

The MetroHealth System Board of Trustees

FULL BOARD REGULAR MEETING

Wednesday, January 25, 2023

5:00 – 7:00 pm

The Glick Center Room AC2-311 A, B & C and Zoom

Meeting Minutes

- Present:** Ms. Inajo Davis-Chappell-R, Mr. John Corlett-I, Ms. Maureen Dee-I, Mr. John Hairston-R, Mr. John Moss-I, Dr. JB Silvers-I, Dr. E. Harry Walker-R, Ms. Vanessa Whiting-I ¹
- Staff:** Dr. Airica Steed-I, Dr. Jennifer Bailit-I, Ms. Kate Brown-R, Dr. Julia Bruner-I, Dr. Nabil Chehade-R, Mr. Joe Frolik, Dr. Joseph Golob-I, Dr. Olusegun Ishmael-I, Ms. Julie Jacono-I, Dr. Melissa Kline-I, Dr. William Lewis-I, Dr. Julia Mason-I, Dr. Brian Mercer-I, Ms. Laura McBride-I, Mr. Alan Nevel-I, Dr. Christine Alexander Rager-I, Ms. Sonja Rajki-I, Mr. Craig Richmond-I, Ms. Regina Sawyer-I, Mr. Nicholas Sukalac-R, Gareth Vaughan-R
- Guest:** Ms. Bridget Barrett-R, Ms. Jasmine Boutros-I, Ms. Shannon Boutros-I, Ms. Suzanne Boutros-R, Ms. Tess Boutros-R, Ms. Gail Long-I, Mr. Dalton Perry-R, Ms. Sabrina Roberts-I

Ms. Whiting called the meeting to order at 5:05 pm, in accordance with Section 339.02(K) of the Ohio Revised Code.

(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 December 14, 2022, regular Board Meeting and January 11, 2023, Special Board Meeting were unanimously approved as submitted. RESOLUTION NO. 19555

II. Committee Reports

Compensation Committee – Dr. Walker gave a brief overview of the Compensation Committee meeting, including an overview of history of the committee. Dr. Steed gave an overview of the status of current and future PBVC program plans. After the discussions, it was agreed that an additional Compensation Committee meeting would be added to the schedule to allow for follow-up and to ensure the Board remains on task with its current plans.

¹ I-In-person, R-Remote

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Equity, Inclusion & Diversity Committee – Ms. Whiting said that the Equity, Inclusion & Diversity Committee was held earlier that afternoon and heard the vision of Dr. Steed in closing the health equity gap, working with the community to drive change, and focusing on the social drivers of health. It was also shared that Dr. Nabil Chehade, Chief Clinical Transformation Officer, will be working with various programs to assist with the eradication of health disparity; and Dr. Joseph Golob, Chief Quality and Safety Officer, will be working with various departments to accomplish these goals.

Finance Committee – Mr. Moss related that the Finance Committee and its Investment sub-committee meetings were held earlier that afternoon. He provided a high-level overview of the status of the System’s investments and financials.

Quality, Safety and Experience Committee – Dr. Silvers reported that the Quality, Safety and Experience Committee met earlier that afternoon and said that there is a set of data inclusive in the board book available for review. Dr. Silvers provided an overview of the Committee’s reports including various types of data and patient goals. Dr. Golob shared that the revised structure for Quality & Safety has been designed to pull all the quality components under one roof, with the development of a new office which will be focusing on clinical quality improvement and using the system of “whole system quality.” Dr. Golob also described his philosophy for continued quality improvements.

III. President and CEO’s Report

Dr. Steed shared her appreciation for her warm welcome to MetroHealth. She then asked Regina Sawyer to follow-up from the December meeting regarding concerns raised from a patient.

Ms. Sawyer informed the group that she met with the patient after the last meeting and reported on the actions taken and feedback given which included: sharing compliments made directly with staff; addressing medical records issues; feedback on pediatric specialty availability; and the location of the heart and vascular clinic and how patients may be better assisted in traveling to and from the clinic.

Dr. Steed informed the group of her vision for MetroHealth going forward including five central areas of focus; (1) clinical and academic excellence; (2) health equity; (3) community engagement and impact; (4) innovation; and (5) accelerating growth. Dr. Steed related that as more intentional conversations take place, the goals will change, in order of priority, as we move forward.

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Dr. Steed then relayed organizational restructuring plans and summarized the current recruitments for three critical roles: EVP/Chief Clinical & Academic Officer, EVP/Chief People Officer and SVP Facilities, Construction & Campus Transformation.

Dr. Steed continued by informing the group that she has been working closely with Physician and Provider Enterprise to undergo a complete transformation of the clinical and academic enterprises. The purpose is to bridge together clinical, academic, and research programs. The vision is for this to fall under the leadership of the EVP, Chief Clinical and Academic Officer, who will lead and shape the clinical and academic facets of MetroHealth's operations. Dr. Steed also informed the group of organizational changes of various other leaders.

Dr. Steed ended her report by relaying to the group that, high on her priority list, next to all the items she previously mentioned, is focusing on MetroHealth's workforce. Continuing that MetroHealth's employees are our number one asset and several actions have been put in place to help to achieve our goals relating to workforce. And finally, a key area of focus is our need to take a critical look at our campus transformation efforts, as there appear to be several areas of opportunity that have arisen around the ongoing transformation efforts.

IV. Medical Staff Report

Dr. Alexander informed the group that the medical staff report was included in the Board Book and that there are appointments, reappointments and actions for review and approval. Dr. Alexander also referenced the activities regarding the clinical practice guidelines in various areas.

Ms. Whiting asked for a motion to approve the Medical Staff Providers Appointments and the Reappointments for December 2022 and the Medical Executive Committee minutes of December 9, 2022, as presented. After a motion made and seconded, and the Board unanimously approved the resolution. RESOLUTION NO. 19557

V. Recommendation/Resolution Approval

a. Appointment of a Member of and Director to the Board of Directors of CCH Development Corporation RESOLUTION NO. 19556

Ms. Whiting brought forth a resolution for the appointment of a Member of and Director to the Board of Directors of CCH Development Corporation. Ms. Whiting explained that the Board of Trustees approved the formation of the CCH Development Corporation in 2017, indicating the company was formed to further the mission of the System by acquiring, developing, owning and managing real estate and related facilities as well as

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pursue community development, housing and activities related to or for the System and the community it serves.

The CCH Development has three members – the President and Chief Executive Officer of the System, the Chairperson of the System Board of Trustees and a member of the Board of Trustees as approved by the System Board of Trustees. Under CCH’s Code of Regulations, the MetroHealth Approved Member also serves as one of the Directors of the CCH. The previous MetroHealth Approved Member resigned from the System’s Board of Trustees. So now the System Board has the right to designate and appoint a successor MetroHealth Approved Member.

Inajo Davis Chappell has agreed to serve in this role and the resolution for the Board’s consideration makes that appointment. After a motion made and seconded, the Board then unanimously approved the resolution of the Appointment of a Member of and Director to the Board of Directors of CCH Development Corporation RESOLUTION NO.19556.

VI. Executive Session

Ms. Whiting stated that the matters to be considered next at this meeting involve discussions of hospital trade secrets as defined in ORC 1333.61; matters required to be kept confidential by federal or state law; and for discussion with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action.

Ms. Whiting ask for a motion to recess into executive session to discuss these matters. Mr. Hairston made a motion, and Mr. Moss seconded. The Board held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purposes stated by Ms. Whiting.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 5:52 pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 7:36 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

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There being no further business to bring before the Board, the meeting was adjourned at 7:38 pm.

NEXT MEETING: **Wednesday, February 22, 2023 – 6:30-7:00 pm**
MetroHealth K107 Board Room or Zoom

THE METROHEALTH SYSTEM

Vanessa Whiting, Chairperson