

# The MetroHealth System Board of Trustees

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## FULL BOARD REGULAR MEETING

Monday, November 20, 2023

5:00 – 7:00 pm

The MetroHealth System Board Room (K-107) and Via Zoom

### Meeting Minutes

**Trustees:** Inajo Chappell-I, John Corlett-I, Maureen Dee-I, John Hairston-R, Robert Hurwitz-R, John Moss-I, JB Silvers-I, E. Harry Walker, M.D.-I, Vanessa Whiting-R<sup>1</sup>

**Staff:** Airica Steed, Ed.D.-R, Christine Alexander, M.D.-I, Laura Black-I, Richard Blinkhorn, M.D.-I, Kate Brown-I, Nabil Chehade, M.D.-I, Alfred Connors, M.D.-R, Will Dube-I, Joseph Golob, M.D.-I, Joseph Frolik-I, Derrick Hollings-I, Julie Jacono-I, David Kaelber, M.D.-I, Melissa Kline-I, William Lewis, M.D.-I, Alison Poulios-R, Sonja Rajki-I, Maureen Sullivan-I, Dalph Watson-I

**Guests:** Jasmine Boutros-R, Suzanne Aral-Boutros-I, Shannon Boutros-I, Julie Washington-I

Dr. Walker called the meeting to order at 5:05 pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

(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 October 25, 2023, regular Board Meeting were unanimously approved as submitted. RESOLUTION NO. 19588

### II. Public Comment

Dr. Walker opened the floor for a comment by a member of the public, Ms. Sabrina Otis. Ms. Otis informed the group that the Emergency Room needed a better provision for when individuals are brought into the department. Ms. Otis indicated her family has been patients at MetroHealth for years and they have experienced long lengths of stay in the Emergency Room and limited services. Ms. Otis also indicated there had been issues with

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<sup>1</sup> I-In-person, R-Remote

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the availability of patient sitters with her mother who had recently passed away. Lastly, Ms. Otis offered the suggestion of perhaps having an area in the Emergency Room where patients with less serious medical conditions can be taken.

Dr. Walker thanked Ms. Otis for her time and extended his condolences on behalf of the Board of Trustees and MetroHealth on the passing of her mother. Dr. Walker acknowledged the severity of Ms. Otis' issues and informed her that the Trustees would look deeper into these matters to come up with solutions to Ms. Otis' concerns. Dr. Golob also offered his thanks to Ms. Otis for attending the meeting and sharing her concerns and extended sympathies on her loss. Dr. Golob informed Ms. Otis that he and Ms. Sullivan will be her point person for any concerns she would have moving forward as it relates to the Emergency Department issues.

### III. Mission Moment

Mr. Frolik informed the group of the unveiling of new helipad and shared a video. Dr. Steed offered that while the helipad may look like just a pad of concrete, this is a critical link that affords everyone lifesaving care. The helipad at MetroHealth is the best place to land in an emergency, it is a safe and solid place, a welcoming place, a place where patients receive the best emergency and trauma care in the region. Because of the partnership with ProMedica Air, the new helipad will transport and serve even more patients.

### IV. Committee Reports

#### A. Audit and Compliance Committee – *M. Dee*

Ms. Dee summarized that at the Audit and Compliance Committee meeting the audit and compliance team gave an update on the Ethics and Compliance area including a new dashboard system, an overview of new programs, and the recent issuance of new guidance by the United States Office of the Inspector General, which is being assessed. The Committee also received an update on the internal audit activities from KPMG, and the process for the enterprise risk management assessment. It was also shared that an RFP has been released for the internal audit function with responses due by December 8, 2023, and a plan to bring final selection to the Board in first quarter 2024. There was also an update on details on the data and cyber security activities in executive session.

#### B. Compensation Committee – *Dr. Walker*

Dr. Walker summarized that at the Compensation Committee they reviewed the updated proposed charter. There was an executive session held where the 2024 system goals were the focus. Also, Dr. Steed will be looking to streamline the number of 2024 System Goals, per the recommendation of Gallagher.



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## C. Executive Committee – *Dr. Walker*

Dr. Walker summarized that the Executive Committee met and discussed the plan for the annual President & CEO assessment, and they are currently working to implement the plan. The Governance Institute has been assisting in this process and attended the meeting as well. The assessment form had been decided upon and the Committee delegated to the Chair, Dr. Walker, to move ahead and finalize the process.

## D. Facilities and Planning Committee – *I. Chappell*

Ms. Chappell summarized that the Facilities and Planning Committee received a presentation on the update of the Campus Transformation and Campus Transformation 2.0 and how the System is re-envisioning and reimagining what the campus will look like. The celebration of the one-year anniversary of the Glick Center and the Cleveland Heights Behavioral Health Center was noted. The Committee also heard and discussed a report from Mr. Bicak focused on the campus issues including an interim parking plan that will be instituted on December 11 to address the parking concerns from patients, staff and visitors. The report given contained timelines for addressing priority issues in 2023 and 2024.

## E. Governance Committee – *I. Chappell*

Ms. Chappell summarized that the Governance Committee received an update on the appointment of two trustees, which are in process with the County appointing authority and an update on the filling of the vacancy of the trustee who resigned, with the hope that at least two appointments will be effective no later than first quarter 2024. The Governance Committee updated Charter was reviewed and approved and the committee recognized that all other committees are in the process of reviewing and updating their charters as well. With this, there will be a few name changes of some of the committees, that will require an update to the Bylaws along with other Bylaws proposed edits. A recommendation for the final approval of the charters and updated Bylaws will come in the first quarter of 2024.

Ms. Chappell also noted that each trustee will be asked to complete a self-assessment to evaluate their individual 2023 performance to ensure they are on the appropriate committees, whether they are fully and appropriately engaged. This will be completed with the assistance of the new Board Liaison and the Governance Institute. Ms. Chappell also noted the materials included opportunities for continuing education through the Governance Institute. She noted that a claim settlement was discussed in executive session, which was recommended for approval to the full Board. She also noted the Committee is recommending approval of a resolution for the retention of outside counsel.

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Ms. Chappell noted that going forward, medical malpractice claim settlements will be brought forward in the Quality, Safety and Experience Committee.

## F. Special Committee – *Dr. Walker*

Dr. Walker summarized that the Special Committee met. He reminded the Board that the Special Committee was formed to assist the Board in the hiring of a Board Liaison. The Committee consisted of three board members: Ms. Chappell, Mr. Moss and Dr. Walker and assistance from human resources, legal and Dr. Steed. The Committee vetted and is recommending that the Chair, Dr. Walker move forward with hiring one of the two finalists.

## V. Consent Agenda

### Governance Committee

Dr. Walker asked for approval of two items on the Consent Agenda from the Governance Committee, the Approval of a Claim Settlement RESOLUTION NO. 19589 and the Approval of the Retention of Outside Counsel RESOLUTION NO. 19590. The consent agenda items were unanimously approved.

## VI. President and CEO's Report

Dr. Steed noted her written President and CEO's report as distributed in the meeting books. She highlighted her delight with the efforts from the team and she highlighted the one-year anniversary of the Glick Center and the Cleveland Heights Behavioral Health Center. Dr. Steed informed the group of some key organizational changes, which were not inclusive in her report, although these changes are effective immediately; (1) the Ambulatory Division led by Dr. William Lewis, consisting of our all our clinics and outpatient's location will be integrated and combined with the Provider and Clinical Enterprise, led by Dr. Richard Blinkhorn. She explained that the change will foster the System's ability for more robust collaboration, more efficient and effective environment for our patients and caregivers and eliminate role redundancy and confusion, sets the stage for most optimal environment for the delivery of care and allows us to live up to our mission.

## VII. Medical Staff Report

Dr. Alexander pointed the Board to the MEC meeting minutes and the appointments, reappointments, and actions of the Credentialing Committee that were included in the meeting materials. Dr. Alexander explained that the System is in the time of year where

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recruitment is less active as we go into the winter months, with volume generally increasing during the first part of the year. Dr. Alexander pointed to the additional report in the Medical Staff Newsletter, including that she and Dr. Joseph have been rounding and attending various faculty meetings. This practice was started pre-COVID by Dr. Warner, where she was interested in listening at the department level in a more meaningful and engaging way, and Dr. Alexander and Dr. Joseph are working to return to this practice. As part of the rounding they have developed questions to address various issues including (1) what things are going well, (2) what shout-outs do you have to share, (3) what are your successes, (4) what challenges are you facing for which the medical staff officers can provide resources, connections, and insights across the institution, (5) how can we make the medical staff meetings best fit your needs to enable more engagement across our institution? Dr. Alexander shared she continues to hear how much the faculty appreciate their colleagues throughout all the departments and that there is no hesitation among the medical staff in stating ways in which MetroHealth could be better. One of the suggestions is improving communications in critical imaging and lab results and thinking of ways in which to incorporate the tools Epic offers so information can be shared more efficiently and effectively. This for example has led to a new committee, the Lab Utilization Committee.

The Board considered the Medical Staff Appointments, Reappointments and MEC Minutes from October 2023. The Board unanimously approved the same via RESOLUTION 19591.

## VIII. Information Items

Dr. Walker noted that he had one issue to raise before moving on to the remainder of the agenda. He related that since the events of October 7, MetroHealth leadership has been asked by staff members and others in the community to comment on the Israeli – Palestinian conflict. Dr. Walker has been kept up to date on these requests by Dr. Steed and her planned responses.

He related that Dr. Steed and he are aligned that to the extent it is possible, MetroHealth should take a neutral and nuanced approach. We are troubled by the war and the toll on civilians, and we understand that these tragic events are a source of grave concern and distress to our many staff members with family or religious ties to the region. But it is also incumbent on MetroHealth's caregivers to maintain a workplace that is free from intimidation and that models tolerance. We understand that position will not satisfy everyone, but it is the only one that as a public hospital with a diverse workforce that we can espouse. He added that MetroHealth will double down to ensure our staff is free from intimidation and that we model the tolerance that we would like to see in our community.

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### A. Clinical Informatics Update – *Dr. Kaelber*

Dr. Kaelber gave a presentation on the accomplishments and activities of the Clinical Informatics team, explaining that Clinical Informatics is the field that concerns itself with the cognitive, information processing and communication of task of medical practice, education, and research, including the information science and the technology to support these tasks. The MetroHealth System was the first public health system to go live with Epic electronic medical record system. MetroHealth is in the top 12% of Epic customers in terms of patient MyChart use, this equates to 75% of patients utilizing MyChart. He also highlighted the Academic Informatic Education, Academic Informatics Research and Clinical Informatic Teams. After the presentation, Dr. Kaelber informed the group of the Clinical Informatic Team's superpower is which consist of being the catalyst to exploiting health information technology to improve health at MetroHealth and beyond.

Dr. Silvers expressed the significance of the information presented by Dr. Kaelber and how significant it is for MetroHealth to be such a national leader in this arena with the leadership of Dr. Kaelber.

### C. Publicly Reported Rating Update – *Dr. Golob*

Dr. Golob updated the Board on the publicly reported hospital ratings including the Leapfrog scores being reported nationally. MetroHealth was reported as a C rated hospital. As these scores are published every three years and the information used is from past years, meaning this public grading information is not indicative of the System's current performance. He advised that while the Star rating and the Leapfrog scores are important for the patients to see and to utilize as comparison between other healthcare organizations, Dr. Golob wanted to ensure the Board of Trustees that MetroHealth's current performance is significantly better than a C and a two-star hospital.

Dr. Golob continued by stating that currently MetroHealth has had a 30% reduction of inpatient harms per 1000 patient days since 2019; has a 30% improvement in catheter associated UTIs, 54% improvement in colon surgical site infections and a 27% improvement in C-diff infections. The System is showing a 9% improvement in patient experience scores, 3 out of 10 HCAHPS are reaching 4-star performance. Lastly, Dr. Golob informed the Board that we will see our improved performance impact our CMS Stars and Leapfrog Grade in about 18-24 months.

Ms. Chappell asked if the Trustees would be able to obtain a copy of the performance indicators over the last five years to make a comparison when the new scores are published. Dr. Golob indicated he could provide this information.

### D. Office of Strategic Philanthropy and Community Engagement – *K. Brown*

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Ms. Brown provided an overview of some very recent realignments in some of the functions of the Office of Strategic Philanthropy and Community Engagement. She summarized that the integration of the Foundation and System Philanthropy and Community Impact and Engagement functions will increase efficiencies by reducing siloed work, enhancing community member and leadership engagement, increase underwriting, sponsorship and strategic partnerships, align with the System's Financial Transformation, and enhance government and philanthropic support.

Ms. Brown shared that part of the team's scope would be the continued work on the Community Health Engagement and Impact work led by Romona Brazile, through continued community engagement and events, listening sessions, health screenings, multicultural and Men's Minority Health Fairs, Community Advisory Councils, and faith-based engagement. The Office of Strategic Philanthropy and Community Engagement will continue to be responsible for the administration of The MetroHealth Foundation, including the Foundation's Board of Directors, MHS and MHF Event Execution and Leadership, expansion of health equity sponsorship, engagement, and strategic partnership work. As part of the realignment, a new Executive Director for Health Equity Sponsorship, Engagement and Strategic Partnerships position has been posted.

Ms. Brown highlighted the Health Equity CLE Fund which will help to eradicate health disparities. The goal this year is to raise \$2M to assist in supporting the Multicultural Health Fairs and Expos, Sponsorship and participation in community events and Community Conversations.

Dr. Walker then asked for a motion to recess into executive session to discuss hospital trade secrets as defined by ORC 1333.61; to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee; and to conference with an attorney for the public body concerning disputes involving the public body that are subject to pending or imminent court action. Ms. Chappell made a motion and Ms. Whiting seconded. The Board held a roll call vote with all Trustees in attendance voting to approve the motion to go into executive session for the purposes stated by Dr. Walker.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 6:36 pm.

## **IX. Executive Session**

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Following the executive session, the meeting reconvened in open session at approximately 7:38 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

## X. Recommendation/Resolutions Approvals

### A. Approval of Support of an Affiliate

Dr. Walker noted that the Trustees received information and were able to ask questions about an update to MetroHealth's affiliated entity - NEO Total Health and Wellness, LLC which does business under the name Spry Senior. The System Board in 2021 previously approved the formation and initial capitalization of Spry Senior. The business has been growing and is providing excellent care at three locations. The proposed resolution would approve additional support for Spry Senior and asked if there were further questions. With none, Dr. Walker asked for a motion to approve the resolution which was approved unanimously. RESOLUTION NO. 19592

### B. Authorization and Approval to Hire Manager, Board Relations/Board Liaison

Dr. Walker stated that the Board worked to establish a job description for a Manager, Board Relations/Board Liaison (Board Liaison) and formed a Special Committee to work with administration to assist the Board in the Board Liaison candidate selection process by conducting interviews, evaluating candidates and sharing its impressions with and providing feedback to the full board. He related that the Special Committee has conducted a comprehensive search and recommended finalist candidates to the Board. Trustees outside of the Special Committee members also interviewed candidates and provided their input along with Dr. Steed and certain executives. With all of that input, the resolution proposes that the Board of Trustees authorize the Chair of the Board of Trustees to make an offer of employment to one of the finalist candidates and negotiate and execute the final terms of their employment. Dr. Walker asked if there were any additional questions or discussion. With none, the resolution was approved unanimously. RESOLUTION NO. 19593

There being no further business to bring before the Board, the meeting was adjourned at 7:41pm.

**THE METROHEALTH SYSTEM**

E. Harry Walker, MD, Chairperson

