

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – SEPTEMBER 26, 2018**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
Minutes	
Approval of Regular Board Meeting Minutes, July 25, 2018	19220
 CONSENT AGENDA	
Facilities and Space Committee	
Approval to Further Amend the Executive Engineer Services Agreement with Osborn Engineering for Campus Transformation	19221
Approval to Further Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation	19222
Approval of Lease to Establish a Health Center Location	19223
Approval of the Purchase of General Liability and Workers Compensation/Employer’s Liability Insurance Policies for the Campus Transformation Project	19224
Approval of the Purchase of Environmental Liability Insurance for the Campus Transformation Project	19225
Approval of Owners Protective Professional Indemnity Insurance for the Campus Transformation Project	19226
 Legal and Government Relations Committee	
Approval of the Continued Engagement of Strategic Health Care as Consultants for The MetroHealth System’s Federal Government Relations Activities	19227
Approval of the Conflicts of Interest Policy for the Board of Trustees	19228
 Medical Staff	
Approval of Medical Staff Providers Appointments and Actions – September 2018	19229
 Other	
Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation and Set the Guaranteed Maximum Price for Package No. 1	19230
Approval of Transaction Structure for Nonprofit Affiliations	19231
Approval of Affiliation with a Nonprofit Healthcare Provider	19232

Approval of Board Meeting Minutes, July 25, 2018

RESOLUTION 19220

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of July 25, 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 July 25, 2018, as presented.

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

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

Approval to Further Amend the Executive Engineer Services Agreement with
Osborn Engineering for Campus Transformation

RESOLUTION 19221

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement for executive engineer services with Osborn Engineering for the Campus Transformation project (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 further amendment of the agreement with Osborn Engineering to provide additional executive engineering services for the Project. The total fees for this additional work shall not exceed \$4,038,135 for a total amended fee amount not to exceed \$13,245,163 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. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

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

RESOLUTION 19222

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

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 further 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 \$804,729, for a total amended fee amount not to exceed \$31,792,953 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. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

Approval of Lease to Establish a Health Center Location

RESOLUTION 19223

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lease for outpatient clinical operations; and

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

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

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

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

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 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 the Purchase of General Liability and Workers Compensation/Employer's Liability Insurance Policies for the Campus Transformation Project

RESOLUTION 19224

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of General Liability and Workers Compensation/Employer's Liability Insurance; and

WHEREAS, the Board's Facilities & 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 purchase of the General Liability and Workers Compensation/Employer's Liability insurance for the policy period of November 1, 2018 through November 1, 2023 through: (1) a primary policy with Liberty Mutual Insurance Company for a premium not to exceed \$1,916,855 (with limits of \$2,000,000 per occurrence and \$4,000,000 annual aggregate for general liability and \$1,000,000 for worker's compensation/employer's liability); and (2) an excess liability policy(ies) for a premium not to exceed \$1,900,000 (with limits of \$150,000,000), to be paid out of capital funds previously approved through Board Resolution #19088.

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. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

Approval of the Purchase of Environmental Liability
Insurance for the Campus Transformation Project

RESOLUTION 19225

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 Facilities & 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 purchase of Environmental Liability Insurance from Aspen Specialty Insurance Company with limits of \$25,000,000 per incident for a premium not to exceed \$386,250 for policy period November 1, 2018 through November 1, 2023, to be paid out of capital funds previously approved through Board Resolution #19088.

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. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

Approval of Owners Protective Professional Indemnity
Insurance for the Campus Transformation Project

RESOLUTION 19226

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Owners Protective Professional Indemnity Insurance from XL Catlin Insurance Company; and

WHEREAS, the Board's Facilities & 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 purchase of Owners Protective Professional Indemnity Insurance from XL Catlin Insurance Company with limits of \$20,000,000 per incident for a premium not to exceed \$357,000 for policy period November 1, 2018, through December 31, 2023, to be paid out of capital funds previously approved through Board Resolution #19088.

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. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

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

RESOLUTION 19227

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 \$60,000, for the period between September 2018 and December 2018, for a total amount of fees not to exceed \$220,000 plus reasonable out-of-pocket expenses, for the period between September 2016 and December 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. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

Approval of the Conflicts of Interest Policy for the Board of Trustees

RESOLUTION 19228

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 updated Conflicts of Interest Policy for the Board of Trustees.

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

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

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: September 26, 2018



2018 ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT – Board of Trustees

Please review MHS Board Policy Conflicts of Interest thoroughly before answering any questions and submit the completed statement to compliance@metrohealth.org

Your Name: _____	Spouse Name: _____
Title: _____	Employer's Name: _____

Question 1 (Financial Interests)

Do you or any Close Relationⁱ hold any financial interest(s) in an Entityⁱⁱ that does business with or is interested in doing business with The MetroHealth System (MetroHealth) including the Accountable Care Organization?

No – Go to Question 2

Yes, please respond below:

1.1 – Type of financial interest:

- Salary
- Equity interest (e.g., stocks, stock options, real estate interest, ownership interest)
- Other remuneration, please list (e.g., referral fees, honoraria, travel reimbursement, etc.):

1.2 – Current value (or annual income/salary) of the interest:

- I don't know
- Less than \$5,000
- \$5,001 - \$20,000
- \$20,001 - \$50,000
- \$50,001 - \$100,000
- \$100,001 and greater

1.3 - For ownership interests – Percentage of ownership of the interest:

- I don't know
- 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:

Name and city/state of Entity	Name and relationship of (i.e., Self or John Smith – brother)
1.	
2.	
3.	
4.	

Question 2 (Intellectual Property Rights)

Do you or any Close Relation have any intellectual property rights (i.e., patents, copyrights, trademarks, trade secrets, contract rights, etc.) or royalty agreements that could be affected by MetroHealth’s selection of a particular product/vendor?

No – Go to Question 3

Yes, please respond below:

2.1 – Type of intellectual property rights that you/your Close Relation hold:

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

2.2 – Current value of the intellectual property rights:

- I don’t know
- Less than \$5,000
- \$5,000 - \$20,000
- \$20,001 - \$50,000
- \$50,001 - \$100,000
- \$100,001 and greater

2.3 – Detail on Intellectual Property Rights:

Provide a description of the Intellectual Property Rights	Name and relationship of person with Intellectual Property Rights
1.	
2.	
3.	
4.	

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

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 is interested in doing business with MetroHealth?

No – Go to Question 4

Yes, please respond below:

3.1 – Detail on office/position

Provide name and address of the Entity(ies)	Name and relationship of person with office/position
1.	
2.	
3.	
4.	

Question 4 (Gifts or Remuneration)

Have you or any **Close Relation** received gifts, or other remuneration (i.e., services, entertainment or favors) greater than \$10 per item/occasion or in excess of \$75 in the aggregate in the prior calendar year from any individual/organization that does business with or has an interest in doing business with MetroHealth?

No – Go to Section 5

Yes, please respond below:

4.1 – Detail on Gifts or Remuneration

Provide name and address of the person providing the remuneration	Date(s) remuneration received	Nature of remuneration	Estimated value or remuneration
1.			
2.			
3.			
4.			

GOV-0X – Conflicts of Interest

Key Points

- The members of The MetroHealth System (MetroHealth) Board of Trustees (Trustees) owe a duty of loyalty to MetroHealth in all activities affecting MetroHealth.
- The Trustees are committed to avoiding any actual or potential conflicts between any personal interests he/she may have and those interests of MetroHealth or any of its affiliated organizations.
- This policy protects The MetroHealth System’s interest in the context of transactions or arrangements involving the private interest of a Trustee. All Trustees disclose Financial Interests¹ and other activities that may be perceived as a Conflict of Interest.²

Policy

1. General Principles. This policy supplements but does not replace any applicable county, state and federal laws governing Conflicts of Interest applicable to MetroHealth as a public organization. In addition to supporting the general fiduciary duty of Trustees, this policy supports MetroHealth’s compliance with applicable Ethics Laws.
 - 1.1. Fiduciary Duty. Trustees have a fiduciary duty to the organization and Trustees exercise the utmost good faith in all transactions related to their duties for MetroHealth. Trustees do 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 and their personal interest. General principles of fiduciary duty and Ohio law prohibit all Trustees from disclosing or using any confidential information acquired in the course of their official duties.
 - 1.2. Statutory Conflicts of Interest. Trustees are subject to Ohio conflicts of interest and ethics laws, including sections 102.03 and 2921.42 of the Ohio Revised Code.
 - 1.2.1. These statutory conflicts of interest and ethics provisions are complex and require careful evaluation of specific facts and circumstances pertaining to such personal or private interest.
 - 1.2.2. The Ethics laws are criminal statutes and violation of such law could result in serious consequences.
2. Conflicts of Interest. In addition to statutory Conflicts of Interest, Trustees 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 Trustee (directly or through Family Members or Business Associates) has an interest in or other financial arrangement with an entity with which MetroHealth is engaging in a transaction or arrangement.

- 2.1. Specific Prohibitions. Ohio Ethics Laws prohibit a Trustee (or his/her Family Member³ or any Business Associate⁴) from:
 - 2.1.1. Having a private interest in a public contract unless an exception is available;
 - 2.1.2. Using his or her authority or position to secure a public contract;
 - 2.1.3. Using his or her office or position to secure anything of value; or
 - 2.1.4. Soliciting or accepting anything of value.
- 2.2. Voting Restrictions. Any Trustee having a Conflict of Interest should not vote or use his/her personal influence involving MetroHealth business.
- 2.3. Annual Statements. Upon appointment to the Board and annually thereafter, each Trustee submits a Conflict of Interest Disclosure Statement (Disclosure Statement) affirming that he/she:
 - 2.3.1. Received a copy of this Conflicts of Interest Policy,
 - 2.3.2. Completed the Disclosure Statement,
 - 2.3.3. Read and understands the Policy, and
 - 2.3.4. Agrees to comply with the Policy.
- 2.4. Duty to Disclose. A Trustee discloses the existence and nature of his or her personal or private interest in connection with any actual or potential Conflicts of Interest in writing to the Chairperson of the Board of Trustees when he/she becomes aware of a change or reasonably soon after it occurs (within 10 days).
 - 2.4.1. If a Trustee has a potential or actual Conflict of Interest and has not updated her/his Annual Statement, the Trustee discloses the Conflict to the Chief Legal Officer prior to a MetroHealth Board meeting.
 - 2.4.2. The Chair dismisses the Trustee while the remaining Trustees review the disclosure and determine if a Conflict of Interest exists.
 - 2.4.3. The Trustee does not participate in the Board of Trustees meeting while the personal or private interest is discussed and voted upon.
- 2.5. Determining Whether a Conflict of Interest Exists. The Chairperson of the Board refers all actual and potential Conflicts of Interest to the SVP/Chief Ethics and Compliance Officer for review and determination of whether a Conflict exists. The SVP/Chief Ethics and Compliance Officer will consult the Chief Legal Officer regarding the determination of whether a Conflict of Interest exists.
- 2.6. Violations of the Conflicts of Interest Policy. If the Board of Trustees has reasonable cause to believe that a Trustee failed to disclose actual or potential Conflict(s) of Interest, the SVP/Chief Ethics and Compliance Officer informs the Trustee of the basis for such belief and affords the Trustee the opportunity to explain the alleged failure to disclose.
- 2.7. Investigations of failed disclosures. SVP/Chief Ethics and Compliance Officer, in consultation with the Chief Legal Officer, investigates the circumstances regarding the failed disclosure.

If the Board of Trustees determines that the Trustee failed to disclose an actual or potential Conflict of Interest, it takes appropriate corrective action.

2.8. Records of Proceedings. The minutes of the Board of Trustees and all committees with Board of Trustees delegated powers contain:

2.8.1. The names of the persons who disclosed or otherwise were found to have a personal or private interest in connection with an actual or potential 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.

2.8.2. 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.

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

Attachment A

MetroHealth System – Board of Trustees Annual Disclosure Statement

References

ORC 102.03 and 2921.42

¹ Financial Interest means:

- an ownership or investment interest,
- receipt of any compensation (e.g., salary, consulting fees), or
- a fiduciary relationship (e.g., director, officer, trustee) with or without pay,
- receipt of gifts, gratuities or other business courtesies (e.g., meals, entertainment) greater than \$75.

² Conflict of Interest means a financial interest or other activity that compromises or impairs an individual's (A) business judgment, (B) delivery of patient care, (C) loyalty to MHS, or (D) ability to perform his or her responsibilities at MHS.

³ 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.

⁴ 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".

Approval of Medical Staff Providers Appointments and Actions
September 2018

RESOLUTION 19229

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on August 28, 2018. The appointments will then be reviewed and accepted by the Medical Executive Committee on September 14, 2018.

Active

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Abumanneh, David, DDS	Dentistry	Oral Health	8/29/2018
Bell, Erron, MD	Family Medicine		8/29/2018
Brahmbhatt, Ramesh, MD	Medicine	Cardiology	8/29/2018
Constantin, Monica, DMD	Dentistry	Oral Health	8/29/2018
D'Onofrio, Mary, MD	Family Medicine		8/29/2018
Falls, Garietta, MD	Surgery	Vascular Surgery	8/29/2018
Gultekin, Ebru, MD	Pediatrics		8/29/2018
Heintschel, Gregory, DDS	Dentistry	Oral Health	8/29/2018
Karim, Saima, DO	Medicine	Cardiology	8/29/2018
Lee, Adrienne, MD	Orthopaedics	Hand Surgery	8/29/2018
Miller, Brian, MD	Emergency Medicine		9/11/2018
Myers, Brittany, PhD	Psychiatry	Child Psychology	8/29/2018
Murphy, Thomas, MD	Medicine	Endocrinology	8/29/2018
Niu, Bolin, MD	Medicine	Gastroenterology	8/29/2018
Pivato, Erica, DO	Medicine	Internal Medicine	8/29/2018
Saker, Souheir, MD	Pediatrics		8/29/2018
Weinberger, Elisheva, DO	Medicine	Rheumatology	9/1/2018

Associate

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Albright, Consuela, CNP	Pediatrics	Foster Care	8/29/2018
Coffee, Tammy, CNP	Surgery	Trauma/Burn	9/10/2018
Peterson, Corie, CNP	Medicine	Hospital Medicine	8/29/2018
Walsh, Keara, CNP	Geriatrics		8/29/2018

Privileged Non-Member

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Joyce, Steven, DO	Emergency Medicine	Life Flight	8/29/2018
McKee, Bryan, MD	Pediatrics	Critical Care	8/29/2018
Srinivasan, Sankar, MD	Medicine	Hematology/Oncology	8/29/2018

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on August 28, 2018. The Actions will then be reviewed by the Medical Executive Committee on September 14, 2018.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Ali, Andaleeb, MD	Geriatric Medicine		8/31/2018-RL
Begole, Mary, MD	Emergency Medicine		7/27/2018-R
Conrad-Schnetz, Kristen, DO	Surgery	Trauma/Critical Care	8/24/2018-R
Dietrich, Cynthia, MD	Anesthesiology		8/27/2018-RT
Feier, Gabriela, MD	Psychiatry		8/20/2018-R
Foster-Geeter, Sharon, CNP	Internal Medicine		8/23/2018-RL
Kozub, Thomas, CRNA	Anesthesiology		8/1/2018-R
Lee, Eric, MD	Radiology		8/7/2018-R
Rhodes, Carmelita, CNP	Medicine	Hospital Medicine	8/31/2018-R
Tampi, Rajesh, MD	Psychiatry		8/5/2018-R
Treasure, Michelle, MD	Medicine	Hematology/Oncology	8/24/2018-R
Wessler, Danielle, CRNA	Anesthesiology		8/17/2018-R
Wilkes, Jaline, CNP	Family Medicine	Express Care	7/31/2018-R
Wyatt, Christopher, MD	Emergency Medicine		8/20/2018-R

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

ABSTAINED: None

DATE: September 26, 2018

Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation and set the Guaranteed Maximum Price for Package No. 1

RESOLUTION 19230

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement with Turner Construction Company as the Construction Manager at Risk for the Campus Transformation project (the "Project") to set the Guaranteed Maximum Price ("GMP") for Package No. 1 to include demolition of the Southpoint garage, foundation and framing of the Central Utility Plant ("CUP") and New Hospital and certain mechanical and electrical work for the early phases of construction; 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 further amendment of the agreement with Turner Construction Company to provide Project construction services and set the GMP for Package No. 1 of the Project. The total fees for GMP Package No. 1 shall not exceed \$116,456,386 for a total amended agreement amount not to exceed 131,511,525 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. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

Approval of Transaction Structure for Nonprofit Affiliations

RESOLUTION 19231

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System (the “System”) has been presented a recommendation to approve a transaction structure for nonprofit affiliations for the purpose of providing the System options in connection with potential collaborative affiliations with nonprofit health providers, hospitals and health systems.

WHEREAS, the President and Chief Executive Officer and the Chief Legal Officer have reviewed a specific transaction structure that the System may utilize for certain collaborative affiliation arrangements with various nonprofit organizations, the terms of which are more fully described in Attachment A.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the transaction structure for nonprofit affiliations described in Attachment A for the purpose of providing the System options in connection with potential collaborative affiliations with nonprofit health providers, hospitals and health systems.

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

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: September 26, 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 Affiliation with a Nonprofit Healthcare Provider

RESOLUTION 19232

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve an affiliation with a nonprofit healthcare provider (the "Affiliation"); and

WHEREAS, the Board of Trustees has reviewed the recommendation and now recommends its approval.

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

BE IT FURTHER RESOLVED, the Board shall designate, prior to closing, the representatives to serve as the System's designees to collectively act as the Sole Member of the affiliated organization.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer of the System and such other executive officers as he may designate be, and each of them hereby is, authorized to do or cause to be done all such acts or things and to make, execute and deliver or cause to be made, executed and delivered all such agreements, documents, instruments and certificates, in the name of and on behalf of the System or otherwise, as they deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of this resolution and to perform the obligations of the System in connection with the execution of the agreements described in this resolution.

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

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: September 26, 2018

Attachment A

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