



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – 4/16/2025**

RESOLUTION DESCRIPTION

RESOLUTION NO.

MINUTES

Minutes – Approval of Board Meeting Minutes March 26, 2025

19686

CONSENT AGENDA

Approval of Renewal of Leases in Beachwood, Ohio

19687

Approval of Selection of Pre-Authorized Professionals

19688

Approval of Amendments to Delegations of Authority Policy BOT-07
(Delegations of Authority)

19689

Approval of Board Meeting Minutes March 26, 2025

RESOLUTION 19686

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of March 26, 2025, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the minutes of the Regular Meeting of March 26, 2025, as presented.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Ms. Garcia, Dr. Jacobs, Dr. Walker

NAYS: None

ABSENT: Ms. Mendez, Mr. Moss, Mr. Summers

ABSTAINED: None

DATE: April 16, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on April 16, 2025, at which a quorum was present.



James A. Wellons, Esq.
Corporate Secretary

RECOMMENDATION FOR APPROVAL OF RENEWAL OF LEASES IN BEACHWOOD, OHIO

Recommendation

The Facilities and Planning Committee and Senior Vice President, Facilities, Construction and Campus Transformation recommend that the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") approve the renewal of the leases of the System's Beachwood Health Center, as more fully described in **Attachment A**.

Background

The System leases its Beachwood Health Center, comprising approximately 27,512 rentable square feet of space at the medical office building located at 3609 Park East Dr., Beachwood, Ohio, pursuant to three separate leases. The terms of two of those leases expire on May 31, 2025. The System seeks to renew the expiring leases and to consolidate all three leases into one lease pursuant to the terms described in **Attachment A**.

**Approval of Renewal of Leases
in Beachwood, Ohio**

RESOLUTION 19687

WHEREAS, the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") has been presented a recommendation for the renewal of the leases of the System's Beachwood Health Center, as more fully described in **Attachment A**.

WHEREAS, the Facilities & Planning Committee of the Board has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the renewal of the leases of the System's Beachwood Health Center, as more fully described in **Attachment A**.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or her designee(s), is hereby authorized to take necessary actions, including to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Ms. Garcia, Dr. Jacobs, Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Mendez, Mr. Moss

ABSTAINED: None

DATE: April 16, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on April 16, 2025, at which a quorum was present.



James A. Wellons, Esq.
Corporate Secretary

April 2025

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RECOMMENDATION FOR SELECTION OF PRE-AUTHORIZED PROFESSIONALS

Recommendation

The Facilities and Planning Committee and Senior Vice President, Facilities, Construction and Campus Transformation recommend that the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") approve certain Pre-Authorized Professionals consistent with System policy GEN-88, for services to be provided during the period of May 1, 2025 through May 30, 2026, with aggregate costs not to exceed \$50,000 per assigned project per Professional. The fees for the Pre-Authorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Pre-Authorized Professionals is shown in the attached **Exhibit A**.

Background

System policy GEN-88 permits the annual selection and authorization of certain Pre-Authorized Professionals subject to project-based spending limits as approved by the Board.

Seventy-four (74) Professionals responded to the System's publicly advertised Request for Qualifications ("**RFQ**"). Following review, all seventy-four (74) Professionals were determined to meet the prequalification requirements listed in the RFQ, and management recommends that the Professionals listed in **Exhibit A** be listed as Pre-Authorized Professionals.

**Approval of Selection of
Pre-Authorized Professionals**

RESOLUTION 19688

WHEREAS, the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") has been presented a recommendation for appointment of certain Pre-Authorized Professionals consistent with System policy GEN-88; and

WHEREAS, the Facilities and Planning Committee of the Board has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves certain Pre-Authorized Professionals consistent with System policy GEN-88, for services to be provided during the period of May 1, 2025 through May 30, 2026, with aggregate costs not to exceed \$50,000 per assigned project per Professional. The fees for the Pre-Authorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Pre-Authorized Professionals is shown in the attached **Exhibit A**.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or her designee(s), is hereby authorized to take necessary actions, including to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
 Ms. Garcia, Dr. Jacobs, Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Mendez, Mr. Moss

ABSTAINED: None

DATE: April 16, 2025

April 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on April 16, 2025, at which a quorum was present.



James A. Wellons, Esq.
Corporate Secretary

April 2025

Exhibit A

2025

Pre-Authorized Qualified Professional Service Firms

Architecture and Engineering

+Detail
2BEngineering
ACER Environmental, Inc.
Advanced Engineering Consultants
Andrews Architects
ATC Group Services LLC c/o Atlas Technical Consultants, Inc.
Barber & Hoffman, Inc.
Behnke Landscape Architecture
Bostwick Design Partnership
Bowen
Calvin Singleton & Associates
CBLH Design
City Architecture
Cosmos Technologies, Inc
CPL Architects, Engineers, and Landscape Architect, D.P.C.
CTL Engineering, Inc.
DESMAN INC.
DRAW Collective
DS Architecture
EA Group
ECS Midwest, LLC
Geo-Sci Laboratory, Inc.
Glaus, Pyle, Schomer, Burns & DeHaven, Inc. dba GPD Group
H.F. Lenz Co.
Hammel, Green and Abrahamson (HGA)
Hasenstab Architects, Inc.
HOK
HSB Architects + Engineers
IKM Architecture

April 2025

Architecture and Engineering (continued)

IMEG

Intertek-PSI

Karpinski Engineering

Korda Engineering

LaBella Associates

levelHEADS, Inc.

LGA Partners, LPEA Group

Life Safety Enterprises Inc

Mass Technologies LLC

McHenry & Associates, Inc

Moody Nolan

NBBJ LLC

NV5 Consultants, Inc.

Osborn Engineering

Perspectus Architecture

PIONEER ECO SOLUTIONS, LLC

PTA Engineering, Inc.

Refrigeration Sales Company LLC

Robert P. Madison International Incorporated

Scheeser Buckley Mayfield, LLC

Sixmo Architecture

Terracon Consultants, Inc.

Specialty Services

AAA American Abatement & Asbestos Removal Corp

Avicado Construction Technology Services, LLC

Bernard R Doyle Inc DBA FASTSIGNS

Blue Ridge Solutions

Construction Consulting and Estimating (CC&E)

Construction Resources, Inc.

Construction Support Solutions LLC

Fulton & Associates Balance Company

G. Stephens, Inc

Specialty Services (continued)

Infinity Construction Company, Inc.
Jensen Hughes, Inc.
Konsentriks LLC
M.W. Holmes Construction, Inc.
MSL Healthcare Partners, Inc.
Next Generation Construction
Ozanne Construction Company, Inc.
Regency Construction Services, Inc.
Relocation Specialists, Inc.
Richards Communications
SUNRAY WINDOW FILMS, LLC.
Technical Assurance, Inc.
Walker Consultants
Whiting-Turner Contracting

**RECOMMENDATION FOR THE APPROVAL OF
AMENDMENTS TO DELEGATIONS OF AUTHORITY POLICY BOT-07
(Delegations of Authority)**

Recommendation

The Governance Committee of the Board of Trustees ("**Board**") for The MetroHealth System ("**System**") recommends that the Board approve amendments to policy BOT-07 (Delegations of Authority) as described herein.

Background

In accordance with Chapter 339 of the Ohio Revised Code and general governance principles, the Board can and has created a policy BOT-07 (Delegations of Authority) that delegates certain authorities to the President and Chief Executive Officer ("**CEO**"). The Governance Committee of the Board now recommends an update to policy BOT-07 (Delegations of Authority) to allow the CEO to appoint System employees to serve on any local, state, or national organization's board of directors, or equivalent body, in their official capacity as a System employee. This update is consistent with recent guidance changes from the Ohio Ethics Commission.

Additionally, the Governance Committee of the Board now recommends an update to policy BOT-07 (Delegations of Authority) to clarify that the Board may modify delegated authorities at any time.

Finally, the Governance Committee of the Board now recommends an update to policy BOT-07 (Delegations of Authority) to require that sponsorships and donations to nonprofit entities be reported by the CEO to the Board on a semiannual basis.

**APPROVAL OF AMENDMENTS TO DELEGATIONS OF AUTHORITY POLICY BOT-07
(Delegations of Authority)**

RESOLUTION 19689

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation by the Governance Committee of the Board for the approval of amendments to policy BOT-07 (Delegations of Authority);

WHEREAS, the Governance Committee of the Board recommended an update to policy BOT-07 (Delegations of Authority) to allow the CEO to appoint System employees to serve on any local, state, or national organization's board of directors, or equivalent body, in their official capacity as a System employee;

WHEREAS, this update is consistent with recent guidance changes from the Ohio Ethics Commission;

WHEREAS, the Governance Committee of the Board recommended an update to policy BOT-07 (Delegations of Authority) to clarify that the Board may modify delegated authorities at any time; and

WHEREAS, the Governance Committee of the Board recommended an update to policy BOT-07 (Delegations of Authority) to require that sponsorships and donations to nonprofit entities be reported by the CEO to the Board on a semiannual basis.

WHEREAS, the Governance Committee of the Board has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the amended policy attached hereto relative to delegations of authority, Board policy BOT-07 (Delegations of Authority).

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
 Ms. Garcia, Dr. Jacobs, Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Mendez, Mr. Moss

ABSTAINED: None

DATE: April 16, 2025

April 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on April 16, 2025, at which a quorum was present.



James A. Wellons, Esq.
Corporate Secretary

April 2025

BOT-07 – Delegations of Authority

Key Points

- This policy applies to The MetroHealth System (MHS).
- This policy sets forth authority delegated by the Board of Trustees to the President and Chief Executive Officer (CEO), in accordance with Ohio law. The policy supersedes all previous standing delegations from the Board to the CEO on these issues, including those set forth in Resolutions 18724, 18947, 19284, and 19417.
- This Policy does not supersede project-specific delegations, including those set forth in Resolution 19396, which remain in effect through the life of the relevant project.

Policy

1. Pursuant to Ohio law, the Board has broad authority for the governance, management, and control over MHS operations. Ohio law authorizes the Board to delegate certain of its authorities, including management and control, to the CEO. The Board may modify such delegated authorities anytime.
2. Consistent with its fiduciary and statutory duties, the Board has determined that the following delegations of authority are in the best interests of MHS. Such delegations of authority are in addition to the authorities granted a county hospital administrator under ORC Chapter 339.
3. The Board expressly retains the authority to approve an operating and capital budget for MHS (collectively, the Budget).
 - 3.1. The CEO shall be responsible for presenting a proposed budget to the Board on an annual basis and no later than the October prior to the start of the fiscal year.
4. Under all of the following delegations, all actions taken must be:
 - 4.1. In accordance with any other relevant policies approved by the Board, including conflicts of interest;
 - 4.2. Consistent with MHS' mission, vision, and values; and,
 - 4.3. As applicable, consistent with and in accordance with the Budget as approved at any time by the Board.
5. The CEO will report all material¹ changes and impacts resulting from actions taken under these delegations to the Board on a regular basis.

Operations

6. Services and Programs Offered by MHS
 - 6.1. The CEO has the authority to determine the composition of services and programs offered by MHS to its patients and the community, including the addition, closure, and termination of MHS services and programs, subject to the other limits of authority established in this policy (leasing, budget approval, etc.).

- 6.2. Notwithstanding the foregoing, the Board must approve of the termination of an MHS service and program, if:
 - 6.2.1. MHS is the sole provider of the service in Cuyahoga County;
 - 6.2.2. The service or program represents (or is expected to represent) more than 5% of MHS' net patient revenue;
 - 6.2.3. The termination directly impacts more than 10,000 patients in any given year; or
 - 6.2.4. The termination adversely affects more than 200 FTEs.
- 6.3. The CEO will regularly report all material changes in MHS programs and services to the Board.
7. Control of Property and Real Estate Leases
 - 7.1. The CEO has the authority to control all MHS property, including the management and disposal of surplus property other than real estate or an interest in real estate.
 - 7.2. Notwithstanding the foregoing, the CEO has the authority to lease space for a Hospital Facility² that is reasonably related to MHS operations and is at fair market value rates, except that the Board must approve a lease of space for a Hospital Facility if the cost of the lease exceeds \$1 million per year or the total obligation under the lease exceeds \$10 million.
8. Membership in Associations and Official Capacity Appointments
 - 8.1. The CEO has the authority to authorize MHS and any MHS employees, including medical staff members, to be a member of and maintain membership in any local, state, or national group or association organized and operated for the promotion of the public health and welfare or advancement of the efficiency of hospital administration, and to pay for the dues, fees, and related expenses associated with such membership.
 - 8.2. The CEO has the authority to authorize MHS and any MHS employees, including medical staff members, to serve on any local, state, or national organization's board of directors, or equivalent body, in their official capacity as a MHS employee. It is expected that the official capacity appointments support the interests of MHS and comply with applicable conflict of interest policies and Ohio Ethics rules. The CEO will regularly report official capacity appointments to the Board as they occur, and a full list of active official capacity appointments will be reported to the Board on an annual basis. Appointments involving the CEO or a Board of Trustee Member serving in an official capacity role will be reviewed and approved by the Board.

Finance and Spending

9. Control of Operating Funds, including Capital Improvements and Furniture, Fixtures, and Equipment
 - 9.1. The CEO has the authority to control all funds used in MHS operations, subject to and consistent with the Budget, including but not limited to:
 - 9.1.1. The selection and installation of all necessary and proper furniture, fixtures and equipment; and
 - 9.1.2. Making capital improvements, including the purchase of equipment and vehicles.
 - 9.2. Notwithstanding the foregoing, the Board must approve of a MHS expenditure, reallocation of funds, or capital improvement if:
 - 9.2.1. The expenditure, reallocation, or capital improvement was not previously approved in the Budget and the expected expenditure, reallocation, or capital improvement is in excess of \$5 million; or
 - 9.2.2. The reallocation would result in the 'defunding' of a Board-approved project.
 - 9.3. The CEO has the authority to enter into a contract for an unsecured line of credit with a bank.

BOT-07 – Delegations of Authority

Owner: Board of Trustees

Effective Date: 4/16/2025

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9.4. The CEO shall adopt policies to govern the disbursement and expenditure of MHS funds.

10. Charges for Services and Treatment

10.1. The CEO has the authority to:

- 10.1.1. Establish a schedule of charges for all services and treatment rendered by MHS; and
- 10.1.2. Establish policies that provide for free/uncompensated and discounted services and treatment by MHS.

11. Sponsorships and Donations of Money, Property or Services

- 11.1. The CEO has the authority to approve sponsorships and donate MHS money, assets, property (other than real estate or an interest in real estate) or services to a nonprofit entity.
- 11.2. The CEO will report any such sponsorships or donations to the Board on a semiannual basis.
- 11.3. Notwithstanding the foregoing, the Board must approve any sponsorship or donation by MHS to a nonprofit entity with which the CEO has a potential conflict of interest.

12. Receipt of Gifts and Bequests

- 12.1. The CEO has the authority to approve the receipt, on behalf of MHS, any gift, bequest, or devise of real or personal property, so long as such donation is not stipulated to be held in trust.

13. Settlement of Claims

- 13.1. The CEO has the authority to resolve and settle any claims, including liability claims, on behalf of MHS.
- 13.2. Notwithstanding the foregoing, the Board must approve any settlement of a liability claim in excess of \$500,000.

Procurement and Contracted Services

14. Professional Services

- 14.1. The CEO has the authority to hire or contract with management consultants, accountants, attorneys, engineers, architects, construction managers, and other professional advisors (collectively, Professionals) as the CEO determines are necessary and desirable to assist in the management and operation of MHS, subject to the requirements in this Section.
- 14.2. The CEO must establish a policy setting forth procedures that ensure the appropriate and competitive engagement of Professionals.
- 14.3. The Board must approve the hiring or engagement of a Professional if the expected cost of the engagement(s) of that Professional is at or above \$500,000 annually.
- 14.4. The CEO will report all engagements of Professionals in the previous year to the Board on an annual basis.

15. Insurance Products

- 15.1. The CEO has the authority to contract for, purchase, or otherwise procure insurance contracts that provide for the protection of MHS, including the Board and MHS employees, against liability.
- 15.2. The CEO will report to the Board on the scope of insurance coverages purchased for MHS on an annual basis and any material changes as they may arise.
- 15.3. The CEO will not reduce the scope or limits of coverage without the prior approval of the

BOT-07 – Delegations of Authority

Owner: Board of Trustees

Effective Date: 4/16/2025

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Board.

Compensation and Benefits

16. Wages and Salaries

- 16.1. The CEO has the authority to employ individuals and set the wages and salaries for MHS employees, subject to the requirements of Policy BOT-06, including the authority to enter into collective bargaining agreements on behalf of MHS.
- 16.2. The CEO will report all material changes in wages and salaries, including those with a budgetary impact in excess of \$5 million, to the Board.

17. Benefits

- 17.1. The CEO has the authority to:
 - 17.1.1. Establish insurance benefits for MHS employees in accordance with R.C. 339.16;
 - 17.1.2. Grant MHS employees any fringe benefits that are customary and usual in the nonprofit hospital field in MHS's community;
 - 17.1.3. Provide scholarships for education in the health care professions, tuition reimbursement, and other staff development programs to enhance the skills of health care professionals for the purpose of recruiting or retaining qualified employees;
 - 17.1.4. Provide employee recognition awards and hold employee recognition dinners; and,
 - 17.1.5. Grant employees recruitment and retention benefits.
- 17.2. The CEO will report all material changes in employee benefits, including those with a budgetary impact in excess of \$5 million, to the Board.

18. Holidays

- 18.1. The CEO has the authority to establish floating holidays in accordance with the requirements of R.C. 339.06(J)(6) and R.C. 1.14.
- 18.2. The CEO has the authority to grant MHS employees such personal holidays as are customary and usual in the hospital field in MHS's community.
- 18.3. The CEO will report all material changes in granted holidays, including those with a budgetary impact in excess of \$5 million, to the Board.

References

[ORC 339.01 et seq.](#)

Endnotes

- ¹ A material change and impact includes, but is not limited to, an issue or an action that can have a major impact on the financial, reputational, and/or legal aspects of MHS or its stakeholders.
- ² A Hospital Facility means a hospital facility as defined in R.C. 140.01.