

The MetroHealth System Board of Trustees

SPECIAL BOARD OF TRUSTEES MEETING

Wednesday, September 25, 2024

4:00pm - 5:30pm

MetroHealth Board Room (K107) and via Zoom

Meeting Minutes

Trustees:	John Corlett-I, Maureen Dee-I, Sharon Dumas-I, Ronald Dziedzicki-I, Nancy Mendez-I, John Moss-I, Michael Summers-I, E. Harry Walker, M.D.-I ¹
Staff:	Christine Alexander-Rager, MD-I, John Campanelli-R, Allision Poullos-I, Tamiyka Rose-I, James Wellons-I
Invited Guests:	Ellen Burts-Cooper-I, Adrian Thompson-I, Lisa Mack-R ²
Other Guests:	Guests that were not invited by the Board of Trustees are not listed as they are considered members of the audience, and some were not appropriately identified.

Dr. Walker called the meeting to order at 4:17pm, 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 September 16, 2024, special Board meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19647

II. Committee Reports

A. Audit & Compliance Committee – M. Dee

Ms. Dee provided a summary of the Audit & Compliance Committee meeting held earlier today. The committee discussed an ethics and compliance update, including an update on the upcoming launch of a speak up campaign and other compliance

¹ I-In-person, R-Remote

² I-In-person, R-Remote

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activities updates. An executive session was held to discuss hospital trade secrets as defined in ORC 1333.61 and the committee recommended a resolution for the approval to authorize and approve the hire of an Executive Director of Internal Audit Services that will be presented to the full Board for approval.

B. Governance Committee – *J. Moss*

Mr. Moss provided a summary of the Governance Committee meeting held earlier today. The committee discussed Trustee appointments, and it is anticipated that Ms. Dee will be reappointed in October along with the upcoming appointment of a new Trustee by the County Executive. Mr. Moss reported that the Board of Trustees met on September 16, 2024, for a board retreat and the committee discussed and approved the recommendation of approval of Management Duty to Disclose Policy that will be presented to the full Board for approval.

C. Human Resources & Compensation Committee – *J. Corlett*

Mr. Corlett provided a summary of the Human Resources & Compensation Committee meeting held earlier today. The committee discussed the progress report on the 2024 system goals which includes financial health strategy and growth, quality, safety, patient experience, people first strategy, local transformation, community and health equity, and research and teaching. The committee went into executive session to discuss hospital trade secrets and returned to public session to pass a resolution for the full Board's consideration to approve a compensation adjustment for the Acting CEO.

III. **Consent Agenda**

A. Audit & Compliance Committee -

- i. The Board unanimously approved the Authorization and Approval to Hire Executive Director, Internal Audit Services.
RESOLUTION NO. 19648

B. Governance Committee -

- i. The Board unanimously approved the Approval of Management Duty to Disclose Policy.
RESOLUTION NO. 19649

C. Human Resources & Compensation Committee –

- i. The Board unanimously approved the Approval of Compensation Adjustment for Acting CEO.
RESOLUTION NO. 19650

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IV. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss hospital trade secrets as defined in 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 disputes involving the public body that are the subject of pending or imminent court action. Mr. Summers made a motion and Mr. Corlett 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 4:21 pm.

Return to Open Meeting

Following the executive session the meeting reconvened in open session at approximately 6:25 pm and welcomed back the public via Zoom. There being no further business to bring before the Board, the meeting was adjourned at 6:26 pm.

Respectfully submitted,

THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson

Next Regular Meeting: Wednesday, October 23, 2024

3:30pm – 5:30pm

The MetroHealth System Board Room K107 or via Zoom