

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

Wednesday, February 9, 2022

10:00 am – 12:00 pm

Via Zoom

Meeting Minutes

Committee Members Present:	Ms. Chappell, Mr. Moss, Ms. Whiting
Other Trustees Present:	Ms. Dee, Mr. Hairston, Dr. Silvers, Dr. Walker
Staff Present:	Dr. Boutros, Ms. McBride, Ms. Platten, Mr. Richmond, Mr. Stern
Excused:	Mr. Hurwitz

Ms. Chappell called the meeting to order at 10:00 am.

(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 22, 2021 Committee meeting were approved as submitted.

II. **Information Items**

A. **Trustee Resignation**

Ms. Whiting read a letter of resignation from Brenda Kirk effective immediately. The Committee noted that the Board will miss Ms. Kirk's insight and experience and thanked her for her service.



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B. Trustee Positions

Ms. Chappell discussed the expiring terms of certain Trustees, effective in March 2022 and provided a reminder regarding the bylaws provisions on Trustee term limits (there are none). Ms. Chappell will reach out to see if the current Trustees are still willing to serve, as well as reach out to other Trustees to see if anyone is interested in any position.

Dr. Boutros stated that House Bill 405 is on the floor today for a vote of the number of Trustees allowable. This will also allow two individuals to be out of the county. This would go into effect in late 2022 or early 2023.

The Committee discussed the matrix of relevant skills that each Trustee completed last year. Ms. Chappell will resend the matrix to each Trustee to update any skills sets that match what is needed. The Board will have an opportunity to assess what skills sets are needed and make recommendations for individuals that could possibly fill the open Board position.

B. Board Educational Session

It was proposed that the Board would have three-four Continuing Educational Sessions, during the 2nd Wednesday of the month during January, March, June and October from 4:00-6:00 pm. The educational topics would include:

March 9 th	Medical Staff Credentialing & Oversight/Search Committee Updates
June 8 th	Conflicts of Interest & Disclosures
October 12 th	The Future of MHS – a discussion between the Board, Dr. Boutros and the new CEO/Updates on New Hospital Opening

It was agreed to take this to the main Board during the next regular meeting during the informational session.

C. D & O Insurance Update

Ms. McBride provided an update and noted that Trustees will receive individual certificates of insurance for 2022.

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D. Other Housekeeping Items

Board documents are requested to be sent in a timely fashion. It was agreed that ideally all Board documents would be sent out to Trustees on the Friday prior to the meeting.

The Committee discussed refreshing and refocusing the Board meeting agenda. In order to streamline the agenda and focus on governance matters, it was agreed that certain topics would be removed from as standing agenda items.

The Committee also discussed the reset of the Diversity/Executive Committee. The Committee recommended that there be dedicated time specifically for the Community Engagement committee at the start of the Executive & Diversity Committee.

III. Recommendation/Resolutions Approvals

A. Recommendation to Approve an Amendment to the Policy Relative to Conflicts of Interest

After discussion, the Committee denied this recommendation.

B. Recommendation for the Approval of a Policy Relative to Investments

The Committee unanimously approved the recommendation for full Board action.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 11:57 am.

Laura C. McBride
Senior Vice President & General Counsel