Date: June 26, 2013
Time: 4:00 P.M.
Place: The MetroHealth System Board Room
Present: Ms. Clemo, Ms. Sobol Jordan, Mr. McDonald, Mr. Monnolly Dr. Silvers, Mr. Spain, Ms. Whiting
Staff: Ms. Bechtle, Ms. Brown, Dr. Clark, Dr. Collins, Mr. Corlett, Mr. Goins Dr. Hills, Mr. Himes, Mr. Lewis, Ms. Marino, Mr. Phillips, Mr. Richmond Mr. Robertson, Mr. Roker, Mr. Schlesinger, Ms. Warman, Ms. Weir-Boylan

MINUTES OF MEETING

The meeting was called to order by Mr. McDonald at 4:05 p.m.

(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.)

1. Minutes

The Board unanimously approved the Minutes of the Regular Meeting of May 22, 2013. RESOLUTION 18583.

2. Consent Agenda

A. Audit Committee - No Meeting

B. Diversity and Inclusion Committee - No Meeting

C. Facilities and Space Committee - No Meeting

D. Finance Committee

1. The Board unanimously approved the purchase of certain capital equipment and related improvements for costs not to exceed the amounts shown in an Exhibit, to be paid out of available capital funds, to be subsequently reimbursed through fund sources as shown for each item in the Exhibit. RESOLUTION 18584.

2. The Board unanimously approved changes to six items to the Hospital and Professional Charge Description Master File. RESOLUTION 18585.

3. The Board unanimously approved the renewal of stop loss insurance with Medical Mutual of Ohio, at an individual deductible of $500,000, for the self-insured employee medical plans, for a six month premium of $128,000 for the period July 1, 2013 through December 31, 2013, to be paid out of general operating funds. RESOLUTION 18586.

4. Approval of Certain Administrative Practices - REMOVED FROM THE CONSENT AGENDA

5. The Board unanimously approved revisions to the existing consulting services agreement of SullivanCotter and Associates, Inc. to address performance-based variable compensation for
physicians, for the purpose of advising and assisting the System with physician compensation arrangements, with additional fees not to exceed $150,000 plus reasonable out-of-pocket expenses to be paid out of general operating funds. RESOLUTION 18587.

E. Legal and Government Relations Committee

The Board unanimously approved the purchase of Transit Insurance, for the planned relocation of disaster recovery information systems equipment and software, with catastrophic loss limit of $913,000 and a $25,000 deductible, with premium costs not to exceed $5,500, to be paid out of general operating funds. RESOLUTION 18588.

F. Personnel Committee – None

G. Quality and Safety Committee – No Meeting

3. President and CEO's Report

Dr. Boutros emailed his first President’s Report to the Board but stated that after this meeting his Report will be included in the Board Book. This Report is a compilation of all the senior staff reports and a way for us to advise the Board of our ongoing activities. He was happy to say that the sense of energy and enthusiasm is palpable to him and leadership is enjoying some very different activities. Senior staff will be out of their offices much more often interacting with patients. He noted that he has almost completed senior staff organizational restructuring and will be bringing it forward for information to the Board next month. The Chief Nursing Officer will report directly to the CEO. The Chaplaincy Office will report directly to him because it is critical for the organization to show that we are not only caring about bodies but about human beings. Patient Experience is a very large component of this organization to not only focus on taking care of patients clinically but also taking care of them from a service standpoint. He wants to formalize the function of strategic planning and business development. He also will be introducing a new job description which will eliminate the Chief Administrative Officer position and create a Chief of Staff position. Dr. Boutros will be much more engaged in network development, external relationships, fundraising and similar endeavors and there are executive agendas that need to be carried out and Mr. Lewis will fulfill that role. Dr. Hills is the Chief Operating Officer taking care of operations but Mr. Lewis will make sure that the agenda Dr. Boutros is trying to promulgate for the organization is being taken care of. At next month’s meeting he will share the organizational structure and discuss its impact on the operational process.

Dr. Boutros also announced that he met with approximately 100 members of the medical staff at their meeting on June 25. The meeting went well and the staff was highly engaged. He noted that the medical staff expressed a great amount of frustration with bureaucracy. Dr. Boutros made a commitment to them that we would begin eliminating the bureaucracy. He stated that he also delivered the message that the medical staff need to stop acting like victims. They need to tell us what we need to do. They are highly skilled and wonderful people. He stated that the medical staff see it as a welcome challenge and they will be a very important part of the team in moving forward.

Dr. Boutros noted that he had discussions with members of the organization that delivered an important message. Policies and procedures are in place to tell us how to do things right. Sometimes these policies get in the way of doing the right thing. We need to pause and maintain our principles and do the right thing for people. He related an incident involving a patient having difficulty obtaining a prescription. Various departments were assisting the patient but the systems were not connecting to help the patient get his medication. The procedures were fine but the procedures did not work for this patient. That’s the difference between doing things right and doing the right thing. The issue was resolved and the next day staff were looking at the disconnect and how to correct it.

Dr. Boutros ended his report by expressing his appreciation for the support shown by everyone in the organization.
4. **Nursing/Magnet Report - Mavis Bechtle, Chief Nursing Officer**

Ms. Bechtle reported that the System is increasing its Nurse Practitioner staff to provide more access. A job fair was held again this year and 24 good applications were received for the four open positions.

The nursing office wanted to refresh some of the units and we were able to do that very quickly with the help of Mr. Goins and his staff. We are on our way to improving the inpatient environment.

5. **Marketing Report**

Ms. Marino introduced members of the Board to “Health Spots”, a new health care technology. This is a portable kiosk which enables a telemedicine visit with a provider. The County has asked MetroHealth to install a “health spot” for their employees at the Justice Center. There also will be virtual exam rooms for all of our Express Care Centers.

6. **Medical Staff**

   A. **Report of Medical Staff**

      Dr. Boutros introduced Dr. Gary Clark, our new Associate Chief Medical Officer in charge of education, who presented the Medical Staff Report in Dr. Connors’ absence.

      1. The Board unanimously approved the Medical Staff Appointments/Actions for June 2013. RESOLUTION 18589.

      2. The Board unanimously approved the Allied Health Appointments/Actions for June 2013. RESOLUTION 18590.

   B. **Report of Medical Staff President**

      Dr. Collins noted that Dr. Boutros spoke at the June 25 Medical Staff meeting and all were looking forward to the June 27 morning Medical Staff meeting to further engage Dr. Boutros.

   C. **Report of Case Western Reserve School of Medicine**

      Dr. Snyder reported on the new medical school to be built on the Cleveland Clinic Foundation campus. He noted the School is in the process of fast-tracking planning committees and MetroHealth will be prominent in each of those committees. Groundbreaking is scheduled for early next year and, hopefully, finished in 2016.

      On June 3 Dr. Davis came to MetroHealth for a town hall meeting to present the strategic plan for the School of Medicine. July 14 will be the School’s annual white coat ceremony.

7. **Audit Committee - No Meeting**

8. **Diversity and Inclusion Committee - No Meeting**

9. **Facilities and Space Committee - No Meeting**

10. **Finance Committee**

   A. **Report of Committee Chairperson**

      Dr. Silvers reported that the financial results look great and the overall financial statements continue to improve. There is weakness in inpatient surgery, 16% below budget. Net patient revenues are close to budget. Outpatient visit volume is up 8.4% over last year. The System needs to find alternatives to Life Flight as a source of patients.
He noted that the Medicaid Waiver program is a huge success. We have a great story to tell. Dr. Boutros suggested that in six months we look at what our data looks like and perhaps take it to the Legislature to show what an impact this has had on us.

B. Non-Consent Agenda
1. Action Items - None

2. Information Items
   a. May 2013 Financial Statements and Management’s Discussion and Analysis
   b. Consolidated Patient Statement
   c. Medicaid Waiver Update
   d. Information Services Update.

11. Legal and Government Relations Committee

A. Report of Committee Chairperson

Mr. Spain reported the Committee discussed the Medicaid Waiver and applying for a possible extension.

B. Non-Consent Agenda
1. Action Items - None

2. Information Items - None

12. Personnel Committee - No Report

13. Foundation Report

Ms. Brown reported that since January the Foundation has welcomed six new members to the Board. Alan Zang will join the Board in August. She reminded the Trustees of the Summer Social at the Shoreby Club on July 15 at 5:30 p.m.

14. Other Items

The Board unanimously approved the revocation of System Resolution numbered 17071 in its entirety. RESOLUTION 18591.

Mr. Phillips noted that in 2010 the Board approved a resolution that deals with signature authority for expenditures that have already been authorized by the Board. The Board has decided to revoke the 2010 resolution. The CEO has authority to control and delegate officers who can sign off on expenditures.
15. **Executive Session**

A motion was unanimously passed by roll call vote to go into executive session to discuss trade secrets, personnel and compensation related matters.

Following the Executive Session, the meeting reopened.

The meeting adjourned at approximately 6:45 p.m.

**NEXT MEETING (REGULAR):**

July 24, 2013 (WED.) - 4 p.m.

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

Akram Boutros, M.D., FACHE
President & CEO