

# The MetroHealth System Board of Trustees

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## GOVERNANCE COMMITTEE MEETING

Wednesday, February 22, 2023

2:00-3:30 pm

The MetroHealth System Board Room K-107

### Meeting Minutes

**Present:** Ms. Inajo Chappell-I, Ms. Maureen Dee-I, Mr. John Hairston-R, Mr. Robert Hurwitz-R, Mr. John Moss-R, Dr. E. Harry Walker-I, Ms. Vanessa Whiting-R<sup>1</sup>

**Staff:** Dr. Airica Steed-R, Ms. Laura McBride-I, Ms. Sonja Rajki-R

**Guests:** Ms. Jasmine Boutros-R, Ms. Michelle Folken-R, Ms. Elizabeth Reid-I

Ms. Chappell called the meeting to order at 2:01 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 9, 2022, Governance Committee Meeting were unanimously approved as submitted.

### **II. Information Items**

#### **A. Trustee Vacancy**

The Committee discussed the need to and process for filling the Trustee seat left open by Mr. Monnolly's resignation. Further, Ms. Chappell informed the group of the upcoming expiration of the terms for the Board Chair and Vice Chair. Once a candidate is identified, the process takes approximately 12-16 weeks. The Committee discussed the skill sets that the Board has identified as areas of greatest benefit, which will be shared with the County Executive for his consideration.

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

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**B. Board Policies – Update and Timeline**

Ms. Chappell reminded the Committee that the Governance Committee has the charge of reviewing appropriate policies for the Board of Trustees. The Committee has made good progress and there were policies formalized across seven different topic areas in 2022. The next policies slated to be brought to the Committee for review are policies regarding Medical Staff Credentialing and Related Entities. It is expected that drafts of these policies will be presented at the next meeting.

**C. Governance Institute – Membership and Available Resources**

Ms. Chappell announced that MetroHealth has reinstated its membership with the Governance Institute and introduced Michelle Folken and Elizabeth Reid from the Governance Institute. Ms. Folken and Ms. Reid introduced themselves and gave a brief background on the Governance Institute for the Committee. Ms. Folken shared a slide presentation with the benefits of the membership and what MetroHealth can anticipate. Ms. Folken explained the purpose of the Governance Institute membership is to ensure all our physicians, executive leaders, and Trustees have full access to the resources. Further questions can be directed to Ms. Folken or Ms. Reid. Ms. Folken shared that a virtual session will be available to all the trustees.

**D. Board Clerk/Staff Support**

The Committee discussed the potential for a board clerk role to support the Board of Trustees. Such a role can assist with the workload on staff and facilitate the development of processes and procedures. Many public entities have clerks who work directly with and report to the board. Mr. Moss asked that there be an in-depth look at other similar organizations to ascertain what works, what does not work and how the position serves the trustees. Ms. Rajki informed the Committee, in working with the Governance Institute, they have obtained various job descriptions in different models and based upon this information, they have noted several items in which this position would be responsible, including obtaining and putting the board books together, completing notices, ensuring minutes are posted to the website in a timely manner, etc. The Committee discussed that the next steps would be to work on the job description. Ms. Chappell asked that the Governance Committee review the job description. It was decided that the job description would be presented to the full Board for review, comments/questions in March.

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## III. Executive Session

Ms. Chappell asked for a motion to recess into executive session to conference with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action. Dr. Walker made the motion and Ms. Dee seconded. The Committee held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purposes stated by Ms. Chappell.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 2:44 pm.

## Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 3:02 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

There being no further business to bring before the Board, the meeting was adjourned at 3:05 pm.

**THE METROHEALTH SYSTEM**

Inajo Chappell, Chairperson

**Next Meeting:** Wednesday, September 27, 2023, 2:00 – 3:30 pm  
MetroHealth K-107 Board Room or via Zoom