The MetroHealth System Board of Trustees

BOARD MEETING

Wednesday, April 29, 2026
3:00pm - 5:00pm
MetroHealth Board Room (K107) / Virtual

Meeting Minutes

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

Staff: Christine Alexander-Rager, M.D.-I, Katie Davis Bellamy-I, Peter Benkowski-I, James Bicak-I, Victoria Bowser-I, Kate Brown-I, Robert (Doug) Bruce, M.D.-R, John Chae, M.D.-I, Cindy Gallespie-I, Joseph Golob, M.D.-I, Gregory Heintschel, M.D.-I, Dr. Candy Mori-I, Kate Nagel-I, Andrew Neading-I, Christina Nickell-I, Sarah Partington-I, Allison Poulios-R, Jeff Rooney-I, Tamiyka Rose-I, Deborah Southerington-I, David Stepnick, M.D.-R, Joseph Tagliaferro, M.D.-I, James Wellons-I[1]

Invited Guests: Linda Ryan Allen-I, Ron Fountain-I, Shirley Jordan Seay-R, Nic Sukalac,-I, Eric Williams-R, Victoria Barany Nunez-R

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 March 25, 2026 meeting as presented, which was given, seconded, and approved by majority vote. RESOLUTION NO. 19739

II. Mission Moment

Dr. Walker invited Dr. Alexander-Rager to present the Mission Moment video, highlighting the Food as Medicine Clinic. Dr. Alexander-Rager noted only 20% of

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

health outcomes come from clinical care, while 80% are driven by social factors such food, housing, and jobs, prompting the creation of the Institute for H.O.P.E. The Food as Medicine Clinic addresses food insecurity by providing tailored groceries, nutrition education, and cooking classes to help patients manage chronic conditions such as diabetes and hypertension. Participants report improved health, new skills, and life-changing benefits including access to fresh, healthy foods.

III. Committee Reports

A. Executive Committee – E. Walker, MD

Executive Committee Chair, Dr. Walker, reported on the Committee's meeting held on April 8, 2026. Dr. Walker stated that the majority of the meeting was conducted in executive session and focused on evaluation of senior leadership, including the Chief Executive Officer and the Board Liaison. The CEO evaluation had been presented, and the Board's evaluation process was ongoing.

B. Population & Community Health Committee – N. Mendez

Population & Community Health Committee Chair, Ms. Mendez, presented a summary of the Committee meeting held on April 8, 2026. The Committee reviewed the four guiding pillars used by the Committee in evaluating population health initiatives: quality and performance, barriers to health, community engagement, and a patient-centered workforce. Ms. Mendez further outlined four priority focus areas identified for targeted improvement efforts: diabetes management, blood pressure control, substance use following emergency department visits, and pre-term birth. Using pre-term birth as an example, the Committee reviewed how metrics across the four pillars would be applied to guide and measure progress. Ms. Mendez credited staff for developing a comprehensive, integrated approach to population health improvement.

C. Facilities & Planning Committee – E. Walker, MD

Facilities & Planning Committee Chair, Dr. Walker, reported on the Committee's meeting held on April 22, 2026. Dr. Walker noted that the Committee received updates regarding progress toward completion of the new outpatient facility, with the project remaining on schedule for the anticipated opening. The Committee also reviewed updates on planning for other outpatient facilities and discussed early-stage considerations related to decommissioning certain legacy buildings that reached the end of their usable life, including anticipated campus impacts.

D. Governance Committee – M. Summers

Governance Committee Chair, Mr. Summers, reported on behalf of the Governance Committee, which met on April 22, 2026. The Committee discussed potential future Board education topics, with plans to defer scheduling until the anticipated appointment of new Board members. Proposed subjects included the revenue cycle and federal and state reimbursement policies. The Committee noted compliance obligations related to the Civilian Review Board and will continue annual updates on related entities and platform use. Mr. Summers also reported board member reappointments, anticipated new appointments, minor updates of the Human Resources & Compensation Committee charter, and approved disassociation from Recovery Resources due to a shift in its services.

E. Finance Committee – J. Moss

Finance Committee Chair, Mr. Moss reported on behalf of the Finance Committee and Investment Committee, which met jointly on April 22, 2026. Investment advisors from Clearstead presented first-quarter 2026 investment results. Cash on hand and unrestricted investments totaled approximately $714 million, an increase from year-end 2025, largely attributable to Hospital Access Program (HAP) funding.

Non-reserve investments declined slightly, while reserve investments increased slightly. Captive investments experienced a modest decline. The Chief Financial Officer reported on first-quarter 2026 operating results. Financial performance remained unfavorable to budget overall, but showed improvement compared to the prior year, with positive trends observed in March. Revenue was below budget but exceeded 2025 levels, while expenses were below budget and moderately higher than the prior year. Patient volumes remained below budget. Assets remained approximately $2.9 billion, comparable to year-end 2025. The payer mix reflected continued growth in self-pay volume, much of which translated into charity care. Cash on hand increased compared to the prior year. Capital spending approximated 25 percent of the annual capital budget through the first quarter. The Committee received additional information in executive session.

IV. **Consent Agenda**

A. Facilities & Planning Committee -
The Board approved the Approval of Expenditures for Space Planning, Programming, and Design Services. RESOLUTION NO. 19740

B. Facilities & Planning Committee -
The Board approved the Approval of Selection of Preauthorized Professionals. RESOLUTION NO. 19741

C. Governance Committee -
The Board approved the Approval of Human Resources & Compensation Committee Charter updates. RESOLUTION NO. 19742

D. Governance Committee -
The Board approved the Approval of Change in Nonprofit Affiliation. RESOLUTION NO. 19743

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

Dr. Alexander-Rager presented brief highlights from the written President and CEO's report. Dr. Alexander-Rager acknowledged and welcomed members of the Federally Qualified Health Center Board in attendance. Dr. Alexander-Rager discussed workforce safety initiatives, noting the disproportionate incidence of workplace violence within healthcare nationally and summarizing MetroHealth's proactive efforts, including prevention strategies, de-escalation measures, and expanded police presence. Dr. Alexander-Rager referenced engagement with City Council leadership regarding proposed safety-related legislation while emphasizing the health system's governing framework under Ohio law.

Dr. Alexander-Rager discussed the upcoming ribbon cutting for the new outpatient health center scheduled for May 16, 2026, and encouraged participation in the annual Resiliency Run. Dr. Alexander-Rager also referenced updates to system goals shared with senior leadership and thanked Trustees and staff for support during her recent City Club of Cleveland appearance.

VI. Medical Staff Report

Dr. Walker introduced Dr. Joseph Tagliaferro to present the medical staff report. Dr. Tagliaferro provided updates on preparations for the opening of the outpatient health center, including faculty and staff orientation activities. Dr. Tagliaferro announced forthcoming Medical Staff leadership elections and invited Trustees to attend the next Medical Staff meeting. Dr. Tagliaferro reviewed recent peer review activity, including mortality reviews, and reported that an Ohio Department of Health review affirmed the appropriateness of MetroHealth's peer review process. Dr. Tagliaferro also highlighted the conclusion of the 2024–2026 Emerging Leaders Cohort and plans for the next cohort. Dr. Walker requested a motion to approve the Medical Staff Providers Appointments, Actions and Reappointments for March 2026, which was given, seconded and unanimously approved. RESOLUTION NO. 19747

VII. Informational Items

A. Resiliency Run – C. Nickell, A. Neading

Christina Nickell, Director of Acute Care Surgery Program and Andrew Neading, Burn Program Manager, presented information regarding the annual MetroHealth Resiliency Run, including its history, purpose, growth, and opportunities for participation, sponsorship, and volunteer engagement. Additionally, Ms. Nickell referenced resolutions related to reaffirmation of MetroHealth's Trauma and Burn Center verification.

B. MetroHealth Community Health Centers – K. Nagel

Dr. Kate Nagel, CEO MH Community Health Centers, provided information regarding the MetroHealth Community Health Centers and the Federally Qualified Health Center (FQHC) look-alike program. Dr. Nagel highlighted the FQHC model, including its patient-led governance structure and alignment with addressing social drivers of health. Dr. Nagel outlined the program's growth since 2018, expanding services, sites, and patient volume to over 40,000 individuals. Services include primary care, dental, behavioral health, and outreach in community settings. The centers have achieved top national quality rankings despite operating without federal funding. Future efforts focus on optimizing operations, strengthening infrastructure, and aligning strategic goals with the broader health system mission.

VIII. 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. Summers made a motion and Mr. Dziedzicki 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 3:45pm.

Return to Open Meeting

Following the executive session, the meeting reconvened in open session at approximately 4:57 pm and welcomed back the public virtually and those members of the public who remained in-person.

IX. Recommendations/Resolution Approvals

A. Reaffirmation of Commitment to Maintain a Level I Adult and Level II Pediatric Trauma Center at MetroHealth Medical Center

Dr. Walker asked for a motion on the resolution for the Reaffirmation of Commitment to Maintain a Level I Adult and Level II Pediatric Trauma Center at MetroHealth Medical Center, which was given, seconded and the resolution was approved by unanimous vote. RESOLUTION 19744

B. Reaffirmation of Commitment to Maintain a Verified Adult and Pediatric Burn Center at MetroHealth Medical Center

Dr. Walker asked for a motion on the resolution for the Reaffirmation of Commitment to Maintain a Verified Adult and Pediatric Burn Center at MetroHealth Medical Center, which was given, seconded and the resolution was approved by unanimous vote. RESOLUTION 19745

C. Approval of Naming of Facilities in Recognition of Contributions Made for the Benefit of The MetroHealth System

Dr. Walker asked for a motion on the resolution for the Approval of Naming of Facilities in Recognition of Contributions Made for the Benefit of The MetroHealth System, which was given, seconded and the resolution was approved by unanimous vote. RESOLUTION 19746

With no further business to bring before the Board, the meeting adjourned at approximately 4:58pm.

NEXT MEETING: **Wednesday, May 27, 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 May 27, 2026 , at which a quorum was present.

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James A. Wellons, Esq.
Corporate Secretary