



The MetroHealth System

Board of Trustees

Monday, November 20, 2023

2:00 - 3:30 pm

The MetroHealth System K-107 or via Zoom

Governance Committee

Regular Meeting

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Monday, November 20, 2023
TIME: 2:00 – 3:30 pm
PLACE: MetroHealth K107 Board Room / Via Zoom
<https://us02web.zoom.us/j/88605493759>

AGENDA

I. Approval of Minutes

Minutes of the May 24, 2023, regular meeting of the Governance Committee Meeting

II. Information Items/ Discussion

- A. Update on Appointment of Trustees – *Dr. Steed*
- B. Governance Committee Charter - *I. Chappell*
- C. Board Committee Charters and Associated Updates to Bylaws – *I. Chappell*
- D. Trustee Self Assessment – *I. Chappell*
- E. Opportunities for Trustee Education – 2024 Education Agenda - *I. Chappell*

III. Executive Session

Return to Open Meeting

IV. Recommendation/Resolution Approvals

- A. Approval of a Claim Settlement
- B. Approval of Retention of Outside Counsel

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

The MetroHealth System Board of Trustees

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.

The MetroHealth System Board of Trustees

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

THE METROHEALTH SYSTEM GOVERNANCE COMMITTEE CHARTER

Purpose

The Governance Committee will assist the Board in developing and monitoring the effectiveness of the Board including Trustee appointment and reappointment, engagement, education, self-evaluation and fiduciary conduct of the Board and committees.

Responsibilities

In fulfilling its charge, the Governance Committee is responsible for the following activities:

- Maintain well-functioning governance structure, practices, and documents.
- Plan and oversee board members' development, including formal orientation, ongoing education, engagement, mentoring, and evaluation of their effectiveness.
- Periodically evaluate board performance using a formal self-assessment process and use the results to establish board performance improvement goals.
- In concert with the Board's appointing authority, lead Trustee recruitment, engagement and removal efforts, assisting the appointing authority in selection of new candidates from a pool that reflects a broad range of diversity and competencies (e.g., race, gender, background, skills, and experience).
- Oversee board leadership succession planning to recruit, develop, and select future board officers and committee chairs.
- Maintain an awareness of the needs of the board for executive and board talents.
- Plan Board retreats.
- Plan for continuing education of board members.
- Confirm compliance with the organization's conflict-of-interest policy.
- Periodically conduct an assessment to determine educational needs.
- Obtain education through a variety of formats in and outside of the organization, including meetings, conferences, workshops, review of printed material, and video and oral presentations.
- Periodically initiate a comprehensive review and recommend enhancements to the organization's governance structures, practices, and documents (board policies and procedures, bylaws, etc.).
- Review the committee charter and advance recommendations for any changes to the board for approval.
- Perform other activities related to governance as assigned by the Board and address any other matter delegated to the Committee by the Board of Trustees.

Composition

The Governance Committee will consist of at least three board members. The General Counsel staffs this committee.

Meetings

Quarterly, or as needed.



2024 Education Agenda



A SERVICE OF

nrc
HEALTH

Stronger leadership. Healthier communities.

2024 Education Agenda



Strengthening Innovation Capacity

- Practical and transformative AI applications
- Digital health integration centered on the consumer
- Disruption lessons from the outside
- Innovation agility and speed of execution



Building the Workforce for Today and Beyond

- Staffing strategies that rethink how we work
- Resilience for quality/safety/equity
- Clinical integration 3.0
- Succession planning across the executive team



Restoring Humanity in Healthcare

- Solutions for behavioral health
- Deepening community awareness
- Pioneering leadership for Human Understanding



Financial Sustainability Strategies

- Integrating solutions to bolster mission and margin
- Partnering for complementary expertise and shared learning



Cybersecurity

- Strengthening the arsenal
- Benefits of adopting a "when, not if" mindset

Expert Faculty & Advisors

EXPERT FACULTY

Deirdre M. Baggot, Ph.D.
Kevin Barnett, Dr.PH., M.C.P.
Deborah J. Bowen, FACHE, CAE
James E. Burgdorfer
Rex Burgdorfer
Ralph E. DeJong, Esq.
Nick A. Fabrizio, Ph.D., FACMPE, FACHE
Joseph J. Fifer, FHFMA, CPA
Lisa Goldstein
Bruce Greenblatt

Michael R. Irwin, M.B.A.
Maulik Joshi, Dr.PH.
Kenneth Kaufman
Larry Keeley
Stephen K. Klasko, M.D., M.B.A.
Pamela R. Knecht
Lawrence R. McEvoy, M.D.
William C. McGinly, Ph.D., CAE, PA
William C. Mohlenbrock, M.D., FACS
Denise Murphy, RN, M.PH., FAAN

David B. Nash, M.D., M.B.A., FACP
Laura Orr
Anjana D. Patel, Esq.
Michael W. Peregrine, Esq.
Michael D. Pugh, M.PH.
Somava Saha, M.D., M.S.
David A. Shore, Ph.D.
Rulon F. Stacey, Ph.D., FACHE
Betsy Chapin Taylor, FAHP
Robert M. Wachter, M.D.

GOVERNANCE ADVISORS

Ryan Donohue
Strategic Advisor, NRC Health

Marian C. Jennings, M.B.A.
President, M. Jennings Consulting, Inc.

Guy M. Masters, M.P.A.
President, Masters Healthcare Consulting

Kimberly A. Russel, FACHE
CEO, Russel Advisors

Todd Sagin, M.D., J.D.
National Medical Director,
Sagin Healthcare Consulting, LLC

Brian J. Silverstein, M.D.
Chief Population Health Officer, Innovaccer

Ongoing Governance Education

The Governance Institute's education programs and resources facilitate Intentional Governance, our high-performance board development framework that enables boards to become more effective, efficient, and agile.

Our **2024 Education Agenda** focuses on key issues affecting all our members, and drives our conference programming, publications, online learning, and Webinars throughout the year.

In addition to the key areas of focus represented here, focused education topics will be addressed in 2024 programs and publications for our **Governance Learning Cohorts**:



INDEPENDENT HOSPITALS



ACADEMIC HEALTH CENTERS



HEALTH SYSTEMS



CHILDREN'S HOSPITALS



SUBSIDIARIES



PUBLIC HOSPITALS



RURAL & CRITICAL ACCESS HOSPITALS

Please visit [GovernanceInstitute.com/EdAgenda2024](https://www.GovernanceInstitute.com/EdAgenda2024) to learn more about The Governance Institute's resources related to the **2024 Education Agenda** and our 2024 education topics for our Governance Learning Cohorts.



Experience, Connect, Engage



January Leadership Conference

January 7–10, 2024

The Ritz-Carlton, Naples
Naples, Florida

[GovernanceInstitute.com/Jan2024](https://governanceinstitute.com/Jan2024)



April Leadership Conference

April 7–10, 2024

Fairmont Scottsdale Princess
Scottsdale, Arizona

[GovernanceInstitute.com/Apr2024](https://governanceinstitute.com/Apr2024)



September Leadership Conference

September 8–11, 2024

The Broadmoor
Colorado Springs, Colorado

[GovernanceInstitute.com/Sept2024](https://governanceinstitute.com/Sept2024)



October Leadership Conference

October 16–18, 2024

The Las Colinas Resort, Dallas
Irving, Texas

[GovernanceInstitute.com/Oct2024](https://governanceinstitute.com/Oct2024)

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

Recommendation

The General Counsel recommends that The MetroHealth System approve the settlement of claim number 21-38-1019 in an amount not to exceed \$1,400,000 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 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 and other considerations have been previously discussed with the Board of Trustees.

Approval of a Claim Settlement

RESOLUTION XXXXX

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the settlement of Claim No. 21-38-1019; and

WHEREAS, the Board of Trustees 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. 21-38-1019 in an amount not to exceed \$1,400,000 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:

ABSTAINED:

DATE:

RECOMMENDATION FOR THE RETENTION OF OUTSIDE COUNSEL

Recommendation

The General Counsel recommends that The MetroHealth System approve the retention of certain law firms as special counsel for services as may be required to assist the System, to be paid out of general operating funds.

Background

The System, for itself and on behalf of its directors, officers and employees, regularly seeks proposals from law firms to act as outside legal counsel in a broad range of matters (including such areas as litigation, labor and employment, and general corporate/healthcare matters). The firms identified in Attachment A have been selected to be able to serve as special counsel based on the depth of their experience, quality of deliverables, references and the efficiency of their cost offers. The General Counsel recommends that the System be authorized to retain these firms, as may be needed, in accordance with Policy GEN-88.

Approval of the Retention of Outside Counsel

RESOLUTION XXXXX

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to authorize the retention of certain law firms as special counsel as may be required; and

WHEREAS, the Board's 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 the retention of the law firms more fully described in Attachment A as special counsel for services as may be required to represent The MetroHealth System and its directors, officers and employees, to be paid out of general operating funds.

BE IT FURTHER RESOLVED, the President and CEO, or her delegee, is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Attachment A

Bonezzi Switzer Polito & Perry Co. L.P.A.
Brennan, Manna & Diamond, LLC
Bricker Graydon LLP
Brouse McDowell, LPA
Buckingham, Doolittle & Burroughs, LLC
Calfee, Halter & Griswold LLP
Fredrikson and Byron, P.A.
Frier & Levitt, LLC
Hall, Render, Killian, Heath & Lyman, P.C.
K&L Gates LLP
Littler Mendelson, P.C.
Marburger Law LLC
McCarthy Lebit Crystal & Liffman Co., LPA
Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
Perez & Morris LLC
Reminger Co., LPA
Roetzel & Andress, LPA
Rolf Goffman Martin Lang LLP
Squire Patton Boggs (US) LLP
Taft Stettinius & Hollister LLP
Tucker Ellis LLP
Vorys, Sater, Seymour and Pease LLP
Walter Haverfield
Zashin & Rich Co., LPA