

The MetroHealth System Board of Trustees

GOVERNANCE COMMITTEE MEETING

Wednesday, January 24, 2024

2:00-3:30 pm

The MetroHealth System Board Room K-107 and via Zoom

Meeting Minutes

Committee Members:	Inajo Davis Chappell-I, John Moss-I, Vanessa Whiting-R
Other Trustees:	J.B. Silvers-I, E. Harry Walker-I
Staff:	Airica Steed-I, Laura McBride-I, Sarah Partington-I, Sonja Rajki-I, Dalph Watson-I
Guest:	Selena Weaton

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 November 20, 2023, Governance Committee Meeting were unanimously approved as submitted.

II. **Information Items**

A. **New Trustees Update – Dr. Steed**

Dr. Steed informed the Committee that Sharon Dumas is confirmed as a new Trustee to serve on the Board of Trustees, her term will begin on March 6th for a five-year term. The other prospective board member, Stefan Holmes, is unable to serve on the MetroHealth Board, as he currently serves on the Port Authority Board, which has very strict bylaws that prohibits serving on two public boards. Dr. Steed informed the Committee that the County Executive is building a slate of qualified candidates to fill vacant board seats as there are two seats to fill and there is a seat coming to term in March.

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B. Onboarding of New Board of Trustees – I. Chappell and T. Rose

Ms. Chappell informed the committee that we will be onboarding and orienting new Trustee, Sharon Dumas in February, with the date of orientation to be determined. Ms. Rose is circulating a draft agenda and planning a robust orientation and overview of the organization.

C. Preparing a Board Pipeline – I. Chappell

Ms. Chappell discussed the need to be proactive in filling vacant seats and suggested that every Board member send recommendations and resumes/curriculum vitae of three to five potential Board prospects to forward to the County Executive, to select from when terms of Board members end or when Board members choose to not complete their term.

D. Board Self-Assessment – I. Chappell and T. Rose

Ms. Chappell reminded the committee of the of the participation in the Board Self-Assessment conducted last year in May 2023. Ms. Chappell stressed the importance to be mindful of our Board participation and engagement. Dr. Walker is working on committee assignments as a new Board member will be joining the Board next month. Ms. Chappell encouraged engagement of Board members to serve on at least two committees and chair at least one committee. The Board self-assessment will be revisited when several new Board members have been appointed.

E. Revision of Board Committee Charters – I. Chappell

Ms. Chappell directed the committee's attention to the revised Board committee charters included in the meeting materials. Ms. Chappell informed the committee that we have eight standing committees and revisions were made to seven committee charters and the Executive Committee charter was not changed. Ms. Chappell noted the only change after review of the committee charters is to change the name of the Human Capital Committee to Human Resources and Compensation Committee to match the bylaws. Ms. Whiting noted another change needed is the Equity and Diversity Committee to be renamed to the Health Equity and Diversity Committee. Ms. Chappell clarified a question pertaining to the Investment Committee, which is not a separate committee, but a subcommittee of the Finance Committee. Ms. Chappell praised the efforts of each committee for the hard work put into reviewing and revising the committee charters. With no additional questions or discussion, Ms. Chappell asked for a motion to support approval of the revised charters as drafted by each committee which was given, seconded, and approved unanimously.

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III. Recommendation/Resolutions Approval

A. Recommendation for Approval of Amended and Restated Bylaws for the Board of Trustees

Ms. Chappell directed the Committee to review the Amended Bylaws included in the meeting materials. Ms. Chappell advises to add clarifying language that states that the Chair is the liaison between the Board and the CEO. Ms. Chappell asked the Committee if there were additional proposed changes to be made. With no other questions or discussion on the proposed changes to the bylaws, Ms. Chappell asked for a motion to approve the amended and restated bylaws which was given, seconded, and approved unanimously. The Resolution will advance to the full Board for approval.

B. Recommendation for Approval of Continuing Official Roles with Certain Partner Entities

The committee received a presentation from Sarah Partington, Senior Compliance Officer and Operations Director, on continuing official roles and potential conflicts of interest. Ms. Partington explained organizations typically have conflict of interest policies to ensure that external relationships do not influence professional duties. Ohio ethics laws prohibit public officials and employees from having a private interest in public contracts, but Board positions and fiduciary roles held in official capacity are exempt from these prohibitions. These laws stipulate that public officials and employees must not possess a definite and direct private interest in public contracts, which are broadly defined as any transaction where MetroHealth acquires goods or services, regardless of the amount. A structured process for evaluating potential opportunities for official capacity involves first an evaluation by the MetroHealth leadership team to ensure legal compliance and adherence to Ohio Ethics criteria, preventing any conflicts of interest. Proposals are reviewed annually by the Board, and employees and board members are expected to report back on any activities that could impact MetroHealth. The process emphasizes transparency and accountability within the organization's governance. Ms. Chappell asked if there were any additional questions or discussion. With none, Ms. Chappell asked for a motion of the Recommendation for Approval of Continuing Official Roles with Certain Partner Entities, which was given, seconded, and approved unanimously. The Resolution will advance to the full Board for approval.

There being no further business to bring before the Board, the meeting was adjourned at 3:01 pm.

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Inajo Chappell
Chairperson, Governance Committee