

The MetroHealth System Board of Trustees

GOVERNANCE & LEGAL COMMITTEE

August 11, 2021

Meeting Minutes

Committee Members Present:	Ms. Whiting, Ms. Davis Chappell, Ms. Dee, Mr. Moss
Other Trustees Present:	Mr. Silvers, Mr. Hurwitz (zoom), Mr. Hairston (zoom)
Staff Present:	Dr. Boutros, Ms. Platten, Mr. Stern, Dr. Boulanger, Mr. Richmond, Dr. Chehade, Ms. McBride, Mr. Phillips (zoom)
Guest:	Sanjay Gandhi, MD

Chairperson Davis Chappell called the meeting to order at 10:04 am.

1. **Approval of Minutes**

The minutes of the May 12, 2021 Committee meeting and a special committee meeting on May 14, 2021, were both approved as submitted.

2. **Information Items**

None.

3. **Recommendation/Resolutions Approvals**

A. Recommendation to the MetroHealth System for the Approval of Amended Bylaws and Rules and Regulations for the Medical Staff.

Sanjay Gandhi, MD., President-Elect of the MetroHealth Medical Staff, presented proposed amended Medical Staff Bylaws and Rules and Regulations for the Board's consideration. Dr. Gandhi described the process involved in preparing the proposed amendments, explained the context for the changes, and confirmed that the proposed changes were recently approved by a vote of the Medical Staff. After discussion, the Committee unanimously approved the recommendation for full Board action.

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Ms. Davis Chappell indicated that matters now to be considered at this meeting involved discussions of matters subject to attorney-client privilege. Upon unanimous roll call vote, the Committee went into Executive Session to discuss such matters at 10:15 am.

Following Executive Session, the meeting reconvened in open session at 11:05 am.

B. Recommendation for the Approval of a Policy Relative to the Open Meetings Law.

The Committee unanimously approved the recommendation for full Board action.

C. Recommendation for the Approval of a Policy Relative to Conflicts of Interest.

Additional revisions relative to the Conflict of Interest policy will be addressed for further consideration.

Ms. Davis Chappell indicated additional matters to be considered at this meeting involved discussions of trade secrets and matters required to be kept confidential by law. Upon unanimous roll call vote, the Committee went into Executive Session to discuss such matters at 11:44 am.

Following Executive Session, the meeting reconvened in open session at 11:54 am.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 11:55 am.

Laura C. McBride
Senior Vice President & Co-General Counsel