

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – NOVEMBER 20, 2019**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
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Approval of Regular Board Meeting Minutes of October 23, 2019, and Special Board Meeting Minutes of October 31, 2019, and November 1, 2019	19327
Approval of the 2020 Schedule of Regular Meetings of The MetroHealth System	19328
CONSENT AGENDA	
Facilities and Space Committee	
Approval to Further Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation	19329
Approval of Lease Renewals For Retail Care Locations	19330
Medical Staff	
Approval of Medical Staff Providers Appointments – November 2019	19331
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Approval of Claim Settlement Nos. 18-08-0316 & 18-17-0117	19337
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Approval of Regular Board Meeting Minutes of October 23, 2019, and
Special Board Meeting Minutes of October 31 and November 1, 2019

RESOLUTION 19327

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of October 23, 2019, and minutes of the Special Board Meeting on October 31, 2019, and November 1, 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 October 23, 2019, and the minutes of the Special Board Meeting of October 31, 2019, and November 1, 2019, as presented.

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

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

DATE: November 20, 2019

Approval of 2020 Schedule of Regular Board Meetings of The MetroHealth System

RESOLUTION 19328

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 2020; 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 2020, and this schedule is hereby made part of this Resolution as though fully herein rewritten as an addendum hereto.

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

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

DATE: November 20, 2019

The MetroHealth System Board of Trustees

2020 Schedule of Meetings

	Finance Committee Third Wednesday 8:00-10:00	Community Engagement Committee Third Wednesday 10:00-11:30	Governance Committee Second Wednesday 10:00-12:00	Quality, Safety & Experience Committee Second Wednesday 12:00-2:00	Diversity Committee Second Wednesday 2:00-4:00	Legal & Government Relations Committee Second Wednesday 12:30-2:00	Audit & Compliance Committee Second Wednesday 2:00-4:00	Facilities & Space Committee Fourth Monday 4:00-6:00	Executive Committee Fourth Wednesday 4:00-6:00	Board Meeting Fourth Wednesday 4:00-6:00
January	January 15	January 15						January 20 ³		January 22
February			February 12	February 12	February 12				February 26	
March						March 18 ²	March 18 ²	March 23		March 25
April	April 15 ¹	April 15 ¹							April 22	
May			May 13	May 13	May 13			May 18 ⁴		May 20 ⁴
June						June 10	June 10		June 24	
July	July 15	July 15						July 20 ³		July 22
August			August 12	August 12	August 12				August 26	
September						September 9	September 9	September 21 ³	September 23	
October	October 21	October 21								October 28
November			November 11	November 11	November 11			November 16 ⁴	November 18 ⁴	
December						December 9	December 9			December 16 ⁵

¹ Meeting moved to 3rd Wednesday of the Month for Passover

² Meeting moved to 3rd Wednesday of the Month for External Audit Report Due Date

³ Meeting moved to 3rd Mondays of the Months in January, July, and September to align with Board of Trustees Meetings held on 4th Wednesdays

⁴ Meeting moved to 3rd Monday and Wednesday of the Month in May (Memorial Day on 4th Monday) and November (Thanksgiving on the 4th Thursday)

⁵ Meeting moved due to conflict with Christmas

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

RESOLUTION 19329

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"); 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 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 \$22,000, for a total amended fee amount not to exceed \$34,382,953 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. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

DATE: November 20, 2019

Approval of Lease Renewals For Retail Care Locations

RESOLUTION 19330

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve lease renewals for retail care operations in Cuyahoga County, Ohio; 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 requested renewal of leases 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, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,
Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

DATE: November 20, 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 Medical Staff Providers Appointments
November 2019

RESOLUTION 19331

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on October 1, 2019. The appointments will then be reviewed and accepted by the Medical Executive Committee on October 11, 2019.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Chung, Annise, DO	Medicine	Internal Medicine	10/02/2019
Thomas, Leandria, MD	Family Medicine		10/02/2019
Murphy, Kaitlyn, MD	Pediatric	Critical Care	10/02/2019
Bailey, Louann, DNP	Medicine	Hospital Medicine	10/02/2019
Obuekwe, Ogechi, MD	Psychiatry		10/02/2019

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Brown, Yolanda, CNP	Medicine	Nephrology	10/02/2019
Jiang, Xiaolei, CNP	Family Medicine		10/02/2019
Dangelo, Angela, CNP	Geriatric Medicine		10/02/2019
Marcotte, Michael, CAA	Anesthesiology		10/02/2019
Roth, Heather, CNP	Family Medicine		10/02/2019
Smith, Angela, CNP	Psychiatry		10/02/2019
Sorokin, Kristina, CNP	Family Medicine		10/02/2019
Lowery, Andrea, CNP	Geriatric Medicine		10/02/2019
Radzilowski, Rachel, CNP	Psychiatry		10/02/2019
Bell, Robert PA	Emergency Medicine	Correctional Medicine	10/02/2019

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Gnanajothy, Rosana, MD	Medicine	Hematology/Oncology	10/02/2019
Staggs, Russell, DO	Emergency Medicine		10/02/2019

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on October 1, 2019. The Actions will then be reviewed by the Medical Executive Committee on October 11, 2019.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Super, Dennis, MD	Pediatrics		09/30/2019 RT
Yamahiro, Atsuko, MD	Internal Medicine		08/16/2019 R
Natalie Hinchcliffe, MD	Family Medicine		09/27/2019 R
Stevens, Tyecia, CNP	PM&R		09/27/2019 R
El-Khider, Faris, MD	Gastroenterology		09/27/2019 R
Wright, Andrew, MD	Emergency Medicine		09/27/2019 R

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

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

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

DATE: November 20, 2019

Approval of a Restructuring of Affiliated Nonprofit Organizations

RESOLUTION 19332

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System (the “System”) has been presented a recommendation to approve a restructuring of certain affiliated nonprofit organizations identified on Exhibit A attached hereto (the “Nonprofit Affiliates”) for the purpose of a formal realignment of the legal relationship of the System and the Nonprofit Affiliates, including assignment of the membership interest in the Nonprofit Affiliates.

WHEREAS, the President and Chief Executive Officer and the Chief Legal Officer have reviewed the proposed Plan of Restructuring as described herein and in the Attachments hereto.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves restructuring of the Nonprofit Affiliates for the purpose of a formal realignment of the legal relationship of the System and the Nonprofit Affiliates, including assignment of the membership interest in the Nonprofit Affiliates.

BE IT FURTHER RESOLVED, consistent with the foregoing approval the Board hereby authorizes and directs the President and Chief Executive Officer, together with the Chief Legal Officer, to prepare such documentation necessary to implement the Restructuring on terms consistent with this Resolution and the Attachments hereto, 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, any action taken by the System and its officers for and on its behalf in connection with the organization and operation of the Nonprofit Affiliates and the Restructuring described in this Resolution and the Attachments hereto 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 implementation of the Plan of Restructuring and the execution of the agreements described in these resolutions.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 20, 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.

Attachment B

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Approval of Support of a Nonprofit Affiliate

RESOLUTION 19333

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the provision of financial support to its nonprofit affiliate Lumina Imaging under certain conditions.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the conditional provision of financial support for its nonprofit affiliate Lumina Imaging in the event such support is necessary for Lumina Imaging to repay its financing obligations.

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the President and Chief Executive Officer, together with the Senior Vice President and Chief Legal Officer, to negotiate and execute agreements and other documents consistent with this resolution.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 20, 2019

Attachment A

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

RESOLUTION 19334

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. Hairston, Mr. Hurwitz, Mr. McDonald,
Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 20, 2019

Attachment A

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

RESOLUTION 19335

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:

Line of Coverage	Carrier	Deductible/ SIR	Limits	Premium
Professional Liability	Lloyd's of London	Up to \$25,000 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	\$343,889
General Liability	Lloyd's of London		\$ 1MM per claim; \$ 3MM aggregate	
Excess Liability	Pro-Praxis Insurance	N/A	\$5MM per claim; \$5MM aggregate	\$153,237

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. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 20, 2019

Approval of Additional Premium for Workers' Compensation Insurance Policy

RESOLUTION 19336

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the payment of additional premium for excess workers' compensation insurance; 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 additional premium of \$13,679 for excess workers' compensation insurance for the policy year June 1, 2018 – June 1, 2019; and paid out of operating funds,

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

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 20, 2019

Approval of Claim Settlements

RESOLUTION 19337

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of certain claims against The MetroHealth System involving lawsuits;

WHEREAS, the Board has reviewed the claims and proposed settlement and now recommends its approval;

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

Claim Identification	Maximum Settlement
No. 18-08-0316 & 18-17-0117	\$525,000.00

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 operations and to be submitted for reimbursement by Select Assurance Captive LLC.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 20, 2019

Approval of the Development
for Phase II of the Brecksville Health Center

RESOLUTION 19338

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the development of Phase II of the Brecksville Health Center (the “Project”);

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the development of the Project for total development and improvement costs not to exceed \$21,000,000, to be paid out of unrestricted cash reserves;

BE IT FURTHER RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the engagement of Anchor Health Properties as the Developer for the Project for development fees not to exceed \$17,900,000;

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

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 20, 2019

Attachment A

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Approval of the Strategic Plan 2020-2025

RESOLUTION 19339

WHEREAS, senior management of The MetroHealth System (the “System”) has engaged in a comprehensive evaluation of the System’s strategic position in connection with update of the System’s strategic goals;

WHEREAS, the national health care consulting firm, KaufmanHall, has been engaged to advise the System in this evaluation and the ongoing development of an updated Strategic Plan for Now, Near and Far;

WHEREAS, the President and Chief Executive Officer and Chief Strategy Officer have provided the Board with a detailed presentation of the proposed Strategic Plan at the July 2019 Board meeting, an in-depth review at an information session held for the Board in September 2019 and at the Special Meeting and Retreat held on October 31 and November 1, 2019;

WHEREAS, the Trustees have had an opportunity to read and evaluate the final draft of the Strategic Plan and ask questions and engage in deliberations regarding all components and phase of the Plan;

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve and adopt the “Strategic Plan 2020-2025 and Beyond” in the form presented to this Board in terms of the strategic goals, organizational direction and framework for implementation embodied in the Plan, with the understanding and acknowledgement that the System may not undertake or complete every inoperative or initiative provided for therein.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: November 20, 2019