SPECIAL BOARD MEETING

Wednesday, November 5, 2025
3:00pm - 4:00pm
MetroHealth Board Room (K107) and Virtual

Meeting Minutes

Trustees: Artis Arnold, III-I, John Corlett-I, Sharon Dumas-I, Ronald Dziedzicki-I, Dolores (Lola) Garcia-R, Adam Jacobs, Ph.D.-I, Nancy Mendez-R, John Moss-I, Michael Summers-I, E. Harry Walker, M.D.-I[1]

Staff: Christine Alexander-Rager, M.D.-I, Rita Andolsen-I, Peter Benkowski-I, James Bicak-I, Michelle Block-I, Victoria Bowser-I, Kate Brown-I, Robert (Doug) Bruce, M.D.-I, Joseph Golob, M.D.-I, Natalie Joseph, MD-I, Brian Kovach-I, Thomas Lowenkamp-I, Dr. Kate Fox-Nagel-R, Allison Poulios-I, Jeff Rooney-I, Tamiyka Rose-I, Deborah Southerington-I, David Stepnick, M.D.-I, James Wellons-I[1]

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 3:10pm, 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 October 22, 2025 meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19707

II. Committee Reports

A. Finance Committee - *J. Moss*

Mr. Moss provided a report summarizing the Finance Committee's meeting held earlier in the day. Mr. Moss noted that the third quarter's financial performance was exceptionally strong, marking the best quarter in recent years. MetroHealth

[1] I-In-person, R-Remote

achieved an EBIDA of approximately $90 million, reflecting robust revenue growth across multiple service lines, highlighting pharmaceutical operations' strong financial performance. Mr. Moss emphasized that strategic investments over the past several years have strengthened MetroHealth's cash position, enabling continued operational stability and growth. The Finance Committee also reviewed and approved the proposed budget for fiscal year 2026, which will be submitted to the Government of Cuyahoga County for consideration. Additionally, the Committee authorized expenditures related to a non-profit affiliate and reaffirmed annual purchasing policies and procedures.

III. Consent Agenda

A. Finance Committee -

i. The Board unanimously approved the Approval of a Proposed Budget for The MetroHealth System for the 2026 Fiscal Year and To Authorize the Submission of the Same to the Government of Cuyahoga County, Ohio.
RESOLUTION NO. 19708

ii. The Board unanimously approved the Approval of Certain Annual Purchasing Policies and Procedures of The MetroHealth System.
RESOLUTION NO. 19709

IV. 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 3:15 pm.

V. Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 3:45 pm and welcomed back the public.

VI. Recommendation/Resolution Approvals

A. Recommendation for the Approval of Support of a Nonprofit Affiliate

Dr. Walker asked for a motion to approve the resolution for the Approval of Support of a Nonprofit Affiliate which was given, seconded, and approved of with a 9-1 vote, Mr. Corlett opposed. RESOLUTION NO. 19710

With no further business to bring before the Board, the meeting adjourned at approximately 3:47pm.

NEXT MEETING: **Wednesday, November 19, 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 November 19, 2025, at which a quorum was present.

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James A. Wellons, Esq.
Corporate Secretary