The MetroHealth System Board of Trustees

FULL BOARD MEETING

Wednesday, January 29, 2025
1:00pm - 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, M.D.-I, Robin Barre-I, Peter Benkowski-I, James Bicak-I, Chris Briddell-I, Kate Brown-I, Doug Bruce, M.D.-I, John Chae, M.D.-I, Nabil Chehade, M.D.-I, Alfred Connors, M.D.-I, William Dube-I, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Derrick Hollings-I, Natalie Joseph, M.D.-I, William Lewis, M.D.-I, Candace Mori-I, Allison Poulios-I, Tamiyka Rose-I, Brendan Sorg-I, Deborah Southerington-I, James Wellons-I, Darlene White-R[1]
Invited Guests:	John Gerak-R, Mark Wallach-R, Rob Lingelbaugh-R, Tony Petruzzi-R
Other Guests:	Guests not personally invited to the meeting by the Board Chair are not listed as they are members of the public and some were not appropriately identified.

Dr. Walker called the meeting to order at 1:00pm, 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 November 20, 2024 meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19667

[1] I-In-person, R-Remote

II. **Executive Session**

Dr. Walker asked for a motion to move into executive session to discuss hospital trade secrets as defined by ORC 1333.61. Ms. Dumas made a motion and Mr. Moss 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, and the Board went into executive session to discuss the identified matters at 1:01pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 3:15pm and welcomed back the public via Zoom and members of the public who remained in-person.

III. **Mission Moment**

Dr. Alexander introduced the mission moment video regarding advancements of music therapy and its impact on patients receiving inpatient rehabilitation services. The video highlighted Dwyer Conklyn, a music therapist with the Center for Arts in Health, works with patients with traumatic brain injuries, spinal cord injuries, strokes, and other neurological illnesses to help patients regain functional needs through music therapy. Mr. Conklin focuses on vocal exercises to help strengthen abdominal muscles which reduces the risk of choking and aspiration in spinal cord injury patients which is one of his biggest concerns.

IV. **Committee Reports**

A. Audit & Compliance Committee – *M. Dee*

Ms. Dee provided a summary of the Audit & Compliance Committee meeting held on November 20, 2024. The committee reviewed the committee charter and received key updates on the Ethics & Compliance activities. The committee also met team members of the new external auditors, Plante Moran, who provided a pre-audit presentation. The committee approved a resolution to be presented for full board approval, to allow the Audit & Compliance team to engage with a vendor to review the Performance-Based Value Compensation (PBVC) goal results and target achievement levels for the upcoming year.

B. Facilities & Planning Committee – *Dr. Walker*

Dr. Walker provided a summary of the Facilities & Planning Committee meeting held on January 15, 2025. The committee received updates on several projects, including the Glick center, Apex, Ambulatory Enabling project, ED refresh project, legacy buildings plans and campus parking space. The committee received an update from Facilities management and approved a resolution to be presented for full board approval, for expenditures for design, fabrication, and installation of interior and exterior signage.

C. Governance Committee – *M. Summers*
Mr. Summers provided a summary of the Governance Committee meeting held on January 15, 2025. The committee discussed the effectiveness of the Board, including Trustee appointments and reappointments, engagement, education, self-evaluation, and fiduciary conduct of the Board and committees.
The committee is updating the delegation of authority policy as it relates to the Board's fiduciary responsibilities for the organization. The committee will evaluate the policy and revisit for further discussion and action. The committee will also review larger third-party contracts and how governance responsibilities can be enhanced. Mr. Summers stated that new board members are in the final stages of being approved by the County Council and will meet in February for a nomination hearing.

D. Health Equity & Diversity Committee – *M. Dee*
Ms. Dee provided a summary of the Health Equity & Diversity Committee meeting held on December 18, 2024. The committee received a presentation from Dr. Merugu discussing the development of the Health Equity Enterprise. Dr. Modlin, along with Ms. Carson, provided an update of the African American Affinity group leader listening rounds, which is an initiative where leaders visit and communicate with patients that are hospitalized, to bridge gaps in healthcare communication. Dr. Modlin and Dr. Mishra provided an overview of the Multi-Cultural Health Center. The committee also received an update from Ms. Anderson regarding supplier diversity.

V. Consent Agenda

Facilities & Planning Committee -

i. The Board unanimously approved the Recommendation for the Approval of Expenditures for Design, Fabrication, and Installation of Interior and Exterior Signage. RESOLUTION NO. 19669

VI. Recommendation/Resolution Approvals

A. Reaffirmation of Support for a Level III Adult Trauma Center at MetroHealth Parma Medical Center
Dr. Walker introduced Dr. Golob to discuss the resolution for reaffirmation of support for a level III adult trauma center at MetroHealth Parma Medical Center. Dr. Golob explained that the resolution is needed to confirm the ongoing board support to continue services at the Parma medical center as a level III trauma center, which is required by the American College of Surgeons as part of the

accreditation process. Dr. Walker asked for a motion on the resolution for Reaffirmation of Support for a Level III Adult Trauma Center at MetroHealth Parma Medical Center, which was given, seconded and the resolution was approved unanimously. RESOLUTION 19670

B. Approval of the Engagement of a PBVC Plan Results and Goals Assessment
Mr. Wellons read the Approval of the Engagement of a PBVC Plan Results and Goals Assessment resolution. The resolution was previously approved unanimously by The Board on November 20, 2024. RESOLUTION NO. 19663

VII. **President and CEO's Report – *C. Alexander-Rager***

Dr. Alexander-Rager provided a summary of the written President and CEO's Report to the Board of Trustees for the month of January 2025, which was included in the meeting material. In December, MetroHealth was recognized as a High Performing Hospital for Maternity Care by the U.S News and World Report. MetroHealth has started live-streaming and archiving Board of Trustees and committee meetings on its YouTube page to improve access to information.

MetroHealth Broadway Health Center's caregivers worked tirelessly to keep Express Care services open following a water main break in the surrounding neighborhood during this month's arctic blast, and the team converted numerous patients' existing appointments to telehealth to ensure their care was not interrupted.

A comprehensive five-day evaluation by 13 Joint Commission Surveyors found several opportunities for improvement, leading to action plans being created. The Code Yellow Incident Command Team has been working diligently to de-escalate some conservation measures during the nationwide IV fluid shortage.

Candace Mori, PhD, RN, APRN, ACNS-BC NEA-BC, ONC, agreed to take on the role of Interim System Chief Nursing and Patient Care Services Officer. On January 11, Dr. Alexander-Rager attended the Hispanic Police Officers Association's annual Three Kings Day dinner and benefit in Tremont, an event that benefits a scholarship program that supports the education of Hispanic young people and older learners, where she addressed over 300 attendees about the importance of MetroHealth's partnerships with the Hispanic community and the desire for continued collaboration. Dr. Alexander-Rager also traveled to Washington, DC on January 13 and 14, to meet with members of the Ohio Congressional Delegation to emphasize the need for elected officials to understand MetroHealth's priorities to fulfill its essential role in the community.

VIII. **Medical Staff Report – *Dr. Joseph***

Dr. Joseph apprised the Board of the upcoming medical staff activities. Dr. Joseph reported the medical staff holiday party was held in December and was a success. Several awards were distributed, including clinical excellence awards for nominees, who were nominated by the Chairperson from individual medical clinical departments, for demonstrated excellence in clinical care. Dr. Joseph directed the Board to refer to the Medical Staff Providers appointments, reappointments, and actions of the Credentialing Committee for November 2024 and the November 8, 2024, and December 13, 2024, meeting minutes of the Medical Executive Committee that were included in the meeting materials for review and asked for an approval. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions, and Reappointments for November 2024, along with the acceptance of the MEC minutes for November 8, 2024, and December 13, 2024, which was given, seconded and unanimously approved. RESOLUTION NO. 19668

IX. Information Items

A. OnBoard Portal Demonstration – *R. Lingelbaugh*

Dr. Walker introduced Mr. Rob Lingelbaugh with OnBoard, to provide a demonstration of the board management portal software. Mr. Lingelbaugh discussed specific features of the software, which can be useful to board members and users, to view agendas, board meeting books and other materials with ease. OnBoard provides a user-friendly environment to access materials and its intuitive features can help meetings run efficiently. Other features of the software include agenda & board book build, notes & annotations, announcements & RSVP tracking, unlimited file resource center, user member directory, user & permissions management, voting & approvals, surveys/questionnaires, eSignatures, shared annotations, homepage/dashboard, in-app messenger, minutes builder, engagement analytics, and task management. After the demonstration, the board members had an opportunity to ask further questions about the software. The next steps include the submission of a competitive bid to other interested vendors. A subcommittee of the Board will participate in the selection process.

X. 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, or the investigation of charges or complaints against a public official, 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 as defined by ORC 121.22(G). Mr. Moss 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 Dr. Walker. Members of the public were excused, and the Board went into executive session to discuss the identified matters at 4:08pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 6:10 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

Dr. Walker proceeded to read the following statement:
"During Executive Session we discussed an anonymous complaint alleging destruction and/or alteration of evidence related to the Dr. Akram Boutros civil litigation. On behalf of MetroHealth, a Special Committee of the Board engaged an outside law firm to conduct a privileged investigation of these claims. The investigation is concluded. The allegations were unfounded."

There being no further business to bring before the Board, the meeting was adjourned at 6:12 pm.

NEXT MEETING: **Wednesday, February 26, 2025 – 3:00 pm - 5:30 pm**
MetroHealth Board Room (K107) or via Zoom

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the minutes adopted by the Board of Trustees of The MetroHealth System at a meeting held on February 26, 2025, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary