

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Monday, November 20, 2023

2:00-3:30 pm

The MetroHealth System Board Room K-107 and via Zoom

Meeting Minutes

Committee Members: Inajo Davis Chappell-I, Robert Hurwitz-R, John Moss-I, Vanessa Whiting-R¹

Other Trustees: Maureen Dee-R, John Hairston-R, J.B. Silvers-I, E. Harry Walker-I

Staff: Airica Steed-I, Will Dube-R, Laura McBride-I, Sonja Rajki-I, Dalph Watson-R

Guests: None

Ms. Chappell called the meeting to order at 2:02 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 May 24, 2023, Governance Committee Meeting were unanimously approved as submitted.

II. Information Items

A. Update on Appointment of Trustees

Ms. Chappell informed the Committee that Dr. Walker and Dr. Steed met with the County Executive Ronayne to discuss the open positions on the Board and the appointment process. She related that there is one vacancy and two trustees with expired terms, with one additional term set to expire in March 2024. The trustees who currently have expired terms will remain on the Board until their successors are approved. County Executive Ronayne provided two names for the approval process. Of the two individuals, both met with one of the Judges and are in the process of interviewing with the final Judge.

¹ I-In-person, R-Remote

The MetroHealth System Board of Trustees

After the Judges have signed off on the appointments, they will move forward to County Council for confirmation. Once through County Council, the appointment process will take a few weeks to complete. It is anticipated the two successors will be approved by the end of 2023 and onboarding will take place in January 2024.

Dr. Steed related that she, Dr. Walker and County Executive Ronayne discussed having a more strategic process in appointing trustees to MetroHealth's Board, which would entail ensuring there are a few names on hand to allow for a smoother transition in the appointment of new trustees.

Ms. Chappell In the past, the Board has asked the Trustees to provide names to have in the queue going forward; although, the Trustees did not want to encroach on the County Executive and wanted to be sure they were being respectful of the process.

Ms. Chappell asked the Trustees if they had names of potential Board members they could pass them along, while acknowledging that the county is the appointing authority and the Board will not encroach on the county's process.

Ms. Dee added that if she were not reappointed to the Board, that it is important that there be Board member who would an advocate for the Hispanic community and Ms. Chappell asked Ms. Dee to please send along potential names for her to pass along to the County Executive.

B. Governance Committee Charter

Ms. Chappell pointed the Committee to the updated draft charter which were included in the materials and asked Ms. Rajki to give an update on the changes made to the charter. Ms. Rajki informed the group that she, Ms. Chappell and Dr. Steed reviewed and updated the charter for the Governance Committee. Ms. Rajki pointed out that one of the changes is to have the medical malpractice claim settlements reviewed going forward by the Quality and Safety Committee instead of the Governance Committee. Ms. Chappell asked that we move ahead with the Governance Charter as drafted and there were no objections to that from the Committee. Ms. Chappell related that all updated charters would be finalized in January.

C. Board Committee Charters and Associated Updates to Bylaws

Ms. Chappell informed the group that all Board Committee charters are being reviewed and with the updates to the Charters, the Bylaws will also require updating. After some discussion it was determined that both the updated Charters and Bylaws will come through

The MetroHealth System Board of Trustees

the Governance Committee for approval through the Governance Committee and then the full Board in January.

D. Trustee Self-Assessment

Ms. Chappell related that as part of the Governance Committee work there is an opportunity to explore how well the Board members feel they are engaged, and how they feel about the work they do for the board and are they on the correct committees. She suggested working with the Governance Institute to find an individual Trustee self-assessment tool.

Mr. Moss and Dr. Walker asked that we ensure that we are not duplicating efforts, as a Board self-assessment was done prior to the Board of Trustees Retreat. Ms. Chappell agreed and is looking for a tool that more specifically assesses individual Trustees engagement and looks to utilizing trustees most effectively. She suggested obtaining a tool with the arrival of the Board Liaison position in January 2024.

E. Opportunities for Trustee Education – 2024 Education Agenda

Ms. Chappell informed the Committee that it is the hope of the committee to have the Board Liaison position to work with the trustees to create additional opportunities for continuing education.

She reminded the Trustees that the Governance Institute has several opportunities for continuing education for the Trustees and the information has been included in the meeting materials. The cost of these events would be covered by The MetroHealth System and provide the Trustees an opportunity to engage with other health system board members and to gain knowledge relating to their work as Board members.

Dr. Steed added that the American Hospital Association also provides continuing education events specifically for health system boards and she would provide additional information.

Ms. Chappell then asked for a motion to move 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. Dr. Walker made the motion and Mr. Moss seconded. The Committee held a roll call vote with all Trustees voting to approve the motion to go into executive session for the purpose stated by Ms. Chappell.

Members of the public were excused. The Board went into executive session to discuss the identified matters at 2:28 pm.

The MetroHealth System Board of Trustees

Following the executive session, the meeting reconvened in open session at approximately 3:28 pm and welcomed back the public via Zoom and those members of the public who remained in person.

VI. Recommendation/Resolutions Approval

A. Approval of a Claim Settlement

Ms. Chappell noted that the Committee received background information on the proposed settlement in executive session from counsel and had the opportunity to ask questions. Ms. Chappell asked if there were any additional questions or discussion. With none, the Committee unanimously approved the recommendation for Approval of a Claim Settlement for full Board action.

B. Approval of Retention of Outside Counsel

Ms. Chappell asked Ms. Rajki to provide further background information on the resolution for Approval of Retention of Outside Counsel. Ms. Rajki noted that the Board is not required to approve outside counsel that is utilized by the System unless the fees for any retention exceed the limits set by the Board's current delegations. She explained that there are not many times that counsel fees will exceed the authorized delegations, but in case there are, we are bringing the listed firms to the Board for approval. Ms. Rajki also explained that not every firm utilized is on the list. There was discussion about the selection of firms during which Ms. Rajki explained that panels of firms are generally selected by a request for proposal process and that not all of the firms on the resolution are utilized on a regular basis. After the discussion Ms. Chappell asked if there were any additional questions or discussion. With none, the Committee unanimously approved the recommendation for full Board action.

There being no further business to bring before the Board, the meeting was adjourned at 3:37 pm.

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Inajo Chappell
Chairperson, Governance Committee