THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – 11/5/2025

RESOLUTION DESCRIPTION	RESOLUTION NO.
MINUTES	
Minutes – Approval of Board Meeting Minutes October 22, 2025	19707
CONSENT AGENDA	
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	19708
Approval of Certain Annual Purchasing Policies and Procedures of The MetroHealth System	19709
Approval of Support of a Nonprofit Affiliate	19710

Approval of Board Meeting Minutes October 22, 2025

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RESOLUTION 19707

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of October 22, 2025, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the minutes of the Regular Meeting of October 22, 2025, as presented.

AYES:	Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki, Ms. Garcia, Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	November 5, 2025

I, the undersigned Corporate Secretory of The MetroHealth System, hereby certify that the foregoing is the text of the minutes adopted by the Boord of Trustees of The MetroHealth System at a meeting held on November 5, 2025, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary

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 19708

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:	Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki, Ms. Garcia, Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	November 5, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on November 5, 2025, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary

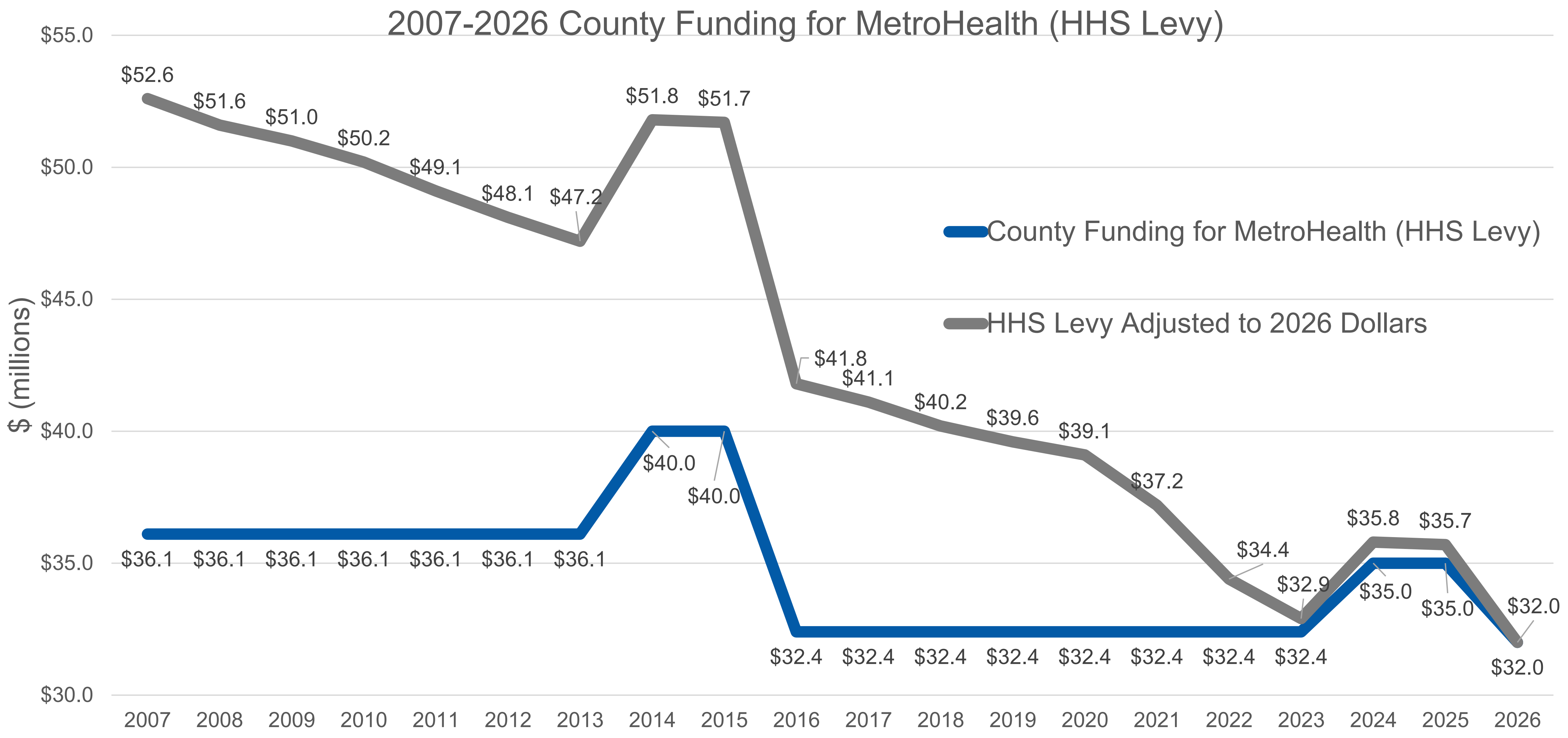
EXHIBIT A

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

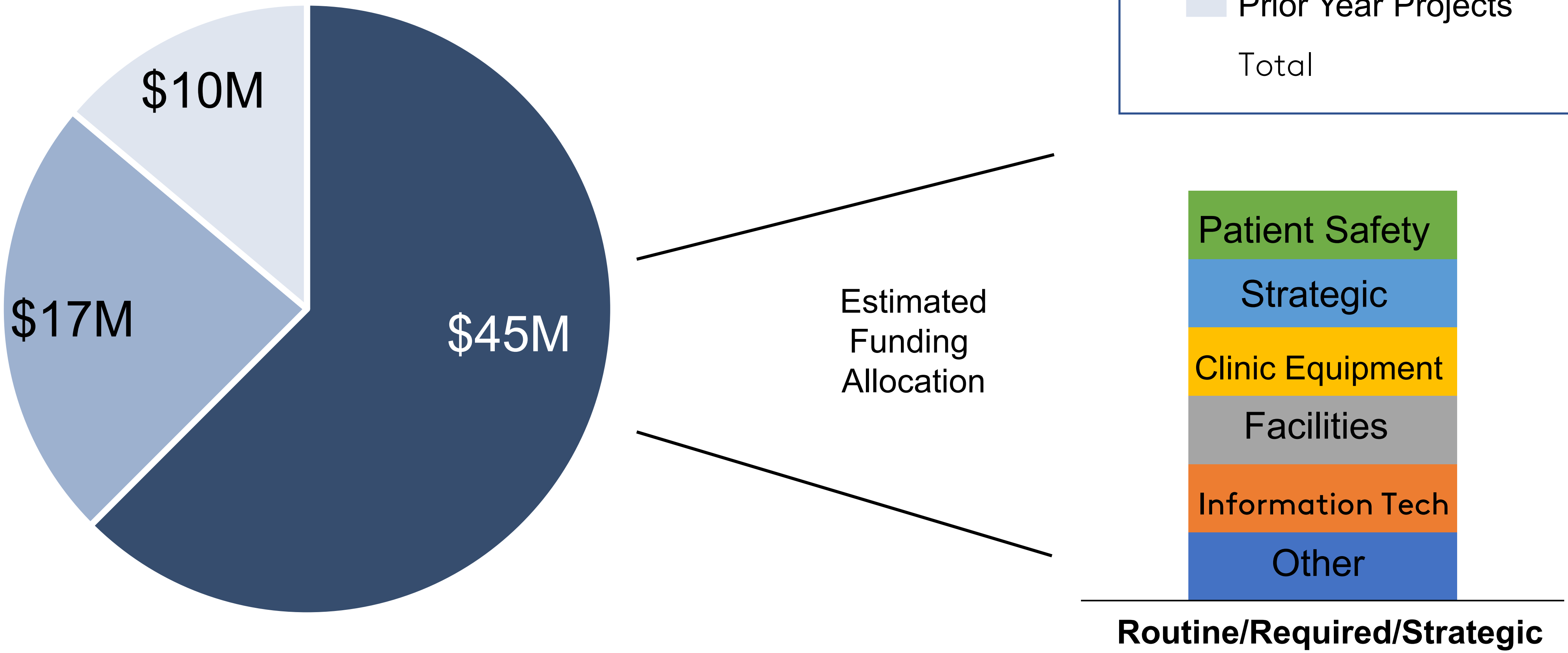


2026 Capital Budget

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 19709

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:	Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki, Ms. Garcia, Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	November 5, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on November 5, 2025, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary

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 19710

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:	Mr. Arnold, Ms. Dumas, Mr. Dziedzicki, Ms. Garcia, Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	Mr. Corlett
ABSENT:	None
ABSTAINED:	None
DATE:	November 5, 2025

I, the undersigned Corporate Secretory of The MetroHealth System, hereby certify that the foregoing is the text of the minutes adopted by the Board of Trustees of The MetroHealth System at a meeting held on November 5, 2025, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary