

The MetroHealth System Board of Trustees

FULL BOARD REGULAR MEETING

Wednesday, February 22, 2023

6:30-7:00 pm

The MetroHealth System Board Room K-107

Meeting Minutes

Present: Ms. Inajo Chappell-I, Mr. John Corlett-I, Ms. Maureen Dee-I, Mr. John Hairston-R, Mr. John Moss-R, Dr. JB Silvers-R, Dr. E. Harry Walker-I, Ms. Vanessa Whiting-R¹

Staff: Dr. Airica Steed-R, Dr. Jennifer Bailit-R, Ms. Kate Brown-R, Dr. Nabil Chehade-R, Mr. Will Dube-I, Mr. Joe Frolik-I, Dr. Olusegun Ishmael-R, Mr. Walter Jones-R, Dr. William Lewis-I, Dr. Brian Merce-I, Ms. Laura McBride-I, Mr. Alan Nevel-R, Dr. Christine Alexander Rager-R, Ms. Sonja Rajki-I, Ms. Regina Sawyer-R,

Guest: Ms. Jasmine Boutros-R, Ms. Shannon Boutros-I, Ms. Suzanne Boutros-R, Ms. Tess Boutros-R, Mr. John Kolb-R, Ms. Gail Long-I, Mr. John McCaffrey-R, Mr. Dalton Perry-R, Ms. Sabrina Roberts-R, Mr. Orlando Taylor-R, Ms. Julie Washington-I, Mr. Mark Wallach-R

Ms. Whiting called the meeting to order at 6:31 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 January 25, 2023, regular Board Meeting and February 15, 2023, Special Board Meeting were unanimously approved as submitted. RESOLUTION NO. 19558

II. Approval of Consent Agenda

A. Compensation Committee – Ms. Whiting asked for approval of the committee of the resolution from the Compensation Committee seeking the Approval of the Engagement of an Executive Compensation Consult and asked for a motion to accept the resolution. RESOLUTION NO. 19559

¹ I-In-person, R-Remote

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B. Facilities and Planning Committee – Ms. Whiting informed the committee of the resolution from the Facilities and Planning Committee seeking the Approval of Owner’s Representative/Project Management Services Providers and asked for a motion to accept the resolution. A motion was made by Ms. Dee and seconded by Ms. Chappell to approve the resolution of the Approval of Owner’s Representative/Project Management Service Providers. RESOLUTION NO. 19560

III. Committee Reports

Audit and Compliance Committee – Ms. Dee gave an overview of the Audit and Compliance Committee. Her summary included that: David Luker (RSM) reviewed the construction invoices from the hospital transformation and presented his findings. KPMG staff provided information on the System’s internal audit. Ms. Despoth gave an update on the annual financial reporting controls. Ms. Dee further explained that the Committee learned about the process for the annual Enterprise Risk Management assessment; received an update on the Ethics and Compliance department activities; and the System’s work through the Information system’s team to meet the “gold standard” of NIST (National Institute of Standards and Technology).

Compensation Committee – Dr. Walker gave a brief overview of the Compensation Committee meeting including the process for obtaining a new compensation consultant. The Board discussed whether the Board itself would obtain a separate compensation consultant in addition to the System’s consultant and agreed that once a compensation consultant is in place the Board will consider whether it will obtain it’s own compensation consultant. Dr. Walker also advised that the Committee discussed the PBVC plan and procedures.

Facilities and Planning Committee – Ms. Chappell indicated there was a robust discussion and presentations given from the Campus Transformation team. An update was given on the status of all projects and Ms. Chappell and the committee welcomed back Mr. Walter Jones as the interim SVP in Facilities/Planning while the organization actively seeks a replacement.

Ms. Chappell said that the committee discussed a post-occupancy evaluation process for the new hospital building and added that there was a discussion of the new Birthing Center, along with great pictures on the opening of the new facility.

Ms. Chappell advised that the Committee approved sending a resolution to the full board regarding the approval of pre-authorized owner’s representation/project management service providers.

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Governance Committee – Ms. Chappell informed the group of the discussions of the Governance Committee. These include: the trustee vacancies and officer appointments. The County Executive is working to fill the open position and is considering appointments and re-appointments for the terms ending. She added that the Committee discussed the skill sets the Board would like to see added based on the skills and expertise of the current members and the needs of the System. She also advised that the committee continues to work on updating Board policies. The Committee also had a presentation from The Governance Institute which provides resources relating to governance for health systems. MetroHealth is a member of The Governance Institute. There was the discussion of the possibility of additional support for the Board in the way of a Board Clerk/Liaison. A proposed job description will be circulated to the Board. Finally, Ms. Chappell reported that the committee went into executive session to discuss legal claims and reserves.

IV. President and CEO's Report

Dr. Steed highlighted a few items in the President's report which was circulated in the Board books. Dr. Steed highlighted the promotion of William Lewis, M.D. to COO and President of the Ambulatory Division. This comes as Mr. Sukalac has transitioned to a new role of Senior Vice President of System Services. Dr. Steed also informed the group that the Blue Ridge Institute for Medical Research released the 2022 rankings based on data from NIH, and MetroHealth's Physical Medicine and Rehabilitation ranks #1 across the country.

V. Medical Staff Report

Dr. Alexander informed the Board that the medical staff report was included in the Board Book and that there are appointments, reappointments and actions for review and approval. Dr. Alexander also referenced the minutes and the sharing of a plan for APP (Advanced Practice Providers) in training for their transition of practice.

Ms. Whiting asked for a motion to approve the Medical Staff Providers Appointments and Reappointments for January 2023 and the Medical Executive Committee Minutes of January 11, 2023. After a was motion made and seconded, the Board unanimously approved the resolution. RESOLUTION NO. 19561

VI. Executive Session

Ms. Whiting stated that the matters to be considered next at this meeting involve discussions of hospital trade secrets as defined in ORC 1333.61; matters required to be kept confidential by federal or state law; and for discussion with an attorney for the public body concerning disputes involving the public body that are the subject of pending or

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imminent court action and to consider the appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee.

Ms. Whiting ask for a motion to recess into executive session to discuss these matters. Ms. Chappell made a motion, and Dr. Walker seconded. The Board held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purpose stated by Ms. Whiting.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 7:09 pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 8:07 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

- VII. Recommendation/Resolutions Approval
 - A. Approval of Amendments to Executive Compensation Policy BOT- 06

Ms. McBride brought forth a potential amendment to the Resolution for Approval of Amendments to Executive Compensation Policy BOT-06, addressing interim executives. Ms. McBride shared some proposed language; Dr. Steed commented that interim executives are likely to be requesting compensation that is akin to compensation for a short-term executive staffing arrangement. After discussion and comments of the proposed updates, the proposed language amendments to the policy were further adjusted.

A motion was made and seconded, and the Board approved the resolution for the Approval of Amendments to Executive Compensation Policy BOT-06. RESOLUTION NO. 19562

There being no further business to bring before the Board, the meeting was adjourned at 8:38 pm.

NEXT MEETING: **Wednesday, March 22, 2023 – 5:00-7:00 pm**
 The MetroHealth Board Room (K-107) B or via Zoom

THE METROHEALTH SYSTEM

Vanessa Whiting, Chairperson