

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – JANUARY 22, 2020**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
Minutes Approval of Board Meeting Minutes, November 20, 2019	19340
 CONSENT AGENDA	
 Audit and Compliance Committee	
Approval of the Proposed Modifications to the Audit and Compliance Committee Charter	See Legal Below
Approval of the Continued Engagement of KPMG LLP as the System’s Internal Audit Consultant	19341
 Facilities and Space Committee	
Approval to Amend the Owner Representative Services Agreement with Hammes Company Healthcare LLC as the Owner Representatives for Campus Transformation	19342
Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation	19343
 Legal and Government Relations Committee	
Approval of the Proposed Modifications to the Audit and Compliance Committee Charter	19344
Ratification of Liability/Workers’ Compensation Settlements At or Under \$100,000 for 2019	19345
 Medical Staff	
Approval of Medical Staff Providers Appointments and Actions – January 2020	19346
 Other	
Approval of Claim Settlement 19-19-0119	19347
Approval of the Participation in a Nonprofit Joint Venture and Additional Associated Capital	19348
Approval of Capital Improvements to the System’s Old Brooklyn Campus	19349
Authorization and Approval of an Employment Agreement With the President and Chief Executive Officer	19350

Approval of Board Meeting Minutes, November 20, 2019

RESOLUTION 19340

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of November 20, 2019 for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the Minutes of the Regular Meeting of November 20, 2019 as presented.

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

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: January 22, 2020

Approval of the Continued Engagement of KPMG LLP as the System's Internal Audit Consultant

RESOLUTION 19341

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of KPMG LLP as the System's Internal Audit consultant; and

WHEREAS, the Board's Audit Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the continued engagement of KPMG as the System's Internal Audit consultant, for the purpose of providing management, assistance, advice and guidance with performing enterprise risk assessments, prioritizing risks 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.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

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

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: January 22, 2020

Approval to Amend the Owner Representative Services Agreement with
Hammes Company Healthcare LLC as the Owner Representative for Campus Transformation

RESOLUTION 19342

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for owner representative services with Hammes Company Healthcare LLC (“Hammes”) as the Owner Representative for the Campus Transformation project (the “Project”); and

WHEREAS, the Board’s Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment of the agreement with Hammes 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.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

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

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: January 22, 2020

Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation

RESOLUTION 19343

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement with Turner Construction Company as the Construction Manager at Risk for the Campus Transformation project (the "Project"); and

WHEREAS, the Board's Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the further amendment of the agreement with Turner Construction Company 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.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

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

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: January 22, 2020

Approval of the Proposed Modifications to the Audit and Compliance Committee Charter

RESOLUTION 19344

WHEREAS, the Audit and Compliance Committee of the Board of Trustees of The MetroHealth System has been presented a recommendation for the modification of the Charter of the Audit and Compliance Committee; and

WHEREAS, the Board's Legal and Government Relations Committee and the Audit and Compliance Committee have reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the modification of the Charter of the Audit and Compliance Committee. .

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

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: January 22, 2020



Audit and Compliance Committee Charter

The Charter for the Audit and Compliance Committee ("Committee") is as follows and may be amended only by the Board of Trustees of The MetroHealth System ("MetroHealth").

A. Composition of the Committee

1. The Committee shall consist of at least three (3) independent Trustees one of whom serves as the Committee Chair.

B. Qualifications of Committee Members

1. Each member has experience with and understands, analyzes and evaluates financial statements, including balance sheets, income statements, cash flow statements and other types of financial reports provided by MetroHealth. Each member has experience with and understands, analyzes and evaluates, accounting requirements relating to the financial statements.

2. Each member must be able to exercise judgment independent from the management of MetroHealth.

3. One or more members of the Committee has experience or training with regulatory compliance, internal control matters, internal audit functions, risk assessment (including enterprise risk management) and information systems security.

C. Meetings of the Committee

The Committee meets four (4) times each year or more often at the request of the Chairperson of the Committee or the MetroHealth Board of Trustees. Matters that are privileged will be addressed in executive session. At least annually, the Committee meets separately in an executive session (without management unless requested by the Committee Chair) with each of the following (or the person holding an interim or acting position): (a) Director, Internal Audit; (b) the external auditors; and (c) the Chief Ethics and Compliance Officer.

D. Duties and Responsibilities of the Committee

In general, the Committee is responsible for oversight of: (1) external audits; (2) internal audit functions; (3) internal controls of the organization; (4) ethics and compliance program, including conflicts of interest; and (5) information systems security.

The more specific oversight duties and responsibilities of the Committee include, but



are not limited to, the following:

1. External Audit

a. Evaluate and, where appropriate, recommend renewal or replacement of the external auditors to the Board of Trustees. The external auditors are accountable to this Committee and the Board of Trustees.

b. Meet with the external auditors and management on at least an annual basis to review the scope of the proposed financial statement audit for the current year, the procedures to be utilized, and the fees to be charged for audit services.

c. Review with management and the external auditors the annual financial statements. Evaluate the determinations made about the applicability of accounting principles, the reasonableness of significant judgments or estimates, and the clarity of the disclosures in the financial statements.

d. Discuss the results of the annual audit and any other matters communicated to the Committee by the external auditors.

e. Review and discuss with management and the external auditors any significant changes in, or adoptions of, accounting principles and disclosure practices, and the impact of the changes on MetroHealth's financial statements.

f. Review the external auditor's annual management letter regarding internal control weaknesses, recommendations for improvements, and management's responses, including action plans, if any, and monitor management's implementation of action plans.

g. At least annually, discuss with the external auditors their independence from management and the organization and any matters included in written disclosures required by the Independence Standards Board, including discussions in an executive session, if requested by the auditors or the Committee.

h. At least annually, obtain, review and report any material issues raised by the most recent internal control or peer review of the auditors or by any inquiry or investigation by governmental or professional authorities.

i. Complete a formal assessment of the external audit firm and of the firm's senior partners' performance at least once every five (5) years, and determine any appropriate action to be taken. This assessment will be conducted along with a process facilitated by the Ohio Auditor of State Office.



j. Periodically review the policy addressing the non-audit services, if any such services are proposed, that an external auditor would be permitted to provide to MetroHealth, monitor implementation of the policy and review and revise the policy as needed, and pre-approve all audit fees and non-audit engagements with the System's independent auditors in accordance with the policy adopted by the Committee.

k. Periodically review the policy addressing the recruitment of external auditor personnel within MetroHealth and monitor implementation of the policy and review and revise the policy as needed.

l. Acknowledge that the appointment of auditors, payment of auditor invoices, and audit reports approved by the Audit and Compliance Committee and The Board of Trustees are subject to review by the Ohio Auditor of State Office for compliance with state procedures.

2. Internal Audit

a. Oversee and provide direction to Internal Audit, including the independence and authority of its reporting, the proposed audit work plan and coordination of such work plan with the external auditors and other parties for the coming year.

b. Review the adequacy of the internal audit department budget/resources to ensure adequacy and monitor the staffing and scope of services.

c. Review and monitor risk assessments, including enterprise risk assessments.

d. Review and evaluate the findings and recommendations from completed audits, including open issues, management response and action plans.

e. Review the quarterly Financial Reporting Disclosure Committee certification process and discuss with management as appropriate.

f. Approve the annual internal audit work plan and any amendments to it; monitor progress with respect to the approved work plan.

3. Compliance and Ethics

a. Provide oversight and direction for MetroHealth's Compliance and Ethics Program, including the policies and practices designed to ensure the organization's compliance with all applicable legal, regulatory and ethical requirements. The program should include each



of the seven (7) elements of an effective compliance plan as outlined by the Office of the Inspector General.

b. Review and reassess the Code of Conduct at least annually, or as conditions may warrant and recommend approval to the MetroHealth Board of Trustees of any changes to the Code of Conduct.

c. Review and approve the Ethics and Compliance annual work plan and any amendments to it; monitor management's implementation of the work plan.

d. Receive reports from the Chief Ethics and Compliance Officer at least quarterly regarding the Ethics and Compliance program.

e. Oversee conflict of interest issues, including declaration/ conflicts of interest matters relating to board, management, physicians and research; adopt policies and procedures as appropriate to address conflict of interest matters.

f. Receive compliance reports involving the MetroHealth President and CEO and address such reports as set forth in relevant policies. The Chair of this Committee directs the review, documentation and follow-up on reports involving the MetroHealth President and CEO.

g. Act on compliance issues as needed (e.g., in situations when management fails to act).

h. Review with the Chief Legal Officer and Chief Ethics and Compliance Officer: (1) those legal and compliance matters that may have a material impact on the financial statements; (2) MetroHealth compliance policies; and (3) any material reports or inquiries received from regulators or government agencies or matters reported via the organization's hotline (i.e., whistleblower matters).

i. Review the adequacy of the Compliance Office budget/resources to ensure adequacy in being able to carry out the mission of the compliance function.

j. Work with the Governance Committee to develop a compliance training plan for the Board and oversee educational programs on compliance for the Board.

E. Additional Responsibilities

In addition to the specific matters set forth above, this Committee (or person designated by the Committee):

Ratification of Liability/Worker's Compensation Settlements
At or Under \$100,000 for 2019

RESOLUTION 19345

Whereas, the Board of Trustees of The MetroHealth System has been advised of the settlement of liability and worker's compensation claims against The MetroHealth System;

Whereas, the Board's Legal and Government Relations Committee has reviewed these settlements with the Chief Legal Officer and recommends their ratification;

Whereas, the Board confirms and ratifies the settlements of said claims in the amounts as set forth in the confidential addendum; and

Whereas, this authorization does not admit liability in these claims but expressly denies the same, and the settlements are authorized only in compromise of disputed matters.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby confirms and ratifies the 2019 settlements of the liability and worker's compensation claims 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 fund.

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

NAYS: None

ABSENT: Mr. Monnolly, Ms. Whiting

ABSTAINED: None

DATE: January 22, 2020

Confidential Addendum

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of Medical Staff Providers Appointments and Actions
January 2020

RESOLUTION 19346

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on November 26, 2019. The appointments will then be reviewed and accepted by the Medical Executive Committee on December 13, 2019.

Active

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Hammad, Azzam, MD	Pathology		11/27/2019

Associate

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Cantale-Thomas, Stacy, CNP	Surgery	Trauma/Critical Care	11/27/2019
McKernan, Margaret, PA-C	Dermatology		11/27/2019
Spring, Jillian, CNP	Psychiatry		11/27/2019

Privileged Non-Member

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Donaldson, Brooke, MD	Emergency Medicine	Life Flight	11/27/2019
Gustafson, Lauren, MD	Emergency Medicine		11/27/2019
LeJeune, Marty, DO	Emergency Medicine	Life Flight	11/27/2019
McCabe, Andrea, DO	Emergency Medicine	Life Flight	11/27/2019
Jackman, Christopher, CNP	Surgery	Cardiothoracic	11/27/2019
*Patel, Nihar, MD	Medicine	Hematology/Oncology	11/18/2019

*Approved through Expedited Review Process

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on December 17, 2019. The appointments will then be reviewed and accepted by the Medical Executive Committee on January 10, 2020.

Active

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Hammond, Robert, PsyD	Psychiatry	Correctional Medicine	12/18/2019
Parimi, Prabhu, MD	Pediatrics	Neonatology	12/18/2019

Associate

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Davis, Erin, CNP	Medicine	Weight Management	12/18/2019
Ranchod, Maya, PA-C	Neurosurgery		12/18/2019

Privileged Non-Member

<u>Name</u>	<u>Department</u>	<u>Division</u>	<u>Start Date</u>
Clay, Christina, MD	Medicine	Hematology/Oncology	12/18/2019
Myriounis, Nikolaos, MD	Medicine	Hematology/Oncology	12/18/2019
Robinson, Zachary, MD	Emergency Medicine	Life Flight	12/18/2019

**The following actions to The MetroHealth System Medical Staff will be reviewed by the
C&S Committee on November 26, 2019. The Actions will then be reviewed by the
Medical Executive Committee on December 13, 2019.**

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Andrich, Alexander, OD	PM&R		10/15/2019-R
Aziz, Nida, DO	Anesthesiology	Pain Medicine	11/1/2019-RL
Chien, Edward, MD	OB/GYN	Maternal Fetal Medicine	11/29/2019-R
Das, Anup, MD	Medicine	Hematology/Oncology	10/23/2019-R
Dominick, Kristen, PA-C	Emergency Medicine		11/1/2019-R
Effron, Jaclyn, CNP	Dermatology		10/23/2019-R
Gillespie, Beth, MD	Surgery	Ophthalmology	11/14/2019-R
Krawczynski, Nellie, LISW	Psychiatry	Social Work	10/18/2019-R
Liu, Sheng, MD	Family Medicine		11/8/2019-RL
Long, Douglas, PA-C	Emergency Medicine		11/15/2019-R
Mertz, Lori, CNP	Medicine	Hospital Medicine	9/10/2019-R
Smith, Charles, MD	Anesthesiology		10/31/2019-RT
Wallace, Minda, PA-C	Emergency Medicine		11/1/2019-R
Young, Henry, DDS	Dental Medicine		11/22/2019-RT

Department Change

<i>Name</i>	<i>Department From</i>	<i>Department To</i>	<i>Date</i>
Dacek, Amanda, CNP	Emergency Medicine	Trauma Surgery	12/2/2019

Category Change

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Date</i>
Dacek, Amanda, CNP	Privileged Non-Member	Associate	12/2/2019

Additional Clinical Privileges

<i>Name</i>	<i>Privileges Added</i>	<i>End Date</i>
Pagel, Shauna, CNP	Add Endometrial Biopsies	11/25/2019

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

**The following actions to The MetroHealth System Medical Staff will be reviewed by the
C&S Committee on December 17, 2019. The Actions will then be reviewed by the
Medical Executive Committee on January 10, 2020.**

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Bishop, Christopher, DO	Emergency Medicine	Life Flight	5/10/2019-R
Coffee, Tammy, CNP	Surgery	Trauma/Burn	12/31/2019-R
Gutow, Eliot, LISW	Psychiatry	Social Work	8/7/2019-R
Merryman, Andrew, MD	Emergency Medicine	Life Flight	3/8/2019-R
Nagy, Jean, CNP	Family Medicine		12/20/2019-RT
Piscitelli-Shaffer, Tina, DO	Emergency Medicine	Life Flight	8/20/2018-R
Rybka, Donna, CNP	Anesthesiology		12/17/2019-R
Suntala, Christopher, MD	Medicine	Internal Medicine	12/31/2019-R
Woods, Mary Ann, CNP	Medicine	Internal Medicine	12/31/2019-RT
Zack, Amy, MD	Family Medicine		12/31/2019-R

Department Change

<i>Name</i>	<i>Department From</i>	<i>Department To</i>	<i>Date</i>
Puzsakowski, Monica, PA-C	Medicine	Trauma Surgery	1/2/2019
Sirey, Michelle, CNP	Internal Medicine	Pulmonary Medicine	1/2/2019

Category Change

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Date</i>
Wilson, James, DO	Bioscientific	Active	12/30/2019

Additional Clinical Privileges

<i>Name</i>	<i>Privileges Added</i>	<i>Date</i>
Wilcox, Toni, CNP	PM&R Privileges	12/18/2019

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

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

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: January 22, 2020

Approval of Claim Settlement

RESOLUTION 19347

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System;

WHEREAS, the Board has reviewed this recommendation regarding the settlement of the claim and now recommends its approval.

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification	Maximum Settlement
No. 19-19-0119	\$200,000.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim against the amount set forth above, to be paid from operations and to be submitted for reimbursement to Select Assurance Captive LLC.

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

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: January 22, 2020

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

RESOLUTION 19348

WHEREAS, the Board of Trustees (the "Board") of The MetroHealth System (the "System") has been presented a recommendation for the approval of 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.

WHEREAS, the President and Chief Executive Officer and Chief Strategy Officer have provided the Board with a detailed presentation describing the proposed new entity arrangement and business model, all being consistent with the Strategic Plan previously approved by the Board, and the Trustees have had an opportunity to ask questions and engage in discussion regarding the proposed arrangement and associated capital expenditures.

WHEREAS, the Chief Legal Officer further recommends that, based upon the need to further evaluate and develop strategic alternatives with respect to the new entity, these plans constitute a trade secret of the System, and that the details of the formation of the new entity and related matters be discussed in an Executive Session of the Board only.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System, in accordance with its authority provided in Section 339.10 and Chapter 140 of the Ohio Revised Code, hereby approves the System's participation in a nonprofit joint venture through an Ohio nonprofit limited liability company (the "NewCo") with one or more other members. NewCo will be organized to conduct activities consistent with the System's mission and strategic objectives as more fully described in Attachment A;

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the President and Chief Executive Officer, together with the Senior Vice President and Chief Legal Officer, to prepare the documentation necessary to form and participate as a member in NewCo consistent with this resolution, and such other documents as required to appropriately organize such entity, the execution thereof by the President to be conclusive evidence that such actions are authorized by the Board;

BE IT FURTHER RESOLVED, the Board hereby approves the lease between the System and NewCo as more fully described in Attachment A;

BE IT FURTHER RESOLVED, the Board hereby approves the additional capital for associated capital expenditures as more fully described in Attachment A;

BE IT FURTHER RESOLVED, any action taken by the System and its officers for and on its behalf in connection with the organization of NewCo or the transactions referenced in these resolutions whether heretofore done or performed, which are in conformity with the intent and purpose of these resolutions, is hereby approved, ratified and confirmed in all respects, and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer of the System and such other executive officers as he may designate be, and each of them hereby is, authorized to do or cause to be done all such acts or things and to make, execute and deliver or cause to be made, executed and delivered all such agreements, documents, instruments and certificates, in the name of and on behalf of the System or otherwise, as they deem necessary, advisable or appropriate to effectuate or carry out the purpose and

intent of the foregoing resolutions and to perform the obligations of the System in connection with the execution of the agreements described in these resolutions and/or the organization of NewCo.

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

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: January 22, 2020

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

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

RESOLUTION 19349

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for capital improvements to the System's Old Brooklyn Campus relating to its Functional Electrical Stimulation (FES) Center of Excellence; and

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves 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.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

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

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: January 22, 2020

Authorization and Approval of an Employment Agreement With the
President and Chief Executive Officer

RESOLUTION 19350

WHEREAS, the Board of Trustees of The MetroHealth System previously approved and MetroHealth entered into an Employment Agreement with Dr. Akram Boutros effective July 1, 2015 (the "Agreement").

Whereas, the term of the Agreement will expire on July 1, 2020, and the Board believes that it is in the best interests of MetroHealth to enter into a new contract at this time.

WHEREAS, the Board's compensation consultant, Findley, has reviewed the proposed terms of the Agreement and has advised the Board that the terms are reasonable and customary in the market.

WHEREAS, the Board has reviewed the terms of the proposed Agreement and received and reviewed the opinion of its compensation consultant.

WHEREAS, the System has determined that the proposed contract terms are customary and usual in the nonprofit hospital field in Northeast Ohio, taking into account the potential competition for chief executive officers in the health care industry, and the System's compensation consultant and Findley have advised that these terms are appropriate and reasonable.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System, in accordance with its authority provided in Section 339.07 and 339.06(J) of the Ohio Revised Code, hereby authorizes and approves the proposed Agreement on the terms provided to the Board.

BE IT FURTHER RESOLVED, that the Board Chair is authorized to execute and deliver the Agreement by and between MetroHealth and Dr. Boutros upon such terms as provided above and otherwise consistent with the Agreement, with such changes as she may deem necessary and appropriate to reflect the terms approved hereby, with the execution and delivery of the Agreement deemed conclusive evidence of the Board's approval.

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

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: January 22, 2020