

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE

Wednesday, August 10, 2022

10:00 am – 12:00 pm

MetroHealth Board Room K-107 and via Zoom

Meeting Minutes

Committee Members Present: Ms. Chappell, Mr. Moss, Ms. Whiting

Other Trustees Present: Ms. Dee, Mr. Hairston, Mr. Monnolly, Dr. Silvers, Dr. Walker

Staff Present: Dr. Boutros, Ms. McBride, Ms. Rajki

Ms. Chappell called the meeting to order at 10:10 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 May 11, 2022 Committee meeting were approved as submitted.

II. **Information Items**

A. **Updates on Trustee Appointments**

Ms. Chappell stated that John Corlett received his board orientation and that John Moss and Terry Monnolly have been reappointed. Chair Whiting will follow up with Mr. Corlett regarding committee assignments.

B. **Long Term Planning for Officers**

The committee continued its discussion regarding longevity and preparation for the next Board leadership. The terms of Chair Whiting and Vice Chair Silvers end in 2023. Ms. Chappell asked that trustees interested in serving in



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an officer position contact her. A nominating slate and a succession plan will then be developed.

C. Vice Chair Structure for Committees

Ms. Chappell asked each committee Chair to see if any members are interested in serving as a Vice Chair. Laura McBride will distribute the committee assignment list to the board. Trustee Dee asked if the board was revisiting the Diversity Committee. Laura McBride confirmed that the Equity, Inclusion & Diversity Committee was previously created and its first meeting is scheduled for October. Chair Whiting added that the Executive Committee would meet as needed.

D. Board Educational Session – September 14th

The next continuing educational session is scheduled for Wednesday, September 14th. Due to the focus on and time commitments associated with the search process, this session will be cancelled.

Ms. Chappell indicated that all further matters to be considered at this meeting involved discussions of trade secrets, matters required to be kept confidential by law, as well as information subject to attorney-client privilege. Upon unanimous roll call vote, the Committee went into Executive Session to discuss such matters at 10:32 am.

III. Executive Session

Following Executive Session, the meeting reconvened in open session at 11:26 am.

IV. Recommendation/Resolutions Approvals

- A. Recommendation to Approve a Policy Relative to Delegations of Authority.
The Committee unanimously approved the recommendation for full Board action.

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There being no further business to bring before the Committee, the meeting was adjourned at approximately 11:30 am.

Laura C. McBride
Senior Vice President & General Counsel

