

The MetroHealth System Board of Trustees

FULL BOARD REGULAR MEETING

Wednesday, May 24, 2023

5:00 – 7:00 pm

The MetroHealth System Board Room K-107

Meeting Minutes

Present: Inajo Chappell-I, John Corlett-I, Maureen Dee-I, John Hairston-I, John Moss-I, JB Silvers-I, E. Harry Walker, M.D.-I, Vanessa Whiting-I ¹

Staff: Airica Steed-I, Laura Black-I, Richard Blinkhorn-I, Kate Brown-R, Nabil Chehade, M.D.-R, Will Dube-I, Joe Frolik-I, Geoff Himes-I, Olusegun Ishmael-I, Julie Jacono-I, William Lewis-I, Julia Mason-I, Laura McBride-I, Alan Nevel-R, Alison Poulos-R, Sonja Rajki-I, Deb Southerington-I, Cheryl Wahl-R

Guests: Jasmine Boutros-R, Shannon Boutros – R, Suzanne Boutros-R, Tess Boutros-R, Gail Long-I, Dalton Perry-R, Sabrina Roberts-R, Julie Washington-I

Dr. Walker called the meeting to order at 5:05 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 March 22, 2023, regular Board Meeting were unanimously approved as submitted. RESOLUTION NO. 19570

II. Committee Reports

- A. Audit and Compliance Committee** – Ms. Dee informed the group that the Committee met and covered a report from Ethics and Compliance and their activities. The committee also received a report from the internal audit team including an update on the 2022 internal audit plan completion, and the risk-based audit plan for 2023. And finally, that the Committee heard about the 2023 goals for the Enterprise Risk Management program.

¹ I-In-person, R-Remote

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- B. **Governance Committee** – Ms. Chappell reported that the Committee participated in a training session on BoardEffects, the Board’s portal; discussed the update on Trustees appointments for the current vacancies; and received an update on the Board Liaison position. The Committee also discussed the need for a refresh of the current committee charters and that all committee chairs are being asked to prepare a draft and forward to either Ms. Chappell or Ms. McBride for review and finalization within the next couple of weeks to present to the Governance Committee in August 2023. There was also an update on the Official Capacity roles and the Partner Entities; the Committee is continuing to vet that list and Dr. Steed will bring a proposed list of partner entities and roles back to the Committee in August 2023. There was a resolution for the Approval of a Claim Settlement of Claim number that was approved for consideration by the full Board.

- C. **Facilities & Planning Committee** – Ms. Chappell informed the Board that the Committee had a great meeting. There were multiple report-outs and good discussions on transformation projects, and construction cost review was presented by RSM. The Committee also heard an update on Campus Transformation 2.0 and Facilities Management. Ms. Chappell further noted that the Committee reviewed the resolution for approval of selection of pre-authorized professionals and the Committee voted to recommend the resolution to the full Board.

III. **Approval of Consent Agenda**

- A. **Facilities & Planning Committee**
 - i. The Board unanimously approved the Resolution for the Approval of Selection of Pre-Authorized Professionals RESOLUTION NO. 19572

- B. **Governance Committee**
 - i. The Board unanimously approved the Resolution for Approval of Claim Settlement RESOLUTION NO. 19571

IV. **Medical Staff Report**

Dr. Joseph reviewed the Medical Staff Appointments and Reappointments and the minutes from the March and April 2023 MEC and presented them for Board approval.

Dr. Walker asked for a motion to approve the Medical Staff Appointments, Reappointments and MEC Minutes from March and April 2023. The Board unanimously approved the same via RESOLUTION 19573

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V. Information Items

President and CEO's Report. Dr. Steed highlighted a few items in her written President's report. Dr. Steed provided brief overview of strategic priorities: (1) focus on clinical and academic excellence, (2) driving and becoming a leader in health equity, (3) enhancing community engagement and impact, (4) accelerating growth, (5) embracing innovation and (6) building a people-first culture where our caregivers know they are valued, appreciated, trusted, respected, and celebrated and that voices are heard.

In addition to the strategic goals and priorities, the System is focusing on enhancing access so all individuals can connect to the care they need when needed, including continuing to reach outside of the System's walls and addressing the social drivers and barriers to healthcare.

Dr. Steed gave an update on the organizational restructuring and the four critical searches underway: (1) Chief Clinical and Academic Officer is coming to an end as the final interviews are concluding and a decision will be made within the next couple of weeks; (2) Chief People Officer, the goal is to complete the process within the next two-three weeks, with a decision being made by mid-late June 2023; (3) Senior Vice President of Facilities and Campus Transformation is anticipated to be complete by the end of June 2023 and (4) Chief Financial Officer, which is just getting underway. The processes have included or will include members of the Board of Trustees and stakeholders as Dr. Steed looks to fill these important positions.

Lastly, Dr. Steed indicated reiterated that the System will highlight and track its progress on organizational system goals, which will be cascaded to the leadership team and then to our frontline teams - to keep all aligned in working in the same direction.

VI. Executive Session

Dr. Walker asked for a motion to recess into executive session to discuss hospital trade secrets as outlined and defined by ORC 1333.61 and to conference with an attorney for the public body concerning disputes involving the public body that are subject to pending or imminent court action. Ms. Chappell made a motion and Mr. Corlett seconded. The Board held a roll call vote with all Trustees in attendance 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 6:36 pm.

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Following the executive session, the meeting reconvened in open session at approximately 7:32 pm.

VII. Recommendation/Resolutions Approvals

Dr. Walker then gave background on a resolution for the Appointment of a Member and Director to the Board of Directors of CCH Development Corporation. He relayed that the Board previously appointed Ms. Chappell to serve in the role, but she has since taken on other leadership roles for the Board including chairing two of our committees and has asked to be replaced. Ms. Whiting has agreed to serve in the role. The resolution would reflect the Board's appointment of Ms. Whiting to that role.

- A. The Board unanimously approved the Resolution for Approval of Appointment of a Member and Director to the Board of Directors of CCH Development Corporation
RESOLUTION NO. 19574

Dr. Walker then relayed that the final matter is the resolution for Approval of Updates to the Performance-Based Variable Compensation Plan Goals for 2023. Dr. Walker stated that the Board heard a presentation from management on the minor updates to the goals in executive session and had a chance to ask questions. He asked if there were any additional questions or comments. There were none.

- B. The Board unanimously approved the Resolution of Approval of Updates to Performance-Based Variable Compensation Plan System Goals for 2023
RESOLUTION NO. 19575

There being no further business to bring before the Board, the meeting was adjourned at 7:35 pm.

NEXT MEETING: **Wednesday, June 28, 2023**
 5:00 – 7:00 pm
 The MetroHealth Board Room (K-107) or via Zoom

THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson