

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – DECEMBER 21, 2016**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
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Approval of Board Meeting Minutes, October 26, 2016, and November 9, 2016

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RESOLUTION 19032

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of October 26, 2016, and the Special Meeting of November 9, 2016, 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 approves the Regular Minutes of the Meeting of October 26, 2016, and the Special Minutes of the Meeting of November 9, 2016, as presented.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of Schedule of Regular Board Meetings of The MetroHealth System

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RESOLUTION 19033

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2017; and

WHEREAS, the schedule has been presented in accordance with the Bylaws of the Board of Trustees and its previously adopted policy relative to Section 121.22 of the Ohio Revised Code, providing that after approval of the schedule of meetings by the Board, this schedule shall be available to any interested party upon written request and the receipt of a check in the amount of \$25.00 made payable to The MetroHealth System for mailing and handling for a one-year period.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2017, and this schedule is hereby made part of this Resolution as though fully herein rewritten as an addendum hereto.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

# The MetroHealth System Board of Trustees

## 2017 Schedule of Meetings

	Executive- Personnel Wednesday 8:00-10:00	Patient Experience Wednesday 10:00-12:00	Space & Facilities Monday 4:30-6:00	Quality & Safety Tuesday 10:00-Noon	Finance/Audit Tuesday Noon-2:00 *Noon-3:00	Legal & Government Relations Wednesday 2:00-4:00	Diversity Wednesday 2:00-4:00	Community Engagement Committee	Nominating Wednesday 3:30-4:00	Board Meeting Wednesday 4:00-6:00
January	January 11		January 23	January 24	January 24		January 25			January 25
February	February 8									
March	March 8	March 8	March 20		March 21*	March 22				March 22
April	April 12		April 24	April 25	April 25		April 26		April 26	April 26
May	May 10									
June	June 14	June 14	June 26		June 27*	June 28				June 28
July	July 12		July 24	July 25	July 25		July 26			July 26
August	August 9									
September	September 13	September 13	September 25		September 26*	September 27				September 27
October	October 11		October 23	October 24	October 24		October 25			October 25
November	November 8									
December	December 6	December 6	December 18		December 19*	December 20				December 20

\*Audit Committee meetings will extend Finance/Audit an additional hour as noted.

Approval of the Continued Engagement of KPMG LLP as the System's Internal Audit Consultant

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RESOLUTION 19034

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of KPMG LLP as the System's Internal Audit consultant; 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 continued engagement of KPMG LLP as the System's Internal Audit consultant, for the purpose of providing management, assistance, advice and guidance with performing enterprise risk assessments, prioritizing risks and associated audits, providing oversight of Information Technology (IT) audits and reporting to management and the Audit Committee of the Board of Trustees, through March 31, 2017, with costs not to exceed \$56,250 a month plus reasonable travel and other expenses to be paid out of general operating funds.

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

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of Certain Capital Improvements and Purchases

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RESOLUTION 19035

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 Attachment A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Attachment 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

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

	<b>Description</b>	<b>Aggregate Cost</b>	<b>Funding Source</b>	<b>Background</b>
1.	Vein Viewer	\$15,000	Dudley Blossom Fund (#30001000.25020)	Device to allow for a clear view of veins and reduce ER visits due to unnecessary sticks. This will also help improve patient comfort.
2.	Urodynamics Research System	\$50,000	Lennon Challenge Grant (#29008003)	Device to understand bladder dysfunction following a spinal cord injury. This will allow researchers to test various approaches to restoring bladder function.
3.	Omnisense 8000 Bone Density Scanner	\$19,650	Pediatric Academic Fund	Device to assist in the diagnosis of bone contractures.
4.	Cytoflex Flow Cytometer	\$45,000	The MetroHealth Foundation (#29002055)	Device used for cell based research that can detect up to 10 colors.

<b>TOTAL</b>		\$129, 650		
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Approval of Changes to the Hospital and Professional Charge Description Master (CDM) File

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RESOLUTION 19036

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 President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

## **Attachment A**

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of the Appointment of Medical Mutual of Ohio as the Third Party Administrator for  
the System's Self-insured Employee Medical Plan

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RESOLUTION 19037

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the appointment of Medical Mutual of Ohio as the Third Party Administrator for the System's self-insured employee medical plan; 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 appointment of Medical Mutual of Ohio as the Third Party Administrator for the System's self-insured employee medical plan, for a three year period effective January 1, 2017 to December 31, 2019, for fee of \$23.63 per covered employee per month. Based on employees enrolled as of November 2016, the annual fee would be approximately \$1,600,129, resulting in a three year aggregate cost of \$4,800,387, 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of the Appointment of Cigna Health Insurance as the Third Party Administrator for the System's Self-insured Employee Dental Plan

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RESOLUTION 19038

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the appointment of CIGNA Health Insurance as the Third Party Administrator for the System's self-insured employee dental plan; 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 appointment of CIGNA Health Insurance as the Third Party Administrator for the System's self-insured employee dental plan, for a three year period effective January 1, 2017 to December 31, 2019, for a fee of \$2.10 per covered employee per month. Based on employees enrolled as of November 2016, the annual fee would be approximately \$104,328, resulting in a three year aggregate cost of \$312,984, 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

Approval of the Appointment of EyeMed Vision Care as the Third Party Administrator for the System's Self-insured Employee Vision Plan

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RESOLUTION 19039

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the appointment of EyeMed Vision Care as the Third Party Administrator for the System's self-insured employee vision plan; 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 appointment of EyeMed Vision Care as the Third Party Administrator for the System's self-insured employee vision plan, for a three year period effective January 1, 2017 to December 31, 2019, for a fee of \$0.41 per covered employee per month. Based on employees enrolled as of November 2016, the annual fee would be approximately \$20,369 resulting in a three year aggregate cost of \$61,106 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

Approval of the Appointment of Associated Compensation Resources as the Third Party Administrator for the System's Self-insured Workers' Compensation Program

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RESOLUTION 19040

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the appointment of Associated Compensation Resources as the Third Party Administrator for the System's self-insured Workers' Compensation program; 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 retention of Associated Compensation Resources as the Third Party Administrator for the System's self-insured Workers' Compensation program, for a three year period effective October 1, 2016 to September 30, 2019, for an annual fee of \$94,500, resulting in a three year aggregate cost of \$283,500, 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of the Appointment of Medical Mutual of Ohio as the Stop Loss Insurance Provider for  
the System's Self-insured Employee Medical and Prescription Drug Plan

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RESOLUTION 19041

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the appointment of Medical Mutual of Ohio as the stop loss insurance provider for the System's self-insured employee medical and prescription drug plan; 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 appointment of Medical Mutual of Ohio as the stop loss insurance provider for the System's self-insured employee medical and prescription drug plan, at an individual stop loss deductible of \$1,000,000 per enrollee, for a one year period effective January 1, 2017 to December 31, 2017, for a fee of \$2.83 per employee per month. Based on employees enrolled as of November 2016, the annual fee would be approximately \$191,636, 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

Approval of Lease to Establish a Retail Care Location  
in Cuyahoga County, Ohio

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RESOLUTION 19042

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lease for retail care operations in Cuyahoga County, Ohio; and

WHEREAS, the Finance Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the requested lease for space, as more fully described in Attachment A.

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

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

## **Attachment A**

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Approval of Sublease of Space Located in Cuyahoga County

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RESOLUTION 19043

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a Sublease of space located in Cuyahoga County, Ohio; and

WHEREAS, the Finance Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the sublease, as more fully described in Attachment A.

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

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

## **Attachment A**

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Approval of the Continued On-Going Assistance of Kaufman Hall  
as the System's Financial Advisor for Transformation

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RESOLUTION 19044

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for an increase in fees for the continued on-going assistance of Kaufman Hall as the System's Financial Advisor for Transformation; 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 an increase in fees for the expanded scope of work and continued on-going assistance of Kaufman Hall as the System's Financial Advisor for Transformation, for the purpose of providing financial planning, advice and guidance related to the Transformation commencing September 2016 through 2017, for aggregate fees not to exceed \$400,000 plus reasonable travel and other expenses, to be paid out of general operating funds.

Kaufman Hall's services may include:

1. Review of the current capital model versus industry/local benchmarks and trends, suggesting modifications if necessary;
2. Assist with capital markets offering structuring and estimates;
3. Assist with comparison to, and analysis of, similar and comparable projects at other institutions and development of efficiencies related to the post-transformation facilities and activities;
4. Assist with additional financing scenario analyses and evaluate Plan of Finance scenarios as identified by MetroHealth management and/or its Board;
5. Assist with identifying the financial and qualitative impact of the Plan of Finance scenarios; and
6. Act as the System's advisor during meetings and/or presentations as necessary.

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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of the Engagement of Investment Banking Firms to Manage MetroHealth's Proposed Issuance of Bonds for the Transformation Financing

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RESOLUTION 19045

WHEREAS, the Board of Trustees of The MetroHealth System (“MetroHealth” or “System”) has approved the pursuit of a Plan of Financing for its Transformation Project (the “Transformation Project”);

WHEREAS, a necessary element in the furtherance of the Plan of Financing is the selection of one or more investment banking/underwriting firms to work with the System to develop a final financing plan involving at the issuance of the necessary amount of debt required to complete the Plan of Financing for the Transformation Project;

WHEREAS, Management, assisted by Kaufman Hall, solicited proposals for such investment banking services to which 11 qualified firms responded and Management, Kaufman Hall and members of the Board’ Ad Hoc Transformation Committee (the Special Committee) reviewed these responses and identified four firms for in person interviews and management, Kaufman Hall and members of the Special Committee conducted interviews with these four firms and ultimately determined that one or two of these firms, as identified and described in more detail in Exhibit A attached hereto, were judged to be best able to meet the System’s needs, subject to negotiation and finalization of terms of participation;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes and approves the selection of one or both of the firms identified and described in more detail in Exhibit A attached hereto to serve as senior manager, or co-senior managers, as the case may be, in connection with the issuance and sale of certain MetroHealth bonds to fund the System’s Transformation project.

BE IT FURTHER RESOLVED, that the President and Chief Executive Officer, acting on behalf of MetroHealth, is authorized and empowered in his discretion to negotiate and finalize the appropriate terms of the investment bankers participation.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



## **Attachment A**

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Approval to Extend the Current Expiring Corporate Insurance Policies to December 31, 2016

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RESOLUTION 19046

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for extension of the current expiring insurance policies to December 31, 2016, at a prorated cost of \$45,225; and

WHEREAS, the Board's Legal and Government Relations 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 extension of the current expiring corporate insurance policies to December 31, 2016, for a total pro rata premium not to exceed \$45,225.

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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

**The MetroHealth System**  
**Policy Extension Pro Rata Premium**

	12/22/15 to 12/22/16	Pro-rata premium
Line of Coverage	Annual premium	to extend to 12/31/16
Excess Liability \$10M xs \$2M xs \$5M	\$ 985,000	\$ 24,625.00
Excess Liability \$25M xs \$10M	\$ 475,000	\$ 11,875.00
Helipad Liability & Non-Owned Aviation	\$ 10,648	\$ 266.20
MetroHealth System D&O/EPL \$15M Limit	\$ 133,398	\$ 3,334.95
Employed Lawyers	\$ 11,796	\$ 294.90
Crime \$10M Limit	\$ 25,249	\$ 631.23
Network Security	\$ 167,889	\$ 4,197.23
<b>Total</b>	<b>\$ 1,808,980</b>	<b>\$ 45,224.50</b>
MetroHealth Foundation D&O	\$ 22,724	\$ 568.10
MetroHealth Foundation D&O - Side A.	\$ 6,200	\$ 155.00
<b>Total</b>	<b>\$ 28,924</b>	<b>\$ 723.10</b>
Pro-rata factor	\$ 0.025	

Approval of the Purchase of Claims-Made Professional and  
General Liability Insurance from Lloyd's of London

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RESOLUTION 19047

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of claims-made excess Professional Liability and Umbrella General Liability Coverage from Lloyd's of London Syndicate; and

WHEREAS, the Board's Legal and Government Relations 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 claims-made excess Professional and General Liability Coverage with limits of \$35,000,000 excess of a primary policy with professional liability limits of \$5,000,000, and an inner aggregate retention of \$2,000,000, for professional liability claims and general liability limits of \$1,000,000, provided by Lloyd's of London Syndicate for a total premium of \$1,300,000 for policy period January 1, 2017, through December 31, 2017, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of the Purchase of Directors and Officers Liability  
and Employment Practices Liability Insurance Coverage  
With Limits of \$15,000,000 from Ace USA Insurance Company

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RESOLUTION 19048

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for an annual premium expenditure for the purchase of Directors and Officers Liability and Employment Practices Liability Insurance coverage with limits of \$15,000,000 underwritten by Ace USA Company for a premium of \$134,107; and

WHEREAS, the Board's Legal and Government Relations 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 an annual premium expenditure for the purchase of Directors and Officers Liability and Employment Practices Liability Insurance coverage with limits of \$15,000,000 from Ace USA Company, for a premium of \$134,107 for policy period January 1, 2017, through December 31, 2017, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

Approval of the Purchase of Employee Crime Insurance from Beazley Specialty Company

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RESOLUTION 19049

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of crime policy coverage from Beazley Specialty Company; and

WHEREAS, the Board's Legal and Government Relations 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 crime policy coverage from Beazley Specialty Company with limits of \$10,000,000 and a \$100,000 deductible, for a total premium of \$25,249 for the policy period commencing January 1, 2017, through December 31, 2017, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

Approval of the Purchase of Information Network and Privacy Security Insurance  
from Beazley Specialty Company

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RESOLUTION 19050

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Information Network and Privacy Security Insurance from Beazley Specialty Company with liability limits of \$10,000,000 and a retention of \$250,000; and

WHEREAS, the Board's Legal and Government Relations 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 Information Network and Privacy Security Insurance with limits of \$10,000,000 and a retention of \$250,000 from Beazley Specialty Company for a premium of \$148,988 for policy period January 1, 2017, through December 31, 2017, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of the Purchase of Non-Owned Aircraft Liability and Helipad Liability Insurance from  
Ace Property and Casualty

\*\*\*\*\*

RESOLUTION 19051

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Non-Owned Aircraft Liability and Helipad Liability Insurance written by ACE Property and Casualty; and

WHEREAS, the Board's Legal and Government Relations 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 Non-Owned Aircraft Liability and Helipad Liability Insurance written by ACE Property and Casualty, for a total premium of \$9,583 for policy period January 1, 2017, through December 31, 2017, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of the Purchase of Automobile Liability Insurance  
Through the Public Entities Pool of Ohio

\*\*\*\*\*

RESOLUTION 19052

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Automobile Liability Insurance underwritten by the Public Entities Pool of Ohio; and

WHEREAS, the Board's Legal and Government Relations 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 Automobile Liability Insurance underwritten by the Public Entities Pool of Ohio, for the one-year period commencing January 1, 2017, through December 31, 2017, for automobile liability coverage of \$2,000,000 each accident with no deductible, and a \$1,000 deductible for the comprehensive property and collision coverage, for a contribution of \$177,820, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

Approval of the purchase of Employed Lawyers Professional Insurance

\*\*\*\*\*

RESOLUTION 19053

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of Employed Lawyers Professional Insurance underwritten by Chubb; and

WHEREAS, the Board's Legal and Government Relations 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 purchase of Employed Lawyers Professional Insurance from Chubb for the one-year period January 1, 2017, to December 31, 2017, for an annual premium expenditure in an amount not to exceed \$11,796, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

Approval of the Purchase of a Claims-Made Comprehensive General and Professional Liability Insurance Policy from Lloyds of London for The MetroHealth System's Personnel Performing Services at the Cuyahoga County Department of Corrections

\*\*\*\*\*

RESOLUTION 19054

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of a claims-made comprehensive general and professional liability insurance policy from Lloyds of London for The MetroHealth System's personnel performing services at the Cuyahoga County Department of Corrections; and

WHEREAS, the Board's Legal and Government Relations 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 a claims-made comprehensive general and professional liability insurance policy from Lloyds of London for The MetroHealth System's personnel performing services at the Cuyahoga County Department of Corrections, with professional liability limits of \$3,000,000 per claim/\$5,000,000 in the aggregate, and general liability limits of \$1,000,000 per claim/\$3,000,000 aggregate with a \$1,000,000 limit for sexual misconduct, a deductible of \$25,000 and an inner aggregate of \$150,000, for a premium not to exceed \$271,007 for the period of January 1, 2017, through December 31, 2017, 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of the Purchase of Primary Professional and  
General Liability Insurance from Select Assurance Captive, LLC

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RESOLUTION 19055

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase of primary claims-made Professional and General Liability Coverage from Select Assurance Captive, LLC; and

WHEREAS, the Board's Legal and Government Relations 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 primary claims-made Professional and General Liability Coverage with professional liability limits of \$5,000,000 and general liability limits of \$1,000,000, provided by Select Assurance Captive, LLC for a total premium not to exceed \$11,500,000 for policy period January 1, 2017, through December 31, 2017, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of Medical Stop Loss Insurance from Select Assurance Captive, LLC

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RESOLUTION 19056

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for medical stop loss insurance from Select Assurance Captive, LLC; and

WHEREAS, the Board's Legal and Government Relations 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 medical stop loss insurance, with limits of \$1,000,000 per covered person, with a self-insured retention per covered person of \$500,000, provided by Select Assurance Captive, LLC for a total premium not to exceed \$500,000 for policy period January 1, 2017, through December 31, 2017, to be paid out of 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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

Approval of the reaffirmation of the Conflicts of Interest Policy

\*\*\*\*\*

RESOLUTION 19057

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the reaffirmation of the Conflicts of Interest Policy; and

WHEREAS, the Board's Legal and Government Relations 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 reaffirmation of the Conflicts of Interest Policy for 2016-2017.

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

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

**MANAGEMENT STAFF / MEDICAL PROVIDERS / TRUSTEES  
ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT**

**2016**

**Read this form and Policy VIII-4 thoroughly before answering any questions. Please print.**

<b>Your Name</b> _____	<b>Spouse Name</b> _____
<b>Title</b> _____	<b>Employer Name</b> _____
<b>Employee ID</b> _____	_____
<b>Home Address</b> _____	<b>Employer Address</b> _____
_____	_____

**Question 1 (Financial Interests)**

To the best of your knowledge, do you or any **Close Relation\*** hold any financial interest(s) or option(s) in an **Entity\*\*** that is affiliated with, does business with or has an interest in doing business with The MetroHealth System (MHS) [e.g. vendor/supplier/pharmaceutical company] which might influence you or appear to a reasonable person to influence you in your role at MHS?

**No** → Go to Question 2

↓ **If Yes, please respond below:**

**1.1 – What is the nature of this financial interest?**

- Salary
- Equity interest (e.g. stocks, stock options, real estate interest, ownership interest [include disclosures concerning: K1 schedules, 1099, etc.])
- Other remuneration (e.g. consulting and referral fees, honoraria, paid authorship, paid bonuses, travel reimbursement, and lecture fees)

**1.2 – What is the current value (or annual income/salary) of the interest?**

- Less than \$5,000
- \$5,001 - \$20,000
- \$20,001 - \$50,000
- \$50,001 - \$100,000
- \$100,001 and greater

\* **Close Relation** includes the following (as well in-laws for each): spouse, domestic partner, children, grandchildren, parents, grandparents, siblings, nieces, nephews, aunts, uncles, or cousins (whether by marriage, lineal descent or adoption); relative by marriage, lineal descent or adoption who receives, directly or indirectly, more than one-half of his or her support from the MH Employee or whom the MH Employee receives, directly or indirectly, more than one-half of his or her support; and an individual claimed by the MH Employee or spouse as a dependent under the United States Internal Revenue Code. (**Business Associate** includes any individuals, companies, or organizations with which the official is acting together to pursue a common business purpose. Examples of a Public Official's business associates include, but are not limited to, the official's: (1) partners in a partnership; (2) co-owners of a business; (3) outside employer; and (4) co-members of an LLC. An outside employer is considered to be a business associate of MHS.)

\*\* **Entity** includes, but is not limited to: corporation, partnership, proprietorship, firm, association, or organization.



**1.3 - For ownership interests** - what is your percentage of ownership to the total value of the interest?

- Less than 1%
- 1% to less than 5%
- 5% to less than 25%
- 25% to less than 50%
- 50% and greater

**1.4** – Please provide the name and address of the **Entity (ies)** in which you or your **Close Relation** has an interest:

**1.5** – Please provide the name and relationship of the **Close Relation**, if not your interest:

**Question 2 (Intellectual Property Rights)**

To the best of your knowledge, do you or any **Close Relation** have any intellectual property rights (including, but not limited to patents, copyrights, trademarks, trade secrets, contract rights), royalties from such rights, or agreements to share in royalties related to such rights whose value might be affected by selection of a particular product/vendor by MHS?

**No** → Go to Question 3

↓ **If Yes, please respond below:**

**2.1** – What is the nature of the intellectual property rights that you/your **Close Relation** hold?

- Licensed Patent
- Royalties
- Copyright
- Upfront Fee
- Other Agreement to Share Royalties

**2.2** – What is the value of the intellectual property rights that are held?

- Less than \$5,000
- \$5,000 - \$20,000
- \$20,001 - \$50,000
- \$50,001 - \$100,000
- \$100,001 and greater

**2.3** - Please provide a description of the Intellectual Property Rights below, if applicable:

**2.4** – Please provide the name and relationship of the **Close Relation**, if applicable:



**Question 3 (Office, Directorship, Trusteeship, etc.)**

To the best of your knowledge, do you or any **Close Relation** hold any office, directorship, trusteeship, or any other policy-influencing employment position in an **Entity** that does business with or has an interest in doing business with MHS?

**No** → Go to Question 4

↓ **If Yes, please respond below:**

3.1 – Please provide the name and address of the **Entity (ies)** in which you or your **Close Relation** has an interest:

3.2 – Please provide the name and relationship of the **Close Relation** and the office/position held, if not your interest:

**Question 4 (Gifts or Remuneration)**

To the best of your knowledge, have you or any **Close Relation** received gifts, or other remuneration such as services, entertainment or favors that are valued in excess of \$10 per item/occasion or in excess of \$50 in the aggregate during the preceding calendar year from any individual/organization that does business with or has an interest in doing business with MHS?

**No** → Go to Question 5

↓ **If Yes, please respond below:**

4.1 – Please provide the date(s) received, the nature of the remuneration and the estimated value of same:

4.2 – Please provide the name and address of the person providing the remuneration:

**Question 5 (Other Disclosure [if known]):**

I would like to disclose an actual or potential Conflict of Interest involving me or another MHS employee that I believe may raise a significant concern about compliance with the Policies referenced herein (Please include name and title of employee below, if applicable):

I have read and understand the MetroHealth System's Conflict of Interest Policy, Policy VIII-4. I understand that if, at any time hereafter, there is any change in my circumstances which would make the foregoing statements incorrect, I will make a full report to the MetroHealth System's Chief Compliance Officer. Moreover, I agree to report any situations which hereafter arise (either personally or known to me concerning any other MHS employee) that raise a significant concern about compliance with the Policies referenced herein. **I hereby certify that the information provided by me in this document is true and accurate to the best of my knowledge and belief.**

---

Please Print Name

Signature

Date

**BOARD OF TRUSTEES  
OF  
THE METROHEALTH SYSTEM**

**CONFLICTS OF INTEREST POLICY**

1. **Statement of General Policy.** The purpose of this conflicts of interest policy (the "Policy") is to protect The MetroHealth System's interest in the context of transactions or arrangements involving the private interest of a Trustee, officer or employee of MetroHealth. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to MetroHealth as a public institution. In addition to supporting the general fiduciary duty of Trustees, officers and employees to MetroHealth, this Policy is intended to support MetroHealth's compliance with applicable Ohio conflicts interest of laws.

2. **Coverage of Policy.** This Policy will apply to all members of the Board of Trustees, and to all MetroHealth officers and employees.

3. **General Principles.** Members of the Board of Trustees have a clear fiduciary duty to the organization and Trustees should exercise the utmost good faith in all transactions related to their duties for MetroHealth. Trustees should not use their positions, or the knowledge gained therefrom, in such a way that a conflict of interest might arise between the interest of MetroHealth's interest and their personal interest. General principles of fiduciary duty and Ohio law prohibit all trustees and executive officers from disclosing or using any confidential information acquired in the course of their official duties.

4. **Conflicts of Interest.**

4.1 **Statutory Conflicts of Interest.** The Ohio conflicts of interest and ethics laws applicable to MetroHealth include Sections 102.03 and 2921.42. The Ohio ethics laws were enacted to promote confidence in government and these laws are directed at situations which involve public officials and employees who are in a position to make or influence decisions which may directly affect their personal interests. These statutory conflict of interest and ethics provisions are complex and require careful evaluation of specific facts and circumstances pertaining to such a personal or private interest. Persons who may have such a potential conflict of interest should understand that the Ohio conflicts of interest laws are criminal statutes and violation of such law could result in serious consequences.

4.2 **General Conflicts of Interest.** In addition to statutory conflicts of interest, Trustees, officers and employees also may have potential conflicts of interest which, although not expressly prohibited by the Ohio statutes, raise issues of fiduciary duty. Such a conflict of interest may exist if a person (directly or through



family or business associates) has an interest in or other financial arrangement with an entity with which MetroHealth is engaging in a transaction or arrangement.

**4.3 Specific Prohibitions.** For purposes of this Policy, it is important to note that the law prohibits a public official from:

- (i) Having a private interest in a public contract;
- (ii) Using his or her authority or position to secure a public contract;
- (iii) Using his or her office or position to secure anything of value; or
- (iv) Soliciting or accepting anything of value.

In terms of private interest in a public contract, the prohibition relates not only to the public official but also to any member of his or her family or any of his or her business associates. For purposes of the ethics law, family members mean spouse, children (whether dependent or not), parents, grandparents, siblings and other persons related by blood or marriage and residing in the same household. The term “business associate” applies to any situation where the public official has a relationship with one or more persons or entities to act together to pursue a common business purpose. A Trustee’s outside employer is considered to be his or her “business associate”.

Both Sections 102.03 and 2921.42, copies of which are attached hereto, are considered an integral part of this Policy.

## **5. Procedures.**

**5.1 Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her personal or private interest to the Board of Trustees in writing. Such notice should be delivered to the General Counsel.

**5.2 Determining Whether a Conflict of Interest Exists.** Any Trustee having a conflict of interest on any matter should not vote or use his/her personal influence on the matter, even though the conflict is not prohibited by law. If an issue arises as to whether a personal or private interest constitutes a conflict of interest, the remaining Board of Trustees shall decide if a conflict of interest exists. The interested person shall not participate in the Board of Trustees meeting while the personal or private interest is discussed and voted upon.



### **5.3 Violations of the Conflicts of Interest Policy.**

- (a) If the Board of Trustees has reasonable cause to believe that a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board of Trustees determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**6. Records of Proceedings.** The minutes of the Board of Trustees and all committee with Board of Trustees delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a personal or private interest in connection with an actual or possible conflict of interest, the nature of the personal or private interest, any action taken to determine whether a conflict of interest was present, and the Board of Trustees' decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, and a record of any votes taken in connection therewith.

**7. Annual Statements.** Each Trustee, officer and such other management and clinical leaders as the President shall determine, in his reasonable discretion, shall annually sign a statement which affirms that such person:

- (a) has received a copy of this Conflicts of Interest Policy,
- (b) has read and understands the Policy, and
- (c) has agreed to comply with the Policy.

**8. Periodic Reviews.** This Policy shall be reviewed annually for the information and guidance of the Board of Trustees, and any new Trustee shall be advised of the Policy upon entering on the duties of office.



## **102.03 Representation by present or former public official or employee prohibited.**

(A)

(1) No present or former public official or employee shall, during public employment or service or for twelve months thereafter, represent a client or act in a representative capacity for any person on any matter in which the public official or employee personally participated as a public official or employee through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

(2) For twenty-four months after the conclusion of service, no former commissioner or attorney examiner of the public utilities commission shall represent a public utility, as defined in section 4905.02 of the Revised Code, or act in a representative capacity on behalf of such a utility before any state board, commission, or agency.

(3) For twenty-four months after the conclusion of employment or service, no former public official or employee who personally participated as a public official or employee through decision, approval, disapproval, recommendation, the rendering of advice, the development or adoption of solid waste management plans, investigation, inspection, or other substantial exercise of administrative discretion under Chapter 343. or 3734. of the Revised Code shall represent a person who is the owner or operator of a facility, as defined in section 3734.01 of the Revised Code, or who is an applicant for a permit or license for a facility under that chapter, on any matter in which the public official or employee personally participated as a public official or employee.

(4) For a period of one year after the conclusion of employment or service as a member or employee of the general assembly, no former member or employee of the general assembly shall represent, or act in a representative capacity for, any person on any matter before the general assembly, any committee of the general assembly, or the controlling board. Division (A)(4) of this section does not apply to or affect a person who separates from service with the general assembly on or before December 31, 1995. As used in division (A)(4) of this section "person" does not include any state agency or political subdivision of the state.

(5) As used in divisions (A)(1), (2), and (3) of this section, "matter" includes any case, proceeding, application, determination, issue, or question, but does not include the proposal, consideration, or enactment of statutes, rules, ordinances, resolutions, or charter or constitutional amendments. As used in division (A)(4) of this section, "matter" includes the proposal, consideration, or enactment of statutes, resolutions, or constitutional amendments. As used in division (A) of this section, "represent" includes any formal or informal appearance before, or any written or oral communication with, any public agency on behalf of any person.

(6) Nothing contained in division (A) of this section shall prohibit, during such period, a former public official or employee from being retained or employed to represent, assist, or act in a representative capacity for the public agency by which the public official or employee was employed or on which the public official or employee served.

(7) Division (A) of this section shall not be construed to prohibit the performance of ministerial functions, including, but not limited to, the filing or amendment of tax returns, applications for permits and licenses, incorporation papers, and other similar documents.

(8) Division (A) of this section does not prohibit a nonelected public official or employee of a state agency, as defined in section 1.60 of the Revised Code, from becoming a public official or employee of another state agency. Division (A) of this section does not prohibit such an official or employee from representing or acting in a representative capacity for the official's or employee's new state agency on any matter in which the public official or employee personally



participated as a public official or employee at the official's or employee's former state agency. However, no public official or employee of a state agency shall, during public employment or for twelve months thereafter, represent or act in a representative capacity for the official's or employee's new state agency on any audit or investigation pertaining to the official's or employee's new state agency in which the public official or employee personally participated at the official's or employee's former state agency through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

(9) Division (A) of this section does not prohibit a nonelected public official or employee of a political subdivision from becoming a public official or employee of a different department, division, agency, office, or unit of the same political subdivision. Division (A) of this section does not prohibit such an official or employee from representing or acting in a representative capacity for the official's or employee's new department, division, agency, office, or unit on any matter in which the public official or employee personally participated as a public official or employee at the official's or employee's former department, division, agency, office, or unit of the same political subdivision. As used in this division, "political subdivision" means a county, township, municipal corporation, or any other body corporate and politic that is responsible for government activities in a geographic area smaller than that of the state.

(10) No present or former Ohio casino control commission official shall, during public service or for two years thereafter, represent a client, be employed or compensated by a person regulated by the commission, or act in a representative capacity for any person on any matter before or concerning the commission.

No present or former commission employee shall, during public employment or for two years thereafter, represent a client or act in a representative capacity on any matter in which the employee personally participated as a commission employee through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

(B) No present or former public official or employee shall disclose or use, without appropriate authorization, any information acquired by the public official or employee in the course of the public official's or employee's official duties that is confidential because of statutory provisions, or that has been clearly designated to the public official or employee as confidential when that confidential designation is warranted because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to the proper conduct of government business.

(C) No public official or employee shall participate within the scope of duties as a public official or employee, except through ministerial functions as defined in division (A) of this section, in any license or rate-making proceeding that directly affects the license or rates of any person, partnership, trust, business trust, corporation, or association in which the public official or employee or immediate family owns or controls more than five per cent. No public official or employee shall participate within the scope of duties as a public official or employee, except through ministerial functions as defined in division (A) of this section, in any license or rate-making proceeding that directly affects the license or rates of any person to whom the public official or employee or immediate family, or a partnership, trust, business trust, corporation, or association of which the public official or employee or the public official's or employee's immediate family owns or controls more than five per cent, has sold goods or services totaling more than one thousand dollars during the preceding year, unless the public official or employee has filed a written statement acknowledging that sale with the clerk or secretary of the public agency and the statement is entered in any public record of the agency's proceedings. This division shall not be construed to require the disclosure of clients of attorneys or persons licensed under section 4732.12 of the Revised Code, or patients of persons certified under section 4731.14 of the Revised Code.



(D) No public official or employee shall use or authorize the use of the authority or influence of office or employment to secure anything of value or the promise or offer of anything of value that is of such a character as to manifest a substantial and improper influence upon the public official or employee with respect to that person's duties.

(E) No public official or employee shall solicit or accept anything of value that is of such a character as to manifest a substantial and improper influence upon the public official or employee with respect to that person's duties.

(F) No person shall promise or give to a public official or employee anything of value that is of such a character as to manifest a substantial and improper influence upon the public official or employee with respect to that person's duties.

(G) In the absence of bribery or another offense under the Revised Code or a purpose to defraud, contributions made to a campaign committee, political party, legislative campaign fund, political action committee, or political contributing entity on behalf of an elected public officer or other public official or employee who seeks elective office shall be considered to accrue ordinarily to the public official or employee for the purposes of divisions (D), (E), and (F) of this section.

As used in this division, "contributions," "campaign committee," "political party," "legislative campaign fund," "political action committee," and "political contributing entity" have the same meanings as in section 3517.01 of the Revised Code.

(H)

(1) No public official or employee, except for the president or other chief administrative officer of or a member of a board of trustees of a state institution of higher education as defined in section 3345.011 of the Revised Code, who is required to file a financial disclosure statement under section 102.02 of the Revised Code shall solicit or accept, and no person shall give to that public official or employee, an honorarium. Except as provided in division (H)(2) of this section, this division and divisions (D), (E), and (F) of this section do not prohibit a public official or employee who is required to file a financial disclosure statement under section 102.02 of the Revised Code from accepting and do not prohibit a person from giving to that public official or employee the payment of actual travel expenses, including any expenses incurred in connection with the travel for lodging, and meals, food, and beverages provided to the public official or employee at a meeting at which the public official or employee participates in a panel, seminar, or speaking engagement or provided to the public official or employee at a meeting or convention of a national organization to which any state agency, including, but not limited to, any state legislative agency or state institution of higher education as defined in section 3345.011 of the Revised Code, pays membership dues. Except as provided in division (H)(2) of this section, this division and divisions (D), (E), and (F) of this section do not prohibit a public official or employee who is not required to file a financial disclosure statement under section 102.02 of the Revised Code from accepting and do not prohibit a person from promising or giving to that public official or employee an honorarium or the payment of travel, meal, and lodging expenses if the honorarium, expenses, or both were paid in recognition of demonstrable business, professional, or esthetic interests of the public official or employee that exist apart from public office or employment, including, but not limited to, such a demonstrable interest in public speaking and were not paid by any person or other entity, or by any representative or association of those persons or entities, that is regulated by, doing business with, or seeking to do business with the department, division, institution, board, commission, authority, bureau, or other instrumentality of the governmental entity with which the public official or employee serves.

(2) No person who is a member of the board of a state retirement system, a state retirement system investment officer, or an employee of a state retirement system whose position involves substantial and material exercise of discretion in the investment of retirement system funds shall solicit or accept, and no person shall give to that board member, officer, or employee, payment



of actual travel expenses, including expenses incurred with the travel for lodging, meals, food, and beverages.

(I) A public official or employee may accept travel, meals, and lodging or expenses or reimbursement of expenses for travel, meals, and lodging in connection with conferences, seminars, and similar events related to official duties if the travel, meals, and lodging, expenses, or reimbursement is not of such a character as to manifest a substantial and improper influence upon the public official or employee with respect to that person's duties. The house of representatives and senate, in their code of ethics, and the Ohio ethics commission, under section 111.15 of the Revised Code, may adopt rules setting standards and conditions for the furnishing and acceptance of such travel, meals, and lodging, expenses, or reimbursement.

A person who acts in compliance with this division and any applicable rules adopted under it, or any applicable, similar rules adopted by the supreme court governing judicial officers and employees, does not violate division (D), (E), or (F) of this section. This division does not preclude any person from seeking an advisory opinion from the appropriate ethics commission under section 102.08 of the Revised Code.

(J) For purposes of divisions (D), (E), and (F) of this section, the membership of a public official or employee in an organization shall not be considered, in and of itself, to be of such a character as to manifest a substantial and improper influence on the public official or employee with respect to that person's duties. As used in this division, "organization" means a church or a religious, benevolent, fraternal, or professional organization that is tax exempt under subsection 501(a) and described in subsection 501(c)(3), (4), (8), (10), or (19) of the "Internal Revenue Code of 1986." This division does not apply to a public official or employee who is an employee of an organization, serves as a trustee, director, or officer of an organization, or otherwise holds a fiduciary relationship with an organization. This division does not allow a public official or employee who is a member of an organization to participate, formally or informally, in deliberations, discussions, or voting on a matter or to use the public official's or employee's official position with regard to the interests of the organization on the matter if the public official or employee has assumed a particular responsibility in the organization with respect to the matter or if the matter would affect that person's personal, pecuniary interests.

(K) It is not a violation of this section for a prosecuting attorney to appoint assistants and employees in accordance with division (B) of section 309.06 and section 2921.421 of the Revised Code, for a chief legal officer of a municipal corporation or an official designated as prosecutor in a municipal corporation to appoint assistants and employees in accordance with sections 733.621 and 2921.421 of the Revised Code, for a township law director appointed under section 504.15 of the Revised Code to appoint assistants and employees in accordance with sections 504.151 and 2921.421 of the Revised Code, or for a coroner to appoint assistants and employees in accordance with division (B) of section 313.05 of the Revised Code.

As used in this division, "chief legal officer" has the same meaning as in section 733.621 of the Revised Code.

(L) No present public official or employee with a casino gaming regulatory function shall indirectly invest, by way of an entity the public official or employee has an ownership interest or control in, or directly invest in a casino operator, management company, holding company, casino facility, or gaming-related vendor. No present public official or employee with a casino gaming regulatory function shall directly or indirectly have a financial interest in, have an ownership interest in, be the creditor or hold a debt instrument issued by, or have an interest in a contractual or service relationship with a casino operator, management company, holding company, casino facility, or gaming-related vendor. This section does not prohibit or limit permitted passive investing by the public official or employee.

As used in this division, "passive investing" means investment by the public official or employee by means of a mutual fund in which the public official or employee has no control of the



investments or investment decisions. "Casino operator," "holding company," "management company," "casino facility," and "gaming-related vendor" have the same meanings as in section 3772.01 of the Revised Code.

(M) A member of the Ohio casino control commission, the executive director of the commission, or an employee of the commission shall not:

(1) Accept anything of value, including but not limited to a gift, gratuity, emolument, or employment from a casino operator, management company, or other person subject to the jurisdiction of the commission, or from an officer, attorney, agent, or employee of a casino operator, management company, or other person subject to the jurisdiction of the commission;

(2) Solicit, suggest, request, or recommend, directly or indirectly, to a casino operator, management company, or other person subject to the jurisdiction of the commission, or to an officer, attorney, agent, or employee of a casino operator, management company, or other person subject to the jurisdiction of the commission, the appointment of a person to an office, place, position, or employment;

(3) Participate in casino gaming or any other amusement or activity at a casino facility in this state or at an affiliate gaming facility of a licensed casino operator, wherever located.

In addition to the penalty provided in section 102.99 of the Revised Code, whoever violates division (M)(1), (2), or (3) of this section forfeits the individual's office or employment.

Amended by 130th General Assembly File No. 51, HB 83, §1, eff. 3/20/2014.

Amended by 129th General Assembly File No. 129, SB 314, §1, eff. 9/28/2012.

Amended by 128th General Assembly File No. 38, HB 519, §1, eff. 9/10/2010.

Effective Date: 09-05-2001; 09-15-2004; 03-31-2005; 04-26-2005

Approval of the Reaffirmation of the Policy Relative to the Open Meetings Law

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RESOLUTION 19058

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the reaffirmation of the Policy relative to the Open Meetings Law for 2016-2017; and

WHEREAS, the Board's Legal and Government Relations 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 reaffirmation of the Policy relative to the Open Meetings Law for 2016-2017.

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

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

POLICY OF THE BOARD OF TRUSTEES  
OF THE METROHEALTH SYSTEM  
RELATIVE TO OPEN MEETINGS LAW

August 27, 2014

1. Pursuant to Section 121.22 (F) of the Ohio Revised Code, the Board of Trustees of The MetroHealth System hereby ratifies its traditional policy of conducting the business of The MetroHealth System in public meetings. Interested citizens and representatives of the news media are welcome to attend all meetings of the Board.
2. Executive sessions, not open to the public, shall be held only in accordance with, and for the purposes specified in, Ohio Revised Code, Section 121.22 (G).
3. The Board of Trustees regularly meets at 4:00 p.m. on the last Wednesday of each calendar month at MetroHealth Medical Center, 2500 MetroHealth Drive, Cleveland, Ohio, except on those occasions when this date would conflict with a holiday, or when a quorum of Trustees would not be available. A Schedule of Board Meeting dates, including Board Committee meeting dates, for each ensuing calendar year shall be adopted at each regular December meeting, and shall be provided to any citizen upon written request without charge.

Special meetings of the Board may be held from time to time and any citizen who has made a written request for notification pursuant to Section 4. below shall be so notified of such special meetings and the purposes of these meetings at least twenty-four (24) hours in advance of the meeting, except in the event of an emergency requiring immediate official action.

4. Any citizen, including news media representatives, desiring further information about the time, date, place and purpose of any meeting of The MetroHealth System Trustees may obtain such information by addressing a letter requesting to be registered for written notification of regular and special Board meetings, or regular and special Committee meetings, or both, to the Office of the Executive Assistant to the President, The MetroHealth System, 2500 MetroHealth Drive, Cleveland, Ohio 44109-1998. All Board and Committee meeting dates, including special meetings, and any changes in such dates, agendas, minutes and resolutions shall be posted on The MetroHealth System website.



Appropriate written notification will be sent following receipt by The MetroHealth System of one of the following:

- a. a check payable to The MetroHealth System in the amount of \$25.00 to cover mailing and handling costs for a one-year period, or
- b. a quantity of pre-addressed and stamped legal-size envelopes for the mailing of Board meeting notices.

For further information, the Assistant to the Board may be contacted at 778-5723.

5. Notices for meetings will include the time, date and place of the meeting. Notices for special meetings of the Board will also include the purpose for which the meeting has been called.

All persons requesting to be registered for Board meeting notification should provide a telephone number or an email address where they can be contacted in the event of a cancellation, in which case a reasonable effort will be made to provide this information.

The MetroHealth System shall assume no responsibility for notifying those registered of the expiration of the period for which they have paid fees for written notifications, or when the quantity of envelopes supplies for this purpose has been depleted.

Approval of Medical Staff Appointments/Actions  
December 2016

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RESOLUTION 19059

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on December 6, 2016.

The Actions will then be reviewed by the Medical Executive Committee via email vote on December 9, 2016.

**Resignations**

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Beverly, Rosalie, MD	Internal Medicine		12/9/2016-CC
Jacobstein, Mark, MD	Pediatrics	Pediatric Cardiology	12/31/2016-CC
Kirschman, Jeffrey, MD	PM&R		12/18/2016-R
Kondapalli, Prasadarao, MD	Medicine	Pulmonary	6/2/2016-R
Learned, James, MD	Orthopaedics		12/9/2016-RL
Myers, Stephen, MD	OB/GYN	Maternal Fetal Medicine	12/5/2016-RT
Sooriyapalan, Nishanthini, MD	Family Medicine		12/2/2016-R
Wills, Eddie, MD	Medicine		12/2/2016-R

**Additional Clinical Privileges**

<u>Name</u>	<u>New Privileges</u>	<u>Date</u>
Infield, Michael, MD	Add Deep Sedation	12/2/2016
Murad, Khalil, MD	Add Fluoroscopy Standard C-Arm privileges	11/22/2016
Totonchi, Ali, MD	Add Fluoroscopy Standard C-Arm privileges	11/22/2016

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 December 6, 2016. The appointments will then be reviewed and accepted by the Medical Executive Committee on December 9, 2016.

**Active A**

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Grossman, Dennis, MD	Medicine	Internal Medicine	1/2/2017	Bedford
Velicu, Simona, MD	Neurology		12/16/2017	MHMC

**Affiliate**

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Begole, Mary, MD	Emergency Medicine		12/7/2016	NES
Freeman, Jed, MD	Medicine	Hematology/Oncology	11/29/2016-TEMP	Weatherby
Kalnow, Andrew, MD	Emergency Medicine	Life Flight	12/7/2016	MHMC
King, Colin, MD	Emergency Medicine	Life Flight	12/7/2016	MHMC
Whitcopf, Peter, MD	Medicine	Radiation Oncology	12/7/2016	Weatherby
Zahler, Stacey, DO	Pediatrics	Pediatric Hematology	12/7/2016	CCF

**Bioscientific**

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Chamakuri, Sudarshan, Ph.D., MSc	Rad Onc		12/1/2016	Radiation Oncologists

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider,  
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016



Approval of Allied Health Appointments/Actions  
December 2016

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RESOLUTION 19060

The following actions to the MetroHealth System Allied Health Staff will be reviewed by the C&S Committee on December 6, 2016. The Actions will then be reviewed by the Medical Executive Committee via email vote on December 9, 2016.

**Resignations**

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Collins, Cheryl, CNP	Medicine	Gastroenterology	12/1/2016-RT
Griffith, Susan, CNP	Pediatrics	Neonatology	1/1/2017-RT
Heineman, Rose Ann, CNP	Pediatrics	Neonatology	11/21/2016-RT

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

The following Appointments to the MetroHealth System Allied Health Provider will be reviewed by the C&S Committee on December 6, 2016. The appointments will then be reviewed and accepted by the Medical Executive Committee on December 9, 2016.

**Advanced Practice Nurses**

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Rice, Shaneeka, CNP	Family Medicine		12/7/2016	Express Care

**Allied Health**

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Ohlson, Alexa, Aud.CCC-A	Otolaryngology	Audiology	12/7/2016	MHMC

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Moss,  
Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: December 21, 2016

## Approval of Claim Settlement

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### RESOLUTION 19061

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a 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. 15-14-0414	\$300,000.00

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: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Schneider,  
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: December 21, 2016

Approval of Claim Settlement

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RESOLUTION 19062

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a 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. 16-30-0816	\$1,000,000.00

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 operations, to be submitted for reimbursement to Select Assurance Captive LLC.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Schneider, Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: December 21, 2016



**Approval of Liability Claims  
Under \$100,000 for 2016**

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RESOLUTION 19063

Whereas, the Board of Trustees of The MetroHealth System has been advised of the settlement of liability claims against The MetroHealth System;

Whereas, the Board has reviewed these claims with the Chief Legal Officer and the settlements are at or under \$100,000;

Whereas, the Board confirms and ratifies the settlement of said claims in an amount as set forth in a confidential addendum; and

Whereas, this authorization does not admit liability in these professional and general liability claims but expressly denies the same, and the settlements are authorized only in compromise of a disputed matter.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby confirms and ratifies settlement of professional and general liability claims for 2016 in the amount set forth in the detailed listing of these claim settlements in the confidential addendum which is made a part of this Resolution, to be paid from the general operating fund.

AYES: Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Schneider,  
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: December 21, 2016

## **Attachment A**

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

**Approval of Workers' Compensation Claims  
At or Under \$100,000 for 2016**

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RESOLUTION 19064

Whereas, the Board of Trustees of The MetroHealth System has been advised of the settlement of Bureau of Workers' Compensation claims against The MetroHealth System;

Whereas, the Board has reviewed these claims with the Chief Legal Officer and the settlements are at or under \$100,000;

Whereas, the Board confirms and ratifies the settlement of said claims in an amount as set forth in a confidential addendum; and

Whereas, this authorization does not admit liability in these Bureau of Workers' Compensation claims but expressly denies the same, and the settlements are authorized only in compromise of a disputed matter.

NOW, THEREFORE, BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby confirms and ratifies settlement of the Bureau of Workers' Compensation claims for 2016 in the amount set forth in the detailed listing of these claim settlements in the confidential addendum which is made a part of this Resolution, to be paid from the Workers' Compensation Fund.

AYES:                    Mr. McDonald, Ms. Dee, Rev. Minor, Mr. Monnolly, Mr. Schneider,  
                                 Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS:                    None

ABSENT:                Mr. Moss

ABSTAINED:           None

DATE:                    December 21, 2016



## **Attachment A**

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