

# The MetroHealth System Board of Trustees

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## GOVERNANCE COMMITTEE

Wednesday, May 11, 2022

10:00 am – 12:00 pm

MetroHealth Board Room K-107 and via Zoom

### Meeting Minutes

**Committee Members Present:** Ms. Chappell, Mr. Hurwitz, Mr. Moss, Ms. Whiting

**Other Trustees Present:** Ms. Dee, Mr. Hairston, Dr. Silvers, Dr. Walker

**Staff Present:** Ms. McBride, Ms. Rajki

Ms. Chappell called the meeting to order at 10:01 am.

(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 February 9, 2022 Committee meeting were approved as submitted.

#### II. **Information Items**

##### A. **Updates on Trustee Appointments**

Ms. Chappell stated that the reappointments of John Moss and Terence Monnolly will be confirmed at the next Cuyahoga County Meeting. This will be a six-year term limit. The County will also add John Corlett to the Trustee Board. It is undetermined when he will be confirmed or the length of his term.

Ms. Dee has been appointed by Chairperson Whiting to Chair the Audit and Compliance Committee.



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## **B. Updates on Director & Officer Appointments**

Ms. Chappell discussed the reappointment of the Officers: Chair, Vice Chairperson and Secretary. It was suggested to keep the same slate of officers in place at least until the opening of the Glick Center and the new President/CEO is named. The current officers consist of: Vanessa Whiting, Chair; J.B. Silvers, Vice-Chairperson; and Terence Monnolly, Secretary.

The Committee discussed the need to look at the longevity of Board to prepare for the next Board leadership in order to continue to grow. It is important to identify skills that would benefit the Board and MetroHealth. The Committee discussed that pending House Bill 405 may expand the Board to 15 possible members and allow individuals who reside outside of the county to be eligible. Ms. Chappell asked all Board Members to send Ms. Chappell or Ms. McBride the names of 2-3 people to recommend to the Board in which they feel would have the skill set to help move this Board forward.

The Committee also discussed update to the Skills Matrix for current Board Members. This will help highlight individual unique qualities that strengthen the Board. These findings will be reported in a formal report to the Committee.

## **C. COVID Vaccine Requirements**

The COVID-19 vaccine requirement for all employees also includes the Board of Trustees. An email will be sent to all Board Members asking them to submit proof of vaccination.

## **D. Board Educational Session – June 8th**

The next continuing educational session will be Wednesday, June 8<sup>th</sup>. There will be two topics: Conflict of Interest and a tabletop with Todd Sagin regarding Crisis Management. The session will be in person.

Ms. Chappell indicated that all further matters to be considered at this meeting involved discussions of trade secrets, matters required to be kept confidential by law, as well as information subject to attorney-client privilege. Upon unanimous roll call vote, the Committee went into Executive Session to discuss such matters at 10:56 am.



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## III. Executive Session

Following Executive Session, the meeting reconvened in open session at 11:50 am.

## IV. Recommendation/Resolutions Approvals

### A. Recommendation to Approve an Amendment to the Policy Relative to Delegations of Authority

After much discussion, the Committee deferred its consideration of the resolution.

### B. Recommendation to approve an Executive Compensation Policy

The Committee unanimously approved the recommendation for full Board action.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 11:57 am.

Laura C. McBride  
Senior Vice President & General Counsel