



Board of Trustees Meeting

The MetroHealth System

MetroHealth Board Room K107 - 2500 MetroHealth Dr., Cleveland, OH 44109

2025-11-19 15:00 - 17:30 EST

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The MetroHealth System Board of Trustees

FULL BOARD MEETING

DATE: Wednesday, November 19, 2025
TIME: 3:00pm – 5:30pm
PLACE: MetroHealth Board Room (K107) or via YouTube Stream:
<https://www.youtube.com/@metrohealthCLE/streams>

AGENDA

I. Approval of Minutes

Minutes of November 5, 2025 meeting of the Board of Trustees

II. Mission Moment

III. Committee Reports

- A. Audit & Compliance Committee – *S. Dumas*
- B. Facilities & Planning Committee – *E. Walker*
- C. Governance Committee – *M. Summers*

IV. Consent Agenda

- A. Approval of Revisions to Bylaws
- B. Approval of Committee Charter Updates
 - 1. Audit and Compliance Committee
 - 2. Executive Committee
 - 3. Facilities & Planning Committee
 - 4. Finance Committee
 - 5. Governance Committee
 - 6. Human Resources and Compensation Committee
 - 7. Population & Community Health Committee
 - 8. Quality, Safety & Experience Committee
- C. Approval of New Strategy Committee Charter
- D. Approval of Revisions to Board Policy BOT-08 (Board Expenses and Reimbursement)

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- E. Approval of Revisions to Board Policy BOT-09 (CEO Expense Reimbursement)
- V. **President and CEO's Report – C. Alexander-Rager**
- VI. **Medical Staff Report – Dr. Joseph**
 - A. Approval of Medical Staff Providers Appointments, Actions and Reappointments for October 2025
- VII. **Executive Session**
- VIII. **Return to Open Meeting**
- IX. **Recommendation/Resolution Approvals**
 - A. Recommendation to Amend Operating Agreements of Certain Affiliates
 - B. Approval of 2026 Schedule of Regular Board Meetings of The MetroHealth System

The MetroHealth System Board of Trustees

FULL 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.-I¹

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 Poullos-I, Jeff Rooney-I, Tamiyka Rose-I, Deborah Southerington-I, David Stepnick, M.D.-I, James Wellons-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 3:10pm, 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

The MetroHealth System Board of Trustees

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.

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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

**RECOMMENDATION FOR THE APPROVAL OF
REVISIONS TO THE METROHEALTH SYSTEM BOARD OF TRUSTEE BYLAWS**

Recommendation

The Governance Committee of the Board of Trustees (“**Board**”) for The MetroHealth System (“**System**”) recommends that the Board approve changes to the System’s Board Bylaws (“Bylaws”) as described in **Exhibit A**.

Background

Pursuant to Article VIII (Section 6), the Governance Committee of the Board regularly reviews the Bylaws and makes necessary changes. The Governance Committee recommends changes to the Bylaws as described in **Exhibit A**. In addition to several clean-up and clarifying edits, these changes capture the revised name of the Population and Community Health Committee.

APPROVAL OF REVISIONS TO THE METROHEALTH SYSTEM BOARD OF TRUSTEE BYLAWS

RESOLUTION XXXXX

WHEREAS, the Board of Trustees (“**Board**”) of The MetroHealth System (“**System**”) has been presented a recommendation by the Governance Committee of the Board to approve changes to the System’s Board Bylaws (“**Bylaws**”) as described in **Exhibit A**;

WHEREAS, the Governance Committee of the Board has reviewed the recommended changes to the Bylaws and now recommends their approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the changes to the Bylaws as described in **Exhibit A**.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Exhibit A

THE METROHEALTH SYSTEM
BOARD OF TRUSTEES BYLAWS

Amendments and Revisions through November 19 2025 ~~January 2024~~

THE METROHEALTH SYSTEM BOARD OF TRUSTEES BYLAWS

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THE METROHEALTH SYSTEM

BOARD OF TRUSTEES BYLAWS

PREAMBLE: SOURCE AND AUTHORITY

The MetroHealth System has been established as a county hospital and operates and is governed by Chapter 339 of the Ohio Revised Code. These Bylaws have been adopted by the Board of Trustees (the "Board") pursuant to Chapter 339 of the Ohio Revised Code. Any reference to the Ohio Revised Code shall mean the Code as now in effect or as may hereafter be amended and to the corresponding provisions of any similar laws subsequently enacted to those sections and provisions.

ARTICLE I: NAME

The name of this organization shall be The MetroHealth System. The MetroHealth System is the governing authority for an integrated system of health care facilities and programs operated by the organization. The term "organization" when used hereinafter may refer to the entire system or an individual component thereof as the context indicates.

ARTICLE II: ROLE AND PURPOSE

Section 1. Role and Purpose.

The role and purpose of the organization shall be to provide any or all health care or medical services, whether inpatient or outpatient services, diagnostic, treatment, care or rehabilitation services; wellness services; services involving the prevention, detection and control of disease; home health services or services provided at or through various facilities; education, training and other necessary and related services for the health professions; promote and carry on biomedical, health services and other related research; management or operation of any hospital facilities and the management, operation or participation in programs, projects, activities and services useful to, connected with, supporting or otherwise related to the foregoing health, wellness and medical services; wellness programs; and such other activities in furtherance of the foregoing health, wellness and medical services that may be in the best interests of the organization or the persons served by the organization or necessary to perform its mission and functions and respond to change in the health care industry as determined by the Board of Trustees.

Section 2. Mission Statement.

In order to provide a concise statement of the purposes and objectives of the organization for internal and external dissemination, the Board of Trustees shall develop and, from time to time, review and revise as necessary, a Mission Statement which shall be considered an addendum to these Bylaws when approved by the Board.

ARTICLE III: RESPONSIBILITY AND DUTIES

Section 1. Responsibility.

In accordance with the applicable provisions of the Ohio Revised Code, the Board shall have the authority and responsibility for the entire management and control of the organization, and shall establish such rules for its governance and the delivery of health care services as are necessary and expedient. Nothing in these Bylaws shall be construed to limit the statutory authority of the Board in the conduct of the affairs of the organization. The Board shall retain the right to rescind any assignment, referral, or delegation of authority.

Section 2. Education and Orientation.

Trustees of the Board shall understand and fulfill their responsibilities. New Trustees shall participate in an orientation program. Administrative leadership will offer continuing education programs to and share ongoing information with Trustees to assist them in understanding and fulfilling their responsibilities.

Section 3. Standard of Care; Duties.

A Trustee shall perform the duties of a Trustee, including the duties as a member of any committee of the Trustees upon which the Trustee may serve, in good faith, in a manner the Trustee reasonably believes to be in or not opposed to the best interests of the organization, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Trustee, a Trustee is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, ~~that~~which are prepared or presented by the following:

- (1) One or more Trustees, officers, or employees of the organization who the Trustee reasonably believes are reliable and competent in the matters prepared or presented;
- (2) Counsel, public accountants, or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competence; and/or
- (3) A committee of the Trustees upon which the Trustee does not serve, duly established in accordance with a provision of the Bylaws, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

For purposes of this section, in determining what a Trustee reasonably believes to be in or not opposed to the best interests of the organization, a Trustee shall consider the purposes of the organization and may consider any of the following:

- (1) The interests of the employees, suppliers, creditors, and customers of the organization;
- (2) The economy of this state and of the nation;
- (3) Community and societal considerations; and,
- (4) The long-term and short-term best interests of the organization, including, but not limited to, the possibility that those interests may be best served by the continued independence of the organization.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. Appointments.

Trustees shall be appointed pursuant to the provisions of Ohio Revised Code Section 339.02.

Section 2. Term of Office.

The number of members of the Board shall be ten (10) as provided in Ohio Revised Code Section 339.02 and each Trustee shall serve a term of office of six (6) years, or such shorter term as may be required by the provisions of Ohio Revised Code Section 339.02.

Section 3. Conflict of Interest and Qualification.

A policy of the Board relative to conflict of interest, consistent with the applicable provisions of the Ohio Revised Code, shall be adopted by the Board.

Pursuant to Ohio Revised Code Section 339.02, no more than two Trustees shall be electors of the area served by the organization that is outside Cuyahoga County. Each Trustee shall be qualified to vote on any issue that may properly come before any meeting of the Board and to hold any office of the Board to which such Trustee may be elected or appointed, subject to the conflict of interest policy of the Board and the provisions of the Ohio Revised Code.

Section 4. Vacancies; Removal; Resignation.

All vacancies which occur on the Board by reason of expiration of term, death, resignation or removal from office shall be filled by the appointment of a new Trustee to fill the unexpired term, in accordance with the Ohio Revised Code. Any Trustee may be removed from office in accordance

with the provisions of the Ohio Revised Code. Any Trustee may resign at any time by giving written notice of such resignation to the Chairperson of the Board.

Section 5. Principal Office.

The principal office of the Board shall be located at The Glick Center, 2500 MetroHealth Drive, Cleveland, Ohio 44109-1998 unless the Board designates another location.

ARTICLE V: REGULAR AND SPECIAL MEETINGS

Section 1. Regular Meetings and Open Meetings Policy.

The Board shall hold regular meetings at its principal office, or other convenient location as designated by the Chairperson of the Board, no less frequently than four times per year. A Schedule of Board and committee meetings for the coming year shall be adopted by the Board at its last regular meeting of the preceding year, and such schedule shall be made available to the general public upon request, in accordance with the Ohio Revised Code.

A policy of the Board relative to the open meetings law, consistent with the requirements of the Ohio Revised Code, shall be adopted by the Board.

Section 2. Quorum.

The number of Trustees that constitutes a quorum for regular and special meetings of the Board shall be the number required by Section 339.02 of the Ohio Revised Code or any successor provision thereto.

Section 3. Agendas and Procedures for Meetings.

Agendas for regular meetings of the Board shall be prepared by the President and Chief Executive Officer of the organization in consultation with the Chairperson of the Board. In addition to such items of current business as may be presented by the Chairperson for consideration at Board meetings, the following matters shall be considered by the Trustees at each regular meeting of the Board:

- a. Approval of minutes of previous meeting;
- b. Approval of expenditures for capital improvement above certain limits as may be established by the Board from time to time and such operating expense approvals as may be required by the Board from time to time;
- c. Approval of privileges for clinical practitioners and appointments of privileged practitioners as members of the medical staff of the organization and review of Medical Executive Committee minutes; and
- d. Such other matters as may be properly brought before the Board.

Any Trustee may cause an item to be included on the agenda of the next meeting of the Board by submitting it to the Chairperson of the Board at least ten days before the Board meeting.

Section 4. Special Meetings.

Special meetings of the Board shall be held upon the call of the Chairperson of the Board or upon the request, in writing, of any three Trustees. Pursuant to such notice, the Chairperson shall call a special meeting of the Board within ten days of the receipt of such request.

Written notice of a special meeting shall be transmitted to each Trustee at least forty-eight (48) hours before the date of such special meeting. This notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting. The Trustees may waive such notice with the waiver effective only upon receipt of a written waiver from each Trustee.

Section 5. Emergency Meetings.

When a situation requires immediate official action, an emergency meeting of the Board may be held upon the call of any Officer of the Board or upon the request, in writing, of any three Trustees. Pursuant to such notice, the Chairperson shall call an emergency meeting of the Board immediately. Written notice of the emergency meeting shall be transmitted to each Trustee as soon as practicable before the emergency meeting. This notice shall state the business for which the emergency meeting has been called, and no business other than that stated in the notice shall be transacted at such emergency meeting.

Section 6. Annual Meeting/Election of Officers.

The regular March meeting of the Board shall be the Annual Meeting of the Board. At the meeting, Officers of the Board shall be elected and assume office.

Section 7. Special Meeting to Evaluate Mission and Board's Performance.

The Board shall hold a special meeting not less than once biennially to review the organization's mission and to evaluate the Board's role and performance related to achieving that mission unless the Board has otherwise accomplished such review and evaluation through regular meetings and/or Board retreats.

Section 8. Meeting by Authorized Communications Equipment.

Trustees or any member of a committee of the Board may participate in and act at any meeting of such Board or committee by means of authorized communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute attendance and presence in person at the meeting and any such member shall be counted for purposes of determining whether a quorum is present and shall be permitted to vote. The Board

shall maintain a record of any vote or other action taken at a Board or committee meeting conducted by means of authorized communications equipment and such records shall identify the members attending by means of authorized communication equipment. “Authorized communications equipment” means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

ARTICLE VI: OFFICERS OF THE BOARD

Section 1. Officers and Term of Office.

The Officers of the Board may include a Chairperson, a Chair-Elect (elected to serve for the final year of the Chairperson’s service in such office), a Vice Chairperson, and a Secretary. All Officers shall be elected by the Board from among its own membership and shall hold office for a period of three years and until their respective successors shall have been duly elected and qualified. If the Chairperson serves two consecutive terms, she/he cannot serve as Chairperson for a minimum of three years from the end of the most recent term.

Section 2. Responsibility of Chairperson.

The Chairperson shall preside at all meetings of the Board, whether regular, special, or emergency, and shall be, ex-officio, ~~voting a~~ member of all committees of the Board. The Chairperson leads the Board and is the key liaison between the Board and the ~~President~~ ~~Chief Executive Officer~~ and also shall have responsibility for the other duties of the office as designated by the Board, set forth in applicable policies and as hereinafter described.

Section 3. Responsibility of the Chair-Elect.

The Chair-Elect shall act as the Chairperson in the absence of the Chairperson and, when so acting, shall have the power and authority of the Chairperson and shall preside at all meetings of the Board, and perform such duties as may be assigned by the Board or by the Chairperson.

The Chair-Elect shall:

- Become the MetroHealth Board of Trustees’ Chairperson at the next annual meeting of the Board of Trustees, unless a majority of the Board of Trustees elects otherwise; or in the event that the current Chair position becomes vacant for any reason;
- Participate in all Board and Committee meetings, as available;
- Co-Chair the Executive Committee;
- Be called upon to make official appearances and presentations, such as media briefings and community meetings, to supplement the efforts of the Chairperson;
- Attend briefing sessions between the Chairperson and the President and Chief Executive Officer;

- Be responsible for planning the next year's activities as Chairperson, including completion of committee appointments; and,
- Otherwise work with the Chairperson to develop a transition process where the Chair-Elect becomes familiar with the duties and functions of the Chairperson and assume such other duties and functions as delegated from time to time.

Section 4. Responsibility of Vice Chairperson.

The Vice Chairperson shall act, when there is no Chair-Elect, as Chairperson in the absence of the Chairperson and, when so acting, shall have the power and authority of the Chairperson.

Section 5. Responsibility of Secretary.

The Secretary shall have the responsibility for assuring that records of all Board meetings and actions, including minutes, journals and other legally required documents, are adequately kept and properly reported.

Section 6. Signature Authority

Any Officer of the Board is authorized to sign any document requiring the signature of an Officer of the Board. The Chairperson shall have signature authority for ~~the~~ The MetroHealth System as set forth in applicable policy and/or as designated by the Board.

ARTICLE VII: COMMITTEES OF THE BOARD

Section 1. Committee Structure.

Committees of the Board shall be either standing or special. Standing committees shall include: Executive Committee; Governance Committee; Facilities and Planning Committee; Finance Committee; Audit and Compliance Committee; Quality, Safety and Experience Committee; Population and Community Health Committee ~~Health Equity & Diversity Committee~~; Human Resources and Compensation Committee; and such other standing committees as the Board may authorize. Standing committees may meet jointly.

Special committees may be appointed by the Chairperson of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall stand discharged upon completion of said task. The Appellate Review Committee shall be a special committee.

Each Committee shall ensure that the Board is informed about the range of Committee activities and shall make recommendations for necessary action in their respective areas. The committee Chairperson, or other Trustee member in the absence of the Chairperson, shall report actions, recommendations, and information of the committee to the Board at the regular meeting of the Board immediately following such committee meeting.

Committees shall meet as often as deemed necessary by the committee Chairperson. Committee meetings shall be held at the organization's principal office or other convenient location as designated by the committee Chairperson.

Section 2. Committee Membership and Assignments.

Each standing committee shall have at least two Trustees on its membership. Committee assignments shall be made by the Chairperson of the Board, who shall also designate the Trustee to serve as Chairperson of the committee. The Chairperson of the Board shall designate any additional assignments to the standing committees. Appropriate administrative and medical representatives to the committees shall be recommended by the President and Chief Executive Officer. These representatives shall offer information and advice as requested but shall not have a vote.

Section 3. Committee Quorum.

At any duly called committee meeting, two- designated committee members shall constitute a quorum of that committee. Each committee meeting shall have an agenda and minutes of the meeting shall be kept on file.

Section 4. Committee Charters.

Each standing committee of the Board shall develop and review a committee charter from time to time as considered appropriate by the committee, subject to approval of the Board. Any modifications to the charter must be approved by the Governance Committee and the Board of Trustees.

ARTICLE VIII: STANDING COMMITTEES

Section 1. Executive Committee.

The Executive Committee shall consist of the Officers of the Board: Chairperson, Chair-Elect (as applicable), Vice-Chairperson and Secretary and may also include additional Trustees as determined by the Officers.

The Committee shall appoint a search committee for a President and Chief Executive Officer, recommend removal of a Trustee if necessary, and take action, subject to Board ratification, on behalf of the Board in an emergency situation when the Board cannot be convened. The Committee shall be responsible for coordinating evaluation of the President and Chief Executive Officer's performance, which evaluation shall be completed by the full Board. The Committee shall consider any other items it deems appropriate.

Section 2. Facilities and Planning Committee.

The Facilities and Planning Committee shall be responsible for reviewing new construction, remodeling and major maintenance projects, master plan for the organization, and other programs

designed to maintain or improve the capital facilities, consistent with the strategic direction of the Board.

Section 3. Finance Committee.

The Finance Committee shall be responsible for reviewing the annual operating and capital budgets and routine financial statements of operating funds. The Committee shall review expenditures of operating funds as required by law or above certain limits set by the Board from time to time. The Committee shall be informed of and review any matter materially affecting the finances of the organization.

Section 4. Audit and Compliance Committee.

The Audit and Compliance Committee shall be responsible for: (i) oversight of the quality and integrity of the organization's financial statements, (ii) oversight of the audit and review of the organization's financial statements by the independent auditors, (iii) oversight of the organization's compliance with legal and regulatory requirements and the independence and performance of its independent auditors, (iv) recommending to the Board of Trustees the appointment of the independent auditors, and (v) performing all other functions prescribed by the Board of Trustees and permitted by applicable law.

Section 5. Quality, Safety and Experience Committee.

The Quality, Safety and Experience Committee shall be responsible for reviewing reports and discussing plans in the areas of clinical quality assurance and patient service improvement. The Committee shall ensure that the Board is informed about and involved in clinical and administrative activities geared toward continually improving the quality of services at the organization and promoting and enhancing patient experience and engagement. The Committee also shall be responsible for establishing and maintaining quality, safety and patient service metrics and for overseeing policies regarding clinical risk management and professional claims.

Section 6. Governance Committee.

The Governance Committee shall be responsible for overseeing and supporting the Board's governance effectiveness, including by organizing board retreats and board training, conducting assessments of the full Board and Trustees at least biannually, and the development of Board policies for the Board's discussion and action. The Committee shall have primary responsibility for matters pertaining to Trustee orientation, training, and evaluation, and for assisting the Board in making recommendations to the County Executive and County Council regarding the appointment and reappointment of Trustees. The Committee is charged with reviewing all committee charters from time to time or as requested by the Board.

The Committee also shall have responsibility for overseeing and recommending appropriate policies in the legal and contractual affairs of the institution, including, but not limited to, (non-clinical) claims management and insurance programs. The Committee shall be responsible for reviewing the bylaws,

and requests for changes thereto, for the Medical Staff or other self-governing bodies authorized by the Board.

Section 7. Population and Community Health Committee.~~Health Equity & Diversity Committee.~~

The Population and Community Health Committee will assist the Board in promoting and ensuring compassionate and holistic care within The MetroHealth System and the communities it serves. The Committee will work collaboratively with administration, staff, and community stakeholders to identify and oversee the organization's activities addressing population health, developing strategies to improve health outcomes across all sub-groups within its population, and advocating for healthcare access and delivery for all across the continuum of care. In addition, the Committee will work to oversee the organization's activities to advance and assess the recruitment and retention of staff that reflect the community the organization serves. ~~The Health Equity & Diversity Committee will assist the board in promoting and ensuring health equity and diversity within The MetroHealth System and the communities served. The committee will work collaboratively with administration, staff, and community stakeholders to identify and oversee the System's activities addressing health disparities, developing strategies to improve health outcomes, and advocating for equitable healthcare access and delivery across the continuum of care. In addition, the Committee will work to oversee the System's activities to advance diversity, representation, and inclusivity for employees, patients, and the community, as well as foster and support an equitable and inclusive economy by addressing employment, income and wealth gaps.~~

Section 8. Human Resources and Compensation Committee.

The Human Resources and Compensation Committee shall be responsible to oversee matters pertaining to the employment, review, and compensation of the President and CEO, and reviewing the total compensation program for other executives and highly compensated employees, with the goal of ensuring compliance, recognizing the competitive nature of the organization's operations, and appropriately reflecting the organization's public status and mission. The Committee shall be responsible for carrying out the Board's policies and procedures regarding the compensation of the President and CEO. The Committee also shall be responsible for recommending and maintaining a program for performance-based variable compensation for other eligible employees. The Committee shall ensure that the Board is informed about the range of Committee activities and shall make necessary action recommendations to the Board in these areas.

ARTICLE IX: SPECIAL COMMITTEES

Section 1. Appellate Review Committee.

The Appellate Review Committee shall be composed of at least three members of the Board and shall be appointed by the Chairperson when required by the appellate review procedures of Part II, Section

7 of the Medical Staff Bylaws. The Committee shall perform the review function as outlined in Part II, Section 7 of the Medical Staff Bylaws and make a recommendation to the Board.

Section 2. Expedited Credentialing Committee.

The Expedited Credentialing Committee shall be composed of at least two members of the Board and shall be appointed by the Chairperson. The Committee shall perform the review function as outlined in Part III, Section 3.3.2 of the Medical Staff Bylaws and Article XII of these Bylaws to consider clinical privileges that meet the requirements for such an expedited process between regularly scheduled meetings of the Board. Any decision by the Expedited Credentialing Committee shall be reviewed and ratified by the full Board at the Board meeting next following the Committee's action.

ARTICLE X: INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The organization shall defend and indemnify, to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee, officer, employee or agent of the organization, or is or was serving at the request of the organization as a trustee, officer, employee, member, manager, or agent of another corporation, domestic or foreign, nonprofit or for-profit, limited liability company, partnership, joint venture, trust or other enterprise; provided such person acted in good faith in what he/she reasonably believed to be in or not opposed to the best interest of the organization and, in the case of any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. As used in this Section, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements, court costs, judgments, fines, penalties or excise taxes against and amounts paid in settlement by a director, officer, employee, member, manager, or agent other than amounts paid to the organization itself. The termination of any civil or criminal claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere, or its equivalent shall not create a presumption that the person did not meet the standards of conduct set forth in this Section. This Article shall be interpreted in all respects to expand such power to indemnify to the maximum extent permissible under Ohio law with regard to the particular facts of each case, and not in any way to limit any statutory or other power to indemnify or right of any individual to indemnification.

However, the organization shall defend and indemnify any such agent (as opposed to any Trustee, officer, or employee) of this organization to an extent greater than that required by law only if and to the extent that the Board may, in its discretion, so determine. The defense and indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking defense and indemnification may be entitled under any law, the articles of incorporation or any agreement, or otherwise, both as to action in official capacities and as to action in another capacity while such person is a Trustee, officer, employee or agent of the organization, and shall continue as to a person

who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred in defending any civil or criminal action, suit or proceeding or any issue therein, including attorneys' fees, may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized by the Board in each specific case, upon receipt of an undertaking by the Trustee, officer, employee, member, manager, or agent to repay such amounts unless it shall ultimately be determined that he/she is entitled to be indemnified by the institution as authorized in this Article.

Section 2. Insurance.

The organization may, to the full extent then permitted by law and authorized by the Board, purchase and maintain insurance on behalf of any person described in Section 1 of this Article ~~XVIII~~ against any liability asserted against and incurred by such person in any capacity defined in Section 1, or arising out of said person's status as described in Section 1, whether or not the organization would have the power to indemnify such person against such liability.

Section 3. Bonding.

In accordance with the Ohio Revised Code, the organization shall bond each Trustee for the proper performance of his/her duties.

ARTICLE XI: CHIEF EXECUTIVE OFFICER

Section 1. Appointment of Chief Executive Officer.

The Board shall select and appoint a chief executive officer who shall be its representative in the management of the organization. The chief executive officer shall have the title of President and Chief Executive Officer. The President and Chief Executive Officer shall be given the necessary authority and responsibility to operate the organization in all its activities and departments, subject only to such policies as may be issued by the Board or by any of its Committees to which it has delegated power for such action. The President and Chief Executive Officer shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act.

Section 2. Responsibility of President and Chief Executive Officer.

The authority and responsibility of the President and Chief Executive Officer shall be as defined by the Board from time to time consistent with the provisions of Ohio Revised Code Chapter 339.

Section 3. Review of Chief Executive Officer Performance.

The Board shall review the performance of the President and Chief Executive Officer, which shall include the institutional objectives and goals established by the Board, from time to time as the Board deems appropriate.

ARTICLE XII: MEDICAL STAFF

Section 1. Organization and Bylaws.

The Board shall organize the physicians, dentists, podiatrists, psychologists, optometrists, advanced practice providers and appropriate other persons granted practice privileges in the organization into a Medical Staff under Medical Staff Bylaws approved by the Board.

The Medical Staff Bylaws and Rules and Regulations shall be periodically reviewed and amendments, thereto, shall be recommended by the Medical Staff for approval by the Board; provided, however, that nothing contained in the Medical Staff Bylaws or in these Bylaws is intended to limit the statutory powers granted to the Board by the Ohio Revised Code.

All privileged practitioners on the Medical Staff shall abide by the Medical Staff Bylaws and the Medical Staff Rules and Regulations.

The President of the Medical Staff shall represent the Medical Staff at meetings of the Board.

Section 2. Appointments.

The Board shall appoint, in numbers not exceeding the organization's needs, privileged practitioners who meet the qualifications for such privileges as set forth in the Medical Staff Bylaws.

All applications for appointments of Medical Staff privileges shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience, and any unfavorable history with regard to licensure and hospital privileges. The organization shall verify the authenticity of the applicant's credentials and the appropriateness of the proposed appointment.

All initial appointments and reappointments to the Medical Staff shall be for a period of not more than two years.

The Medical Executive Committee, representing the Medical Staff, shall make recommendations through the President of the Medical Staff to the Board or, if applicable, the Expedited Credentialing Committee, concerning granting of clinical privileges; disciplinary actions; and all matters as may be referred to it by the Board.

Section 3. Authority and Responsibility for Care.

The Board shall, in its exercise of its overall responsibility, assign to the Medical Staff reasonable authority for ensuring appropriate professional care to the organization's patients.

Each privileged practitioner appointed to the Medical Staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in the Medical Staff Bylaws and Rules and Regulations and subject, further, to any limitations attached to his or her appointment.

Section 4. Evaluation of Care.

The Medical Staff shall conduct an ongoing review and appraisal of the quality of professional care rendered in the organization and shall report such activities and their results to the Board or its authorized committee.

Section 5. Hearings.

When an appointment is not to be renewed, or when privileges have been or are proposed to be reduced, altered, suspended, or terminated, the privileged practitioner involved shall be afforded the opportunity of a hearing and appellate review as set forth in the Medical Staff Bylaws. Procedures for such hearings and appeals shall be defined in the Medical Staff Bylaws, approved by the Board, and shall ensure due process and afford full opportunity for the presentation of all pertinent information. If the reason for the action is determined to be purely administrative in nature and not involving the individual's clinical competence, the organization shall follow its usual personnel processes.

ARTICLE XIII: VOLUNTARY ORGANIZATIONS

The Board welcomes the assistance of all voluntary organizations affiliated with the organization to aid in the advancement of the goals and purposes of the organization. All voluntary organizations shall adopt a formal statement of purpose and planned activities either in the form of bylaws, rules and regulations, or other suitable documentation. Such documents and any amendments to these documents shall be submitted to the Board for approval.

ARTICLE XIV: AMENDMENTS

These Bylaws ~~of the Board~~ may be amended by affirmative vote of a majority of the total membership of the Board, provided that the text of any such proposed amendments shall have been provided to each member of the Board at least ten days prior to the meeting at which action is to be taken. When action to amend or revise the Bylaws is taken, the date of such amendment or revision shall be noted in an addendum to these Bylaws.

ADDENDA

MISSION STATEMENT

Leading the way to a healthier you and a healthier community through service, teaching, discovery and teamwork.

ADDENDUM

AMENDMENTS AND REVISION TO THE METROHEALTH SYSTEM BYLAWS

Approved: March 2, 1955
Amended: October 28, 1959
Amended: June 18, 1968
Revised: January 22, 1975
Amended: April 23, 1975
Amended: March 23, 1977
Amended: August 23, 1978
Amended: November 24, 1981
Revised: April 25, 1984
Revised: May 29, 1985
Revised: May 25, 1988
Amended: June 29, 1988
Amended: December 20, 1989
Amended: March 27, 1991
Revised: July 28, 1992
Revised: August 25, 1993
Revised: June 29, 1994
Revised: May 29, 1996
Revised: December 2005
Revised: May 2007
Revised: November 2007
Amended: August 2008
Amended: August 2009
Amended: September 2011
Amended: June 28, 2017
Revised: March 28, 2018
Amended: July 25, 2018
Amended: July 24, 2019
Amended: May 26, 2021
Amended: June 22, 2022
Amended: December 14, 2022
Amended: January 23, 2024
Amended: November 19, 2025

RECOMMENDATION FOR THE APPROVAL OF COMMITTEE CHARTER UPDATES

Recommendation

The Governance Committee of the Board of Trustees (“**Board**”) for The MetroHealth System (“**System**”) recommends that the Board approve modifications to the charters for the Board’s Audit and Compliance Committee, Executive Committee, Facilities and Planning Committee, Finance Committee, Governance Committee, Human Resources and Compensation Committee, Population and Community Health Committee, and Quality, Safety and Experience Committee (collectively, “**Committees**”) as described in **Exhibit A**.

Background

Pursuant to Article VIII (Section 6) of the Bylaws, the Governance Committee is charged with reviewing all committee charters from time to time. The Committees have reviewed their respective charters and have presented proposed changes to the Governance Committee as described **Exhibit A**.

APPROVAL OF COMMITTEE CHARTER UPDATES

RESOLUTION XXXXX

WHEREAS, the Board of Trustees (“**Board**”) of The MetroHealth System (“**System**”) and the Governance Committee of the Board recommends that the Board approve modifications to the charters for the Board’s Audit and Compliance Committee, Executive Committee, Facilities and Planning Committee, Finance Committee, Governance Committee, Human Resources and Compensation Committee, Population and Community Health Committee, and Quality, Safety and Experience Committee (collectively, “**Committees**”) as described **Exhibit A**;

WHEREAS, the Governance Committee of the Board has reviewed the modifications to the Committees’ charters and now recommends their approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the modifications to the Committees’ charters as described

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Exhibit A



The Audit & Compliance Committee of the MetroHealth Board of Trustees

Charter

Purpose

The Audit and Compliance Committee ("Committee") oversees MetroHealth's financial reporting process, systems of internal controls, and external and internal audit functions, in addition to promoting and ensuring compliance with laws and regulations applicable to MetroHealth's operations. The Committee assists in ensuring that MetroHealth produces financial statements that fairly present MetroHealth's financial condition and operations. The Committee exercises due diligence to prevent and detect criminal conduct, and to otherwise promote an organizational culture that encourages ethical conduct and a commitment to compliance with the law.

Responsibilities

In fulfilling its charge, the Committee is responsible for the following activities and functions:

I. External Audit

- Review and discuss the results of the annual audit and any other matters communicated to the Committee by the external auditors, including any significant changes in accounting principles and disclosures and the impact of such changes on MetroHealth's financial statements.
- Assess the external auditor's annual management letter regarding the internal control environment, recommendations for improvements, and management's responses, including action plans, if any, and monitor management's implementation of action plans.
- Provide input, when requested, to the formal assessment of the external audit firm facilitated by the Ohio Auditor of State at least once every five (5) years.
- Raise any concern regarding the external audit firm to the Ohio Auditor of State.

II. Internal Audit

- Champion Internal Audit to enable it to fulfill its purpose of internal auditing and to pursue its strategy and objectives.

- Exercise functional reporting oversight of internal audit activities, including evaluation of information from internal auditors on the status of the control environment, and the review and evaluation of the findings and recommendations from completed audits.
- Approve the risk-based internal audit plan and receive communications on the internal audit activities performance relative to its audit plan and other matters, including the implementation of management action plans in response to significant audit findings.
- Make appropriate inquiries of management and the leader(s) of Internal Audit to determine whether ~~there may be inappropriate audit~~ any restrictions on the Internal Audit function's scope, access, authority, or resource limitations resources limit the function's ability to carry out its responsibilities effectively.
- Review the adequacy of the ~~internal audit department~~ Internal Audit Department resource plan.
- Approve the Internal Audit Department Charter: – defining the function's authority, role, and responsibilities – in consultation with the leader(s) of Internal Audit and senior management...
- Assess the function's independence and objectivity, including any conflicts of interest or organizational barriers that may impair the function.
- Review, in advance, management's proposed and discuss findings from internal and external quality assurance reviews of the Internal Audit function, including its adherence to IIA Standards.
- Authorize the appointment, removal, and change in scope of responsibilities of the leader(s) of Internal Audit with a reporting relationship to the Committee.

III. Ethics and Compliance

- Establish and oversee the implementation, maintenance, and monitoring of an effective ethics and compliance program and the processes used to develop and implement the program according to the standards set forth in the guidelines established by the United States Sentencing Commission, the Department of Justice, the Office of Inspector General, and other relevant regulatory authorities.
- Approve the risk-based compliance workplan and receive communications on the ethics and compliance program activities performance relative to its workplan and other matters, including the implementation of corrective action plans in response to significant ethics and compliance issues.
- Review and reassess the Code of Conduct at least annually, or as conditions may warrant, and recommend material changes to the Code of Conduct.
- Review: (1) those legal and compliance matters that may have a material impact on MetroHealth; (2) data to ensure that MetroHealth compliance policies are regularly



evaluated and updated as needed; and (3) any material reports or inquiries received from regulating bodies or government agencies or matters reported by employees or third parties.

- Oversee the MetroHealth (management) Compliance Committee by reviewing its activities and ensuring that its members collaborate with Ethics and Compliance leaders on the compliance program.
- Receive and assess compliance reports submitted to the Committee in accordance with MetroHealth policy.
- Review the adequacy of the Ethics and Compliance ~~department~~Department resource plan.
- Review, in advance, management's proposed appointment, removal, and change in scope of responsibilities of leader(s) of Ethics and Compliance with a reporting relationship to the Committee.
- Remain informed of current developments in the regulatory environment and of legal and regulatory requirements.

The Committee may ~~retain~~, when appropriate, retain counsel or other consultants to assist with the duties outlined in this charter ~~and to~~, assess MetroHealth's audit and compliance programs, and conduct investigations of potential violations of laws, regulations, and other allegations arising from compliance reports.

Composition

The ~~Audit & Compliance~~ Committee shall be led by a board member with an interest and background in audit and compliance matters and consist of additional board members, as identified by the Board Chairperson. All Committee members must be able to exercise judgment independent from MetroHealth management.

The Committee shall be staffed by the CEO, ~~General Counsel~~Chief Legal Officer, leader(s) of Ethics and Compliance, leader(s) of Internal Audit, and other relevant members of the executive team.

All board members are invited to attend the Committee meetings, but only Committee members may vote on matters before the Committee.

Meeting Schedule

The Committee shall meet at least quarterly.



At least annually, the Committee shall meet separately in an executive session without MetroHealth management, unless requested by the Committee Chair, with each of the following: (a) MetroHealth's external auditors; (b) leader(s) of Internal Audit; and (c) leader(s) of Ethics and Compliance.



~~The Executive Committee Charter of the MetroHealth System Board of Trustees~~

CHARTER

Purpose

The purpose of the Executive Committee is to provide leadership, guidance, and oversight for the Board of Trustees (“Board”) of The MetroHealth System. ~~leadership and insight to the Board of Trustees on an as-needed basis.~~

Responsibilities

The Executive Committee shall be responsible for:

- Taking action, subject to Board ratification, on behalf of the Board in an emergency situation when the Board cannot be convened;
- The appointment of a search committee for a President and CEO;
- The review and approval of a CEO and senior executive succession plan;
- The evaluation of the President and CEO’s performance, which evaluation shall be completed by the full Board;
- Recommending the removal of a Trustee, if necessary; and,
- Consideration of any other items it deems appropriate.

All actions taken by the Executive Committee shall be recorded in minutes and reported at the next meeting of the Board ~~of Trustees.~~

Composition

The Executive Committee shall consist of the Chairperson of the Board (who chairs this committee), the Chair-elect (to the extent one is so appointed), the Vice-Chairperson, the Secretary, and other Trustees as designated by the Officers of the Board.

All Trustees of the Board are invited to attend Executive Committee meetings, but only the Trustees that are members of the Executive Committee may vote on matters before the Executive Committee.

The Chairperson of the Board may, at any time, remove any Executive Committee Member and may fill any vacancy on the Executive Committee.



Meeting Schedule

The Executive Committee shall meet on an as needed basis.

~~As needed.~~



The Charter of the Facilities and Planning Committee of The MetroHealth System Board of Trustees

Purpose

The Facilities and Planning Committee of The MetroHealth System (“System”) Board of Trustees (“Board”) will assist the Board in oversight of matters relating to the physical environment of The MetroHealth System including recommendations for ensuring the System’s optimal use of capital and space resources, overseeing and monitoring planning and execution of space utilization, construction and renovation; and overseeing and monitoring plans as well as formulating policy and making recommendations regarding the System’s buildings and grounds.

Responsibilities

In fulfilling its charge, the Facilities and Planning Committee is responsible for the following activities:

- Serves as stewards of the System’s master facilities plan. Reviews and recommends approval for updates to the campus master plan and other significant plans related to space, facilities improvement, or other matters pertaining to the physician-physical environment.
- Review and recommend approval of annual facilities capital budgets comprising clear financial objectives; forward to the Finance Committee of the Board for discussion/action.
- Recommend approval of land and building acquisition comprising clear financial objectives; forward to the Board for discussion/action.
- Review all capital construction, renovation and real estate project proposals and leases and forward analyses and recommendations to the Board for discussion/action as required pursuant to BOT-07 Delegations of Authority.
- As requested, serve as a capital and space “sounding board” and “brainstorming” group to assist the President and Chief Executive Officer ~~and President~~, SVP ~~Construction~~, Facilities, Construction and Campus Transformation, Chief Operating Officer, and Chief Financial Officer.
- Address any other matter delegated to the Facilities and Planning Committee by the Board ~~of Trustees~~

Composition

The Facilities and Planning Committee shall consist of at least three ~~board members~~ Trustees of the Board. The SVP of Facilities, Construction and Campus Transformation staffs ~~this the Facilities and Planning eCommittee~~. All Trustees of the Board are invited to attend the meetings of the Facilities and Planning Committee, but only the Trustees that are members of the Facilities and Planning Committee may vote on matters before the Facilities and Planning Committee.

Meeting Schedule

The Facilities and Planning Committee shall meet quarterly, or as needed.



The Charter of the Finance Committee of The MetroHealth System Board of Trustees

Purpose

The Finance Committee will assist the ~~B~~board of Trustees (“Board”) of The MetroHealth System (“System”) in oversight of all significant financial matters affecting the ~~hospital/system~~System (and its affiliates when appropriate), including recommendations for setting financial policy; evaluating financial performance and adequacy of financial reporting; reviewing financial matters, and undertaking financial planning and analysis, including recommending establishment of capital and operating targets. It will also ensure that appropriate policies and procedures are in place to safeguard and preserve the assets of the ~~health-system~~System and to ensure financial health. The ~~F~~finance ~~C~~committee will also have an investment subcommittee.

Responsibilities

In fulfilling its charge, the ~~F~~finance ~~C~~committee is responsible for the following activities and functions:

- Receive, review, and make recommendations to the ~~B~~board regarding the annual operating and capital budgets and all other fiscal budgetary matters affecting the ~~hospital/system~~System and its ~~subsidiary-corporations~~affiliates, when appropriate.
- Monitor financial performance against targets established by the ~~B~~board related to liquidity ratios, profitability, activity, and debt, and recommend corrective action in response to under-performance.
- Advise the ~~B~~board on the financing of any long-range plans (e.g., debt strategy).
- Review financial feasibility of and recommend approval of major capital expenditures outside the annual capital budget.
- Advise the ~~B~~board on capital financing strategies.
- Advise the ~~B~~board concerning acquisition, construction, utilization, and divestiture of real property/facilities/information technology.
- Oversee the financial plans and results of joint ventures, acquisitions, and other strategic arrangements of the ~~hospital/system~~System and its ~~affiliates~~subsidiaries.
- Oversee managed care and other payment contracting, pricing, and revenue management.
- Through an investment subcommittee, oversee the ~~organization's-System's~~ investment portfolio and policies and annually review and approve the investment policy.
- Periodically perform a committee self-assessment; review the committee charter and advance recommendations for any changes to the ~~B~~board for approval.

Composition

The Finance Committee and its investment subcommittee will consist of at least three ~~board-~~members Trustees of the Board, one of whom will be the ~~board-~~treasurer of the Board. The ~~CFO-Chief Financial Officer of System~~ shall staff the ~~Finance c~~Committee and the investment subcommittee. All Trustees of the Board are invited to attend the meetings of the Finance Committee and its investment subcommittee, but only members of the Finance Committee and its investment subcommittee may vote on matters before the Finance Committee and the investment subcommittee.

Meeting Schedule

The Finance Committee and its investment subcommittee shall meet quarterly, or as needed.



The Governance Committee of the MetroHealth System Board of Trustees

Charter

Purpose

The purpose of the Governance Committee (“Committee”) is to will assist the Board of Trustees (“Board”) of the MetroHealth System in developing and monitoring the effectiveness of the Board including Trustee appointment and reappointment, engagement, education, self-evaluation, and fiduciary conduct of the Board and its committees.

Responsibilities

In fulfilling its charge, the ~~Governance~~ Committee is responsible for the following activities:

- Maintain well-functioning governance structure, practices, and documents.
- Plan and oversee board members’ development, including formal orientation, ongoing education, engagement, mentoring, and evaluation of their effectiveness.
- Periodically evaluate board performance using a formal self-assessment process and use the results to establish board performance improvement goals.
- In concert with the Board’s appointing authority, lead Trustee recruitment, engagement and removal efforts, assisting the appointing authority in selection of new candidates from a pool that reflects a broad range of diversity and competencies (e.g., race, gender, background, skills, and experience).
- Oversee Board leadership succession planning ~~to recruit~~including recruiting, developing, and selecting future Board officers and committee chairs.
- Maintain an awareness of the needs of the Board for executive and board talents.
- Plan Board retreats.
- Plan for continuing education of Board members.
- Confirm compliance with the organization’s conflict-of-interest policy.
- Periodically conduct an assessment to determine educational needs.
- Obtain education through a variety of formats in and outside of the organization, including meetings, conferences, workshops, review of printed material, and video and oral presentations.
- Periodically initiate a comprehensive review and recommend enhancements to the organization’s governance structures, practices, and documents for the Board, Medical Staff, or other self-governing bodies authorized by the Board (e.g., ~~board~~ policies, ~~and~~ procedures, bylaws, etc.).
- Review Board the committee ~~charter~~charters and advance recommendations for any changes to such charters prior to approval of the charters by the Board ~~for approval~~.



- Perform other activities related to governance as assigned by the Board and address any other matter delegated to the Committee by the Board ~~of Trustees.~~

All actions taken by the Committee shall be recorded in minutes and reported at the next meeting of the Board.

Composition

The ~~Governance~~ Committee will consist of at least three members of the Bboard.~~members.~~ The Chief Legal Officer (or designee) will help ~~General Counsel~~ staffs this committee.

All Trustees are invited to attend Committee meetings, but only members of the Committee may vote on matters before the Committee.

Meetings

The Committee shall meet quarterly, or as needed.



The Charter of the Human Resources and Compensation Committee of The MetroHealth System Board of Trustees

Purpose

The Human Resources and Compensation Committee (“Committee”) is responsible for assisting The MetroHealth System (“MetroHealth”) in attracting and retaining qualified and committed employees who will work to achieve MetroHealth’s goals of providing high quality care in accordance with its mission. The Committee also oversees the total compensation program for the President and Chief Executive Officer (“CEO”) and other members of executive leadership as determined by policies of the MetroHealth Board of Trustees (“Board”).

Responsibilities

In fulfilling its charge, the Committee is responsible for the following activities and functions:

I. Workforce Responsibilities

- Oversee workforce optimization matters and receive reports at least annually from the Chief Human Resources Officer on employee engagement, recruitment and retention strategies, benefit plan design and annual spend, workforce development initiatives, and other matters.
- Review and recommend a policy and succession plan for the CEO, and make available upon request executive succession plans.
- Annually review and evaluate the CEO’s performance and adherence to the MetroHealth’s Code of Conduct.

II. CEO and Executive Compensation (including At-Risk Compensation Plan)

- Review and propose revisions, as needed, to the Board’s policies on executive compensation.
- Review annually and revise, as needed, MetroHealth’s executive compensation philosophy and at-risk Performance-Based Variable Compensation Plan (“PBVC Plan”) to ensure the total compensation program is administered accordingly.
- Review and make recommendations regarding the CEO’s and other members of executive leadership’s total compensation as set forth in Board policy.
- Recommend the compensation, benefits, and all other components of total compensation for the CEO in advance of payment, as well as the terms of any employment agreement for the CEO as set forth in Board policy.
- In accordance with Board policy, review the compensation, benefits, and all other components of total compensation for members of executive leadership to ensure they are consistent with the organization’s executive total compensation philosophy, PBVC Plan, and any awards payable under the PBVC Plan.
- In accordance with Board policy, review and make recommendations regarding all other executive incentive compensation plans, including approval of goals for the CEO and any awards payable under such plans.
- Ensure the Committee’s independent and direct access to qualified consultants and to independently published compensation survey data.
- Review provider compensation strategies and philosophies used by MetroHealth to properly balance the needs of MetroHealth, the Medical Staff, patients, and the community, in alignment with MetroHealth’s mission and overall strategy.

Composition

The Committee shall be led by a board member with an interest and background in personnel matters and consist of additional board members, as identified by the Board Chairperson. All Committee members shall be free from any material conflicts of interest that preclude them from making decisions pertaining to executive compensation. The Committee shall be staffed by the following members of management: the CEO, the Chief Human Resources Officer, the Chief Financial Officer, the Chief Physician Executive and Clinical Officer, and other relevant leaders of the executive team as needed. For issues or actions pertaining to executive leadership compensation, the Committee shall be staffed by the CEO and the Chief Human Resources Officer only, with any executive excused at any point the Committee discusses or approves of any issues or actions that may apply to such executive directly. All Trustees are invited to attend the Committee meetings, but only members of the Committee may vote on matters before the Committee.

Meeting Schedule

The Committee shall meet at least two times per year, or more frequently as needed. The Committee shall end each meeting in executive session without any MetroHealth executives or management present to discuss and approve any issues or actions that directly impact executives. At least annually, the Committee shall meet separately in executive session with each of the following: (a) the Chief Human Resources Officer; (b) the Chief Physician Executive and Clinical Officer; and (c) Chief Legal Officer; and (d) the Chief Financial Officer.



The ~~Population and Community Health Equity & Diversity Committee~~ of the ~~The~~ MetroHealth System Board of Trustees

Charter

Purpose

The ~~Health Equity & Diversity Committee will assist purpose of the board in promoting~~ Population and ensuring health equity and diversity ~~Community Health Committee (“Committee”) is to promote and ensure compassionate and holistic care for all patients within The MetroHealth System (“MetroHealth”) and the communities served-it serves, through a strong, coordinated and effective population and community health approach. The committee~~ Committee will work collaboratively with MetroHealth’s Board of Trustees (“Board”), administration, staff, and community stakeholders to identify and ~~oversee the System’s activities addressing health disparities, developing address population health outcomes, develop~~ strategies to improve health outcomes, and ~~advocating for equitable~~ provide healthcare access and delivery across the continuum of care. In addition, the Committee will work to oversee the System’s activities to advance diversity, representation, and inclusivity for employees, patients, and the community, as well as foster and support an equitable and inclusive economy by addressing employment, income and wealth gaps ~~all~~.

Responsibilities

- ~~Monitor the Align clinical and non-clinical metrics that while working towards national and industry benchmarks and monitor progress in reducing health~~ performance, disparities and improving health equity and diversity.
- ~~Monitor the effectiveness of implemented health equity and diversity improvement initiatives and recommend adjustments as necessary related to the Board of Trustees population and the President & CEO of MetroHealth.~~
- ~~Monitor the financial impact of health disparities upon The MetroHealth System and the return on investment resulting from the System’s health equity and diversity programming.~~
 - ~~Monitor and otherwise support the System’s activities identifying disparities in health access and quality~~ community outcomes.
 - ~~Monitor and otherwise support the System’s Provide input into the development of evidence-based and time-proven strategies in the areas of caregiver diversity education, community health literacy education, social determinants of health initiatives~~ health related social needs solutions including community partnerships, care quality, community engagement, and research and academic programs aimed at ~~irradiating healthcare disparities~~ improving population health.
- ~~Monitor the innovative strategies~~ Provide guidance to MetroHealth and programs the System implements to improve health outcomes for marginalized and underserved populations and advance

~~health equity for all, including, but not limited to the broader community outreach, health provider by developing policies and practices promoting population and community health education, cultural competency and implicit biases training, and partnerships with community organizations.~~

- ~~• Monitor the recruitment and retention of minority residents, interns, faculty, and staff members including administration members, particularly in positions where minority members have been historically underrepresented.~~
- ~~• Monitor the network of minority businesses working with the System and advance an inclusive economy within the System and the community served for minority vendors, contractors, subcontractors and professionals.~~
 - ~~• Recommend and otherwise support the adoption of policies and procedures intended to promote, advocate, and advance health equity and diversity.~~
 - ~~• Provide regular reports to the MetroHealth Board of Trustees, summarizing progress, initiatives, and outcomes related to population health equity and diversity including feedback from patient patients and community testimonials stakeholders, and to inform decision-making processes and ensure transparency and accountability for health equity and diversity programming. These reports would include and incorporate recommendations presented by the MetroHealth System's Community Advisory Councils population health programming.~~
- ~~• Perform other activities related to governance as assigned by the Board and address any other matter delegated to the Committee by the Board of Trustees.~~
 - ~~• Regularly evaluate the effectiveness of population and community health initiatives of MetroHealth and recommend adjustments as necessary to the Board and the President & CEO of MetroHealth.~~
 - ~~• Provide periodic assessment of the financial impact of population and community health delivery models.~~

Composition

~~The Health Equity & Diversity Committee will be led by a member of the Board with an interest or background in population health and consist of at least three board additional members. of the Board identified by the Board's Chairperson.~~

~~The Committee shall will be staffed by the President & CEO, Chief Health Equity Officer of MetroHealth, and other relevant leaders of the executive team; including, but not limited to representatives from the Institute of Patient Centered Excellence, nursing, finance, philanthropy, legal, the Institute for H.O.P.E.™, the Population Health Innovation Institute, community outreach, patient advocates, and other representatives as permitted by the Board.~~

All Board Trustees are invited to attend the Committee meetings, but only members of the Committee may vote on matters before the Committee.

Meeting Schedule

The Committee shall meet at least quarterly, ~~or as needed.~~



The Quality, Safety, and Experience Committee of the MetroHealth System Board of Trustees

Charter

Purpose

The Quality, Safety, and Experience Committee of The MetroHealth System (“System”) Board of Trustees (“Board”) is responsible for assessing and ensuring equitable, safe, high quality, and patient-centric care for MetroHealth-System patients. This committee shall assist in determining the need for policies and processes that result in achievement through continuous improvement in a patient-oriented and cost-effective manner.

Responsibilities

In fulfilling its charge, the Quality, Safety, and Experience Committee is responsible for the following activities and functions:

- Adopt and monitor the System’s Quality Assurance Performance Improvement (“QAPI”) Plan.
- Recommend to the Board and review long-term and annual quality, safety, and experience performance goals based upon industry-wide and evidence-based best practices for optimal performance.
- Review performance measures for all care settings, including population health and value-based metrics (using dashboards, balanced scorecards, or some other standardized mechanism) to identify areas for improvement.
- Ensure all metrics and measures are evaluated through an equity lens.
- Review and ensure the proper management of the System’s safety event data and analyses.
- Monitor the performance of hospital programs in developing and implementing quality improvement responsibilities and review to ensure compliance with accreditation standards.
- Ensure that measuring and improving quality, safety and patient experience is a System-wide expectation of all operating units.
- Ensure allocation of adequate resources to meet the quality, safety and patient experience needs of the System.



- Perform an annual committee self-assessment and review the committee charter to advance recommendations for any changes to the Board for approval.

Composition

The Quality, Safety, and Experience Committee shall be led by a board member with an interest and background in quality improvement and consist of additional board members, as identified by the Board Chairperson.

The Quality, Safety, and Experience Committee shall be staffed by the President and CEO, Chief Quality and Safety Officer, and other relevant leaders of the executive team.

All Trustees of the Board are invited to attend the meetings of the Quality, Safety, and Experience Committee, but only the Trustees that are members of the Quality, Safety, and Experience Committee may vote on matters before the Quality, Safety, and Experience Committee.

Meeting Schedule

The Quality, Safety, and Experience Committee shall meet at least quarterly.

RECOMMENDATION FOR THE APPROVAL OF NEW STRATEGY COMMITTEE CHARTER

Recommendation

The Governance Committee of the Board of Trustees (“**Board**”) for The MetroHealth System (“**System**”) recommends that the Board create a Strategy Committee and approves its Charter as described in **Exhibit A**.

Background

Pursuant to Article VII of the Bylaws, the Board may authorize a standing committee of the Board. And, each standing committee must develop a charter to be approved by the Board. The Strategy Committee will support the System’s strategic vision, deployment of the enterprise strategic plan and provide guidance on key strategic initiatives impacting the System. The Strategy Committee will engage with the Board to ensure that all strategic imperatives enable the System to be strategically viable, financially sustainable, and are aligned with the System’s mission and the needs of the community. The Strategy Committee’s primary focus will be on strategy, government relations, marketing, and communications.

APPROVAL OF NEW STRATEGY COMMITTEE CHARTER

RESOLUTION XXXXX

WHEREAS, the Board of Trustees (“**Board**”) of The MetroHealth System (“**System**”) has been presented a recommendation by the Governance Committee of the Board to create a Strategy Committee and approve its Charter as described in **Exhibit A**;

WHEREAS, Pursuant to Article VII of the Board’s Bylaws, the Board may authorize a standing committee of the Board. And, each standing committee must develop a charter to be approved by the Board;

WHEREAS, The Strategy Committee will support the System’s strategic vision, deployment of the enterprise strategic plan, and provide guidance on key strategic initiatives impacting the System;

WHEREAS, The Strategy Committee will engage with the Board to ensure that all strategic imperatives enable the System to be strategically viable, financially sustainable, and are aligned with the System’s mission and the needs of the community;

WHEREAS, The Strategy Committee’s primary focus will be on strategy, government relations, marketing, and communications; and

WHEREAS, the Governance Committee of the Board recommends that the Board create a Strategy Committee and approve its Charter.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes the establishment of the Strategy Committee as a standing committee of the Board and approves its Charter as described in **Exhibit A**.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

November 19, 2025

Exhibit A

**RECOMMENDATION FOR THE APPROVAL OF
REVISIONS TO BOARD OF TRUSTEES
EXPENSES AND REIMBURSEMENT POLICY BOT-08**

Recommendation

The Governance Committee of the Board of Trustees (“**Board**”) for The MetroHealth System (“**System**”) recommends that the Board approve revisions to policy BOT-08 (Board of Trustees Expenses and Reimbursement) as described in **Exhibit A**.

Background

The Governance Committee of the Board previously reviewed a draft of policy BOT-08 (Board of Trustees Expenses and Reimbursement) to memorialize established guidelines and processes for handling Board expenses and reimbursements. Feedback from that previous review and additional clarifications have been incorporated into revised policy BOT-08 (Board of Trustees Expenses and Reimbursement) as described in **Exhibit A**. The Governance Committee of the Board now recommends revisions to policy BOT-08 (Board of Trustees Expenses and Reimbursement) to finalize established guidelines and processes for handling Board expenses and reimbursements.

**APPROVAL OF REVISIONS TO BOARD OF TRUSTEES
EXPENSES AND REIMBURSEMENT POLICY BOT-08**

RESOLUTION XXXXX

WHEREAS, the Board of Trustees (“**Board**”) of The MetroHealth System (“**System**”) has been presented a recommendation by the Governance Committee of the Board for the approval of revisions to policy BOT-08 (Board of Trustees Expenses and Reimbursement) as described in **Exhibit A**;

WHEREAS, the Governance Committee of the Board recommended revisions to policy BOT-08 (Board of Trustees Expenses and Reimbursement) to memorialize established guidelines and processes for handling Board expenses and reimbursements;

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

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the revisions to policy BOT-08 (Board of Trustees Expenses and Reimbursement) as described in **Exhibit A**.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Exhibit A

RECOMMENDATION FOR THE APPROVAL OF REVISIONS TO CEO EXPENSE REIMBURSEMENT POLICY BOT-09

Recommendation

The Governance Committee of the Board of Trustees (“**Board**”) for The MetroHealth System (“**System**”) recommends that the Board approve revisions to policy BOT-09 (CEO Expense Reimbursement) as described in **Exhibit A**.

Background

The Governance Committee of the Board recommends revisions to policy BOT-09 (CEO Expense Reimbursement) to ensure that CEO expenses are included within the System’s annual budget approved by the Board instead of requiring bi-annual reporting to the Board.

APPROVAL OF REVISIONS TO CEO EXPENSE REIMBURSEMENT POLICY BOT-09

RESOLUTION XXXXX

WHEREAS, the Board of Trustees (“Board”) of The MetroHealth System (“System”) has been presented a recommendation by the Governance Committee of the Board for the approval of revisions to policy BOT-09 (CEO Expense Reimbursement) as described in **Exhibit A**;

WHEREAS, the Governance Committee of the Board recommended revisions to policy BOT-09 (CEO Expense Reimbursement) to ensure that CEO expenses are included within the System’s annual budget approved by the Board instead of requiring bi-annual reporting to the Board;

WHEREAS, the Governance Committee of the Board has reviewed the revisions to policy BOT-09 (CEO Expense Reimbursement) and now recommends its approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the revisions to policy BOT-09 (CEO Expense Reimbursement) as described in **Exhibit A**.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Exhibit A



Christine Alexander-Rager, MD

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

November 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.

So much has happened since our last regularly scheduled meeting. Please consult your Board books for more details and updates. Here are a few highlights:

- On November 3, we invited the media to Main Campus for a press conference to address the tragic death of Tasha Grant, who passed away May 5 at MetroHealth.

We wanted the opportunity to express our deep condolences to all those who loved and cared for Tasha. Her passing has been especially difficult for many of our caregivers who knew her personally. She was a familiar face and often asked to be on a specific floor so she could be cared for by the people who knew her best – people she trusted and connected with.

It also gave us the opportunity to remind our patients, caregivers and community about the vital role we play in the region, caring for every person who comes through our door. We are who we are because of *how* we care for our patients – with compassion, respect, integrity and dignity.

- Last week I presented MetroHealth's 2026 budget to the Cuyahoga County Council. It went well, and several council members asked important questions about our performance in 2025 and our projections for 2026. I requested that our Health and Human Services levy support not be reduced, but I also expressed my understanding about the county's own financial challenges. Regardless of the eventual outcome, I am grateful for their partnership.

- This past Saturday, we hosted the first of three Total Care Connection health/enrollment fairs, this one at our Broadway Health Center. I want to thank those of you who attended – and to extend my gratitude to our caregivers who planned and executed this event and those who volunteered to make it happen. Together, we are all working to get more of our community covered by health insurance.

The next Total Care Connection health/enrollment fair is Saturday, December 13, from 11 a.m. to 3 p.m. at our Main Campus. Please mark your calendars to join us.

- Here is some wonderful news: MetroHealth has been recognized by the College of Healthcare Information Management Executives (CHIME) **as one of the most digitally advanced health systems in the nation, having achieved Level 10 status in the 2025 Digital Health Most Wired survey – the highest possible designation.**

To put this honor into perspective, MetroHealth is the only health system in Northeast Ohio and one of only two in Ohio to achieve Level 10 honors. Only 18 organizations worldwide earned Level 10 honors across all care settings. Congratulations to **Nabil Chehade, MD**, MetroHealth Senior Executive Vice President, Chief Clinical Transformation, Innovation and Strategy Officer; **David Fiser**, MetroHealth Senior Vice President, Chief Information Officer; **David Kaelber, MD, PhD**,



Christine Alexander-Rager, MD

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

MPH, Chief Health Informatics Officer; and all the caregivers and professionals across our Information Services and Informatics teams.

- On November 10, we took another step toward improving the MetroHealth experience for our most at-need patients. We transitioned patient transportation away from our vans and toward Lyft. This change enhances the patient experience by reducing wait times and providing private rides to patients (in our vans, they often had to share rides with others, some of whom were ill). The move will also generate significant cost savings for our system. It is truly a win-win for our patients and for MetroHealth.

- I am pleased to introduce **Eric Dobson, MD**, as the Department of Psychiatry's new Interim Chairperson. Since joining MetroHealth in August 2023, Dr. Dobson has demonstrated outstanding leadership in both administration and clinical practice. Eric's appointment will provide us with stability as we conduct a search for a permanent leader. In addition, I would like to introduce **Britt Nielsen, Psy.D**, in her new role as Vice Chair of Psychiatry and Division Chief of Psychology. Since joining MetroHealth in 2002, Dr. Nielsen has been and continues to be a strong leader in our Psychiatry department. They will work collaboratively together to move the Department forward. I also want to thank **Charles Emerman, MD**, for his leadership over the past few years as the Department's Interim Chairperson. His dedication has been invaluable.

- We recently launched a few new updates and upgrades to the tools we use every day. These updates will allow us to improve operational efficiency and quality. These include **Emburse**, a new platform for expense reimbursement; **UKG Pro**, a new scheduling and timekeeping system; and **Propio**, a new vendor for phone/video language interpreter services that complements our wonderful Language Access Services team.

- Earlier this month, I made the short drive back to my hometown of Youngstown, where the Youngstown/Warren Regional Chamber honored me with its 2025 Valley Champion Award. I was honored to receive this award, and it was a joy to see many old friends and meet many new ones. There was a short Q&A during the program where I shared some of the lessons I learned growing up in the Mahoning Valley, including the importance of community, respect for our neighbors, and service to everyone around us. It's no surprise that I ended up at MetroHealth, because those lessons are embedded in our system's culture. I also enjoyed sharing with the attendees how MetroHealth is bringing care to our patients where they are, not waiting for them to come to us – and how we are lifting, educating and training the caregivers of tomorrow.

Thank you again, Trustees, for all you do for MetroHealth.

With deep appreciation,

Christine Alexander-Rager, MD

President and CEO
The MetroHealth System



Report to the Board of Trustees

Christine Alexander-Rager, MD

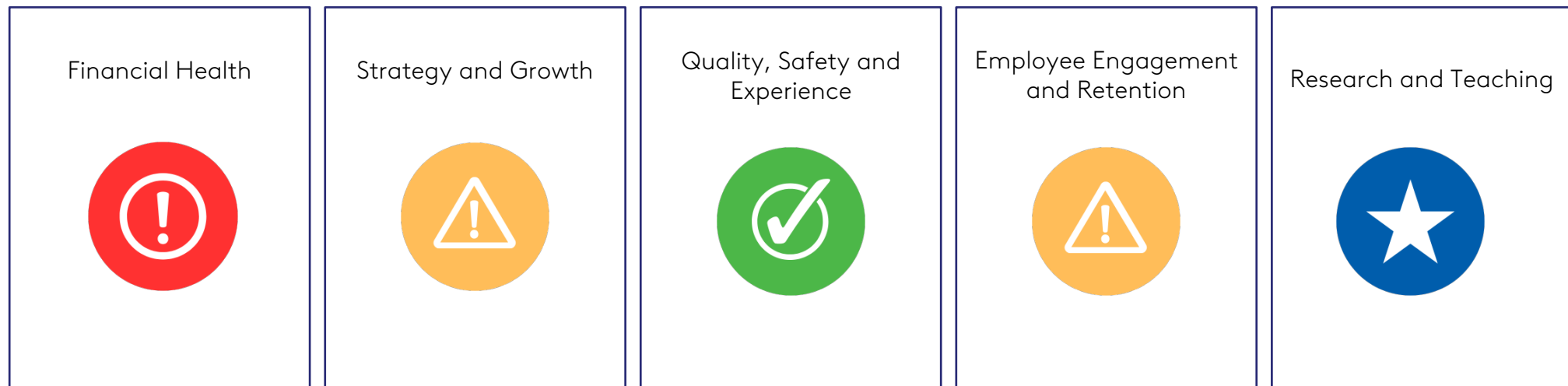
President and CEO

November 2025

System Goal Performance



November Snapshot: 2025 System Goals



These goals align with and support our mission of service to our community. Achieving them allows us to continue lifting the health and improving the lives of our patients, especially those who are most at-risk. This is what we've done for Greater Cleveland since 1837.

Financial Health

Goal: Achieving 2025 Adjusted EBIDA Target

Status: **OFF TRACK**

The Measure: EBIDA – Earnings Before Interest, Depreciation and Amortization – is a key performance indicator for an organization's financial health.

Why It Matters: As an institution, we are committed to ensuring our caregivers have the resources they need to provide the highest level of care.

Recent highlights/initiatives:

- Strategic stabilization plan continues to be implemented to improve operational efficiency.
- Retail Pharmacy revenue has increased \$66M or 18% from last year.
- Outpatient and Emergency visits have increased 4.8% and 4.2% respectively, from prior year.

Goal Owner: Jeff Rooney



YTD Adjusted Earnings Before Interest, Depreciation and Amortization (EBIDA)*



YTD Actual: \$110.6 million
YTD Target: \$122.7 million
Variance: (\$12.1) million
2025 Target: \$147.2 million

*YTD as of October 31, 2025

Strategy and Growth



Goal #1: Increase Share of Wallet

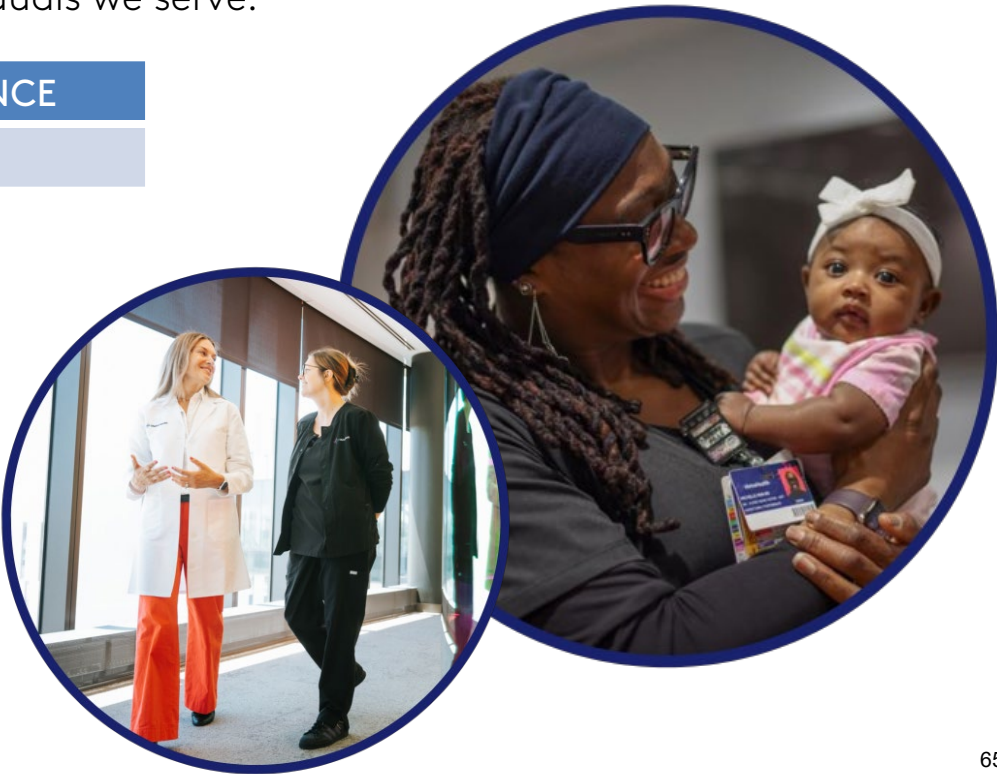
Status: **ON TRACK**

The Measure: *Share of Wallet* is a revenue-based measurement designed to gauge patient loyalty. It is a calculation that reflects the total spend of a patient on their healthcare services at a particular institution.

Why It Matters: Our goal is to ensure our patients receive as much of their care as possible at MetroHealth. Ensuring this continuity of care will lead to better health outcomes for the individuals we serve.

2025 TARGET	2025 YTD RAW PERFORMANCE
2024 baseline + .75% Improvement	53.85%

*2024 baseline is **51.58%**



Strategy and Growth

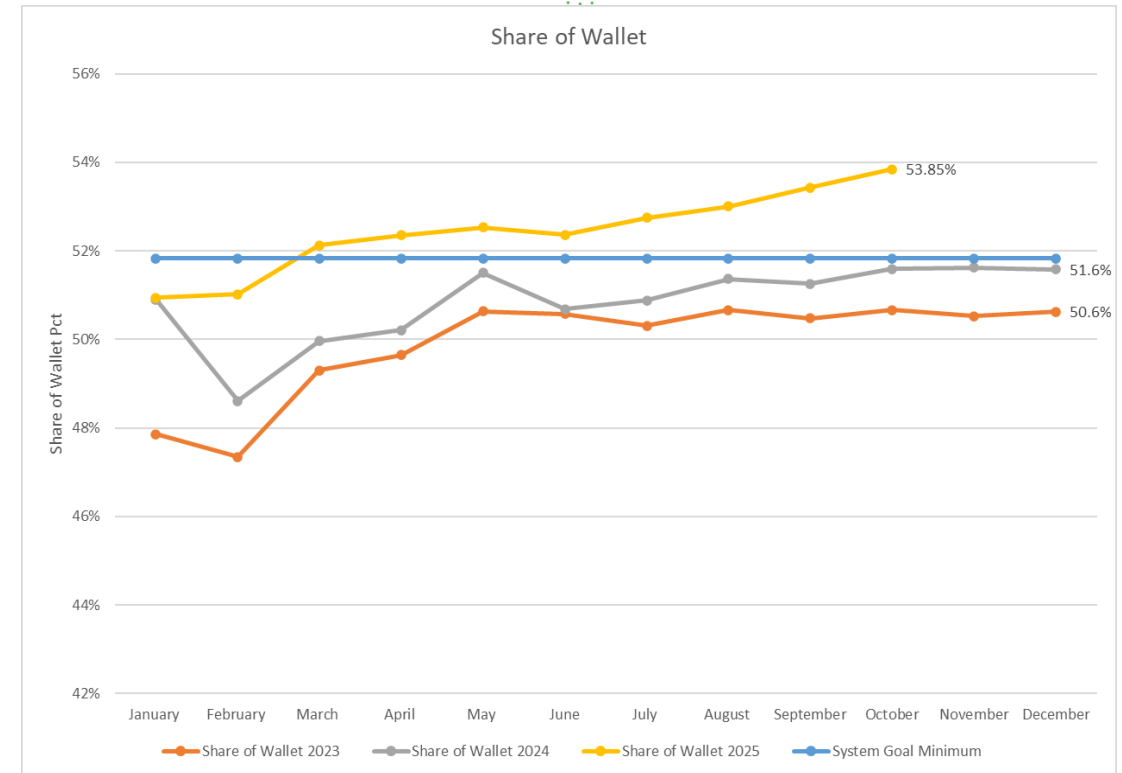
Goal #1: Increase Share of Wallet (continued)

YTD Progress

Baseline Performance: 51.58%

YTD Raw Performance: 53.85%

- Meaningful trending of performance requires at least 90 days of information.
- Share of Wallet is on track to exceed Max (+2.27%).
- Patient distribution across the various segments continues to change with decreasing Medicaid patients and a shift into Health Exchange coverages (represented in both Commercial PPO and Narrow Network segments).



2025 SOW									10/31/2025
		October YTD							
Group	MetroHealth Pt Activity	Pt Adj	PY Pt Activity	Pct of Yr	Projected Annual Pt	Pro-rated Total Spend	Domestic Spend	YTD SOC	
Total Medicare	57,319	1.7%	54,770	94.4%	61,761	\$ 722,886,066	\$ 348,149,801	48.2%	
Medicaid	98,388	18.0%	105,232	92.0%	126,195	\$ 406,657,274	\$ 264,356,149	65.0%	
Commercial PPO	93,235	0.0%	88,816	89.7%	103,887	\$ 705,995,146	\$ 341,658,758	48.4%	
Commercial Narrow Network	21,583	12.0%	19,371	95.0%	25,454	\$ 123,654,632	\$ 100,817,215	81.5%	
TOTAL PATIENT POPULATION	270,525		268,189		317,296	\$ 1,959,193,118	\$ 1,054,981,924	53.8%	

Goal Owner: Nabil Chehade, MD

Strategy and Growth



Goal #2: New Patient Growth

Status: **OFF TRACK**

The Measure: *New patients* are defined as individuals who have not had a billable encounter with MetroHealth, Spry, Spry Senior or Lumina within three years of their 2025 encounter.

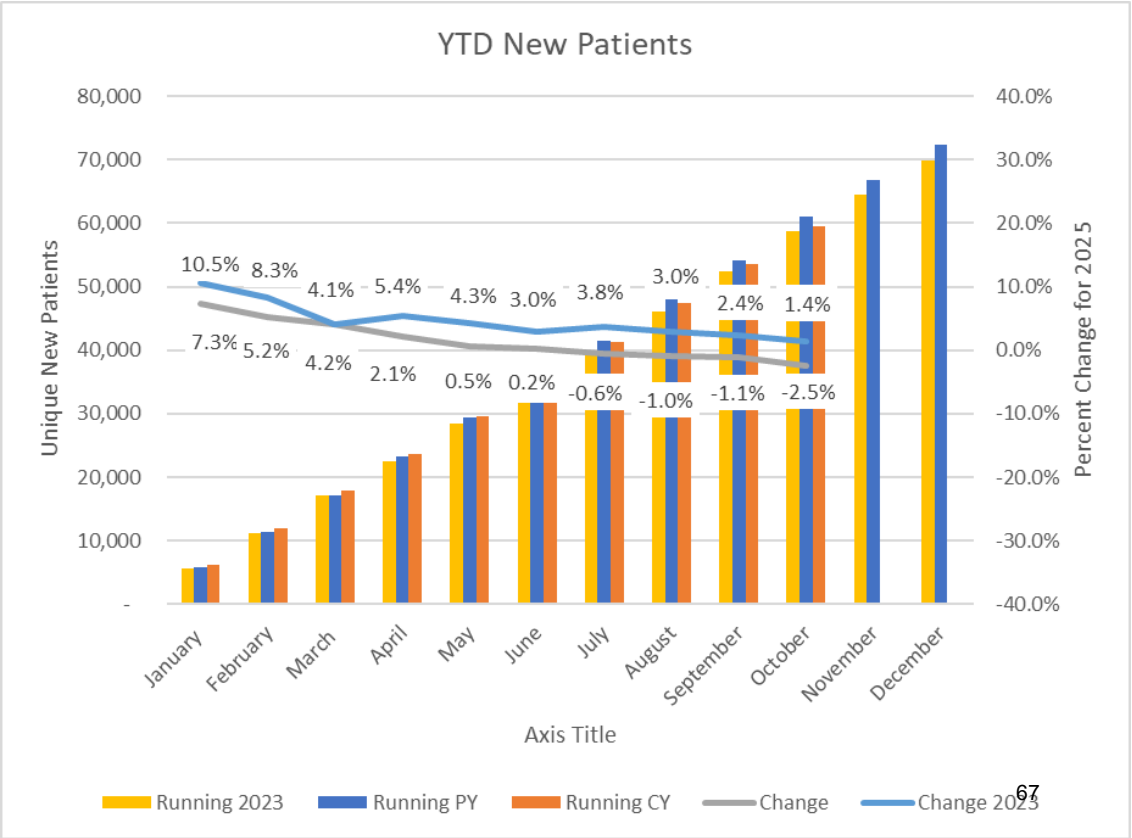
Why It Matters: New patient growth is essential to ensuring our stability and expanding our capacity to provide exceptional care and support to the community.

2025 TARGET	2025 YTD Performance
73,707*	59,486

*2024 baseline + 2% improvement

Recent highlights/initiatives:

- After a strong start to the year, performance in this new goal has continued to regress below the 2024 baseline.
- Performance is -2.5% below 2024 but 1.4% above 2023 levels.
- There are 784 fewer new patients in self-pay compared to last year.



Goal Owner: Nabil Chehade, MD

Quality, Safety and Experience



Goal #1: Elimination of Harm Goal with Sepsis Risk Adjusted Mortality

Status: **GENERALLY ON TRACK**

The Measure: Patient harm is defined as any preventable condition that occurs because of medical care in a healthcare setting. This composite score covers 16 publicly reported preventable harms, including pressure ulcers, post-operative sepsis, in-hospital falls with hip injury and hospital-acquired infections like MRSA and C-diff. In addition, this measure now includes sepsis-related mortality as part of the composite score.

Why It Matters: In addition to simply being the right thing to do, our performance in this area is reflected in our CMS Care Compare Star Ratings, Leapfrog grades and CMS performance-based penalty and incentive programs.

2025 COMPOSITE TARGET	YTD HARM SCORE	YTD SEPSIS MORTALITY	YTD COMPOSITE SCORE
0.86	0.90 harms per 1,000 inpatient days	1.03 observed to expected mortality rate	0.87

Recent highlights/initiatives:

- The Fall 2025 Leapfrog Safety Grade has been released. MetroHealth remains a grade "C"
- The Vizient 2025 Quality and Accountability Scorecard demonstrated a 1.4% improvement in our overall score and a 4.6% improvement in our overall rank compared to our 2024 performance
- The Perioperative Management of Antithrombotic guidelines were approved and distributed to assist with management and reduction of Patient Safety Indicators



Goal Owner: Joseph Golob, MD

Quality, Safety and Experience



Goal #2: Improving the Patient Experience

Status: **GENERALLY ON TRACK**

The Measure: Our Patient Experience score is a composite of all 9 domains of the HCAHPS patient survey as well as two questions from both the Emergency Department and Ambulatory real-time survey. This composite reflects our patients' perception of communication with providers, staff responsiveness, cleanliness and other factors.

Why It Matters: Every person at MetroHealth contributes to the patient experience, and this measure reflects our commitment to ensuring everyone receives high-quality and compassionate care.

2025 TARGET	YTD 2025 (Sept)
3.39	3.33

Recent highlights/initiatives:

- September HCAHPS achieved two 5-star ratings (Recommend Hospital and Discharge Information)
- Scorecard reflects highest overall monthly rating YTD (3.67)
- Emergency Department continues to perform at 5-star rating YTD
- Ambulatory Care Enterprise focusing on access and overall communication improvements



Goal Owner: Joseph Golob, MD

Quality, Safety and Experience



Goal #3: Ambulatory Quality Metrics Improvement

Status: **EXCEEDING GOALS**

The Measure: As part of our commitment to elevating the level of care we provide, we are tracking 16 key ambulatory metrics that cover a variety of services and quality measures.

Why It Matters: Our performance on these metrics are important for the health and well-being of our patients but also our value-based arrangements with key payers. They are also reflected in our quality scores and rankings.

About Composite Scoring: Each quality measure has a minimum, target and maximum performance goal: 1 point for meeting minimum; 2 for target and 3 for max.

2025 SCORING	2025 YTD COMPOSITE
Threshold: 12 pts	25pts
Target: 20 pts	
Stretch: 28 pts	

Goal Owner: Nabil Chehade, MD

Measures	Baseline	2025 Target	YTD 2025	Points
Diabetes: Hemoglobin A1c poor (lower is better) (%)	23%	23%	24%	1
Diabetic Eye Exam (%)	40%	42%	40%	1
Cervical Cancer Screening (%)	65%	66%	65%	1
Breast Cancer Screening (%)	74%	74%	75%	3
Colorectal Cancer Screening (%)	60%	60%	62%	3
Kidney Health Evaluation (%)	56%	56%	53%	1
Screening for Clinical Depression & Follow Up (%)	60%	61%	60%	1
Controlling Blood Pressure (%)	71%	72%	73%	3
Initiation/Engagement of Alcohol/Other Drug Dependence Treatment (%)	7%	8%	8%	2
Timeliness of Prenatal Care (%)	81%	82%	82%	2
Postpartum Care (%)	84%	85%	83%	0
Well-Child Visits in First 15 Months (%)	58%	58%	61%	3
Childhood Immunization Status (%)	30%	31%	30%	1
Pediatric Lead Screening (%)	78%	78%	80%	3
Completion of Medicare Wellness Visits (N)	14,593	14,500	12239	0
Improving Annual Comprehensive Assessments of Care Conditions (%)	73%	74%	67%	0.70

Employee Engagement and Retention



Goal: Improvement of Employee Engagement Survey Participation Rate

Status: **GENERALLY ON TRACK**

The Measure: In 2024, 78.6% of our caregivers responded to our Employee Engagement Survey – far above our initial target and exceeding our maximum goal. According to our vendor, Perceptyx, survey participation rates in the healthcare industry are typically 70%.

Why It Matters: This survey is one of the many ways our caregivers can tell us about their experience working at MetroHealth, the progress we have made, and, most importantly, how we can do better.

2024 Year-End Baseline	2025 Target Goal	YTD 2025 (as of 11/7/25)
78.6%	80.0%	67%**

**Not reflective of final participation rate. Data clean-up underway to remove employees recently terminated and/or on an active Leave of Absence during the survey period.



Recent employee engagement activities include:

- To boost survey participation, the HR Business Partner Team rounded throughout the hospital and all ambulatory locations, sharing snacks and flyers to encourage everyone have their voices heard. Additionally, departments that exceed the 81% response rate stretch goal will receive a special treat from Dr. Alexander as a thank-you.
- As of today, 325 employees donated their annual gift card to the Employee Hardship Fund, resulting in \$8,125 raised to support our colleagues.

Employee Engagement and Retention



Goal: Reduction in Turnover Rate Within First Year of Employment

Status: ON TRACK

The Measure: This measure is defined by taking the number of employees departures within first year of employment and dividing it by the number of employee departures in 2025.

Why It Matters: An organization’s ability to retain new hires is an indicator of its total rewards offerings, organizational culture and management.

2024 Year-End Baseline	2025 Target Goal	YTD 2025 (as of 11-7-25)
44.0%	42.0%	35%

Recent retention highlights include:

- Launched Respiratory Therapy partnership with University of Akron. This engagement allows students to participate in an off-site learning lab at MetroHealth in addition to traditional curriculum.
- MetroHealth hosted a career event organized by Opportunities for Ohioans with Disabilities on October 9. More than 100 participants and 27 employers conducted on-site interviews for employment opportunities.
- Talent Acquisition is scheduled to visit Polaris Career Center's Police Academy on November 17 to speak with students about Public Safety career at MetroHealth.
- Youth Programming team conducted 10 career exposure programs for high school students throughout the months of September and October.



Research and Teaching



Goal: Increase Grant Applications

Status: **EXCEEDING GOALS**

The Measure: This measure tracks the number of grant applications (federal, state or Foundation-level) our faculty and staff submit to public and private sources for funding to support research, education and training programs. MetroHealth/Case Western Reserve University is the primary award recipient.

Why It Matters: As an academic medical center, research and education are at the heart of what we do. One of our strategic priorities as a System is to build upon our role as an academic institution, and securing funding from outside sources is an important component of that work.

2024 Year-End Baseline	2025 Target Goal	YTD 2025
105 applications	85 applications	96 (October)

Recent academic highlights include:

- 96 grants submissions to date; annualized, this translates to 115 applications, which exceeds stretch.
- Amber Whited-Watson, DO, Assistant Professor of Family Medicine awarded the Prestigious ACGME Parker J. Palmer Courage to Teach for Program Directors.
- Cynthia Kubu, PhD, Professor of PM&R, joined the MetroHealth System as our new Director of Faculty Development.
- CWRU approved new Appointments and Promotion Guidelines that substantially revised the non-tenure track appointment to be more aligned with the academic activities of clinicians whose primary academic activity is teaching and clinical excellence.



Goal Owner: John Chae, MD

Please Note: The feasibility of this goal remains uncertain due to the uncertainty at the federal level. Should the government (federal or state) prevent grant application submissions for a 60-day consecutive period during 2025, the goal will be removed.

System News and Accomplishments

The MetroHealth Foundation



Fundraising Update

- Raised \$17.5 million in philanthropic support as of October 31, compared to \$5.9 million during the same period last year.
- Through October, the Foundation has contributed nearly \$5.8 million toward capital projects, programs and mission-critical initiatives - representing strong progress toward our \$7 million annual budget. We remain on track to achieve our year-end goal.

2025 Employee Giving Campaign Blitz

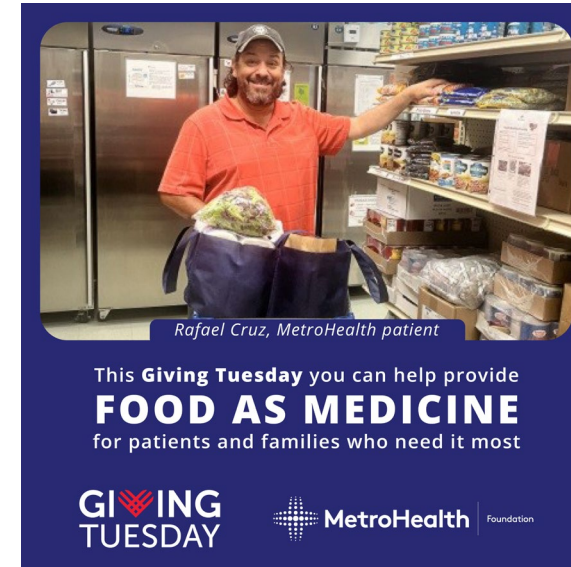
- 322 employee participants as of November 10, compared to 166 total during the entire four-week campaign in 2024.
- Top 3 funds: Employee Hardship Fund, MetroHealth Fund and Institute for H.O.P.E.™
- Year-to-date: Over 660 participants in 2025 vs. 564 in 2024 - a 17%+ increase.

Year-End Fundraising

- Spotighting Food as Medicine Clinic and Rafael's story as part of Giving Tuesday (December 2).
- Direct mail and email featuring [Dee Cottrell's inspiring story of recovery](#).
- Gifts matched up to \$10,000 through December 31.

Notable Gifts (\$25K+)

- \$177,900 - First Year Cleveland (Nurse-Family Partnership)
- \$100,000 - William J. and Dorothy K. O'Neill Foundation, Inc. (Nurse-Family Partnership)
- \$49,751 - The AIDS Funding Collaborative (PrEP Navigation)
- \$25,000 - Equity Trust (Emergency Services)



The MetroHealth Foundation



National Philanthropy Day

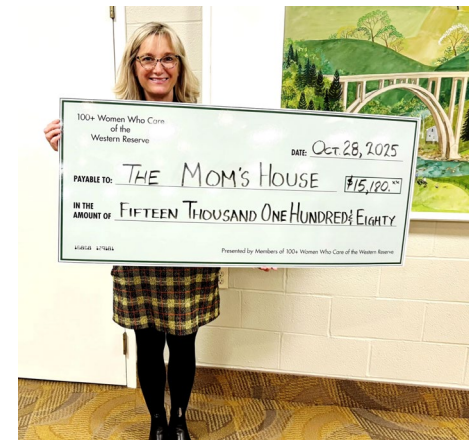
- Association of Fundraising Professionals – Greater Cleveland Chapter honored [JoAnn and Bob Glick](#) (Philanthropists of the Year).
- Bank of America (Corporate Leadership Award).

Champion of Philanthropy

- [Liz Dreben, PhD](#) – 30+ years guiding patients with compassion; generous sustaining supporter.

Community Support

- Charlie's Challenge supported families facing perinatal loss.
- Pink Mamas raised \$1,200 for BREAST/Amigas.
- 100+ Women Who Care of the Western Reserve and the Richard M. Schulze Foundation helped moms in recovery with job readiness, transportation and enrichment at The Moms House.



Nursing

In May 2012, MetroHealth introduced the DAISY Award for Extraordinary Nurses, a nationwide recognition program honoring nurses for exceptional care provided to patients and their families.

The DAISY Foundation was formed by the family of J. Patrick Barnes who died at age 33. His family created the Foundation and the award to recognize nurses for the unparalleled care they provide to patients during the most vulnerable times of their lives.

Congratulations to our most recent DAISY honorees.

- **Jennifer Connell, RN** (Cleveland Heights, Inpatient Unit)
- **Brenda Fleck, RN** (Main Campus, NICU)
- **Cosette Harris, RN** (Main Campus, 3 East)
- **Brianna Turner, LPN** (Main Campus, 4 East)



Jennifer Connell



Brenda Fleck



Cosette Harris



Brianna Turner

Community Engagement

Community

- Hispanic Roundtable CEO Speed Networking
- State of the Schools
- HPIO-Ohio Healthy Policy Summit Sponsorship
- Walk to End Alzheimer's- Donation
- Breakthrough T1D Walk- Sponsorship
- Making Strides Against Breast Cancer Walk- Sponsorship
- Environmental Health Watch Lead Walk
- City Club of Cleveland Featuring Kate Nagel
- Bikur Cholim Women's Health Expo

Uncompensated Care Outreach

- Community Stakeholder Meeting
- Patient Family Advisor Meeting
- WellLink Community Assister Meeting
- Open enrollment promotion and health and enrollment fair planning



MetroHealth Total Care Connection

Health and Enrollment Fairs



November 15, 2025
11 a.m. - 3 p.m.

**MetroHealth Broadway
Health Center**
6835 Broadway Ave
Cleveland, Ohio 44105



December 13, 2025
11 a.m. - 3 p.m.

MetroHealth Rammelkamp
2500 MetroHealth Dr.
Cleveland, Ohio 44109



January 10, 2026
11 a.m. - 3 p.m.

Pokrova Church
6812 Broadview Rd.
Parma, OH 44134

Government Relations



State Government Relations

- Food Bank Community Resource Center Partner meeting with Representative Mike Dovilla
- Parma Medical Center Tour with Representative Sean Brennan
- Outpatient Health Center Tour with Senator Nickie Antonio



Local Government

- Cleveland Heights City Council Meeting
- Community Latino Leader Meeting with Councilwoman Jasmin Santana
- Meeting with County Executive Chris Ronayne
- State of the County



Communications

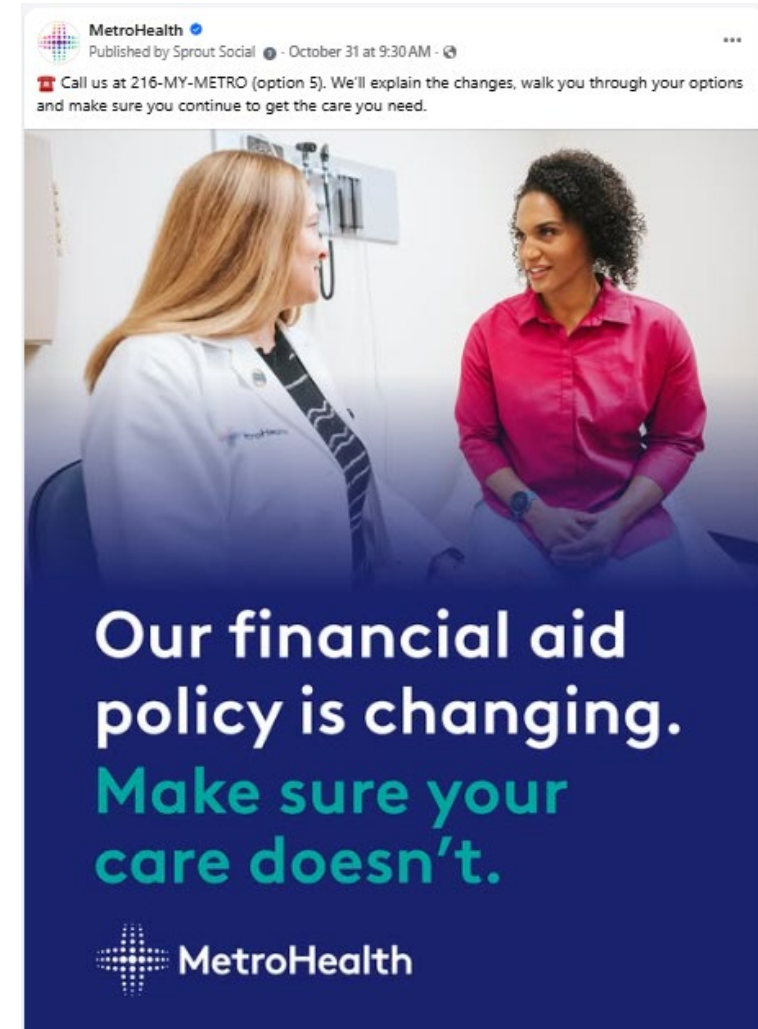


Proactive Media Relations

- News Release: [MetroHealth named one of nation's most digitally advanced health systems](#)
- News Release: [MetroHealth launches community-wide initiative to expand access to health coverage](#)
- Expert Placement: [Northeast Ohio's children severely burned – even killed – attempting TikTok fire challenges \(19 News\)](#)
- Continued to build on connections resulting from editorial outreach visits to local media outlets to build relationships and generate awareness of MetroHealth.

Other Communications Initiatives

- **Social Media:** In collaboration with Marketing and Community Engagement, the Communications team launched a social media campaign for our upcoming Total Care Connection health and enrollment fairs as well as our open enrollment support initiative.
- **Internal Communications:** Managed employee communications around open enrollment, UKG/timekeeping system implementation, Employee Engagement Survey and more.



Marketing: Hand & Upper Extremity Center



To accelerate growth in neuromusculoskeletal care, we launched a targeted campaign elevating our Hand & Upper Extremity Center as the region's leader in advanced treatment for hand, wrist, elbow, and shoulder conditions. By combining clinical expertise with precision marketing, the initiative drives awareness, engagement and appointment leads among high-propensity audiences.

Paid Media

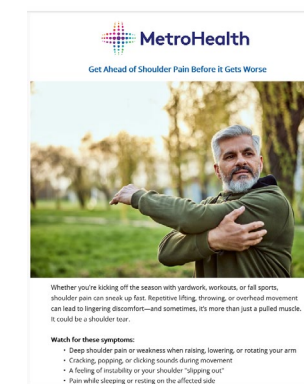
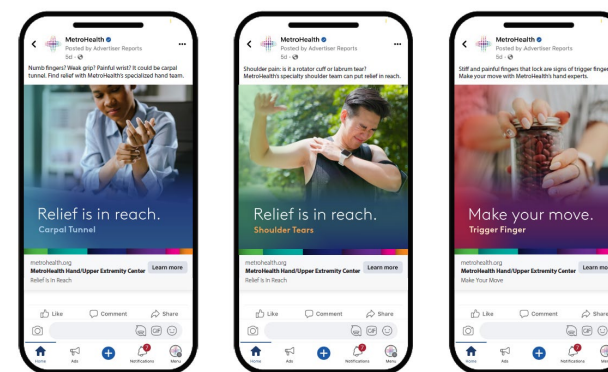
- Search, Social, Display, List Match
- Fox 8 MetroHealth Minute paid social videos
- Direct Mail to 18K high-propensity consumers

Owned Media

- 4-part Targeted Email Series (64K reach)
 - Sept: Carpal Tunnel; Oct: Shoulder Tears; Nov: Trigger Finger; Dec: Arthritis
- [Be SimplyWell Blog & Newsletter](#) (300K reach)
- [Be SimplyWell Virtual Health Talk](#) with Dr. Hoyen (159 registrations)

Earned/Internal

- Social media posts, Best Doctors, holiday hand safety tips
- Media pitching: seasonal safety



Performance Update: Lead volume in 2025 has surpassed all of 2024 and continues to grow.

Sights Around the System



On Halloween, caregivers from more than 25 departments delivered a playful mix of Halloween goodies such as coloring books, toys, games and treats to patients on the Pediatrics floor at The Glick Center.

A MetroHealth tradition that dates back as early as 1955, the annual trick-or-treat event is more than just a little fun. For our youngest patients, a stay in the hospital can feel scary. Taking the time to dress up, have fun and visit with MetroHealth caregivers can help cheer them up. To ensure no one felt left out, a "reverse trick-or-treat" format was used so that patients held in isolation could enjoy the fun safely.

A day prior, MetroHealth caregivers hosted a trunk or treat event at Buckeye Health Center. Although the festivities were moved indoors due to rain, the weather didn't dampen the mood for children and their families. As the festivities wrapped up, 124 people, including 37 families, stopped by the annual Trunk or Treat.



Awards and Recognition

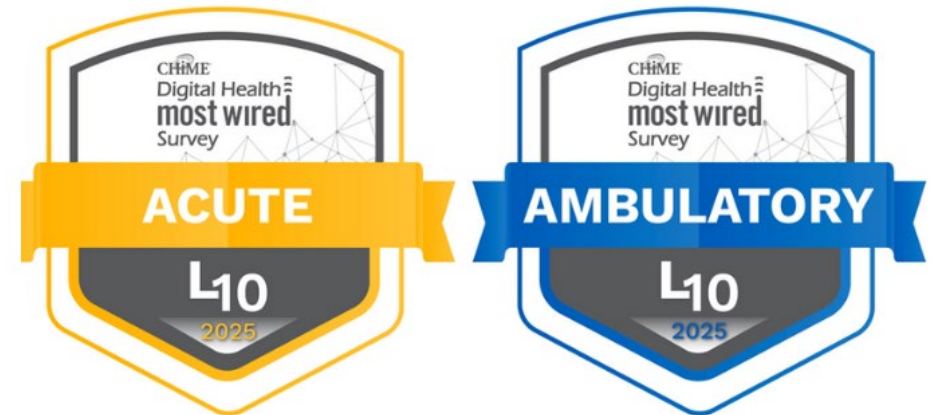


The MetroHealth System has been recognized by the College of Healthcare Information Management Executives (CHIME) as one of the most digitally advanced health systems in the nation, having achieved Level 10 status in the **2025 Digital Health Most Wired** (DHMW) survey – the highest possible designation.

MetroHealth is the **only health system in Northeast Ohio** and one of two in Ohio to achieve Level 10 honors.

MetroHealth joins an elite group of organizations setting the benchmark for digital health excellence. In 2025, **only 18 organizations worldwide** earned Level 10 honors across all care settings. MetroHealth is one of just 14 hospitals in the acute care category and one of 18 in the ambulatory category to reach this milestone.

The CHIME Digital Health Most Wired program is an internationally recognized assessment that measures how effectively health systems leverage technology to improve patient outcomes, enhance efficiency and elevate the care experience.



The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on October 28, 2025. The appointments will then be reviewed and accepted by the Medical Executive Committee on November 14, 2025.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Bodnar, Iryna, MD	Medicine	Pulmonary Medicine	10/29/2025
Devi Wold, Anne, MD	OB/GYN	Reproductive Endocrinology	10/29/2025
El-Dabh, Andrew, MD	Anesthesiology		10/29/2025
Katukuri, Neelima, MD	Medicine	Cardiology	10/29/2025
Elwanni, Ghassan, MD	Medicine	Hospital Medicine	10/29/2025

Bioscientific

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Taylor, Heather, PhD	PM&R	Research	10/29/2025

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Kanani, Ensiye, APRN-CNP	Neurology		10/29/2025

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Azem, Reem, MD	Pediatrics	Infectious Disease	10/29/2025
Fogarty, Edward, MD	Radiology		10/29/2025
Graham, Bethany, PA-C	Surgery	Trauma/Critical Care	10/29/2025
Mhanna, Christiane, DO	Pediatrics	Cardiology	10/29/2025
Steffes, Nicole, PA-C	Surgery	Trauma/Critical Care	10/29/2025

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on October 28, 2025.
The Actions will then be reviewed by the Medical Executive Committee on November 14, 2025.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Afari, Margaret, PA-C	Neurology		10/24/2025-RL
Beleny, David, MD	Medicine	Hospital Medicine	10/13/2025-RL
Bernhofer, Samuel, LPCC	Psychiatry	Social Work	10/1/2025-CC
Bortuzzo, Cristiana, MD	Medicine	Gastroenterology	9/26/2025-R
Bucco, Breana, DNP	Psychiatry		8/8/2025-ET
Clark, Tanya, DNP	Psychiatry		10/3/2025-R
Espinoza-Candelaria, Gabriele, MD	Pediatrics	Infectious Disease	10/24/2025-R
Danawala, Mehul, MD	Family Medicine		10/17/2025-R
Golembiewski, Melanie, MD	Family Medicine		9/30/2025-R
Goodman, Lorenda, APRN-CNP	Psychiatry		10/1/2025-CC
Hughes-Kuczynski, Ashley, LPCC	Psychiatry	Social Work	10/1/2025-CC
Jenkins-Garrett, Richelle, APRN-CNP	Psychiatry		10/13/2025-R
Lockhart, Gretchen, MD	Radiology		9/26/2025-R
Lynch, Erin, APRN-CNP	Psychiatry		10/3/2025-CC
Macias, Christopher, LISW	Psychiatry	Social Work	10/1/2025-CC
Molnar, Julian, APRN-CNP	Surgery	Trauma/Critical Care	10/1/2025-R
Obral, Sarah, LPCC	Psychiatry	Social Work	10/1/2025-CC
O'Toole, Elizabeth, MD	Medicine	Palliative Care	10/3/2025-R
Ryan, Martin, MD	Medicine	Internal Medicine	9/2/2025-RT
Santiago, Jacqueline, LPCC-S	Psychiatry	Social Work	10/1/2025-CC
White, Mary, LISW-S	Psychiatry	Social Work	10/1/2025-CC
Wright, Chelsea, MD	Family Medicine		10/3/2025-R
Yurgionas, Sasha, MD	Family Medicine		9/30/2025-R
Zmijewski, Peter, MD	Surgery	Trauma/Critical Care	10/1/2025-RL

Category Change

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Date</i>
Blackmar, Alicia, APRN-CNP	Privileged Non-Member	Associate	9/29/2025
Brar, Rupinder, APRN-CNP	Privileged Non-Member	Associate	10/28/2025
Katzenmeyer-White, Crystal, APRN-CNP	Associate	Privileged Non-Member	10/18/2025
Lott, Samantha, PA-C	Privileged Non-Member	Associate	10/27/2025
Lun, Lapmun, MD	Privileged Non-Member	Active	10/27/2025
Toth, Lidija, APRN-CNP	Privileged Non-Member	Associate	10/17/2025
Viveen, Cassandra, PA-C	Privileged Non-Member	Associate	10/28/2025

Additional Clinical Privileges

<i>Name</i>	<i>Privileges Added</i>	<i>Date</i>
Adams, Ashley, APRN-CNP	I&D Abscess, Simple Sutures	10/1/2025
Chhabra, Nipun, MD	Intranasal Cryotherapy/ Intranasal Cryoablation	10/28/2025
Stybel, Monica, APRN-CNP	I&D Abscess, Simple Sutures	10/28/2025

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

October 2025 Reappointments

Last Name	First Name	Degree	Department	Division
Barris	Sara	APRN-CNP	Medicine	Nephrology
Cantale-Thomas	Stacy	APRN-CNP	Surgery	Trauma/Burn/Critical Care
Demidova	Olga	DO	Dermatology	
Gates Ely	Jacqueline	APRN-CRNA	Anesthesiology	
Gauntner	Daniel	APRN-CNP, APRN-CNS	Family Medicine	
Hahn	Monica	PA-C	Neurosurgery	
Hammad	Azzam	MD	Pathology	
Hoyen	Claudia	MD	Pediatrics	Pediatric Infectious Disease
Jindra	Virginia	APRN-CNP	Family Medicine	
Jones	Zoe	DO	Family Medicine	
Joyce	Emily	MD	Pediatrics	Pediatric Nephrology
Kean	Rachael	PA-C	Orthopaedics	
Mancini	Kathryn	Ph.D.	Psychiatry	Child/Adolescent Psychiatry
Marino	Amy	PA-C	Surgery	Cardiothoracic
Mitchell	Emily	LISW-S	Psychiatry	Social Work
Orge	Faruk	MD	Pediatrics	Ophthalmology
Pullin	Kristin	APRN-CNP	Medicine	Hematology/Oncology
Rodney	Mark	PA-C	Family Medicine	
Schaler	Kiersten	APRN-CNP	Medicine	Cardiology
Spring	Jillian	APRN-CNP	Psychiatry	
Thomascik	Brad	PA-C	Radiology	
Walden	Trey	APRN-CRNA	Anesthesiology	
Weisenberger	Kristen	APRN-CRNA	Anesthesiology	

RECOMMENDATION TO AMEND OPERATING AGREEMENTS OF CERTAIN AFFILIATES

Recommendation

The President and Chief Executive Officer and Executive Vice President, Chief Legal Officer and Corporate Secretary recommend that the Board of Trustees (“Board”) of The MetroHealth System (“System”) approve an amendment to the operating agreement of the System’s affiliate, MetroHealth Holdings LLC (“MetroHealth Holdings”), and to the operating agreement of the System’s affiliate, MHS Purchasing LLC (“MHS Purchasing”), to extend the existence of MetroHealth Holdings and MHS Purchasing indefinitely until dissolved in accordance with the provisions of its operating agreement and applicable law.

Background

The System is the sole member of MetroHealth Holdings and MHS Purchasing.

The Board approved the formation of MetroHealth Holdings in Resolution 18083 to acquire and own interest in certain health care businesses. MetroHealth Holdings currently owns a 40% membership interest in CCF/MHS Renal Care Company, Ltd., which currently owns a 49% interest in Ohio Renal Care Group, LLC, which operates dialysis centers throughout Ohio.

The Board approved the formation of MHS Purchasing in Resolution 18419 to acquire and own interests in certain health care group purchasing organizations and to participate in certain operations and activities in furtherance of the interests of MetroHealth. MHS Purchasing has historically owned stock in Premier, Inc., which holds certain partnership units in Premier Healthcare Alliance, in order to sponsor the System’s participation in Premier’s group purchasing programs. MHS Purchasing currently owns a minority interest in DePre Holdings, LLC, which currently owns a 49% interest in DePre, LLC, which domestically produces isolation gowns.

The existence of each of MetroHealth Holdings and MHS Purchasing ends on December 31, 2025 pursuant to Section 2.6 of its respective operating agreement.

The approval of the System, as the sole member of MetroHealth Holdings and MHS Purchasing, is required to amend the operating agreements of MetroHealth Holdings and MHS Purchasing to extend the existence of MetroHealth Holdings and MHS Purchasing. The amendment of the operating agreements of MetroHealth Holdings and MHS Purchasing to extend the existence thereof is a “Key Decision” under Resolution 19332 that requires the approval of the Board.

Approval to Amend Operating Agreements of Certain Affiliates

RESOLUTION XXXXX

WHEREAS, the Board of Trustees (“Board”) of The MetroHealth System (“System”) has been presented a recommendation to amend the operating agreement of the System’s affiliate, MetroHealth Holdings LLC (“MetroHealth Holdings”), and to amend the operating agreement of the System’s affiliate, MHS Purchasing LLC (“MHS Purchasing”), to extend the existence of MetroHealth Holdings and MHS Purchasing, each of which expires on December 31, 2025 in accordance with the terms of its respective operating agreement.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves to amend the operating agreements of the System’s affiliates, MetroHealth Holdings and MHS Purchasing, to extend the existence of MetroHealth Holdings and MHS Purchasing indefinitely until dissolved in accordance with the provisions of its operating agreement and applicable law.

BE IT FURTHER RESOLVED, the System’s President and Chief Executive Officer or her designee are hereby authorized to take necessary actions to carry out the purpose and intent of the foregoing resolutions, including negotiating and executing an amendment to the operating agreement of MetroHealth Holdings and to the operating agreement of MHS Purchasing.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Approval of 2026 Schedule of Regular Board Meetings of The MetroHealth System

RESOLUTION XXXXX

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for calendar year 2026; and

WHEREAS, the schedule has been presented in accordance with the Bylaws of the Board of Trustees and applicable law.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves as written the proposed schedule of regular meetings of the Board of Trustees of The MetroHealth System for Calendar Year 2026, and this schedule is hereby made part of this Resolution as though fully herein rewritten as an addendum hereto.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

The MetroHealth System Board of Trustees 2026
Schedule of Meetings

DRAFT

	Quality, Safety & Experience Committee	Finance Committee	Facilities & Planning Committee	Audit & Compliance Committee	Governance Committee	Population & Community Health Committee	Human Resources & Compensation Committee	Executive Committee	Strategic Planning Committee	Full Board
January			11:00–1:00 Jan 28		1:00–3:00 Jan 28					3:00–5:30 Jan 28
February	11:00–1:00 Feb 25	1:00–3:00 Feb 25						3:00–4:30 Feb 11	TBD	3:00–5:30 Feb 25
March				11:00–1:00 March 25			1:00–3:00 March 25			3:00–5:30 March 25
April			11:00–1:00 April 22		1:00–3:00 April 22	1:00–3:00 April 9		3:00–5:00 April 9		3:00–5:30 April 22
May	11:00–1:00 May 27	1:00–3:00 May 27							TBD	3:00–5:30 May 27
June				11:00–1:00 June 24	1:00–2:30 June 11		1:00–3:00 June 24			3:00–5:30 June 24
July										
August	11:00–1:00 August 26	1:00–3:00 August 26	12:00–2:00 August 12						TBD	3:00–5:30 Aug 26
September				11:00–1:00 Sept 16	1:00–2:30 Sept 16	2:30–4:00 Sept 16		4:00–5:30 Sept 16		Board Retreat September 30 1:00–5:00
October	11:00–1:00 Oct 28	1:00–3:00 Oct 28					2:00–4:00 Oct 14			3:00–5:30 Oct 28
November			11:00–1:00 Nov 18	1:00–3:00 Nov 18					TBD	3:00–5:30 Nov 18
December						1:00–3:00 Dec 9	1:00–3:00 Dec 16			

Updated 11/17/2025

*RED indicates a change in meeting time or addition of meeting

*GREEN indicates if necessary