BOARD OF TRUSTEES The MetroHealth System

Date: May 28, 2020

- **Time:** 4:00 p.m.
- Place:Ohio City Health Center on the Campus of the Urban Community School, 2nd Floor Lobby
4757 Lorain Avenue, Cleveland, Ohio 44102
- **Present:** Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, 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, Ms. Jacono (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. Lovich-Sapola (via telephone), Mr. Tobin

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 March 25, 2020. RESOLUTION 19363.

2. Consent Agenda

- A. Audit and Compliance Committee No Meeting
- B. Community Engagement Committee Canceled
- C. Diversity Committee None

D. Executive Committee

1. 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 19364.

E. Facilities and Space Committee

1. The Board unanimously approved the amendment of the agreement with Mitchell Planning Associates to provide additional exterior security design services for the Campus Transformation Project; the total fees for this additional work shall not exceed \$35,500.00, for a total amended fee amount not to exceed \$2,310,135.00 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19365.

- 2. The Board unanimously approved the amendment of the agreement with Engineering Economics, Inc. to provide independent test and balancing support services for the Campus Transformation Project; the total fees for this additional work shall not exceed \$939,668.00 for a total amended fee amount not to exceed \$2,460,453.00 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19366.
- 3. The Board unanimously approved the amendment of the agreement with HGA Architects and Engineers, LLC to provide additional architectural and engineering services for the Campus Transformation Project; the total fees for this additional work shall not exceed \$535,000.00, for a total amended fee amount not to exceed \$34,917,953.00 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19367.

F. Finance Committee

1. The Board unanimously approved an increase in fees for the continued on-going assistance of Kaufman Hall as the System's Financial Advisor for Transformation, for the purpose of providing financial planning, advice and guidance related to the Transformation and the funding of additional strategic capital expenditures throughout 2020, for aggregate fees not to exceed \$495,000 plus reasonable out-of-pocket expenses, to be paid out of general operating funds.

G. Governance Committee – None

H. Legal and Government Relations Committee – No Meeting

I. Quality and Safety Committee – None

3. President and CEO's Report

Dr. Boutros stated that he was delighted to host the Board meeting at the Urban Community School's MetroHealth Ohio City Health Center, a 32,000 square foot facility opening on June 1, 2020 that will house one half of the Family Medicine residency program, house all services from Thomas F. McCafferty Health Center and was designed to host telemedicine services as well as housing services such as the Legal Aid Society of Cleveland, a new pharmacy and many behavioral health services. He indicated this is a great partnership for the community and noted a grand opening will be held when individuals can gather together again. The Board of Trustees were all provided a virtual tour of this facility via email. Dr. Boutros noted the President's Report is in the meeting book and stated MetroHealth continues to be proactive in monitoring the COVID-19 situation in Cuyahoga County and throughout Ohio, noting MetroHealth has partnered with the Cuyahoga County Board of Health and, beginning in June, the hospital will be providing approximately 500 swabs per day for an estimated period of eight weeks to high risk individuals in congregate living facilities such as homeless shelters, group homes, nursing homes and other facilities with no access.

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

Ms. Kline began her report by indicating that Nurses Week was celebrated differently on May 6, 2020 through May 12, 2020 due to COVID and, instead of holding a ceremony, nursing leadership personally surprised each winner in their unit with their award. The names of the winners are listed in the Nursing section of the President's Report, as well as the award won by each nurse along with information containing their nominations.

At this time Dr. Boutros recognized Dr. Brook Watts, Melissa Kline, Nicholas Sukalac, Julie Jacono, and Jane Platten, who have focused on leading MetroHealth's testing teams to perform the 500 tests per day for the Cuyahoga County Board of Health during the COVID-19 crisis.

5. Medical Staff

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

Dr. Lovich-Sapola began her report by stating MetroHealth has been given the opportunity to shine amidst the COVID-19 crisis as many of the departments have done a great job stepping up with the help of leadership to prepare for the influx of patients, telehealth visits and with the testing sites that have been put in place. She reported that in the fourth quarter of 2019 there were only .07 telehealth visits; between the last two weeks of March 2020 and first two weeks in April 2020 approximately 73.4% of the patient visits were via telehealth. Several physical medicine and rehabilitation physicians have been acknowledged for two grants received in the amounts of \$250,000 and \$550,000. The Emergency Department has been awarded a \$3,200,000 grant towards outcomes during resuscitation from sudden cardiac arrest, and Dr. David Birnkrant recently received approval for his BiWaze[™] to assist patients with neuromuscular diseases to be able to cough and breath with the use of one device and software. At the request of Dr. Lovich-Sapola, Ms. Whiting made a motion and the Board unanimously approved the Medical Staff Providers Appointments and Actions for May 2020, as well as the Medical Executive Committee Minutes of April 10, 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 May. RESOLUTION 19369.

C. Medical Executive Committee Minutes – April 10, 2020

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

Dr. Boulanger gave the CWRU report on behalf of Dr. Racanati, Interim Vice Dean for Medical Education. Lia Logio, MD is the new Vice Dean for Medical Education for CWRU beginning July 1, 2020; Dr. Racanati will step down as Interim Vice Dean on July 1, 2020. Dr. Logio joins us from Hahnemann/Drexel in Philadelphia. Dean Pamela Davis will tour the MetroHealth Simulation Center for the purpose of exploring further opportunities for collaboration between MetroHealth and the School of Medicine. MetroHealth will be welcoming the return of the CWRU medical students in June.

6. Audit and Compliance Committee – No Meeting

7. Community Engagement Committee – Canceled

8. Diversity Committee

A. Report of Committee Chairperson Dee

Ms. Dee began as Chair of the Committee. Alan Nevel, the Senior Vice President and Chief Diversity and Human Resources Officer, assisted in guiding the Agenda. Tiffany Short, Director of Culture and Organizational Effectiveness, reported on the Inclusion, Diversity and Culture Update in four areas. The first area is employee engagement, focusing on appreciation and well-being especially since changes implemented due to the COVID-19 pandemic that brings on concerns of isolation, depression and anxiety. Activities have been provided to keep employees involved and motivated; signs have been placed to thank employees for their contributions, as well as donations of food, snacks, plants and other items received by MetroHealth have been distributed. A pulse survey will launch in July as part of an ethics survey to determine progress. The second area is an employee care plan in place for areas entitled ALL IN with the focus being to reduce stress, foster team connection, built in needed time to decompress with refreshments in the break room, scavenger hunts, fun distractions and the recognition for commitment and contribution while demonstrating on-going gratitude and mental health wellness in collaboration with Human Resources, Patient Experience, Employee Assistance Program and MetroHealthy. The third area centers around the Lincoln West Science and Health students who have been temporarily relocated to the Lincoln West School of One on the Main Campus on March 13; this year including 44 seniors with a minimum of 41 of the 44 eligible to graduate and assisting the three that need additional assistance. These numbers are up from 2019 and 70 students are enrolled for the next year. STNA and IT tracks provide credentialing with students enrolled in these MetroHealth programs taking classes virtually and through the Summer. Chrome books are being gifted to graduating seniors from MetroHealth and JP Morgan. The fourth area provides Summer Internship Programs by MetroHealth to include some Lincoln West graduates accepted in Nursing, Patient Experience, and Legal funded in partnership with JP Morgan and MetroHealth starting June 1. College student internships for college juniors and seniors will be placed with Supply Chain, Human Resources, Ethics and Compliance, Financial Planning, and Patient Experience.

Moving on to the first quarter Diversity reports, Mr. Nevel and Ms. Anderson, Senior Manager of Diversity Solutions, indicated they will be reviewing future data collection and reporting to ensure uniform definitions are used for diversity spend local, minority, and women enterprises contracted or utilized in these various areas for an apples to apples comparison. Domonique Allds, Director of Provider Recruitment, reported seven of the sixteen new hires for the first quarter were minority, three promising positions and four advance practice nurses; the Hispanic outreach is under way. MetroHealth was supposed to have a national conference that would have assisted with recruitment, but it was canceled due to COVID. Online advertising, participation and virtual recruitment fairs and conferences have been planned.

Walter Jones, Senior Vice President of Campus Transformation, reviewed construction of the hospital with the continued expectation of the project being under budget and completed early, the construction project going full speed ahead and Mr. Monnolly monitoring. The current and committed diversity spend for the Campus Transformation was close to goal at 63.3% with 19.5% minority; the diversity of tradespeople on-site for the quarter was approximately 20% minority, 13% African American, and 9% Hispanic. Ms. Dee thanked Dr. Boutros and Mr. Jones for the best Hispanic representation she has heard for Cuyahoga County constructions projects.

Karen Dethloff, Vice President of Facilities, reported being below Target on minority contracts in the first guarter; while she'll be seeking Ms. Anderson's assistance, Ms. Dethloff stated 2.8% are minority and recently contracted work through Gilbane shows a higher minority enterprise percent spend plan for diversity subcontractors. Lastly, Justin Gallo, Vice President of Supply Chain, reported that he started at MetroHealth in December 2019 and noted our data collection and reporting accuracy needs more work, the diversity spend being similar to the prior guarter at 11%.

Β. **Non-Consent Agenda**

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

9. **Executive Committee – No Report**

10. **Facilities and Space Committee**

A. **Report of Committee Chairperson Monnolly**

Mr. Monnolly reported a lengthy Committee meeting was held on May 18, 2020. Karen Dethloff reported the Facilities staff had been working diligently to implement a number of safety features in support of the COVID-19 situation: validated all the isolation rooms throughout the System, rounding regularly to confirm continuously being compliant; developed and implemented plans for altering air flow for the OR, CCP and Towers to better protect staff and COVID-19 patients; built two Acute Triage Areas in ED; built many free-standing alcohol-based hand rub stations around the hospital; constructed two different intubation boxes to protect staff for SIM lab tests; readied the Prentiss Center and five formerly closed patient units for potential occupancy during the crisis; altered inspections testing and preventative maintenance frequencies to support the COVID activities while still meeting required compliance work; expedited and completed five existing projects at Parma ahead of reopening for elective procedures; and initiated 33 new capital projects this year while working to complete 43 remaining 2019 projects. Ms. Dethloff then reported that of the 50 major utilities interruptions to date, only one had a significant impact, a 6" water main bread flooded all of the Facilities Management offices displacing the entire management team for more than a month.

Sandra O'Keeffe, the Director of Sustainability, reported a 2020 Partner for Change Environmental Excellence Award was given to the MetroHealth Medical Center by Practice Greenhealth, the national benchmarking organization for sustainable healthcare best practices, noting this is the second consecutive year that this award has been given to MetroHealth. Sustainable progress in 2019 earned MetroHealth Main Campus a higherlevel award than last year. Highlights of actions across many departments that helped achieve this award included: engagement of over 1,200 employees and 600 community members in office supply reuse swaps, healthy transportation events, zero waste catering, Cuyahoga 50; increased recycling from 11% to 17%, noting the national average is approximately 29%; recycled over 85,000 pounds of metal from clean-outs,

clean-outs meaning areas where old file cabinets and items that had not been used for years are being recycled; donated equipment and over 19,000 pounds of supplies to MedWish; recycled 78% of the Construction and Demolition debris from the New Hospital project; achieved 29% Healthy Interiors using new furniture standards; decreased greenhouse gases by 1,090 metric tons of CO2e, eliminated Styrofoam shipping containers and extra paper for medications in retail pharmacies; and created affordable housing initiative in the Clark-Fulton neighborhood. Milestones MetroHealth will endeavor to achieve for 2020 in our campus and community transformation work include: increasing recycling programs at ambulatory centers, publish an institutional environmental commitment statement, and establish sustainable practices screenings for vendors.

Margaret Hewitt, Director of Planning, Design and Construction reported: for the first time in two years, since early 2018, the Department is now fully staffed consisting a Department Director, three Construction Managers, two Information System Managers, and a Construction Specialist; and the building where the meeting is being held this day Ohio City Health Center-will see its first patients on June 1, noting the building was constructed to replace MetroHealth's location at McCafferty which saw its last patients on May 15, 2020. Highlights of new, active, held and cancelled projects included: Old Brooklyn Campus project will enable improved spaces for FES, Geriatrics Red Carpet and other geriatric services; Behavioral Health Center project will enable consolidation of Behavioral Health services into one location, work is being done to identify the location, and this project is in the Planning Phase; and the New Outpatient Tower will replace the current Outpatient Pavilion for providing support for the Main Campus ambulatory needs, noting that this Initiation Phase includes selecting architectural firms to support the identification of a site for this project. Active projects include: Behavioral Health Center, Lincoln West Chemistry Lab, Outpatient Tower Radiology Linac Replacement at the Main Campus; reconfiguration projects and Therapy Garden funded by the Foundation at the Old Brooklyn Campus; Ohio City Health Center and the Ohio City Health Center Pharmacy at the Urban Community School. Projects on hold due to COVID-19: general site planning at Beachwood; Dental Clinic and site planning for Capacity Utilization at Broadway; Cleveland Heights and Parma Snow Road signage for the System; and the Crocker Park Expansion Phase II at Westlake. There are also cancelled projects at Brecksville.

Walter Jones, Senior Vice President of Campus Transformation reported that COVID-19 has had no project impact to date, including no workforce losses and no adverse supply or equipment issues to date. He indicated that there has been some concern surrounding the material being provided coming from out of the country and is researching that matter, but it should not impact the schedule. The Construction Managing team members are returning to the BIG room and new safe social distancing practices and enhanced sanitizing procedures have been put in place. Acknowledgment was provided to Turner Construction for hosting and celebrating "Women in Construction" during the week of March 2 through March 6, 2020. A Program Summary and update on activities presented indicated as of April 29, 2020, the project is two years away from the current scheduled date of substantial completion. With respect to the Gross Maximum Price (GMP) C Amendment, 16 of the 35 contracts included are now in final negotiation. Current activities include: hospital steel framing that began on December 20, 2019 being 80% complete; the concrete floors poured through the second floor; the Central Utilities Plan (CPU) exterior, roofing and cladding is underway, as well as the installation of the interior ductwork, plumbing and partitions; installation of major mechanical equipment which include emergency generators, cooling towers, electrical

switchgear, and air handlers. The GMP Amendment includes items ranging from ceiling tiles to painting to the final glass cleaning operation for the hospital. Significant project activities for 2020 include: the structural steel framing of the hospital to be completed July 2020; start of the curtainwall installation in August 2020; a study of an alternate plan to the location for Women's and Infants services into the new hospital building for cost and schedule benefit, noting this project was never intended to be included in the new hospital and the architect HGA is researching if this could be completed at a savings; selection and engagement of the architect and engineering team for the Outpatient Tower project, noting different firms are being considered and at the list is being narrowed down at this time; and issuing an RFP for Transition and Activation Planning consultant.

B. Non-Consent Agenda

- 1. Action Items None
- 2. Information Items
 - a. Facilities Management Update
 - b. Sustainability Update
 - c. Planning, Design and Construction Update

11. Finance Committee

A. Report of Committee Chairperson Moss

Mr. Moss reported the Committee met on April 22 and reminded Board attendees that the first quarter of 2020 (which is January 1 through March 31) will be reviewed and is pre-COVID-19, which began approximately March 15. Geoff Himes, Vice President of Finance, gave a report on the GASB pronouncements, reiterating as in the past that GASB is an accounting function that is required for the pension fund—it does not affect the cash flow and there is no change to the financial statements. GASB covers the assignment of pension obligation for public institutions, but the institutions are not obligated; however, it does make the bottom line look worse when implemented.

Craig Richmond, Executive Vice President and Chief Financial and System Services Officer, gave a report of the financial statements indicating the Earnings Before Interest, Depreciation and Amortization (EBIDA) for the three months ended March 31, 2020 was \$24.2 million, an increase of \$5.6 million or 30.1% over the same period in 2019, indicating Target was 21.4%--so we were not only ahead of last year but ahead of our Target for 2020. The EBIDA increase was attributed to supplemental funding programs and the continued growth in retail and contract pharmacy operations which helped to offset the \$15.1 million revenue loss due to deferred elective visits, procedures and surgeries due to COVID-19. Operating Income for the three months ended March 31, 2020 was \$9.8 million compared with Operating Income of \$4.2 million in the same period 2019, an increase of \$5.6 million. Net Loss for the three months ended March 31, 2020 was \$9.6 million compared with Net Income of \$14.7 in the same period of 2019. Net Loss can be attributed to net income investment resulting from market volatility for the three months ended March 31 at \$19.4 million for the first quarter due to the COVID-19 pandemic. Total Operating Revenue for the three months ended March 31, 2020 was \$329.2 million compared to \$303.2 million in the same period of 2019, an increase of \$26.0 million, noting the Target was \$321. Net Patient Revenue was \$257.9 million compared to \$256.3 million in the same period of 2019, an increase of \$1.6 million. March Patient Revenue was negatively impacted as previously mentioned by \$15.1 million by the COVID-19 pandemic. An increase in supplemental program funding of \$10.1 million helped offset the March Patient Revenue loss. An increase in other

Operating Revenue of \$24.5 million or 52.2% was mainly driven by significant growth in retail and contract pharmacy operations and contract income from the System's partnership with the County Correctional Healthcare Program. For the first three months ended March 31, 2020 the System's payor mix insignificantly decreased in Medicare, commercial, Medicaid, and self-pay. The System recorded total operating expenses before interest, depreciation and amortization of \$305.0 million for the three months ended March 31, 2020 as compared to \$284.6 million for the same period in 2019, an increase of \$20.4 million. Target was \$300 million, the reason for the large increase being to reach pharmacy goals. The increase in operating expenses was driven by pharmaceutical costs related to continued growth in retail and contract pharmacy operations of \$10.0 million, pharmacy fees due to the growth in contract pharmacy operations of \$1.4 million, and other matters having to do with cost of living adjustments to salaries. The net position as of March 31, 2020 with respect to total assets were \$1,938.5 million and a decrease of \$8.6 million from the prior year-end, the change in assets basically driven by investment losses. Mr. Moss stated the month of March did not perform well, but the stock market turned around in April. Restricted assets decreased due to draws and interest payments during the period for building of the Campus Transformation project. Current total liabilities of \$2,690.0 million remained unchanged from last year. A take away from the first quarter indicates we had \$15 million in losses due to COVID-19, and MetroHealth should expect bad numbers for April and May. The good news is MetroHealth is open for business and, as seen in the first guarter, we did extremely well exceeding the Target for last year.

Dr. Boutros reported Cleveland Clinic issued their first quarter of 2020 results, and highlights included a significant \$40 million operating loss compared to a \$100 million gain last year. If one adds their non-operating gains and losses compared to last year with the stock market, the Cleveland Clinic had a \$800 million gain the first quarter of last year from operations and the stock market, and Cleveland Clinic had a \$800 million loss the first quarter of 2020 from operations indicating a \$1.6 billion swing. No numbers have been provided by University Hospitals.

Mr. Richmond reported at the meeting that MetroHealth began strong in January and February which allowed us to weather the \$15 million net revenue loss experienced in the month of March with the deep decline of volumes. He also indicated that continuing disclosure financials were provided in relation to bond documents which contained a construction monitor report by an independent party stating the construction project is on time, on target and on budget.

B. Non-Consent Agenda

- 1. Action Items None
- 2. Information Items
 - a. First Quarter 2020 Financial Results
 - b. GASB Updates: Statement No. 87, Leases and Statement No. 89, Accounting for Interest Cost Incurred before the End of a Construction Period

12. Governance Committee

A. Report of Committee Chairperson Whiting

Ms. Whiting reported the Governance Committee met on May 13, 2020 and all Board members were in attendance. Due to the subject matter being discussed involved trade secrets and confidential information, she will give a summary in Executive Session.

B. Non-Consent Agenda

- 1. Action Items None
- 2. Information Items

13. Legal and Government Relations Committee – No Meeting

14. Quality and Safety Committee

A. Report of Committee Chairperson Silvers

Dr. Silvers stated the Committee met on May 13, 2020, Dr. Watts could not attend, and the agenda consisted of entirely information items. The Safety Event Reporting is moving along nicely, noting we are being transparent and doing a good job. A patient provided a direct report, and other reports were received from patients which continues to help us determine where we are in terms of performance. A significant amount of time was spent reviewing performance statistics for quality and safety, as well as with patient experience. He noted that a review of the current performance statistics will be needed as the year unfolds due to measures being disrupted by the COVID lack of contact with patients and, after the first quarter, some of the roles will need to be recalibrated for the year. Dr. Silvers found the Telehealth experience most interesting as that is the best replacement for face to face; patient satisfaction of In-Person follow-up visits was 94% versus Telehealth at 90.2% and noted April was down for In-Person and the patient satisfaction level of Telehealth was higher, as noted on page 20 of the meeting materials. Matthew Kaufmann provided some good feedback on mask processing--reviewing the ability to reuse them and make them like new--and provided a report on the drive through testing, noting it was a good report and shows how well MetroHealth is performing during this COVID pandemic.

B. Non-Consent Agenda

2.

- 1. Action Items None
 - Information Items
 - a. Safety Event Reporting
 - b. Patient Story
 - c. Quality/Safety YTD Performance
 - d. Experience YTD Performance
 - e. Telehealth Experience
 - f. Mask Reprocessing
 - g. Mobile Team/Drive Through Testing

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

Ms. Brown reported that Brian O'Neill sends his regrets for not being able to join the meeting. The Foundation welcomed three new members to the Foundation Board at the last meeting: Mark Jones, Regional President, The Illuminating Company, thanking Chairperson Whiting for assistance in his recruitment; Jacke Wiedemer, who has been supportive of MetroHealth's Silver Funding Program; and George Sullivan, the Chief Executive Officer at Equity Trust Company. She also extended thanks to all Board of Trustee members who contributed to the Employee Care Fund and the Institute for H.O.P.E.; your generosity has resulted in nearly \$35,000 in support during the pandemic. Lastly, notice was received that MetroHealth will be receiving a \$250,000 grant from the Mandel Foundation; Dr. Boutros had met with Stephen Hoffman of that organization and they were impressed by the work MetroHealth is doing during this pandemic.

A motion was unanimously passed by roll call vote to go into Executive Session (5:00 p.m.) to discuss trade secrets and confidential information.

Following the Executive Session, the meeting reconvened in open session at approximately 6:00 p.m.

16. Other Board Items - None

The meeting adjourned at approximately 6:00 p.m.

NEXT MEETING: July 22, 2020 (WEDNESDAY) – 4:00 p.m. The MetroHealth System – Board Room

The MetroHealth System

Respectfully submitted,

Vanessa Whiting, Chairperson

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