RECOMMENDATION FOR THE APPROVAL OF
REVISIONS TO BOARD OF TRUSTEES
CEO EMERGENCY SUCCESSION POLICY BOT-04

Recommendation

The Governance Committee ("**Committee**") of the Board of Trustees ("**Board**") for The MetroHealth System ("System") recommends that the Board approve revisions to policy BOT-04 (CEO Emergency Succession Plan) as described in **Exhibit A**.

Background

The Board recognizes that the position of President and Chief Executive Officer ("CEO") is central to the System's success and therefore maintains a Board policy requiring the System have an emergency succession plan in effect for the CEO. The Committee regularly reviews Board policies and has reviewed policy BOT-04 (CEO Emergency Succession Plan). The Committee now recommends revisions to policy BOT-04 (CEO Emergency Succession Plan) to memorialize non-substantive, administrative edits that ensure clarity and alignment with the System's current leadership structure.

January 28, 2026

APPROVAL OF REVISIONS TO BOARD OF TRUSTEES
CEO EMERGENCY SUCCESSION PLAN POLICY BOT-04

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RESOLUTION 19722

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation by the Governance Committee ("Committee") of the Board for the approval of revisions to policy BOT-04 (CEO Emergency Succession Plan) as described in Exhibit A;

WHEREAS, the Committee recommended revisions to policy BOT-04 (CEO Emergency Succession Plan) to memorialize non-substantive, administrative edits that ensure clarity and alignment with the System's current leadership structure; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the revisions to policy BOT-04 (CEO Emergency Succession Plan) as described in Exhibit A.

AYES:	Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki, Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	Ms. Garcia, Ms. Mendez
ABSTAINED:	None
DATE:	January 28, 2026

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 January 28, 2026, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary

Exhibit A

January 28, 2026

BOARD POLICY

MetroHealth

BOT-04 - CEO Emergency Succession Plan

Key Points

- The Board of Trustees (Board) of The MetroHealth System (MHS) recognizes that the position of President and Chief Executive Officer (CEO) is central to MHS's success, and therefore believes that diligence in exercising its governance functions requires that MHS have an emergency succession plan in effect for the CEO.
- Nothing in this policy is intended to alter or limits the rights of the CEO or MHS under the CEO's Employment Agreement, including but not limited to the provisions regarding disability contained therein.

Policy

1. This policy is intended to, in the event the CEO is unavailable to MHS for more than fourteen (14) consecutive days (an Absence), minimize any disruption to MHS's operations and performance.

2. Development of Succession Plan
   - 2.1. It is the responsibility of the of the CEO, in consultation with the Executive Committee of the Board, to review the plan on an annual basis, including any recommended amendments.
   - 2.2. The Board shall review the CEO's recommendation and update this policy as may be necessary.
   - 2.3. Copies of this policy, along with corresponding documentation, shall be maintained by the Chief Legal Officer and the Chief Human Resources Officer.
   - 2.4. The CEO shall also maintain, and make available to the Board upon request, succession plans for all members of the Senior Executive team[1].

3. Planned Absences[2]
   - 3.1. For Brief Absences[3] and after notice to the Board Chairperson, the CEO shall ensure that all appropriate delegations are in place to allow the Senior Executive team to maintain the effectiveness of MHS during the Brief Absence.
   - 3.2. For Extended Absences[4], the Board Chairperson shall convene the Executive Committee, who shall, after consultation with the CEO, appoint a member of the Senior Executive team to the role of Acting CEO during the CEO's Absence.

4. Unplanned Absences[6]
   - 4.1. The Chief of Staff or the Chief Legal Officer shall immediately inform the Board Chairperson of any Unplanned Absence of the CEO.
   - 4.2. Within 7 days of the notification of an Unplanned Absence:
     - 4.2.1. The Board Chairperson shall, in consultation with the Executive Committee, evaluate the level and expected duration of the CEO's unavailability; and
     - 4.2.2. The Executive Committee shall assess the need for the immediate appointment of an Acting CEO and/or any other action to ensure the continued effectiveness of MHS.

5. Appointment, Authority, and Oversight of an Acting CEO
   5.1. If the Executive Committee determines that the appointment of an Acting CEO is warranted, the Executive Committee may elect to follow a recommended order of succession (prepared by the CEO and maintained by the Chief Legal Officer) or appoint any member of the Senior Executive team to the role of Acting CEO during the CEO's Absence.
      5.1.1. Within 48 hours after an Acting CEO is appointed, the Board Chair and the Acting CEO shall meet to develop a communications plan including the scope of the information that will be shared regarding the CEO's Absence and the role of the Acting CEO, and with whom.
      5.1.2. The Executive Committee shall give immediate consideration, in consultation with the Acting CEO, to temporarily filling the management position left vacant by the Acting CEO, or reassigning priority responsibilities where help is needed to other staff. This is in recognition that, for a term of 90 days or more, it may not be reasonable to expect the Acting CEO to carry out the duties of both positions.
      5.1.3. The Executive Committee shall consider whether the Acting CEO should receive additional compensation, such as a salary adjustment to equate to 50% difference between current position base salary and that of the CEO. Any additional compensation shall be effective 30 days after the Acting CEO is appointed.
   5.2. The Acting CEO shall report to an ad-hoc committee of the Board comprised of the Board Officers (Oversight Committee).
      5.2.1. Within 30 days of the appointment of an Acting CEO, the Board Chair shall convene a meeting of the Board to affirm the procedures prescribed in this plan or to modify them if necessary.
      5.2.2. The Board Chair, in conjunction with the Chief Human Resources Officer, shall be responsible for gathering input from staff and other constituencies and providing formal performance feedback to the Acting CEO, at least every 90 days.
   5.3. The Acting CEO shall have the same authority for day-to-day decision making and independent action as the CEO, including authority delegated to the CEO by Board resolutions, except that the Oversight Committee shall be required to approve the Acting CEO's recommendation:
      5.3.1. To hire or terminate any members of the Senior Executive Team or Vice Presidents;
      5.3.2. For any proposed spend greater than $1,000,000;
      5.3.3. To take on substantial new projects; or
      5.3.4. To issue major public policy positions on behalf of MHS.
   5.4. The Acting CEO shall have access to all Critical Organizational Information[7] necessary for the Acting CEO to be able to carry out the essential functions of the position. The Chief Legal Officer and Chief Financial Officer are responsible for ensuring the Acting CEO's access to Critical Organizational Information.

Endnotes

[1] The Senior Executive team includes Executive Vice Presidents and Senior Vice Presidents who report directly to the CEO.

[2] A Planned Absence includes any scheduled and approved Absence, such as vacation, sabbatical and/or sick leave.

[3] A Brief Absence is a Planned Absence lasting 14 to 30 consecutive days, at the end of which the CEO is expected to return to his/her position and duties.

[4] An Extended Absence is a Planned Absence lasting more than 30 consecutive days, at the end of which the CEO is expected to return to his/her position and duties.

[6] An Unplanned Absence includes any unexpected or unscheduled Absence of any length, such as an illness that results in temporary incapacity of the CEO.

[7] Critical Organizational Information includes, but is not limited to: Legal Documents (bylaws, Board minutes, mission statement, insurance vendors and policies, legal counsel, etc.); Financial Information (employer identification number, audited financial statements, auditor contacts, tax returns, vendor records, banking information, investments, check authorities, etc.); Human Resources Information (employee records, payroll information, benefits policies/vendors, etc.); and Facilities Information (leases, building management, security system, etc.).

RECOMMENDATION FOR THE APPROVAL OF
CEO OFFICIAL CAPACITY APPOINTMENT

Recommendation

The Governance Committee ("Committee") of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends the designation of the System's President and Chief Executive Officer ("CEO") to serve in her official capacity as CEO on the boards of WellLink (formerly The Center for Health Affairs), Ohio Hospital Association, and the United Way.

Background

The System has long believed its support of and participation in nonprofit and governmental partner entities is an important means to fulfilling the System's mission of improving the health of the community. One way in which the System supports such partner entities is by approving System representatives to serve on the board of partner entities in their official capacity as a System representative.

In accordance with Board policy BOT-07 (Delegations of Authority), official capacity appointments involving the CEO must be reviewed and approved by the Board. The Committee recommends that the Board approve the appointment of the CEO to serve on the boards of WellLink, Ohio Hospital Association, and the United Way.

January 2026

APPROVAL OF CEO OFFICIAL CAPACITY APPOINTMENTS

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RESOLUTION 19723

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation by the Governance Committee that the Board designate the System's President and Chief Executive Officer ("CEO") to serve in her official capacity as CEO on the boards of WellLink (formerly The Center for Health Affairs), Ohio Hospital Association, and the United Way; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board, consistent with its obligations under Board policy BOT-07 (Delegations of Authority), hereby approves the System's CEO to serve on the boards of WellLink, Ohio Hospital Association, and the United Way.

BE IT FURTHER RESOLVED, the CEO shall represent the System and the System's interests and shall have no conflicts of interest in WellLink, Ohio Hospital Association, and the United Way.

BE IT FURTHER RESOLVED, if the CEO is unable to serve in this official capacity role with WellLink, Ohio Hospital Association or the United Way, the CEO is hereby authorized to appoint a replacement representative from System leadership with relevant expertise and experience.

BE IT FURTHER RESOLVED, the Board hereby authorizes and directs the CEO to take any action and to prepare any documentation necessary consistent with this resolution.

AYES:	**Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki, Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker**
NAYS:	**None**
ABSENT:	**Ms. Garcia, Ms. Mendez**
ABSTAINED:	**None**
DATE:	**January 28, 2026**

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 January 28, 2026, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary