

Approval of Transition Plan & Temporary Modifications to Delegations of Authority

RESOLUTION 19537

WHEREAS, the Board of Trustees previously adopted Policy BOT-07 (Delegations of Authority), which delegated certain authorities to the President and Chief Executive Officer for the management and administration of the hospital system; and

WHEREAS, The MetroHealth System's current President and Chief Executive Officer has announced his retirement and a new President and Chief Executive Officer has been named; and

WHEREAS, it is best practice that the Board of Trustees and the incoming President and Chief Executive Officer have knowledge of and engagement in the activities of the System to ensure a smooth transition; and

WHEREAS, the Board's Governance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the attached amended delegations associated with the President and Chief Executive Officer transition period. This transition plan and amended delegations shall take effect immediately and remain in place through December 31, 2022.

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| AYES: | Ms. Chappell, Mr. Corlett, Mr. Hairston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting |
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| NAYS: | Ms. Dee |
| | |
| ABSENT: | Mr. Monnolly |
| | |
| ABSTAINED: | |
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| DATE: | November 09, 2022 |

Attachment A

To facilitate a smooth transition between current and incoming Presidents and Chief Executive Officers and to provide appropriate transparency to the Board of Trustees, the following framework shall be enacted:

1. Transition Oversight Team: The current President and Chief Executive Officer (the "Current CEO") will meet at least weekly with a Transition Oversight Team comprised of members of the Board of Trustees selected by the Board Chairperson, the incoming President and Chief Executive Officer and others as directed by the Board Chairperson.
2. Transition Matters: The Current CEO will provide advance written notice to and allow for discussion with the Transition Oversight Team regarding any material System activities, including each of the following:
 - *Personnel Actions*: any hiring, terminating, changing the role of, increasing or decreasing the compensation for, or providing any kind of bonus compensation to any Executive Vice President, Senior Vice President, or Vice President
 - *Spend or Transfer Greater than \$1M*: any spend greater than \$1M or any transfer among related entities greater than \$1M
 - *New Projects and New Arrangements*: any new MetroHealth projects or arrangements that require more than \$1M of funding
 - *Donations to Nonprofits*: any donation to a nonprofit
 - *Public Meetings / Policy Positions*: any plans for any public meetings, including any annual stakeholders meeting, or issuance of any major public policy position(s) on behalf of MetroHealth

In the event that the Transition Oversight Team does not agree with the Current CEO's proposal on the matter, the Current CEO cannot take the proposed action without Board approval.

If a matter requiring the involvement of the Transition Oversight Team cannot wait until the subsequent Transition Oversight Team meeting, the Current CEO shall contact the Chair of the Transition Oversight Team (as selected by the Board Chairperson).

All delegations of authority set forth in Policy BOT-07 and that are not amended by this Transition Plan shall remain unchanged and in effect.