GOVERNANCE COMMITTEE MEETING

Wednesday, November 19, 2025
1:00pm - 3:00pm
MetroHealth Board Room K107 / Virtual

Meeting Minutes

Committee Members:	Dolores (Lola) Garcia-R, Adam Jacobs, Ph.D.-I, Michael Summers-I, E. Harry Walker, MD-I
Other Trustees:	John Corlett-I
Staff:	Christine Alexander-Rager, MD-I, Peter Benkowski-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 1:00 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 June 11, 2025, Governance Committee meeting were unanimously approved as submitted.

II. Information Items

A. Review of Board Retreat and Strategic Objectives – M. Summers

Chairman Summers introduced a list of eight strategic objectives for 2026, developed as a living document to reflect lessons learned and evolving governance needs, based on feedback provided by Board members. The first objective focuses on streamlining committee agendas to create more space for inquiry and discussion, proposing concise staff presentations of no more than five slides and a rule of thumb of two minutes per slide. The second objective calls for leveraging the new Onboard tool to improve visibility into enterprise and department goals, objectives, and key performance indicators. The third objective reiterates the Board's ongoing commitment to building community trust in MetroHealth's governance, carrying forward stewardship goals from 2024 and 2025 into 2026. The fourth objective prioritizes careful attention to short-term adjustments within the framework of long-term strategy, acknowledging operational realities such as cost reduction initiatives, revenue cycle improvements, changing reimbursement policies, and strategic projects, such as the APEX project, that aim to elevate outpatient efficiency and effectiveness. The fifth objective encourages broader engagement with subject-matter experts and structures such as community committee members, task forces, subcommittees, and other ad hoc groups to bring additional expertise to Board deliberations. The sixth objective examines the structure, governance, and performance of the Board Liaison function. The seventh objective addresses governance norms, including the decision (to be acted upon later in the meeting) that non-committee trustees may attend any committee but will not vote at committee meetings. The eighth objective prioritizes Board education, especially in two areas: revenue cycle operations and regulatory reimbursement mechanisms.

B. Review of Revisions to Bylaws – J. Wellons
Chairman Summers introduced James Wellons, EVP Chief Legal Officer & Corporate Secretary to lead the discussion concerning revision to the Board of Trustees Bylaws. Pursuant to Article VIII, Section 6 of the Bylaws, the Governance Committee conducted its periodic review and presented clarifying edits, including aligning references with the revised name of the Population and Community Health Committee and explicitly confirming that the Chair of the **B**oard is an ex-officio voting member of all committees.

C. Review of Committee Charter Updates – B. Sorg
Chairman Summers introduced Brendan Sorg, Deputy General Counsel – Business Operations & Strategy, for a review of committee charter updates. In alignment with the Bylaws charging the Governance Committee to review all standing committee charters periodically, each committee chair examined their charter and proposed updates, most of which were cleanup edits to harmonize language across committee charters and make explicit that all Trustees may attend any committee meeting, while only the committee's members may vote. The Audit and Compliance Committee added language elevating its support of Internal Audit to enable that function to fulfill its purpose and pursue its objectives, clarifying responsibility without altering scope. The Executive Committee charter refined its purpose language to emphasize leadership, guidance, and oversight for the Board, adjusting phrasing but not substance. Facilities & Planning made several clerical and grammatical corrections, but not substantive changes. The Finance Committee clarified that all Trustees may attend both Finance Committee and Investment Subcommittee meetings, but only Investment Subcommittee members may vote.

The Governance Committee's own charter required no significant changes beyond language consistency. The Human Resources and Compensation Committee incorporated minimal edits, and the Population & Community Health Committee underwent the most visible redlining, primarily due to the terminology to better reflect the committee's mission and work without altering fundamental responsibilities. The Quality, Safety & Experience Committee likewise made modest adjustments to its charter.

D. Review of New Strategy Committee Charter – P. Benkowski
Chairman Summers introduced Pete Benkowski, SVP Chief Strategy Officer, who presented the proposed Strategy Committee charter, explaining that re-establishing the committee is aligned with the Board's retreat objective to remain engaged in both short- and long-term strategic matters. Mr. Benkowski noted that a Strategy (formerly Strategic Planning) Committee existed in 2008 and later evolved into the Enterprise Strategic Plan process that began in late 2023 and continued through 2024, during which Trustees participated more deeply in some sessions. The proposed standing committee is organized around four pillars: Strategy, Communications, Marketing, and Government Relations, with each meeting featuring updates across these pillars and a deeper dive into one area to facilitate engagement. The initial meeting cadence proposed is quarterly in 2026, with flexibility for the Committee Chair to convene more frequent sessions as needed. The new Strategy Committee charter will advance for full Board approval.

E. Review BOT Policies and Revisions – J. Wellons
1.) Revisions to BOT-08 (Board Expenses and Reimbursement)
Mr. Wellons discussed revisions to the BOT-08 Board Expenses and Reimbursement. The BOT-08 policy was revisited to memorialize guidelines and processes for Board-related expenses and reimbursements, incorporating feedback from prior review into the revised draft. The Chair and Board Liaison discussed typical Board expenses currently budgeted, such as litigation expenses and administrative costs for meetings, and noted that while travel reimbursements have not been routine, the policy should accommodate Board members' attendance at relevant conferences or governance programs when such participation benefits MetroHealth. The Board retreat and the engagement of an external facilitator were cited as appropriate Board expenses, illustrating the policy's aim to support effective governance practice.

2.) Revisions to BOT-09 (CEO Expense Reimbursement)
Mr. Wellons presented and reviewed clarifying edits to the BOT-09 (CEO Expense Reimbursement) policy, confirming that CEO expenses should be incorporated within the System's annual budget and approved by the Board, eliminating the

prior bi-annual reporting requirement to the Board. The policy retains a specific reporting trigger; if expenses do not meet criteria in Section 2, requiring that they be modest, appropriate, reasonable, and aligned with financial policy FI-03, they must be reported to the Chief Financial Officer (CFO) and the Board Chair or Vice Chair.

III. Recommendation / Resolution Approval

A. Approval of Revisions to Bylaws

Mr. Summers called for a motion for the Approval of Revisions to Bylaws, which was given, seconded and passed to be presented to the Board of Trustees for approval.

B. Approval of Committee Charter Updates

Mr. Summers called for a motion for the Approval of Committee Charter Updates, which was given, seconded and passed to be presented to the Board of Trustees for approval.

C. Approval of New Strategy Committee Charter

Mr. Summers called for a motion for the Approval of New Strategy Committee Charter, which was given, seconded and passed, to be presented to the Board of Trustees for approval.

D. Approval of Revisions to Board Policy BOT-08 (Board Expenses and Reimbursement)

Mr. Summers called for a motion for the Approval of Revisions to Board Policy BOT-08 (Board Expenses and Reimbursement), which was given, seconded and passed, to be presented to the Board of Trustees for approval.

E. Approval of Revisions to Board Policy BOT-09 (CEO Expense Reimbursement)

Mr. Summers called for a motion for the Approval of Revisions to Board Policy BOT-09 (CEO Expense Reimbursement), 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 1:47 pm.

THE METROHEALTH SYSTEM

Michael Summers
Chairperson, Governance Committee