

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – MARCH 27, 2019**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
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Approval of Board Meeting Minutes, January 23, 2019

RESOLUTION 19264

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of January 23, 2019, 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 January 23, 2019, as presented.

AYES: Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

New Trustee for The MetroHealth System
Board of Trustees

* * * * *

RESOLUTION 19265

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

WHEREAS, MetroHealth has been advised that the Appointing Authority's appointment of a new Trustee, John M. Hairston, Jr. to be effective January 22, 2019; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees hereby accepts the appointment of John M. Hairston, Jr. and acknowledge and recognize his status as a member of this Board as of the effective date and for the term provided in the documentation provided by the Appointing Authority to MetroHealth.

AYES: Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval and Acceptance of the 2018 Audit Report Prepared by RSM

RESOLUTION 19266

WHEREAS, the System's independent auditors, RSM, have prepared and presented to the Audit and Compliance Committee their 2018 Audit Report for the System's annual financial statements for the year ended December 31, 2018;

WHEREAS, RSWM reviewed their Report with the Audit and Compliance Committee and discuss the conduct and scope of the audit and their work with management of the System.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve and accept the 2018 Audit Report prepared by RSM for the System's annual financial statements for the year ended December 31, 2018.

AYES: Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of the Continued Engagement of Kaufman Hall
as the System's Financial Advisor for Transformation

RESOLUTION 19267

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued on-going engagement of Kaufman Hall as the System's Financial Advisor for Transformation; 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 the continued on-going engagement of Kaufman Hall as the System's Financial Advisor for Transformation, for the purpose of providing financial planning, advice and guidance related to Transformation throughout 2019, for total aggregate fees not to exceed \$370,000 plus reasonable out-of-pocket expenses, 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of the Purchase of Certain Capital Equipment

RESOLUTION 19268

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of certain capital equipment as listed in Exhibit A; and

WHEREAS, the Audit Committee of 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 purchase of certain capital equipment as listed in Exhibit A, for costs not to exceed the amounts shown, to be paid out of available capital funds.

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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

EXHIBIT A

	Item Description	Amount
	Endoscopes Instruments and Kits	\$2,700,000
	Disaster Recovery & Continuity of Operations Program	\$1,900,000

Approval of Certain Core Terms of a Collective Bargaining Agreement With
AFSCME Local 3360, Ohio Council 8

RESOLUTION 19269

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for approval of certain core terms for a three-year Collective Bargaining Agreement between MetroHealth and AFSCME Local 3360, Ohio Council 8; 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 core terms for a three-year Collective Bargaining Agreement between MetroHealth and AFSCME Local 3360, Ohio Council 8 for the purpose of finalizing negotiations and executing contract documents. The core terms are set forth in Attachment A.

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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Attachment A

Core Terms for a Three-Year Collective Bargaining Agreement between The MetroHealth System and AFSCME Local 3360, Ohio Council 8

Economic Terms

- Wages: 2019 = at least 2% (as some special adjustments in 2019 are more than 2%)
2020 = 2.5% for grades/steps that did not receive special adjustments in 2019
2021 = 2% for all grades/steps
- Minimum wage raised to \$15.00. Certain steps in wage grades 1-13 will receive special adjustments in 2019 to reflect new minimum wage and maintain variance between steps.
- New, streamlined wage step chart with elimination of Year 1 and Year 3 wage steps.
- Healthcare/Insurance:
 1. Effective in 2nd year (Jan. 1, 2020) – New plan design will be implemented with no point-of-service charges, including elimination of all deductibles, coinsurance, and copays.
 2. New bi-weekly premium rates for the various tiers will be as follows, which represent more equitable cost-sharing across the tiers:

	Existing per-pay premium rate, which will continue for 2019	Premium change effective 1/1/20, which will apply through 2021
Single	\$70	\$80
Ee + spouse	\$100	\$135
Ee + children	\$95	\$120
Family	\$110	\$160

- Other Core Economic Terms:
 1. *AFSCME Care Plan*: To reduce significant “overage” charges that MetroHealth pays, employees on the AFSCME Care Plan will be required to purchase all specialty drugs at MetroHealth pharmacies.
 2. *MetroHealthy wellness incentive*: During the three-year agreement, MetroHealth agrees to maintain a wellness incentive program. For the 2020 incentive (which will be based on wellness activities completed in 2019), incentive amounts will be available at \$200/\$600/\$800 levels for employee activities, with additional \$100/\$200/\$300 incentive levels available for wellness activities of an employee’s spouse/child(ren).
 3. *Union Vice President paid release time*: To better accommodate increased demand for representation and to give the Union further opportunity to recruit needed stewards, the paid “release” time of the Union Vice President will be increased temporarily, to 28 hours per week from the current 20 hours/week. Management will reevaluate this increase after one year and may cease the increase.

Operational Terms

- To ensure that only qualified individuals who have demonstrated success are able to move to other positions across the System based on union seniority, position transfers are restricted where employees have a significant disciplinary history, as well as where employees have been in their position for less than fifteen months (except for certain promotional opportunities).
- Numerous operational efficiencies and improvements in processes regarding MetroHealth's reporting obligations to the Union, job postings, effectuating schedule changes to accommodate employee education, lateral transfers, bidding on promotional opportunities, assigning employees to cover at off-site locations, layoff/recall processes, employee discipline, and grievance processes.
- Various committee arrangements by which the Union and MetroHealth can examine the Union's ongoing concerns about the use of non-bargaining unit workers and part-time employees.

Acceptance of the 2018 Results Compared to the 2018 Plan Measures and Goals and Acceptance of Achievements of Goals for the Performance Based Variable Compensation Program

RESOLUTION 19270

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 2018;

WHEREAS, the Audit Committee of the Board of Trustees of The MetroHealth System has recommended that the Board of Trustees accept and acknowledge the System’s 2018 results as compared with the 2018 metrics and the achievement of the goals for the 2018 Performance Based Variable Compensation Program; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System’s 2018 performance results as compared to the 2018 Plan Measures and Goals previously adopted by the Board; and

BE IT FURTHER RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System’s 2018 performance results as compared to the 2018 Plan Measures and Goals previously adopted by the Board, as verified by the final 2018 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

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 Continued Engagement of Upshur Street Consulting
as Consultants for the System

RESOLUTION 19271

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued on-going engagement of Upshur Street Consulting as consultants for the System's Medicaid and 340B government relations activities; 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 the continued on-going engagement of Upshur Street Consulting as consultants for the System's Medicaid and 340B government relations activities for the period between April 2019 – April 2021 for costs not to exceed an additional \$240,000, for a total amount of fees not to exceed \$490,000, plus reasonable out-of-pocket expenses, 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of a Commitment of Funds to Assist in the Establishment of a
Cuyahoga County Mental Health Diversion Facility

RESOLUTION 19272

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to authorize and approve a commitment of \$1,000,000, to be paid in \$200,000 yearly installments for the next five years, to assist in the establishment of a Cuyahoga County Mental Health Diversion Facility, to be paid from general operating funds; 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 authorizes and approves a commitment of \$1,000,000, to be paid in \$200,000 yearly installments for the next five years to assist in the establishment of a Cuyahoga County Mental Health Diversion Facility, to be paid from 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

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

RESOLUTION 19273

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").

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 amendment of the agreement with Turner Construction Company to provide additional construction services to support the View Road Improvements and additional trade resources required for the Project. The total fees for this additional scope of work shall not exceed \$4,196,285 for a total amended fee amount not to exceed \$135,838,300 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

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

RESOLUTION 19274

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").

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 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 \$1,060,000, for a total amended fee amount not to exceed \$32,969,453 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

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

RESOLUTION 19275

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 GEN-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 GEN-88, for services to be provided during the period of April 1, 2019, through April 30, 2020, 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Exhibit A

2019

PRE-AUTHORIZED QUALIFIED PROFESSIONAL SERVICE FIRMS

Architectural / Engineering

Bostwick Design Partnership
CBLH Design, Inc.
DS Architecture
GPD Group
H.F. Lenz Company
Hasenstab Architects, Inc.
Heapy Engineering
HSB Architects Inc.
IKM Architecture
LaBella Associates
Makovich & Pusti Architects, Inc.
McHenry & Associates, Inc.
Moody Nolan, Inc.
Osborn Engineering
Perspectus Architecture
Poulos + Schmid Design Group, Inc.
R.E. Warner & Associates, Inc.
R.K. Levitz LLC
Stantec
TC Architects
Tec Inc. Engineering & Design
TEG Architects
Van Auken Akins Architects LLC

Specialty Services

DESMAN INC.
ACER Environmental, Inc.
DERU Landscape Architecture
EA Group
Euthenics, Inc.
Fulton & Associates Balance Company
Gosselin/Martin Associates
Hill International, Inc.
Industrial First, Inc.
Intertek-PSI
Kahoe Air Balance Company
Konsentriks, LLC
Life Safety Enterprises Inc.
M.W. Holmes Construction, Inc.
Mid-Continent Construction
NV5, Inc.
Regency Construction Services, Inc
Richards
Robert P. Madison International, Inc.
RPA
Terracon Consultants, Inc.
Wiss, Janney, Elstner Associates, Inc.

Approval of Sublease to Establish Ambulance Garage Space

RESOLUTION 19276

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a sublease for ambulance garage space; 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 sublease 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Attachment A

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Approval of Lease for Space Located in Cleveland, Ohio

RESOLUTION 19277

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lease for space in Cleveland; 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 for 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Attachment A

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Approval to Amend the Geotechnical Investigation/Engineering Consulting Services Agreement with Intertek-Professional Services Industries, Inc. for the Campus Transformation

RESOLUTION 19278

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for Geotechnical Investigation/Engineering Consultant with Intertek-Professional Services Industries, Inc. (PSI) 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 amendment of the agreement with PSI to provide additional geotechnical engineering consultant services to support the Project. The total fees for this additional scope of work shall not exceed \$175,000.00 for a total amended fee amount not to exceed \$201,554.00 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of the Observance of National Nurses Week, May 6, 2019, through May 10, 2019

RESOLUTION 19279

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the observance of National Nurses Week, May 6, 2019, through May 10, 2019; 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 6, 2019, through May 10, 2019, 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of Medical Staff Providers Appointments, Actions and Reappointments
January/February/March 2019

RESOLUTION 19280

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on January 29, 2019. The appointments will then be reviewed and accepted by the Medical Executive Committee on February 8, 2019.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Brizendine, Donald, DO	Emergency Medicine		1/30/2019
Sweeney, Sarah, MD	Family Medicine		1/30/2019

Bioscientific

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Fisher, Ryan, PhD	Radiology		1/7/2019
Wilson, James, DO	PM&R		1/30/2019

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Bartko, Theresa, LPCC	Psychiatry		1/30/2019
Behrman, Lynne, LISW-S	Psychiatry		1/30/2019
Bowes, Debra, CNP	Family Medicine	Express Care	1/30/2019
Clay, Shellie, CNP	Geriatric Medicine		1/30/2019
Clegg, Kathleen, MD	Psychiatry		1/30/2019
Couture, Christine, LISW-S	Psychiatry		1/30/2019
Culp, Megan, LPCC	Psychiatry		1/30/2019
Dealexandro, Michaella, LISW-S	Psychiatry		1/30/2019
Delos Reyes, Christina, MD	Psychiatry		1/30/2019
Freese, Brittany, LISW-S	Psychiatry		1/30/2019
French, Amanda, LPCC	Psychiatry		1/30/2019
Gray, Lottie, LISW-S	Psychiatry		1/30/2019
Hernandez, R. Aileen, MD	Psychiatry		1/30/2019
Holt, Kenneth, LISW	Psychiatry		1/30/2019
Hutchings, Karen, LPCC	Psychiatry		1/30/2019
Joyce, Jason, LPCC	Psychiatry		1/30/2019
Kershaw, Lindsey, CNP	Psychiatry		1/30/2019
Krisko, Kristine, LISW-S	Psychiatry		1/30/2019
Martin, Scott, MD	Psychiatry		1/30/2019
Matthews, Arnetta, LPCC	Psychiatry		1/30/2019
Pas-Jensen, Jade, LISW-S	Psychiatry		1/30/2019
Sallouha, Jenin, PA-C	Surgery	Cardiothoracic	1/30/2019
Testa, Megan, MD	Psychiatry		1/30/2019
Tilbert, Erin, LPCC	Psychiatry		1/30/2019
White, Mary, LISW	Psychiatry		1/30/2019
Wright, Christina, MD	Neurosurgery		1/30/2019

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on January 29, 2019. The Actions will then be reviewed by the Medical Executive Committee on February 8, 2019.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Bahntge, Michael, MD	Neurology		1/14/2019-R
Blanton, Joshua, MD	Emergency Medicine		1/11/2019-R
Gifford, Susan, MD	Medicine	Internal Medicine	1/4/2019-R
Goyal, Supriya, MD	Surgery	Ophthalmology	12/28/2018-RL
Howard, Alexandria, MD	Family Medicine		12/5/2018-R
Fundzak Monica, CNP	Pediatrics	Neonatology	1/17/2019-R
Novince, Ryan, MD	Medicine	Internal Medicine	12/31/2018-R
Strus, Maria, MD	Emergency Medicine		1/17/2019-R
Tracy, Christine, MD	Pediatrics	Cardiology	1/11/2019-R
Wolfe, M. Michael, MD	Medicine	Gastroenterology	1/11/2019-RT
Yang, Yisheng, MD	Medicine	Research	12/30/2018-R

Category Change

<i>Name</i>	<i>Category Change</i>	<i>Effective Date</i>
Duran Castillo, Marina, MD	Active to Privileged Non Member	1/7/2019
Prescott, Jeffrey, MD	Privileged Non Member to Active	1/1/2019
Shalodi, Abdelwahab, MD	Active to Emeritus	2/1/2019

Additional Clinical Privileges

<i>Name</i>	<i>Privileges</i>	<i>Effective Date</i>
Di Lorenzo, Rodica, MD	Add Chemotherapy for Neuro-Oncological Patients	1/21/2019
Duran Castillo, Marina, MD	Add Emergency Medicine privileges	1/7/2019
Lally, Anne, DO	Add Life Flight privileges	1/28/2019

Department Change

<i>Name</i>	<i>Department From</i>	<i>Department To</i>	<i>Effective Date</i>
Pagel, Shauna, CNP	Family Medicine	OB/GYN	1/7/2019

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 26, 2019. The appointments will then be reviewed and accepted by the Medical Executive Committee on March 8, 2019.

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Hickman, Jatonne, CNP	Medicine	Hospital Medicine	2/27/2019
Loejos, Anastasia, CNP	Medicine	Hospital Medicine	2/27/2019
Mbure, Judy, CNP	Psychiatry	Correctional Medicine	2/27/2019
Nikolenko, Zoya, CRNA	Anesthesiology		2/27/2019
Passafiume, Erin, CNP	Family Medicine		2/27/2019
Richardson, Jennifer, PA-C	Surgery	Trauma/Critical Care	2/27/2019
Wenger, Vanessa, PA-C	Neurosurgery		2/27/2019

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Eckhauser, Christine, MD	Radiology		2/27/2019
Grabowski, Matthew, MD	Neurosurgery		2/27/2019
Hughes, James, PA-C	Anesthesiology	PSE	2/27/2019
Otvos, Balint, MD	Neurosurgery		2/27/2019
Sims, Jeffrey, CNP	Psychiatry		2/27/2019
Webb, Jennifer, MD	Medicine	Radiation Oncology	2/27/2019

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on February 26, 2019. The Actions will then be reviewed by the Medical Executive Committee on March 8, 2019.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Foley, Kimberly, CNP	Family Medicine		2/1/2019-R
Gullett, Travis, MD	Emergency Medicine		2/28/2019-R
Hanrahan, Jennifer, MD	Medicine	Infectious Disease	2/25/2019-R
Malec, Melanie, MD	Family Medicine		2/22/2019-R
Maqsood, Syeda, MD	Pediatrics	Research	2/11/2019-R

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

March 2019 Reappointment List 03/15/2018-03/15/2021

Last Name	First Name	Degree	Department	Division
Abramovich	Caroline	MD	Pathology	
Ackerman Werner	Stephani	AuD.CCC-A, FAAA	Otolaryngology	Audiology
Ahmad	Subhan	MD	Medicine	Hospital Medicine
Ahuja	Payal	MD	Family Medicine	Express
Akhrass	Rami	MD	Surgery	Cardiothoracic
Alexander	Christine	MD	Family Medicine	
Al-Mashni	Laith	DDS	Dental Medicine	Oral Health
Anderson	Peter	MD, Ph.D	Pediatrics	Pediatric Hematology/Oncology
Aneja	Ashish	MD	Medicine	Cardiology
Antonelli	Maria	MD	Medicine	Rheumatology
Arbelaez	Allysen	PA-C	Surgery	Trauma/Burn/Critical Care
Arora	Kavita	MD, MBE	OB/Gyn	
Aung	Ngu	MD	Psychiatry	
Bala	Elisa	MD, MSc	Surgery	Ophthalmology
Baltes	Matthew	DO	Family Medicine	
Bauer	Alison	MD	OB/Gyn	
Baughman	William	MD	Radiology	
Beachy	Rochele	MD	Family Medicine	
Becker	Jeffery	MD	Medicine	Hospital Medicine
Belding	Jonathan	MD	Orthopaedics	
Bement	Sarah	MD	Pediatrics	
Bennett	Lauren	PA-C	Dermatology	
Benuska	Sarah	Ph.D	Psychiatry	
Beytas	Erol	MD	Radiology	
Blaker	Kristen	MD	Surgery	Surgery General
Boss	Joseph	MD	Surgery	Ophthalmology
Boudreau	Monique	PT	Physical Med & Rehab	
Boyko	Christine	DO	Family Medicine	Express
Breedlove	Kristen	PA-C	Pediatrics	Pediatric Surgery
Brown	Susan	MD	Emergency Medicine	
Burns	Sara	APRN-CNP	Family Medicine	Express
Caballero	Ludy	APRN-CNP	Family Medicine	Express
Calderon	Amy	DO, PharmD	Medicine	Gastroenterology
Caril	Sarah	MD	OB/Gyn	
Carter	John	MD	Medicine	Pulmonary
Carter	Melissa	AuD.CCC-A	Otolaryngology	Audiology
Cater	Grace	MD	Medicine	Cardiology
Chagin	Daniel	MD	Family Medicine	
Chien	Edward	MD	OB/Gyn	Maternal/Fetal Medicine
Chiong	Ignacio	MD	Radiology	
Chotikanatis	Kobkul	MD	Pediatrics	Allergy/Immunology
Chrisman-Khawam	Leanne	MD	Family Medicine	
Ciocca	Rocco	MD	Surgery	Surgery Vascular
Claridge	Jeffrey	MD	Surgery	Trauma/Burn/Critical Care
Clark	Gary	MD, MMM, CPE	Physical Med & Rehab	
Clemow	Christina	DO	Radiology	
Clemow	Justin	DMD, MD	Dental Medicine	Oral & Maxillofacial Surgery
Combs	Meaghan	MD, MPH	Family Medicine	
Como	John	MD, MPH	Surgery	Trauma/Burn/Critical Care
Conjeevaram Selvakumar	Praveen Kumar	MD	Pediatrics	Pediatric Gastroenterology
Copeland	Joi	DDS	Dental Medicine	Oral Health
Cornachione	Kelly	OT	Physical Med & Rehab	
Cotturo	Kerrie	CCP	Surgery	Cardiothoracic
Creamer	Johnbuck	MD	Medicine	Hospital Medicine
Crowe	David	MD	Dermatology	
Cui	Lixin	MD, Ph.D	Physical Med & Rehab	
Cusack	Shannon	LISW-S	Psychiatry	Social Work
Cutler	Nathan	MD	Surgery	Ophthalmology

Dahan	Isaac	MD	Radiology	
D'Ambrosio	Melissa	PA-C	Family Medicine	Express
Daneshgari	Firouz	MD, MBA	Surgery	Urology
Danko	Ihor	DDS	Dental Medicine	Oral & Maxillofacial Surgery
Daprano	Joseph	MD	Medicine/Pediatrics	
Davis	Katherine	MD	Family Medicine	
Dejoy	Samuel	MD	Anesthesiology	
Deming	Nicole	JD	Medicine	Research
Deschenes	Isabelle	Ph.D	Medicine	Research
Dhingra	Jagmeet	MD	Medicine	Nephrology
Diaz	Alberto	MD	Medicine	Cardiology
Dietz	Michelle	MD	Geriatric Medicine	
Dimarco	Anthony	MD	Physical Med & Rehab	
DiSano	Katherine	MD	Dermatology	
Dodge	Emily	MD	Emergency Medicine	
Dong-Kondas	Julie	MD	Dermatology	
Downes	Sean	MD	Family Medicine	
Dusky	April	APRN-CNP	Neurosurgery	
Elias	Michael	CAA	Anesthesiology	
Erminy	Victor	DDS	Dental Medicine	Oral Health
Escovar	Daniel	DDS	Dental Medicine	Oral Health
Farhat	Naim	MD	Medicine	Cardiology
Fass	Shira	Ph.D	Psychiatry	
Fernandez	Michelle	LISW-S	Psychiatry	Social Work
Finton	Paula	MD	Medicine	Internal Medicine
Fitzgerald	Elaine	MD	Pediatrics	
Forde	Wayne	MD	Family Medicine	
Frantz	Martin	MD	Family Medicine	
Fraser	Felicia	Ph.D	Physical Med & Rehab	Rehabilitation Psychology
Friedman	Darci	MD	Medicine	Internal Medicine
Frommelt	Jonathan	MD	Emergency Medicine	
Gatherwright	James	MD	Surgery	Surgery Plastic
Gelehrter	George	MD	Medicine	Palliative Care
Gemechu	Fassil	MD	Geriatric Medicine	
Ghuri	Abdulla	MD	Pediatrics	
Gill	Inderjit	MD	Surgery	Cardiothoracic
Goldblatt	Eric	MD	Emergency Medicine	Life Flight
Gopal	Lauren	DO	Medicine/Pediatrics	
Gordon	Deborah	APRN-CNP	Family Medicine	Correctional Medicine
Grady	Angela	DPM	Orthopaedics	Podiatry
Gregory	Jolee	MD	Medicine/Pediatrics	Express
Griggs	Jessica	DO	Family Medicine	
Grimes	Kevin	MD	Surgery	Surgery General
Groh-Wargo	Sharon	Ph.D	Pediatrics	Neonatology
Grossman	Jonah	MD	Neurosurgery	
Gunzler	Douglas	Ph.D	Medicine	Research
Gurley	Diana	Ph.D	Psychiatry	
Haddad	Maryanne	DO	Medicine	Internal Medicine
Hanna-Mitchell	Ann	Ph.D	Surgery	Research
Hansen	Kristine	MS	Physical Med & Rehab	
Harders	Maureen	MD	Anesthesiology	
Harrington	Michael	MD	Medicine	Palliative Care
Hecker	Michelle	MD	Medicine	Infectious Disease
Hirokawa	Rie	MD	Family Medicine	
Hirschfeld	Adam	MD	Orthopaedics	
Hodgson	John	MD	Medicine	Cardiology
Hogan	Elizabeth	CGC	Pediatrics	
Holman	Lainie	MD	Physical Med & Rehab	
Horwath	Ewald	MD	Psychiatry	
Horwitz	Edward	MD	Medicine	Nephrology
Houser	Steven	MD	Otolaryngology	
Hoxha	Alma	MD	Anesthesiology	
Huml	Anne	MD	Medicine	Nephrology

Jaworsky	Christine	MD	Dermatology	
Johnson	Freedom	MD	Otolaryngology	
Kapur	Rahi	MD	Emergency Medicine	
Karp	Roger	DDS	Dental Medicine	Oral Health
Kathpalia	Ankita	DDS	Dental Medicine	Oral Health
Kauffman	Erick	MD	Family Medicine	
Kaufman	Bram	MD	Surgery	Surgery Plastic
Kekic	Katy	LISW-S	Psychiatry	Social Work
Kelly	Ellen	PA-C	Neurosurgery	
Kelly	Michael	MD	Neurosurgery	
Kennen	James	DO	Radiology	
Khowaja	Tabassum	MD	Radiology	
Khurana	Swapnil	MD	Psychiatry	
Kim	Chang	MD	Medicine	Hospital Medicine
Kish	Louis	MD	Dermatology	
Kodakandla	Narsimha Reddy	MD	Medicine	Hospital Medicine
Kozak	Allyson	Ph.D, MBA	Pathology	Research
Kozik	James	DDS	Dental Medicine	Oral Health
Krawczynski	Nellie	LISW-S	Psychiatry	Social Work
Krishnan	Vidya	MD	Medicine	Pulmonary
Kumar	Deepak	MD	Pediatrics	Neonatology
Kurowski	Jacob	MD	Pediatrics	Pediatric Gastroenterology
Kyprianou	Annette	MD	Medicine	Gastroenterology
Laurenty	David	PA-C	Anesthesiology	
Lebak	Kelly	MD	Anesthesiology	
Lebovitz	Daniel	MD	Pediatrics	Pediatric Critical Care
Lengu	Irma	MD	Surgery	Urology
Lerner	Raisa	MD	Medicine	Internal Medicine
Levine	Ari	MD	Orthopaedics	
Li	Benjamin	MD	Surgery	Surgery Oncology
Liu	Sheng	MD	Family Medicine	
Liu	Guiming	MD, Ph.D	Surgery	Research
Louis	Judette	MD	OB/Gyn	
Lovich-Sapola	Jessica	MD, MBA	Anesthesiology	
Lowe	Josef	MD	Emergency Medicine	Life Flight
Lowenthal	Rebecca	MD	Family Medicine	
Loy	Maria	MD	Anesthesiology	
MacKay	Kara	CAA	Anesthesiology	
Magoulias	Constance	MD	Geriatric Medicine	
Maier	Christina	DO	Emergency Medicine	
Maier	Vanessa	MD, MPH	Family Medicine	
Malec	Melanie	MD	Family Medicine	
Malkamaki	Daniel	MD	Physical Med & Rehab	
Margolius	David	MD	Medicine	Internal Medicine
Marquard	Michael	DO	Emergency Medicine	
Martinez	Alan	DDS	Dental Medicine	Oral & Maxillofacial Surgery
Martinez	Jane	LISW-S	Psychiatry	Social Work
Marwaha	Raman	MD	Psychiatry	
McElroy	Sarah	APRN-CNP	Pediatrics	
McLean	Shoghi	MD	Medicine	Hospital Medicine
McNamara	Michael	MD	Radiology	
Merkord	Madeline	AuD.CCC-A	Otolaryngology	Audiology
Merryman	Andrew	MD	Emergency Medicine	Life Flight
Minella	Gloria	MD	Medicine	Hematology/Oncology
Montgomery	Lynda	MD	Family Medicine	
Morrow-White	Cheryl	MD	Pediatrics	
Morton	Antwon	DO	Physical Med & Rehab	
Naderi Mahabadi	Ali	MD	Medicine	Hospital Medicine
Najarian	Sandra	MD, FACEP	Emergency Medicine	
Nanjundiah	Parvathi	MD	Psychiatry	
Nemer	Michelle	MD	Medicine	Internal Medicine
Nizialek	Gregory	MD	Medicine	Hospital Medicine
Nkwocha	Agapitus	MS	Medicine	Radiation Oncology

O'Brien	Timothy	MD	Medicine	Hematology/Oncology
Onyeukwu	Margaret	APRN-CNP	Psychiatry	
Orabi	Lauren	MD	Emergency Medicine	
Pahlajani	Geetu	MD	Family Medicine	
Patel	Chhaya	MD	Neurology	
Patel	Sophia	MD	Pediatrics	Pediatric Gastroenterology
Paz y Mar	Hugo	MD	Medicine	Pulmonary
Pearlman	Fred	DO	Pediatrics	
Perzynski	Adam	Ph.D	Medicine	Research
Petrie	Timothy	MD	Emergency Medicine	Life Flight
Phelan	Michael	MD	Emergency Medicine	
Piktel	Joseph	MD	Emergency Medicine	
Pinault	Gilles	MD	Orthopaedics	
Platt-Houston	Candis	MD	Pediatrics	
Pollard	Robert	MD	OB/Gyn	
Prescott	Jeffrey	MD, Ph.D	Radiology	
Raju	Nygi	MD	Family Medicine	
Ramson	James	APRN-CNP	Medicine	Cardiology
Randolph	Christopher	DO	Emergency Medicine	Life Flight
Ranzini	Angela	MD	OB/Gyn	Maternal/Fetal Medicine
Rataul	Manjot	MD	Emergency Medicine	
Ratner	Sheerli	Ph.D	Psychiatry	
Razi	Ahmad	MD	OB/Gyn	
Reichsman	Ann	MD	Family Medicine	
Reodica	Alex	MD	Emergency Medicine	
Ricanati	Steven	MD	Medicine	Internal Medicine
Richnavsky	Brooke	APRN-CNP	Family Medicine	
Riley	Nicholas	MD, Ph.D	Family Medicine	
Roehrs	Matthew	DO	Emergency Medicine	
Romeo	Nicholas	DO	Orthopaedics	
Roscoe	William	OD, Ph.D, MS	Surgery	Ophthalmology
Rosenberg	Arlene	MD	Dermatology	
Rosenberg	Jeffrey	MD	Medicine	Internal Medicine
Rowbottom	Rosetta	MD	Medicine	Express
Roy	Aparna	MD	Pediatrics	Pediatric Critical Care
Ruhlin	Michael	MD	Emergency Medicine	
Saaddeh	Wasim	MD	Pediatrics	
Sajatovic	Martha	MD	Psychiatry	
Sandhu	Dalbir	MD	Medicine	Gastroenterology
Saul	James	MD	Medicine	Internal Medicine
Schearer	Eric	Ph.D	Physical Med & Rehab	
Schieda	Jill	MD	Radiology	
Schilling	William	Ph.D	Medicine	Research
Schlager	Avraham	MD	Pediatrics	Pediatric Surgery
Schnell	David	MD	Medicine	Cardiology
Schrock	Jon	MD, FACEP	Emergency Medicine	
Sears	Jonathan	MD	Surgery	Ophthalmology
Seeholzer	Eileen	MD	Medicine	Internal Medicine
Sekhon	Ashley	MD	Medicine	Radiation Oncology
Selvaraju	Suresh	Ph.D	Pathology	
Sharpe	Susan	MD	Surgery	Surgery Oncology
Sherry	Nicholas	PA-C	Orthopaedics	
Shiber	Linda-Dalal	MD	OB/Gyn	
Sika	Neil	OD	Surgery	Ophthalmology
Singh	Maninder	MD	Anesthesiology	
Smith	Kip	Ph.D	Physical Med & Rehab	Rehabilitation Psychology
Solymos	Kornelia	MD	Family Medicine	
Somach	Stephen	MD	Dermatology	
Srivastava	Sunil	MD	Surgery	Ophthalmology
Starkey	Michael	AuD.CCC-A	Otolaryngology	Audiology
Stephens	Donald	MD	Surgery	Ophthalmology

Stetzer	Bradley	DO	OB/Gyn	Maternal/Fetal Medicine
Stiffler	Kirk	MD	Emergency Medicine	
Stricker	Michael	PA-C	Family Medicine	Express
Suntala	Christopher	MD	Medicine	Internal Medicine
Sweeney	Jean	APRN-CNP	Medicine	Cardiology
Tabbaa	Kutaiba	MD	Anesthesiology	Pain Management
Tallman	Thomas	DO	Emergency Medicine	Correctional Medicine
Tang	Xiaozhou	MD	Family Medicine	Express
Tarabichi	Yasir	MD	Medicine	Pulmonary
Tate	Samuel	MD	Emergency Medicine	
Taub	Ira	MD	Pediatrics	Pediatric Cardiology
Teng	Kathryn	MD	Medicine	Internal Medicine
Times	Melissa	MD	Surgery	Surgery General
Tishman	Benjamin	DO	Emergency Medicine	Life Flight
Tjan	Allison	PA-C	Surgery	Cardiothoracic
Torres	Lisa	MD	Pediatrics	Pediatric Comprehensive Care
Triolo	Ronald	Ph.D	Orthopaedics	
Tseng	Esther	MD	Surgery	Trauma/Burn/Critical Care
Tseng	Lee	MD	Radiology	
Turgeon	Karen	MD	Dermatology	
Vallier	Heather	MD	Orthopaedics	
Venna	Ranga	MD	Anesthesiology	
Walker	Lyndsey	PA-C	Emergency Medicine	
Wallis	Nicole	MD, FACEP	Emergency Medicine	
Warszawski	Joseph	PT	Physical Med & Rehab	
Weatherborn	Megan	MD	OB/Gyn	
Westfall	Carrie	CAA	Anesthesiology	
White	Nikki	APRN-CNP	Pediatrics	
Whited	Amber	DO	Family Medicine	
Will	Ashley	APRN-CNP	Pediatrics	Neonatology
Williams	James	MD	Radiology	
Wilson	Lance	MD, FACEP	Emergency Medicine	
Winfield	Anna	MD, MPH	Pediatrics	
Wozniak	Kathryn	PA-C	Orthopaedics	
Wright	Andrew	MD	Emergency Medicine	Life Flight
Yamahiro	Atsuko	MD, MPH	Medicine	Internal Medicine
Young	Henry	DDS	Dental Medicine	Oral Health
Yuan	Alex	MD	Surgery	Ophthalmology
Zack	Amy	MD	Family Medicine	
Zienkowski	Edward	APRN-CNP	Anesthesiology	Pre-Surgical Testing

AYES: Ms. Anderson, Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of Claim Settlement

RESOLUTION 19281

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

WHEREAS, the Board's Legal and Government Relations Committee has reviewed this claim and now recommends it approval;

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

Claim Identification	Maximum Settlement
No. 14-02-0913R	\$400,000.00

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

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

AYES: Ms. Anderson, Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of Amendment of the Board's Conflict of Interest Policy

RESOLUTION 19282

WHEREAS, the Senior Vice President and Chief Ethics and Compliance Officer recommends that the Board of Trustees of The MetroHealth System approve the amendment to the Board's Conflict of Interest Policy to extend the Policy to affiliated boards and entities;

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment to the Board's Conflict of Interest Policy to extend the Policy to affiliated boards and entities in the form attached hereto as Exhibit A.

AYES: Ms. Anderson, Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

BOT-01 – Conflicts of Interest

Key Points

- This policy applies to The MetroHealth System and its affiliated or associated body's boards ("MetroHealth").
- The MetroHealth Board of Trustees and any affiliated or associated body's board members (collectively, "Members") are subject to federal and/or state conflict of interest lawsⁱ.
- Members owe a duty of loyalty to MetroHealth in all activities affecting MetroHealth.
- Members avoid any actual or potential conflicts between any personal interests he/she may have and those interests of.
- This policy protects MetroHealth's interest in the context of transactions or arrangements involving the private interest of a Member. All Members disclose Financial Interestsⁱⁱ and other activities that may be perceived as a Conflict of Interest.ⁱⁱⁱ

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 Members, this policy supports MetroHealth's compliance with applicable Ethics Laws.
 - 1.1. Fiduciary Duty. Members have a fiduciary duty to the organization and Members exercise the utmost good faith in all transactions related to their duties for MetroHealth. Members 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 state and federal laws prohibit all Members from disclosing or using any confidential information acquired in the course of their official duties.
 - 1.2. Statutory Conflicts of Interest. Members comply with federal and state conflicts of interest and ethics laws^{iv}.
 - 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, Members may have potential Conflicts of Interest which, although not expressly prohibited by federal and state law, raise issues of fiduciary duty. Such a Conflict of Interest may exist if a Member (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. Federal and state laws prohibit a Member (or his/her Family Member^v or any Business Associate^{vi}) 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 Member having a Conflict of Interest does not vote or use his/her personal influence involving MetroHealth business.
- 2.3. Annual Statements. Upon appointment to the Board and annually thereafter, each Member 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 Member 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 when he/she becomes aware of a change or reasonably soon after it occurs (within 10 days).
 - 2.4.1. If a Member has a potential or actual Conflict of Interest and has not updated her/his Annual Statement, the Member discloses the Conflict to the Chief Legal Officer prior to a MetroHealth Board meeting.
 - 2.4.2. The Chair dismisses the Member while the remaining Members review the disclosure and determine if a Conflict of Interest exists.
 - 2.4.3. The Member does not participate in the Board 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 consults 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 has reasonable cause to believe that a Member failed to disclose actual or potential Conflict(s) of Interest, the SVP/Chief Ethics and Compliance Officer informs the Member of the basis for such belief and affords the Member 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 determines that the Member 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 and all committees with Board 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 Members' 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, and any new Member is advised of the Policy upon entering on the duties of office.

Attachment A

The MetroHealth System – Board Member Annual Disclosure Statement

References

ORC 102.03 and 2921.42

45 C.F.R. § 75.327

_____¶

¶

¶

~~Including, but not limited to The MetroHealth Community Health Centers (MHCHC).~~¶

~~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.¶~~

~~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.¶~~

¶

~~Including, but not limited to ORC § 102.03 and § 2921.42; 45 C.F.R. § 75.327.¶~~

~~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.¶~~

¶

~~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".¶~~



ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT – Board Members

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 Relation^{vii} hold any financial interest(s) in an Entity^{viii} that does business with or is interested in doing business with The MetroHealth System, including MetroHealth Community Health Centers (collectively, MetroHealth)?

- 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.	
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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.			



Question 5 (Other Disclosure – if known):

I would like to disclose an actual or potential Conflict of Interest involving me or another MetroHealth Member that I believe may raise a significant concern about compliance with the MetroHealth Conflict of Interest policy.

Please include name and title of Member below, if applicable:

Provide name of another Trustee(s)	Potential Conflict of Interest
1.	
2.	
3.	

Other potential Conflict of Interest not self-disclosed above
1.
2.

I have read and understand the MetroHealth System Board’s Conflicts of Interest Policy. I understand that if there is any change in my circumstances, I will report it to the MetroHealth System’s Ethics and Compliance Department. I agree to report any situations I am aware of that raise a significant concern about compliance with MetroHealth policies.

The information provided by me in this document is true and accurate to the best of my knowledge and belief.

Please Print Name Signature Date

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

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

Election of Presiding Officers of The MetroHealth System
2019-2020

RESOLUTION 19283

WHEREAS, in accordance with the provisions of Section 339.02 of the Ohio Revised Code, the Board of Trustees of The MetroHealth System is required to elect a chairperson and such other officers as specified in the Board's rules; and

WHEREAS, the Bylaws of the Board of Trustees of The MetroHealth System provides for the yearly election of presiding officers of the Board; and

WHEREAS, a duly appointed Ad Hoc Nominating Committee of the Board of Trustees of The MetroHealth System has proposed that the following members of the Board of Trustees be elected officers of the Board for a one-year term:

Vanessa Whiting	-	Chairperson
J. B. Silvers	-	Vice-Chairperson
Terence Monnolly	-	Secretary

WHEREAS, there were no further nominations from the Trustees assembled, and a motion was duly made, seconded and passed that nominations be closed and a ballot be cast for the slate of nominees presented by the Ad Hoc Nominating Committee.

NOW, THEREFORE, BE IT RESOLVED, the following members of the Board have been elected by the Board of Trustees to the offices set forth beside their names for a term of one year:

Vanessa Whiting	-	Chairperson
J. B. Silvers	-	Vice-Chairperson
Terence Monnolly	-	Secretary

AYES: Ms. Anderson, Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of Certain Amended Delegations to the President and Chief Executive Officer of
Functions Related to the Management and Control of the Hospital

RESOLUTION 19284

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for certain amended delegations to the President and Chief Executive Officer of functions related to the management and control of the hospital.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves certain amendments to the existing delegations to the President and Chief Executive 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 and to serve the best interests of the System. The amended and fully restated delegations are further detailed in the attached 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 (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald,
Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

Approval of 2019 Metrics for Performance Based Variable Compensation Plan

* * * * *

RESOLUTION 19285

WHEREAS, the President and Chief Executive Officer has presented a recommendation for the approval of 2019 Metrics for the Performance Based Variable Compensation Plan;

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the 2019 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, operational, consumer focus/community engagement, diversity and innovation 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.

AYES: Ms. Anderson, Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

(This Resolution is written in a format conforming to the System’s customary resolutions presented to the Board, recognizing that the Metrics in the form of the attachment were presented to the Board but the language of the Resolution was orally presented by the President and Chief Executive Officer and the Board Chair.)

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.