

The MetroHealth System Board of Trustees

FULL BOARD MEETING

Wednesday, June 11, 2025

3:00pm - 5:30pm

MetroHealth Board Room (K107) and Virtual

Meeting Minutes

- Trustees:** Artis Arnold, III-I, John Corlett-I, Sharon Dumas-I, Ronald Dziedzicki-I, Adam Jacobs, Ph.D.-I, Nancy Mendez-I, John Moss-I, Michael Summers-I, E. Harry Walker, M.D.-I¹
- Staff:** Christine Alexander-Rager, M.D.-I, Peter Benkowski-I, James Bicak-I, Chris Briddell-I, Robert (Doug) Bruce, M.D.-I, Nabil Chehade, M.D.-R, Jennifer (Nikki) Davis-I, William Dube-I, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Ryan Johnson-R, Kinsey Jolliff-I, Brian Kovach-I, William Lewis, M.D.-I, Dr. Candy Mori-I, Kate Nagel-I, Allison Poullos-I, Tamiyka Rose-I, Aparna Roy, M.D.-I, Erin Smith-R, Deborah Southerington-I, David Stepnick, M.D.-I, James Wellons-I, Mara Wilber-I¹
- 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 4:30pm, 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 a motion to approve the minutes of the May 28, 2025 meeting as presented, which was given, seconded, and approved by unanimous vote.
RESOLUTION NO. 19692

¹ I-In-person, R-Remote

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II. Mission Moment

Dr. Alexander-Rager provided opening remarks prior to the presentation of the mission moment video. The mission moment video depicted the recent Resiliency Run event, which hosted over 1,100 participants. The video shared stories of trauma survivors and the critical role Metro's Trauma and Burn unit teams played in their recovery. The stories shared included a motorcycle accident victim who received immediate care from a Metro trauma nurse who happened to live nearby, and another individual who survived a head-on collision with a drunk driver, requiring life flight and extensive rehabilitation. These narratives highlight the dedication and impact of MetroHealth's healthcare professionals, emphasizing the long-term relationships and emotional bonds formed between patients and caregivers. The video concluded with expressions of gratitude from survivors and a reaffirmation of MetroHealth's mission to provide life-saving care during the most critical moments.

III. Committee Reports

A. Audit and Compliance Committee – S. Dumas

Ms. Dumas provided a summary of the Audit and Compliance committee meeting held earlier in the day. The committee reviewed the Ethics and Compliance Dashboard, noting that 179 cases were opened and 216 closed in the first quarter. Of these, 70 were inquiries and 146 were allegations. The average case closure time was 38 days, outperforming the national average of 45 days. The committee also outlined its 2025 goals, which include fostering an ethical culture, monitoring regulatory changes, safeguarding information during campus transformation, and leveraging technology. In the risk management segment, the committee reviewed assessments related to fraud, third-party risks, and enterprise risk management. A cybersecurity update and internal audit were also presented. The internal audit department, currently a one-person operation, shared its goals to stabilize the program, conducted a gap assessment, and developed a 2025 audit plan, which was approved by the committee.

B. Governance Committee – M. Summers

Mr. Summers provided a summary of the Governance committee meeting held earlier in the day. The committee acted on three items, which included affirming the CEO's appointment to the Center for Health Affairs in an official capacity, approving the renaming of the Health Equity and Diversity Committee to the Population and Community Health Committee, and initiating negotiations for new board management software to replace paper-based systems. The committee also discussed the upcoming board retreat scheduled for October 1st, identifying future governance topics such as reviewing board policies, clarifying the CEO expense policy, and considering the inclusion of non-board members in committees in a non-voting capacity. A board self-assessment was also discussed to prepare for the

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retreat. The committee briefly entered executive session before returning to approve three resolutions that will be presented for full Board approval on the consent agenda.

C. Human Resources and Compensation Committee – *J. Corlett*

Mr. Corlett provided a summary of the Human Resources and Compensation committee meeting held earlier in the day. The committee conducted its first review of proposed amendments to the committee charter and engaged in a productive discussion. A presentation was delivered on recruitment, retention, and workforce development strategies, with a focus on high-turnover and hard-to-fill positions. The committee then entered executive session and later returned to public session without further comments or questions.

IV. **Consent Agenda**

A. Governance Committee -

- i. The Board unanimously approved the Approval of Amendment to Restate to the Name of the Health Equity & Diversity Committee.

RESOLUTION NO. 19693

- ii. The Board unanimously approved the Approval of CEO Official Capacity Appointment.

RESOLUTION NO. 19694

- iii. The Board unanimously approved the Approval of Board Management Software.

RESOLUTION NO. 19695

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 June 2025, which was included in the meeting material. Dr. Alexander-Rager announced the upcoming Juneteenth Freedom Fest, hosted by MetroHealth, on June 14, 2025, at Mall C in downtown Cleveland, encouraging participation in the community celebration. Dr. Alexander-Rager announced a significant national honor from the Lown Institute that was just received but not yet included in the written report. The Lown Institute is an organization that evaluates and ranks U.S. hospitals based on their social responsibility. Dr. Alexander-Rager was proud to report that MetroHealth had just received notice that it was among only 5% of hospitals across the entire nation to earn "Honor Roll" status from the Lown Institute for the current year. This distinction was the result of the hospital earning "A" grades in every single category assessed by the Lown Institute. The specific rankings placed MetroHealth in the top five for social responsibility nationwide, in the top five among all hospitals in Ohio for value of care, and, most notably, as number one in the state of Ohio for

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community benefit. Dr. Alexander-Rager stated there was a great deal to be proud of in this achievement and concluded her report by offering her sincere congratulations to every member of the MetroHealth team who worked so hard to make this national recognition a reality.

VI. 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. Moss made a motion and Mr. Dziedzicki 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 4:43pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 7:02pm and welcomed back the public virtually and those members of the public who remained in-person.

VII. Recommendation/Resolution Approvals

A. Authorization and Approval to Enter Into an Employment Agreement For a President and Chief Executive Officer

Dr. Walker noted the Board had an opportunity to discuss the resolution in executive session. As there were no additional questions or discussion, Dr. Walker asked for a motion on the resolution for the Authorization and Approval to Enter Into an Employment Agreement For a President and Chief Executive Officer, which was given, seconded and the resolution was approved unanimously. RESOLUTION NO. 19696

With no further business to bring before the Board, the meeting adjourned at approximately 7:03pm.

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NEXT MEETING: Wednesday, August 27, 2025 – 3:00 pm - 5:30 pm
MetroHealth Board Room (K107) or Virtual

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 July 23, 2025, at which a quorum was present.

A handwritten signature in blue ink, appearing to read 'James A. Wellons', is written over a solid black horizontal line.

James A. Wellons, Esq.
Corporate Secretary