



The MetroHealth System

Board of Trustees

Tuesday, November 5, 2024

1:00pm - 3:00pm

The MetroHealth System Board Room K-107 or via Zoom

Board of Trustees

Special Meeting

The MetroHealth System Board of Trustees

SPECIAL FULL BOARD AND FINANCE COMMITTEE JOINT MEETING

DATE: Tuesday, November 5, 2024
TIME: 1:00pm – 3:00pm
PLACE: MetroHealth Board Room (K107) or via Zoom:
<https://us02web.zoom.us/j/85080784794>

AGENDA

I. Approval of Minutes

Minutes of October 23, 2024, Regular Meeting of the Board of Trustees

II. Information Items

A. 2025 Annual Budget – *D. Hollings*

III. Executive Session

Return to Open Meeting

IV. Recommendation/Resolution Approvals

A. Approval of a Proposed Budget for the 2025 Fiscal Year and To Authorize the Submission of the Same to the Government of Cuyahoga County, Ohio

B. Approval of Certain Annual Purchasing Policies and Procedures

The MetroHealth System Board of Trustees

FULL BOARD MEETING

Wednesday, October 23, 2024

3:30pm-5:30pm

MetroHealth Board Room (K107) and via Zoom

Meeting Minutes

- Trustees:** Inajo Davis Chappell-R, John Corlett-I, Maureen Dee-I, Sharon Dumas-I, Ronald Dziedzicki-I, Nancy Mendez-I, John Moss-I, Michael Summers-I, E. Harry Walker, M.D.-R¹
- Staff:** Christine Alexander, M.D.-I, Robin Barre-I, Peter Benkowski-I, James Bicak-I, Chris Briddell-I, Kate Brown-I, John Chae, M.D.-I, Nabil Chehade, M.D.-R, Alfred Connors, M.D.-R, William Dube-I, Joseph Frolik-I, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Kimberly Green-I, Derrick Hollings-I, Natalie Joseph, M.D.-I, Barbara Kakiris-I, William Lewis, M.D.-I, Amy Lowell-R, Candice Mori-I, Allison Poullos-I, Tamiyka Rose-I, James Wellons-I, Adam Winston-R, Donald Wiper, M.D.-I, Gregory Zucca-I¹
- Invited Guests:** Seona Goerndt-I, Adam Bechler-I, Secretary Marcia L. Fudge-R, John Gerak-R, Aaron Howell-R, Anthony Petruzzi-R, Adrian Thompson-R
- Other Guests:** Guests not personally invited to the meeting by the Board Chair are not listed as they are members of the public and some were not appropriately identified.

Dr. Walker called the meeting to order at 3:37pm, 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 October 8, 2024 special meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19652

¹ I-In-person, R-Remote

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II. Mission Moment

Dr. Alexander-Rager introduced the Mission Moment video detailing the story of a patient, Carlen Morris, who suffered a spinal cord injury following a car accident in October 2023. Initially, he was told he would not be able to walk or move independently, but by the second month of physical medicine rehabilitation therapy, he had made significant progress. Carlen spent two months in inpatient rehabilitation before continuing his recovery with outpatient therapy. His physical therapist praised his progress and the support he received from his friends. Carlen's goal was to walk on stage during graduation to get his diploma, and his outpatient therapists provided invaluable support. He plans to continue working with his care team over the next year and is excited to join his high school team as a coach. Carlen's progress is a testament to the quality of care provided by MetroHealth's Rehabilitation Institute.

III. Committee Reports

A. Quality, Safety & Experience Committee

Mr. Dziedzicki provided a summary of the Quality, Safety & Experience Committee meeting held earlier today. The meeting commenced with a viewing of a video of a patient story about a male who sustained injuries in an accident. His rehabilitation recovery involved the implantation of an assisted device that enhanced his functionality. The committee received updates regarding infection control initiatives that are being implemented to mitigate and reduce harm to patients from infections that occur during hospitalizations. An update of the quality of scoring in relation to care delivery at MetroHealth was discussed, which had outstanding results in comparison to those of other peer groups on a national scale.

B. Finance Committee

Mr. Moss provided a summary of the Finance Committee meeting held earlier today. Mr. Blake from Clearstead provided an update on the investment results, stating \$37 million was made this year of which 18.6% are from aggressive investments. The total amount made this year from non-reserve funds and the captive has made the System nearly \$50 million in the stock market. Mr. Hollings provided an update on third quarter results, stating that the EBIDA was \$49 million, \$8 million more than the budget and \$12 million more than last year. Year to date, the EBIDA is \$83 million, which is \$20 million off budget, but \$6 million less than last year. It is anticipated the System will end the year at approximately \$125 million versus a \$140 million budget. The increase in pharmacy revenue earned \$47 million over last year, but unexpected expenses came in at \$44 million. Overall, revenue increased by \$116 million, while expenses were \$122 million, a \$6 million difference. The Behavioral Center occupancy increased to 50% in comparison to 40% occupancy at the end of 2023. Assets were

The MetroHealth System Board of Trustees

about the same as last year, the payer mix remains the same as last quarter and cash on hand remains the same at \$702 million, but decreased to 134 days from 145 days due to rising expenses.

IV. Consent Agenda

A. Finance Committee -

- i. The Board unanimously approved the Approval of Renewal of Line of Credit.
RESOLUTION NO. 19654

B. Finance Committee -

- i. The Board unanimously approved the Approval of Additional Capital Expenditures for Capital Improvements to the System's Apex Project and Main Campus Outpatient Pavilion.
RESOLUTION NO. 19655

V. President and CEO's Report – C. Alexander-Rager

Dr. Alexander-Rager provided a summary of the written President and CEO's Report to the Board for the month of October which was included in the meeting material. The IV fluid crisis, a national issue related to the Baxter factory in North Carolina closure due to a hurricane, has caused a significant pinch for numerous hospital systems across the country. However, MetroHealth has quickly stepped up its Code Yellow activation team and implemented conservation measures in various areas, including the operating room, Intensive Care Units, and patient care floors. The Pharmacy and Emergency Management teams has been involved and engaged and well-prepared through data analytics, reviewing usage and percent allocation of IV fluids, which it is anticipated that normal supply will be restored in a few months. MetroHealth recently opened a new Psychiatry Emergency Department at Cleveland Heights Medical Center, providing on-site psychiatric emergency services to meet the community's crisis of behavioral healthcare needs. MetroHealth celebrated the 25th anniversary of the partnership with Epic, the system's electronic health record vendor. The National Institute of Health (NIH) awarded two significant grants to MetroHealth researchers: a five-year, \$3.5 million dollar grant supporting sleep apnea research of Dr. J. Daryl Thornton, Director of the Division of Pulmonary, Critical Care, and Sleep Medicine. Additionally, a \$2.2 million dollar grant was awarded to Kevin Kilgore, PhD, Staff Scientist in the Department of Physical Medicine and Rehabilitation (PM&R) which allows Dr. Kilgore and his team to expand the work that commenced two years ago with a three-year, \$12.5 million grant from the NIH. Dr. Michelle Dietz has been appointed as the Chair of Geriatrics, as Dr. James Campbell, who has been in that position for over 20 years, is retiring. MetroHealth is partnering with the Health Assurance Foundation to develop best-practice standards for Community Health Workers, with a \$434,400 grant to support the CHW program at the Institute for H.O.P.E.™, with the goal of integrating community health workers within the primary care team.

VI. Medical Staff Report

Dr. Joseph presented a report on behalf of the Medical Staff to the Board and first acknowledged the clinical teams' efforts and diligence to address the IV fluid shortage and adjusting to keep the organization functioning. An emerging leader's council was launched this year, which aims to identify mid-level providers within the system who could potentially move into leadership roles within the institution and gain exposure to and learn leadership skills. This year's largest class has 20 applicants nominated by their peers. The peer review process is underway, with medical staff members being appointed and working in collaboration with patient safety and experience. In the last three months, they have reviewed about 168 reports, with nine still in process. The Medical Executive Committee will continue to update the information to the Board quarterly. The Medical Staff is hosting an event to celebrate faculty who recently underwent appointments, and the Medical Staff will hold meetings at different sites within the System. A wellness initiative was implemented and has been successful, with the Medical Staff sending cards with messages of encouragement and coffee gift cards as an effort to contribute to the wellness of the medical staff. Lastly, the Medical Staff will host a holiday party on December 21st at the Global Center. Dr. Joseph directed the Board to the Medical Staff Providers appointments, reappointments, actions of the Credentialing Committee, and MEC meeting minutes for August and September 2024 that were included in the meeting materials and asked for an approval. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions, and Reappointments, along with the acceptance of the MEC minutes for August and September 2024, which was given, seconded and unanimously approved. RESOLUTION 19653.

VII. Information Items

A. Midwifery Program Launch

Kimberly Green, Vice President of Women and Children Services and OB/GYN, Dr. Donald Wiper, Chair, OB/GYN, and Amy Lowell, Certified Nurse Midwife Provider and Director of the Midwifery program, presented to the Board to discuss the new midwifery program at MetroHealth. Dr. Wiper advocated to bring the midwifery program back to MetroHealth as the program aims to continue the institution's long history of excellence in OB/GYN care, with 160,000 births since 1974. Last year, over 2600 deliveries were performed with a C-section rate of 18%, lower than the national average of 22.5% for first time deliveries. The goal of the midwifery program is to bring growth to the system, improve health outcomes, close equity gaps, and shift the total provider compliment. Amy Lowell, Certified Nurse Midwife Provider and Director of Midwifery, explained the midwifery team will comprise of five midwives who are registered nurses who holds either a Master's or Doctorate degree and certified in midwifery, who can offer a wide range of OB/GYN care and will work

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closely with the OB/GYN physician team. The OB/GYN Division's goal is to address the issue of maternal and infant morbidity and mortality as Cleveland, Ohio gets a D+ in maternal and infant morbidity and mortality. To increase access to high quality care in areas with high infant mortality, midwifery care will be placed in those areas to combat the high infant mortality crisis. The midwifery program has been successful in providing support to first-time moms and lower socioeconomic status neighborhoods. The midwifery program is currently in the fourth phase of requesting designation as a baby friendly center, which aims to be completed by the end of the year and the midwifery program will be fully staffed and seeing patients in January of 2025.

VIII. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss hospital trade secrets as defined in ORC 1333.61, to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, and to conference with the public body's attorney to discuss a pending or imminent court action. Mr. Dziedzicki 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, and the Board went into executive session to discuss the identified matters at 4:27pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 6:57pm and welcomed back the public via Zoom and those members of the public who remained in-person.

IX. Recommendation/Resolution Approvals

A. Authorization and Approval to Enter into an Employment Agreement with a President and Chief Executive Officer

Dr. Walker noted the Board an opportunity to discuss the resolution in executive session. As there were no additional questions or discussion, Dr. Walker asked for a motion on the resolution for the Authorization and Approval to Enter into an Employment Agreement with a President and Chief Executive Officer which was given, seconded and the resolution was approved unanimously. RESOLUTION 19656.

The MetroHealth System Board of Trustees

B. Authorization of the System to Transfer Certain Real Estate

Dr. Walker noted the Board heard from management on the reason for this resolution and had an opportunity to discuss in executive session. As there were no additional questions or discussion, Dr. Walker asked for a motion on the resolution for the Authorization of the System to Transfer Certain Real Estate, which was given, seconded and the resolution was approved unanimously. RESOLUTION 19657.

X. Acknowledgment

Dr. Walker proceeded to read the following statement acknowledging Dr. Doris Evans and her service to The MetroHealth System:

The Board wishes to thank and express appreciation for the service of Doris Evans, M.D., who served our organization in the key role of Senior Advisor to the Office of the CEO from October 17, 2023, to May 17, 2024. During her tenure, Dr. Evans served with excellence by assisting the President and CEO, providing invaluable advice and insights; working closely with the Executive Leadership Team; and engaging in numerous conversations with key staff, with a view towards enhancing the System's people-first culture. As many of you know, Dr. Evans has contributed greatly to the Cleveland medical community, including her service to MetroHealth through much of her pediatric training. In addition, Dr. Evans worked to enhance the admissions of underrepresented minority students at the Case Western Reserve University School of Medicine; she established a community health center in Glenville; established a unique and successful pediatric practice in which the emotional and physical needs of families were cared for equally; served on numerous for-profit and not-for-profit Boards; served on many high-level search committees at CWRU School of Medicine and in the Presbyterian Church; and has given back to the community in numerous other ways. Please join me in thanking Dr. Evans for her service to MetroHealth and the Cleveland medical community as a whole.

There being no further business to bring before the Board, the meeting was adjourned at 7:01 pm.

NEXT MEETING: **Wednesday, November 20, 2024 – 3:30 pm - 5:30 pm**
MetroHealth Board Room (K107) or via Zoom

THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson



MetroHealth

2025 Annual Budget

Board of Trustees
Special Budget Meeting

November 5, 2024

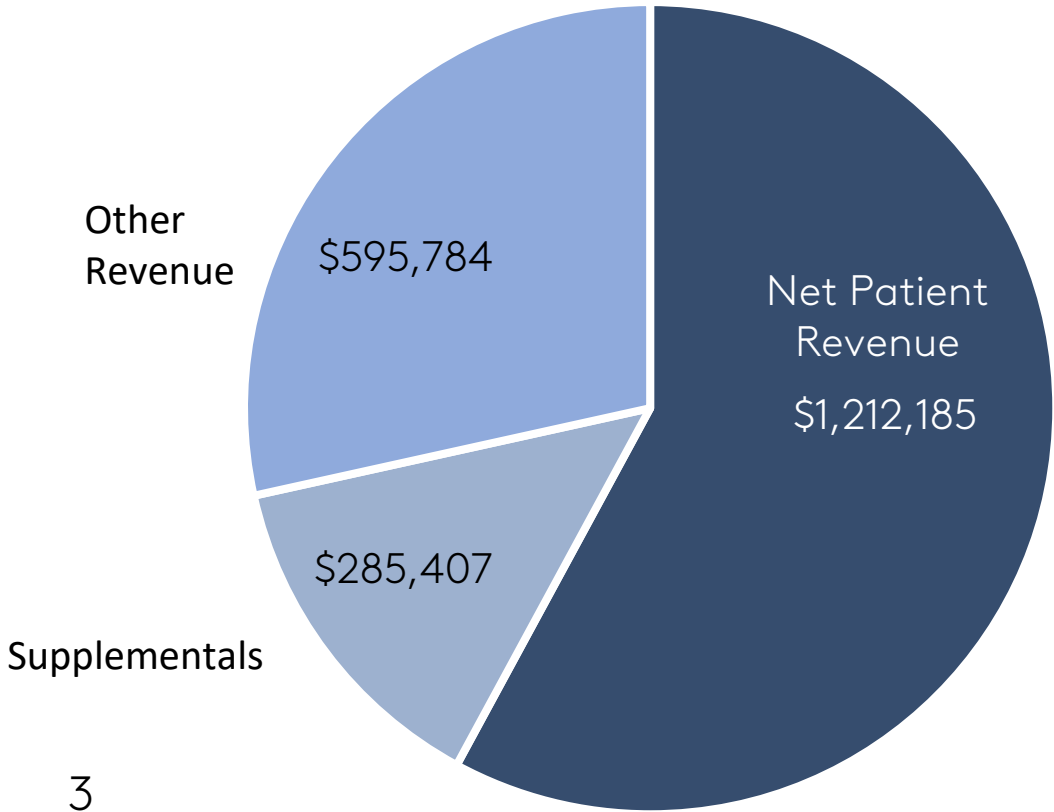
Public Session

2025 Operating Budget

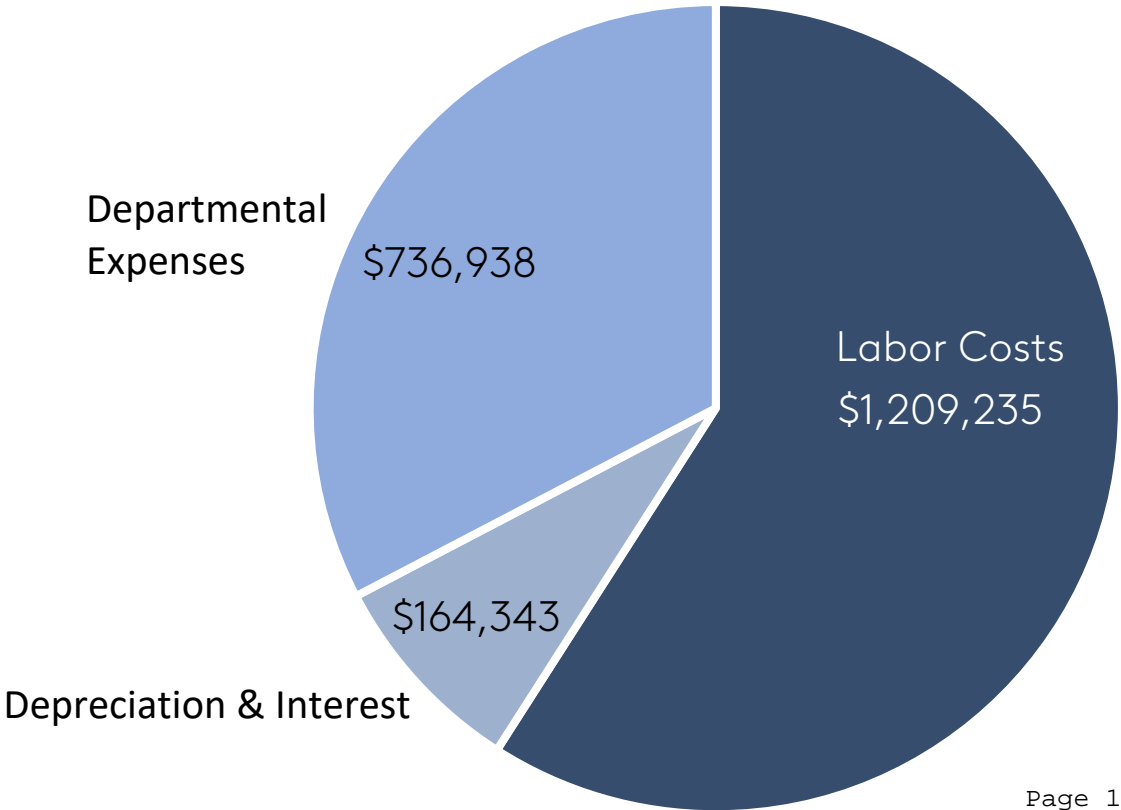


	<i>\$ in Thousands</i>
Total Operating Revenue	\$2,093,377
Total Operating Expense (excluding depreciation & interest)	\$1,946,173
EBIDA	\$147,203

Operating Revenue

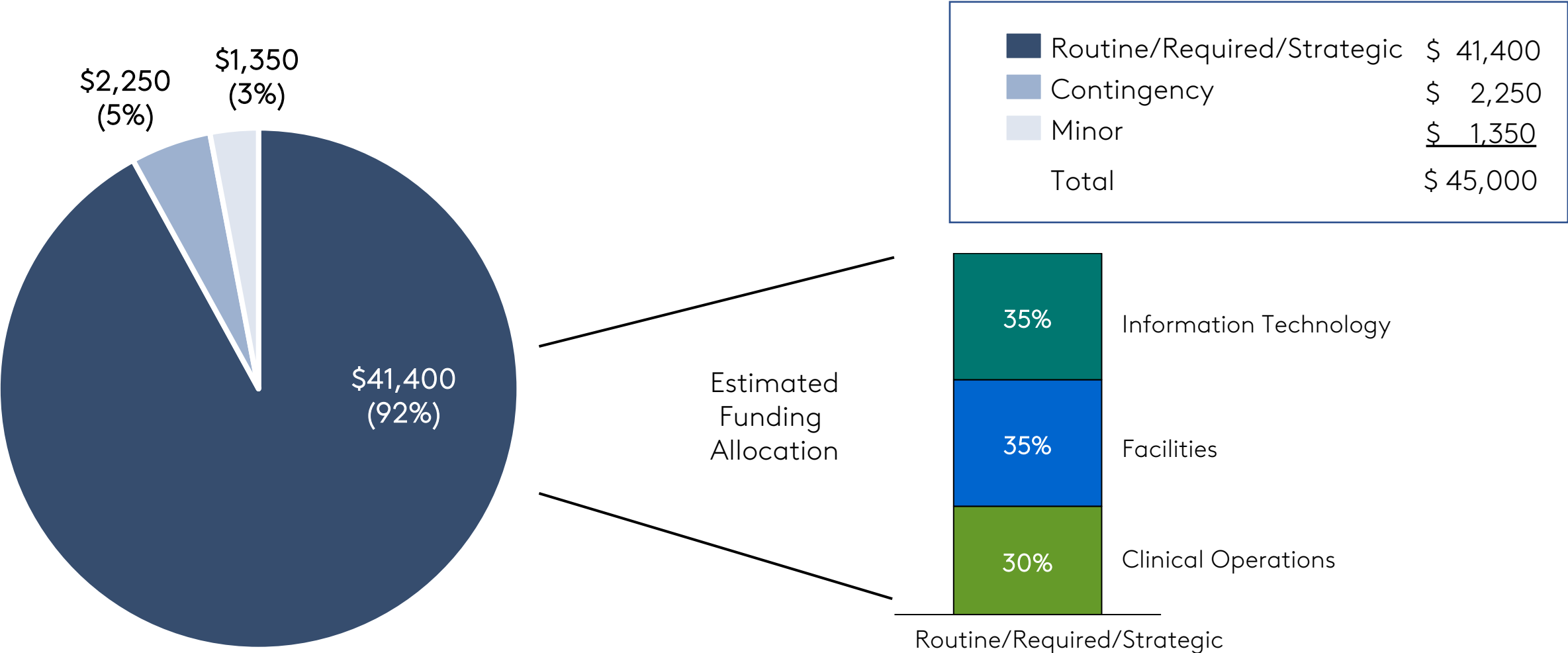


Operating Expense



2025 Capital Budget

\$ in Thousands



Note: 2024 Capital is funded from operating cash flow and/or cash reserves for the ongoing operations of MetroHealth. The allocation amounts among Routine/Required/Strategic, Contingency, and Minor categories presented above are estimates and may vary.

**RECOMMENDATION TO THE METROHEALTH SYSTEM
FOR A PROPOSED BUDGET FOR THE 2025 FISCAL YEAR AND
TO AUTHORIZE THE SUBMISSION OF THE SAME TO THE
GOVERNMENT OF CUYAHOGA COUNTY, OHIO**

Recommendation

The President and Chief Executive Officer, on the advice of the Chief Financial Officer, recommends that The MetroHealth System ("System") approve a proposed budget for the 2025 fiscal year and authorize the submission of the same to the government of Cuyahoga County, Ohio ("County").

The information to be submitted to the County is shown in **Exhibit A**.

Background

The System's Board of Trustees is required by law to submit to the County a proposed budget for the ensuing fiscal year in advance of the end of the current fiscal year.

Approval of a Proposed Budget for the 2025 Fiscal Year and To Authorize the Submission
of the Same to the
Government of Cuyahoga County, Ohio

RESOLUTION _____

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation for a proposed budget for the 2025 fiscal year and to authorize the submission of the same to the government of Cuyahoga County, Ohio ("County"); and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of the System hereby approves a proposed budget for the 2025 fiscal year and authorize the submission of the same to the County.

The information to be submitted to the County is shown in **Exhibit A**.

BE IT FURTHER RESOLVED, the Chief Executive Officer and President, or her designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

2025 Operating Budget

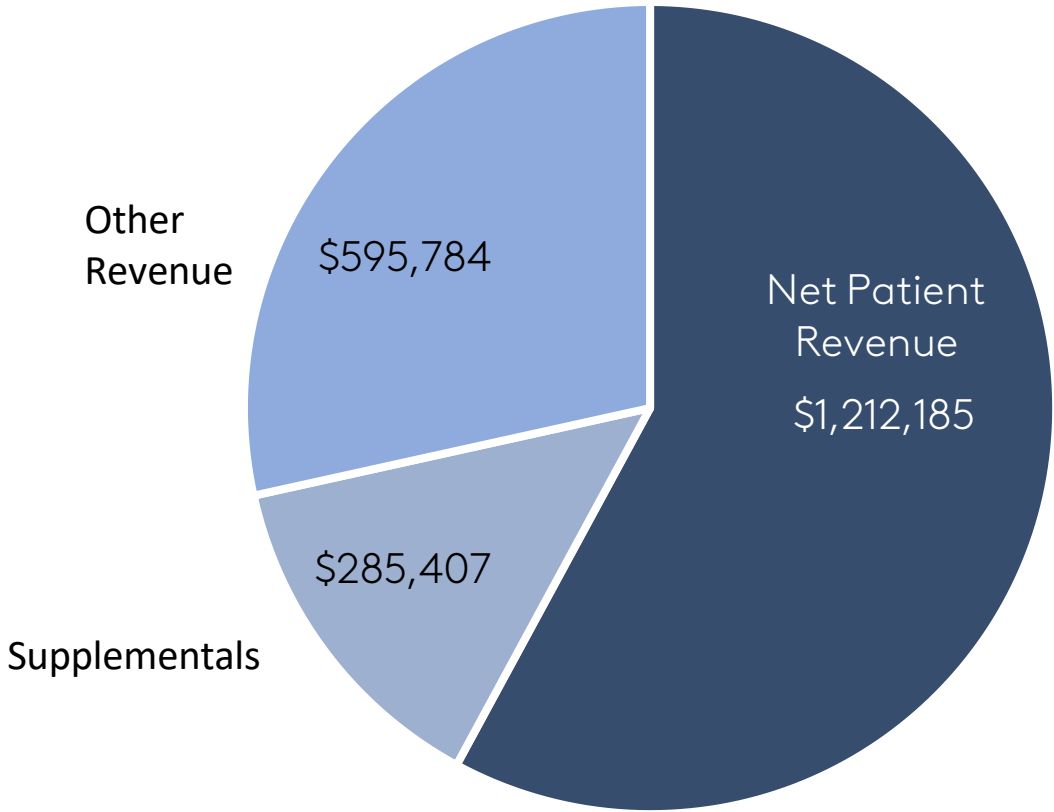


EXHIBIT A

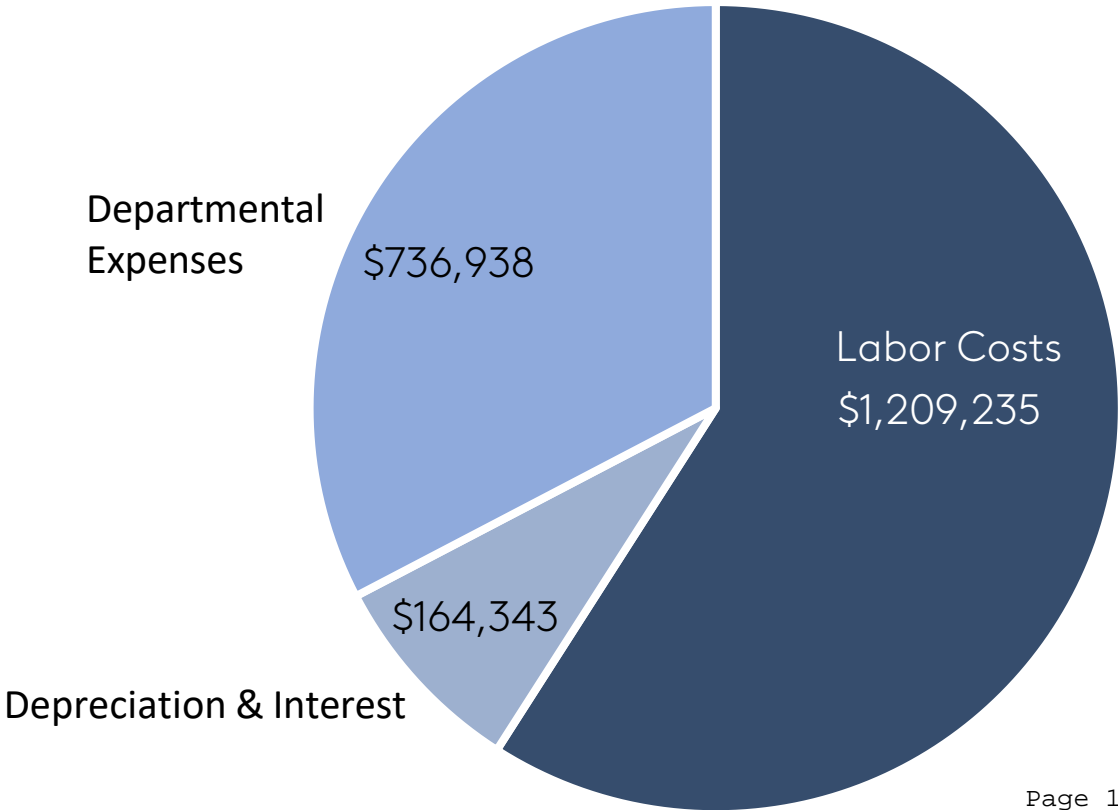
\$ in Thousands

Total Operating Revenue	\$2,093,377
Total Operating Expense (excluding depreciation & interest)	\$1,946,173
EBIDA	\$147,203

Operating Revenue

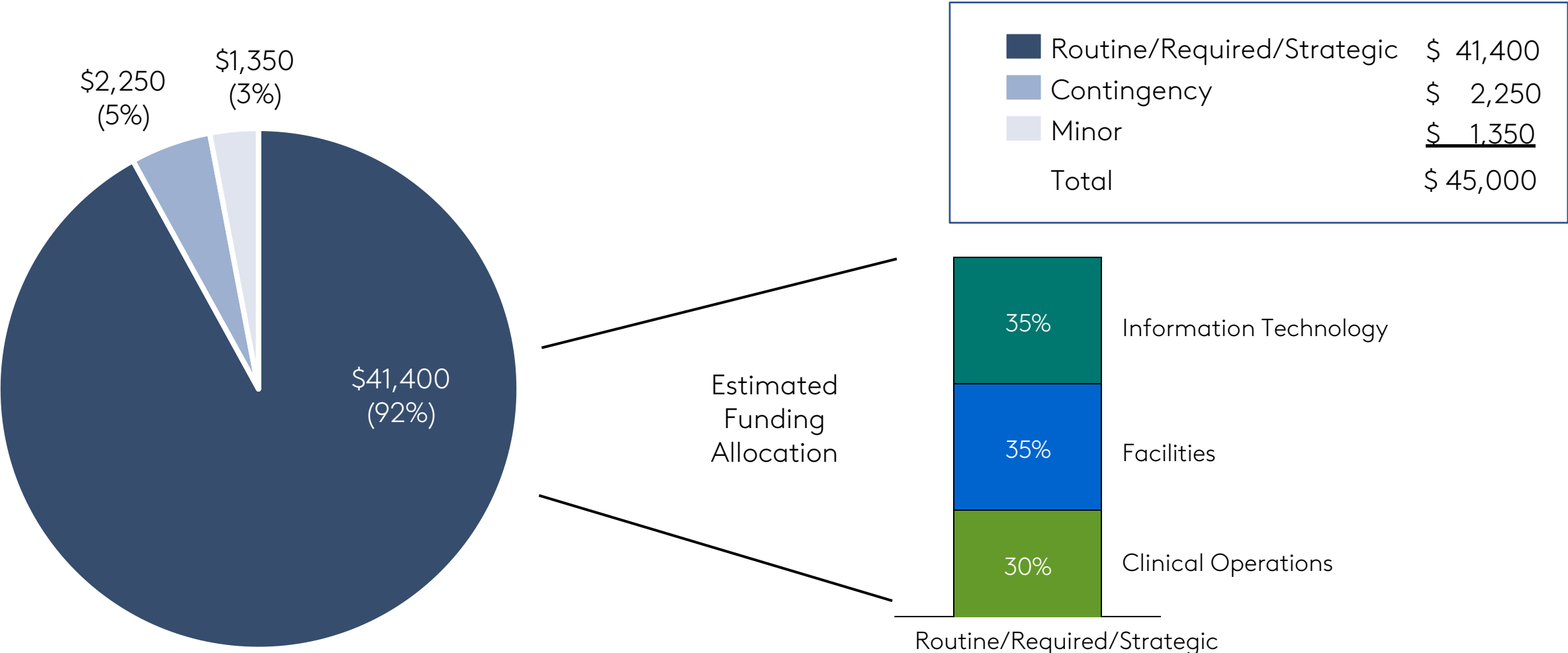


Operating Expense



2025 Capital Budget

\$ in Thousands



Note: 2024 Capital is funded from operating cash flow and/or cash reserves for the ongoing operations of MetroHealth. The allocation amounts among Routine/Required/Strategic, Contingency, and Minor categories presented above are estimates and may vary.

**RECOMMENDATION TO THE PRESIDENT AND CHIEF EXECUTIVE OFFICER
OF THE METROHEALTH SYSTEM
FOR CERTAIN ANNUAL PURCHASING POLICIES AND PROCEDURES**

Recommendation

The Chief Financial Officer, on the advice of the Chief Legal Officer, recommends that The MetroHealth System ("System") approve certain annual purchasing policies and procedures, for participation in group or joint procurement arrangements.

For the calendar year 2025 and for the purpose of acquiring supplies, equipment, and services routinely used in the operations of the System, the System may obtain membership and participate in either:

- a) One or more group purchasing organizations (each a "GPO") sponsored by nonprofit organizations, for all products available through such GPOs, provided that the terms and conditions of such participation, and the GPO's policies and procedures, are evaluated and determined to be in the best interest of the System; and,
- b) One or more state or federally operated joint purchasing programs (each a "JPP"), for purchase of all products available through such JPPs.

The System may pay GPO or JPP, participation or membership fees and costs, if any, out of general operating funds.

Background

The System may lawfully participate in group purchasing arrangements sponsored by nonprofit organizations. The System may also lawfully participate in state or federal joint purchasing programs that permit other states and their political subdivisions to participate.

The System's governing law permits the System to annually adopt certain policies and procedures, for procurement of supplies, equipment, and services, which may be used in lieu of competitive bidding.

Approval of Certain Annual Purchasing Policies and Procedures

RESOLUTION XXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation for certain annual purchasing policies and procedures; and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves certain annual purchasing policies and procedures, for participation in group or joint procurement arrangements. For the calendar year 2025 and for the purpose of acquiring supplies, equipment, and services routinely used in the operations of the System, the System may obtain membership and participate in either:

- a) One or more group purchasing organizations (each a "GPO") sponsored by nonprofit organizations, for all products available through such GPOs, provided that the terms and conditions of such participation, and the GPO's policies and procedures, are evaluated and determined to be in the best interest of the System; and
- b) One or more state or federally operated joint purchasing programs (each a "JPP"), for purchase of all products available through such JPPs.

BE IT FURTHER RESOLVED The System may pay GPO or JPP, participation or membership fees and costs, if any, out of general operating funds; and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or her designees are hereby authorized to negotiate and execute agreements and other documents and develop and execute procedures consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE: