



Collaborating  
to Ensure a  
Healthy Ohio

**AGENDA**

Nominating Committee

March 6, 2023

**COMMITTEE MEMBERS**

- Patti Finn (Chair)
- Mike Abrams
- Mark Clement
- Ben Gill
- Lisa Klenke
- Don Kline
- Cliff Megerian

Via Microsoft Teams (link  
in calendar)

**NOMINATING COMMITTEE AGENDA**

- |          |       |  |   |
|----------|-------|--|---|
| 10:00 AM | I.    | CALL TO ORDER  |   |
| 10:05 AM | II.   | APPROVAL OF MINUTES OF SEPT. 15, 2022 MEETING  | <b>ACTION</b><br>EXHIBIT 1  |
| 10:10 AM | III.  | REVIEW OF COMMITTEE CHARTER AND COMMITTEE PROCEDURES   | <b>DISCUSSION</b><br>EXHIBIT 2 (Charter)<br>EXHIBIT 3 (Committee Procedures)  |
| 10:20 AM | IV.   | IDENTIFICATION OF VACANCIES AND TERMS ENDING IN 2023<br><br>The committee will discuss open and expiring terms on the board.   | <b>DISCUSSION</b><br>EXHIBIT 4 (OHA Board roster with terms)<br>EXHIBIT 5 (AHA Regional Policy Board – Ohio Members)      |
| 10:30 AM | V.    | CONSIDERATION OF CANDIDATE FOR AMERICAN HOSPITAL ASSOCIATION REGIONAL POLICY BOARD<br><br>The OHA board is invited to appoint state delegates to the AHA’s Regional Policy Board 5. There is currently a vacancy of a state delegate for a term ending Dec. 31, 2024. The committee will discuss potential candidates. | <b>DISCUSSION</b>   |
| 10:40 AM | VI.   | REVIEW OF BOARD MEMBER EFFECTIVENESS<br><br>Per the committee’s charter, the committee will review board member performance after their first year of service and upon nomination for reelection to the board (compliance with board member agreement attendance and PAC participation expectations).                  | <b>DISCUSSION</b><br>EXHIBIT 6 (Board member agreement)<br>EXHIBIT 7 (Board member attendance and PAC participation 2022) |
| 10:50 AM | VII.  | OTHER BUSINESS   |   |
|          | VIII. | NEXT MEETING<br><br>The next meeting will be June 13, 2023, 10:00 AM at the Hilton Columbus at Easton.   |   |
| 11:00 AM | IX.   | ADJOURNMENT  |   |

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MINUTES  
OHA Nominating  
Committee

Via Microsoft Teams

Sept. 15, 2022

## MINUTES - DRAFT

### MEMBERS

Mike Canady, Chair  
Mike Abrams  
Mark Clement  
Cliff Deveny  
Ben Gill  
Lisa Klenke  
Cliff Megerian  
Randy Oostra\*

### STAFF

Mary Gallagher  
\*absent

#### I. CALL TO ORDER

The meeting was called to order at 10:05 a.m.

#### II. APPROVAL OF MINUTES

**MOVED: To accept the minutes of the June 14, 2022 meeting as presented.  
CARRIED.**

#### III. REVIEW OF CHARTER

The committee was invited to review the committee charter which outlines duties and responsibilities.

#### IV. REVIEW OF TERMS ENDING IN 2022

The committee identified the terms that are ending at the end of 2022.

#### V. CONTINUATION OF DISCUSSION OF CANDIDATES FOR OPEN POSITIONS

The committee continued its discussion of candidates for board positions open in 2023.

For 2023 officers, Patti Finn has agreed to stand for chair-elect and Cliff Deveny has come forward as the candidate for secretary/treasurer.

As was discussed last meeting, three current at-large trustees have first terms ending after 2022 and each has been contacted to assess their willingness and ability to serve an additional three-year term. Jack Janoso and Matt Perry have agreed to serve additional terms. Randy Oostra's term will end in 2022.

There are also three open at-large seats for next year and the committee discussed candidates for the board. The committee previously discussed the candidacy of Lorraine Lutton, CEO of the Mount Carmel system and Dr. Don Malone, President of the Cleveland Clinic Ohio Hospitals and Family Health Centers. The committee noted both leaders have strong backgrounds and would make strong candidates for election. The committee will continue to solicit interest for another at-large trustee and a delegate to the American Hospital Association's Regional Policy Board.

The committee will report its progress on candidates to the OHA board and will finalize the list at its next meeting. The full slate of candidates will be presented to the OHA membership for election at the end of the year.

#### **VI. ADJOURNMENT**

No further business appearing, the meeting adjourned at 10:40 a.m.

Submitted by:  
Mary L. Gallagher, Esq.  
Executive Vice President and Chief of Staff



## OHA Nominating Committee Committee Charter

Adopted October 21, 2011  
Reviewed August 10, 2016  
Revised June 14, 2017  
OHA Board of Trustees

### PURPOSE AND RESPONSIBILITIES:

The purpose and responsibilities of the OHA Nominating Committee are to:

- Recommend nominees for election and reelection to the OHA Board;
- Recommend current OHA Board members as nominees for OHA Board officers, taking into considering the composition of the OHA Board and membership;
- Obtain the written endorsement of the chief executive officer of the hospital or health system if the nominee for the OHA Board or any office is not a chief executive officer;
- Regularly review and ensure the composition of the OHA Board reflects the composition of the OHA membership with respect to three criteria: 1) geographic district, 2) type of hospital (similar to HCAP peer groups), and 3) independent hospitals versus members of health systems. The Nominating Committee should also give consideration to, but not necessarily designate seats for, hospitals by ownership/sponsorship type (i.e., Catholic/religious affiliation, public status, community sponsorship or investor ownership);
- Shepherd OHA's commitment to diversity in health care leadership and governance;
- Regularly review the composition criteria, bringing forward to the OHA Board any recommendations for different composition criteria;
- Review performance and effectiveness with each board member after his or her first year of service and upon nomination for re-election;
- Present for signature a board agreement to candidates for the OHA Board, which outlines expectations of OHA Board members;
- Make regular reports to the OHA Board; and
- Other activities as requested by the OHA Board or Chair.

### MEMBERSHIP:

The OHA Nominating Committee shall have at least seven members, comprised of members of the OHA Board, including the Chair-Elect of the OHA Board. The Chair of the OHA Board shall appoint members of the OHA Nominating Committee, using best efforts to ensure the composition of the Nominating Committee reflects the composition of the OHA membership as a whole. The President and CEO of OHA shall participate in the Nominating Committee, but shall not be a voting member.

The Chair-Elect of the OHA Board shall serve as Chair of the OHA Nominating Committee.

### MEETINGS:

The OHA Nominating Committee shall meet at least two times per year, or more frequently as appropriate at the call of the Committee Chair or Chair of the OHA Board.

The OHA Nominating Committee shall have the authority to delegate any of its responsibilities to subcommittees as deemed appropriate by the Committee Chair.



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**OHA NOMINATING COMMITTEE PROCEDURES**

Adopted June 13, 2012

| <b><u>Nominating Committee Activity</u></b>   | <b><u>Timing</u></b> | <b><u>Completed</u></b> |
|---|----------------------|-------------------------|
| 1. Review performance of new members after first year of service  | 1st quarter          |                         |
| 2. Identify expiring and open board seats <ul style="list-style-type: none"> <li>• Including OHA at-large trustees, officers and AHA Regional Policy Board</li> </ul>   | 1st quarter          |                         |
| 3. Identify board members eligible for reelection <ul style="list-style-type: none"> <li>• Review of objective statistics of Board Member Agreement compliance</li> <li>• Confirm board member’s interest in serving a second term</li> </ul>   | 1st quarter          |                         |
| 4. Review of board/membership composition <ul style="list-style-type: none"> <li>• Identify board needs (based on geographic, type of hospital and independent hospital criteria)</li> <li>• Identify other relevant criteria (e.g., ownership/sponsorship type), diversity, active participation with OHA, etc.</li> </ul> | 1st or 2nd quarter   |                         |
| 5. Receive nominations for potential new board members <ul style="list-style-type: none"> <li>• Input from committee members</li> <li>• Request input from current and past board members for input</li> <li>• Accept nominations by petition, if applicable (per Code of Regulations, Sec. 1.16.2)</li> </ul>              | 2nd & 3rd quarter    |                         |
| 6. Conduct outreach to potential new board members <ul style="list-style-type: none"> <li>• Description of OHA mission, vision, values</li> <li>• Discussion of board service expectations, time commitment, board goals</li> <li>• Share OHA Board Member Agreement</li> </ul>   | 2nd & 3rd quarter    |                         |
| 7. Review board candidate resumes   | 3rd quarter          |                         |
| 8. Chair/committee/president interview each potential candidate <ul style="list-style-type: none"> <li>• Obtain written endorsement of CEO if candidate is not CEO</li> </ul>   | 3rd quarter          |                         |
| 9. Committee discussion and recommendations   | 3rd quarter          |                         |
| 10. Present recommendations for candidates to OHA Board   | 3rd quarter          |                         |
| 11. Send slate of candidates to OHA membership for vote   | 4th quarter          |                         |
| 12. Present Board Member Agreement to new board members   | 4th quarter          |                         |



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**2023 OHA Board of Trustees**  
*Roster with Terms*

|         | <b>BOARD MEMBER</b>  | <b>TERM</b>  |
|---------|--|--|
| Officer | Abrams, Mike<br>President & CEO<br>Ohio Hospital Association     | Ex officio   |
| Officer | Canady, MD, Michael<br>CEO<br>Holzer Health System               | 3/8/19-12/31/19 completed unexpired term<br>1/1/20-12/31/21 partial term<br>2022 chair-elect, acting chair<br>2023 chair |
| Member  | Clement, Mark<br>President & CEO<br>TriHealth                    | 1/1/19-12/31/21 first term<br>1/1/22-12/31/24 second term  |
| Officer | Deveny, MD, Cliff<br>President & CEO<br>Summa Health System      | 1/1/21-12/31/22 partial term<br>1/1/23-12/31/23 secretary/treasurer  |
| Member  | Feldman, Debbie<br>President & CEO<br>Dayton Children's Hospital | 1/1/19-12/31/21 first term<br>1/1/22-12/31/24 second term  |
| Officer | Finn, Patti<br>CEO<br>Fulton County Health Center                | 11/18/16-12/31/18 completed unexpired term<br>1/1/19-12/31/21 first term<br>2022 secretary/treasurer<br>2023 chair-elect |
| Member  | Gill, Ben<br>President & CEO<br>Southern Ohio Medical Center     | 1/1/22-12/31/24 first term   |
| Member  | Graham, Jeff<br>President & CEO<br>Adena Health System           | 3/8/19-12/31/20 completed unexpired term<br>1/1/21-12/31/23 first term   |
| Member  | Grimshaw, Matt<br>President & CEO<br>Trinity Health Systems      | 3/12/21-12/31/23 completing unexpired term   |

|        | <b>BOARD MEMBER</b>  | <b>TERM</b>   |
|--------|--|---|
| Member | Janoso, Jack<br>President & CEO<br>Fairfield Medical Center                              | 1/1/20-12/31/22 first term<br>1/1/23-12/31/25 second term |
| Member | Klenke, Lisa<br>Chief Executive Officer<br>Mercer Health                                 | 1/1/21-12/31/23 first term                                |
| Member | Kline, Don<br>COO<br>Bon Secours Mercy Health  | 1/1/23-12/31/25 first term                                |
| Member | Lutton, Lorraine<br>President & CEO<br>Mount Carmel Health                               | 1/1/23-12/31/25 first term                                |
| Member | Malone, MD, Don<br>President, Cleveland Clinic Ohio<br>Hospitals & Family Health Centers | 1/1/23-12/31/25 first term                                |
| Member | Markovich, MD, Steve<br>President & CEO<br>OhioHealth                                    | 7/1/21-12/31/23 completing unexpired term                 |
| Member | Megerian, MD, Cliff<br>CEO<br>University Hospitals                                       | 1/1/22-12/31/24 first term                                |
| Member | Perry, Matt<br>President & CEO<br>Genesis HealthCare System                              | 1/1/20-12/31/22 first term<br>1/1/23-12/31/25 second term |
| Member | Phillips, David<br>CEO<br>Barnesville Hospital   | 1/1/18-12/31/20 first term<br>1/1/21-12/31/23 second term |



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## 2023 AHA REGIONAL POLICY BOARD 5 OHIO MEMBERS

### State Delegates (appointed by OHA Board)

|                                      |                         |
|--------------------------------------|-------------------------|
| Debbie Hayes, The Christ Hospital    | (term 2023-2025)        |
| Bruce White, Knox Community Hospital | (Chair, term 2021-2023) |
| Brian Jepson, OhioHealth             | (term 2021-2023)        |
| Vacancy                              | (term 2022-2024)        |

### At-Large Delegates (appointed by AHA)

|  |                  |
|--|------------------|
| Heidi Gartland, University Hospitals                         | (term 2023-2025) |
| Brian Gwyn, Cincinnati Mercy Health/Bon Secours Mercy Health | (term 2023-2024) |
| Brian Harte, MD, Akron General Health System                 | (term 2021-2023) |
| Arturo Polizzi, ProMedica                                    | (term 2023-2025) |
| Dwayne Richardson, Trinity Hospital Twin City                | (term 2023-2025) |

### Constituency Section Delegates (appointed by AHA)

|                                      |                  |
|--------------------------------------|------------------|
| Brent Saunders, Holzer Health System | (term 2023-2025) |
|--------------------------------------|------------------|

### Ex officio, AHA Board of Trustees

|                  |                  |
|------------------|------------------|
| Mike Abrams, OHA | (term 2022-2024) |
|------------------|------------------|

### Ex officio, Metro/Regional Hospital Association

|  |
|--|
| Sarah Hackenbracht, Greater Dayton Area Hospital Association |
| Pam Jensen, Hospital Council of Northwest Ohio               |
| Jeff Klingler, Central Ohio Hospital Council                 |
| Brian Lane, The Center for Health Affairs/CHAMPS             |





## OHA Board of Trustees Board Member Agreement

As an officer or trustee of the Ohio Hospital Association, I am committed and dedicated to the Association's mission and hereby pledge to carry out this mission. I understand my duties and responsibilities include the following:

1. I understand that as a member of the Board of Trustees of the Ohio Hospital Association, I have a responsibility to help the association fulfill its mission. I believe in the purpose and the mission of the organization, and I agree to act responsibly and prudently as its steward.
2. I know my legal and fiduciary responsibilities for this organization and those of my fellow board members, and I will honor these responsibilities. I am responsible to know and oversee the implementation of policies and programs.
3. I will abide by the Ohio Hospital Association's Code of Conduct, Code of Regulations and Constitution.
4. I will be an ambassador for the association, represent the association in a positive manner, and act as a spokesperson only when such authority has been delegated to me by the board.
5. I will participate on at least one OHA board committee.
6. I will attend at least 75 % of board meetings, board dinners and committee meetings, and make best efforts to attend special events such as the OHA annual meeting and strategic advocacy functions. I will give each entire meeting my full attention and thoughtful participation.
7. I will make a personal financial contribution to the association's PAC, Friends of Ohio Hospitals, and use my best efforts to reach the fundraising goal established for individuals affiliated with my organization.
8. I will act and make decisions that are in the best interests of the association, and disclose any conflicts of interest and not vote on matters where my interests may conflict with those of the organization. I will maintain the confidentiality of Board proceedings when asked, including those held in executive session.
9. I will stay informed about the organization. I will ask questions and request information as needed. I will participate in discussions, bring all material issues before the board and take responsibility for making a decision by voting.
10. After a vote has been taken, I will support the action taken, even if I did not vote in favor of the action taken by the majority of the board.

11. I will work in good faith with staff and other board members as partners towards achievement of our goals, including actively participating in association advocacy efforts.
12. If I do not fulfill these commitments to the organization, I will expect the board chair or nominating committee chair to discuss my responsibilities with me.

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Date

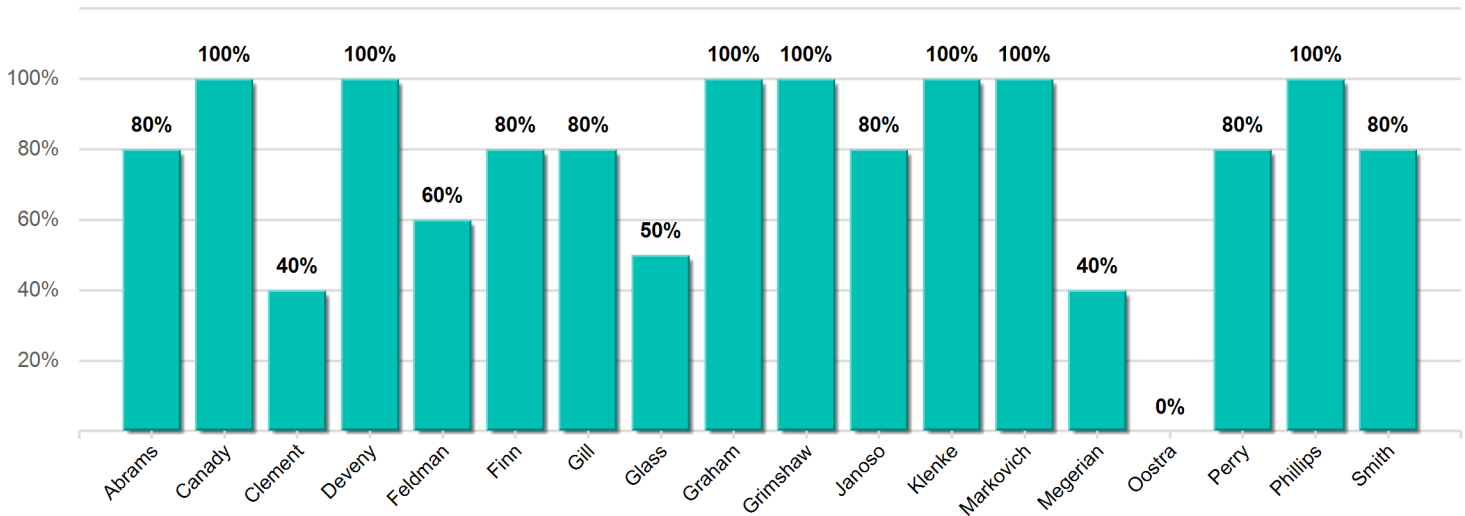


2022 OHA Board Meeting Attendance

OHA Board

| Member Name            | Organization                        | Position            | Percent Attended |
|------------------------|-------------------------------------|---------------------|------------------|
| Michael Abrams         | Ohio Hospital Association           | Ex Officio          | 80.0%            |
| Michael Canady, MD     | Holzer Health System                | Chair-Elect         | 100.0%           |
| Mark Clement           | TriHealth                           | Trustee At-Large    | 40.0%            |
| T. Clifford Deveny, MD | Summa Health System                 | Trustee At-Large    | 100.0%           |
| Deborah Feldman        | Dayton Children's Hospital          | Trustee At-Large    | 60.0%            |
| Patricia Finn          | Fulton County Health Center         | Secretary/Treasurer | 80.0%            |
| Ben Gill               | Southern Ohio Medical Center        | Trustee At-Large    | 80.0%            |
| Steven Glass           | Cleveland Clinic                    | Chairperson         | 50.0%            |
| Jeffrey Graham         | Adena Health System                 | Trustee At-Large    | 100.0%           |
| Matthew Grimshaw       | Trinity Health Systems              | Trustee At-Large    | 100.0%           |
| John Janoso            | Fairfield Medical Center            | Trustee At-Large    | 80.0%            |
| Lisa Klenke            | Mercer Health                       | Trustee At-Large    | 100.0%           |
| Stephen Markovich, MD  | OhioHealth                          | Trustee At-Large    | 100.0%           |
| Cliff Megerian, MD     | University Hospitals                | Trustee At-Large    | 40.0%            |
| Randy Oostra           | ProMedica                           | Trustee At-Large    | 0.0%             |
| Matthew Perry          | Genesis Hospital                    | Trustee At-Large    | 80.0%            |
| David Phillips         | WVU Medicine - Barnesville Hospital | Trustee At-Large    | 100.0%           |
| Brian Smith            | Bon Secours Mercy Health            | Trustee At-Large    | 80.0%            |

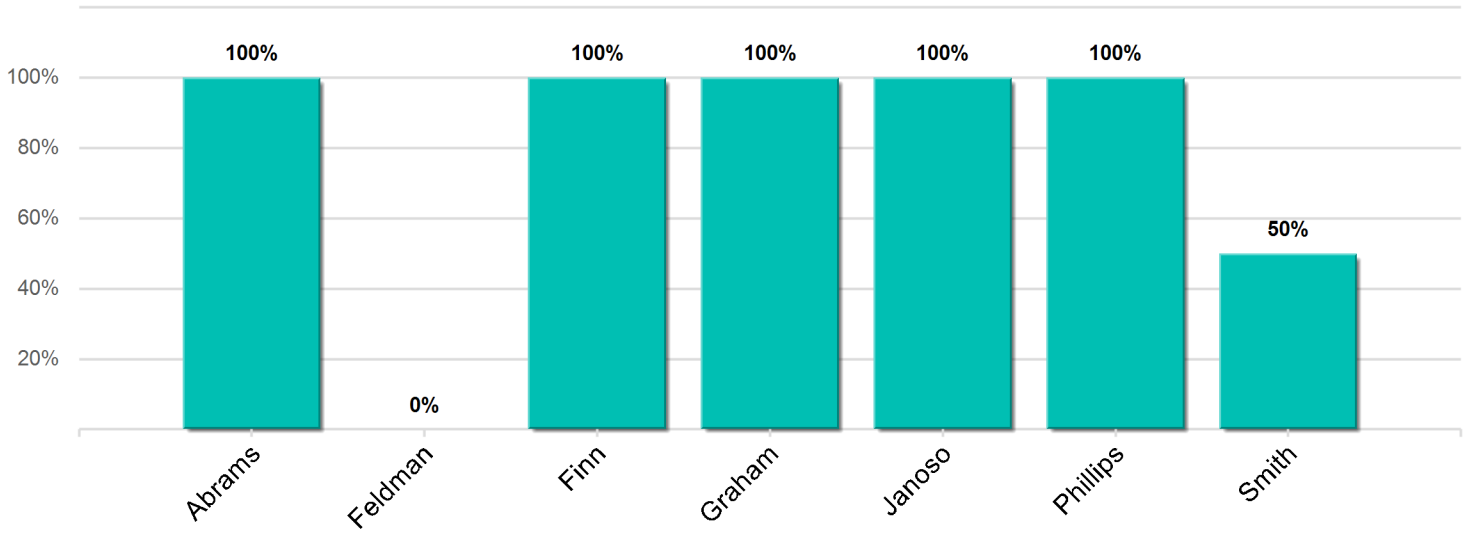
OHA Board Meeting Attendance



## OHA Board Audit/Finance Committee

| Member Name     | Organization                        | Position        | Percent Attended |
|-----------------|-------------------------------------|-----------------|------------------|
| Michael Abrams  | Ohio Hospital Association           | Ex Officio      | 100.0%           |
| Deborah Feldman | Dayton Children's Hospital          | Member At-Large | 0.0%             |
| Patricia Finn   | Fulton County Health Center         | Chairperson     | 100.0%           |
| Jeffrey Graham  | Adena Health System                 | Member At-Large | 100.0%           |
| John Janoso     | Fairfield Medical Center            | Member At-Large | 100.0%           |
| David Phillips  | WVU Medicine - Barnesville Hospital | Member At-Large | 100.0%           |
| Brian Smith     | Bon Secours Mercy Health            | Member At-Large | 50.0%            |

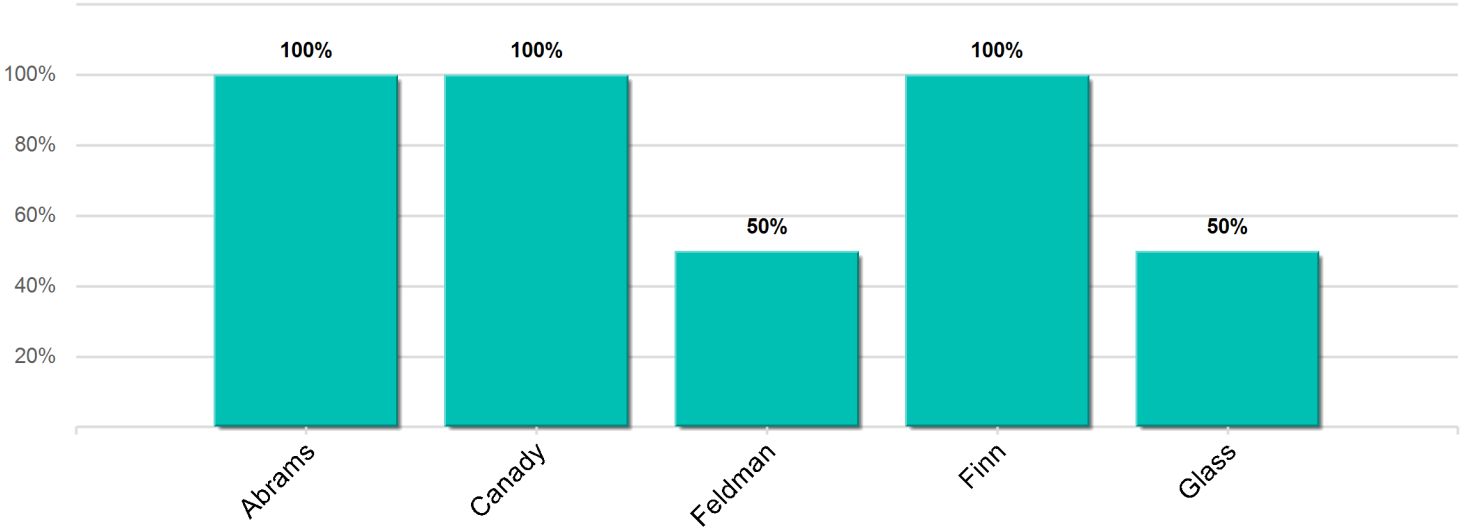
### OHA Board Audit/Finance Committee Meeting Attendance



## OHA Board Compensation Committee

| Member Name     | Organization                | Position            | Percent Attended |
|-----------------|-----------------------------|---------------------|------------------|
| Michael Abrams  | Ohio Hospital Association   | OHA Staff           | 100.0%           |
| Michael Canady  | Holzer Health System        | Ex Officio          | 100.0%           |
| Deborah Feldman | Dayton Children's Hospital  | Trustee At-Large    | 50.0%            |
| Patricia Finn   | Fulton County Health Center | Secretary/Treasurer | 100.0%           |
| Steven Glass    | Cleveland Clinic            | Ex Officio          | 50.0%            |

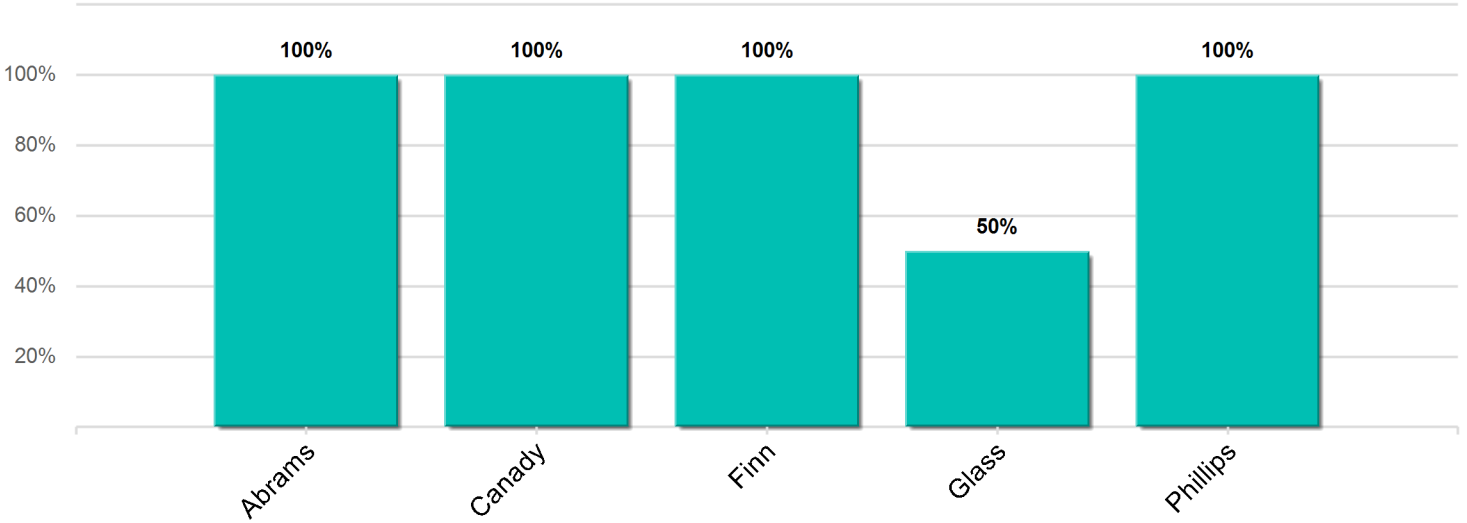
### OHA Board Compensation Committee Meeting Attendance



## OHA Board Executive Committee

| Member Name         | Organization                        | Position         | Percent Attended |
|---------------------|-------------------------------------|------------------|------------------|
| Michael Abrams      | Ohio Hospital Association           | Ex Officio       | 100.0%           |
| Michael Canady, MD  | Holzer Health System                | Ex Officio       | 100.0%           |
| Patricia Finn       | Fulton County Health Center         | Ex Officio       | 100.0%           |
| Steven Glass        | Cleveland Clinic                    | Ex Officio       | 50.0%            |
| David Phillips, MBA | WVU Medicine - Barnesville Hospital | Trustee At-Large | 100.0%           |

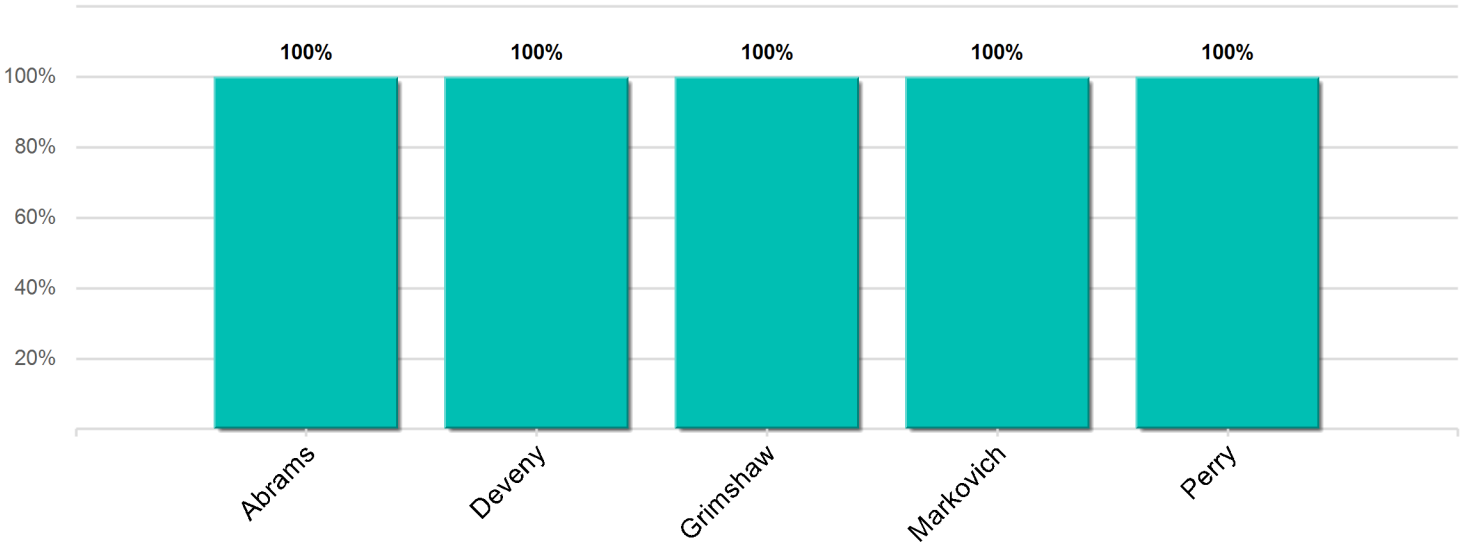
### OHA Board Executive Committee Meeting Attendance



## OHA Board Governance Committee

| Member Name            | Organization              | Position        | Percent Attended |
|------------------------|---------------------------|-----------------|------------------|
| Michael Abrams         | Ohio Hospital Association | Member At-Large | 100.0%           |
| T. Clifford Deveny, MD | Summa Health System       | Chairperson     | 100.0%           |
| Matthew Grimshaw       | Trinity Health Systems    | Member At-Large | 100.0%           |
| Stephen Markovich, MD  | OhioHealth                | Member At-Large | 100.0%           |
| Matthew Perry          | Genesis Hospital          | Member At-Large | 100.0%           |

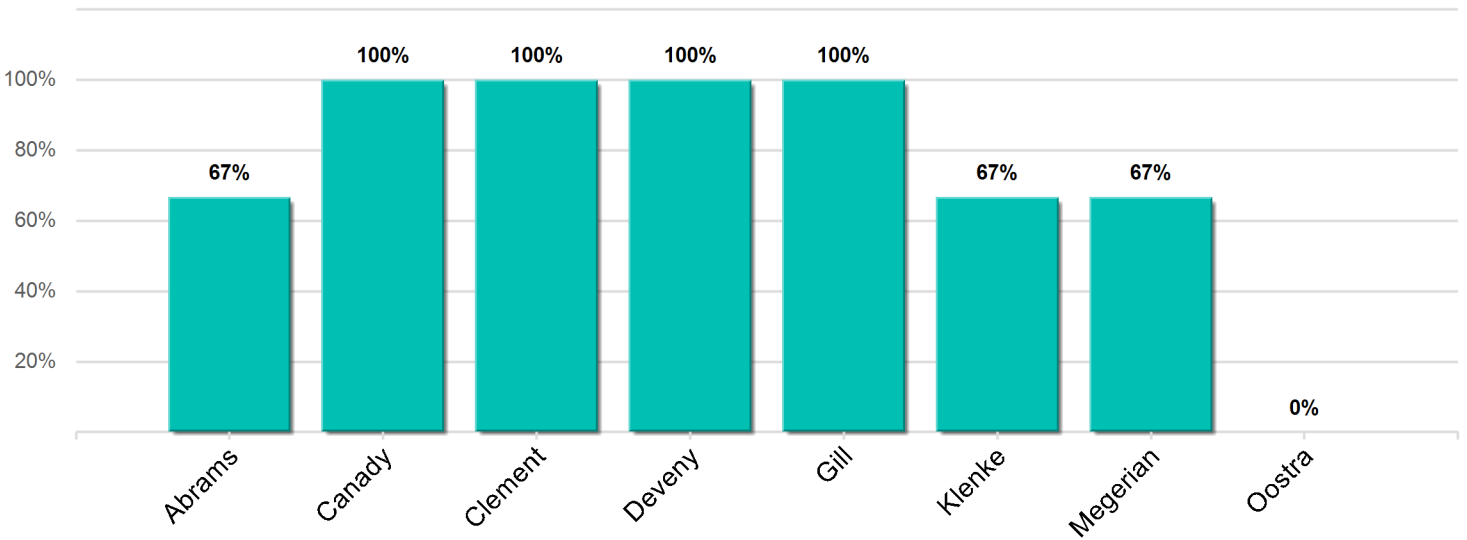
### OHA Board Governance Committee Meeting Attendance



## OHA Board Nominating Committee

| Member Name            | Organization                 | Position        | Percent Attended |
|------------------------|------------------------------|-----------------|------------------|
| Michael Abrams         | Ohio Hospital Association    | Member At-Large | 66.7%            |
| Michael Canady, MD     | Holzer Health System         | Chairperson     | 100.0%           |
| Mark Clement           | TriHealth                    | Member At-Large | 100.0%           |
| T. Clifford Deveny, MD | Summa Health System          | Member At-Large | 100.0%           |
| Ben Gill               | Southern Ohio Medical Center | Member At-Large | 100.0%           |
| Lisa Klenke            | Mercer Health                | Member At-Large | 66.7%            |
| Cliff Megerian, MD     | University Hospitals         | Member At-Large | 66.7%            |
| Randy Oostra           | ProMedica                    | Member At-Large | 0.0%             |

### OHA Board Nominating Committee Meeting Attendance







## 2022 OHA BOARD PAC CONTRIBUTIONS

| Board Member    | Organization              | 2022 Individual Contribution | 2022 Organization Contributions | 2022 Organization Goal | Percent of Goal Met |
|-----------------|---------------------------|------------------------------|---------------------------------|------------------------|---------------------|
| Mike Abrams     | Ohio Hospital Association | \$3,000                      | \$13,695                        | \$15,000               | 87%                 |
| Mike Canady     | Holzer Health System      | \$1,500                      | \$3,600                         | \$3,000                | 120%                |
| Mark Clement    | TriHealth                 |                              | \$1,700                         | \$7,500                | 23%                 |
| Cliff Deveny    | Summa Health System       | \$1,000                      | \$1,100                         | \$7,500                | 15%                 |
| Debbie Feldman  | Dayton Children's         | \$500                        | \$850                           | \$1,000                | 85%                 |
| Patti Finn      | Fulton County Health Ctr  | \$500                        | \$500                           | \$1,000                | 50%                 |
| Ben Gill        | Southern OH Med Center    | \$1,000                      | \$1,000                         | \$1,000                | 100%                |
| Jeff Graham     | Adena Health System       | \$2,500                      | \$2,800                         | \$5,000                | 56%                 |
| Matt Grimshaw   | Trinity Health Systems    |                              | \$450                           | \$1,000                | 45%                 |
| Jack Janoso     | Fairfield Medical Center  | \$2,000                      | \$2,000                         | \$2,000                | 100%                |
| Lisa Klenke     | Mercer Health             | \$1,000                      | \$1,000                         | \$1,000                | 100%                |
| Steve Markovich | OhioHealth                | \$1,500                      | \$6,770                         | \$15,000               | 45%                 |
| Cliff Megerian  | University Hospitals      | \$2,500                      | \$4,500                         | \$15,000               | 30%                 |
| Randy Oostra    | ProMedica                 | \$1,000                      | \$3,225                         | \$10,000               | 32%                 |
| Matt Perry      | Genesis Health System     | \$1,600                      | \$3,000                         | \$3,000                | 100%                |
| David Phillips  | WVU Medicine              | \$350                        | \$1,050                         | \$1,000                | 105%                |
| Brian Smith     | Bon Secours Mercy Health  | \$1,000                      | \$1,000                         | \$15,000               | 7%                  |