

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

Wednesday, November 9, 2022

10:00 am – 12:00 pm

The Glick Conference Center Room AC2-311A and via Zoom

Meeting Minutes

Committee Members Present: Ms. Chappell-I, Mr. Moss-I, Ms. Whiting-I¹

Other Trustees Present: Ms. Dee-I, Dr. Silvers-I, Dr. Walker-I

Staff Present: Dr. Boutros-I, Ms. McBride-I, Ms. Rajki-I

Ms. Chappell called the meeting to order at 10:05 am.

(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 August 10, 2022, Committee meeting were approved as submitted.

II. **Information Items**

A. Planning for Officers / Committee Vice Chairs

Ms. Chappell stated there had been discussions around the interest in becoming an officer and the benefits of being prepared for leadership transitions in the future. Dr. Walker has expressed interest in becoming a Chair and the bylaws support a chair-elect position. The committee discussed their support for Dr. Walker in this role. As the time for a potential transition may be nearing, Ms. Chappell again asked that any interested Trustees reach out to her express their interest in serving.

¹ I-In-person; R-Remote

The MetroHealth System Board of Trustees

Ms. Chappell noted that she had not received any response as it relates to the vice-chair positions for committees. Ms. Chappell indicated this item could be revisited once there are more members of the Board of Trustees.

B. Meeting Calendar for 2023

Ms. Chappell informed the members of the extensive work the staff does to prepare for meetings. In looking at this, the Board of Trustees calendar for 2023 was reviewed and two possible options were given for the cadence of committees and Board of Trustees meetings. Ms. McBride reviewed the current schedule and informed the members, as it stands, there would be an extra committee added to the already busy day, with the separation of the Executive Committee from the Equity, Inclusion and Diversity Committee. The committee discussed the fact that the cadence would be altered with an additional committee and also recognized that if a trustee or staff member has a conflict with committee day, they miss the entire series of meetings until the next quarter. Therefore, two proposals were prepared. Proposal A is the same cadence as the current schedule, with a total of 12 meeting dates under the current schedule.

The alternative is Proposal B, which takes the committees and put them into two cohorts. The committees would continue to meet quarterly; although now, there would be one meeting day per month on a half day basis, followed by the Board of Trustees meeting. The committee discussed the pros and cons of each approach and agreed that there would be value to further exploring Proposal B – including that it would allow for more continuous touch points for the new, incoming CEO. The committee asked staff to confirm with Craig Richmond, CFO, whether the Finance and Audit & Compliance meetings could be shortened to 90 minutes, which is called for under Proposal B. Then, the calendars will be put before the full Board on November 21st for vote.

Ms. Chappell indicated that all further matters to be considered at this meeting involved discussions of pending litigation and information subject to attorney-client privilege. Upon unanimous roll call vote, the Committee went into Executive Session to discuss such matters at 10:38 am.

III. Executive Session



The MetroHealth System Board of Trustees

Following Executive Session, the meeting reconvened in open session at 12:01 pm.

IV. Recommendation/Resolutions Approvals

A. Resolution to Approve Transition Plan and Temporary Modifications to Delegations of Authority

The Committee unanimously approved a resolution to approve a proposed Transition Plan and Temporary Modifications to Delegations of Authority for full Board action.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 12:03 pm.

Laura C. McBride
Senior Vice President & General Counsel