



# The MetroHealth System

Board of Trustees

Wednesday, May 24, 2023

The MetroHealth System Board Room (K-107) or via Zoom

Governance Committee

Regular Meeting

# The MetroHealth System Board of Trustees

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## GOVERNANCE COMMITTEE

**DATE:** Wednesday, May 24, 2023

**TIME:** 2:00 – 3:30 pm

**PLACE:** MetroHealth K107 Board Room / Via Zoom  
<https://us02web.zoom.us/j/87860095145>

## AGENDA

- I. **Approval of Minutes**  
Minutes of the February 22, 2023, regular meeting of the Governance Committee Meeting
- II. **Information Items**
  - A. BoardEffect Training Session – *Sarah Miller, BoardEffect*
  - B. Update on Trustee Appointments
  - C. Committee Charters – Process for Updates
  - D. Update on Official Capacity Roles
- III. **Executive Session**
- IV. **Recommendation/Resolution Approvals**
  - A. Approval of Continuing Official Roles with Certain Partner Entities
  - B. Approval of a Claim Settlement

**Next Meeting:** Wednesday, September 27, 2023, 2:00 – 3:30 pm  
MetroHealth K-107 Board Room or via Zoom

# The MetroHealth System Board of Trustees

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## GOVERNANCE COMMITTEE MEETING

Wednesday, February 22, 2023

2:00-3:30 pm

The MetroHealth System Board Room K-107

### Meeting Minutes

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

**Staff:** Dr. Airica Steed-R, Ms. Laura McBride-I, Ms. Sonja Rajki-R

**Guests:** Ms. Jasmine Boutros-R, Ms. Michelle Folken-R, Ms. Elizabeth Reid-I

Ms. Chappell called the meeting to order at 2:01 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 November 9, 2022, Governance Committee Meeting were unanimously approved as submitted.

### II. Information Items

#### A. Trustee Vacancy

The Committee discussed the need to and process for filling the Trustee seat left open by Mr. Monnolly's resignation. Further, Ms. Chappell informed the group of the upcoming expiration of the terms for the Board Chair and Vice Chair. Once a candidate is identified, the process takes approximately 12-16 weeks. The Committee discussed the skill sets that the Board has identified as areas of greatest benefit, which will be shared with the County Executive for his consideration.

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<sup>1</sup> I-In-person, R-Remote

# The MetroHealth System Board of Trustees

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**B. Board Policies – Update and Timeline**

Ms. Chappell reminded the Committee that the Governance Committee has the charge of reviewing appropriate policies for the Board of Trustees. The Committee has made good progress and there were policies formalized across seven different topic areas in 2022. The next policies slated to be brought to the Committee for review are policies regarding Medical Staff Credentialing and Related Entities. It is expected that drafts of these policies will be presented at the next meeting.

**C. Governance Institute – Membership and Available Resources**

Ms. Chappell announced that MetroHealth has reinstated its membership with the Governance Institute and introduced Michelle Folken and Elizabeth Reid from the Governance Institute. Ms. Folken and Ms. Reid introduced themselves and gave a brief background on the Governance Institute for the Committee. Ms. Folken shared a slide presentation with the benefits of the membership and what MetroHealth can anticipate. Ms. Folken explained the purpose of the Governance Institute membership is to ensure all our physicians, executive leaders, and Trustees have full access to the resources. Further questions can be directed to Ms. Folken or Ms. Reid. Ms. Folken shared that a virtual session will be available to all the trustees.

**D. Board Clerk/Staff Support**

The Committee discussed the potential for a board clerk role to support the Board of Trustees. Such a role can assist with the workload on staff and facilitate the development of processes and procedures. Many public entities have clerks who work directly with and report to the board. Mr. Moss asked that there be an in-depth look at other similar organizations to ascertain what works, what does not work and how the position serves the trustees. Ms. Rajki informed the Committee, in working with the Governance Institute, they have obtained various job descriptions in different models and based upon this information, they have noted several items in which this position would be responsible, including obtaining and putting the board books together, completing notices, ensuring minutes are posted to the website in a timely manner, etc. The Committee discussed that the next steps would be to work on the job description. Ms. Chappell asked that the Governance Committee review the job description. It was decided that the job description would be presented to the full Board for review, comments/questions in March.

# The MetroHealth System Board of Trustees

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## III. Executive Session

Ms. Chappell asked for a motion to recess into executive session to conference with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action. Dr. Walker made the motion and Ms. Dee seconded. The Committee held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purposes stated by Ms. Chappell.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 2:44 pm.

## Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 3:02 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

There being no further business to bring before the Board, the meeting was adjourned at 3:05 pm.

**THE METROHEALTH SYSTEM**

Inajo Chappell, Chairperson

**Next Meeting:** Wednesday, September 27, 2023, 2:00 – 3:30 pm  
MetroHealth K-107 Board Room or via Zoom

**RECOMMENDATION TO THE BOARD OF TRUSTEES  
OF THE METROHEALTH SYSTEM  
FOR APPROVAL OF CONTINUING OFFICIAL ROLES  
WITH CERTAIN PARTNER ENTITIES**

**Recommendation**

The President and Chief Executive Officer recommends that the Board of Trustees of The MetroHealth System (the "System" or "MetroHealth") formally acknowledge and approve on a continuing basis MetroHealth's official participation via board representation in the nonprofit corporations and governmental entities identified below, all of which share and/or further MetroHealth's goals of improving the health of the community.

**Background**

MetroHealth's long-standing, broad and fundamental goal of improving the health of the community necessarily requires the System to work in concert with other third-party entities. Coordination and cooperation with third-party entities allows MetroHealth to facilitate different approaches, systems, and resources to tackling barriers to access and directly providing a wide range of services that promote the health and well-being of the community. This external-facing aspect of MetroHealth's work has become increasingly important with the System's focus on social determinants of health and the recognized impact of other social factors on health - beyond traditional healthcare.

The entities identified below have well-established relationships with the System by virtue of their overlapping mission and goals. The President and Chief Executive Officer recommends that the Board approve the continuing designation of a MetroHealth representative on these entities' boards. Such designations are subject to the approval and procedures of each entity. The entities will be advised, and the MetroHealth representatives will be formally instructed, that the MetroHealth representative will represent MetroHealth and its interests and can have no other conflict of interest in the entity. To the extent an identified representative becomes unable or unavailable to serve in the role on behalf of the System, it is recommended that the President & Chief Executive Officer be authorized to appoint a substitute representative from among the members of System leadership with relevant expertise and perspective.

<b>Nonprofit Entity</b>	<b>Shared Goals</b>	<b>MetroHealth Representative(s)</b>
340B Health	To increase the affordability and accessibility of pharmaceutical and clinical care for the nation’s poor and underserved populations through 340B advocacy and resources	Senior Executive
America’s Essential Hospitals	To champion excellence in health care for all, regardless of social or economic circumstance, and advance the work of hospitals and health systems committed to ensuring access to care and optimal health for America’s most vulnerable people	Chief Executive Officer
American Red Cross of Northeast Ohio	To prevent and alleviate human suffering in the face of emergencies by mobilizing the power of volunteers and the generosity of donors	President, Center Social Determinants of Health & Health Equity
The Center for Health Affairs	To convene Northeast Ohio hospitals and to serve as an influencer and innovator that impacts health in the communities where the hospitals serve	Two Senior Executives
The Center for Community Solutions	To improve health, social and economic conditions through nonpartisan research, policy analysis, communications and advocacy	Medical Director, Institute for H.O.P.E.
Cleveland Leadership Center	To develop leadership opportunities to connect, inspire, and challenge individuals to make a positive community impact	Chief Executive Officer
Cleveland Neighborhood Progress	To foster inclusive communities of choice and opportunity throughout Cleveland	Representative, Government Relations
Creating Healthier Communities	To address the barriers to good health and equity through program development, events, health equity education and assessments, and strategic community alliances	Senior Executive
The Diversity Center of Northeast Ohio	To eliminate bias, bigotry, and racism	Representative, Equity and Community Impact Team
Domestic Violence and Child Advocacy Center	To empower individuals, educate the community and advocate for justice to end domestic violence and child abuse	Senior Executive

First Year Cleveland	To mobilize the community through partnerships and a unified strategy to reduce infant deaths and racial disparities.	Senior Executive
Greater Cleveland Partnership	To mobilize private-sector leadership, expertise and resources to create attractive business conditions that create jobs, grow investment and improve the economic prosperity of the region.	Chief Executive Officer
HealthComp, Inc.	To promote efficient and effective access to necessary supplies and services for Northeast Ohio hospitals	Two Senior Executives
Heights-Hillcrest Chamber of Commerce	To promote community and commerce in the Heights-Hillcrest region, including the City of Cleveland Heights and South Euclid	Representative, Equity and Community Impact Team
Lifebanc	To save and heal lives through organ donation	Senior Executive
Metro West Community Development Corp.	To revitalize the neighborhoods of the Metro West area of Cleveland, celebrate its history, and strengthen collaboration, diversity and redevelopment	Representative, Government Relations
Ronald McDonald House Charities of Northeast Ohio, Inc.	To enhance the healthcare experience for families and children through comfort, care and supportive service	Senior Executive
United Way of Greater Cleveland	To make systems changes to fight poverty and strengthen families and the community	Member, Board of Trustees; Senior Executive
University Settlement	To provide social services to the residents of the Broadway Slavic Village neighborhood	Representative, Equity and Community Impact Team
Western Reserve Area Agency on Aging	To provide services and programs to older adults and person with disabilities access to information, assistance, consultation and long-term care services and support	Two members, Senior Geriatric Leadership



## Approval of Continuing Official Roles with Certain Partner Entities

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### RESOLUTION XXXX

WHEREAS, the Board of Trustees (the “Board”) of The MetroHealth System (the “System” or “MetroHealth”) has been presented a recommendation to approve the continuing official roles with certain nonprofit and governmental entities (the “partner entities”); and

WHEREAS, MetroHealth’s participation in these partner entities is an important means to fulfill MetroHealth’s mission of improving the health of the community, including by addressing social determinants of health.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the designation, on a continuing basis, of the following MetroHealth representatives to the governing boards of the partner entities identified below:

<b>Nonprofit/Governmental Entity</b>	<b>MetroHealth Representative(s)</b>
340B Health	Senior Executive
America’s Essential Hospitals	Chief Executive Officer
American Red Cross of Northeast Ohio	Senior Executive
Cleveland Leadership Center	Chief Executive Officer
Cleveland Neighborhood Progress	Representative, Government Relations
Creating Healthier Communities	Senior Executive
Domestic Violence and Child Advocacy Center	Senior Executive
First Year Cleveland	Senior Executive
Greater Cleveland Partnership	Chief Executive Officer
HealthComp, Inc.	Two Senior Executives
Heights-Hillcrest Chamber of Commerce	Representative, Equity and Community Impact Team
Lifebanc	Senior Executive
Metro. West Community Development Corp.	Representative, Government Relations
Ronald McDonald House Charities of Northeast Ohio, Inc.	Senior Executive
The Center for Community Solutions	Medical Director, Institute for H.O.P.E.
The Center for Health Affairs	Two Seniors Executives

The Diversity Center of Northeast Ohio	Representative, Equity and Community Impact Team
United Way of Greater Cleveland	Member, Board of Trustees; Senior Executive
University Settlement	Representative, Equity and Community Impact Team
Western Reserve Area Agency on Aging	Two members, Senior Geriatric Leadership

BE IT FURTHER RESOLVED, each MetroHealth representative so designated shall represent the System and the System’s interests and shall have no other conflict of interest in the partner entity;

BE IT FURTHER RESOLVED, should any identified representative become unable or unavailable to serve in the role with any partner entity on behalf of the System, the President and Chief Executive Officer is hereby authorized to appoint a replacement representative from among the members of System leadership with relevant expertise and experience; and

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the President and Chief Executive Officer to take any act and to prepare any documentation necessary consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

**RECOMMENDATION TO THE PRESIDENT AND CHIEF EXECUTIVE OFFICER  
OF THE METROHEALTH SYSTEM  
FOR APPROVAL OF A CLAIM SETTLEMENT**

**Recommendation**

The Senior Vice President, General Counsel recommends that The MetroHealth System approve the settlement of Claim number 20-30-0920 in an amount not to exceed \$1,000,000 for The MetroHealth System, to be paid out of operations and to be submitted for reimbursement by Select Assurance Captive, LLC.

**Background**

The Board has reviewed this claim with the Senior Vice President, General Counsel. This authorization does not admit liability in this claim but expressly denies the same, and the settlement is authorized only in compromise of a disputed matter. The underlying facts, time considerations and the organizational approvals and recommendation have been previously discussed with members of the Board of Trustees.

Approval of a Claim Settlement

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RESOLUTION XXXXX

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for a claim settlement (20-30-0920); and

WHEREAS, the Governance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves settlement of Claim No. 20-30-0920 in an amount not to exceed \$1,000,000 to be paid out of operations and to be submitted for reimbursement by Select Assurance Captive, LLC.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE: