

# The MetroHealth System Board of Trustees

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## BOARD OF TRUSTEES REGULAR MEETING

Wednesday, November 21, 2022

MetroHealth Glick Conference Center (AC2-311 A&B) or via Zoom

5:00 pm

### Meeting Minutes

**Board Members<sup>1</sup>:** Ms. Inajo Davis Chappell-I, Ms. Maureen Dee-I, Mr. John Hairston-R, Mr. Robert Hurwitz-R, Mr. John Moss-R, Dr. JB Silvers-I, Dr. E. Harry Walker-I, Ms. Vanessa Whiting-I

**Staff<sup>1</sup>:** Dr. Jennifer Bailit-I, Dr. Akram Boutros-I, Ms. Kate Brown-I, Dr. Nabil Chehade-I, Dr. William Lewis-I, Ms. Laura McBride-I, Dr. Christine Alexander Rager-R, Ms. Sonja Rajki-I, Mr. Brian Rentschler-I, Mr. Craig Richmond-I, Mr. Nicholas Sukalac-I, Ms. Cheryl Wahl-I

**Guests<sup>1</sup>:** Mr. John McCaffrey-I, Ms. Hannah Smith-I, Mr. Mark Wallach-I

Ms. Whiting called the meeting to order at 4:03 pm, in accordance with Section 339.02(K) of the Ohio Revised Code.

(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.)

#### I. **Approval of Minutes**

The minutes of the October 26, 2022, regular Board Meeting, October 20, 2022, and November 2, 2022, special meetings were unanimously approved as submitted.  
**RESOLUTION NO. 19539**

#### II. **Consent Agenda**

##### A. Finance Committee

- i. The Board unanimously approved the Resolution for the Authorization of Chief Financial and System Services Officer to declare the Official Intent to MetroHealth to Reimburse Expenditures from Proceeds of Tax-Exempt Obligations. **RESOLUTION NO. 19540**

#### III. **Committee Reports**

- A. Audit & Compliance Committee – Ms. Dee indicated that on November 9, 2022, David Luker from RSM provided an update on the Transformation,

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<sup>1</sup> I – attended in person; R – attended remotely via Zoom

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Apex, Behavioral Health Ambulatory Enabling construction projects. Lori Kalic, RSM, presented the planned scope and timing of the 2022 Financial Statement audit. Representatives from Internal Audit/KPMG reviewed the status for the 2022 Internal Audit Plan, including the completion of the interim 2022 financial reporting control (FRC) testing. The committee received a report from Ethics & Compliance on recent compliance program activities. The Compliance work plan is 86% complete through October. David Fiser, Chief Information Officer, provided an update on cybersecurity and IT activities. The Committee also went into executive session to obtain more detail on these topics and Enterprise Risk Management activities.

- B. Equity, Inclusion & Diversity Committee – No Meeting
- C. Executive Committee – No Meeting
- D. Facilities & Planning Committee – Ms. Chappell gave a brief update, in the stead of Mr. Monnolly, who was unable to attend. Karen Dethloff is managing multiple construction projects and Walter Jones gave a brief update on the Glick Center. Both gave excellent presentations and Mr. Jones informed all present we are “on time and under budget.” Mr. Jones also informed the Committee that it would be his last meeting and while he is not leaving the organization right away, he expressed his heartfelt thanks to the Board and the Board, in turn, expressed their thanks for all of his great work on the Campus Transformation.
- E. Finance Committee – Mr. Moss gave a brief overview, indicating that the System will not hit its financial targets for the year, driven in large part by labor costs. With the stock market down, the System’s investments also have been impacted. Reports are inclusive in the Board packet for review.
- F. Governance Committee – Ms. Chappell gave an overview of the meeting, starting with the proposed calendar of meetings for 2023. Ms. Chappell indicated the extensive work the staff does in preparation for the meetings all in one day. Therefore, the proposed schedule with a new cadence was put before the Board. After a robust discussion, the members of the Committee unanimously approved to have this new schedule be sent forward for final approval. Also, Ms. Chappell noted that the Committee had discussed the leadership pipeline, similar to what was discussed previously regarding upcoming expiring board terms and the possibility of expanding the Board with new members and the bylaws provision allowing for a Chair-elect. One board member has agreed to serve in this position, Dr. Harry Walker, and this election is targeted for the December 2022 meeting.
- G. Quality, Safety & Experience Committee – Dr. Silvers indicated it was a normal meeting on November 9, 2022, and that the Committee enjoys that each meeting starts with a patient story. Ms. Chappell also noted that the Committee reviewed the materials provided to the patients who first

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entered the new hospital and enjoyed hearing the positive stories about the move, including a short film highlighting the patients' positive reactions.

### IV. Medical Staff Report

Dr. Christine Alexander, President of the Medical Staff, indicated the medical staff report was included in the Board Book. Aside from the request for approvals of Medical Staff appointments, Dr. Alexander wanted to inform the Board of updates from the Sedation Committee, and there are developing training modules to further define and improve the quality of sedation in all of the different areas in which it is provided. Also, Dr. Alexander mentioned they are looking to update the death certificate process, as there are times when the process becomes prolonged. They are working on strategies to alleviate this issue by streamlining and developing online signatures for death certificates.

At the request of Ms. Whiting, the Board unanimously approved the Medical Staff Providers Appointments and Reappointments for October 2022 and the Medical Executive Committee Minutes of October 14, 2022. RESOLUTION 19541

### V. President and CEO's Report

Dr. Boutros stated the President's Report was included in the Board Book and informed the group of three additional items. Dr. Boutros acknowledged the passing of Dr. Edward Mansour, who worked for MetroHealth for over 50 years. Dr. Mansour started his surgical residency here in 1969 and was the Director of Surgical Oncology from 1979-2005. Dr. Mansour advanced cancer research at MetroHealth and was focused on providing equitable care to our entire patient population. Dr. Mansour was one of the first to be inducted into the Medical Hall of Honor.

On a positive note, Dr. Katie Davis, Executive Director, Center for Community and Corporate Health, was announced today in Crain's "40 under 40" for her outstanding role in Community Health and taking over those activities from Dr. Watts.

Lastly, we had a successful introduction to the US Senate to the Mental and Physical Healthcare Co-morbidity Act. This act is a proposed amendment to the Social Security Act and is one of the pieces of legislature MetroHealth has been working on with the Frontline Alliance. The first step is to have Frontline Alliance hospitals – similar safety net institutions – formally designated. Senator Brown is supporting the legislative process.

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## VI. Other Board Items

- A. Approval of 2023 Schedule of Regular Board Meetings of The MetroHealth System. Ms. Whiting explained that discussion took place regarding the meeting schedule for 2023 in the Governance Committee. She asked for a motion to approve the resolution new 2023 Schedule of Regular Board Meetings of The MetroHealth System. A motion was made and seconded to approve the 2023 Schedule of Regular Board Meeting of The MetroHealth System. The Board then voted to unanimously approve the resolution. RESOLUTION NO. 19542
- B. Approval of Amendments to the Executive Compensation Policy BOT-06. Ms. McBride noted the Board's role in reviewing the CEO's compensation and reiterated the process required by Board policy. The proposed amendments seek to reaffirm this role and responsibility. Also, proposed amendments to the Bylaws with a similar goal are in process and likely to be ready for consideration in December. Ms. Whiting asked for a motion to approve the resolution Amendments to the Executive Compensation Policy BOT-06. Upon a motion made and seconded, the Board unanimously approved the resolution. RESOLUTION NO. 19543
- C. Ratification of the Engagement of Outside Counsel. Ms. McBride summarized the resolution requesting the ratification of the engagement of outside counsel – both Tucker Ellis LLP and Walter Haverfield. Ms. McBride noted that both firms had already been engaged in accordance with established process and authority, but the ratification was proposed to eliminate any questions regarding the propriety of their retention. Ms. Whiting asked for a motion to approve the resolution. Upon a motion made and seconded, the Board unanimously approved the resolution. RESOLUTION NO. 19544

## VII. Executive Session

Ms. Whiting then stated that the matters to be considered next at the meeting involve the appointment, employment, discipline and compensation of a public employee, the discussion of proprietary trade secrets, and other matters subject to attorney-client privilege and asked for a motion to go into executive session.

Ms. Chappell made a motion to move into executive session for discussions regarding the appointment, employment, discipline and compensation of a public employee, proprietary trade secrets, and other matters subject to attorney-client privilege, which was seconded

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by Dr. Walker. The Board held a roll call vote with all members voting to approve the motion to go into executive session.

Members of the public were excused and the Board went into executive session to discuss the identified matters at 4:28 pm.

### **VIII. Other Board Items**

Following executive session, the meeting reconvened in open session at 7:30 pm. At that time, Ms. Chappell noted that the Board retained Tucker Ellis to conduct an investigation into concerns regarding supplemental bonus payments that it learned had been received by the President and CEO, Dr. Boutros. Tucker Ellis submitted the report to the Board on November 19th, and it was discussed with the Board in executive session this evening. Trustees had the opportunity to ask questions about the report during executive session.

Ms. Chappell noted that the report's findings make it clear that Dr. Boutros has breached his employment agreement by, among other things, committing acts involving dishonesty against the System in awarding himself supplemental bonuses between 2018 and 2022 without Board knowledge or authorization. Ms. Chappell made a motion to terminate Dr. Boutros's employment for cause, effective immediately, for breach of contract and breach of fiduciary duty, which motion was seconded by Mr. Moss. The Board held a roll call vote with all members voting to approve the motion.

Ms. Whiting requested that MetroHealth counsel prepare a resolution memorializing the motion concerning Dr. Boutros' termination for cause, and to delegate authority to the Board Chairperson to enter negotiations with an interim CEO per the Board's CEO Succession Plan. Ms. Whiting further requested MetroHealth counsel prepare a resolution delegating authority to the Board Chairperson to negotiate the incoming CEO's contract for an earlier start date. The Board went into recess at 7:38 pm to allow counsel to prepare such resolution.

The Board reconvened in open session at 8:11 pm. Ms. McBride displayed and read to the Board the proposed resolution outlining the termination for cause. Ms. Chappell inquired about additional language that could be added to the resolution concerning the Board Chair's authority to carry out the resolution's terms. It was agreed that a statement would be added to the resolution that authorizes the Board Chairperson to take necessary actions consistent with the resolution.

Ms. Chappell made a motion to approve the resolution as presented and amended, which motion was seconded by Mr. Moss. The Board held a roll call vote with all members voting to approve the resolution. RESOLUTION NO. 19538

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The Board reflected on the sadness and disappointment they felt in reaching this decision. The Board also acknowledged the seriousness of the actions, the inconsistency of the conduct with MetroHealth values, Board policy, and law, and Dr. Boutros's excessive demands. Ms. Whiting asked Trustees to assist in communications with MetroHealth employees and stakeholders. Ms. Rajki and Ms. McBride stated that media statements will be prepared to assist in dissemination of the Board's action this evening.

There being no further business to bring before the Board, the meeting was adjourned at 8:15 pm.

**NEXT MEETING:**      **Wednesday, December 14, 2022 – 4:00 pm**  
**In-person and via Zoom**

Respectfully submitted,

**THE METROHEALTH SYSTEM**

Vanessa Whiting, Chairperson