

The MetroHealth System Board of Trustees

FULL BOARD SPECIAL MEETING

Friday, July 26, 2024

9:00am-11:00am

via Zoom

Meeting Minutes

- Trustees:** Inajo Davis Chappell, John Corlett, Maureen Dee, Sharon Dumas, Ronald Dziedzicki, Nancy Mendez, John Moss, Michael Summers, E. Harry Walker, M.D.
- Staff:** Christine Alexander, M.D., Joseph Frolik, Derrick Hollings, Allison Poulos, Tamiyka Rose
- Invited Guests:** John Gerak, William Hanna, Lisa Mack
- Other Guests:** Guests that were not invited on the Zoom were not listed because they were members of the audience and were not appropriately identified.

Dr. Walker called the meeting to order at 9:00am, 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

Dr. Walker requested for a motion to approve the minutes of the June 26, 2024 regular Board Meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19633

IX. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss hospital trade secrets as defined in ORC 1333.61 and to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, and to conference with the public body's attorney to discuss a pending or imminent court action. Ms. Chappell made a motion and Mr. Summers seconded. The 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 9:04am.

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Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 9:56 am and welcomed back the public via Zoom and those members of the public who remained in-person.

With Dr. Steed on leave, it is the Board's fiduciary duty to ensure that the System continues to operate effectively and efficiently. With that in mind, after a thorough discussion in executive session, Dr. Walker asked the Board if they are ready to activate Board Policy BOT-04 the CEO Emergency Succession Plan.

Dr. Walker asked Ms. Dumas to read the Resolution to appoint an Acting CEO. Ms. Dumas stated the following:

WHEREAS, the Board of Trustees of The MetroHealth System (the "Board") learned on July 22, 2024 that Dr. Airica Steed, MetroHealth's CEO & President, would be taking an unplanned absence effective immediately;

WHEREAS, the Board desires to ensure seamless operations of the health system during the unplanned absence;

NOW, THEREFORE, BE IT RESOLVED, the Board, including the Board's Executive Committee, shall appoint an Acting CEO from MetroHealth's Senior Leadership team consistent with the Board's CEO Emergency Succession Plan policy found in BOT-04 and the Board's entire management responsibilities under Ohio Revised Code 339.06(B).

BE IT FURTHER RESOLVED, the Acting CEO shall remain subject to the delegations of authority as are currently applicable to the President and CEO, as modified by BOT-04.

BE IT FURTHER RESOLVED, the Board shall establish the Oversight Committee contemplated by BOT-04 that the Acting CEO shall report to, and the Oversight Committee will work to ensure the Acting CEO has all the organizational information necessary to carry out the essential functions of the position.

Dr. Walker thanked Ms. Dumas for reading the Resolution. Dr. Walker asked for a motion to approve the Resolution. Mr. Summers made the motion and Ms. Chappell seconded and the resolution was approved unanimously by all members present. RESOLUTION NO. 19634

Dr. Walker stated that before the Board moves to appoint an Acting CEO, the Board extended best wishes to Dr. Steed. The Board also thanked Mr. Hollings for stepping in this week, while Dr. Steed was away. The Board values Mr. Hollings and understands that being



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the CFO of a billion-dollar organization carries a lot of responsibility, particularly during these economic times. To lead the System during Dr. Steed's absence, Dr. Walker nominated Dr. Christine Alexander-Rager to be the Acting CEO.

Dr. Alexander has been a physician with the MetroHealth System since 1997 and was recently named the institution's Interim Chief Physician Executive. She served as Department Chair since 2010 after previously serving as Director of Maternal and Newborn Health, Residency Program Director, and Case Western Reserve University Family Medicine Clerkship Director. She was the founder of MetroHealth's School Health Program and served as its Medical Director from its inception until 2017.

Dr. Walker asked for a motion to appoint Dr. Christine Alexander-Rager as Acting CEO of The MetroHealth System while Dr. Steed is on medical leave. Mr. Dziedzicki made the motion, Mr. Summers seconded, and all members present unanimously approved the appointment.

Dr. Walker thanked Dr. Alexander-Rager for accepting the position and assured her that, as it is stated in BOT-04, the ad hoc Oversight Committee will support her during her time as Acting CEO.

Dr. Walker asked if there was no other business to come before the Board, this meeting is adjourned.

There being no further business to bring before the Board, the meeting was adjourned at 10:00 am.

NEXT MEETING: **Wednesday, July 31, 2024 – 3:30pm - 5:30 pm**
 MetroHealth Brooklyn Heights Campus, Building B, Room B-102 or
 via Zoom

THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson

