

**BOARD OF TRUSTEES  
The MetroHealth System**

- Date:** July 26, 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, Dr. Chehade, Dr. Connors, Mr. Jones, Ms. Kline, Mr. Lewis, Mr. Phillips, Ms. Platten, Mr. Richmond, Dr. Thomas, Ms. Wahl, Dr. Werner, Ms. Wood
- Guests:** Hammel, Green & Abrahamson, Inc. (HGA)  
Mr. Mark Bultman, Vice President  
Mr. Kurt Spiering, Planning and Design Principal/Head of Healthcare Practice  
Mr. Rick Hombsch, Engineering Principal  
Bostwick Design Partnership  
Mr. Michael C. Zambo, Principal

**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 June 28, 2017. RESOLUTION 19112.

**2. Consent Agenda**

**A. Audit Committee – No Meeting**

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

**C. Diversity and Inclusion Committee**

1. The Board unanimously approved the incorporation of the diversity and inclusion goal metrics for the 2017 Plan as described in the attachment to replace the diversity and inclusion goal metrics originally approved, to be utilized in connection with the overall compensation methodology. RESOLUTION 19113.

**D. Facilities and Space Committee**

1. The Board unanimously approved the engagement of Donley's Inc. as the System's construction manager at risk for construction services under a

Guaranteed Maximum Price Agreement for the Project with aggregate costs not to exceed \$24,500,000, to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19114.

2. The Board unanimously approved the formation of an Ohio nonprofit corporation for the purpose of providing the System flexibility and expanded options in connection with the acquisition, development and use of real estate. This entity will be organized to further the System's mission and strategic objectives by acquiring, developing, owning and managing real estate and related facilities, as well as community development, housing, and activities related to or for the benefit of the System and the community it serves, and the President and Chief Executive Officer will report on the formation and activities of the new entity. RESOLUTION 19115.
3. The Board unanimously approved authorization of the System to exercise its options to purchase certain real estate and subsequently assign the options to an Ohio nonprofit charitable corporation as more fully described in Attachment A. RESOLUTION 19116.

**E. Finance Committee**

1. The Board unanimously approved the changes to the hospital and professional Charge Description Master (CDM) file, for the items shown in Attachment A. RESOLUTION 19117.
2. The Board unanimously approved the engagement of Willis Towers Watson as broker of record for the Owner Controlled Insurance Program for the Campus Transformation Project at a cost not to exceed \$615,000 plus commissions not to exceed 15%, for a five-year period. RESOLUTION 19118.

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

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

**H. Executive Committee - None**

**I. Quality and Safety Committee – None**

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

Dr. Boutros began by introducing and welcoming Cheryl Forino Wahl, the new Senior Vice President and Chief Ethics and Compliance Officer, to the Board, indicating she began at MetroHealth in mid-July and will assist management meet the Board's and management's commitment to the highest standard of ethical business conduct with the goal of MetroHealth becoming recognized as one of the most ethical companies in the world in the future. Ms. Wahl has 20 years' experience in health care, formerly Chief Compliance Officer at EnvisionRxOptions, a subsidiary of Rite Aid Corporation; Chief Compliance Officer for University Hospitals; and Associate General Counsel for Jewish Hospital Healthcare Services.

Dr. Boutros indicated his report was in the Board Book and shared a few items of interest. The June 2017 year-to-date report he printed indicated that through MetroHealth's electronic medical record utility 2.8 million patient records had been exchanged with other organizations, compared to 4.5 million in 2016 for the full year and over 11 million medical records since MetroHealth

began sharing with other organizations, which is on track to increasing the number by 10% and not only serves the medical practitioners here in Cleveland but helps patients receive care across the United States. The Lofts at Lion Mills project located two and a half blocks from MetroHealth and that house 36 affordable apartments will be completed soon and will garner approximately \$10.5 million in New Market and historic tax credits for the developer. There will be an ongoing program to recruit MetroHealth's employees to live there, indicating that one bedroom apartments will start at \$259 per month to the largest two bedroom apartments at \$718. Dr. Boutros informed the Board that The Cleveland Clinic Foundation had severed their relationship with CareSource and that MetroHealth was negotiating with CareSource to transition 10,000 patients to MetroHealth for their continued health care. Lastly, the MetroHealth operating rooms reached an all-time high of 99 operative cases in one day the week of July 17.

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

Ms. Kline began her report by recognizing that Linda Boseman's article, a MetroHealth Pediatric Nurse Practitioner and System's Specialist, was featured in the June edition of *Cleveland Magazine's* "Faces of Caring", indicating she was honored at a dinner earlier in June. The annual Nurse Satisfaction Survey was held the first three weeks in May; 87 percent of the nurses participated and over 50 areas had 100 percent participation. The Magnet expectations were exceeded, as results improved from 2016, with 60 percent of unit-level scores and 62 percent of Magnet reported scores being above the benchmark. Ms. Kline indicated that the results going forward will be shared, and each unit will develop an action plan to address any low scoring areas. The first diversity event was hosted on July 20 with approximately 20 to 25 members and leaders attending from the local chapters of The National Association of Hispanic Nurses, The Cleveland Council of Black Nurses, and The Philippine Nurses Association of America to determine different types of needs they had and how MetroHealth Nursing could assist them. On August 29 Nursing will host its second annual minority recruitment event and are looking forward to having a similar turnout as in 2016 of 100 attendees.

#### **5. Medical Staff**

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

Dr. Sandra Werner reported to the Board since Dr. Kasprzak was not able to attend. The Medical Staff did not meet in June or July and, therefore, there are no major announcements. She thanked the Board and management for approving the Medical Staff Bylaws and stated that the Bylaws were sent to the Medical Staff. Lastly, Dr. Werner reported that Kathy Bellflower sent a Save the Date invitation for the Medical Staff party on December 9, 2017. Mr. McDonald then entertained a motion to approve the Medical Staff, Advanced Practice Nurses, and Allied Health Provider appointments, actions and reappointments.

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

1. The Board unanimously approved the Medical Staff Appointments/Actions for July 2017. RESOLUTION 19119.
2. The Board unanimously approved the Advanced Practice Nurses Appointments/Actions for July 2017. RESOLUTION 19120.
3. The Board unanimously approved the Allied Health Appointments/Actions for July 2017. RESOLUTION 19121.

**C. Medical Staff Committee Minutes – June 16, 2017**

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

Dr. Thomas began her report by stating on July 12, 2017, the Case Western Reserve University (CWRU) School of Medicine admitted 218 first-year medical students and acknowledged that the MetroHealth Faculty played a huge role in its success. On July 23, 2017, CWRU welcomed the third-year medical students who participated in the rising to the third-year ceremony where the medical students repeated their oaths made as first-year students, noting Dr. Al Connors was an invited guest speaker and thanked him for setting the tone for an important ceremony that meant the medical students would be working with patients in their third year. CWRU's white coat ceremony was held on July 16, 2017, welcoming the first-year medical students who received their white coats, noting that Dr. Heidi Gullet spoke on the topic of the importance of relationship centered care. CWRU will receive their second-year medical students the week of July 31, at which time CWRU will be at full capacity, noting that 4,000 applications for the next class had been received and indicated that CWRU School of Medicine remains competitive and she was proud of the themes created through the medical students.

Dr. Bernard Boulanger reported to the Board the relationship update with the CWRU School of Dental Medicine. He stated for the past six to nine months work has been done to establish an affiliation with the CWRU School of Dental Medicine much like MetroHealth has with the CWRU School of Medicine. He stated that terms of an agreement has been reached and execution of the affiliation should happen by the next Board meeting in September.

**6. Audit Committee – No Meeting**

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

**8. Diversity and Inclusion Committee**

**A. Report of Committee Chairperson**

Ms. Whiting began her report by indicating that the Diversity and Inclusion Committee adopted in the Consent Agenda the revised diversity goals, noting that the goals needed to be refined; they were in fact expanded to remain in compliance with the landmark Supreme Court Case which states that one can have goals and not quotas and this needed to be addressed because variable performance compensation are tied to these goals. She indicated that the Board charter committee will meet to review this Committee's Charter to ensure that it is up to date with respect to 2017 best practices. She elaborated on facts that the Charter was established in 2013 but, since that time, the definitions and work of Diversity has changed and the appropriate wording and language needed to be refined, particularly with respect to the LGBT community. A new goal was added to develop and approve a System wide inclusion and diversity topic to be utilized in certain management and departmental meetings, as well as a communication plan for diversity and inclusion updated throughout the System. A retention program will also be developed departmentally to measure retention, noting that a review will be conducted on not only hiring but also retaining inclusive candidates once they are employed. Other goals have remained the same, such as percentage of diverse managing candidates interviewed, increased percentage of diverse contractors

interviewed, enhanced visibility with diverse organizations, diverse local and regional spend goals, and diverse transformation spend goals. A new project that the Committee is developing within MetroHealth is a re-entry employment to work program for returning citizens who have been incarcerated and are looking for gainful employment.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Office of Inclusion and Diversity
    - Inclusion & Diversity Strategy
      - Supplier Diversity
      - Leadership Recruitment
      - Workforce
      - Physician & Provider Recruitment
      - Community Sponsorships
    - Update of Minority Physician Recruitment Initiative
    - Update on Management Group I&D Programs and Goal-Setting
  - b. Community Business Enterprise
  - c. Supplier Diversity
  - d. Talent Acquisition

**9. Facilities and Space Committee**

**A. Report of Committee Chairperson**

Mr. Monnolly began with a review of the Facilities report by Karen Dethloff, noting the Facilities Department maintains the existing building and small projects being completed throughout the hospital, noting for 2017 there has been an 18% increase in service requests; 41% increase in preventive work orders; a total of 21% in total work order volume; 100,000 work orders compared to 80,000 work orders in 2016; 31 completed projects, not breakdowns; 34 initiated capital projects; 87 utility interruptions; and 65 water breaks, all as a result to the age of the building and which had zero impact on patients. Walter Jones reviewed the Construction Manager at Risk for construction of the new parking garage awarded to Donley's Inc. at a cost not to exceed \$24.5 million, approximately \$7 million under the estimated cost of the garage. Mr. Jones then reviewed the Owner's Representative services consultant selection for which eight firms responded to the July 23 request and narrowed down to four firms that were interviewed on July 25. The representative selected will augment the Construction Department and oversee the construction as opposed to MetroHealth hiring a larger staff. Reviewed next was the master construction manager at risk selection which will build the hospital. Four responses to this request were received on July 21, and there will be a two-week period to shortlist these companies and a two-week pricing and technical proposal due from each, with interviews to be scheduled sometime the week of September 11. Mr. Monnolly stated that the Big Room located in the old Emergency Department space where the construction personnel will reside and where donors will be brought will be completed in August.

MetroHealth's Master Architect and Engineer of Record, HGA, was introduced and their representative gave a presentation on their philosophy on how this building will be designed, Mr. Jones noting that HGA has eight offices located across the country that serve hospital and health systems and not only designs beautiful buildings, but balances technical, operational and human considerations into their design. Mark Bultman, the Managing Partner of HGA of the Milwaukee office, was present at this Board meeting and

thanked the Board for the invitation to introduce themselves and expressed his appreciation for the opportunity to work with MetroHealth. Two other members of HGA introduced themselves: Kurt Spiering, the Planning and Design Principal and head of the Healthcare Practice who is working on MetroHealth's planning design and Rick Hombsch, the Engineering Principal who will be overseeing the mechanical, electrical, and plumbing portion of the project and the new central utility portion of the project. Mike Zambo from Bostwick Design Partnership in Cleveland introduced himself as the local architects partnering with HGA. A five-minute video was then shown on why HGA and its team want to undertake this work for MetroHealth.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Facilities Management Information
  - b. Campus Transformation Process

**10. Finance Committee**

**A. Report of Committee Chairperson**

Dr. Silvers stated multiple reports were reviewed and the financial results were very good, and that an increasing amount of time each time is spent each month analyzing the operational statistics which drive the numbers. MetroHealth is now reporting on a quarterly basis, and there are no issues and the results are very good, noting the year-to-date Adjusted Operating Income was \$15.4 million and the adjusted EBIDA, or earnings before interest, depreciation and amortization, which is a measure of cash flow was spectacular at approximately 80% of what it was last year and very much on target. He indicated the Statement of Net Position, known as the Balance Sheet, is significantly different than last year because of the bond financing and debt issue. There are three important operational issues that are ongoing and non-recurrent: the 2016 HealthSpan integration; the \$87 million bond issue cost; and GASB 68, the non-cash accounting method MetroHealth reports to OPERS for the pension plan reported in the fourth quarter that does not have a material impact on operations and billing.

Mr. Richmond indicated for three months ended, MetroHealth's Operating Income was \$5.2 million, which included approximately \$6.8 million of bond issuance costs that Dr. Silvers discussed. He compared that to last year at the same period, and MetroHealth had approximately \$2.3 million worth of progress quarter over quarter. For the most recent six months ended, the Operating Income was approximately \$8.4 million which included the \$6.8 million of bond issuance costs, indicating at the same time last year MetroHealth reported approximately a \$5.5 million loss meaning great improvement looking at year-to-date performance period over period. With respect to the covenant compliance as it relates to the debt issuance, the focus was on two metrics: Days Cash on Hand and the Minimum Debt Service coverage ratio. The Days Cash on Hand for the System as of June 30 was 129 days and the actual bond requirement was 75 days, and the cash on hand metric is expected to continue to improve over time. Explaining in layman's terms, the Minimum Debt Service ratio in essence is MetroHealth's 40-year mortgage of approximately \$60 million to pay back over the term of our bond, noting that at this point in time this ratio is 2.6 compared to the requirement of 1.0, thereby indicating we are well in compliance as it relates to what is required as part of our bond documents.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Second Quarter 2017 Financial Results
  - b. Second Quarter 2017 Operating Performance Statistics and Ratios
  - c. Accounting & Financial Reporting for Pensions Update (GASB 68)

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

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

**13. Executive Committee – No Report**

**14. Quality and Safety Committee**

**A. Report of Committee Chairperson**

Mr. Moss began his report by noting that Matt Kaufmann, Quality Manager, had provided a review on the primary ACO Quality Metrics, indicating we fell short on the ACO quality goals but are improving and our expectations that these goals will be reached as they are important in both the star rating and in compensation bonuses for important measures that are being tracked. Other quality goals discussed were decision time for Emergency Department departures, accruing at 399 minutes and the target being 275; average discharge time for patients during the day being 3:39 which is close to the target of 3:42; patient safety; the PSI 90 Composite at 26, this high number being good and the stretch is 20; hospital surgical site infections at 72 and the target being 65, noting the lower number is better; and the 30-day readmissions being exceeded at 7.13% and the target being 7.90%. Dr. Boutros reminded the Board that in 2011 the readmission rate was 14% and stated MetroHealth is nearly half that number today. Mr. Moss indicated the target of 135 for Contaminated Needle Sticks for Sharps Injury, and the Order Set Utilization where the goal is to have staff on the same order set with our target being 18 and currently it is at 7, indicating the high number is good and there is need for some improvement in that area. TeamSTEPPS is expected to approach their threshold of getting the team trained and working by the end of the year. Dr. Connors reported that Hand Hygiene is not being tracked but indicated we have fallen short of where we used to be and indicated he had a plan in place to gain back control. There was a discussion with the Clinical Quality Improvement Committee, a new committee formed, with the idea that every department service line will have their own quality improvement committee, and Dr. Golob and Dr. Mercer reviewed the process to get that into place. Dr. Arora from OB/GYN reviewed with the Quality and Safety Committee how the Clinical Quality Improvement Committee should work on a perfect level as implemented in OB/GYN, discussing matters in place such as huddles around quality, routine steps and hot wires completed, analyzing data, following order sets and gave examples how this was accomplished with success. Lastly, the Committee adjourned into Executive Session to talk about potential litigation.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. 2017 Goals Performance
  - b. Hand Hygiene Program
  - c. Clinical Quality Improvement Committee
  - d. OB/GYN Quality Program

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

Ms. Allen began her report by stating she would be sharing a new TV commercial to the Board via email that reflected a good diversity age, gender, and all racial ethnicity since she was informed that a person used to reflect high blood pressure was not an age appropriate target. She indicated an email from our federal lobbyist was received and stated that Dr. Boutros had given a good overview of what we don't know; however, the Senate had voted down the repeal bill 55-45, noting that seven Republicans had sided with the Democrats, one of whom was Senator Rob Portman. She thanked all those who reached out to Senator Portman and stated that all of our voices had been heard. Ms. Allen stated a letter to Governor Kasich will also be sent thanking him for his support of the Medicaid population in the State of Ohio.

Dr. Boutros recalled a couple years ago that MetroHealth wanted their ad campaign to be as demographically focused and diverse as possible, not only in ethnicity but also in age groups that we serve. He reported that MetroHealth has had the first LGBTQ person in our commercial talking about health care.

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

Michelle Wood reported to the Board in Kate Brown's absence and stated that The Visiting Nurse Association confirmed the role as Title Sponsor for the upcoming Medical Hall of Honor celebration being held on October 28, 2017, at the Aloft Cleveland Downtown Hotel to honor the third class of inductees. She thanked Dr. Nabil Chehade and Karim Botros for their support in cultivating the relationship and assistance in securing the title sponsorship. The Lubrizol Corporation issued a \$100,000 challenge grant to the Lincoln West Science and Technology High School for the expansion of space, as well as The Abington Foundation and The Reinberger Foundation providing an additional \$85,000 of additional support for same. She indicated that looking back at these three organizations over the last seven to eight years that together they have contributed approximately a half million dollars to MetroHealth. Lastly, Ms. Wood indicated that there were two recent estate commitments in support of both the Alfred Cyril Pinchak Research Endowment and the Area of Greatest Need for MetroHealth.

**17. Other Board Items**

Dr. Boutros reported that as part of MetroHealth's Community Impact Committee, projects are being pursued in area neighborhoods surrounding MetroHealth on what we can do to assist in improving their health care, their lives, and their access to jobs, amongst other things.

Dr. Boutros is committed to pursuing this and asked Jane Platten, his Special Assistant, to lead the project called Connect the Unconnected.

Ms. Platten reviewed with the Board that approximately a year ago Dr. Boutros and staff were approached by DigitalC, a nonprofit organization borne out of a prior organization titled One Community. One Community split off into two organizations, one being a for profit company called Everstream, a commercial internet service provider, and a nonprofit organization titled DigitalC with a mission of developing digital strategies to assist in solving community problems. Ms. Platten indicated that DigitalC has multiple programs, and MetroHealth was approached to partner with Connect the Unconnected, the intent being to solve the problem of the cycle of exclusion of low income households by providing access to residents of unconnected households with online training, digital literacy, how to use the computer, how to use email, and how to navigate devices and the internet, with DigitalC providing the refurbished or rehabilitated computers after training programs have been completed. She stated 30 percent of Cleveland's



residents do not have access to the internet in any form and 50 percent of Cleveland residents have no fixed wire internet in their homes. Last year DigitalC ran a successful pilot program after implementing the training and partnering with CMHA to connect eight buildings in the central neighborhood in the campus district, noting approximately 160 residents have completed the training and have access within their own households to the internet. She indicated Jeff Patterson, the CMHA Director, has reached out to MetroHealth in terms of partnering on future projects with DigitalC in the areas of Ohio City, Old Brooklyn, and Tremont, noting percentages of these communities have no fixed broadband internet. A proposal has been made to construct ultra high speed connectivity to connect actual buildings and the headquarters of those eight to twelve being the MetroHealth campus, connecting approximately a thousand residents with computers and high speed internet in their homes after literacy and health management navigation training has been completed.

**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 6:10 p.m.

The meeting adjourned at approximately 6:10 p.m.

**NEXT MEETING: September 27, 2017 (WEDNESDAY) – 4 p.m.**

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

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