



The MetroHealth System

Board of Trustees

Wednesday, November 20, 2024

1:30pm - 3:30pm

The MetroHealth System Board Room K-107 or via Zoom

Audit and Compliance Committee

Regular Meeting

The MetroHealth System Board of Trustees

AUDIT & COMPLIANCE COMMITTEE

DATE: Wednesday, November 20, 2024

TIME: 1:30pm - 3:30pm

PLACE: MetroHealth Main Campus, Building K, Board Room (K107) or Zoom
<https://us02web.zoom.us/j/88539026887>

AGENDA

I. Approval of Minutes

Approval of Committee Meeting Minutes from September 25, 2024

II. Information Items

- A. Annual Audit and Compliance Committee Charter Review – *C. Briddell*
- B. Ethics and Compliance Update – *C. Briddell / S. Partington*
- C. Introduction of New External Auditors, Plante Moran, and 2024 External Financial Statement Audit Plan – *R. Walker / C. Morales / Plante Moran*

III. Executive Session

Return to Open Meeting

IV. Recommendation/ Resolution Approvals

- A. Approval of the Engagement of a PBVC Plan Results and Goals Assessment

The MetroHealth System Board of Trustees

AUDIT AND COMPLIANCE COMMITTEE

Wednesday, September 25, 2024

11:00 am – 1:00 pm

MetroHealth Main Campus, Building K, Board Room K107 or Zoom

Meeting Minutes

Committee Members Present: Maureen Dee-I, John Moss-I

Other Trustees Present: Sharon Dumas-I, Michael Summers-I, E. Harry Walker, MD-I

Staff Present: Christine Alexander, M.D.-I, Robin Barre-I, Chris Briddell-I, Phillip Brooks-I, Angela Campitelli-I, Nabil Chehade, M.D.-I, Kim Cunningham-R, William Dube, David Fiser-I, Joseph Golob, MD-I, Derrick Hollings-I, Olusegun Ishmael, MD-I, Barbara Kakiris-I, Ryan Mezinger-R, Chistina Morales-I, Sarah Partington-I, Allison Poullos-I, Tamiyka Rose-I, Ronald Walker-I, Dalph Watson-I, James Wellons-I, Darlene White-R, Mara Wilber-I

Invited Guests: Shrujal Patel-R, Sophie Cambell-Smith-R

Other Guests: Guests not invited by the Committee are not listed as they are considered members of the audience, and some were not appropriately identified.

Ms. Dee called the meeting to order at 11:00 am.

(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 July 31, 2024 Committee meeting was approved as submitted.

II. Information Items

A. Ethics & Compliance Update – C. Briddell / S. Partington

Ms. Dee introduced Chris Briddell, SVP Chief Ethics Risk & Compliance Officer and Sarah Partington, Senior Compliance Officer, to provide ethics and compliance program updates. Ms. Partington provided an overview of the compliance activity updates dashboard which reports 92% completion of the work plan year to date, and 85% completion of ethics and compliance policies reviewed and updated during the calendar



The MetroHealth System Board of Trustees

year. The MetroHealth ethics line reported 411 cases opened, 396 cases closed, 131 inquiries and 265 allegations. Ethics and compliance trainings to new hires year to date is fifty-eight and specialized trainings to date is 103.

Ms. Partington provided regulation updates. The Centers for Medicare and Medicaid Services (CMS) has issued their proposed and final payment rules for healthcare organizations, outlining reimbursement for inpatient stays, observation, and outpatient stays, as well as the physician fee schedule. The compliance team has collaborated with a multidisciplinary team to review the proposed rules and implement necessary changes before the rules go into effect. Two nondiscrimination rules have recently been released; one involving Section 1557 of the Affordable Care Act, which ensures patient access to care and focuses on interpreters, social services, and prevention of discrimination against patients. The second regulation concerns diagnostic equipment to ensure medical diagnostic equipment serves patient needs. An assessment of equipment inventory is in the beginning phase to ensure compliance guidelines are met. If compliance guidelines are not met, the teams will develop a plan to ensure compliance, as the deadline is two years to be in compliance with the rule.

The Department of Justice has released an evaluation of corporate compliance programs, which federal prosecutors use as a tool to determine if criminal charges will be filed against organizations. The evaluation tool focuses outlines guidance by answering three questions: is the corporation's compliance program well designed? Is the program being applied earnestly and in good faith? Is the compliance program work in practice? It delves deeper into aspects such as speak-up campaigns, anti-retaliation, artificial intelligence, and risk assessments. The changes are being reviewed and will be brought back to the committee in November.

In 2019, MetroHealth launched a Speak Up campaign to encourage employees to report issues and engage in conversations with their managers and other departments. The campaign was updated in 2022 with the Speak Up, Listen Up, Follow Up concept, which reiterated and encouraged employees to talk to management, Human Resources or Ethics and Compliance to report issues and reported concerns will be followed up by investigators. This year's new Speak Up campaign aims to focus on educating employees on where and how to report specific issues and encourages employees to report issues to managers. There will be a comprehensive communication plan and a reporting guide directing employees to other resources. There will be a poster developed in collaboration with Human Resources and Quality.



The MetroHealth System Board of Trustees

III. Executive Session

Ms. Dee asked for a motion to move into executive session to discuss hospital trade secrets as defined in ORC 1333.61. Dr. Walker made the 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 Ms. Dee.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 11:11 am.

Following the executive session, the meeting reconvened in open session at approximately 1:03 pm and welcomed back the public who attended in person and via Zoom.

IV. Recommendation/Resolution Approvals

A. Resolution to Authorize and Approve Hire of Executive Director, Internal Audit Services

Prior to the resolution vote, Ms. Dee explained that the special position will be reporting directly to the Audit and Compliance Committee, similar to the Board Liaison, who reports directly to the Board of Trustees. Ms. Dee requested a motion to approve the resolution to authorize and approve the hiring of the Executive Director of Internal Audit Services, which was given, seconded and the resolution was unanimously approved and will be presented to the full Board for approval.

There being no other business to bring before the Committee, the meeting was adjourned at approximately 1:04 pm.

THE METROHEALTH SYSTEM

Maureen Dee, Chairperson





The Audit & Compliance Committee of the MetroHealth Board of Trustees

Charter

Purpose

The Audit and Compliance Committee ([“Committee”](#)) is responsible for overseeing MetroHealth’s financial reporting process, systems of internal controls, and external and internal audit functions, in addition to promoting and ensuring compliance with laws and regulations applicable to MetroHealth’s operations. The Committee assists in ensuring that MetroHealth produces financial statements that fairly present MetroHealth’s financial condition and operations. The Committee exercises due diligence to prevent and detect criminal conduct, and to otherwise promote an organizational culture that encourages ethical conduct and a commitment to compliance with the law.

Responsibilities

In fulfilling its charge, the Committee is responsible for the following activities and functions:

I. External Audit

- Review and discuss the results of the annual audit and any other matters communicated to the Committee by the external auditors, including any significant changes in accounting principles and disclosures and the impact of such changes on MetroHealth’s financial statements.
- Assess the external auditor’s annual management letter regarding the internal control environment, recommendations for improvements, and management’s responses, including action plans, if any, and monitor management’s implementation of action plans.
- Provide input, when requested, to the formal assessment of the external audit firm facilitated by the Ohio Auditor of State at least once every five (5) years.
- Raise any concern regarding the external audit firm to the Ohio Auditor of State.

II. Internal Audit

- [Champion Internal Audit to enable it to fulfill its purpose of internal auditing and to pursue its strategy and objectives.](#)



- Exercise functional reporting oversight of internal audit activities, including evaluation of information from internal auditors on the status of the control environment, and the review and evaluation of the findings and recommendations from completed audits.
- Approve the risk-based internal audit plan and receive communications on the internal audit activities performance relative to its audit plan and other matters, including the implementation of management action plans in response to significant audit findings.
- Make appropriate inquiries of management and the leader(s) of Internal Audit to determine whether any restrictions on the Internal Audit function's scope, access, authority, or resources limit the function's ability to carry out its responsibilities effectively~~there may be inappropriate audit scope or resource limitations.~~
- Review the adequacy of the internal Audit Department resource plan.
- Approve the Internal Audit Department Charter.
- ~~Review, in advance, management's proposed~~ Authorize the appointment, removal, and change in scope of responsibilities of the leader(s) of Internal Audit.

III. Ethics and Compliance

- Establish and oversee the implementation, maintenance, and monitoring of an effective ethics and compliance program and the processes used to develop and implement the program according to the standards set forth in the guidelines established by the United States Sentencing Commission, the Department of Justice, the Office of Inspector General, and other relevant regulatory authorities.
- Approve the risk-based compliance workplan and receive communications on the ethics and compliance program activities performance relative to its workplan and other matters, including the implementation of corrective action plans in response to significant ethics and compliance issues.
- Review and reassess the Code of Conduct at least annually, or as conditions may warrant, and recommend material changes to the Code of Conduct.
- Review: (1) those legal and compliance matters that may have a material impact on MetroHealth; (2) data to ensure that MetroHealth compliance policies are regularly evaluated and updated as needed; and (3) any material reports or inquiries received from regulating bodies or government agencies or matters reported by employees or third parties.
- Oversee the MetroHealth (management) Compliance Committee by reviewing its activities and ensuring that its members collaborate with Ethics and Compliance leaders on the compliance program.
- Receive and assess compliance reports submitted to the Committee in accordance with MetroHealth policy.



- Review the adequacy of the Ethics and Compliance ~~department~~ Department resource plan.
- Review, in advance, management's proposed appointment, removal, and change in scope of responsibilities of leader(s) of Ethics and Compliance.
- Remain informed of current developments in the regulatory environment and of legal and regulatory requirements.

The Committee may retain, when appropriate, counsel or other consultants to assist with the duties outlined in this charter, ~~and~~ to assess MetroHealth's audit and compliance programs, and for conducting investigations of potential violations of laws, regulations, and other allegations arising from compliance reports.

Composition

The ~~Audit & Compliance~~ Committee shall be led by a board member with an interest and background in audit and compliance matters and consist of additional board members, as identified by the Board Chairperson. All Committee members must be able to exercise judgment independent from MetroHealth management.

The Committee shall be staffed by the CEO, General Counsel, leader(s) of Ethics and Compliance, leader (s) of Internal Audit, and other relevant members of the executive team.

Meeting Schedule

The Committee shall meet at least quarterly.

At least annually, the Committee shall meet separately in an executive session without MetroHealth management, unless requested by the Committee Chair, with each of the following: (a) MetroHealth's external auditors; (b) leader (s) of Internal Audit; and (c) leader(s) of Ethics and Compliance.



MetroHealth
Devoted to Hope, Health, and Humanity

Ethics and Compliance Program Activities

Audit and Compliance Committee of the Board of Trustees

November 20, 2024

Ethics and Compliance – By The Numbers

KEY UPDATES

- Code of Conduct
- Speak Up/Ethical Culture
- 2025 Risk Assessment and Workplan

WORK PLAN*

85% YTD

METROHEALTH ETHICS LINE (MEL)

Cases opened 630 (219)

Cases closed **581 (185)**

Inquiries 193 (61)

Allegations 390 (124)

POLICIES

78% YTD


TRAININGS

Targeted New Hire 85 (27)

Specialized 136 (33)

* See Appendix for additional information

Code of Conduct Updates



Message from Christine Alexander-Rager, MD

For almost 190 years, The MetroHealth System has opened its doors and provided excellent care and services to anyone, regardless of age, race, religion, gender, where they were born, whom they love, the language they speak or their ability to pay.

As MetroHealth caregivers, we embrace this legacy of service. We show our pride by showing up every day to embrace our institution's responsibility to our community.

Our Code of Ethics is appropriately titled, "This is Who We Are." It defines the values, the code, the essence of what it means to be a MetroHealth caregiver.

When we come to work at MetroHealth, we enter an understanding with our patients, our colleagues, and our community. We become caretakers of the trust that Greater Cleveland has placed in our institution since 1837.


This trust is one of our most valuable assets. And this Code of Ethics is the guide every MetroHealth employee uses every day to safeguard and strengthen that trust. The pages that follow can be summarized in just a few sentences. Do the right thing. Respect everyone you encounter. Serve our patients and others. And speak up, in good faith and without fear of retaliation, when you see something wrong.

This is who we are.

Thank you,

Christine Alexander-Rager, MD
President and CEO

WHO WE ARE.



OUR CULTURE OF ETHICS 04

A Letter from Board Chair
E. Harry Walker, MD

Caring for our community is an enormous responsibility. For almost 200 years, members of our community have entrusted us with their health and the health of those they love. Ethical conduct anchors and preserves that trust, which is why this Code is vital to everything we do at MetroHealth.

I, along with every member of the Board of Trustees, am proud to support MetroHealth's Ethics and Compliance Program, which is designed to uphold our culture of accountability and integrity.


Living our values is how we will succeed in our goal of building a healthier - and more equitable - community.

This work would not be possible without the dedication of caregivers like you. Thank you for all you do for our community, the individuals we serve and each other.


Sincerely,

E. Harry Walker, MD
Chair, Board of Trustees

WHO WE ARE.



OUR CULTURE OF ETHICS 05



Updates include:

- New President and CEO page
- New Board Chairperson page
- New images
- Revised policy links
- Revised reporting guide
- Next major review: TBD after strategy planning sessions

Speak Up
MetroHealth Reporting Options

Managers/ Supervisors

- Report concerns that create a supervisory or management matter.
- 2 days to communicate, call one of the other reporting options.

Policy and Compliance Department

- Report concerns about ethics and compliance matters.
- Report concerns about ethics and compliance matters.
- Report concerns about ethics and compliance matters.

Human Resources

- Report concerns about ethics and compliance matters.
- Report concerns about ethics and compliance matters.
- Report concerns about ethics and compliance matters.

Legal

- Report concerns about ethics and compliance matters.
- Report concerns about ethics and compliance matters.
- Report concerns about ethics and compliance matters.


Other

- Report concerns about ethics and compliance matters.
- Report concerns about ethics and compliance matters.
- Report concerns about ethics and compliance matters.

MetroHealth Reporting Options

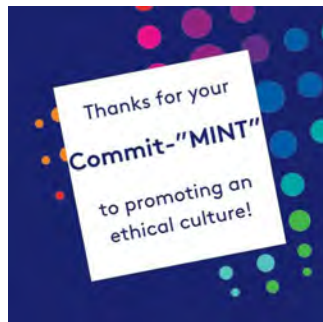
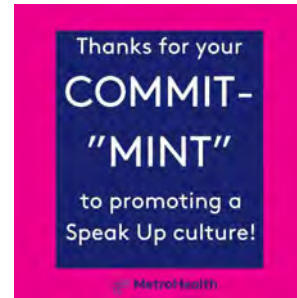
Reporting Option	How to Report	Contact
Managers/ Supervisors	Report concerns that create a supervisory or management matter.	2 days to communicate, call one of the other reporting options.
Policy and Compliance Department	Report concerns about ethics and compliance matters.	Report concerns about ethics and compliance matters.
Human Resources	Report concerns about ethics and compliance matters.	Report concerns about ethics and compliance matters.
Legal	Report concerns about ethics and compliance matters.	Report concerns about ethics and compliance matters.
Other	Report concerns about ethics and compliance matters.	Report concerns about ethics and compliance matters.

WE ARE METROHEALTH



OUR CULTURE OF ETHICS 02

Speak Up/Ethical Culture Update



- Launched Speak Up Campaign
- Compliance Week Activities in early December

2025 Risk Assessment and Workplan Update

November

- Develop Risk Assessment and Workplan Plan
- Present plan to MHS BOT Audit and Compliance Committee
- Prepare 2025 Risk Assessment

December

- Present to MHS Management Compliance Committee
- Initiate 2025 Workplan development

2025










- Present 2025 Risk Assessment and workplan to MHS BOT Audit and Compliance Committee for approval

By The Numbers - Legend

Workplan	
Data	% completion based on targets set for end of quarter (through Q3)
MetroHealth Ethics Line (MEL)	
All data	YTD (Q3)
Inquiries	MEL submission that does not allege wrongdoing; seeks guidance
Allegations	MEL report that involves an accusation of wrongdoing by an MHS workforce member (employee, vendor, etc.)
Policies	
Data	% of Ethics and Compliance policies updated during the calendar year (through November)
Training	
All data	YTD (Q#) (through Q3)
Targeted New Hire	Trainings by Ethics and Compliance team beyond general orientation
Specialized	Trainings on specific topics (new regulations, billing and coding issues, etc.)

Appendix

The first ten months of the 2024 Ethics and Compliance Work Plan consists of 56 total focus areas and is 85% complete.

340B		8 focus areas / 14% of Work Plan	<div><div></div></div> 80%
Culture of Ethics		7 focus areas / 13% of Work Plan	<div><div></div></div> 95%
Documentation & Coding		8 focus areas / 14% of Work Plan	<div><div></div></div> 55%
MetroHealth Initiatives		1 focus area / 2% of Work Plan	<div><div></div></div> 0%
New/Changed Regulatory Schemes		5 focus areas / 8% of Work Plan	<div><div></div></div> 100%
Privacy		2 focus areas / 4% of Work Plan	<div><div></div></div> 100%
Vendor Risk Management		2 focus areas / 4% of Work Plan	<div><div></div></div> 100%
Virtual Operations		1 focus areas / 2% of Work Plan	<div><div></div></div> 60%
Required Compliance Activities		22 focus areas / 39% of Work Plan	<div><div></div></div> 95%

Attachments

- 2024 Code of Conduct



THIS IS WHO WE ARE.

TAKE ME TO THIS SECTION ➔

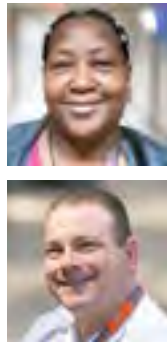


WE ARE LEADERS.

TAKE ME TO THIS SECTION ➔

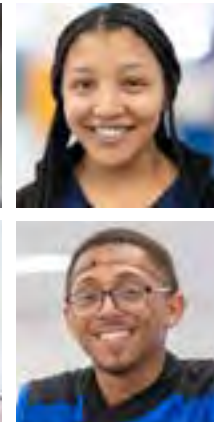
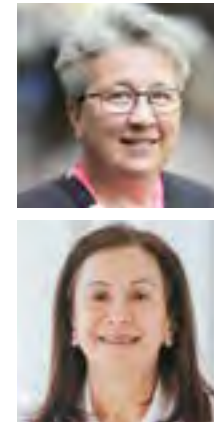
WE ARE COLLEAGUES.

TAKE ME TO THIS SECTION ➔



WE ARE CAREGIVERS.

TAKE ME TO THIS SECTION ➔



WE ARE BUSINESS PARTNERS.

TAKE ME TO THIS SECTION ➔

< > >|
Back Next Last Page

WE ARE COMMUNITY MEMBERS.

TAKE ME TO THIS SECTION ➔



WE ARE METROHEALTH.

TAKE ME TO THIS SECTION ➔



This Is Who We Are: Our Culture of Ethics (Code)

The Code, the foundation of our culture, represents who we are, what we stand for, and how we conduct ourselves. Read the letters from MetroHealth leaders as they introduce our Code and they acknowledge our collective commitment to our culture of ethics.

Message from Christine Alexander-Rager, MD

Dr. Alexander inspires us all to commit to the guiding principles of our Code, to build trust with each other, and our community.

[READ THE LETTER](#) 

Letter from Board Chair, E. Harry Walker, MD

Board Chair E. Harry Walker, MD and the Board of Trustees commend the work that we do to ensure our culture of ethics flourishes.

[READ THE LETTER](#) 

Our Manifesto

Together, we are more than medicine.

[READ OUR MANIFESTO](#) 

Our Mission, Vision, and Values

We, as employees, colleagues, and community members, inspire the MetroHealth Mission, Vision, and Values.

[READ OUR MISSION, VISION, AND VALUES](#) 

Devoted to Hope, Health, and Humanity.

Review the principles of our Culture of Ethics.

[READ THE PRINCIPLES OF OUR CODE](#) 

WHO WE ARE.



Message from Christine Alexander-Rager, MD

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This trust is one of our most valuable assets. And this Code of Ethics is the guide every MetroHealth employee uses every day to safeguard and strengthen that trust. The pages that follow can be summarized in just a few sentences: Do the right thing. Respect everyone you encounter. Serve our patients and others. And speak up, in good faith and without fear of retaliation, when you see something wrong.

This is who we are.

Thank you,

Christine Alexander-Rager, MD
President and CEO

WHO WE ARE.



Letter from Board Chair E. Harry Walker, MD

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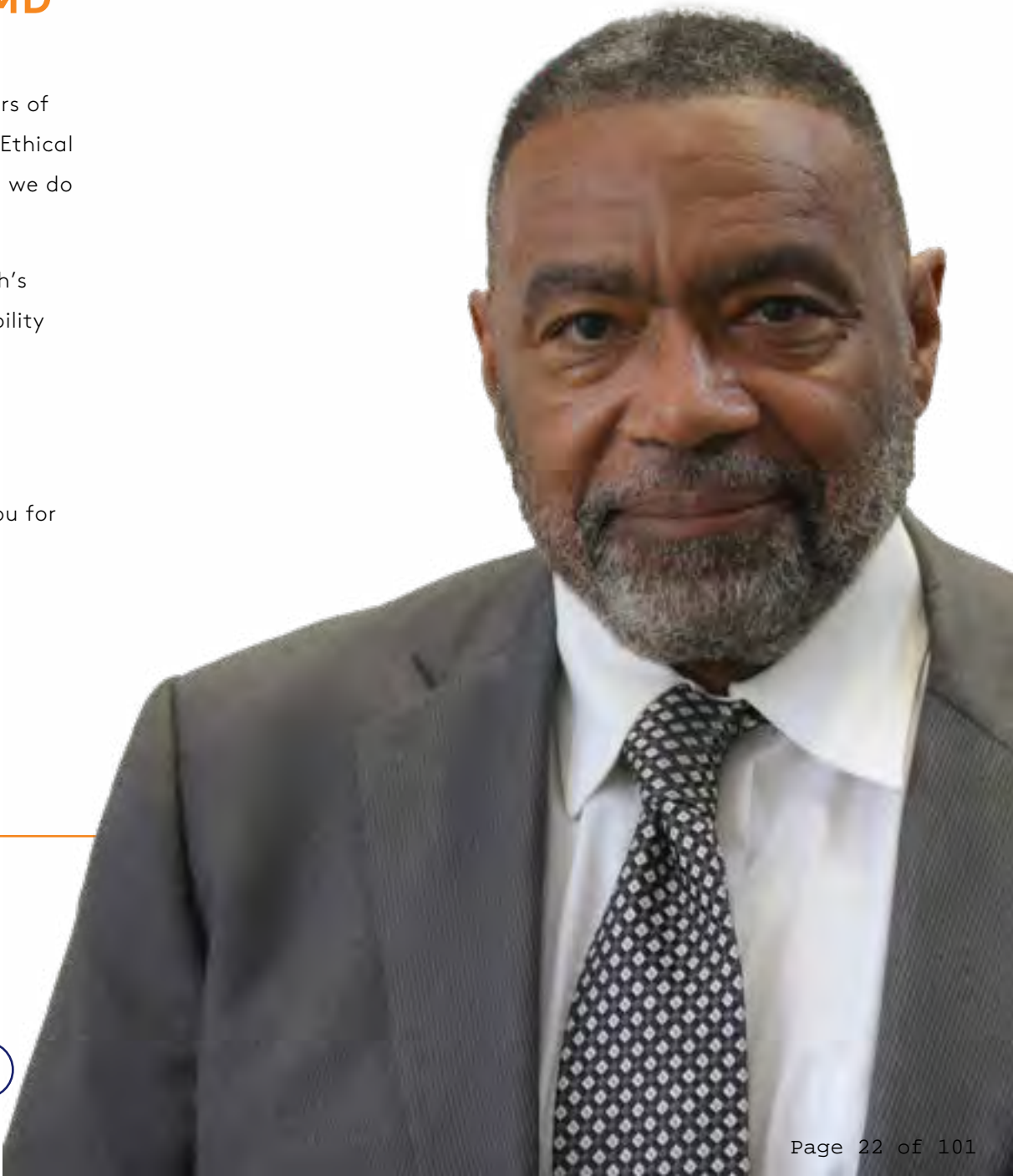
I, along with every member of the Board of Trustees, am proud to support MetroHealth’s Ethics and Compliance Program, which is designed to uphold our culture of accountability and integrity.

Living our values is how we will succeed in our goal of building a healthier – and more equitable – community.

This work would not be possible without the dedication of caregivers like you. Thank you for all you do for our community, the individuals we serve and each other.

Sincerely,

E. Harry Walker, MD
Chair, Board of Trustees



WHO WE ARE.

Our Manifesto

Together, we are more than medicine.

We are the guardians of those who need care the most.
We deliver state-of-the-art care through deliberate focus on every person’s needs.

While our goals are audacious, we are relentless in our pursuit of health for every person. In our fight for equity, inclusion, and diversity, we are inspired to eliminate barriers that impact health.

Because we are intentional about serving our community, we walk alongside every person at every step of their journey to health. That’s a promise that extends beyond our hospital walls.

We are devoted to hope, health, and humanity.

We are more than medicine. We are hope.

We are MetroHealth.

WHO WE ARE.

Our Mission, Vision, and Values

Our Mission

Leading the way to a healthier you and a healthier community through service, teaching, discovery, and teamwork.

Our Vision

MetroHealth will be the most admired public health system in the nation, renowned for our innovation, outcomes, service, and financial strength.

Our Values

Services to Others

We strive to meet the needs of our patients first, by serving with compassion and advocating for the well-being of the community, especially those without the ability to pay.

Teamwork

We establish an environment of trust and engagement that focuses on the needs of the organization in order to leverage our collective strengths to do the right thing for our patients and colleagues.

Accountability

We accept responsibility for the decisions we make, the outcomes achieved, and our personal behavior.

Respect

We treat everyone equally with dignity, candor, compassion, and empathy.

Inclusion and Diversity

We foster a community where our differences are celebrated and everyone has an opportunity to be part of our success.

Quest for Excellence

We exemplify the highest standards of patient-centered care and continue to improve through discovery and innovation.



WHO WE ARE.

Principles of Our Code

Upholding the Law

- 1. We are public employees and follow the highest standards of ethics and compliance in everything we do.
- 2. We protect privacy and only access, use, or disclose confidential information (including patient information) for appropriate business reasons.
- 3. We speak up when we suspect violations of laws, policies and procedures and ask questions about doing the right thing.
- 4. We support those who raise concerns and never tolerate retaliation.
- 5. We identify and report conflicts of interest — avoid them when we can and manage them when they are unavoidable.

Devoted to Hope, Health, and Humanity.

- 1. We stay true to who we are: our Mission, Vision, and Values.
- 2. We deliver high-quality care to every patient wherever they are on their personal wellness journey.
- 3. We treat everyone fairly and honestly: our patients, colleagues, business partners, and suppliers / vendors.
- 4. We promote a psychologically safe environment where everyone's contribution is valued and respected.
- 5. We work to achieve health equity for our patients, and equity, inclusion, and diversity for our employees and community.



WHO WE ARE.



Our Responsibilities as Leaders

At MetroHealth, regardless of our title or position, we are all leaders by taking personal responsibility and setting a positive example for others. This includes acting with integrity when making decisions on behalf of MetroHealth and speaking up when we have concerns.

Our Culture of Ethics ➔

Making Good Decisions ➔

Reporting Concerns ➔

Our Responsibilities as Colleagues ➔

**WE ARE
LEADERS.**



Our Culture of Ethics

Every organization has its own unique culture. At MetroHealth, our culture is defined first and foremost by what we do — improve the health and well-being of the people in our community.

How we do what we do is equally important and also defines our culture. We demonstrate our values in every interaction. We work as a team. We respect each other. We value diversity and inclusivity. We fight for equity in all situations. We meet our patients where they are in their health journey. We see the whole person, not just the situation, and we provide the same high-quality care to everyone, regardless of their circumstances.

We are also defined by how others see us. Our patients, their families, researchers, business partners, neighbors, and other care providers trust that we will do what we say; always strive for the highest quality; and honor our commitments to our patients, our colleagues, and our community.

This is our culture of ethics and accountability. It is defined by what we do, how we do it, and how others see us.

Maintaining a culture of ethics is not always easy. Which is why we’ve developed *This Is Who We Are: Our Culture of Ethics*. The Code is intended to help us put our values into practice so that we can maintain our culture of doing the right thing.

Culture is the written and unwritten rules, the common ways of doing things, and the informal processes that account for the way things are done.



WE ARE LEADERS.

Using the Code

Our Code is a guide for making the right decision. Throughout these pages, we include links to MetroHealth policies and resources. We reference others who can guide you when the right decision is not as clear. If you do not find the answers you're looking for in the Code, you may always contact Ethics and Compliance.

Ethics and Compliance periodically reviews and updates the Code and submits proposed updates to the MetroHealth System Board of Trustees for review.

To Learn More See:

EC-02: CODE OF CONDUCT AND CERTIFICATION

Contact Ethics and Compliance:
Compliance@metrohealth.org



Accountability

We follow the Code and our standards, laws, or regulations because failure to do so can lead to loss of trust from our colleagues, our patients, and the community. Additionally, we may face consequences, both individually and for MetroHealth.

Who must follow the Code?

Each of us, regardless of our position at MetroHealth, follows the Code. These principles should be at the core of every decision made. Everyone at MetroHealth, including the MetroHealth System Board of Trustees, all affiliate Boards, and all employees live these values every day.

Anyone acting on our behalf conducts themselves in a manner consistent with our Code and applicable policies. This includes volunteers, visiting or contract healthcare providers, researchers, business partners, suppliers/vendors, and consultants.

Throughout the Code, we use the term "standards" to mean MetroHealth policies and procedures and state and federal regulations, rules, and laws.

WE ARE LEADERS.



Sections



Resources



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MEL



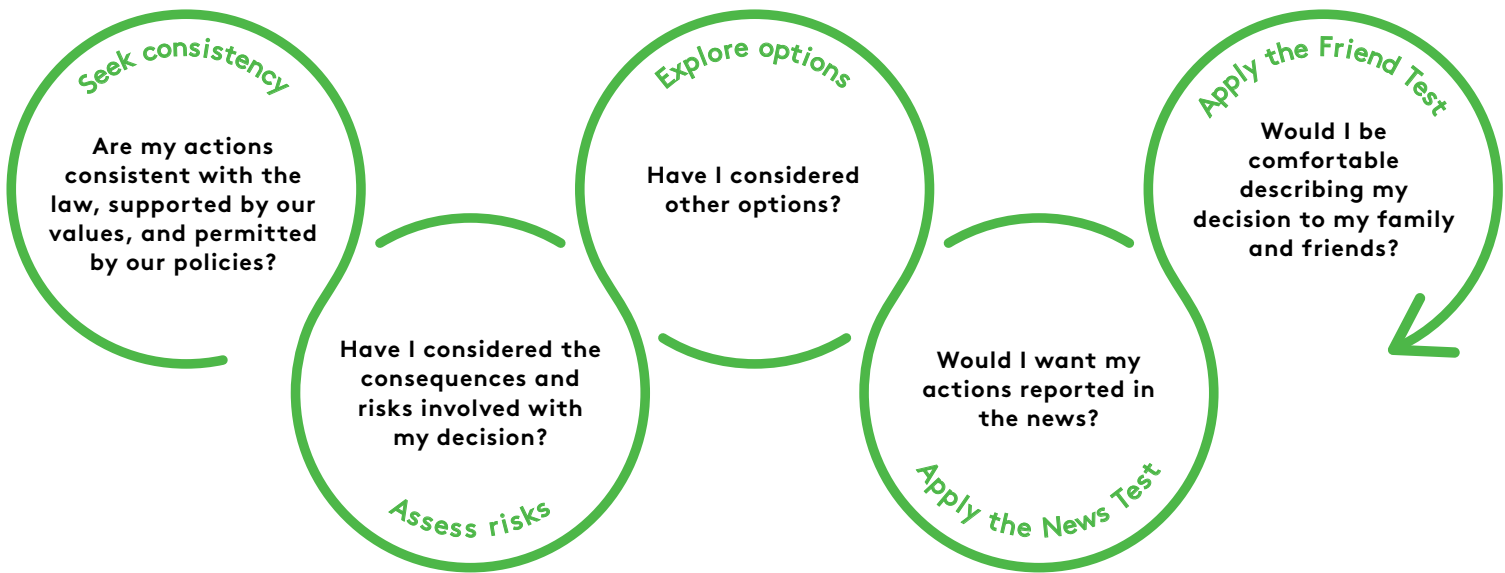
OUR CULTURE OF ETHICS

11


Making Good Decisions

At MetroHealth, our reputation for acting ethically and responsibly is built one decision at a time every day by each of us. Our Code, along with our standards, gives us the information we need to make decisions rooted in good judgement. These decisions lead to behaviors that are legal, ethical, and responsible. If something doesn't feel right, then it might not be.

When faced with a difficult decision, we ask ourselves these five questions:



“We do what is right, including speaking up when something is wrong.”
- Manager, Coding Services

If the answer to any of these questions is **“No,”** or if you’re not sure, **stop and ask for help.** See the Reporting Guide ( Resources) for resources to assist in your decision-making.

WE ARE LEADERS.



Urgent Patient Safety Matters

Involvement or awareness of a serious patient safety event requires prompt contact of your immediate supervisor. If the event involves imminent harm, and your immediate supervisor is not available, contact the Administrator on Call.

Reporting Concerns

Speaking up takes courage. When we report concerns in good faith, we protect ourselves, our colleagues, our patients, and MetroHealth. If you see or suspect a situation that violates our Code or standards, please report it. MetroHealth takes all reported concerns seriously.

As public employees, we are also accountable for our actions. This means, we must report concerns in good faith. We do not tolerate deliberate false accusations by employees. If we determine that a report is made with malicious intent, or is knowingly false, the person reporting the false information may be subject to disciplinary action up to and including termination of employment.

Non-Retaliation

MetroHealth supports employees who report suspected wrongdoing in good faith. We want everyone to be comfortable sharing concerns and asking questions without worrying about retaliation. We take claims of retaliation seriously; they will be investigated, and if substantiated, retaliators will be disciplined up to and including termination of employment.

There are many ways to share your concerns. In most cases, supervisors should be the first point of contact. They are likely in the best position to understand the concern or question and take the appropriate action.

However, if they are unable to answer your question, here are some other options:

- Discuss the issue with any member of management.
- Talk to Human Resources, Ethics and Compliance, or Legal.

If you want to report a concern anonymously:

- Contact the MetroHealth Ethics Line (MEL)
 - » Phone: 216-778-1660
 - » Text: 216-600-1456
 - » Web: WWW.METROHEALTH.ORG/COMPLIANCE

To Learn More See:

[HR-80: NON-RETALIATION POLICY](#)



MEL

MEL, accessible 24 hours a day, 7 days a week, with translation services available, provides a confidential way to ask questions and report concerns.

You can file a report or question on the web, through text, or by phone. When you call MEL, independent, third-party specialists record details about the concern and provide a summary report which gets routed to the appropriate department - Human Resources, Ethics and Compliance, or Legal.

When reporting an issue, provide as many details (who, what, when, where) as possible, especially when reporting anonymously.

For more information on using MEL, (including how to report anonymously), see the [SPEAK UP. LISTEN UP. FOLLOW UP. TOOLKIT](#).

WE ARE LEADERS.

Q I reported a concern to MEL a few weeks ago. Was it investigated? Is an outcome provided?

A Ethics and Compliance ensures every reported concern is investigated. We encourage every reporter to follow up on their concern through the MEL system. This is the only way the investigator can engage with anonymous reporters.

Also, while you may be provided the outcome of an investigation, substantiated or not, any corrective action that may result from a report is confidential. Corrective action, ranging from training/coaching to other employment consequences, including termination, is evaluated on a case-by-case basis.

Q I made a report about my colleague, and I think they found out. They are being disrespectful and not including me in events or conversations. Can I be retaliated against by my peer? What can I do?

A Yes, retaliation can occur at all levels of an organization and from all directions (for example, manager to employee, employee to employee, employee to manager, etc.). Regardless of who is retaliating, MetroHealth supports and investigates employees who report allegations of retaliation. Report your concern through any reporting channel.

Ethics in healthcare touches many areas: clinical, financial, recordkeeping, etc. Ethical issues that involve clinical care, such as end-of-life decisions, are guided by our Biomedical Ethics team.

Contact Biomedical Ethics:
BioEthics@metrohealth.org

WE ARE LEADERS.



Investigations and Confidentiality

Any information provided through MEL or other reporting channels is confidential to the extent permitted by law or as the investigation allows.

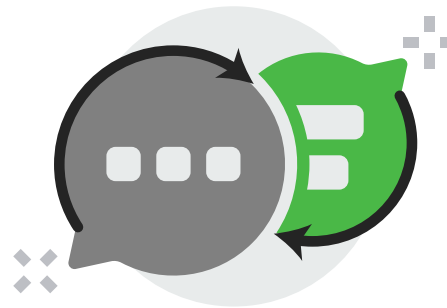
MetroHealth may be required by law to report certain types of activities. In such cases, employees may be subject to civil and/or criminal penalties imposed by a governmental agency or a court.

All employees are required to follow our Code and standards.

Ethics and Compliance reviews all MEL reports and assigns to the appropriate subject-matter expert based on the report content. A summary of our investigation process is below:



We act objectively when evaluating information gathered through interviews or document reviews.



We contact employees who may have information about the alleged incident(s).



When appropriate, HR takes corrective actions, including disciplinary measures.

To Learn More See:

EC-04: REPORTING CONCERNS



HR-36: CORRECTIVE ACTION



WE ARE LEADERS.

Our Responsibilities as Colleagues

We all have a role in helping MetroHealth’s culture flourish. Our Code and standards give us the information we need to perform our jobs ethically.

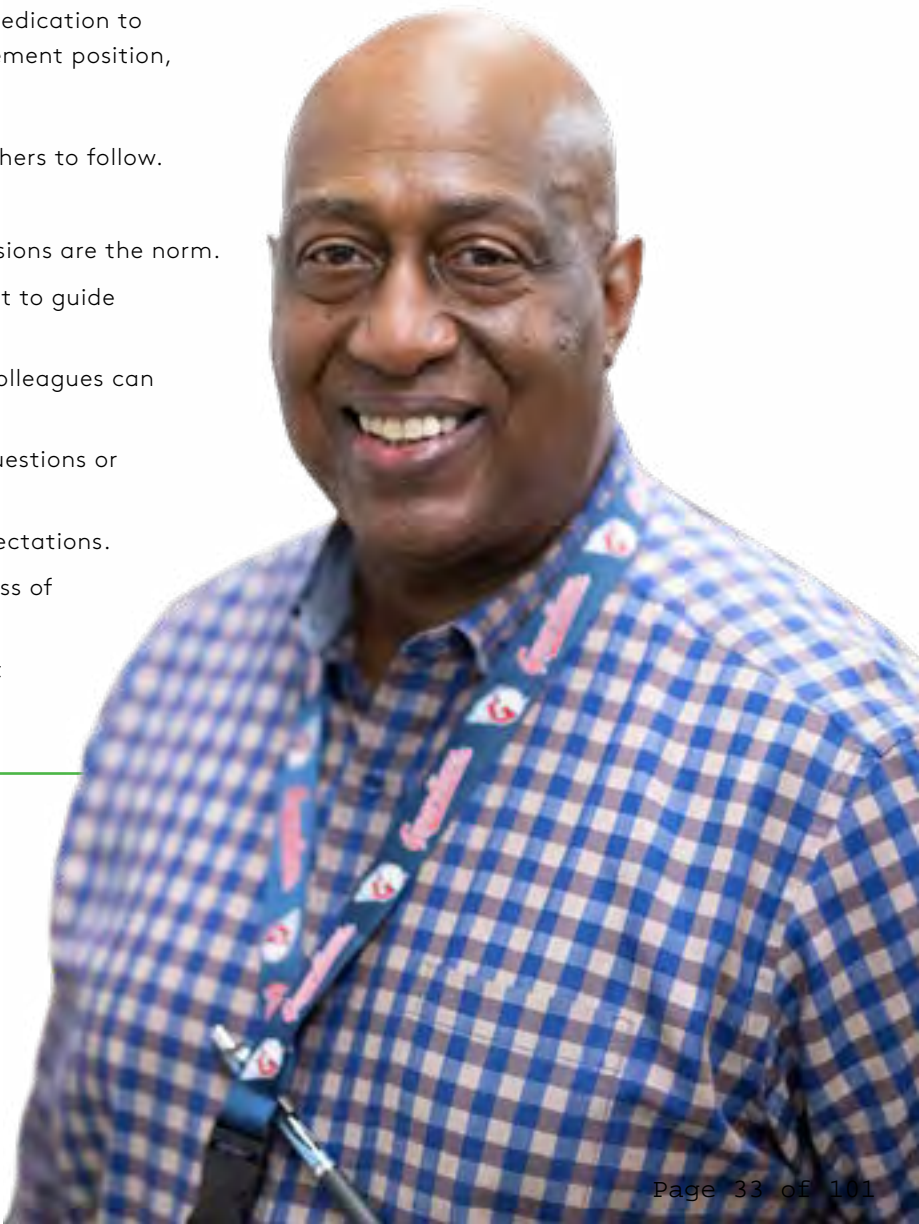
This Is Who We Are:

- We live our values.
- We use good judgment and act with integrity and honesty.
- We speak up when we see or suspect misconduct or unethical behavior.
- We follow the information contained in this Code and our standards.
- We represent the MetroHealth brand to our patients and the public.

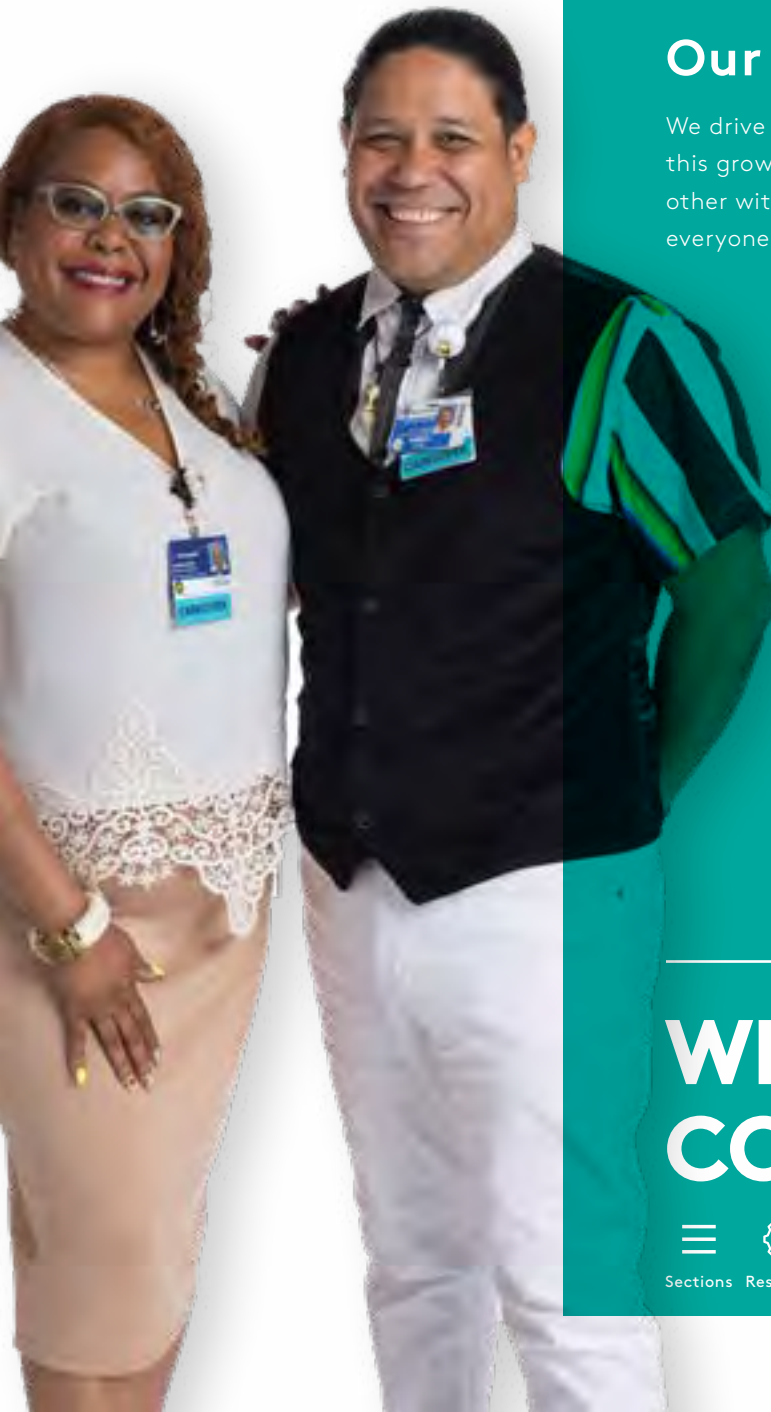
MetroHealth Leaders Have Additional Responsibilities

As leaders, it’s our responsibility to create an experience among our teams that leads to a lasting emotional connection to MetroHealth and a dedication to serving our patients and community. When serving in a management position, we have additional responsibilities:

- We serve as positive role models and set examples for others to follow.
- We recognize colleagues when they live our values.
- We foster positive work environments where ethical decisions are the norm.
- We provide our colleagues with training and development to guide performance, enhance capabilities, and grow careers.
- We promote a psychologically safe environment where colleagues can comfortably ask questions or raise concerns.
- We respond in a timely way to our colleagues who ask questions or raise concerns.
- We keep commitments and manage our colleagues’ expectations.
- We expect accountability among all colleagues, regardless of position or job title.
- We ensure our colleagues understand the standards that apply to their work.



WE ARE LEADERS.



Our Responsibilities as Colleagues

We drive positive change by seeking opportunities to grow personally and professionally. Our managers and colleagues support this growth. We celebrate our diversity and are strengthened by our different backgrounds and experiences. Treating each other with fairness and respect is fundamental to who we are. We invite conversation to create the best possible outcome for everyone involved. Together, we can flourish as an organization, as colleagues, and as individuals.

Respecting Each Other →

Equity, Inclusion, and Diversity →

Health and Safety for Our Colleagues →

Human Rights →

WE ARE COLLEAGUES.





Respecting Each Other

We encourage our colleagues to be their best and bring their authentic selves to work. We promote an environment where we can work free from any form of harassment, bullying, or inappropriate conduct.

Inappropriate conduct takes many forms and is experienced differently from one individual to another; it is determined by actions and the impact on others, regardless of intent.

This Is Who We Are:

- We hold ourselves and others accountable to report and address all forms of harassment, inappropriate conduct, and bullying.
- We never tolerate degrading jokes, slurs, bigotry, physical or verbal intimidation, unwelcome sexual advances, or other offensive conduct when interacting with others.
- We report inappropriate conduct without fear of retaliation.

“At MetroHealth, there’s simply no room for discrimination or disrespect.”

- Supervisor,
Patient Food Services

WE ARE COLLEAGUES.

- Q** My supervisor often loses their temper and yells whenever they think we’ve done something wrong. Is that harassment?

A Whether it constitutes harassment or not, the situation creates a poor work environment and violates MetroHealth’s standards and values. This behavior must be addressed, because it violates our commitment to maintain a respectful workplace. Talk with your next-level supervisor, Human Resources, or report your concern to MEL.

Q While attending a conference, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked them to stop, but they wouldn’t. We weren’t at work, and it was ‘after hours.’ What should I have done?

A This type of conduct should not occur, not only during working hours but in all work-related situations, including business trips. If you are comfortable, you can tell your colleague such actions are inappropriate and must be stopped. If you are not comfortable, or the comments continue, you should notify your supervisor, Human Resources, or MEL.

Equity, Inclusion, and Diversity

We flourish when our teams invite and value each person’s unique contributions and perspectives. We always do our part to help create a positive work environment where our colleagues can bring their authentic selves and fully utilize their talents.

At MetroHealth, we define diversity by both visible characteristics — like race, gender and ethnicity — and by the invisible qualities and influences that truly define who we are and make us unique: personality, lifestyle, thought processes, work experience, age, education, socioeconomic background, sexual orientation, gender identity, religious affiliation, military service, disability status, family history, community associations, and other factors.

For over 185 years, MetroHealth has been an organization of opportunity. This commitment is woven into our values and belief that our company is strongest when we embrace the strength of our differences. That means building a more diverse, equitable, and inclusive workplace for our colleagues, in our business partnerships, and in the communities we serve.

“When I first came to work at MetroHealth, I was immediately impressed by the commitment to the health and well-being of the community. Everyone in our community matters.”

- CT Technologist

This Is Who We Are:

- We treat others with respect — our colleagues, our patients, and everyone we interact with at work.
- We keep an open mind to new ideas.
- We listen in order to better understand and learn from different points of view.
- We understand that inappropriate or offensive messages, comments and jokes about others’ identities or differences are inconsistent with our team culture and are never acceptable.

Every Person Matters

We believe that our colleagues and our patients benefit from the rich variety of ideas, skills, and perspectives that emerge when we work together. Our collaboration fuels innovation, better solutions to complex problems, and a stronger sense of community. Creating a culture of inclusion and respect enables us to do more than we could possibly accomplish on our own.

To Learn More See:

HR-29: EQUAL EMPLOYMENT OPPORTUNITY AND NON-DISCRIMINATION



HR-38: WORKPLACE HARASSMENT



WE ARE COLLEAGUES.

Q A group of colleagues sends emails containing jokes and insulting comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

A You should first ask them to stop. If they won't, or if you are uncomfortable talking directly to them, you can report your concerns to your supervisor or Human Resources. You can also contact MEL. Sending such jokes violates our values, as well as our standards.

Q What is Juneteenth?

A Juneteenth is a federal holiday that commemorates the end of slavery in the United States. On June 19, 1865, a Union general arrived in Galveston, Texas, and proclaimed to enslaved African Americans that the Civil War had ended and all slaves were free. We celebrate Juneteenth as a way to honor our African American colleagues, friends, and neighbors and celebrate what's best about America: unity.

Strengthening Our Values

Our organizational values empower us to challenge the "isms": (racism, sexism, ageism, ableism, and many others). Here are strategies we can use:

- We manage our "blind spots" regarding empathy and tolerance — we all have them and are responsible for managing or eliminating them. We acknowledge that we all have unconscious biases and hold ourselves accountable to mitigate those biases.
- We Stop. Reflect. Choose. Stop before you act or speak. Reflect on what you want to say or actions you want to take. Choose to act in a way that reflects our values.
- We acknowledge missteps, apologize, clarify our intent, and do better next time.
- We use C.U.S. — C.U.S. is a TeamSteps concept for respectful, yet assertive conversations or communications with others. You can say that you are concerned, uncomfortable, or that the situation is a safety, serious, or success issue that you would like to discuss.

WE ARE COLLEAGUES.

Health and Safety for Our Colleagues

We are committed to providing a healthy and safe workplace for our colleagues. We also create a place where patients, their families, loved ones, and others who visit MetroHealth feel welcome and safe. Together, we uphold our commitment to the health and safety of our community.

We know the biggest influence on workplace safety is our hardworking colleagues. Colleagues who are alert and aware, model safe work practices, and look out for patients and other colleagues every day.

This Is Who We Are:

- We follow safety and security procedures and take immediate action whenever we see an unsafe situation.
- We wear our ID badge and are alert to those who try to access secure areas without showing their ID.
- We help contractors and third parties follow our safety requirements.
- While at work, we are never impaired by alcohol or illegal drugs.
- We do not use threats, intimidation, or violence. These actions undermine everything we stand for as an ethical organization and are not tolerated.
- We prohibit the possession of firearms, other weapons, explosive devices, or dangerous material on MetroHealth premises, except as authorized and permitted by law.

We watch for and report safety hazards to the appropriate department. These may include:

- Medical waste
- Damaged or unmaintained equipment
- Hazardous chemicals
- Electrical hazards
- Slip and fall hazards
- Unauthorized weapons on premises

Q I suspect a colleague has been working while under the influence of drugs, and I'm concerned that it's affecting their work and possibly the safety of patients. What should I do?

A Share your concerns with your supervisor. This will give us an opportunity to address the issue and connect them with resources that may be able to help.

To Learn More See:

*HR-07: DRUG-FREE
WORKPLACE*



HR-10: SMART DRESS



WE ARE COLLEAGUES.



Human Rights

We believe that healthcare and fair employment are human rights, and this commitment extends beyond our tagline, Devoted to Hope, Health, and Humanity. We maintain an ethical and transparent relationship with our business partners and suppliers/vendors through compliance with applicable laws regarding human rights, forced labor, human trafficking, and child labor. We expect the same commitment from our business partners and suppliers/vendors. MetroHealth will not knowingly do business with business partners and suppliers/vendors that engage in human rights abuse of any kind. Our position on human rights is compatible with the United Nations Guiding Principles on Business and Human Rights and consistent with our Mission, Vision, and Values.

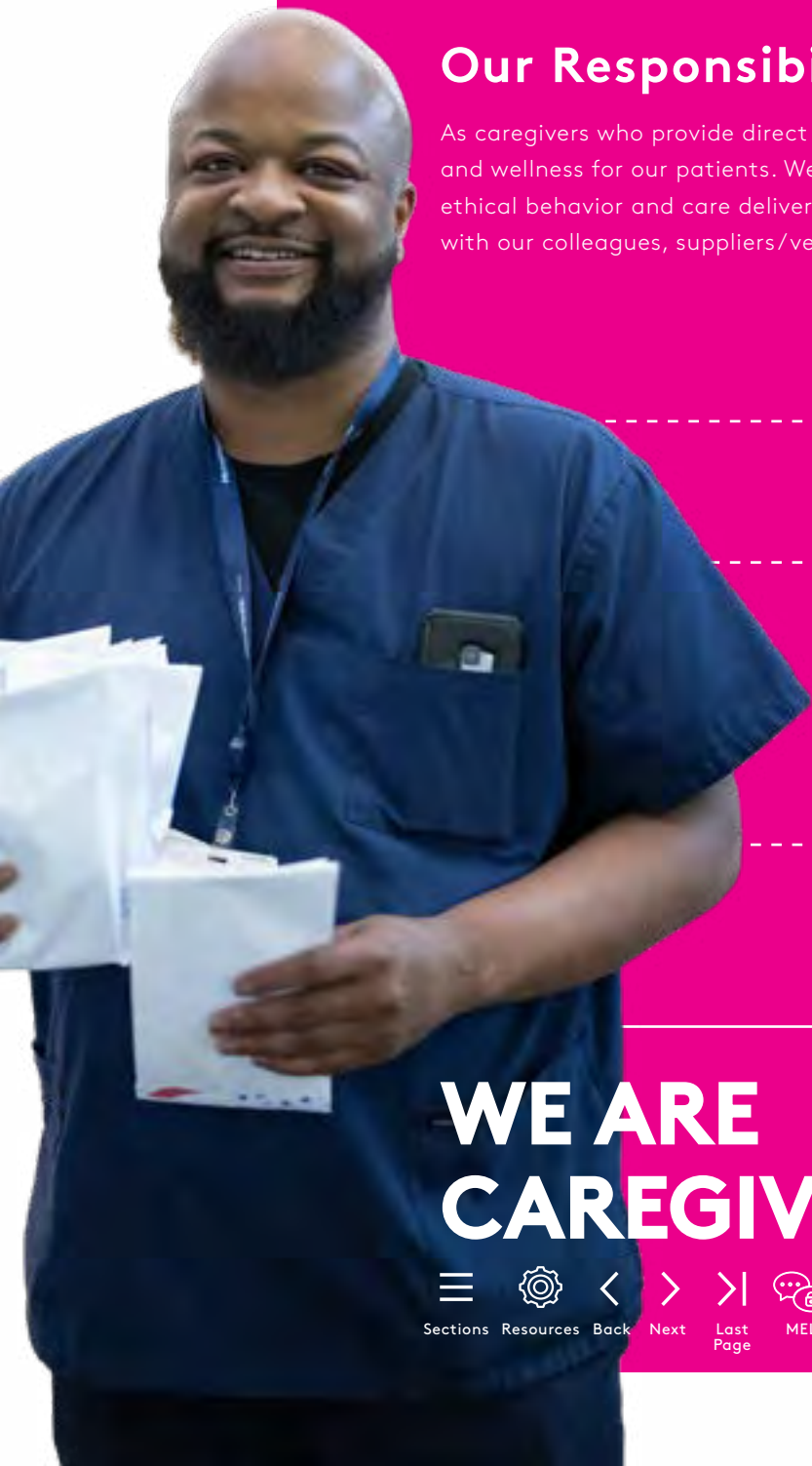
This Is Who We Are:

- We understand our responsibility to compensate our colleagues fairly and abide by applicable employment laws.
- We are sensitive to and aware of the possibility a patient has been subject to abuse, domestic violence, sexual assault, neglect, exploitation, or human trafficking and report any concern as appropriate.
- We ensure our business partners and suppliers/vendors business practices comply with our **METROHEALTH THIRD-PARTY CODE OF CONDUCT** and report any human rights concern to Ethics and Compliance.

PC-05: ABUSE, DOMESTIC VIOLENCE, SEXUAL ASSAULT, NEGLECT, EXPLOITATION AND HUMAN TRAFFICKING



WE ARE COLLEAGUES.



Our Responsibilities as Caregivers

As caregivers who provide direct patient care and others who support our operations, we collectively serve as guardians of health and wellness for our patients. We provide high-quality care to each patient, ensuring we set and uphold the highest standards for ethical behavior and care delivery in our community. This includes everything from clinical excellence to the interactions we have with our colleagues, suppliers/vendors, and the community we serve.

Delivering Quality Care ➔

Patient Rights ➔

Protecting Patient Information ➔

Academic and Research Standards ➔

Relationships With Physicians and Other Third Parties ➔

**WE ARE
CAREGIVERS.**

Delivering Quality Care

We provide safe, equitable, high-quality care in a manner that is sensitive to our patients’ individual needs. We treat each individual patient with empathy in a safe, welcoming environment. We leverage interdisciplinary team-based care that makes patient safety paramount and supports a speak-up culture.

This Is Who We Are:

- We respond to individual healthcare needs, making every reasonable effort to accommodate individual preferences and rights.
- We seek to involve patients in all aspects of their care.
- We maintain a safe and caring environment for patients that respects each person and treats everyone with dignity.
- We find the root cause for issues involving patient care and ensure it is addressed.
- We develop systems-based solutions to improve our delivery-of-care methods.
- We provide a psychologically safe workplace for colleagues to voice any issue concerning patient safety and/or quality.

“Working at MetroHealth means using our strengths and resources collectively for the common goal of providing the highest quality of care for all patients.”

- Process Improvement Specialist

To Learn More See:

TEAMSTEPS 

PC-85: REPORTING AND REVIEWING SAFETY EVENTS 



WE ARE CAREGIVERS.



OUR CULTURE OF ETHICS



Q I just discovered I administered the wrong medication to a patient. What do I do?

A First, take care of the patient. Once you have addressed any urgent patient issues, notify the physician or other provider who is primarily responsible for the patient's care. Depending on practice at your location, you may also notify your manager or direct supervisor. Next, enter a safety event report with information about the patient and the event. The Safety Event Reporting System (SERS) application can be found on the desktop of every MetroHealth computer. The patient safety team evaluates all SERS and may request a follow-up discussion, called a "SWARM," to determine the root cause of the error.

Q I attempted to contact a team member about a patient concern, but they haven't returned my page. What should I do?

A Utilize the Epic On-Call Scheduler, a tool that provides the call escalation process. MetroHealth practices a culture of safety, and you should feel safe moving up the call list to provide appropriate care for a patient. Once you get a response, remember to use the TeamSteps tool 'C.U.S.' Explain that you are concerned, uncomfortable, and that the patient need is a safety issue.

WE ARE CAREGIVERS.

Patient Rights

We believe patients should be treated with dignity and respect at all times. We recognize that patients and family members are individuals with personal needs, feelings, preferences, and requirements. We ensure that patients are aware of, and exercise, their rights, and we encourage them to speak openly with their healthcare team.

This Is Who We Are:

- We have a moral stewardship and responsibility to address disparities in our community and eradicate historical and systematic barriers to provide quality healthcare to all.
- We recognize that some patients need additional resources to help us best serve them (such as language access services for patients with limited English proficiency).
- We include patients in their plan of care and provide information in a timely manner to ensure the best decisions are made regarding choices, where appropriate.
- We communicate clearly, concisely, and understandably.
- We give accurate and timely responses to patients' questions.
- We promptly report any suspicions or evidence of abuse, neglect, harassment, intimidation, or exploitation of a patient.
- We respect patients' consideration of privacy for every aspect of their medical care.

Emergency Medical Treatment and Labor Act (EMTALA)

We follow EMTALA, which includes providing emergency medical screening examinations and necessary stabilizing treatment to all patients, regardless of their ability to pay.

To Learn More See:

[PC-15: PATIENT RIGHTS AND RESPONSIBILITIES](#)



[PC-15A: PATIENT AND VISITOR BILL OF RIGHTS AND RESPONSIBILITIES](#)



[EC-32: EMERGENCY MEDICAL TREATMENT AND ACTIVE LABOR ACT \(EMTALA\)](#)



[EMTALA FAQs](#)



"Working at MetroHealth means caring for people of every ethnicity, gender, demographic, social group, and walk of life. We open our arms to anyone who needs help, regardless of their situation."

- RN Clinical Nurse

WE ARE CAREGIVERS.



Protecting Patient Information

Patients trust us to safeguard their protected health information (PHI). It takes all of us to honor that trust by complying with HIPAA, other confidentiality laws, and our policies. This means we access, use, and disclose patients' health information only when we have a:

- permissible business reason;
- HIPAA exception;
- patient authorization;
- legal obligation.

MetroHealth monitors access, use, and disclosure of PHI. We investigate and respond to privacy concerns. Violating privacy laws and our policies can have serious consequences up to and including termination of employment. Additionally, state and federal privacy laws provide for civil and criminal penalties for individuals and MetroHealth.

PHI

PHI is any information about health status, provision of healthcare, or payment for healthcare that is created or collected by a covered entity or business associate and can be linked to a specific individual.

To Learn More See:

PR-01: USE AND DISCLOSURE OF
PROTECTED HEALTH INFORMATION



WE ARE CAREGIVERS.



OUR CULTURE OF ETHICS

27



Appropriate Use and Disclosure of PHI

We only use or disclose PHI when we have a permissible business reason to do so.

Appropriate business reasons include:

- Treatment – providing care to the patient.
- Payment – providing PHI as requested by an insurance company to receive reimbursement.
- Health Care Operations – reviewing PHI while conducting internal reviews or audits.

Inappropriate reasons include:

- Mere curiosity.
- Checking the lab results of a family member without authorization.
- Responding to requests from patient friends or family not authorized by the patient.
- Responding to requests for patient-identifying or other confidential patient information from the news media or postings on social media.

This Is Who We Are:

- We are committed to protecting our patients’ information and privacy as vigorously as if it were our own.
- We safeguard our patients’ information against unauthorized access, use, and disclosure.
- We discuss patient information only with those who have a permissible need to know.
- We highlight stories on social media, social networking sites, and blogs only with patient’s explicit permission.
- While we care about our colleagues, we recognize they are entitled to the same privacy as non-employee patients. We do not share information about services that colleagues receive as patients.

WE ARE
CAREGIVERS.



Q My colleague asked me to check on their test result in Epic. Can I access their electronic medical record because they gave me permission?

A No. Even though your colleague gave permission, you do not have a permissible business reason to access their electronic medical record. Your colleague will need to check their MyChart account or contact their provider.

Q As an employee of MetroHealth, can I look at my own medical information in Epic or other systems that I have access to?

A No, you cannot access your medical information in Epic or other systems that you have access to as a result of your employment. You must access your information only through a patient portal such as MyChart or by making a request through Health Information Management.

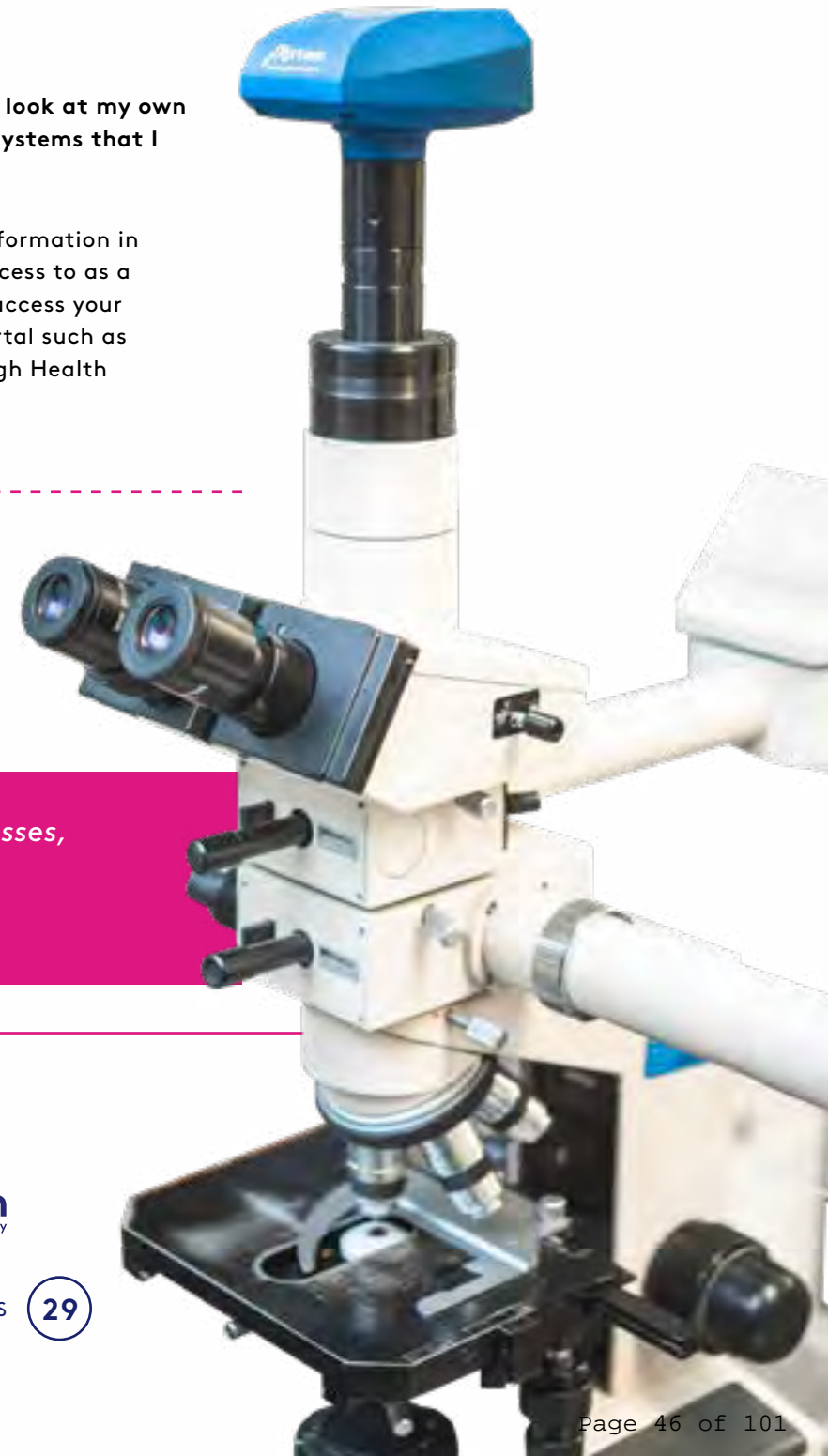
Q If I take care of a colleague who is hospitalized at MetroHealth, can I tell other colleagues that someone we work with is ill?

A No, you may only discuss need-to-know information with other colleagues involved in the colleague-patient's care. The colleague-patient decides whether to share their medical information with their supervisor and other colleagues.

"As a new employee, I couldn't have been more impressed by the training, processes, and initiatives all designed to keep our patients' information secure."

- CT Technologist

WE ARE CAREGIVERS.



Academic and Research Standards

We conduct basic and clinical research responsibly and with scientific integrity. We protect the rights and well-being of research participants and conduct all research in accordance with regulatory and ethical standards.

Any research conducted at MetroHealth is approved in advance by the appropriate regulatory boards, and all approved research protocols are strictly followed. Our research participants are fully informed of the risks, expected benefits, and any possible alternatives regarding treatment. We provide proper care and treatment to any animals used in our research.

“We believe research is an important part of healthcare delivery and is at the heart of all medical advances.”

- VP of Research and Sponsored Programs

This Is Who We Are:

- We follow the highest ethical standards to remain in compliance with federal laws, state laws, and regulations in research, including investigations and/or clinical trials conducted by our physicians, scientists, and professional staff.
- We investigate any situation that may put our subjects at risk.
- We do not tolerate acts of plagiarism, falsification, fabrication of data, or other forms of scientific misconduct.
- We avoid conflicts of interest and do not participate in any relationship or activity that could influence or appear to influence our ability to protect research participants or compromise the validity of research results.
- We comply with all requirements, terms and conditions of external sponsor awards, and contracts.
- We readily participate in training and education to improve our knowledge of regulatory requirements.
- We report to our direct supervisors or to MEL any known or perceived wrongdoing, including grant mismanagement, failure to protect subjects, and data security/privacy.

WE ARE CAREGIVERS.



Intellectual Property

We are committed to the exchange of ideas and research findings with the broader academic and healthcare community. Whenever research results have the potential for commercialization, we take appropriate steps and protect the inventors' and MetroHealth's intellectual property ownership interests.

- Q** I realized I made a mistake in recording data for one research subject, but the data was not final. Is that considered misconduct?

A No. Making a mistake is not intentional misconduct. It would be a violation if you knew there was a mistake and did not take steps to correct it and knowingly included the data in the final results. If you become aware of a mistake, correct that subject's data and notify the study's principal investigator.
- Q** If I am aware of a patient who might be a suitable candidate for a certain research study, may I discuss it with the patient and share their contact information with the researcher?

A Yes. As long as you obtain the proper authorization from the patient, and all privacy and confidentiality rules are followed.
- Q** I'm not sure whether my project qualifies as research. Where can I go for help?

A MetroHealth has an Institutional Review Board (IRB) that oversees all human subject research. They can help you determine whether your project requires IRB review. Contact the board by email at IRBoffice@metrohealth.org

To Learn More See:

EC-42: RESPONDING TO ALLEGATIONS OF RESEARCH MISCONDUCT



GEN-48: INTELLECTUAL PROPERTY AND INNOVATIONS



WE ARE CAREGIVERS.

Relationships With Physicians and Other Third Parties

We acknowledge that physicians and other healthcare providers are often in a position to refer patients to our facilities. Federal and state laws have specific requirements that we must follow to ensure referrals are proper, based on the needs of the patient, and not in return for gifts or special favors.

With this in mind, we prohibit paying for referrals or accepting anything of value in exchange for the referrals of patients.

This Is Who We Are:

- We are honest and ethical in our interactions with physicians and other referral sources.
- We accept referrals based only on:
 - A patient’s unique medical needs
 - Our capability to provide needed services
 - Availability of our resources
 - Need for collaborative care
- We never offer to pay anyone, including colleagues, physicians, or any other healthcare provider to refer a patient.
- If we are offered any kind of payment for a patient referral, we turn it down and report it to Ethics and Compliance.

Kickbacks and Inducements

Consult Legal regarding all relationships and arrangements with referral sources, physicians, and vendors to be certain there are no kickbacks or illegal inducements for the referral of patients.

To Learn More See:

EC-14: FEDERAL ANTI-KICKBACK
STATUTE AND STARK LAW



WE ARE
CAREGIVERS.

Our Responsibilities as Community Members

We put people in our community first because, for us, it has always been the right thing to do. We act ethically and responsibly to promote the health and well-being of those in our community. Our community members include colleagues, patients, business partners, suppliers/vendors, and the people of Northeast Ohio.

Our Commitment to the Health and Well-Being of Our Community →

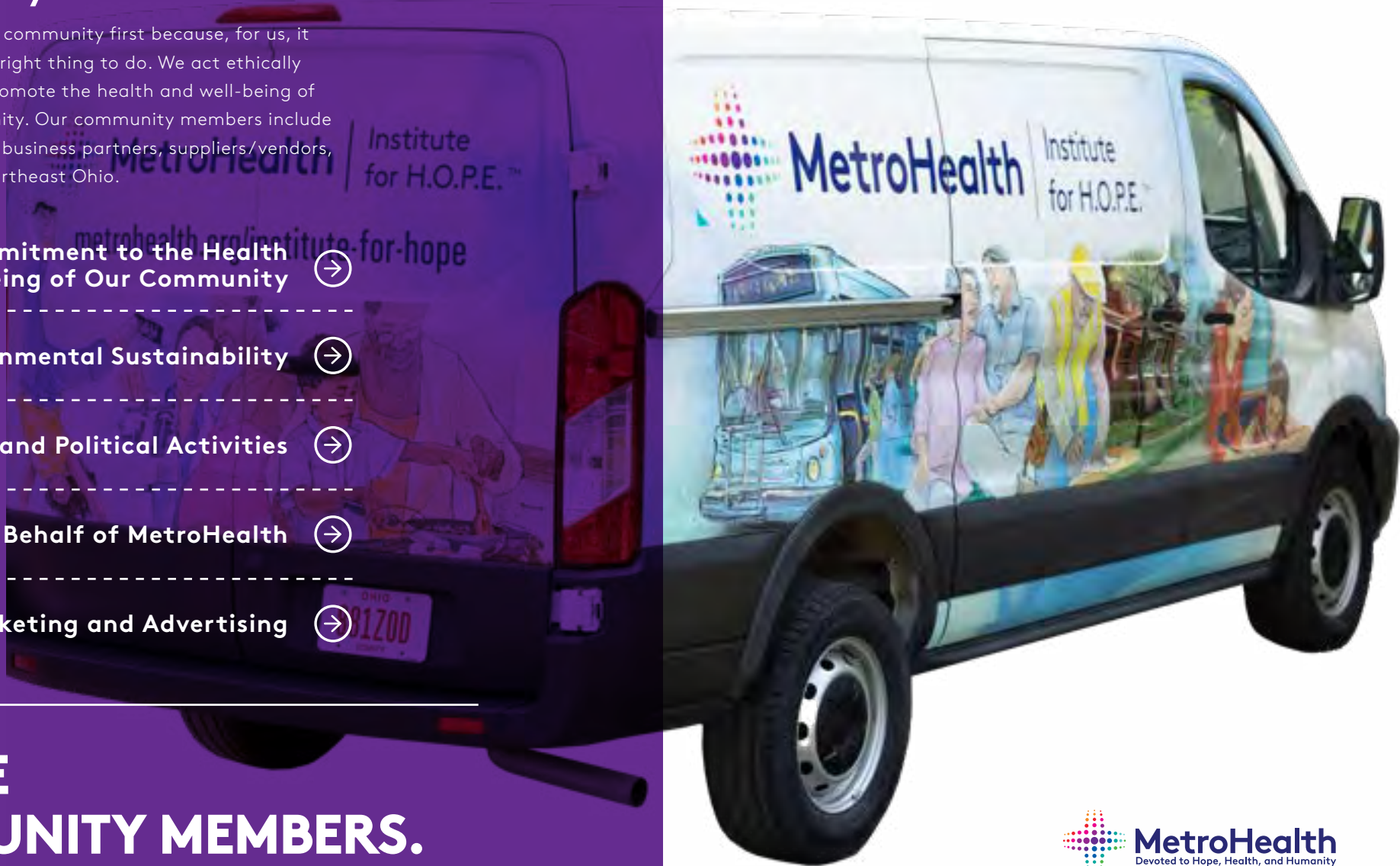
Environmental Sustainability →

Public Policy and Political Activities →

Speaking on Behalf of MetroHealth →

Marketing and Advertising →

WE ARE
COMMUNITY MEMBERS.



Our Commitment to the Health and Well-Being of Our Community

With an unwavering commitment to our community, we welcome the opportunity to care for people from all walks of life. We believe that the diversity of patients and our staff enriches our environment and gives us an informed worldview.

Our Mission, Vision, and Values are an undeniable statement of our commitment to service and the well-being of our community. Our commitment is not only demonstrated by the care we provide for our patients but also through the knowledge that a healthy community requires us to be proactive and engaged.

"To work at MetroHealth means that I am serving the community that I care so much about, and it doesn't even feel like work when you are making a difference."

- Advance Practice, RN Provider

This Is Who We Are:

- We treat every patient, regardless of their economic situation with the same level of attention — full attention.
- We meet every patient where they are on their own health journey and see them as more than their illness or injury.
- We respect the diverse cultures and personal backgrounds of our patients and each other.
- We treat every person with dignity, respect, and empathetic listening.
- We ensure equity for all by assisting our patients and our employees with preventative care, services, and support in order to improve their overall well-being.

WE ARE
COMMUNITY MEMBERS.



Environmental Sustainability

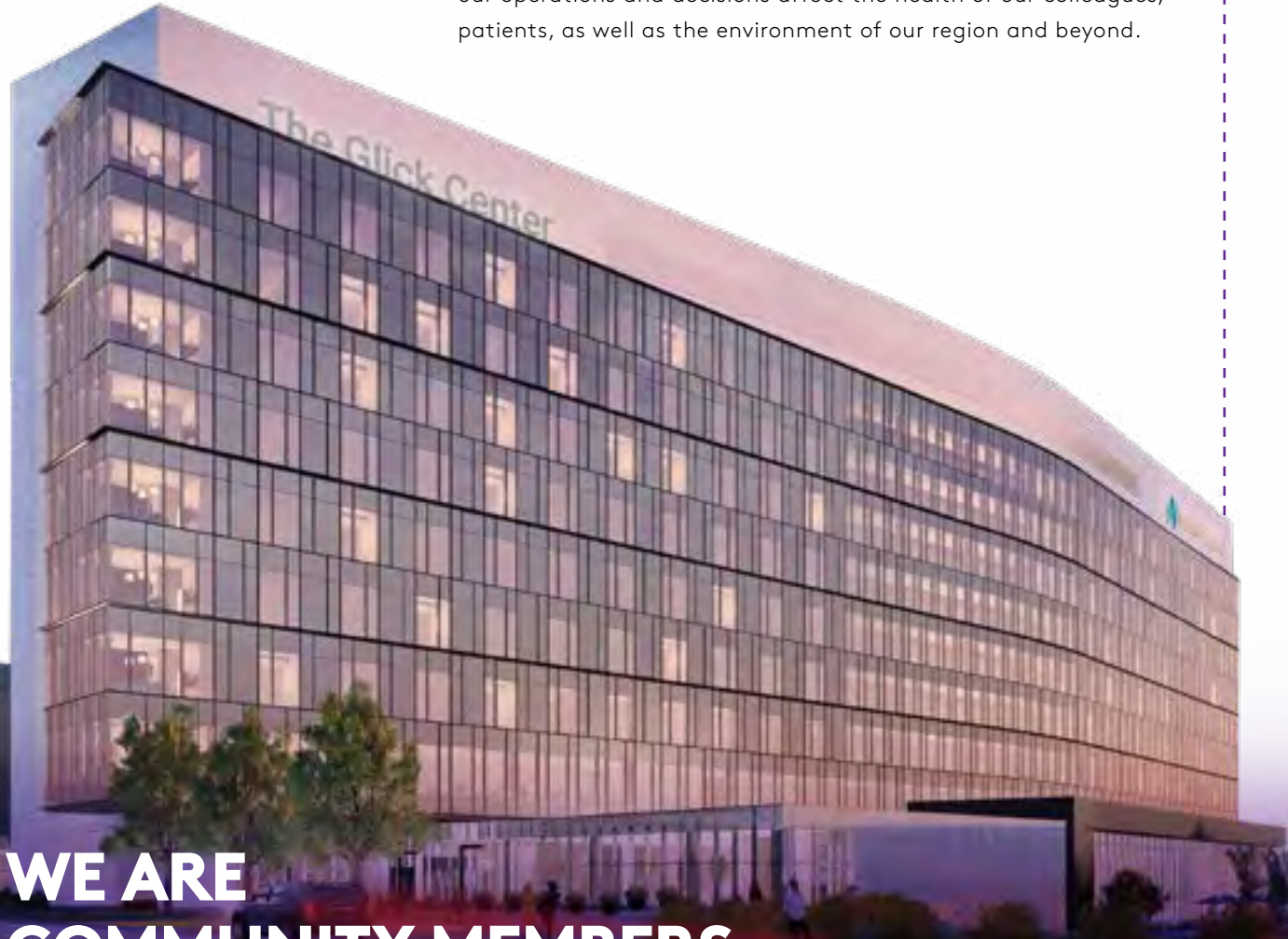
We are stewards of the natural environment and operate our facilities in ways that minimize the impact on the environment while maintaining a healthy and safe workplace. We recognize our operations and decisions affect the health of our colleagues, patients, as well as the environment of our region and beyond.

This Is Who We Are:

- We are proactive in reducing waste, using energy and natural resources more efficiently, and taking actions to positively impact air quality and climate change.
- We help build sustainable neighborhoods through affordable housing, provide access to healthy local foods, support smart accessible transportation, and increase community access to green space.
- We support local, diverse, and small businesses as a sustainable economic development strategy and encourage suppliers/vendors to protect the environment and climate of our shared community.

To Learn More See:

SUSTAINABILITY



WE ARE
COMMUNITY MEMBERS.



Public Policy and Political Activities

MetroHealth, as a public hospital, is dependent on public policy and funding decisions at the federal, state, and local levels of government. The Government Relations team works with senior leaders to set priorities for MetroHealth and implements plans to achieve these priorities.

As individual citizens, we have the right to participate in the political process, including supporting candidates, political parties, and other interest groups of our choosing. We also have the right, on our own time and at our own expense, to run for elective office and to interact with officeholders, in our personal capacity. When we participate in the political process, it is important to separate personal and MetroHealth-related political activities.

To Learn More See:

GEN-95: GOVERNMENT RELATIONS



GEN-97: POLITICAL ACTIVITIES



This Is Who We Are:

- We defer to Government Relations to engage in public policy advocacy on behalf of MetroHealth.
- Senior leadership may recruit employees for voluntary advocacy on behalf of MetroHealth when public policy significantly impacts patients or MetroHealth’s business interests.
- When participating in political activities as individuals, we make it clear that our views and actions are our own and not those of MetroHealth, unless authorized to do so.
- MetroHealth does not endorse political candidates.
- We inform Ethics and Compliance when running for or seeking appointment to public office. The Ethics and Compliance Department will review the facts and respond to any potential conflicts of interest between your MetroHealth employment and your elected/appointed position.

WE ARE COMMUNITY MEMBERS.

Lobbying

MetroHealth can participate in lobbying, but certain activities may require public disclosure and reporting requirements. Our Government Relations staff are registered lobbyists and are authorized to advance MetroHealth’s positions with government agencies and leaders.

Contact Government Relations before:

- Engaging with legislators, senior regulatory officials, executive branch officials, or their staffs on behalf of MetroHealth.
- Initiating efforts to influence legislative or administrative action on behalf of MetroHealth.
- Participating in public policy or political activities on behalf of MetroHealth.

“When individuals commit themselves to working together for a cause, they have more power than they know to make a positive difference in the lives of others.”

- Physician

- Q** I am supporting a local political candidate who openly supports MetroHealth and the work we do. May I speak out at their campaign event and identify myself as a MetroHealth employee?
- A** No. MetroHealth does not endorse or contribute to any political campaigns or causes, so it would be inappropriate for you to use your position as a MetroHealth employee to support their campaign.
- Q** As an employee, I have received requests from leadership encouraging me to follow up with government leaders about Medicare and Medicaid policy matters. Are we violating the law?
- A** No. As a public entity, we are permitted to approach our employees to raise awareness about policy matters that could help or hurt the interests of our patients and business. We may not, however, encourage employees to support or oppose a particular party or candidate.
- Q** As a leader in my field, I’m passionate about a piece of legislation. May I contact my elected officials on behalf of MetroHealth?
- A** In this situation, you should contact Government Relations, governmentrelations@metrohealth.org, to determine the right approach.

WE ARE
COMMUNITY MEMBERS.





Speaking on Behalf of MetroHealth

We formally designate certain colleagues to speak publicly on MetroHealth’s behalf to ensure we speak with one voice when providing information to the public and the media.

This Is Who We Are:

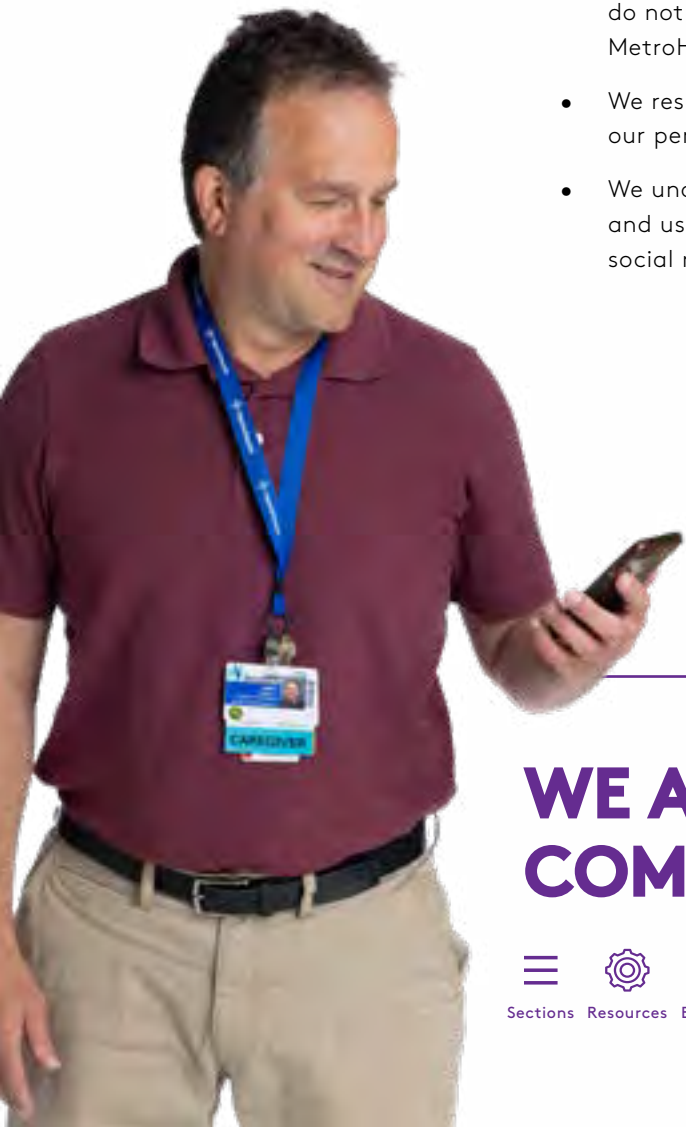
- We obtain approval from Media Relations before responding to or releasing information to the media, directly or indirectly speaking, or acting on behalf of MetroHealth.
- We provide accurate, complete, and consistent information to the public through designated colleagues.
- We make clear that the opinions shared are our own and not those of MetroHealth when speaking publicly on our own behalf, including presentations at professional and scientific conferences.

WE ARE COMMUNITY MEMBERS.



“Think carefully before you hit the send button in an email or a text.”

- Release of Information Specialist



Social Media

We recognize the importance of social media and believe it can be a great vehicle for communicating our commitment to the community. We encourage our colleagues to connect with family, friends, and each other through social media. We are mindful that posting to social media can result in unintended consequences that could impact both us and MetroHealth.

This Is Who We Are:

- We take care to ensure our personal social media posts do not contain patient information or confidential MetroHealth business information.
- We respect our MetroHealth values even when using our personal social media accounts.
- We understand we are responsible for what we post and use common sense and good judgment with all social media.

Social Media Scenarios

Consider the following real-life scenarios of social media posts that can result in unintended consequences:

- Photos that inadvertently reveal confidential business or patient information
- Photos or information regarding a high-profile patient or visitor

Q I received a media request regarding MetroHealth. What do I do?

A If you receive a media request regarding MetroHealth, notify Media Relations, comms@metrohealth.org. They will review the request and direct the official response.

To Learn More See:

GEN-80: SOCIAL MEDIA



GEN-32: MEDIA COMMUNICATIONS



**WE ARE
COMMUNITY MEMBERS.**

Marketing and Advertising

To best serve our patients and the public, we keep them informed about our services and initiatives that impact the community. Communications about our services and initiatives use inclusive language that recognizes the diversity of our patients and colleagues and promotes equity in healthcare.

This Is Who We Are:

- We use marketing, advertising, and public relations activities, including social media, to educate the public, provide information to the community, increase awareness of our services, and recruit new employees.
- We strive to present only truthful, fully informative, and non-deceptive information in MetroHealth materials, advertisements, and communications.
- We are professional and consistent with our stance on equity, inclusion, and diversity.
- We protect the integrity of our brand standards and only use approved marketing materials provided by Marketing and Communications.



WE ARE
COMMUNITY MEMBERS.

Our Responsibilities as Business Partners

We recognize the integral role our business partnerships play in the success of our Mission, Vision, and Values. We maintain strong connections with our business partners and seek relationships based on trust, fairness, and mutual advantage.

Conflicts of Interest 

*Fair Dealing With Business Partners
and Suppliers/Vendors* 

Business Courtesies and Gifts 

Fair Competition 

WE ARE BUSINESS PARTNERS.



Conflicts of Interest

We make decisions and act in the best interest of MetroHealth rather than for personal gain. We exercise the utmost good faith in all transactions related to our roles and disclose any potential and actual conflicts of interest in a timely manner.

This Is Who We Are:

- We do not use our position, or knowledge gained in our position, for personal benefit.
- We seek advanced approval of any outside interest that might appear to influence our decisions.
- We ask for guidance if our outside activities would make others, internal or external to MetroHealth, question our loyalty or motives.

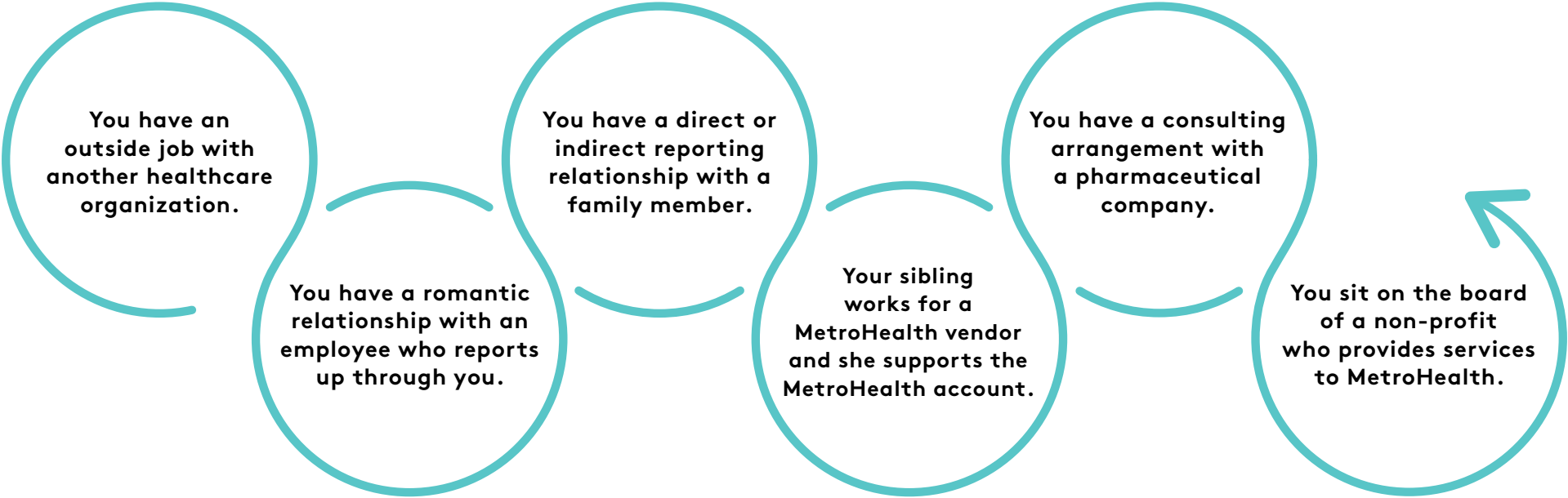


WE ARE
BUSINESS PARTNERS.



Conflict Scenarios

Being able to recognize a potential conflict can help us avoid one. While we cannot detail every situation where a conflict may occur, here are a few examples of common conflicts:



To discuss any potential or actual conflicts of interest, email Ethics and Compliance.

WE ARE
BUSINESS PARTNERS.



A conflict of interest
can occur when our
outside interests
interfere with our
ability to perform our
duties objectively on
behalf of MetroHealth.

Q My sibling's company recently won a bid for a MetroHealth contract. Do I need to tell anyone?

A Yes. Depending on your position, your sibling's position as a MetroHealth supplier/vendor could influence your MetroHealth duties. Contact Ethics and Compliance to discuss next steps.

Q I am an RN in the operating room. A job opening was just posted; may I reach out to the hiring manager to recommend my family member?

A No. As a MetroHealth workforce member, you cannot influence the hiring of a family member. This includes reaching out to anyone involved in the hiring process. Encourage your family member to apply through the posting.

Q I am a provider at MetroHealth, and I would like to moonlight at a non-MetroHealth hospital on weekends. Do I need to notify someone?

A Yes. Prior to engaging in a "Reportable Outside Activity" (which includes moonlighting), MetroHealth employees must request and receive advance approval via the electronic "Outside Activities Request Form." For more information, review the [OUTSIDE ACTIVITIES TOOLKIT](#).

WE ARE BUSINESS PARTNERS.

Managing Conflicts

We can avoid and manage most conflicts when we take certain steps. We are proactive and, whenever possible, avoid situations that can lead to even the appearance of a conflict. If we find ourselves in a potential conflict of interest, we discuss with Ethics and Compliance.

Hiring Former and Current Government Employees

We adhere to the Ohio Ethics Law restrictions for the recruitment and employment of former or current public (state or federal) employees. Additionally, if any employee leaves MetroHealth to go work for a company that is a supplier/vendor of MetroHealth, there are certain restrictions and requirements that must be followed. Employees should consult with Ethics and Compliance or Legal regarding such issues.

- Q

I'd like to accept a part-time job on the weekends. It has nothing to do with my work at MetroHealth, and it would only be for a few months. Is that a conflict?
- A

Probably not. It depends on factors like the type of job you have at MetroHealth, the nature of the part-time job, and the hours you'll be required to work. Review the Reportable Outside Activities Toolkit and discuss any questions with your supervisor or Ethics and Compliance. If required, submit the appropriate forms for approval prior to starting your outside employment.
- Q

I am a Physical Therapist. My sibling owns a business that provides home health services. Is it okay if I tell my patients about these services?
- A

No. Promoting a family business to our patients is a conflict of interest and is not permitted. Additionally, you should report the conflict to Ethics and Compliance who will advise you on next steps.

To Learn More See:

- EC-08: CONFLICTS OF INTEREST

→
- EC-10: OUTSIDE ACTIVITIES

→

WE ARE
BUSINESS PARTNERS.

Fair Dealing With Business Partners and Suppliers/Vendors

We recognize that responsible, reliable business partners are key to MetroHealth’s operations and success. Our Third-Party Code of Conduct outlines the expectations we have for our business partners and suppliers/vendors, but we also recognize that our business partners’ success depends on us. We have an obligation and responsibility to treat our business partners and suppliers/vendors lawfully and in an ethical manner.

This Is Who We Are:

- We always select business partners and suppliers/vendors on the basis of objective criteria, not based on personal relationships or friendships.
- We never take advantage of anyone, including our business partners and suppliers/vendors, through manipulation, misuse of confidential information, misrepresentation of facts, or any other unfair dealing or practice.
- We conduct our business relationships with honesty, fairness, and mutual respect.
- We protect the confidential and proprietary information of our third-party partners.

“We are committed to utilizing diverse business partners and suppliers in support of our community.”

- Director of Transformation Operations and Transition

Key Definitions

Business Partner – Typically a company or organization (for example, a group purchasing organization) with whom we do a significant amount of business and is integral to our operations.

Supplier/Vendor – A general term to refer to providers of goods or services.

Supplier Diversity

We recognize the importance and benefits of a diverse, local, and regional supplier base.

We help develop and maintain a strong supplier base that reflects the diversity of the community in accordance with all applicable laws. This includes doing business with LGBTQ+, minority, small-business, veteran, and female-business enterprises.

To Learn More See:

SC-05: PROCUREMENT, MANAGEMENT AND DISPOSAL OF PRODUCTS



GEN-88: PROCUREMENT AND MANAGEMENT OF PROFESSIONAL SERVICES



THE METROHEALTH SYSTEM THIRD-PARTY CODE OF CONDUCT



WE ARE BUSINESS PARTNERS.

Additional Responsibilities of Our Leaders

Our leaders who work with business partners and suppliers/vendors have an additional responsibility to follow our procurement policies that ensure a fair and objective proposal review and evaluation process.

As leaders:

- We work with our business partners and suppliers/vendors to ensure that they understand our commitment to ethics and compliance.
- We select goods and services on the basis of quality, effectiveness, economy, and need.
- We employ fair business practices when working with our business partners and suppliers/vendors.
- We watch out for any signs that our business partners and suppliers/vendors are violating applicable laws or regulations.
- We insist on honest accounting of time, materials, and prompt acceptance of materials, to meet our standards.
- We disclose any situation that may appear to involve a conflict of interest.

WE ARE BUSINESS PARTNERS.

Q As a public employee, are there any restrictions if I leave and take a job with a company that does business with MetroHealth?

A Yes. Under the Ohio Ethics Law, there are specific restrictions that can affect your ability to work at a company that currently has a business relationship with MetroHealth or is seeking to do business with us. You should contact Ethics and Compliance for guidance.

Q I am responsible for selecting a new company to provide services to our team. My best friend's company would be great for the job. Is it an issue if I use their company?

A Yes. Granting a contract to your friend could be seen as an improper use of your position. Contact Supply Chain, supplychain@metrohealth.org, for guidance.

Q I work in Supply Chain and am leading a department's negotiations with a medical device company. The negotiation team includes a MetroHealth colleague whose sibling works for the device company. Is that an issue?

A Yes. The colleague's involvement in negotiating with a company that a family member owns poses a conflict of interest. Raise your concern to MEL or to Supply Chain, which works with Ethics and Compliance to review the situation, resolve the conflict, and ensure all negotiations are free from conflict.

Business Courtesies and Gifts

We are occasionally offered a gift, entertainment, or business courtesy from a supplier/vendor, which vendors view as a normal part of doing business. Before we accept a business courtesy or gift, we review our policies and ensure that it is appropriate.

As public employees, the rules governing gifts and entertainment can be complicated. Except as noted below, gifts, entertainment, and business courtesies may not exceed \$75 per year from a supplier/vendor or prospective supplier/vendor. If you have any questions, discuss the matter with your supervisor or Ethics and Compliance.

- We do not accept cash or cash equivalents.
- We do not request or solicit business courtesies or gifts.
- We accept business courtesies and gifts that are nominal in value — less than \$75.
- We only accept gifts given infrequently — no more than once per quarter.
- We do not accept gifts that create an obligation for us as a MetroHealth employee.
- We only accept gifts that do not influence business decisions.
- We do not take advantage of our position with vendors and other business partners.
- We do not bring into question MetroHealth’s motives, business integrity, appropriate business practices, or reputation.

To Learn More See:

*EC-09: BUSINESS
COURTESIES AND GIFTS*



EC-12: GIFTS TO PATIENTS



Q Our department treats a patient who is financially struggling. With the holidays coming up, a few staff members want to “adopt” the patient and provide some gifts. Can we do that?

A No. Adopting a patient will likely exceed the MetroHealth policy. Generally, items provided to patients cannot exceed \$15 per event and \$75 per patient annually, with some exceptions. Further information can be found in EC-12 Gifts to Patients or contact Ethics and Compliance for guidance.

Q My team completed a major project in collaboration with a vendor. The vendor has offered to treat us to dinner and drinks at Cleveland’s newest upscale restaurant. Can we accept the invitation?

A No. While accepting a meal seems appropriate under the circumstances, the dinner and drinks are likely greater than \$75. See EC-09 for guidance on accepting gifts/business courtesies from vendors or contact Ethics and Compliance with questions.

WE ARE BUSINESS PARTNERS.

Prohibited Gifts

We do not solicit gifts, and we do not accept cash or cash equivalents, including gift cards or certificates for specific stores.

Gifts During the Bidding Process

We do not accept gifts, entertainment, or business courtesies from a current or prospective vendor during the bidding process. If a vendor offers a gift, entertainment, or business courtesy, decline it and contact your Supply Chain representative.

Gifts and Entertainment – Government Representatives

We take extra care when dealing with government officials. We do not offer gifts or other benefits, including entertainment, to government officials. There are very limited exceptions to this rule, and in these rare cases, we seek advanced approval from Government Relations, Ethics and Compliance, or Legal.

Gifts From Patients

Patients who want to make a monetary gift to MetroHealth, regardless of the value, should be referred to the MetroHealth Foundation. If a patient insists on making a personal gift, we may only accept consumable or perishable gifts that can be shared with co-workers (for example, flowers or a box of candy).

- Q

A vendor has offered to pay for me to travel to a customer showcase to evaluate one of their new products. May I accept?
- A

It depends. Accepting travel or payment to evaluate a product is not permitted unless the travel is explicitly part of a contract with the vendor. Please contact Legal with specific contract questions.



WE ARE BUSINESS PARTNERS.

Fair Competition

We believe that open and fair competition is in the best interest of the public. We comply with all applicable laws, rules, and regulations that govern the way companies compete. These include laws designed to foster free and fair competition. Even the appearance of improper agreements with competitors can harm our reputation and risk legal action. We approach competitor interactions carefully and strive to avoid any appearance of impropriety

We recognize antitrust laws are complex, and compliance requirements can vary depending on the circumstance. If we have any questions about whether our conduct may implicate the antitrust laws, we discuss the matter in advance with Legal.

This Is Who We Are:

- We understand that the antitrust laws apply to us and to our work at MetroHealth and that we are each responsible for compliance.
- We seek advice from Legal before taking any action that could possibly be a violation.
- We use good judgment when meeting with competitors and avoid even the appearance of impropriety in our competitive interactions.
- We gather information about competitors fairly and from publicly available sources.
- We do not use improper methods such as bribery, stealing, hacking, or misusing others’ trade secrets to gain a competitive advantage.
- We never encourage third parties or former employees of competitors to provide us with confidential information.
- We do not discuss any competitively sensitive aspect of our business with competitors without prior Legal approval.
- We report any antitrust concerns or potential violations of the antitrust laws to Legal.

WE ARE BUSINESS PARTNERS.

Q I am worried that another healthcare institution is trying to steal our team members and that any losses could be detrimental to patient care. Can we agree not to try to recruit each other's staff?

A No. Such an agreement is illegal, even if motivated by a desire to provide the best possible care for our patients. If another institution proposes such an arrangement to you, you should decline to participate and immediately notify Legal.

Q A competitor accidentally emailed their new strategic plan to me. What should I do?

A Although you received the information by accident, it is not ethical to take advantage of another's mistake. MetroHealth competes fairly and does not gather competitive information, except through acceptable channels. Contact Legal and delete the email.



WE ARE BUSINESS PARTNERS.



We Are MetroHealth

Acting with ethics and integrity is central to everything we do, from keeping accurate records to responding to government inquiries. As colleagues, we have an individual responsibility to protect the assets, information, and resources of MetroHealth.

*Confidential
Business Information* ➔

Use of MetroHealth Resources ➔

*Meeting Federal Healthcare
Program Requirements* ➔

*Government Interactions
and Inquiries* ➔

Accurate Recordkeeping ➔

*Our Ethics and
Compliance Program* ➔

*MetroHealth
Reporting Guide* ➔

Closing Thoughts ➔

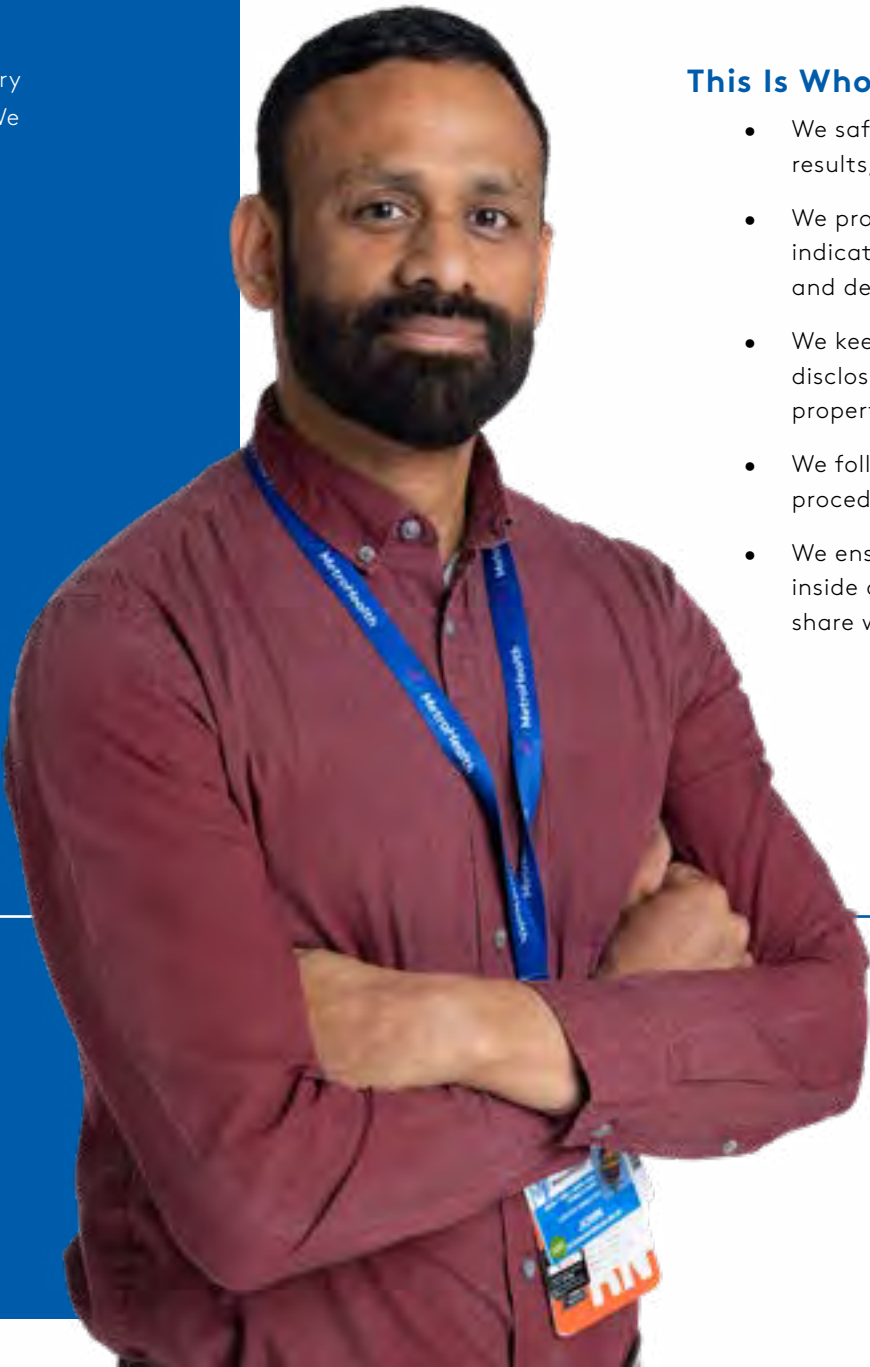
WE ARE METROHEALTH

Confidential Business Information

We share a responsibility to protect MetroHealth’s proprietary information from loss, misuse, or inappropriate disclosure. We are subject to the Ohio Public Records Act, which generally requires us to disclose public records upon request. It is important that we remember that many of our emails and documents may be subject to these requests.

Confidential means any information that is proprietary, not publicly known, or is subject to restrictions on how it can be shared. Confidential business information includes:

- Passwords and other log-in information
- Patient information (medical and financial)
- Pricing and cost information
- Vendor names, lists, and agreement terms
- Intellectual property, including inventions, patents, trade secrets, and copyrights
- Data developed or purchased by MetroHealth or entrusted to us by third parties
- Marketing data, business and/or strategic plans



This Is Who We Are:

- We safeguard confidential information, research results, and patients’ information.
- We properly label confidential information to indicate how it should be handled, distributed, and destroyed.
- We keep confidential assets secure to prevent disclosure and never share research or intellectual property without proper authorization.
- We follow our computer and network security procedures to prevent unauthorized access.
- We ensure any information we give to others, both inside and outside of MetroHealth, is appropriate to share with the person to whom we are providing it.

WE ARE
METROHEALTH





Cybersecurity

We are all increasingly dependent on networks, databases, and the information they contain. We all must do our part to protect our electronic data and information systems from accidental and intentional breaches:

- Follow our standards and practices that are designed to protect our networks, computers, programs, and data from attack, damage, or unauthorized access.
- Protect usernames and passwords and never share passwords or use the password of another colleague.
- Be alert to phishing scams or other attempts to uncover sensitive personal or corporate information.
- Don't open suspicious links in emails, even if the source is a known entity.
- Any laptop computer, phone, or other mobile device with patient or other sensitive information should be encrypted and in our control at all times.
- Report the loss of any device that contains sensitive information immediately to the IS Service Desk.
- Report suspicious activity immediately to the IS Service Desk 24/7 or contact Ethics and Compliance.

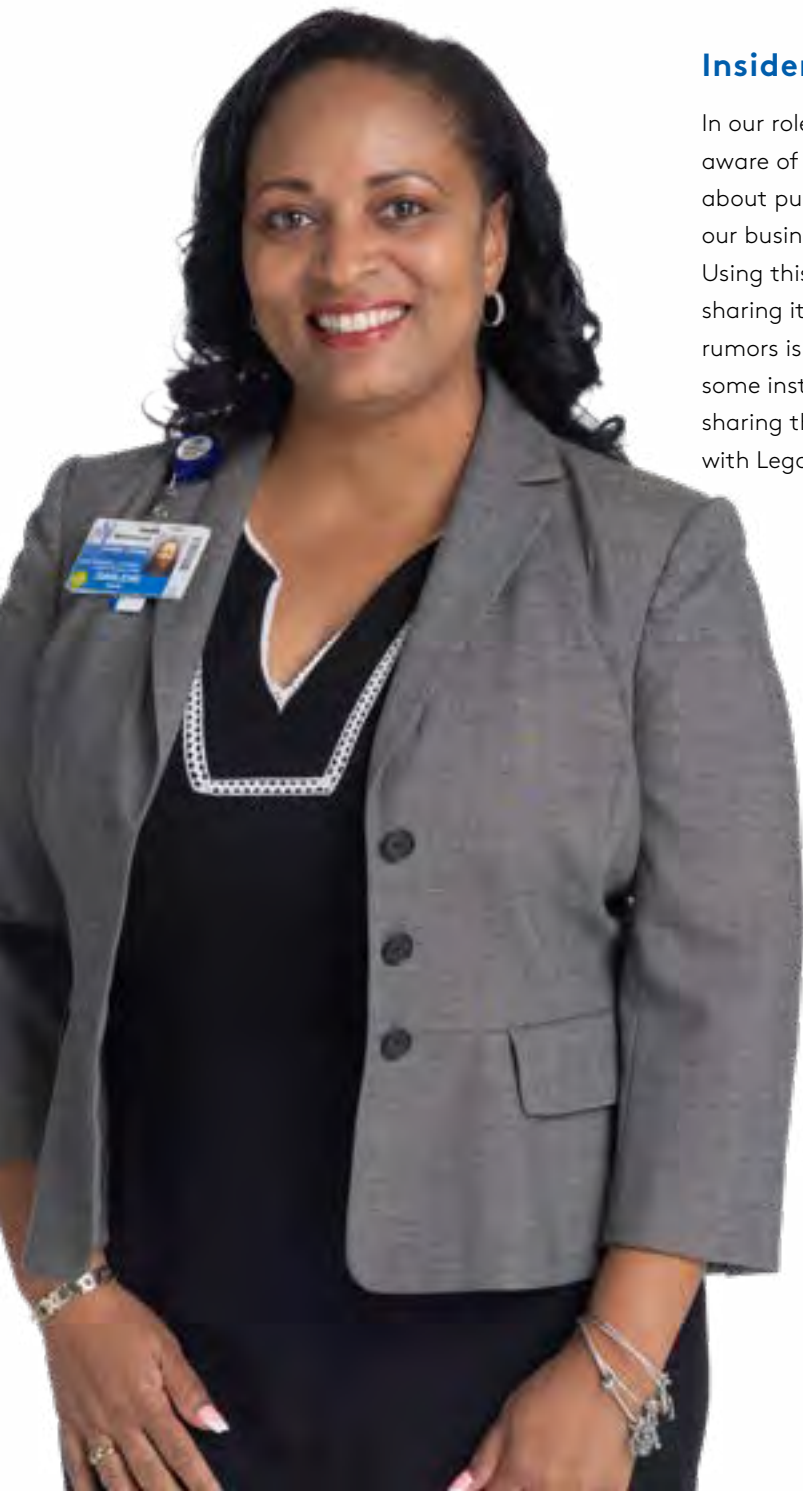
To Learn More See:

IS-18: EMAIL USAGE 

GEN-02: RETENTION AND DISPOSAL OF INFORMATION, INCLUDING PUBLIC RECORDS 

WE ARE
METROHEALTH





Insider Trading

In our roles at MetroHealth, we may become aware of material, non-public information about publicly traded companies, including our business partners and suppliers/vendors. Using this information for personal gain, sharing it with others, or spreading false rumors is unfair to other investors, and in some instances, it may be illegal. Before sharing this information, discuss the matter with Legal.

- Q I have access to confidential and trade-secret information and want to ensure it's protected. What can I do?**
- A** Suggestions include: marking the document(s) confidential/proprietary when appropriate, limiting access to only those who need to know the confidential information, and ensuring the information is stored securely. Reach out to Legal for further guidance.
- Q I just discovered that my laptop is missing. What should I do?**
- A** The loss or theft of any MetroHealth mobile device (laptop, iPhone, iPad, encrypted jump drive, etc.) should be reported immediately to the IS Service Desk.
- Q If I am coming right back, do I have to log out of my workstation?**
- A** Yes. Don't leave a workstation with your sign-on credentials still active. Everyone must log off/tap out before leaving a workstation.
- Q I received a public records request. What do I do?**
- A** Contact Legal for issues related to public records requests.

WE ARE METROHEALTH



"We protect MetroHealth's resources as if they were our own."

- Medical Team Assistant

Use of MetroHealth Resources

We provide more than medicine to the community we serve. The public trusts us to protect, maintain, and use MetroHealth resources to carry out our mission. We safeguard these assets to better serve our colleagues, patients, and the community.

This Is Who We Are:

- We use resources for MetroHealth business and keep them in good condition.
- We follow proper procedures for disposing of resources and equipment.
- We follow MetroHealth standards to keep our equipment safe and secure, such as those regarding equipment storage, passwords, installing applications/software, and more.
- We limit the personal use of MetroHealth resources to occasional and minimal occurrences, where the cost to MetroHealth is insignificant and it does not interfere with our duties or the performance of the MetroHealth systems.

WE ARE METROHEALTH

MetroHealth resources include employee time, supplies, equipment, facilities, information, software, and data, as well as intellectual property.

- Q** Do I need to check with my manager before donating extra or used MetroHealth supplies?
- A** Yes. Prior to donating any extra or used MetroHealth supplies, you should discuss with your manager.
- Q** I twisted my ankle while hiking. I don't have time to call off and go to Express Care, but I have a friend in radiology. Can my friend take a quick image of my ankle?
- A** No. You should talk to your supervisor and seek medical care. We do not use MetroHealth resources to treat ourselves, family members, or friends outside of registered visits. We register, document, and bill for all treatment provided to patients.

To Learn More See:

SC-05: PROCUREMENT, MANAGEMENT
AND DISPOSAL OF PRODUCTS



Meeting Federal Healthcare Program Requirements

We operate in a highly regulated industry subject to extensive and complex federal and state laws, rules, regulations, and complex standards. We comply with all requirements that apply to our business to protect MetroHealth, our patients, and the Medicare and Medicaid programs.

We each do our part to ensure services billed are accurate and that insurance claims submitted to the government, third-party payors, and patients meet all federal healthcare program requirements. We prevent and detect fraud, waste, and abuse by monitoring and verifying that claims are submitted accurately and appropriately. We direct billing questions or suspicions of improper claims to our supervisors or Ethics and Compliance.



This Is Who We Are:

- We comply with all federal healthcare program requirements, including billing standards, and address inquiries quickly and honestly.
- We only bill for medically necessary services actually provided to our patients.
- We assign codes that accurately reflect documentation in the medical record.
- We ensure there is appropriate documentation for all financial reports and claims submitted to payors and all external agencies.
- We respond promptly to any patient complaint or question regarding a bill.
- We monitor and audit MetroHealth billing practices and correct billing errors when discovered.

To Learn More See:

EC-15: DETECTION AND PREVENTION OF FRAUD, WASTE AND ABUSE AND APPLICABLE FEDERAL AND STATE LAWS



EC-15A: FEDERAL AND STATE RULES



WE ARE
METROHEALTH

Abuse

Abuse involves practices that are inconsistent with sound fiscal, business, or medical operations and which result in unnecessary costs. Abuse involves paying for items or services where there is no legal entitlement to that payment and the provider has not knowingly or intentionally misrepresented facts to obtain payment.

Abuse examples include:

- Unknowingly billing for unnecessary medical devices.
- Unknowingly billing for brand-name drugs when generics are dispensed.
- Unknowingly misusing codes on a claim.
- Unknowingly double-billing, upcoding, or unbundling codes.

Fraud

Fraud is the intentional deception or misrepresentation in order to gain benefit. Fraud can also involve other corrupt practices such as bribery or kickbacks.

Fraud examples include:

- Knowingly billing for services not rendered or supplies not provided.
- Knowingly altering claim forms or medical records to receive a higher payment.
- Falsifying credentials.

Waste

Waste involves misusing resources that results in unnecessary costs to the Medicare/Medicaid programs, such as overusing services.

Waste examples include:

- Ordering excessive diagnostic tests.
- Prescribing 90 days of medication when only 7 days is needed.
- Offering, receiving, or paying bribes.

Q A colleague received a call from a patient stating that their insurance company will not pay for certain radiology services based on the diagnosis code on the claim. The patient asked your colleague to change the diagnosis code to a code that would be paid by the insurance company and the colleague agreed to change the diagnosis code. Should I say something about this?

A Yes. Let your colleague know that these types of requests should be routed to Patient Financial Services for review. No one should ever change a diagnosis code or any other documentation based on what insurance will or will not pay.

WE ARE METROHEALTH



Government Interactions and Inquiries

As a hospital system, we are subject to many rules established by the government. We comply with these requirements and are always honest, cooperative, and courteous in our interactions with government representatives.

We cooperate with every reasonable request of federal, state, and local authorities seeking information concerning our operations.

This Is Who We Are:

- If we receive an inquiry or a visit from regulators or government authorities, we notify Legal before answering any questions or providing information.
- We comply fully with all applicable laws and standards.
- We screen all new hires, medical staff business partners, and suppliers/vendors against government exclusion lists.
- We never offer or provide gifts to a government official or their staff, and we report any request from a government official for a gift or improper payment.

To Learn More See:

*EC-06: FEDERAL AND
STATE EXCLUSION LISTS*



*PR-19: SERVICE OF LEGAL PROCESS,
SUBPOENAS AND COURT ORDERS*



Ineligible Persons

We do not contract with, employ, or bill for services provided by an individual or entity that:

- Is excluded from or ineligible to participate in state or federal healthcare programs
- Is suspended or debarred from federal government contracts
- Has not been reinstated in a federal healthcare program after a period of exclusion, suspension, debarment, or ineligibility

We routinely search federal and state exclusions lists, including the Ohio Department of Medicaid Provider Exclusions and Suspension List, the Office of Inspector General’s List of Excluded Individuals and Entities (LEIE), the General Services Administration’s System for Award Management (SAM), and the Department of Treasury’s Specifically Designated Nationals and Blocked Persons List (SDN).

WE ARE METROHEALTH



Accurate Recordkeeping

We are committed to presenting an honest and transparent view of all our business records and reports. This includes financial transactions, financial reports, personnel records, insurance claims, and medical records.

Maintaining complete and timely records inspires trust in our colleagues, patients, and business partners while demonstrating integrity to all our stakeholders. Accurate and accessible information is essential within MetroHealth so that we can make informed business and clinical decisions.

Each of us impacts MetroHealth business records, regardless of where we work, so accuracy is critical. We never falsify or alter any business document, employment, or medical record. We record all transactions properly and never delay or accelerate reporting of financial information. In our documentation, we ensure the information we report is clear, complete, accurate, and timely. Our records (with certain exceptions) are subject to the Ohio Public Records laws and may be shared with people outside of MetroHealth.

This Is Who We Are:

- We follow applicable standards when creating, retaining, or destroying MetroHealth records.
- We are always clear, concise, truthful, and accurate when recording any information.
- We avoid exaggeration, colorful language, guesswork, legal conclusions, and derogatory characterizations of people and their motives.
- We always remain alert for possible false entries, misleading or inappropriate statements, or omissions from our records.
- We keep records organized for easy location and retrieval when needed.
- We report suspected improprieties in accounting, billing and coding, patient records, employee timekeeping, financial reporting, or other recordkeeping matters.

Record Management

MetroHealth has records management standards to ensure that our records are maintained, stored, and destroyed in compliance with federal and state laws.

All of us must be familiar with the recordkeeping procedures that apply to our jobs, as we are accountable for the accuracy and truthfulness of

the records we produce. We are responsible to keep our records organized so they can be located and retrieved when needed.

Documents should only be destroyed in accordance with our records retention policy. Records may not be removed or destroyed prior to the specified date without first obtaining permission as outlined in the records management policy. For questions on record management, please contact Legal.

- Q

Before moving to a new office, I was sorting through paper documents from the filing cabinets. Is it okay to put old business documents or medical records in the shred bin?
- A

Stop. Before removing documents or medical records, first review our record retention policy and then contact Legal (regarding non-PHI information) or Privacy (regarding PHI) for further assistance in determining proper retention and destruction requirements.

To Learn More See:

GEN-02: RETENTION AND DISPOSAL OF INFORMATION, INCLUDING PUBLIC RECORDS



WE ARE METROHEALTH

Our Ethics and Compliance Program

Our Ethics and Compliance Program exists to reinforce our commitment to conducting business with integrity. This Code is the foundation of our Ethics and Compliance Program and describes our standards of ethical business conduct.

Ethics and Compliance Mission

At MetroHealth, we are leading the way to an ethically focused, compliant organization through education, collaboration, shared values, and individual responsibility.

The Goals of our Ethics and Compliance Program include:

- Establish and communicate standards of ethics in business practices.
- Provide training about standards of ethics, applicable policies, and laws.
- Measure and assess compliance with legal standards and policies through monitoring and auditing.
- Detect deficiencies and assess regulatory-related risks.
- Create procedures to prevent, detect, and correct breaches of laws, policies, and procedures.
- Promote a culture of ethics and compliance.

Elements of MetroHealth’s Ethics and Compliance Program

As MetroHealth, we are committed to maintaining a culture that promotes the prevention, detection, and resolution of conduct that does not conform to the Code and our standards. The actions of each of us are critical to upholding this commitment.

- **Oversight** – the Audit and Compliance Committee of the Board of Trustees provides high-level oversight to Ethics and Compliance to ensure that we maintain an effective compliance program.
- **Policies and Procedures** – policies are developed at departmental or system levels. MetroHealth system-level Ethics and Compliance policies can be found on the MIV under The MetroHealth System Policies. *The Code of Conduct – This Is Who We Are: Our Culture of Ethics* serves as the foundation of our Ethics and Compliance Program and provides guidance about legal and ethical business behavior.
- **Training and Education** – MetroHealth provides training on the Code, compliance issues, and policies.
- **Monitoring and Auditing** – with the assistance of internal auditors and external consultants, Ethics and Compliance oversees and conducts compliance audits, with special attention given to billing, coding, pharmacy, research, physician relations, and other high-risk areas.
- **Internal Reporting Process** – MetroHealth maintains a system to enable employees and others to ask ethics- and compliance-related questions and to report potential wrongdoing without fear of retaliation.
- **Responding to Detected Deficiencies** – MetroHealth, through Ethics and Compliance, responds to detected deficiencies in operations that create risk to the organization. We implement corrective action to prevent or mitigate the risk.
- **Enforcement of Standards** – MetroHealth ensures the Code and our standards are followed by all employees.

To Learn More See:

EC-01: ETHICS AND COMPLIANCE PROGRAM



WE ARE METROHEALTH

Speak Up

MetroHealth Reporting Options

Managers/ Supervisors

- Report concerns first with a supervisor or department leader
- If this is uncomfortable, use one of the other reporting options

Ethics and Compliance Department

Report concerns or ask questions about ethics and compliance matters including:

- Business conduct (vendor interactions, gifts)
- Patient Privacy
- Conflicts of Interest/Outside Activities
- Fraudulent billing/documentation

Contact [Ethics and Compliance](#)

People Division (Employee and Labor Relations (ELR))

Report concerns or ask question about employee and labor relations issues such as:

- Discrimination
- Harassment
- Retaliation
- Violation of STAR-IQ values
- Workplace Safety Concerns
- Other Employee & Labor Relations matters
- Other HR Policy Matters

Contact the [People Division \(ELR\)](#).

- Phone: 216-559-9425
- In-person: HR Office (Main Campus) Hammon Bldg S1-103

MetroHealth Ethics Line (MEL)

- Report any ethics and compliance matter
- Ability to file a report and follow up anonymously

- Call: 216-778-1660
- Text: 216-600-1456
- Visit: www.metrohealth.org/compliance

Origami

Report incidents of:

- Patient Safety Events
- Employee Safety Events (events that have employee injuries – Worker's Compensation)
- Legal Events (damaged MetroHealth property, injuries to non-employees or patients on MetroHealth property)

Submit a report through the Origami platform from any MetroHealth computer (Origami icon can be found on every MH computer)

MetroHealth Reporting Options

MetroHealth Reporting Guide

 **MetroHealth**
Devoted to Hope, Health, and Humanity

October 2024

Resource	For help with	Contact
Your Manager	Any concerns	Speak with them directly
Ethics and Compliance	Concerns or questions about ethics and compliance matters including third-party business relationships (vendor interactions, gifts), patient privacy, conflicts of interest/outside activities, fraudulent clinical billing and clinical documentation, etc.	compliance@metrohealth.org
Legal	Concerns or questions about suspected violations of the law, interpretations of law, or communications under the attorney-client privilege.	legal@metrohealth.org
MetroHealth Ethics Line (MEL) Available 24 hours/day	Concerns, questions, or reports about suspected violations of the Code, laws, or MetroHealth policies. Anonymous reporting options.	Call: 216-778-1660 Text: 216-600-1456 www.metrohealth.org/compliance
Patient Relations	Patient requesting to file a complaint.	patientrelations@metrohealth.org
Patient Safety	Concerns and events regarding a patient's safety or care.	File a report through the Origami app, accessible on every MetroHealth computer.
People Division (Employee and Labor Relations (ELR))	Report concerns or ask question about employee and labor relations issues such as discrimination, harassment, workplace violence, retaliation, violation of STAR-IQ values, workplace safety concerns, other ELR matters, other HR policy matters	Call: 216-559-9425 laborrelations@metrohealth.org In-person: HR Office, Hammon Bldg S1-103
Public Safety (Emergency)	An immediate threat of harm to an employee, patient, or visitor.	216-778-3333

Click the images above to view full document

WE ARE METROHEALTH



Closing Thoughts

Thank you for your interest in our Code, *This Is Who We Are: Our Culture of Ethics*. Please use it as a resource for you when you have questions or are faced with difficult ethical or compliance decisions.

We each represent MetroHealth to our patients and within our community. Patients place their trust and their lives in our hands every day. We repay that trust with our continued commitment to the highest-quality care and dedication to excellence.

Always remember that we are a team and the resources mentioned throughout this Code are available to help. If you have any questions about a specific topic or suggestions about how we can improve our ethics and compliance initiatives, please contact me or a member of the Ethics and Compliance team.

MetroHealth supports employees’ right to speak out about matters of public concern or engage in certain activities related to the terms and conditions of their employment. Nothing in this Code or in any of our policies is intended to limit or interfere with the right to engage in activities protected under relevant labor law, such as discussions related to wages, hours, working conditions, health hazards, and safety issues.

WE ARE METROHEALTH





MetroHealth System

Pre-Audit Presentation to the Audit & Compliance Committee (presented to group November 20, 2024)

December 31, 2024, Financial Statement Audit



MetroHealth System

Audit Engagement Team Leaders

- Jordan Pace, Co-Engagement Partner
- Oliver Jurkovic, Co-Engagement Partner
- Megan Warren, Senior Manager
- Jessica Hamilton, Manager



Agenda

- Effective Communication with Governance
- Engagement Timeline
- Engagement Scope
- Audit Approach
- Auditor Independence
- Required Communications under AU 260



Effective Communication with Governance

Written and effective reciprocal communications to those charged with governance require conversations that communicate significant matters, including:

- Auditor's responsibility under Generally Accepted Auditing Standards and Generally Accepted Governmental Audit Standards
- The concept of materiality
- Significant accounting policies and principles
- Significant issues discussed with management
- The adoption of, or change in significant accounting policies and principles
- Areas of audit estimation and risk
- Management judgments and accounting estimates
- Qualitative observations on the Organization's accounting policies and estimates
- Significant or unusual transactions
- Significant audit adjustments
- Passed audit adjustments and disclosures
- Fraud and illegal acts (if any are identified)
- Material weaknesses or significant deficiencies in internal controls (if any are identified)
- Disagreements with management (if any are identified)
- Difficulties encountered in completing our work (if any are identified)
- Consultations with other accountants (if any are identified)
- Major issues discussed with management prior to retention

Other written communications with management and those charged with governance would include:

- Engagement letters
- Management letter of representations
- Management or material weakness/significant deficiency letter, if warranted



Engagement Timeline

MetroHealth – 12-31-24 Financial Statement Audit Engagement Timeline

- November-December 2024
 - Preliminary analysis for the audit began, including providing internal control narratives to management and preliminary discussions with management
 - Interim testing performed
- January-March 2025 – Year-end testing to be performed
- March 2025 – Draft meeting with management to discuss audit results and issuance of final audited financial statements and final required communication letter to governance
- March-April 2025 – Presentation to the Audit and Compliance Committee regarding audit results and required auditor communications



Engagement Timeline

MetroHealth Single Audit (12-31-24) Engagement Timeline

- December 2024
 - Preliminary analysis for the audit begins, including providing internal control narratives to management and preliminary discussions with management
 - Interim testing performed
- January 2025 – March 2025– Year-end testing to be performed (pending receipt of final Compliance Supplement)
- April 2025 – Draft meeting with management to discuss audit results and issuance of final audited financial statements and final required communication letter to governance
- April 2025 – Finalize audit and file with Federal Clearinghouse



Engagement Scope

MetroHealth – 12-31-24 Financial Statement Audit Planned Engagement Scope

Expression of an opinion on the December 31, 2024, financial statements

Presentation of the audit results to the Audit and Compliance Committee including all required communications under AU 260

Generally Accepted Government Auditing Standards (GAO Standards)

- Required to communicate any deficiencies in internal control over financial reporting identified during our audit.
- Required to communicate all noncompliance with provisions of laws, regulations, contracts or grants that have a material effect on the financial statements that comes to our attention.
- GAO standards also require us to report any instances of abuse identified during the audit that could be both quantitatively and qualitatively material to the financial statements.
- Copy of our most recent per review report

Audit Reports to be issued:

MetroHealth Financial Statement (12-31-24)



Engagement Scope

MetroHealth Single Audit (12-31-24) Planned Engagement Scope

Expression of an opinion on compliance with major programs as of December 31, 2024

Presentation of the audit results to the Audit and Compliance Committee including all required communications under AU 260.

Generally Accepted Government Auditing Standards (GAO Standards). Note that the below items are issued concurrently with the MetroHealth 12-31-24 financial statement audit.

- Required to communicate any deficiencies in internal control over financial reporting identified during our audit.
- Required to communicate all noncompliance with provisions of laws, regulations, contracts or grants that have a material effect on the financial statements that comes to our attention.
- GAO standards also require us to report any instances of abuse identified during the audit that could be both quantitatively and qualitatively material to the financial statements.
- Copy of our most recent peer review report.

Audit Reports to be issued:

MetroHealth Consolidated Single Audit on Compliance with Federal Awards (12-31-24)



Audit Approach (all audits)

Our overall audit approach is risk-based in nature, and includes planning, control identification and verification, potential tests of controls, substantive testing, and reporting to management and those charged with governance.



Audit Approach - MetroHealth – 12-31-24 Financial Statement Audit

Preliminary Planning and Testing

MetroHealth – 12-31-24 Financial Statement Audit

- Verify understanding of internal controls and transaction flow for the preparation of financial reporting
- Review accounting cycle narratives prepared by management/internal audit for each significant cycle within the financial reporting process
- Conduct internal planning meeting to determine testing to be performed related to the transaction cycles and related controls
- Perform analytical procedures by significant cycle
- Assess fraud risks identified for the industry and specific to MetroHealth
- Review of interim balances and reports for key areas
- Adoption of new accounting standards
 - GASB Statement 101 – Compensated Absences



Audit Approach - MetroHealth – 12-31-24 Financial Statement Audit

Significant risk areas for the audit of the Organization's financial statements:

Below are the areas of risk that are significant to the audit, and to which we will develop a significant part of our audit plan.

- Management override of controls
- Improper revenue recognition and net realizable value of patient accounts receivable
- Pension related obligations (including use of a specialist by management, if applicable)
- Medical malpractice obligations (including use of a specialist by management)
- Sources of funding received

Other areas of consideration:

- Estimated third party payer settlements
- Valuation of investments
- Significant projects capitalized (and started/in-process) during the year
- Debt, classification and related tests of compliance with covenants
- Leases, classification and recorded balances
- Disposition of joint venture
- New accounting pronouncement – GASB 101 – Compensated Absences
- Financial statement presentation and related footnotes



Audit Approach - MetroHealth – 12-31-24 Financial Statement Audit

Audit Approach – Year End Testing (representative sample of procedures)

- Performing retrospective/hindsight analysis
- Subsequent receipts/payment testing
- Substantive detail testing procedures
- Substantive analytical procedures
- Recalculation and independent determination of balances
- Independent valuation procedures
- Independent confirmation procedures
- Evaluation of methodologies and assumptions

In response to identified significant risks we will perform:

- Specific testing of estimates including retrospective review of prior year estimates and analysis of post-year end activity.
- Targeted testing of certain transactions to verify that transactions are supported by appropriate documentation and accounted for appropriately with relevant authoritative reporting guidance. This testing will include certain unpredictable procedures for which we will provide no advance notice.
- Other tests we consider necessary to verify recorded balances.



Audit Approach - MetroHealth Single Audit (12-31-24)

For the audit of the Organization's federal award program (Single Audit):

Below is a description of the areas of risk for the federal awards programs that are significant to the federal awards programs, and to which we will develop a part of our audit plan. These areas of risk include:

- Classification and allowability of grant expenditures
- Management override of controls

In response to these identified significant risks, we will:

- Review a sample of expenditures for classification and allowability.
- Review a sample of revenue accounts and with reconciliation to recorded amounts and corresponding contract/agreement.
- Test controls and compliance with laws and regulations pertaining to the federal awards obtained by the Organization.
- Perform other tests we consider necessary to verify recorded balances.



Required Communication under AU 260

Independence

We affirm our independence to serve as your auditors

Required Communications under AU 260

Auditing standards and other professional standards require the auditor to communicate certain matters to those charged with governance (effective two-way communications) that may assist you in overseeing management's financial reporting and disclosure process.

We are required to communicate to those charged with governance:

- The auditor's responsibility under generally accepted auditing standards and *Government Auditing Standards*
- An overview of the planned scope and timing of the audit
- Significant findings from the audit
- Emphasis of matters

The principal purposes of the communication with those charged with governance are to:

- Communicate our responsibilities with you as they relate to the financial statement audit, including timing and scope
- Obtain information for our audit
- Provide those charged with governance our observations from the results of our audit that are relevant to your responsibilities for overseeing the financial reporting process



Required Communication under AU 260

Required Communications under AU 260

Auditors are required to communicate several aspects of the audit process to those charged with governance.

Items to be communicated:

- Planning discussion with governance
- The auditor's views about significant accounting practices
- Any difficulties encountered during the audit
- Any uncorrected misstatements
- Any disagreements with management
- Any material audit adjustments
- Representations requested from management
- Any consultations by management with other accountants
- Any significant issues arising from the audit that were discussed with management



Required Communication under AU 260

Required Communications under AU 260

Auditor Responsibilities

Expression of an opinion on the financial statements

Audit to be completed in accordance with generally accepted auditing standards

Reasonable, rather than absolute assurance, that the financial statements are free of material misstatement

Understanding of internal controls

Management Responsibilities

Preparation of the financial statements and related disclosures

Adopting sound accounting policies

Developing sound internal controls – to ensure proper recording and presentation of accounting transactions and safeguarding of assets

Preparation and submission of all regulatory documents (insurance regulatory requirements) to the appropriate state and federal regulators and other authorities



Peer Review



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225-922-4600 Phone — 225-922-4611 Fax — pnpcpa.com

A Professional Accounting Corporation

Report on the Firm's System of Quality Control

December 16, 2022

To the Partners of
Plante & Moran, PLLC
and the National Peer Review Committee

We have reviewed the system of quality control for the accounting and auditing practice of Plante & Moran, PLLC (the firm) applicable to engagements not subject to PCAOB permanent inspection, in effect for the year ended June 30, 2022. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants (Standards).

A summary of the nature, objectives, scope, limitations of, and the procedures performed in a system review as described in the Standards may be found at www.aicpa.org/prsummary. The summary also includes an explanation of how engagements identified as not performed or reported in conformity with applicable professional standards, if any, are evaluated by a peer reviewer to determine a peer review rating.

Firm's Responsibility

The firm is responsible for designing and complying with a system of quality control to provide the firm with reasonable assurance of performing and reporting in conformity with the requirements of applicable professional standards in all material respects. The firm is also responsible for evaluating actions to promptly remediate engagements deemed as not performed or reported on in conformity with the requirements of applicable professional standards, when appropriate, and for remediating weaknesses in its system of quality control, if any.

Peer Reviewer's Responsibility

Our responsibility is to express an opinion on the design of and compliance with the firm's system of quality control based on our review.

Required Selections and Considerations

Engagements selected for review included engagements performed under *Government Auditing Standards*, including compliance audits under the Single Audit Act; audits of employee benefit plans; an audit performed under FDICIA; and examinations of service organizations (SOC 1 and SOC 2 engagements).

As a part of our peer review, we considered reviews by regulatory entities as communicated by the firm, if applicable, in determining the nature and extent of our procedures.

Opinion

In our opinion, the system of quality control for the accounting and auditing practice of Plante & Moran, PLLC applicable to engagements not subject to PCAOB permanent inspection, in effect for the year ended June 30, 2022, has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. Plante & Moran, PLLC has received a peer review rating of *pass*.

Postlethwaite ; Netterville

Postlethwaite & Netterville, APAC
Baton Rouge, Louisiana



Thank you for the opportunity to
serve MetroHealth

RECOMMENDATION FOR THE APPROVAL OF THE ENGAGEMENT OF A PBVC PLAN RESULTS AND GOALS ASSESSMENT

Recommendation

The Audit & Compliance Committee of the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") recommends that the Board authorize the engagement of a third-party professional services firm to perform a Performance-Based Variable Compensation ("**PBVC**") Plan results and goals assessment more fully described in **Attachment A**, for costs not to exceed the amounts shown.

Background

In addition to salary and benefits, the System's PBVC Plan is designed to provide at-risk compensation to eligible System employees in leadership positions who contribute significantly to the System's charitable mission, measured through the achievement of financial, strategic, quality, inclusion & diversity, operational, and other system-wide goals. This engagement will support the System's management in confirming the calculation of 2024 PBVC Plan achievement and assessment of the auditability of management's proposed goals and performance metrics for the 2025 PBVC Plan.

Approval of the Engagement of a PBVC Plan Results and Goals Assessment

RESOLUTION XXXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a Recommendation for the engagement of a third-party professional services firm to perform a Performance-Based Variable Compensation ("PBVC") Plan results and goals assessment more fully described in **Attachment A**; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the engagement of one or more third-party professional services firms to assist the System in completing its PBVC Plan results and goals assessment as described in **Attachment A**, for costs not to exceed the amounts shown, to be paid out of general operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or her designees, are hereby authorized to take necessary actions, including the negotiation and execution of agreements and other documents consistent with this Resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

CONFIDENTIAL: THIS DOCUMENT CONTAINS TRADE SECRETS AND INFORMATION THAT IS CONFIDENTIAL AND PROPRIETARY PROPERTY OF THE METROHEALTH SYSTEM AND MAY NOT BE COPIED, PUBLISHED OR DISCLOSED TO OTHERS WITHOUT THE EXPRESS WRITTEN AUTHORIZATION OF AN AUTHORIZED OFFICER OF METROHEALTH. THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.