



The MetroHealth System

Board of Trustees

Wednesday, September 25, 2024

1:00pm - 2:30pm

The MetroHealth System Board Room K-107 or via Zoom

Governance Committee

Regular Meeting

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Wednesday, September 25, 2024
TIME: 1:00pm - 2:30pm
PLACE: MetroHealth Board Room K107 or via Zoom
<https://us02web.zoom.us/j/84774988570>

AGENDA

I. **Approval of Minutes**

Minutes of the June 7, 2024 meeting of the Special Governance Committee

II. **Information Items**

A. Trustee Appointments – J. Moss, T. Rose

B. *Report out from Board Retreat - J. Moss*

C. Review Compliance Policy - C. Briddell, S. Partington

D. Review Proposed Board Policies - J. Moss
1. Management Duty to Disclose Policy

III. **Executive Session**

Return to Open Meeting

IV. **Recommendation/Resolution Approvals- J. Moss**

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

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

The MetroHealth System Board of Trustees

Trustee Terms

BY TERM ENDING

Trustee	Initial Appointment	Term Ending
Maureen Dee	October 14, 2014	March 5, 2024-pending reappointment
E. Harry Walker	September 28, 2021	March 4, 2025
Michael Summers	May 14, 2024	March 1, 2026
John Corlett	July 5, 2022	March 31, 2026
Inajo Chappell	March 10, 2021	March 9, 2027
Ronald Dziedzicki	April 13, 2024	March 6, 2028
John Moss	March 3, 2010	March 6, 2028
Nancy Mendez	April 13, 2024	March 5, 2029
Sharon Dumas	March 26, 2024	March 5, 2029

SUMMARY OF REQUIREMENTS FOR TRUSTEES – O.R.C. § 339.02

- ✓ All Trustees must be electors and representative of the area served by the hospital
- ✓ No more than two Trustees may be electors from outside Cuyahoga County (but must still be in the area served by the hospital)
- ✓ No more than two Trustees may be physicians and none of the physicians may be employed by the hospital
- ✓ No Trustee may have any relationship with MetroHealth that is prohibited by the Ohio Ethics law



MetroHealth
Devoted to Hope, Health, and Humanity

Ethics and Compliance Report

Governance Committee of the Board of Trustees

September 25, 2024

Agenda

1

Prepare for the 2024 Disclosure

2

Review disclosure guide

3

Present current COI data

Prepare for the 2024 Disclosure

Annual COI Period

- 2024 Annual Col Disclosure period began on July 16
- Resources will be emailed to the Board
- Individual meetings with Compliance upon request



MHS Employee Login

Non-MHS Employee Login

To login enter your Metrohealth email as your username. If this is your first time logging in, you will need to perform a password reset. If you do not have a Metrohealth email account, please contact

compliance@metrohealth.org
to obtain your username.

Helpful documents to have when completing the 2024 COI Disclosure

1. Conflicts of Interest and Ohio Ethics Law Information Sheet
2. BOT-01: Conflicts of Interest
3. CONI Cheat Sheet
4. 2024 CONI Disclosure Statement (with 2023 answers)
5. CONI Quick Reference Guide

What to Disclose

Disclosure Summary Guidance

Who?



- Yourself
- Immediate Family Members
- Business Associates

What?



- Compensation
- Equity
- Intellectual Property
- Board Positions
- Elected/Appointed positions
- Gifts from vendors

When?



- Current activities
- Within the last 12 months or expected within the next 12 months

Key Definitions

Immediate Family Members

- Spouse
- Children (whether dependent or not)
- Grandparents
- Siblings
- Others related by blood or marriage and residing in the same household

Business Associates

- Any person or entity with whom a Trustee is acting together to pursue a common business purpose
- A Trustee's outside employer; partners in a partnership; co-owners in a business; co-members of an LLC

Disclosure Guide

Interest	You	Immediate Family Member/Business Associate
Compensation	Disclose all	Disclose if they receive compensation from MetroHealth or an Outside Entity that does/wants to do business with MetroHealth, and they were involved in the decision-making process.
Equity	Publicly held: >5% Privately held: all	Disclose if they have an equity interest in an Outside Entity that does/wants to do business with MetroHealth
Intellectual Property (IP)	Any royalties paid directly to you	Disclose if they have an IP interest that MetroHealth may use in its business
Board positions	Disclose all	Disclose if they hold a position with an Outside Entity that does/did business with MetroHealth
Elected/ Appointed positions	Disclose all	Disclose if the position is in an area where MetroHealth operates
Gifts from a vendor	Disclose gifts greater than \$75	NA

Current COI data

Current COI Process



MetroHealth COI – By The Numbers

Annual COI Certification Data

Number of certifications issued for 2024	3708
Number of certifications completed	3239 (87%)
User disclosed interest – conflict exists	479 (15%)
User disclosed interest – no conflict exists	2428 (75%)
User disclosed interest – pending EC review	176 (5%)
Certifications outstanding	469 (13%)
Research initiated certifications	4502

COI Management Plans

Active Management Plans 25

Pending Managements Plans 6

1. Nepotism 16
2. Financial Interests 5
3. Financial Interests – Research 4

Questions?

BOT-10 – Management Duty to Disclose

Key Points

- This policy applies to The MetroHealth System (MHS) Workforce Members.
- This policy establishes the expectations and process for the Chief Executive Officer (CEO) and senior leadership to report to the Board the practices, activities, and decisions of MHS to ensure that they are lawful, prudent, and in compliance with commonly accepted business and professional ethics.

Policy

1. The CEO and the Senior Leadership Team² have an obligation to report to the Board or a committee thereof, on a timely and sufficient basis, information and analysis relevant to Board members' decision-making and oversight responsibilities.
2. The CEO, Chief Financial Officer, and Chief Legal Officer shall be available to the Board at each of its regular meetings, and at meetings of its Executive and other Committees, as requested.
3. Management reports shall include, but not be limited to, the following:
 - 3.1. Financial performance of MHS, including any actual or anticipated threats to MHS assets;
 - 3.2. Relevant trends in the market or regulatory environment in which MHS conducts its operations;
 - 3.3. Changes in the assumptions upon which any Board policy has been established;
 - 3.4. Actual or anticipated legal action against MHS or adverse media coverage;
 - 3.5. Actual or anticipated non-compliance with any policy of the Board; and
 - 3.6. Opinions from a variety of employees, external points of view, and options to permit the Board to make informed choices.
4. The CEO and the Senior Leadership Team shall have an affirmative duty to regularly advise the Board on corporate matters, including but not limited to the following:
 - 4.1. Submit monitoring data required by the Board in a timely, accurate, and understandable fashion.
 - 4.2. Make the Board aware of relevant trends, anticipated adverse media coverage, and material external and internal changes involving MHS, particularly changes in the assumptions upon which any Board policy has previously been established.
 - 4.3. Present information in appropriate and efficient manner and assure that the information and advice to the Board has no significant gaps in timeliness, completeness, or accuracy.
 - 4.4. Provide mechanisms for official Board communications.
 - 4.5. Engage with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
 - 4.6. Report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
 - 4.7. Present or have presented to the Board a diversity of policy-related opinion and perspective from the Senior Leadership Team and the medical and nursing staff.

5. All management reports to the Board shall be timely, complete, accurate, and shall be presented in a clear and concise manner.
6. The Chief Legal Officer shall be actively involved in advising the Board on matters pertaining to the Board members' decision-making and oversight responsibilities. The CEO and Senior Leadership Team should recognize and fulfill an obligation to disclose to the Chief Legal Officer information and analysis relevant to the ability of the Chief Legal Officer to advise the Board on its oversight responsibilities, particularly as they relate to legal compliance matters.

References

Endnotes

¹ Workforce Member: Employees, providers, volunteers, trainees, and other persons whose conduct, in the performance of work for MHS, is under the direct control of such entity, whether or not they are paid by MHS.

²The Senior Leadership Team includes all MHS employees who report directly or via a dotted line to the CEO.

RECOMMENDATION FOR THE APPROVAL OF A POLICY RELATIVE TO MANAGEMENT DUTY TO DISCLOSE

Recommendation

The Acting-CEO recommends that the Board of Trustees approve a new policy relative to Management Duty to Disclose.

Background

In accordance with Chapter 339 of the Ohio Revised Code and general governance principles, the Board of Trustees can and has created a policy that establishes the expectations and process for the Chief Executive Officer (CEO) and senior leadership to report to the Board the practices, activities and decisions of the MetroHealth System to ensure that they are lawful, prudent, and in compliance with commonly accepted business and professional ethics.

The proposed policy seeks to clarify the obligation that the CEO, 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.

Approval of Management Duty to Disclose Policy

RESOLUTION XXXXX

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the approval of a policy relative to Management Duty to Disclose; and

WHEREAS, the Board's Governance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves of the policy attached hereto relative to Management Duty to Disclose, Board Policy BOT-10.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE: