BOARD MEETING

Wednesday, February 25, 2026
3:00pm - 5:30pm
MetroHealth Board Room (K107) / Virtual

Meeting Minutes

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

Staff: Christine Alexander-Rager, M.D.-I, Rita Andolsen-I, Peter Benkowski-I, James Bicak-I, Michelle Block-I, Kate Brown-I, Robert (Doug) Bruce, M.D.-R, John Chae, M.D.-I, Nabil Chehade, M.D.-I, Joseph Golob, M.D.-I, Natalie Joseph, M.D.-I, Christina Morales-I, Dr. Candy Mori-I, Kate Nagel-I, Sarah Partington-I, Allison Poulios-I, Jeff Rooney-I, Tamiyka Rose-I, Aparna Roy, M.D.-I, Deborah Southerington-I, Joseph Tagliaferro, M.D.-I, James Wellons-I[1]

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 3:03pm, 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 January 28, 2026 meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19727

Prior to the start of the meeting, Dr. Walker proceeded to make several announcements, including the recognition of MetroHealth's nursing program of achieving Magnet designation with distinction, an accomplishment noted as unique within Ohio. Additional remarks highlighted the 50th anniversary of MetroHealth's community health program based at the Clement Center, first established in 1976.

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

Additionally, Dr. Walker acknowledged that two Board members, Dr. Adam Jacobs and Ms. Sharon Dumas, have resigned from the Board of Trustees and thanked them both for their valuable service and contributions.

II. **Mission Moment**

Dr. Alexander-Rager introduced the Mission Moment, consisting of a video presentation illustrating a patient's experience navigating diagnosis, treatment, and recovery from ovarian cancer. The story emphasized the challenges of detecting and treating this form of cancer and highlighted the support provided by the patient's multidisciplinary care team.

III. **Committee Reports**

A. Quality, Safety & Experience Committee – R. Dziedzicki

Mr. Dziedzicki presented a summary of the Quality, Safety & Experience Committee meeting, which took place earlier in the day. The meeting began with a patient safety great catch story, acknowledging a staff member's "great catch" on the telemetry unit involving identification of a defect that had potential to result in patient harm. Staff collaborated with the IT team to address the issue, offering an opportunity to discuss the culture of safety and its importance within the region. The committee also received an update from leadership on the Quality Assurance and Performance Improvement (QAPI) Plan, including the Board's role in overseeing quality outcomes and identifying opportunities for improvement. The Committee then entered executive session to review performance goals for 2025, discuss patient safety events, reviewed quality, safety, and experience priorities for 2026, received an update on a recent state health department visit, and received a legal update.

B. Finance Committee – J. Moss

Mr. Moss presented a summary of the Finance Committee meeting, which took place earlier in the day. The Committee reviewed investment and financial performance, noting that the System held approximately $672 million in cash and unrestricted investments divided among non-reserve, Captive, and reserve funds. Investment performance across all categories was positive in 2025, with gains attributed in part to strong growth in equity markets. As a result, the Committee approved a recommendation from advisors to move $6 million out of the growth equity market into value funds to balance risk exposure. The Committee also reviewed operational financial performance, with earnings before adjustments reported at $220 million for 2025, which is $73 million above budget and approximately $130 million greater than the previous year when excluding one-time revenue items. Adjusted earnings would have been $136 million, slightly below budget but above the prior year. Revenue trends were generally stable, with modest variance from budget and a 7% increase over the prior year, while expenses improved relative to budget but remained slightly above the previous year. Additional updates included payer mix changes - Medicare went from 36.5% in 2024 to 37.1%, Commercial insurance went from 28.5% to 30%, Medicaid dropped from 29.6% to 26.4%, and self-pay increased from 5.8% to 6.6%. Days cash on hand was 119 days, down from 125 the previous year and 154 in 2019. The Committee formally advanced two resolutions for consideration under the consent agenda: approval of consultants for implementation of an enterprise resource planning system, and approval of an amended capital budget for fiscal year 2026, increasing the amount from $45 million to $65 million.

C. Strategy Committee – A. Arnold
Mr. Arnold presented a summary of the Strategy Committee meeting, which took place on February 11, 2026. The Committee reviewed and revised its charter, which will be presented to the Governance Committee for approval. The Committee also entered executive session to discuss strategic stabilization efforts and received an update on trauma strategy. Upon returning to public session, the Committee scheduled additional meeting dates to accommodate the breadth of issues under its purview, which include strategy, marketing, communications, and government relations. A subsequent March meeting was later canceled to allow additional time for necessary follow-up, and the next meeting was confirmed for June 17, 2026.

IV. Consent Agenda

A. Finance Committee -
The Board approved the Approval of Enterprise Resource Planning Implementation Partner. RESOLUTION NO. 19729

B. Finance Committee -
The Board approved the Approval of an Amended Capital Budget for The MetroHealth System for the 2026 Fiscal Year. RESOLUTION NO. 19730

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

Dr. Alexander-Rager delivered the President and CEO report, beginning by noting participation earlier in the morning in a prayer service marking the conclusion of Black History Month, attended by employees, community leaders, and local clergy. The event also coincided with the 106th birthday of Dr. Nathaniel C. "Nate" Clement and the 50th anniversary of the Clement Center, MetroHealth's first community health location, which played an influential role early in Dr. Alexander-Rager's own career. Dr. Alexander-Rager reiterated recognition of the nursing staff for achieving Magnet distinction and reported on the State of the System presentation, held February 5, which highlighted achievements from 2025 and outlined priorities for 2026. Following that presentation, Dr. Alexander-Rager and the Chief Quality Officer, Dr. Joseph Golob, addressed questions from media on trauma services and other system issues.

Additional updates included the announcement of a new dyad leadership structure for the trauma division, with administrative and clinical duties split between two physician leaders, Dr. Nimitt Patel and Dr. Laura Kreiner. Dr. Alexander-Rager also summarized recent and upcoming advocacy and fundraising travel, including meetings in Washington, D.C., to engage with lawmakers, advocating for and highlighting the important work of MetroHealth. Further updates included developments related to the Pride Network, as MetroHealth will expand Pride services to the West Park office, in addition to existing offerings at the Brooklyn, Brecksville, and Cleveland Heights locations. At the Gordon Square location, MetroHealth will provide assistance for connection to care and offer mobile unit support but pivoting away from clinical operations.

VI. **Medical Staff Report**

Dr. Walker introduced Dr. Joseph to present the medical staff report. Dr. Joseph highlighted several upcoming events and initiatives, including the Medical Hall of Honor celebration, which will recognize distinguished MetroHealth physicians and be held at the Global Center on March 15, 2026. Dr. Joseph provided an update on recent primary care listening sessions, consisting of six meetings held throughout the previous month, with a larger town hall scheduled for March 27, 2026, to discuss concerns and possible improvements for the primary care workforce. Additional updates included a series of upcoming academic advancement workshops designed to help clinicians navigate newly updated promotional guidelines that place greater emphasis on clinical impact. The upcoming Doctors' Day celebration will take place on March 30, 2026, in recognition of the medical staff. A survey was released to the medical staff, conducted through the American Medical Association, to address well-being and burnout, which will remain open for several weeks before results are reviewed and later presented to the Board. Lastly, a significant scientific development was announced: Dr. Huiqin Bian and Dr. Shujun Liu, a research team from the Gene and Cell Therapy Institute at MetroHealth, jointly supported by Case Western Reserve University, discovered a new RNA-based vector designed to deliver targeted treatments to resistant leukemia cells. This development was identified as a promising step forward in gene and cell therapy research at the System's newly established institute. 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 January 2026. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions and Reappointments for January 2026, which was given, seconded and unanimously approved. RESOLUTION NO. 19728

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. Arnold made a motion and Ms. Dumas 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 3:29pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 4:22pm and welcomed back the public virtually.

With no further business to bring before the Board, the meeting adjourned at approximately 4:23pm.

NEXT MEETING: **Wednesday, March 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 March 25, 2026 , at which a quorum was present.

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James A. Wellons, Esq.
Corporate Secretary