



# The MetroHealth System

## Board of Trustees

Monday, November 20, 2023

11:15 am - 12:00 pm

The MetroHealth System K-107 or via Zoom

## Executive Committee

## Special Meeting

# The MetroHealth System Board of Trustees

---

## EXECUTIVE COMMITTEE

DATE: November 20, 2023  
TIME: 11:15 am – 12:00 pm  
PLACE: The MetroHealth System Board Room (K-107) or via Zoom  
<https://us02web.zoom.us/j/87197194156>

## AGENDA

- I. **Approval of Minutes**  
Minutes of the July 20, 2023, meeting of the Executive Committee
  
- II. **Annual President and CEO Assessment– Dr. Walker and L. Laug, (Governance Institute)**
  
- III. **Executive Session**

Return to Open Meeting

# The MetroHealth System Board of Trustees

---

## EXECUTIVE COMMITTEE OF BOARD OF TRUSTEES MEETING

Wednesday, July 20, 2023

5:00-6:30 pm – via Zoom

### Meeting Minutes

<b>Committee Members:</b>	Maureen Dee-R, J.B. Silvers-R, E. Vanessa Whiting-R
<b>Other Board Members:</b>	Inajo Chappell-R, John Corlett-R, Robert Hurwitz-R, John Moss-I, E. Harry Walker-R
<b>Staff:</b>	Joseph Frolik-R, Laura McBride-R
<b>Guest:</b>	Jasmine Boutros-R, Suzanne Aral-Boutros-R, Sabrina Roberts-R, Julie Washington-R

Dr. Walker 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 April 26, 2023, special meeting were unanimously approved as submitted.

#### II. Executive Committee Charter

Dr. Walker and Ms. McBride reviewed proposed changes to the charter.

The Committee discussed whether to include in the charter that all Trustees are invited to the Executive Committee. After a robust discussion, it was agreed, going forward, all meeting invitations, meeting correspondence and minute templates would list as follows:

## The MetroHealth System Board of Trustees

---

(1) Committee Members; (2) Other Board Members; (3) Staff and (4) Guest going forward to provide clarification to all internal and external constituents for all committees.

Also, it was agreed that the charter would be revised to include a notation that “All board members are welcome to attend.”

A motion was made and seconded, to move the Executive Committee charter, with outlined changes, to the Governance Committee for approval.

### III. CEO Performance Assessment

Dr. Walker noted that, as Dr. Steed has been with MetroHealth for seven months, the Board of Trustees will be prepared to conduct a performance assessment with Dr. Steed in approximately January 2024.

Dr. Walker also noted that the Trustees had received the questions used for the last CEO performance assessment (in 2021), along with suggestions from the Governance Institute. The Committee discussed potential changes to the form. It was suggested that the section on government relations should be expanded to include, separately, local government; state government; federal government.

The Committee also recognized that adding “unable to rate” is an important aspect, as the Trustees may find items in the assessment where they have no knowledge. The Committee also discussed how best and when to receive feedback from stakeholders outside of the Board (including staff and external partners). Several suggestions were given - including exit interviews, specific groups of individuals who have contact with the CEO, 360 reviews, Employee Engagement Surveys. It was agreed that the Committee would appreciate hearing the new Chief People Officer’s input around best practices in this regard. Dr. Walker concluded the discussion by noting that he appreciated the Trustees’ input and the Committee would come back toward the end of the year to finalize the plans for the CEO performance assessment, including a timeline of steps.

### IV. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss the employment and compensation of a public official, to discuss proprietary hospital trade secrets, and to confer with an attorney for the public body regarding pending or imminent litigation involving the public body. Mr. Moss made a motion and Ms. Chappell seconded. The

## The MetroHealth System Board of Trustees

---

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 5:38 pm.

Following the executive session, the meeting reconvened in open session at approximately 6:20 pm.

There being no further business to bring before the Executive Committee of the Board, the meeting was adjourned at approximately 6:21 p.m.

Respectfully submitted,

**THE METROHEALTH SYSTEM**

E. Harry Walker, M.D., Chairperson



# CEO Performance Evaluation Overview

---

## The Value of CEO Performance Evaluation

- The primary function of a board is to establish and maintain a framework for the effective, legal, and ethical operation of the organization while ensuring long term viability.
- The CEO is responsible for implementing board policies, adhering to the mission and values of the organization, managing the organization in accordance with the mission and policies and working toward organizational, goal achievement by being the “leadership partner” and change agent.
- An effective CEO performance evaluation will:
  - Build upon a board approved, clearly defined vision, mission and set of values of the organization.
  - Clarify in writing the board’s expectations of the CEO.
  - Assess the CEO’s performance on core leadership responsibilities, roles, and duties as outlined in the CEO’s job description.
  - Provide clear goals to help the CEO identify and prioritize work to be accomplished.
  - Focus the CEO on things that really matter to the board and to the direction of the organization, related to both short term performance and long-term success factors.
  - Enhance the working relationship between the board and CEO by being a dialogue rather than a one-way process.
  - Be a formal, continuous process—not simply a once-a-year event—involving the board chair or other designated board members who provide a continuous feedback loop with the CEO throughout the year.
  - If the board requires that the CEO’s compensation package be based, in part, on the CEO’s performance evaluation, the relationship should be clearly defined, with the use of selected objective measures from the overall performance evaluation.
- An effective evaluation also benefits the CEO by being a systematic and objective process to ensure CEO accountability.
  - Ensuring that the performance evaluation is multi-dimensional and objective, thereby reducing subjective judgments of performance.
  - Helping the CEO develop his/her competencies and experience.
  - Giving the CEO an opportunity to engage in self-assessment of personal performance.
- Important Considerations for CEO Performance Evaluations

- CEO Performance vs. Organizational Performance: evaluation process should focus on behaviors and areas where the CEO has the most direct control over organizational performance.
- Current performance and transforming for the future: evaluation should include indicators both of effective leadership in today's world and how the well the CEO is helping to prepare the organization for future success.
- Commit to the process: success of the formal evaluation requires the full commitment of both the board and the CEO. This means that the CEO should be open to feedback and willing to act on the results.

## The Evaluation Process

- Establish, Review and/or Revise the Fundamentals
  - The process begins with a review of the fundamentals for CEO performance evaluation.
    - The organization's vision and mission
    - 3-5 tangible, objective strategic metrics
    - Annual goals and objectives
    - CEO's job description
  - The board and the CEO should agree on the CEO's written performance goals and the process before the evaluation takes place.
- Develop and Finalize the Performance Criteria: What Matters Most?
  - The committee should develop criteria for rating performance.
    - Criteria should describe core leadership responsibilities, activities, and behaviors essential for the CEO to measure to board expectations; this should align with the CEO's job description.
- Distribute the Performance Evaluation Questionnaire
  - The questionnaire should be distributed to all board members and to the CEO.
  - It is a good idea to include instructions, a copy of the CEO's job description, the organization's performance against metrics, the performance plan/criteria for the CEO as agreed upon by the board and the CEO.
- When The Results are Ready
  - A small group of select individuals should meet with the CEO to review the report and discuss the appraisal results before sharing the results with the full board.
  - This meeting enables the CEO to review and discuss her strengths and limitations and to develop action plans for the upcoming year.
  - When sharing the results with the CEO
    - Acknowledge and affirm positive attributes and achievements.
    - Be specific about areas where you expect improvement.
    - Work with your CEO to develop an action plan for the upcoming year.
    - Give your CEO the opportunity to prepare and present a response to the evaluation.
  - The committee then presents the full board with a summary of the findings, and a summary of the subsequent meeting(s) with the CEO.

## The Do's and Don'ts of a Good Performance Evaluation

- Things to Do

- Make performance evaluation and ongoing process, not just an annual process: formally address issues each quarter.
- Focus on things the CEO can do something about
- Involve the CEO in the process.
- Link the performance criteria to your balanced scorecard and your long-term destination metrics.
- Make sure the performance criteria are agreed to by both the board and CEO.
- Pay attention to style in addition to personal substance.
- Focus on things that really make a difference to the organization.
- Things Not to Do
  - Do not make the evaluation a popularity contest.
  - Do not use only a prefabricated CEO evaluation form from a book, a workshop, or a magazine.
  - Do not leave out important expectations just because they are difficult to measure.
  - Do not commission a group of citizens to evaluate your CEO for you.
  - Do not evaluate the CEO on criteria that have not been created in writing ahead of time.
  - Do not Conduct the evaluation to determine compensation.
  - Do not ask staff, the public, or physicians what they think of your CEO's performance unless you've adopted an objective evaluation method.