Board of Trustees Special Meeting

The MetroHealth System
MetroHealth Board Room K107 - 2500 MetroHealth Dr. Cleveland, OH 44109
2025-11-05 15:00 - 16:00 EST

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The MetroHealth System Board of Trustees

SPECIAL BOARD MEETING

DATE: Wednesday, November 5, 2025
TIME: 3:00pm – 4:00pm
PLACE: **MetroHealth Board Room (K107) or via YouTube Stream:**
https://www.youtube.com/@metrohealthCLE/streams

AGENDA

I. Approval of Minutes
Minutes of October 22, 2025 meeting of the Board of Trustees

II. Committee Reports
A. Finance Committee – *J. Moss*

III. Consent Agenda
A. Recommendation to Approve 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

B. Recommendation to Approve Certain Annual Purchasing Policies and Procedures of The MetroHealth System

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

IV. Executive Session

BOARD MEETING

Wednesday, October 22, 2025
3:00pm - 5:30pm
MetroHealth Cleveland Heights (A2-2016) and Virtual

Meeting Minutes

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

Staff: Christine Alexander-Rager, M.D.-I, Rita Andolsen-I, Bridget Barrett-I, Peter Benkowski-I, James Bicak-I, Michelle Block-I, Romona Brazile-I, Nabil Chehade, M.D.-I, Joe Frolik-I, Joseph Golob, M.D.-I, Ryan Johnson-R, Kinsey Jolliff-R, Natalie Joseph, M.D.-R, Dr. Candy Mori-I, Kate Nagel-I, Sarah Partington-I, Allison Poulios-I, Jeff Rooney-I, Tamiyka Rose-I, Aparna Roy, M.D.-I, Deborah Southerington-R, David Stepnick, M.D.-I, James Wellons-I[1]

Invited Guests: None

Other Guests: Guests not personally invited to the meeting by the Board Chair are not listed as they are members of the public and some were not appropriately identified.

Dr. Walker called the meeting to order at 3:03pm, 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 September 30, 2025 meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19704

II. Mission Moment

Dr. Walker introduced Bridget Barrett, VP Chief Marketing Officer, who shared the recent relaunch of the MetroHealth.org website; noting that it was the first comprehensive update since 2017. Ms. Barrett emphasized the website is a mobile-first design. The redesign focuses on patient-centered functionality, with

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

streamlined access to provider search, location mapping, and appointment scheduling. Ms. Barrett highlighted the strategic alignment of the website with MetroHealth's five-year plan to become Northeast Ohio's "home for health". The new site aims to ensure MetroHealth's content is accessible and relevant in this evolving digital landscape.

III. Committee Reports

A. Audit and Compliance – S. Dumas

Dr. Walker asked Ms. Dumas to provide the Audit and Compliance report at the next meeting.

B. Population and Community Health Committee – *N. Mendez*

Ms. Mendez reported on the September 17, 2025, Population and Community Health meeting, thanking Dr. Chehade and his team for efficiency and strategic depth. The meeting presented a new structure based on four pillars: (1) Patient-Centered Workforce, led by Dr. Moreland; (2) Barriers to Health, led by Karen Cook; (3) Quality Outcomes and Performance Improvement, led by Nisreen Khazaal; and (4) Community Engagement, led by Ramona Brazile. Each pillar aims to address systemic challenges through data-driven, solution-oriented approaches. The four-pillar strategy seeks to enhance cross-departmental collaboration and alignment with MetroHealth's strategic goals. Ms. Mendez concluded that the new framework would unify efforts across the system, enhance accountability, and improve health outcomes through targeted initiatives.

C. Executive Committee – *Dr. Walker*

Dr. Walker summarized the Executive Committee meeting, held on September 17, 2025, noting that the primary focus was the extension of the CEO's contract. The Committee reviewed national compensation data for comparable organizations and engaged legal counsel to prepare a formal contract proposal. Additionally, the Committee discussed the committee charter, particularly voting procedures, deferring final decisions to the Governance Committee.

D. Human Resources & Compensation Committee – *J. Corlett*

Mr. Corlett provided a summary of the Human Resources & Compensation Committee meeting held on October 8, 2025. The Committee reviewed its charter and proposed amendments, which will be forwarded to the Governance Committee. The Committee also examined workforce metrics, including turnover rates and staffing levels, especially considering the recent reduction in force. Recruitment strategies for hard-to-fill positions were discussed, with emphasis on innovative Human Resources approaches. The Committee entered executive session and subsequently recommended suspending the Performance-Based Variable

Compensation Program for the 2025 plan year. The recommendation was added to the consent agenda for board approval.

E. Quality, Safety & Experience Committee – *R. Dziedzicki*
Mr. Dziedzicki provided a summary of the Quality, Safety & Experience held earlier in the day. The meeting began with a patient experience story, focusing on group medical appointments that enhance care delivery. The Committee received an annual infection prevention update, highlighting reductions in mortality and infection rates, and a legal update was also provided. Mr. Dziedzicki proudly announced that MetroHealth ranked in the top 2% nationally for socially responsible hospitals, as reported by the Lown Institute. This recognition was attributed to the leadership team's commitment to quality care and community impact.

IV. Consent Agenda

A. Human Resources & Compensation Committee -
The Board approved the Suspension of Performance Based Variable Compensation Program for 2025 Plan Year by unanimous vote. RESOLUTION NO. 19705

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

Dr. Alexander-Rager began the President and CEO report by expressing deep appreciation for the Board's support and the dedication of the executive leadership team. Dr. Alexander-Rager directed the board's attention to the written President and CEO's Report to the Board of Trustees for the month of October 2025 which was included in the meeting material.

Key updates included:
- Employee Communication Initiatives: Fireside chats and a new monthly newsletter, "Chrissy's Monthly Rounds," were launched to enhance transparency and engagement.
- Facility Closures and Resource Reallocation: Five sites were closed as announced in August, with resources redirected to offer evening hours for patients.
- Behavioral Health Integration: Recovery Resources clinical staff were fully integrated into MetroHealth as of October 1, expanding behavioral health services.
- APP Week Celebrations: Recognition of Advanced Practice Providers for their vital role in care delivery.
- Funding and Program Updates: Additional funding was secured for the Mother and Child Dependency Program, supporting pregnant women with substance use disorders.
- Breast Amiga Program: Celebrated its 20th anniversary, with accolades to Dr. Jean Stevenson and Dr. Natalie Joseph.

●North Coast 99 Recognition: MetroHealth was named one of the best places to work in Greater Cleveland for the 21st time.

VI. Medical Staff Report

Dr. Walker introduced Dr. Joseph to present the medical staff report. Dr. Joseph began with the announcement of five 2025 Medical Hall of Honor recipients and two legacy members. Honorees include Dr. Robert Bilenker, Dr. James Campbell, Dr. John Moore, Dr. Brian Mercer, and Dr. Hunter Peckham. Legacy awards were given to Dr. Louis Karnosh and Mr. William Andrews for their historic contributions. Dr. Joseph also acknowledged recent retirements, including Dr. Roy Ferguson and Dr. Harvey Tucker, and highlighted achievements such as faculty awards and appointments to national commissions. Dr. Joseph provided a detailed overview of the newly formalized peer review process, which now includes a centralized committee, formalized policies, and structured feedback mechanisms. This process ensures continuous improvement and educational value, aligning with Joint Commission expectations. Dr. Joseph directed the Board to the medical staff report included in the meeting material and asked for approval the Medical Staff Providers Appointments, Reappointments, and Actions of the Credentialing Committee for the month of September 2025. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions and Reappointments for September 2025, which was given, seconded and unanimously approved. RESOLUTION NO. 19706

VII. Other Business

A. Discussion to Revise and Codify the Strategic Planning Committee Charter
The Board discussed the need to revise and codify the Strategy Committee Charter. This initiative stemmed from feedback during the recent board retreat, where members expressed a desire to become a more strategic board. The revised committee would expand its scope to include Government Relations, Marketing, and Communications. A voice vote to revise and codify the Strategic Planning Committee Charter was conducted and a motion was made, seconded, and approved unanimously.

B. 2026 Calendar Review
The Board reviewed a draft of the 2026 meeting calendar. Given the discussion to revise and codify the Strategic Planning Committee Charter, the meeting calendar will be updated to integrate the Strategic Planning Committee into the schedule.

VIII. Executive Session

Dr. Walker asked for a motion to move into executive session to discuss hospital trade secrets as defined by ORC 1333.61; and to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, or the investigation of charges or complaints against a public official, and to conference with the public body's attorney to discuss disputes involving the public body that are the subject of pending or imminent court as defined by ORC 121.22(G). Mr. Summers made a motion and Mr. Arnold seconded. The Board held a roll call vote with all Trustees in attendance voting to approve the motion to go into executive session for the purposes stated by Dr. Walker. Members of the public were excused, and the Board went into executive session to discuss the identified matters at approximately 3:40pm.

Return to Open Meeting
Following the executive session, the meeting reconvened in open session at approximately 5:27pm and welcomed back the public virtually and those members of the public who remained in-person. With no further business to bring before the Board, the meeting adjourned at approximately 5:28pm.

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

Respectfully Submitted,

E. Harry Walker, MD, Chairperson
Board of Trustees

RECOMMENDATION TO APPROVE 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

Recommendation

The Finance Committee ("Committee") of the Board of Trustees ("Board") of The MetroHealth System ("System") and the President and Chief Executive Officer of the System, on the advice of the Interim Chief Financial Officer of the System, recommends that the System approve a proposed budget for the 2026 fiscal year and authorize the submission of the same to the government of Cuyahoga County, Ohio ("County").

The information to be submitted to the County is shown in **Exhibit A**.

Background

The Board is required by law to submit to the County a proposed budget for the System for the ensuing fiscal year in advance of the end of the current fiscal year.

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

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RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation by the Board's Finance Committee to approve a proposed budget for the System for the 2026 fiscal year and to authorize the submission of the same to the government of Cuyahoga County, Ohio ("County"); and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves a proposed budget for the System for the 2026 fiscal year and authorizes the submission of the same to the County.

The information to be submitted to the County is shown in **Exhibit A**.

BE IT FURTHER RESOLVED, the Chief Executive Officer and President of the System or her designee are hereby authorized to take necessary actions consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

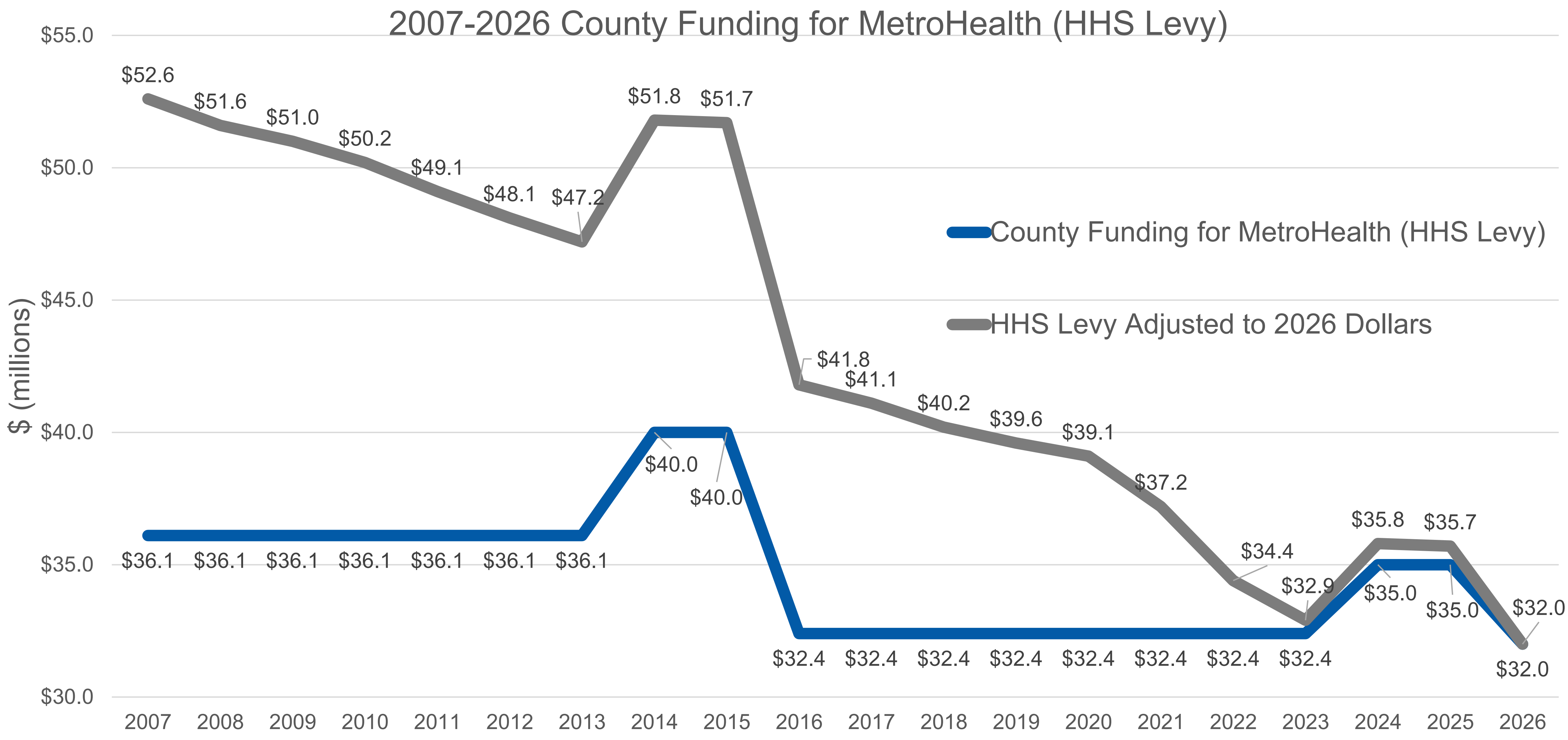
EXHIBIT A

2026 Operating Budget Summary

MetroHealth

Description (in $000s)	2022A	2023A	2024A	2025P	2026B
Total Operating Revenue	**$ 1,613,858**	**$ 1,819,570**	**$ 1,965,705**	**$ 2,092,191**	**$ 2,272,223**
Operating Expenses:					
Salaries, Wages, & Benefits	948,719	1,071,080	1,151,465	1,170,296	1,182,630
Department Expenses	527,596	611,747	710,656	807,315	941,149
Depreciation, Amortization, and Interest	119,450	158,490	153,959	162,923	179,624
Total Operating Expenses	**1,595,765**	**1,841,317**	**2,016,080**	**2,140,535**	**2,303,402**
Operating Income (Loss)	**$ 18,093**	**$ (21,747)**	**$ (50,375)**	**$ (48,344)**	**$ (31,179)**
Operating Income (Loss) Margin %	**1.1%**	**-1.2%**	**-2.6%**	**-2.3%**	**-1.4%**
EBIDA	**$ 137,543**	**$ 136,743**	**$ 103,584**	**$ 114,579**	**$ 148,445**
EBIDA Margin %	**8.5%**	**7.5%**	**5.3%**	**5.5%**	**6.5%**
FTEs	**7,336**	**7,862**	**8,174**	**8,297**	**8,192**

County Uncompensated Care

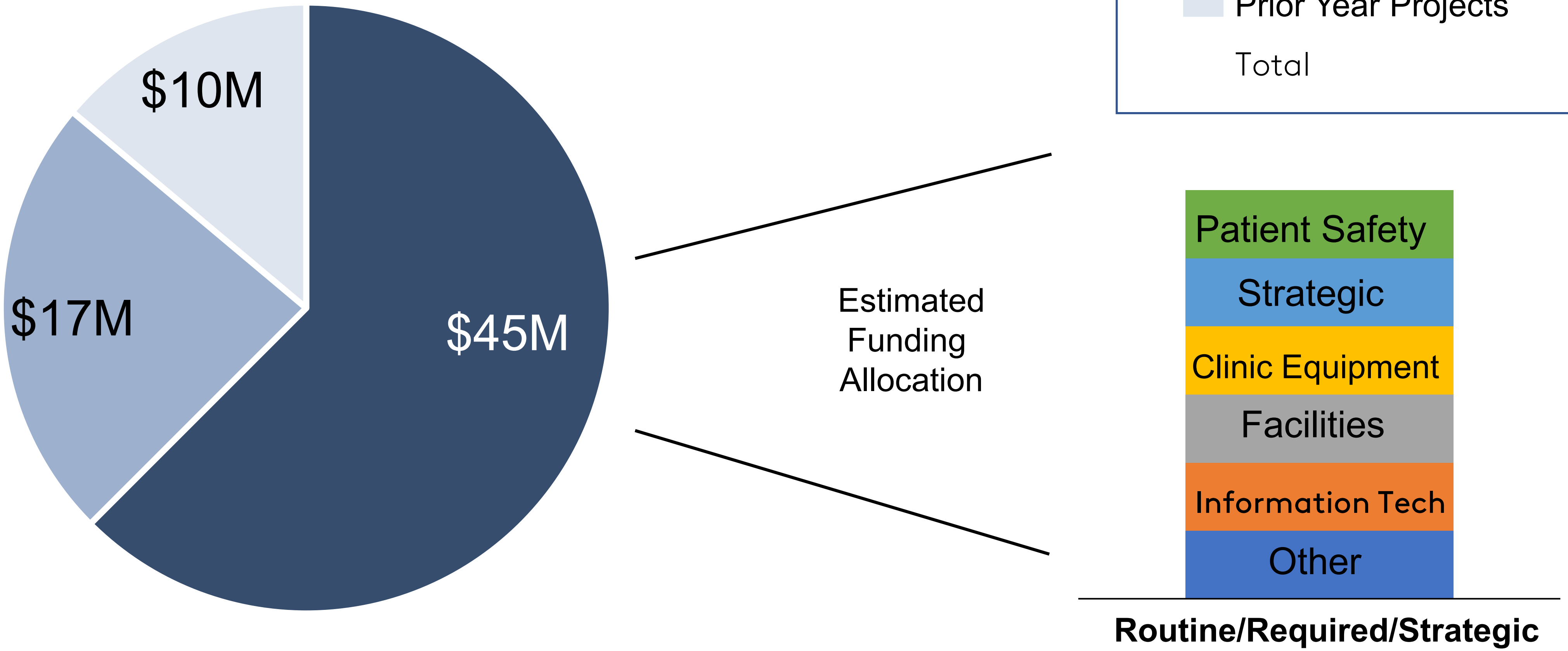


2026 Capital Budget

MetroHealth

$ in Thousands

Routine/Required/Strategic	$	45M
Outpatient Health Center	$	17M
Prior Year Projects	$	10M
Total	$	72M



RECOMMENDATION TO APPROVE CERTAIN ANNUAL PURCHASING POLICIES AND PROCEDURES OF THE METROHEALTH SYSTEM

Recommendation

The Finance Committee ("Committee") of the Board of Trustees ("Board") of The MetroHealth System ("System") and the Interim Chief Financial Officer of the System, on the advice of the Chief Legal Officer of the System, recommends that the System approve certain annual purchasing policies and procedures, for participation in group or joint procurement arrangements.

For the calendar year 2026 and for the purpose of acquiring supplies, equipment, and services routinely used in the operations of the System, the System may obtain membership and participate in either:

a) One or more group purchasing organizations (each a "GPO") sponsored by nonprofit organizations, for all products available through such GPOs, provided that the terms and conditions of such participation, and the GPO's policies and procedures, are evaluated and determined to be in the best interest of the System; and,

b) One or more state or federally operated joint purchasing programs (each a "JPP"), for purchase of all products available through such JPPs.

The System may pay GPO or JPP participation or membership fees and costs, if any, out of general operating funds.

Background

The System may lawfully participate in group purchasing arrangements sponsored by nonprofit organizations. The System may also lawfully participate in state or federal joint purchasing programs that permit other states and their political subdivisions to participate.

The System's governing law permits the System to annually adopt certain policies and procedures, for procurement of supplies, equipment, and services, which may be used in lieu of competitive bidding.

Approval of Certain Annual Purchasing Policies and Procedures of The MetroHealth System

RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation by the Board's Finance Committee for certain annual purchasing policies and procedures; and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves certain annual purchasing policies and procedures for participation in group or joint procurement arrangements. For the calendar year 2026 and for the purpose of acquiring supplies, equipment, and services routinely used in the operations of the System, the System may obtain membership and participate in either:

a) One or more group purchasing organizations (each a "GPO") sponsored by nonprofit organizations, for all products available through such GPOs, provided that the terms and conditions of such participation, and the GPO's policies and procedures, are evaluated and determined to be in the best interest of the System; and

b) One or more state or federally operated joint purchasing programs (each a "JPP"), for purchase of all products available through such JPPs.

BE IT FURTHER RESOLVED the System may pay GPO or JPP participation or membership fees and costs, if any, out of general operating funds; and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or her designee are hereby authorized to negotiate and execute agreements and other documents and develop and execute procedures consistent with this resolution.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

RECOMMENDATION FOR THE APPROVAL OF SUPPORT OF A NONPROFIT AFFILIATE

Recommendation

The Finance Committee ("Committee") of the Board of Trustees ("Board") of The MetroHealth System ("System") and the Interim Chief Financial Officer of the System recommend that the Board approve financial support for the System's nonprofit affiliate, Lumina Imaging, as more fully described in Attachment A.

Background

The Board approved the formation of Lumina Imaging in May 2019 in Resolution 19296 and financial support for Lumina Imaging in Resolutions 19333, 19554, and 19602. The System is the sole member of Lumina Imaging, which is an Ohio nonprofit corporation and has received 501(c)(3) status designation. Lumina Imaging was formed to disrupt the delivery of radiology services through stand-alone low-cost imaging centers for high-cost imaging services.

Lumina Imaging operates four locations in Northeast Ohio.

Approval of Support of a Nonprofit Affiliate

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RESOLUTION XXXXX

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation by the Finance Committee of the Board to approve financial support for the System's nonprofit affiliate, Lumina Imaging, as fully described in Attachment A hereto.

WHEREAS, the Finance 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 financial support for the System's nonprofit affiliate, Lumina Imaging, as more fully described in Attachment A in accordance with the Board's authority provided in Ohio Revised Code, Section 339.10.

BE IT FURTHER RESOLVED, the System's President and Chief Executive Officer or her designee are hereby authorized to take necessary actions to effectuate or carry out the purpose and intent of the foregoing resolutions.

AYES:

NAYS:

ABSENT:

ABSTAINED:

DATE:

Attachment A