



The MetroHealth System Board of Trustees Governance Committee Meeting

The MetroHealth System

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

2026-06-10 13:00 - 14:30 EDT

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The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

DATE: Wednesday, June 10, 2026
TIME: 1:00 p.m.– 2:30 p.m.
PLACE: MetroHealth Board Room K107 or Virtual via YouTube Stream:
<https://www.youtube.com/@metrohealthCLE/streams>

AGENDA

I. Approval of Minutes

Minutes of the April 22, 2026 meeting of the Governance Committee

II. Information Items

A. Review Updates to Strategy Committee Charter – B. Sorg

B. New Board Member Appointments – M. Summers

C. Governance Workplan – J. Wellons

D. Continued Board Education – M. Summers

1. Revenue Cycle
2. Federal/State Reimbursement: (funding, restrictions, and timing)
3. Ohio Sunshine Law
4. Civilian Review Board
5. Related Entities
6. OnBoard Best Practices

E. Board Retreat - M. Summers

1. Member Introductions
2. Board Performance Evaluations
3. Board Norms, Culture and Priorities
4. Continuing Education

III. Executive Session

IV. Recommendation / Resolution Approvals

A. Approval of Strategy Committee Charter Updates

V. Adjourn

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

The MetroHealth System Board of Trustees

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

The MetroHealth System Board of Trustees

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



The Strategy Committee of the MetroHealth Board of Trustees

Charter

Purpose

The Strategy Committee (“Committee”) partners with The MetroHealth System’s -Board of Trustees (“Board”) to support the strategic vision, deployment of the enterprise strategic plan and provide -guidance on key strategic initiatives impacting MetroHealth. The Committee will engage with support the Board to ensure that all enterprise strategic imperatives enable MetroHealth to be strategically viable, financially sustainable plan’s execution by monitoring progress toward strategic goals, reviewing and are aligned with our mission recommending adjustments to strategic priorities as needed, and the needs of the encouraging organizational agility in response to evolving market conditions, care delivery methods, regulatory environments, and community we serve. needs.

The Committee will have four critically important core strategic functions present on the Committee:

- Strategy
- Marketing
- Communications
- Government Relations

Each of these four strategic functions will have equal representation on the Committee as they play an important role in the strategic success for MetroHealth. Additionally, they work closely to ensure the mission and vision are achieved. The Committee may add representation from additional functional areas as needed to meet its purpose.

Responsibilities

In fulfilling its charge, the Committee is responsible for supporting the following activities and functions across the four core strategic functions:

- I. Strategy
 - Actively Provide input and recommendations to the Board for the annual review of the enterprise strategic plan.
 - Review industry trends, market needs, regulatory changes and competitive landscapes to actively participate in the assessment of program and/or market expansion, real estate investment and new market/ programmatic opportunities.



- ~~Review/Evaluate~~ and provide feedback/insights into any proposed partnerships, joint ventures, acquisitions or system-level divestitures in clinical programs and/or sites of service.
- ~~Provide input and recommendations for the annual review and revisions of the enterprise Strategic Plan (MetroHealth 2030).~~
- Review and recommend approval to other Board Committees regarding strategic priorities for the institution, such as real estate investments both on main campus and in key markets.
- Participate in the strategic assessment and review/selection of outside vendors and consulting firms, service providers, and advisors being considered to ensure alignment to support the mission and design or execution of the enterprise strategic objectives of MetroHealth plan.

II. Marketing

- ~~Provide relevant and timely feedback on all strategic marketing campaigns for MetroHealth including clinical programs and services.~~
- ~~Participate in impacting the enterprise strategic assessment and review of outside vendors and consulting firms, service providers, and advisors to ensure alignment to the mission and strategic objectives of MetroHealth plan.~~
- Champion MetroHealth's brand outside in the community and with key external stakeholders.
- Actively participate in support the refinement and updating ~~process for of~~ MetroHealth's website, social media campaigns, and marketing initiatives as content pertains to the enterprise strategic plan.

III. Communications

- Establish a strong awareness of the key messages and campaigns/priority messaging on strategy for the year being undertaken by MetroHealth including, but not limited to, key-internal messaging to employees and external stakeholders, local, state, and federal political leaders, messaging to communications mediums, including print, online, television, social media, etc.
- Review and provide feedback on joint marketing and communication campaigns/initiatives to ensure key metrics and performance measures are being met and they are aligned to MetroHealth's mission. ~~Participate in the strategic assessment and review of outside vendors and consulting firms, service providers, and advisors to ensure alignment to the mission and strategic objectives of MetroHealth.~~

IV. Government Relations

- Gain timely/Obtain insights into the key policy positions or standings and pending legislation relevant to MetroHealth.



- ~~In partnership with~~When recommended by MetroHealth’s Government Relations’ team, advocate at the local, state and federal level on key issues and position~~positions~~ impacting MetroHealth.
- ~~Assess the management of each advocacy campaign, including judgment on campaign work plans, approaches, deliverables, phasing of activities, internal team resourcing, progress in implementation, fulfillment of committed deliverables and the exercise of leadership within the organization.~~
- ~~Participate in the strategic assessment and review of outside vendors and consulting firms, service providers, and advisors to ensure alignment to the mission and strategic objectives of MetroHealth.~~

Composition

The Strategy Committee shall be led by a board member with an interest and background in strategy, marketing, communications and /or government affairs and will consist of additional board members, as identified by the Board Chairperson.

The Committee shall be staffed by the Chief Strategy Officer, Chief Marketing Officer, Vice President of Communications, Vice President, Strategy and the Senior Vice President of External Affairs and other relevant members of the executive team.

All Trustees are invited to attend Strategy Committee meetings, but only members of the Strategy Committee may vote on matters before the Committee.

Meeting Schedule

The Committee shall meet at least quarterly ~~starting in February 2026.~~



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The MetroHealth System
Board of Trustees

Trustee Terms

BY TERM ENDING

Trustee	Initial Appointment	Term Ending
Dolores (Lola) Garcia	February 4, 2025	February 28, 2027
Artis Arnold, III	February 4, 2025	March 9, 2027
Ronald Dziedzicki	April 13, 2024	March 6, 2028
John Moss	March 3, 2010	March 6, 2028
Gail Long	May 19, 2026	March 5, 2029
Nancy Mendez	April 9, 2024	March 5, 2029
James Campbell, MD	May 19, 2026	March 5, 2030
E. Harry Walker, MD	February 4, 2025	March 4, 2031
Michael Summers	March 2, 2026	March 1, 2032
John Corlett	April 1, 2026	March 31, 2032

SUMMARY OF REQUIREMENTS FOR TRUSTEES – O.R.C. § 339.02

- ✓ All Trustees must be electors and representative of the area served by the hospital
- ✓ No more than two Trustees may be electors from outside Cuyahoga County (but must still be in the area served by the hospital)
- ✓ No more than two Trustees may be physicians and none of the physicians may be employed by the hospital
- ✓ No Trustee may have any relationship with MetroHealth that is prohibited by the Ohio Ethics law

Governance Workplan

Tracking Board of Trustees (“BOT”) Policy and Bylaws Review Requirements

June 2026

BOT Policy Review Requirements

<u>Policy Number</u>	<u>Topic</u>	<u>Section Reference</u>	<u>Requirement</u>	<u>Frequency</u>	<u>Responsible Party</u>
BOT-01	Annual COI Disclosure	6.1-6.1.4	Submit conflict of interest disclosure statement	Annual	Individual Trustee
BOT-01	Trustee COI Disclosures	6.2.2	Ethics and Compliance to provide the General Counsel with a list of Trustee COI disclosures	Annual and as they arise	Ethics and Compliance
BOT-01	COI Policy Review	8	The Board reviews this policy periodically and implements changes as necessary	Periodically	BOT
BOT-02	BOT Meeting Schedule	2.1	Establish the schedule of all regular Board meetings for the following year by last meeting of current year.	Annual	BOT
BOT-04	CEO Emergency Succession	2.1	Review the CEO Emergency Succession Plan on an annual basis.	Annual	CEO; Executive Committee
BOT-04	Senior Leader Succession	2.4	Maintain succession plans for all members of the Senior Executive team.	Periodically	CEO
BOT-05	Investment Performance Review	5.5.1; 6.1.1	Evaluate the performance of the Investment Portfolio, including identifying and reviewing any inactive moneys.	Quarterly	Investment Committee & Trustees
BOT-05	Investment Performance Review	5.3.4	MHS's investment activities are annually reviewed by MHS's then current external auditor	Annual	MHS & External Auditor
BOT-06	Executive Compensation	1, 2	Review, with the support of an independent compensation consultant, the CEO's and Executives' compensation.	Annual	BOT; HR & Compensation Committee
BOT-06	Internal Audit of Executive Compensation	1.1	Internal audit to provide annual report summarizing total paid cash compensation to CEO and Executives	Annual	Internal Audit
BOT-06	Interim Executives	4.2.1	Report to Board all interim Executive engagements.	Annual	CEO

BOT-06	Executive Compensation Report	4.3	CEO reports to the HR and Compensation Committee on each non-interim Executives' compensation (base salary and all other components of compensation).	Annual	CEO
BOT-06	System Goals	5	Establish and evaluate System performance goals and any ARC payments.	Annual	Board
BOT-06	ARC Plan	5.6.2	The ARC Plan shall be reviewed by the HR and Compensation Committee	Annual and w/ material change	HR & Compensation Committee
BOT-07	Proposed Budget	3.1	Present proposed budget by October BOT meeting.	Annual	CEO
BOT-07	Material Changes	5	Report all material changes and impacts resulting from actions taken under BOT Delegations policy.	Regular Basis or as they occur	CEO
BOT-07	Official Capacity Appointments	8.2	Report official capacity appointments to the BOT as they occur and a full list annually.	Annual	CEO
BOT-07	Sponsorships and Donations	11.2	Report sponsorships or donations to the Board on a semiannual basis.	Semi-Annual	CEO
BOT-07	Engagement of Professionals	14.4	Report all engagements of Professionals in the previous year to the BOT annually	Annual	CEO
BOT-07	Scope of Insurance	15.3	Report to BOT on the scope of insurance coverages purchased for MHS.	Annual	CEO
BOT-08	Board Expense Budget	2	Prepare an annual budget for Board Expenses for submission in conjunction with MHS' annual budget process.	Annual	Board Liaison
BOT-09	CEO Expense Budget	3	Establish an annual CEO Expenses budget to be included in MHS' annual budget and approved by BOT.	Annual	CEO
BOT-10	Reporting and Disclosure	Entire Policy	Provide regular management reports to BOT on the practices, activities and decisions of MHS to support BOT's decision-making and oversight responsibilities.	Ongoing	CEO; Senior Leadership

BOT Bylaws Review Requirements

Topic	Section Reference	Requirement	Frequency	Responsible Party
Mission Statement	Art.II Sec 2	The BOT from time to time, review and revise Mission Statement as necessary	Time to Time	BOT
Regular Meetings	Art.V Sec 1	BOT to hold regular meetings, set meetings for next year by last meeting of this year.	Annually	Board Liaison & Clerk
Annual Meeting & Elections	Art.V Sec 6	The regular March meeting of the Board shall be the Annual Meeting of the Board. At the meeting, Officers of the Board shall be elected and assume office.	March (Annually)	BOT
Special Meeting	Art.V Sec 7	The Board shall hold a special meeting not less than once biennially to review the organization's mission and to evaluate the Board's role and performance related to achieving that mission	Biennially	BOT
Officer Terms	Art.VI Sec 1	Elect officers	3YR or as vacancies occur	BOT
Committee Charters	Art.VII Sec 4	Develop and review Committee charters. Any modifications to the charter must be approved by the Governance Committee and the BOT.	Time to Time	BOT & Governance Committee
CEO Performance Review	Art. VIII Sec.1; Art.XI Sec 3	Evaluate the CEO's performance against institutional objectives and goals established by the BOT	Time to Time	BOT & Executive Committee
Governance Committee Obligations	Art.VIII Sec 6	Organize BOT retreats and BOT training.	Time to Time	Governance Committee
		Conduct assessments of the full BOT.	Biannually	Governance Committee
		Develop and oversee BOT policies.	Time to Time	Governance Committee
		Make recommendations to the County Executive and County Council regarding the appointment and reappointment of Trustees.	Time to Time	Governance Committee
		Review all committee charters from time to time.	Time to Time	Governance Committee

		Review the bylaws, and requests for changes thereto, for the Medical Staff or other self-governing bodies	Time to Time	Governance Committee
Compensation Program	Art. VIII Sec 8	Carry out BOT policies regarding CEO compensation and recommend at-risk compensation programs, as appropriate.	Annually	HR and Compensation Committee
Bylaws	Art.XII Sec 1	Review Medical Staff Bylaws and Rules and Regulations.	Periodicly	BOT & Medical Staff

RECOMMENDATION FOR THE APPROVAL OF STRATEGY COMMITTEE CHARTER UPDATES

Recommendation

The Governance Committee of the Board of Trustees (“**Board**”) for The MetroHealth System (“**System**”) recommends that the Board approve updates to the Strategy Committee charter as described in **Exhibit A**.

Background

The Strategy Committee of the Board has updated its charter to clarify how it will support the enterprise strategic plan’s execution as described in **Exhibit A**.

APPROVAL OF STRATEGY COMMITTEE CHARTER UPDATES

RESOLUTION XXXX

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

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

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the modifications to the Strategy Committee charter as described.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Exhibit A



The Strategy Committee of the MetroHealth Board of Trustees

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