

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, September 25, 2024

1:00 pm - 2:30 pm

MetroHealth Board Room (K107) or via Zoom <https://us02web.zoom.us/j/84774988570>

Meeting Minutes

Committee Members: John Moss-I

Other Trustees: Maureen Dee-I, Sharon Dumas-I, Michael Summers-I, E. Harry Walker, M.D.-I

Staff: Christine Alexander-Rager, MD-I, Chris Briddell-I, William Dube-I, Sarah Partington-I, Allison Poullos-I, Sarah Partington-R, Tamiyka Rose-I, James Wellons-I, Darlene White-I

Guests: Guests not invited by the Board of Trustees are not listed as they are considered members of the audience, and some were not appropriately identified.

Ms. Chappell called the meeting to order at 1:08 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

Mr. Moss requested for a motion to approve the minutes of the June 7, 2024 Governance Committee Meeting as presented, which was given, seconded, and approved. Ms. Dumas and Ms. Dee were not present during the vote to approve the June 7, 2024, minutes.

II. Information Items

A. Trustees Appointments – J. Moss / T. Rose

Mr. Moss introduced Tamiyka Rose, Manager, Board Liaison & Board Relations, to provide updates on Trustee appointments and Committee Assignments. Ms. Rose informed the committee that Maureen Dee will be reappointed next month, and the County Executive is in the process of vetting another person to join the Board, with hopes of both appointments happening in mid-October and will keep everyone abreast via email when the appointments occur. As a reminder, Ms. Chappell wants to ensure that all Board members are aware of the different committees that are

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available and that each board member serves on at least two committees for the opportunity to learn and take over as chairs in due time. Ms. Rose provided an overview of the current committee assignments which is as follows:

- **Audit & Compliance Committee:** Chair - Maureen Dee and John Moss as a member.
- **Health Equity and Diversity Committee:** Chair - Maureen Dee; John Corlett and Nancy Mendez as members.
- **Facilities & Planning Committee:** Chair - Dr. Walker; Inajo Chappell and Sharon Dumas as members.
- **Finance Committee:** Chair - John Moss; Sharon Dumas, Ron Dziedzicki and Dr. Walker as members.
- **Quality, Safety, and Experience Committee:** Chair - Ron Dziedzicki; Maureen Dee and Dr. Walker as members.
- **Governance Committee:** Chair - Inajo Chappell and John Moss as a member.
- **Human Resources and Compensation Committee:** Chair - John Corlett; Dr. Walker, Inajo Chappell and John Moss as members.
- **Executive Committee:** Chair - Dr. Walker; John Corlett and John Moss as members.
- **Strategic Planning Committee:** Chair - Dr. Walker; John Corlett, Nancy Mendez and Mike Summers as members.

Mr. Summers also serves on the Centers for Community Health (CCH) board. An educational session about MetroHealth's related entities will be held for new and senior board members after the new board member is appointed.

B. Report out from Board Retreat – J. Moss

Mr. Moss provided a report on the board retreat that was held on September 16, 2024, with Dr. Kim Russell of The Governance Institute. The retreat was an all-day informational session that provided the Trustees the opportunity to engage and discuss future plans for the organization's new leader.

C. Review Compliance Policy – S. Partington

Sarah Partington, Executive Director of Ethics and Compliance, provided a review of the conflict of interest and disclosures process. The Ethics and Compliance department oversees conflicts of interest for the organization, including employees, the MetroHealth Board of Trustees, MetroHealth Foundation Board of Directors, and researchers. The team triages the certifications and identifies any issues, developing a mitigation plan or management plan, in collaboration with the Legal team, to ensure transparency and understanding of obligations of the management plan, which is audited annually.

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The 2024 disclosure process began on July 16, 2024, and is open to the entire board. The board receives a packet of materials, including the conflicts of interest and Ohio Ethics law information sheet, BOT-01 Conflicts of Interest policy, and the CONI cheat sheet. The CONI software system allows for easy filing of disclosure reports and relationships. Board members are required to fill out disclosure statements annually, but they are not considered financial disclosure filers with the state. The system requires no financial disclosure, but it is important to identify relationships with organizations and their potential conflicts. The confidentiality of this information is maintained, as it is only accessible by a few people in the Ethics and Compliance department, Legal, and Supply Chain.

Ms. Partington discussed the disclosure requirements for personal, immediate family members, and business associates as required under Ohio law which focuses on six areas: compensation, equity, intellectual property, board positions, other elected or appointed positions, and gifts from vendors. Immediate family members include spouse, children, grandparents, siblings, and others related by blood or marriage residing in the same household. Disclosures for immediate family members are requested if any compensation is received from MetroHealth or if a relationship exists with any external entity that does or wants to do business with MetroHealth, and the family member is involved in the decision-making process. Additionally, disclosure requirements for MetroHealth Trustees includes all income, except for retirement payments, and only if they are actively working or have consulting relationships with MetroHealth. Trustees must disclose all equity interests in an outside entity that does or wants to do business with MetroHealth. This year, 3708 disclosure certifications were issued with an 87% compliance rate for the annual disclosure period. Of the completed certifications, 15% have identified conflicts, 75% had no conflicts, and 10% are under review. Overall, 13% of the workforce have outstanding certifications.

Research conflicts of interest are managed through research-initiated certifications, where team members must answer questions about potential relationships that might conflict with the study. The largest issues for management plans include nepotism, financial interests, and research-related financial interests.

D. Review Proposed Board Policies – J. Moss

1. Management Duty to Disclose Policy

Mr. Moss opened the discussion of the proposed board policy – Management Duty to Disclose – which was included in the meeting material, which seeks to clarify the obligation of the Chief Executive Officer, Chief Financial Officer, and Chief Legal Officer to report information in a timely and sufficient basis that would facilitate the

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Board of Trustees' focus on governance while appropriately adhering to the Board's fiduciary duty. The policy was reviewed in July and discussed with Dr. Alexander. The changes in the proposed policy were made to maintain the Chief Legal Officer's role in their duty to disclose. The language was amended to avoid the Chief Executive Officer becoming a reporting entity to the Chief Legal Officer.

Mr. Moss asked for a motion to move into executive session to discuss hospital trade secrets as defined by ORC 1333.61. Dr. Walker 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 Mr. Moss. Members of the public were excused, and the Board went into executive session to discuss the identified matters at 1:38pm.

III. Recommendation/Resolutions Approvals

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

With no questions or concerns with the proposed policy, Mr. Moss asked for a motion to approve the recommendation to adopt policy BOT-10 on Management Duty to Disclose, which was given, seconded, and unanimously approved to move forward for full Board approval.

There being no further business to bring before the Board, the meeting was adjourned at 1:50 pm.

Respectfully submitted,

John Moss
Co-Chairperson, Governance Committee