

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

<b><u>RESOLUTION DESCRIPTION</u></b>	<b><u>RESOLUTION NO.</u></b>
<b>Minutes</b>	
Approval of Regular Board Meeting Minutes, October 24, 2018	19240
<b>Approval of 2019 Schedule of Regular Board Meetings of The MetroHealth System</b>	19241
 <b>CONSENT AGENDA</b>	
<b>Facilities and Space Committee</b>	
Approval to Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation	19242
Approval to Amend the Construction Manager as Constructor Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation	19243
Approval of the Purchase of Builder’s Risk Insurance for the Campus Transformation Project	19244
Approval of Leases to Establish Clinical Service Locations	19245
<b>Medical Staff</b>	
Approval of Medical Staff Providers Appointments and Actions – November 2018	19246
 <b>Other</b>	
Approval of the Engagement of Cain Brothers as Consultant for the System’s Continuing Care Activities	19247
Approval of the Engagement of Alston & Bird as Consultants for the System’s Federal Government Relations Activities	19248
Approval of Certain Capital Improvements and Purchases	19249
Approval of the Purchase of Certain Liability Insurance Policies for The MetroHealth System	19250
Approval of the Purchase of Liability Insurance Policies for The MetroHealth System	19251
Approval of Terms of Transaction Structure for MetroHealth Participation in Nonprofit Affiliations	19252

Approval of Board Meeting Minutes, October 24, 2018

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RESOLUTION 19240

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of October 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 approve the Minutes of the Regular Meeting of October 24, 2018, as presented.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

Approval of 2019 Schedule of Regular Board Meetings of The MetroHealth System

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RESOLUTION 19241

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2019; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves as written the proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2019, and this schedule is hereby made part of this Resolution as though fully herein rewritten as an addendum hereto.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

# The MetroHealth System Board of Trustees

## 2019 Schedule of Meetings

	<b>Finance Committee Third Wednesday 8:00-10:00</b>	<b>Community Engagement Committee Third Wednesday 10:00-11:30</b>	<b>Patient Experience Committee Second Wednesday 4:00-5:30</b>	<b>Quality &amp; Safety Committee Second Wednesday 12:00-2:00</b>	<b>Diversity Committee Second Wednesday 2:00-4:00</b>	<b>Nominating Committee Second Wednesday 12:00-12:30</b>	<b>Legal &amp; Government Relations Committee Second Wednesday 12:30-2:00</b>	<b>Audit Committee Second Wednesday 2:00-4:00</b>	<b>Facilities &amp; Space Committee Fourth Monday 4:00-6:00</b>	<b>Executive-Personnel Committee Fourth Wednesday 8:00-10:00</b>	<b>Board Meeting Fourth Wednesday 8:00-10:00</b>
January	January 16	January 16									January 23
February			February 13	February 13	February 13					February 27	
March						March 13	March 13	March 20*	March 25		March 27
April	April 17	April 17								April 24	
May			May 8	May 8	May 8				May 20***		May 22
June							June 12	June 12		June 26	
July	July 17	July 17							July 22		July 24
August			August 14	August 14	August 14					August 28	
September							September 11	September 11	September 23		September 25
October	October 16	October 16									October 23
November			November 13	November 13	November 13				November 25		November 27
December							December 11	December 11		December 18**	

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

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

\*\*\*Facilities & Space Committee- Moved to 3rd Monday of the Month in May (Memorial Day on the 4th Monday)

**Note: Facilities & Space Committee meets on November 25 and Board of Trustees Meet on November 27; these are the days right before Thanksgiving on November 28, 2019.**

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

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RESOLUTION 19242

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 \$63,200, for a total amended fee amount not to exceed \$31,856,153, 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, Mr. Moss,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

Approval to Amend the Construction Manager as Constructor Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation

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RESOLUTION 19243

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for Construction Manager as Constructor with Turner Construction Company as the Construction Manager at Risk for the Campus Transformation project (the "Project"); 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 amendment of the agreement with Turner Construction Company to provide additional pre-construction services to support the Design Assist requirements for the Project. The total fees for this additional work shall not exceed \$130,490 for a total amended fee amount not to exceed \$131,642,015 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, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

Approval of the Purchase of Builder's Risk  
Insurance for the Campus Transformation Project

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RESOLUTION 19244

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Builder's Risk Insurance from AIG 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 Builder's Risk insurance from AIG Insurance Company with total policy limits of \$533,455,144 with a deductible of \$25,000 over a policy period of January 2, 2019 through December 21, 2023 for a premium not to exceed \$737,675, 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. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

Approval of Leases to Establish Clinical Service Locations

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RESOLUTION 19245

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve three leases for clinical service locations; 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 three leases 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. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 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 Medical Staff Providers Appointments and Actions  
November 2018

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RESOLUTION 19246

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

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
*Gunawardena, Diyana, MD	Medicine	Cardiology	10/26/2018
Gyulai, Ferenc, MD	Anesthesiology		10/31/2018
Loeffler, Agnes, MD	Pathology		10/31/2018
Reddy, Deven, MD	Neurosurgery		10/31/2018
Tamaskar, Ila, MD	Medicine	Hematology/Oncology	10/31/2018
Yankevich, Uliyana, MD	Radiology		10/31/2018

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Kurtz, Jessica, CNP	Otolaryngology		10/31/2018
Ogilby, Rachel, CNS	Medicine	Cardiology	10/31/2018

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Altemara, Dante, PA-C	Surgery	Cardiothoracic	10/31/2018
*Iocono, Joseph, MD	Pediatrics	Pediatric Surgery	10/26/2018
Swope, David, MD	Radiology		10/31/2018
Walton, Kyle, PA-C	Surgery	Cardiothoracic	10/31/2018
Vogelius, Esben, MD	Radiology		10/31/2018

\*Approved through Expedited Review Process

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

**Resignations**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Dang, Anna, DO	Family Medicine	Express Care	9/27/2018-R
Ghasia, Fatema, MD	Surgery	Ophthalmology	10/25/2018-R
Kreiger, Andrea, MD	Emergency Medicine		10/26/2018-RL
Lewandowski, Aaron, MD	Emergency Medicine		10/31/2018-RL
Mamoun, Ihsan, MD	Radiology		9/27/2018-R
Mueller, Margaret, CNP	Family Medicine	Express Care	9/27/2018-R
Nachand, Douglas, MD	Radiology		10/22/2018-R
Raina, Rupesh, MD	Pediatrics	Express Care	9/27/2018-R
Swarup, Namita, MD	Pediatrics		10/15/2018-R
Tandon, Yasmeen, MD	Radiology		10/22/2018-R

**Failure to Reappoint**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Carrol, Anne, MD	Emergency Medicine	CDU	10/15/2018-R
Chamakuri, Sudarshan, PhD	Medicine	Radiation Oncology	10/15/2018-R
Dalton, Meredith, PA-C	Surgery	Cardiothoracic	10/15/2018-R
Damico, Beverly, OT	PM&R		10/15/2018-R
Graham, Bruce, DO	Emergency Medicine		10/15/2018-R
Kaelber, Kristin, MD	Emergency Medicine		10/15/2018-R
Stein, Robert, MD	Pediatrics	Pediatric Urology	10/15/2018-R
Williams, Frank, DDS	Dental Medicine		10/15/2018-R
Zahler, Stacey, DO	Pediatrics	Pediatric Hem/Onc	10/15/2018-R

**Return from Leave of Absence**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Return Date</i>
Sivak, Edward, MD	Medicine	Pulmonary	10/31/2018

**Department Change**

<i>Name</i>	<i>Department From</i>	<i>Department To</i>	<i>Effective Date</i>
Effron, Jaclyn, CNP	Express Care	Dermatology	10/29/2018

**Category Change**

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Effective Date</i>
Onimoe, Grace, MD	Privileged Non-Member	Active	10/31/2018

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

Approval of the Engagement of Cain Brothers  
as Consultant for the System's Continuing Care Activities

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RESOLUTION 19247

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Cain Brothers as the System's consultants for continuing care activities; and

WHEREAS, the Board of Trustees 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 Cain Brothers as consultants for the System's continuing care activities, for total costs not to exceed \$600,000, plus reasonable out-of-pocket expenses, and over a period not to exceed 24 months, to be paid out of general operating funds.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

Approval of the Engagement of Alston & Bird as Consultants for  
the System's Federal Government Relations Activities

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RESOLUTION 19248

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Alston & Bird as consultants for the System's federal government relations activities; and

WHEREAS, the Board of Trustees 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 Alston & Bird as professional consultants for the System's federal government relations activities, for total costs not to exceed \$360,000, plus reasonable out-of-pocket expenses, over a period not to exceed 24 months, to be paid out of general operating funds.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

Approval of Certain Capital Improvements and Purchases

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RESOLUTION 19249

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for certain capital improvements and purchases; and

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

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves certain capital improvements and purchases, for the items, purposes, and aggregate costs as detailed in Attachment A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Attachment A.

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

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

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

	<b>Description</b>	<b>Aggregate Cost</b>	<b>Funding Source</b>	<b>Background</b>
1.	Incubator Imaging System	\$120,000	The MetroHealth Foundation (#2308017001 & 2308017041)	System allows researchers to study behaviors in cancer cell growth and metastasis.

<b>TOTAL</b>		\$120,000		
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Approval of the Purchase of Certain Liability Insurance Policies  
for The MetroHealth System

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RESOLUTION 19250

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to purchase certain liability insurance policies; and

WHEREAS, the Board of Trustees of The MetroHealth 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 certain liability insurance policies, 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. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moss,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

## **Attachment A**

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Approval of the Purchase of Liability Insurance Policies  
for The MetroHealth System

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RESOLUTION 19251

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to purchase professional and general liability insurance policies for the medical operations at the Cuyahoga County Jail; and

WHEREAS, the Board of Trustees of The MetroHealth 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 following professional and general liability insurance policies for the jail medical operations:

<b>Line of Coverage</b>	<b>Carrier</b>	<b>Deductible/ SIR</b>	<b>Limits</b>	<b>Premium</b>
Professional Liability	Lloyd's of London	Up to \$75,000 deductible per claim plus an inner aggregate deductible of up to \$150,000 per claim with a \$450,000 annual aggregate	\$ 3MM per claim; \$ 5MM aggregate	not to exceed \$315,000
General Liability	Lloyd's of London		\$ 1MM per claim; \$ 3MM aggregate	

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 28, 2018

Approval of Terms of Transaction Structure for MetroHealth Participation in Nonprofit Affiliations

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RESOLUTION 19252

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System (the “System”) previously approved 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 further specific terms for the previously approved 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 and are recommending approval of these terms.

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.

BE IT FURTHER RESOLVED, consistent with the foregoing approval the Board hereby authorizes and directs the President and Chief Executive Officer, together with the Senior Vice President and Chief Legal Officer, to prepare such documentation necessary to implement the structure and terms as described in Attachment A, the execution thereof by the President and Chief Executive Officer to be conclusive evidence that such documents are authorized by the Board.

BE IT FURTHER RESOLVED, in approving this structure and terms, the Board hereby designates the two members of the Board identified below and the President and Chief Executive Officer of the System to serve as the Trustees of the Trust identified in Attachment A and, in acting as such, to serve in that capacity in accordance with their official positions with the System and to represent the interests of the System at all times in serving as Trustees of the Trust.

BE IT FURTHER RESOLVED, any action taken by the System and its officers for and on its behalf in connection with the structure described in Attachment A or the transactions referenced in these resolutions whether heretofore done or performed, which are in conformity with the intent and purpose of these resolutions, is hereby approved, ratified and confirmed in all respects.

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 purpose and intent of the foregoing resolutions and to perform the obligations of the System in connection with the execution of the agreements described in these resolutions and/or the organization of the Trust.

BE IT FURTHER RESOLVED, the structure and terms provided for in Attachment A shall apply to MetroHealth's previously approved transaction with Recovery Resources.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 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.