

**BOARD OF TRUSTEES  
The MetroHealth System**

**Date:** April 26, 2017

**Time:** 4 p.m.

**Place:** The MetroHealth System Board Room

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

**Staff:** Dr. Boutros, Ms. Allen, Dr. Boulanger, Dr. Chehade, Dr. Connors, Mr. Jones, Dr. Kasprzak, Ms. Kline, Mr. Lewis, Mr. Phillips, Ms. Platten, Mr. Richmond, Mr. Stern, Dr. Thomas

**MINUTES OF MEETING**

The meeting was called to order by Mr. McDonald at 4:00 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 and Election of Presiding Officers of The MetroHealth System 2017-2018**

The Board approved the Minutes of the Regular Meeting of March 22, 2017.  
RESOLUTION 19089.

The Board approved the election of presiding officers of The MetroHealth System.  
RESOLUTION 19090.

**2. Consent Agenda**

**A. Audit Committee – No Meeting**

**B. Community Engagement Committee – No Meeting**

**C. Diversity and Inclusion Committee – None**

**D. Facilities and Space Committee**

1. The Board unanimously approved the amendment of the agreement with 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 \$64,468,340, to be paid out of capital funds previously approved through Board Resolution 18845 approved in April 2015. RESOLUTION 19091.
2. The Board unanimously approved the amendment of the agreement with CBLH Design to provide additional architectural services for the Critical Care Vertical Expansion Project. The total fees for this work shall not exceed \$4,419,692, including reimbursables. The funding source is as per Board Resolution 18845 approved in April 2015. RESOLUTION 19092.

3. The Board unanimously approved acceptance of the donation of certain real estate and house located at 3111 Broadview Road, Cleveland, Ohio 44109 along with furniture, fixtures and equipment, and naming the future MetroHouse "Zubizarreta House". RESOLUTION 19093.
4. The Board unanimously approved a lease for a community-based outpatient care location as more fully described in Attachment A. RESOLUTION 19094.

**E. Finance Committee**

1. The Board unanimously approved changes to the Hospital and Professional Charge Description Master (CDM) file, for the items shown in Attachment A. RESOLUTION 19095.

**F. Legal and Government Relations Committee – No Meeting**

**G. Patient Experience Committee – No Meeting**

**H. Executive Committee – None**

**I. Quality and Safety Committee**

1. The Board unanimously approved observance of National Nurses Week, May 8, 2017, through May 12, 2017, for the purpose of supporting the goals and ideals of National Nurses Week, acknowledging the importance of nurses and their significant contribution to the System and the patients for whom they care, and engaging in appropriate recognition, ceremonies, activities, and programs. RESOLUTION 19096.

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

Dr. Boutros indicated that while his report was in the Board Book, he wanted to highlight a couple matters. The rating assessment of BBB-/Baa3 was assigned to The MetroHealth System by Standard & Poor's, Fitch and Moody's with respect to the \$915 million Series 2017 Bond financing. He stated that despite the uncertainty in health care, it was gratifying to see that despite the significant leverage, the rating agencies and the investment community demonstrated significant confidence in us to believe in the program, the strategy, and the team to support assigning us the investment grade rating, relying on the Feasibility Study which was complimentary and supportive of MetroHealth's efforts. Dr. Boutros expressed thanks to Ms. Jane Platten who worked with County Council and the County Executive in obtaining necessary documents needed to prepare the Preliminary Offering Statement for print on April 27, 2017.

Dr. Boutros then reviewed a graph which he distributed to the Board comparing how MetroHealth looks compared to other hospitals, indicating an assumed breakdown of 323 million people in the United States and why some people are still uninsured when the Affordable Care Act is in effect. The government programs such as Medicaid/CHIP and Medicare account for approximately 33% of the population and other programs such as the Exchanges through taxable credits brings the number up to 40%. MetroHealth compared to the 33% are approximately 75% of the services we deliver to Medicaid and Medicare patients, indicating that MetroHealth disproportionately has a higher percentage of government payors than the balance of the country. Yet 29 million people or 9% of the population continues to be uninsured. Further discussing the question of why these people remain uninsured, there are 6.5 million people or 2% of the population that are eligible for a subsidy but have not taken advantage of it while indicating approximately 7 million

people or 2% of the population are not eligible to be insured. He further indicated there are 2% of adults who are Medicaid eligible that either have not applied or refuse to apply, 1% of children who are eligible for Medicaid/CHIP and whose parents do not apply, and approximately another 3 million people or 1% that have a gap in their Medicaid coverage due to moving to different locations or have a change of event and approximately another 5 million people or 2% that are undocumented immigrants. So despite all that has been done there is 9% of the population that still remains uninsured and MetroHealth provides care to this share of the population.

**4. Nursing/Magnet Report – Melissa Kline, Chief Nursing Officer**

Ms. Kline began her report by indicating that nurses gave presentations at the International Stroke Conference in February, the American Nurses Association Conference in March, and Dr. Molly McNett, MetroHealth's Director of Nursing Research, completed three presentations at the American Association of Neuroscience Nurses Annual Conference in March. She also stated that Nurses Week is May 8 through May 12 and would be honored if Board members were able to join the nurses at any of the events, the highlights of the week being the second cookie bake off on Tuesday, May 9, from 1-3 p.m. and the Awards Ceremony on Wednesday, May 10, from 3-5 p.m. in the Rammelkamp Atrium.

**5. Medical Staff**

**A. Report of Medical Staff President – Dr. Timothy Kasprzak**

Dr. Kasprzak began his report with a couple announcements concerning Medical Staff honors. Dr. Abdulla Ghori was named winner of the Leonard Tow Humanism in Medicine Award by Case Western Reserve University. MetroHealth's Past Medical Staff President, Dr. Sherrie Dixon-Williams, was named a Board member of the Cuyahoga County Board of Health, and Morgan Wiggins, a Certified Nurse Practitioner, won The Barbara Donaho Distinguished Leadership in Learning Award from Kent State University. Dr. Kasprzak indicated that the Advanced Practice Provider Council Spring Conference provided two awards for excellence to Sharon Mack and Daniel Nichols. Lastly, he indicated that a town hall style meeting was held on April 25, 2017, with the Medical Staff, noting it was very well attended, good interactive discussion, and some slight modifications being made to the draft Medical Staff Bylaws. Dr. Kasprzak stated that the timeline indicates that voting on the final Medical Staff Bylaws will be from May 8 to June and bringing it for approval to the Board of Trustees at the June 28 meeting.

**B. Approval of Medical Staff/Advanced Practice Nurses/Allied Health Providers Appointments/Actions/Reappointments – April 2017**

1. The Board unanimously approved the Medical Staff Appointments/Actions for April 2017. RESOLUTION 19097.
2. The Board unanimously approved the Allied Health Appointments/Actions for April 2017. RESOLUTION 19098.

**C. Medical Staff Committee Minutes – March 10, 2017**

**D. Report of Case Western Reserve School of Medicine – Dr. Patricia Thomas**

In Dr. Thomas' absence, Dr. Boutros asked Dr. Boulanger to comment on the Accreditation Council for Graduate Medical Education's (ACGME) letter received on April 24, 2017. Dr. Boulanger explained that ACGME is the accrediting body for MetroHealth's residency training programs and indicated the April 24 letter stated that MetroHealth is reaccredited and read the following statement from the letter: The

Review Committee commended the institution for its demonstrated substantial compliance with the ACGME's institutional requirements without any citations. Chair McDonald followed with congratulations, and Dr. Boutros indicated that we have 361 fellows, approximately one third of all the teaching is completed by MetroHealth physicians, 40% of all the nurses in Northeast Ohio are trained at MetroHealth, and that Dr. Ghori is MetroHealth's designated institutional officer who's in charge of making sure MetroHealth follows all of the requirements of ACGME.

- 6. Audit Committee – No Meeting**
- 7. Community Engagement Committee – No Meeting**
- 8. Diversity and Inclusion Committee**

**A. Report of Committee Chairperson**

Ms. Whiting began her report stating the Diversity and Inclusion Committee was updated on the underrepresented minority physician recruitment initiative. She indicated that the committee for this physician recruiting initiative has been formed and finalized with the Talent Management Office, the Professional Affairs Office, the Medical Affairs Office, and the Physician Recruitment Office, noting that internal and external strategies are being completed. Current internal strategies discussed consist of identification of residents with promise, inclusion of a mentoring program and a yearly recruitment fair, and tracking residents through the years and providing incentives. External strategies discussed include external outreach to seek out residents with promise, introducing residents to the Greater Cleveland community, and ensuring an inclusive work environment. Ms. Whiting advised the Board that the Committee has started to recruit and have identified and contacted three medical schools in Puerto Rico that have certifications required by MetroHealth, noting that a physician has been recruited from San Juan City Hospital who attended medical school at the University of Puerto Rico School of Medicine. She indicated the Construction Management Department provided an update on construction and learned the first quarter the diversity participation commitment was met and 31% of the entities were diverse. Current data reports are all inclusive and future data will be divided amongst providing information on FEE, race minorities, local companies, and regional companies so the capability of tracking categories separately will provide reports on improvement and will conform to the Targets the Board adopted last month. Lastly, Talent Acquisition has seen challenges in recruiting physicians and minorities in leadership and continue to work diligently on those issues.

**B. Non-Consent Agenda**

- 1. Action Items – None
- 2. Information Items
  - a. Office of Inclusion and Diversity
    - Minority Physician Recruitment Update
    - Inclusion & Diversity Integration into Operations
    - Health Equity Update
  - b. Community Business Enterprise
  - c. Supplier Diversity
  - d. Talent Acquisition

## **9. Facilities and Space Committee**

### **A. Report of Committee Chairperson**

Mr. Monnolly began his report with a performance report from the facility management leadership stating that in 2016 MetroHealth averaged approximately 7,200 work orders a month and 2,700 service orders a month compared to the first quarter of 2017 where MetroHealth is averaging 8,700 work and service orders. It is estimated at year's end 2017 MetroHealth will have completed 108,000 work and service orders, comparing that to 2011 where 30,000 work and service orders were completed. Mr. Monnolly stated this dramatic increase in work and service orders is due to the age of our buildings, and the numbers are somewhat skewed because the ambulatory network has been expanded, the building of new facilities, and the acquiring and maintenance of the HealthSpan buildings. More details into the report shows 55 water leaks this year that were contained, 60 utility interruptions which did not hinder operations, and to date ten surveys completed which is unusual for the number of surveys completed for the hospital.

Mr. Monnolly reported the next topic for discussion was the master architect and engineer of record, noting that out of the Request for Qualification (RFQ) sent out MetroHealth had 15 respondents that have been narrowed down to four who will be interviewed by this Committee and members of staff at the end of the month. Also discussed was the RFQ for the new parking garage for which MetroHealth had five respondents and have narrowed that down to three respondents and we should be able to vote on and award a contract at the June meeting. Mr. Monnolly indicated the new parking garage contract will be a construction manager at risk meaning MetroHealth is seeking a firm price and the construction manager will take all the risk. Lastly, the Committee discussed a contract for Bostwick Design Group on a unified Hybrid OR and OR renovation projects that were awarded and then went into Executive Session to discuss real estate and trade secrets.

### **B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Facilities Management Update
  - b. Campus Transformation Update
  - c. The award of architectural and engineering services to Bostwick Design Group for the unified Hybrid OR and OR Renovation projects. Separately funded projects consolidated into one project under one AE Agreement.

## **10. Finance Committee**

### **A. Report of Committee Chairperson**

Dr. Silvers began his report by stating that most of the meeting time at Finance was spent reviewing the financial results and operating statistics and celebrating with staff over completing the bond ratings and commencing the bond offering. He indicated the Committee informed the staff how pleased Members and attendees were with the performance during the process and the fact that financial results are good, surpassing the Target and also had surpassed last year by a large amount.

Mr. Richmond focused on two additional points: Operating Cash Flow (also known as EBITDA, Earnings Before Interest, Tax, Depreciation and Amortization) and Adjusted Operating Income. Operating Cash Flow for the first quarter was \$16.5 million, an improvement of \$12.6 million for the same period last year, indicating \$3.8 million for

last year showing cash flow generated from operations was significant in the first quarter compared to the first quarter last year. Adjusted Operating Income for the quarter was \$3.4 million, which was above Target and also above significantly as it relates to the first quarter of last year which had resulted in an \$8.5 million loss. There was an improvement of approximately \$12 million when comparing this quarter over last quarter. He indicated performance quarter over quarter was a combination of outpatient visits, payor mix, inpatient acuity, enhanced commercial reimbursement, renegotiation of certain of the management care contracts, and recognition of certain State DSH payments in the first quarter 2017.

Dr. Boutros added that trauma and trauma activations were 30% lower in 2016 than 2015 due to University Hospitals opening up a Level I trauma center. He stated in January of 2016 and January of 2017 that the numbers of activations for the first quarter were the same, being 947 activations. He indicated that it was most interesting in our Level I Trauma Center that the highest acuity activation grew by 21% and the lowest level decreased slightly, overall reporting we had approximately 1,000 activations and an increase of 21% in the highest level trauma.

Chairman McDonald also reported to the Board that Dr. Silvers has been serving as Chairman of both the Audit Committee and the Finance Committee and that Mr. Schneider has agreed to take over Chairmanship of the Audit Committee for this year. Chairman McDonald thanked Dr. Silvers for his double duty of handling both of these Committees.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. First Quarter 2017 Financial Results
  - b. First Quarter 2017 Operating Performance Statistics and Ratios

**11. Legal and Government Relations Committee – No Meeting**

**12. Patient Experience Committee – No Meeting**

**13. Executive Committee – No Report**

**14. Quality and Safety Committee**

**A. Report of Committee Chairperson**

Mr. Moss reported that the Quality and Safety Committee began with an update by Matt Kaufmann on the 2017 Quality and Safety Goals that were set by the Committee at the beginning of 2017. The Committee is off to a good start on 30-Day Readmission, Employee Safety: Contaminated Needle Sticks, and the PSI 90 Patient Safety Indicator which is a composite of 11 items. He reported that the numbers are just being received but off to slow start are Surgical Site Infections and the Accountable Care Organization (ACO), which is the Medicare Shared Savings Program; the Hospital Acquired Infections are a little off. Dr. Connors presented a quality review over the last six years, noting that MetroHealth's medication errors are down almost 50%, Hospital Acquired Infections are down 50%, and these trends were among many of the indicators. Matt Kaufmann presented to the Committee an accreditation review and discussed matters concerning surveys and various lab centers, an example being the license and new surgical unit opening at Brecksville and noting at this time there are some minor issues but no major issues to report. Dr. Dunlap, Director of Heart Failure Clinic, looks to focus on having the right drugs, reviewing the mortality rate, and determining length of stays due to the

growing national disease. Mr. Moss stated the Heart Failure Clinic desires to tackle these matters holistically by following the American Heart Association Get With The Guidelines® Heart Failure Program and following up with patients for in-home care and getting the primary doctors to work with the cardiologists. He noted that MetroHealth for the fourth year in a row has been only one of three hospitals to achieve the Gold+ as it relates to both heart failure and stroke by the American Heart Association. Dr. Chehade and Amy Delp reviewed the Population Health Update addressing improving patient outcomes, reduce costs, and changing the way we think about health care, noting that MetroHealth is reviewing the high risk patients. Lastly, Dr. Jennifer Hanrahan reviewed Catheter Urinary Tract Infections (CAUTI) and spoke passionately concerning changing the culture and bringing down the use of catheters which will reduce the number of infections.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. 2017 Quality & Safety Goal Progress
  - b. 2016 Quality Review
  - c. 1<sup>st</sup> Quarter Accreditation Review
  - d. Heart Failure Program
  - e. CAUTI Prevention Strategy
  - f. Population Health Update

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

Ms. Allen began her report on an update on MetroHealth’s campaign to fight heroin addiction in Cuyahoga County. Dr. Papp’s clinical approach on how to reduce heroin deaths has had an impact on the nation, and the program was launched on April 5 at a press conference held at the County Coroner’s office attended by Mayor Jackson, the County Executive, the County Coroner, and Dr. Boutros. This essentially is a public relations and marketing unbranded campaign available to anyone who is interested in trying to stop heroin addiction before it starts. Ms. Allen indicated that a joint partnership between communications of both MetroHealth and the County Executive’s team raised over a half million dollars of free media and noted last year there were 600 heroin deaths in Cuyahoga County and this year on track for approximately 900 heroin deaths. Rita Andolsen, MetroHealth’s representative from the County Executive’s office, and the Ohio Department of Health has been following up on the interest shown, with presentations being made to the Northeast Ohio Mayors and Managers and the Ohio Association of Newspaper and Broadcasters. Ms. Allen indicated that April 23 was heroin Sunday, with approximately 500 congregations in Northeast Ohio discussing heroin, particularly Father Bob at Saint Ambrose in Brunswick who completed six masses over the weekend, distributed literature, and told the story of a funeral service he did for a 32-year old member of his congregation who died of a heroin overdose. Ms. Dee added that Ohio is number one in terms of deaths nationally from last year and a big initiative is being made by treatment and prevention providers under the Behavioral Health Board, the Alcohol, Drug Addiction & Mental Health Services Board of Cuyahoga County.

Ms. Allen then reported the Ohio House released its budget on April 25, 2017, and an effort to reduce the expansion population for Medicaid is being made, noting an attempt at certain requirements having to be met by Medicaid expansion recipients. She indicated that our fellow hospitals and certain lobbyists in Columbus are working alongside MetroHealth to preserve the Medicaid expansion period and maintain the kind of funding that an essential hospital such as MetroHealth needs to care for our patients.

Dr. Boutros then gave the Board of Trustees up-to-date information that the Freedom Caucus has signed onto the new replacement repeal bill being heard in Congress and the MetroHealth team is working to analyze the impact of those proposed changes.

**16. Foundation and System Philanthropy Report – Kate Brown, Chief Development Officer and President, The MetroHealth Foundation**

Ms. Brown was absent from the meeting and, therefore, no report was given.

**17. Other Board Items – None**

**18. Executive Session**

A motion was unanimously passed by roll call vote to go into Executive Session to discuss matters involving real estate matters and trade secrets.

Following the Executive Session, the meeting reconvened in open session at approximately 5:35 p.m.

The meeting adjourned at approximately 5:35 p.m.

**NEXT MEETING: June 28, 2017 (WEDNESDAY) – 4 p.m.**

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

Akram Boutros, M.D., FACHE  
President and Chief Executive Officer