



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – 6/11/2025**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
<u>MINUTES</u>	
Minutes – Approval of Board Meeting Minutes May 28, 2025	19692
<u>CONSENT AGENDA</u>	
Approval of Amendment to Restate to the Name of the Health Equity & Diversity Committee	19693
Approval of CEO Official Capacity Appointment	19694
Approval of Board Management Software	19695
<u>OTHER BOARD ITEMS</u>	
Authorization and Approval to Enter Into an Employment Agreement For a President and Chief Executive Officer	19696

Approval of Board Meeting Minutes May 28, 2025

RESOLUTION 19692

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of May 28, 2025, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the minutes of the Regular Meeting of May 28, 2025, as presented.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

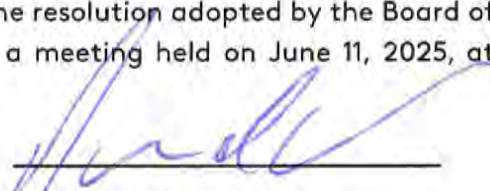
NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: June 11, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on June 11, 2025, at which a quorum was present.


James A. Wellons, Esq.
Corporate Secretary

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 19693

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: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers,
Dr. Walker

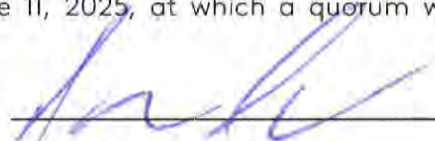
NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: June 11, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on June 11, 2025, at which a quorum was present.



James A. Wellons, Esq.
Corporate Secretary

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 19694**

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: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers,
Dr. Walker

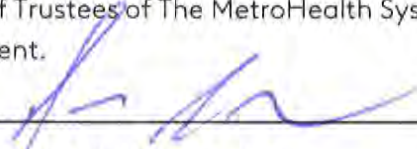
NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: June 11, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on June 11, 2025, at which a quorum was present.



James A. Wellons, Esq.
Corporate Secretary

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 19695

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: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziejdzicki,
Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers,
Dr. Walker

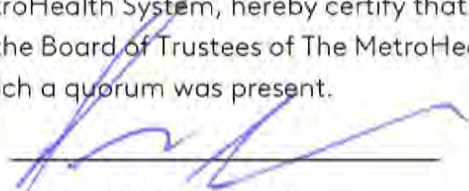
NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: June 11, 2025

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James A. Wellons, Esq.
Corporate Secretary

June 11, 2025

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June 11,2025

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

RESOLUTION 19696

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: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers,
Dr. Walker

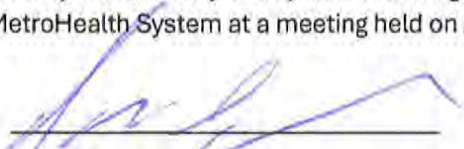
NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: June 11, 2025

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