

**BOARD OF TRUSTEES  
The MetroHealth System**

**Date:** September 23, 2015

**Time:** 4:00 P.M.

**Place:** The MetroHealth System Board Room

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

**Staff:** Dr. Boutros, Ms. Allen, Ms. Bechtle, Mr. Botros, Ms. Brown, Dr. Connors, Mr. Jones, Dr. Kasprzak, Ms. Kirk, Dr. Laskey, Mr. Lewis, Mr. Phillips, Mr. Richmond, Ms. Rose, Mr. Stern, Dr. Thomas

**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 approved the Minutes of the Regular Meeting of July 22, 2015. RESOLUTION 18888.

**2. Consent Agenda**

**A Audit Committee – None**

**B. Diversity and Inclusion Committee – No Meeting**

**C. Facilities and Space Committee**

1. The Board unanimously approved 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. RESOLUTION 18889.
2. The Board unanimously approved 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 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. RESOLUTION 18890.
3. The Board unanimously approved 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 with aggregate costs not to exceed \$61,000,000, to be paid out of capital funds previously approved through Board Resolutions #18845. RESOLUTION 18891.

4. The Board unanimously approved 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 with aggregate costs not to exceed \$32,300,000, to be paid out of capital funds previously approved through Board Resolution #18841. RESOLUTION 18892.
5. The Board unanimously approved the continued engagement of HKS, Inc. as the System's executive architect for Campus Transformation, for certain additional services with aggregate additional costs, including expenses, not to exceed \$686,558, to be paid out of available capital funds. RESOLUTION 18893.
6. The Board unanimously approved the continued engagement of Osborn Engineering as the System's executive engineer for Campus Transformation, for certain additional services for aggregate additional costs, including expenses, not to exceed \$688,694, to be paid out of available capital funds. RESOLUTION 18894.
7. The Board unanimously approved 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 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. RESOLUTION 18895.

**D. Finance Committee**

1. The Board unanimously approved the changes to the Hospital and Professional Charge Description Master (CDM) file for the items shown in Attachment A. RESOLUTION 18896.
2. The Board unanimously approved certain capital improvements and purchases, for the items, purposes, and aggregate costs as detailed in the attached Exhibit A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Exhibit A. RESOLUTION 18897.
3. The Board unanimously approved a sponsorship contribution in the amount of \$15,000 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. RESOLUTION 18898.
4. The Board unanimously approved 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. RESOLUTION 18899.

**E. Legal and Government Relations Committee – None**

**F. Patient Experience Committee – None**

**F. Executive Committee - None**

**G. Quality and Safety Committee – No Meeting**

### **3. President and CEO's Report**

Dr. Boutros began his report by sending greetings from the Pontiff and the President in Washington where Congresswoman Marcia Fudge invited Dr. Boutros to attend. He then went on to discuss the Campus Transformation noting that it not only entails the physical transformation, but reiterated the three dimensions of the clinical, operational, and physical transformation and how this affects all locations. Dr. Boutros then commented that Crocker Park is the first initiative and went on to the second, explaining how the Emergency Department will have new physical space whereby patients will be assigned into two categories of care, the first being less urgent and the second of those being critical. The third initiative discussed was the combined ICUs with the Critical Care Pavilion. He also identified the expansion of MetroHealth to having two Emergency Departments in the future, one at the Main Campus and the one to be opening in Brecksville.

Dr. Boutros stated that MetroHealth experiences 1.1 million visits a year and of those visits, 0.2% are inpatient and 99.8% are outside the inpatient facility. In reviewing the 100<sup>th</sup> year anniversary of MetroHealth back in 1937 with 1,600 beds, being the sixth largest hospital in the nation, and comparing a few facilities in New York with MetroHealth, he noted that today we have roughly 400-450 beds occupied daily this year and that with the Campus Transformation we will be looking toward having approximately 250 beds in the future.

Lastly, Dr. Boutros reviewed how the Governor's cuts in Medicaid will be creating challenges for MetroHealth and how he doesn't expect any reductions in the work force due to those cuts.

### **4. Medical Staff**

#### **A. Report of Medical Staff**

Dr. Connors began his report by indicating on Monday, September 21<sup>st</sup>, a reception was held at the Medical School to honor new faculty members and existing faculty members recently promoted. He mentioned that there was excellent attendance by the Medical Staff and the faculty at that meeting and that the First Faculty Mentor of the Year Award was awarded to our very own Dr. Terry Stancin. Dr. Connors mentioned there were 12 nominees total, and that three of them were MetroHealth faculty, the two in addition to Dr. Stancin being Dr. Christopher McHenry and Dr. Rajesh Tampi. Dr. Connors also brought to the attention of the Board that MetroHealth and the Cuyahoga County Board of Health sponsored seminar was also held on September 23<sup>rd</sup>. A series of lectures at this seminar covered heroin addiction in the community, the consequences to the community, deaths and disability due to the addiction, and what we can do to prevent and help those people who struggle with this addiction.

#### **B. Approval of Medical Staff/Allied Health Providers/Advanced Practice Nurses Appointments/Actions – August/September 2015**

1. The Board unanimously approved the Medical Staff Appointments/Actions for August/September 2015. RESOLUTION 18900.
2. The Board unanimously approved the Allied Health Appointments/Actions for August/September 2015. RESOLUTION 18901.
3. The Board unanimously approved the Advanced Practice Nurses Appointments/Actions for August/September 2015. RESOLUTION 18902.

#### **C. Medical Executive Committee Minutes – No Meeting**

**D. Report of Medical Staff President – Dr. Williams**

Dr. Kasprzak addressed the Board in Dr. Williams' absence. He stated that the Medical Staff held their first meeting of the academic year four weeks ago and it was well received by those in attendance. The main topics discussed at that Medical Staff meeting were changes to the vacation policy by Dr. Connors and Mr. Lewis, the accrual policy with representatives from Accounting and Human Resources, a presentation on the new Brand launch from MetroHealth, and the new process by Castle Connolly being used to name the best doctors in the Cleveland Magazine. It was brought to the Board's attention that there are no emergency physicians included in the process for Best Doctors.

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

Dr. Thomas began her report by thanking the Board for their support of the teaching of medical students at the Case Western Reserve University School of Medicine. She mentioned that the students in the fourth year are now applying to residencies and stated that 14 students this year are applying to Family Medicine. Dr. Thomas also stated the Physician Assistant Program submitted its accreditation documents on September 4<sup>th</sup> and had to submit Affiliation Agreements as part of that submission. She also informed the Board that the Dean reminded her that there were a sizeable number of MetroHealth faculty members nominated for the mentoring award that Dr. Connors mentioned earlier. Lastly, Dr. Thomas mentioned the official ground breaking for the new health education campus being held on October 1<sup>st</sup>.

**5. Audit Committee**

**A. Report of Committee Chairperson**

Dr. Silvers began his report by informing the Board that the Audit Committee met Monday, September 21<sup>st</sup> and reviewed the internal audit updates, the compliance updates, and the privacy and security updates. He mentioned one of the items he focused on was MetroHealth's continued concern over data integrity and hacking and stated MetroHealth is doing a good job.

Mr. Richmond reported that James Mylen, Managing Director with KPMG, who supports MetroHealth's internal audit department, spoke to the Audit Committee about the primary focus today being cybersecurity as there are organizations having their systems penetrated and many privacy issues are exposed. Mr. Richmond also stated that MetroHealth has increased its risk mitigation technology to help prevent our system from being penetrated but mentioned that even if it did, mechanisms have been put into place to deal with it immediately. He noted that 50% of those same risks have been caught by MetroHealth before they even became problems. Other items mentioned were focusing on fraud risk and third party relationships.

**B. Non-Consent Agenda**

1. Action Items - None
2. Information Items
  - a. 2015 Internal Audit Updates – Simpson Huggins
  - b. Compliance Update – Mary Legerski
  - c. HIPAA Privacy and Security Update – Joe Dickinson

**6. Diversity and Inclusion Committee – No Meeting**

**7. Facilities and Space Committee**

**A. Report of Committee Chairperson**

Mr. Monnolly reported that the Facilities and Space Committee met Monday, September 21<sup>st</sup>, and were first updated on the Critical Care Pavilion and Brecksville Projects. He stated that this

Committee has 10 projects that are in the planning stage, 10 projects that are in design stage, and five projects that are in pre-construction, 13 projects in construction phase, and are closing 23 projects. Mr. Monnolly discussed MetroHealth's Campus Transformation and explained the meaning of experience planning and functional planning—experience planning beginning the time a person comes to MetroHealth to the time they leave MetroHealth and functional planning being the space of rooms needed, the type, size and quantity created to support the experience planning component. He stated then the Committee will calculate the construction cost and then go to market based on that information.

**B. Non-Consent Agenda**

1. Action Items - None
2. Information Items
  - a. Project Updates – CCP/Brecksville
  - b. Construction Project Status

**8. Finance Committee**

**A. Report of Committee Chairperson**

Dr. Silvers reported that the Finance Committee met and for the most part was informational. He stated the highlights were that at the end of August MetroHealth's Operating Income was at \$18 million versus \$11 million budget and there was significant discussion about action items and volumes in several areas and why we were off this month. Dr. Silvers indicated that the most important matter discussed was the pension liability, being that OPERS is 86% funded, there is a shortfall at the state level, which includes MetroHealth, and there is a good possibility of having to restate our financial statements as a result of OPERS status. He also stated that an item to be discussed in Executive Session will be a proposed policy from the Investment Subcommittee going to the County Investment Advisory Committee.

Mr. Richmond then reported that for the month of August our Operating Income was \$2.4 million. He mentioned we were off compared to budget but noted that year-to-date we are above budget. There was discussion amongst the Board regarding GASB 68 and how that will impact our future balance sheets and income statements.

**B. Non-Consent Agenda**

1. Action Items – ***Approval of Investment Policy (Executive Session)***
2. Information Items
  - a. Monthly Financial Report – August 2015
  - b. Management's Discussion and Analysis/Financial Highlights – August 2015
  - c. 2016 Budget Update – Geoff Himes

**9. Legal and Government Relations Committee**

**A. Report of Committee Chairperson**

Mr. Spain stated that the Legal & Government Relations Committee met prior to the Board meeting and informed them that Tamiyka Rose updated the Committee with what is happening with Government Relations. He mentioned there are some matters that also need to be addressed in Executive Session. Mr. Spain also informed the Board that due to retirement, MetroHealth will be looking for someone to work with the County local government and our current lobbyist, Roetzel & Andres, whose contract is coming to an end. He informed the Board that an RFP will be distributed to start the process of selecting a lobbying firm.

**B. Non-Consent Agenda**

1. Action Items
  - a. Proposed settlement of Claim No. 14-17-0208 (Executive Session)
  - b. Proposed settlement of Claim No. 13-44-0812 (Executive Session)
2. Information Items
  - a. Government Relations Update

**10. Patient Experience Committee**

**A. Report of Committee Chairperson**

Ms. Dee reported to the Board that the Patient Experience Committee learned about the HCAP scores and, while we are doing better than some hospitals in our area, her group will be focusing on improving the existing HCAP scores. She mentioned that an intern reported on the analytics that impact these scores, how nurse roundings every two hours tend to bring the scores of MetroHealth higher, and how Beth Clegg and Kate Ruggiero are creating a website where patients can monitor how MetroHealth is progressing. Dr. Laskey stated that the definition of grievance has been redefined as anything received in writing of any kind and addressed by a response within seven days, and the area where we are experiencing most grievances is the area of communication with nurses and physicians. Ms. Dee added the top five areas of grievances being addressed are rude behavior, excessive wait for prescription, lack of information on anything, and the inability to reach the clinic or staff. She stated that Linda Jackson informed the Committee about the wonderful Arts in Medicine program enhancing efforts of art and music in the care of patients. Lastly, she informed the Board that Volunteer Services reported an increase in number of volunteers at the Main Campus and Old Brooklyn.

**B. Non-Consent Agenda**

1. Action Items - None
2. Information Items
  - a. CAHPS Scores – Peter Lawson/Behnam Bina/Beth Clegg/Kate Ruggiero
  - b. Q2 Grievance Data – Mary Linda Rivera
  - c. Program Updates: Code of Conduct Manual – Mary Linda Rivera & Pathways to Caring – Jennifer Lastic
  - d. Goals – Update: Arts in Medicine – Linda Jackson; Volunteer Services – Becky Moldaver & Patient Centered Healthcare – Mary Linda Rivera

**11. Executive Committee**

**A. No Report of Committee Chairperson**

**B. *Action Items – Approval of Modification to CEO Contract (Executive Session)***

**12. Quality & Safety Committee – No Meeting**

**13. External Affairs Report – Elizabeth Allen, Senior Vice President, External Affairs**

Ms. Allen informed the Board, and distributed a pre-publication copy, concerning the creation of a Community Benefit Report that includes statistics about MetroHealth and short descriptions of all the programs MetroHealth is involved in within the community. She mentioned that this report will be taken by Dr. Boutros to his meeting with County Executive Budish and will also be informative for the future meeting with County Council and County Executive reviewing the budget in connection with the determination of the monetary amount designated to support MetroHealth from the Health and Human Services Levy. Ms. Allen brought to the attention of the Board the new map with listings and locations of MetroHealth services provided to the community, including care to nursing homes, four correctional facilities, and schools.

**14. Nursing/Magnet Report – Mavis Bechtle, Chief Nursing Officer**

Ms. Bechtle began her report by stating that MetroHealth had a successful three-day Magnet designation survey and that the Magnet Commission will meet the second week of October to determine if MetroHealth will be granted Magnet designation for the third time. She mentioned that four appraisers spent August 19<sup>th</sup> through the 21<sup>st</sup> meeting nurses, department heads, support staff and other team members across MetroHealth and visited every unit, clinic, and area where four or more nurses worked. Ms. Bechtle indicated that these appraisers also met with the Executive Vice President group, physician group, the CNO Council, APRN Council, all nursing levels, and thanked Mr. McDonald for taking the time to participate and commenting during that session. Dr. Laskey gathered patient advocates to relay stories and participation by Mr. Gaskill was also welcomed. The appraisers mentioned that it was one of the best written documents they had seen and at the end of the first day indicated that every piece of evidence was validated. She mentioned that presentations were made by TeamSTEPPS and regarding EBOLA preparedness and that she was confident we would get our third designation. Lastly she mentioned the recruitment effort in the community to hire approximately 500 nurses, indicating that we had not lost one nurse to that effort and reported that our turnover rate is lower than any other local hospitals, being less than 5% mainly due to people changing schools and spouses relocating.

**15. Foundation and System Philanthropy Report - Kate Brown, Vice President to Foundation and System Philanthropy**

Ms. Brown reported on two events taking place, the first being the final cultivation event on October 8<sup>th</sup> at 6 p.m. at the home of Dr. Sara and Michael Laskey. She reviewed how the last four cultivation events were successful in introducing new people to MetroHealth and what we have to offer. The second event in the planning stage is the MetroHealth Gala 2016 being held at the Cleveland Convention Center on May 21, 2016, at 6 p.m. Chuck Gile, from Motorcars Honda and Toyota in Cleveland Heights, and his family are co-chairing this event along with Stefani Schaefer from Channel 8 News, both of which had patient experiences at MetroHealth. Following this event will be Gala After Dark beginning at 10 p.m. for young professionals. Ms. Brown also reported that Dr. John Chae and Dr. Hunter Peckham had met with Toby Lewis over the Summer and she renewed her relationship with MetroHealth. Ms. Lewis is a great partner and supporter to MetroHealth, contributing a gift of \$250,000 to support FES and rehabilitation. Since 2004, Ms. Lewis has given approximately \$1.3 million to MetroHealth.

**16. Other Board Items**

**17. Executive Session**

A motion was unanimously passed by roll call vote to go into Executive Session to discuss matters involving trade secrets, matters required to be confidential, litigation and personnel matters.

Following the Executive Session, the meeting reopened at approximately 6:10 p.m.

The Board unanimously adopted and approved the Investment Policy for The MetroHealth System in the form attached thereto as Exhibit A, subject to certain format changes which will not change the substantive terms of the Policy. RESOLUTION 18903.

The Board unanimously authorized and ratified settlement of Claim No. 14-17-0208 in the amount of \$2,000,000, to be paid from The MetroHealth System Self-Insurance Trust Fund. RESOLUTION 18904.

The Board unanimously authorized and ratified settlement of Claim No. 13-44-0812 in the amount of \$2,000,000, to be paid from The MetroHealth System Self-Insurance Trust Fund. RESOLUTION 18905.

The Board unanimously authorized and approved the Amendment and Modification of the Employment Agreement with the Chief Executive Officer and President Dr. Akram Boutros on the terms outlined in the resolution and 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. RESOLUTION 18906.

The meeting adjourned at approximately 6:20 p.m.

**NEXT MEETING:      OCTOBER 28, 2015 (WED.) – 4 p.m.**

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

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