The MetroHealth System Board of Trustees

BOARD MEETING

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

Meeting Minutes

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

Staff: Christine Alexander-Rager, M.D.-I, Peter Benkowski-I, James Bicak-I, Kate Brown-I, Robert (Doug) Bruce, M.D.-R, John Chae, M.D.-I, Nabil Chehade, M.D.-R, Joseph Golob, M.D.-I, Gregory Heintschel, M.D.-I, Ryan Johnson-I, Natalie Joseph, M.D.-I, Dr. Candy Mori-I, Kate Nagel-I, Allison Poulios-I, Jon Presnell-R, Jeff Rooney-I, Tamiyka Rose-I, Aparna Roy, M.D.-I, Deborah Southerington-I, David Stepnick, M.D.-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 3:00pm, 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 February 25, 2026 meeting as presented, which was given, seconded, and unanimously approved. RESOLUTION NO. 19731

After the approval of minutes, Dr. Walker proceeded to announce that the MetroHealth Community Health Center's Board will be invited to the next MetroHealth System Board of Trustees meeting on April 29, 2026, from 3pm – 5pm. This Board oversees MetroHealth's Federally Qualified Center's Look-a-Like and explained the importance of understanding how the Board interacts with the System.

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

II. Mission Moment

Dr. Alexander-Rager introduced the Mission Moment video, highlighting the work of the MetroHealth Trauma Program with a focus on holistic, patient-centered care. The video featured the "Threads of Hope" initiative, a team-based effort led by the Trauma Department to provide handmade blankets to trauma patients as a gesture of comfort and compassion. The initiative was described as an interprofessional collaboration involving physicians, nurses, therapists, social workers, administrative staff, patients, survivors, and family members, reflecting the comprehensive team approach required to deliver trauma care. The Mission Moment emphasized MetroHealth's continued commitment to addressing both medical and emotional needs of patients, as well as longstanding dedication to community service and trauma excellence.

III. Committee Reports

A. Audit & Compliance Committee – J. Moss

Interim Audit & Compliance Committee Chair, Mr. Moss, reported on the Committee's meeting held earlier in the day. The Committee received an update from Plante Moran, the System's external auditors, regarding the audit of the System's financial statements for the year ending December 31, 2025. Plante Moran advised that audit procedures were substantially complete and that the financial statements remained in draft form pending Committee approval, execution of the management representation letter, and completion of required subsequent event review procedures. The auditors reported an expectation of issuing an unmodified (clean) audit opinion and indicated that there were no disagreements with management, no significant audit difficulties, and no uncorrected misstatements. No material weaknesses or significant deficiencies were identified in internal controls over financial reporting. As part of the Single Audit related to federal awards, Plante Moran identified one material weakness associated with compliance with Federal Funding Accountability and Transparency Act (FFATA) reporting, attributable to the absence of sufficient review control over subaward reporting. Management was notified and indicated that corrective actions would be implemented. After the audit presentation, the Committee voted to recommend acceptance of the 2025 audit opinion by the full Board. The Committee also received updates on the Ethics and Compliance Program, including a review of 2025 accomplishments, policy reviews, staff training activities, use of the MetroHealth Ethics Line, and final compliance work plan completion rates. The Internal Audit Department provided an update on audit activities, including a review of Board oversight responsibilities, the Department's 2026 goals, and alignment with its three-year strategic plan. Following executive session, the Committee approved the 2026 Compliance Work

Plan, the 2026 Internal Audit Plan, and the Internal Audit Function's three-year strategic plan.

B. Human Resources & Compensation Committee – J. Corlett
Mr. Corlett presented a summary of the Finance Committee meeting held earlier in the day. The Committee reviewed proposed amendments to the Executive Compensation Policy (Board of Trustees Policy BOT-06), the at-risk compensation plan document, and related technical revisions. Following executive session, the Committee voted to recommend several matters for Board approval, including a resolution expressing appreciation for the System's accomplishments in 2025, approval of amendments to the BOT-06 policy and ratification of the 2026 At-Risk Compensation Plan, approval of 2026 System Performance Goals, and approval of the 2026 at-risk compensation financial thresholds.

IV. **Consent Agenda**

A. Audit & Compliance Committee -
The Board approved the Acceptance of the 2025 Audit Opinion for the System's Annual Financial Statements. RESOLUTION NO. 19732

B. Human Resources & Compensation Committee -
The Board approved the Approval of 2026 System At-Risk Compensation Threshold. RESOLUTION NO. 19733

C. Human Resources & Compensation Committee -
The Board approved the Approval of 2026 System Performance Goals. RESOLUTION NO. 19734

D. Human Resources & Compensation Committee -
The Board approved the Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of 2026 At-Risk Compensation Plan. RESOLUTION NO. 19735

E. Human Resources & Compensation Committee -
The Board approved the Resolution of Appreciation of the System's Accomplishments in 2025. RESOLUTION NO. 19736

V. Recommendation of Presiding Officers of The MetroHealth System

A. Election of Presiding Officers of The MetroHealth System
As part of the System's annual meeting requirements, the Board considered the election of presiding officers. The Chair of the Governance Committee, Mr. Summers, reported that the terms of the Chair and Secretary had expired and that both Trustees had agreed to continue serving. The Governance Committee confirmed that Board members had been provided an opportunity to express interest in leadership positions and recommended continuity in leadership. The Governance Committee presented a resolution to elect E. Harry Walker, MD as

Chairperson and John Corlett as Secretary for new three-year terms, consistent with the bylaws. Upon motion duly made and seconded, the Board approved the resolution by unanimous vote. RESOLUTION NO. 19737

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

Dr. Alexander-Rager highlighted key points from the President & CEO's Report, beginning with the 50th anniversary of the Clement Center, MetroHealth's first community health center and a cornerstone of its community-based care network. Dr. Alexander-Rager noted that the anniversary will launch a yearlong series of celebrations honoring Dr. Kenneth Clement, recognizing both his leadership and the Clement Center's foundational role in MetroHealth's growth and commitment to the community. Dr. Alexander-Rager emphasized Dr. Clement's broader impact in Cleveland, including his civic leadership, advocacy for equity in medicine, and lasting influence on generations of physicians and community members. Dr. Alexander-Rager also highlighted community impact beyond hospital walls through trauma prevention efforts, specifically the *Stop the Bleed* training program. Dr. Alexander-Rager shared an example in which a community member, trained through a county and city collaboration, successfully saved a life by applying those skills in a real-world emergency, underscoring the program's tangible, life-saving value. Dr. Alexander-Rager concluded by noting that additional updates, including information on the Hall of Honor, were included in the written report for board members' review.

VI. Medical Staff Report

Dr. Walker introduced Dr. Joseph Tagliaferro to present the medical staff report. Dr. Tagliaferro reported several updates to the Board, including the successful Hall of Honor induction ceremony held on March 15, 2026, which drew more than 175 attendees and honored Dr. Louis Karnosh, Dr. James Campbell, Dr. Brian Mercer, Dr. Hunter Peckham, Dr. John Moore, Dr. Robert Bilenker, and William Andrews. Dr. Tagliaferro noted that the medical staff is currently completing an AMA biopsy survey measuring burnout, with results expected to be shared with the Board later this summer. Dr. Charles Emerman, Chair of the Department of Emergency Medicine, was recognized for his appointment as a Director to the American Board of Preventive Medicine for Addiction Medicine for a three-year term. Upcoming events include the Doctors' Day celebration on March 30, 2026, with an open house at the Medical Staff Wellness Resource Center. Dr. Natalie Joseph added that this would be her final board meeting, as leadership responsibilities are being transitioned to Dr. Tagliaferro, with an upcoming election for president-elect, and expressed gratitude for the opportunity to serve. Dr. Walker requested a motion to approve the Medical

Staff Providers Appointments, Actions and Reappointments for February 2026, which was given, seconded and unanimously approved. RESOLUTION NO. 19738

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 Mr. Arnold 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 3:18pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 4:13 pm and welcomed back the public virtually and those members of the public who remained in-person.

With no further business to bring before the Board, the meeting adjourned at approximately 4:14pm.

NEXT MEETING: **Wednesday, April 29, 2026 – 3:00 pm - 5:00 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 April 29, 2026 , at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary