



The MetroHealth System

Board of Trustees

Wednesday, April 16, 2025

4:00pm - 6:00pm

The MetroHealth System Board Room K-107 or via YouTube Stream

Board of Trustees

Special Meeting

The MetroHealth System Board of Trustees

SPECIAL BOARD MEETING

DATE: Wednesday, April 16, 2025
TIME: 4:00pm – 6:00pm
PLACE: MetroHealth Board Room (K107) or via YouTube Stream:
<https://www.youtube.com/@metrohealthCLE/streams>

AGENDA

- I. Approval of Minutes**
Minutes of March 26, 2025 meeting of the Board of Trustees
- II. Committee Reports**
 - A. Facilities and Planning Committee – *E. Walker*
 - B. Governance Committee – *M. Summers*
- III. Consent Agenda**
 - A. Approval of the Renewal of Leases in Beachwood, Ohio
 - B. Approval of Selection of Pre-Authorized Professionals
 - C. Approval of Amendments to Delegations of Authority Policy BOT-07
(Delegations of Authority)
- IV. President and CEO's Report – C. Alexander-Rager**
- V. Executive Session**

Return to Open Meeting

The MetroHealth System Board of Trustees

FULL BOARD MEETING

Wednesday, March 26, 2025

3:00pm - 5:30pm

MetroHealth Board Room (K107) and via Zoom

Meeting Minutes

Trustees: Artis Arnold, III-I, John Corlett-I, Sharon Dumas-I, Ronald Dziedzicki-I, Adam Jacobs, Ph.D.-R, Nancy Mendez-I, John Moss-R, Michael Summers-I, E. Harry Walker, M.D.-I¹

Staff: Christine Alexander, M.D.-I, Robin Barre-I, Peter Benkowski-I, James Bicak-I, Chris Briddell-I, Kate Brown-I, Robert (Doug) Bruce, M.D.-I, John Chae, M.D.-R, Nabil Chehade, M.D.-I, Corey Clay- I, Alfred Connors, M.D.-R, William Dube-I, Joseph Golob, M.D.-I, Derrick Hollings-I, Natalie Joseph, M.D.-R, William Lewis, M.D.-I, Cristina Nickell-I, Allison Poullos-R, Tamiyka Rose-I, Deborah Southerington-I, David Stepnick, M.D.-I, James Wellons-I, Anthony Zelenski-I¹

Invited Guests: Maureen Dee-I

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 3:00pm, 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 19, 2025 meeting as presented, which was given, seconded, and unanimously approved.
RESOLUTION NO. 19677

¹ I-In-person, R-Remote

The MetroHealth System Board of Trustees

Dr. Walker introduced Dr. Adam Jacobs, who is the newest member of the Board of Trustees. Dr. Jacobs introduced himself and briefly discussed his background to the leadership team and audience.

II. Mission Moment

Dr. Alexander presented the mission moment video highlighting an initiative by the Community Health Team to improve cancer screenings and follow-up with the homeless population. The Community Health team has provided primary care to patients living in shelters and crisis centers since 2021 and provide services daily at different shelters. This year, the Community Health team applied and received a \$15,000 grant to improve cancer screenings, with added focus to communicating and coordinating follow-up care, which can be difficult with the homeless population. To date, 111 screenings have been completed on 82 individuals at four area shelters. The Community Health team continues to provide follow-up communication with the patients and an additional health screening fair is upcoming in April.

III. Committee Reports

A. Audit & Compliance – *S. Dumas*

Ms. Dumas provided a summary of the Audit & Compliance Committee meeting held earlier today. Prior to the meeting, the committee had an audit conference, receiving feedback from the State appointed auditors, Plante Moran. The audit report was clean, with no significant findings. A single audit had a small finding which was not significant enough to cause concern. The committee received presentations consisting of Compliance activities, updates and their work plan for 2025, along with a report from the Executive Director of Internal Audit's plan of action.

B. Human Resources & Compensation Committee – *J. Corlett*

Mr. Corlett provided a summary of the Human Resources & Compensation Committee meetings held on March 12, 2025, and earlier today. The committee met to discuss proposed amendments to the BOT-06 Executive Compensation Board policy and the 2025 performance-based variable plan goals. One of the plan goals relates to employee engagement as measured by the annual employee engagement survey. The other plan goal relates to reducing employee turnover during the first year of employment at MetroHealth.

The MetroHealth System Board of Trustees

IV. Consent Agenda

Audit & Compliance Committee -

- i. The Board unanimously approved the Acceptance of the 2024 Audit Report for the System's Annual Financial Statements. RESOLUTION NO. 19679

Human Resources & Compensation Committee -

- ii. The Board unanimously approved the Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of 2025 Performance-Based Variable Compensation Plan. RESOLUTION NO. 19680
- iii. The Board unanimously approved the Approval of 2024 System Performance Goals Achievement Results. RESOLUTION NO. 19681
- iv. The Board unanimously approved the Approval of 2024 Award of Performance-Based Variable Compensation for the President and Chief Executive Officer. RESOLUTION NO. 19682
- v. The Board unanimously approved the Approval of 2025 System Performance Goals. RESOLUTION NO. 19683
- vi. The Board unanimously approved the Approval of 2025 Performance-Based Variable Compensation Financial Trigger. RESOLUTION NO. 19684

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 March 2025, which was included in the meeting material. March is Women's History Month, and MetroHealth is proud to celebrate its women, with 74% of caregivers being women, 64% of leaders, defined at the manager level, are women, and 58% of medical staff member are women. Several events were held in recognition of employee appreciation week, including a giveaway of MetroHealth tumblers at main campus and other sites, provided an opportunity of recognition and engagement. Recently, the organization received full accreditation from The Joint Commission, of which Dr. Alexander praised Dr. Golob and his team for their outstanding efforts. The PM&R Team has resumed its top position as the number one PM&R Program in the country for NIH funding. Dr. Natalie Joseph has been appointed to lead the Cancer Institute in an interim role as she has done an exemplary job in the past. Dr. Alexander recently traveled to Washington, DC, to advocate for Medicaid and 340B, and educate legislators on the importance of the role MetroHealth plays in the ecosystem of healthcare to the community we serve. The MetroHealth Foundation team met with potential donors and former board members in Florida, and Dr. Alexander along with many team members presented at the Women Empowerment luncheon in Richmond Heights on March 8th. Recently, MetroHealth held an event to celebrate the investiture of Dr. William Tse, as The MetroHealth Professorship in Research on March 20th.

The MetroHealth System Board of Trustees

VI. Medical Staff Report – *Dr. Stepnick*

Dr. Stepnick, in place of Dr. Joseph, provided a summary of the medical staff report. In appreciation of our providers, upcoming events will be held on March 30th and April 10th in recognition of Doctor's Day. Dr. Stepnick reported that Dr. Joseph accepted an interim role to lead the Cancer Care Center. A compensation update was given to the medical staff at a recent medical staff meeting and the Compensation Committee is working on various models for the compensation plan which will be presented to the Board once finalized. Lastly, the bylaws will be voted on by the medical staff in the next few months and the Board of Trustees will receive a presentation of the edited bylaws anticipated by summertime. Dr. Stepnick directed the Board to refer to the Medical Staff Providers appointments, reappointments, and actions of the Credentialing Committee for February 2025 and the February 14, 2025, meeting minutes of the Medical Executive Committee 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 for February 2025, along with the acceptance of the MEC minutes for February 14, 2025, which was given, seconded and unanimously approved. RESOLUTION NO. 19678

VII. Information Items

A. 9th Annual Resiliency Run – *C. Nickell, A. Zelenski*

Ms. Nickell, currently serving as the Director of Trauma & Acute Care Surgery Program at Metro Health, introduced the upcoming 9th annual resiliency run on June 7, 2025. The event was created 10 years ago to showcase trauma and burn survivors and their contributions to MetroHealth. The event has grown significantly since the first event in 2017 at MetroHealth, with the event now being held at the MetroParks Zoo which has been a great partnership. The event includes a 5k Run, 1 mile Walk, and a Kids Dash. The goal of the annual resiliency run is to showcase survivors' strength and resilience, making it inclusive for all survivors and their varying levels of recovery. The event also acknowledges extraordinary caregivers from time of injury through acute stay into rehab and recovery. This event highlights MetroHealth's mission, vision, and values, and has become a signature event. Mr. Zelenski, the Injury Prevention and Outreach Coordinator for the division of Trauma, provided details of the award ceremony of the event which distributes three awards: a survivor award, a caregiver award, and a community hero award. The survivor award honors trauma survivors, the caregiver award honors great nurses, doctors, and providers who make a difference in trauma and burn care, and the community hero award honors anyone who rises to the occasion.

The MetroHealth System Board of Trustees

The resiliency run has grown year over year, except for 2020 and 2021, which were during the pandemic and held virtually. In 2017, the first event had 267 participants and last year, the event had 632 participants. The goal this year is to eclipse 1,000 participants, and as of today, the number of registered participants is 146. Word of mouth of the event and the great work done by MetroHealth are making a difference in the community.

VIII. Other Business

A. Resolution of Appreciation for Maureen Dee

Dr. Walker acknowledged Maureen Dee, whose term as a MetroHealth Board of Trustees member has expired and March 26, 2025, was her last board meeting. Dr. Walker provided an opportunity for the Board members in attendance to express their gratitude to Ms. Dee and proceeded to read the following Resolution of Appreciation for Maureen Dee:

WHEREAS, Maureen Dee, joined The MetroHealth System Board of Trustees in 2014 and helped guide Cuyahoga County's public healthcare system through 10 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 experiences as behavioral health provider and staunch advocate for vulnerable populations helped MetroHealth create, refine and execute groundbreaking initiatives including Medicaid expansion, a \$1 billion campus transformation, the Institute for H.O.P.E., the Lincoln-West School of Science and Health, and the movement toward value-based payments and accountable care organizations;

WHEREAS, her calm, analytical approach to Board leadership, as an active participant in committee work and Chair of the Patient Experience, Community Engagement, Racial Equity, Inclusion & Diversity, Health Equity and Diversity and Audit Compliance Committees, throughout the years, 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 Maureen Dee 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.

The MetroHealth System Board of Trustees

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, 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. Dziedzicki made a motion and Mr. Arnold 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 3:33pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 5:13pm 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 5:14pm.

NEXT MEETING: Wednesday, April 16, 2025 – 4:00 pm - 6:00 pm
MetroHealth Board Room (K107) or via Zoom

Respectfully Submitted,

E. Harry Walker, MD, Chairperson
Board of Trustees

RECOMMENDATION FOR APPROVAL OF RENEWAL OF LEASES IN BEACHWOOD, OHIO

Recommendation

The Facilities and Planning Committee and Senior Vice President, Facilities, Construction and Campus Transformation recommend that the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") approve the renewal of the leases of the System's Beachwood Health Center, as more fully described in **Attachment A**.

Background

The System leases its Beachwood Health Center, comprising approximately 27,512 rentable square feet of space at the medical office building located at 3609 Park East Dr., Beachwood, Ohio, pursuant to three separate leases. The terms of two of those leases expire on May 31, 2025. The System seeks to renew the expiring leases and to consolidate all three leases into one lease pursuant to the terms described in **Attachment A**.

**Approval of Renewal of Leases
in Beachwood, Ohio**

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") has been presented a recommendation for the renewal of the leases of the System's Beachwood Health Center, as more fully described in **Attachment A**.

WHEREAS, the Facilities & Planning Committee of the Board has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the renewal of the leases of the System's Beachwood Health Center, as more fully described in **Attachment A**.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or her designee(s), is hereby authorized to take necessary actions, including to negotiate and execute agreements and other documents consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

April 2025

CONFIDENTIAL: THIS DOCUMENT CONTAINS TRADE SECRETS AND INFORMATION THAT IS CONFIDENTIAL AND PROPRIETARY PROPERTY OF THE METROHEALTH SYSTEM AND MAY NOT BE COPIED, PUBLISHED OR DISCLOSED TO OTHERS WITHOUT THE EXPRESS WRITTEN AUTHORIZATION OF AN AUTHORIZED OFFICER OF METROHEALTH. THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.

RECOMMENDATION FOR SELECTION OF PRE-AUTHORIZED PROFESSIONALS

Recommendation

The Facilities and Planning Committee and Senior Vice President, Facilities, Construction and Campus Transformation recommend that the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") approve certain Pre-Authorized Professionals consistent with System policy GEN-88, for services to be provided during the period of May 1, 2025 through May 30, 2026, with aggregate costs not to exceed \$50,000 per assigned project per Professional. The fees for the Pre-Authorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Pre-Authorized Professionals is shown in the attached **Exhibit A**.

Background

System policy GEN-88 permits the annual selection and authorization of certain Pre-Authorized Professionals subject to project-based spending limits as approved by the Board.

Seventy-four (74) Professionals responded to the System's publicly advertised Request for Qualifications ("**RFQ**"). Following review, all seventy-four (74) Professionals were determined to meet the prequalification requirements listed in the RFQ, and management recommends that the Professionals listed in **Exhibit A** be listed as Pre-Authorized Professionals.

Approval of Selection of Pre-Authorized Professionals

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation for appointment of certain Pre-Authorized Professionals consistent with System policy GEN-88; and

WHEREAS, the Facilities and Planning Committee of the Board has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves certain Pre-Authorized Professionals consistent with System policy GEN-88, for services to be provided during the period of May 1, 2025 through May 30, 2026, with aggregate costs not to exceed \$50,000 per assigned project per Professional. The fees for the Pre-Authorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Pre-Authorized Professionals is shown in the attached **Exhibit A**.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or her designee(s), is hereby authorized to take necessary actions, including to negotiate and execute agreements and other documents consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

April 2025

Exhibit A

2025

Pre-Authorized Qualified Professional Service Firms

Architecture and Engineering

+Detail

2BEngineering

ACER Environmental, Inc.

Advanced Engineering Consultants

Andrews Architects

ATC Group Services LLC c/o Atlas Technical Consultants, Inc.

Barber & Hoffman, Inc.

Behnke Landscape Architecture

Bostwick Design Partnership

Bowen

Calvin Singleton & Associates

CBLH Design

City Architecture

Cosmos Technologies, Inc

CPL Architects, Engineers, and Landscape Architect, D.P.C.

CTL Engineering, Inc.

DESMAN INC.

DRAW Collective

DS Architecture

EA Group

ECS Midwest, LLC

Geo-Sci Laboratory, Inc.

Glaus, Pyle, Schomer, Burns & DeHaven, Inc. dba GPD Group

H.F. Lenz Co.

Hammel, Green and Abrahamson (HGA)

Hasenstab Architects, Inc.

HOK

HSB Architects + Engineers

IKM Architecture

April 2025

Architecture and Engineering (continued)

IMEG
Intertek-PSI
Karpinski Engineering
Korda Engineering
LaBella Associates
levelHEADS, Inc.
LGA Partners, LPEA Group
Life Safety Enterprises Inc
Mass Technologies LLC
McHenry & Associates, Inc
Moody Nolan
NBBJ LLC
NV5 Consultants, Inc.
Osborn Engineering
Perspectus Architecture
PIONEER ECO SOLUTIONS, LLC
PTA Engineering, Inc.
Refrigeration Sales Company LLC
Robert P. Madison International Incorporated
Scheeser Buckley Mayfield, LLC
Sixmo Architecture
Terracon Consultants, Inc.

Specialty Services

AAA American Abatement & Asbestos Removal Corp
Avicado Construction Technology Services, LLC
Bernard R Doyle Inc DBA FASTSIGNS
Blue Ridge Solutions
Construction Consulting and Estimating (CC&E)
Construction Resources, Inc.
Construction Support Solutions LLC
Fulton & Associates Balance Company
G. Stephens, Inc

Specialty Services (continued)

Infinity Construction Company, Inc.
Jensen Hughes, Inc.
Konsentriks LLC
M.W. Holmes Construction, Inc.
MSL Healthcare Partners, Inc.
Next Generation Construction
Ozanne Construction Company, Inc.
Regency Construction Services, Inc.
Relocation Specialists, Inc.
Richards Communications
SUNRAY WINDOW FILMS, LLC.
Technical Assurance, Inc.
Walker Consultants
Whiting-Turner Contracting

**RECOMMENDATION FOR THE APPROVAL OF
AMENDMENTS TO DELEGATIONS OF AUTHORITY POLICY BOT-07
(Delegations of Authority)**

Recommendation

The Governance Committee of the Board of Trustees ("**Board**") for The MetroHealth System ("**System**") recommends that the Board approve amendments to policy BOT-07 (Delegations of Authority) as described herein.

Background

In accordance with Chapter 339 of the Ohio Revised Code and general governance principles, the Board can and has created a policy BOT-07 (Delegations of Authority) that delegates certain authorities to the President and Chief Executive Officer ("**CEO**"). The Governance Committee of the Board now recommends an update to policy BOT-07 (Delegations of Authority) to allow the CEO to appoint System employees to serve on any local, state, or national organization's board of directors, or equivalent body, in their official capacity as a System employee. This update is consistent with recent guidance changes from the Ohio Ethics Commission.

Additionally, the Governance Committee of the Board now recommends an update to policy BOT-07 (Delegations of Authority) to clarify that the Board may modify delegated authorities at any time.

Finally, the Governance Committee of the Board now recommends an update to policy BOT-07 (Delegations of Authority) to require that sponsorships and donations to nonprofit entities be reported by the CEO to the Board on a semiannual basis.

**APPROVAL OF AMENDMENTS TO DELEGATIONS OF AUTHORITY POLICY BOT-07
(Delegations of Authority)**

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation by the Governance Committee of the Board for the approval of amendments to policy BOT-07 (Delegations of Authority);

WHEREAS, the Governance Committee of the Board recommended an update to policy BOT-07 (Delegations of Authority) to allow the CEO to appoint System employees to serve on any local, state, or national organization's board of directors, or equivalent body, in their official capacity as a System employee;

WHEREAS, this update is consistent with recent guidance changes from the Ohio Ethics Commission;

WHEREAS, the Governance Committee of the Board recommended an update to policy BOT-07 (Delegations of Authority) to clarify that the Board may modify delegated authorities at any time; and

WHEREAS, the Governance Committee of the Board recommended an update to policy BOT-07 (Delegations of Authority) to require that sponsorships and donations to nonprofit entities be reported by the CEO to the Board on a semiannual basis.

WHEREAS, the Governance Committee of the Board has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the amended policy attached hereto relative to delegations of authority, Board policy BOT-07 (Delegations of Authority).

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

April 2025

BOT-07 – Delegations of Authority

Key Points

- This policy applies to The MetroHealth System (MHS).
- This policy sets forth authority delegated by the Board of Trustees to the President and Chief Executive Officer (CEO), in accordance with Ohio law. The policy supersedes all previous standing delegations from the Board to the CEO on these issues, including those set forth in Resolutions 18724, 18947, 19284, and 19417.
- This Policy does not supersede project-specific delegations, including those set forth in Resolution 19396, which remain in effect through the life of the relevant project.

Policy

1. Pursuant to Ohio law, the Board has broad authority for the governance, management, and control over MHS operations. Ohio law authorizes the Board to delegate certain of its authorities, including management and control, to the CEO. The Board may modify such delegated authorities anytime.
2. Consistent with its fiduciary and statutory duties, the Board has determined that the following delegations of authority are in the best interests of MHS. Such delegations of authority are in addition to the authorities granted a county hospital administrator under ORC Chapter 339.
3. The Board expressly retains the authority to approve an operating and capital budget for MHS (collectively, the Budget).
 - 3.1. The CEO shall be responsible for presenting a proposed budget to the Board on an annual basis and no later than the October prior to the start of the fiscal year.
4. Under all of the following delegations, all actions taken must be:
 - 4.1. In accordance with any other relevant policies approved by the Board, including conflicts of interest;
 - 4.2. Consistent with MHS' mission, vision, and values; and,
 - 4.3. As applicable, consistent with and in accordance with the Budget as approved at any time by the Board.
5. The CEO will report all material¹ changes and impacts resulting from actions taken under these delegations to the Board on a regular basis.

Operations

6. Services and Programs Offered by MHS
 - 6.1. The CEO has the authority to determine the composition of services and programs offered by MHS to its patients and the community, including the addition, closure, and termination of MHS services and programs, subject to the other limits of authority established in this policy (leasing, budget approval, etc.).

- 6.2. Notwithstanding the foregoing, the Board must approve of the termination of an MHS service and program, if:
 - 6.2.1. MHS is the sole provider of the service in Cuyahoga County;
 - 6.2.2. The service or program represents (or is expected to represent) more than 5% of MHS' net patient revenue;
 - 6.2.3. The termination directly impacts more than 10,000 patients in any given year; or
 - 6.2.4. The termination adversely affects more than 200 FTEs.
- 6.3. The CEO will regularly report all material changes in MHS programs and services to the Board.

7. Control of Property and Real Estate Leases

- 7.1. The CEO has the authority to control all MHS property, including the management and disposal of surplus property other than real estate or an interest in real estate.
- 7.2. Notwithstanding the foregoing, the CEO has the authority to lease space for a Hospital Facility² that is reasonably related to MHS operations and is at fair market value rates, except that the Board must approve a lease of space for a Hospital Facility if the cost of the lease exceeds \$1 million per year or the total obligation under the lease exceeds \$10 million.

8. Membership in Associations and Official Capacity Appointments

- 8.1. The CEO has the authority to authorize MHS and any MHS employees, including medical staff members, to be a member of and maintain membership in any local, state, or national group or association organized and operated for the promotion of the public health and welfare or advancement of the efficiency of hospital administration, and to pay for the dues, fees, and related expenses associated with such membership.
- 8.2. The CEO has the authority to authorize MHS and any MHS employees, including medical staff members, to serve on any local, state, or national organization's board of directors, or equivalent body, in their official capacity as a MHS employee. It is expected that the official capacity appointments support the interests of MHS and comply with applicable conflict of interest policies and Ohio Ethics rules. The CEO will regularly report official capacity appointments to the Board as they occur, and a full list of active official capacity appointments will be reported to the Board on an annual basis. Appointments involving the CEO or a Board of Trustee Member serving in an official capacity role will be reviewed and approved by the Board.

Finance and Spending

9. Control of Operating Funds, including Capital Improvements and Furniture, Fixtures, and Equipment

- 9.1. The CEO has the authority to control all funds used in MHS operations, subject to and consistent with the Budget, including but not limited to:
 - 9.1.1. The selection and installation of all necessary and proper furniture, fixtures and equipment; and
 - 9.1.2. Making capital improvements, including the purchase of equipment and vehicles.
- 9.2. Notwithstanding the foregoing, the Board must approve of a MHS expenditure, reallocation of funds, or capital improvement if:
 - 9.2.1. The expenditure, reallocation, or capital improvement was not previously approved in the Budget and the expected expenditure, reallocation, or capital improvement is in excess of \$5 million; or
 - 9.2.2. The reallocation would result in the 'defunding' of a Board-approved project.
- 9.3. The CEO has the authority to enter into a contract for an unsecured line of credit with a bank.

BOT-07 – Delegations of Authority

Owner: Board of Trustees

Effective Date: 8/24/2022

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Paper copy may not be current; refer to electronic version for official policy

9.4. The CEO shall adopt policies to govern the disbursement and expenditure of MHS funds.

10. Charges for Services and Treatment

10.1. The CEO has the authority to:

- 10.1.1. Establish a schedule of charges for all services and treatment rendered by MHS; and
- 10.1.2. Establish policies that provide for free/uncompensated and discounted services and treatment by MHS.

11. Sponsorships and Donations of Money, Property or Services

- 11.1. The CEO has the authority to approve sponsorships and donate MHS money, assets, property (other than real estate or an interest in real estate) or services to a nonprofit entity.
- 11.2. The CEO will report any such sponsorships or donations to the Board on a ~~an annual~~ semiannual basis.
- 11.3. Notwithstanding the foregoing, the Board must approve any sponsorship or donation by MHS to a nonprofit entity with which the CEO has a potential conflict of interest.

12. Receipt of Gifts and Bequests

- 12.1. The CEO has the authority to approve the receipt, on behalf of MHS, any gift, bequest, or devise of real or personal property, so long as such donation is not stipulated to be held in trust.

13. Settlement of Claims

- 13.1. The CEO has the authority to resolve and settle any claims, including liability claims, on behalf of MHS.
- 13.2. Notwithstanding the foregoing, the Board must approve any settlement of a liability claim in excess of \$500,000.

Procurement and Contracted Services

14. Professional Services

- 14.1. The CEO has the authority to hire or contract with management consultants, accountants, attorneys, engineers, architects, construction managers, and other professional advisors (collectively, Professionals) as the CEO determines are necessary and desirable to assist in the management and operation of MHS, subject to the requirements in this Section.
- 14.2. The CEO must establish a policy setting forth procedures that ensure the appropriate and competitive engagement of Professionals.
- 14.3. The Board must approve the hiring or engagement of a Professional if the expected cost of the engagement(s) of that Professional is at or above \$500,000 annually.
- 14.4. The CEO will report all engagements of Professionals in the previous year to the Board on an annual basis.

15. Insurance Products

- 15.1. The CEO has the authority to contract for, purchase, or otherwise procure insurance contracts that provide for the protection of MHS, including the Board and MHS employees, against liability.
- 15.2. The CEO will report to the Board on the scope of insurance coverages purchased for MHS on an annual basis and any material changes as they may arise.

BOT-07 – Delegations of Authority

Owner: Board of Trustees

Effective Date: 8/24/2022

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- 15.3. The CEO will not reduce the scope or limits of coverage without the prior approval of the Board.

Compensation and Benefits

16. Wages and Salaries

- 16.1. The CEO has the authority to employ individuals and set the wages and salaries for MHS employees, subject to the requirements of Policy BOT-06, including the authority to enter into collective bargaining agreements on behalf of MHS.
- 16.2. The CEO will report all material changes in wages and salaries, including those with a budgetary impact in excess of \$5 million, to the Board.

17. Benefits

- 17.1. The CEO has the authority to:
- 17.1.1. Establish insurance benefits for MHS employees in accordance with R.C. 339.16;
 - 17.1.2. Grant MHS employees any fringe benefits that are customary and usual in the nonprofit hospital field in MHS's community;
 - 17.1.3. Provide scholarships for education in the health care professions, tuition reimbursement, and other staff development programs to enhance the skills of health care professionals for the purpose of recruiting or retaining qualified employees;
 - 17.1.4. Provide employee recognition awards and hold employee recognition dinners; and,
 - 17.1.5. Grant employees recruitment and retention benefits.
- 17.2. The CEO will report all material changes in employee benefits, including those with a budgetary impact in excess of \$5 million, to the Board.

18. Holidays

- 18.1. The CEO has the authority to establish floating holidays in accordance with the requirements of R.C. 339.06(J)(6) and R.C. 1.14.
- 18.2. The CEO has the authority to grant MHS employees such personal holidays as are customary and usual in the hospital field in MHS's community.
- 18.3. The CEO will report all material changes in granted holidays, including those with a budgetary impact in excess of \$5 million, to the Board.

References

[ORC 339.01 et seq.](#)

Endnotes

¹ A material change and impact includes, but is not limited to, an issue or an action that can have a major impact on the financial, reputational, and/or legal aspects of MHS or its stakeholders.

² A Hospital Facility means a hospital facility as defined in R.C. 140.01.



Christine Alexander-Rager, MD

President and CEO
The MetroHealth System
2500 MetroHealth Drive
Cleveland, Ohio 44109

April 2025

Report to the Board of Trustees

Good afternoon, Trustees:

I hope you are enjoying Mother Nature's burst of spring color and activity as much as I am.

Here are a few highlights since we last met:

Brooklyn Pharmacy Ribbon Cutting

On March 28, I was joined by community leaders, elected officials, local media and members of our Pharmacy team – led by **Ryan Mezinger**, Senior Vice President, Chief Pharmacy Officer – as we cut the ribbon on MetroHealth's new retail pharmacy inside our Brooklyn Health Center.

These days, the opening of a new pharmacy is indeed a cause for celebration. Over the past 10 years, while Ohio has seen its population rise and grow older, it's also seen 350 pharmacies close, often in neighborhoods that could least afford to lose them. In pharmacy deserts, individuals have less access to the medications they need. This is especially alarming for folks managing chronic conditions like diabetes and hypertension.

Over that same 10-year span, MetroHealth has stepped up to fill these gaps. We have *tripled* the number of retail pharmacies we operate. The Brooklyn Health Center pharmacy is our 12th retail pharmacy location.

Thanks to our Pharmacy team, which filled almost 2 million prescriptions in 2024, our patients have easy, affordable access to the medications they need to live their longest, healthiest and best possible lives.

Investiture Ceremony: Professorship in Research

On March 20, I had the honor to participate in the investiture ceremony of **Dr. William W. Tse**, Chief, MetroHealth's Division of Hematology/Oncology, as the inaugural chairholder of the new MetroHealth Professorship in Research.

The event marked the 18th professorship MetroHealth shares with the Case Western Reserve University School of Medicine – a testament to the strength and depth of our system's 111-year partnership with CWRU.

In my remarks introducing and congratulating Dr. Tse, I outlined his impressive career in research, innovation and treatment of cellular immunotherapies. Almost everywhere else, these kinds of pioneering treatments would be available only to people with private insurance and means. Because of Dr. Tse and his work, these cutting-edge therapies are available to everyone in Greater Cleveland ... at MetroHealth.



Christine Alexander-Rager, MD

President and CEO
The MetroHealth System
2500 MetroHealth Drive
Cleveland, Ohio 44109

Fireside Chat with Employees

On March 24, I had the pleasure of participating in a fireside chat for employees hosted by our African American Alliance Employee Business Resource Group.

Darlene E. White, Esq., MetroHealth Associate General Counsel, Operational Risk & Managing Attorney, led a wide-ranging conversation about leadership, strategy and vision for our System in the days to come. Almost 300 employees attended the lunchtime event in person or online.

During the Q-and-A portion, I was asked if layoffs were possible in the future. It was an honest and direct question that reflects the anxiety many of our caregivers are feeling during this time of uncertainty and upheaval.

I answered by saying that there were no plans for layoffs, but I also added that our system needs to prepare and plan for potential setbacks, like a deep recession or government cuts to programs, like Medicaid, that serve our patients.

I said that we are working on what we can control, including making our system as operationally efficient as possible.

I likened potential layoffs to a hurricane.

Right now, it's raining, I said, and we should probably close the windows. If things get worse, we might also need to bolster things a bit and board up the windows. Or it might get bad enough that we have to evacuate. That would be a layoff situation.

I told them that I hope we are able to just close our windows and pull together to do everything we can to weather this potential storm.

That's how we get through any potential crisis, by coming together and working together.

I appreciated this opportunity to be honest and transparent with our caregivers. They deserve that respect.

Thank you for your service to our system, our patients, our caregivers and our community.

With deep appreciation,

Christine Alexander-Rager, MD

President and CEO
The MetroHealth System