

The MetroHealth System Board of Trustees

FULL BOARD REGULAR MEETING

Wednesday, March 22, 2023

5:00 – 7:00 pm

The MetroHealth System Board Room K-107

Meeting Minutes

Present: Ms. Inajo Chappell-I, Mr. John Corlett-I, Ms. Maureen Dee-R, Mr. John Hairston-I, Mr. John Moss-I, Dr. JB Silvers-I, Dr. E. Harry Walker-I, Ms. Vanessa Whiting-I¹

Staff: Dr. Airica Steed-I, Dr. Jennifer Bailit-I, Dr. Shari Bolen-I, Ms. Kate Brown-I, Dr. John Chae-I, Dr. Nabil Chehade-I, Mr. Will Dube-I, Mr. Joe Frolik-I, Mr. Geoff Himes-I, Dr. Olusegun Ishmael-I, Ms. Julie Jacono-I, Mr. Walter Jones-R, Dr. Melissa Kline-I, Dr. William Lewis-I, Ms. Laura McBride-I, Mr. Alan Nevel-I, Dr. Christine Alexander Rager-I, Ms. Sonja Rajki-I, Dr. Regina Sawyer-I, Ms. Deb Southerington-I, Ms. Cheryl Wahl-I

Guests: Ms. Jasmine Boutros-I, Ms. Suzanne Boutros-I, Ms. Tess Boutros-R, Mr. Dalton Perry-I, Ms. Sabrina Roberts-I, Ms. LeVine Ross-I, Mr. Orlando Taylor-R, Ms. Julie Washington-I

Ms. Whiting called the meeting to order at 5:01 pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

(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 February 22, 2023, regular Board Meeting were approved with one amendment to the Facilities and Planning Committee report to correct a typo and more clearly identify the resolution being discussed. RESOLUTION NO. 19563

Mr. Corlett reported to the Board of Trustees the passing of Dr. Randy Cebul. Mr. Corlett acknowledged Dr. Cebul's many achievements and praised Dr. Cebul for the impact of his work and expressed his condolences to Dr. Cebul's family. Dr. Walker reiterated those

¹ I-In-person, R-Remote

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sentiments. Dr. Silvers suggested that a resolution should be prepared for the family to recognize Dr. Cebul and his many accomplishments. The Board agreed.

II. Committee Reports

- A. **Audit and Compliance Committee** – Ms. Dee noted that the Committee met earlier and at the meeting RSM reviewed the results of the 2022 Audit for the System’s Annual Financial Statements with a great result. Ms. Dee acknowledged the Finance team for their hard work during the audit process and the RSM audit team. Mr. Himes noted that the audit report had not yet been approved by the State, but when it is, it will be made public.
- B. **Compensation Committee** – Dr. Walker informed the group of the information items discussed in the Compensation Committee, which preceded the Board meeting. The Committee received an update on the System’s retention of a compensation consultant. The Committee went into Executive Session to talk about the 2022 PBVC Goals and Metrics and to discuss the 2023 PBVC Goals and Metrics. There was also a discussion with KPMG regarding its review and validation of the 2022 PBVC results, including some recommendations going forward for PBVC.

III. Approval of Consent Agenda

- A. Compensation Committee
 - i. The Board unanimously approved the Resolutions for the Approval of Performance-Based Variable Compensation Program Achievements for 2022 RESOLUTION NO. 19564 and Approval of Performance-Based Variable Compensation Plan System Goals for 2023 RESOLUTION NO. 19565
- B. Audit and Compliance Committee
 - i. The Board unanimously approved the Resolution for the Acceptance of the 2022 Audit Report for the System’s Annual Financial Statements RESOLUTION NO. 19566

IV. Recommendation/Resolutions Approvals

- A. Ms. Whiting asked Ms. Chappell, as Chair of the Governance Committee, to lead the discussion regarding the proposed resolution for Election of Presiding Officers of The MetroHealth System. Ms. Chappell reminded the members that the March meeting is the annual meeting of The MetroHealth

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System Board, and the Bylaws call for the election of officers at this meeting. The proposed slate of officers was circulated to the Board of Trustees. Ms. Chappell noted that the Governance Committee had previously asked for Trustees to contact her if anyone had an interest in an officer role. Dr. Walker was previously elected as Chair-Elect. Dr. Walker then had discussions with Trustees to confirm interest in other roles. The slate of new officers is proposed as follows: E. Harry Walker (Chairperson); Vanessa Whiting (Vice-Chairperson); and John Corlett (Secretary). Ms. Whiting asked for a motion to approve the slate of new officers. After a motion was made and seconded, the Board unanimously approved the resolution.

Ms. Whiting turned the meeting over to the new chair, Dr. E. Harry Walker for continuation of the meeting. RESOLUTION NO. 19567

- B. Dr. Walker noted that, as the first order of business, he wanted to extend a sincere thanks to Ms. Whiting for her service as Board Chair. Dr. Walker thanked her for her dedication, poise, and grace, even under challenging circumstances. Dr. Walker then shared with the Board a proposed resolution of appreciation for Ms. Whiting's service as Chair of the Board of Trustees. Dr. Walker read the resolution. After a motion was made and seconded, the Board approved the resolution. RESOLUTION NO.19569

V. President and CEO's Report

Dr. Steed highlighted a few items in her written President's report and indicated there are several national searches underway for several key members of our leadership team, and acknowledged Geoff Himes, who has returned to serve in the interim role of Interim Chief Financial Officer. Other searches include Chief People Officer; Senior Vice President for Facilities and Campus Transformation (for which Walter Jones has agreed to serve as interim); and Chief Clinical and Academic Officer. Dr. Steed noted that Dr. Blinkhorn, MetroHealth's Chair of the Department of Medicine, has agreed to serve as interim, replacing Dr. Brian Mercer, who has served in this interim role since October 2022.

Dr. Steed also noted that she has been engaged in discussions at the national, state, and local level with key MetroHealth stakeholders and representatives, including meetings with members of Congress in D.C., at the Statehouse in Columbus, and with Mayor Bibb and had a well-received report out to County Council.

Dr. Steed also informed the group that on March 30, 2023, MetroHealth will open its state-of-the-art vector and cellular core facility that will enable quick, reliable production and processing of the latest cellular therapies. This makes MetroHealth the first safety-net

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hospital in the United States that offers in-house, viral vector production. This facility will enable MetroHealth to broaden our cancer research focus and activities and position us for the next level as it relates to cancer care. Dr. Steed further noted MetroHealth's sponsorship of Aftershock, a Hulu original documentary, which sheds a much-needed light on racial disparities in maternal mortality. Dr. Steed also informed the Board that MetroHealth will be hosting its first ever Minority Women's and Children's Health Fair later this year, modeled after the Minority Men's Health Fair.

Lastly, Dr. Steed, spoke to our workforce shortage and informed the group there are many efforts underway being led by our Human Resources Department to recruit and retain high quality talent. The workforce shortage and crisis focus will continue to be a priority issue for MetroHealth.

VI. Medical Staff Report – *Christine Alexander Rager, M.D.*

Dr. Alexander introduced to the group the new format for the Medical Staff Report, which is designed to bring to the Board updates from the Medical Staff. Dr. Alexander stated that the medical staff is in the process refreshing the approach to Medical Staff Meetings to provide more opportunities to connect with colleagues and engage in topics of personal and professional interest. Dr. Alexander also updated the Board on the results from Match Day 2023. MetroHealth's results mirrored national trends for resident placement in certain departments, but also saw very positive results in both gender and racial diversity in matched interns. Dr. Alexander also noted MetroHealth's Physician Suicide Awareness and Prevention 2nd annual Shine the Light of You event. This year the focus is on encouraging providers to engage in therapy. MetroHealth is partnering with the Lorna Breen Foundation and other internal groups to dispel the many myths around seeking care. Lastly, Doctor's Day is March 30th, and an in-person celebration has been scheduled.

Dr. Walker asked for a motion to approve the Medical Staff Providers Appointments and Reappointments for February 2023 and acceptance of the Medical Executive Committee Minutes of February 10, 2023. After a motion was made and seconded, the Board unanimously approved the resolutions. RESOLUTION NO. 19568

VII. Information Items

- A. **Population Health Research Institute Highlights** Dr. Shari Bolen presented on the high-impact work of the Population Health Research Institute (PHRI). Dr. Bolen provided background on the PHRI, including its vision, mission, and organization. Dr. Bolen also noted the many community partners that are involved in PHRI's work, along with the scope of research conducted by PHRI members. Dr. Bolen provided further detail regarding PHRI's Center for Equity,

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Engagement, Education and Research (CHEEER), which has 18 pilot grants to assist early-stage investigators conducting community-partnered equity research. CHEEER's vision is to be a trailblazer in achieving healthy communities through engaged research, education, and advocacy.

Strategic Planning Alignment Process Update Ms. Julie Jacono updated the Board regarding MetroHealth's strategic planning process. Ms. Jacono noted that the current strategic plan was re-evaluated in 2020 due to the impact of COVID. However, the current market forces and changing system inputs has necessitated re-evaluation of the plan and direction. MetroHealth leadership is holding a series of retreats to meet with stakeholders to discuss the scope, barriers, objectives, and projects associated with the strategic plan. This feedback will then be incorporated back into the strategic plan, which will be brought to the Board of Trustees later this year.

Dr. Walker asked for a motion to recess into executive session to conference with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action and to consider the employment and compensation of a public employee. Mr. Hairston made a motion, and Ms. Chappell seconded. The Board held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purposes stated by Dr. Walker.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 6:12 pm.

Following the executive session, the meeting reconvened in open session at approximately 6:48 pm and welcomed back the public via Zoom and those members of the public who remained in-person.

There being no further business to bring before the Board, the meeting was adjourned at 6:50 pm.

NEXT MEETING: **Wednesday, April 26, 2023 – 5:00-7:00 pm**
 The MetroHealth Board Room (K-107) B or via Zoom

THE METROHEALTH SYSTEM

E. Harry Walker, M.D., Chairperson