

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, April 9, 2025
2:00pm - 3:30pm
MetroHealth Board Room K107 / via Zoom

Meeting Minutes

- Committee Members:** Michael Summers-I, E. Harry Walker, MD-R
- Other Trustees:** Artis Arnold, III-R, John Corlett-R, John Moss-I, Nancy Mendez-R (late)
- Staff:** Christine Alexander-Rager, MD-I, Robin Barre-I, Sarah Partington-I, Allison Poullos-R, Tamiyka Rose-I, Brendan Sorg-I, James Wellons-I
- Other 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.

Mr. Summers called the meeting to order at 2:03 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 January 15, 2025, Governance Committee meeting were unanimously approved as submitted.

II. **Information Items**

A. **Official Capacity Appointment Process – S. Partington**

Sarah Partington, Executive Director of Ethics & Compliance, presented updates on the Board policy BOT-07 Delegation of Authority, particularly concerning official capacity appointments. Ms. Partington explained that MetroHealth appoints employees and trustees to serve in official capacities on various local, state, and national boards. These appointments are governed by ethical guidelines to ensure there are no conflicts of interest. Ms. Partington emphasized the distinction between serving in an official capacity—where the individual represents MetroHealth—and a personal capacity—where the individual acts independently of MetroHealth. The Ohio Ethics Commission recently relaxed some procedural



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requirements, allowing public agencies more flexibility in their appointment processes. Ms. Partington outlined the current and proposed processes; historically, MetroHealth leadership evaluated potential appointments and submitted them to the Board for approval. Under the proposed changes, the CEO would be authorized to approve appointments, except in cases involving trustees or the CEO herself, which would require Board review. All CEO appointments would be publicly reported through the CEO's report. This change aims to streamline the process, reduce delays caused by waiting for board meetings, and maintain transparency.

B. Delegation of Authority – M. Summers / B. Sorg

Brendan Sorg, Associate General Counsel, presented the proposed amendments to Board policy BOT-07 Delegations of Authority. The revisions clarified that the Board retains the authority to modify delegated powers at any time and introduced new language to formalize the CEO's authority to make official capacity appointments. The Committee agreed to include a provision requiring Governance Committee review and Board approval for appointments involving trustees or the CEO. Mr. Corlett raised a question regarding Section 11 of the BOT-07 policy, which pertains to donations. He inquired whether the policy includes donations made by The MetroHealth Foundation and whether sponsorships provided by MetroHealth to external organizations are covered. It was clarified that The MetroHealth Foundation operates independently and that all sponsorships are managed through the Community Relations Department. The Committee agreed to amend policy BOT-07 to include sponsorships and to require semi-annual reporting of such expenditures, including the recipient organizations and amounts. Mr. Summers addressed a question raised in a previous meeting regarding the CEO's reporting relationship to the Board. After reviewing several key documents, including the CEO's employment agreement, Board policies, and relevant sections of the Ohio Revised Code, Mr. Summers concluded that the relationship is clearly defined. The CEO reports directly to the Board, and the Board has the authority to delegate and modify responsibilities as needed.

C. Board Management Software Public Bid – T. Rose / B. Sorg

Tamiyka Rose, SVP Chief of Internal Relations and Board Liaison, reported that the public bid process for the board management software had concluded with four vendors responding. The goal is to implement a shared digital platform for both the MetroHealth and Foundation boards. It is expected that a selection committee will review all proposals and make a recommendation to the Committee at its June meeting.

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D. Executive Session Best Practices – J. Wellons

The Committee discussed best practices for executive sessions. James Wellons, EVP Chief Legal Officer & Corporate Secretary, outlined the legal requirements under Ohio law, including the need for a formal motion, a clear statement of purpose, and limited attendance. Mr. Summers raised concerns about ensuring that only necessary individuals are present during executive sessions, particularly in large meetings. The committee agreed to implement a more structured process for determining attendance, including coordination between legal counsel and committee chairs. The Committee agreed to develop a standard protocol for executive session attendance.

E. Board Retreat – M. Summers

The board retreat is being planned for a target date of October 1, 2025, which will include a board self-assessment. The retreat will provide an opportunity for strategic planning and evaluation, especially for new board members.

III. Future Subjects

- A. System-wide third-party contracts
- B. Review BOT Policies
- C. Review Bylaws
- D. Review Committee Charters (i.e., Audit and Compliance Committee)
- E. BOT Self-Assessment
- F. Scope of Insurance Coverage

Looking ahead, the Committee discussed several future agenda items, including a review of system-wide third-party contracts, a comprehensive review of all Board policies, an annual review of bylaws and committee charters, and a board self-assessment to be conducted in conjunction with the Board retreat. The Committee will now review the scope of insurance coverage, including trustee and liability coverage, which is next expected to come before the Committee in January ahead of renewals. While the full board recently received a scope of insurance report, future reviews will be conducted by the Governance Committee with summaries provided to the full board.

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 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

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as defined by ORC 121.22(G). Mr. Moss made a motion and Dr. Walker 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 2:54pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 3:22pm and welcomed back the public who remained in person and online.

V. Recommendation / Resolution Approval

A. Approval of Amendments to Delegations of Authority Policy BOT-07 (Delegations of Authority)

Prior to the vote, Mr. Sorg read the final language changes into the record. Mr. Summers called for a motion for the Recommendation for the Approval of Amendments to Delegations of Authority Policy BOT-07, which was given, seconded and passed to be presented to the Board of Trustees for approval.

There being no further business to bring before the Committee, the meeting was adjourned at 3:30 pm.

THE METROHEALTH SYSTEM

Michael Summers
Chairperson, Governance Committee