



## **Board of Trustees Special Meeting**

The MetroHealth System

MetroHealth Board Room (K107) - 2500 MetroHealth Dr. Cleveland, OH

44109

2025-12-10 15:30 - 17:00 EST

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# The MetroHealth System Board of Trustees

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## SPECIAL BOARD MEETING

**DATE:** Wednesday, December 10, 2025  
**TIME:** 3:30pm – 5:00pm  
**PLACE:** MetroHealth Board Room (K107) or via YouTube Stream:  
<https://www.youtube.com/@metrohealthCLE/streams>

## AGENDA

- I. **Approval of Minutes**  
Minutes of November 19, 2025 meeting of the Board of Trustees
- II. **Committee Reports**
  - A. Population and Community Health – *N. Mendez*
- III. **Other Business**
  - A. Committee Assignments
  - B. Approval of 2026 Schedule of Regular Board Meetings of The MetroHealth System
- IV. **Executive Session**
- V. **Return to Open Meeting**

# The MetroHealth System Board of Trustees

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## BOARD MEETING

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

### Meeting Minutes

**Trustees:** Artis Arnold, III-I, John Corlett-I, Ronald Dziedzicki-I, Dolores (Lola) Garcia-I, Adam Jacobs, Ph.D.-I, Nancy Mendez-I (late), Michael Summers-I, E. Harry Walker, M.D.-I<sup>1</sup>

**Staff:** Christine Alexander-Rager, M.D.-I, Rita Andolsen-I, Peter Benkowski-I, James Bicak-I, Michelle Block-I, Victoria Bowser-I, Robert (Doug) Bruce, M.D.-I, John Chae, M.D.-R, Nabil Chehade, M.D.-I, Joe Frolik-I, Cindy Gallaspie-I, Joseph Golob, M.D.-I, Ryan Johnson-R, Natalie Joseph, M.D.-I, Dr. Candy Mori-I, Kate Nagel-I, Sarah Partington-I, Allison Poullos-I, Amanda Roe-I, Jeff Rooney-I, Tamiyka Rose-I, Aparna Roy, M.D.-I, Deborah Southerington-I, James Wellons-I<sup>1</sup>

**Invited Guests:** None

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

Dr. Walker called the meeting to order at 3:00pm, in accordance with Section 339.02(K) of the Ohio Revised Code with a quorum present.

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

#### **I. Approval of Minutes**

Dr. Walker requested a motion to approve the minutes of the November 5, 2025 meeting as presented, which was given, seconded, and approved by majority vote.  
RESOLUTION NO. 19711

#### **II. Mission Moment**

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

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<sup>1</sup> I-In-person, R-Remote

# The MetroHealth System Board of Trustees

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

## III. Committee Reports

### A. Audit and Compliance – *S. Dumas*

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

### B. Facilities & Planning – *E. Walker*

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

### C. Governance Committee – *M. Summers*

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

# The MetroHealth System Board of Trustees

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## IV. Consent Agenda

- A. Governance Committee -  
The Board approved the Approval of Revisions to Bylaws. RESOLUTION NO. 19712
- B. The Board approved the Approval of Committee Charter updates. RESOLUTION NO. 19713
- C. The Board approved the Approval of New Strategy Committee Charter. RESOLUTION NO. 19714
- D. The Board approved the Approval of Revisions to Board Policy BOT-08 (Board Expenses and Reimbursement). RESOLUTION NO. 19715
- E. The Board approved the Approval of Revisions to Board Policy BOT-09 (CEO Expense Reimbursement). RESOLUTION NO. 19716

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

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

## VI. Medical Staff Report – Dr. Joseph

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

# The MetroHealth System Board of Trustees

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## **VII. Executive Session**

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

### **Return to Open Meeting**

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

## **VIII. Recommendation/Resolution Approvals**

### **A. Recommendation to Amend Operating Agreements of Certain Affiliates**

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

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

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

Respectfully Submitted,

E. Harry Walker, MD, Chairperson  
Board of Trustees

## Board of Trustees Committee Assignments

Committee Name	Trustees	Staff
Board of Trustees	<ul style="list-style-type: none"> <li>A. Arnold</li> <li><b>J. Corlett, Secretary</b></li> <li>S. Dumas</li> <li>R. Dziedzicki</li> <li>D. (Lola) Garcia</li> <li>A. Jacobs</li> <li>N. Mendez</li> <li><b>J. Moss, Vice Chair</b></li> <li>M. Summers</li> <li><b>E. Harry Walker, Chair</b></li> </ul>	<ul style="list-style-type: none"> <li><b>C. Alexander-Rager, Exec. Lead</b></li> <li>P. Benkowski</li> <li>J. Bicak</li> <li>K. Brown</li> <li>D. Bruce</li> <li>J. Chae</li> <li>N. Chehade</li> <li>J. Golob</li> <li>N. Joseph</li> <li>C. Mori</li> <li>K. Nagel</li> <li>A. Poullos</li> <li>J. Pressnell (MHF Chair)</li> <li>J. Rooney</li> <li>T. Rose</li> <li>A. Roy</li> <li>D. Southerington</li> <li>D. Stepnick</li> <li>J. Wellons</li> <li><b>J. Wellons, Legal Partner</b></li> <li>V. Graves, Staff Support</li> </ul>



The MetroHealth System Board of Trustees  
Committee Assignments

Committee Name	Trustees	Staff
<b>Audit &amp; Compliance Committee</b>	<ul style="list-style-type: none"> <li>• <b>S. Dumas, Interim Chair</b></li> <li>• A. Jacobs</li> <li>• J. Moss</li> </ul>	<ul style="list-style-type: none"> <li>• C. Alexander-Rager</li> <li>• A. Ardelt</li> <li>• R. Barre</li> <li>• D. Bruce</li> <li>• N. Chehade</li> <li>• D. Fiser</li> <li>• J. Golob</li> <li>• C. Mori</li> <li>• J. Rooney</li> <li>• S. Partington</li> <li>• A. Poullos</li> <li>• <b>A. Roe, Legal Partner</b></li> <li>• T. Rose</li> <li>• D. Southerington</li> <li>• D. Stepnick</li> <li>• <b>J. Wellons, Exec. Lead</b></li> <li>• P. Woods</li> <li>• V. Graves, Staff Support</li> </ul>
<b>Executive Committee</b>	<ul style="list-style-type: none"> <li>• <b>E. Harry Walker, Chair</b></li> <li>• J. Corlett</li> <li>• J. Moss</li> </ul>	<ul style="list-style-type: none"> <li>• C. Alexander-Rager</li> <li>• T. Rose</li> <li>• <b>J. Wellons, Exec. Lead and Legal Partner</b></li> <li>• V. Graves, Staff Support</li> </ul>





The MetroHealth System Board of Trustees  
Committee Assignments

Committee Name	Trustees	Staff
Facilities & Planning Committee	<ul style="list-style-type: none"> <li>• <b>E. Harry Walker, Chair</b></li> <li>• S. Dumas</li> <li>• J. Moss</li> </ul>	<ul style="list-style-type: none"> <li>• C. Alexander-Rager</li> <li>• P. Benkowski</li> <li>• <b>J. Bicak, Exec. Lead</b></li> <li>• <b>V. Bowser, Legal Partner</b></li> <li>• D. Bruce</li> <li>• J. Chae</li> <li>• N. Chehade</li> <li>• K. Dethloff</li> <li>• D. Fiser</li> <li>• J. Golob</li> <li>• E. Hayes</li> <li>• C. Mori</li> <li>• K. Nagel</li> <li>• A. Poulos</li> <li>• B. Rentschler</li> <li>• J. Rooney</li> <li>• T. Rose</li> <li>• D. Southerington</li> <li>• D. Stepnick</li> <li>• J. Wellons</li> <li>• D. Wiper</li> <li>• G. Zucca</li> <li>• H. Zawol, Staff Support</li> </ul>



The MetroHealth System Board of Trustees  
Committee Assignments

Committee Name	Trustees	Staff
<b>Finance Committee</b>	<ul style="list-style-type: none"> <li>• <b>J. Moss, Chair</b></li> <li>• E. Harry Walker</li> <li>• A. Arnold</li> <li>• S. Dumas</li> <li>• R. Dziedzicki</li> </ul>	<ul style="list-style-type: none"> <li>• <b>J. Rooney, Exec. Lead</b></li> <li>• C. Alexander-Rager</li> <li>• R. Barre</li> <li>• P. Benkowski</li> <li>• N. Bernard</li> <li>• J. Bicak</li> <li>• A. Blake, Clearstead</li> <li>• <b>V. Bowser, Legal Partner</b></li> <li>• K. Brown</li> <li>• D. Bruce</li> <li>• N. Chehade</li> <li>• J. Golob</li> <li>• K. Joliff</li> <li>• C. Mori</li> <li>• K. Nagel</li> <li>• H. Perzy</li> <li>• A. Poullos</li> <li>• B. Rentschler</li> <li>• T. Rose</li> <li>• D. Southerington</li> <li>• D. Stepnick</li> <li>• N. Sukalac</li> <li>• J. Wellons</li> <li>• P. Woods</li> <li>• V. Graves, Staff Support</li> </ul>



The MetroHealth System Board of Trustees  
Committee Assignments

Committee Name	Trustees	Staff
<b>Governance Committee</b>	<ul style="list-style-type: none"> <li>• <b>M. Summers, Chair</b></li> <li>• E. Harry Walker</li> <li>• D. Garcia</li> <li>• A. Jacobs</li> </ul>	<ul style="list-style-type: none"> <li>• C. Alexander-Rager</li> <li>• N. Chehade</li> <li>• T. Rose</li> <li>• <b>B. Sorg, Legal Partner</b></li> <li>• <b>J. Wellons, Exec. Lead</b></li> <li>• V. Graves, Staff Support</li> </ul>
<b>Human Resources &amp; Compensation Committee</b>	<ul style="list-style-type: none"> <li>• <b>J. Corlett, Chair</b></li> <li>• J. Moss</li> <li>• E. Harry Walker</li> </ul>	<ul style="list-style-type: none"> <li>• C. Alexander-Rager</li> <li>• S. Alpert</li> <li>• K. Andolek</li> <li>• R. Barre</li> <li>• D. Bruce</li> <li>• N. Chehade</li> <li>• <b>C. Clay, Legal Partner</b></li> <li>• J. Golob</li> <li>• C. Mori</li> <li>• A. Poullos</li> <li>• J. Rooney</li> <li>• T. Rose</li> <li>• P. Seneff</li> <li>• <b>D. Southerington, Exec. Lead</b></li> <li>• D. Stepnick</li> <li>• N. Sukalac</li> <li>• J. Wellons</li> <li>• V. Graves, Staff Support</li> </ul>



The MetroHealth System Board of Trustees  
Committee Assignments

Committee Name	Trustees	Staff
Population and Community Health Committee	<ul style="list-style-type: none"> <li>• <b>N. Mendez, Chair</b></li> <li>• J. Corlett</li> <li>• D. Garcia</li> </ul>	<ul style="list-style-type: none"> <li>• B. Adebambo</li> <li>• C. Alexander-Rager</li> <li>• B. Barrett</li> <li>• P. Benkowski</li> <li>• R. Brazile</li> <li>• D. Bruce</li> <li>• <b>N. Chehade, Exec. Lead</b></li> <li>• J. Golob</li> <li>• M. Kaufmann</li> <li>• T. Minor</li> <li>• C. Morales</li> <li>• C. Moreland</li> <li>• C. Mori</li> <li>• K. Nagel</li> <li>• K. Plummer</li> <li>• A. Poullos</li> <li>• T. Rose</li> <li>• A. Solaru</li> <li>• D. Stepnick</li> <li>• D. Thornton</li> <li>• J. Wellons</li> <li>• <b>M. Wilber, Legal Partner</b></li> <li>• G. Zucca</li> <li>• V. Graves, Staff Support</li> </ul>



The MetroHealth System Board of Trustees  
Committee Assignments

Committee Name	Trustees	Staff
Quality, Safety & Experience Committee	<ul style="list-style-type: none"> <li>• <b>R. Dziedzicki, Chair</b></li> <li>• E. Harry Walker</li> </ul>	<ul style="list-style-type: none"> <li>• C. Alexander-Rager</li> <li>• P. Benkowski</li> <li>• <b>M. Block, Legal Partner</b></li> <li>• S. Booker</li> <li>• D. Bruce</li> <li>• N. Chehade</li> <li>• <b>C. Firis, Legal Partner</b></li> <li>• <b>J. Golob, Exec. Lead</b></li> <li>• N. Joseph</li> <li>• C. Mori</li> <li>• K. Nagel</li> <li>• A. Poullos</li> <li>• N. Rabic</li> <li>• A. Ray</li> <li>• B. Rentschler</li> <li>• J. Rooney</li> <li>• T. Rose</li> <li>• D. Southerington</li> <li>• D. Stepnick</li> <li>• M. Sullivan</li> <li>• J. Wellons</li> <li>• D. Wiper</li> <li>• V. Graves, Staff Support</li> </ul>



The MetroHealth System Board of Trustees  
Committee Assignments

Committee Name	Trustees	Staff
Strategic Planning Committee	<ul style="list-style-type: none"><li>• <b>Artis Arnold, Chair</b></li><li>• E. Harry Walker</li><li>• N. Mendez</li><li>• A. Jacobs</li></ul>	<ul style="list-style-type: none"><li>• C. Alexander-Rager</li><li>• <b>P. Benkowski, Exec. Lead</b></li><li>• N. Chehade</li><li>• A. Poulos</li><li>• <b>B. Sorg, Legal Partner</b></li><li>• <b>A. Roe, Legal Partner</b></li><li>• T. Rose</li><li>• J. Wellons</li><li>• V. Graves, Staff Support</li></ul>

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

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### 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		1:00-2:30 Jan 28			3:00-4:30 Jan 28		4:30-5:30 Jan 28
February	11:00-1:00 Feb 25	1:00-3:00 Feb 25							1:00-3:00 Feb. 11	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		2:30-4:00 April 22	11:00-1:00 April 22		1:00-2:30 April 22	1:00-3:00 April 9		3:00-5:00 April 9		4:00-5:30 April 22
May	11:00-1:00 May 27	1:00-3:00 May 27							3:00-5:00 May 13	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						2:00-4:00 August 12	3:00-5:30 Aug 26
September		1:00-3:00 Sept 16		11:00-1:00 Sept 16		3:00-5:00 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	1:00-3:00 Nov 11			3:00-5:00 Nov 11	3:00-5:00 Nov 4	3:00-5:30 Nov 18
December						1:00-3:00 Dec 9	1:00-3:00 Dec 16			3:00-5:00 Dec 16

Updated 12/4/2025

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

\*GREEN indicates if necessary