

**BOARD OF TRUSTEES**  
**The MetroHealth System**

**Date:** March 28, 2018

**Time:** 8:00 a.m.

**Place:** The MetroHealth System Board Room

**Present:** Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting,

**Staff:** Dr. Boutros, Mr. Botros, Dr. Boulanger, Ms. Brown, Mr. Jones, Dr. Kasprzak, Ms. Kline, Mr. Phillips, Ms. Platten, Mr. Stern, Dr. Thomas, Dr. Watts

**MINUTES OF MEETING**

The meeting was called to order by Mr. McDonald at 8:00 a.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 January 24, 2018.  
RESOLUTION 19182.

**2. Consent Agenda**

**A. Audit 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 19183.
2. The Board unanimously approved certain amended delegations to the President and Chief Executive Officer, or at his discretion the Chief Financial Officer, of functions related to the management and control of the hospital for the purpose of improving the governance and administrative efficiency of the System. The amended delegations are further detailed in Attachment A. RESOLUTION 19184.
3. The Board unanimously approved the System's 2017 performance results as compared to the 2017 Plan Measures and Goals previously adopted by the Board, pending verification of the final 2017 Net Operating Income, as adjusted by the Achievements Resolution, through the finalization of the System's audited financial statements. RESOLUTION 19185.
4. The Board unanimously approved the 2018 Plan Measures and Goals as described in the attachment thereto, to be utilized in connection with the overall compensation methodology. These metrics embody a balanced approach including financial, strategic, quality, community, diversity, operational and patient satisfaction goals. No awards will be paid unless the System achieves the Adjusted EBIDA "trigger",

which will be calculated net of the Performance Based Variable Compensation awards. RESOLUTION 19186.

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

**C. Diversity and Inclusion Committee – None**

**D. Facilities and Space Committee**

1. The Board unanimously approved the engagement of Infinity Construction Company as the System’s construction manager at risk for the main campus inpatient behavioral health unit for construction services under a Guaranteed Maximum Price Agreement for the Project with aggregate costs not to exceed \$842,125, to be paid out of capital funds previously approved through Board Resolution 19181. RESOLUTION 19187.
2. The Board unanimously approved certain Pre-Authorized Professionals consistent with System policy I-88, for services to be provided during the period of April 1, 2018, through March 31, 2019, with aggregate costs not to exceed \$50,000 per assigned project per Professional. The fees for the Pre-Authorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Pre-Authorized Professionals is shown in the attached Exhibit A. RESOLUTION 19188.

**E. Finance Committee – No Meeting**

**F. Legal and Government Relations Committee – None**

**G. Patient Experience Committee – None**

**H. Executive Committee**

1. The Board unanimously approved the achievements for the System’s 2017 performance results as compared to the 2017 Plan Measures and Goals previously adopted by the Board, pending verification of the final 2017 Net Operating Income through the finalization of the System’s audited financial statements. RESOLUTION 19189.

**I. Quality and Safety Committee**

1. The Board unanimously approved the observance of National Nurses Week, May 7, 2018, through May 11, 2018, for the purpose of supporting the goals and ideals of National Nurses Week, acknowledge the importance of nurses and their significant contribution to the System and the patients for whom they care, and engage in appropriate recognition, ceremonies, activities, and programs. RESOLUTION 19190.

**3. President and CEO’s Report**

Dr. Boutros began by indicating he wanted to highlight a few items from his President’s Report. The book entitled “We’re So Glad You’re Here” was funded as part of ThinkTank and introduces children and their parents to services offered at MetroHealth, its mission, and the fact that you don’t have to have money to come to MetroHealth. This book has been so well received that the

first print has been exhausted and the second printing is already on order. MetroHealth Rehabilitation Institute of Ohio received the maximum three-year accreditation from the Commission on Accreditation of Rehabilitation Facilities (CARF) based on the recent survey without any suggestions of change. He reported that MetroHealth matched 94 interns, residents and fellows for the 2018 academic year avoiding open spots usually referred to as the "scramble" and noting that this was the highest unmatched year for graduates which during his time 25 years ago was unheard of. Lastly, Dr. Boutros stated that he has been invited to participate with other corporate CEOs to join the Ohio Business Roundtable representing MetroHealth, as well as MetroHealth being asked to join BioEnterprise as a full member with the Cleveland Clinic, University Hospitals, and Case Western Reserve University.

At the request of Dr. Boutros, Jane Platten spoke briefly concerning the first Town Hall meeting hosted by City of Cleveland Councilwoman Jasmin Santana in Ward 14 at Lincoln-West High School in which approximately 100 community residents and other stakeholders in surrounding neighborhoods attended to hear a housing panel at which Ms. Platten represented MetroHealth. She discussed activities currently taking place concerning MetroHealth's Transformation, the 25<sup>th</sup> Street Revitalization Program, the programs relative to diverse and local workforce training, and other programs like the housing program and the addition to building the new school, noting she also reviewed the Campus, the building schedule timeline, what the hospital will look like, as well as MetroHealth's plans to assist in the development and interest on West 25<sup>th</sup> Street.

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

Ms. Kline stated that Certified Nurses Day was celebrated by 504 certified nurses on Monday, March 19, 2018. Three abstracts were accepted for the Magnet Conference in October 2018, noting two posters were accepted, and the first podium presentation at Magnet will be presented by staff nurse Kelly Gilhousen from the Neonatal Intensive Care Unit (NICU) who completed her Master's project on revamping the training for our preceptors. Dr. Molly McNett, Director of Nursing Research, is one of the Course Directors of the Neurocritical Care Boot Camp being held on May 24-25, 2018, in conjunction with Case Western Reserve University (CWRU) Frances Payne Bolton School of Nursing. New content was developed for the two days this year with participants spending the first day at CWRU and the second day at MetroHealth's Center for Simulation.

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

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

Dr. Kasprzak recognized several members of the Medical Staff: (1) Dr. Joan Papp received the *Crain's Cleveland Business* Physician Innovator Award for her continuous demonstration and commitment to the front lines of the opioid crisis; (2) Dr. John Chae was named Vice President of Research; and (3) Dr. Rajesh Tampi was appointed President-Elect of the American Association for Geriatric Psychiatry. He also reminded all attending the meeting of the Medical Hall of Honor Reception being held in the Rammelkamp Atrium on Thursday, March 29, 2018, to include the 2017 Hall of Honor Inductees which includes Dr. Alfred F. Connors, Jr. Lastly, Dr. Kasprzak requested approval of the Medical Staff and Allied Health appointments, actions and reappointments, as well as the Medical Executive Committee Minutes of January 12, 2018, and February 9, 2018.

**B. Approval of Medical Staff/Allied Health Providers  
Appointments/Actions/Reappointments – February/March 2018**

1. The Board unanimously approved the Medical Staff Appointments/Actions/Reappointments for February/March 2018. RESOLUTION 19191.

**C. Medical Executive Committee Minutes – January 12, 2018, and February 9, 2018**

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

Dr. Thomas reported that Case Western Reserve University (CWRU) had an excellent match involving 196 students this year with three being matched with MetroHealth, two students in Emergency Medicine and one in Internal Medicine. CWRU's match has 48 students staying in Ohio and being involved in the national draw; CWRU watches the match as they want to have a local impact in the communities as well as nationally. She reported 24% of the class will remain in Ohio and approximately 32% of the class will be involved in the primary specialties of Family Medicine, Internal Medicine, Internal Medicine-Pediatrics and Pediatrics. CWRU has completed their ARC-PA accreditation site visit with the first class of 21 Physician Assistants graduating in August.

**6. Audit Committee**

**A. Report of Committee Chairperson**

Mr. Schneider reported the Audit Committee met on March 21, 2018, and began the meeting by a review of the External Audit with a presentation of the results of the 2017 Financial Audit by Lori Kalic and Katy Armul, MetroHealth's Audit Partner and Audit Manager, respectively, from RSM. RSM audits The MetroHealth System, The MetroHealth Foundation, and the Select Assurance Captive LLC, MetroHealth's insurance captive. Ms. Armul discussed the major focus areas and audit procedures and management's judgments and estimates, while Ms. Kalic reviewed the required communications and the Internal Control environment, noting that there were no audit adjustments or control deficiencies identified with respect to the 2017 audit and RSM issuing an unqualified clean opinion for The MetroHealth System's 2017 financials. RSM reviewed the Construction Cost Review services starting with the project close-out of the Critical Care Pavilion to be completed in either March or April 2018 and the Transformation Project construction cost review activities just beginning.

Cheryl Forino Wahl, MetroHealth's Chief Ethics and Compliance Officer, updated the Committee on the first quarter Compliance Program activities, which covered seven risk domains and included 300 specific items, noting several accomplishments in each area of the Work Plan and that 23% of this Plan was accomplished through third week of March and defining the compliance functions, scope and implementation technology enhancements to said Program. The entire Compliance Department is being restructured and an externally-staffed compliance hotline and related application is being implemented for documenting compliance investigations.

Two Internal Audit reports were issued during the first quarter, Financial Reporting Control procedures and an Internal Audit of the Northern Ohio Trauma System (NOTS) Program and related controls. Internal Audit began five additional audits covering operational and information system risks and controls that are expected to be completed in the second quarter. Internal Audit identified a few areas to implement continuous

auditing and data analysis; analytics will be developed for risks within the areas of procurement, accounts payable, payroll, system access and segregation of duties. Internal Audit also plans on implementing a Sarbanes-Oxley lite type of program to assist management implement procedures designed to support the financial reporting system process on a quarterly basis. Internal Audit will assist management evaluate controls performed by third parties by obtaining and evaluating Service Organization Controls (SOC) reports that cover financial, operational and security controls in place since risks associated with the use of third parties continues to increase. Since there were no changes to the Internal Audit Charter between 2017 and 2018, it was approved the Committee.

Education and awareness programs at MetroHealth related to email phishing concerning Cyber Security issues continue to show significant improvements, noting Cyber Security is also exploring opportunities to complete a Cyber Maturity Assessment that would assist in the creation of a Cyber Incident Response Team for the purpose of being prepared for security incidents in coordination with the existing Hospital Incident Command Program. Lastly, an updated "Email use policy" has been completed along with Legal, Risk, Compliance and Human Resources.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Fiscal Year 2017 Audit Report
  - b. Construction Cost Review Services Update
  - c. 2018 Compliance Update
  - d. 2018 Internal Audit Update
  - e. Cyber Security Update

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

**8. Diversity and Inclusion Committee**

**A. Report of Committee Chairperson**

Ms. Whiting stated that the Committee met on February 14, 2018, and a review of last year's performance was completed and all the performance metrics were met.

Dr. Chehade reported that MetroHealth tracks outcomes according to the resident ethnicity and that a review of the data concerning medical health outcomes are better now than the general populace and an analysis is forthcoming as to why. Areas that contain challenges and opportunities are recruitment of Hispanic and African-American providers, noting MetroHealth is expanding its reach in trying to establish relationships among some of the historically black medical schools as well as an outreach in Puerto Rico. There have been good outcomes in construction spend and fantastic outcomes in purchasing spend, noting there has been a 50 percent increase in spend with majority and female contractors and purchasing which has been a challenge.

Dr. Boutros stated that MetroHealth will be looking to purchase everything locally for construction as part of the Transformation in 2019. He also reported that MetroHealth was the featured organization in the Healthcare Equality Index published once a year as the hospital to look at for the entire state of Ohio with respect to LGBTQ clinical care, noting the other state mentioned being Pennsylvania.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Office of Inclusion and Diversity
  - b. Health Equity
  - c. Community Business Enterprise
  - d. Supplier Diversity
  - e. Talent Acquisition

**9. Facilities and Space Committee**

**A. Report of Committee Chairperson**

Mr. Monnolly began his report by stating that MetroHealth received an award for excellence from the Cleveland Engineering Society for the building of the Brecksville facility. Mr. Monnolly mentioned he tries to meet with Walter Jones once a month in the Big Room and, at the beginning of March, he reported HGA brought in their architects and Turner brought in their chief estimator and a thorough review of the estimates contained in the predesign package was completed in a very detailed manner, including dry wall, windows, and flooring. Being satisfied with control over the cost of the project in the predesign stage now being completed, they are moving into the schematic design phase, meaning hard drawings will be made of what the hospital will look like down to the details of the floors. MetroHealth is on track with the cost validation of the project to align with the \$764 million budget. Turner, MetroHealth's Construction Manager at Risk, will engage design assist subcontractors and diversity providers to ensure that the full design stays on budget, bringing in subcontractors and major subcontractors such as mechanical, electrical, and plumbing to work on cost savings designs to keep the project within budget. Predesign consists of 776,000 square feet which includes the new hospital, the central utility plant, and upgrades to the Critical Care Pavilion through the CCP Program. Sarah O'Keefe, MetroHealth's Director of Sustainability, will be working with Mr. Jones on the Transformation project and gave a presentation at the Committee meeting, noting MetroHealth has joined Practice Greenhealth which uses environmental stewardship as a method for increased operational efficiency while improving the health of patients as well as staff. MetroHealth's new hospital will include energy savings systems, health and responsible sourced building materials, active green space, and community-based thinking and design, with our current leadership goal being silver in energy and design lead. Andreanna Sims, Director of Real Estate and Property Management, reviewed current leases and her approach to renewing leases. Facility Management gave its first quarter report which included 43 utility interruptions, the most significant being the outage that occurred at the West 150<sup>th</sup> Surgery Center when a tree fell on a CEI pole and cut it in half which eliminated power for three days. Even though the West 150<sup>th</sup> Surgery Center was closed for two days, surgeries were rescheduled to the Parma facility and back to Main Campus; no surgeries were lost. A life safety audit was conducted at each one of MetroHealth's facilities which resulted in 2,600 findings that work is being completed on now to correct. Other reports by Facilities indicate 1,850 projects completed this year, 57 projects are in the process of being completed, and 20 capital projects.

**B. Non-Consent Agenda**

1. Action Items

- a. Approval of the Engagement of Mitchell Planning Associates to Provide Medical Equipment Planning, Audio/Visual, Technology and Security Consulting Services for the Campus Transformation Project

Mr. Jones reviewed with the Board that Mitchell Planning Associates was selected over the choice of ten or so firms narrowed down to a list of four that went to a further two-step competitive process to select. The Committee is confident in their ability to do the work in the scope that was described to us and found them to be the most qualified and the fairest in cost consultants to complete the intensely integrated work along with Hammes Company Healthcare LLC as the Owner's Representative. Mitchell Planning Associates is a substantial national company which does this work as their core business.

Upon motion made and seconded the Board unanimously approved the engagement of Mitchell Planning Associates to provide medical equipment planning, audio/visual, technology and security consulting services for the Campus Transformation Project for fees not to exceed \$2,118,535, to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19192.

- b. Approval to Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation

Mr. Jones reviewed with the Board that the original procurement with HGA began in August 2017 when their scope of work was identified and a responsibility matrix was established. Over the course of time since HGA's engagement it was determined that it would be to MetroHealth's advantage to assign certain other consultants to HGA. This Amendment will leverage additional consultants that HGA already has in-house along with additional consultants they will bring on board and which the Committee is aware of the selections made for assigning landscape architects, civil engineering, acoustics, vertical transportation, dietary consultant and a way finding assignment.

Upon motion made and seconded the Board unanimously approved the amendment of the current agreement for architectural services with HGA Architects and Engineers, LLC as the Master Architect for the Campus Transformation Project to provide additional architectural and engineering services for the Campus Transformation Project. The total fees for this additional work shall not exceed \$1,564,273, for a total amended fee amount not to exceed \$30,064,273, to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19193.

- c. Approval of the Engagement of Engineering Economics, Inc. to Provide Enhanced Commissioning Agency Services for the Campus Transformation Project

Mr. Jones reviewed with the Board that the commissioning process is where at the end of the project the owner would hire a company or firm to provide a detailed report that effectively determines that all of the systems that were designed and installed are operating according to the parameters that were described in the design. The advantage of engaging an enhanced

commissioning agency services now as documents are being produced for quality assurance and the commissioning agent is part of the team that will be involved in the construction process from the beginning and produce the report at the completion of the project, making them part of the team while these activities are actually being done. In this case Engineering Economics, Inc. would be involved in conversations with the architects, engineers, and the construction manager at the beginning, which is the enhanced part of commissioning. Another reason for enhanced commissioning is that MetroHealth is in pursuit of a LEED certification of silver which the U.S. Green Building Council requires an enhanced commissioning agent on the project as part of the certification process of the LEED rating for sustainability.

Upon motion made and seconded the Board unanimously approved the engagement of Engineering Economics, Inc. to provide enhanced commissioning agency services for the Campus Transformation Project for fees not to exceed \$1,520,785, to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19194.

In discussing commissioning, Dr. Boutros was reminded to bring to the Board's attention that the old research building is being decommissioned and a deadline of May 30, 2018, has been made whereby everybody will be moved out. A process is being developed since so many of the buildings will be decommissioned. Dr. Boutros will report on this as the decommissioning progresses and a process is created.

2. Information Items
  - a. Campus Transformation Status Report
  - b. Sustainability Report

**10. Finance Committee – No Meeting**

**11. Legal and Government Relations Committee**

**A. Report of Committee Chairperson**

Ms. Whiting stated that the Committee met on March 14, 2018, and Laura McBride and Michael Phillips gave a report that the Legal and Risk Management Department had been reorganized. Ms. McBride holds the new position of Deputy General Counsel - Litigation and Risk and now oversees the activities previously handled by Marlene Franklin. Ms. Franklin will continue to provide services to the Risk Management Department on a part-time basis going forward. Ms. McBride provided a 2018 Risk and Claims Management Report revealing the number of open claims and open lawsuits, as well as the reserves for open claims currently at approximately \$5.9 million. Ms. McBride noted several settlements approved in December 2017 have carried over to 2018 for payment and updated the Board on three matters that could potentially go to trial over the next three months. Other subsequent matters were discussed in Executive Session.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Government Relations Update
  - b. Legal Department/Risk Update
  - c. Risk Management Report



## **12. Patient Experience Committee**

### **A. Report of Committee Chairperson**

Ms. Dee stated that the Committee met on February 14, 2018, and Dr. Sara Laskey provided a year-end review. Important work was completed throughout the year concerning customer service, and there has been significant improvement in customer service which has kept the grievances and complaints within a manageable range with little increases. There have been upgrades to the food service and information patients receive while they are in the hospital and concerning discharge information. Welcome.Listen.Care. training has been used to improve consistency around customer service. Improvement has been made in the performance measure outcome to resolving a matter within the first phone call received, as well as picking up phone calls and responding to them in a reasonable time period. The Arts and Medicine Program continues to be a very strong program with great impact on patient satisfaction, and complaints involving billing matters from patients have been resolved. Reports of various departments using the Humm Program with respect to patients summarizing their experience has proved to be a great way of receiving feedback. A commitment to focus more specifically on certain aspects of patient experience is being made to resolve matters going forward, and Ms. Dee stated it's been enjoyable having the patient navigators as part of the Patient Experience Committee.

### **B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Overall Strategies
  - b. Humm Feedback

## **13. Executive Committee – No Report**

## **14. Quality and Safety Committee**

### **A. Report of Committee Chairperson**

Mr. Moss indicated that the Quality and Safety Committee met on February 14, 2018. Matthew Kaufmann began with a review of the 2017 numbers and a report of the Accountable Care Organization (ACO) 18 metrics. Two target goals were not met, the admission goal which involves escorting the patients to a room in a timely manner and the discharge time in which the patient leaves the hospital. Goals that met target were the PSI 90 which is a quality metric, Surgical Site Infections, 30-Day Readmissions, and TeamSTEPPS where we also made our stretch goal. Goals that fell short of target were Hospital Acquired Infections, Needle Sticks, and Order Set. Dr. Brook Watts reviewed the 2018 goals with a specific focus being turned toward improving our star rating to three and to be removed from the Hospital Acquired Condition (HAC) Reduction Program which Medicare penalizes the hospital for certain metrics not being met. The 2018 goals are aligned with a total of 19 measures, 17 of these measures having to do with ambulatory care, 13 measures having to do with adult wellness and disease specific that align with our ACO metrics, and 4 measures concerning pediatric wellness focusing specifically on child obesity. CAUTI and CLABSI are two measures concerning acute care having to do with infections that caused issues in 2017 which are being given more emphasis and focus on improvement. Lastly, there was a review of the Quality Institute Goals which encompass a good majority of the System goals.

Dr. Boutros reported that the report from the Commission on Accreditation of Rehabilitation Facilities (CARF) showed no deficiencies and MetroHealth is expecting a visit from the Joint Commission between now and the end of the year.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Review of 2017 Quality Institute Goals Year-End Performance
  - b. Review of 2018 System Quality Goals
  - c. Review of 2018 Quality Institute Goals
  - d. Brief Overview – Hospital Compare Medicare Star Rating System

**15. Nominating Committee – No Report**

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

Ms. Allen reported that Metrohealth co-sponsored the Puerto Rican Health and Wellness Fair at Lincoln West High School with the City of Cleveland to provide services to approximately 125-130 families in the community who had come from Puerto Rico staying with family members as a result of the hurricane. This was the event that Jane Platten discussed earlier concerning the town hall meeting, and at this meeting MetroHealth made available to the community the Community Health Needs Assessment in Spanish as well as English. A card was also published in English and Spanish which raises awareness and gives access to people in the community of new hospital project opportunities available. The Community Health Needs Assessment along with a calendar of various events will be launched next week in conjunction with publicity about conditions particular to minorities during Minority Health Month. Dr. Jim Misak lead approximately 30-40 physicians in the March for Our Lives in Cleveland on March 24, 2018; a huge banner printed Keep Our Kids Safe was carried by leadership of MetroHealth who care for children in the community and were enthusiastic and engaged in distributing approximately 200 smaller banners and could have given away two to three times as many because of the sentiments this march was focused on, which is very much consistent with the mission of MetroHealth. Lastly, the Northeast Ohio Mayors and Managers Association will be meeting at MetroHealth's Main Campus for the first time on March 29, 2018.

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

Ms. Brown reported that the The MetroHealth Foundation met the week of March 19, 2018, and welcomed three new members to the Foundation Board: Dr. Alfred F. Connors Jr., who has been serving in an ex-officio role and has transitioned to an elected member of the Board; John W. Groza, Partner of the law firm of Kohrman, Jackson & Krantz, PLL; and Jay Lucarelli, President and CEO of Minutemen Staffing Services. MetroHealth Giving is coming early to your mailboxes with the intent of it being received after the Easter holiday weekend. Ms. Brown and her team over the last six to eight months has had the honor and privilege to work with Drs. Mildred Lam and Alfred Connors on a transformational gift they made to MetroHealth which gift, when all is said and done, will fund five endowed professorships in collaboration with CWRU, three endowed research professorships and one endowed teaching fellowship, two in pulmonary and two in nephrology, as tributes to their parents and two additional endowed research professorships created by each of their estates. The hope is to use these gifts as leverage to promote other giving throughout the organization. This transformational gift will be announced publicly in coordination with MetroHealth's 2018 Annual Meeting whereby The MetroHealth Foundation Board at the same time anticipates announcing 100 percent giving commitment to this campaign.

A motion was unanimously passed by roll call vote to go into Executive Session to discuss trade secrets, potential litigation and matters to be kept confidential by law.

Following the Executive Session, the meeting reconvened in open session at approximately 10:00 a.m.

**18. Other Board Items**

1. Approval of the Amendments to The MetroHealth System Board of Trustees Bylaws

The Chair reviewed the proposal for the amendment to the System’s Bylaws and there being no further questions proposed the following resolution.

The Board unanimously approved the amendment and restatement of The MetroHealth System Board of Trustees Bylaws after being provided revisions for review ten days prior to this Board meeting. RESOLUTION 19195.

2. Approval of Claim Settlement No. 16-01-0114

The Chair noted that a specific settlement had been reviewed in Executive Session and there being no further questions, he was proposing the following resolution.

The Board unanimously authorized and ratified settlement of Claim No. 16-0100114a in the amount of \$180,000, to be paid from The MetroHealth System Self-Insurance Trust Fund. RESOLUTION 19196.

The meeting adjourned at approximately 10:20 a.m.

**NEXT MEETING: May 23, 2018 (WEDNESDAY) – 8:00 a.m.**

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

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