The MetroHealth System Board of Trustees

BOARD MEETING

Wednesday, November 19, 2025
3:00pm - 5:30pm
MetroHealth Board Room (K107) and Virtual

Meeting Minutes

Trustees: Artis Arnold, III-I, John Corlett-I, Ronald Dziedzicki-I, Dolores (Lola) Garcia-I, Adam Jacobs, Ph.D.-I, Nancy Mendez-I (late), 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, Robert (Doug) Bruce, M.D.-I, John Chae, M.D.-R, Nabil Chehade, M.D.-I, Joe Frolik-I, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Ryan Johnson-R, Natalie Joseph, M.D.-I, Dr. Candy Mori-I, Kate Nagel-I, Sarah Partington-I, Allison Poulios-I, Amanda Roe-I, Jeff Rooney-I, Tamiyka Rose-I, Aparna Roy, M.D.-I, Deborah Southerington-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 3:00pm, 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 November 5, 2025 meeting as presented, which was given, seconded, and approved by majority vote. RESOLUTION NO. 19711

II. Mission Moment

Dr. Alexander introduced the Mission Moment video, highlighting MetroHealth's evolving approach to community health fairs, emphasizing a shift toward smaller, localized events that foster deeper connections with community members. The health fairs now integrate Medicaid and marketplace enrollment assistance, as well as MetroHealth's financial assistance program, ensuring comprehensive support for uninsured individuals.

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

Testimonials highlighted the transformative impact of these fairs, with attendees expressing relief and gratitude for assistance with insurance coverage and access to care.

III. Committee Reports

A. Audit and Compliance – *S. Dumas*

Mr. Arnold presented the Audit & Compliance committee report on behalf of Ms. Dumas. The committee convened on November 12, 2025, and received a pre-audit briefing from Plante Moran, the external auditors for fiscal year 2025. The presentation covered engagement timelines, governance communications, single audit requirements, and MetroHealth's responsibilities under AU216 standards. Additionally, Ethics and Compliance outlined their work plan through March 2026, which includes a fraud risk assessment in collaboration with Internal Audit. The committee also reviewed third-quarter compliance metrics, noting an average case resolution time of 28 days. The meeting concluded with the adoption of the Internal Audit Department Charter.

B. Facilities & Planning – *E. Walker*

Dr. Walker presented the Facilities & Planning committee report. The committee met on November 12, 2025, reviewing the committee charter and received an RSM report addressing payment requests for the transformation project. The audit identified and corrected errors, resulting in cost savings. Updates were provided on campus transformation progress, outpatient health center development, ambulatory projects, and ongoing design and construction initiatives. The committee also discussed updates on legacy building demolition plans and emergency department expansion.

C. Governance Committee – *M. Summers*

Mr. Summers presented the Governance committee report as the committee met earlier in the day. The meeting centered on consent agenda items, including bylaw revisions and committee charter updates. Most changes were procedural, aimed at clarifying governance practices. A significant amendment to the Charters codified that non-committee members attending meetings cannot vote, reinforcing the Board's intent to delegate decision making to assigned committee members. The committee also introduced the establishment of the Strategy Committee, formalizing what had previously been an ad hoc approach to strategic planning. While strategic oversight remains a core Board responsibility, the new committee will conduct in-depth analyses and present recommendations for the Board's consideration.

IV. Consent Agenda

A. Governance Committee -

The Board approved the Approval of Revisions to Bylaws. RESOLUTION NO. 19712

B. The Board approved the Approval of Committee Charter updates. RESOLUTION NO. 19713

C. The Board approved the Approval of New Strategy Committee Charter. RESOLUTION NO. 19714

D. The Board approved the Approval of Revisions to Board Policy BOT-08 (Board Expenses and Reimbursement). RESOLUTION NO. 19715

E. The Board approved the Approval of Revisions to Board Policy BOT-09 (CEO Expense Reimbursement). RESOLUTION NO. 19716

V. President and CEO's Report – *C. Alexander-Rager*

Dr. Alexander-Rager delivered the President and CEO report, highlighting a press conference on November 3, 2025, addressing the death of a patient, Tasha Grant, expressing deep condolences and underscoring MetroHealth's dedication to transparency and staff support during challenging circumstances. Dr. Alexander-Rager also reported on the successful presentation of MetroHealth's 2026 budget to the Cuyahoga County Council. Additional updates include MetroHealth's recognition as one of the nation's most digitally advanced health systems, achieving Level 10 status in the CHIME Digital Most Wired Survey, a distinction earned by only 18 organizations nationwide. Leadership updates included the appointment of Dr. Eric Dobson as Interim Chair of Psychiatry and Dr. Britt Nielsen as Vice Chair of Psychiatry, alongside acknowledgment of Dr. Charles Emerman's contributions during the transition.

VI. Medical Staff Report – *Dr. Joseph*

Dr. Walker introduced Dr. Joseph to present the medical staff report. Dr. Joseph began with the announcement of the appointment of Dr. John Vargo as the Medical Staff Chair, following a distinguished career at the Cleveland Clinic. Appreciation was extended to Dr. Catherine Curley for her exemplary service as Interim Chair. Dr. Joseph provided clarification regarding recent psychiatry resignations, attributing most to organizational changes at Recovery Resources rather than systemic issues within MetroHealth. Dr. Joseph directed the Board to the medical staff report included in the meeting material and asked for approval the Medical Staff Providers Appointments, Reappointments, and Actions of the Credentialing Committee for the month of October 2025. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions and Reappointments for October 2025, which was given, seconded and unanimously approved. RESOLUTION NO. 19717

VII. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss hospital trade secrets as defined by 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 as defined by ORC 121.22(G). Ms. Garcia 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 3:40pm.

Return to Open Meeting
Following the executive session, the meeting was reconvened in open session at approximately 5:28pm and welcomed back the public virtually and those members of the public who remained in-person.

VIII. Recommendation/Resolution Approvals

A. Recommendation to Amend Operating Agreements of Certain Affiliates

Dr. Walker noted the Board heard from management on the reason for this resolution and had an opportunity to discuss in executive session. Dr. Walker asked for a motion on the resolution to Amend Operating Agreements of Certain Affiliates, which was given, seconded and the resolution was approved unanimously. RESOLUTION 19718

With no further business to bring before the Board, the meeting adjourned at approximately 5:30pm.

NEXT MEETING: **Wednesday, December 10, 2025 – 3:30 pm - 5:00 pm**
MetroHealth Board Room (K107) and 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 December 10, 2025, at which a quorum was present.

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James A. Wellons, Esq.
Corporate Secretary