

The MetroHealth System Board of Trustees

EXECUTIVE COMMITTEE OF BOARD OF TRUSTEES MEETING

Wednesday, July 20, 2023

5:00-6:30 pm – via Zoom

Meeting Minutes

Committee Members:	Maureen Dee-R, J.B. Silvers-R, E. Vanessa Whiting-R
Other Board Members:	Inajo Chappell-R, John Corlett-R, Robert Hurwitz-R, John Moss-I, E. Harry Walker-R
Staff:	Joseph Frolik-R, Laura McBride-R
Guest:	Jasmine Boutros-R, Suzanne Aral-Boutros-R, Sabrina Roberts-R, Julie Washington-R

Dr. Walker called the meeting to order at 5:01 pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

(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 April 26, 2023, special meeting were unanimously approved as submitted.

II. Executive Committee Charter

Dr. Walker and Ms. McBride reviewed proposed changes to the charter.

The Committee discussed whether to include in the charter that all Trustees are invited to the Executive Committee. After a robust discussion, it was agreed, going forward, all meeting invitations, meeting correspondence and minute templates would list as follows:

The MetroHealth System Board of Trustees

(1) Committee Members; (2) Other Board Members; (3) Staff and (4) Guest going forward to provide clarification to all internal and external constituents for all committees.

Also, it was agreed that the charter would be revised to include a notation that “All board members are welcome to attend.”

A motion was made and seconded, to move the Executive Committee charter, with outlined changes, to the Governance Committee for approval.

III. CEO Performance Assessment

Dr. Walker noted that, as Dr. Steed has been with MetroHealth for seven months, the Board of Trustees will be prepared to conduct a performance assessment with Dr. Steed in approximately January 2024.

Dr. Walker also noted that the Trustees had received the questions used for the last CEO performance assessment (in 2021), along with suggestions from the Governance Institute. The Committee discussed potential changes to the form. It was suggested that the section on government relations should be expanded to include, separately, local government; state government; federal government.

The Committee also recognized that adding “unable to rate” is an important aspect, as the Trustees may find items in the assessment where they have no knowledge. The Committee also discussed how best and when to receive feedback from stakeholders outside of the Board (including staff and external partners). Several suggestions were given - including exit interviews, specific groups of individuals who have contact with the CEO, 360 reviews, Employee Engagement Surveys. It was agreed that the Committee would appreciate hearing the new Chief People Officer’s input around best practices in this regard. Dr. Walker concluded the discussion by noting that he appreciated the Trustees’ input and the Committee would come back toward the end of the year to finalize the plans for the CEO performance assessment, including a timeline of steps.

IV. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss the employment and compensation of a public official, to discuss proprietary hospital trade secrets, and to confer with an attorney for the public body regarding pending or imminent litigation involving the public body. Mr. Moss made a motion and Ms. Chappell seconded. The

The MetroHealth System Board of Trustees

Board held a roll call vote with all Trustees in attendance voting to approve the motion to go into executive session for the purposes stated by Dr. Walker.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 5:38 pm.

Following the executive session, the meeting reconvened in open session at approximately 6:20 pm.

There being no further business to bring before the Executive Committee of the Board, the meeting was adjourned at approximately 6:21 p.m.

Respectfully submitted,

THE METROHEALTH SYSTEM

E. Harry Walker, M.D., Chairperson