RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE METROHEALTH SYSTEM TO ACCEPT THE 2025 AUDIT OPINION FOR THE SYSTEM'S ANNUAL FINANCIAL STATEMENTS

Recommendation

The Audit and Compliance Committee and Chief Financial Officer recommend that the Board of Trustees ("Board") of The MetroHealth System ("System") accept the audit opinion for the System's annual financial statements for the year ended December 31, 2025, as presented by Plante & Moran, PLLC ("Plante Moran").

Background

Pursuant to Chapter 339 of the Ohio Revised Code, the Board is required to provide for an annual audit of the System's financial statements. Pursuant to Chapter 117 of the Ohio Revised Code, the System and the Auditor of State have engaged Plante Moran to conduct such an audit. Plante Moran's audit is conducted in accordance with Generally Accepted Auditing Standards (GAAS), Government Auditing Standards (GAS), the Uniform Guidance, the U.S. Office of Management and Budget's (OMB) Compliance Supplement, and guidance provided in the audit guide titled State and Local Governments issued by American Institute of Certified Public Accountants. The Plante Moran audit team conducted an audit conference with members of the Board of Trustees, discussed Plante Moran's independence, the scope of services performed in connection with the audit, and presented any findings resulting from the audit to the Audit and Compliance Committee.

Acceptance of the 2025 Audit Opinion for the System's Annual Financial Statements

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RESOLUTION 19732

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System")'s independent auditors, Plante & Moran, PLLC ("Plante Moran") have prepared an opinion regarding the audited financial statements prepared by MetroHealth for the year ended December 31, 2025 (the "Audit Opinion");

WHEREAS, Plante Moran conducted an audit conference with the members of the Board and discussed the conduct and scope of the audit, including the work with the System's management team, and presented any audit findings to the Audit and Compliance Committee; and

WHEREAS, the Audit and Compliance Committee and Chief Financial Officer recommend that the Board accept the Audit Opinion regarding the System's annual financial statements as prepared by MetroHealth and reviewed by Plante Moran.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby accepts Plante Moran's Audit Opinion for the System's annual financial statements for the year ended December 31, 2025.

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	March 25, 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 March 25, 2026, at which a quorum was present.

Signed by:
James Wellons CLO
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James A. Wellons, Esq.
Corporate Secretary

RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE METROHEALTH SYSTEM FOR APPROVAL OF 2026 SYSTEM AT-RISK COMPENSATION THRESHOLD

Recommendation

The Human Resources and Compensation Committee of the Board of Trustees ("Board") and President and Chief Executive Officer recommends that the Board approve the threshold level of financial performance that The MetroHealth System ("System") must meet or exceed as a condition for any at-risk compensation awards to be paid to eligible employees for the 2026 performance year.

Background

In 2014, the Board approved an at-risk compensation program (originally known as the "Performance Based Variable Compensation Program") for certain members of senior leadership (now referred to as the "ARC Program"). Since its inception, the System has been required to meet or exceed a certain financial benchmark for any ARC compensation to be paid to eligible employees (the "System ARC Threshold"). In accordance with Board Policy BOT-06, the Board will explicitly approve the System ARC Threshold each year.

It is recommended that the Board approve a System ARC Threshold in 2026 at an Adjusted EBIDA of $120.0 million. If the System does not meet the System ARC Threshold, then no at-risk compensation will be paid, regardless of the System's accomplishments on the Board-approved System performance goals and metrics.

Approval of 2026 System At-Risk Compensation Threshold

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RESOLUTION 19733

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System's Policy BOT-06 requires the Board to approve a financial threshold that the System must meet or exceed in order for any at-risk compensation to be paid to eligible employees (the "System ARC Threshold");

WHEREAS, the Human Resources and Compensation Committee of the Board has reviewed the recommendation for System ARC Threshold for 2026; and

WHEREAS, based on its review, the Human Resources and Compensation Committee of the Board has recommended that the Board approve a System ARC Threshold at an Adjusted EBIDA of $120.0 million for 2026.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves a System ARC Threshold, as required pursuant to Board Policy BOT-06, at an Adjusted EBIDA of $120.0 million for 2026.

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	March 25, 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 March 25, 2026, at which a quorum was present.

Signed by:
James Wellons
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James A. Wellons, Esq.
Corporate Secretary

RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE METROHEALTH SYSTEM FOR APPROVAL OF 2026 SYSTEM PERFORMANCE GOALS

Recommendation

The President and Chief Executive Officer of The MetroHealth System ("System") is recommending that the System's Board of Trustees ("Board") approve the System's performance goals for 2026. These proposed goals have been reviewed by the System's national executive compensation consulting firm, Gallagher, which has confirmed that the goals are appropriate and aligned with industry best standards. The goals embody a balanced approach across the following domains: financial health; strategy and growth; quality/equity, safety, and experience; employee engagement and retention; and academic.

Background

In 2014, the Board approved an at-risk compensation program (originally known as the "Performance Based Variable Compensation Program") for certain members of senior leadership (now referred to as the "ARC Program") with the assistance and advice of Sullivan Cotter, an independent national compensation consulting firm, and at the recommendation of the President and Chief Executive Officer. The System has determined (and recently reaffirmed, through its current national executive compensation consulting firm, Gallagher) that such at-risk compensation programs are customary and usual in the hospital field, with the goal of incentivizing leaders to accomplish goals that promote the System's mission and operations.

The ARC Program requires the Board to annually establish and approve System performance goals, including the relative weighting between the goals, which are metric-driven and balanced to achieve short-term and long-term organizational success.

Approval of 2026 System Performance Goals

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RESOLUTION 19734

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has previously approved an at-risk compensation program for certain members of leadership (the "ARC Program"); and

WHEREAS, the President and Chief Executive Officer has presented the Board a recommendation for the approval of System performance goals and metrics for the 2026 ARC Program.

NOW, THEREFORE, BE IT RESOLVED, the System's Board hereby approves the 2026 System performance goals as described in the attachment hereto, to be utilized in connection with the overall compensation methodology. No awards will be paid unless the System achieves the Board approved System ARC Threshold.

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	March 25, 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 March 25, 2026, at which a quorum was present.

Signed by:
James Wellons CLO
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James A. Wellons, Esq.
Corporate Secretary

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THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.

Exhibit A

RECOMMENDATION FOR THE APPROVAL OF AMENDMENTS TO EXECUTIVE COMPENSATION POLICY BOT-06 AND RATIFICATION OF 2026 AT-RISK COMPENSATION PLAN

Recommendation

The President and Chief Executive Officer recommends that the Board of Trustees ("Board") approve amendments to Executive Compensation Policy, BOT-06, and ratify the At-Risk Compensation Plan document for the 2026 plan year to guide The MetroHealth System's ("System") implementation of the At-Risk Compensation program ("ARC Program").

Background

Since 2014, the Board has approved the use of an at-risk compensation program (originally known as the "Performance Based Variable Compensation Program") to incentivize leadership performance in achieving System-wide goals critical to the System's mission and operations. Over the course of the past year, the System has worked in conjunction with its national executive compensation consulting firm, Gallagher, to continue to enhance the operations of the ARC Program.

In accordance with this work, the Board's policy on executive compensation, BOT-06, and the ARC Plan document are reviewed and, as appropriate, updated on an annual basis by the Human Resources and Compensation Committee of the Board.

Exhibit A ("Amended Policy BOT-06") and Exhibit B ("ARC Plan document for the 2026 plan year") reflect the Human Resources and Compensation Committee's recommended updates to these documents.

The Human Resources and Compensation Committee of the Board hereby recommends that the Board approve the proposed amendments to Policy BOT-06 and ratify the proposed ARC Plan document for the 2026 plan year as presented.

Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of 2026 At-Risk Compensation Plan

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RESOLUTION 19735

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation for the approval of amendments to the Board's Executive Compensation Policy, BOT-06;

WHEREAS, the Board also has been presented a recommendation to ratify the System's ARC Plan document for the 2026 plan year, which will guide the System in implementing the ARC Program for eligible leaders other than the President and Chief Executive Officer;

WHEREAS, the Human Resources and Compensation Committee of the Board has reviewed both of these recommendations and the associated written documents, which are attached hereto as Exhibit A ("Amended Policy BOT-06") and Exhibit B ("ARC Plan document for the 2026 plan year"); and

WHEREAS, based on its review, the Human Resources and Compensation Committee of the Board has recommended that the Board approve the proposed amendments to Policy BOT-06 and ratify the proposed ARC Plan document for the 2026 plan year as presented.

NOW, THEREFORE, BE IT RESOLVED, the System's Board hereby approves amendments to Board Policy BOT-06 for Executive Compensation as reflected in Exhibit A.

BE IT FURTHER RESOLVED, the System's Board hereby ratifies the ARC Plan document for the 2026 plan year attached as Exhibit B.

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	March 25, 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 March 25, 2026, at which a quorum was present.

Signed by:
James Wellons CO
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James A. Wellons, Esq.
Corporate Secretary

Resolution of Appreciation of the System's Accomplishments in 2025

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RESOLUTION 19736

WHEREAS, at its March 26, 2025, meeting, the Board of Trustees ("Board") of The MetroHealth System established performance goals aligned with MetroHealth's mission and intended to achieve both short-term and long-term organizational success in the domains of financial health; strategy and growth; quality/equity, safety, and experience; employee engagement and retention; and academic;

WHEREAS, these goals were intended as metrics that would be used to determine awards, if any, under MetroHealth's at-risk compensation program (referred to in 2025 as "Performance Based Variable Compensation");

WHEREAS, at its October 8, 2025, meeting the Board suspended all awards under the 2025 at-risk compensation program at the President and CEO's recommendation because of the significant financial challenges facing the System;

WHEREAS, notwithstanding the suspension of those awards, the System's dedicated employees did not waiver in their focus on the key objectives set forth in the System's performance goals; and

WHEREAS, based on its review of information provided by management and Internal Audit, the Board recognizes that the hard work of the System's employees resulted in significant achievement of the System's performance goals.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System extends its gratitude and appreciation of the exceptional, mission-focused work of the System's employees and applauds the exceptional accomplishments resulting from the efforts of all who support MetroHealth's mission in a challenging 2025 year.

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	March 25, 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 March 25, 2026, at which a quorum was present.

Signed by:
James Wellons CLO
James A. Wellons, Esq.
Corporate Secretary

Election of Presiding Officers of The MetroHealth System
2026-2029

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RESOLUTION 19737

WHEREAS, the Board of Trustees of The MetroHealth System is required to elect a chairperson and such other officers as specified in its Bylaws; and

WHEREAS, the Bylaws provides for elected officers to serve a term of three years; and

WHEREAS, The MetroHealth System Board has proposed that the following members of the Board of Trustees be elected officers of the Board for a three-year term:

E. Harry Walker	-	Chairperson
John Corlett	-	Secretary

NOW, THEREFORE, BE IT RESOLVED, the following members of the Board have been elected by the Board of Trustees to the offices set forth beside their names for a term of three years:

E. Harry Walker	-	Chairperson
John Corlett	-	Secretary

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	March 25, 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 March 25, 2026, at which a quorum was present.

Signed by:
James Wellons
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James A. Wellons, Esq.
Corporate Secretary