

The MetroHealth System Board of Trustees

SPECIAL BOARD OF TRUSTEES MEETING

Friday, May 26, 2023

2:00 - 5:00 pm

MetroHealth Middleburg Heights November Family Health Center
Conference Room 1D21

Meeting Minutes

Board Members: Inajo Davis Chappell-I, John Corlett – I, Maureen Dee-I, John Hairston-I, Robert Hurwitz-I, John Moss-I, Dr. JB Silvers-I, Dr. E. Harry Walker-I, Vanessa Whiting-I

Staff Present: Laura McBride-I, Sonja Rajki-I, Dr. Airica Steed-I

Guests: Kim Russel-I¹

Dr. Walker called the meeting to order at 2:06 pm and welcomed everyone. He thanked the Trustees for completing the Board self-assessment and attending this special meeting. Dr. Walker then introduced Kim Russel.

Ms. Russel stated that one of the foundations of good governance is to do a board self-assessment. She said not all boards do these and completing an assessment shows commitment. She also noted that the Board's assessment included 100% participation, which shows full commitment and should be commended.

Ms. Russel summarized the Trustees' responses to the self-assessment and explained the benchmarking of Board self-assessments from the Governance Institute.

Ms. Russel highlighted the items that show a high correlation in the answer and the Trustees engaged in discussion around those questions and the responses.

Ms. Russel provided some background in best practices regarding the relationship between the Board and the CEO, including partnership, communication and oversight.

The Trustees discussed what types of topics should be coming to the Board and what types of information items may need to be communicated between meetings. The Trustees also

¹ I-In-person, R-Remote

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offered insights into the types of items they would like to receive information about in between board meetings.

The Trustees also discussed the use of Board committees and Dr. Steed offered insights into how she would like the executive team to interact with the Trustees who are Board Committee chairs.

Ms. Russel then reviewed Board self-assessment responses that were areas of strength and those that were items of opportunity. The Trustees engaged in conversation about the responses.

Dr. Walker specifically asked for feedback from comments on the Board's involvement in the credentialing process and it was agreed that continuing education on the process would be worthwhile and that the credentialing audit could be reported out to the Board.

Other areas, including aligning the clinical and economic goals of the System and the process for future strategic plan development were discussed.

The Trustees also discussed the Board's orientation and how the orientation process could be adjusted as new Board members are brought on.

The Board discussed rotating Board meeting location to visit other MetroHealth sites.

Ms. Russel then asked the Board to reflect on what is needed from the Board Chair and from the new CEO.

Regarding the Board Chair position, Trustees relayed that they were grateful for the Board Chairs past and present and for all that they do. Given the new Board Chair is a physician, they wanted him to continue to foster his relationships with providers. They also look to him to have a united front with the CEO in relationships with governmental and community partners.

Regarding the CEO position, Trustees relayed that they appreciate overcommunication, either to them or through the Chair and that the Board supports the CEO and is here to help her and the System in carrying out the System's important work.

Ms. Russel also prompted Dr. Steed to relay what she needs from the Board. Dr. Steed affirmed that their support was felt and will continue to be needed. She also seeks constructive feedback, introductions to open doors to community members and partners, and will need their insights as she prioritizes her time.

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The Trustees then discussed the need for Board members, as there is an open seat and two expired seats. Given the heavy load of the Board and the committees, it is important to have a full number of Board members.

The Board also discussed educational opportunities through the Governance Institute and other applicable seminars that are available.

Ms. Russel and the Trustees reflected that the time spent at the meeting included a lot of great discussion. The feedback will be used for the Board's governance action plan going forward. Ms. Russel commended the Trustees for their commitment and relayed that there is no more important time to be serving on a health system board than right now.

Dr. Steed added that she is inspired by the Trustees' overarching commitment to the System.

Dr. Walker then stated that there was a matter to be discussed in executive session. Dr. Walker relayed the purpose of the executive session is to conference with the public body's attorney to discuss pending or imminent court action.

Dr. Walker asked for a motion to recess into executive session to discuss the matter. A motion was made by Ms. Whiting and seconded by Mr. Corlett to recess into executive session. The Board held a roll call vote with all members voting to approve the motion to go into executive session for the purpose stated by Dr. Walker at 4:31pm.

Following the executive session the meeting reconvened in open session at approximately 4:34pm.

There being no further business to bring before the Board, the meeting was adjourned.

THE METROHEALTH SYSTEM

E. Harry Walker, M.D., Chairperson

NEXT REGULAR MEETING: Wednesday, June 28, 2023
5:00 – 7:00 pm
The MetroHealth Board Room K-107 or via Zoom