

The MetroHealth System Board of Trustees

FULL BOARD REGULAR MEETING

Wednesday, February 28, 2024

3:30pm – 5:00pm

The MetroHealth System Board Room (K107) and via Zoom

Meeting Minutes

Trustees: Inajo Chappell-R, John Corlett-I, Maureen Dee-I, John Moss-I, JB Silvers, Ph.D.-R, E. Harry Walker, M.D.-I, Vanessa Whiting-R ¹

Staff: Airica Steed, Ed.D.-I, Christine Alexander, M.D.-I, Kate Brown-I, Alfred Connors, M.D.-R, Nabil Chehade, M.D.-I, Joseph Frolik-I, Derrick Hollings-I, Olusegun Ishmael, M.D.-I, Natalie Joseph, M.D.-I, Barbara Kakiris-I, Melissa Kline-I, William Lewis, M.D.-I, Laura McBride-I, Kate Nagel-I, Allison Poulos-R, Sonja Rajki-R, Tamiyka Rose-I, Dalph Watson-I, Adam Winston-I

Guests: Sabrina Otis-R, Julie Washington-I

Dr. Walker called the meeting to order at 3:40 pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

(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

Dr. Walker requested for a motion to approve the minutes of the January 24, 2024 regular Board Meeting as presented, which was given, seconded, and unanimously approved.
RESOLUTION NO. 19603

II. Mission Moment

A video was shared to commemorate the 10-year anniversary of MetroHealth's School Health Program and the grand opening of three additional in-school clinics within the Cleveland Metropolitan School District, highlighting MetroHealth's commitment to community health and providing accessible healthcare for students.

III. Committee Reports

A. Quality, Safety & Experience Committee

¹ I-In-person, R-Remote

The MetroHealth System Board of Trustees

Dr. Walker reported that the Quality, Safety & Experience Committee met today and reviewed several items including the Quality Assurance Performance Improvement Plan which was included in the meeting materials. The 2023 Quality, Safety & Experience Performance updates were discussed and reported; every system goal met or exceeded the target, and the Board was pleased with the progress made. The goals were ambitious and most of them were achieved. Dr. Walker applauded the team for their hard work and efforts on meeting the system goals. The 2024 system goals were discussed, and an update was provided on those goals. Dr. Collins presented updates on the peer review, focused professional practice evaluation, and credentialing process. Last, a patient safety update was discussed.

B. Finance Committee

Mr. Moss reported that the Finance Committee met today. Adam Blake with Clearstead provided an update on the System's investment performance in 2023. Long-term investments are up 23%; whereas, the year prior there were \$44 million in overall investment losses. This year, our EBIDA was \$138 million, which is \$1 million more than last year. Mr. Moss highlighted a 45% increase in pharmacy revenue of \$116 million, which was offset by \$60 million in additional expenses and provided a net gain of \$56 million. Similarly, other revenue was up by 8% or \$90 million but additional expenses of \$146 million resulted in a net loss of \$56 million. Mr. Moss also reported that assets were slightly down from last year but have increased to \$7 million. Mr. Moss also reports that our cash on hand at 145 days, down from 172 days in 2022.

C. Audit and Compliance

Ms. Dee reported that the Audit and Compliance Committee held a special meeting that was largely held in Executive Session to discuss the selection of finalists to be procured as the internal auditor for MetroHealth. A competitive bid was submitted and a total of twelve bidders responded, and the top four finalists were interviewed by a committee including Board members and designated staff members.

IV. Consent Agenda

A. Approval of the Engagement of an Internal Audit Partner

Dr. Walker asked for a motion on the resolution for the consent agenda, which had one item, which is the Approval of the Engagement of an Internal Audit Partner which was given, seconded and the resolution was approved unanimously. RESOLUTION NO. 19605

V. President and CEO's Report

Dr. Steed referred to the Board of Trustees to the meeting materials regarding updates and organizational progress. Dr. Steed reported that the organization has achieved green status in every system goal domain for the first two months of 2024.

The MetroHealth System Board of Trustees

The MetroWay Forward is the organization's transformation journey that encompasses every aspect of culture transformation, clinical and academic excellence, as well as financial and operational performance. The focus is to become a people-first culture and achieve the True North measures of becoming a five-star organization and a regional organization for publicly reported measures. Our goal is to become the best place to work and provide high-quality care to communities at large. The MetroWay Forward initiative aims to drive north of \$150 million in collective margin improvements through cost efficiencies, revenue enhancement efforts, and healthy growth measures. Dr. Steed introduced three new members of the leadership team: Dr. Connie Moreland, the new Vice President of Medical Diversity and Inclusion, Joseph Greiner, the new Director and Chief of Public Safety, and Dr. Wendy Ellis Jones, the new Executive Director of Health Equity Sponsorship Engagement.

VI. Medical Staff Report

Dr. Joseph directed the Board to the MEC meeting minutes and the appointments, reappointments, and actions of the Credentialing Committee that were included in the meeting materials for review. Dr. Joseph highlighted the presentation of clinical practice guidelines for prostate cancer screening by Dr. Nguyen, which is similar to an initiative that was spearheaded for breast cancer screening at the end of 2022. Recognizing our diverse patient population and the need to address incidences of late-stage prostate cancer diagnosing in African American and Hispanic men populations, Dr. Joseph commended Dr. Nguyen for spearheading a group of multi-disciplinary providers who are reviewing national clinical practice guidelines and working to develop guidelines that are specific to our patient population. The team is also working with the Ethics team to launch primary care based clinical practice guidelines. Dr. Joseph provided additional updates including nominations for president elect will begin the following week and there is a planned in person Doctor's Day event in March.

Dr. Walker requested for a motion to approve the Medical Staff Providers Appointments, Actions and Reappointment for January 2024 along with the acceptance of the MEC minutes for February 9, 2024, which was given, seconded, and unanimously approved.
RESOLUTION NO. 19604

VII. Information Items

A. Update to Committee Appointments

Dr. Walker provided an update on recent changes to committee appointments. Dr. Walker will replace Ms. Chappell as the Chair of Facilities & Planning Committee and Mr. Corlett will replace Dr. Walker as the Chair of Human Resources & Compensation Committee.

The MetroHealth System Board of Trustees

B. Update on Board Appointments

Dr. Walker provided an update on the new Trustee, Ms. Sharon Dumas, Board appointment. Due to a bureaucratic issue with the County, Ms. Dumas was not yet officially appointed to the Board, so Dr. Silvers remains an appointed Trustee and agreed to participate in today's meeting. We are anticipating for Ms. Dumas to begin in April as soon as the issue is corrected with the County.

VIII. Executive Session

Dr. Walker asked for a motion to recess into executive session to discuss hospital trade secrets as defined by ORC 1333.61; to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee to conference with an attorney for the public body concerning disputes involving the public body that are subject to pending or imminent court action. Mr. Corlett made a motion and Mr. Moss seconded. The Board held a roll call vote with all Trustees in attendance voting to approve the motion to go into executive session for the purposes stated by Dr. Walker.

Members of the public were excused. The Board went into executive session to discuss the matters identified at 4:14 pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 5:44 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

IX. Recommendation/Resolutions

A. Approval of Executive Compensation

Dr. Walker noted the Board heard from management on the background on this resolution and had an opportunity to discuss in executive session. He asked if there were any additional questions or discussion, with none, Dr. Walker asked for a motion on the resolution for the Approval of Executive Compensation, which was given, seconded and the resolution was approved unanimously. RESOLUTION 19606

B. Approval of Update in Nonprofit Joint Venture

Dr. Walker noted the Board heard from management on the background for this resolution and had an opportunity to discuss in executive session. He asked if there were any additional questions or discussion, with none, Dr. Walker asked for a motion on the resolution for the Approval of Update in Nonprofit Joint Venture, which was given, seconded and the resolution was approved unanimously. RESOLUTION 19607

The MetroHealth System Board of Trustees

There being no further business to bring before the Board, the meeting was adjourned at 5:46 pm.

NEXT MEETING: **Wednesday, March 27, 2024 – 3:30-5:30 pm**
Virtual only via Zoom

THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson