

BOARD OF TRUSTEES
The MetroHealth System

Date: June 28, 2017

Time: 4 p.m.

Place: The MetroHealth System Board Room

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

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

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

The Board approved the Minutes of the Regular Meeting of April 26, 2017. RESOLUTION 19099.

2. Consent Agenda

A. Audit Committee – None

B. Community Engagement Committee

1. The Board unanimously approved the modification to the Charter of the Community Engagement Committee of the Board as provided in the Charter attached hereto. RESOLUTION 19100.

C. Diversity and Inclusion Committee – No Meeting

D. Facilities and Space Committee

1. The Board unanimously approved the engagement of HGA Architects and Engineers, LLC as the System's master architect for Campus Transformation, for fees not to exceed \$28,500,000, to be paid out of capital funds previously approved through Board Resolution #19088. RESOLUTION 19101.
2. The Board unanimously approved 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 Relocation 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. RESOLUTION 19102.

E. Finance Committee

1. The Board unanimously approved the name change to The Louis Rakita, 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. RESOLUTION 19103.
2. The Board unanimously approved the consolidation of services within Cuyahoga County, as more fully described in Attachment A. RESOLUTION 19104.

F. Legal and Government Relations Committee

1. The Board unanimously approved the amended Bylaws and Rules & Regulations for the Medical Staff of The MetroHealth System, as attached. RESOLUTION 19105.
2. The Board unanimously approved the amended Bylaws concerning its operations and functions for the Board of Trustees of The MetroHealth System, as attached. RESOLUTION 19106.
3. The Board unanimously approved the modification to the Charter of the Community Engagement Committee of the Board as provided in the Charter attached hereto. RESOLUTION 19107.

4. Approval of the Formation of an Ohio Nonprofit Corporation – REMOVED.

G. Patient Experience Committee – None

H. Executive Committee

1. The Board unanimously approved the modifications to the proposed methodology for an overall executive compensation program. RESOLUTION 19108.

I. Quality and Safety Committee – No Meeting

3. President and CEO's Report

Dr. Boutros indicated that while his report was in the Board Book, he wanted to highlight a couple important matters. He thanked those who attended the Fourth Annual Stakeholders Meeting held on June 9, 2017, as well as Ms. Allen's team who lead the event, choreographed it, and created a 22-minute video for MetroHealth's use in the future. Approximately 450 participants were present that day as MetroHealth celebrated the issuance of the \$945 million of bonds obtained to fund the Campus Transformation needed to update the facilities which provide services for the population in our community.

Dr. Boutros announced the employment of Jim Haviland in the newly created position of Director of Community and Economic Development responsible for advancing the future needs of our

community during the Campus Transformation. He also indicated with Board approval of the Consent Agenda and the recommendation of the Facilities and Space Committee that MetroHealth approved the engagement of HGA as master architect and engineer for the Campus Transformation and stated that work would begin over the next six to eight months. Lastly Dr. Boutros reported activities concerning Government Relations, noting visits from certain Congressmen and Chairmen of certain Committees and Ms. Elizabeth Allen and her team being involved on the federal level and Dr. Boutros and Mr. Craig Richmond involved on the state level.

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

Ms. Kline indicated her full report was included in the Board Book but highlighted a couple events. The Advanced Provider Training in Neurocritical Care Program was a joint venture with Case Western Reserve held at MetroHealth and was led by Molly McNett, MetroHealth's Director of Nursing Research. It was the first of its kind in the country and is aimed at training APRNs and physician assistants in neurocritical care and involved spending time in a Simulation Center, working in a cadaver lab, and performing different procedures. Theresa Hannu, Associate Chief Nursing Officer for Inpatient Nursing, was one of the presenters and part of an interdisciplinary team at the TeamSTEPPS national conference held in Cleveland earlier this month. Ms. Hannu, with participation of the Simms Center staff and Kevin Ortner, discussed the TeamSTEPPS simulation and transformation of the health care system and focused on the preparation and move into the Critical Care Pavilion. Lastly, Ms. Kline reported that Tina Aldridge, one of MetroHealth's nurses who is a Trauma Coordinator, created and led a team in the Inaugural Resiliency Run that included 270 participants.

5. Medical Staff

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

Dr. Kasprzak began his report with a couple of announcements: Dr. Sanjay Gandhi, one of MetroHealth's cardiologists, was named Governor of the Ohio Chapter of American College of Cardiology for a three-year term; Dr. Joan Papp received the 2017 Exemplar Award from Recovery Resources, a nonprofit organization for behavioral health and addiction; and Drs. Vikas Jain (Radiologist) and Hollie Gallagher-Zate (Radiology Resident) were selected by the American College of Radiology's Case in Point program as its inaugural Case of the Year for a project completed on isolated neurosarcoidosis, a condition in the brain that impacts the central nervous system. Dr. Kasprzak acknowledged that the Medical Staff voted on the Bylaws revision and it passed with approximately 89% approval and thanked Melissa Kline for her assistance, as well as thanking Faculty Affairs, the Legal team comprised of the Legal Department but also the Board of Trustees Legal and Government Relations Committee, the broader Board of Trustees and our CEO for their support during this revision process. Lastly, Dr. Kasprzak requested a vote to approve the appointments and staff actions for May and June.

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

1. The Board unanimously approved the Medical Staff Appointments/Actions for May/June 2017. RESOLUTION 19109.
2. The Board unanimously approved the Allied Health Appointments/Actions for May/June 2017. RESOLUTION 19110.

C. Medical Staff Committee Minutes – April 14, 2017 & May 23, 2017

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

There was no report from Case Western Reserve in Dr. Thomas' absence.

6. Audit Committee

A. Report of Committee Chairperson

Mr. Schneider indicated the first report was the Internal Auditors stating that three internal audits had been completed this year: Vendor Risk Management, Pharmacy Procurement, and Clinical Trials. There was further discussion in Executive Session which provided recommendations of the auditors of action items that were a result of the reports available. The Internal Auditors brought in their cyber security team and a significant amount of time was spent discussing types of risks, types of security systems, and best practices that could be put in place to protect MetroHealth. A light assessment of our cyber security system determined that MetroHealth is in a good state and not in any major risk. Mr. Schneider stated that continued assessment with the Internal Auditors' consultant will continue over the course of the next year to 18-months to put into place the best practices and cyber security for MetroHealth and will become a regular part of the Audit Committee update. Mary Legerski provided a Compliance update which included new standards being put in place by the federal government and MetroHealth's response, the Department's current activities and current Compliance audits taking place in terms of regulatory audit, commercial audit, and compliance education. Mr. Schneider reported that the Compliance Department is on schedule concerning the timeline established for 2017 and the Internal Audit 2017 Plan is on schedule in terms of planned audits taking place over the remainder of the year.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. 2017 Internal Audit Update
 - b. Cyber Security Update
 - c. Compliance Update
 - d. HIPAA Privacy and Security Update

7. Community Engagement Committee

A. Report of Committee Chairperson

Rev. Minor began his report by stating it was the Community Engagement Committee's first full meeting which included seven community members who will serve as advisors. The meeting started with an introduction of the new advisors; Michael Phillips gave an overview of their roles, responsibilities, and overall function of the Committee; and there was discussion concerning the health needs assessment and how MetroHealth has engaged in the request for proposals (RFP) process by receiving several proposals, three of which are being reviewed. Karen Cook and Elizabeth Allen gave a brief overview of the RFP process and purpose and are looking forward to the opportunity of obtaining raw data to reveal what the health needs are in and around our hospital and this region and to assess what types of internal capacity MetroHealth has to respond to those findings and will assist the Committee in determining its priorities. The new advisors provided great input, ideas, and feedback in this process to the Committee. Ms. Allen reported that the Committee hopes to have the agency chosen and receive the data analysis and

conclusions by the September meeting and to determine the priorities as far as needs of the community by the end of 2017.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Introduction to New Advisory Members
 - b. Discussion of Committee’s Governance, Key Duties and Responsibilities
 - c. Discussion of Community Health Needs Proposals

8. Diversity and Inclusion Committee – No Meeting

9. Facilities and Space Committee

A. Report of Committee Chairperson

Mr. Monnolly began his report by stating that an approved resolution in today’s Consent Agenda awarded a \$28 million architectural and engineers contract and what might be the largest contract around the City of Cleveland to be MetroHealth’s master architect for the Campus Transformation. He indicated there were 15 firms that applied from around the country and the selection committee narrowed it down to four firms to be interviewed. Mr. Monnolly indicated the selection committee was pleased with all the presentations but the one chosen really stood out amongst the others, noting they used an evidence-based design research approach to building and looked at the human experience that tied into what Rev. Minor discussed with respect to the Community Engagement Committee report. Hammel, Green and Abrahamson, Inc. (HGA) reviewed the clinical outcomes, energy optimization of the building, and the building flexibility now and into the future and is a very large national firm with their home office in Minneapolis and seven other offices across the United States, noting that they are partnered with six local firms to do the engineering, the structural, mechanical, and electrical work and two of those firms are MBE firms and SBE firms in the Cleveland area. He stated the second consent item reviewed by the Committee and approved in today’s Consent Agenda was awarding the contract of MetroHealth’s construction manager at risk to Turner Construction Company for construction services for the inpatient suites in Parma and Cleveland Heights, noting that six firms responded and the selection committee narrowed it down and selected Turner Construction who has a large office in Cleveland. Mr. Monnolly reported that the Committee is looking to hire a construction manager to bring on board in August or September and will be contacting outside firms to supplement people to work in the Construction Department due to the size of the project and the large staff needed to complete the work, as well as looking for a construction manager at risk to build the hospital meaning a set price will be charged that will not exceed the cost of building. Lastly, Mr. Jones added that MetroHealth is in the process of constructing a 40,000 square foot big room located in the space of the old Emergency Department where the construction team will reside on a daily basis until the completion of the project.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items - None

10. Finance Committee

A. Report of Committee Chairperson

Dr. Silvers began his report by congratulating Craig Richmond, Chief Financial Officer, for his progress over the years overcoming the ability to show enormous amounts of financial data than any other CFO he has ever known. He stated the data provided showed the movement and statistics from inpatient and outpatient services that were clearly expected and the one statistic that stood out amongst the others is the debt showing up in various ratios compared to last year. He felt it was positive and very useful information.

Mr. Richmond reiterated to the Board that the financial statements are now reported on a quarterly basis versus a monthly basis and with that change a monthly operating performance statistics and ratios report is provided focusing on the operational and financial aspects. When the Finance Committee meets on a month that does not fall at the end of a quarter, a report is given by the Chief Clinical Officer and Chief Operating Officer on utilization access, quality and productivity, and the Vice President of Finance reports on the actual to actual comparison of payor mix and liquidity ratios and other financial metrics. This information provides the Board insight as to where we stand in terms of operations and the operations are what drive the financials of the organization. Don Reichert, Chief Information Officer, provided an information technology platform update specifically focusing on cyber security and protecting MetroHealth in being proactive and not being reactive to threats. He lastly reported that MetroHealth has been an Epic organization since 1999 and the weekend of June 24-25 Epic was upgraded to the current version and stated it was very successful and the IT team did a phenomenal job.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. May 2017 Operating Performance Statistics and Ratios, and Volume Metrics
 - b. Information Systems Update

11. Legal and Government Relations Committee

A. Report of Committee Chairperson

Mr. Spain began his report with a Government Relations update given by Tracy Carter on matters concerning MetroHealth both in Washington and Columbus. The health care bill did not pass and people are reaching out to Senator Portman and other political members on the impact this has not only on MetroHealth but on people in the surrounding communities. Two areas being constantly monitored are Medicaid and Medicaid expansion and the 340B pricing, noting that Governor John Kasich is advocating to preserve Medicaid expansion while his colleagues in the House are trying to terminate it or make a cut and, if this bill contains language that does not support MetroHealth and its population, he will veto it even though there may be enough votes to override a veto. Another matter of concern Ms. Carter is monitoring is the state budget as language in the budget also impacts MetroHealth. Nothing is certain and what is true and happening today may be different tomorrow. Mr. Spain stated that matters on the Consent Agenda were reviewed and the Medical Staff Bylaws were discussed and updated and they now allow for Advanced Practice Providers to be members of the Medical Staff and an

expedited credentialing procedure adopted. In addition, modifications were made to The MetroHealth System Board of Trustees Bylaws to recognize the changes made to the Medical Staff Bylaws. One matter was then reserved for discussion in Executive Session.

B. Non-Consent Agenda

1. Action Items
 - a. Proposed Settlement of Claim No. 16-06-0914 (Executive Session)
2. Information Items
 - a. Government Relations Update
 - b. Risk Management Report
 - c. Medical Staff Bylaws Update

12. Patient Experience Committee

A. Report of Committee Chairperson

Ms. Dee began her report by stating the Patient Experience Committee met on Wednesday, June 14, and met Mr. Edison Bond, Jr., Senior Director of Patient Experience who is new addition to MetroHealth and comes with experience from The State University of New York. Three patient and family advocates or navigators are on the Committee and committed to assisting MetroHealth in being the best place it can be, one of them being Johanna Hamm who has spent time on researching healthy eating, sharing her findings with the Committee on how it can be improved as she was a patient herself. Steve McGowan, Executive Chef, Patty McClain, Director of Food & Nutrition Services, and Ed McFeaters, Senior Director of Support Services, brought to the Committee to sample three types each of breakfast, lunch, and dinner and explained how they are working to improve the appearance of the food, explained the retherming process of 600 plus trays per meal or 1,700 meals per day, and options for the special diets. Ms. Dee explained a different process for the food once the new hospital is built, noting people will be having options of the way food is prepared similar to room service, and also wanted to let the individuals mentioned above that the Committee appreciated their efforts in providing the different types of sampled food.

Dr. Laskey provided data on the outpatient goals and dashboards and noted that the overall targets were met but indicated that specific Discount Drug Mart locations patient and customer satisfaction measures needed improvement. Ms. Dee also reported that more effort has to be put into closing grievances with the Centers of Medicaid and Medicare (CMS) in a timely manner to be in compliance with the required time period but also indicated that CMS moved MetroHealth from a two-star rating to a three-star rating and complaints are down. Dr. Boutros reported to the Board that CMS is still providing their internal data to MetroHealth but are no longer publishing the ratings. Written complaints or 52% of the grievances are related to communication style and issues with diagnosis and work is being done on monitoring promptness on returning calls and emails that go directly to the departments. The One Metro experience or the branding initiative concerning customer service-oriented efforts were discussed and an undertaking is being created to provide consistency throughout MetroHealth with respect to standardizing customer service expectations and developing metrics to track progress. The EMMI impact or use of technology to enhance patient education by Michelle Mencke was tabled until the next meeting.

Dr. Boutros reported to the Board that since MetroHealth's switch from Press Ganey to NRC Health that in the first four months of 2017 more telephone and email responses were received than all of 2016.

B. Non-Consent Agenda

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

13. Executive Committee – No Report

14. Quality and Safety Committee – No Meeting

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

Ms. Allen began her report by stating the Simply Well Summer publication is out and available to read with articles on how to make the Summer more fun and keep the family healthy. With a significant increase in polls on the Change is Healthy campaign, the new Change is Healthy 2.0 digital campaign entitled *Life's Advice* started on Monday, June 26th, and includes two video commercials and billboard on changing people's expectations about their relationship with their primary care physician containing various ages, genders, sexual orientation, and range of ethnic and racial groups. The pole banners around MetroHealth will be changed to be read in English and in Spanish and the banner on the skyway will also be changed in the lower right hand corner to being lenticular where it changes when you walk past it. Lastly Ms. Allen stated that naming rights have been bought to the RTA buses and shelters that go down W. 25th Street and go all the way to Brecksville and showed how beautiful, fresh, light and attractive these wraps will be.

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

Ms. Brown reported to the Board on several items, one being that the Foundation held their annual meeting in early June and elected their leadership for the coming year. Brenda Kirk will continue to serve as Chair of the MetroHealth Foundation until May 2018 and Brian O'Neill from Tucker Ellis will be Chair-Elect and assume the leadership as Chair next May when Brenda steps down. She also stated that Rob Soroka, Senior Vice President at Fifth Third Bank, will be the Chair of the Finance Investment Committee and Jim Cahoon, a long-time Foundation Board member and very engaged in philanthropy, will lead the Outreach Committee. There are two special recognition events planned for Fall. The 2017 Cleveland Heritage Medal Luncheon advertised in the Plain Dealer and Crain's will be held on Thursday, September 14, at 11:30 a.m. at the City of Cleveland Grand Hall Rotunda; the special events team lead by Maria Estes is putting this event together and MetroHealth will be honoring Carole Hoover, Sam Miller, Albert Ratner, and Michael White. She stated Dr. Boutros, Margot Copeland, and Mayor Jackson Chaired the Cleveland Heritage Medal Committee last year. The second recognition event is the Hall of Honor being held at Aloft on October 28th and which eight physicians from the Medical Staff will be honored and inducted into the Hall of Honor. Several new Foundation Board Members welcomed into their role include Sally Stewart, Chair of the Auction Committee for the GALA last year; Melissa Kline, representing Nursing and MetroHealth leadership; Rachel Ciomcia, Cleveland Bridge Builders; Marcy Levy Shankman, Cleveland Municipal School District; and John

Grech, Financial Advisor with Edward Jones Investments and Past President and Advisor of the Middleburg Heights Chamber of Commerce.

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 6:35 p.m.

The Board unanimously authorized and ratified settlement of Claim No. 16-06-0914 in the amount of \$200,000, to be paid from The MetroHealth System Self-Insurance Trust Fund. RESOLUTION 19111.

The Board Chair requested that Mr. Michael Phillips strike Item F.4. from the Consent Agenda based upon the Board's discussions regarding this matter and the Board concurred in this.

The meeting adjourned at approximately 6:45 p.m.

NEXT MEETING: July 26, 2017 (WEDNESDAY) – 4 p.m.

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

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