



THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – FEBRUARY 22, 2023

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
<u>MINUTES</u>	
Minutes – Approval of Board Meeting Minutes, January 25, 2023 and Special Meeting February 15, 2023	19558
<u>CONSENT AGENDA</u>	
<u>Compensation Committee</u>	
Approval of the Engagement of an Executive Compensation Consultant	19559
<u>Facilities and Planning Committee</u>	
Approval of Owner’s Representative/Project Management Service	19560
<u>MEDICAL STAFF</u>	
Approval of Medical Staff Providers Appointments, Reappointments and Actions for February	19561
<u>OTHER BOARD ITEMS</u>	
Approval of Amendments to the Executive Compensation Policy BOT 06	19562

**Approval of Board Meeting Minutes, January 25, 2023 and February 15, 2023**

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**RESOLUTION 19558**

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of January 25, 2023 and Special Meetings of February 15, 2023, 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 January 25, 2023, and Special Meetings of February 15, 2023, as presented.

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: February 22, 2023

## Approval of the Engagement of an Executive Compensation Consultant

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### RESOLUTION 19559

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation by the President and Chief Executive Officer for the approval of authority to engage an executive compensation consultant from among the respondents to the System's publicly issued request for competitive sealed proposals; and

WHEREAS, the Board's Compensation 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 of the System's engagement of an executive compensation consultant to serve as an advisor to the Board and the System, to be paid out of general 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. Davis-Chappell, Mr. Corlett, Ms. Dee, Mr. Hairston,  
Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS:

ABSENT: Mr. Hurwitz

ABSTAINED:

DATE: February 22, 2023

Approval of Owner's Representative/Project Management Service Providers

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RESOLUTION NO 19560

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the approval of certain Pre-Authorized Owner's Representative/Project Management Services providers; 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 certain Pre-Authorized Owner's Representative/Project Management Services Providers for a period of up to three years. The list of Pre-Authorized Owner's Representative/Project Management Services Providers is shown in the attached Exhibit 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. Davis-Chappell, Mr. Corlett, Ms. Dee, Mr. Hairston,  
Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS:

ABSENT: Mr. Hurwitz

ABSTAINED:

DATE: February 22, 2023

**Exhibit A**

**2023**

**PRE-AUTHORIZED OWNER'S REPRESENTATIVE/PROJECT MANAGEMENT  
SERVICES PROVIDERS**

1. Construction Support Solutions
2. ECS Midwest
3. G Stephens, Inc.
4. Hill International
5. Hplex Solutions
6. JPT Architects
7. Makovich & Pusti
8. Next Generation Construction
9. NV5, Inc.
10. Ozanne Construction
11. Panzica
12. Regency Construction Services
13. Signet Real Estate

**APPROVAL OF MEDICAL STAFF PROVIDERS APPOINTMENTS, ACTIONS  
AND REAPPOINTMENTS FOR FEBRUARY 2023**

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**RESOLUTION NO. 19561**

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on January 24, 2023. The appointments will then be reviewed and accepted by the Medical Executive Committee on February 10, 2023

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Ahmed, Shamina, MD	Radiology		1/25/2023
Hottois, Michael, MD	Psychiatry	Child/Adolescent	1/25/2023
Pashmini, NAzly, MD	Pediatrics		1/25/2023
Saleh, Anas, MD	Orthopaedics		1/25/2023

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Albright, Consulea, APRN-CNP	Family Medicine		1/25/2023
Badea, Cassie, APRN-CNP	Psychiatry		1/25/2023
Fitzgerald, Tyler, PA-C	Medicine	Internal Medicine	1/25/2023
Izydorczak, Cecilia, PA-C	Surgery	Trauma/Burn/Critical Care	1/25/2023
Kestranek, Todd, PA-C	Orthopaedics		1/25/2023
Nunnari, Gabrielle, CAA	Anesthesiology		1/25/2023
Rayokovich, Brooke, PA-C	Surgery	Trauma/Burn/Critical Care	1/25/2023

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Newey, Christopher, DO	Neurology		1/25/2023
Ravitskiy, Larisa, MD	Dermatology		1/25/2023

Non reviewable list-Clean files

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Hughes, Graham, MD	Psychiatry		1/25/2023
Reilly, Rachel, PT	PM&R		1/25/2023

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on January 24, 2023  
The Actions will then be reviewed by the Medical Executive Committee on February 10, 2023.

**Resignations**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Bell, Andrea, DO	Medicine	Hospital Medicine	1/23/2023-R
Buchanan, Grant, MD	Orthopaedics		7/29/2022-R
Hajinazarian, Melkon, MD	Medicine	Nephrology	12/2/2022-CT
Julio, Lisa, APRN-CNP	Surgery	Pre-Surgical Testing	12/9/2022-R
Stetzer, Bradley, DO	Ob/Gyn	Maternal Fetal Medicine	1/6/2023-R

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

## January 2023 Reappointments

Last Name	First Name	Degree	Department	Division
Ahmad	Subhan	MD	Medicine	Hospital Medicine
Ahuja	Payal	MD	Family Medicine	Express Care
Akhrass	Rami	MD	Surgery	Cardiothoracic
Alexander	Christine	MD	Family Medicine	
Allen	Carrie	CAA	Anesthesiology	
Al-Mashni	Laith	DDS	Dental Medicine	Oral Health
Ambani	Ravi	MD	Surgery	Vascular Surgery
Aneja	Ashish	MD	Medicine	Cardiology
Bala	Elisa	MD, MSc, MBA	Surgery	Ophthalmology
Baltes	Matthew	DO	Family Medicine	
Becker	Jeffery	MD	Medicine	Hospital Medicine
Belding	Jonathan	MD	Orthopaedics	
Bement	Sarah	MD	Pediatrics	
Burns	Sara	APRN-CNP	Family Medicine	Express Care
Caballero	Ludy	APRN-CNP	Family Medicine	Express Care
Carter	John	MD	Medicine	Pulmonary Medicine
Cater	Grace	MD	Medicine	Cardiology
Chagin	Daniel	MD	Family Medicine	
Chotikanatis	Kobkul	MD	Pediatrics	Allergy/Immunology
Chrisman-Khawam	Leanne	MD	Family Medicine	
Claridge	Jeffrey	MD	Surgery	Trauma/Burn/Critical Care
Clemow	Justin	DMD, MD	Dental Medicine	Oral & Maxillofacial Surgery
Combs	Meaghan	MD, MPH	Family Medicine	
Copeland	Joi	DDS	Dental Medicine	Oral Health
Cotturo	Kerrie	CCP	Surgery	Cardiothoracic
Creamer	Johnbuck	MD	Medicine	Hospital Medicine
Crowe	David	MD	Dermatology	
De Roia	Brooke	APRN-CNP	Family Medicine	Express Care
DeJoy	Samuel	DMD, MD	Anesthesiology	
Dent	Arlene	MD	Pediatrics	Pediatric Comprehensive Care
Dietz	Michelle	MD	Geriatric Medicine	
Dirajlal-Fargo	Sahera	DO	Pediatrics	Pediatric Infectious Disease
Dobbs	Katherine	MD	Pediatrics	Pediatric Infectious Disease
Dodge	Emily	MD	Emergency Medicine	
Dong-Kondas	Julie	MD	Dermatology	
Downes	Sean	MD	Family Medicine	
Ekers	Brooke	PA-C	Neurosurgery	
Elias	Michael	CAA	Anesthesiology	
Finton	Paula	MD	Medicine	Internal Medicine
Forde	Wayne	MD	Family Medicine	
Frommelt	Jonathan	MD	Emergency Medicine	

Garcia	Jose	MD	Obstetrics & Gynecology	
Gemechu	Fassil	MD	Geriatric Medicine	
Ghuri	Abdulla	MD	Pediatrics	
Gill	Inderjit	MD	Surgery	Cardiothoracic
Gordon	Deborah	APRN-CNP	Family Medicine	Correctional Medicine
Grady	Angela	DPM	Orthopaedics	Podiatry
Griggs	Jessica	DO	Family Medicine	
Haddad	Maryanne	DO	Medicine	Internal Medicine
Harders	Maureen	MD	Anesthesiology	
Hecker	Michelle	MD	Medicine	Infectious Disease
Hirschfeld	Adam	MD	Orthopaedics	
Hodgson	John	MD	Medicine	Cardiology
Jaworsky	Christine	MD	Dermatology	
Kapur	Rahi	MD	Emergency Medicine	
Kauffman	Erick	MD	Family Medicine	
Kaufman	Bram	MD	Surgery	Plastic Surgery
Krishnan	Vidya	MD	Medicine	Pulmonary Medicine
Kumar	Deepak	MD	Pediatrics	Neonatology
Kutoloski	Karen	DO	Medicine	Cardiology
Laurenty	David	PA-C	Surgery	General Surgery
Lebak	Kelly	MD	Anesthesiology	
Lengu	Irma	MD	Surgery	Urology
Leonard	Ethan	MD	Pediatrics	Pediatric Infectious Disease
Lerner	Raisa	MD	Medicine	Internal Medicine
Levine	Ari	MD	Orthopaedics	
Li	Benjamin	MD	Surgery	Oncology
Lowenthal	Rebecca	MD	Family Medicine	
Loy	Maria	MD	Anesthesiology	
MacKay	Kara	CAA	Anesthesiology	
Magoulias	Constance	MD	Geriatric Medicine	
Maier	Vanessa	MD, MPH	Family Medicine	
Majewski	Andrea	PA-C	Surgery	Trauma/Burn/Critical Care
Martinez	Alan	DDS	Dental Medicine	Oral & Maxillofacial Surgery
Masar	Sarah	APRN-CNP	Family Medicine	Express Care
McElroy	Sarah	APRN-CNP	Pediatrics	
McLaughlin	Beth	MD	Medicine	Palliative Care
McLean	Shoghi	MD	Medicine	Hospital Medicine
Morrow-White	Cheryl	MD	Pediatrics	
Murtz	Denise	APRN-CNP	Medicine	Hematology/Oncology
Najarian	Sandra	MD, FACEP	Emergency Medicine	
O'Shea	Jodi	APRN-CNP	Geriatric Medicine	
Pahlajani	Geetu	MD	Family Medicine	
Petrie	Timothy	MD	Emergency Medicine	Life Flight
Phelan	Michael	MD	Emergency Medicine	

Piktel	Joseph	MD	Emergency Medicine	
Pinault	Gilles	MD	Orthopaedics	
Platt-Houston	Candis	MD	Pediatrics	
Pollard	Robert	MD	Obstetrics & Gynecology	
Raju	Nygi	MD	Family Medicine	
Ramson	James	APRN-CNP	Medicine	Cardiology
Ranzini	Angela	MD	Obstetrics & Gynecology	Maternal/Fetal Medicine
Rataul	Manjot	MD	Emergency Medicine	
Reichsman	Ann	MD	Family Medicine	
Ricanati	Steven	MD	Medicine	Internal Medicine
Riley	Nicholas	MD, Ph.D	Family Medicine	
Roehrs	Matthew	DO	Emergency Medicine	
Romeo	Nicholas	DO	Orthopaedics	
Rosenberg	Jeffrey	MD	Medicine	Internal Medicine
Rosenberg	Arlene	MD	Dermatology	
Roy	Aparna	MD	Pediatrics	Pediatric Critical Care
Saadeh	Wasim	MD	Pediatrics	
Saul	James	MD	Medicine	Internal Medicine
Schrock	Jon	MD, FACEP	Emergency Medicine	
Sears	Jonathan	MD	Surgery	Ophthalmology
Seeholzer	Eileen	MD	Medicine	Internal Medicine
Shaughnessy	Allysen	PA-C	Surgery	Trauma/Burn/Critical Care
Sherry	Nicholas	PA-C	Orthopaedics	
Shiber	Linda-Dalal	MD	Obstetrics & Gynecology	
Sigmund	Eric	APRN-CNP	Emergency Medicine	Correctional Medicine
Sika	Neil	OD	Surgery	Ophthalmology
Singh	Maninder	MD	Anesthesiology	
Singh	Sareena	MD	Obstetrics & Gynecology	Gynecologic Oncology
Solymos	Kornelia	MD	Family Medicine	
Somach	Stephen	MD	Dermatology	
Srivastava	Sunil	MD	Surgery	Ophthalmology
Sroka	Ruth	APRN-CNP	Medicine	Hospital Medicine
Tallman	Thomas	DO	Emergency Medicine	Correctional Medicine
Tang	Xiaozhou	MD	Family Medicine	Express Care
Tarabichi	Yasir	MD	Medicine	Pulmonary Medicine
Times	Melissa	MD	Surgery	General Surgery
Traffis	Ashley	APRN-CNP	Pediatrics	Neonatology
Tseng	Esther	MD	Surgery	Trauma/Burn/Critical Care
Venna	Ranga	MD	Anesthesiology	

Wallis	Nicole	MD, FACEP	Emergency Medicine	
Whited-Watson	Amber	DO	Family Medicine	
Wilson	Lance	MD, FACEP	Emergency Medicine	
Winfield	Anna	MD, MPH	Pediatrics	
Wozniak	Kathryn	PA-C	Surgery	Plastic Surgery
Yuan	Alex	MD	Surgery	Ophthalmology
Zavracky	Lyndsey	PA-C	Emergency Medicine	
Zienkowski	Edward	APRN-CNP	Anesthesiology	Pre-Surgical Testing

AYES:	Ms. Davis-Chappell, Mr. Corlett, Ms. Dee, Mr. Hairston, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting
NAYES:	
ABSENT:	Mr. Hurwitz
ABSTAINED:	
DATE:	February 22, 2023

**Approval of Amendments to Executive  
Compensation Policy BOT-06**

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**RESOLUTION NO. 19562**

WHEREAS, the Board of Trustees of The MetroHealth System has a policy regarding Executive Compensation, Policy BOT-06;

WHEREAS, Policy BOT-06 requires the Compensation Committee to define the scope of “Executives” whose compensation is subject to oversight by the Board;

WHEREAS, the Board acknowledges the particular challenges associated with the employment of interim Executives, whose employment more closely resembles consulting or separate contractual relationships and whose compensation is not readily comparable to full-time employment; and

WHEREAS, the proposed amendments seek to define Executives and provide a limited exception for interim Executive compensation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the attached amended Board Policy BOT-06 for Executive Compensation.

AYES: Ms. Davis-Chappell, Mr. Corlett, Ms. Dee, Mr. Hairston,  
Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS:

ABSENT: Mr. Hurwitz

ABSTAINED:

DATE: February 22, 2023

## **BOT-06 - Executive Compensation**

### Key Points

- This policy applies to The MetroHealth System (MHS).
- The Board of Trustees recognizes the need for MHS to attract and retain effective and committed executives to assist MHS in achieving its goals and providing high quality care in accordance with its mission, while acting in accordance with the laws and standards applicable to MHS.
- This policy sets forth the framework that the Board uses to carry out its fiduciary duties in determining appropriate and competitive compensation for the CEO and other MHS Executives<sup>1</sup>.

### Policy

1. The Board, through the Compensation Committee, shall review the CEO's and Executives' compensation at least annually. This review shall include actual compensation paid during the prior year as well as any proposed changes to the CEO's future compensation, if any.
2. To support the Board's fiduciary and statutory duties, MHS shall retain an independent compensation consultant (or consultants) to assist in providing the Board with information regarding comparable CEO and Executive compensation and related terms.
  - 2.1. The independent compensation consultant shall provide a written report(s) to and communicate directly with the Board's Compensation Committee.
3. CEO Compensation
  - 3.1. The Board sets compensation for the CEO that is consistent with other comparable nonprofit and public hospitals and health systems and that reflects fair value for the services that MHS receives.
  - 3.2. The Board shall approve all compensation paid to the CEO.
  - 3.3. Any changes in the CEO's base salary outside of those contemplated by the CEO's employment agreement and any bonus or supplemental compensation paid to the CEO must be approved by the Board in advance of payment.
4. Executive Compensation
  - 4.1. In accordance with Policy BOT-07, the CEO has the authority to set the wages, salaries and benefits for other MHS Executives, including base salary and other fixed, performance-based, or other incentive compensation.
  - 4.2. However, the wages and salaries set by the CEO for Executives must be consistent with compensation provided by comparable nonprofit and public hospitals and health systems.
    - 4.2.1. The CEO must notify the Board if any Executive's total cash compensation (including performance-based variable compensation or other compensation) will exceed the 90<sup>th</sup> percentile of the comparable group and request Board approval.
    - 4.2.2. The requirement of 4.2.1 for Board approval does not apply to interim Executives who are employed on a temporary basis (less than 12 months) to fill an immediate need. In such a situation, the CEO must notify the Board Chair in writing if an interim Executive's total cash compensation will exceed the 90<sup>th</sup> percentile, but Board approval is not

required. The CEO shall report to the Board on all interim Executive hires at least annually.

4.3. The CEO shall report to the Board's Compensation Committee on Executives' compensation, including base salary and all other components of compensation, at least annually.

5. Performance-Based Variable Compensation (PBVC)

5.1. The Board shall approve annual organizational goals and metrics utilized for the organizational portion of the PBVC program.

5.1.1. Employees may have, in addition to organizational goals, personal goals and metrics that are approved by the CEO.

5.2. The CEO shall report the organizational goals achievements and the performance of the PBVC program to the Board annually, including the aggregate amount awarded across the organization and the amount that would be awarded to the CEO and other MHS employees through the PBVC program.

References

[ORC 339.06, 339.07](#)

Endnotes

<sup>1</sup> Executives means employees at the level of a Vice President or above but does not include the CEO.