The MetroHealth System Board of Trustees

BOARD MEETING

Wednesday, January 28, 2026
4:00pm - 5:30pm
Virtual

Meeting Minutes

Trustees: Artis Arnold, III, John Corlett, Sharon Dumas, Ronald Dziedzicki, Dolores (Lola) Garcia (late), Adam Jacobs, Ph.D., Michael Summers, E. Harry Walker, M.D.

Staff: Christine Alexander-Rager, M.D., Peter Benkowski, James Bicak, Michelle Block, Kate Brown, Robert (Doug) Bruce, M.D., John Chae, M.D., Nabil Chehade, M.D., Corey Clay, Jennifer Esposito, David Fiser, Erin Fogarty, Joseph Golob, M.D., Natalie Joseph, M.D., Carol Martz, Ashish Masih, Dr. Candy Mori, Kate Nagel, Allison Poulios, Jeff Rooney, Tamiyka Rose, Aparna Roy, M.D., Brendan Sorg, Deborah Southerington, David Stepnick, Joseph Tagliaferro, M.D., James Wellons, Patrick Woods

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 4:01pm, 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 December 10, 2025 meeting as presented, which was given, seconded, and approved by majority vote. RESOLUTION NO. 19721

II. Mission Moment

Dr. Alexander-Rager introduced the Mission Moment video, capturing the neonatal intensive care unit (NICU) journey of an infant named Jermel, born at 25-week gestation. Jermel's mother, Charvette, a MetroHealth employee, had three successful prior births. Last year, on Super Bowl Sunday, she unexpectedly went into premature labor while her partner was out of town. She bravely drove herself to the hospital, where staff quickly assessed that she was in active labor, much to her shock, as she was only 25 weeks along. After an urgent C-section on February 10, 2025, baby Jermel entered the world weighing only 2 pounds, 1 ounce. Over the next 99 days, the NICU team provided around the clock care to stabilize, nurture, and support both Jermel and his family. Nurses created small but meaningful mementos such as footprint cards that captured the fragile but determined progress of their tiny patient. The video highlighted the skill and compassion of clinicians who managed Jermel's breathing support, celebrated incremental weight gains, and offered emotional guidance during the most uncertain moments.

III. **Committee Reports**

A. Human Resources & Compensation – J. Corlett

Mr. Corlett presented a summary of the Human Resources & Compensation Committee meeting, which took place on December 17, 2025. The meeting began with an overview of MetroHealth's volunteer program. In 2025, 410 volunteers collectively contributed more than 10,000 service hours. The Committee also viewed a video about the PAWS program, which brings therapy dogs and puppies to comfort patients, staff, and families. Additionally, the Committee reviewed workforce updates including paid full-time equivalent (FTE) numbers, progress on reducing first-year employee turnover, and a high-level status report on the employee engagement survey. The Human Resources and Compensation Committee then entered executive session during their December meeting, and no resolutions were introduced or adopted.

B. Facilities & Planning – E. Walker, MD

Dr. Walker presented a summary of the Facilities & Planning Committee meeting, which took place earlier in the day. The Committee received a report from the RSM team regarding expenditures related to the Campus Transformation project. The Committee received updates on the status of major construction initiatives, including the Outpatient Health Center scheduled to open on June 1, 2026.

Dr. Walker acknowledged the significant operational and construction challenges required to meet that date but expressed optimism. Additional updates included progress on ambulatory enabling projects, emergency department renovation efforts, and strategies to keep the emergency department fully functional during ongoing refresh activities. The committee also heard a Facilities Management update from Ms. Dethloff. The Committee further discussed the emergency department project, as well as strategies for the eventual demolition of the legacy hospital building and potential opportunities for securing funds to support the demolition process.

C. Governance Committee – M. Summers
Mr. Summers presented a summary of the Governance Committee meeting, which took place earlier in the day. The meeting centered on consent agenda items, including approval of the CEO's service on three external boards: WellLink (formerly The Center for Health Affairs), the Ohio Hospital Association, and the United Way of Cleveland. The Committee also reviewed and revised the Board of Trustees Policy BOT-04 and the CEO Emergency Succession Plan policy, clarifying responsibilities and expectations for succession processes. Mr. Summers described discussions related to committee charters, voting rules, and the potential for incorporating non-Board expertise into governance work. The Committee reviewed objectives and discussed the use of Onboard document tools to strengthen consent agenda oversight. Governance priorities for improving Board culture, including meeting preparation, attendance, engagement, and advocacy, were also reviewed.
Mr. Summers listed board education topics planned for the coming year, including revenue cycle, regulatory and reimbursement.

D. Executive Committee – E. Walker, MD
Dr. Walker presented a summary of the Executive Committee meeting, which took place earlier in the day. Dr. Walker explained that most of the discussion occurred in executive session. The Committee discussed updates to the combined Board Liaison and Chief of Staff job description, which required revision following the merger of the two positions. The Committee also received a report from Dr. Alexander and Chief Legal Officer, James Wellons, regarding the CEO Emergency Succession Plan, discussing implementation strategy and alignment with Board expectations. Finally, the Committee reviewed the template for the upcoming CEO evaluation, a model originally developed by the Governance Committee, which a Governance Committee representative attended the session to offer historical context and suggestions for enhancement.

IV. **Consent Agenda**

A. Governance Committee -
The Board approved the Approval of Revisions to Board of Trustees CEO Emergency Succession Plan Policy BOT-04. RESOLUTION NO. 19722

B. Governance Committee -
The Board approved the Approval of CEO Official Capacity Appointments. RESOLUTION NO. 19723

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

Dr. Alexander-Rager delivered the President and CEO report, beginning with a detailed overview of strategic, operational, and community engagement developments since the last board meeting. First, Dr. Alexander-Rager addressed the January 15, 2026, announcement by the Cleveland Clinic regarding the planned opening of a Level 1 trauma center on its main campus. Dr. Alexander-Rager stated that MetroHealth has urged Cleveland Clinic to reconsider, citing concerns about oversaturation of trauma services in Greater Cleveland and potential negative impacts on patient outcomes, particularly for vulnerable populations. Dr. Alexander-Rager asserted that additional Level 1 trauma centers can dilute clinical experience across systems and worsen outcomes when regional populations cannot support the volume requirements needed to maintain proficiency.

Dr. Alexander-Rager then provided updates on safety and security efforts across the system. Chief Griner implemented enhancements to safety plans, including 24/7 officer staffing in emergency departments. Previously, officers stationed at emergency departments could be reassigned into other buildings as needed, but under the updated plan they are now dedicated solely to the emergency department setting. Additional security personnel are being supplied by an outside contractor to maintain coverage while recruitment efforts continue. Dr. Alexander-Rager explained these decisions were based on employee feedback and were part of a formalized plan to improve safety for patients and staff.

Turning to the outpatient health center, Dr. Alexander-Rager confirmed the new opening date of June 1, 2026, explaining that the delay from April 2026 provided additional time for staff training, workflow refinement, and orientation to the new facility. Dr. Alexander-Rager recognized the success of recent Total Care community health events at which more than 400 patients obtained healthcare coverage and financial assistance support. The third event, hosted at a Ukrainian church, had the highest turnout yet and even required scheduling follow-up appointments due to demand.

Dr. Alexander-Rager concluded by noting that Epic Systems Corporation had again recognized MetroHealth for sophisticated and effective use of the electronic health record (EHR). Dr. Alexander-Rager announced that the annual State of the System address will be held on Thursday, February 5, 2026.

VI. Medical Staff Report

Dr. Walker introduced Dr. Joseph to present the medical staff report. Dr. Joseph introduced Dr. Joe Tagliaferro, the president-elect of the medical staff, who will soon assume broader responsibilities. Dr. Joseph herself recently transitioned to the role of interim Chair of Surgery after the departure of Dr. Marie Crandall and will be stepping out of the medical staff presidency ahead of schedule while assisting Dr. Tagliaferro through the transition.

Dr. Joseph shared several updates, beginning with an announcement that invitations would soon be sent for the March 15, 2026, Hall of Honor brunch event, which will recognize distinguished physicians including Dr. Robert Bilenker, Dr. James Campbell, Dr. Brian Mercer, Dr. John Moore, and Dr. Hunter Peckham. Dr. Joseph also expressed gratitude to the emergency preparedness team, whose proactive actions during recent severe weather helped maintain safety and operational continuity. Another important update was the grand opening of the medical staff Wellness and Resource Center, designed to support clinicians' wellbeing. The space includes conference rooms, quiet areas, workstations, and gathering spaces. Dr. Joseph thanked Dr. Alexander and the executive team for their responsiveness to medical staff feedback and for supporting the project. Dr. Joseph also mentioned that compensation adjustments were recently announced, reflecting acknowledgment of long-standing concerns about pay equity and workforce morale. Several promotions took effect on January 1, 2026, totaling 13 faculty members, including multiple professorships and associate professorships across clinical departments. Dr. Joseph also acknowledged several retirees for their long-standing contributions to MetroHealth, including Dr. Richard Blinkhorn (Department of Medicine), Dr. Thomas Frank (OB/GYN), and Barbara Halbrich, APRN (Geriatric medicine). Dr. Joseph then 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 December 2025. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions and Reappointments for December 2025, which was given, seconded and unanimously approved. RESOLUTION NO. 19724

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). Mr. Dziedzicki 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 4:27pm.

Return to Open Meeting
Following the executive session, the meeting reconvened in open session at approximately 6:06pm and welcomed back the public virtually.

VIII. Recommendation/Resolution Approvals

A. Approval of Enterprise Resource Planning System
Dr. Walker asked for a motion on the resolution for the Approval of Enterprise Resource Planning System, which was given, seconded and the resolution was approved by majority vote. RESOLUTION 19725

A. Approval of a Settlement of a Claim
Dr. Walker asked for a motion on the resolution for the Approval of a Settlement of Claim No. 23-47-1219, which was given, seconded and the resolution was approved by majority vote. RESOLUTION 19726

With no further business to bring before the Board, the meeting adjourned at approximately 6:07pm.

NEXT MEETING: **Wednesday, February 25, 2026 – 3:00 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 February 25, 2026 , at which a quorum was present.

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James A. Wellons, Esq.
Corporate Secretary