

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Friday, June 7, 2024

11:30am - 1:00 pm

Virtual only via Zoom <https://us02web.zoom.us/j/81280074093>

Meeting Minutes

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

Other Trustees: John Corlett-R, Maureen Dee-R, Michael Summers-R, E. Harry Walker, M.D.-R

Staff: Airica Steed-R, Chris Briddell-R, Joe Frolik-R, Derrick Hollings-R, Laura McBride-R, Sarah Partington-R, Tamiyka Rose-R, Dalph Watson-R

Ms. Chappell called the meeting to order at 11:30 am, 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 April 24, 2024, Governance Committee Meeting were unanimously approved as submitted.

II. Information Items

A. Trustees Appointments – A. Steed

Dr. Steed welcomed Mr. Michael Summers who is a new member of The MetroHealth Board of Trustees. Mr. Summers is a Senior Fellow at the Levin College of Urban Affairs and served as Mayor of the city of Lakewood from 2009 – 2019. Mr. Summers served as the President of Summers Rubber Company in Cleveland, Ohio for 32 years. Mr. Summers joins the Board of Trustees with a wealth of board experience. Mr. Summers was appointed to the Board of Trustees with a term beginning on May 14th, 2024, and expiring on March 1st, 2026.

B. Overview of the current System Compliance Process – C. Briddell, S. Partington

Ms. Chappell introduced Mr. Briddell to the committee who is the new Chief Compliance Officer and Risk Manager who provided an overview of the current system compliance process. Ms. Partington, Senior Compliance Officer, was then introduced by Mr. Briddell to provide an outline of the EC-05 policy regarding

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investigating reported concerns. Reported concerns can occur through the ethics line, exit interviews, or direct communication with compliance. These reports are triaged between the Ethics & Compliance and Human Resources departments, and in some cases, the operations team. Ethics & Compliance or Human Resources facilitates the reporting process, and if reported concerns are operational, ethics and compliance along with Human Resources collaborate to ensure the operations team are aware of reports and provides assistance, as needed.

The MetroHealth Ethics Line allows anonymous reporting, with Ethics & Compliance or Human Resources assisting reporters. Cases are triaged, and once an investigation ensues, an investigator is assigned to investigate the case based on their expertise and the scope of the investigation. The current investigation process ensures transparency and accountability.

C. Review Updated System Policy EC-04 – Reporting Concerns – I. Chappell

During the last committee meeting, it was requested that language be added to the system policy to deter frivolous claims against anyone within the MetroHealth workforce. The Committee is in favor of adding language to the policy to deter baseless claims and ensure consequences, including termination. Management processes need to be updated to address the issue of baseless claims and to ensure complaints are thoroughly investigated, addressed, and resolved.

D. Review Proposed Board Policies – I. Chappell

1. Board Expenses & Reimbursement Policy

Ms. Chappell opened the discussion of the proposed Board expenses and reimbursement policy included in the meeting material. The proposed policy aims to establish an annual budget for board expenses related to board's functioning while adhering to its fiduciary duty. The policy also aims to clarify the process for board members to travel to educational conferences and ensure clear reimbursement procedures. Questions regarding the policy were addressed and further revisions were recommended to ensure that all details are included to create a definitive expense and reimbursement for the Board, consistent with the system policy.

2. CEO Expense Reimbursement Policy

Ms. Chappell opened the discussion of the proposed CEO expense reimbursement policy included in the meeting material. The proposed policy aims to clarify the scope of CEO or business expenses and ensures proper reporting to maintain board accountability. The policy is self-explanatory and straightforward and there were no questions or concerns.

3. Management Duty to Disclose Policy

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Ms. Chappell opened the discussion of the proposed Management Duty to Disclose policy included in the meeting material. The proposed policy aims to clarify the obligation that the Chief Executive Officer, Chief Financial Officer, and Chief Legal Officer report information in a timely and sufficient basis that would facilitate the Board's focus on governance while appropriately adhering to the Board's fiduciary duty. Expanding the list of management duty to disclose includes the Chief Compliance Officer was suggested and considered. Additional concerns regarding mandatory language of the role of the Chief Legal Officer advising the Board on its decision-making and oversight responsibilities was raised by certain members of the management team. Ms. Chappell advised the management team to incorporate the suggested language and recirculate the proposed policy to the Committee with the redlined revisions.

III. Recommendation/Resolutions Approvals

A. Resolution to Adopt Policy BOT-8 on Board Expenses & Reimbursement

The Committee will reconvene at the next Governance Committee meeting after language changes are included in the policy and circulated for review.

B. Resolution to Adopt Policy BOT-9 on CEO Expense Reimbursement

With no questions or concerns with the proposed policy, Ms. Chappell asked for a motion to approve to adopt policy BOT-9 on CEO Expense Reimbursement which was given, seconded, and unanimously approved to move forward for Board approval.

C. Resolution to Adopt Policy BOT-10 on Management Duty to Disclose

The Committee will reconvene at the next Governance Committee meeting after language changes are included in the policy and circulated for review.

There being no further business to bring before the Board, the meeting was adjourned at 1:16 pm.

THE METROHEALTH SYSTEM

Inajo Chappell
Chairperson, Governance Committee