

The MetroHealth System Board of Trustees

FULL BOARD MEETING

Wednesday, April 24, 2024

4:30 – 5:30 pm

MetroHealth Brooklyn Heights Campus, Building B, Room B-102 and via Zoom

Meeting Minutes

Trustees: Inajo Davis Chappell-R, John Corlett-I, Maureen Dee-I, Sharon Dumas-I, Ronald Dziedzicki-I, Nancy Mendez-I, E. Harry Walker, M.D.-I

Staff: Airica Steed, Ed.D.-I, Kate Brown-I, John Chae, M.D.-R, Nabil Chehade, M.D.-I, Joe Frolik-I, Joseph Golob, M.D.-I, Derrick Hollings-I, Olusegun Ishmael, M.D.-I, Barbara Kakiris-I, Matthew Kaufmann-I, Melissa Kline-I, William Lewis, M.D.-I, Thomas Lowenkamp-R, Natalie Joseph, M.D.-R, Laura McBride-I, Allison Poullos-R, Tamiyka Rose-I, Dalph Watson-I, Mara Wilber-I, Adam Winston-I, Patrick Woods-I

Guests: Gail Long-R, Suzanne Aral-Boutros-R, Julie Washington-R

Dr. Walker called the meeting to order at 4:30pm, 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 requested for a motion to approve the minutes of the March 27, 2024 Board Meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19620

Prior to the committee reports, Dr. Walker welcomed and introduced three new members of the Board of Trustees, Sharon Dumas, Ron Dziedzicki and Nancy Mendez. Dr. Walker informed the Board that the Trustees who finished their terms will be honored at a later date.

II. Committee Reports

A. Facilities & Planning Committee - Dr. Walker

Dr. Walker reported that the Facilities and Planning Committee met earlier today to review Campus Transformation 2.0 and planned upgrades to legacy buildings. One recommendation for a resolution to approve the selection of pre-authorized professionals will be presented to the Board for approval through the consent agenda.

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B. **Governance Committee - I. Chappell**

Ms. Chappell reported that the Governance Committee also met earlier today. Ms. Chappell updated the committee on departing Board members, Vanessa Whiting and J.B. Silvers whose terms have recently ended and recognized their dedication and service to The MetroHealth System Board of Trustees. Ms. Chappell also welcomed the new members of the Board of Trustees – Sharon Dumas, Ron Dziedzicki and Nancy Mendez and apprised the committee of the resignations of two Board members, Mr. Hurwitz and Mr. Hairston effective May 1, 2024. Additional topics discussed during the committee meeting included the orientation for the new Trustees, integrating new Board members into committees, discussion of resolution for the election of a new Vice Chair. Board educational opportunities at local, state, and national levels for the Trustees to enhance knowledge of hospital operations were also discussed today. Lastly, board policies and updates were discussed with plans of continued discussions to modify policy language.

C. **Strategic Planning Committee - Dr. Walker**

Dr. Walker reported that the Strategic Planning Committee had its first meeting today. The Strategic Planning Committee members have been involved in the selection of a vendor. Dr. Walker informed the Board that two vendors fit the criteria out of four vendor proposals and a recommendation for the Approval of Strategic Advisory Services Project will be presented to the Board for approval through the consent agenda.

III. **Consent Agenda**

A. **Approval of Selection of Pre-Authorized Professionals** **Approval of Strategic Advisory Services Project**

Dr. Walker asked for a motion for the two resolutions on the consent agenda, one from the Facilities and Planning Committee to Approve the Selection of Pre-Authorized Professionals and one from the Strategic Planning Committee to Approve the Strategic Advisory Services Project, which was given, seconded, and was unanimously approved. RESOLUTION NO. 19616 and RESOLUTION NO. 19617, respectively.

IV. **Election of Vice Chairperson of Board of Trustees**

Trustee John Moss has been nominated as Vice-Chair to the MetroHealth Board of Trustees due to Vanessa Whiting's term expiring. Dr. Walker asked for a motion to elect Mr. Moss as Vice-Chair of The MetroHealth System Board of Trustees, which was given, seconded and the resolution was approved unanimously. **RESOLUTION NO. 19618**

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V. Executive Session

Dr. Walker asked for a motion to move 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. Ms. Chappell made a motion and Ms. Dee 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 matters identified at 4:42pm.

Following the executive session, the meeting reconvened in open session at approximately 5:24 pm and welcomed back the public via Zoom.

VI. Recommendations/Resolutions

A. Approval of Update in Nonprofit Joint Venture

Dr. Walker noted that the Board had been presented information in executive session regarding updates in a nonprofit joint venture and he asked for a motion on the resolution for the Approval of Update in Nonprofit Joint Venture, which was given, seconded and the resolution was approved unanimously. **RESOLUTION NO. 19619**

VII. Executive Session

Dr. Walker asked for a motion to move 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. Ms. Dee 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 matters identified at 5:26pm.

Following the executive session, the meeting reconvened in open session at approximately 5:47pm. There being no further business to bring before the Board, the meeting was adjourned at 5:47pm.

NEXT MEETING: **Wednesday, May 22, 2024 – 3:30pm - 5:30 pm**
The MetroHealth Brooklyn Hts. Campus, 5410 Lancaster Dr.
Building B, Room B-102, Brooklyn Heights, OH 44131 or via Zoom

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THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson