

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – SEPTEMBER 27, 2017**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
Minutes Approval of Regular Board Meeting Minutes, July 26, 2017	19122
 CONSENT AGENDA	
Audit Committee Approval of the Continued Services of KPMG LLP as the System’s Internal Audit Consultant	19123
Facilities and Space Committee Approval of the Engagement of Turner Construction Company as the System's Construction Manager at Risk for the Campus Transformation	19124
Approval of the Engagement of Hammes Company Healthcare LLC as the Owner’s Representative for Campus Transformation	19125
Approval of Additional Capital Improvements to Enabling Projects (Relocation of Services) for the Transformation	19126
Finance Committee Approval of Certain Capital Improvements and Purchases	19127
Approval of Changes to the Hospital and Professional Charge Description Master (CDM) File	19128
Legal Committee Approval of the Retention of Real Estate and Construction Attorneys	19129
Medical Staff Approval of Medical Staff Appointments/Actions – August 2017	19130
Approval of Allied Health Appointments/Actions – August 2017	19131
Additional Resolutions Approval of Claim Settlement No. 13-39-0213	19132
Ratification and Approval of the Engagement of KPMG LLP for the Conduct of Cybersecurity Investigatory Response Services and Project Management Services	19133

Approval of Board Meeting Minutes, July 26, 2017

RESOLUTION 19122

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

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

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Approval of the Continued Services of KPMG LLP as the System's Internal Audit Consultant

RESOLUTION 19123

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for additional services of KPMG LLP as the System's Internal Audit consultant; and

WHEREAS, the Board's Audit 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 additional services of KPMG LLP as the System's Internal Audit consultant for the purpose of providing additional management, assistance, advice and guidance with performing enterprise risk assessments, associated audits, providing oversight of Information Technology (IT) audits and reporting to management and the Audit Committee of the Board of Trustees. The costs for the additional services and expenses are not to exceed \$140,000, to be paid out of general operating funds.

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

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

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Approval of the Engagement of Turner Construction Company as the System's Construction Manager at Risk for the Campus Transformation

RESOLUTION 19124

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Turner Construction Company (Turner) as the System's construction manager at risk for the Campus Transformation project (the "Project") under a Guaranteed Maximum Price (GMP) Agreement; and

WHEREAS, due to the scope and complexity of the Project, it is not possible to determine the GMP without completion of additional work on the Project; and

WHEREAS, it is necessary to authorize the construction manager at risk to proceed with the initial phase of work including but not limited to pre-construction services; and

WHEREAS, the final GMP amendment with the construction manager at risk shall be subject to the Board of Trustees' approval; and

WHEREAS, the Board's Facilities and Space 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 as the System's construction manager at risk for construction services under a Guaranteed Maximum Price agreement for the Project. Turner will be entitled to receive associated percentage of fees based on the GMP which shall not exceed 4.98% for general conditions, 1.95% for the construction manager fee and 2.50% for construction manager contingency. The amount Turner will be entitled to receive will be subject to deductions of at least \$1,475,700. The costs for the initial pre-construction services shall not exceed \$1,100,000, which shall be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the final GMP amendment with Turner shall be subject to the approval of the Board of Trustees.

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, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Mr. Spain

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Approval of the Engagement of Hammes Company Healthcare LLC
as the Owner's Representative for Campus Transformation

RESOLUTION 19125

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the engagement of Hammes Company Healthcare LLC (Hammes) as the System's Owner's Representative 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 Hammes Company Healthcare LLC as the System's Owner's Representative for Campus Transformation, for fees not exceed \$9,580,000 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, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider,
Dr. Silvers, Mr. Spain

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Approval of Additional Capital Improvements to Enabling Projects
(Relocation of Services) for the Transformation

RESOLUTION 19126

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for additional capital improvements to enabling projects for the Transformation and associated capital spend as further described on Exhibit A (the "Projects"); and

WHEREAS, the Board's Facilities and Space 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 additional capital improvements to the enabling Projects and the associated capital spend as further described on Exhibit A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate, execute, and/or deliver agreements and other documents and take all other necessary and appropriate actions consistent with this resolution, and the Board of Trustees of The MetroHealth System hereby approves such documents.

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

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 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 Certain Capital Improvements and Purchases

RESOLUTION 19127

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for certain capital improvements and purchases; 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 certain capital improvements and purchases, for the items, purposes, and aggregate costs as detailed in Attachment A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Attachment A.

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, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider,
Dr. Silvers, Mr. Spain

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Attachment A
List of Capital Improvements and Equipment

	Description	Aggregate Cost	Funding Source	Background
1.	Emergency Department SANE Program Stretchers	\$42,500	VOCA SANE Grant (#5500117301)	Funding to purchase seven stretchers for forensic patients to be spread across ambulatory locations.
TOTAL		\$42,500		

Approval of Changes to the Hospital and Professional Charge Description Master (CDM) File

RESOLUTION 19128

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for changes to the hospital and professional Charge Description Master (CDM) file; 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 changes to the hospital and professional Charge Description Master (CDM) file, for the items shown in Attachment A.

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

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

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 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 the Retention of Real Estate and Construction Attorneys

RESOLUTION 19129

WHEREAS, the Board of Trustees of The MetroHealth System has now been presented a recommendation for the retention of the law firms of Bricker & Eckler, LLP, Calfee, Halter & Griswold, LLP and Ulmer & Berne LLP as special counsel for services relating to real estate and construction as may be required; 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 retention of the law firms of Bricker & Eckler, LLP, Calfee, Halter & Griswold, LLP and Ulmer & Berne LLP as special counsel for services relating to real estate and construction as may be required, to be paid out of general operating funds.

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, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider,
Dr. Silvers, Mr. Spain

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Approval of Medical Staff Appointments/Actions
August 2017

RESOLUTION 19130

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on August 29, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on September 15, 2017.

Active

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Ali, Andaleeb, MD	Geriatric Medicine		9/1/2017	MHMC
Blaker, Kristen, MD	Surgery	General Surgery	9/18/2017	MHMC
Boyko, Christine, DO	Express Care	Express Care	8/30/2017	Express Care
Clemow, Justin, DMD, MD	Dentistry	Oral/Maxillofacial	9/4/2017	MHMC
Hirokawa, Rie, MD	Family Medicine		9/1/2017	Broadway
Hirschfeld, Adam, MD	Orthopedics		9/5/2017	MHMC
Kodakandla, Narsimha, MD	Medicine	Hospital Medicine	9/8/2017	MHMC
Naderi Mahabadi, Ali, MD	Medicine	Hospital Medicine	9/1/2017	MHMC
Nemer, Michelle, MD	Medicine	Internal Medicine	9/4/2017	MHMC

Associate

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>	<u>Source</u>
Baba, Ridhwan, MD	Medicine	Hospital Medicine	9/1/2017	MHMC
Gronowski, Tanner, DO	Emergency Medicine	Life Flight	9/1/2017	MHMC

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

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Approval of Allied Health Appointments/Actions
August 2017

RESOLUTION 19131

The following Appointments to The MetroHealth System Allied Health Providers will be reviewed by the C&S Committee on August 29, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on September 15, 2017.

Allied Health

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Delmore, Sean, LISW	Psychiatry		9/5/2017	MHMC
Seagro, Melissa, LISW	Psychiatry		9/5/2017	MHMC

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

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Approval of Claim Settlement

RESOLUTION 19132

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. 13-39-0213	\$2,100,000.00

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, Rev. Minor, Mr. Monnolly, Mr. Moss, Mr. Schneider,
Dr. Silvers, Mr. Spain

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017

Ratification and Approval of the Engagement of KPMG LLP for the Conduct of Cybersecurity
Investigatory and Response Services and Project Management Services

RESOLUTION 19133

WHEREAS, the President and Chief Executive Officer has previously authorized the engagement of KPMG LLP for certain Cybersecurity Investigatory and Response services and subsequently for Project Management Services as a result of the cybersecurity incident which was discovered in August 2017, for which the Board has received notice, such engagement being undertaken pursuant to the Emergency Use provisions of System Policy I-88; and

WHEREAS, KPMG's Investigatory and Response services were provided pursuant to a Cyber Response Services Letter Agreement dated August 25, 2017 (the "Letter Agreement") and the Project Management Services were provided pursuant to Work Plan agreed to in accordance with the Letter Agreement.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby formally ratifies and approves the engagement of KPMG LLP for the purpose of the Investigatory and Response services and the Project Management Services and hereby ratifies and approves the Letter Agreement with KPMG LLP providing for the performance of these services, and any additional consulting work that may be deemed to be in the best interests of the System, as determined by the President and Chief Executive Officer, with combined cost and associated expenses not to exceed \$395,000, to be paid out of general operating funds.

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

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

NAYS: None

ABSENT: Mr. McDonald, Ms. Whiting

ABSTAINED: None

DATE: September 27, 2017