

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, May 24, 2023

2:00-3:30 pm

The MetroHealth System Board Room K-107 and via Zoom

Meeting Minutes

Committee Members: Inajo Davis Chappell-I, John Moss-I, Vanessa Whiting-I¹

Other Trustees: Maureen Dee-I, John Hairston-I, J.B. Silvers-R, E. Harry Walker-I

Staff: Airica Steed-I, Joe Frolik-R, Laura McBride-I

Guest: Sylvia Schilling-R

Ms. Chappell called the meeting to order at 2:06 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 February 22, 2023 Governance Committee Meeting were unanimously approved as submitted.

II. Information Items

A. BoardEffects Training Session – Ms. Sylvia Schilling

Sylvia Schilling, a representative of BoardEffects, provided a brief training to re-introduce BoardEffects, which is the System's secure, online Board portal. Ms. Schilling gave a brief overview of BoardEffects by showing the basic steps to log onto the system, to store documents and how to access board books for all board committee meetings.

¹ I-In-person, R-Remote

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Ms. Schilling further illustrated the mechanisms available to navigate through the portal, including the location of committee meeting books, storage of various documents, the Resource Library.

Dr. Walker added that he would like the Board to move towards using BoardEffects more readily as a resource for meeting and other information.

B. Update on Trustees Appointments

Ms. Chappell reminded the Committee there is still a vacancy on the Board and asked Trustees to send names of individuals whom they believe would be great candidates to serve as a trustee. The idea is to provide the County Executive with names of individuals and create a robust pool of individuals to draw on when appointing members to the Board.

C. Committee Charters – Process for Updates

The Committee discussed the need to update/revise/create charters for each Board committee. The hope is to have this completed by August 1, 2023, for approval by the Governance Committee and the Board at the August meetings. Ms. McBride will circulate existing charters and other templates for each committee's consideration.

D. Update on Official Capacity Roles

The Committee then turned to consideration of appointing MetroHealth employees to the boards of partner nonprofit entities in their official capacity. Such appointed employees represent MetroHealth at these entities and should these appointed individuals leave MetroHealth, MetroHealth is responsible for ensuring the seat is replaced. The Committee asked the System to consider which partner entities are critical to MetroHealth's mission and then come back to the Committee for approval at the next meeting.

E. Update on Board Liaison Position

Ms. Chappell informed the Committee that MetroHealth has received approximately 35 applications for the Board Liaison role, and the position remains open. Interested trustees will be involved in the process to review the candidates, which will ultimately come back to the full Board for consideration and selection.

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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 Mr. Hairston seconded. The Committee held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purpose stated by Ms. Chappell.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 3:17 pm.

Following the executive session, the meeting reconvened in open session at approximately 3:28 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

VI. Recommendation/Resolutions Approval

A. Approval of a Claim Settlement

Ms. Chappell noted that the Committee received background information on the proposed settlement in executive session from counsel and had the opportunity to ask questions. Ms. Chappell asked if there were any additional questions or discussion. With none, the Committee unanimously approved the recommendation for full Board action.

There being no further business to bring before the Board, the meeting was adjourned at 3:37 pm.

Inajo Davis Chappell
Chairperson, Governance Committee