

The MetroHealth System Board of Trustees

FULL BOARD SPECIAL MEETING

Friday, August 9, 2024

12:30pm-1:30pm

via Zoom

Meeting Minutes

Trustees: Inajo Davis Chappell, John Corlett, Maureen Dee (late), Sharon Dumas, Ronald Dziedzicki (late), Nancy Mendez, John Moss, Michael Summers, E. Harry Walker, M.D.

Staff: Christine Alexander, M.D., John Campanelli, Will Dube, Joseph Frolik, Derrick Hollings, Allison Poulos, Tamiyka Rose, Darlene White

Invited Guests: John Gerak, William Hanna, Lisa Mack, Secretary Marcia L. Fudge

Other Guests: Guests not personally invited to the meeting by the Board Chair are not listed as they are members of the public and some were not appropriately identified.

Dr. Walker called the meeting to order at 12:30pm, 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 July 31, 2024 special full Board Meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19639

II. **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. Mr. Moss made a motion and Ms. Mendez 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 12:32pm.



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Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 1:16pm and welcomed back the public via Zoom.

Dr. Walker proceeded to read the following statement:

The Board has lost confidence in Dr. Airica Steed's ability to lead The MetroHealth System. This was not a hasty decision, nor one the Board took lightly. We have been working to address our concerns with Dr. Steed's performance since her initial evaluation. For that reason, the Board is now prepared to consider taking formal action concerning Dr. Steed's continuing employment as President and Chief Executive Officer of this institution. A resolution has been prepared for the Board's consideration to exercise its right under Dr. Steed's employment agreement, to terminate the employment relationship and the agreement immediately and without cause, as defined in the agreement. Based upon the Board's determination of doing so, it is in the best interest of the system.

Dr. Walker asked for the reading of the resolution which was read by Attorney Lisa Mack with Roetzel & Andress. Ms. Mack read the Resolution for the Approval of the Termination of the President and Chief Executive Officer:

WHEREAS, the Board of Trustees (the "Board") of The MetroHealth System (the "System") previously approved, and the System entered into, an Employment Agreement with Dr. Airica Steed as President and Chief Executive Officer, effective January 1, 2023 (the "Agreement");

WHEREAS, the terms of the Agreement recognize that the Board may terminate Dr. Steed's employment at will whenever the Board determines it to be in the best interest of the System with or without notice and with or without "Cause" as defined in the Agreement; and

WHEREAS, the Board has lost confidence in Dr. Steed's ability to lead the System and for that reason the Board determines that it is in the best interest of the System to terminate Dr. Steed's employment as President and Chief Executive Officer and to terminate the Agreement, effective immediately upon the adoption of this Resolution.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby terminates Dr. Steed's employment and the Agreement, without Cause and effective immediately, pursuant to Section 11(C) of the Agreement, and further subject to Section 12(B) of the Agreement, which termination has been determined by the Board to be in the best interest of the System.



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BE IT FURTHER RESOLVED, the Board Chair is hereby authorized to take other necessary actions consistent with this resolution.

Dr. Walker asked for a motion to approve the Resolution. Ms. Dumas made the motion, Mr. Moss seconded, and the resolution was approved unanimously by all members present.
RESOLUTION NO. 19640

There being no further business to bring before the Board, the meeting was adjourned at 1:20 pm.

NEXT MEETING: **Wednesday, August 28, 2024 – 5:00 pm - 7:00 pm**
MetroHealth Alfred F. Connors, Jr., MD Learning Center,
Rammelkamp, Room R170 or via Zoom

THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson