

BOARD OF TRUSTEES
The MetroHealth System

Date: October 23, 2019

Time: 8:00 a.m.

Place: The MetroHealth System Board Room

Present: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

Staff: Dr. Boutros, Dr. Boulanger, Ms. Brown, Dr. Chehade, Mr. Himes, Mr. Jones, Ms. Kline, Mr. Nevel, Mr. Phillips, Ms. Platten, Mr. Stern, Ms. Wahl, Dr. Watts, Dr. Werner

Guests: Mr. Brian M. O'Neill, Chair, Board of Directors, The MetroHealth Foundation (via telephone)
Dr. Patricia Thomas, Vice Dean of Medical Education, Case Western Reserve University
School of Medicine

MINUTES OF MEETING

The meeting was called to order by Ms. Whiting at 8:05 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 September 25, 2019.
RESOLUTION 19320.

2. Welcome to the New Trustee: Bernie Moreno, New Trustee of The MetroHealth System Board of Trustees

The Board approved the New Trustee for The MetroHealth System Board of Trustees.
RESOLUTION 19321.

3. Consent Agenda

- A. Audit and Compliance Committee – No Meeting**
- B. Community Engagement Committee – None**
- C. Diversity Committee – No Meeting**
- D. Executive Committee – No Meeting**
- E. Facilities and Space Committee – No Meeting**

F. Finance Committee

1. The Board unanimously approved the certain annual purchasing policies and procedures, for participation in group/joint procurement arrangements for the calendar year 2020, and for the purpose of acquiring supplies, equipment, and services routinely used in the operations of the System. The System may pay group purchasing organizations (GPO) and joint purchasing programs (JPP) participation or membership fees and costs, if any, out of general operating funds. RESOLUTION 19322.
2. The Board unanimously approved the establishment of the P. Hunter Peckham, Ph.D. and George J. Picha, M.D., Ph.D. Professorship in Biomedical Engineering. RESOLUTION 19323.
3. The Board unanimously approved a certain lease for real estate in Cuyahoga County, as more fully described in Attachment A. RESOLUTION 19324.

G. Legal and Government Relations Committee – No Meeting

H. Nominating Committee – No Meeting

I. Patient Experience Committee – No Meeting

J. Quality and Safety Committee – No Meeting

4. President and CEO’s Report

Dr. Boutros stated that his report was in the Board book and reported to the Board that Julie Jacono has been promoted to Senior Vice President and Chief Strategy Officer of The MetroHealth System and noted that Ms. Jacono has been employed by MetroHealth for six months longer than Dr. Boutros, noting he owes Ms. Brown a debt of gratitude for hiring Ms. Jacono as the Manager of Annual Funds and recognized her talent for advancement. The Tri-C Presidential Scholarship Luncheon was held on October 11, 2019, at which MetroHealth announced a partnership with Tri-C which involves supporting health career programs in both a training capacity and providing low cost health care services to individuals and employees who pursue health care careers in the neighborhood and recognizing that the health career center at the Metropolitan Campus will be renamed the MetroHealth Science and Health Careers building. Once the affordable housing project is completed, this will facilitate support to the access center to be established on the Main Campus.

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

Ms. Kline reported that the fourth Magnet designation application was submitted to the American Nurses Credentialing Center (ANCC) by the due date of October 1, 2019, and received confirmation that the appraisers completed the review of the organizational overview and have moved into reviewing the substantial in-depth documentation, noting that feedback should be received sometime in the first quarter of 2020 that could lead to additional documentation requests, further clarification of documentation provided or move immediately to a site visit. The Annual Nursing Conference will be held on November 15, 2019, and is planned by MetroHealth nurses that are in the educational and professional development program and will review topics that include ethical issues and boundaries in caring for incarcerated patients, human trafficking, workplace incivility and lateral violence, and fostering a healthy work environment, this event being free for MetroHealth nurses to attend. The MetroHealth Nurse Senate will be donating a statue for the new hospital to be called “The Healer’s Touch” which will be approximately three

feet tall and symbolize the relationship between nurses, patients, and their families. A smaller version of this statue is given to recipients of the Daisy Award, an international program in which nominations are collected from co-workers, patients, and families and then submitted to the Nurse Senate to select a Daisy Award winner each month, and then nursing leaders present the nurse with the award at the unit of the nurse being recognized. More information can be found at daisyfoundation.org. Rebecca Bidinotto, a Certified Registered Nurse Anesthetist (CRNA) will be recognized in the November 11, 2019 issue of Crain's Cleveland Business as a Notable Woman Veteran in the Workplace, Ms. Bidinotto having served at MetroHealth for 24 years and served in the U.S. Army for 22 years.

6. Medical Staff

A. Report of Medical Staff President – Dr. Sandra Werner

Dr. Werner began her report by reminding the Board that the Medical Staff Annual Holiday Party will be held on December 7, 2019, and invitations should have been received. Twelve faculty members were promoted to Associate Professor to Case Western Reserve University this year, five of whom are women and six promoted to Professor, of which two were women, one being Dr. Brook Watts. Dr. Douglas Gunzler, a Researcher at MetroHealth, received tenure this year. At the request of Dr. Werner, Ms. Whiting made a motion and the Board unanimously approved the Medical Staff Appointments, Actions and Reappointments for September 2019, as well as the Medical Executive Committee Minutes of September 13, 2019.

B. Approval of Medical Staff Providers Appointments, Actions and Reappointments – October 2019

1. The Board unanimously approved the Medical Staff Providers Appointments, Actions and Reappointments for October 2019. RESOLUTION 19325.

C. Medical Executive Committee Minutes – September 13, 2019

D. Report of Case Western Reserve University (CWRU), School of Medicine – Dr. Patricia Thomas

Dr. Thomas indicated there are two active searches being completed at CWRU; the search for Dean is going very well, as well as the one for Vice Dean for Medical Education which has three external candidates that are visiting the campus. She also wants to thank the MetroHealth faculty for being so responsive in assisting with the new health system's curriculums for the medical students that launched this fall, now a two-year course in learning population health, quality improvement in health systems and community engagement. Dr. Thomas thanked Dr. Watts who gave a presentation to students who studied the process of quality improvement and provided an example, being MetroHealth's reduction of infections.

7. Audit and Compliance Committee – No Meeting

8. Community Engagement Committee

A. Report of Committee Chairperson Hairston

Jane Platten reported in Mr. Hairston's absence and stated the Committee met on October 16, 2019 and received updates on the Community Health Needs Assessment and

review of past items. Presentations given included opioid safety, status of work on the infant mortality committee, review of activities in the community trauma environment, and an update on the Healing Circles program developed by Bishop Tony Minor. Karen Cook, one of MetroHealth's community health managers on the Collaborative Community Health Needs Assessment, reviewed newly released results that included the Cuyahoga County Board of Health, the Cleveland Department of Public Health, University Hospitals, St. Vincent Charity Medical Center, Southwest General and MetroHealth. The five priorities MetroHealth is focusing on are: eliminating structural racism; enhancing trust and trustworthiness among sectors; addressing community conditions which include poverty, transportation and other social determinants of health; enhancing mental health and reducing substance abuse; and reducing chronic illnesses. Greg Zucca, Director of Economic Development on the Clark-Fulton master planning process, has collaborated with Councilwoman Jasmin Santana, the City of Cleveland Planning Department, the Cleveland Foundation, and Metro West Community Development Organization to initiate community-centered planning for the Clark-Fulton neighborhood, as well as The MetroHealth Foundation becoming actively engaged with Land Studio to facilitate the process of engaging an architectural landscaping firm to develop a master plan for the commercial corridor along West 25th Street. MetroHealth has received responses for its Request For Proposal (RFP) from around the globe and are in the process of reviewing them, noting responses were received from one international company, as well as multiple companies nationally and a few local companies all having local components communicated in the RFP. The last item discussed was a review of the Community Engagement Committee roster for future meetings and discussion in terms of its purpose and mission.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. MetroHealth Community Needs Assessment Update on 5 Priorities
 - b. Collaborative Community Health Needs Assessment newly Released Results
 - c. Community Engagement Strategic Plan/Communications Plan
 - d. Clark-Fulton Master Planning
 - e. Instructions for take home work on roster update; new committee member nominations; and participation survey.

9. Diversity Committee – No Meeting

10. Executive Committee – No Meeting

11. Facilities and Space Committee – No Meeting

12. Finance Committee

A. Report of Committee Chairperson Moss

Mr. Moss stated that the Committee met on October 16, 2019, and Geoff Himes began with a report on the Earnings Before Interest, Depreciation and Amortization (EBIDA), noting that EBIDA was \$89.3 million through the first three quarters an increase of \$14.4 million over the same period in 2018, or approximately 20% over such period, due to an increase in net patient service revenue as well as an increase in other revenue and partially offset by growth in salaries and wages, associated benefit costs and pharmaceutical expense. Total operating revenue for the first three quarters was \$958.7 million as compared to \$901.0 million in the same period of 2018, which is an increase of

\$57.7 million. Total operating expenses before EBIDA was \$869.4 million as compared to \$826.2 million in the same period of 2018, which is an increase of \$43.2 million due to increases in supply costs, pharmaceutical costs related to volume, and salaries and wages. Total assets were \$1,930.6 million, an increase of \$52.9 million from the prior year-end due to an increase of \$56.4 million in investment performance and operating cash flows and an increase of \$55.0 million in net capital assets due to transformation planning, design and construction, both from prior year-end balances. Total liabilities were \$2,218.5 million, a decrease of \$11.3 million from the prior year-end balance. In Executive Session the 2020 Budget was reviewed in detail.

Mr. Himes stated that the third quarter was a strong quarter that bolstered the operating results for MetroHealth for year-to-date. Dr. Boutros added that the cash on hand continues to improve; however, the last three years have required more facility repairs than expected, noting the new hospital needs to be built quickly because it cost \$5 million more in repairs to maintain the current facility in 2017, \$10 million more in repairs in 2018, and \$15 million more in repairs in 2019.

B. Non-Consent Agenda

1. Action Items
 - a. Approval of 2020 Annual Budget (Executive Session)
2. Information Items
 - a. Third Quarter 2019 Financial Results
 - b. Third Quarter 2019 Operating Performance Volumes
 - c. Accounting Pronouncements and Standards Update

13. Legal and Government Relations Committee – No Meeting

14. Nominating Committee – No Meeting

15. Patient Experience Committee – No Meeting

16. Quality and Safety Committee – No Meeting

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

Ms. Brown reported that the Transformation Campaign is at the halfway mark of approximately \$48.4 million in reaching its goal of a minimum of \$100 million. Notification of a \$225,000 grant has been received from the Higley Fund which is a fund of The Cleveland Foundation to support both school health and the Lincoln West School of Science and Health. MetroHealth also received the first \$50,000 grant to support the Lincoln West School of Science and Health from the Westfield Insurance Company Foundation and are pleased to have them become members of the MetroHealth funding family. Kevin Clayton, Vice President Diversity, Inclusion & Engagement at Cleveland Cavaliers Operating Company, continues to be a connection for donors who are interesting in supporting the schools at MetroHealth. Dr. Boutros will be speaking at the offices of the Bernstein Group located on Public Square from 5-7 p.m. on November 6, 2019 about MetroHealth's Transformation; Eric Glass, a member of the Municipal Investment Policy Group, will be present as well as participation from AllianceBernstein clients.

Mr. O'Neill reported that a leadership succession program has been initiated at the Foundation in working with the VBU to include all Foundation Committee Chairs and related Chair positions. The Foundation is reviewing internally the funding commitments to The MetroHealth System that begin in 2020.

Dr. Boutros recognized Mr. O'Neill for his tenure at The MetroHealth Foundation in doing an extraordinary job of developing prospects in helping new Board members.

A motion was unanimously passed by roll call vote to go into Executive Session (8:33 a.m.) to discuss personnel, matters required by law to be kept confidential and trade secrets.

Following the Executive Session, the meeting reconvened in open session at approximately 10:05 a.m.

18. Other Board Items - None

A motion was made to consider the proposed Budget for 2020 and, following further discussion, the Board unanimously approved the proposed budget for the 2020 fiscal year and authorized the submission of the same to the government of Cuyahoga County, Ohio. RESOLUTION 19326.

The meeting adjourned at approximately 10:15 a.m.

NEXT MEETING: November 20, 2019 (WEDNESDAY) – 8:00 a.m.

The MetroHealth System

Respectfully submitted,

Vanessa Whiting, Chairperson

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