FULL BOARD MEETING

Wednesday, April 16, 2025
4:00pm - 6:00pm
MetroHealth Board Room (K107) and via Zoom

Meeting Minutes

Trustees: Artis Arnold, III-I, John Corlett-I, Sharon Dumas-I, Ronald Dziedzicki-I, Dolores (Lola) Garcia-I, Adam Jacobs, Ph.D.-I, Nancy Mendez-I (late), Michael Summers-I (late), E. Harry Walker, M.D.-I[1]

Staff: Christine Alexander, M.D.-I, Peter Benkowski-I, Robert (Doug) Bruce, M.D.-I, Nabil Chehade, M.D.-I, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Derrick Hollings-R, Kinsey Jolliff-I, Brian Kovach-I, William Lewis, M.D.-I, Dr. Candy Mori-I, Kate Nagel-I, Allison Poulios-R, Tamiyka Rose-I, Deborah Southerington-I, David Stepnick, M.D.-I, James Wellons-I[1]

Invited Guests: None

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 4:00pm, 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 a motion to approve the minutes of the March 26, 2025 meeting as presented, which was given, seconded, and approved by majority vote. RESOLUTION NO. 19686

II. Committee Reports

A. Facilities and Planning Committee – *Dr. Walker*

Dr. Walker provided a summary of the Facilities and Planning Committee meeting held on April 9, 2025. The Committee received campus transformation

[1] I-In-person, R-Remote

updates including the closeout of the Glick center and the progress on the outpatient health center and the ambulatory enabling project. Additional discussions were held regarding parking open space and legacy building issues.

B. Governance Committee – *M. Summers*

Mr. Summers provided a summary of the Governance Committee meeting held on April 9, 2025. The Committee met to review and propose updates to the Board's Delegations of Authority BOT-07 policy. Key changes include clarifying that delegations are ongoing and adjustable, not one-time decisions. The CEO may now appoint representatives to external organizations on MetroHealth's behalf, following updated Ohio ethics guidelines, with quarterly reporting to the Board. Additionally, the CEO is authorized to approve sponsorships, with reporting as needed. These updates reflect policy maturity and aim to streamline governance processes.

III. Consent Agenda

Facilities & Planning Committee -

i. The Board approved the Approval of the Renewal of Leases in Beachwood, Ohio by majority vote. RESOLUTION NO. 19687

ii. The Board approved the Approval of Selection of Pre-Authorized Professionals by majority vote. RESOLUTION NO. 19688

Governance Committee -

i. The Board approved the Approval of Amendments to Delegations of Authority Policy BOT-07 (Delegations of Authority) by majority vote. RESOLUTION NO. 19689

IV. 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 April 2025, which was included in the meeting material. The first pharmacy at our Brooklyn Health Center has officially opened, marking a strategic milestone and reflecting our commitment to addressing pharmacy deserts. The event was festive and well-attended, with thanks to the team for making it happen despite logistical challenges. A celebration was held for Dr. William Tse's investiture as an endowed professor, recognizing his contributions to cancer care. Lastly, Darlene White, MetroHealth Associate General Counsel, Operational Risk & Managing Attorney, led a fireside chat with Dr. Alexander-Rager focusing on leadership, strategy and vision for our system and how we can move forward together as an organization.

V. **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, or the investigation of charges or complaints against a public official, 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 as defined by ORC 121.22(G). Mr. Summers made a motion and Ms. Dumas 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 approximately 4:09pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 6:49pm and welcomed back the public via Zoom and those members of the public who remained in-person.

With no further business to bring before the Board, the meeting adjourned at approximately 6:50pm.

NEXT MEETING: **Wednesday, May 28, 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 May 28, 2025 , at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary