



The MetroHealth System

Board of Trustees

Wednesday, June 11, 2025

4:30pm - 6:30pm

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

Board of Trustees

Regular Meeting

The MetroHealth System Board of Trustees

FULL BOARD MEETING

DATE: Wednesday, June 11, 2025
TIME: 4:30pm – 6:30pm
PLACE: MetroHealth Board Room (K107) or Virtual via YouTube Stream
<https://www.youtube.com/@metrohealthCLE/streams>

AGENDA

- I. Approval of Minutes**
Minutes of May 28, 2025 meeting of the Board of Trustees
- II. Mission Moment**
- III. Committee Reports**
 - A. Audit & Compliance Committee – *S. Dumas*
 - B. Governance Committee – *M. Summers*
 - C. Human Resources & Compensation Committee – *J. Corlett*
- IV. Consent Agenda**
 - A. Approval of Amendment to Restate to the Name of the Health Equity & Diversity Committee
 - B. Approval of CEO Official Capacity Appointment
 - C. Approval of Board Management Software
- V. President and CEO's Report – *C. Alexander-Rager***
- VI. Executive Session**

Return to Open Meeting
- VII. Recommendation/Resolution Approvals**
 - A. Authorization and Approval to Enter Into an Employment Agreement For a President and Chief Executive Officer

The MetroHealth System Board of Trustees

FULL BOARD MEETING

Wednesday, May 28, 2025

3:00pm - 5:30pm

MetroHealth Board Room (K107) and Virtual

Meeting Minutes

Trustees: Artis Arnold, III-R (late), John Corlett-I, Sharon Dumas-I, Ronald Dziejdzicki-I, Dolores (Lola) Garcia-R (late), Adam Jacobs, Ph.D.-I, Nancy Mendez-I, John Moss-I, Michael Summers-I, E. Harry Walker, M.D.-I¹

Staff: Christine Alexander, M.D.-I, Robin Barre-R, Peter Benkowski-I, James Bicak-I, Kate Brown-I, Robert (Doug) Bruce, M.D.-I, John Chae, M.D.-I, Nabil Chehade, M.D.-I, Alfred Connors, M.D.-R, William Dube-R, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Geoff Himes-I, Derrick Hollings-R, Ryan Johnson-R, Natalie Joseph, M.D.-I, William Lewis, M.D.-I, Dr. Candy Mori-I, Kate Nagel-I, Allison Poullos-I, Tamiyka Rose-I, Aparna Roy, M.D.-I, Deborah Southerington-I, David Stepnick, M.D.-I, James Wellons-I, Darlene White-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 3:01pm, 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 April 16, 2025 meeting as presented, which was given, seconded, and approved by majority vote.
RESOLUTION NO. 19690

¹ I-In-person, R-Remote

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II. Mission Moment

Dr. Walker introduced Dr. Alexander-Rager who provided opening remarks prior to the presentation of the mission moment video. The video depicted a mental health awareness art show at Richmond Heights high school, part of the peer-to-peer (P2P) program. This initiative, in collaboration with the school health program and a family who lost a child to a mental health disorder, aims to make mental health problems less stigmatized among teens. The program gives students the tools they need to lead mental health campaigns by allowing them to use art, music, and stories to talk about their experiences and foster open dialogue. The event was deeply moving, with students sharing personal stories behind their artwork, emphasizing the importance of peer support and emotional expression.

III. Committee Reports

A. Population and Community Health Committee – *N. Mendez*

Prior to the committee report, Ms. Mendez shared a heartfelt story from a local nonprofit executive director whose nonverbal adult son received exceptional care at the MetroHealth emergency room. The story highlighted the compassion and professionalism of the ER staff, who not only treated the patient with dignity but also communicated effectively with the family. Ms. Mendez emphasized the importance of recognizing positive experiences alongside challenges. Ms. Mendez provided a summary of the Population and Community Health Committee meeting held on April 30, 2025. The meeting focused on reintroductions of committee members and discussions, including a committee name change to better reflect its mission. The committee aims to establish measurable goals and outcomes to enhance community health impact. Currently, the revision of the committee charter is underway, with updates expected in future meetings.

B. Quality, Safety & Experience Committee – *R. Dziedzicki*

Mr. Dziedzicki provided a summary of the Quality, Safety & Experience Committee meeting held earlier today. The meeting began with a patient story about a 72-year-old man who suffered burns in a house fire. The patient received comprehensive care in the burn unit and expressed deep gratitude for his recovery. The committee reviewed patient experience scores and discussed strategies to improve HCAHPS scores across the system. Dr. Mori presented the nursing annual quality review, highlighting evidence-based approaches to enhance care quality, reduce harm, and improve patient outcomes. The Committee also held an executive session for legal updates.

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C. Finance Committee

Mr. Moss provided a summary of the Finance Committee meeting held earlier today. The Committee received an investment update from Clearstead. The System's investments include \$210 million in non-reserves (stocks and bonds), \$318 million in reserves (mostly cash), and \$110 million in captive insurance. Market performance showed a modest 1.5% increase. Derrick Hollings presented financials for April 2025 and year-to-date. EBITDA stood at \$28.4 million, which was \$11 million below budget but \$7.4 million above the previous year.

Pharmacy revenue increased by \$24 million, with corresponding expenses up by \$16 million. Overall volumes were up across most areas, except for behavioral health at the Cleveland Heights Center. The balance sheet showed \$2.8 billion in assets. The payer mix shifted slightly, with commercial insurance rising to 28.5%, Medicare steady at 36%, Medicaid dropped to 29%, and self-pay increased to 5.7%. Cash on hand was 117 days, down from 125 days the previous year and 154 days in 2019. The system held \$635 million in cash, down from \$665 million at the end of 2024. The committee also discussed uncompensated care in both public and executive sessions.

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 May 2025, which was included in the meeting material. Dr. Alexander-Rager expressed gratitude that all 10 slots of the Board of Trustees are now filled and acknowledged the recent reappointment of Dr. Walker. Dr. Alexander-Rager highlighted improvements in emergency room patient satisfaction scores and commended the team for a successful mass casualty training event led by Gigi Hubbard. The training emphasized preparedness and collaboration with community stakeholders, using the old Towers building for patient movement simulations. Recently, a community event hosted by Councilwoman Meredith Turner and Congresswoman Brown, focused on educating women about fibroids, which featured personal stories and extended well beyond its scheduled time due to high engagement. Dr. Alexander-Rager met with the Pastoral Council, a group of local church leaders, which she described as emotionally powerful and spiritually uplifting. She received a special blessing from one of the pastors and follow-up messages of support from attendees.

Dr. Alexander-Rager also spoke at a hospice conference where Dr. Connors was honored for his groundbreaking research that transformed end-of-life care and led to the expansion of hospice and palliative care services. Dr. Alexander-Rager acknowledged the permanent appointments of interim leaders Dr. Doug Bruce, Dr. David Stepnick, and Candy Mori, thanking them for their hard work. Lastly, Dr. Alexander-Rager concluded her report with updates on advocacy efforts in

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Washington, D.C., and Columbus, aimed at educating legislators about the real-world impacts of Medicaid cuts.

V. **Medical Staff Report – Dr. Joseph**

Dr. Walker introduced Dr. Joseph to present the report on behalf of the Medical Staff to the Board. Dr. Joseph highlighted the Doctor's Day celebration in April, which focused on resilience and adaptation during times of change. The event featured speakers including Dr. Bob Smith and was well received by attendees. The Medical Executive Committee (MEC) at-large elections are underway, with nominations closing on May 30. A new at-large member would be appointed in early June. The Medical Staff bylaws are under review, with plans to distribute proposed changes in early June and vote on them by the end of summer. The Board will receive the final version for approval. Dr. Joseph also reported that nominations for the Medical Hall of Honor closed on April 15, with 13 nominees, including two legacy candidates. The selection process will conclude by July, with a ceremony planned for November. Additionally, several faculty members were recognized by the Case Western Faculty Senate for their participation in the recent medical school graduation, including Dr. Stepnick and Dr. Chae who were recognized for their accomplishments. Dr. Joseph directed the Board to the MEC meeting minutes and the appointments, reappointments, and actions of the Credentialing Committee that were included in the meeting materials for review and asked for an approval of the MEC meeting minutes for March 14, 2025, and April 11, 2025, and the approval of the Medical Staff appointments, reappointments, and actions for the months of March and April 2025. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions and Reappointments for March and April 2025, along with the acceptance of the MEC minutes for March 14, 2025, and April 11, 2025, which was given, seconded and approved by majority vote.

RESOLUTION NO. 1961

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).

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Mr. Moss made a motion and Ms. Mendez 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 3:23pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 4:22pm and welcomed back the public virtually and those members of the public who remained in-person.

With no further business to bring before the Board, the meeting adjourned at approximately 4:23pm.

NEXT MEETING: Wednesday, June 11, 2025 – 4:30 pm - 6:30 pm
MetroHealth Board Room (K107) or via Zoom

Respectfully Submitted,

E. Harry Walker, MD, Chairperson
Board of Trustees

RECOMMENDATION FOR THE APPROVAL OF RESTATEMENT OF THE NAME OF THE HEALTH EQUITY & DIVERSITY COMMITTEE

Recommendation

The Health Equity & Diversity Committee ("Committee") of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends that the Board and the Governance Committee of the Board approve restating the Committee's name to the "Population and Community Health Committee."

Background

The Committee has operated under the name of "The Health Equity & Diversity Committee." The Committee now recommends restating the name to "The Population and Community Health Committee." The purpose of the Committee remains to promote and ensure compassionate and holistic care for all patients within the System and the communities it serves by identifying and addressing health outcomes, develop strategies to improve health outcomes across all sub-groups within the population that the System serves, and providing healthcare access and delivery for all.

APPROVAL OF AMENDMENT TO RESTATE TO THE NAME OF THE HEALTH EQUITY
& DIVERSITY COMMITTEE

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") and the Governance Committee of the Board have been presented a recommendation by the Health Equity & Diversity Committee of the Board ("Committee") for the approval of a restatement to its name;

WHEREAS, the Committee desires to change its name to the Population and Community Health Committee;

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

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves restating the name of the Committee to the "Population and Community Health Committee."

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

June 11, 2025

RECOMMENDATION FOR THE APPROVAL OF CEO OFFICIAL CAPACITY APPOINTMENT

Recommendation

The Governance Committee of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends the designation, on a continuing basis, of the System's President and Chief Executive Officer ("CEO") to serve in her official capacity as CEO on the board of The Center for Health Affairs.

Background

The System has long believed its support of and participation in nonprofit and governmental partner entities is an important means to fulfilling the System's mission of improving the health of the community, including by addressing social determinants of health. One way in which the System supports such partner entities is by approving System representatives to serve on the board of partner entities in their official capacity as a System representative.

In accordance with Board policy BOT-07 (Delegations of Authority), official capacity appointments involving the CEO must be reviewed and approved by the Board. The Board desires that the System's CEO continue to serve on the board of The Center for Health Affairs.

APPROVAL OF CEO OFFICIAL CAPACITY APPOINTMENT

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation that the Board designate, on a continuing basis, the System's President and Chief Executive Officer ("CEO") to serve in her official capacity as CEO on the board of The Center for Health Affairs; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board, consistent with its obligations under Board policy BOT-07 (Delegations of Authority), hereby approves the System's CEO to continue serving on the board of The Center for Health Affairs.

BE IT FURTHER RESOLVED, the CEO shall represent the System and the System's interests and shall have no other conflict of interest in The Center for Health Affairs.

BE IT FURTHER RESOLVED, if the CEO becomes unable or unavailable to serve in this official capacity role with The Center for Health Affairs, the CEO is hereby authorized to appoint a replacement representative from System leadership with relevant expertise and experience.

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the CEO to take any action and to prepare any documentation necessary consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

June 11, 2025

RECOMMENDATION FOR THE APPROVAL OF BOARD MANAGEMENT SOFTWARE

Recommendation

The Governance Committee of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends that the Board approve the selection of board management software as fully described in Attachment A hereto, for costs not to exceed the amounts shown.

Background

The System issued a public bid for board management software that will be utilized by the System and the Board as a repository for board information and materials and provide Board members with real-time access to such information and materials. The board management software will provide secure, convenient access to information anytime, anywhere and enable Board members to focus on strategic decision-making rather than administrative tasks.

In addition to the Board, the System expects that the selected board management software will be made available for use by its affiliated entities, including The MetroHealth Foundation.

APPROVAL OF BOARD MANAGEMENT SOFTWARE

RESOLUTION XXXX

WHEREAS, the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") has been presented a recommendation for the selection of board management software as fully described in Attachment A hereto,

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 selection of board management software as described in Attachment A, for costs not to exceed the amounts shown.

BE IT FURTHER RESOLVED, the System's President and Chief Executive Officer (or designee) are hereby authorized to take necessary actions, including the negotiation and execution of agreements and other documents consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

June 11,2025

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 THE METROHEALTH SYSTEM. THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.



Christine Alexander-Rager, MD

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

June 2025

President's Report to the Board of Trustees

Good afternoon, Trustees:

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

I want to start off by inviting each of you to MetroHealth Juneteenth Freedom Fest, this Saturday, June 14, noon to 8 p.m., on Mall C in Downtown Cleveland. Our system is proud to again sponsor this free, family-friendly event, which celebrates the end of slavery and the power of freedom.

Here are a few highlights since we last met:

- On Friday, May 30, I joined our fellow Clark-Fulton neighbors, community leaders and business owners in celebrating the grand opening of CentroVilla25. The new venture and business hub will help strengthen the Clark-Fulton neighborhood by bringing people together, promoting healthy living, celebrating culture and empowering local entrepreneurs. Please join me in congratulating **Jenice Contreras, MBA**, and the rest of The Northeast Ohio Hispanic Center for Economic Development team for bringing this vision to life.
- Last week, I had a productive and engaging meeting with Cleveland City Council President **Blaine Griffin**. As I continue to reach out to local leaders for one-on-one meetings, I am enjoying building relationships and seeing how we can work together to better serve the people of Greater Cleveland.
- Last Friday, I was honored to participate in MetroHealth's 2nd Annual Gun Violence Awareness Event at The Glick Center. MetroHealth caregivers were joined by scores of patients, visitors, community partners, local leaders, elected officials, public safety officers, survivors of gun violence and others – all with the shared goal of supporting those affected by gun violence, providing resources, raising awareness, educating each other and building relationships to address gun violence in our community. I want to thank MetroHealth Injury Prevention & Outreach Coordinator **Anthony Zalewski**, Trauma Surgeon **Dr. Vanessa Ho** and the rest of the MetroHealth Gun Violence Prevention Committee for their relentless passion on this issue and for organizing this powerful event.
- Early Saturday morning, I joined almost 1,000 attendees and participants at the Cleveland Metroparks Zoo for the 9th Annual MetroHealth Resiliency Run, which raises awareness and financial support for trauma and burn survivors. Thank you to all the MetroHealth caregivers, organizers and volunteers who were up early on a Saturday



Christine Alexander-Rager, MD

President and CEO
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morning to make this event such a success and to support some of our most inspiring patients.

- Later in the day on Saturday, I was beyond proud to attend the 10th Annual Pride in the CLE event in Downtown Cleveland. MetroHealth was a “Speak Out Partner” and one of three leading sponsors for this annual event of celebration and determination. MetroHealth’s commitment to our Pride Network team, our Pride patients and our region’s LGBTQ+ community is unwavering, unshakable and unbreakable. MetroHealth’s Pride Clinic was established more than 15 years ago as the first of its kind in Northeast Ohio and one of the first in the nation. We provide a safe, affirming place for the lesbian, gay, bisexual, transgender, queer and intersex community to receive care. We will continue to build upon this legacy.

Thank you again, Trustees, for all you do for MetroHealth. If you are blessed to be fathers, I want to wish you an early Happy Father’s Day.

With deep appreciation,

Christine Alexander-Rager, MD

President and CEO
The MetroHealth System

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

* * * * *

RESOLUTION _____

WHEREAS, on October 8, 2024, during a Special Meeting, the Board of Trustees (“Board”) of The MetroHealth System (“System”) unanimously approved and appointed Christine Alexander Rager, MD (“Dr. Alexander”) as the System’s President and Chief Executive Officer (hereinafter, the “CEO”),

WHEREAS, the Board Chair and Dr. Alexander executed an employment agreement effective as of October 8, 2024 for Dr. Alexander to serve as the System’s CEO for a period of fifteen (15) months (“Current Employment Agreement”);

WHEREAS, the Current Employment Agreement will expire on January 8, 2026;

WHEREAS, for purposes of stability and operational necessity, the Board desires to enter into a new employment agreement with Dr. Alexander for her to serve as the System’s CEO commencing on January 8, 2026;

WHEREAS, BOT-06 (Executive Compensation), permits the Board to appoint and fix the compensation of the CEO.

NOW, THEREFORE, BE IT RESOLVED, in accordance with its authority in Section 339.07 of the Ohio Revised Code, the Board hereby authorizes the Board Chair, together with the System’s advisors and Chief Legal Officer, to engaged in discussions and conducted negotiations with Dr. Alexander regarding the terms of a new employment agreement between the System and Dr. Alexander for her to serve as the System’s CEO commencing on January 8, 2026 (“New Employment Agreement”).

BE IT FURTHER RESOLVED, the terms of the New Employment Agreement will be provided to the Board for approval and that subject to such approval, the Board authorizes the Board Chair to execute the New Employment Agreement on behalf of the System.

AYES:

NAYS:

ABSTAINED:

ABSENT:

DATE: