

BOARD OF TRUSTEES
The MetroHealth System

- Date:** November 20, 2019
- Time:** 8:00 a.m.
- Place:** The MetroHealth System Board Room
- Present:** Ms. Anderson, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting
- Staff:** Dr. Boutros, Dr. Boulanger, Ms. Brown, Dr. Chehade, Ms. Jacono, Mr. Jones, Ms. Kline, Mr. Nevel, Mr. Phillips, Ms. Platten, Mr. Richmond, Mr. Stern, Ms. Wahl, Dr. Watts, Dr. Werner, Mr. Frolik, Mr. Tobin
- 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 8:00 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 October 23, 2019, and the Special Meeting, October 31 and November 1, 2019. RESOLUTION 19327.

2. Approval of the Board 2020 Schedule of Meetings

The Board approved The MetroHealth System Board of Trustees 2020 Schedule of Meetings. RESOLUTION 19328.

3. Consent Agenda

A. Audit and Compliance Committee – No Meeting

B. Community Engagement Committee – No Meeting

C. Diversity Committee – No Meeting

D. Executive Committee – No Meeting

E. Facilities and Space Committee

1. The Board unanimously approved the amendment of the agreement with HGA Architects and Engineers, LLC to provide additional architectural and engineering

services for the Project. The total fees for this additional work shall not exceed \$22,000, for a total amended fee amount not to exceed \$34,382,953, to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19329.

2. The Board unanimously approved the requested renewal of leases for space, as more fully described in Attachment A. RESOLUTION 19330.

F. Finance Committee – No Meeting

G. Legal and Government Relations Committee – No Meeting

H. Nominating Committee – No Meeting

I. Patient Experience Committee – Combined with Quality and Safety Committee

J. Quality and Safety Committee – None

4. President and CEO’s Report

Dr. Boutros had no additional comments to the President’s Report in the Board book. He did express his thanks to those individuals that attended The Diversity Center of Northeast Ohio Humanitarian Award Dinner and represented MetroHealth on November 13, 2019.

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

Ms. Kline was proud to report that Kathleen Glaser, one of three MetroHealth nurses nominated for the Ohio March Dimes Nurse of the Year Award, won for the category of Surgical Services and Procedural Areas. Dr. Molly McNett, MetroHealth’s former Director of Nursing Research and Evidence Based Practice, published a book entitled: *Data for Nurses: Understanding and Using Data to Optimize Care Delivery in Hospital and Health*, noting that four other nurses contributed to its content and that it can be ordered on Amazon. Acute Care for Elders (ACE), a new unit opening in February 2020 will focus on geriatric patients coming to the hospital with an acute illness and striving to keep them at the same functioning level when first admitted which will reduce the length of stay and falls amongst other accompanied metrics.

6. Medical Staff

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

Dr. Werner stated that the Medical Staff held their quarterly meeting on November 19, 2019, noting Error Disclosure training was conducted for approximately 100 providers as part of enforcing safety and transparency. The first fellow for 2020 was selected for the new Addiction Medicine Fellowship formed between Emergency Medicine and Psychiatry. Dr. Britt Nielsen, a Psychiatry Department pediatric psychologist, received a three-year \$450,000 HRSA grant to provide education to residents in the medical assistant treatment program, which includes prescribing medications to assist people with opioid addictions. Dr. Nazha Abughali, the Pediatrics Department Chair, has been elected as a Fellow in the Infectious Diseases Society of America. P. Hunter Peckham, PhD, Co-Director of the MetroHealth Rehabilitation Institute, was elected Fellow of the International Academy of Medical and Biological Engineering. At the request of Dr. Werner, Ms. Whiting made a motion and the Board unanimously approved the

Medical Staff Providers Appointments for November 2019, as well as the Medical Executive Committee Minutes of October 11, 2019.

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

1. The Board unanimously approved the Medical Staff Providers Appointments for November 2019. RESOLUTION 19331.

C. Medical Executive Committee Minutes – October 11, 2019

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

Dr. Thomas reported there was no update on the Dean search, her understanding that five names were provided to the University President and a selection of an appointment would be made from those names. Schools have been asked, and the CWRU Provost amongst others will participate, in responding to a timeline to address four pathways or pillars on new strategic planning going forward, the four pathways being interdisciplinary, the human technology interface, social good, and creating a more inclusive community.

7. Audit and Compliance Committee – No Meeting

8. Community Engagement Committee – No Meeting

9. Diversity Committee – No Meeting

10. Executive Committee – No Meeting

11. Facilities and Space Committee

A. Report of Committee Chairperson Monnolly

Mr. Monnolly reported that the Committee received updates from Karen Dethloff, Vice President of Facilities and Construction, Margaret Hewitt, Director of Planning Design and Construction (PDC), Rum Brumfield, Waste Management Coordinator, who reported in Sarah O’Keefe’s absence on Sustainability, Andreanna Sims, Director of Real Estate, Jon McKinley, Director of Space Optimization Utilization and Planning (SOUP), Kevin Ortner, Director of Transformation Operations/Transit, and Walter Jones, Senior Vice President of Campus Transformation. Ms. Dethloff reported the following: on November 16, 2019 the majority of the Main Campus was run on generator power conducted by Facilities Management staff for the second time in three months to allow FirstEnergy to repair their equipment; completion of 102 in-house projects; initiation of 81 capital projects totaling \$7.2 million; the kitchen and cafeteria project is on schedule to be completed by year end; 103,000 work orders issued with a 97% completion rate, noting a 10% increase over work orders in 2018; a new Contractor Safety Handbook developed by Thomas Moenich will be issued to all contractors working on the Main Campus; and Mike Dragutinovic, Assistant Director of Plant Operations, passed the test to become a Certified Healthcare Facilities Manager, the second Facilities Manager to earn the designation this year.

Ms. Hewitt reported the following: 31 projects managed for 2019, 10 projects of which have been completed and 21 projects are still active; the total capital managed for 2019 is \$11,971,650; the Ohio City Health Center, which was referred to previously as the Urban Community School, will see their first patients on June 1, 2020; and PDC began the year with four staff positions and three vacancies, noting Margaret Hewitt was hired as Director and Victoria Wolter was hired as the Construction Manager leaving one position left to be filled.

Mr. Brumfield reported the following accomplishments for Sustainability in 2019: the Medical Center campus was awarded an Environmental Excellence award by Practice GreenHealth, who recognized efforts to reduce the hospital's impact on our environment; several initiatives focused on were waste reduction, working with event planners to eliminate trash created at events, promoting equipment donations, and recycling scrap metal that will now be sold instead of being put in landfills; more than 900 employees, 150 students, and 600 community members have interacted with Sustainability through direct educational outreach; and the Sustainability Advisory Council working groups were formed to address issues related to the matters discussed above.

Ms. Sims reported negotiating 10 new leases/agreements, renewed 11 leases and negotiated the purchase of the West 150th Ambulatory Surgery Center along with MetroHealth's Broker, Cushman & Wakefield/CRESCO Real Estate; new leases include: a Sleep Clinic Agreement with Aloft Hotel in Beachwood and Sonesta Suites in Middleburg Heights; physician housing in Norwalk and Vermillion; the LGBT Center; the Rocky River Dental Center; and the first and fourth floor expansions of the Beachwood Clinic.

Mr. McKinley reported the group was improving operational efficiencies and handling several projects related to space optimization. Mr. Ortner reported activities for Transition Planning and Activation to include: facilitating meetings with department leadership inform them of principles used during the design process for the new hospital and learning any critical operational items that potentially influence the design of the hospital; a new employee orientation class presentation on the history of MetroHealth, the transformation and the new hospital project; hosted and facilitated with Turner Construction three on-site construction trades network events and two off-site network construction trades events to promote diversity and inclusive participation; and engaged HTS, a transition and activation planning firm, to prepare the site and staff for its patients by introducing activities that must be performed at the new hospital, noting the event outcome was the development of a milestone plan including over 400 initiatives that are predicted to commence and/or be completed during 2020, noting an RFP is being developed to select teams to lead the transition and activation planning efforts with engagement forecasted to begin the first half of 2020.

Mr. Jones reported the Campus Transformation being on time and on budget and Turner Construction, Construction Manager for the Campus Transformation, being fully funded for the entire hospital and Central Utility Plant (CUP), noting their contract presently is \$479 million which includes the hospital, the CUP and enabling work. Completed work includes all caisson, the steel framing for the CUP, the East and West hospital stair towers at full height of the new hospital, and the exterior mock up now sits on the greenspace adjacent to the visitor parking lot. Future activities on the project that will be visible include: tower steel framing erected the beginning mid-December through July 2020 and exterior cladding of building commencing with scheduled completed for 2021.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Facilities Management Update
 - b. Campus Transformation Departmental Update
 - c. Campus Transformation Update

12. Finance Committee – No Meeting

13. Legal and Government Relations Committee – No Meeting

14. Nominating Committee – No Meeting

15. Patient Experience Committee – Combined with Quality and Safety Committee

16. Quality and Safety Committee

A. Report of Committee Chairperson Silvers

Dr. Silvers stated the Committee meeting began with Linda Jackson, Director of Arts in Health, leading Board participants through an arts experience of self-portraits and involved activities with Committee members demonstrating what the Department does with inpatients, but also expanding across the health care continuum, noting matters that involve prevention as well as medicine and medical issues. Dr. Watts gave a presentation on Unwarranted Care Variation, noting current efforts to reduce variation assist MetroHealth in advancing from a “C” to a “B” on the Leapfrog Patient Safety Score’s most recent release. Seona Goerndt and Matthew Kaufmann gave a presentation on the organizational performance on System Goals, HCAHPS and 2020 draft System Goals, noting the Patient Experience goal of “Likelihood to Recommend” is at “stretch” achievement which is the highest level. MetroHealth continues to see improvements over 2018 across 9 out of 10 HCAHPS domains, and quality goals have shown a strong performance in Acute Care, Ambulatory Care, and Pediatrics.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. This Is Me (Arts in Health)
 - b. Care Variation
 - c. System Goals Performance
 - d. HCAHPS
 - e. 2020 Draft System Goals

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

Ms. Brown reported that the Transformation Campaign For All of Us is currently at \$48.8 million, with \$40.5 million dedicated toward program endowment and the remaining amount for capital. Over the coming year Ms. Brown plans to speak to several donors concerning unrestricted support for the campaign and will begin to see gifts related to that discussion. William Gaskill, former System Board of Trustee, recently provided a gift with respect to the Chair Challenge executed several years ago by Robert Durham and Collin Knisely. Solicitations for our Annual Fund and the Annual Campaign will be distributed on Tuesday, December 3, 2019. The Foundation has purchased time on WCPN to discuss philanthropy and gifting to MetroHealth,

most of the time used will be the morning commute. John Groza, a Foundation Board Member, was instrumental in securing a gift of \$50,000 from first time donor Westfield Insurance Foundation to support the science laboratory renovation at the Lincoln-West School of Science and Health.

Mr. O'Neill began by thanking Dr. Boutros, as well as Dr. Boulanger and Craig Richmond, for their participation in the presentation on social impact investing given by Dr. Boutros and co-presented with Eric Glass, a member of the Municipal Investment Policy Group of AllianceBernstein, at the offices of AllianceBernstein on November 6, 2019; approximately 25-30 people attended this presentation, many attendees being clients of AllianceBernstein. Other financial firms and national contacts have shown interest in planning a similar event with a focus on social impact investing after participating in sharing MetroHealth's story to various individuals. Ms. Brown and Mr. O'Neil held a meeting with Tom Gill, President at the Urban Community School (UCS), for the purpose of building relationships with the Foundation. Mr. O'Neil has been in contact with the Board Chair at UCS and has shown interest in joint fundraising opportunities, noting that the Foundation Board will meet at UCS in March 2020.

Dr. Boutros followed up on several matters. He noted that AllianceBernstein has a cap on Cleveland investing due to the impact of investments which they have participated in for Cleveland already, but they have recommended that MetroHealth reach out to them with any new projects if they can assist. Jane Platten was appointed to the Board of Trustees at UCS approximately a month ago. MetroHealth hosted a program along with St. Luke's, the Western Reserve Area on Aging, and the Greater Cleveland Food Bank to distribute approximately 500 turkeys at the Main Campus with another 500 turkeys at the MetroHealth Buckeye location and also the participating organizations donated enough money to purchase more than 3,500 turkeys this year; and in participation with the Greater Cleveland Food Bank, approximately 14,000 turkeys will be distributed to Clevelanders in Cuyahoga County during the holiday season.

After this meeting he stated that Judith Faulkner, the CEO of Epic Systems, will be at MetroHealth to commemorate a milestone event of a 20 year relationship between Epic and MetroHealth. He noted that a press conference will be held publicizing that Epic saves MetroHealth approximately \$20 million a year in unwarranted costs due to standardizations through use of the Epic system. From what has been reported, MetroHealth is the most awarded integrated health system utilizing Epic's electronic medical records.

A motion was unanimously passed by roll call vote to go into Executive Session (8:30 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 10:15 a.m.

18. Other Board Items

A. Approval of a Restructuring of Affiliated Nonprofit Organizations

The Chair noted that the President and Chief Executive Officer and Chief Legal Officer provided information concerning a recommendation to approve the restructuring of certain affiliated nonprofit organizations identified on Exhibit A attached for the purpose of a formal realignment of the legal relationship of the System and the Nonprofit Affiliates, including assignment of the membership interest in the Nonprofit Affiliates. There being no further questions, the Board unanimously approved the restructuring of certain affiliated nonprofit organizations identified on Exhibit A, including assignment of the membership interest. RESOLUTION 19332.

B. Approval of Support for a Nonprofit Affiliate

The Chair noted that the President and Chief Executive Officer and Chief Legal Officer provided information concerning a recommendation to approve the conditional provision of financial support for its nonprofit affiliate Lumina Imaging. There being no further questions, the Board unanimously approved the provision of financial support to its nonprofit affiliate Lumina Imaging under certain conditions. RESOLUTION 19333.

C. Approval of the Purchase of Certain Liability Insurance Policies for The MetroHealth System

The Chair noted that the Board of Trustees were provided information concerning a recommendation to purchase certain liability insurance policies as more fully described in Attachment A. There being no further questions, the Board unanimously approved the purchase of certain liability insurance policies as more fully described in Attachment A. RESOLUTION 19334.

D. Approval of the Purchase of Liability Insurance Policies for The MetroHealth System

The Chair noted that the Board of Trustees were provided information concerning a recommendation to purchase professional and general liability insurance policies for the medical operations at the Cuyahoga County Jail. There being no further questions, the Board unanimously approved the purchase of professional and general liability insurance policies for the medical operations at the Cuyahoga County Jail. RESOLUTION 19335.

E. Approval of Additional Premium for Workers' Compensation Insurance Policy

The Chair noted that the Board of Trustees were provided information concerning a recommendation to approve the additional premium of \$13,679 for excess workers' compensation insurance for the policy year June 1, 2018 – June 1, 2019 and paid out of operating funds. There being no further questions, the Board unanimously approved the payment of the additional premium for excess workers' compensation insurance. RESOLUTION 19336.

F. Approval of Claim Settlements

The Chair noted that the Board of Trustees were provided information concerning certain claims against The MetroHealth System involving lawsuits. There being no further questions, the Board unanimously authorized and ratified settlement of Claim Identification Nos. 18-08-0316 and 18-17-0117 in a combined amount not to exceed \$525,000, to be paid from operations and to be submitted for reimbursement by Select Assurance Captive LLC. RESOLUTION 19337.

G. Approval of the Development for Phase II of the Brecksville Health Center

The Chair noted that the Board of Trustees were provided information concerning a recommendation for the development of Phase II of the Brecksville Health Center (the "Project"). There being no further questions, the Board unanimously approved the development of the Project for total development and improvement costs not to exceed \$21,000,000, to be paid out of unrestricted cash reserves, and further approved the engagement of Anchor Health Properties as the Developer for the Project for development fees not to exceed \$17,900,000. RESOLUTION 19338.

H. Approval of the Strategic Plan 2020-2025

The Chair noted that the President and Chief Executive Officer and Chief Strategy Officer provided a detailed presentation of the proposed Strategic Plan 2020-2025 at the July 2019 Board meeting and an in-depth review at an information session held for the Board in September 2019 and at the Special Board Meeting and Retreat held on October 31 and November 1, 2019, and senior management has engaged KaufmanHall, the national health care consulting firm, to advise the System in a comprehensive evaluation of the and the ongoing development of an updated Strategic Plan for Now, Near and Far. There being no further questions, the Board unanimously approved and adopted the "Strategic Plan 2020-2025 and Beyond" in the form presented to the Board in terms of the strategic goals, organizational direction and framework for implementation embodied in the Plan, with the understanding and acknowledgement that the System may not undertake or complete every inoperative or initiative provided for therein.
RESOLUTION 19339.

The meeting adjourned at approximately 10:25 a.m.

NEXT MEETING: January 22, 2020 (WEDNESDAY) – 4:00 p.m.

The MetroHealth System

Respectfully submitted,

Vanessa Whiting, Chairperson

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