

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES
LEGAL & GOVERNMENT RELATIONS COMMITTEE

September 28, 2016

Present: Committee Members: Thomas McDonald, Charles Spain, Vanessa Whiting

Other Trustees: Maureen Dee, Dr. J. B. Silvers

Staff: Dr. Akram Boutros, Elizabeth Allen, Kate Brown, Tracy Carter,
Dr. Alfred Connors, Marlene Franklin, Michael Phillips,
Craig Richmond

The meeting was called to order at 2:00 p.m. by Mr. Spain. The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.

I. The minutes of the June 22, 2016, meeting were approved.

II. Consent Items

1. Recommendation to the President and Chief Executive Officer of The MetroHealth System for the Engagement of Willis Towers Watson as Insurance Consultant and Broker of Record

Mr. Phillips informed the Board that the first recommendation is from the Chief Legal Officer to the President and Chief Executive Officer for engagement of a new insurance consultant and broker of record since the current contract with Willis has expired. After completing the RFP process and interviews from five entities, the determination was made to recommend the retention of Willis Towers Watson as The MetroHealth's System consultant and insurance broker of record, noting that Dr. Boutros had asked he and Marlene Franklin to conduct the evaluation because Dr. Boutros abstained from the vote since his sister-in-law is currently an executive for Willis Towers Watson. Mr. Spain requested approval of the engagement of Willis Towers Watson as Insurance Consultant and Broker of Record.

Upon motion made and seconded, the Committee resolved to recommend approval of the engagement of Willis Towers Watson as insurance consultant and broker of record for The MetroHealth System for a three-year term, with option to renew, for a fixed fee of \$65,000 for year one, with increases in each of the two succeeding years not to exceed 3%, with an option to renew and a right to cancel.

2. Recommendation to the Board of Trustees of The MetroHealth System for the Establishment of a Community Engagement Committee of the Board

Mr. Phillips reviewed the recommendation of the establishment of the Community Engagement Committee as a new committee of the Board to enhance MetroHealth's mission of meeting the needs of the community and creating ambassadors throughout the immediate region, relieving some of the responsibility of the Inclusion and Diversity

Committee of the Board. Mr. Spain requested approval of the establishment of a Community Engagement Committee of the Board.

Upon motion made and seconded, the Committee resolved to recommend approval of the establishment of a Community Engagement Committee of the Board for the purpose of providing governance oversight and support in aligning The MetroHealth System's community engagement activities with its mission and to address the health needs of the community The MetroHealth System serves and the purpose, functions and responsibilities of the Community Engagement Committee being as provided in the attached Charter.

3. Recommendation to the President and Chief Executive Officer of The MetroHealth System for the Engagement of Strategic Health Care as Consultants for the System's Federal Government Relations Activities

The third and last recommendation discussed was a recommendation by the Senior Vice President for External Affairs for the engagement of Strategic Health Care as consultant for The MetroHealth System's federal government relations activity. Mr. Spain requested approval of the engagement of Strategic Health Care as Consultants for The MetroHealth System's Federal Government Relations activities.

Upon motion made and seconded, the Committee resolved to recommend approval of the engagement of Strategic Health Care as consultants for the System's federal government relations activities, for total costs not to exceed \$80,000, plus reasonable out-of-pocket expenses, and over a period not to exceed 16 months, to be paid out of general operating funds.

III. Discussion Items

- Government Relations Update – Tracy Carter

Ms. Carter began her report by updating the Board on the Healthy Ohio Waiver Proposal, noting that CMS rejected Ohio's proposal to charge premiums and to introduce other measures as conditions for eligibility for the Medicaid program. She noted that if CMS had adopted the waiver proposed by Ohio, approximately 55,000 patients would have lost health insurance coverage. With respect to the Hospital Outpatient Department Payments (HOPD) law that passed in November 2015 looking to stop payment for certain sites established after November 2, 2015, MetroHealth continues to support regulations or legislation protecting payments concerning the Brecksville, Lyndhurst, and former HealthSpan sites. Ms. Carter stated that Congressman Renacci and other Democrats and Republicans have given their support of the reform initiatives concerning the Socioeconomic Status Adjustment within the Medicare program, hoping to minimize the penalty rate in the future. The Health Resources and Services Administration (HRSA) should be releasing their final guidance in December with respect to the 340B Drug Discount Program concerning patient and hospital eligibility and compliance standards. Government Relations was able to work with administrators at the Ohio Department of Health to facilitate the license renewal of the MetroHealth Parma Health Center. Lastly, Jim Haviland, Director of Local Government Relations, corresponded with mayors and county leadership with Cleveland Heights, Shaker Heights, University

Heights, and Euclid for MetroHealth to accommodate the new consolidated Regional 911 Dispatch Center in the MetroHealth Cleveland Heights Medical Office Building by the Heights Hillcrest Communications Center Board of Directors.

- Risk Management Update – Marlene Franklin

Ms. Franklin’s report was reserved for Executive Session.

A motion was unanimously passed by roll call vote to hold an executive session to consider litigation and trade secrets.

Following the executive session, the meeting reopened.

IV. Action Items - None

Ms. Franklin updated the Committee on the upcoming trial docket.

There being no further business, the meeting adjourned at 3:15 p.m.

Respectfully submitted,

Michael Phillips
Senior Vice President and Chief Legal Officer