GOVERNANCE COMMITTEE MEETING

Wednesday, June 11, 2025
1:00pm - 2:30pm
MetroHealth Board Room K107 / Virtual

Meeting Minutes

Committee Members:	Adam Jacobs, Ph.D.-R, Michael Summers-I, E. Harry Walker, MD-I
Other Trustees:	Sharon Dumas-I, Ronald Dziedzicki-I, John Moss-I
Staff:	Christine Alexander-Rager, MD-I, Robin Barre-I, Allison Poulios-I, 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 1:02 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 April 9, 2025, Governance Committee meeting were unanimously approved as submitted.

II. Information Items

A. CEO Official Capacity Appointment – M. Summers

Chairman Summers brought the Committee's attention to an informational item that was a follow-up from the previous meeting concerning the official capacity appointment policy. Mr. Summers reminded the Committee that MetroHealth employees and Trustees are often appointed to serve in official capacities on various local, state, and national boards and non-profit organizations. These appointments are strictly governed by ethical guidelines from the State of Ohio to ensure there are no conflicts of interest with the appointee's responsibilities at MetroHealth. The Ohio Ethics Commission has issued a new policy that allows the Board of Trustees to delegate the authority for making these official appointments to the CEO. This change is intended to streamline the process, which previously required full Board action for every appointment. Under the new policy, the CEO will make the appointments and subsequently report them to the Board. However, a critical exception to this delegation is when the CEO is the individual being appointed. In such cases, the Board of Trustees must still take direct action to approve the appointment. The Committee was informed that Dr. Alexander was seeking reappointment to the Center for Health Affairs, a position that the MetroHealth CEO has historically held. Mr. Summers clarified that the Governance Committee would vote on a recommendation to the full Board for this appointment and if passed, it will be placed on the consent agenda for full Board of Trustees approval. Mr. Summers concluded by summarizing that going forward, the Committee will occasionally hear from Dr. Alexander regarding appointments she has made, and in rare instances where she is the appointee, the Committee will take direct action.

B. Restate to the Name of the Health Equity & Diversity Committee – J. Wellons
James Wellons, EVP Chief Legal Officer & Corporate Secretary led the discussion concerning the restate to the name of the Health Equity & Diversity Committee. The Health Equity and Diversity Committee of the Board of Trustees submitted a recommendation to restate its name as the "Population and Community Health Committee". The proposed name change does not alter the committee's fundamental purpose, which remains the promotion of compassionate and holistic care for all patients and communities served by the System. The committee's mission will continue to focus on identifying and addressing health outcomes, developing strategies for improvement across all population subgroups, and ensuring healthcare access and delivery for everyone. Mr. Wellons emphasized the name change was meant to provide clarity while affirming the System's unwavering dedication to its mission of caring for all populations. The committee's charter is still in draft form and will be finalized later in the year in Q4. The committee name change will be presented as a formal resolution vote for full Board approval.

C. Board Management Software Public Bid – T. Rose / B. Sorg
The committee received an update on the public bid process for a new board management software platform. Ms. Rose and Mr. Sorg led the discussion, explaining that a selection committee reviewed submissions from four vendors and conducted interviews with two finalists, and a recommendation was made to proceed with one vendor. Once approved, contract negotiations with the selected vendor of choice will commence. A resolution for the approval of board management software will presented for full Board approval.

D. Board Retreat – M. Summers

Mr. Summers updated the Committee regarding the upcoming Board retreat scheduled for October 1, 2025. A preparatory call was held with the Governance Institute, which presented two board assessment options: one focused on understanding board responsibilities and the other on evaluating performance against those responsibilities. Given the number of new board members, the Committee favored the first option, which includes 30 structured and five open-ended questions. This assessment would help establish a baseline understanding of board duties, with a more detailed evaluation potentially conducted in the future. The committee discussed the possibility of customizing the assessment but decided against it for now, aiming to administer the assessment between mid-July and mid-August, prior to the board retreat. Additional topics were outlined, including a review of bylaws—particularly regarding the inclusion of community members on committees. The current bylaws are vague on this matter, and the committee expressed interest in exploring how to engage external experts through ad hoc subcommittees. It was agreed that any non-Trustee participants would serve in an advisory capacity without voting rights. The committee also discussed the need to address confidentiality and executive session participation for these individuals. Other retreat topics included the CEO reappointment process, board member time commitments, and the establishment of board norms and expectations. The Committee also planned to discuss strategic updates, the impact of federal policy changes on healthcare delivery, and ways to enhance board orientation for new 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 identified several ongoing and future governance topics. These include a comprehensive review of Board of Trustee policies, such as the CEO expense policy (BOT Policy 09), and a broader review of bylaws to address emerging needs such as community member participation. Committee charters will also be reviewed throughout the year, with Committee Chairs encouraged to propose updates based on their operational experiences. The Governance Committee will coordinate these efforts and consider collective action on charter revisions at year-end. Additionally, the committee discussed the need to review system-wide third-party contracts with significant implications. Other topics on the committee's radar include Trustee self-assessment, the scope of insurance coverage, and the development of a fair and transparent process for appointing community members to committees.

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 as defined by ORC 121.22(G). 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 1:32 pm.

Following the executive session, the meeting reconvened in open session at approximately 1:52 pm and welcomed back the public who remained in person and online.

V. Recommendation / Resolution Approval

A. Approval of CEO Official Capacity Appointment

Mr. Summers called for a motion for the Recommendation for the Approval of CEO Official Capacity Appointment, which was given, seconded and passed to be presented to the Board of Trustees for approval.

B. Approval of Restate to the Name of the Health Equity & Diversity Committee

Mr. Summers called for a motion for the Recommendation for the Approval of Restate to the Name of the Health Equity & Diversity Committee, which was given, seconded and passed to be presented to the Board of Trustees for approval.

C. Approval of Board Management Software

Mr. Summers called for a motion for the Recommendation for the Approval of Board Management Software, 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 2:00 pm.

THE METROHEALTH SYSTEM

Michael Summers
Chairperson, Governance Committee

MetroHealth