GOVERNANCE COMMITTEE MEETING

Wednesday, January 28, 2026
1:00pm - 2:30pm
Virtual

Meeting Minutes

Committee Members:	Dolores (Lola) Garcia (late), Adam Jacobs, Ph.D., Michael Summers, E. Harry Walker, MD
Other Trustees:	John Moss
Staff:	Christine Alexander-Rager, MD, Nabil Chehade, M.D., Corryn Firis, Allison Poulios, Tamiyka Rose, Brendan Sorg, James Wellons
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 November 19, 2025, Governance Committee meeting were approved by majority vote as submitted.

II. Information Items

A. Review of Committee Objective – M. Summers

Chairman Summers began with a review of the Governance Committee's objectives for the current year, providing a comprehensive overview of the objectives previously established through committee discussion and the annual board retreat. These objectives include continued exploration of the use of non-board members expertise, particularly where subject-matter knowledge could enhance board performance or community engagement. The Committee reaffirmed that this exploration is intended to evaluate potential benefits, risks, and unintended consequences, and that experience with existing practices, such as the Finance Committee's use of external expertise, will inform future decisions. It was noted that staff is conducting policy research and benchmarking against peer organizations to support this work. Chairman Summers also reviewed objectives related to evaluating the structure, governance, and effectiveness of board liaison roles, emphasizing their importance to board functioning and coordination. Additional governance-related objectives were discussed, including continued assessment of recent changes to committee voting rules, which limit committee voting authority to officially assigned members while preserving full board oversight through the consent agenda process. Chairman Summers acknowledged that this change is intended to streamline governance processes and reduce burden on board members, while maintaining transparency and accountability. The Committee agreed that evaluating the effectiveness and practical impact of this change will be an ongoing responsibility in the coming year. Other governance objectives highlighted included maximizing effective use of the board's digital governance platform, Onboard, identifying best practices to streamline board and committee agendas, and improving meeting efficiency by focusing materials and presentations on key decision points while preserving detailed information in supplemental materials. The Committee also reaffirmed its responsibility to promote and monitor board culture, norms of participation, and clear expectations for board members, including meeting attendance, preparation, engagement, advocacy, and use of board tools. The importance of clearly communicating these expectations to both current and incoming board members was emphasized. The Committee further reiterated its goal of providing board materials earlier than the customary one-week timeline, while recognizing the balance between timeliness and ensuring materials remain current and accurate.

B. CEO Official Capacity Appointments – B. Sorg
Chairman Summers introduced Brendan Sorg, Deputy General Counsel – Business Operations & Strategy to lead the discussion regarding CEO Official Capacity Appointments. Mr. Sorg explained that under Board Policy BOT-07, official capacity appointments involving the Chief Executive Officer require board approval. In accordance with this policy, three proposed appointments were presented for consideration. These included the CEO's service in an official capacity on the boards of WellLink (formerly the Center for Health Affairs), the Ohio Hospital Association, and United Way. It was noted that these organizations have a longstanding relationship with the System, that the appointments are consistent with historical practice, and that such service supports the organization's mission, visibility, and community engagement. Committee members discussed the value of leadership participation in these organizations, with acknowledgment of time commitments and workload considerations for the CEO. It was stated that these appointments are expected to cover the current year and extend over multiple years.

C. Review Revisions to Board Policy BOT-04 (CEO Emergency Succession Plan) – J. Wellons
Chairman Summers introduced James Wellons, EVP Chief Legal Officer & Corporate Secretary, to lead the discussion of revisions to Board Policy BOT-04 (CEO Emergency Succession Plan). Mr. Wellons described the revisions as administrative and clarifying in nature, intended to align policy language with the current leadership structure and to improve specificity and clarity. Examples included refining terminology related to leadership roles and responsibilities. The Committee discussed the importance of clarity in this policy, particularly given prior experience with its application, and noted that the revised policy delineates responsibilities between the Governance Committee, Executive Committee, and the CEO. It was clarified that while the Governance Committee is responsible for recommending approval of the policy itself, the Executive Committee will separately review aspects of the CEO's succession planning as required under the policy.

D. Board Education – M. Summers
Chairman Summers presented a list of proposed educational topics derived from prior discussions and the board retreat. These topics included education on revenue cycle operations; regulatory and reimbursement processes; and deeper understanding of organizational facilities and infrastructure. Proposed educational opportunities included walkthroughs and tours of new and existing facilities, such as the APEX facility, outpatient facilities, the Parma campus, emergency department, behavioral health hospital, pharmacy, simulation lab, and other operational areas. Board members discussed the value of experiential learning to enhance governance effectiveness, particularly for newer members, while recognizing scheduling constraints. Additional education topics included increased familiarity with the board's digital governance platform, Onboard, and available external governance resources. The Committee agreed that staff would coordinate with board leadership to prioritize and schedule education activities over the course of the year.

III. Executive Session

Chairman Summers moved into executive session to discuss hospital trade secrets as defined by ORC 133.61; 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). Upon a motion duly made and seconded, the Committee approved by unanimous roll-call vote to enter executive session to discuss such matters stated by Chairman Summers. Members of the public were excused, and the Committee went into executive session to discuss the identified matters at approximately 1:37pm.

Following executive session, the meeting reconvened in open session at approximately 2:15pm and welcomed back the public virtually.

IV. Recommendation / Resolution Approval

A. Approval of CEO Official Capacity Appointments

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

B. Approval of Revisions to Board Policy BOT-04 (CEO Emergency Succession Plan)

Mr. Summers called for a motion for the Approval of Revisions to Board Policy BOT-04 (CEO Emergency Succession Plan), 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 2:17 pm.

THE METROHEALTH SYSTEM

Michael Summers
Chairperson, Governance Committee