

The MetroHealth System Board of Trustees

SPECIAL BOARD OF TRUSTEES MEETING

Tuesday, October 8, 2024

1:00pm - 2:00pm

via Zoom

Meeting Minutes

- Trustees:** Inajo Chappell, John Corlett, Maureen Dee (late), Sharon Dumas, Ron Dzedzicki, Nancy Mendez (late), John Moss, Michael Summers, E. Harry Walker, M.D.
- Staff:** Kate Brown, John Campanelli, Will Dube, Joe Frolik, Tim McGaw, Allison Poulos, Tamiyka Rose, James Wellons
- Invited Guests:** Adrian Thompson, Lisa Mack
- Other Guests:** Guests that were not invited by the Board of Trustees are not listed as they are considered members of the audience, and some were not appropriately identified.

Dr. Walker called the meeting to order at 1:00pm, 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 September 25, 2024, regular Board meeting as presented, which was given, seconded, and approved. Ms. Chappell abstained from voting as she did not attend the previous meeting. RESOLUTION NO. 19651

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, 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 disputes involving the public body that are the subject of pending or imminent court action. Ms. Dumas made a motion and Mr. Dzedzicki 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.

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Members of the public were excused. The Board went into executive session to discuss the identified matters at 1:02 pm.

Return to Open Meeting

Following the executive session the meeting reconvened in open session at approximately 3:02 pm and welcomed back the public via Zoom. Dr. Walker expressed gratitude to the Board for their insightful discussions during the special meeting on identifying a permanent CEO for stability and operational necessity. Dr. Walker also thanked Dr. Christine Alexander Rager for stepping in the role as Acting CEO of The MetroHealth System and holding the system together during this difficult period.

The Board discussed appointing someone to fill the last 15 months of Dr. Steed's original tenure as the acting role is limited and was never intended for a prolonged period. Dr. Walker asked for a motion to appoint a CEO of The MetroHealth System effective immediately until the end of December 2025 which Mr. Dziejdzicki made a motion and Mr. Moss seconded. The motion was revised by Mr. Dziejdzicki, as the candidate vote was being held separately. The amended motion was given and seconded. The Board held a roll call vote with all Trustees in attendance voting to approve the motion to appoint a CEO of The MetroHealth System.

Mr. Dziejdzicki made a motion to nominate Dr. Nabil Chehade to fill the remaining 15-month term and Mr. Moss seconded the motion. The Board held a roll call vote for the candidate:

AYES: Ms. Dee, Mr. Dziejdzicki, Ms. Mendez, Mr. Moss

NAYS: Ms. Chappell, Mr. Corlett, Ms. Dumas, Mr. Summers, Dr. Walker

Mr. Corlett made a motion to nominate Dr. Christine Alexander to be the CEO of The MetroHealth System for the remaining term of Dr. Steed and Ms. Dumas seconded the motion. The Board held a roll call vote for the candidate:

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Ms. Dumas, Mr. Dziejdzicki, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

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There being no further business to bring before the Board, the meeting was adjourned at 3:12 pm.

Respectfully submitted,

THE METROHEALTH SYSTEM

E. Harry Walker, MD, Chairperson

Next Regular Meeting: Wednesday, October 23, 2024

3:30pm – 5:30pm

The MetroHealth System Board Room K107 or via Zoom