

Approval of Board Meeting Minutes, July 22, 2015

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RESOLUTION 18888

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Meeting of July 22, 2015, for approval; and

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

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Minutes of the Meeting of July 22, 2015, as presented.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers,  
Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of the purchase of Builders' Risk Insurance from AIG

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RESOLUTION 18889

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Builders' Risk Insurance; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the purchase of Builders Risk Insurance with total limits of \$100,000,000 from AIG with a \$10,000 deductible for projects less than \$25,000,000 and \$25,000 deductible for projects over \$25,000,000 at a premium rate of \$.052 of the value of hard construction cost for projects under \$25,000,000 and \$.050 for projects over \$25,000,000 and soft cost/delay in completion rate of 150% of the hard cost, or \$.078 and \$.075 respectively, to be paid out of project funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of the continued engagement of CBLH, Inc. as the System's architect and engineer

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RESOLUTION 18890

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of CBLH, Inc. as the System's architect and engineer; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves the continued engagement of CBLH, Inc. as the System's architect and engineer, for the completed scope services related to the Critical Care Vertical Expansion project ("Project") as described below, with aggregate fees, including expenses, not to exceed \$4,195,458, to be paid out of available capital funds previously approved through Board Resolution #18845.

CBLH's services will include delivering the complete architectural and engineering design for the Project.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of the engagement of Gilbane, Inc. as the System's construction manager at risk

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RESOLUTION 18891

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Gilbane, Inc. as the System's construction manager at risk; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves the engagement of Gilbane, Inc. as the System's construction manager at risk, for construction services under a Guaranteed Maximum Price Agreement for the Critical Care Vertical Expansion project ("Project") with aggregate costs not to exceed \$61,000,000, to be paid out of capital funds previously approved through Board Resolution #18845.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of the engagement of Donleys, Inc. as the System's construction manager at risk

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RESOLUTION 18892

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Donleys, Inc. as the System's construction manager at risk; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves the engagement of Donleys, Inc. as the System's construction manager at risk, for construction services under a Guaranteed Maximum Price Agreement for the Brecksville Health Center project ("Project") with aggregate costs not to exceed \$32,300,000, to be paid out of capital funds previously approved through Board Resolution #18841.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of the continued engagement of HKS, Inc. as the System's executive architect for campus transformation

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RESOLUTION 18893

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of HKS, Inc. as the System's executive architect for campus transformation; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves the continued engagement of HKS, Inc. as the System's executive architect for campus transformation, for certain additional services as further detailed in the attached Exhibit A, with aggregate additional costs, including expenses, not to exceed \$686,558, to be paid out of available capital funds.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES:	Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	September 23, 2015

Approval of the continued engagement of Osborn Engineering as the System's executive engineer for campus transformation

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RESOLUTION 18894

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of Osborn Engineering as the System's executive engineer for campus transformation; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves the continued engagement of Osborn Engineering as the System's executive engineer for campus transformation, for certain additional services as detailed in the attached Exhibit A for aggregate additional costs, including expenses, not to exceed \$688,694, to be paid out of available capital funds.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES:	Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	September 23, 2015

Approval of the continued engagement of AECOM (formerly URS Corporation) as the System's architect and engineer

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RESOLUTION 18895

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of AECOM (formerly URS Corporation) as the System's architect and engineer; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves the continued engagement of AECOM (formerly URS Corporation) as the System's architect and engineer, for additional services related to the Northcoast Building Demolition and Abatement project ("Project"), with aggregate fees, including expenses, not to exceed \$22,634, to be paid out of available capital funds and partially reimbursed through funding from the Ohio Department of Mental Health.

AECOM's services will include testing and study to confirm the results of the original URS asbestos and regulated materials project.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES:	Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	September 23, 2015



Approval of changes to the Hospital and Professional Charge Description Master (CDM) file

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RESOLUTION 18896

WHEREAS, the Board of Trustees of the MetroHealth System has been presented a recommendation for changes to the Hospital and Professional Charge Description Master (CDM) file; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves changes to the Hospital and Professional Charge Description Master (CDM) file, for the items shown in Attachment A.

BE IT FURTHER RESOLVED, The Chief Executive Officer and President is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES:	Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	September 23, 2015

**Attachment A – Summary of Charge Description Master Changes**

<b>PROFESSIONAL FEE ADDS: DESCRIPTION</b>	<b>CPT CODE:</b>	<b>PROPOSED PRICE:</b>
Insert Drug Implant Device	11981	\$252.00
Removal Drug Implant Device	11982	\$300.00
Remove/Insert Drug Implant Device	11983	\$528.00
ERCP EA Duct/Ampulla Dilate	43277	\$1,206.00
Diagnostic Anoscopy	46601	\$940.00
Diagnostic Anoscopy and Biopsy	46607	\$1,020.00
Assay Test for Blood Fecal	82274	\$65.00
Heterophile Antibody Screening	86308	\$21.00
Implant of Heart Failure Monitor	93799	\$161.00
Doppler Flow Testing	93990	\$78.00
Hyberbaric Oxygen Therapy	99183	\$330.00
Annual Depression Screening	G0444	\$52.00
Cont Intraop Neuro Monitor	G0453	\$13.00
<b>TECHNICAL FEE ADDS: DESCRIPTION</b>	<b>CPT CODE:</b>	<b>PROPOSED PRICE:</b>
Insert Drug Implant Device	11981	\$375.00
Remove Drug Implant Device	11982	\$375.00
Remove/Insert Drug Implant Device	11983	\$708.00
Strapping of Hip	29520	\$149.00
Neuroeltrd Stim Post Tibial	64566	\$600.00
Sertraline	80332	\$105.00
Antidepressant Tricyclic 1/2	80335	\$115.00
Benzodiazepines	80346	\$120.00
Methaqualone	80368	\$200.00
Baclofen	80369	\$180.00
Malaria Screen (SDCU Only)	87899	\$79.00
PRQ Card Stent/Ath/Angio	92933	\$25,000.00
ICM/ILR Remote Tech Serv.	93299	\$105.00
Doppler Flow Testing	93990	\$495.00
Intervene Hlth/Behave Indiv	96152	\$186.00
Intervene Hlth/Behave Group	96153	\$186.00
Intervene Hlth/Behave Fam w/pt	96154	\$186.00
Antigen Therapy Services	95148	\$152.00
Antigen Therapy Services	95149	\$122.00
Imp Pressure Sensor w/Angio	C9741	\$7,844.00
Polishing Artificial Eye	V2624	\$59.00

Approval of certain capital improvements and purchases

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RESOLUTION 18897

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for certain capital improvements and purchases; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves certain capital improvements and purchases, for the items, purposes, and aggregate costs as detailed in Exhibit A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Exhibit A.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers,  
Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

**EXHIBIT A**  
**List of Capital Improvements and Equipment**

	<b>Description</b>	<b>Aggregate Cost</b>	<b>Funding Source</b>	<b>Background</b>
1.	Cancer Care Healing Garden	\$150,000.00	The MetroHealth Foundation (#2203010101)	Design and construct a garden space for patients in the Cancer Center in order to promote healing and relaxation.

<b>TOTAL</b>		\$150,000.00		
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Approval of a sponsorship contribution to the Family Medicine Education Consortium, a charitable nonprofit corporation

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RESOLUTION 18898

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for a sponsorship contribution to the Family Medicine Education Consortium, a charitable nonprofit corporation; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves a sponsorship contribution to the Family Medicine Education Consortium, a charitable nonprofit corporation, for the purpose of recognizing the Consortium's contributions to the System's academic mission and furthering the System's goodwill in the academic community, to be paid out of general operating funds. Management has determined that these amounts are not necessary to meet the System's current demands.

The sponsorship donation will be in the amount of \$15,000 and for the occasion of the Consortium's Northeast Region Annual Meeting to be held October 30 through November 1, 2015.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of the engagement of Hartland & Co. as MetroHealth's investment advisor

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RESOLUTION 18899

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Hartland & Co. as MetroHealth's investment advisor; and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves the engagement of Hartland & Co. as MetroHealth's investment advisor, for the purpose of providing advice, consultation and related services to MetroHealth with regards to MetroHealth's investment policy and practice, for aggregate annual fees not to exceed \$185,000, to be paid out of general operating funds.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of Medical Staff Appointments/Actions  
August/September 2015

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RESOLUTION 18900

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on August 4, 2015. The appointments will then be reviewed and accepted by the Medical Executive Committee on August 14, 2015.

Active A

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Grimes, Kevin MD	General Surgery		08/17/2015	MHMC
Frazier, Rosita, MD	Medicine	Gastroenterology	08/10/2015	MHMC
Ferwerda, Ana	OB/GYN		08/10/2015	MHMC
Montanez-Wiscovich, Marjorie	Dermatology		08/17/2015	MHMC

Affiliate

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Tishman, Benjamin, MD	Emergency Med	Life Flight	08/05/15	MHMC
Buhtoiarov, Ilia, MD	Pediatrics	Hem/Onc	08/05/15	MHMC
Sood, Raghav MD	Medicine	Internal Medicine	8//05/2015	MHMC
Syriac, Susanna, MD	Pathology		08/05/2015	MHMC

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on August 4, 2015 2015. The Actions will then be reviewed by the Medical Executive Committee via email vote on August 2015

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Edelman, Kenneth MD	OB/GYN		08/28/2015-R
Sontich, John, MD	Orthopaedics		07/17/2015-R
Gullett, Travis, MD	Emergency Medicine	Life Flight	07/12/2015-RL
Khatri, Asma, MD	Medicine	Pulmonary	07/14/2015-RL
Plautz, Gregory, MD	Pediatrics	Hematology	08/01/2015-CC
Thompson, Margaret, MD	Pediatrics	Hematology	08/01/2015-CC

Additional Privileges

<u>Name</u>	<u>Change</u>	<u>Privilege</u>	<u>Eff Date</u>
Troconis, Juan, DDS	Add	Moderate Sedation	08/5/15
Thomas, Biju, MD	Add	Moderate Sedation	08/5/15
Tagliaferro, Joseph, MD	Add	Lower DVT	08/5/15
Pecan, Paula MD	Add	Laser	7/27/15

Change in Status

<u>Name</u>	<u>Change</u>	<u>Privilege</u>	<u>Eff Date</u>
Lindheim, Nora, MD	Active to Adjunct	None	09/02/2015

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired



The following Appointments to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on September 1, 2015. The appointments will then be reviewed and accepted by the Medical Executive Committee on September 11, 2015.

Active A

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Maier, Vanessa MD	Family Medicine		09/15/2015	MHMC
Hoxha, Alma, MD	Anesthesiology		09/15/2015	MHMC
Abdel Salam, Hoda MD	Medicine	Pediatrics	10/01/2015	Broadway

Affiliate

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Haskins, Ivy MD	Emergency Medicine	Life Flight	09/02/2015	MHMC
Kao, Wei-Ming MD	Medicine	Pediatrics	09/07/2015	Broadway

Bioscientific

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Selvaraju, Suresh, PhD	Pathology		09/17/2015	MHMC
Conant, Olwen MS	Medicine	Radiation Oncology	09/02/2015	MHMC

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on August 25, 2015. The appointments will then be reviewed and accepted by the Medical Executive Committee on September 11, 2015.

Active A

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Tarabichi, Yasir, MD	Medicine	Pulmonary/Critical Care	09/01/2015	MHMC
Winfield, Anna, MD	Pediatrics		09/01/2015	MHMC
Belding, Jonathan, MD	Orthopaedics		09/01/2015	MHMC
Venna, Ranga, MD	Anesthesiology		09/01/2015	MHMC
Shiber, Linda-Dalal, MD	OB/GYN		09/01/2015	MHMC
Sharpe, Susan, MD	Surgery		09/01/2015	MHMC
Vaka, Vikram, MD	Psychiatry		08/31/2015	MHMC

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on September 1, 2015. The Actions will then be reviewed by the Medical Executive Committee via email vote on September 11, 2015

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Prokopius, Michael MD	Surgery	Ophthalmology	10/05/2015-RL
Woo, Lynn, MD	Surgery	Urology	10/15/2015-CC
Lieser, Sofia, MD	OB/GYN		09/30/2016-RL
Lopez, Karim, MD	Geriatrics		08/28/2015-RL
Scharfstein, Suzanne, MD	Pediatrics		08/28/2015-R
Clemow, Justin DMD	Dentistry		09/01/2015-RL
Kistler, Jamie MD	Pediatrics		08/31/2015-CC
Baker, Joseph DO	Center of Geriatrics		08/03/2015-R

Additional Privileges

<u>Name</u>	<u>Privilege</u>	<u>Eff Date</u>
Bukulmez, Hulya MD	Add Musculoskeletal Ultrasound	09/01/2015
Prebis, James MD	Add Inpatient Consultation	07/23/2015
Mahesh, Shefali, MD	Add Inpatient Consultation	07/23/2015
Cha, Stephen, MD	Add Inpatient Consultation	07/23/2015
Levison, Ashleigh MD	Add Laser-Argon, Diode, Nd Yag	09/01/2015
Bessette, Angela MD	Add Laser-Argon, Diode, Nd Yag	09/01/2015
Modi, Yasha MD	Add Laser-Argon, Nd Yag	09/01/2015

Change in Staff Category

<u>Name</u>	<u>Department</u>	<u>Change</u>	<u>Eff Date</u>
Clemow, Christina DO	Surgery	Active A to Affiliate	08/11/15

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of Allied Health Appointments/Actions  
August/September 2015

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RESOLUTION 18901

The following Appointments to the MetroHealth System Allied Health will be reviewed by the C&S Committee on August 4, 2015. The appointments will then be reviewed and accepted by the Medical Executive Committee on August 14, 2015.

Allied Health

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Bennett, Lauren PA-C	Dermatology		08/05/2015	MHMC
Sherry, Nicholas PA-C	Orthopedics		08/05/2015	MHMC
Wozniak, Kathryn PA-C	Orthopedics		08/05/2015	MHMC
Clark-Jacobs, Vivian PA-C	Cuyahoga County Corrections Facility		08/05/2015	MHMC
Stricker, Michael PA-C	Cuyahoga County Corrections Facility		08/05/2015	MHMC

The following actions to the MetroHealth System Allied Health Staff will be reviewed by the C&S Committee on August 4, 2015. The Allied Health Staff will then be reviewed by the Medical Executive Committee via email vote on August 2015.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Brady, Kassandra CNP	Emergency Medicine		8/4/2015-R
Douglas, Angela CNP	PM&R		8/10/2015-R

Secondary Appointment

<u>Name</u>	<u>Change</u>	<u>Privilege</u>	<u>Eff Date</u>
Adoni, Andrea CNP	Add Secondary appointment to Family Medicine		06/2015

CC=Contract Complete, Fellowship Complete  
R=Resigned  
RL-Relocated  
RT-Retired

The following actions to the MetroHealth System Allied Health Staff will be reviewed by the C&S Committee on September 1, 2015. The Allied Health Staff will then be reviewed by the Medical Executive Committee via email vote on September 11, 2015.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Kaper, Kathy	Family Medicine		06/27/2015-RL

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of Advanced Practice Nurses Appointments/Actions  
August/September 2015

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RESOLUTION 18902

**The following Appointments to the MetroHealth System Advanced Practice Nurses will be reviewed by the C&S Committee on July 7, 2015. The appointments will then be reviewed and accepted by the Medical Executive Committee on July 17, 2015.**

Advanced Practice Nurses

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Barrett, Katherine CNP	Family Medicine Express Care		08/17/2015	MHMC
Huston, Candace CNP	Family Medicine Express Care		08/05/2015	MHMC
Pagel, Shauna CNP	Family Medicine Express Care		08/05/2015	MHMC
Roesner, Sharon CNP	Psychiatry		08/05/2015	MHMC
Toth, Lisa CNP	Family Medicine Middleburg Heights		08/05/2015	Dr. Saul
Hartman, Holly CNP	Emergency Med		08/05/2015	MHMC

**The following Appointments to the MetroHealth System Advanced Practice Nurses will be reviewed by the C&S Committee on September 1, 2015. The appointments will then be reviewed and accepted by the Medical Executive Committee on September 11, 2015.**

Advanced Practice Nurses

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Primiano, Michael CRNA	Anesthesia		09/28/2015	MHMC
Trenkelbach, Lynne CNS	Nursing Central Support		09/14/2015	MHMC

**The following Appointments to the MetroHealth System Advanced Practice Nurses will be reviewed by the C&S Committee on August 25, 2015. The appointments will then be reviewed and accepted by the Medical Executive Committee on September 11, 2015.**

Advanced Practice Nurses

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Primous, April CNP	Pediatrics		08/19/2015 (Temp) 08/26/2015 (Provisional)	MHMC

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Approval of the Investment Policy

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RESOLUTION 18903

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve and adopt the Investment Policy substantially in the form attached hereto as Exhibit A, subject to certain format changes which will not change the substantive terms of the Policy and

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

NOW, THEREFORE BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby adopts and approves the Investment Policy for The MetroHealth System substantially in the form attached hereto as Exhibit A, subject to certain format changes which will not change the substantive terms of the Policy.

BE IT FURTHER RESOLVED, the Investment Committee shall have the authority to make such changes as it deems appropriate consistent with the objectives and intent of the Policy and which the Committee shall present to the Board at its next meeting.

BE IT FURTHER RESOLVED, this Policy, as it may be amended from time to time, also will serve as the Charter for the Investment Committee.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers,  
Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

## The MetroHealth System

Policy: V-21

**Subject: Investment**

- I. POLICY: The Board of Trustees of The MetroHealth System (“MHS”) is vested by statute with the entire management and control of the operations of MHS including the investment of MHS funds. This Policy was adopted by the Board in public session and in accordance with all applicable legal requirements.
- II. PURPOSE: The purpose of this policy is to establish rules for the management and investment of MHS Qualifying Funds (as defined herein) which may be invested in accordance with the provisions of Sections 339.06 and 339.061 of the Ohio Revised Code. This Policy is issued to govern the management and investment of MHS Qualifying Funds and all fiduciaries shall discharge their duties in good faith, and with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims as MHS.
- III. SCOPE: The Board of Trustees and all employees and contracted parties with respect to all Qualifying Funds as defined in this Policy.
- IV. DEFINITIONS:
  - A. “Board of Trustees” as used in this policy means the Board of County Hospital Trustees of MHS.
  - B. “Investment Committee” as used in this policy means the Investment Committee which is a Subcommittee of the Finance Committee of the Board of Trustees of The MetroHealth System.
  - C. “Inactive Moneys” as used in this policy means that portion of Qualifying Funds as defined in this policy that are determined not to be necessary to meet MHS’s current demands and therefore eligible for investment under this policy.
  - D. “Investment Portfolio” as used in this policy means that portion of Inactive Moneys actually invested pursuant to this policy and as provided in Attachment A to this policy.
  - E. “Qualifying Funds” as used in this policy means any moneys:
    1. Received from MHS operations, including:
      - a) Money arising from rendering medical services to patients, whether received from the patient or on behalf of the patient;

- b) Fees received, including inpatient and outpatient fees, laboratory and other procedure fees, physician services; and,
  - c) All other fees, deposits, charges, receipts, and income received as a result of the MHS operations and its medical staff; and
- 2. Received through gifts, grants, and other sources of contributed revenue.
- F. "Portfolio Report" as used in this policy means a report about MHS's current Investment Portfolio detailing:
  - 1. Content of the Investment Portfolio;
  - 2. All transactions that affect the Investment Portfolio;
  - 3. Any income received from the Investment Portfolio;
  - 4. Any investment related expenses paid; and,
  - 5. The names of any persons or entities working as investment advisors and managers.
- G. Any term used but not specifically defined in this policy shall have the same meaning as that term may be used for the purposes of Sections 339.06 and 339.061 of the Ohio Revised Code ("Investment Laws").

V. INVESTMENT STANDARDS AND DUTIES:

The Board of Trustees, the Investment Committee, and all other designated persons acting within the scope of this policy shall:

- A. Ensure that costs incurred for the Investment Portfolio are appropriate and reasonable in relation to the Investment Portfolio, the purposes of MHS, and the skills available to MHS, and shall make a reasonable effort to verify facts relevant to the creation, maintenance and management of the Investment Portfolio.
- B. Maintain the Investment Portfolio, as provided in Attachment A, taking into account the following factors, if relevant:
  - 1. General economic conditions;
  - 2. The possible effect of inflation or deflation;
  - 3. The expected tax consequences, if any, of investment decisions or strategies;
  - 4. The role that each investment or course of action plays within the overall Investment Portfolio;



5. The expected total return from income and the appreciation of the Investment Portfolio;
  6. Other resources of MHS; and,
  7. MHS's mission and vision.
- C. Ensure that management and investment decisions about any individual asset in the Investment Portfolio shall be made not in isolation but rather in the context of the Investment Portfolio as a whole, and as a part of an overall investment strategy consistent with the investment objectives outlined in Section V of this Policy.

VI. INVESTMENT ADVISOR:

- A. The Board may retain the services of an investment advisor.
- B. Any such investment advisor must:
  1. Be licensed by the Ohio Division of Securities under section 1707.141 of the Revised Code or be registered with the United States securities and exchange commission; and
  2. Have experience in the management of investments of public funds, especially in the investment of state government Investment Portfolios, or is an institution eligible to be a public depository as described in section 135.03 of the Revised Code.

VII. INVESTMENT PORTFOLIO:

- A. At least twenty-five per cent of the average amount of MHS's Investment Portfolio over the course of the preceding fiscal year shall be invested, as a reserve, in securities of the United States government or of its agencies or instrumentalities, the treasurer of state's Ohio subdivisions fund, obligations of this state or any political subdivision of this state, certificates of deposit of any national bank located in this state, written repurchase agreements with any eligible financial institution in this state that is a member of the federal reserve system or federal home loan bank, money market funds, or bankers acceptances maturing in two hundred seventy days or less that are eligible for purchase by the federal reserve system.
- B. That portion of the Investment Portfolio that is not required to be invested as a reserve under paragraph VII(A) of this section VII may be invested in accordance with this policy and the Investment Laws.
- C. The Board of Trustees, on the advice of the investment advisor and the recommendations of the Investment Committee, shall:
  1. Initially and periodically identify the Inactive Moneys for the purposes of the Investment Portfolio; and,

2. Subject to the limitations of subsection A of this Section VII, establish and maintain the Investment Portfolio in accordance with this policy and the Investment Laws.
- D. The Investment Committee, in addition to its other responsibilities provided for in this Policy, shall meet quarterly to review and recommend revisions to this Policy and to advise the Board on Investment Portfolio.
- E. MHS, on the advice of the investment advisor, and as directed by the Investment Committee, shall manage and administer the ongoing operations of the Investment Portfolio, including;
1. Preparation quarterly of the Portfolio Report, and present the same to the Investment Committee, along with a summary of Investment Portfolio holdings, investment performance results and comparisons to applicable performance benchmarks;
  2. Keeping complete records of all Investment Portfolio transactions;
  3. Providing for the safekeeping of all documents related to activities in the Investment Portfolio, including documents confirming the purchase of securities under any repurchase agreement under this policy
  4. Making records related to the Investment Portfolio available to the Investment Committee, auditor of state, or an authorized outside auditor at any time, upon request, as to the identity, market value, and location of the document evidencing each security, and that if the participating institution is MHS's current designated depository, the securities that are the subject of any repurchase agreement are either delivered to MHS, or held in trust by the participating institution on behalf of the MHS.
  5. Ensuring that fund allocations are consistent with expected cash requirements.
  6. Establishment and monitoring of a system of internal controls for the administration and management of the Investment Portfolio. Such controls shall be designed to prevent and control losses of MHS's funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial market, or imprudent actions by personnel. The internal controls will address: control of collusion, separation of duties, separating transaction authority from account and record keeping, Custodial safekeeping, clear delegation of authority, written confirmation of telephone transactions, minimizing the

number of authorized investment officials, and documentation of investment transactions.

7. Ensuring that MHS's investment activities are annually reviewed by MHS's then current external auditor to establish valuations of the Investment Portfolio and to measure compliance with this policy, and reporting the audit to the Board of Trustees.
8. Any additional and periodic requests for review and investigation of MHS's investment activities made by the Board of Trustees.

VIII. ATTACHMENTS:

- A. Investment Portfolio Requirements

IX. DATES

- A. Initiated: December 1996
- B. Reviewed/Revised:
  1. March 2000
  2. January 2001
  3. April 2004
  4. April 2007
  5. September 2010

X. APPROVED

September 2015

Board of Trustees  
The MetroHealth System

Attachment A  
Structure of the Investment Portfolio

I. INVESTMENT OBJECTIVES:

From time to time, MHS will invest Inactive Moneys in a manner that:

- A. Mitigates unavoidable volatility and capital losses over shorter periods through diversity of the asset allocation strategy;
- B. Manages risk by diversifying investments (e.g., equities, fixed income, cash, and alternatives), market segments (e.g., large-cap equity, small-cap equity, and international equity), investment styles (e.g., "value," "core," "growth") and investment managers; and,
- C. Maintains adequate liquidity consistent with MHS's annual budgeting process and longer range projections and as further detailed in this Attachment.
- D. Maximizes return by an effective asset allocation process that results in returns in excess of the overall market *while avoiding excessive risk*;
- E. Maximizes total investment return (i.e., the aggregate returns from market cycle appreciation and dividend and interest income) over investment cycles subject to the maintenance of liquidity needs and *effective* risk controls;
- F. Emphasizes long-term capital growth, excluding contributions and withdrawals;

II. PERMITTED INVESTMENTS:

- A. Cash and Equivalents
  - 1. Treasury Bills
  - 2. Money Market Funds
  - 3. STIF Funds
  - 4. Commercial Paper
  - 5. Banker's Acceptances
  - 6. Certificates of Deposit
  - 7. STAR Ohio or STAR Plus

- B. Fixed Income Securities
    - 1. U.S. Government and Agency Securities
    - 2. Corporate Notes and Bonds; both investment grade and below investment grade
    - 3. Mortgage Backed Bonds
    - 4. Preferred Stock
    - 5. Fixed Income Securities of Foreign Governments and Corporations
  - C. Equity Securities
    - 1. Common Stocks, both domestic and international, and REITs
    - 2. Convertible Notes and Bonds
    - 3. Convertible Preferred Stocks
  - D. Mutual Funds
  - E. Alternative Investments
    - 1. Hedge Funds or Hedge-of-Funds
    - 2. Tactical Asset Allocation Strategies
    - 3. Absolute Return Strategies
- III. PROHIBITED INVESTMENTS AND TRANSACTIONS:
- A. MHS shall not invest directly in the following:
    - 1. Commodities and Futures Contracts
    - 2. Private Placements
    - 3. Options
    - 4. GIC's
    - 5. Real Estate (Except gifts of real estate held until favorable disposition and excluding REITs and partnerships that may hold real estate investments)
    - 6. Derivative Products (Except as a short term hedge on gifts of securities of privately held companies)
    - 7. Precious Metals

## 8. Interest Only (I/O) Securities

- B. MHS shall not engage directly in short sales and margin transactions, provided however, that the Investment Portfolio may use hedge funds that utilize short selling and leverage as part of the hedge fund's investment strategy.

IV. ALLOCATION GUIDELINES:

- A. Investment management of the assets of the System shall be in accordance with the following asset allocation guidelines:

<u>Asset Class</u>	<u>Allowable Range</u>
Domestic Equity	0% - 75%
International Equity	0% - 25%
Alternatives	0% - 20%
Fixed Income	0% - 50%
Cash and Equivalents	0% - 100%

- B. Risk Aversion: Understanding that risk is present in all types of securities and investment styles, the Investment Committee recognizes that some risk is necessary to produce long-term investment results that are sufficient to meet the System's investment objectives. However, reasonable efforts are to be made to control risk, and investment managers will be evaluated regularly to ensure that the risk assumed is commensurate with the objectives. Investments will be diversified to minimize the risk of large losses.
- C. Diversification and Quality Standards: In addition to the broad asset allocation issues, the following guidelines are also provided for investments within each asset class:
- Equities: Equities is a term used to mean U.S. domestic equities, as well as international equities in which the companies are domiciled outside of the U.S. and the equity shares are traded on foreign exchanges. Also included in this category are rights, warrants and issues convertible to the common stock of these companies. Stocks of non-U.S. companies (ADR's) that are traded on the major U.S. exchanges are considered equities for the purpose of this policy. The System expects that the equity investments may be actively or passively managed. Based on the aggregate value of the funds, no more than five percent (5%) of the fund should be invested in any single company, at cost. A reasonable degree of concentration in any one industry, industry sector, or security consistent with the above guidelines will be allowed.

2. Fixed Income: Assets shall be invested in U.S. Treasury/Agency securities, investment grade corporate bonds and mortgage-backed securities rated BBB- (or equivalent) or better. Fixed income securities of foreign governments and corporations are also permitted. The maximum maturity for any single fixed income investment is 10 years.
3. Money Market Funds selected shall contain securities whose credit rating at the absolute minimum would be rated investment grade by Standard and Poor's, and/or Moody's.

V. LIQUIDITY:

- A. Maintenance of adequate liquidity to meet the cash flow needs of MHS is essential. Accordingly, the Investment Portfolio will be structured in a manner that ensures sufficient cash is available to meet anticipated liquidity needs.
- B. Selection of investment maturities must be consistent with the cash requirements of MHS in order to avoid the forced sale of securities prior to maturity.
- C. The Investment Portfolio will be reviewed no less than quarterly or more frequently as needed to ensure that it meets MHS's liquidity requirements and for the purpose establishing MHS's ongoing investments needs.

VI. OTHER:

- A. MHS's external investment manager(s) will establish and maintain a list of eligible brokers, dealers and banks with which investment transactions can be made. These financial institutions will be selected by creditworthiness (minimum capital requirement of \$10,000,000 and at least five years of operation). Qualified firms will be limited to "primary" dealers and other dealers that qualify under Securities and Exchange Commission Rule 15C3-1 (uniform net capital rule). Written procedures will describe the selection process. The System's Chief Financial Officer and investment advisor will provide additional oversight to the investment manager(s) activities. The investment advisor shall not be permitted to receive compensation from any investment manager.

Approval of Claim Settlement

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RESOLUTION 18904

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a potential lawsuit;

WHEREAS, the Board has reviewed this claim with the Chief Legal Officer and the Chief Risk Officer;

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification	Maximum Settlement
No. 14-17-0208	\$2,000,000.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim against the amount set forth above, to be paid from The MetroHealth System Self-Insurance Trust Fund.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015



Approval of Claim Settlement

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RESOLUTION 18905

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a potential lawsuit;

WHEREAS, the Board has reviewed this claim with the Chief Legal Officer and the Chief Risk Officer;

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification	Maximum Settlement
No. 13-44-0812	\$2,000,000.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim against the amount set forth above, to be paid from The MetroHealth System Self-Insurance Trust Fund.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015

Authorization and Approval of Amendment and Modification of  
The Employment Agreement with the Chief Executive Officer and President

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RESOLUTION 18906

WHEREAS, the Board of Trustees of The MetroHealth System previously approved and MetroHealth entered into an Employment Agreement with Dr. Akram Boutros dated effective June 1, 2013 (the "Agreement").

WHEREAS, the initial term of the Agreement terminates on June 1, 2016, and the Board believes that it is in the best interests of MetroHealth to enter into an Amendment and Modification (the "Modification") to the Agreement to extend the term for a new three-year period commencing effective July 1, 2015, through July 1, 2018, with two additional one-year extensions.

WHEREAS, the following changes are proposed for the new agreement: (1) Base Salary for the first year will be set at the 38<sup>th</sup> percentile for the comparable group as confirmed by the independent compensation consultant, consistent with MetroHealth's current compensation philosophy, which will be \$869,000 (which will be effective for the current calendar year); (2) Base Salary will be reset on each contract anniversary date at this 38<sup>th</sup> percentile as confirmed by the independent compensation consultant; (3) the SERP provide for in the Agreement will be 20% of Total Cash Compensation; (4) certain other customary benefits, such as vacation, conference attendance, and severance terms will be modified consistent with MetroHealth practice but there will be no increase in any of these benefits; all other provisions of the Agreement, as modified to date, will remain the same.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System, in accordance with its authority pursuant to Section 339.07 and 339.06(J) of the Ohio Revised Code, hereby authorizes and approves the proposed Modification of the Agreement on the terms outlined above.

BE IT FURTHER RESOLVED, that the Board Chair is authorized to execute and deliver the Modification by and between MetroHealth and Dr. Boutros upon such terms as provided above and otherwise consistent with the Agreement, as previously modified to date, with such changes as he may deem necessary and appropriate to reflect the terms approved hereby, with the execution and delivery of the Modification deemed conclusive evidence of the Board's approval.

AYES: Ms. Dee, Dr. Macon, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers,  
Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: September 23, 2015