



The MetroHealth System

Board of Trustees

Wednesday, June 11, 2025

1:00pm - 2:30pm

The MetroHealth System Board Room K-107 or via YouTube Stream

Governance Committee

Regular Meeting

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Wednesday, June 11, 2025
TIME: 1:00pm - 2:30pm
PLACE: MetroHealth Board Room K107 or Virtual via YouTube Stream:
<https://www.youtube.com/@metrohealthCLE/streams>

AGENDA

I. Approval of Minutes

Minutes of the April 9, 2025 meeting of the Governance Committee

II. Information Items

- A. CEO Official Capacity Appointment – M. Summers
- B. Restate to the Name of the Health Equity & Diversity Committee – J. Wellons
- C. Board Management Software Public Bid Update – T. Rose / B. Sorg
- D. Board Retreat – M. Summers

III. Future Subjects

- A. Review BOT Policies
- B. Review Bylaws
- C. Review Committee Charters (i.e., Audit and Compliance Committee)
- D. System-Wide Third-Party Contracts
- E. BOT Self-Assessment
- F. Scope of Insurance Coverage

IV. Executive Session

Return to Open Meeting

V. Recommendation / Resolution Approvals

- A. Approval of CEO Official Capacity Appointment
- B. Approval of Restate to the Name of the Health Equity & Diversity Committee
- C. Approval of Board Management Software

Adjourn

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

RECOMMENDATION FOR THE APPROVAL OF CEO OFFICIAL CAPACITY APPOINTMENT

Recommendation

The Governance Committee of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends the designation, on a continuing basis, of the System's President and Chief Executive Officer ("CEO") to serve in her official capacity as CEO on the board of The Center for Health Affairs.

Background

The System has long believed its support of and participation in nonprofit and governmental partner entities is an important means to fulfilling the System's mission of improving the health of the community, including by addressing social determinants of health. One way in which the System supports such partner entities is by approving System representatives to serve on the board of partner entities in their official capacity as a System representative.

In accordance with Board policy BOT-07 (Delegations of Authority), official capacity appointments involving the CEO must be reviewed and approved by the Board. The Board desires that the System's CEO continue to serve on the board of The Center for Health Affairs.

APPROVAL OF CEO OFFICIAL CAPACITY APPOINTMENT

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation that the Board designate, on a continuing basis, the System's President and Chief Executive Officer ("CEO") to serve in her official capacity as CEO on the board of The Center for Health Affairs; and

WHEREAS, the Governance Committee of the Board has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board, consistent with its obligations under Board policy BOT-07 (Delegations of Authority), hereby approves the System's CEO to continue serving on the board of The Center for Health Affairs.

BE IT FURTHER RESOLVED, the CEO shall represent the System and the System's interests and shall have no other conflict of interest in The Center for Health Affairs.

BE IT FURTHER RESOLVED, if the CEO becomes unable or unavailable to serve in this official capacity role with The Center for Health Affairs, the CEO is hereby authorized to appoint a replacement representative from System leadership with relevant expertise and experience.

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the CEO to take any action and to prepare any documentation necessary consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

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RECOMMENDATION FOR THE APPROVAL OF RESTATEMENT OF THE NAME OF THE HEALTH EQUITY & DIVERSITY COMMITTEE

Recommendation

The Health Equity & Diversity Committee ("Committee") of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends that the Board and the Governance Committee of the Board approve restating the Committee's name to the "Population and Community Health Committee."

Background

The Committee has operated under the name of "The Health Equity & Diversity Committee." The Committee now recommends restating the name to "The Population and Community Health Committee." The purpose of the Committee remains to promote and ensure compassionate and holistic care for all patients within the System and the communities it serves by identifying and addressing health outcomes, develop strategies to improve health outcomes across all sub-groups within the population that the System serves, and providing healthcare access and delivery for all.

APPROVAL OF AMENDMENT TO RESTATE TO THE NAME OF THE HEALTH EQUITY
& DIVERSITY COMMITTEE

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") and the Governance Committee of the Board have been presented a recommendation by the Health Equity & Diversity Committee of the Board ("Committee") for the approval of a restatement to its name;

WHEREAS, the Committee desires to change its name to the Population and Community Health Committee;

WHEREAS, the Governance Committee of the Board has reviewed this recommendation from the Committee and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves restating the name of the Committee to the "Population and Community Health Committee."

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

June 11, 2025

RECOMMENDATION FOR THE APPROVAL OF BOARD MANAGEMENT SOFTWARE

Recommendation

The Governance Committee of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends that the Board approve the selection of board management software as fully described in Attachment A hereto, for costs not to exceed the amounts shown.

Background

The System issued a public bid for board management software that will be utilized by the System and the Board as a repository for board information and materials and provide Board members with real-time access to such information and materials. The board management software will provide secure, convenient access to information anytime, anywhere and enable Board members to focus on strategic decision-making rather than administrative tasks.

In addition to the Board, the System expects that the selected board management software will be made available for use by its affiliated entities, including The MetroHealth Foundation.

APPROVAL OF BOARD MANAGEMENT SOFTWARE

RESOLUTION XXXX

WHEREAS, the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") has been presented a recommendation for the selection of board management software as fully described in Attachment A hereto,

WHEREAS, the Governance Committee of the Board has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the selection of board management software as described in Attachment A, for costs not to exceed the amounts shown.

BE IT FURTHER RESOLVED, the System's President and Chief Executive Officer (or designee) are hereby authorized to take necessary actions, including the negotiation and execution of agreements and other documents consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

June 11,2025

CONFIDENTIAL: THIS DOCUMENT CONTAINS TRADE SECRETS AND INFORMATION THAT IS CONFIDENTIAL AND PROPRIETARY PROPERTY OF THE METROHEALTH SYSTEM AND MAY NOT BE COPIED, PUBLISHED ,OR DISCLOSED TO OTHERS WITHOUT THE EXPRESS WRITTEN AUTHORIZATION OF AN AUTHORIZED OFFICER OF THE METROHEALTH SYSTEM. THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.