

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – JANUARY 27, 2021**

<b><u>RESOLUTION DESCRIPTION</u></b>	<b><u>RESOLUTION NO.</u></b>
<b>Minutes</b>	
Approval of Board Meeting Minutes, December 16, 2020	19411
 <b>CONSENT AGENDA</b>	
<b>Facilities and Space Committee</b>	
Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation and Revise the Guaranteed Maximum Price	19412
Approval to Further Amend the Owner Representative Services Agreement with Hammes Company Healthcare LLC as the Owner Representative for Campus Transformation	19413
Approval of the Renewal of Certain Leases	19414
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Approval of Medical Staff Providers Appointments – January 2021	19416
 <b>Other</b>	
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Approval of Continuing Official Roles with Certain Partner Entities	19418
Approval of Donations to Certain Nonprofit Entities	19419

Approval of Board Meeting Minutes, December 16, 2020

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RESOLUTION 19411

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of December 16, 2020 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 December 16, 2020, as presented.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021

Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation to Revise the Guaranteed Maximum Price

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RESOLUTION 19412

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement with Turner Construction Company as the Construction Manager at Risk for the Campus Transformation project (the "Project") to revise the Guaranteed Maximum Price ("GMP") for the New Hospital Tower and Central Utility Plant (CUP).

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 further amendment of the agreement with Turner Construction Company to provide Project construction services and revise the GMP for the New Hospital Tower and CUP of the Project. The revised GMP shall not exceed \$20,447,027 for this amendment for a total amended agreement amount not to exceed \$504,585,267 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, Ms. Kirk, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021

Approval to Further Amend the Owner Representative Services Agreement with  
Hammes Company Healthcare LLC as the Owner Representative for Campus Transformation

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RESOLUTION 19413

WHEREAS the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement for owner representative services with Hammes Company Healthcare LLC (“Hammes”) as the Owner Representative 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 Hammes to provide additional staffing support services for the Project. The total fees for this additional work shall not exceed \$125,948 for a total amended fee amount not to exceed \$9,894,518 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, Ms. Kirk, Mr. Monnolly, Mr. Moreno,  
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021

Approval of the Renewal of Certain Leases

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RESOLUTION 19414

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the renewal of certain leases; and

WHEREAS, the Facilities and Space Committee has reviewed the recommendation and now recommend its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the renewal of office leases 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, Ms. Kirk, Mr. Monnolly, Mr. Moreno,  
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021

## **Attachment/Exhibit A**

This Attachment/Exhibit 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 a Lease

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RESOLUTION 19415

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lease in Cleveland, Ohio; and

WHEREAS, the Facilities and Space Committee has reviewed the recommendation and now recommend its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the lease 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, Ms. Kirk, Mr. Monnolly, Mr. Moreno,  
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021

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Approval of Medical Staff Providers Appointments  
January 2021

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RESOLUTION 19416

**The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on December 15, 2020. The appointments will then be reviewed and accepted by the Medical Executive Committee on January 8, 2021.**

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Kranz, Kristin, MD	Family Medicine		1/4/2021

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Scott, Nicholas, MD	Emergency Medicine	Life Flight	12/16/2020
Smucker, Jordan, MD	Emergency Medicine		12/16/2020

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021

Approval of Certain Amended Delegations to the President and Chief Executive Officer

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RESOLUTION 19417

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 specifically related to donations to nonprofit entities.

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 donations to nonprofit entities, for the purpose of improving the governance and administrative efficiency of the System and to serve the best interests of the System. The amended delegation is 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. Dee, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Monnolly, Mr. Moreno,  
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021

## **Attachment/Exhibit A**

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Approval of Continuing Official Roles with Certain Partner Entities

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RESOLUTION 19418

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System (the “System” or “MetroHealth”) has been presented a recommendation to approve the continuing official roles with certain nonprofit and governmental entities (the “partner entities”); and

WHEREAS, MetroHealth’s participation in these partner entities is an important means to fulfill MetroHealth’s mission of improving the health of the community, including by addressing social determinants of health.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the designation, on a continuing basis, of the following MetroHealth representatives to the governing boards of the partner entities identified below:

<b>Nonprofit/Governmental Entity</b>	<b>MetroHealth Representative(s)</b>
340B Health	Medical Director, Pharmacy
America’s Essential Hospitals	Chief Executive Officer
American Red Cross of Northeast Ohio	President, Institute for H.O.P.E.
The Center for Health Affairs	Chief Financial Officer
The Center for Community Solutions	Medical Director, Institute for H.O.P.E.
Cleveland Neighborhood Progress	Chief of Staff
The Diversity Center of Northeast Ohio	Chief Diversity Officer
Domestic Violence and Child Advocacy Center	Chief Nursing Officer
First Year Cleveland	Chief Executive Officer
Greater Cleveland Partnership	Chief Executive Officer
Karamu House	Chief Diversity Officer
Lifebanc	Chief Nursing Officer; Member, Medical Staff
Metro West Community Development Corp.	Director, Economic & Community Transformation
Ronald McDonald House Charities of Northeast Ohio, Inc.	Chief Financial Officer
United Way of Greater Cleveland	Chief Clinical Transformation Officer; Member, Board of Trustees
University Settlement	Senior Leadership; Member, Medical Staff
Urban Community School	Chief of Staff

BE IT FURTHER RESOLVED, each MetroHealth representative so designated shall represent the System and the System’s interests and shall have no other conflict of interest in the partner entity;

BE IT FURTHER RESOLVED, should any identified representative become unable or unavailable to serve in the role with any partner entity on behalf of the System, the President and Chief Executive Officer is hereby authorized to appoint a replacement representative from among the members of System leadership with relevant expertise and experience; and

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the President and Chief Executive Officer to take any act and to prepare any documentation necessary consistent with this resolution.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021

Approval of Certain Donations Made to Nonprofit Entities

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RESOLUTION 19419

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System (the “System” or “MetroHealth”) has been presented a recommendation to approve and ratify certain donations made to nonprofit entities; and

WHEREAS, the donations were within the scope of the budgets previously approved by the Board and will be included in future budgets, as appropriate; and

WHEREAS, the donations are consistent with MetroHealth’s mission and operations.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves and ratifies the following donations made by MetroHealth:

- A pledge of \$100,000 to Karamu House to be paid over five years starting in 2020; and
- Sponsorships of College Now’s Bag Lady event in amounts not to exceed \$10,000 annually.

BE IT FURTHER RESOLVED, the above-referenced donations shall continue to be included in the annual budgets submitted to the Board of Trustees on a going forward basis and shall be paid out of general operating funds.

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: January 27, 2021