

The MetroHealth System Board of Trustees

FULL BOARD REGULAR MEETING

May 25, 2022

4:00 – 6:00 pm

MetroHealth Board Room (K-107) or via Zoom

Meeting Minutes

Present: Ms. Inajo Davis Chappell, Ms. Maureen Dee, Mr. John Hairston, Mr. Robert Hurwitz, Mr. Terry Monnolly, Dr. JB Silvers, Dr. E. Harry Walker, Ms. Vanessa Whiting

Staff: Dr. Jennifer Bailit, Dr. Bernard Boulanger, Dr. Akram Boutros, Ms. Kate Brown, Dr. Nabil Chehade, Ms. Julie Jacono, Dr. Melissa Kline, Dr. William Lewis, Mr. Alan Nevel, Ms. Jane Platten, Dr. Christine Alexander Rager, Ms. Sonja Rajki, Mr. Craig Richmond, Mr. Michael Stern, Mr. Nicholas Sukalac, Ms. Cheryl Wahl, Dr. Brook Watts, Mr. Gareth Vaughan

Guests: Ms. Gail Long, Mr. Michael Phillips

Dr. Silvers, Vice-Chairperson, called the meeting to order at 4:02 pm, in accordance with Section 339.02(K) of the Ohio Revised Code.

(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.)

I. **Approval of Minutes**

The minutes of the March 23, 2022 regular Board Meeting and May 2, 2022 Special Board Meeting were approved as submitted. **RESOLUTION NO. 19500**

II. **Consent Agenda**

A. **Governance Committee**

- i. The Board unanimously approved an Executive Compensation Policy. **RESOLUTION NO. 19501**

B. **Facilities & Planning Committee**

- i. The Board unanimously approved Additional Capital Expenditures for Capital Improvements to the System's Rammelkamp Pavilion. **RESOLUTION NO. 19502**
- ii. The Board unanimously approved the Purchase of Certain Capital Equipment. **RESOLUTION NO. 19503**

The MetroHealth System Board of Trustees

- iii. The Board unanimously approved a Lease. **RESOLUTION NO. 19504**
- C. Finance Committee
 - i. The Board unanimously approved Modifications to the Leasing Structure of the Brecksville Health Center. **RESOLUTION NO. 19505**
 - ii. The Board unanimously approved Replacement Line of Credit. **RESOLUTION NO. 19506**

III. Committee Reports

All reports were included in the Board Book. The Chairs or their representatives provided verbal summaries of the meetings.

- A. Audit & Compliance Committee, *Ms. Dee, Chair*
- B. Governance Committee, *Ms. Chappell, Chair*
- C. Facilities & Planning Committee – *Mr. Monnolly, Chair*
- D. Finance Committee, *Mr. Moss, Chair, Mr. Richmond reported on behalf of Mr. Moss*
- E. Quality, Safety & Experience Committee, *Dr. Silvers, Chair*
- F. Executive & Diversity Committee – *Ms. Whiting, Chair – No meeting*

IV. President and CEO's Report

Dr. Boutros stated the President's Report was included in the Board Book. He added that he received the Joint Commission accreditation letter for both the hospital system. Additionally, Dr. Boutros stated MetroHealth will be hosting the new CEO of the Joint Commission, in July which will be an opportunity to highlight the System's best practices.

Dr. Boutros stated that there are cost pressures on labor and construction with increases in construction costs in the 20-30% range. The System is putting a plan in place and may be coming to the Board to request additional funds for construction projects other than the Transformation project.

Dr. Boutros also reported that, unlike many hospitals, MetroHealth will cease using traveling nurses. The plan is that as of June or July all nursing positions will be completely staffed by MetroHealth and the use of traveling nurses will cease.

Ms. Dee commented the Minority Men's Health Fair was a tremendous event. She congratulated Dr. Modlin and Alan Nevel for their efforts to have it at three locations simultaneously, and that the number of individuals that came through was outstanding.

Mr. Nevel added that it was an outstanding event. He related that, due to the testing services available, the event saved lives, detecting elevated PSA levels in

The MetroHealth System Board of Trustees

over 60 people, Hepatitis C, HIV, high cholesterol and low vitamin D levels. The Fair enabled people to connect healthcare providers and get assistance on health issues that would otherwise continue to go unaddressed and/or undetected.

Mr. Hairston added that he was very impressed with the volunteer efforts in getting the word out about the Fair including activities like passing out flyers in Tower City and getting the word out directly in various neighborhoods to help make this a success.

Ms. Dee invited everyone to attend the next Community Engagement Committee meeting.

V. Medical Staff Report

Dr. Christine Alexander, President of the Medical Staff, indicated the medical staff report was included in the Board Book. At the request of Dr. Alexander, the Board unanimously approved the Medical Staff Providers Appointments and Reappointments for March and April 2022 and the Medical Executive Committee Minutes of March 11, 2022 and April 8, 2022. **RESOLUTION NO. 19507**

The Board unanimously approved the Amended Medical Staff Rules & Regulations. **RESOLUTION NO. 19508**

Dr. Alexander reported that the Medical Staff will have a recognition ceremony which will be held during the Gala Event in August. The event will recognize outstanding individuals that serve MetroHealth.

VI. Informational Items

Kate Brown, President, MetroHealth Foundation and Gareth Vaughan, Board Chair, MetroHealth Foundation, gave a presentation regarding the MetroHealth Foundation which started with a brief history of the Foundation and its purpose and its leadership. Mr. Vaughan presented the Foundation's updated strategic plan which includes a revised mission and vision statement. The MetroHealth Foundation will continue to raise awareness and make the case for philanthropic support benefitting The MetroHealth System and will enhance donor recognition and stewardship.

VII. Other Board Items

- A. The Board unanimously approved the Election of Presiding Officers of The MetroHealth System **RESOLUTION NO. 19509**
- B. Ms. Whiting discussed amending the Bylaws to re-add the Diversity, Equity and Inclusion Committee as a standalone committee. The Board will vote on

The MetroHealth System Board of Trustees

Amended Bylaws to revise the Committee structure at its next meeting in June.

VIII. Executive Session

Dr. Silvers indicated that all further matters to be considered at this meeting involved discussions of trade secrets, matters required to be kept confidential by law, personnel matters, as well as information subject to the attorney-client privilege. Upon unanimous roll call vote, the Board went into Executive Session to discuss such matters at 5:08 pm.

Following Executive Session, the meeting reconvened in open session, there being no further business to bring before the Board, the meeting was adjourned at 6:35 pm.

NEXT MEETING: Wednesday, June 22, 2022 – 5:00-7:00 pm
MetroHealth Board Room (K-107) or via Zoom

Respectfully submitted,

THE METROHEALTH SYSTEM

Vanessa Whiting, Chairperson

Akram Boutros, MD, FACHE
President and Chief Executive Officer