

# The MetroHealth System Board of Trustees

---

## BOARD OF TRUSTEES SPECIAL MEETING

Thursday, November 9, 2022

MetroHealth Glick Conference Center (AC2-311A) and via Zoom

6:30 pm

### Meeting Minutes

**Board Members<sup>1</sup>:** Ms. Inajo Davis Chappell-I, Mr. John Corlett-R, Ms. Maureen Dee-I, Mr. John Hairston-R, Mr. Robert Hurwitz-R, Mr. John Moss-I, Dr. JB Silvers-I, Dr. E. Harry Walker-I, Ms. Vanessa Whiting-I

**Staff<sup>1</sup>:** Dr. Akram Boutros-I, Ms. Laura McBride-I, Ms. Sonja Rajki-I

**Guests<sup>1</sup>:** David Matty-I, John McCaffrey-I, Howard FencI-R, Thomas Fladung-R

Ms. Whiting called the meeting to order at 6:31 p.m.

Ms. Whiting indicated that all of the matters to be considered at the meeting would be held in executive session but acknowledged that Dr. Boutros had previously communicated an interest in addressing the Board in his individual capacity. Ms. Whiting invited Dr. Boutros to address the Board.

Dr. Boutros accepted the opportunity to address the Board. He distributed to the Board two written documents: a document entitled "President & CEO Supplemental PBVC Self-Assessment"; and a document entitled "Notification Timeline of Issue." Dr. Boutros read each document. In response to questions, Dr. Boutros affirmed that none of the metrics he had just presented had ever been shared with the Board previously and that he had not disclosed or shared the amount of the supplemental PBVC with the Board. Dr. Boutros asked what the Board's process was in reviewing the supplemental PBVC and when the Board would conduct an assessment of his performance in order to repay any amounts to him. Mr. McCaffrey responded that the Board would not disclose the process but was considering such an assessment for November 16 or 21.

---

<sup>1</sup> I – attended in person; R – attended remotely via Zoom

## The MetroHealth System Board of Trustees

---

Ms. Whiting then indicated that the matters to be considered at this meeting involve discussions regarding the appointment, employment, discipline and compensation of a public employee, and other matters subject to attorney-client privilege, and asked for a motion to move into executive session. Dr. Boutros then stated that, pursuant to Ohio Revised Code Section 121.22(G)(1), he requested a public hearing, and that executive session was not appropriate given his request for a public hearing.

After discussion between the Board, Ms. Chappell made a motion, which was seconded, to move into executive session to discuss matters subject to attorney-client privilege. Upon unanimous roll call vote, the Board went into executive session to discuss such matters at 6:45pm.

Dr. Boutros and David Matty left the meeting.

The meeting reconvened in open session at 8:28 pm. At that time, Ms. Whiting stated that before the board went into executive session, Dr. Boutros had requested a public hearing. However, he is incorrect and is not entitled to a public hearing, and the Board's discussion were appropriate for the stated executive session purposes. Ms. Whiting then indicated that the matters to be further considered at the meeting involve discussions regarding the appointment, employment, discipline and compensation of a public employee, and other matters subject to attorney-client privilege. Upon a motion and a second and unanimous roll call vote, the Board went back into executive session to discuss such matters at 8:31 pm.

The meeting again reconvened in open session at 9:13pm. At that time, Ms. Chappell thanked the Trustees for attending the Governance Committee meeting earlier today where the committee discussed the resolution for Approval of Transition Plan and Temporary Modification to Delegations of Authority with an amendment to include additional language requiring the involvement of the Transition Oversight Committee in plans for any future public meetings, including any annual stakeholder's meeting.

Motion was made to adopt the resolution as amended. The resolution was passed, as amended, by a majority of Trustees in attendance.

There being no further business to bring before the Board, the meeting was adjourned at approximately 9:15 p.m.

# The MetroHealth System Board of Trustees

---

Respectfully submitted,

**THE METROHEALTH SYSTEM**

Vanessa Whiting, Chairperson