

The MetroHealth System Board of Trustees

BOARD MEETING

Wednesday, August 27, 2025

3:00pm - 5:30pm

MetroHealth Board Room (K107) and Virtual

Meeting Minutes

- Trustees:** Artis Arnold, III-I, John Corlett-R, Sharon Dumas-I, Ronald Dziedzicki-R, Dolores (Lola) Garcia-R (late), Adam Jacobs, Ph.D.-R (late), Nancy Mendez-I, John Moss-I, Michael Summers-I, E. Harry Walker, M.D.-I¹
- Staff:** Christine Alexander-Rager, M.D.-I, Rita Andolsen-I, Peter Benkowski-I, James Bicak-I, Kate Brown-I, Robert (Doug) Bruce, M.D.-R, John Chae, M.D.-I, Nabil Chehade, M.D.-I, Marie Crandall, M.D.-I, Jennifer (Nikki) Davis-I, William Dube-I, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Joseph Greiner-I, Geoff Himes-I, Ryan Johnson-I, Kinsey Jolliff-I, Brian Kovach-I, William Lewis, M.D.-I, Dr. Candy Mori-I, Kate Nagel-I, Sarah Partington-I, Allison Poullos-I, Tamiyka Rose-I, Aparna Roy, M.D.-R, Erin Smith-R, Brendan Sorg-I, Deborah Southerington-I, David Stepnick, M.D.-I, Joseph Tagliaferro, M.D.-R, 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 3:05pm, 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 July 23, 2025 meeting as presented, which was given, seconded, and approved by majority vote. RESOLUTION NO. 19699

II. **Mission Moment**

Dr. Alexander-Rager provided opening remarks prior to the presentation of the mission moment video. The Mission Moment deviated from the usual patient-

¹ I-In-person, R-Remote

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centered story to highlight the retirement of a long-serving staff member, Dr. Ferguson, who embodied the organization's mission throughout his career. His daughter, also a staff member, sought to honor him, prompting a special celebration captured by the communications team. Dr. Ferguson reflected on his journey from an LA County Hospital to MetroHealth, emphasizing the importance of compassion and patient care. Colleagues praised his legacy, noting his universal respect and the inspiration he provided to others.

III. Committee Reports

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

Dr. Walker reported on the Facilities and Planning Committee meeting held on August 13, 2025. The Committee reviewed the status of the campus transformation project, including updates on the Glick Center, which is nearing completion. Discussions also covered the Outpatient Health Center infrastructure and ambulatory enabling projects. A facilities management update was provided, focused on legacy buildings and future phasing plans. A resolution was introduced to expand the use of previously approved funds for capital expenditures at Bell Greve, Rammelkamp, Business Services, and other main campus buildings. This adjustment was necessitated by the decision to retain the old outpatient building to support services transitioning into the new facility. The resolution did not require new funding, as it repurposed existing approved allocations.

B. Quality, Safety and Experience Committee – *M. Summers*

Mr. Dziedzicki provided a summary of the Quality, Safety and Experience Committee meeting held earlier in the day. The meeting began with a "Great Catch" presentation from emergency department staff members, highlighting a successful intervention that prevented harm. The in-person Great Catch presentation replaced the usual video format and was well received. Ms. Wainwright discussed the Continuous Performance Improvement (CPI) program, which is being leveraged across the MetroHealth System to enhance patient outcomes, employee satisfaction, and financial performance. The Committee received updates regarding accreditation, preparations for the Joint Commission along with the culture of safety survey results, benchmarking comparisons with peer institutions nationwide.

C. Finance Committee – *J. Moss*

Mr. Moss delivered the Finance Committee report, detailing the joint meeting of the Investment and Finance Committees held earlier in the day. Clearstead presented second-quarter investment results, outlining the structure of MetroHealth's financial assets. The System maintains three investment buckets: non-reserve (including equities and fixed income, totaling approximately \$185 million), Captive insurance (\$115 million), and reserve funds (\$256 million). Due to strong equity markets and

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long-term financial concerns, Clearstead recommended reallocating \$30 million from equities to bonds, reducing equity exposure from 25% to 20%, aligning with 2018 levels. Mr. Himes then presented the System's financial performance for the second quarter of 2025. EBIDA stood at \$42.6 million - falling \$24 million below budget, but \$8 million higher than the previous year. Pharmacy revenue increased by \$40 million over the last year, offset by \$26 million in related expenses. Overall revenue increased by \$90 million (10%), offset by an \$81 million (10%) increase in expenses, resulting in an \$8 million net gain year-over-year, but an \$11 million shortfall against budget. Assets totaled approximately \$2.8 billion. Payer mix comparisons between 2024 and 2025 showed stability in Medicare (43%), a rise in commercial insurance (43% to 46%), and a decline in Medicaid (32% to 28%). Self-pay increased from 4% to 5.2% for inpatient services. Outpatient trends mirrored these shifts, with Medicaid dropping from 27% to 25% and self-pay increasing from 6.6% to 7.6%. Days cash on hand decreased from 125 in 2024 to 117, down from 154 in 2019. Mr. Moss concluded by noting that while volume and revenue continue to grow, expenses are outpacing budget projections, particularly due to pharmacy costs and payer mix changes.

IV. Consent Agenda

A. Facilities & Planning Committee -

- i. The Board approved the Recommendation to Expand Use of Previously Approved Funds to Include Capital Expenditures for Bell Greve, Rammelkamp, Business Services and Other Main Campus Buildings by majority vote.

RESOLUTION NO. 19701

Finance Committee -

- ii. The Board approved the Approval of Use of Remaining Series 2017 Bond Proceeds for Previously Approved Capital Expenditures for System's Apex Project by majority vote.
- RESOLUTION NO. 19702

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 August 2025, which was included in the meeting material. Dr. Alexander-Rager addressed recent developments that were not included in the packet due to timing—specifically, the recent announcement regarding site consolidations aimed at financial stabilization.

Dr. Alexander-Rager clarified that the changes were not closures but strategic consolidations to optimize space and resources. Offices affected included Broadview Heights Sports Medicine, Medina Health Center, Rocky River Health Center, State Road Family Practice, Westlake Physical Therapy, and the dental practice at Old Brooklyn Medical Center. Additionally, a contract with JFSA's Allyson's Place Medical Clinic expired. Staff from these locations would be

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reallocated to expand hours and services at other centers, enhancing patient access. Dr. Alexander-Rager emphasized the positive impact of these changes and the importance of transparent communication. Dr. Alexander-Rager hosted a fireside chat with staff to explain the rationale and implications of the decisions, similar to previous town halls following workforce reductions. The fireside chats will continue monthly through year-end, with a reassessment in early 2026.

Dr. Alexander-Rager acknowledged the challenges faced over the past six weeks but praised staff for their resilience and commitment to the mission.

VI. Medical Staff Report

Dr. Tagliaferro, in Dr. Joseph's absence, presented the medical staff report for July 2025 and summarized the new provider appointments, actions, and reappointments approved by the credentialing committee which was included in the meeting packet. Dr. Walker requested a motion to approve the medical staff providers appointments, actions, and reappointments for July 2025, which was given, seconded and approved by majority vote. RESOLUTION NO. 19700

VII. Executive Session

Before entering executive session, Patient Advocate Gail Long addressed the Board. Ms. Long expressed concern about potential reductions in uncompensated care eligibility, urging the Board to uphold the mission of serving all patients regardless of income. Ms. Long emphasized the importance of maintaining the current poverty threshold and warned against losing patients to other systems. Ms. Long encouraged the Board to engage the community more actively, noting that many residents are willing to advocate for the hospital. Ms. Long's remarks were acknowledged and appreciated by the Chair.

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; and to consider details relative to the security arrangements and emergency response protocols for a public body or a public office, if disclosure of the matters discussed could reasonably be expected to jeopardize the security of the public body or public office, as defined by ORC 121.22(G). Ms. Mendez 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 3:24pm.

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Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 6:08pm and welcomed back the public virtually and those members of the public who remained in-person. Dr. Walker thanked the Board for their thoughtful participation in executive session. Dr. Walker commended Dr. Alexander-Rager and the management team for their efforts to address the surge in charity care responsibly. The proposed plan aims to balance mission-driven service with financial sustainability by fostering partnerships among the health system, patients, and the broader community. Dr. Walker highlighted the importance of enrolling patients in insurance programs to ensure equitable cost-sharing and preserve resources for those in greatest need. Additionally, Dr. Walker acknowledged support from faith-based organizations and other community partners committed to helping patients navigate insurance enrollment. The Board expressed optimism about building a healthier, more sustainable community through collaboration.

With no further business to bring before the Board, the meeting adjourned at approximately 6:10pm.

NEXT MEETING: **Wednesday, October 22, 2025 – 3:00 pm - 5:30 pm**
MetroHealth Board Room (K107) or Virtual

Respectfully Submitted,

E. Harry Walker, MD, Chairperson
Board of Trustees

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 September 30, 2025, at which a quorum was present.



James A. Wellons, Esq.
Corporate Secretary