

The MetroHealth System Board of Trustees

SPECIAL BOARD OF TRUSTEES MEETING

Monday, September 16, 2024
1:00 pm – 5:00 pm
The MetroHealth System Board Room K-107

Meeting Minutes

Board Members: Inajo Davis Chappell-R, John Corlett-I, Maureen Dee-I, Sharon Dumas-I (late), Ronald Dziedzicki-I, Nancy Mendez-I, John Moss-I, Micheal Summers-I, E. Harry Walker, M.D.-I
Staff Present: William Dube-I, Allison Poullos-I, Tamiyka Rose-I
Guests: Secretary Marcia L. Fudge-I, Kim Russel-I, Adrian Thompson-I¹

Dr. Walker called the meeting to order at 1:00 pm, 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 the Minutes

Dr. Walker requested for a motion to approve the minutes of August 28, 2024, full Board Meeting as presented, which was given, seconded, and unanimously approved.

RESOLUTION NO. 19646

II. Discussion of Next Steps for an Interim CEO or CEO—E. Walker, M.D.

Dr. Walker stated that he was thankful for Dr. Alexander-Ragar taking on the role as Acting CEO in late July. However, after several weeks, he thinks that it is time to start talking about a more permanent role. Dr. Walker stated that at this time it would not be in the best interest of the System to start a major national search. He reiterated that he mentioned to the Editorial Board of the Plain Dealer that a national search could take several months,

¹ I-In-person, R-Remote

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and we are fortunate enough that we have a couple of leaders in our senior leadership team who could certainly fill in for the remaining term of the former CEO's contract period.

Dr. Walker stated that he would like to discuss whether the title should be interim CEO or CEO. After a very thorough conversation, the Board agreed to interview the candidates for an interim term of fifteen months with the title of CEO, as all members wanted the appointed person to have the full authority of a CEO, but they also wanted the option to renew the contract or begin a national search in 2025.

Dr. Walker explained that every Board member has had the opportunity to review each candidate's resume and they have also had the opportunity to interview them one-on-one if they chose to do so. Dr. Walker stated that the Board will interview Candidate A and Candidate B, collectively today. Each board member will take time to evaluate the candidates privately. Dr. Walker mentioned that Kim Russel, from Russel Consulting, would assist the Board in identifying key areas they would like the successful CEO candidate to focus on, in executive session.

III. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss hospital trade secrets as defined in ORC 1333.61 and 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 a pending or imminent court action. Mr. Moss made a motion and Ms. Mendez 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 1:25pm.

Following the executive session the meeting reconvened in open session at approximately 5:25pm.

There being no further business to bring before the Board, the meeting was adjourned.

THE METROHEALTH SYSTEM

E. Harry Walker, M.D., Chairperson

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NEXT REGULAR MEETING: Wednesday, October 23, 2024
 3:30 – 5:30 pm
 The MetroHealth Board Room K-107 or via Zoom