

# The MetroHealth System Board of Trustees

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## FULL BOARD REGULAR MEETING

Wednesday, January 24, 2024

3:30 – 5:00 pm

The MetroHealth System Board Room (K-107) and Via Zoom

### Meeting Minutes

**Trustees:** Inajo Chappell-I, John Corlett-R, Maureen Dee-I, John Moss-I, JB Silvers, Ph.D.-I, E. Harry Walker, M.D.-I, Vanessa Whiting-R <sup>1</sup>

**Staff:** Airica Steed, Ed.D.-I, Christine Alexander, M.D.-I, Laura Black-I, Kate Brown-I, Alfred Connors, M.D.-R, Doris Evans, M.D.-I, Joseph Frolik-I, Joseph Golob, M.D.-I, Betty Halliburton-I, Derrick Hollings-I, Olusegun Ishmael, M.D.-I, Natalie Joseph, M.D.-I, Melissa Kline-I, William Lewis, M.D.-I, Laura McBride-I, Alison Poullos-I, Sonja Rajki-I, Tamiyka Rose-I, Dalph Watson-I, Darlene White-I, Adam Winston-I,

**Guests:** Jeremy Hecker-R, Gail Long-I, Jesse Scheider-R, Julie Washington-I

Dr. Walker called the meeting to order at 3:30pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

(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

Dr. Walker called for a review of the minutes from our December meeting. Dr. Walker requested for a motion to approve the minutes of the December 20, 2023 regular Board Meeting as presented, which was given, seconded and unanimously approved as submitted. RESOLUTION NO. 19597

Dr. Walker took a moment of special privilege to say thank you to Ms. Valarie Hawkins for her service in assisting the Board over the past year and a half, as she has accepted a promotion within the System. He introduced Tamiyka Rose, the Board's new Board Liaison and Ms. Veronica Graves, the Board's new Coordinator.

## II. Mission Moment

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

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Dr. Walker asked Dr. Steed to introduce today's Mission Moment which is a video titled "The Fierce Urgency of Now", highlighting Dr. Martin Luther King Jr.'s famous I Have a Dream Speech in 1963, and now more than 60 years later, we are confronted with the fierce urgency to lead the efforts of achieving health equity to ensure the highest level of health care for all.

## III. Committee Reports

### A. Facilities and Planning Committee

Ms. Chappell provided the group with an overview of the Facilities and Planning Committee. The Facilities and Planning Committee met today and discussed status updates of various projects. The campus interim parking plan has been implemented and seems to be working to alleviate the parking difficulties for patients and employees. Ms. Chappell also discussed the contract close out for the Glick Center and several corrective items have been completed this quarter. Next quarter, we are wrapping up all the paperwork and final documentation and turning the project over to the contractors. There will be continuing workflow as it relates to a Blood Marrow Transplant project, the Executive Administration relocation, and the construction of the new hospital project is going to be closed out in the next quarter. The facility condition and engineering assessment project is ongoing and will evaluate the legacy buildings for possible repurposing and the timeline and costs of this project will be communicated later. The Apex building design has been revised based on the feedback from providers and work is underway. Additional projects that were discussed includes the Ambulatory Enabling Project and the loading dock additions that are in process and underway. Discussions regarding cost and budget will continue to be updated as it relates to the campus transformation. Trade secret related items were discussed during the Facilities & Planning Committee meeting during executive session and there were no action items.

### B. Governance Committee

Ms. Chappell informed the group that there was a robust meeting today in the Governance Committee and provided details of the discussions. Ms. Sharon Dumas is a new Trustee who was officially approved by County Council and her term begins on March 6, 2023. Sharon has a spectacular background in finance as she was the CFO for the city of Cleveland for several years and for the city of East Cleveland before that. We are in the process planning an onboarding and orientation session for her. We look forward to welcoming Ms. Dumas to the Board of Trustees. Ms. Chappell requested Board Members to send names and resumes/CVs of prospective applicants who may have an interest of joining the Board within the next three or four weeks to Tamiyka Rose. Ms. Rose will be

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sending the matrix of skill sets to the Board Members so that you can see the skills sets that are needed. The list of names will be sent to the County Executive.

Ms. Chappell reminded the Board that we have been examining the revised charters of all the board committees. We expected to finish this task by the end of last year, but we had one charter that was pending. We agreed to postpone it until our first meeting of this year. We have eight standing committees, and seven of them have updated their charters.

The only exception is the Executive Committee, which did not submit a revised charter. We appreciate the work of the committee chairs and their members in updating and reviewing their charters.

The Governance Committee recommends that these charters be incorporated into our bylaws. When we vote on the amended bylaws, please note that we have already endorsed the committee charters. The proposed bylaws were circulated to everyone in advance. We received some feedback from one of our board members, which we discussed and decided we did not need any clarifying language in the bylaws.

The Governance Committee reviewed the amended and restated bylaws for the Board of Trustees and recommended their approval, as reflected in the resolutions. The committee also examined the resolution to approve and continue official roles with certain partner entities. We received a presentation on the selection process, the membership criteria, and the ethical standards for those roles. We agreed to reduce the number of partner entities to those that are relevant and aligned with our programs and initiatives. The resolution includes the updated list of approved entities.

## **IV. Consent Agenda**

### **Governance Committee**

Dr. Walker asked for approval from the Governance Committee seeking the Approval of Amended and Restated Bylaws for the Board of Trustees and Approval of Continuing Official Roles with Certain Partner Entities and asked for a motion to approve the consent agenda, which was given, seconded and the consent agenda was unanimously approved. RESOLUTION NO. 19599 and RESOLUTION NO. 19600.

## **V. President and CEO's Report**

Dr. Steed noted her written President and CEO's report. Dr. Steed officially welcomed Dr. Christine Alexander and announced her as the Interim Executive Vice President/Chief Physician Executive & Clinical Office; as Dr. Blinkhorn has stepped down from the role and will serve in a senior advisory capacity to the Office of the CEO. Dr. Steed also welcomed Dr. Natalie Joseph who stepped in as the President of the Medical Staff. Dr. Steed reflected on the challenges of 2023 such as soaring inflation, workforce issues and praised the hard work

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of our 9,000 caregivers. Dr. Steed noted financial targets were exceeded and all system goals were achieved except for a particular goal due to a reporting error. Significant improvements were made in patient experience, safety metrics, we reduced patient harms by 40% and the level of patient grievances were cut in half. Dr. Steed praised Dr. Golob for taking the reins and leading us on the charge to be rated a five-star organization. Dr. Steed noted the Academic Enterprise had a record number of grant submissions, exceeding the stretch goal of 70. Despite national workforce challenges, we welcomed over six hundred caregivers and reduced turnover. We are well-positioned for a successful 2024 as we aim to eradicate healthcare disparities, zeroing out the death gap and achieving health equity. We will continue the focus on creating a people-first culture and becoming the best place to work, although culture change can take three to five years, we are well on our way by working as a collective team and with the leadership of Dalph Watson helping to lead the charge. We will continue to expand our reach to improve health care access in our community under the leadership of Dr. Bill Lewis, to lead efforts to bolster health care access which is one of the drivers towards health equity. We will continue to elevate our impressive level of care that we provide with intentional focus on quality, safety and patient experience and we are striving for A grades and five-star performance in our public reporting, which Dr. Golob has us laser focused. We are focusing efforts on two specific areas, maternal/infant health, and mental health, which we have stepped up and taken a leadership role in both areas. We will continue to deliver high quality care in all areas, but we want to take a leadership role in those specific areas. Lastly, we will focus on growing our academic enterprise through patient-focus research and training the next generation of health professionals. Dr. John Chae has taken charge of this initiative and partnering closely with the Nursing Enterprise with Dr. Melissa Kline to revitalize and reimagine our academic and research focus for our organization. For more details, please refer to our monthly written report. Dr. Steed also reminded the group that she will be speaking at the City Club of Cleveland for an intimate fireside chat on Friday, February 9<sup>th</sup> at Noon with Emmy Award-winning Cleveland journalist Danita Harris.

## **VI. Medical Staff Report – Dr. Joseph**

Dr. Joseph informed the group that the Medical Staff Office put out a call for nominations for President-Elect. Dr. Alexander and Dr. Joseph have conducted listening tours through different departments which Dr. Joseph will continue to do so in the interim and using the feedback. Dr. Joseph noted the next Medical Staff meeting is scheduled for February 27, which will be in person and in conjunction with the Center for Arts and Wellness Committee. Given the success of the holiday party, people seem to crave events where they can meet in person. There will be art and poetry events where members of the Medical Staff can display pieces of their own artwork.

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Dr. Joseph noted the Medical Staff Providers Appointments, Actions and Reappointments and minutes that were included in the meeting materials. Dr. Joseph provided updates from the Medical Executive Committee meeting on December 8. Dr. Michael Lewis reported to the Medical Executive Committee on how we are doing with inpatient stay. Dr. Joseph also mentioned there is an ongoing search for Advanced Practice Providers.

The Board considered the Medical Staff Providers Appointments, Actions and Reappointments for January 2024 along with an acceptance of the MEC Minutes for December 8, 2023. The Board unanimously approved the same via RESOLUTION 19598.

## VII. Information Items

### A. Annual Report on Donations

Ms. Kate Brown presented to the group the annual report on donations from The MetroHealth System Foundation for 2023. The MetroHealth System Foundation made 10 donations which is separate from our community sponsorship program. Various organizations received a number of \$500 donations attributed to the Shero Award, which recipients of the award can add a donation to an organization of their choice. Such organizations who received donations for 2023 includes ACBC, an organization that provides care to children, The Alzheimer's Association, and the Lakewood Community Service Center. Additionally, the Legal Aid Society, Canopy, and Windsong were supported with donations. Ms. Brown highlighted contributions to universities that were made last year as four students graduated from Lincoln West School of Science and Health and received \$5,000 scholarships. The most significant contribution was to The MetroHealth Foundation. Ms. Brown informed the group that The MetroHealth System works with a non-profit organization called RIP Medical Debt who works with other hospitals in the area to raise support to purchase debt and relieve debt for the individuals that they serve. The organization provided \$1 million to The MetroHealth System, who in turn, donated the funds to the MetroHealth Foundation to seed our health equity fund. Ms. Chappell inquired if there are other organizations that might want to help seed more funds which Ms. Brown replied that Dr. Steed talks about our health equity initiative when meeting with potential donors and the response has been exceedingly positive. Ms. Brown provided an example of a former Foundation Board member who provided a donation of \$5,000 the next day after attending a briefing.

### B. Update on Strategic Planning Process

Dr. Steed updated the group on the strategic plan. The RFP was officially posted for a strategic planning partner and officially went out this week. As part of the process, a bidders' conference for interested parties and bidders will be held on January 29th from 1pm – 3pm. The official response for the RFPs will be due on March 5<sup>th</sup> and presentations from the finalist partners will take place the week of March 11<sup>th</sup>. Dr. Steed expressed that we are looking for partners with expertise in community engagement and community

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outreach as a central focus of their strategic planning process. Dr. Walker provided the names of the Board members who will take part in the process. He has asked Board member John Corlett and former Board Member Ron Fountain for their involvement. Dr. Walker will be involved in the process as well. Dr. Steed explained the scope of the RFP and the core deliverables of the strategic plan is to have a full and robust comprehensive strategic plan. Dr. Steed further explained the last strategic plan was developed prior to the pandemic, so as a result of the change in the market and recent developments, the core deliverables is a new and robust comprehensive five-year strategic plan. Dr. Steed mentioned that she will be working with Dr. Walker to synchronize the Board meeting dates to align with the RFP schedule as the participating Board members will be involved from start to finish.

## **VIII. Executive Session**

Dr. Walker asked for a motion to recess into executive session to discuss hospital trade secrets as defined by ORC 1333.61; to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, and to conference with the public body's attorney to discuss a pending or imminent court action. Mr. Moss made a motion and Ms. Chappell seconded. The Board held a roll call vote with all Trustees in attendance voting to approve the motion to go into executive session for the purposes stated by Dr. Walker.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 4:16 pm. Following the executive session, the meeting reconvened in open session at approximately 5:35pm and welcomed back the public via Zoom and the members of the public who remained in-person.

## **IX. Recommendation/Resolutions**

### **A. Approval of Performance-Based Variable Compensation Plan System Goals for 2024**

Dr. Walker noted these goals have been discussed several times by the Board, most recently at the December 2023 meeting. They have now been finalized and are before the Board for approval. Dr. Walker asked for a motion on the resolution for the Approval of Performance-Based Compensation Plan and System Goals for 2024 which was given, seconded and the resolution was approved unanimously. RESOLUTION 19601.

### **B. Approval of Support of a Nonprofit Affiliate**

Dr. Walker noted the Board heard from management on this issue in executive session and had the opportunity to ask questions. As there were no additional questions or discussions, Dr. Walker asked for a motion on the resolution for the Approval of Support of a Nonprofit Affiliate, which was given, seconded and the resolution was approved unanimously. RESOLUTION 19602.

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## V. Executive Session

Dr. Walker asked for a motion to recess into an executive session to discuss hospital trade secrets – as defined by ORC 1333.61 and to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee. Ms. Chappell made a motion and Mr. Moss seconded. The Board held a roll call vote with all Trustees in attendance voting to approve the motion to go into executive session for the purposes stated by Dr. Walker. Members of the public were excused. The Board went into executive session to discuss the identified matters at 5:39pm. Following the executive session, the meeting reconvened in open session at approximately 6:36pm and welcomed back the public via Zoom and the members of the public who remained in-person.

There being no further business to bring before the Board, the meeting was adjourned at 6:38 pm.

## THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson