

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

**Date:** January 22, 2020

**Time:** 4:00 p.m.

**Place:** The MetroHealth System Board Room

**Present:** Ms. Anderson, Ms. Dee, Mr. Hairston (via telephone), Mr. Hurwitz, Mr. McDonald, Mr. Moreno, Mr. Moss (via telephone), Dr. Silvers, Ms. Whiting

**Staff:** Dr. Boutros (via telephone), Dr. Boulanger, Ms. Brown, Dr. Chehade, Mr. Frolik, Ms. Jacono, Mr. Jones, Ms. Kline, Mr. Nevel, Mr. Phillips, Ms. Platten, Mr. Richmond, Mr. Stern, Ms. Wahl, Dr. Watts, Dr. Werner, Mr. Tobin

**Guests:** Dr. Steven Ricanati, Interim Vice Dean of Medical Education, Case Western Reserve University School of Medicine

**MINUTES OF MEETING**

The meeting was called to order by Dr. Silvers in Ms. Whiting delay of arrival at 4:00 p.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 Board Meeting of November 20, 2019.  
RESOLUTION 19340.

**2. Consent Agenda**

**A. Audit and Compliance Committee**

1. The Board unanimously approved the modification of the Charter of the Audit and Compliance Committee as reviewed by the Legal and Government Relations Committee and the Audit and Compliance Committee of the Board of Trustees.  
RESOLUTION 19344.
2. The Board unanimously approved the continued engagement of KPMG LLP as the System's Internal Audit consultant, for the purpose of providing management, assistance, advice and guidance with performing enterprise risk assessments, prioritizing risk and associated audits, providing oversight of Information Technology (IT) audits, establishing an enterprise risk management framework and reporting to management and the Audit Committee of the Board of Trustees, for the year 2020, with cost not to exceed \$995,000 and associated expenses not to exceed \$25,000, to be paid out of general operating funds. RESOLUTION 19341.

**B. Community Engagement Committee – None**

**C. Diversity Committee – No Meeting**

**D. Executive Committee – None**

**E. Facilities and Space Committee**

1. The Board unanimously approved the amendment of the Owner Representative Services Agreement with Hammes Company Healthcare LLC as the Owner Representative for the Campus Transformation Project (“Project”) to provide additional staffing support services for the Project. The total fees for this additional work shall not exceed \$193,983 for a total amended fee amount not to exceed \$9,768,570 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19342.
2. The Board unanimously approved the further amendment of the current agreement with Turner Construction Company as the Construction Manager at Risk for the Project to provide additional pre-construction and construction services to support the design assist requirements for the Project. The total fees for this additional work shall not exceed \$4,766,160 for a total amended agreement amount not to exceed \$484,138,240 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19343.

**F. Finance Committee – None**

**G. Governance Committee – No Meeting**

**H. Legal and Government Relations Committee**

1. The Board unanimously approved the modification of the Charter of the Audit and Compliance Committee as reviewed by the Legal and Government Relations Committee and the Audit and Compliance Committee of the Board of Trustees. RESOLUTION 19344.
2. The Board unanimously confirmed and approved the ratification of the 2019 settlements of the liability and workers’ compensation claims at or under \$100,000 in the amounts set forth in the detailed listing of these claim settlements in the confidential addendum, which is made a part of this Resolution, all to be paid from the general operating funds. RESOLUTION 19345.

**I. Quality and Safety Committee – No Meeting**

**3. President and CEO’s Report**

Dr. Boutros stated several matters were included in his President’s Report, including the names of the Cleveland Heritage Medal recipients on November 21, 2019 and the City of Cleveland Planning Commission granting early approval for the plans to build new housing in 2021 for the Clark-Fulton residents and MetroHealth employees on the corner of West 25th and Sackett Avenue.

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

Ms. Kline began her report by highlighting 2020 being designated Year of the Nurse and Midwife by the World Health Assembly, which is the governing body of the World Health Organization

(WHO); nursing leaders in Northeast Ohio and across the region in all aspects of health care met to plan different events throughout 2020. A website has been developed and a different nurse from around the area will be featured, noting our first MetroHealth nurse was featured in the beginning of January and three nurse anesthetists will be featured mid-February and then several by the end of February. Two MetroHealth nurses have been recognized; Cathy Fee, RN, was nominated by the mother of a former NICU patient and was awarded the NICU Heart Award from Project Preemie in December 2019 and Sandra-Wright Esber, APRN and Director of Advanced Practice Registered Nursing, was one of two recipients to receive the Dr. Joseph Carter Outstanding Compassionate and Caring Award. In addition to including year-end statistics in her report, Ms. Kline was proud to state that the MetroHealth nurses have achieved their goal of 82% of BSN-prepared nurses by 2020 and are up to 34.6% in nurses being certified in their specialty.

## **5. Medical Staff**

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

Dr. Werner began her report by thanking everyone who attended the Medical Staff Holiday Party and noted that the Dr. Joseph Carter Outstanding Compassionate and Caring Award has been presented to Sandra-Wright Esber, one of MetroHealth's APRNs, and Sandra Glagola, one of MetroHealth's DO physicians, noting this is a peer driven award where individuals are nominated by their colleagues. The Medical Executive Committee held a mini-retreat at the December 2019 meeting to review the progress of fulfilling the duties under the Bylaws revised two years ago and to implement and focus on a Peer Review Process and include other areas of increased engagement. The writing of prescriptions for controlled substances in the practice of medicine is being updated by the IS team to include implementing an Imprivata program of electronically prescribing these substances into EPIC via a two-factor authentication whereby a code will also be sent to the prescriber's phone or key fob, noting to date approximately 600 physicians and advanced practice providers have registered for this program. A new On-Call finder within EPIC was developed by the IS team and Informatics Fellows that will increase the Medical Staffs' ability to contact and communicate with consulting services; Dr. Werner thanked Dr. David Kaelber, Dr. Brook Watts, Dr. Jennifer Bailit, Dr. Kristina Garrels, Julie Jacono and all staff who contributed to the development of this project. MetroHealth was recently approved in the Practice of Medicine as the only site in Ohio to offer a Phase II clinical trial for recurrent cervical cancer. Shari Bolen, MD, MPH, has been appointed the Founding Director of the new Population Health Research Institute. Dr. Kavita Arora, an OB/GYN physician, was appointed as the CWRU/MetroHealth Dierker-Biscotti Women's Wellness Endowed Professor. Dr. David Birnkrant, Director of Pediatric Pulmonary Medicine, was recognized as a World Expert in the care of patients with Duchenne's Muscular Dystrophy in 2019. Tina Vrabec, PhD, Researcher in the MH Rehabilitation Institute, was awarded a \$2.3 million NIH grant to study nerve blocks for regulation of the autonomic nervous system functioning or paralysis in collaboration with the UCLA Neurocardiology Center for Excellence. Dr. Sergio Bardaro, a General Surgery physician, was elected Vice President and President-Elect of the Ohio/Kentucky Chapter of the American Society of Bariatric and Metabolic Surgery. Two MetroHealth Anesthesiology APRNs received the following awards: Rebecca Bidinotto, APRN-CRNA, was awarded the Advanced Practice Provider Council's Above and Beyond Award; and Kathleen Glaser, APRN-CNP, was recognized by the March of Dimes as the 2019 Ohio Nurse of the Year for Surgical Services and Procedural Areas.

At the request of Dr. Werner, Ms. Whiting made a motion and the Board unanimously approved the Medical Staff Providers Appointments and Actions for January 2020, as well

as the Medical Executive Committee Minutes of November 8, 2019 and December 13, 2019.

**B. Approval of Medical Staff Providers Appointments and Actions – January 2020**

1. The Board unanimously approved the Medical Staff Providers Appointments and Actions for January 2020. RESOLUTION 19346.

**C. Medical Executive Committee Minutes – November 8, 2019 and December 13, 2019**

**D. Report of Case Western Reserve University (CWRU), School of Medicine – Dr. Steven Ricanati**

Dr. Ricanati reported there was no update on the Dean search since Dr. Thomas' report in November 2019, and a list of names was provided to President Snyder and they are under consideration. Dean Davis also has a list of names under consideration for Vice Dean. Five MetroHealth faculty members are being recognized for contributing innovative initiatives to the curriculum: Dr. Robert Jones from Emergency Medicine is Assistant Dean for Clinical Sciences and was involved in Ultrafast; Dr. Michael Raddock from Family Medicine took the lead on the integrated clerkship of CWRU's third year medical students at a successful pilot program last year and enrolled a number of students for the upcoming year; Dr. Rodica Di Lorenzo for her work in the Neurology third year clinical rotation; Dr. Kristin Blaker for the Surgery third year clinical rotation; and Dr. Lendita Haxhiu-Erhardt for her work in the Psychiatry inpatient clinical rotation.

**6. Audit and Compliance Committee**

**A. Report of Committee Chairperson McDonald**

Mr. McDonald reported that the Committee met on December 11, 2019 and began with Cheryl Forino Wahl, Senior Vice President and Chief Ethics and Compliance Officer, review of the fourth quarter compliance program activities. The 2019 Ethics and Compliance work plan is 79% complete and 19% will carry over to 2020, noting 2% of the work plan was either reassigned to other departments or removed. The World's Most Ethical Company application for 2020 was completed (which included 115 pages with over 500 supporting documents), the results to be announced in early February. The status of the four 2019 Ethics and Compliance Department goals were reviewed with significant achievements since the last meeting: expand the risk assessment process—substantial progress made in the work of third-party risk management program; implement communication plan—the goal has been completed but continuing the "speak up" campaign into 2020; measure effectiveness using data—goal completed; and improve physician coding accuracy—the error rate has been reduced to less than 2% but will work toward the goal of 3% through year end. Four training modules have been launched for employees covering HIPAA Privacy, Ohio Ethics Rules, Reporting Compliance Concerns and Fraud, Waste and Abuse; a training program for managers was developed related to building an ethical culture. Internal Audit and Compliance co-sponsored three e-brainstorming sessions as part of the risk assessment process and planning for 2020. An enterprise risk management strategy is being developed for the organization, and the expanded role of Ethics and Compliance in managing Conflicts of Interest was reviewed. The 2020 Ethics and Compliance Work Plan, which was approved with the Consent Agenda, was also reviewed.

The Internal Audit Plan for 2019 is on track and consists of 53 projects that is 75% complete with the plan year concluding in March 2020, including fourteen internal audits coordinated with Ethics and Compliance and seven internal audits coordinated with Legal. Interim control testing of financial reporting processes is complete; Internal Audit provided testing results to management and the external auditor. Internal Audit collaborated with Finance in late 2018 to establish and develop procedures for a Financial Reporting Disclosure Committee (FRDC) for overseeing procedures similar to those adopted by public companies to help ensure adequate internal controls over financial reporting as part of the Sarbanes-Oxley Act of 2002, noting the FRDC completed the past four quarters and received 100% from those individuals asked to participate. The Institute of Auditors published *International Standards for the Professional Practice of Internal Auditing* which is a framework for evaluating the performance of Internal Audit departments. An update was provided by Internal Audit concerning minimum thresholds needed to meet the IIA Standards along with examples of leading practices in place by the MetroHealth Internal Audit Department. The 2020 annual integrated Audit and Ethics and Compliance enterprise risk assessment is completed, the results of these assessments being used to develop the 2020 internal audit plan. An electronic platform was used by Internal Audit to facilitate broader cross-functional risk identification workshops which included 133 participants compared to in-person interviews conducted by senior leadership the prior year.

A monthly review of construction related invoices submitted by consultants and contractors is being conducted by RSM. RSM reviews the invoices after the architects and owner's representative review them to ensure they are mathematically correct, have adequate supporting documentation, and submit the checklist during the review which includes the procedures performed. RSM is currently conducting an interim review on insurance, information technology and reimbursable costs invoiced by Turner Construction.

Information Services (IS) enhanced the cyber phishing program by conducting monthly phishing tests for all workforce members for January through November, noting additional phishing and cyber education for employees was provided in March and April and in-person phishing training provided by the Information Security Officer. Malware protections and firewalls upgrades were completed in September. Enhanced security has been implemented for remote access using remote Multi-Factor Authentication solution, noting Phase I implementation is being scheduled in December 2019. KPMG has recommended areas of opportunity to further enhance security posture involving HIPAA Security and Cyber Maturity Assessment. Additional secure email gateway and scanning tools and scanning tools and vendor review has been completed.

The UH Elyria Disaster Recovery data center move to Akron Involta Disaster Recovery center has been completed. In September 2019 the Disaster Recovery failover testing of the Epic Electronic Health Record system at the Akron Involta co-location site will be completed. The new three to five-year Technology Strategic Plan is in alignment with the MetroHealth Strategic Plan, the purpose noted to effectively leverage IT resources and investments to achieve current and future business goals. Key objectives include IT assessment, next generation digital health, strategic and tactical plan with the targeted completion date being the end of 2019. The IS Governance purpose is alignment of health system strategy with IS priorities, projects, and resources with key areas being focused including strategy, project prioritization and resources, technology innovations, budget, and communications. This three-tier structure includes multiple advisory committees, IS Governance Committee and Office of the President.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Transformation Project Construction Cost Review
  - b. 2019 Internal Audit Update & 2020 Internal Audit Plan
  - c. 2019 Compliance Update & 2020 Compliance Work Plan
  - d. Cyber Security & IT Update

**7. Community Engagement Committee**

**A. Report of Committee Chairperson Hairston**

Mr. Hairston reported having a very informative meeting of the Committee and reviewed what is transpiring in the community. A community engagement survey was completed, and a list of names was compiled recommending people to contact in terms of community efforts. Susan Fuehrer, President of the Institute for H.O.P.E., reviewed addressing social determinants of health through three pillars: Healthy Families and Thriving Communities, Advancing Innovative Practices, and Transformative Knowledge and Education. Detailed efforts provided include patient screening, programs to address food insecurity, transportation, housing, economic stability, education, school health, infant mortality and digital access. Tony Minor, Manager of Faith Community Outreach, discussed faith-based engagement and initiatives such as establishing Pathways to Health and Healing to engage congregations in participating in Safe Sleep Sunday, completion of a plan for Jewish faith leaders and identifying co-chairs for interfaith council, increasing trauma competency of local congregations, and establishing two Healing Circles. Mr. Hairston thanked the Board Members that were able to attend this meeting and expressed his appreciation for what Rita Andolsen and Jane Platten do on behalf of this Committee.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Presentation on Institute of H.O.P.E.
  - b. Update on Faith-Based Initiatives
  - c. Discussion to Nominate New Committee Members

**8. Diversity Committee – No Meeting**

**9. Executive Committee – No Report**

**10. Facilities and Space Committee**

**A. Report of Committee Chairperson Monnolly**

Ms. Dee reported in Mr. Monnolly's absence and began with stating Karen Dethloff, Vice President of Facilities and Construction, was not present at the meeting but submitted a written report, including the failures and shut downs experienced and the work done to resolve them, there are currently ten staffing vacancies to be filled, and the kitchen and cafeteria renovation has been completed. Walter Jones, Senior Vice President of Campus Transformation, provided an update on the progress of the new facilities and hospital which is proceeding on time and on budget, noting construction has been underway for approximately a year beginning with the demolition of the Southpoint garage late December 2018. Current activities include: the hospital main concrete stair towers at

the east and west ends being complete with the main elevator tower of the hospital being complete to the 8th floor; the stair and elevator towers in the "link" building are nearly complete; the hospital steel framing began on December 20, 2019 with plans to be completed in June 2020; the concrete ground, second and roof slabs in the Central Utility Plant (CUP) installed; exterior enclosure of the CUP is underway; and the awarding of 25% of the remaining 35 contracts under the Guaranteed Maximum Price (GMP) C Amendment has occurred. The next steps for 2020 are as follows: completion of the structural steel framing for the hospital is expected to be completed by July 2020; commencement of the curtainwall installation is scheduled to begin in August 2020; completion of the design of the Critical Care Pavilion (CCP) renovations which includes the design and engineering for the helipad relocation, exterior recladding, and interior renovations; completion of the design and specifications for interior signage, medical equipment specifications, and furnishing of the staff work core spaces; and commencement of the transition and activation planning for the new hospital. Dr. Boutros reported that planning has begun for the re-use of the Old Research and Bell Greve Buildings for office and administrative space and for maintaining connections between the new hospital, Rammelkamp and the Outpatient Pavilion, noting this effort is scheduled to be completed by end of June. Two resolutions discussed included amending the Owner Representative Services Agreement with Hammes Company Healthcare LLC to provide document control and design management and further amending the agreement with Turner Construction Company for pre-construction and installation of the pneumatic waste removal system.

**B. Non-Consent Agenda**

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

**11. Finance Committee**

**A. Report of Committee Chairperson Moss**

Dr. Silvers reported in Mr. Moss's absence and began with discussing how well MetroHealth is doing and how some provisions of the Government Accounting Standards Board (GASB) have no impact on the financial data; MetroHealth is fully compliant with the obligations of the Ohio Public Employees Retirement System (OPERS), there being no arrears. The report of Operating Income increasing approximately 40% in 2019 from the same time period in 2018, Net Income increasing approximately 100% in 2019 from the same time period in 2018, and Revenue increasing approximately 6% in 2019 from the same time period in 2018 are extremely positive, but Earnings Before Interest, Depreciation and Amortization (EBIDA) is important due to coverage ratios and other data used by capital markets to judge how well the organization is functioning with regarding to maximum debt of amortization expense which has increased approximately 18% in 2019 from the same time period in 2018, which information remains unaudited at this time. Lastly, Dr. Silvers referred to the Advisory Board Credit Rating Strength Diagnostic Tool on Page 113 of the Board Book indicating the December 2019 MetroHealth Metrics vs. Rating Agency Medians such as Moodys and S&P are showing green despite the large debt position.

Mr. Richmond began his report by indicating the Investment Committee, being a subcommittee of the Finance Committee of the Board and stated the Net Income in 2019 was approximately \$30 million compared to the past five years being approximately \$1

million, noting dividends were paid after the Investment Policy was updated in 2018 and MetroHealth began diversifying to a balanced portfolio that includes both domestic and international equities. Several items highlighted concerning the increase of EBIDA in the Management and Discussion Analysis portion of the Finance report were growth in the retail and contract pharmacy operations, value-based revenues, lower liability insurance costs, supplemental payments from the Care Innovation and Community Improvement Program (CICIP), and a decrease in estimated amounts due to third-party payors. Centers for Medicare & Medicaid Services (CMS) recently withdrew guidance and notification was received that MetroHealth is not responsible for payments that have been on the books. He also noted in comparison to other organizations, we are performing as an A rated organization even though we are reported as BBB-. Geoff Himes, Vice President of Finance, gave two updates: GASB, noting we carry a large liability on our books related to pensions and post-employment benefits and MetroHealth is not responsible for more than what is funded on an annual basis; and 2019 capital projects review, noting \$40 million was approved by the Board of Trustees in 2019 and indicated approximately 50% of the spend was on clinical related items, approximately 20% was for support services and strategic such as the cafeteria renovation, and approximately 12% each for information services related items and facilities and construction which was for ongoing maintenance of all MetroHealth sites.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Unaudited 2019 Financial and Operational Results
  - b. Accounting & Financial Reporting for Pensions (GASB 68) and Postemployment Benefits (GASB 75)
  - c. 2019 Capital Projects Review
  - d. Schedule of Charges Update

**12. Governance Committee – No Meeting**

**13. Legal and Government Relations Committee**

**A. Report of Committee Chairperson Whiting**

Ms. Whiting reported the Legal and Government Relations Committee met on December 11, 2019 and approved two recommendations: approval from the President on the ratification of the liability/workers' compensation claims under \$100,000 and the approval of proposed modifications to the Audit and Compliance Committee Charter. Laura McBride updated the Committee on employee policies, specifically one with respect to sick leave and how it remains unchanged but has been clarified due to issues over the past several years regarding how it is paid out at the time of retirement or leaving MetroHealth. Board approval was not needed but was brought to the Board's attention as the policy is under delegation to the Chief Executive Officer. The Government Relations report was given by Joseph Frolik, Senior Vice President, Communications, Government and Community Relations, noting several elected officials had visited and toured the Main Campus, the Parma Medical Center and the Old Brooklyn Campus. Dr. Joan Papp, Medical Director of the Office of Opioid Safety and an Emergency Medicine physician, testified before the Ohio House Health Committee in support of Naxolone access, and Dr. Gregory Heintschel, Chair of Dental Medicine, testified before the Ohio Senate's Health, Human Services & Medicaid Committee in support of House Bill 11 addressing infant mortality issues. Mr. Frolik also discussed the 2020 Census and how MetroHealth can reach out to the community to increase participation in the 2020



Census. The Committee then went into Executive Session to discuss insurance matters and claims, resolutions, a legal update from Michael Phillips reviewing questions of ethics as well as political activities that had been raised at the Board of Trustees Retreat, and a discussion by Chair Whiting regarding the 2020 System goals.

**B. Non-Consent Agenda**

1. Action Items – None
2. Information Items
  - a. Government Relations Update
  - b. Update on Risk Management/Insurance Developments
  - c. Legal Update

**14. Quality and Safety Committee – No Meeting**

**15. 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 has reached over the halfway mark at \$51 million with three years remaining to reach and exceed the goal of \$100 million. Gifts received thus far include: \$600,000 to support Empowered CLE which will deliver digital access to individuals in the community, noting it is the largest gift Dollar Bank has ever made; \$250,000 from The Char and Chuck Fowler Family Foundation in support of SAFE and School Based Health, noting they became donors to MetroHealth in early 2015 and have given close to \$700,000; and a \$40,000 gift received through MetroHealth’s lockbox from Mary Ann Sankovich in honor of her sister, Kathryn Hlusko, who was an annual fund donor to MetroHealth and had intended to leave MetroHealth in her will until health issues arose and she was not able to fulfill the commitment.

A motion was unanimously passed by roll call vote to go into Executive Session (5:00 p.m.) to discuss trade secrets, litigation matters, employment/personnel issues and matters required by law to be kept confidential.

Following the Executive Session, the meeting reconvened in open session at approximately 6:20 p.m.

**16. Other Board Items**

**A. Approval of Claim Settlement 19-19-0119**

The Chair noted that the Board of Trustees were provided information concerning a certain claim against The MetroHealth System. There being no further questions, the Board unanimously authorized and ratified settlement of Claim Identification No. 19-19-0119 in an amount not to exceed \$200,000, to be paid from operations and to be submitted for reimbursement by Select Assurance Captive LLC. RESOLUTION 19347.

**B. Approval of the Participation in a Nonprofit Joint Venture and Additional Associated Capital**

The Chair noted that the President and Chief Executive Officer, the Chief Strategy Officer and the Chief Legal Officer provided information concerning a recommendation to approve the participation in a new Ohio nonprofit business entity for the purpose of providing certain health services at one or more locations off the main campus and for additional associated capital expenditures. There being no further questions, the Board unanimously approved the System’s participation in a nonprofit joint venture through an

Ohio nonprofit limited liability company (NewCo) with one or more other members, NewCo being organized to conduct activities consistent with the System's mission and strategic objectives as more fully described in Attachment A. RESOLUTION 19348.

C. Approval of Capital Improvements to the System's Old Brooklyn Campus

The Chair noted that the Board of Trustees were provided information concerning capital improvements to the System's Old Brooklyn Campus relating to its Functional Electrical Stimulation (FES) Center of Excellence. There being no further questions, the Board unanimously approved the capital expenditure for the improvements to the System's Old Brooklyn Campus for aggregate costs not to exceed \$4,500,000, to be paid out of available capital funds. RESOLUTION 19349.

D. Approval of 2020 Employment Agreement with Dr. Akram Boutros

The Chair noted that the Board of Trustees were provided information concerning the previously approved Employment Agreement (Agreement) entered into with Dr. Akram Boutros effective July 1, 2015, the term of this Agreement expiring on July 1, 2020, and the terms of the proposed Agreement received and reviewed by the compensation consultant, Findley. There being no further questions, the Board unanimously approved the Agreement by and between MetroHealth and Dr. Boutros upon such terms and otherwise consistent with the Agreement. RESOLUTION 19350.

The meeting adjourned at approximately 6:35 p.m.

**NEXT MEETING: March 25, 2020 (WEDNESDAY) – 4:00 p.m.**

The MetroHealth System

Respectfully submitted,

Vanessa Whiting, Chairperson

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