The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, April 22, 2026
1:00pm – 2:30pm
Hybrid: Board Room K107, Virtual/Livestream

Meeting Minutes

Committee Members:	Dolores (Lola) Garcia, Michael Summers (Chair), E. Harry Walker, MD
Other Trustees:	John Corlett and John Moss
Staff:	Christine Alexander-Rager, MD, 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 or attended via live stream.

Mr. Summers called the meeting to order at 1:00 pm in accordance with Section 339.02(K) of the Ohio Revised Code. A quorum was present. The meeting was live streamed for public access.

(For convenience minutes are organized to conform to the printed meeting agenda, discussion many have occurred out of sequence.)

I. Approval of Minutes

The minutes of the January 28, 2026 Governance Committee meeting were approved by unanimous consent as presented.

II. Information Items

A. Continuing Board Education – M. Summers

The Committee discussed continued Board education priorities, noting that formal sessions would be scheduled following the onboarding of two new Board members anticipated to begin service in June 2026. Topics identified for future education included:

- Revenue cycle
- Federal and state reimbursement policies (funding source, restrictions, and timing)
- Civilian Review Board
- Related Entities
- OnBoard platform uses and effectiveness

Committee members requested additional education for the full Board regarding the Civilian Review Board and the role of MetroHealth's police department. Dr. Christine Alexander specified that MetroHealth's police department is a certified, fully functioning police force and subject to same guidelines and standards as any other operating department.

There was additional discussion of Board use of AI as a summary tool for members. Ms. Tamiyka Rose indicated we must be mindful of compliance before engaging. Mr. Brendan Sorg shared an enterprise version of Copilot is being utilized by hospital professionals, keeping all information within our ecosystem.

B. **Board Appointments – M. Summers**

Mr. Summers and Mr. Corlett reported that County Council approved their reappointments to the Board. The Committee was informed that Dr. James Campbell and Gail Long are expected to appear before County Council in May, with anticipated Board service beginning in June 2026.

C. **Human Resources & Compensation Committee Charter – B. Sorg**

Mr. Sorg reviewed proposed non-substantive revisions to the Human Resources and Compensation Committee Charter reflecting a naming change. The plan previously known as Performance-Based Variable Compensation will be known as the at-Risk Compensation program, or ARC plan. No substantive changes were proposed.

III. Executive Session

Chairman Summers moved 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).

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 1:17 p.m.

Following executive session, the meeting was reconvened in open session at approximately 2:17 p.m. and welcomed back the public virtually.

IV. Recommendation / Resolution Approvals

A. **Approval of Human Resources & Compensation Committee Charter Updates**

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

B. **Approval of Change in Nonprofit Affiliation**

Mr. Summers called for a motion for the approval of Approval of Change in Nonprofit Affiliation which was given, seconded and passed to be presented to the Board of Trustees for consent and approval.

Announcement for the next meeting on June 10th. 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