

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, January 15, 2025

2:00pm - 3:30pm

Virtual via Zoom

Meeting Minutes

Committee Members:	John Moss, Michael Summers, E. Harry Walker, MD
Other Trustees:	John Corlett, Maureen Dee, Sharon Dumas, Ronald Dziedzicki, Nancy Mendez (late)
Staff:	Christine Alexander-Rager, MD, Robin Barre, Allison Poullos, Tamiyka Rose, James Wellons
Guest:	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.

Mr. Summers called the meeting to order at 2:00 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

The minutes of the September 25, 2024, Governance Committee Meeting were unanimously approved as submitted.

II. Information Items

A. Delegation of Authority

Mr. Summers began the meeting by reviewing the Committee charter to reiterate the purpose of the Committee and discussing the BOT-07 Delegation of Authority policy that was included in the meeting materials. Mr. Summers informed the Committee that he will be working with the Chief Legal Officer (CLO) to assist the Board on structuring the review of the Delegation of Authority policy in future meetings and proposes board members read the policy and raise questions for further discussion to ascertain if any policy changes are appropriate.

The MetroHealth System Board of Trustees

B. Board Recruitment

Mr. Summers informed the Committee of three open positions on the Board. Dr. Walker's term ends in March, but is expected to be reappointed. Mr. Summers will follow-up with the County Executive to make the County Executive aware of the Board's recruitment and reappointment needs and report back to the Committee.

C. Board Succession

Mr. Summers reminded the Committee that any Board member who chooses not to seek reappointment should inform the Board promptly to allow ample time to plan for succession.

D. Board Education

Mr. Summers highlighted the meeting material, which included details about two upcoming conferences. The first is the American Essential Hospital VITAL 2025 Conference, scheduled for June 11-13, 2025. The second is the American Hospital Association Leadership Summit, taking place from July 20-22, 2025. Mr. Summers encourages Board members to attend educational events to enhance skillset and keep abreast of the latest healthcare updates.

III. Future Subjects

A. System-Wide Third-Party Contracts

Mr. Summers opened the floor for a discussion pertaining to how MetroHealth engages in system-wide third-party contracts. Concerns of effective selection and oversight of large third-party contracts within the System and their performance evaluation were raised. Mr. Summers will work with Dr. Alexander and her team to gain a better understanding of the selection process and the opportunity to strengthen third-party contract management, including any Board oversight parameters.

IV. Executive Session

Mr. Summers asked for a motion to move into executive session to discuss hospital trade secrets - as defined by ORC 1333.61, 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. Dr. Walker made a motion and Mr. Moss seconded. Upon unanimous roll call vote, the Committee went into executive session to discuss such matters stated by Mr. Summers. Members of the public were excused, and the Committee went into executive session to discuss the identified matters at 2:28pm.

The MetroHealth System Board of Trustees

Following the executive session, the meeting reconvened in open session at approximately 3:11 pm and welcomed back the public who remained online.

There being no further business to bring before the Committee, the meeting was adjourned at 3:12 pm.

THE METROHEALTH SYSTEM

Michael Summers
Chairperson, Governance Committee