

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, April 24, 2024

1:30-3:00 pm

MetroHealth Brooklyn Heights Campus Room B-102 and via Zoom

Meeting Minutes

Committee Members: Inajo Davis Chappell-R, John Moss-I

Other Trustees: John Corlett-I, Maureen Dee-I, Sharon Dumas-I, Nancy Mendez-I, John Moss-I, E. Harry Walker, M.D.-I

Staff: Airica Steed-I, Laura McBride-I, Sarah Partington-I, Tamiyka Rose-I, Dalph Watson-I

Ms. Chappell called the meeting to order at 1:36 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 January 24, 2024, Governance Committee Meeting were unanimously approved as submitted.

II. Information Items

A. Trustee Appointments & Transitions

1. New Board Member Update and Welcome – A. Steed

Dr. Steed welcomed Sharon Dumas, Ron Dziedzicki and Nancy Mendez to the Board of Trustees and expressed appreciation for their added wealth of expertise and talent to the Board. To summarize their expertise, Ms. Dumas has more than 40 years of experience in the private and public sectors in fiscal management. Mr. Dziedzicki is a retired veteran with the United States Army and the United States Air Force. In addition, Mr. Dziedzicki is a fellow nurse and has held several leadership positions at the University Hospitals of Cleveland, including Senior Vice President, Chief Nursing Officer, and Chief Operating Officer. Lastly, Ms. Mendez holds the position of President and CEO at Starting Point and has extensive experience in public health, healthcare disparities, and philanthropy. Dr. Steed informed the committee that

The MetroHealth System Board of Trustees

Trustees Mr. Hurwitz and Mr. Hairston have submitted their resignation letters to the County Executive and will no longer be members of the Board after May 1, 2024.

2. Recognition of Departing Board Members – I. Chappell

Ms. Chappell expressed her gratitude to Trustees J.B. Silvers and Vanessa Whiting for their longstanding commitment and service to The MetroHealth System and The MetroHealth System Board of Trustees. Ms. Chappell announced that Ms. Rose is working with Board Chair Dr. Walker to organize a recognition luncheon in the upcoming future for the departing board members, along with a signed resolution from the County in acknowledgement and thanks for their service.

3. Orientation for New Board Members – I. Chappell

The committee was informed that the orientation for the new Board members will occur on April 30, including an overview of the Board's composition, the laws of Ohio Revised Code Chapter 339, and a brief overview of the system's finances.

B. Committee Assignments / Officer Election – I. Chappell

Ms. Chappell referred to the updated committee assignments list, which was included in the meeting material. There have been revisions to the committee assignments, which are outlined as follows: Sharon Dumas was added to the Facilities & Planning Committee and the Finance Committee, Maureen Dee will serve as the chair of the Health Equity & Diversity Committee, and John Moss was added to the Executive Committee. An election will be held at the full Board meeting, as John Moss is nominated as Vice Chair due to Vanessa Whiting's departure. Each Board member was asked to serve on at least two committees. Further details will be provided at the orientation for Mr. Dziedzicki and Ms. Mendez on April 30th.

C. Board Educational Opportunities – A. Steed

The committee was informed of several upcoming educational conferences available through our associations:

1. The Ohio Hospital Association's Annual Conference is June 10-12 in Columbus, Ohio,
2. The Essential Hospital Association's Annual Conference is June 19-21 in San Diego, CA,
3. The Governance Institute has two leadership conferences scheduled. One in Colorado Springs on September 8th - 11th, and in Las Colinas Irving, Texas, October 16-18th.

Dr. Steed and Ms. Rose are working together to establish educational opportunities and strongly encouraged participation if interested in participating in any of the above-mentioned conferences. Ms. Rose has coordinated a tour of the main campus

The MetroHealth System Board of Trustees

scheduled in May to provide an opportunity for current and new Board members to learn more about the need for Campus Transformation.

D. Board Policies

1. Update on Board Policies – I. Chappell, T. Rose, L. McBride

Ms. Chappell asked Ms. McBride to create a chart of potential Board Governance policies from the Governance Institute and the American Hospital Association. Ms. McBride directed the committee's attention to the Board Governance Policies chart included in the meeting materials, which provides a snapshot of recommended policies held at the board-level from the Governance Institute and the American Hospital Association. Ms. McBride explained that system policies are typically reviewed by the policy committee and approved by the relevant executive without board approval. However, board policies or changes require board approval. Historically, the board has adopted policy revisions through resolutions, and since 2020, there's been a move towards creating visible board-level policies. Ms. McBride highlighted significant overlap in the recommended policies, particularly concerning competencies, nepotism, and whistleblower policies. These are already established at the system level, adhering to industry-standard best practices. Any changes to these would follow the system's amendment process. For instance, there was a complaint about towels left on the floor, highlighting the need for consistent monitoring of whistleblower policies at the system level. This leads to a broader discussion with the board about their responsibility and oversight of such matters.

2. Status of and Process for Certain Policies (Whistleblower, Nepotism/Conflict of Interest) – S. Partington, L. McBride, D. Watson

Ms. Chappell requested an update on the status and process of the System's Whistleblower, Nepotism, and Conflict of Interest policies. The nepotism policy was updated during the annual review in February. Human Resources Talent Acquisition Specialists ask applicants to disclose any family members working at MetroHealth, and potential conflicts are raised and investigated by Ethics & Compliance. Ms. Chappell raised a question regarding the conflict of interest and nepotism policies, and if the policy committee can revisit them. In addition, Ms. Chappell asked Ms. Rose to conduct research on how employees can report their concerns of mismanagement and compare it to the approaches of other organizations. The current system policy, EC-04- Reporting Concerns, should have deterrent language that holds employees accountable for filing baseless complaints which should be validated and substantiated before escalation. Ms. Chappell suggested that another meeting should be held to discuss issues raised by Dr. Steed in executive session.

III. Recommendation/Resolutions Approval

None

The MetroHealth System Board of Trustees

There being no further business to bring before the Board, and the meeting was adjourned at 2:56 pm.

THE METROHEALTH SYSTEM

Inajo Chappell
Chairperson, Governance Committee