

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES
LEGAL & GOVERNMENT RELATIONS COMMITTEE

June 28, 2017

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

Other Trustees: Maureen Dee, JB Silvers

Staff: Dr. Akram Boutros, Elizabeth Allen, Dr. Bernard Boulanger, Tracy Carter,
Dr. Alfred Connors, Michael Dalton, Patricia Gallagher, Dr. James Misak,
Laura McBride, Michael Phillips, Craig Richmond

The meeting was called to order at 2:05 p.m. by Mr. Spain. The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.

I. The minutes of the March 22, 2017, meeting was approved.

II. Consent Items

1. Recommendation to The MetroHealth System for the Approval of Amended Bylaws and Rules and Regulations for the Medical Staff

Mr. Spain requested approval of the amended Bylaws and Rules and Regulations for the Medical Staff of The MetroHealth System.

Upon motion made and seconded, the Committee resolved to recommend approval of the Amended Medical Staff Bylaws and Rules and Regulations.

2. Recommendation to The MetroHealth System for the Approval of Amended Bylaws for the Board of Trustees

Mr. Spain requested approval of the amended Board of Trustees Bylaws of The MetroHealth System for its operations and functions.

Upon motion made and seconded, the Committee resolved to recommend approval of the Amended Bylaws for the Board of Trustees.

3. Recommendation to the Board of Trustees of The MetroHealth System for the Approval of the Modification of the Community Engagement Charter

Mr. Spain requested approval of the modification of the Charter for the Community Engagement Committee of the Board.

Upon motion made and seconded, the Committee resolved to recommend approval of the modification of the Community Engagement Committee Charter.

4. Recommendation to the Board of Trustees of The MetroHealth System for the Approval of the Formation of an Ohio Nonprofit Corporation

Mr. Spain requested approval of the formation of an Ohio nonprofit corporation for the purpose of providing options in connection with the acquisition, development and use of real estate for the purpose of better providing for the health and welfare of our Citizenry through economic and community development, which details of the formation of this new entity and related matters were discussed in detail in Executive Session.

Upon motion made and seconded, the Committee resolved to recommend approval of the formation of an Ohio nonprofit corporation.

III. Discussion Items

- Government Relations Update

Ms. Carter began her report by reviewing significant issues concerning Medicaid Reform, such as eligibility, benefit design, and provider payments. Medicaid Reform and 340B, MetroHealth's drug discount program that serves the low income population, are issues being discussed at both the federal and state levels. Republicans at both the federal and state levels are committed to repealing taxes and reforming Medicaid and the private insurance market, indicating that the savings will be used to fund other parts relative to tax reform and infrastructure. When talking about health reform, it largely covers Medicaid Reform and the parameters such as spending levels, block grant versus per capita model, state waivers, eligibility requirements, and benefit design. Health reform also involves insurance, noting the stabilization of marketplace, consumer protections, community rating, containment of premium costs, and insurers ability to sell across state lines. She stated the House made changes to the American Health Care Act of 2017 (AHCA) bill and it passed on May 4. The Senate's Better Care Reconciliation Act (BCRA) was released on June 23 and the Congressional Budget Office (CBO) score on the BCRA was released on June 26, which indicated the Senate bill makes deeper cuts to the Medicaid program than the House AHCA bill. Ms. Carter reviewed the key AHCA and BCRA takeaways and indicated Senator's Portman's opposition to the bill and noted that Senate Majority Leader McConnell's goal is to move this bill out of the Senate by July. At the state level, she updated the Board on the budget timeline, details of Medicaid expansion, and Medicaid rates. Chairman Pat Tiberi of the Ways and Means Health Subcommittee met with Dr. Boutros and other Chief Executive Officers from around the City of Cleveland, such as Dr. Delos "Toby" Cosgrove and Dr. Thomas Zenty III, and they all met with Representative David Joyce of the House Appropriations Committee. Senator Portman of the Finance Committee and his staff visited the MetroHealth campus and met with Dr. Boutros and others on June 16. Dr. Nabil Chehade will travel to DC on June 29 to meet with CMS Administrator Seema Verma to discuss Hospital Outpatient Department (HOPD) issues. Lastly, Ms. Carter stated that letters to Senator Portman will be prepared and released not only from MetroHealth but other Ohio Health Systems after the July 4 recess to encourage him to stay in opposition to the bill.

- Risk Management Report

Mr. Spain reported to the Board that there was no risk management report this month.

- Medical Staff Bylaws Update

Laura McBride began her report by providing an update on the Medical Staff Bylaws update, indicating that there had been additional communications with the Medical Staff, review of several drafts, and then went to the Medical Staff for voting. Patricia Gallagher indicated that the 89 percent of the Medical Staff approved the Bylaws and 11 percent opposed the Bylaws. Changes to the Bylaws indicated that the Medical Staff would now include Advanced Practice Providers who are not currently eligible for Medical Staff membership, as well as the language changing how practitioners and Medical Staff members are referenced, referencing three membership categories: Active, Associate, and Bioscientific. She also stated that this document needs to mirror the Board of Trustees Bylaws. Two resolutions on the Consent Agenda to be voted on are the Amended Medical Staff Bylaws and Rules and Regulations and the vote of the Board on the Board of Trustee's Bylaws.

A motion was unanimously passed by roll call vote to hold an executive session to discuss trade secrets, litigation, and matters of attorney/client privilege.

Following the executive session, the meeting reopened.

IV. Action Items - None

There being no further business, the meeting adjourned at 3:20 p.m.

Respectfully submitted,

Michael Phillips
Senior Vice President and Chief Legal Officer