



The MetroHealth System

Board of Trustees

Wednesday, February 14, 2024

2:00pm - 3:30pm

via Zoom

Executive Committee

Regular Meeting

The MetroHealth System Board of Trustees

EXECUTIVE COMMITTEE

DATE: February 14, 2024
TIME: 2:00 pm – 3:30 pm
PLACE: The MetroHealth System Board Room (K-107) or via Zoom
<https://us02web.zoom.us/j/85210100214>

AGENDA

I. **Approval of Minutes**
Minutes of the November 20, 2023, meeting of the Executive Committee

III. **Executive Session**

Return to Open Meeting

The MetroHealth System Board of Trustees

EXECUTIVE COMMITTEE OF BOARD OF TRUSTEES MEETING

Monday, November 20, 2023
11:15 am – 12:00 pm – via Zoom

Meeting Minutes

Committee Members:	Maureen Dee-R, J.B. Silvers-I, E. Harry Walker, MD-I Vanessa Whiting-R
Other Board Members:	Inajo Chappell-I, John Corlett-R, John Hairston-R, Robert Hurwitz-R, John Moss-I,
Staff:	Laura McBride-I, Sonja Rajki-I, Airica Steed-R, Dalph Watson-R,
Guest:	Elizabeth Reid-R, Lindsay Laug-R

Dr. Walker called the meeting to order at 11:18 am, 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 July 20, 2023, special meeting were unanimously approved as submitted.

II. Annual President and CEO Assessment

Dr. Walker thanked everyone for coming in earlier than the start of the original schedule of meeting. He went on to explain that the Board of Trustees has the charge of completing an annual President and CEO assessment and this meeting is called in order to ascertain the structure of how the Trustees would accomplish this task. To assist with the process, Dr. Walker informed the group, they have asked Lindsay Laug of the Governance Institute

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to provide some guidance on the varying process that could be utilized in assisting with the success of the President and CEO's assessment.

Dr. Walker turned it over to Lindsay. Ms. Laug introduced herself and explained her role with the Governance Institute is Solutions Expert and Strategic Advisor. Ms. Laug explained that the hope is to walk through what an ideal CEO assessment process would look like and to address any questions from the trustees.

Ms. Laug explained that one of the most important parts of doing an evaluation for the CEO is happening today, by working to put in a process prior to the assessment taking place. Ensuring there is good documentation, whether via policies or written process on what the process would entail. It is always a good ideal to update ones process on an annual basis and to ensure that the president is involved in the process. Ms. Laug shared a contemporary model of an evaluation with the group and showed, based on this model the most important aspects of the CEO Assessment.

Ms. Laug shared with the group, the Governance Institute has a comprehensive and a shortened version of the CEO Assessment tool. These options are based upon metrics for items that the Governance Institute knows are most important for overall executive achievement. It is very important to ensure the questions on the assessment are also inclusive of the goals that have been established for Dr. Steed; there may be a need to add in custom questions to ensure the assessment is fully comprehensive.

Ms. Chappell asked if it has been the experience of the Governance Institute that the CEO would do a self-assessment for the Board to consider as well? Ms. Laug explained there are a variety of ways to administer the tool, (1) just to have the Board complete the assessment; (2) having the Board, as well as the CEO, the benefits of this options would be able to see a side-by-side of how the results are assessed, where there may be gaps and opportunities for better dialog and (3) a 360 option is available, where the Board, CEO and direct reports and other cohorts would provide feedback on the CEOs performance. If this option is chosen, the Governance Institute recommends that it is stressed that the most important cohort would be the Board when evaluating the results from a 360 review.

Ms. Watson relayed, in her experience, the CEO always provided feedback in their assessment. This gives the opportunity for the CEO to see their performance in relation to how the Board of Trustees would see their performance and if there is a huge gap, then this is something the Board would take note of and it also gives the CEO the opportunity to call out items, successes and opportunities they see within themselves that the Board may miss during the process. Ms. Watson explained to the Trustees, that it has not been

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her experience, in the first year of a CEO's tenure to have a 360 Assessment utilized with such a unique set of circumstances, there is always an opportunity for the potential of bias with a 360 as individuals are adjusting to the new CEO.

Dr. Walker expressed to the group, his thought is he would like to find a tool that all of the trustees agree upon and that the tool be able to be utilized by the Board and the CEO, as comparison is extremely important, and this is the purpose of today's meeting. Mr. Moss indicates his take on the 360 would be to hear what individuals are saying and not weighing a lot on what is said, it would be helpful to hear the different perspectives of individuals providing the feedback. Mr. Corlett informed the group that he was with MetroHealth at a time when they did 360 and they were not particularly effective; although, he shared there should be some tool where the CEO can provide a self-assessment of themselves where it could be weighted against what the Board thinks as it is helpful. Ms. Dee stated, she would favor obtaining feedback from the CEO on their performance; and is not opposed to any form the Board chooses for this process.

Ms. Laug informed the group, once a tool is selected and any custom questions are added, the process is all electronic, then sent out by Dr. Walker to all Board member for completion. Once all evaluations are completed, they are returned to the Governance Institute, with everything being anonymous and the results will be sent back to the Governance Institute, with all results being sent back to the Board chair, collectively; with the comments being sent back verbatim from all who wrote them. The assessment will be left open for two weeks and within two weeks of the close of the assessment, with the ultimate goal being 100% participation and at a very minimum, a participation rate of 80%. Once the results are received by the designated individuals, the results will also be sent over to Dr. Steed as well. The goal should be to review the results within three-five days and prepare, then for an inperson meeting that would take place between Dr. Steed and the Board Chair or Vice-Chair. The goal of the meeting with Dr. Steed and the Board Chair is to determine next steps, what are key takeaways and next steps for addressing any gaps and/or opportunities for achieving the goals.

Dr. Walker informed the group that at first glance, he is more in line with conducting the CEO evaluation via the long form, as it appears to be more comprehensive and Dr. Walker asked that the trustees review the form and provide feedback and if this is the most viable way to evaluate the CEO. Ms. Laug informed the trustees that the form would be sent to them electronically and each trustee could take a few moments to review and provide their feedback to Dr. Walker about the use of the comprehensive form.

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Dr. Silvers questioned the usage of the numbers 1-10 on the evaluation and the ratio of what the scale means, for instance, how many individuals receive 10 and what would the 10 be ranked as there is a bias against higher numbers and asked if the Governance Institute could provide a framework to allow the trustees to understand the importance of the rating. Ms. Laug indicated, while this question had never been asked, she does believe that zero would be low and 10 would be high and no real parameters and the idea it to look at the overall performance of that dimension and thinking about all of the questions being asked on that particular dimension. Currently, the scale would look like 9-10 very favorable; 6-8 midrange and 0-5 below average. Ms. Chappell indicated that each trustees ranking would be different from other trustees, so if they could have parameters around the numbers for the rankings, it would assist the trustees in ensuring that an accurate evaluation of the CEO is done. Ms. Laug indicated for MetroHealth, if the trustees wanted to set a standard to ensure they are all looking at the items all the same.

After discussion, it was decided that Ms. Watson would provide and work with Dr. Walker for a ranking explanation to ensure the trustees are recording the performance of the CEO accurately and when the assessment is sent to the trustees, this information will be provided.

Ms. Laug, in summary stated, they would recommend that MetroHealth in a public board meeting, sharing the process for the CEO evaluation taking place, this can also be included in a board chair report-out as an agenda item and then share the results of the next steps, what are areas of opportunities, in an executive session of a Board of Trustees Meeting, remembering, not to belabor on the results; but what are the next steps coming out of the results, moving forward. In an executive session, all or part of the results of the evaluation should be shared, a decision that would need to be made by the trustees.

III. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss the appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee. Ms. Chappell made a motion and Mr. Moss seconded. The 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 11:54 am.

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Following the executive session, the meeting reconvened in open session at approximately 12:01 pm.

There being no further business to bring before the Executive Committee of the Board, the meeting was adjourned at approximately 12:01 p.m.

Respectfully submitted,

THE METROHEALTH SYSTEM

E. Harry Walker, M.D., Chairperson