

BOARD OF TRUSTEES
The MetroHealth System

- Date:** March 25, 2020
- Time:** 4:00 p.m.
- Place:** The MetroHealth System Board Room
- Present:** Ms. Dee (via telephone), Mr. Hairston (via telephone), Mr. Hurwitz (via telephone), Mr. McDonald (via telephone), Mr. Monnolly (via telephone), Mr. Moreno (via telephone), Mr. Moss (via telephone), Dr. Silvers (via telephone), Ms. Whiting (via telephone)
- Staff:** Dr. Boutros, Dr. Boulanger, Ms. Brown (via telephone), Dr. Chehade, Mr. Frolik (via telephone), Ms. Jacono (via telephone), Mr. Jones (via telephone), Ms. Kline (via telephone), Mr. Nevel (via telephone), Mr. Phillips, Ms. Platten, Mr. Richmond, Mr. Stern, Ms. Wahl (via telephone), Dr. Watts (via telephone), Dr. Werner (via telephone), Mr. Tobin
- Guests:** Mr. Brian M. O'Neill, Chair, Board of Directors, The MetroHealth Foundation (via telephone)
Dr. Steven Ricanati, Interim Vice Dean of Medical Education, Case Western Reserve University School of Medicine (via telephone)

MINUTES OF MEETING

The meeting was called to order by Ms. Whiting participating by telephone, in accordance with Section 339.02(K) of the Ohio Revised Code and due to the Declaration of a State of Emergency declared by Governor DeWine.

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

1. Minutes

The Board approved the Minutes of the Board Meeting of January 22, 2020.
RESOLUTION 19351.

2. Consent Agenda

A. Audit and Compliance Committee

1. The Board unanimously approved and accepted the 2019 Audit Report prepared by RSM for the System's annual financial statements for the year ended December 31, 2019. RESOLUTION 19352.
2. The Board unanimously approved the continued on-going engagement of Kaufman Hall as the System's Financial Advisor for the Transformation, for the purpose of providing financial planning, advice and guidance related to Transformation and the funding of additional strategic capital expenditures throughout 2020, for total aggregate fees not to exceed \$285,000 plus reasonable out-of-pocket expenses, to be paid out of general operating funds. RESOLUTION 19353.

3. The Board unanimously accepted and approved the achievements of goals for the System's 2019 performance results as compared to the 2019 Plan Measures and Goals for the Performance Based Variable Compensation Program as previously adopted by the Board, as verified by the final 2019 Net Operating Income through the finalization of the System's audited financial statements. RESOLUTION 19354.

B. Community Engagement Committee – No Meeting

C. Diversity Committee – None

D. Executive Committee – None

E. Facilities and Space Committee - None

F. Finance Committee – No Meeting

G. Governance Committee – None

H. Legal and Government Relations Committee

1. The Board unanimously approved the reaffirmation of the Policy relative to the Open Meetings Law for 2020-2021. RESOLUTION 19355.

I. Quality and Safety Committee – None

3. President and CEO's Report

Dr. Boutros stated that he will report the details surrounding the COVID-19 emergency in Executive Session and indicated that the President's Report is in the meeting book.

4 Nursing/Magnet Report – Melissa Kline, Chief Nursing Officer

Ms. Kline highlighted a few events from her report in the meeting book. The Sexual Assault Nurse Examiners (SANE) room for sexual assault patients is now open and is a private space located within the ED area. MetroHealth hosted the Israeli Health Ministry fair on March 2, 2020 to demonstrate how MetroHealth utilizes its nurse practitioners within the health system specifically as it relates to keeping patients healthy.

5. Medical Staff

A. Report of Medical Staff President – Dr. Sandra Werner

Dr. Werner began her report by highlighting significant awards received by faculty members: Eileen Seeholzer, MD, received a \$1.2 million 5-year subaward from the Oregon Health and Science University to evaluate a technique for improving smoking cessation among low income adults; and Tina Vrabec, PhD, in collaboration with the UCLA Neurocardiology Center for Excellence, was awarded a 5-year \$2.3 million NIH grant titled "Investigation of Partial Electrical Nerve Block for Autonomic Regulation". Dennis Aukley, MD, has been named the new President of the Society of Anesthesia and Sleep Medicine; Jeffrey Claridge, MD, has been named President-elect of The Eastern Association for the Surgery of Trauma; and Gregory Heintschel, DDS, has been appointed

Senior Associate Dean for the MetroHealth Campus of the Case Western Reserve University School of Dental Medicine.

At the request of Dr. Werner, Ms. Whiting made a motion and the Board unanimously approved the Medical Staff Providers Appointments and Actions for March 2020, as well as the Medical Executive Committee Minutes of January 10, 2020 and February 14, 2020.

B. Approval of Medical Staff Providers Appointments and Actions – March 2020

1. The Board unanimously approved the Medical Staff Providers Appointments and Actions for March 2020. RESOLUTION 19356.

C. Medical Executive Committee Minutes – January 10, 2020 and February 14, 2020

D. Report of Case Western Reserve University (CWRU), School of Medicine – Dr. Steven Ricanati

Dr. Ricanati reported on March 16, 2020 the CWRU School of Medicine suspended all student involvement and in-person clinical care for all CWRU affiliates to remain in place until March 29, 2020. Dean Davis announced the suspension of all in-person clinical participation by medical students upon further study until May 4, 2020. He stated that medical students, particularly the third and fourth year students, have been involved in assisting city wide call centers to filter hospital affiliates triage calls and organized ways of providing support to front line health care providers, such as dog walking, grocery shopping, and filling needs for child care.

6. Audit and Compliance Committee

A. Report of Committee Chairperson McDonald

Mr. McDonald reported that the Committee met on March 18, 2020 and began with a report from Cheryl Forino Wahl on the first quarter Compliance program activities, noting the 2020 work plan is 77% complete for the January and February projects. The work plan has been divided into ten key initiatives, all of which are on track. Ethics and Compliance has four primary goals for 2020 to further enhance the program. Highlights of the first quarter include recognition as a World's Most Ethical Company; congratulations on Ms. Wahl and her team on that accomplishment. Robin Barre from KPMG was hired and launched a Speak Up video that has been produced and is being viewed. The MetroHealth Ethics Line (MEL) has experienced an increase in hotline calls, 192 in the first quarter versus 173 in the fourth quarter of 2019, likely to be the result of the speak up campaign.

Lori Kalic, our RSM audit partner, presented the results of The MetroHealth System's 2019 external financial statement audit to the Committee. No audit adjustments were made, and RSM expressed an unqualified "clean" opinion for the 2019 audit. She commented given MetroHealth's size and complexity, having no audit adjustments was a significant accomplishment. Mr. McDonald again congratulated Ms. Wahl and her team. RSM did not identify any significant deficiencies or compliance matters required to be reported to the Audit Committee in the course of their audit. RSM also expressed an opinion that the System complied in all material respects with the direct and material compliance requirements associated with the major programs as it relates to the Report

on Compliance for Each Major Federal Program and Report on Internal Control Over Compliance.

The KPMG Internal Audit team is fairly consistent with the prior years; one change is that Robin Barre will be joining the Ethics and Compliance team at MetroHealth. Internal Audit added a Cleveland-based director, Veronica Despoth, who has been working with the MetroHealth team for the past five months. Completion of the 2019 Internal Audit plan is on track and remaining reports are scheduled to be issued in March. The team has identified areas to partner with other risk oversight functions and increased the number of audits where they are collaborating with the Legal and Ethics and Compliance functions as Internal Audit looks ahead to 2020. Internal Audit established 2020 goals to improve existing procedures, noting the goals include continued improvements to the data-driven internal audit and risk assessment processes, enhanced reporting and establishment of an Enterprise Risk Management program.

With respect to Cybersecurity and IT Update, monthly phishing simulations based on real phishing attacks are continuing to be used to test all of the workforce members. The Remote Security Operations Center is providing 7/24/365 cyber security monitoring. Multi-factor authentication for physicians for Electronic Prescribing of Controlled Substances has been implemented, and a Security Advisory Council was established in December 2019 and reviewed 2020 security projects.

A report on the Production Data Center and Disaster Recovery included MetroHealth entering into a partnership with Involta to provide co-location hosting services for the production data center currently located at the Old Brooklyn campus. Production server migration will be completed by December 2020, and the Involta Data Center co-location site in Akron, Ohio currently hosts MetroHealth's Disaster Recovery site.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Fiscal Year 2019 Audit Report
 - b. 2020 Compliance Update
 - c. 2020 Internal Audit Update
 - d. Cyber Security & IT Update

7. Community Engagement Committee – No Meeting

8. Diversity Committee

A. Report of Committee Chairperson Anderson

Ms. Whiting reported that former Diversity Committee Chair Arlene Anderson stepped down and Alan Nevel, Senior Vice President, Chief Diversity and Human Resources Officer, provided a preliminary report. Since Domonique Allds was hired as the Director of Provider Recruitment, the provider recruitment team has developed a stronger partnership and have been supporting her efforts to diversify the provider staff. There have been a number of recent hires among providers, the most recently being a Director of Microbiology starting soon. A partnership has been established with Meharry Medical College in Nashville but, given the COVID-19 crisis, this has been put on hold. Turner Construction is participating in providing information to support diversity along side with the Campus Transformation, and supporting data is being collected on a monthly basis to ensure goals are being achieved from supplier diversity and workforce perspectives.

Ms. Dee stated she was very impressed with discussion given by Chelsea Maldonado, Project Engineer of Turner Construction Company, of the training and recruitment of Hispanic community employees in the construction trades.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Inclusion, Diversity & Culture Update
 - b. Recruiting & Workforce Development Update
 - c. Provider Recruiting Update
 - d. Campus Transformation Update
 - e. Planning, Design & Construction Update
 - f. Facilities Update
 - g. Supply Chain Update
 - h. Q&A / General Discussion

9. Executive Committee – No Report

10. Facilities and Space Committee - Canceled

11. Finance Committee – No Meeting

12. Governance Committee – Canceled

13. Legal and Government Relations Committee

A. Report of Committee Chairperson Whiting

Ms. Whiting reported the Committee met on March 18, 2020 and the policy relative to Open Meetings laws was approved and reaffirmed.

Joseph Frolik, Senior Vice President, Communications, Government and Community Relations, updated the Committee on the following: meetings attended with congressional representatives and their staffs to emphasize MetroHealth's 187 year history of service to the community through health crises, being ready to lead again and the need of support to do so; MetroHealth delegation visited four members of the House and staffs of six other members on Capitol Hill on March 9 and 10; Governor DeWine and Ohio Department of Health (ODH) Director Dr. Amy Acton toured MetroHealth's Special Disease Care Unit on February 27 and held their first press conference detailing steps Ohio was initiating to control the COVID-19 outbreak; Dr. Brook Watts participates in regular COVID-19 conference calls with ODH leadership and an advisory group set up by the Ohio Hospital Association; Allison Poullos, Director of Government Relations, has been monitoring Governor DeWine's daily briefings and sharing information with MetroHealth key staff; policy initiatives and legislation from state and federal officials are being tracked by Ms. Poullos to address the pandemic; information concerning COVID-19 and what MetroHealth is doing to prepare, educate, and test is being shared on a daily basis with local government leaders; work continues with state administration and legislators to secure capital bill funding for the MetroHealth Rehabilitation Institute at OBC, also noting The Greater Cleveland Partnership has recommended the project to state leaders; and awareness is being raised through signage, flyers, table-tents at MetroHealth sites concerning the importance of Census participation, as well as through social media and reminders on backs of 25,000 pharmacy bags. Dr. Boutros updated interactions with the City and County and also giving daily updates and communicating

with the community best practices with respect to COVID. A Risk Management report was given by Laura McBride before adjourning into Executive Session to discuss claims, insurance business and other matters.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Government Relations Update
 - b. Update on Risk Management/Insurance Developments
 - c. Legal Update

14. Quality and Safety Committee

A. Report of Committee Chairperson Silvers

Dr. Silvers began his report by indicating most of the meeting involved a review of the performance goals for 2019 and how to achieve the goals set for 2020. 2019 quality goals were at Target or Stretch for each goal and performance was good. The patient experience goals were good but left room for improvement. Dr. Watts and Matthew Kaufmann reviewed the 2020 goals with respect to the base line stretch, increased a number of the goals significantly, and approved what was presented for the Board's review. Dr. Silvers stated this past year showed better results in star ratings and indicated because of the way things work, it would take a few years before better results are reflected. Time was spent on discussion of safety reporting events, determining way finding around the facility, such as outdated, confusing and misleading signage, and a presentation of "The Year of No Clutter". Dr. Watts stated that several routine surveying conducted for a variety of different measures has been suspended for now by various agencies because of the upheaval from COVID-19.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Coronavirus and Influenza System Preparedness
 - b. What is your "Why"?
 - c. 2019 System Goal Performance Review
 - d. 2020 System Goals Review
 - e. 2020 "The Year of No Clutter"
 - f. Safety Event Reporting
 - g. Wayfinding Field Trip (if time allows)

15. Foundation and System Philanthropy Report – Kate Brown – President, The MetroHealth Foundation and MHS Chief Development Officer

Ms. Brown reported the Helping Hand Fund was initiated mid-March in response to the COVID-19 crisis and that 120 donors responded to the appeal contributing approximately \$70,000 in 10 days, 75 of the 120 donors having made a first time gift to MetroHealth, which expresses how the community feels about MetroHealth's response to this pandemic. MetroHealth has received major contributions from The Lubrizol Foundation, CareSource, Discount Drug Mart, The Bear Family Fund, Bob and Joanne Glick, as well as Montlack Realty, noting these funds are supporting the Institute for H.O.P.E., filling the basic needs of patients and families in the community with food, over the counter medication, and various supplies such as diapers and cleaning products. She indicated the response has been extraordinary and that a stewardship thank you is being sent to all donors, noting many individuals present in the meeting either by phone or in person

also supported the fund and wanted to thank them for their generosity. Mr. Brian O'Neill, Chair of The MetroHealth Foundation, stated that the Foundation Board would hold its phone meeting Thursday morning, March 26, and that it has been discussed in detail the importance of not losing focus on the campaign and to continue supporting the System in every way possible.

A motion was unanimously passed by roll call vote to go into Executive Session (4:35 p.m.) to discuss trade secrets, litigation matters, employment/personnel issues and matters required by law to be kept confidential.

Following the Executive Session, the meeting reconvened in open session at approximately 6:05 p.m.

16. Other Board Items

- A. Affirmation of Commitment to Establish a Level III Adult Trauma Center at MetroHealth Parma Medical Center

The Chair noted that the President and Chief Executive Officer provided information concerning a recommendation to affirm its commitment to establish a Level III Adult Trauma Center at MetroHealth Parma Medical Center according to the published standards and guidelines of the American College of Surgeons, commencing on April 20, 2020. There being no further questions, the Board unanimously affirmed the commitment to establish and maintain a provisional Level III Adult Trauma Center at MetroHealth Parma Medical Center after essential elements of the corrective action plan have been met, targeted for April 20, 2020. RESOLUTION 19357.

- B. Approval of a Lease of Space for an Outpatient Health Facility

The Chair noted that the Senior Vice President for Campus Transformation recommended approving a lease amendment for additional space in Westlake, Ohio. There being no further questions, the Board unanimously approved the lease of space for an outpatient health facility in Westlake, Ohio as more fully described in Attachment A. RESOLUTION 19358.

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

The Chair noted that the Board of Trustees were provided information concerning appointment of certain Pre-Authorized Professionals consistent with Policy GEN-88. There being no further questions, the Board unanimously approved the list of Pre-Authorized Professionals shown in the attached Exhibit A consistent with System Policy GEN-88, for services to be provided during the period of April 1, 2020, through April 30, 2021, with aggregate costs not to exceed \$50,000 per assigned project per Professional, the fees to be paid out of available and authorized operating and capital funds as needed. RESOLUTION 19359.

- D. Approval to Award an Architectural Services Agreement

The Chair noted that the Board of Trustees were provided information concerning the award of an Architectural Services Agreement. There being no further questions, the Board unanimously approved the award of the Architectural Services Agreement as more fully described in Attachment A; the architectural fees for this work shall not exceed \$1,685,000, including reimbursables. RESOLUTION 19360.

E. Approval of the Declaration of a State of Emergency

The Chair noted that the Board of Trustees were provided information by the President and Chief Executive Officer with respect to developments of the COVID-19 crisis and actions taken designed to protect patients, employees and the community. There being no further questions, the Board made a determination that a real and present emergency exists, within the meaning of Section 339.05(B) of the Ohio Revised Code, and declares a state of emergency to empower the System to respond to protect the health, safety and welfare of its patients, employees and community. RESOLUTION 19361.

F. Approval of the Establishment of a Line of Credit

The Chair noted that the Board of Trustees were provided information concerning the establishment of a line of credit. There being no further questions, the Board unanimously approved the establishment of a line of credit, within the terms of the capacity, features, interests and fees as described in Exhibit A, to be paid out of available operating funds. RESOLUTION 19362.

The meeting adjourned at approximately 6:20 p.m.

**NEXT MEETING: May 28, 2020 (WEDNESDAY) – 4:00 p.m.
 The MetroHealth System – Ohio City Health Center
 on the Campus of the Urban Community School**

The MetroHealth System

Respectfully submitted,

Vanessa Whiting, Chairperson

Akram Boutros, M.D., FACHE
President and Chief Executive Officer