The MetroHealth System Board of Trustees

SPECIAL BOARD MEETING

Wednesday, December 10, 2025
3:30pm - 5:00pm
MetroHealth Board Room (K107) and Virtual

Meeting Minutes

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

Staff: Christine Alexander-Rager, M.D.-I, Allison Poulios-R, Tamiyka Rose-I, James Wellons-I[1]

Invited Guests: Mark Wallach-I

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 3:30pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

I. Approval of Minutes

Dr. Walker requested a motion to approve the minutes of the November 19, 2025 meeting as presented, which was given, seconded, and approved by majority vote. RESOLUTION NO. 19719

II. Committee Reports

A. Population & Community Health – *N. Mendez*

Dr. Walker introduced Ms. Mendez to present the Population & Community Health committee report on the meeting held earlier in the day. Ms. Mendez reported that the committee reviewed a draft of the 2026 Ambulatory Quality Goals, which are intended to shape how the system delivers outpatient care in the coming year.
Ms. Mendez then discussed the committee's deep dive into the Index of Disparity, an analytical framework that uses data to identify where inequities exist within patient populations, what underlying causes may be driving them, and what interventions should be prioritized in response. Next, an overview of 2026 Population & Community

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

Health priority goals were discussed and how these initiatives will integrate with system-wide initiatives. The committee then reviewed its four established pillars, which anchor all Population & Community Health work:

1. Patient-Centered Workforce, led by Dr. Connie Moreland
2. Barriers to Health, led by Karen Cook
3. Quality Outcomes and Performance Improvement, led by Nisrine Khazaal
4. Community Engagement, led by Ramona Brazil

III. Other Business

A. Committee Assignments

Dr. Walker introduced Tamiyka Rose, SVP Chief of Staff and BOT Liaison, who provided more detail regarding committee assignments. The committee assignment list was updated from an Excel spreadsheet to a more accessible Word document. Ms. Rose reminded the Board that while members are welcome to attend any committee meeting, it is particularly important that Trustees attend the meetings of the committees to which they are assigned to help ensure quorum.

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

Ms. Rose next presented the proposed 2026 Schedule of Regular Board Meetings of The MetroHealth System. Ms. Rose described several improvements made to the scheduling process to enhance efficiency and minimize disruptions. For example, committee meeting times were adjusted to better align with the personal schedules of committee chairs, reducing the likelihood of rescheduling or cancellations. Ms. Rose also noted that the Finance Committee will meet two additional times in 2026, a change requested by the Interim Chief Financial Officer and approved by Finance Committee Chair. The added meetings are intended to support enhanced fiscal oversight and ensure that the System remains responsive to financial complexities. A new feature of the 2026 calendar is the use of color-coding to distinguish between different types of Board meetings:

- **Black-coded meetings** indicate full Board meetings that will definitely occur due to known action items or recurring resolution needs.
- **Green-coded meetings** indicate optional or "as needed" Board meetings, which will take place only if resolutions or approvals are required at that time.

Dr. Walker requested a motion to approve the calendar year 2026 Schedule of Regular Board Meetings of The MetroHealth System as presented, which was given, seconded and unanimously approved. RESOLUTION 19720

IV. **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. Arnold made a motion and Mr. Moss 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 3:37pm.

Return to Open Meeting

Following the executive session, the meeting was reconvened in open session at approximately 5:11pm and Dr. Walker welcomed back the public.

V. **Recommendation/Resolution Approvals**

Dr. Walker reported that, under Resolution 19696, he and the Chief Legal Officer, James Wellons were authorized to negotiate a new employment agreement with Dr. Alexander-Rager to extend her term as the System's CEO, pending final Board approval. Dr. Walker stated that the terms had been reached in principle and shared with the Board for review. The compensation consultant confirmed the economic terms were consistent with those of chief executive officers at comparable nonprofit and public healthcare systems. Dr. Walker then requested a motion to approve the execution of the new employment agreement, which was moved, seconded, and approved by majority vote. Dr. Walker formally congratulated Dr. Alexander on securing a new contract and thanked her for her leadership.

With no further business to bring before the Board, the meeting adjourned at approximately 5:12pm.

NEXT MEETING: **Wednesday, January 28, 2026 – 4:00 pm - 5:30 pm**
MetroHealth Board Room (K107) and Virtual

Respectfully Submitted,

E. Harry Walker, MD, Chairperson
Board of Trustees

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the minutes adopted by the Board of Trustees of The MetroHealth System at a meeting held on January 28, 2026, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary