joseph P.	MD,MBA	Neurology	
Hanna, Rabi	MD	Pediatrics	Pediatric Hematology/Oncology
Hartstein, Jonathan	PT	Physical Med & Rehab	
Harvey, Scott E.	AA-C	Anesthesiology	
Hauer, James L.	MD	Surgery	Surgery General
Haxhiu-Erhardt, Lendita	MD	Psychiatry	
Hazra, Sandra V.	MD	Medicine	Hematology/Oncology
Hecht, Bryan R.	MD	OB/Gyn	Reproductive Endocrinology
Heima, Masahiro	DDS	Medicine	Research
Hendryx, Paula V.	MD	OB/Gyn	

Henn, Andrew Franklin	DO	Emergency Medicine	
Henry, Douglas E.	MD	Physical Med & Rehab	
Hergenroeder, Paul Francis	MD	Medicine	Hematology/Oncology
Herran, Maria I.	MD	Pediatrics	
Hicks, William J.	MD	Medicine	Hematology/Oncology
Hinchcliffe, Natalie	DO	Family Medicine	
Holmes, Megan R.	OD	Surgery	Ophthalmology
Hong, Raymond S.	MD	Medicine	Rheumatology
Howard, Alexandria D.	MD	Family Medicine	
Hoyen, Harry A.	MD	Orthopaedics	
Hupertz, Vera F.	MD	Pediatrics	Pediatric Gastroenterology
Infeld, Michael D.	MD	Medicine	Pulmonary
Ip, Michael P.	Ph.D	Pathology	
Izquierdo, Marcos	MD	Anesthesiology	
Jenkins, Eric D.	MD	Emergency Medicine	Life Flight
Jenkins, Melissa Osborn	MD	Medicine	Infectious Disease
Jeromin, Gerald A.	MD	Emergency Medicine	
Jeromin, Jennifer J.	MD	Emergency Medicine	
Jones, Katherine R.	DO	Family Medicine	
Jones, Robert Adams	DO,FACEP	Emergency Medicine	
Joseph, Natalie E.	MD	Surgery	Surgery Oncology
Joy, Matthew A.	MD	Anesthesiology	
Kaelber, David	MD	Pediatrics	
Kaplan, Barbara	MD	Pediatrics	Pediatric Gastroenterology
Kasprzak, Timothy Phillip	MD	Radiology	
Kass, Lawrence	MD,MS	Pathology	
Kaufman, Elizabeth S.	MD	Medicine	Cardiology
Kay, Marsha H.	MD	Pediatrics	Pediatric Gastroenterology
Kea, Karen E.	MD	Medicine	Internal Medicine
Keith, Michael W.	MD	Orthopaedics	
Kelly, Shannon T.	AA-C	Anesthesiology	
Khallafi, Hicham	MD	Medicine	Gastroenterology
Khatri, Sumita	MD,MS	Medicine	Pulmonary
Khazam, Nouredin O.	DDS	Dentistry	Oral Health
Khiyami, Amer	MD	Pathology	
Kilgore, Kevin L.	Ph.D	Orthopaedics	
Kilroy, Terence E.	MD	Medicine	Pulmonary
Kimbo, Florence V.	MD	Psychiatry	
Kirsch, Robert F.	Ph.D	Orthopaedics	Research
Klinkhachorn, Alan	MD	Medicine/Pediatrics	
Knutson, Jayme	Ph.D	Physical Med & Rehab	
Koehl, Edward Rowe	MD	Radiology	
Kolluru, Leela Krishna	MD	Medicine	Hospital Medicine
Kondapaneni, Meera	MD	Medicine	Cardiology
Kondow, Alexander J.	MD	Radiology	
Konys, Kara	MD	OB/Gyn	
Kopelowitz, Gail	LISW-S	Psychiatry	Social Work
Kotinsley, Benjamin M.	MD	Radiology	
Kowalski, Krzysztof	Ph.D	Medicine	Research
Kreiner, Laura A.	MD	Surgery	Trauma/Burn/Critical Care
Krueger, Susan J.	PA-C	Orthopaedics	
Kuentz, David M.	DO,MBA	Medicine/Pediatrics	
Kumar, Jaya Badhwar	MD	Surgery	Ophthalmology

Kusumi, Kirsten Ann	MD	Pediatrics	Pediatric Nephrology
Lam, Mildred	MD	Medicine	Nephrology
Lamphear, Diana M.	PA-C	OB/Gyn	
Lampl, Brooke	DO	Radiology	
Landau, Daphne	MD	OB/Gyn	Maternal/Fetal Medicine
Lavakumar, Mallika	MD	Psychiatry	
Lavine, Jeremy A.	MD,Ph.D	Surgery	Ophthalmology
Lenaway, Chelsea E.	PA-C	Emergency Medicine	
Lenox, Madeleine M.	MD	Otolaryngology	
Levan, Patricia Ann	MD	Family Medicine	
Lewis, Michael D.	MD	Medicine	Hospital Medicine
Lewis, William R.	MD	Medicine	Cardiology
Lind, Charles F.	MD	Anesthesiology	
Lindheim, Nora J.	MD	Medicine	Internal Medicine
Liu, James Kai-Chen	MD	Neurosciences	
Liu, Raymond W.	MD	Orthopaedics	
Locke, Maren Carlyle	MD	Dermatology	
Love, Thomas E	Ph.D	Medicine	Research
Ludlow, David H.	MD	Otolaryngology	
Lukens, Thomas W.	MD,Ph.D,MS,FACEP	Emergency Medicine	
Mackall, Jane M.	MA CCC-A,FAAA	Otolaryngology	Audiology
Mackel, Sharon W.	LISW-S	Psychiatry	Social Work
Magliola Jr., Ronald John	MD	Medicine/Pediatrics	
Magrey, Marina N.	MD	Medicine	Rheumatology
Mahajan, Lori A.	MD	Pediatrics	Pediatric Gastroenterology
Makowski, Nathaniel Steven	Ph.D	Physical Med & Rehab	Research
Mamoun, Ihsan	MD	Radiology	
Mansour, David J.	MD	Medicine/Pediatrics	
Manu, Stephen	MD	Pediatrics	Pediatric Cardiology
Marotta, Gia	MD	Otolaryngology	
Matalavage, Anthony A.	DPM	Orthopaedics	Podiatry
McCallion, Stacy A.	MD	Emergency Medicine	
McEachern, J. Edward	MD	Medicine	Internal Medicine
McFarlane, Michael J.	MD	Medicine	Hospital Medicine
McHenry, Christopher R.	MD	Surgery	Surgery General
McLoney, Mark	MD	Family Medicine	
McMillion, Lindsey B.	LISW	Psychiatry	Social Work
Meaney, Kevin M.	CCP	Surgery	Cardiothoracic
Mercer, Brian M.	MD	OB/Gyn	Maternal/Fetal Medicine
Miller, Brian Lynn	MD	Emergency Medicine	Life Flight
Miller, Glenn N.	CCP	Surgery	Cardiothoracic
Miller, Paul E.	MD	Medicine	Cardiology
Milliner, Lynn	MD	Pediatrics	
Milner, Louise	MD	Radiology	
Minotti, Anthony J.	MD	Radiology	
Moore, Timothy A.	MD	Neurosciences	
Moran, Rocio	MD	Pediatrics	Genetics
Morscher, Arnold H.	MD	Anesthesiology	
Murad, Khalil	MD,MS	Medicine	Cardiology
Murphy, Pamala J.	MD	Medicine	Internal Medicine
Murray, Marsheena	Ph.D	Psychiatry	
Myers, Melissa T.	MD	Radiology	
Narla, Deepti	MD	Pediatrics	Pediatric Nephrology

Narra, Ammaji	MD	Medicine	Internal Medicine
Natale, Andrea	MD	Medicine	Cardiology
Needlman, Robert	MD	Pediatrics	
Nemunaitis, Gregory A.	MD	Physical Med & Rehab	
Ng, Ranier A.	DO	Family Medicine	
Nguyen, Carvell	MD	Surgery	Urology
Nielsen, Britt A.	Psy.D.	Psychiatry	
Nofziger, Ryan A.	MD	Pediatrics	Pediatric Critical Care
Novince, Ryan William	MD	Medicine	Internal Medicine
Obi, Gabriel N.	MD	Medicine	Internal Medicine
Ogbogu, King	MD	Physical Med & Rehab	
Olteanu, Mircea	DDS	Dentistry	Oral Health
Opelami, Oluwatoyin	MD	Medicine	Internal Medicine
Oprea, John D.	CCP	Surgery	Cardiothoracic
Ortopan, Kristin J.	PA-C	OB/Gyn	
O'Toole, Elizabeth E.	MD	Medicine	Palliative Care
Page-Goertz, Christopher K.	MD	Pediatrics	Pediatric Critical Care
Papp, Joan	MD,FACEP	Emergency Medicine	
Parente, Angela M.	PA-C	Emergency Medicine	
Park, Ellen	MD	Radiology	
Parvez, Farheen Fatima	DO	Family Medicine	
Patel, Nikhil Ashok	MD	Medicine	Hospital Medicine
Patel, Nimitt J.	MD	Surgery	Trauma/Burn/Critical Care
Patel, Rahul A.	MD	Medicine	Endocrinology
Patel, Swati H.	MD	Pediatrics	
Patterson, Brendan M.	MD,MBA	Orthopaedics	
Peckham, P. Hunter	Ph.D	Orthopaedics	
Pennington, Jeffrey E.	MD,FACEP	Emergency Medicine	
Perozeni, Pamela A.	PA-C	Emergency Medicine	
Perzy, Holly B.	MD,MMM	Medicine/Pediatrics	
Peterre, Dominic	PA-C	Orthopaedics	
Petruzzi, Anthony	PA-C	Family Medicine	
Pile, James Craig	MD	Medicine	Hospital Medicine
Pinchak, Alfred C.	MD,MS,Ph.D	Anesthesiology	
Piroli, Robert J.	MD	Medicine	Radiation Oncology
Piscitelli-Shaffer, Tina Marie	DO	Emergency Medicine	Life Flight
Placeway, Jared	DO	Physical Med & Rehab	
Ponsky, Todd A.	MD	Pediatrics	Pediatric Surgery
Prada, Cristian M.	MD	Anesthesiology	
Priebe, Paul P.	MD	Surgery	Surgery General
Prochoroff, Andre	MD	Pediatrics	Pediatric Neurology
Puliyel, Mammen	MD	Pediatrics	Pediatric Hematology/Oncology
Quan, Kara J.	MD	Medicine	Cardiology
Quealy, Kathleen P.	MD	Medicine	Cardiology
Radhakrishnan, Kadakkal R.	MD	Pediatrics	Pediatric Gastroenterology
Rae, Carrie L.	LISW-S	Psychiatry	Social Work
Raimer, Patricia Lynn	MD	Pediatrics	Pediatric Critical Care
Rainey, Heather Aileen	MD	Physical Med & Rehab	
Rajesh, Fnu	MD	Family Medicine	
Reyes de Noyes, Vanilda	LISW-S	Psychiatry	Social Work
Rhee, Audrey C.	MD	Pediatrics	Pediatric Urology
Rhoads, Barbara	MD	OB/Gyn	
Rizkala, Elie	MD	Pediatrics	Pediatric Neurology

Roberts, David Gordon	MD	Pediatrics	
Rodak, Maria R.	AA-C	Anesthesiology	
Ross, Joseph J.	MD	Surgery	Ophthalmology
Rovner, Aleksandr L.	MD	Medicine	Cardiology
Rowe, David J.	MD	Surgery	Surgery Plastic
Rowland-Seymour, Anastasia	MD	Medicine	Internal Medicine
Rubin, Benjamin	LISW	Psychiatry	Social Work
Runner, Jennifer M.	LISW-S	Psychiatry	Social Work
Ryan, Martin J.	MD	Medicine	Internal Medicine
Ryan, Thomas K.	CCP	Surgery	Cardiothoracic
Rzesotarski, Mark S.	Ph.D	Radiology	
Saab, Georges	MD	Medicine	Nephrology
Salamone, John A.	DPM	Orthopaedics	Podiatry
Sawady, Joram	MD	Pathology	
Schelling, Jeffrey R.	MD	Medicine	Nephrology
Schmieder, Frederick G.	DPM	Orthopaedics	Podiatry
Schubeck, Dianne	MD	OB/Gyn	
Schwartz, Krystle	CCP-C	Surgery	Cardiothoracic
Shah, Rajiv R.	MD	Radiology	
Shah, Zahid R.	MD	Radiology	
Shalodi, Abdelwahab D.	MD	OB/Gyn	Gynecologic Oncology
Shands, Philip R.	MD	Surgery	Ophthalmology
Shefner, Laura	MD	Pediatrics	
Shekhawat, Prem S.	MD	Pediatrics	Neonatology
Shekhawat, Rashmi	MD	Pediatrics	
Sidhu, Kanwaljit S.	MD	Anesthesiology	
Sidhu, Tejbir S.	MD	Anesthesiology	
Sieben, Louise A.	MD,MS	Medicine/Pediatrics	
Siff, Jonathan E.	MD,MBA,FACEP	Emergency Medicine	
Simon, Angela M.	AA-C	Anesthesiology	
Singh, Anita A.	MD	Family Medicine	
Singh, Sareena	MD	OB/Gyn	
Sivak, Edward Daniel	MD	Medicine	Pulmonary
Slomovitz, Marc A.	DPM	Orthopaedics	Podiatry
Smith, Charles E.	MD	Anesthesiology	
Smith, Robert Lee	Ph.D	Psychiatry	
Sniff, Kaylie A.	PA-C	Emergency Medicine	
Soldes, Oliver S.	MD	Pediatrics	Pediatric Surgery
Somple, John Mark	MD	Emergency Medicine	
Sood, Jennifer Lauren	MD	Family Medicine	
Spirnak, J. Patrick	MD	Surgery	Urology
Srighanthan, Kavitha	MD	Medicine	Internal Medicine
Stegmoyer, Robert J.	MD	Otolaryngology	
Sterbank, Julie K.	DO	Pediatrics	Allergy/Immunology
Stevenson, Jean T.	MD	Surgery	Surgery Oncology
Stewart, Ralph E.	MD	Surgery	Ophthalmology
Sudano, Joseph	Ph.D	Medicine	Research
Suster, Maureen M.	MD	OB/Gyn	
Syed, Aslam R.	MD	Medicine	Hospital Medicine
Tagliaferro III, Joseph	DO	Emergency Medicine	
Tamarkin, Stephen W.	MD	Radiology	
Tandon, Yasmeen	MD	Radiology	
Taylor, Dawn M.	Ph.D	Orthopaedics	

Tekautz, Tanya Marie	MD	Pediatrics	Pediatric Hematology/Oncology
Temes, Roy Thomas	MD	Surgery	Cardiothoracic
Thomas, Biju	MD	Pediatrics	Neonatology
Timberlake-Kwit, Lucinda R.	AA-C	Anesthesiology	
Tinio, Joaquin F.	MD	Medicine	Internal Medicine
Tirodker, Urmila H.	MD	Pediatrics	Pediatric Critical Care
Todia, William J.	MD	OB/Gyn	
Tolentino, Rumilia C.	MD	Family Medicine	
Tomashefski Jr., Joseph F.	MD	Pathology	
Tomm, Pamela S.	OT	Physical Med & Rehab	
Torres, Augusto Javier	MD	Anesthesiology	
Tucker, Harvey M.	MD	Otolaryngology	
Tulli, Jennifer K	LISW	Family Medicine	Social Work
Tully, Erika L.	AA-C	Anesthesiology	
Turner-Robinson, Monique	MD	Family Medicine	
Tyler, Joyce	OT	Physical Med & Rehab	
Uli, Naveen K.	MD	Medicine	Research
Vang, Meng	MD	Radiology	
Vibhakar, Nilla S.	MD	Pediatrics	
Vogelius, Esben S.	MD	Radiology	
Waghray, Nisheet	MD	Medicine	Gastroenterology
Wagner, Karl Gordon	MD	Anesthesiology	
Wang, Yiping L.	MD	Medicine	Hematology/Oncology
Warnock, Rebecca J.	MA CCC-A,FAAA	Otolaryngology	Audiology
Waters, Thomas A.	MD	Emergency Medicine	
Weight, Steven A.	MD	OB/Gyn	
Wera, Glenn Don	MD	Orthopaedics	
Werner, Sandra L.	MD,MA,FACEP	Emergency Medicine	
Wheatley, Brian M.	AA-C	Anesthesiology	
Wido, Thomas M.	MD,FACEP	Emergency Medicine	
Wiest, Peter M.	MD	Medicine	Infectious Disease
Wilber, John H.	MD	Orthopaedics	
Wilber, Roger G.	MD	Orthopaedics	
Wilson, Richard D.	MD,MS	Physical Med & Rehab	
Winfield, Harry L.	MD	Dermatology	
Winkelman, Marc D.	MD	Neurology	
Wishah, Kholoud K	MD	Pediatrics	Allergy/Immunology
Yowler, Charles J.	MD	Surgery	Trauma/Burn/Critical Care
Zalevsky, Daniel	PA-C	Orthopaedics	
Zhang, Alexandra Yan	MD	Dermatology	
Zielinski, Kathleen M.	MD	Surgery	Ophthalmology
Ziv, Ohad	MD	Medicine	Cardiology

AYES: Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Approval of the Engagement of Mitchell Planning Associates to Provide Medical Equipment Planning, Audio/Visual, Technology and Security Consulting Services for the Campus Transformation Project

RESOLUTION 19192

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Mitchell Planning Associates to provide medical equipment planning, audio/visual, technology and security consulting services for the Campus Transformation project (the "Project").

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the engagement of Mitchell Planning Associates to provide medical equipment planning, audio/visual, technology and security consulting services for the Project for fees not to exceed \$2,118,535, to be paid out of capital funds previously approved through Board Resolution 19088.

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

AYES: Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Approval to Amend the Architectural Services Agreement with
HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation

RESOLUTION 19193

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for architectural services with HGA Architects and Engineers, LLC as the Master Architect for the Campus Transformation project (the "Project").

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment of the agreement with HGA Architects and Engineers, LLC to provide additional architectural and engineering services for the Project. The total fees for this additional work shall not exceed \$1,564,273, for a total amended fee amount not to exceed \$30,064,273, to be paid out of capital funds previously approved through Board Resolution 19088.

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

AYES: Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Approval of the Engagement of Engineering Economics, Inc. to Provide Enhanced Commissioning Agency Services for the Campus Transformation Project

RESOLUTION 19194

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Engineering Economics, Inc. to provide enhanced commissioning agency services for the Campus Transformation Project (the "Project").

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the engagement of Engineering Economics, Inc. to provide enhanced commissioning agency services for the Project for fees not to exceed \$1,520,785, to be paid out of capital funds previously approved through Board Resolution 19088.

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

AYES: Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

Approval of the Amendment and Restatement of
The MetroHealth System Board of Trustees Bylaws

RESOLUTION 19195

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the amendment and restatement of The MetroHealth System Board of Trustees Bylaws; and

WHEREAS, the Bylaws were adopted in March 1955 and revised periodically, with the latest revision recorded as of June 2017; and

WHEREAS, the full Board of Trustees received these bylaw revisions ten days prior to the date action was required, have reviewed this recommendation and now the Chief Legal Officer recommends their approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment and restatement of The MetroHealth System Board of Trustees Bylaws, and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to proceed with said adoption of these revisions, a copy of said bylaw revisions are attached to and made part of this Resolution.

AYES: Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

Amendments and Revisions through March, 2018

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

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THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

PREAMBLE: SOURCE AND AUTHORITY

The MetroHealth System has been established as a county hospital and operates and is governed by Chapter 339 of the Ohio Revised Code. These Bylaws have been adopted by the Board of Trustees (the "Board") pursuant to Chapter 339 of the Ohio Revised Code. Any reference to the Ohio Revised Code shall mean the Code as now in effect or as may hereafter be amended and to the corresponding provisions of any similar laws subsequently enacted to those sections and provisions.

ARTICLE I: NAME

The name of this organization shall be The MetroHealth System. The MetroHealth System is the governing authority for an integrated system of health care facilities and programs operated by the organization. The term "organization" when used hereinafter may refer to the entire system or an individual component thereof as the context indicates.

ARTICLE II: ROLE AND PURPOSE

Section 1. Role and Purpose.

The role and purpose of the institution shall be:

- a. To establish and maintain permanent hospital facilities (as defined in Chapter 140 of the Ohio Revised Code) and services to provide a continuum of health care services including, but not limited to, community health and prevention services, ambulatory and emergency services, comprehensive primary care, acute inpatient hospital care, tertiary care, rehabilitation services and skilled nursing care.
- b. To carry on educational activities in medicine and the allied health professions.
- c. To promote and carry on biomedical, health services and other related research.
- d. To promote and carry on activities to improve the health status of the community, including, but not limited to, preventive medicine, wellness, outreach, education and health programs.

Section 2. Mission Statement.

In order to provide a concise statement of the purposes and objectives of the institution for internal and external dissemination, the Board of Trustees shall develop and, from time to time, review and revise as necessary, a Mission Statement which shall be considered an addendum to these Bylaws **when approved by the Board.**

ARTICLE III: RESPONSIBILITY

In accordance **with the applicable provisions of the** Ohio Revised Code, the Board shall have **the authority and** responsibility for the entire management and control of the **organization**, and shall establish such rules for its governance and the delivery of health care services as are necessary and expedient. Nothing in these Bylaws shall be construed to limit the statutory authority of the Board in the conduct of the affairs of the organization. The Board shall retain the right to rescind any assignment, referral, or delegation of authority.

Members of the Board shall understand and fulfill their responsibilities. New members of the Board shall participate in an orientation program. Administrative leadership will offer continuing education programs to and share ongoing information with Board members to assist them in understanding and fulfilling their responsibilities.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. Appointments.

The **Cuyahoga County Executive** together with the probate judge of Cuyahoga County senior in point of service and the judge of the Court of Common Pleas of Cuyahoga County senior in point of service shall **nominate and, with the approval of the Cuyahoga County Council**, appoint the members of the Board pursuant to the provisions of Ohio Revised Code Section 339.02.

Section 2. Term of Office.

The number of members of the Board shall be ten (10) **as provided in** Ohio Revised Code Section 339.02 and each Trustee shall serve a term of office of six (6) years or such shorter term as may be required by the provisions of Ohio Revised Code Section 339.02.

Section 3. Conflict of Interest and Qualification.

A policy of the Board relative to conflict of interest, consistent with the applicable provisions of the Ohio Revised Code, shall be adopted by the Board.

Pursuant to Ohio Revised Code Section 339.02, no more than two members of the Board shall be electors of the area served by the institution that is outside Cuyahoga County. Each member of the Board shall be qualified to vote on any issue that may properly come before any meeting of the Board and to hold any office of the Board to which such Board member may be elected or appointed, subject to the conflict of interest policy of the Board and the provisions of the Ohio Revised Code.

Section 4. Vacancies; Removal; Resignation.

All vacancies which occur on the Board by reason of expiration of term, death, resignation or removal from office shall be filled by the appointment of a new member to fill the unexpired term, in accordance with the Ohio Revised Code. Any Trustee may be removed from office in accordance with the provisions of the Ohio Revised Code. Any Trustee may resign at any time by giving written notice of such resignation to the Chairperson of the Board.

Section 5. Principal Office.

The principal office of the Board shall be located at MetroHealth Medical Center, 2500 MetroHealth Drive, Cleveland, Ohio 44109-1998 unless the Board designates another location.

ARTICLE V: REGULAR AND SPECIAL MEETINGS

Section I. Regular Meetings and Open Meetings Policy.

The Board shall hold regular meetings at its principal office, or other convenient location as designated by the Chairperson of the Board, no less frequently than every other month, which shall be held on the fourth Wednesday of the month; or in those cases when a quorum will not be available, on another day in that month mutually agreeable to a majority of Board members. A Schedule of Board Meetings for the coming year shall be adopted by the Board at its last regular meeting of the preceding year, and such schedule shall be made available to the general public upon request, in accordance with the Ohio Revised Code.

A policy of the Board relative to the open meetings law, consistent with the requirements of the Ohio Revised Code, shall be adopted by the Board.

Section 2. Quorum.

The number of members of the Board which constitutes a quorum for regular and special meetings of the Board shall be the number required by Section 339.02 of the Ohio Revised Code or any successor provision thereto.

Section 3. Agendas and Procedures for Meetings.

Agendas for regular meetings of the Board shall be prepared by the President and Chief Executive Officer of the institution in consultation with the Chairperson of the Board. In addition to such items of current business as may be presented by the Chairperson for consideration at Board meetings, the following matters shall be considered by the Trustees at each regular meeting of the Board:

- a. Approval of minutes of previous meeting.
- b. Approval of expenditures for capital improvement above certain limits as may be established by the Board of Trustees from time to time and such operating expense approvals as may be required by the Board from time to time.
- c. Approval of privileges for clinical practitioners and appointments of privileged practitioners as members of the medical staff of the institution and review of Medical Executive Committee minutes.
- d. Such other matters as may be properly brought before the Board.

Any member of the Board may cause an item to be included on the agenda of the next meeting of the Board by submitting it to the Chairperson of the Board, at least ten days before the Board meeting.

Section 4. Special Meetings.

Special meetings of the Board shall be held upon the call of the Chairperson of the Board or upon the request, in writing, of any three members of the Board. Pursuant to such notice, the Chairperson shall call a special meeting of the Board within ten days of the receipt of such request.

Written notice of a special meeting shall be transmitted to each member of the Board at least forty-eight (48) hours before the date of such special meeting. This notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 5. Annual Meeting/Election of Officers.

The regular March meeting of the Board shall be the Annual Meeting of the Board. At the meeting, Officers of the Board shall be elected and assume office.

Section 6. Special Meeting to Evaluate Mission and Board's Performance.

The Board shall hold a special meeting not less than once biennially to review the institution's mission and to evaluate the Board's role and performance related to achieving that mission unless the Board has otherwise accomplished such review and evaluation through regular meetings and/or Board retreats.

Section 7. Meeting by Authorized Communications Equipment.

Members of the Board or of any committee of the Board may participate in and act at any meeting of such Board or committee by means of authorized communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute attendance and presence in person at the meeting and any such member shall be counted for purposes of determining whether a quorum is present and shall be permitted to vote. The Board shall maintain a record of any vote or other action taken at a Board or committee meeting conducted by means of authorized communications equipment and such records shall identify the members attending by means of authorized communication equipment. "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

ARTICLE VI: OFFICERS OF THE BOARD

Section 1. Officers and Term of Office.

The Officers of the Board shall be a Chairperson, a Vice Chairperson, and a Secretary. All Officers shall be elected annually by the Board from among its own membership and shall hold office for a period of one year and until their respective successors shall have been duly elected and qualified.

Section 2. Responsibility of Chairperson.

The Chairperson shall preside at all meetings of the Board, whether regular or special, and shall be, ex-officio, a member of all committees of the Board. The Chairperson also shall have responsibility for the other duties of the office, as hereinafter described.

Section 3. Responsibility of Vice Chairperson.

The Vice Chairperson shall act as Chairperson in the absence of the Chairperson and, when so acting, shall have the power and authority of the Chairperson.

Section 4. Responsibility of Secretary.

The Secretary shall have the responsibility for assuring that records of all Board meetings and actions, including minutes, journals and other legally required documents, are adequately kept and properly reported.

Section 5. Signature Authority

Any Officer of the Board is authorized to sign any document requiring the signature of an Officer of the Board.

ARTICLE VII: COMMITTEES OF THE BOARD

Section 1. Committee Structure.

Committees of the Board shall be either standing or special. Standing committees shall include Executive (Personnel) Committee, Facilities and Space Committee, Finance Committee, Audit and Compliance Committee, Quality and Safety Committee, Legal and Government Relations Committee, Diversity Committee, Patient Experience Committee, Community Engagement Committee, and such other standing committees as the Board may authorize. Standing Committees may meet jointly.

Special committees may be appointed by the Chairperson of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall stand discharged upon completion of said task. The Appellate Review Committee shall be a special committee.

Section 2. Committee Membership and Assignments.

Each standing committee shall have at least two members of the Board on its membership. Committee assignments shall be made at the Annual Meeting by the Chairperson of the Board, who shall also designate the Board member to serve as Chairperson of the committee. The Chairperson of the Board shall designate any additional assignments to the standing committees. Appropriate administrative and medical representatives to the committees shall be recommended by the President and Chief Executive Officer. These representatives shall offer information and advice as requested, but shall not have a vote.

Section 3. Committee Quorum.

At any duly called committee meeting, any two Trustees, whether or not designated committee members, shall constitute a quorum. Each committee meeting shall have an agenda and minutes of the meeting shall be kept on file. The committee Chairperson, or other Trustee member in the absence of the Chairperson, shall report actions, recommendations and information of the committee to the Board at the regular meeting of the Board immediately following such committee meeting.

Section 4. Committee Charters.

Each standing committee of the Board shall develop and review a committee charter from time to time as considered appropriate by the committee, subject to approval of the Board. Any modifications to the charter must be approved by the Legal and Government Relations Committee and the Board of Trustees.

STANDING COMMITTEES

Section 5. Executive Committee.

The Executive Committee shall consist of the Officers of the Board: Chairperson, Vice-Chairperson and Secretary and may also include no more than two additional Trustees as determined by the Officers. The Committee shall meet every other month in months when the Board does not hold a regular meeting. The Committee shall appoint a search committee for a President, recommend removal of a Trustee if necessary, and take action, subject to Board ratification, on behalf of the Board in an emergency situation when the Board cannot be convened. The Committee shall consider any other items it deems appropriate.

The Committee shall be responsible for establishing and reviewing the compensation program for the System and the compensation program shall be reviewed annually. The Committee shall be responsible for review and approval of the organization structure of the System; evaluation of leadership and approval of succession plans; and oversight of the development and implementation of policies and programs to promote diversity in the workplace. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 6. Facilities and Space Committee

The Facilities and Space Committee will be charged with reviewing new construction, remodeling and major maintenance projects and other programs designed to maintain or improve the capital facilities, consistent with the strategic direction of the Board. The Committee shall review and approve a master plan for the System. The Committee

shall review and approve the space allocation in the System. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 7. Finance Committee.

The Finance Committee shall be charged with reviewing the annual operating and capital budgets and monthly financial statements of operating funds as presented by the President and CEO. The Committee shall have responsibility for review of wage and salary plans and adjustments recommended by the President and CEO. The Committee shall be involved in actions to provide necessary funds with which to meet the budget and to secure proper sums from governmental agencies for the care of the indigent. The Committee shall review expenditures of operating funds as required by law or above certain limits set by the Board from time to time. The Committee shall be involved generally in reviewing and approving any matter affecting the finances of the institution. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 8. Audit and Compliance Committee

The Audit and Compliance Committee shall be responsible for (i) oversight of the quality and integrity of the System's financial statements, (ii) oversight of the audit and review of the System's financial statements by the independent auditors, (iii) oversight of the System's compliance with legal and regulatory requirements and the independence and performance of its independent auditors, (iv) recommending to the Board of Trustees the appointment of the independent auditors, and (v) performing all other functions prescribed by the Board of Trustees and permitted by applicable law. Unless otherwise directed by the Board, the Audit Committee shall operate pursuant to a charter approved by the Board. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 9. Quality and Safety Committee.

The Quality and Safety Committee shall be responsible for reviewing reports, and discussing plans in the areas of medical and nursing quality assurance and patient service improvement plans. The Committee shall ensure that the Board is informed about and involved in clinical (medical, nursing, therapies, etc.) and administrative activities geared toward continually improving the quality of services at the institution. The Committee shall be responsible for establishing and maintaining external quality, safety and customer service metrics. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 10. Legal and Government Relations Committee.

The Legal and Government Relations Committee shall have responsibility for overseeing and recommending appropriate policies in the legal and contractual affairs of the institution, including, but not limited to, risk management, claims management, insurance, and compliance programs. The Committee shall also be responsible for reviewing the bylaws, and requests for changes thereto, of the Board of Trustees, Medical Staff, Foundation, auxiliaries or other self-governing bodies authorized by the Board. The Committee shall also be responsible for the monitoring of relationships with key elected officials, and reviewing reports on various governmental developments and legislative activities at all levels of government. The Committee shall assist the Board to fulfill its responsibility for ensuring high levels of governance performance and contribution. The Committee shall also assist the Board in developing Board recommendations to the County Executive and County Council regarding the appointment and reappointment of Trustees; formulating policies regarding decision-making and overseeing governance effectiveness, efficiency, creativity and adaptability. The Committee is charged with reviewing all Committee Charters **from time to time or as requested by the Board**. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 11. Diversity Committee.

The Diversity Committee shall have responsibility for identifying and determining the System's position with regards to current and known diversity issues, and to formulate a program to develop and recommend a sustainable diversity plan for the System: (i) Outlining the basic strategy for developing a comprehensive, sustainable diversity and inclusion model for the express purpose of delivering high quality accessible care for all patients; (ii) The strategy and governance in addition to addressing areas of access for all will focus on diversity of the institution's supplier relationships, its employment composition especially in areas that do not reflect its patient population and available talent, and extends to a belief in collaboration and inclusiveness not only in the value of demographic representation but in thought and in the richness of individual beliefs and experiences; (iii) It is the expectation of this committee through its governance that leadership will avail themselves of educational opportunities and exposure to best practices in multiple industries and cultures. Further governance will encourage a broad based appreciation of inclusion in all aspects of running the System as a means of competitive advantage; and (iv) Through the support and governance of this committee the CEO will be expected to adopt and incorporate these standards in performing his/her duties and similarly will set forth the expectation that all leaders in the System be held accountable for establishing and fostering this climate throughout all aspects of our operations.

Section 12. Patient Experience Committee.

The Patient Experience Committee shall have responsibility for providing good governance oversight and support to the System's leadership in connection with the System's activities relating to promoting and enhancing patient experience and engagement. The Patient Experience Committee shall be responsible for oversight of and making recommendations to the System regarding: (i) Developing and implementing a strategy for enhancing and supporting exceptional patient experience; (ii) Review the development of proposed initiatives and projects for Patient Experience and monitor the ongoing performance of these initiatives and activities; (iii) Review reports and evaluate the System's mission of improving patient experience and engagement; (iv) As needed, coordinate its work with other Board Committees including, but not limited to, the Quality and Safety Committee; and (v) Evaluate progress relating to the System's objective of enhancing patient experience and engagement.

Section 13. Community Engagement Committee.

The Community Engagement Committee shall have responsibility for providing governance oversight and support in aligning the System's community engagement activities with its mission and to address the health needs of the community the System serves and the purpose, functions and responsibilities of the Community Engagement Committee are as provided in its Charter.

SPECIAL COMMITTEES

Section 14. Appellate Review Committee.

The Appellate Review Committee shall be composed of at least three members of the Board and shall be appointed by the Chairperson when required by the appellate review procedures of Article VII of the Medical Staff Bylaws. The Committee shall perform the review function as outlined in Article VII of the Medical Staff Bylaws and make a recommendation to the Board.

Section 15. Expedited Credentialing Committee.

The Expedited Credentialing Committee shall be composed of at least two members of the Board and shall be appointed by the Chairperson. The Committee shall perform the review function as outlined in Part III, Section 3.3.2 of the Medical Staff Bylaws and Article X of these Bylaws to consider clinical privileges that meet the requirements for such an expedited process between regularly scheduled meetings of the Board. Any decision by the Expedited Credentialing Committee shall be reviewed and ratified by the full Board at the Board meeting next following the Committee's action.

ARTICLE VIII: INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The institution shall defend and indemnify, to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee, Officer, Employee or agent of the institution, or is or was serving at the request of the institution as a Trustee, Officer, Employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for-profit, limited liability company, partnership, joint venture, trust or other enterprise; provided such person acted in good faith in what he/she reasonably believed to be in or not opposed to the best interest of the institution and, in the case of any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. As used in this Section, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements, court costs, judgments, fines, penalties or excise taxes against and amounts paid in settlement by a director, officer, employee, member, manager, agent or volunteer other than amounts paid to the institution itself. The termination of any civil or criminal claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of *nolo contendere*, or its equivalent shall not create a presumption that the person did not meet the standards of conduct set forth in this Section. This Article VIII shall be interpreted in all respects to expand such power to indemnify to the maximum extent permissible under Ohio law with regard to the particular facts of each case, and not in any way to limit any statutory or other power to indemnify or right of any individual to indemnification.

However, the institution shall defend and indemnify any such agent (as opposed to any Trustee, Officer, or Employee) of this institution to an extent greater than that required by law only if and to the extent that the Trustees may, in their discretion, so determine. The defense and indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking defense and indemnification may be entitled under any law, the articles of incorporation or any agreement, or otherwise, both as to action in official capacities and as to action in another capacity while such person is a Trustee, Officer, Employee or agent of the institution, and shall continue as to a person who has ceased to be a Trustee, Officer, Employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred in defending any civil or criminal action, suit or proceeding or any issue therein, including attorneys' fees, may be paid by the institution in advance of the final disposition of such action, suit or proceeding as authorized by the Board of the institution in each specific case, upon receipt of an undertaking by the director, officer,

employee, member, manager, agent or volunteer to repay such amounts unless it shall ultimately be determined that he/she is entitled to be indemnified by the institution as authorized in this Article XVIII.

Section 2. Insurance.

The institution may, to the full extent then permitted by law and authorized by the Board, purchase and maintain insurance on behalf of any person described in Section 1 of this Article VIII against any liability asserted against and incurred by such person in any capacity defined in Section 1, or arising out of said person's status as described in Section 1, whether or not the institution would have the power to indemnify such person against such liability.

Section 3. Bonding.

In accordance with the Ohio Revised Code, the institution shall bond each Trustee for the proper performance of his/her duties.

ARTICLE IX: CHIEF EXECUTIVE OFFICER

Section 1. Appointment of Chief Executive Officer.

The Board shall select and appoint a chief executive officer who shall be its representative in the management of the institution. The chief executive officer shall have the title of President and Chief Executive Officer. The President and Chief Executive Officer shall be given the necessary authority and responsibility to operate the institution in all its activities and departments, subject only to such policies as may be issued by the Board or by any of its Committees to which it has delegated power for such action. The President and Chief Executive Officer shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act.

Section 2. Responsibility of President and Chief Executive Officer.

The authority and responsibility of the President and Chief Executive Officer shall be as defined by the Board from time to time consistent with the provisions of Ohio Revised Code Chapter 339.

Section 3. Review of Chief Executive Officer Performance.

The Board shall review the performance of the President and Chief Executive Officer, which shall include the institutional objectives and goals established by the Board, from time to time as the Board deems appropriate.

ARTICLE X: MEDICAL STAFF

Section 1. Organization and Bylaws.

The Board shall organize the physicians, dentists, podiatrists, psychologists, optometrists, advanced practice providers and appropriate other persons granted practice privileges in the institution into a Medical Staff under Medical Staff Bylaws approved by the Board.

The Medical Staff Bylaws and Rules and Regulations shall be periodically reviewed and amendments, thereto, shall be recommended by the Medical Staff for approval by the Board; provided, however, that nothing contained in the Medical Staff Bylaws or in these Bylaws is intended to limit the statutory powers granted to the Board by the Ohio Revised Code.

All privileged practitioners on the Medical Staff shall abide by the Medical Staff Bylaws and the Medical Staff Rules and Regulations.

The President of the Medical Staff shall represent the Medical Staff at meetings of the Board.

Section 2. Appointments.

The Board shall appoint, in numbers not exceeding the institution's needs, privileged practitioners who meet the qualifications for such privileges as set forth in the Medical Staff Bylaws.

All applications for appointments of Medical Staff privileges shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience, and any unfavorable history with regard to licensure and hospital privileges. Institution administration shall verify the authenticity of the applicant's credentials and the appropriateness of the proposed appointment.

All initial appointments and reappointments to the Medical Staff shall be for a period of not more than two years.

The Medical Executive Committee, representing the Medical Staff, shall make recommendations through the President of the Medical Staff to the Board or, if applicable, the Expedited Credentialing Committee, concerning granting of clinical privileges; disciplinary actions; and all matters as may be referred to it by the Board.

All appointments for chairpersons of clinical departments shall be recommended by the Chief Executive Officer and approved by the Board. Duties and responsibilities of the clinical department chairpersons shall be set forth in the Medical Staff Bylaws. Departmental chairpersons shall be required to maintain their qualifications for Medical Staff membership and privileges appropriate to their assignments.

Section 3. Authority and Responsibility for Care.

The Board shall, in its exercise of its overall responsibility, assign to the Medical Staff reasonable authority for ensuring appropriate professional care to the institution's patients.

Each privileged practitioner appointed to the Medical Staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in the Bylaws, Rules and Regulations of the Medical Staff of the institution and subject, further, to any limitations attached to his or her appointment.

Section 4. Evaluation of Care.

The Medical Staff shall conduct an ongoing review and appraisal of the quality of professional care rendered in the institution and shall report such activities and their results to the Board or its authorized committee.

Section 5. Hearings.

When an appointment is not to be renewed, or when privileges have been or are proposed to be reduced, altered, suspended, or terminated, the privileged practitioner involved shall be afforded the opportunity of a hearing and appellate review. Procedures for such hearings and appeals shall be defined in the Medical Staff Bylaws, approved by the Board, and shall ensure due process and afford full opportunity for the presentation of all pertinent information. If the reason for the action is determined to be purely administrative in nature and not involving the individual's medical competence, the Board shall follow its usual personnel policies.

ARTICLE XI: VOLUNTARY ORGANIZATIONS

The Board welcomes the assistance of all voluntary organizations affiliated with the institution to aid in the advancement of the goals and purposes of the institution. All voluntary organizations shall adopt a formal statement of purpose and planned activities either in the form of bylaws, rules and regulations, or other suitable documentation. Such documents and any amendments to these documents shall be submitted to the Board for approval.

ARTICLE XII: AMENDMENTS

These Bylaws of the Board may be amended by affirmative vote of a majority of the total membership of the Board, provided that the text of any such proposed amendments shall have been provided to each member of the Board at least ten days prior to the meeting at which action is to be taken. When action to amend or revise the Bylaws is taken, the date of such amendment or revision shall be noted in an addendum to these Bylaws.

ADDENDA

MISSION STATEMENT

Leading the way to a healthier you and a healthier community through service, teaching, discovery and teamwork.

ADDENDUM

AMENDMENTS AND REVISION TO THE METROHEALTH SYSTEM BYLAWS

Approved: March 2, 1955
Amended: October 28, 1959
Amended: June 18, 1968
Revised: January 22, 1975
Amended: April 23, 1975
Amended: March 23, 1977
Amended: August 23, 1978
Amended: November 24, 1981
Revised: April 25, 1984
Revised: May 29, 1985
Revised: May 25, 1988
Amended: June 29, 1988
Amended: December 20, 1989
Amended: March 27, 1991
Revised: July 28, 1992
Revised: August 25, 1993
Revised: June 29, 1994
Revised: May 29, 1996
Revised: December 2005
Revised: May, 2007
Revised: November, 2007
Amended: August, 2008
Amended: August, 2009
Amended: September, 2011
Amended: June 28, 2017
Revised: March 28, 2018

Approval of Claim Settlement

RESOLUTION 19196

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 Deputy General Counsel of Litigation & Risk;

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. 16-01-0114	\$180,000.00

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. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018