



Governance Committee Meeting

The MetroHealth System

MetroHealth Board Room K107 - 2500 MetroHealth Dr., Cleveland, OH 44109

2026-01-28 13:00 - 14:30 EST

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The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Wednesday, January 28, 2026
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 November 19, 2025 meeting of the Governance Committee
- II. Information Items**
 - A. Review Committee Objectives – M. Summers
 - B. CEO Official Capacity Appointments – B. Sorg
 - C. Review Revisions to Board Policy BOT-04 (CEO Emergency Succession Plan) – J. Wellons
 - D. Board Education – M. Summers
- III. Executive Session**
- IV. Recommendation / Resolution Approvals**
 - A. Approval of CEO Official Capacity Appointments
 - B. Approval of Revisions to Board Policy BOT-04 (CEO Emergency Succession Plan)
- V. Adjourn**

The MetroHealth System Board of Trustees

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 Poullos-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

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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 Board 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.

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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

The MetroHealth System Board of Trustees

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

BOARD POLICY

BOT-04 - CEO Emergency Succession Plan

~~Owner: General Counsel~~

Key Points

- The Board of Trustees (Board) of The MetroHealth System (MHS) recognizes that the position of President and Chief Executive Officer (CEO) is central to MHS's success, and therefore believes that diligence in exercising its governance functions requires that MHS have an emergency succession plan in effect for the CEO.
- Nothing in this policy is intended to alter or limits the rights of the CEO or MHS under the CEO's Employment Agreement, including but not limited to the provisions regarding disability contained therein.

Policy

1. This policy is intended to, in the event the CEO is unavailable to MHS for more than fourteen (14) consecutive days (an Absence), minimize any disruption to MHS's operations and performance.
2. Development of Succession Plan
 - 2.1. It is the responsibility of the of the CEO, in consultation with the Executive Committee of the Board, to review the plan on an annual basis, including any recommended amendments.
 - 2.2. The Board shall review the CEO's recommendation and update this policy as may be necessary.
 - 2.3. Copies of this policy, along with corresponding documentation, shall be maintained by the ~~Chief Legal Officer General Counsel~~ and the Chief ~~Human Resources Officer. of Staff.~~
 - 2.4. The CEO shall also maintain, and make available to the Board upon request, succession plans for all members of the Senior ~~Executive Leadership~~ team¹.
3. Planned Absences²
 - 3.1. For Brief Absences³ and after notice to the Board Chairperson, the CEO shall ensure that all appropriate delegations are in place to allow the Senior ~~LeadershipExecutive~~ team to maintain the effectiveness of MHS during the Brief Absence.
 - 3.2. For Extended Absences⁴, the Board Chairperson shall convene the Executive Committee, who shall, after consultation with the CEO, appoint a member of the Senior ~~LeadershipExecutive~~ team to the role of Acting CEO during the CEO's Absence.
4. Unplanned Absences⁶
 - 4.1. The Chief of Staff or the ~~General Counsel~~~~Chief Legal Officer~~ shall immediately inform the Board Chairperson of any Unplanned Absence of the CEO.
 - 4.2. Within 7 days of the notification of an Unplanned Absence:
 - 4.2.1. The Board Chairperson shall, in consultation with the Executive Committee, evaluate the level and expected duration of the CEO's unavailability; and
 - 4.2.2. The Executive Committee shall assess the need for the immediate appointment of an Acting CEO and/or any other action to ensure the continued effectiveness of MHS.

5. Appointment, Authority, and Oversight of an Acting CEO
 - 5.1. If the Executive Committee determines that the appointment of an Acting CEO is warranted, the Executive Committee may elect to follow a recommended order of succession (prepared by the CEO and maintained by the ~~General Counsel~~Chief Legal Officer) or appoint any member of the Senior ~~Leadership~~Executive team to the role of Acting CEO during the CEO's Absence.
 - 5.1.1. Within 48 hours after an Acting CEO is appointed, the Board Chair and the Acting CEO shall meet to develop a communications plan including the scope of the information that will be shared regarding the CEO's Absence and the role of the Acting CEO, and with whom.
 - 5.1.2. The Executive Committee shall give immediate consideration, in consultation with the Acting CEO, to temporarily filling the management position left vacant by the Acting CEO, or reassigning priority responsibilities where help is needed to other staff. This is in recognition that, for a term of 90 days or more, it may not be reasonable to expect the Acting CEO to carry out the duties of both positions.
 - 5.1.3. The Executive Committee shall consider whether the Acting CEO should receive additional compensation, such as a salary adjustment to equate to 50% difference between current position base salary and that of the CEO. Any additional compensation shall be effective 30 days after the Acting CEO is appointed.
 - 5.2. The Acting CEO shall report to an ad-hoc committee of the Board comprised of the Board Officers (Oversight Committee).
 - 5.2.1. Within 30 days of the appointment of an Acting CEO, the Board Chair shall convene a meeting of the Board to affirm the procedures prescribed in this plan or to modify them if necessary.
 - 5.2.2. The Board Chair, in conjunction with the Chief Human Resources Officer, shall be responsible for gathering input from staff and other constituencies and providing formal performance feedback to the Acting CEO, at least every 90 days.
 - 5.3. The Acting CEO shall have the same authority for day-to-day decision making and independent action as the CEO, including authority delegated to the CEO by Board resolutions, except that the Oversight Committee shall be required to approve the Acting CEO's recommendation:
 - 5.3.1. To hire or terminate any members of the Senior ~~Leadership~~Executive Team or Vice Presidents;
 - 5.3.2. For any proposed spend greater than \$1,000,000;
 - 5.3.3. To take on substantial new projects; or
 - 5.3.4. To issue major public policy positions on behalf of MHS.
 - 5.4. The Acting CEO shall have access to all Critical Organizational Information⁷ necessary for the Acting CEO to be able to carry out the essential functions of the position. The ~~General Counsel~~Chief Legal Officer and Chief Financial Officer are responsible for ensuring the Acting CEO's access to Critical Organizational Information.

Endnotes

- ¹ The Senior ~~Leadership~~Executive team includes Executive Vice Presidents and Senior Vice Presidents who report directly to the CEO.
- ² A Planned Absence includes any scheduled and approved Absence, such as vacation, sabbatical and/or sick leave.
- ³ A Brief Absence is a Planned Absence lasting 14 to 30 consecutive days, at the end of which the CEO is expected to return to his/her position and duties.
- ⁴ An Extended Absence is a Planned Absence lasting more than 30 consecutive days, at the end of which the CEO is expected to return to his/her position and duties.
- ⁶ An Unplanned Absence includes any unexpected or unscheduled Absence of any length, such as an illness that results in temporary incapacity of the CEO.
- ⁷ Critical Organizational Information includes, but is not limited to: Legal Documents (bylaws, Board minutes, mission statement, insurance vendors and policies, legal counsel, etc.); Financial Information (employer identification number, audited financial statements, auditor contacts, tax returns, vendor records, banking information, investments, check authorities, etc.); Human Resources Information (employee records, payroll information, benefits policies/vendors, etc.); and Facilities Information (leases, building management, security system, etc.).

RECOMMENDATION FOR THE APPROVAL OF CEO OFFICIAL CAPACITY APPOINTMENT

Recommendation

The Governance Committee (“Committee”) of the Board of Trustees (“Board”) for The MetroHealth System (“System”) recommends the designation of the System’s President and Chief Executive Officer (“CEO”) to serve in her official capacity as CEO on the boards of WellLink (formerly The Center for Health Affairs), Ohio Hospital Association, and the United Way.

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. 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 Committee recommends that the Board approve the appointment of the CEO to serve on the boards of WellLink, Ohio Hospital Association, and the United Way.

APPROVAL OF CEO OFFICIAL CAPACITY APPOINTMENTS

***** RESOLUTION

XXXXX

WHEREAS, the Board of Trustees (“Board”) of The MetroHealth System (“System”) has been presented a recommendation by the Governance Committee that the Board designate the System’s President and Chief Executive Officer (“CEO”) to serve in her official capacity as CEO on the boards of WellLink (formerly The Center for Health Affairs), Ohio Hospital Association, and the United Way; and

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

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 serve on the boards of WellLink, Ohio Hospital Association, and the United Way.

BE IT FURTHER RESOLVED, the CEO shall represent the System and the System’s interests and shall have no conflicts of interest in WellLink, Ohio Hospital Association, and the United Way.

BE IT FURTHER RESOLVED, if the CEO is unable to serve in this official capacity role with WellLink, Ohio Hospital Association or the United Way, 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:

**RECOMMENDATION FOR THE APPROVAL OF
REVISIONS TO BOARD OF TRUSTEES
CEO EMERGENCY SUCCESSION POLICY BOT-04**

Recommendation

The Governance Committee (“**Committee**”) of the Board of Trustees (“**Board**”) for The MetroHealth System (“**System**”) recommends that the Board approve revisions to policy BOT-04 (CEO Emergency Succession Plan) as described in **Exhibit A**.

Background

The Board recognizes that the position of President and Chief Executive Officer (“**CEO**”) is central to the System’s success and therefore maintains a Board policy requiring the System have an emergency succession plan in effect for the CEO. The Committee regularly reviews Board policies and has reviewed policy BOT-04 (CEO Emergency Succession Plan). The Committee now recommends revisions to policy BOT-04 (CEO Emergency Succession Plan) to memorialize non-substantive, administrative edits that ensure clarity and alignment with the System’s current leadership structure.

**APPROVAL OF REVISIONS TO BOARD OF TRUSTEES
CEO EMERGENCY SUCCESSION PLAN POLICY BOT-04**

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") has been presented a recommendation by the Governance Committee ("**Committee**") of the Board for the approval of revisions to policy BOT-04 (CEO Emergency Succession Plan) as described in **Exhibit A**;

WHEREAS, the Committee recommended revisions to policy BOT-04 (CEO Emergency Succession Plan) to memorialize non-substantive, administrative edits that ensure clarity and alignment with the System's current leadership structure; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the revisions to policy BOT-04 (CEO Emergency Succession Plan) as described in **Exhibit A**.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Exhibit A

BOARD POLICY

BOT-04 - CEO Emergency Succession Plan

~~Owner: General Counsel~~

Key Points

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 - 2.4. The CEO shall also maintain, and make available to the Board upon request, succession plans for all members of the Senior Executive Leadership team¹.
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- ⁷ Critical Organizational Information includes, but is not limited to: Legal Documents (bylaws, Board minutes, mission statement, insurance vendors and policies, legal counsel, etc.); Financial Information (employer identification number, audited financial statements, auditor contacts, tax returns, vendor records, banking information, investments, check authorities, etc.); Human Resources Information (employee records, payroll information, benefits policies/vendors, etc.); and Facilities Information (leases, building management, security system, etc.).