



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – 1/28/2026**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
<u>MINUTES</u>	
Minutes – Approval of Board Meeting Minutes December 10, 2025	19721
<u>MEDICAL STAFF</u>	
Approval of Medical Staff Providers, Appointments, Actions and Reappointments for December 2025	19724
<u>CONSENT AGENDA</u>	
Approval of Revisions to Board of Trustees CEO Emergency Succession Plan Policy BOT-04	19722
Approval of CEO Official Capacity Appointments	19723
<u>OTHER BOARD ITEMS</u>	
Approval of Enterprise Resource Planning Platform	19725
Approval of a Settlement of a Claim	19726

Approval of Board Meeting Minutes December 10, 2025

RESOLUTION 19721

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Special Meeting of December 10, 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 Special Meeting of December 10, 2025, as presented.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

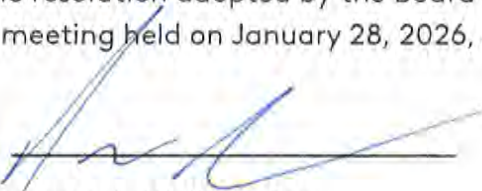
NAYS: None

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

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.

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

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

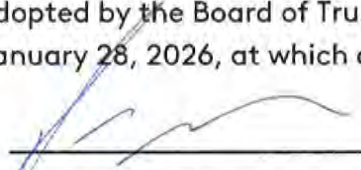
NAYS: None

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

January 28, 2026

Exhibit A

January 28, 2026

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 team¹.
3. Planned Absences²
 - 3.1. For Brief Absences³ 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 Absences⁴, 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 Absences⁵
 - 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 Information⁷ 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.

APPROVAL OF CEO OFFICIAL CAPACITY APPOINTMENTS

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

January 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.

A handwritten signature in blue ink, appearing to read 'J. Wellons', is written over a solid black horizontal line.

James A. Wellons, Esq.
Corporate Secretary

**APPROVAL OF MEDICAL STAFF PROVIDERS APPOINTMENTS, ACTIONS AND REAPPOINTMENTS
FOR DECEMBER 2025**

RESOLUTION 19724

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on December 16, 2025. The Actions will then be reviewed by the Medical Executive Committee on January 9, 2026.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Crandall, Marie, MD	Surgery	Trauma/Burn/Critical Care	12/10/2025-ET
Harris, Marlana, APRN-CRNA	Anesthesiology		12/1/2025-R
Kowalski Leeds, Karina, MD	Psychiatry		12/1/2025-E
Laughlin, Rachel, PA-C	Surgery	Trauma/Burn/Critical Care	12/15/2025-R
Leeds, Michael, MD	Anesthesiology		12/1/2025-R
Loejos, Anastasia, APRN-CNP	Surgery	Urology	12/7/2025-R
Mahoney, Abigail, APRN-CRNA	Anesthesiology		12/1/2025-R
Maslowski, Marcella, APRN-CNP	Psychiatry		12/7/2025-R
Resendes, Justin, DO	Emergency Medicine		12/1/2025-RL

Category Change

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Date</i>
DeOreo, Elizabeth, MD	Active	Privileged Non-Member	11/21/2025

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

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

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on December 16, 2025. The appointments will then be reviewed and accepted by the Medical Executive Committee on January 9, 2026.

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Olson, Meghan, APRN-CNP	OB/GYN		12/17/2025
Zendlo, Hailee, PA-C	Medicine	Hospital Medicine	12/17/2025

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Molta, Charles, MD	Medicine	Rheumatology	12/17/2025

Non-Reviewable Clean List Files

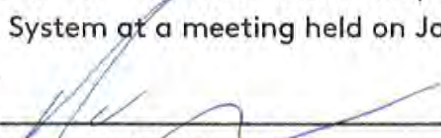
Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Caputo, Rebecca, PT	PM&R		12/17/2025
Echavez-Arroyo, Maria, MD	Medicine	Internal Medicine	12/17/2025
Thomas, Timothy, PT	PM&R		12/17/2025

DECEMBER 2025 REAPPOINTMENTS

Last Name	First Name	Degree	Department	Division
Agarwal	Arpit	MD	Pediatrics	Pediatric Cardiology
Aguanunu	Ifeoma	MD, MPH	Radiology	
Azar	Nami	MD	Radiology	
Bhardwaj	Amrita	MD	Pediatrics	Pediatric Critical Care
Cohen	Stanley	MD	Medicine	Gastroenterology
Connors	Christopher	DNP, APRN-CNP	Neurology	
Genco	Christopher	MD	Surgery	Cardiothoracic
Giambattista	Craig	PT	Physical Medicine & Rehabilitation	
Hayes	Britani	APRN-CNP	Physical Medicine & Rehabilitation	Pain Management
Hendershot	Nicholas	PA-C	Emergency Medicine	
Hillerson	Elizabeth	MD	Radiology	
Khambatta	Parvez	MD	Medicine	Gastroenterology
Kosaraju	Vijaya	MD	Radiology	
Kosmas	Christos	MD	Radiology	
Markiv	Oksana	APRN-CNP	Anesthesiology	Pre-Surgical Testing
Nash	Jessica	PA-C	Surgery	General Surgery
Rivera	Ann	MD	Radiology	
Russo	Suzanne	MD	Radiation Oncology	
Saleh	Dania	PA-C	Otolaryngology	
Sarabu	Nagaraju	MD, MPH	Medicine	Nephrology
Thakker	Sureshchandra	MD	Pediatrics	
Thomas	Bethany	PA-C	Family Medicine	
Webster	Pamela	APRN-CNP	Anesthesiology	Pre-Surgical Testing

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the Approval of Medical Staff Providers Appointments, Actions and Reappointments for December 2025, 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

APPROVAL OF ENTERPRISE RESOURCE PLANNING PLATFORM

RESOLUTION 19725

WHEREAS, The MetroHealth System ("System") issued a public bid for an enterprise resource planning ("ERP") platform and has selected a solution as fully described in Attachment A hereto; and

WHEREAS, the President and Chief Executive Officer of the System, with the support of an ERP Executive Oversight Committee made up of members of the System's Executive Leadership Team, has reviewed this selection and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of the System hereby approves the selection of the ERP platform as described in Attachment A, for costs not to exceed the amounts shown.

BE IT FURTHER RESOLVED, the System's President and Chief Executive Officer (or designee) are hereby authorized to take necessary actions, including the negotiation and execution of agreements and other documents consistent with this resolution.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

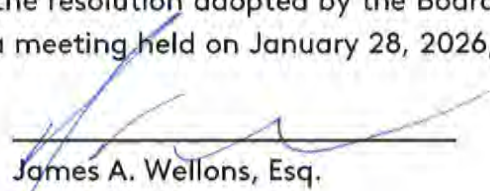
NAYS: None

ABSENT: Ms. Garcia, Dr. Jacobs, 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

January 28, 2026

CONFIDENTIAL: THIS DOCUMENT CONTAINS TRADE SECRETS AND INFORMATION THAT IS CONFIDENTIAL AND PROPRIETARY PROPERTY OF THE METROHEALTH SYSTEM AND MAY NOT BE COPIED, PUBLISHED ,OR DISCLOSED TO OTHERS WITHOUT THE EXPRESS WRITTEN AUTHORIZATION OF AN AUTHORIZED OFFICER OF THE METROHEALTH SYSTEM. THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.

RECOMMENDATION FOR APPROVAL OF SETTLEMENT OF A CLAIM

Recommendation

The Executive Vice President and Chief Legal Officer recommends that the Board of Trustees ("Board") of The MetroHealth System ("System") approve the settlement of claim number 23-47-1219 in an amount not to exceed \$1,900,000, to be paid out of operations and submitted for reimbursement by Select Assurance Captive, LLC.

Background

The underlying facts and other considerations of claim number 23-47-1219 have been reviewed by the Board with the System's Chief Legal Officer. The settlement of this claim does not admit liability, but expressly denies the same, and the settlement is authorized only in compromise of a disputed matter.

Approval of a Settlement of a Claim

RESOLUTION 19726

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation by the System's Chief Legal Officer for the settlement of Claim No. 23-47-1219; and

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

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves settlement of Claim No. 23-47-1219 in an amount not to exceed \$1,900,000, to be paid out of operations and submitted for reimbursement by Select Assurance Captive, LLC.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,
Dr. Jacobs, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker

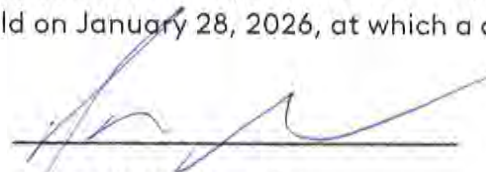
NAYS: None

ABSENT: Ms. Garcia, Dr. Jacobs, 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