

The MetroHealth System Board of Trustees

BOARD OF TRUSTEES SPECIAL MEETING

Thursday, December 2, 2022

MetroHealth Glick Conference Center (AC2-311A) and via Zoom

8:30 a.m.

Meeting Minutes

Board Members¹:	Ms. Inajo Davis Chappell-R, Ms. Maureen Dee-I, Mr. John Hairston-R, Mr. Robert Hurwitz-R, Mr. John Moss-R, Dr. JB Silvers-I, Dr. E. Harry Walker-I, Ms. Vanessa Whiting-I
Staff¹:	Dr. Nabil Chehade-R, Ms. Laura McBride-R, Ms. Jane Platten-I, Ms. Sonja Rajki-I, Mr. Mike Tobin-R
Guests¹:	Dr. Akram Boutros-R, Mr. Howard FencI-R, Ms. Gail Long-R, Mr. Dave Matty-R, Mr. John McCaffrey-R, Mr. Bill Hanna-R, Ms. Hannah Smith-R, Mr. Mark Wallach-R

Ms. Whiting called the meeting to order at 8:30 a.m.

Ms. Whiting noted that members of public were present. Ms. Whiting inquired if anyone would like to make a public statement.

Mr. Matty advised that he wanted to make sure that everyone is aware that the McGregor Group is recording the meeting. Mr. Matty requested to be notified after the Board of Trustees returns from executive session because he would like to be present for the public meeting. He also requested that the Board notify Dr. Boutros and McGregor Group. Mr. Matty further noted that the second part of the public session would be recorded.

Ms. Whiting indicated that the matters to be considered at this meeting involve conferences with attorneys for the public body concerning disputes involving the public body that are the subject of pending or imminent court actions and for discussion of related actions including the potential engagement of an independent auditor. Upon

¹ I – attended in person; R – attended remotely via Zoom

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motion by Ms. Chappell, a second from Mr. Moss, and a unanimous roll call vote, the Board went into executive session to discuss such matters at 8:37 a.m.

Following executive session, the meeting reconvened in open session at 10:24 a.m. with Trustees Chappell, Dee, Hurwitz, Silvers, Walker, and Whiting in attendance.

Ms. Dee noted that, on behalf of the Board and under attorney-client privilege, Tucker Ellis requested that professional consulting firms submit written proposals to support further investigation into the unauthorized CEO bonus compensation. Ms. Dee noted that such engagements are exempt from competitive bidding under Ohio law, but that Tucker Ellis, in conjunction with MetroHealth had solicited written proposals pursuant to MetroHealth protocols for such solicitations.

Ms. Dee described that the firm will complete an assessment of MetroHealth's internal controls, governance and oversight, and business processes specific to CEO compensation, and will summarize its findings and recommendations in a written report. Proposals are being evaluated based on firm reputation, relevant experience, staff strength, timelines, fees, and commitment to equity, inclusion and diversity.

Ms. Dee noted that the cost of the engagement will be within the President and CEO's approval threshold for professional services engagements and does not require action by the Board. However, the engagement is being discussed with the entire Board based on its importance and sensitive nature.

Ms. McBride displayed and Ms. Rajki read the proposed resolution for Approval of an External Auditor for CEO Compensation.

Ms. Chappell inquired if the Board expects the engagement to approach or exceed the \$500,000 spending authority delegated to the CEO. Ms. Dee and Mr. McCaffrey responded that the submitted proposals are below that amount.

Ms. Whiting asked Ms. Dee for more detail on the process. Ms. Dee responded that they sent out an RFP which described exactly what they are looking for. The firms submitted proposals and that Tucker Ellis, alongside Ms. Dee and Mr. Moss and MetroHealth staff, reviewed the bids. Ms. Dee stated that if they believed anything was missing or absent from the proposal, they asked about it. They have received final submissions.

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Ms. Rajki advised that the audit is not to be directed by management but will be independent.

Upon a motion made and seconded, the Board unanimously approved the resolution.
RESOLUTION NO. 19543

There was a question raised by a Trustee regarding insurance coverage. The question was deferred as outside the scope of the special meeting.

There being no further business to bring before the Board, the meeting was adjourned at approximately 10:39 a.m.

Respectfully submitted,

THE METROHEALTH SYSTEM

Vanessa Whiting, Chairperson