



The MetroHealth System

Board of Trustees

Wednesday, January 15, 2025

2:00pm - 3:30pm

Virtual via YouTube Stream

Governance Committee

Regular Meeting

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Wednesday, January 15, 2025
TIME: 2:00pm - 3:30pm
PLACE: Virtual via YouTube Stream:
<https://www.youtube.com/@metrohealthCLE/streams>

AGENDA

- I. Approval of Minutes**
Minutes of the September 25, 2024 meeting of the Governance Committee
- II. Information Items**
 - A. Delegation of Authority
 - B. Board Recruitment
 - C. Board Succession
 - D. Board Education
- III. Future Subjects**
 - A. System-wide third-party contracts
- IV. Executive Session**

Return to Open Meeting

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, September 25, 2024

1:00 pm - 2:30 pm

MetroHealth Board Room (K107) or via Zoom <https://us02web.zoom.us/j/84774988570>

Meeting Minutes

Committee Members: John Moss-I

Other Trustees: Maureen Dee-I, Sharon Dumas-I, Michael Summers-I, E. Harry Walker, M.D.-I

Staff: Christine Alexander-Rager, MD-I, Chris Briddell-I, William Dube-I, Sarah Partington-I, Allison Poullos-I, Sarah Partington-R, Tamiyka Rose-I, James Wellons-I, Darlene White-I

Guests: 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.

Ms. Chappell called the meeting to order at 1:08 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

Mr. Moss requested for a motion to approve the minutes of the June 7, 2024 Governance Committee Meeting as presented, which was given, seconded, and approved. Ms. Dumas and Ms. Dee were not present during the vote to approve the June 7, 2024, minutes.

II. Information Items

A. Trustees Appointments – J. Moss / T. Rose

Mr. Moss introduced Tamiyka Rose, Manager, Board Liaison & Board Relations, to provide updates on Trustee appointments and Committee Assignments. Ms. Rose informed the committee that Maureen Dee will be reappointed next month, and the County Executive is in the process of vetting another person to join the Board, with hopes of both appointments happening in mid-October and will keep everyone abreast via email when the appointments occur. As a reminder, Ms. Chappell wants to ensure that all Board members are aware of the different committees that are

The MetroHealth System Board of Trustees

available and that each board member serves on at least two committees for the opportunity to learn and take over as chairs in due time. Ms. Rose provided an overview of the current committee assignments which is as follows:

- **Audit & Compliance Committee:** Chair - Maureen Dee and John Moss as a member.
- **Health Equity and Diversity Committee:** Chair - Maureen Dee; John Corlett and Nancy Mendez as members.
- **Facilities & Planning Committee:** Chair - Dr. Walker; Inajo Chappell and Sharon Dumas as members.
- **Finance Committee:** Chair - John Moss; Sharon Dumas, Ron Dziedzicki and Dr. Walker as members.
- **Quality, Safety, and Experience Committee:** Chair - Ron Dziedzicki; Maureen Dee and Dr. Walker as members.
- **Governance Committee:** Chair - Inajo Chappell and John Moss as a member.
- **Human Resources and Compensation Committee:** Chair - John Corlett; Dr. Walker, Inajo Chappell and John Moss as members.
- **Executive Committee:** Chair - Dr. Walker; John Corlett and John Moss as members.
- **Strategic Planning Committee:** Chair - Dr. Walker; John Corlett, Nancy Mendez and Mike Summers as members.

Mr. Summers also serves on the Centers for Community Health (CCH) board. An educational session about MetroHealth's related entities will be held for new and senior board members after the new board member is appointed.

B. Report out from Board Retreat – J. Moss

Mr. Moss provided a report on the board retreat that was held on September 16, 2024, with Dr. Kim Russell of The Governance Institute. The retreat was an all-day informational session that provided the Trustees the opportunity to engage and discuss future plans for the organization's new leader.

C. Review Compliance Policy – S. Partington

Sarah Partington, Executive Director of Ethics and Compliance, provided a review of the conflict of interest and disclosures process. The Ethics and Compliance department oversees conflicts of interest for the organization, including employees, the MetroHealth Board of Trustees, MetroHealth Foundation Board of Directors, and researchers. The team triages the certifications and identifies any issues, developing a mitigation plan or management plan, in collaboration with the Legal team, to ensure transparency and understanding of obligations of the management plan, which is audited annually.

The MetroHealth System Board of Trustees

The 2024 disclosure process began on July 16, 2024, and is open to the entire board. The board receives a packet of materials, including the conflicts of interest and Ohio Ethics law information sheet, BOT-01 Conflicts of Interest policy, and the CONI cheat sheet. The CONI software system allows for easy filing of disclosure reports and relationships. Board members are required to fill out disclosure statements annually, but they are not considered financial disclosure filers with the state. The system requires no financial disclosure, but it is important to identify relationships with organizations and their potential conflicts. The confidentiality of this information is maintained, as it is only accessible by a few people in the Ethics and Compliance department, Legal, and Supply Chain.

Ms. Partington discussed the disclosure requirements for personal, immediate family members, and business associates as required under Ohio law which focuses on six areas: compensation, equity, intellectual property, board positions, other elected or appointed positions, and gifts from vendors. Immediate family members include spouse, children, grandparents, siblings, and others related by blood or marriage residing in the same household. Disclosures for immediate family members are requested if any compensation is received from MetroHealth or if a relationship exists with any external entity that does or wants to do business with MetroHealth, and the family member is involved in the decision-making process. Additionally, disclosure requirements for MetroHealth Trustees includes all income, except for retirement payments, and only if they are actively working or have consulting relationships with MetroHealth. Trustees must disclose all equity interests in an outside entity that does or wants to do business with MetroHealth. This year, 3708 disclosure certifications were issued with an 87% compliance rate for the annual disclosure period. Of the completed certifications, 15% have identified conflicts, 75% had no conflicts, and 10% are under review. Overall, 13% of the workforce have outstanding certifications.

Research conflicts of interest are managed through research-initiated certifications, where team members must answer questions about potential relationships that might conflict with the study. The largest issues for management plans include nepotism, financial interests, and research-related financial interests.

D. Review Proposed Board Policies – J. Moss

1. Management Duty to Disclose Policy

Mr. Moss opened the discussion of the proposed board policy – Management Duty to Disclose – which was included in the meeting material, which seeks to clarify the obligation of the Chief Executive Officer, Chief Financial Officer, and Chief Legal Officer to report information in a timely and sufficient basis that would facilitate the

The MetroHealth System Board of Trustees

Board of Trustees' focus on governance while appropriately adhering to the Board's fiduciary duty. The policy was reviewed in July and discussed with Dr. Alexander. The changes in the proposed policy were made to maintain the Chief Legal Officer's role in their duty to disclose. The language was amended to avoid the Chief Executive Officer becoming a reporting entity to the Chief Legal Officer.

Mr. Moss asked for a motion to move into executive session to discuss hospital trade secrets as defined by ORC 1333.61. Dr. Walker 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 Mr. Moss. Members of the public were excused, and the Board went into executive session to discuss the identified matters at 1:38pm.

III. Recommendation/Resolutions Approvals

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

With no questions or concerns with the proposed policy, Mr. Moss asked for a motion to approve the recommendation to adopt policy BOT-10 on Management Duty to Disclose, which was given, seconded, and unanimously approved to move forward for full Board approval.

There being no further business to bring before the Board, the meeting was adjourned at 1:50 pm.

Respectfully submitted,

John Moss
Co-Chairperson, Governance Committee

BOT-07 – Delegations of Authority

Key Points

- This policy applies to The MetroHealth System (MHS).
- This policy sets forth authority delegated by the Board of Trustees to the President and Chief Executive Officer (CEO), in accordance with Ohio law. The policy supersedes all previous standing delegations from the Board to the CEO on these issues, including those set forth in Resolutions 18724, 18947, 19284, and 19417.
- This Policy does not supersede project-specific delegations, including those set forth in Resolution 19396, which remain in effect through the life of the relevant project.

Policy

1. Pursuant to Ohio law, the Board has broad authority for the governance, management, and control over MHS operations. Ohio law authorizes the Board to delegate certain of its authorities, including management and control, to the CEO.
2. Consistent with its fiduciary and statutory duties, the Board has determined that the following delegations of authority are in the best interests of MHS. Such delegations of authority are in addition to the authorities granted a county hospital administrator under ORC Chapter 339.
3. The Board expressly retains the authority to approve an operating and capital budget for MHS (collectively, the Budget).
 - 3.1. The CEO shall be responsible for presenting a proposed budget to the Board on an annual basis and no later than the October prior to the start of the fiscal year.
4. Under all of the following delegations, all actions taken must be:
 - 4.1. In accordance with any other relevant policies approved by the Board, including conflicts of interest;
 - 4.2. Consistent with MHS' mission, vision, and values; and,
 - 4.3. As applicable, consistent with and in accordance with the Budget as approved at any time by the Board.
5. The CEO will report all material¹ changes and impacts resulting from actions taken under these delegations to the Board on a regular basis.

Operations

6. Services and Programs Offered by MHS

- 6.1. The CEO has the authority to determine the composition of services and programs offered by MHS to its patients and the community, including the addition, closure, and termination of MHS services and programs, subject to the other limits of authority established in this policy (leasing, budget approval, etc.).

BOT-07 – Delegations of Authority

Owner: Board of Trustees

Effective Date: 8/24/2022

Page 1 of 4

Paper copy may not be current; refer to electronic version for official policy

- 6.2. Notwithstanding the foregoing, the Board must approve of the termination of an MHS service and program, if:
 - 6.2.1. MHS is the sole provider of the service in Cuyahoga County;
 - 6.2.2. The service or program represents (or is expected to represent) more than 5% of MHS' net patient revenue;
 - 6.2.3. The termination directly impacts more than 10,000 patients in any given year; or
 - 6.2.4. The termination adversely affects more than 200 FTEs.

6.3. The CEO will regularly report all material changes in MHS programs and services to the Board.

7. Control of Property and Real Estate Leases

- 7.1. The CEO has the authority to control all MHS property, including the management and disposal of surplus property other than real estate or an interest in real estate.
- 7.2. Notwithstanding the foregoing, the CEO has the authority to lease space for a Hospital Facility² that is reasonably related to MHS operations and is at fair market value rates, except that the Board must approve a lease of space for a Hospital Facility if the cost of the lease exceeds \$1 million per year or the total obligation under the lease exceeds \$10 million.

8. Membership in Associations

- 8.1. The CEO has the authority to authorize MHS and any MHS employees, including medical staff members, to be a member of and maintain membership in any local, state, or national group or association organized and operated for the promotion of the public health and welfare or advancement of the efficiency of hospital administration, and to pay for the dues, fees, and related expenses associated with such membership.

Finance and Spending

9. Control of Operating Funds, including Capital Improvements and Furniture, Fixtures, and Equipment

- 9.1. The CEO has the authority to control all funds used in MHS operations, subject to and consistent with the Budget, including but not limited to:
 - 9.1.1. The selection and installation of all necessary and proper furniture, fixtures and equipment; and
 - 9.1.2. Making capital improvements, including the purchase of equipment and vehicles.
- 9.2. Notwithstanding the foregoing, the Board must approve of a MHS expenditure, reallocation of funds, or capital improvement if:
 - 9.2.1. The expenditure, reallocation, or capital improvement was not previously approved in the Budget and the expected expenditure, reallocation, or capital improvement is in excess of \$5 million; or
 - 9.2.2. The reallocation would result in the 'defunding' of a Board-approved project.
- 9.3. The CEO has the authority to enter into a contract for an unsecured line of credit with a bank.
- 9.4. The CEO shall adopt policies to govern the disbursement and expenditure of MHS funds.

10. Charges for Services and Treatment

10.1. The CEO has the authority to:

- 10.1.1. Establish a schedule of charges for all services and treatment rendered by MHS; and
- 10.1.2. Establish policies that provide for free/uncompensated and discounted services and treatment by MHS.

11. Donation of Money, Property or Services

- 11.1. The CEO has the authority to donate MHS money, assets, property (other than real estate or an interest in real estate) or services to a nonprofit entity.
- 11.2. The CEO will report any such donations to the Board on an annual basis.
- 11.3. Notwithstanding the foregoing, the Board must approve any donation by MHS to a nonprofit entity with which the CEO has a potential conflict of interest.

12. Receipt of Gifts and Bequests

- 12.1. The CEO has the authority to approve the receipt, on behalf of MHS, any gift, bequest, or devise of real or personal property, so long as such donation is not stipulated to be held in trust.

13. Settlement of Claims

- 13.1. The CEO has the authority to resolve and settle any claims, including liability claims, on behalf of MHS.
- 13.2. Notwithstanding the foregoing, the Board must approve any settlement of a liability claim in excess of \$500,000.

Procurement and Contracted Services

14. Professional Services

- 14.1. The CEO has the authority to hire or contract with management consultants, accountants, attorneys, engineers, architects, construction managers, and other professional advisors (collectively, Professionals) as the CEO determines are necessary and desirable to assist in the management and operation of MHS, subject to the requirements in this Section.
- 14.2. The CEO must establish a policy setting forth procedures that ensure the appropriate and competitive engagement of Professionals.
- 14.3. The Board must approve the hiring or engagement of a Professional if the expected cost of the engagement(s) of that Professional is at or above \$500,000 annually.
- 14.4. The CEO will report all engagements of Professionals in the previous year to the Board on an annual basis.

15. Insurance Products

- 15.1. The CEO has the authority to contract for, purchase, or otherwise procure insurance contracts that provide for the protection of MHS, including the Board and MHS employees, against liability.
- 15.2. The CEO will report to the Board on the scope of insurance coverages purchased for MHS on an annual basis and any material changes as they may arise.
- 15.3. The CEO will not reduce the scope or limits of coverage without the prior approval of the Board.

Compensation and Benefits

16. Wages and Salaries

- 16.1. The CEO has the authority to employ individuals and set the wages and salaries for MHS employees, subject to the requirements of Policy BOT-06, including the authority to enter into collective bargaining agreements on behalf of MHS.
- 16.2. The CEO will report all material changes in wages and salaries, including those with a budgetary impact in excess of \$5 million, to the Board.

17. Benefits

- 17.1. The CEO has the authority to:
 - 17.1.1. Establish insurance benefits for MHS employees in accordance with R.C. 339.16;
 - 17.1.2. Grant MHS employees any fringe benefits that are customary and usual in the nonprofit hospital field in MHS's community;
 - 17.1.3. Provide scholarships for education in the health care professions, tuition reimbursement, and other staff development programs to enhance the skills of health care professionals for the purpose of recruiting or retaining qualified employees;
 - 17.1.4. Provide employee recognition awards and hold employee recognition dinners; and,
 - 17.1.5. Grant employees recruitment and retention benefits.
- 17.2. The CEO will report all material changes in employee benefits, including those with a budgetary impact in excess of \$5 million, to the Board.

18. Holidays

- 18.1. The CEO has the authority to establish floating holidays in accordance with the requirements of R.C. 339.06(J)(6) and R.C. 1.14.
- 18.2. The CEO has the authority to grant MHS employees such personal holidays as are customary and usual in the hospital field in MHS's community.
- 18.3. The CEO will report all material changes in granted holidays, including those with a budgetary impact in excess of \$5 million, to the Board.

References

[ORC 339.01 et seq.](#)

Endnotes

¹ A material change and impact includes, but is not limited to, an issue or an action that can have a major impact on the financial, reputational, and/or legal aspects of MHS or its stakeholders.

² A Hospital Facility means a hospital facility as defined in R.C. 140.01.

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
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

The only conference
for essential hospitals

JUNE 11 – 13 | ATLANTA

Save the Date

Gain valuable insights, learn best practices, and share strategies with your peers to shape the future of health care. Discover breakthroughs and innovations in patient experience, health equity, hospital financing, behavioral and population health, and more. **Save the date:** June 11 – 13, 2025, in Atlanta. Registration opens in early 2025.



What Makes VITAL2025 Essential?

- Content developed for essential hospital leaders by essential hospital leaders who have overcome shared challenges
- Practical and inspiring sessions focused on the needs of mission-driven hospitals
- Real-time updates on legislation, policy, and industry trends affecting your hospital
- Opportunities to connect and share ideas with hundreds of hospital leaders

Who Attends?

Our diverse attendees are hospital administrators and executives responsible for the leadership, operations, patient experience, quality of care, finances, and continued success of essential hospitals. VITAL2025 will provide insights, strategies, and connections to accomplish big goals.

What Our Attendees Think

VITAL2025 will provide myriad networking opportunities to make new connections, share transformative best practices, and continue building lasting relationships with peers. Here's what our attendees from last year had to say!

“All the sessions that were provided during the conference exceeded my expectations. I was very pleased with the tangible tools that were provided that we could bring back to our respective health systems to implement.”

“As usual, the networking aspect was 100%. The location could not have been more perfect. I'd put this conference at the top of the list.”

“VITAL2024 offered relevant and timely topics important to our hospital. Meeting and networking with so many other essential hospital professionals provided an opportunity to learn what challenges they are experiencing and the best practices they are deploying to address those challenges. There were so many takeaways!”

“The lectures were excellent. The networking was excellent. The staff was excellent. This is one of the best conferences I have attended.”

“The content of the conference was full of real-life administrative and clinical improvements to care that contained costs to patients, providers, and payors while improving outcomes. These examples can be duplicated elsewhere and the presenters were more than willing to share information and assist others.”

VITAL2025

Sponsorship

As a sponsor, your brand will be front and center for the very leaders who influence health policy, innovation, and patient outcomes. This is your opportunity to:

- Engage directly with health care leaders
- Showcase your innovations
- Build strategic partnerships
- Amplify your brand

[LEARN MORE](#) 



Stay Informed

Name *

First

Last

Email *

I am interested in:

☐ Registration

☐ Speaker Announcements

☐ Sponsorship

☐ Other

SUBMIT

Other Questions?

Email events@essentialhospitals.org.

Follow us

Stay connected. Follow the association and join the conference social discussion with #VITAL2025.



Questions?

Contact us at events@essentialhospitals.org

America's Essential Hospitals

401 Ninth St. NW, Suite 900,

Washington, DC 20004

202.585.0100



2025 AHA Leadership Summit

EVENT FORMAT

In-Person Event

DATE

Sun, Jul 20, 2025, 07:00 AM – Tue, Jul 22, 2025, 12:00 PM

TYPE

Annual Conference

EVENT HOST



American Hospital Association

OPEN TO

Members and Non-members

DESCRIPTION

The **2025 AHA Leadership Summit** (<https://leadershipsummit.aha.org/>) senior health care executives, clinicians and experts in the field presenting innovative approaches for delivering better care and greater value, ensuring financial stability, addressing workforce challenges and improving the health care consumer experience through operational excellence, creative partnerships and redefined delivery models.

Join a diverse community of strategic and visionary leaders who represent excellence in the field as they boldly transform their organizations.

Leading Hospitals | Leading Health Care

Leading Hospitals

Learn with colleagues in a variety of educational opportunities that facilitate the sharing of insights and leading practices.

You'll hear from innovators investing in the promising ideas, technologies and scientific discoveries that are changing the consumer experience and reimagining care delivery

Leading Health Care

Discover inspiration and practical strategies to sustain transformation within your organization, system and community as we prepare for the future.

Dive into real-world applications and connect with leaders who share your commitment to driving transformative change in health care.

LEARN MORE >> (<https://leadershipsummit.aha.org/>)

Sponsorship Opportunities

A variety of sponsorship opportunities offer both broad exposure and targeted connections with senior health care executives. Support the entire event, design and deliver a session that features your own executive leadership or gain visibility through numerous other opportunities.

Participation by the business community in the Leadership Summit is reserved for Summit sponsors and AHA Associates.

Learn how your organization can align with hospital and health system leaders as they meet to reimagine the future.

LEARN MORE >> (<https://leadershipsummit.aha.org/sponsor-exhibit/sponsorship-ls>)



[\(/\)](#)

Advancing Health in America

- [ABOUT AHA \(/ABOUT\)](#) [ADVOCACY \(/ADVOCACY/2020-01-30-2020-AHA-ADVOCACY-AGENDA\)](#)
- [CAREER RESOURCES \(/ABOUT/CAREERS-AHA\)](#) [DATA & INSIGHTS \(/DATA-INSIGHTS/HEALTH-CARE-BIG-PICTURE\)](#)
- [EDUCATION AND EVENTS \(/CALENDAR\)](#) [NEWS \(/NEWS\)](#)
- [ADVANCING HEALTH IN AMERICA \(/ADVANCING-HEALTH-IN-AMERICA\)](#)
- [AFFILIATED ORGANIZATIONS \(/ABOUT/AHA-RELATED-ORGANIZATIONS\)](#)

ALSO OF INTEREST [Future Annual Meeting Dates \(/ahia/future-annual-meeting-dates\)](#)

[2024 AHA Leadership Summit \(/education-events/2024-aha-leadership-summit\)](#)

[2025 AHA Rural Health Care Leadership Conference \(/education-events/2025-aha-rural-health-care-leadership-conference\)](#)

© 2025 by the American Hospital Association. All rights reserved. [Privacy Policy \(/2022-07-14-privacy-policy\)](#)

[Do Not Sell or Share My Personal Information \(/2023-05-18-health-forum-inc-california-consumer-privacy-act-request-form\)](#)

[Terms of Use \(/2022-07-14-termsofuse\)](#)

 (<https://www.facebook.com/ahahospitals>)  (<http://twitter.com/ahahospitals>)

 (<http://www.youtube.com/user/AHAhospitals>)

 (<https://www.instagram.com/ahahospitals/>)

Noncommercial use of original content on www.aha.org is granted to AHA Institutional Members, their employees and State, Regional and Metro Hospital Associations unless otherwise indicated. AHA does not claim ownership of any content, including content incorporated by permission into AHA produced materials, created by any third party and cannot grant permission to use, distribute or otherwise reproduce such third party content. [Request permission to reproduce AHA content. \(https://askrc.libraryresearch.info/reft100.aspx?key=ExtPerm\)](https://askrc.libraryresearch.info/reft100.aspx?key=ExtPerm)