



The MetroHealth System

Board of Trustees

Wednesday, April 24, 2024

1:30pm - 3:00pm

MetroHealth Brooklyn Heights Campus or via Zoom

Governance Committee

Regular Meeting

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Wednesday, April 24, 2024
TIME: 1:30 – 3:00 pm
PLACE: Brooklyn Heights Campus / Via Zoom
<https://us02web.zoom.us/j/84774988570>

AGENDA

- I. **Approval of Minutes**
Minutes of the January 24, 2024 meeting of the Governance Committee

- II. **Information Items**
 - A. **Trustee Appointments & Transitions**
 1. New Board Member Update and Welcome – A. Steed
 2. Recognition of Departing Board Members - I. Chappell
 3. Orientation for New Board Members – I. Chappell

 - B. **Committee Assignments / Officer Election – I.Chappell**

 - C. **Board Educational Opportunities – A. Steed**

 - D. **Board Policies**
 1. Update on Board Policies – I. Chappell, T. Rose, L. McBride
 2. Status of and Process for Certain Policies (Whistleblower, Nepotism/Conflict of Interest) – S. Partington, L. McBride, D. Watson

- III. **Recommendation/Resolution Approvals**
None

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, January 24, 2024

2:00-3:30 pm

The MetroHealth System Board Room K-107 and via Zoom

Meeting Minutes

Committee Members:	Inajo Davis Chappell-I, John Moss-I, Vanessa Whiting-R
Other Trustees:	J.B. Silvers-I, E. Harry Walker-I
Staff:	Airica Steed-I, Laura McBride-I, Sarah Partington-I, Sonja Rajki-I, Dalph Watson-I
Guest:	Selena Weaton

Ms. Chappell called the meeting to order at 2:02 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 November 20, 2023, Governance Committee Meeting were unanimously approved as submitted.

II. **Information Items**

A. **New Trustees Update – Dr. Steed**

Dr. Steed informed the Committee that Sharon Dumas is confirmed as a new Trustee to serve on the Board of Trustees, her term will begin on March 6th for a five-year term. The other prospective board member, Stefan Holmes, is unable to serve on the MetroHealth Board, as he currently serves on the Port Authority Board, which has very strict bylaws that prohibits serving on two public boards. Dr. Steed informed the Committee that the County Executive is building a slate of qualified candidates to fill vacant board seats as there are two seats to fill and there is a seat coming to term in March.

The MetroHealth System Board of Trustees

B. Onboarding of New Board of Trustees – I. Chappell and T. Rose

Ms. Chappell informed the committee that we will be onboarding and orienting new Trustee, Sharon Dumas in February, with the date of orientation to be determined. Ms. Rose is circulating a draft agenda and planning a robust orientation and overview of the organization.

C. Preparing a Board Pipeline – I. Chappell

Ms. Chappell discussed the need to be proactive in filling vacant seats and suggested that every Board member send recommendations and resumes/curriculum vitae of three to five potential Board prospects to forward to the County Executive, to select from when terms of Board members end or when Board members choose to not complete their term.

D. Board Self-Assessment – I. Chappell and T. Rose

Ms. Chappell reminded the committee of the of the participation in the Board Self-Assessment conducted last year in May 2023. Ms. Chappell stressed the importance to be mindful of our Board participation and engagement. Dr. Walker is working on committee assignments as a new Board member will be joining the Board next month. Ms. Chappell encouraged engagement of Board members to serve on at least two committees and chair at least one committee. The Board self-assessment will be revisited when several new Board members have been appointed.

E. Revision of Board Committee Charters – I. Chappell

Ms. Chappell directed the committee's attention to the revised Board committee charters included in the meeting materials. Ms. Chappell informed the committee that we have eight standing committees and revisions were made to seven committee charters and the Executive Committee charter was not changed. Ms. Chappell noted the only change after review of the committee charters is to change the name of the Human Capital Committee to Human Resources and Compensation Committee to match the bylaws. Ms. Whiting noted another change needed is the Equity and Diversity Committee to be renamed to the Health Equity and Diversity Committee. Ms. Chappell clarified a question pertaining to the Investment Committee, which is not a separate committee, but a subcommittee of the Finance Committee. Ms. Chappell praised the efforts of each committee for the hard work put into reviewing and revising the committee charters. With no additional questions or discussion, Ms. Chappell asked for a motion to support approval of the revised charters as drafted by each committee which was given, seconded, and approved unanimously.

The MetroHealth System Board of Trustees

III. Recommendation/Resolutions Approval

A. Recommendation for Approval of Amended and Restated Bylaws for the Board of Trustees

Ms. Chappell directed the Committee to review the Amended Bylaws included in the meeting materials. Ms. Chappell advises to add clarifying language that states that the Chair is the liaison between the Board and the CEO. Ms. Chappell asked the Committee if there were additional proposed changes to be made. With no other questions or discussion on the proposed changes to the bylaws, Ms. Chappell asked for a motion to approve the amended and restated bylaws which was given, seconded, and approved unanimously. The Resolution will advance to the full Board for approval.

B. Recommendation for Approval of Continuing Official Roles with Certain Partner Entities

The committee received a presentation from Sarah Partington, Senior Compliance Officer and Operations Director, on continuing official roles and potential conflicts of interest. Ms. Partington explained organizations typically have conflict of interest policies to ensure that external relationships do not influence professional duties. Ohio ethics laws prohibit public officials and employees from having a private interest in public contracts, but Board positions and fiduciary roles held in official capacity are exempt from these prohibitions. These laws stipulate that public officials and employees must not possess a definite and direct private interest in public contracts, which are broadly defined as any transaction where MetroHealth acquires goods or services, regardless of the amount. A structured process for evaluating potential opportunities for official capacity involves first an evaluation by the MetroHealth leadership team to ensure legal compliance and adherence to Ohio Ethics criteria, preventing any conflicts of interest. Proposals are reviewed annually by the Board, and employees and board members are expected to report back on any activities that could impact MetroHealth. The process emphasizes transparency and accountability within the organization's governance. Ms. Chappell asked if there were any additional questions or discussion. With none, Ms. Chappell asked for a motion of the Recommendation for Approval of Continuing Official Roles with Certain Partner Entities, which was given, seconded, and approved unanimously. The Resolution will advance to the full Board for approval.

There being no further business to bring before the Board, the meeting was adjourned at 3:01 pm.

The MetroHealth System Board of Trustees

THE METROHEALTH SYSTEM

Inajo Chappell
Chairperson, Governance Committee

The MetroHealth System
Board of Trustees

Trustee Terms

BY TERM ENDING

Trustee	Initial Appointment	Term Ending
Maureen Dee	October 14, 2014	March 5, 2024
E. Harry Walker	September 28, 2021	March 4, 2025
Robert Hurwitz	November 28, 2017	March 1, 2026
John Corlett	July 5, 2022	March 31, 2026
John Hairston, Jr.	January 22, 2019	February 28, 2027
Inajo Chappell	March 10, 2021	March 9, 2027
Ronald Dziedzicki	April 13, 2024	March 6, 2028
John Moss	March 3, 2010	March 6, 2028
Nancy Mendez	April 13, 2024	March 5, 2029
Sharon Dumas	March 26, 2024	March 5, 2029

SUMMARY OF REQUIREMENTS FOR TRUSTEES – O.R.C. § 339.02

- ✓ All Trustees must be electors and representative of the area served by the hospital
- ✓ No more than two Trustees may be electors from outside Cuyahoga County (but must still be in the area served by the hospital)
- ✓ No more than two Trustees may be physicians and none of the physicians may be employed by the hospital
- ✓ No Trustee may have any relationship with MetroHealth that is prohibited by the Ohio Ethics law

County Council of Cuyahoga County, Ohio

Resolution No. R2024-0108

<p>Sponsored by: County Executive Ronayne</p> <p>Co-sponsored by: Councilmembers Conwell and Turner</p>	<p>A Resolution confirming the County Executive’s appointment of Nancy Mendez to serve on The MetroHealth System Board of Trustees for the term 3/6/2023 – 3/5/2029; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, Ohio Revised Code Chapter 339 provides for the organization and operation of a county hospital; and

WHEREAS, Ohio Revised Code Section 339.02 provides for the creation of county hospital trustees and the means by which appointments are made; and

WHEREAS, Ohio Revised Code Section 339.02 further provides that such appointments to the board of trustees shall be for a six-year term; and

WHEREAS, pursuant to Ohio Revised Code 339.02(F)(1), the County Executive has sought and received approval from both the probate judge of the county senior in point of service and the judge of the court of common pleas of the county senior in point of service; and

WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council,” and

WHEREAS, the County Executive has nominated Nancy Mendez (replacing Vanessa Whiting) to serve on The MetroHealth System Board of Trustees for the term 3/6/2023 – 3/5/2029; and

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. That the Cuyahoga County Council hereby confirms the County Executive’s appointment of Nancy Mendez (replacing Vanessa Whiting)) to serve on The MetroHealth System Board of Trustees for the term 3/6/2023 – 3/5/2029.

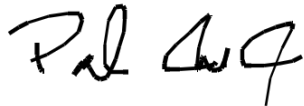
SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Pursuant to Cuyahoga County Charter Section 3.10(5), provided that this resolution receives the affirmative vote of a majority of members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by Ms. Turner, seconded by Ms. Conwell, the foregoing Resolution was duly adopted.

Yeas: Turner, Simon, Kelly, Miller, Sweeney, Byrne, Gallagher, Schron, Conwell and Jones

Nays: None



County Council President

04/13/2024

Date



Clerk of Council

04/10/2024

Date

First Reading/Referred to Committee: March 26, 2024

Committee(s) Assigned: Human Resources, Appointments & Equity

Additional Sponsorship Requested in Committee: April 2, 2024

Journal CC054

April 9, 2024

County Council of Cuyahoga County, Ohio

Resolution No. R2024-0101

<p>Sponsored by: County Executive Ronayne</p> <p>Co-sponsored by: Councilmember Turner</p>	<p>A Resolution confirming the County Executive’s appointment of Ronald Dziejicki to serve on The MetroHealth System Board of Trustees for an unexpired six-year term ending 3/6/2028; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, Ohio Revised Code Chapter 339 provides for the organization and operation of a county hospital; and

WHEREAS, Ohio Revised Code Section 339.02 provides for the creation of county hospital trustees and the means by which appointments are made; and

WHEREAS, Ohio Revised Code Section 339.02 further provides that such appointments to the board of trustees shall be for a six-year term; and

WHEREAS, pursuant to Ohio Revised Code 339.02(F)(1), the County Executive has sought and received approval from both the probate judge of the county senior in point of service and the judge of the court of common pleas of the county senior in point of service; and

WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council,” and

WHEREAS, the County Executive has nominated Ronald Dziejicki (replacing Terrance Monnolly) to serve on The MetroHealth System Board of Trustees for an unexpired six-year term ending 3/6/2028; and

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. That the Cuyahoga County Council hereby confirms the County Executive's appointment of Ronald Dziedzicki (replacing Terrance Monnolly) to serve on The MetroHealth System Board of Trustees for an unexpired six-year term ending 3/6/2028.

SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Pursuant to Cuyahoga County Charter Section 3.10(5), provided that this resolution receives the affirmative vote of a majority of members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by Ms. Turner, seconded by Ms. Conwell, the foregoing Resolution was duly adopted.

Yeas: Turner, Simon, Kelly, Miller, Sweeney, Byrne, Gallagher, Schron, Conwell and Jones

Nays: None

County Council President

04/13/2024

Date

Clerk of Council

04/10/2024

Date

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First Reading/Referred to Committee: March 12, 2024
Committee(s) Assigned: Human Resources, Appointments & Equity

Additional Sponsorship Requested in Committee: April 2, 2024

Journal CC054
April 9, 2024

County Council of Cuyahoga County, Ohio
Resolution No. R2024-0019

<p>Sponsored by: County Executive Ronayne</p> <p>Co-sponsored by: Councilmembers Sweeney, Miller, Turner and Gallagher</p>	<p>A Resolution confirming the County Executive’s appointment of Sharon Dumas to serve on The MetroHealth System Board of Trustees for the term 03/06/2023 – 03/05/2029 and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, Ohio Revised Code Chapter 339 provides for the organization and operation of a county hospital; and

WHEREAS, Ohio Revised Code Section 339.02 provides for the creation of county hospital trustees and the means by which appointments are made; and

WHEREAS, Ohio Revised Code Section 339.02 further provides that such appointments to the board of trustees shall be for a six-year term; and

WHEREAS, pursuant to Ohio Revised Code 339.02(F)(1), the County Executive has sought and received approval from both the probate judge of the county senior in point of service and the judge of the court of common pleas of the county senior in point of service; and

WHEREAS, the Cuyahoga County Charter Section 6.04, entitled Special Boards and Commissions, states that “[w]hen general law or any agreement with another public agency or court order provides for appointment of members of a special board or commission or other agency by the board of county commissioners, such appointment shall be made by the County Executive, subject to confirmation by the Council,” and

WHEREAS, the County Executive has nominated Sharon Dumas (replacing J.B. Silvers) to serve on The MetroHealth System Board of Trustees for the term starting on 03/06/2023 and ending on 03/05/2029; and

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. That the Cuyahoga County Council hereby confirms the County Executive’s appointment of Sharon Dumas (replacing J.B. Silvers) to serve on The

MetroHealth System Board of Trustees for the term starting on 03/06/2023 and ending on 03/05/2029.

SECTION 2. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Pursuant to Cuyahoga County Charter Section 3.10(5), provided that this resolution receives the affirmative vote of a majority of members of Council, this Resolution shall become immediately effective.

SECTION 3. It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by _____, seconded by _____, the foregoing Resolution was duly adopted.

Yeas:

Nays:

County Council President

Date

Clerk of Council

Date

First Reading/Referred to Committee: January 9, 2024

Committee(s) Assigned: Human Resources, Appointments & Equity

Legislation Substituted in Committee: January 16, 2024

Additional Sponsorship Requested in Committee: January 16, 2024

**Board Governance Policies
As of April 2024**

Topic	Sagin	Gov. Institute	AHA	Status / Next Steps	Policy No.
Board Chair Responsibilities	✓			Bylaws	
Board Committees and Committee Chairs	✓			Bylaws	
Board Composition and Recruitment	✓	✓		Ohio law	
Board Evaluation / Self-Assessment	✓			Governance Committee scope	
Board Goals and Workplan	✓				
Board Member Assessment	✓			Ohio law	
Board Member Orientation & Education	✓	✓	✓	Governance Committee scope	
Board Member Responsibilities & Expectations	✓	✓	✓		
Board Member Travel Expense Reimbursement		✓			
Board Officer Selection & Succession Planning	✓	✓		Bylaws; Governance Committee scope	
CEO Performance Evaluation	✓				
CEO Travel Expense Reimbursement		✓			
Community Health & Benefit		✓		Not technically applicable	
Complaints / Whistleblower	✓		✓	System policies	
Conflict of Interest	✓	✓	✓	Complete; Review	BOT-01
Confidentiality	✓	✓	✓	Complete; Review	BOT-03
Code of Conduct	✓		✓	Complete; Approved by Board annually	EC-02

Topic	Sagin	Gov. Institute	AHA	Status / Next Steps	Policy No.
CEO Authority / Board Role/ Procurement Authority	✓	✓		Complete	BOT-07
Executive Compensation	✓	✓	✓	Complete	BOT-06
Financial Planning and Performance / Budget	✓			Ohio law	
Governing Documents and Structures Review Cycle	✓			Ohio law	
Independent Directors		✓		Ohio law	
Investments			✓	Complete	BOT-05
Joint Ventures / Related Entities			✓	<i>Draft</i>	
Management Duty to Disclose		✓			
Medical Staff Credentialing					
Meetings	✓	✓	✓	Complete; Review	BOT-02
New Programs and Services		✓			
Outside Business Activities of Senior Mgmt.		✓			
Oversight of Corporate Compliance		✓	✓	Audit & Compliance Committee scope	
Oversight of Senior Management		✓			
Risk Management	✓	✓			
Strategic Planning	✓			<i>Draft</i>	
Succession Planning & CEO Selection	✓			Complete; Review	BOT-04
Vision & Mission Statement	✓			Statements exist	

BOARD POLICY

BOT-01 - Conflicts of Interest

Owner: CORPORATE SERVICES

Key Points

- This policy applies to The MetroHealth System (MHS) Board of Trustees (Board).
- This policy supplements, but does not replace, any applicable county, state or federal laws governing conflicts of interest applicable to MHS or the members of the Board (Trustees).
- Trustees disclose any actual or potential conflicts with any personal interests they may have and the interests of MHS or any of its Related Entities.¹
- Trustees do not seek employment at MHS while serving as a Trustee.

Policy

1. Trustees owe a fiduciary duty to MHS and exercise the utmost good faith in all transactions related to their duties for MHS.
2. Conflicts of interest arise when a Trustee's ability to be an objective decision-maker is impaired by their own interests, or the interests of Family Members² or Business Associates.³
3. Trustees do not use their positions, or the knowledge gained therefrom, in such a way that a conflict of interest might arise between MHS' interest and their personal interest.
4. Trustees also are subject to Ohio Ethics laws, including sections 102.03 and 2921.42 of the Ohio Revised Code.
 - 4.1. These complex laws require careful evaluation of the specific facts and circumstances pertaining to a Trustee's personal or private interest – as well as the interests of a Trustee's Family Members or Business Associates.
 - 4.2. The Ohio Ethics laws are criminal statutes and violation of such laws could result in serious consequences.
 - 4.3. MHS regularly provides training and updates to the Board related to Ohio Ethics laws.
5. Trustee Responsibilities. In keeping with the fiduciary and other duties owed to MHS and consistent with their obligations under Ohio Ethics laws, Trustees:
 - 5.1. Review, understand, and comport with all applicable requirements regarding conflicts of interest, including Ohio Ethics laws;
 - 5.2. Do not use their role as Trustee for the benefit of themselves, their Family Members, or their Business Associates;
 - 5.3. Disclose all potential conflicts of interest as set forth in Section 4;
 - 5.4. Identify and disclose to the General Counsel any potential conflict of interest regarding a matter before the Board prior to the start of the Board or committee meeting;
 - 5.5. Recuse themselves from any matter pending before the Board in which they have an interest (including voting, discussing, participating in deliberations, or otherwise using their official position, formally, or informally);
 - 5.5.1. Board and committee meeting minutes reflect the recusal of a Trustee due to an actual or potential conflict of interest.

- 5.6. Do not seek employment at MHS while serving as a Trustee; and
 - 5.6.1. Former Trustees may not be employed by MHS until 6 months after the date on which their role as Trustee ended.
- 5.7. Direct questions regarding potential conflicts of interest to the General Counsel.
6. Annual Disclosure Statements and Review. Upon appointment to the Board and annually thereafter, each Trustee submits a Conflict of Interest Disclosure Statement (Disclosure Statement).
 - 6.1. In doing so, Trustees affirm that they:
 - 6.1.1. Received a copy of this Conflicts of Interest policy;
 - 6.1.2. Completed the Disclosure Statement;
 - 6.1.3. Read and understand the policy; and
 - 6.1.4. Agree to comply with the policy.
 - 6.2. Trustees update their Disclosure Statement when they become aware of a change or reasonably soon after it arises (within 30 days).
 - 6.2.1. Ethics and Compliance, in collaboration with the Legal Department, reviews the Disclosure Statements and assesses any appropriate steps to mitigate potential or actual conflicts.
 - 6.2.2. Annually, Ethics and Compliance provides the General Counsel with a list of Trustees' disclosures. Ethics and Compliance updates the General Counsel with any changes in the Trustees' Disclosure Statements as they arise.
 - 6.2.3. The General Counsel reviews the reported interests and makes recommendations to the Chairperson as to actions needed to mitigate any potential or actual conflicts.
 - 6.3. The Chairperson and the General Counsel review any disclosure made by a Trustee prior to or during a meeting and determine if a Conflict of Interest exists and the mitigation steps if necessary.
7. Violations of the Conflicts of Interest Policy. If the Board has reason to believe that a Trustee failed to abide by their obligations regarding conflicts of interest:
 - 7.1. The Chairperson and the General Counsel inform the Trustee of the basis for such belief and afford the Trustee the opportunity to respond;
 - 7.2. The General Counsel, in consultation with the Chief Ethics and Compliance Officer, investigates the matter; and
 - 7.3. If the Board determines that a violation of the policy has occurred, it takes appropriate action.
8. Policy Reviews. The Board reviews this policy periodically and implements changes as necessary.

References

[R.C. § 102.03](#) and [R.C. § 2921.42](#)

Endnotes

- ¹ Related Entities include any subsidiary of MHS and any business, corporation, partnership, limited liability company or other entity in which MHS or a MHS subsidiary holds an ownership interest, directly or indirectly. Related Entities do not include ownership interests of less than 5 percent of outstanding securities of public corporations. The current list of Related Entities is available in the CONI disclosure system and available from the Legal Department.
- ² Family Members include a Trustee's spouse, children (whether dependent or not), parents, grandparents, siblings and other persons related by blood or marriage and residing in the same household.
- ³ Business Associates include any person or entity with whom a Trustee acts together to pursue a common business purpose. A Trustee's outside employer is considered to be their Business Associate.

SYSTEM POLICY

EC-04 – Reporting Concerns

Owner: Ethics and Compliance Department

Key Points

- This policy applies to The MetroHealth System (MHS) Workforce Members.¹
- This policy outlines the expectations and procedures for Workforce Members to timely report potential violations of the legal or compliance aspects of the MHS Code of Conduct, and potential or actual violations of policies, procedures, laws or regulations applicable to MHS (Reported Concerns). Examples of Reported Concerns include potential fraud and abuse, privacy issues, violations of Ohio Ethics laws, billing concerns, and conflicts of interest.
- For patient safety or patient care concerns, Workforce Members file reports through the Safety Event Reporting (SER) System.

Policy

1. Duty to Report. Workforce Members promptly report concerns to assist MHS in identifying and resolving potential or suspected wrongdoing involving MHS or its Workforce Members. MHS also encourages patients, visitors, vendors, community members, and others to report concerns.
2. Reporting Concerns. Workforce Members report concerns in a variety of ways, including to:
 - 2.1. A supervisor or member of management;
 - 2.1.1. Supervisors or members of management who receive a Reported Concern forward the report as needed to the appropriate department within MHS.
 - 2.1.2. When a Workforce Member is uncomfortable reporting directly, supervisors may report concerns on their behalf, though direct information from the Workforce Member may be necessary for appropriate investigation.
 - 2.2. The Ethics and Compliance Department (EC);
 - 2.3. The Legal Department;
 - 2.4. The Human Resources Department (HR);
 - 2.5. Internal Audit;
 - 2.6. The Quality Institute;
 - 2.7. The Department of Public Safety;
 - 2.8. The MetroHealth Ethics Line (MEL); or
 - 2.9. The Safety Event Reporting System.
3. Open Door Policy. MHS maintains an “open-door policy” at all levels of management to encourage Workforce Members to report concerns directly through their chain of command.
4. The Chain of Command. MHS encourages Workforce Members to report concerns first with their supervisor or department leader.
 - 4.1. If this is uncomfortable or inappropriate, Workforce Members may report to any of the departments indicated in section 2.

EC-04 – Reporting Concerns

Owner: Ethics and Compliance Department

Effective Date: 01/12/2024

Page 1 of 2

Paper copy may not be current; refer to electronic version for official policy

- 4.2. For issues that involve personnel matters such as payroll, workplace civility and disciplinary issues, MHS encourages employees to contact HR to resolve such issues.
5. Anonymous Reports. Individuals may report concerns anonymously to MEL. MEL is open for anyone, including patients, to report a compliance concern; however, patients are encouraged to raise concerns with their care team or the Patient Relations team. Reported Concerns received via MEL are assigned to the appropriate administrative department to investigate (see section 2).
 - 5.1. Individuals can access MEL in the following ways:
 - 5.1.1. Phone: (216-778-1660),
 - 5.1.2. Webpage (www.metrohealth.org/compliance), and/or
 - 5.1.3. Text (216-600-1456).
 - 5.2. MEL does not track or record phone calls.
 - 5.3. MEL is staffed by a third-party vendor at all times. Individuals calling MEL speak with a third-party hotline specialist who collects information about the individual's compliance concerns. The third-party hotline specialist explains the features of MEL (for example, anonymous reporting, feedback options) that enable the reporter to respond to questions from the investigator or receive updates about the investigation. For additional information see [MEL Reference Guide](#).
6. Confidentiality. MHS reviews and investigates all Reported Concerns in a manner that protects the confidentiality or anonymity of the individuals who report the concerns, to the extent allowed by the nature of the investigation.
7. No Retaliation. MHS prohibits retaliation against Workforce Members who report suspected wrongdoing in good faith. MHS investigates all reports of retaliation against Workforce Members. See [HR-80: Non-Retaliation](#).
8. False Reports. MHS investigates and addresses any Workforce Member who knowingly reports false or baseless concerns.

End Notes

- ¹ Workforce Member: Employees, providers, volunteers, trainees, and other persons whose conduct, in the performance of work for MHS, is under the direct control of such entity, whether or not they are paid by MHS.
- ² EC Review means a factual and/or legal investigation into an EC Report.

Dates

Initiated: January 2019, Reviewed/Revised November 2020, November 2021, January 2024

Approved

Sarah Partington - Senior Compliance Officer and Operations Director
MHS Policy Committee

SYSTEM POLICY

EC-04 – Reporting Concerns

Owner: Ethics and Compliance Department

Key Points

- This policy applies to The MetroHealth System (MHS) Workforce Members.¹
- This policy outlines the expectations and procedures for Workforce Members to timely report potential violations of the legal or compliance aspects of the MHS Code of Conduct, and potential or actual violations of policies, procedures, laws or regulations applicable to MHS (Reported Concerns). Examples of Reported Concerns include potential fraud and abuse, privacy issues, violations of Ohio Ethics laws, billing concerns, and conflicts of interest.
- For patient safety or patient care concerns, Workforce Members file reports through the Safety Event Reporting (SER) System.

Policy

1. Duty to Report. Workforce Members promptly report concerns to assist MHS in identifying and resolving potential or suspected wrongdoing involving MHS or its Workforce Members. MHS also encourages patients, visitors, vendors, community members, and others to report concerns.
2. Reporting Concerns. Workforce Members report concerns in a variety of ways, including to:
 - 2.1. A supervisor or member of management;
 - 2.1.1. Supervisors or members of management who receive a Reported Concern forward the report as needed to the appropriate department within MHS.
 - 2.1.2. When a Workforce Member is uncomfortable reporting directly, supervisors may report concerns on their behalf, though direct information from the Workforce Member may be necessary for appropriate investigation.
 - 2.2. The Ethics and Compliance Department (EC);
 - 2.3. The Legal Department;
 - 2.4. The Human Resources Department (HR);
 - 2.5. Internal Audit;
 - 2.6. The Quality Institute;
 - 2.7. The Department of Public Safety;
 - 2.8. The MetroHealth Ethics Line (MEL); or
 - 2.9. The Safety Event Reporting System.
3. Open Door Policy. MHS maintains an “open-door policy” at all levels of management to encourage Workforce Members to report concerns directly through their chain of command.
4. The Chain of Command. MHS encourages Workforce Members to report concerns first with their supervisor or department leader.
 - 4.1. If this is uncomfortable or inappropriate, Workforce Members may report to any of the departments indicated in section 2.

EC-04 – Reporting Concerns

Owner: Ethics and Compliance Department

Effective Date: 01/12/2024

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- 4.2. For issues that involve personnel matters such as payroll, workplace civility and disciplinary issues, MHS encourages employees to contact HR to resolve such issues.
5. Anonymous Reports. Individuals may report concerns anonymously to MEL. MEL is open for anyone, including patients, to report a compliance concern; however, patients are encouraged to raise concerns with their care team or the Patient Relations team. Reported Concerns received via MEL are assigned to the appropriate administrative department to investigate (see section 2).
 - 5.1. Individuals can access MEL in the following ways:
 - 5.1.1. Phone: (216-778-1660),
 - 5.1.2. Webpage (www.metrohealth.org/compliance), and/or
 - 5.1.3. Text (216-600-1456).
 - 5.2. MEL does not track or record phone calls.
 - 5.3. MEL is staffed by a third-party vendor at all times. Individuals calling MEL speak with a third-party hotline specialist who collects information about the individual's compliance concerns. The third-party hotline specialist explains the features of MEL (for example, anonymous reporting, feedback options) that enable the reporter to respond to questions from the investigator or receive updates about the investigation. For additional information see [MEL Reference Guide](#).
6. Confidentiality. MHS reviews and investigates all Reported Concerns in a manner that protects the confidentiality or anonymity of the individuals who report the concerns, to the extent allowed by the nature of the investigation.
7. No Retaliation. MHS prohibits retaliation against Workforce Members who report suspected wrongdoing in good faith. MHS investigates all reports of retaliation against Workforce Members. See [HR-80: Non-Retaliation](#).
8. False Reports. MHS investigates and addresses any Workforce Member who knowingly reports false or baseless concerns.

End Notes

- ¹ Workforce Member: Employees, providers, volunteers, trainees, and other persons whose conduct, in the performance of work for MHS, is under the direct control of such entity, whether or not they are paid by MHS.
- ² EC Review means a factual and/or legal investigation into an EC Report.

Dates

Initiated: January 2019, Reviewed/Revised November 2020, November 2021, January 2024

Approved

Sarah Partington - Senior Compliance Officer and Operations Director
MHS Policy Committee

SYSTEM POLICY

EC-08 – Conflicts of Interest

(Owner: Ethics and Compliance)

Key Points

- This policy applies to all The MetroHealth System (MHS) Workforce Members.¹
- MHS employees are subject to strict rules regarding conflicts of interest, as outlined in the Ohio Ethics laws and in this policy.
- All Workforce Members owe a duty of loyalty to MHS in all activities impacting MHS and exercise the utmost good faith in all transactions related to MHS duties.
- Workforce Members disclose any potential and actual conflicts of interest in a timely manner, both annually and as they occur during the year.
- This policy describes the requirements for avoiding, disclosing and managing Conflicts of Interest,² including Nepotism,³ and post-employment and revolving door issues.
- Workforce Members follow the disclosure requirements for Outside Activities in [EC-10 - Outside Activities](#). Any Conflicts of Interest review is subject to the policy below.

Policy

1. General Principles. Workforce Members carry out their MHS duties free of undue outside influences and exercise the utmost good faith in all MHS business.
 - 1.1. Workforce Members do not use their positions, or their knowledge gained from MHS, for personal gain.
 - 1.2. Workforce Members avoid Financial Interests,⁵ Fiduciary Relationships,⁶ and other activities that may create a Conflict of Interest. Attachment A provides a non-exhaustive list of situations that may pose a Conflict of Interest. See also [EC-09 – Business Courtesies and Gifts](#).
 - 1.3. Employees do not accept any compensation from any other entity or individual for work performed in the course of their MHS employment, except under the limited circumstances permitted in a formal conflict of interest management agreement.
 - 1.4. Workforce Members do not disclose confidential MHS information at any time, even after they are no longer employed/affiliated with MHS. See policy [HR-05 - Confidential Business-related Information](#).
2. Workforce Members report suspected Conflicts of Interest or policy violations to:
 - 2.1. A supervisor,
 - 2.2. Ethics and Compliance Department (EC) (compliance@metrohealth.org), or
 - 2.3. MetroHealth Ethics Line (phone: 216-778-1660; webpage: www.metrohealth.org/compliance and/or text: 216-600-1456).
3. Potential/Actual Conflict of Interest Disclosure Process. Employees and certain Non-employee Workforce Members⁷ (collectively, Disclosers) disclose Financial Interests and Fiduciary Relationships (Relationships) that may pose a potential/actual Conflicts of Interest (see examples in Attachment A).

EC-08 – Conflicts of Interest

Owner: Compliance

Effective Date: 2/16/2024

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Paper copy may not be current; refer to electronic version for official policy

SYSTEM POLICY

- 3.1. Disclosers report Relationships:
 - 3.1.1. Within 30 days of hire/contract and at least annually thereafter, and
 - 3.1.2. As soon as they become aware of a change or reasonably soon after it occurs (within 30 days).
 - 3.2. Failing to disclose Conflicts of Interest is a violation of the MHS “This is Who We Are Our Culture of Ethics and Compliance.”
 - 3.3. Disclosers report Conflicts of Interest in one of two ways:
 - 3.3.1. Conflict of Interest Management System – CONI. MHS requires certain Disclosers to disclose reportable relationships via the CONI Conflicts of Interest Disclosure Statement (Disclosure Statement). On the Disclosure Statement, Disclosers affirm that they:
 - 3.3.1.1. Are aware of this policy,
 - 3.3.1.2. Have read and understand this policy, and
 - 3.3.1.3. Agree to comply with this policy.
 - 3.3.2. Reporting to EC. Disclosers who are not required to complete the Disclosure Statement disclose any potential/actual Conflicts of Interest to EC via annual/new hire training and as soon as a Discloser becomes aware of a change or reasonably soon after it occurs (within 30 days).
 - 3.4. EC, in collaboration with the Legal Department, reviews the disclosures and takes any appropriate steps to mitigate potential or actual Conflicts of Interest.
4. Working with Immediate Family Members⁹ (Nepotism).
 - 4.1. Workforce Members cannot authorize an Immediate Family Member’s employment with MHS or use their position in any way to obtain a job at MHS for an Immediate Family Member.
 - 4.1.1. For example, Workforce Members cannot:
 - 4.1.1.1. Recommend an Immediate Family Member for an MHS position,
 - 4.1.1.2. Participate in discussions about the Immediate Family Member’s job application, or
 - 4.1.1.3. Request an interview or job for an Immediate Family Member.
 - 4.2. Workforce Members cannot use their position or influence, directly or indirectly, to benefit an Immediate Family Member who works at MHS.
 - 4.2.1. MHS does not employ, transfer, or promote Workforce Members without an approved management plan if any of the following would result:
 - 4.2.1.1. Immediate Family Members in a reporting relationship with a direct or indirect supervisor/subordinate relationship;
 - 4.2.1.2. Immediate Family Member in a position to secure any decision that affects the continuation, implementation, or terms and conditions of an Immediate Family member’s employment (for instance, auditing and/or control functions, participating in evaluations, etc.);
 - 4.2.1.3. Immediate Family Members working in close in proximity such that their interactions could compromise the performance of their duties.
 - 4.3. Workforce Members disclose the identity of Immediate Family Members who work at MHS:
 - 4.3.1. At hire,
 - 4.3.2. Within 10 days of or change in position or department, and

EC-08 – Conflicts of Interest

Owner: Compliance

Effective Date: 2/16/2024

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Paper copy may not be current; refer to electronic version for official policy

SYSTEM POLICY

- 4.3.3. Within 30 days of marriage between Workforce Members.
- 4.4. Departmental leadership, in collaboration with HR, has discretion to make employment decisions (for instance, hire, transfers) that involve non-Immediate Family Members (including but not limited to cousins, aunts, uncles, Workforce Members in a relationship but not living together).
- 4.5. Family Members as Vendors. Workforce Members disclose to EC any Immediate Family Members that own an organization and do or want to do business with MHS.
5. Supplemental Compensation.
 - 5.1. Supplemental Compensation occurs when a person or entity other than MHS provides an employee with anything of value (cash, gift cards, expensive gifts) as compensation for their duties. This includes compensation from a co-worker, a vendor, a donor, a patient, or others.
 - 5.2. Examples of prohibited forms of Supplementation Compensation include:
 - 5.2.1. Accepting an honorarium for a presentation on MHS time or in one's MHS capacity
 - 5.2.2. Paying a co-worker to cover a shift
 - 5.3. Exclusions. Supplemental Compensation does not include:
 - 5.3.1. Offering gifts at holidays or other celebrations (see [The Gifts Toolkit](#)), or
 - 5.3.2. Compensation received for a pre-approved Outside Activity (see [EC-10 - Outside Activities](#)).
6. Post-Employment and Revolving Door.
 - 6.1. The Ohio Ethics Laws restrict former MHS employees from engaging in certain activities with a new employer that has a relationship with MHS.
 - 6.2. If an MHS employee seeks employment with a new employer who does business with MHS, the employee must fully withdraw from any MHS matter involving the potential new employer.
 - 6.3. Former MHS employees cannot represent their new employer on any matter in which they personally participated at MHS for one year after leaving MHS.
 - 6.3.1. Former MHS employees cannot represent their new employer before public agencies on matters in which they participated as an employee of MHS.
 - 6.4. MHS employees cannot accept employment (including consulting work), or otherwise profit from, an unbid contract, grant, loan, or other financial support from an agency where they 1) authorized the contract and 2) will profit from the contract.
 - 6.5. MHS abides by all required notifications when hiring certain federal and/or state employees.
7. Documentation; Enforcement; Audits.
 - 7.1. EC maintains Conflict of Interest review documentation and any corresponding approval, restriction, or remedial actions.
 - 7.2. A Discloser's immediate MHS supervisor is responsible for ensuring any restrictions are followed and remedial actions are taken.
 - 7.3. EC periodically audits a Discloser's adherence to a Management Plan.

SYSTEM POLICY

End Notes

- ¹ Workforce Member: Employees, providers, volunteers, trainees, and other persons whose conduct, in the performance of work for MHS, is under the direct control of such entity, whether or not they are paid by MHS.
- ² Conflict of Interest: a Financial Interest, a Fiduciary Relationship or other activity that compromises or impairs an individual's business judgment, delivery of patient care, loyalty to MHS, or ability to perform their responsibilities at MHS.
- ³ Nepotism: when Workforce Members authorize an Immediate Family Member's employment or uses their position in any way to obtain a position at MHS for an Immediate Family Member.
- ⁴ Outside Activities: any work performed individually or for any person or entity other than MHS whether or not it is compensated, including fiduciary roles such as serving as a member of a board of directors or serving as an officer for a non-MHS entity. Outside Activities must not undermine one's ability to carry out their responsibilities to MHS and must be of such a nature and conducted in such a manner as will not bring discredit to MHS and must not compromise any intellectual property owned by MHS.
- ⁵ Financial Interest means:
 - An ownership or investment interest,
 - Receipt of any compensation (for example, salary, consulting fees),
 - Receipt of gifts, gratuities, or other business courtesies (for example, meals, entertainment) greater than \$75.
- ⁶ Fiduciary Relationship: service as a member of a board of directors, a member of a board committee, or an officer role for any non-MHS entity, whether the service is paid or unpaid, and whether the entity is for-profit or non-profit.
- ⁷ Non-employee Workforce Members: Employees or contractors in a position to make decisions on behalf of MHS (for example, executives, billing providers, directors, managers, supervisors, etc.), credentialed individuals (including contracted providers), and any other employee or contractor who has a potential conflict of interest.
- ⁸ Health Care Sector: includes, but not limited to pharmaceutical companies, durable medical equipment suppliers, manufacturers of medical devices and supplies, insurance companies and payors, health care providers, health care related software applications and other health care related products and services.
- ⁹ Immediate Family Member: includes spouse/domestic partner; children and step-children; parents and step-parents; siblings; grandparents; grandchildren; any other person related to you by blood or marriage who resides in your household; and Workforce Members in a relationship and living together.

Attachments

[EC-08A - Examples of Potential Conflicts of Interest](#)

[EC-08B - Conflict of Interest Disclosure Statement](#)

See Also

All MHS compliance-related policies, including, without limitation:

- [EC-09 – Business Courtesies and Gifts](#)
- [EC-42 - Responding to Allegations of Research Misconduct](#)
- [HR-05 - Confidential Business-related Information](#)

EC-08 – Conflicts of Interest

Owner: Compliance

Effective Date: 2/16/2024

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SYSTEM POLICY

Dates

Initiated: May 2018

Reviewed/Revised: March 2020, November 2021, April 2022, February 2023, November 2023, February 2024

Approved

Sarah Partington - Senior Compliance Officer and Operations Director
MHS Policy Committee

EC-08 – Conflicts of Interest

Owner: Compliance

Effective Date: 2/16/2024

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EC-08A - Examples of Potential Conflicts of Interest

You may have a conflict of interest if your personal interests or outside activities influence or appear to influence your duty or responsibilities to The MetroHealth System (MetroHealth). The following list provides examples of situations that can commonly involve a conflict of interest.

Financial Interest in Vendors. You, an immediate family member, or a business associate have an ownership interest in, are employed by or have a consulting relationship with, a business or entity that a MetroHealth entity currently purchases or is planning to purchase any goods or services from (for example, medical device manufacturers, pharmaceutical manufacturers, accounting firms, law firms).

Financial Interest in Competitors. You, an immediate family member, or a business associate have an ownership interest in, are employed by or have a consulting relationship with a business or entity with which MetroHealth competes (for instance, a health system, hospital, specialty hospital, ambulatory surgical center, diagnostic imaging center, healthcare insurer).

Financial Interest in Intellectual Property. You, an immediate family member, or a business associate have an interest in intellectual property that could be impacted by decisions made by MetroHealth (for example, developed new health care software, created a patent on a medical device).

Board and Committee Memberships. Membership on a governing body of a business or entity, including a non-profit entity, that competes with a MetroHealth entity or from which a MetroHealth entity currently purchases or is planning to purchase any goods or services.

Other Outside Employment. Employment by another entity if:

- It conflicts with your MetroHealth work schedule;
- It appears to conflict, or conflicts, with your responsibilities to MetroHealth ;
- You solicit business from MetroHealth employees, patients or medical staff on behalf of your other employer; or
- You solicit MetroHealth employees for employment by your other employer.

Business Courtesies. Business gifts, gratuities, honoraria, meals, entertainment and travel and other business courtesies received from MetroHealth vendors and other business associates or a MetroHealth competitor.

SYSTEM POLICY

EC-10 - Outside Activities

Owner: Ethics and Compliance Department

Key Points

- This policy applies to all The MetroHealth System (MHS) employees.
- This policy outlines the expectations and process for employees with Outside Activities,¹ including how to disclose and request advanced approval for Reportable Outside Activities.²
- Employees protect MHS resources and do not allow their Outside Activities to interfere with their MHS duties and responsibilities.

Policy

1. Employees ensure that their Outside Activities do not interfere with their MHS responsibilities.
 - 1.1. Outside Activities must be of such a nature and conducted in such a manner that does not otherwise impact the interests or mission of MHS and must not compromise any intellectual property owned by MHS.
 - 1.2. Employees disclose and receive advanced approval of Outside Activities as required by this policy.
2. Reportable Outside Activities. Certain Outside Activities require disclosure and advance approval. MHS defines Reportable Outside Activities as activities that may impact your MHS duties, including but not limited to, the following activities (paid or unpaid):
 - 2.1. A relationship with an organization that does business with MHS;
 - 2.2. A relationship with a competitor or another entity in the Health Care Sector³ (includes, but is not limited to moonlighting, consulting, advisory boards, etc.);
 - 2.3. A Fiduciary Relationship⁴ (for example, board position) with any non-MHS entity;
 - 2.4. Ownership interests described in section 5 below;
 - 2.5. Any elected or appointed public (local, county, state or federal) position (for example, serving on a local city council or a board of education); or
 - 2.6. Any activity that may impact your MHS duties.
3. Intellectual Property.⁵ Employees with rights to and interests in Intellectual Property follow the guidelines in [GEN-48 - Intellectual Property & Innovations](#) and disclose Intellectual Property as required by [EC-08 - Conflicts of Interest](#).
4. Ownership Interests Requiring Disclosure. Reportable Outside Activities include equity interests (shares/options/ownership) in an organization that does business or wants to do business with MHS or an MHS Affiliate.⁶
 - 4.1. Privately held organizations: Report any ownership interest in a privately held company that does or wants to do business with MHS or an MHS Affiliate. For instance, if you are considering investing in a catering company that does business with MHS, you need to request advance approval.
 - 4.2. Publicly held organizations: Report any significant ownership or control (defined as 5% or more of outstanding shares) in a publicly traded company that does or wants to do business with MHS or an MHS Affiliate.

EC-10 - Outside Activities

Owner: Ethics and Compliance Department

Effective Date: 11/08/2023

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- 4.2.1. Researchers request approval before accepting equity interests received from a publicly traded company as payment for services.
5. Requesting Advanced Approval. Employees request advance approval of all Reportable Outside Activities (including both one-time and on-going activities).
 - 5.1. Employees use the Reportable Outside Activities Form to request approval of a Reportable Outside Activity upon hire or at least 30 days in advance (see [Toolkit Overview - Outside Activities](#)).
 - 5.2. Ethics and Compliance reviews the request, in consultation with appropriate members of management, and issues a decision.
 - 5.3. Following approval of a Reportable Outside Activity, Ethics and Compliance assists the employee with updating their annual conflict of interest disclosure form as needed.
 - 5.4. If necessary, Ethics and Compliance, in collaboration with the Legal Department, develops a management plan to mitigate any potential or actual Conflicts of Interest.⁷
6. Limitations on Outside Activities (including non-Reportable Activities). Employees:
 - 6.1. Only use MHS time, facilities, staff or equipment (for example, copiers, computer, internet, telecommunication resources, vehicles, supplies or any other MHS resource) for MHS business. This excludes any item where the employee shares payment with MHS for the item/resource (including, but not limited to cell phones).
 - 6.2. Do not use the MHS logo or MHS position in such a manner to suggest endorsement or support of product goods or services related to their Outside Activities. Unless approved by Ethics and Compliance, employees are prohibited from using their MHS phone number, email, address, title or identification on private business cards or other written material related to their Outside Activities.
 - 6.3. Do not solicit business for their Outside Activities at MHS or while on MHS time (for example, do not solicit business from co-workers, patients, or vendors during working hours or when at MHS facilities).
 - 6.4. Are not authorized to use MHS benefits (including, but not limited to, workers' compensation, and liability insurance) in any manner to support Outside Activities.
7. Documentation; Enforcement; Audits.
 - 7.1. Ethics and Compliance maintains any necessary Conflict of Interest review documentation and any corresponding approval, restriction, or remedial actions.
 - 7.2. Employees act in accordance with any approval, restriction, or remedial action. The employee's immediate MHS supervisor monitors the employee's compliance with such requirements and takes corrective actions as needed.
 - 7.3. Ethics and Compliance monitors compliance with any necessary management plans.

End Notes

- ¹ Outside Activities means any work performed individually or for any person or entity other than MHS whether or not it is compensated – including fiduciary roles such as serving as a member of a board of directors or serving as an officer for a non-MHS entity.
- ² Reportable Outside Activities. Certain Outside Activities require disclosure and advance approval. (see list in section 2)
- ³ Health Care Sector includes, but not limited to pharmaceutical companies, durable medical equipment suppliers, manufacturers of medical devices and supplies, insurance companies and payors, health care providers, health care related software applications, and other health care related products and services.
- ⁴ Fiduciary Relationship means service as a member of a board of directors, a member of a board committee, or an officer role for any non-MHS entity – whether the service is paid or unpaid, and whether the entity is for-profit or non-profit.
- ⁵ Subject matter included as Intellectual Property: The production, discovery, refinement or improvement of something or some process that did not previously exist, whether as a product of mental processes or as a result of scientific investigation and experimentation. A non-exhaustive list includes the following: business or pedagogical concepts or methods; drugs or other medicaments; electrical or mechanical devices; methods of healing or promoting the healing arts; chemical, biological or biochemical processes or methods; illustrations or animations; video or multimedia works; computer software (including scripts, interfaces, algorithms, source or object code), computer logic and computer systems and data structures; cells, organisms, or chemical or biological compounds, or combinations of matter; and electrical circuits, as well as any other new and useful innovation derived as a part of a Workforce Member’s duties at MHS or the use of MHS resources or facilities.
- ⁶ The current list of MHS Affiliates is available in the CONI disclosure system and available from the Legal Department.
- ⁷ Conflict of Interest means a financial interest, a fiduciary relationship or other activity that compromises or impairs an individual’s (A) business judgment, (B) delivery of patient care, (C) loyalty to MHS, or (D) ability to perform their responsibilities at MHS.

Attachment

[EC-10A - Medical Staff Expert Witness Guidelines](#)

See Also

- [EC-08 – Conflicts of Interest](#)
- [EC-09 – Business Courtesies and Gifts](#)
- [EC-42 - Responding to Allegations of Research Misconduct](#)
- [GEN-48 - Intellectual Property & Innovations](#)

Dates

Initiated: September 2021, Reviewed/Revised November 2022, November 2023

Approved

Sarah Partington - Senior Compliance Officer and Operations Director
MHS Policy Committee

SYSTEM POLICY

EC-15 - Detection and Prevention of Fraud, Waste and Abuse and Applicable Federal and State Laws

Owner: Ethics and Compliance Department

Key Points

- This policy applies to The MetroHealth System (MHS) Workforce Members.¹
- MHS establishes internal controls for detecting and preventing fraud, waste and abuse and promoting adherence to federal, state, and private health plans' program requirements.
- Workforce Members comply with these internal controls and report violations or suspected violations of these policies or federal or state laws described in Attachment A.

Policy

1. General. MHS follows and educates Workforce Members on applicable federal and state laws and regulations related to fraud, waste, and abuse. Workforce Members report all concerns regarding potential fraud, waste, or abuse promptly (see [EC-04 - Reporting Concerns](#)).
2. MHS has policies and procedures detect and prevent fraud, waste and abuse:
 - 2.1. Code of Conduct. The MHS Code of Conduct (Code) provides guidance about legal and ethical business behavior, including meeting federal and state health care program requirements. MHS provides access to Workforce Members via the [Ethics and Compliance \(EC\) Portal](#) and to the public via the MHS website (see [EC-02 - Code of Conduct and Certification](#)).
 - 2.2. EC Policies and Procedures. MHS' EC policies and procedures can be found in the system policies section on the MIV. Specific EC policies and procedures aim to detect fraud, waste and abuse within MHS business operations, including fraud, waste, and abuse related to MHS' participation in federal and state health care programs.
 - 2.3. Training and Education. Workforce Members and others where appropriate, annually receive training on the Code; federal and state False Claims rules; CMS Fraud, Waste and Abuse; and the MHS policies and procedures intended to meet those requirements (see [EC-03 – Ethics and Compliance Training](#)).
 - 2.4. Monitoring and Auditing. With the assistance of internal auditors and external consultants, the EC Department oversees compliance audits, with special attention given to billing, coding, physician relations and other relevant high-risk areas as identified by the Office of the Inspector General and other risk assessment processes. MHS monitors and audits compliance with billing and coding requirements (through the Revenue Cycle department, EC and other appropriate departments) to detect errors and inaccuracies and takes appropriate action(s) to correct any issues causing billing inaccuracies (see [EC-16 - Monitoring and Auditing](#)).
 - 2.5. Federal Exclusion Lists. MHS does not knowingly employ, contract with or grant medical staff privileges to any individual or entity listed by a federal agency as debarred, suspended, or otherwise ineligible to participate in federally funded healthcare programs. MHS screens all Workforce Members and Vendors and anyone who provides services to or on behalf of MHS to determine if they are subject to exclusion by the federal or Ohio government from participating in federal or state healthcare programs, government contracts and other relationships (see [EC-06 - Federal and State Exclusion Lists](#) and [HR-59 - Criminal Activity Reporting and Background Checks](#).)

EC-15 - Detection and Prevention of Fraud, Waste and Abuse and Applicable Federal and State Laws

Owner: Ethics and Compliance Department

Effective Date: 3/3/2023

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- 2.6. Internal Reporting Process. Workforce Members report ethical concerns, suspected violations of the MHS Code, MHS policies and procedures, and applicable federal and state laws, including federal healthcare program requirements. MHS has specific policies and procedures for handling reports of suspected violations (see [EC-04 – Reporting Concerns](#)).
3. Non-Retaliation. MHS prohibits retaliation against Workforce Members who report suspected wrongdoing in good faith (see [HR-80 - Non-Retaliation](#)).

End Notes:

- ¹ Workforce Members means employees, providers, volunteers, trainees, and other persons whose conduct, in the performance of work for MHS, is under the direct control of MHS, whether they are paid by MHS.

Attachment

[EC-15A - Federal and State Rules](#)

Dates

Initiated February 2006

Reviewed/Revised: August 2013, January 2020, January 2021, March 2022, March 2023

Approved

Cheryl Wahl – SVP Chief Ethics and Compliance/Employee Engagement Officer
MHS Policy Committee

EC-15 Attachment A: Federal and State Rules

1. **Federal False Claims Act.** The False Claims Act (FCA) imposes civil liability on any person who:
 - Knowingly presents or causes to be presented, a false fraudulent claim, record, or statement for payment or approval;
 - Conspires to defraud the government by getting a false or fraudulent claim allowed or paid;
 - Uses a false record or statement to avoid or decrease an obligation to pay the Government; or
 - Commits other fraudulent acts not listed in the statute.

Potential civil liability under FCA includes significant financial penalties, three times the amount of damages to the government healthcare program, and the costs of any civil action brought to recover such penalties or damages.

The Attorney General of the United States may bring a civil action against a person or entity for alleged violations of the FCA. The FCA also provides for actions by private persons (often referred to as “whistleblowers”) who can bring a civil action in the name of the government for a violation of the FCA (called “qui tam” lawsuits). Generally, the action may not be brought more than six years after the violation, but in no event more than ten years after the violation. The United States Government may choose to intervene in the lawsuit and assume primary responsibility for prosecuting, dismissing, or settling the action. If the Government chooses not to intervene, the private party who initiated the lawsuit has the right to continue the lawsuit on his or her own.

In the event the Government proceeds with the lawsuit, the qui tam plaintiff may receive 15-25% of the proceeds of the action or settlement. If the qui tam plaintiff proceeds with the action without the Government, the plaintiff may receive 25-30% of the recovery.

The FCA protects “whistleblowers” from retaliation. An employee who is discharged, demoted, suspended, threatened, harassed, or discriminated against in the terms and conditions of employment as a result of bringing an action under the FCA may file a lawsuit in federal court seeking reinstatement, two times the amount of backpay plus interest, and certain other costs, damages and fees.

2. **Federal Program Fraud Civil Remedies Act of 1986.** The Program Fraud Civil Remedies Act of 1986 is a statute that establishes an administrative remedy against any person who presents or causes to be presented a claim or written statement that the person knows or has reason to know is false, fictitious, or fraudulent due to an assertion or omission to certain federal agencies (including the US Department of Health and Human Services). The Program Fraud Civil Remedies Act allows for penalties of \$5,000 per claim and an assessment of up to twice the amount of the original claim.

3. State Medicaid Fraud Statute. The Ohio Medicaid Fraud Statute provides for criminal penalties against health care providers who:
 - 3.1. Knowingly make or cause to be made a false or misleading statement or representation for use in obtaining reimbursement from the Medicaid program;
 - 3.2. With the purpose to commit fraud or knowing that the person facilitating a fraud, does either of the following:
 - 3.2.1. Charges, solicits, accepts, or receives for goods or services that the person provides under the Medicaid program, any property, money or other consideration in addition to the amount of reimbursement under the Medicaid program and any authorized deductibles or co-payments;
 - 3.2.2. Solicits, offers, or receives any remuneration, other than any authorized deductibles or co-payments, in cash or in kind, including, but not limited to, a kickback or a rebate, in connection with the furnishing of goods or services for which whole or partial reimbursement is or may be made under the Medicaid program.
 - 3.3. Knowingly alters, falsifies, destroys, conceals, or removes any records that are necessary to fully disclose the nature of all goods or services for which a claim was submitted to Medicaid, or, for which reimbursement was received from the Medicaid program; or
 - 3.4. Knowingly alters, falsifies, destroys, conceals, or removes any records that are necessary to disclose fully all income and expenditures upon which rates of reimbursements were based for that person.
4. State Medicaid Eligibility Fraud. Ohio's Medicaid Eligibility Fraud law provides for criminal penalties for any individual who makes a false or misleading statement in an application for Medicaid benefits.
5. State Insurance Fraud. Ohio's insurance fraud statute provides for criminal penalties for any person who, with purpose to defraud or knowing that the person is facilitating a fraud, does either of the following:
 - 5.1. Presents to, or causes to be presented to, an insurer any written or oral statement that is part of, or in support of, an application for insurance, a claim for payment pursuant to a policy, or a claim for any other benefit pursuant to a policy, knowing that the statement, or any part of the statement, is false or deceptive; or
 - 5.2. Assists, aids, abets, solicits, procures, or conspires with another to prepare or make any written or oral statement that is intended to be presented to an insurer as part of, or in support of, an application for insurance, a claim for payment pursuant to a policy, or a claim for any other benefit pursuant to a policy, knowing that the statement, or any part of the statement, is false or deceptive.
6. Prohibitions relating to Health Insurance Referrals. Ohio law tracks the Anti-Kickback Statute that applies to services reimbursable by private health insurance programs. The law prohibits the offering, solicitation, payment, and receipt of kickbacks, bribes, or rebates, directly or indirectly, overtly or covertly, in cash or in kind, in return for referring an individual for the furnishing of health care services or goods for which whole or partial reimbursement is or may be made by a health care insurer, except as authorized by the health care insurance contract, policy, or plan. See [EC-14 – The Federal Anti-Kickback Statute and Stark Law](#).

7. Offenses by Medicaid Providers. Ohio law prohibits any provider of services or goods who contract with the Ohio Department of Jobs and Family Services from obtaining, or attempting to obtain, by deception, payments under the Medicaid program to which such provider is not entitled. Providers violating the law will be subject to civil penalties.
8. Falsification. Ohio Law provides for criminal penalties for any person who makes a false statement or knowingly swears or affirms the truth of a false statement when the statement is made with the purpose of securing the benefits administered by a governmental agency or paid out of a public treasury or the issuance of a provider agreement, or when the statement is made on or in connection with a report or return that is required or authorized by law.
9. State Employee Reporting of Violations of Law or Misuse of Public Resources; Protection. Ohio law permits certain state employees to report suspected violations of state or federal laws, rules, or regulations or the misuse of public resources to his or her supervisor. If the employee believes such violations or misuse is a criminal offense, the employee may report the violation or misuse to the prosecuting attorney or other applicable Chief Legal Officer or to the Inspector General. Employees who make reasonable efforts to verify the accuracy of their suspicions before reporting the suspected violation or misuse may not be disciplined or retaliated against for having filed a report.

References

Deficit Reduction Act of 2005, section 6032

Federal False Claims Act, 31 U.S.C. § 3729 *et seq.*

Administrative Remedies for False Claims and Statements, 38 U.S.C. § 3801 *et seq.*

Medicaid Fraud, Ohio Revised Code § 2913.40

Medicaid Eligibility Fraud, Ohio Revised Code § 2913.401

Insurance Fraud, Ohio Revised Code § 2913.47

Prohibitions Relating to Health Insurance Referrals § 3999.22

Offenses by Medicaid Providers, Ohio Revised Code § 5111.03

Falsification, Ohio Revised Code Ohio Revised Code § 2321.13

State Employee Reporting of Violations of Law & Misuse of Public Resources; Protection, Ohio Revised Code § 124.341

SYSTEM POLICY

HR-29 - Equal Employment Opportunity and Non-discrimination

Owner: ADMINISTRATIVE SERVICES

Key Points

- This policy applies to applicants and Workforce Members¹ of the MetroHealth System (MHS).
- This policy provides information regarding MHS' commitment to equal employment opportunity (EEO), non-discrimination and non-retaliation, including how to report concerns.
- MHS takes concerns involving potential discrimination seriously. MHS investigates and takes appropriate remedial action to address violations.

Policy

1. MHS is an equal opportunity employer, committed to maintaining non-discriminatory policies, practices and treatment in all aspects of employment.
 - 1.1. MHS makes employment decisions based on business factors such as operational needs, job requirements, and individual qualifications, without regard to race, color, religion, gender, sexual orientation, gender identity or expression, citizenship, national origin, ancestry, disability, age, genetic information, pregnancy, veteran/military status or other characteristic protected by law or MHS policy.
 - 1.2. MHS does not tolerate discrimination based on any of the characteristics in section 1.1. above. This includes in recruitment, hiring, promotions, transfers, discipline, terminations, wage and salary administration, benefits and training. MHS supports diversity and inclusion in all its activities.
2. MHS applies principles of diversity, equity, inclusion, non-discrimination and non-retaliation to its relationships with other Workforce Members, patients and the community.
3. MHS provides reasonable accommodations for qualified applicants and employees with disabilities in accordance with the Americans with Disabilities Act and other applicable laws. Similarly, religious accommodations are provided in accordance with applicable laws. Requests for accommodation or questions about accommodation are made to an applicant's Human Resources contact, an employee's immediate supervisor or through the HR Business Partner Services area of Human Resources.
4. Reporting and Investigating Concerns of Potential Discrimination. Individuals who have concerns involving potential discrimination based on a protected characteristic(s) submit their concerns in writing as soon as possible to HR Business Partner Services. Individuals may also report concerns including anonymously, through The MetroHealth Ethics Line (MEL) at (216) 778-1660 or at www.metrohealth.org/compliance. Anonymous complaints will be investigated to the extent feasible based on the information provided, and more information may be necessary for full investigation.
 - 4.1. The reporting individual's written submission should include details about all relevant dates, events, and facts, identify all individuals involved and any witnesses, and explain why the individual believes that discrimination may be involved.

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Owner: ADMINISTRATIVE SERVICES

Effective Date: 10/29/2021

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- 4.2. Should concerns be raised to other members of management, management contacts HR Business Partner Services. All supervisory employees are responsible for monitoring compliance with this policy, reporting concerns to HR Business Partner Services and taking immediate appropriate action when necessary.
 - 4.3. MHS takes concerns involving potential discrimination seriously. MHS investigates and takes appropriate remedial action to address violations. See procedures and standards in Policy EC-05 Investigating Reported Concerns. To address situations promptly, concerns need to be brought to the attention of management as soon as possible. To support this process, individuals should be available, fully cooperate, and provide truthful information during investigations.
 - 4.4. Upon resolution of the matter, HR Business Partner Services confirms with the reporting party that the matter has been investigated and resolved.
 - 4.5. Should the reporting individual disagree with resolution of the matter, the individual notifies HR Business Partner Services. Such concerns are escalated to members of senior management for further review as appropriate based on the circumstances.
5. MHS prohibits action or treatment that is based on a protected characteristic(s) that is undertaken by or toward non-employees associated with MHS, including non-employee Workforce Members.
 - 5.1. This applies to complaints by or regarding all individuals who perform work or services, train, or volunteer for MHS at any MHS location, including but not limited to contractors, vendors, suppliers, students/trainees, student teachers/trainers, non-employees, and volunteers, as well as actions by and towards patients and visitors.
 - 5.2. Complaints regarding such concerns are reported to HR Business Partner Services or the MEL hotline. Any such concerns are investigated and handled as appropriate based on the circumstances.
 6. Appropriate corrective action, up to and including termination of employment, is taken regarding individuals who violate this policy, as well as individuals who intentionally make false allegations or otherwise make complaints that are not in good faith.
 7. Policy of Non-Retaliation. MHS wants everyone to feel comfortable sharing concerns and asking questions without worrying about retaliation. It is MHS' policy that no individual is subject to retaliation or punishment for having made a good faith complaint under this policy or for having participated in an investigation. Any concerns of retaliation should be reported immediately to HR Business Partner Services or the MEL hotline. See policy [HR-80 - Non-Retaliation](#).
 8. Confidentiality. MHS takes every reasonable measure to maintain confidentiality during and after an investigation. MHS generally shares information only as necessary to investigate and take appropriate action, and only with those who have a need to know. MHS may need to report certain situations outside of MHS, such as to law enforcement or other authorities.

End Notes

- ¹ Workforce Member: Employees, providers, volunteers, trainees, and other persons whose conduct, in the performance of work for MHS, is under the direct control of such entity, whether or not they are paid by MHS.

Dates

Initiated June 1991

Reviewed/Revised: March 1997, January 2000, June 2002, August 2007, September 2008, September 2015, August 2019, October 2020, October 2021

Approved

Deborah Southerington - Vice President of Human Resources
MHS Policy Committee

SYSTEM POLICY

HR-80 - Non-Retaliation

Owner: ADMINISTRATIVE SERVICES

Key Points

- This policy applies to MetroHealth System (MHS) Workforce Members.¹
- To facilitate a culture of ethics and accountability and to ensure compliance with applicable anti-retaliation laws, MHS does not tolerate retaliation against any Workforce Member.

Policy

1. MHS prohibits retaliation against Workforce Members who report suspected wrongdoing in good faith.
2. Retaliation:
 - 2.1. Retaliation is an adverse action taken to discourage another Workforce Member from, or to punish another Workforce Member for, raising a concern either internally or externally in good faith, for assisting others in raising a concern, or for providing information or participating in activities related to a concern.
 - 2.2. Examples of retaliation:
 - 2.2.1. Retaliation includes adverse action taken by an individual in a supervisory role against another Workforce Member, either directly or through others.
 - 2.1.2. Retaliation could include but is not limited to, unwarranted disciplinary action or termination of employment, demotion or failure to promote, or engaging in harassing conduct.
 - 2.2. To raise a concern in good faith is to provide complete, honest and accurate information to the best of one's ability.
 - 2.3. Please note that not every adverse employment action is an effort to retaliate, even if the Workforce Member has previously engaged in activities surrounding a concern.
3. Reporting Concerns:
 - 3.1. MHS maintains a work environment where Workforce Members can comfortably ask questions or raise concerns without fear of retaliation. Concerns may include such suspected wrongdoing as a violation of MHS policy or the law, harassment or discrimination, or engaging in whistleblowing conduct.
 - 3.2. Workforce Members have a responsibility to report suspected wrongdoing.
 - 3.3. Workforce Members report perceived retaliation as soon as possible after the perceived retaliation occurs.
 - 3.4. MHS responds to Workforce Members' concerns regarding perceived retaliation in an appropriate and timely manner.
4. Supervisors/managers have the following responsibilities:
 - 4.1. Maintain a work environment where Workforce Members feel comfortable raising concerns and asking questions.
 - 4.2. Create and sustain a work environment where retaliation is not tolerated.

HR-80 - Non-Retaliation

Owner: ADMINISTRATIVE SERVICES

Effective Date: 10/29/2021

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- 4.3. Respond appropriately to Workforce Members' concerns regarding perceived retaliation by contacting Human Resources immediately with any allegation of retaliation.
- 4.4. Cooperate fully in the review of any retaliation claim.
- 4.5. Take prompt and appropriate action directed by Human Resources where concerns of retaliation are supported through the investigation process.

End Notes

¹ Workforce Members: Employees, providers, volunteers, trainees, and other persons whose conduct, in the performance of work for MHS, is under the direct control of such entity, whether or not they are paid by MHS.

Dates

Initiated: August 2020

Reviewed/Revised October 2021

Approved

Deborah Southerington, VP Human Resources
MHS Policy Committee