

# The MetroHealth System Board of Trustees

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## FULL BOARD MEETING

Wednesday, November 20, 2024

3:30pm-5:30pm

MetroHealth Board Room (K107) and via Zoom

### Meeting Minutes

- Trustees:** Inajo Davis Chappell-I, John Corlett-I, Maureen Dee-I, Sharon Dumas-I, Ronald Dziedzicki-I, Nancy Mendez-I, John Moss-I, Michael Summers-I, E. Harry Walker, M.D.-I<sup>1</sup>
- Staff:** Christine Alexander, M.D.-I, Robin Barre-I, Peter Benkowski-I, James Bicak-I, Chris Briddell-I, Kate Brown-I, Doug Bruce, M.D.-I, John Chae, M.D.-R, Nabil Chehade, M.D.-I, Alfred Connors, M.D.-R, William Dube-I, Joseph Frolik-I, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Kimberly Green-I, Derrick Hollings-I, Ryan Johnson-I, Natalie Joseph, M.D.-I, William Lewis, M.D.-I, Allison Poullos-I, Amanda Roe-I, Tamiyka Rose-I, Deborah Southerington-I, David Stepnick, M.D.-I, James Wellons-I, Darlene White-I, Patrick Woods-I<sup>1</sup>
- Invited Guests:** Ron Fountain, M.D.-R, Emily Huebener-R, Jon Stegner-R, Adrian Thompson-R
- 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 3:40pm, 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 November 5, 2024 special meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19661

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<sup>1</sup> I-In-person, R-Remote

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## II. Mission Moment

Dr. Alexander-Rager introduced the Mission Moment video, depicting MetroHealth Glick Center's art collection of more than 1,000 works of art, including murals and photography, commissioned for the new hospital which 74% of the pieces are by local artists. MetroHealth was recognized by the National Association for Arts in Health for its positive and healing impact that the Glick Center has had on our patients, visitors, and employees. Dr. Alexander-Rager recognized and congratulated Linda Jackson, Director, Arts in Health, for assembling the remarkable art collection that is displayed in the Glick Center.

## III. Committee Reports

### A. Facilities & Planning Committee – *Dr. Walker*

Dr. Walker provided a summary of the Facilities & Planning Committee meeting held earlier today. The committee received updates on the Apex outpatient center status, Glick Center status, ED refresh project, ambulatory enabling project, legacy buildings, and campus open space. Facilities management updated the committee on staffing metrics and capital projects.

### B. Audit & Compliance Committee – *M. Dee*

Ms. Dee provided a summary of the Audit & Compliance Committee meeting held earlier today. The committee reviewed the committee charter and acknowledged a few revisions to be made to include the role of the Executive Director of Internal Audit. The committee also received key updates on the Ethics & Compliance dashboard and work plan and reviewed the code of conduct. The committee also discussed the speak up campaign and the risk plan assessment. The committee also met team members of Plante Moran, the new external auditor, who was engaged to complete the audit with anticipated results to be received in March 2025.

## IV. Consent Agenda

Audit & Compliance Committee -

- i. The Board unanimously approved the Approval of the Engagement of a PBVC Plan Results and Goals Assessment.  
RESOLUTION NO. 19663

## V. President and CEO's Report – *C. Alexander-Rager*

Dr. Alexander-Rager provided a summary of the written President and CEO's Report to the Board of Trustees for the month of November which was included in the meeting material. A multidisciplinary team was assembled to aid 160 hospitalized patients with submitting absentee ballots during Election Day.

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The hospital remains under code yellow, due to IV fluids supply levels, affected by Hurricanes. Currently, the hospital has 14 days of normal saline and 7 days of lactated ringers, which are the two most common fluids. However, there are still issues with the size of bags, and the hospital is waiting for the Baxter facility to return to normal supply by mid-December.

Dr. Alexander-Rager provided staffing updates: Dr. Nabil Chehade was promoted to Senior Executive Vice President, Chief Clinical Transformation Innovation & Strategy Officer. Megan Flannery accepted the role of Vice President, Chief Advanced Practice Officer. Two physicians have accepted promotions: Dr. Doug Bruce accepted the role as Interim Chief Operating Officer who will work alongside Dr. David Stepnick, who accepted the role as Interim Chief Clinical Officer. Allison Poullos will step into the Chief of External Affairs position, handling government relations, communications, and community affairs. Tamiyka Rose will serve as the Chief of Internal Affairs and Board Liaison and work with the executive leadership team and Deborah Southerington will serve as the Chief Human Resources Officer.

### VI. Medical Staff Report – *Dr. Joseph*

Dr. Joseph apprised the Board of the upcoming medical staff activities, including the upcoming holiday celebration to be held on December 21, 2024, at the Global Center. Dr. Joseph also discussed the Medical Staff's ongoing commitment to physician wellness and the launch of the peer review program with the peer review committee. Dr. Joseph directed the Board to refer to the MEC meeting minutes and the appointments, reappointments, and actions of the Credentialing Committee for October 2024 that were included in the meeting materials for review and asked for an approval. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions, and Reappointments, along with the acceptance of the MEC minutes for October 2024, which was given, seconded and unanimously approved. RESOLUTION 19662.

### VII. Other Business

#### A. Approval of Calendar Year 2025 Schedule of MetroHealth Board of Trustees Meetings

Dr. Walker introduced Tamiyka Rose to discuss the 2025 calendar year of Board of Trustees meetings. Per the Board of Trustees bylaws, the yearly schedule of meeting has to be approved by the Board for next year's schedule of meetings. Ms. Rose discussed slight changes to the order of meetings to allow an extended timeframe from 90 minutes to 2 hours for committee meetings and the Board of Trustees meetings will be extended to 2.5 hours. Most committee meetings will occur two weeks prior to the board meetings, except for the Quality and Finance committees who will meet on the 4<sup>th</sup> Wednesday quarterly. Dr. Walker requested a motion to



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approve the calendar year 2025 Schedule of MetroHealth Board of Trustees meeting as presented, which was given, seconded and unanimously approved. RESOLUTION NO. 19664

### **B. Approval of Resolution of Appreciation for Inajo Davis Chappell**

On October 21, 2024, Ms. Chappell informed Cuyahoga County Executive that she would be resigning from the MetroHealth System Board of Trustees effective December 1, 2024, and the November 20, 2024, would be her last board meeting. Dr. Walker expressed his gratitude and reflected on his experience serving on the board with Ms. Chappell and the Trustees in attendance also expressed their gratitude to Ms. Chappell.

Ms. Chappell's resignation reads as follows:

*"This letter will serve as a follow-up to our recent conversation and as formal notice of my intent to resign from the MetroHealth Hospital System Board of Trustees (the "MH Board"), effective December 1, 2024. I expect to attend my last MH Board meeting on November 20, 2024.*

*As I shared with you when we spoke, 2024 has been a year of transition for me, winding up board service commitments and working towards full retirement. At the end of August, I completed my term as a board member and Board Chair of Say Yes Scholarship, Inc. My tenure as a member of the Cuyahoga County Board of Elections will also be coming to an end, when my appointment and term conclude in the new year.*

*As I will be relocating to Florida early in 2025, and my residency will change (outside an "area served by the hospital"), I will no longer be eligible to serve on the MH Board, pursuant to Ohio Revised Code Section 339.02. Because the critical work of our region's safety-net hospital and the health of the community it serves are so important, and given the appointment process for hospital trustees, I wanted to let you know of my 2025 relocation plans in a more formal way. Accordingly, I am hopeful you will appoint someone to fill my unexpired term, which ends March 9, 2027, as soon as practicable.*

*Since I joined the MH Board on March 21, 2021, my work as a board member has been both challenging and rewarding. My board colleagues have been and are thoughtful, dedicated, and singularly mission focused. Because of this focus, I have enjoyed collaborating with them to advance the best interests, needs, and priorities of the hospital system. I have truly appreciated the opportunity to serve, and sincerely hope*

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*that my contributions have been meaningful, helping to advance "Hope, Health, and Humanity."*

*Please let me know if there is anything I can do or any information you need from me as you select my replacement on the MH Board. Thank you for your leadership, consideration, and continued support of the MH Board."*

*Best regards,*

*Inajo Davis Chappell*

Dr. Walker proceeded to read the following Resolution of Appreciation for Inajo Davis Chappell which reads as follows:

*WHEREAS, Inajo Davis Chappell, joined The MetroHealth System Board of Trustees on March 21, 2021 and helped guide Cuyahoga County's public healthcare system through several years of innovation and growth to its current status as a national model for how super safety-net hospitals can offer exemplary care and address the myriad non-medical issues that impact the health of the communities they serve, all while remaining financially healthy and sustainable;*

*WHEREAS, her rich experience as an attorney helped MetroHealth advance "Hope, Health, and Humanity" in Cuyahoga County;*

*WHEREAS, her inquisitive and analytical approach to Board leadership, as an active participant in committee work and as Chair of the Facilities and Governance Committees, helped MetroHealth navigate many challenges, including the COVID-19 pandemic with its continuing, disruptive impacts on public health and the healthcare industry;*

*NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of The MetroHealth System thanks Inajo Davis Chappell for her service as a Trustee and for her commitment to MetroHealth's mission to bring health equity to everyone, regardless of their station in life, and wishes her well in all her future endeavors.*

Dr. Walker requested a motion to approve the Resolution of Appreciation for Inajo Davis Chappell which was given, seconded, and unanimously approved.  
RESOLUTION NO. 19665

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## VIII. 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 a pending or imminent court action. Ms. Dumas made a motion and Mr. Moss 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, and the Board went into executive session to discuss the identified matters at 4:16pm.

## Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 6:36pm and welcomed back the public via Zoom and those members of the public who remained in-person.

## IX. Recommendation/Resolution Approvals

### A. Approval of Updates to a MetroHealth Affiliate

Dr. Walker noted the Board heard from management on the reason for this resolution and had an opportunity to discuss in executive session. As there were no additional questions or discussion, Dr. Walker asked for a motion on the resolution for the Approval of Updates to a MetroHealth Affiliate which was given, seconded and the resolution was approved. Ms. Dumas abstained from the vote. RESOLUTION 19666.

There being no further business to bring before the Board, the meeting was adjourned at 6:39 pm.

**NEXT MEETING:**      **Wednesday, January 29, 2025 – 3:00 pm - 5:30 pm**  
MetroHealth Board Room (K107) or via Zoom

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the minutes adopted by the Board of Trustees of The MetroHealth System at a meeting held on January 29, 2025, at which a quorum was present.

  
James A. Wellons, Esq.  
Corporate Secretary