



Governance Committee Meeting

The MetroHealth System

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

2026-04-22 13:00 - 14:30 EDT

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The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Wednesday, April 22, 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 January 28, 2026 meeting of the Governance Committee

- II. **Information Items**
 - A. Continued Board Education – M. Summers
 1. Revenue Cycle – Current and Future State
 2. Federal and State Reimbursement Policies – Funder, Restrictions, & Timing
 3. Civilian Review Board
 4. Related Entities
 5. Effective Use of OnBoard Platform

 - B. Updates on Board Appointments – M. Summers

 - C. Review Updates to Human Resources & Compensation Committee Charter – B. Sorg

- III. **Executive Session**

- IV. **Recommendation / Resolution Approvals**
 - A. Approval of Human Resources & Compensation Committee Charter Updates

 - B. Approval of Change in Nonprofit Affiliation

- IV. **Adjourn**

The MetroHealth System Board of Trustees

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 Poulos, 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

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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.

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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

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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



The Charter of the Human Resources and Compensation Committee of The MetroHealth System Board of Trustees

Purpose

The Human Resources and Compensation Committee ("Committee") is responsible for assisting The MetroHealth System ("MetroHealth") in attracting and retaining qualified and committed employees who will work to achieve MetroHealth's goals of providing high quality care in accordance with its mission. The Committee also oversees the total compensation program for the President and Chief Executive Officer ("CEO") and other members of executive leadership as determined by policies of the MetroHealth Board of Trustees ("Board").

Responsibilities

In fulfilling its charge, the Committee is responsible for the following activities and functions:

I. Workforce Responsibilities

- Oversee workforce optimization matters and receive reports at least annually from the Chief Human Resources Officer on employee engagement, recruitment and retention strategies, benefit plan design and annual spend, workforce development initiatives, and other matters.
- Review and recommend a policy and succession plan for the CEO, and make available upon request executive succession plans.
- Annually review and evaluate the CEO's performance and adherence to the MetroHealth's Code of Conduct.

II. CEO and Executive Compensation (including At-Risk Compensation Plan)

- Review and propose revisions, as needed, to the Board's policies on executive compensation.
- Review annually and revise, as needed, MetroHealth's executive compensation philosophy and ~~at risk—Performance Based—Variable—Compensation~~At-Risk Compensation Plan ("PBVC-ARC Plan") to ensure the total compensation program is administered accordingly.
- Review and make recommendations regarding the CEO's and other members of executive leadership's total compensation as set forth in Board policy.
- Recommend the compensation, benefits, and all other components of total compensation for the CEO in advance of payment, as well as the terms of any employment agreement for the CEO as set forth in Board policy.
- In accordance with Board policy, review the compensation, benefits, and all other components of total compensation for members of executive leadership to ensure they are consistent with the organization's executive total compensation philosophy, PBVC-ARC Plan, and any awards payable under the PBVC-ARC Plan.
- In accordance with Board policy, review and make recommendations regarding all other executive incentive compensation plans, including approval of goals for the CEO and any awards payable under such plans.
- Ensure the Committee's independent and direct access to qualified consultants and to independently published compensation survey data.
- Review provider compensation strategies and philosophies used by MetroHealth to properly balance the needs of MetroHealth, the Medical Staff, patients, and the community, in alignment with MetroHealth's mission and overall strategy.

Composition

The Committee shall be led by a board member with an interest and background in personnel matters and consist of additional board members, as identified by the Board Chairperson. All Committee members shall be free from any material conflicts of interest that preclude them from making decisions pertaining to executive compensation. The Committee shall be staffed by the following members of management: the CEO, the Chief Human Resources Officer, the Chief Financial Officer, the Chief Physician Executive and Clinical Officer, and other relevant leaders of the executive team as needed. For issues or actions pertaining to executive leadership compensation, the Committee shall be staffed by the CEO and the Chief Human Resources Officer only, with any executive excused at any point the Committee discusses or approves of any issues or actions that may apply to such executive directly. All Trustees are invited to attend the Committee meetings, but only members of the Committee may vote on matters before the Committee.

Meeting Schedule

The Committee shall meet at least two times per year, or more frequently as needed. The Committee shall end each meeting in executive session without any MetroHealth executives or management present to discuss and approve any issues or actions that directly impact executives. At least annually, the Committee shall meet separately in executive session with each of the following: (a) the Chief Human Resources Officer; (b) the Chief Physician Executive and Clinical Officer; and (c) Chief Legal Officer; and (d) the Chief Financial Officer.

RECOMMENDATION FOR THE APPROVAL OF HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER UPDATES

Recommendation

The Governance Committee of the Board of Trustees (“**Board**”) for The MetroHealth System (“**System**”) recommends that the Board approve modifications to the Human Resources and Compensation Committee charter as described in **Exhibit A**.

Background

The Human Resources and Compensation Committee of the Board has updated its charter to reflect naming updates to the System’s at-risk compensation plan as described in **Exhibit A**.

APPROVAL OF HUMAN RESOURCES & COMPENSATION COMMITTEE
CHARTER UPDATES

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") and the Governance Committee of the Board recommends that the Board approve modifications to the Human Resources and Compensation Committee charter as described in **Exhibit A**;

WHEREAS, the Governance Committee of the Board has reviewed the modifications to the Human Resources and Compensation Committee charter and now recommends their approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the modifications to the Human Resources and Compensation Committee charter as described.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Exhibit A



The Charter of the Human Resources and Compensation Committee of The MetroHealth System Board of Trustees

Purpose

The Human Resources and Compensation Committee ("Committee") is responsible for assisting The MetroHealth System ("MetroHealth") in attracting and retaining qualified and committed employees who will work to achieve MetroHealth's goals of providing high quality care in accordance with its mission. The Committee also oversees the total compensation program for the President and Chief Executive Officer ("CEO") and other members of executive leadership as determined by policies of the MetroHealth Board of Trustees ("Board").

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- Ensure the Committee's independent and direct access to qualified consultants and to independently published compensation survey data.
- Review provider compensation strategies and philosophies used by MetroHealth to properly balance the needs of MetroHealth, the Medical Staff, patients, and the community, in alignment with MetroHealth's mission and overall strategy.

Composition

The Committee shall be led by a board member with an interest and background in personnel matters and consist of additional board members, as identified by the Board Chairperson. All Committee members shall be free from any material conflicts of interest that preclude them from making decisions pertaining to executive compensation. The Committee shall be staffed by the following members of management: the CEO, the Chief Human Resources Officer, the Chief Financial Officer, the Chief Physician Executive and Clinical Officer, and other relevant leaders of the executive team as needed. For issues or actions pertaining to executive leadership compensation, the Committee shall be staffed by the CEO and the Chief Human Resources Officer only, with any executive excused at any point the Committee discusses or approves of any issues or actions that may apply to such executive directly. All Trustees are invited to attend the Committee meetings, but only members of the Committee may vote on matters before the Committee.

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RECOMMENDATION FOR THE APPROVAL OF CHANGE IN NONPROFIT AFFILIATION

Recommendation

The Governance Committee ("Committee") of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends a change to the System's affiliation with a nonprofit business entity as further described in Exhibit A.

Background

The Board previously approved the System's affiliation with a nonprofit business entity for the purpose of providing certain health services. The Committee, with the support of System leadership, now recommends a change to the System's affiliation with the nonprofit business entity as more fully described in Exhibit A.

APPROVAL OF CHANGE IN NONPROFIT AFFILIATION

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") previously approved the System's affiliation with a nonprofit business entity for the purpose of providing certain health services;

WHEREAS, the Board has been presented a recommendation by the Governance Committee ("Committee") of the Board regarding a change to the System's affiliation in the nonprofit business entity as more fully described in Exhibit A; and

WHEREAS, the Committee has reviewed this recommendation and, with the support of System leadership, now recommends its approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes and directs the System's President and Chief Executive Officer or her designee to prepare and execute the documentation necessary to effectuate the change to the System's affiliation in the nonprofit business entity as more fully described in Exhibit A.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Exhibit A

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 METROHEALTH. THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.