

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – JUNE 28, 2017**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
Minutes Approval of Regular Meeting, April 26, 2017	19099
CONSENT AGENDA	
Community Engagement Committee Approval of the Modification of the Community Engagement Committee Charter	19100
Facilities and Space Committee Approval of the Engagement of Hammel, Green and Abrahamson, Inc. as the Master Architect for Campus Transformation	19101
Approval of the Engagement of Turner Construction Company as the System's Construction Manager at Risk for Inpatient Suite Relocations	19102
Finance Committee Approval to Amend the Name of the Louis Rakita, MD and Maurice Moss, MD Professorship in Cardiology	19103
Approval to Consolidate the Provision of Services Within Locations in Cuyahoga County	19104
Legal and Government Relations Committee Approval of Amended Medical Staff Bylaws and Rules & Regulations	19105
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Approval of Board Meeting Minutes, April 26, 2017

RESOLUTION 19099

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of April 26, 2017, 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 Minutes of the Meeting of April 26, 2017, as presented.

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

Approval of the Modification of the Community Engagement Committee Charter

RESOLUTION 19100

WHEREAS, the Community Engagement Committee has been presented a recommendation for the modification of the Charter for the Community Engagement Committee of the Board; and

WHEREAS, the Community Engagement Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Community Engagement Committee of The MetroHealth System hereby approves the modification to the Charter of the Community Engagement Committee of the Board as provided in the Charter attached hereto.

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

THE METROHEALTH SYSTEM COMMUNITY ENGAGEMENT COMMITTEE CHARTER

The MetroHealth System Board of Trustees requires the assistance of standing committees to effectively and efficiently meet its obligations of governance, fulfill its responsibilities and perform its role. Standing committees are charged with performing governance “staff work” that leverages the Board’s time and effort. This Charter governs the operations of the Community Engagement Committee.

Purpose:

To assure that all of MetroHealth’s community engagement activities are aligned with its mission and address the health needs of its community members.

Authority:

The Committee shall be given the resources and assistance necessary to discharge its responsibilities, including appropriate funding, and staffing as determined by the Chairperson of the Board of Trustees, unrestricted access to MetroHealth’s personnel and documents. The Committee shall also have the authority to engage outside advisers as it deems necessary or appropriate. The Committee shall have authority to retain and terminate any consultant or firm retained to advise the Committee on matters with its sphere or responsibility, including authority to approve the firm’s fees and other retention terms, subject to the final approval of the Chairperson of the Board of Trustees.

Through the support and governance of this Committee, the President and Chief Executive Officer will be expected to adopt and incorporate these standards in performing his/her duties and similarly will set forth the expectation that all leaders in the System be held accountable for establishing and fostering this climate throughout all aspects of the System’s operation.

Core Functions:

- Assure that MetroHealth’s programs are designed to reflect MetroHealth’s commitment to its mission to improve the health and well being of the people and the communities it serves.
- Assure that MetroHealth’s activities include community-based programs designed to improve access to health care, engage in prevention, address social determinants of health, and which are a major force in the revitalization of the neighborhoods surrounding its W 25th Street main campus.
- Assure that MetroHealth effectively assesses community needs and manages, tracks and evaluates its community-based programs, including philanthropy.
- Assure that MetroHealth joins with other entities – both public and private – to improve the health and economic vitality of the neighborhoods we serve, and the citizens of Cuyahoga County, the overall quality of life of residents and the vitality of the county.

- Identify community members who represent a wide variety of constituencies across the County to serve on the Committee as provided in this Charter. As with the other Committee members, they will actively participate in the planning and success of its efforts, and act as ambassadors to the community at large.

Meetings:

The Committee shall meet at least four times a year and call special meetings as required. Meetings may be called by the Chair of the Committee or the Chairman of the Board. Meetings may be held at any time, any place and in any manner permitted by applicable law and MetroHealth's Bylaws.

Expected duration: 1.5 hours

Composition:

Three Trustees (one of whom will serve as Committee Chair); the Board Chair may, at any time, remove any Committee Member and may fill any vacancy in the Committee. The Committee may also invite non-Board of Trustee members to serve the Committee as permitted by applicable law and MetroHealth's Bylaws.

Approval of the Engagement of HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation

RESOLUTION 19101

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of HGA Architects and Engineers, LLC (HGA) as the System's master architect for Campus Transformation; and

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

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the engagement of HGA as the System's master architect for Campus Transformation, for fees not exceed \$28,500,000, to be paid out of capital funds previously approved through Board Resolution #19088.

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

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

Approval of the Engagement of Turner Construction Company as the System's Construction Manager at Risk for Inpatient Suite Relocations

RESOLUTION 19102

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Turner Construction Company as the System's construction manager at risk for inpatient suite relocations; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the engagement of Turner Construction Company as the System's construction manager at risk for construction services under a Guaranteed Maximum Price Agreement for the Inpatient Suite Relocations at MetroHealth's 10 Severance Circle location in Cleveland Heights and 12301 Snow Road location in Parma together the ("Project") with aggregate costs not to exceed \$14,121,569, to be paid out of capital funds previously approved through Board Resolution #19072.

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

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

Approval to Amend the Name of the Louis Rakita, MD and Maurice Moss, MD
Professorship in Cardiology

RESOLUTION 19103

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the name of The Louis Rakita, MD and Maurice Moss, MD Professorship in Cardiology; 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 name change to The Louis Rakita, MD, David S. Rosenbaum, MD and Maurice Moss, MD Professorship in Cardiology for the purpose of supporting medical education, scientific or clinical research and the recruitment of key personnel in The MetroHealth System's Heart and Vascular Department.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

Approval to Consolidate the Provision of Services Within Locations in Cuyahoga County

RESOLUTION 19104

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the consolidation of the provision of services within Cuyahoga County; 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 consolidation of services, 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: Ms. Dee, Mr. McDonald, Rev. Minor, Mr. Monnolly, Mr. Moss,
Dr. Silvers, Mr. Spain, Ms. Whiting

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

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 Amended Medical Staff Bylaws and Rules & Regulations

RESOLUTION 19105

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve amended Bylaws and Rules & Regulations for the Medical Staff of The MetroHealth System; and

WHEREAS, the Legal and Government Relations 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 attached Medical Staff Bylaws and Medical Staff Rules & Regulations.

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

2017 Review of and Revisions to Medical Staff Bylaws

I. Process for Revising Medical Staff Bylaws

The MetroHealth System Medical Staff Bylaws have not been subject to a comprehensive review or rewrite for over 20 years. In that time, they have been revised around the edges, but the time had come for the Bylaws to be given a fresh look – both for regulatory purposes as well as functionality.

The Medical Staff convened a working group of the Medical Staff, including:

- James Misak, MD* – Chair, Medical Staff Bylaws Committee
- Timothy Kasprzak, MD* – Medical Staff President
- Sandra Werner, MD – Medical Staff President-Elect
- Sherrie Williams, MD – Medical Staff Immediate Past President
- Thomas Collins, MD* – Director, Office of Professional Affairs
- Patricia Gallagher* – Director, Professional Affairs
- Alfred Connors, MD – Senior VP & Chief Quality Officer
- Bernard Boulanger, MD – Executive VP & Chief Clinical Officer
- Elisa Bala, MD – Chair, Ophthalmology
- Christopher Brandt, MD – Chair, Surgery; Interim Chair, Oral Health & Dentistry
- Julia Bruner, MD* – Family Medicine
- Sandra Esber, CRNP – Director, Advanced Practice
- Benjamin Li, MD* – Director, Cancer Care Service Line
- Thomas Lukens, MD – Emergency Medicine
- Holly Perzy, MD* – Med/Peds
- Nora Singer, MD – Director, Rheumatology
- John Wilber, MD* – Chair, Orthopedics

**Members of the Medical Staff Bylaws Committee*

II. Summary of Proposed Changes

In addition to changes in organization and format, the proposed new Bylaws contain several substantive changes. These changes reflect the recognized need to better tailor our Medical Staff Bylaws to the actual roles and responsibilities of the medical staff as a body – to credential, privilege, and oversee the quality of clinical practice. Key changes include:

Requirements for Privileges vs. Membership

- While all competent practitioners may be granted privileges and appointed to the medical staff, only a subset of privileged practitioners are eligible to be members with voting rights.
 - The granting of clinical privileges is clearly delineated as a separate activity from medical staff membership.
 - The delineation is based on employment by MetroHealth. Contracted providers are not eligible for medical staff membership.

2017 Review of and Revisions to Medical Staff Bylaws

- The categories of medical staff membership have been reduced to three: Active; Associate; and Bioscientific.
 - Active staff is limited to clinicians who are licensed to practice independently and who have faculty status at CWRU. Only physician or dentist members of the Active staff can serve as medical staff officers.
 - Associate staff is limited to clinicians who do not have faculty status at CWRU or are not licensed to practice independently.
 - Bioscientific staff is limited to bioscientists who have faculty status at CWRU.
- A new category of Emeritus Recognition has been created in lieu of formal membership.
- **An expedited privileging process has been proposed to allow, in extraordinary circumstances, a subset of the Board to review and approve applications that raise no flags.**

APPs as Medical Staff

- As noted above, APPs are proposed to be eligible for medical staff membership. The primary goals of this change are: to recognize the role APPs play in providing health care to our patients; and to more clearly delineate the role the medical staff has over all privileged practitioners (including APPs) in granting clinical privileges, overseeing quality and safety, and assessing practitioner performance.

Increased MEC Representation

- In addition to the three existing medical staff officer roles (President, President-Elect, and Immediate Past President), two new representative positions would be created for the MEC. The first is the MEC At-Large Member, who would be a member of the active category and elected by a vote of the medical staff. The second is an APP representative, who would be selected by the President.

Increased Facilitation for Communication

- **A procedure for a “joint conference committee” would be established, if needed, to resolve a conflict between the MEC and the Board.**
- The threshold for a petition to nominate officers, call a special meeting, call for an amendment to the bylaws, or to remove officers would be reduced to 10% of medical staff members.

Medical Staff Organization

- Geriatrics and Medicine/Pediatrics would be recognized as MetroHealth clinical Departments.

2017 Review of and Revisions to Medical Staff Bylaws

- Official medical staff committees are clarified and requirements for certain medical staff committees (e.g., meeting frequency and attendance at meetings) would be changed or otherwise specified.

III. Proposed Timeline for Review and Approval of Revised Bylaws

- ✓ March 22: Update provided to Board Legal Committee
- ✓ April 15: Presentation of draft to MEC
- ✓ April 25: Presentation to Medical Staff
- ✓ May 9 – June 9: Voting by Medical Staff
- ✓ June 28: Presentation to Board Legal Committee for review/approval
- ✓ June 28: Presentation to Full Board for review/approval

Approval of Amended Bylaws for the Board of Trustees

RESOLUTION 19106

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve amended Bylaws for its operations and functions; and

WHEREAS, the Legal and Government Relations 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 attached Bylaws for the Board of Trustees.

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

| Amendments and Revisions through ~~September~~ June, 2017⁺

**THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS
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THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

PREAMBLE: SOURCE AND AUTHORITY

The MetroHealth System is governed by the provisions of the Ohio Revised Code. Without limiting the foregoing, these Bylaws, duly adopted by the Board of Trustees (the "Board"), consist of certain applicable parts of said Ohio Revised Code and certain other provisions deemed necessary for the proper governance of this institution.

ARTICLE I: NAME

The name of this institution shall be The MetroHealth System. The MetroHealth System is the central governing authority for a consolidated system of health care facilities. The term "institution" when used hereinafter may refer to the entire system or an individual component thereof as the context indicates.

ARTICLE II: ROLE AND PURPOSE

Section 1. Role and Purpose.

The role and purpose of the institution shall be:

- a. To establish and maintain permanent facilities and services to provide a continuum of health care services including, but not limited to, community health and prevention services, ambulatory and emergency services, comprehensive primary care, acute care, tertiary care, rehabilitation services and skilled nursing care.
- b. To carry on educational activities in medicine and the allied health professions.
- c. To promote and carry on biomedical and health services research.
- d. To promote and carry on activities to improve the health status of the community, including, but not limited to, preventive medicine, wellness, outreach, education and health programs.

Section 2. Mission Statement.

In order to provide a concise statement of the purposes and objectives of the institution for internal and external dissemination, the Board of Trustees shall develop and, from time to time, review and revise as necessary, a Mission Statement which shall be considered an addendum to these Bylaws.

ARTICLE III: RESPONSIBILITY

In accordance with the Ohio Revised Code, the Board shall have responsibility for the entire management and control of the institution, and shall establish such rules for its governance and the delivery of health care services as are necessary and expedient. Nothing in these Bylaws shall be construed to limit the statutory authority of the Board in the conduct of the affairs of the institution. The Board shall retain the right to rescind any assignment, referral, or delegation of authority.

Members of the Board shall understand and fulfill their responsibilities. New members of the Board shall participate in an orientation program. Administrative leadership will offer continuing education programs to and share ongoing information with Board members to assist them in understanding and fulfilling their responsibilities.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. Appointments.

The Cuyahoga County Executive, with the approval of the County Council, together with the probate judge of Cuyahoga County senior in point of service and the judge of the Court of Common Pleas of Cuyahoga County senior in point of service shall appoint the members of the Board pursuant to the provisions of Ohio Revised Code Section 339.02.

Section 2. Term of Office.

The number of members of the Board shall be ten (10) in accordance with Ohio Revised Code Section 339.02 and each Trustee shall serve a term of office of six (6) years or such shorter term as may be required by the provisions of Ohio Revised Code Section 339.02.

Section 3. Conflict of Interest and Qualification.

A policy of the Board relative to conflict of interest, consistent with the Ohio Revised Code, shall be adopted by the Board.

Pursuant to Ohio Revised Code Section 339.02, the Board shall be bipartisan and no more than two members of the Board shall be electors of the area served by the institution that is outside Cuyahoga County. Each member of the Board shall be qualified to vote on any issue that may properly come before any meeting of the Board and to hold any office of the Board to which such Board member may be elected or appointed, subject to the conflict of interest policy of the Board and the provisions of the Ohio Revised Code.

Section 4. Vacancies, Removal.

All vacancies which occur on the Board by reason of expiration of term, death, resignation or removal from office shall be filled by the appointment of a new member to fill the unexpired term, in accordance with the Ohio Revised Code. Any Trustee may be removed from office in accordance with the provisions of the Ohio Revised Code.

Section 5. Principal Office.

The principal office of the Board shall be located at MetroHealth Medical Center, 2500 MetroHealth Drive, Cleveland, Ohio 44109-1998 unless the Board designates another location.

ARTICLE V: REGULAR AND SPECIAL MEETINGS

Section I. Regular Meetings and Open Meetings Policy.

The Board shall hold regular monthly meetings at its principal office, or other convenient location as designated by the Chairperson of the Board, on the last Wednesday of the month; or in those cases when a quorum will not be available, on another day in that month mutually agreeable to a majority of Board members. A Schedule of Board Meetings for the coming year shall be adopted by the Board at its November meeting of the preceding year, and such schedule shall be made available to the general public upon request, in accordance with the Ohio Revised Code.

A policy of the Board relative to the open meetings law, consistent with the requirements of the Ohio Revised Code, shall be adopted by the Board.

Section 2. Quorum.

The number of members of the Board which constitutes a quorum for regular and special meetings of the Board shall be the number required by Section 339.02 of the Ohio Revised Code.

Section 3. Agendas and Procedures for Meetings.

Agendas for regular meetings of the Board shall be prepared by the President and Chief Executive Officer of the institution in consultation with the Chairperson of the Board. In addition to such items of current business as may be presented by the Chairperson for consideration at Board meetings, the following matters shall be considered by the Trustees at each regular meeting of the Board:

- a. Approval of minutes of previous meeting.
- b. Approval of expenditures for capital improvement above certain limits as may be established by the Board of Trustees from time to time and such operating expense approvals as may be required by the Board from time to time.
- c. Approval of privileges for clinical practitioners and appointments of privileged practitioners ~~physicians to the active, adjunct, affiliate, bioscientific, honorary and emeritus~~ as members of the medical staff of the institution and review of Medical Executive Committee minutes.
- d. Such other matters as may be properly brought before the Board.

Any member of the Board may cause an item to be included on the agenda of the next meeting of the Board by submitting it to the Chairperson of the Board, at least ten days before the Board meeting.

Section 4. Special Meetings.

Special meetings of the Board shall be held upon the call of the Chairperson of the Board or upon the request, in writing, of any three members of the Board. Pursuant to such notice, the Chairperson shall call a special meeting of the Board within ten days of the receipt of such request.

Written notice of a special meeting shall be transmitted to each member of the Board at least forty-eight (48) hours before the date of such special meeting. This notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 5. Annual Meeting/Election of Officers.

The regular April meeting of the Board shall be the Annual Meeting of the Board. At the meeting, Officers of the Board shall be elected and assume office. The policies of the Board relative to conflict of interest and the open meetings law and any other related policies as the Board may establish shall be reaffirmed at the Annual Meeting.

Section 6. Special Meeting to Evaluate Mission and Board's Performance.

The Board shall hold a special meeting not less than once biennially to review the institution's mission and to evaluate the Board's role and performance related to achieving that mission unless the Board has otherwise accomplished such review and evaluation through regular meetings and/or Board retreats.

ARTICLE VI: OFFICERS OF THE BOARD

Section 1. Officers and Term of Office.

The Officers of the Board shall be a Chairperson, a Vice Chairperson, and a Secretary. All Officers shall be elected annually by the Board from among its own membership and shall hold office for a period of one year and until their respective successors shall have been duly elected and qualified.

Section 2. Responsibility of Chairperson.

The Chairperson shall preside at all meetings of the Board, whether regular or special, and shall be, ex-officio, a member of all committees of the Board. The Chairperson also shall have responsibility for the other duties of the office, as hereinafter described.

Section 3. Responsibility of Vice Chairperson.

The Vice Chairperson shall act as Chairperson in the absence of the Chairperson and, when so acting, shall have the power and authority of the Chairperson.

Section 4. Responsibility of Secretary.

The Secretary shall have the responsibility for assuring that records of all Board meetings and actions, including minutes, journals and other legally required documents, are adequately kept and properly reported.

Section 5. Signature Authority

Any Officer of the Board is authorized to sign any document requiring the signature of an Officer of the Board.

ARTICLE VII: COMMITTEES OF THE BOARD

Section 1. Committee Structure.

Committees of the Board shall be either standing or special. Standing committees shall include Executive Committee, Personnel Committee, Facilities and Space Committee, Finance Committee, Audit Committee, Quality and Safety Committee, Legal and Government Relations Committee, and such other standing committees as the Board may authorize. Standing Committees may meet jointly.

Special committees shall be appointed by the Chairperson of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall stand discharged upon completion of said task. The Appellate Review Committee shall be a special committee.

Section 2. Committee Membership and Assignments.

Each standing committee shall have at least two members of the Board on its membership. Committee assignments shall be made at the Annual Meeting by the Chairperson of the Board, who shall also designate the Board member to serve as Chairperson of the committee. The Chairperson of the Board shall designate any additional assignments to the standing committees. Appropriate administrative and medical representatives to the committees shall be recommended by the President and Chief Executive Officer. These representatives shall offer information and advice as requested, but shall not have a vote.

Section 3. Committee Quorum.

At any duly called committee meeting, any two Trustees, whether or not designated committee members, shall constitute a quorum. Each committee meeting shall have an agenda and minutes of the meeting shall be kept on file. The committee Chairperson, or other Trustee member in the absence of the Chairperson, shall report actions, recommendations and information of the committee to the Board at the regular meeting of the Board immediately following such committee meeting.

Section 4. Committee Charters

Each standing committee of the Board shall develop and review annually a committee charter to be approved by the Legal and Government Relations Committee and the Board of Trustees.

STANDING COMMITTEES

Section 5. Executive Committee.

The Executive Committee shall consist of the Officers of the Board: Chairperson, Vice-Chairperson and Secretary and may also include no more than two additional Trustees as determined by the Officers. The Committee shall meet monthly, appoint a President/CEO search committee, recommend removal of a Trustee if necessary, and take action, subject to Board ratification, on behalf of the Board in an emergency situation when the Board cannot be convened. The Committee shall consider any other items it deems appropriate.

Section 6. Personnel Committee

The Personnel Committee shall be responsible for establishing and reviewing the compensation program for the System. The compensation program shall be reviewed annually. The Committee shall be responsible for review and approval of the organization structure of the System; evaluation of leadership and approval of succession plans; and oversight of the development and implementation of policies and programs to promote diversity in the workplace. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 7. Facilities and Space Committee

The Facilities and Space Committee will be charged with reviewing new construction, remodeling and major maintenance projects and other programs designed to maintain or improve the capital facilities, consistent with the strategic direction of the Board. The Committee shall review and approve a master plan for the System. The Committee shall review and approve the space allocation in the System. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 8. Finance Committee.

The Finance Committee shall be charged with reviewing the annual operating and capital budgets and monthly financial statements of operating funds as presented by the President and CEO. The Committee shall have responsibility for review of wage and salary plans and

adjustments recommended by the President and CEO. The Committee shall be involved in actions to provide necessary funds with which to meet the budget and to secure proper sums from governmental agencies for the care of the indigent. The Committee shall review expenditures of operating funds as required by law or above certain limits set by the Board from time to time. The Committee shall be involved generally in reviewing and approving any matter affecting the finances of the institution. The committee shall review all major information system hardware and software projects. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 9. Audit Committee

The Audit Committee shall be responsible for (i) oversight of the quality and integrity of the System's financial statements, (ii) oversight of the audit and review of the System's financial statements by the independent auditors, (iii) oversight of the System's compliance with legal and regulatory requirements and the independence and performance of its independent auditors, (iv) recommending to the Board of Trustees the appointment of the independent auditors, and (v) performing all other functions prescribed by the Board of Trustees and permitted by applicable law. Unless otherwise directed by the Board, the Audit Committee shall operate pursuant to a charter approved by the Board. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 10. Quality and Safety Committee.

The Quality and Safety Committee shall be responsible for reviewing reports, and discussing plans in the areas of medical and nursing quality assurance and patient service improvement plans. The Committee shall ensure that the Board is informed about and involved in clinical (medical, nursing, therapies, etc.) and administrative activities geared toward continually improving the quality of and customer satisfaction with services at the institution. The Committee shall be responsible for establishing and maintaining external quality, safety and customer service metrics. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

Section 11. Legal and Government Relations Committee.

The Legal and Government Relations Committee shall have responsibility for overseeing and recommending appropriate policies in the legal and contractual affairs of the institution, including, but not limited to, risk management, claims management, insurance, and compliance programs. The Committee shall also be responsible for reviewing the bylaws, and requests for changes thereto, of the Board of Trustees, Medical Staff, Foundation, auxiliaries or other self-governing bodies authorized by the Board. The Committee shall also

be responsible for the monitoring of relationships with key elected officials, and reviewing reports on various governmental developments and legislative activities at all levels of government. The Committee shall assist the Board to fulfill its responsibility for ensuring high levels of governance performance and contribution. The Committee shall also assist the Board in developing Board recommendations to the County Executive and County Council regarding the appointment and reappointment of Trustees; formulating policies regarding decision-making and overseeing governance effectiveness, efficiency, creativity and adaptability. In addition, the Committee shall consider and recommend to the Board a slate of candidates for election as Officers of the Board at the Annual Meeting of the Board in April. The Committee is charged with reviewing all Committee Charters annually. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

SPECIAL COMMITTEES

Section 12. Appellate Review Committee

The Appellate Review Committee shall be composed of at least three members of the Board and shall be appointed by the Chairperson when required by the appellate review procedures of Part II, Section 7~~Article VII~~ of the Medical Staff Bylaws. The Committee shall perform the review function as outlined in Part II, Section 7~~Article VII~~ of the Medical Staff Bylaws and make a recommendation to the Board.

Section 13. Expedited Credentialing Committee

The Expedited Credentialing Committee shall be composed of at least two members of the Board and shall be appointed by the Chairperson. The Committee shall perform the review function as outlined in Part III, Section 3.3.2 of the Medical Staff Bylaws and Article X of these Bylaws to consider clinical privileges that meet the requirements for such an expedited process between regularly scheduled meetings of the Board. Any decision by the Expedited Credentialing Committee shall be reviewed and ratified by the full Board at the Board meeting next following the Committee's action.

ARTICLE VIII: INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The institution shall defend and indemnify, to the full extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee, Officer, Employee or agent of the

institution, or is or was serving at the request of the institution as a Trustee, Officer, Employee or agent of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise; however, that the institution shall defend and indemnify any such agent (as opposed to any Trustee, Officer, or Employee) of this institution to an extent greater than that required by law only if and to the extent that the Trustees may, in their discretion, so determine. The defense and indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking defense and indemnification may be entitled under any law, the articles of incorporation or any agreement, or otherwise, both as to action in official capacities and as to action in another capacity while such person is a Trustee, Officer, Employee or agent of the institution, and shall continue as to a person who has ceased to be a Trustee, Officer, Employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Insurance.

The institution may, to the full extent then permitted by law and authorized by the Board, purchase and maintain insurance on behalf of any person described in Section 1 of this Article VIII against any liability asserted against and incurred by such person in any capacity defined in Section 1, or arising out of said person's status as described in Section 1, whether or not the institution would have the power to indemnify such person against such liability.

Section 3. Bonding.

In accordance with the Ohio Revised Code, the institution shall bond each Trustee for the proper performance of his/her duties.

ARTICLE IX: CHIEF EXECUTIVE OFFICER

Section 1. Appointment of Chief Executive Officer.

The Board shall select and appoint a chief executive officer who shall be its representative in the management of the institution. The person selected for said position shall be qualified by virtue of both education and experience.

The chief executive officer shall have the title of President and Chief Executive Officer. The President and Chief Executive Officer shall be given the necessary authority and responsibility to operate the institution in all its activities and departments, subject only to such policies as may be issued by the Board or by any of its Committees to which it has delegated power for such action. The President and Chief Executive Officer shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act.

Section 2. Responsibility of President and Chief Executive Officer.

The authority and responsibility of the President and Chief Executive Officer shall be as defined by the Board from time to time consistent with the provisions of Ohio Revised Code Chapter 339.

Section 3. Review of Chief Executive Officer Performance.

The Board shall review the performance of the President and Chief Executive Officer at least annually.

ARTICLE X: MEDICAL STAFF

Section 1. Organization and Bylaws.

The Board shall organize the physicians, dentists, podiatrists, ~~psychologists~~~~mental health doctorates, doctorates,~~ optometrists, ~~advanced practice providers~~~~allied health~~ and appropriate other persons granted practice privileges in the institution into a Medical Staff under Medical Staff Bylaws approved by the Board.

~~The Medical Staff~~ Bylaws ~~and~~ Rules and Regulations shall be periodically reviewed and amendments, thereto, shall be recommended by the Medical Staff for approval by the Board; provided, however, that nothing contained in the Medical Staff Bylaws or in these Bylaws is intended to limit the statutory powers granted to the Board by the Ohio Revised Code.

All ~~privileged practitioners~~~~physicians, dentists, podiatrists, mental health doctorates, doctorates, optometrists, and allied health~~ appointed to on the Medical Staff shall abide by the Medical Staff ~~ee~~ Bylaws ~~and the Medical Staff~~ ~~, Rules and Regulations of the Medical Staff.~~

The ~~Chief Medical Officer~~ President of the Medical Staff shall represent the Medical Staff at meetings of the Board.

Section 2. Appointments.

The Board ~~shall consider recommendations of the Deans and Faculty of CASE Schools of Medicine and Dentistry and the Medical Executive Committee of the institution, for appointments to the Medical Staff and shall~~ appoint, in numbers not exceeding the institution's needs, privileged practitioners ~~physicians, dentists and others~~ who meet the qualifications for ~~membership~~ such privileges as set forth in the Medical Staff Bylaws.

~~Pursuant to the agreement between CASE and the institution, appointments of physicians and dentists to the Medical Staff of the institution shall be dependent upon the acceptance of the applicant's credentials by the University and the applicant's appointment to the Faculty.~~

All applications for appointments of Medical Staff privileges ~~appointments~~ shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience, and any unfavorable history with regard to licensure and hospital privileges. Institution administration shall verify the authenticity of the applicant's credentials and the appropriateness of the proposed appointment.

All initial appointments and reappointments to the ~~Active, Adjunct and Emeritus Medical Staffs~~ shall be for a period of not more than two years, ~~ending on the June 30 of even numbered years; all reappointments to the Associate Medical Staff shall be for a period of not more than two years, ending on the June 30 of odd numbered years; and all reappointments to the Resident Staff shall be for a period of not more than one year. All initial appointments to the Medical Staff shall be provisional for a period of one year.~~

The Medical Executive Committee, representing the Medical Staff, shall make recommendations through the President of the ~~Medical Staff institution~~ to the Board or, if applicable, the Expedited Credentialing Committee, concerning ~~appointments, reappointments, and other changes in the staff status;~~ granting of clinical privileges; disciplinary actions; and all matters as may be referred to it by the Board.

All appointments for ~~Chairpersons of Clinical Departments~~ shall be recommended by the Chief Executive Officer and approved by the Board, ~~in accordance with the procedures outlined above.~~ Duties and responsibilities of the ~~Clinical Department Chairpersons~~ shall be set forth in the Medical Staff Bylaws. Departmental chairpersons shall be required to maintain their qualifications for Medical Staff membership and privileges appropriate to their assignments.

Section 3. Authority and Responsibility for Care.

The Board shall, in its exercise of its overall responsibility, assign to the Medical Staff reasonable authority for ensuring appropriate professional care to the institution's patients.

Each privileged practitioner appointed to ~~member of~~ the Medical Staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in the Bylaws, Rules and Regulations of the Medical Staff of the institution and subject, further, to any limitations attached to his or her appointment.

Section 4. Evaluation of Care.

The Medical Staff shall conduct an ongoing review and appraisal of the quality of professional care rendered in the institution and shall report such activities and their results to the Board or its authorized committee.

Section 5. Hearings.

When an appointment is not to be renewed, or when privileges have been or are proposed to be reduced, altered, suspended, or terminated, the privileged practitioner ~~staff member~~ involved shall be afforded the opportunity of a hearing and appellate review. Procedures for such hearings and appeals shall be defined in the Medical Staff Bylaws, approved by the Board, and shall ensure due process and afford full opportunity for the presentation of all pertinent information. If the reason for the action is determined to be purely administrative in nature and not involving the individual's medical competence, the Board shall follow its usual personnel policies.

ARTICLE XI: VOLUNTARY ORGANIZATIONS

The Board welcomes the assistance of all voluntary organizations affiliated with the institution to aid in the advancement of the goals and purposes of the institution. All voluntary organizations, such as the MetroHealth Medical Center Auxiliary and The MetroHealth Foundation, shall adopt a formal statement of purpose and planned activities either in the form of bylaws, rules and regulations, or other suitable documentation. Such documents and any amendments to these documents shall be submitted to the Board for approval.

ARTICLE XII: AMENDMENTS

These Bylaws of the Board may be amended by affirmative vote of a majority of the total membership of the Board, provided that the text of any such proposed amendments shall have been provided to each member of the Board at least ten days prior to the meeting at which action is to be taken. When action to amend or revise the Bylaws is taken, the date of such amendment or revision shall be noted in an addendum to these Bylaws.

ADDENDA

MISSION STATEMENT

MetroHealth is an Academic Health Care System committed to Our Communities by Saving Lives, Restoring Health, Promoting Wellness, and providing Outstanding, Life-long Care Accessible to All.

ADDENDUM

AMENDMENTS AND REVISION TO THE METROHEALTH SYSTEM BYLAWS

Approved: March 2, 1955
Amended: October 28, 1959
Amended: June 18, 1968
Revised: January 22, 1975
Amended: April 23, 1975
Amended: March 23, 1977
Amended: August 23, 1978
Amended: November 24, 1981
Revised: April 25, 1984
Revised: May 29, 1985
Revised: May 25, 1988
Amended: June 29, 1988
Amended: December 20, 1989
Amended: March 27, 1991
Revised: July 28, 1992
Revised: August 25, 1993
Revised: June 29, 1994
Revised: May 29, 1996
Revised: December 2005
Revised: May, 2007
Revised: November, 2007
Amended: August, 2008
Amended: August, 2009
Amended: September, 2011
Amended: June 28, 2017

Approval of the Modification of the Community Engagement Committee Charter

RESOLUTION 19107

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the modification of the Charter for the Community Engagement Committee of the Board; 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 modification to the Charter of the Community Engagement Committee of the Board as provided in the Charter attached hereto.

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

THE METROHEALTH SYSTEM COMMUNITY ENGAGEMENT COMMITTEE CHARTER

The MetroHealth System Board of Trustees requires the assistance of standing committees to effectively and efficiently meet its obligations of governance, fulfill its responsibilities and perform its role. Standing committees are charged with performing governance “staff work” that leverages the Board’s time and effort. This Charter governs the operations of the Community Engagement Committee.

Purpose:

To assure that all of MetroHealth’s community engagement activities are aligned with its mission and address the health needs of its community members.

Authority:

The Committee shall be given the resources and assistance necessary to discharge its responsibilities, including appropriate funding, and staffing as determined by the Chairperson of the Board of Trustees, unrestricted access to MetroHealth’s personnel and documents. The Committee shall also have the authority to engage outside advisers as it deems necessary or appropriate. The Committee shall have authority to retain and terminate any consultant or firm retained to advise the Committee on matters within its sphere or responsibility, including authority to approve the firm’s fees and other retention terms, subject to the final approval of the Chairperson of the Board of Trustees.

Through the support and governance of this Committee, the President and Chief Executive Officer will be expected to adopt and incorporate these standards in performing his/her duties and similarly will set forth the expectation that all leaders in the System be held accountable for establishing and fostering this climate throughout all aspects of the System’s operation.

Core Functions:

- Assure that MetroHealth’s programs are designed to reflect MetroHealth’s commitment to its mission to improve the health and well being of the people and the communities it serves.
- ~~Assure that MetroHealth’s activities include community-based programs designed to improve access to health care, engage in prevention, address social determinants of health, and which are a major force in the revitalization of the neighborhoods surrounding its W 25th Street main campus.~~
- Assure that MetroHealth effectively assesses community needs and manages, tracks and evaluates its community-based programs, including philanthropy.
- Assure that MetroHealth joins with other entities – both public and private – to improve the health and economic vitality of the neighborhoods we serve, and the citizens of Cuyahoga County ~~the overall quality of life of residents and the vitality of the county.~~

- Identify community members who represent a wide variety of constituencies across the County to serve on the Committee as provided in this Charter. As with the other Committee members, they will actively participate in the planning and success of its efforts, and act as ambassadors to the community at large.

Meetings:

The Committee shall meet at least four times a year and call special meetings as required. Meetings may be called by the Chair of the Committee or the Chairman of the Board. Meetings may be held at any time, any place and in any manner permitted by applicable law and MetroHealth's Bylaws.

Expected duration: 1.5 hours

Composition:

Three Trustees (one of whom will serve as Committee Chair); the Board Chair may, at any time, remove any Committee Member and may fill any vacancy in the Committee. The Committee may also invite non-Board of Trustee members to serve the Committee as permitted by applicable law and MetroHealth's Bylaws.

Approval of Modifications to Executive Compensation Methodology

RESOLUTION 19108

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve modifications to executive compensation methodology; and

WHEREAS, the Board of Trustees 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 recommendation by the President and Chief Executive Officer of the MetroHealth System to modify and approve a proposed methodology for an overall executive compensation program.

1. Total Cash Compensation Methodology
 - Total Cash Compensation for each executive will not exceed an amount equal to the 90th percentile of Total Cash Compensation for the Comparable Group (as provided by compensation advisors designated by Board from time to time).
2. Performance Based Variable Compensation
 - This component involves establishing benchmarks and developing metrics for organizational and individual executive performance. The intent is to establish these terms which will be applied objectively.
 - The Board will set goals for the System and for the President and Chief Executive Officer and the President and Chief Executive Officer will set goals for senior leadership.
 - The methodology will provide performance based compensation based upon objectives which are established with varying goals for performance.
3. Maximum Compensation
 - Total Cash Compensation will be Base Salary plus any Performance Based Variable Compensation earned for the year.
 - Performance Based Variable Compensation will be awarded only if the System satisfies the “trigger”; thereafter any additional awards will be subject to the satisfaction of the approved benchmarks.

4. Proposed Modifications

- Certain additional modifications to the current program will be made as set forth on Exhibit A attached hereto.

5. Board Approval

- Board will delegate authority to the President and Chief Executive Officer to implement and follow this Performance-Based Variable Compensation plan, as amended annually.
- Any exceptions from this methodology and plan terms will require Board approval.
- The President and Chief Executive Officer will report on the terms and performance of this plan on a regular basis.
- The Board will have the authority to terminate the plan at any time.

The System has determined that such programs are customary and usual in the nonprofit hospital field in Northeast Ohio. Sullivan Cotter has advised that these modifications are appropriate and reasonable.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

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 Medical Staff Appointments/Actions
May/June 2017

RESOLUTION 19109

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on May 2, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on May 12, 2017.

Active A

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Malec, Melanie MD	Family Med		5/03/2017	Broadway
Stallworth, Joi DDS	Dentistry	Oral Health	6/5/2017	MHMC

Affiliate

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Kelley, Michael MD	Emer Med		5/3/2017	NES Locum
Marquard, Michael DO	Emer Med		5/3/2017	NES Locum
Reodica, Alex MD	Emer Med		5/3/2017	NES Locum
Strus, Maria MD	Emer Med		5/3/2017	NES Locum

Physical Therapists

<u>Name</u>	<u>Department</u>	<u>Start Date</u>
Cornachione, Kelly OT	PM&R	5/3/2017

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on May 2, 2017. The Actions will then be reviewed by the Medical Executive Committee via email vote on May 12, 2017.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
El-Mallah, Waleed DDS	Dentistry		04/19/2017-R
Hammermeister, Nicholas DDS	Dentistry		05/01/2017-R
Jahdi, Neema DMD	Dentistry		05/01/2017-R
Agarwal, Sajat MD	Medicine	Hosp Med	06/28/2017-RL
Jeharajah, Joshua MD	Medicine	Hosp Med	06/30/2017-RL
Nair, Prem MD	Medicine	Hosp Med	06/30/2017-R
Sakiani, Sasan MD	Medicine	Gastroenterology	06/30/2017-R
Barua, Sujan MD	Psychiatry		06/09/2017-R
Fajobi, Olufunke MD	Psychiatry		06/02/2017-R
Kimbo, Florence MD	Psychiatry		05/23/2017-R
Miller, Mary MD	Psychiatry		06/16/2017-R
Glazer, Gwen MD	Pediatrics-Buckeye		06/30/2017-RT
Mejia, Melvin MD	PM&R		06/02/2017-RL
Spaunhurst, Katrina MD	Dermatology		06/01/2017-R
Velicu, Simona MD	Neurology		06/26/2017-R
Friess, Eric MD	Family Medicine		05/31/2017-RT

Change of Staff Category

<u>Name</u>	<u>Department</u>	<u>Staff Category</u>	<u>Date</u>
Khawaja, Waseem MD	Emer Med	Affiliate to Active A	06/01/2017
Persky, James MD	Surgery/Vascular	Affiliate to Active A	05/01/2017

Additional Clinical Privileges

<i>Name</i>	<i>New Privileges</i>	<i>Date</i>
Persky, James, MD	Sedation	05/01/2017

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 June 6, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on June 16, 2017.

Active A

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Kim, Chang MD	Medicine	Hospital Medicine	07/01/2017	MHMC
Calderon, Amy MD	Medicine	Gastroenterology	07/01/2017	MHMC
Prescott, Jeffrey, MD	Radiology		07/01/2017	MHMC
Yamahiro, Atsuko, MD	Medicine	Internal Medicine	07/01/2017	MHMC
Nizialek, Greg MD	Medicine	Hospital Medicine	07/01/2017	MHMC
Kroll, Lauren, MD	Emergency Medicine		07/01/2017	MHMC
Tate, Samuel, MD	Emergency Medicine		07/01/2017	MHMC
Nanjundiah, Parvathi, MD	Psychiatry		06/07/2017	MHMC
Pajek, Julie, PhD	Psychiatry		06/07/2017	MHMC
Holman, Lainie, MD	PM&R		06/07/2017	MHMC

Affiliate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Cutler, Nathan, MD	Surgery	Ophthalmology	07/01/2017	MHMC
Boss, Joseph, MD	Surgery	Ophthalmology	07/01/2017	MHMC
Blanton, Joshua, MD	Emergency Medicine-NES		06/07/2017	MHMC
Ruhlin, Michael MD	Emergency Medicine-NES		06/07/2017	MHMC
Laney, Amber MD	Emergency Medicine-NES		06/07/2017	MHMC
Ondrejka, Jason, MD	Emergency Medicine-NES		06/07/2017	MHMC
Maier, Christina, DO	Emergency Medicine-NES		06/07/2017	MHMC
Stiffler, Kirk, MD	Emergency Medicine-NES		06/07/2017	MHMC
Weatherborn, Megan, MD	OB/GYN	Maternal Fetal Fellow	07/01/2017	MHMC

The following Appointments to The MetroHealth System Advanced Practice Nurses will be reviewed by the C&S Committee on June 6, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on June 16, 2017.

APRNs

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
White, Nikki CNP	Pediatrics	Foster Care	06/07/17	Foster Care program
Sweeney, Jean CNP	Medicine	Anti-Coag Clinic	06/07/17	MHMC
Burns, Sara CNP	Family Medicine	Express Care	06/07/17	MHMC
Wilkes, Jaline CNP	Family Medicine	Express Care	06/07/17	MHMC
Zienkowski, Edward, CNP	Anesthesiology		06/07/17	MHMC
DeWitt, Sarah, CNP	Pediatrics		06/07/17	MHMC

PAs

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
D'Ambrosio, Melissa PA	Express Care		06/07/17	Express Care
Walker, Lyndsey, PA	Emergency Medicine		06/07/17	Community

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on June 6, 2017. The Actions will then be reviewed by the Medical Executive Committee via email vote on June 16, 2017.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Petrikovets, Andrey, MD	OB/GYN		03/15/2017-R
Raykov, Paul, MD	Emergency Medicine		05/31/2017-R
Briones, Berta, MD	Emergency Medicine		06/07/2017-R

Change of Staff Category

<i>Name</i>	<i>Department</i>	<i>Staff Category</i>	<i>Date</i>
Patterson, Brendan MD	Orthopaedics	Active to Affiliate	05/26/2017
Tang, Sharon, MD	Emergency Medicine	Affiliate to Active	07/01/2017
Graham, Bruce MD	Emergency Medicine	Affiliate to Active	07/01/2017
Henn, Andrew, MD	Emergency Medicine	Affiliate to Active	07/01/2017
Dawson, Neal, MD	Medicine	Active to Emeritus	07/01/2017
O'Toole, John, MD	Nephrology/Research	Active to Bioscientific	07/15/2017
Sedor, John, MD	Nephrology/Research	Active to Bioscientific	07/15/2017
Kimbo, Florence, MD	Psychiatry	Active to Affiliate	05/23/2017
Milner, Louise, MD	Radiology	Affiliate to Active	07/01/2017
DiLorenzo, David, MD	Radiology	Affiliate to Active	07/01/2017
Maxfield, John, MD	Emergency Medicine	Affiliate to Active	07/01/2017

Additional Clinical Privileges

<i>Name</i>	<i>New Privileges</i>	<i>Date</i>
Persky, James, MD	Sedation Privileges	05/26/17
Hajjiri, Mohammad, MD	Fluoroscopy Privileges	05/26/17
Rowe, David, MD	Fluoroscopy Privileges	05/24/17
Ferguson, Catherine, DPM	Fluoroscopy Privileges	05/26/17
Roitberg, Ben, MD	Sedation Privileges	05/26/17
Milner, Louise, MD	Fluoroscopy Privileges	05/26/17
Lee, Eric, MD	Fluoroscopy Privileges	05/26/17

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

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

Approval of Allied Health Appointments/Actions
May/June 2017

RESOLUTION 19110

The following Appointments to The MetroHealth System Allied Health Providers will be reviewed by the C&S Committee on May 2, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on May 12, 2017.

Allied Health

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Boose, Shirin LPCC-S	Psychiatry		05/03/2017	MHMC

The following actions to the MetroHealth System Allied Health Staff will be reviewed by the C&S Committee on May 2, 2017. The Actions will then be reviewed by the Medical Executive Committee via email vote on May 12, 2017.

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Connor, Colleen CRNA	Anesthesiology		12/31/2016-R
Gay, Alishea CNP	Family Medicine-Lee Harvard		06/02/2017-R
James, Tameka CNP	Surgery	Gen Surg	04/10/2017-R
Johnson, Kiara CNP	Pediatrics	Newborn Nurs***	06/03/2017-R

***Resigning from NB Nurse only, will keep secondary PRN position in Emer Med

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

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

NAYS: None

ABSENT: Mr. Schneider

ABSTAINED: None

DATE: June 28, 2017

Approval of Claim Settlement

RESOLUTION 19111

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. 16-06-0914	\$200,000.00

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

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

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

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: June 28, 2017