

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – JANUARY 24, 2018**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
Minutes	
Approval of Regular Board Meeting Minutes, December 20, 2017	19175
 CONSENT AGENDA	
Finance Committee	
Approval of the Continued Engagement of Kaufman Hall as the System's Financial Advisor for Transformation	19176
Approval of the Delegations of Limited Functions Related to the Management and Control of the Hospital	19177
Approval of the Purchase of Claims-Made Professional and General Liability Insurance from Lloyd's of London	19178
 Medical Staff	
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Approval of Capital Improvements to the Main Campus Behavioral Health Inpatient Unit	19181

Approval of Board Meeting Minutes, December 20, 2017

RESOLUTION 19175

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of December 20, 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 December 20, 2017, as presented.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly, Mr. Schneider

ABSTAINED: None

DATE: January 24, 2018

Approval of the Continued Engagement of Kaufman Hall
as the System's Financial Advisor for Transformation

RESOLUTION 19176

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued on-going engagement of Kaufman Hall as the System's Financial Advisor for Transformation; 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 continued on-going engagement of Kaufman Hall as the System's Financial Advisor for Transformation, for the purpose of providing financial planning, advice and guidance related to Transformation throughout 2018, for total aggregate fees not to exceed \$140,000 plus reasonable out-of-pocket expenses, to be paid out of general operating funds.

Kaufman Hall's services throughout 2018 may include:

- Assist in financial and capital markets assessment of MetroHealth's on-going contemplated strategic initiatives as well as credit impact, including preparation for and participation in rating agency meetings;
- Create and participate in overseeing the maintenance of operating and capital structure performance and risk monitoring guidelines designed to provide MetroHealth with a long-term roadmap to achieving improved credit ratings;
- Assist in establishing and maintaining an appropriate investor relations program aimed toward bondholders, credit banks, and other investors;
- Provide updates to MetroHealth's Management, Finance Committee and Board of Trustees, as requested, on topics including healthcare trends, peer comparisons, credit issues, global capital strategy and capital market updates and review, and capital financing plan alternatives;
- Provide on-going financial modeling support (including potential strategic initiatives) in Kaufman Hall's Axiom software (financial planning and analysis software).

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. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly, Mr. Schneider

ABSTAINED: None

DATE: January 24, 2018

Approval of Delegations of Limited Functions
Related to the Management and Control of the Hospital

RESOLUTION 19177

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the authorization and approval of the delegation by the President and Chief Executive Officer to the Chief Financial Officer of limited functions related to the management and control of the hospital; 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 authorizes and approves the delegation by the President and Chief Executive Office to the Chief Financial Officer of the ability to approve 1) spend on furniture, fixtures and equipment not to exceed \$1,000,000 for each project, and 2) capital improvements including the purchase of equipment and vehicles not to exceed \$1,000,000 for each project. This delegation is limited and subject to the prescribed limits and reporting obligations set forth in previously approved resolution 18973.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to take any actions consistent with this resolution.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly, Mr. Schneider

ABSTAINED: None

DATE: January 24, 2018

Approval of the Purchase of Claims-Made Professional and
General Liability Insurance from Lloyd's of London

RESOLUTION 19178

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the purchase excess Professional Liability and General Liability Coverage from Lloyd's of London; 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 purchase of claims-made excess Professional and General Liability coverage with limits of \$35,000,000 excess of a primary policy with professional liability limits of \$7,000,000 for professional liability claims and general liability limits of \$1,000,000, from Lloyd's of London for a total premium not to exceed \$1,300,000 for policy period December 31, 2017, through December 31, 2018, to be paid out of operating funds. This Resolution supersedes Resolution 19150.

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. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly, Mr. Schneider

ABSTAINED: None

DATE: January 24, 2018

Approval of Medical Staff Appointments/Actions
December 2017

RESOLUTION 19179

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on December 19, 2017. The appointments will then be reviewed and accepted by the Medical Executive Committee on January 12, 2018.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Brown, Laura, MD	Surgery	Trauma/Burn/Critical Care	1/1/2018	MHMC
Hancock, Mary, MD	Emergency Medicine		1/2/2018	Jail
Ho, Vanessa, MD	Surgery	Trauma/Burn/Critical Care	1/2/2018	MHMC
Holan, Cali, MD	Emergency Medicine	Express Care	12/20/2017	Express
Kotinsley, Katherine, MD	Medicine	Radiation Oncology	12/19/2017	MHMC
Oleson, Christina, MD	PM&R		1/1/2018	MHMC, OBC
Sofi, Aijaz, MD	Medicine	Gastroenterology	1/2/2018	MHMC
Watts, Brook, MD	Medicine	Internal Medicine	1/2/2018	MHMC
Weidenbecher, Mark, MD	Otolaryngology		1/15/2018	MHMC

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Seegert, Sarah, CNP	Neurology		1/8/2018	MHMC

Physical Therapist

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Duber, Charles, PT	PM&R		1/1/2018	Westlake YMCA
Lamastra, Andrea, PT	PM&R		1/1/2018	Westlake YMCA
Novosel, Edward, PT	PM&R		1/1/2018	Westlake YMCA

Reappointment

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Date</i>
Broniatowski, Michael, MD	Otolaryngology		12/11/2017

**The following actions to The MetroHealth System Medical Staff will be reviewed by the
C&S Committee on December 19, 2017. The Actions will then be reviewed by the
Medical Executive Committee on January 12, 2018.**

Resignations

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>End Date</u>
Abghari, Pamela, MD	Pediatrics		12/1/2017-R
Bass, Jonathan, MD	Dermatology		12/27/2017-RT
Boose, Shirin, LPCC	Psychiatry		12/8/2017-R
Crespo, Maria, MD	Emergency Medicine		12/15/2017-RL
Howard, Alexandria, MD	Family Medicine		12/8/2017-R
Jones, Katherine, DO	Family Medicine		12/30/2017-R
Kilroy, Terrence, MD	Medicine	Pulmonary Medicine	12/21/2017-R
Kondow, Alexander, MD	Radiology		12/12/2017-RT
Lalone, Katy, MD	Psychiatry		12/15/2017-R
Lind, Charles, MD	Anesthesiology		8/11/2017-RL
Liu, James, MD	Neurosurgery		12/31/2017-R
Mackel, Sharon, LISW	Psychiatry		12/20/2017-R
Nemeth, William, DDS	Dentistry	Oral Health	12/19/2017-RT
Schwartzman, Larisa, MD	Medicine	Hematology/Oncology	12/4/2017-R
Zhang, Alexandra, MD	Dermatology		12/1/2017-R

Change of Staff Category

<u>Name</u>	<u>From</u>	<u>To</u>	<u>Date</u>
Cebul, Randall, MD	Active	Emeritus	12/29/2017

Additional Clinical Privileges

<u>Name</u>	<u>New Privileges</u>	<u>Date</u>
Weatherborn, Megan, MD	Add Circumcision	1/3/2018

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly, Mr. Schneider

ABSTAINED: None

DATE: January 24, 2018

Approval of Amended Medical Staff Rules and Regulations

RESOLUTION 19180

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

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the attached Medical Staff Rules and Regulations.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly, Mr. Schneider

ABSTAINED: None

DATE: January 24, 2018

Section 1. Admission of Patients

1.1 Admitting Privileges

1.1.1 A patient may be admitted to a unit of MetroHealth by a privileged practitioner with admitting privileges or by a member of the resident staff in collaboration with such a practitioner.

Patients requiring only dental care shall be admitted, managed and discharged by a privileged dentist, subject to the shared responsibility of a physician as described in the bylaws.

Patients requiring only podiatric care shall be admitted with the concurrence of a physician, but managed and discharged by the privileged podiatrist, subject to the shared responsibility described in the bylaws.

1.2 Observation Status

Patients may be placed on observation status to allow for ongoing evaluation and treatment for a suspected acute condition and determination of whether or not an inpatient admission is required. Observation patients will be classified as outpatients unless and until the responsible Attending or resident/fellow determines that admission is necessary by a written order.

1.3.1 Transition Orders

Emergency Medicine Physicians who are privileged to write admitting orders would also be credentialed to write transition orders.

1.3 Responsibilities upon Admission

Each patient's care is the responsibility of a privileged practitioner, who shall be called an Attending. If an Attending has not been specified at the time of a patient's admission, an Attending shall be designated by the appropriate Department chair or resident/fellow. Patient history and physical examinations shall be written or reviewed and amended by the Attending, if necessary, in accordance with Section 2.

Patients shall be admitted to a unit of MetroHealth with a provisional diagnosis after notification has been given to the office responsible for admissions.

When the admitting practitioner is a practitioner other than the patient's Attending, the admitting practitioner or resident/fellow shall inform the Attending or resident/fellow of the provisional diagnosis, therapies that have been initiated and other pertinent information.

The Attending is required to document the need for continued hospitalization as required by hospital policy.

If any question concerning the validity or appropriateness of admission to, or discharge from, a section, special care unit or an area of restricted care should arise, a final decision is to be made through consultation with the Department chair or designee having responsibility for the specific area of care.

1.4 Patients Who Are a Danger to Themselves and Others

The admitting practitioner, or resident/fellow, is responsible for providing the hospital with necessary information to assure the protection of the patient from self-harm and to assure the protection of others.

Approval of Capital Improvements to the Main Campus Behavioral Health Inpatient Unit

RESOLUTION 19181

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for capital improvements to the Main Campus Inpatient Behavioral Health Unit.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves to the Main Campus Inpatient Behavioral Health Unit, for aggregate costs not to exceed \$1,300,000, to be paid out of available capital 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. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly, Mr. Schneider

ABSTAINED: None

DATE: January 24, 2018