



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – 9/25/2024**

RESOLUTION DESCRIPTION

RESOLUTION NO.

MINUTES

Minutes – Approval of Board Meeting Minutes, September 16, 2024

19647

CONSENT AGENDA

Authorization and Approval to Hire Executive Director, Internal Audit Services

19648

Approval of Management Duty to Disclose Policy

19649

Approval of Compensation Adjustment for Acting CEO

19650

Approval of Board Meeting Minutes September 16, 2024

RESOLUTION 19647

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Special Meeting of September 16, 2024, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the minutes of the Special Meeting of September 16, 2024, as presented.

AYES: Mr. Corlett, Ms. Dee, Ms. Dumas, Mr. Dziedzicki,
Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Chappell

ABSTAINED: None

DATE: September 25, 2024

Authorization and Approval to Hire Executive Director, Internal Audit Services

RESOLUTION 19648

WHEREAS, The Audit and Compliance Committee ("Committee") of the Board of Trustees ("Board") of The MetroHealth System ("System") established a job description for an Executive Director, Internal Audit Services ("Executive Director") to assist the Committee in their oversight responsibilities for internal audit activities at the System;

WHEREAS, the Executive Director shall have direct and independent functional reporting to the Chair of the Committee and administrative reporting the System's SVP/Chief Ethics, Risk, and Compliance Officer ("Ethics Officer");

WHEREAS, the Executive Director shall work in collaboration with the System's external audit partner to promote sound risk management and internal control and governance activities that are consistent with industry best practices and applicable federal and state rules and regulation; and

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the Chair of the Committee in collaboration with the Ethics Officer to make an offer of employment to the final candidate for the position of Executive Director and negotiate and execute the final terms of their employment.

AYES: Mr. Corlett, Ms. Dee, Ms. Dumas, Mr. Dziedzicki,
Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Chappell

ABSTAINED: None

DATE: September 25, 2024

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 19649

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: Mr. Corlett, Ms. Dee, Ms. Dumas, Mr. Dziedzicki,
Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Chappell

ABSTAINED: None

DATE: September 25, 2024

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.

Approval of Compensation Adjustment for Acting CEO

RESOLUTION 19650

WHEREAS, on July 26, 2024, consistent with policy BOT-04, CEO Emergency Succession Plan ("BOT-04") the Board of Trustees of The MetroHealth System (the "Board") appointed Christine Alexander Rager, MD as Acting CEO; and

WHEREAS, BOT-04 contemplates that the Executive Committee of the Board shall consider whether the Acting CEO should receive additional compensation in light of the Acting CEO's increased responsibilities.

NOW, THEREFORE, BE IT RESOLVED, the Executive Committee of the Board hereby approves the adjustment of the Acting CEO's base salary to an annualized \$715,000 effective July 26, 2024.

BE IT FURTHER RESOLVED that the Acting CEO's base salary set forth in this Resolution will continue until the earlier of: (1) further action by the Executive Committee of the Board to adjust the Acting CEO's compensation pursuant to BOT-04; or (2) the conclusion of Dr. Alexander Rager's appointment as Acting CEO.

AYES: Mr. Corlett, Ms. Dee, Ms. Dumas, Mr. Dziedzicki,
Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Chappell

ABSTAINED: None

DATE: September 25, 2024