RECOMMENDATION FOR APPROVAL OF EXPENDITURES FOR SPACE PLANNING, PROGRAMMING, AND DESIGN SERVICES

Recommendation

The Facilities and Planning Committee of the Board of Trustees ("Board") of The MetroHealth System ("System") and the Senior Vice President, Facilities, Construction and Campus Transformation of the System recommend that the Board approve expenditures for space planning, programming, and design services ("SPPDS Project") as more fully described in **Attachment A** hereto.

Background

The SPPDS Project has been created by System management as part of Campus Transformation 2.0 to plan, program, and design the System's main campus and other locations after the opening of The Glick Center and the Outpatient Health Center. Objectives of the SPPDS Project include demolishing outdated buildings, relocating administrative and support functions, and creating space for future growth consistent with the System's Strategic Plan 2030. Tasks to be performed as part of the SPPDS Project include main campus master planning; regional campus master planning; departmental consolidation and relocation; and planning, programming and design services in the following areas: utilities; mechanical, electrical, plumbing, and technology; parking; transportation; demolition; construction and renovation; and cost estimating and scheduling.

The System issued a Request for Qualifications for the SPPDS Project. Nine firms responded, and Perspectus Architecture was determined by the System's selection committee as the most qualified to perform the services and was awarded the work.

Approval of Expenditures for Space Planning, Programming, and Design Services

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RESOLUTION 19740

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation for approval of expenditures for space planning, programming, and design services ("SPPDS Project") as more fully described in **Attachment A**.

WHEREAS, the Facilities and Planning Committee of the Board has reviewed this recommendation and now recommends its approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the expenditures for the SPPDS Project to be paid out of operating and capital funds.

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

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	April 29, 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 April 29, 2026, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary

RECOMMENDATION FOR APPROVAL OF SELECTION OF PREAUTHORIZED PROFESSIONALS

Recommendation

The Facilities and Planning Committee of the Board of Trustees ("Board") of The MetroHealth System ("System") and the Senior Vice President, Facilities, Construction and Campus Transformation of the System recommend that the Board approve certain Preauthorized Qualified Professionals ("Preauthorized Professionals") consistent with System policy GEN-88 (Procurement and Management of Professional Services), for services to be provided during the period of May 1, 2026 through May 30, 2027, with aggregate costs not to exceed $50,000 per assigned project per Professional. The fees for the Preauthorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Preauthorized Professionals is shown in the attached **Exhibit A**.

Background

System policy GEN-88 (Procurement and Management of Professional Services) permits the annual selection and authorization of certain Preauthorized Professionals subject to project-based spending limits as approved by the Board.

Seventy-six (76) Professionals responded to the System's publicly advertised Request for Qualifications ("RFQ"). Following review, all seventy-six (76) Professionals were determined to meet the prequalification requirements listed in the RFQ, and management recommends that the Professionals listed in **Exhibit A** be listed as Preauthorized Professionals.

Approval of Selection of
Preauthorized Professionals
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RESOLUTION 19741

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation for appointment of certain Pre-Authorized Professionals consistent with System policy GEN-88 (Procurement and Management of Professional Services); and

WHEREAS, the Facilities and Planning Committee of the Board has reviewed this recommendation and now recommends its approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves certain Preauthorized Professionals consistent with System policy GEN-88 (Procurement and Management of Professional Services) , for services to be provided during the period of May 1, 2026 through May 30, 2027, with aggregate costs not to exceed $50,000 per assigned project per Professional. The fees for the Preauthorized Professionals will be paid out of available and authorized operating and capital funds as needed. The list of Preauthorized Professionals is shown in the attached **Exhibit A.**

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or her designee(s), is hereby authorized to take necessary actions, including to negotiate and execute agreements and other documents consistent with this resolution.

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	April 29, 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 April 29, 2026, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary

Exhibit A

2026
Preauthorized Qualified Professional Service Firms

Architecture and Engineering

+Detail
2BEngineering
Advanced Engineering Consultants
AVID Architects
Barber & Hoffman, Inc.
Behnke Landscape Architecture
Bostwick Design Partnership
CBLH Design
City Architecture
Cosmos Technologies Inc.
CPL Architects, Engineers and Landscape Architects
DESMAN INC.
DRAW Collective
DS Architecture, LLC
Glaus, Pyle, Schomer, Burns & DeHaven, Inc. DBA GPD Group
H.F. Lenz Co.
Hasenstab Architects, Inc.
HOK
IKM Incorporated DBA IKM Architecture
IMEG
Karpinski Engineering
KPFF Consulting Engineers
LaBella Associates, D.P.C. dba LaBella Associates, P.C.
LevelHEADS, Inc.
LGA Partners
MCF / McKinley Architecture & Engineering
McHenry & Associates, Inc.
Metropolitan Architecture Studio

Architecture and Engineering (continued)

MOREgroup
NBBJ LLC

Osborn Engineering
Perspectus Architecture, LLC
PTA Engineering, Inc.
Robert P. Madison International, Inc.
Scheeser Buckley Mayfield
Sixmo Inc.
TC Architects
Tec Inc. Engineering & Design
Technical Assurance, Inc.
THP Limited
Walker Consultants

Specialty Services

ACER Environmental, Inc.
American Abatement
Atlas Technical Consultants LLC
Behr Geo Environmental LLC
Blue Ridge Solutions
Construction Consulting and Estimating LLC (CC&E)
Construction Resources, Inc.
CTL Engineering, Inc.
EA Group
ECS Midwest, LLC
Fulton & Associates Balance Company dba Integra Testing Services
G. Stephens, Inc.
Geo-Sci Laboratory, Inc.
Hammel, Green, and Abrahamson (HGA)
Infinity Construction Co., Inc.
Intertek-PSI
Jensen Hughes, Inc.
Konsentriks LLC
M.W. Holmes Construction, Inc.

Specialty Services (continued)

Mass Technologies LLC
Moody Nolan
MSL Healthcare Partners Inc
N.E.O. Construction Services LLC.
NV5 Consultants, Inc.
Partners Environmental Consulting, Inc.
PIONEER ECO SOLUTIONS, LLC

Refrigeration Sales Company, LLC
Regency Construction Services, Inc.
Relocation Specialists, Inc.
Richards Communications
Square Fix LLC
Swath Design LLC
Terracon Consultants, Inc.
The Whiting-Turner Contracting Company
Wa-Fi, LLC (dba. PLANIT Studios)

RECOMMENDATION FOR THE APPROVAL OF
HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER UPDATES

Recommendation

The Governance Committee of the Board of Trustees ("**Board**") for The MetroHealth System ("**System**") recommends that the Board approve modifications to the Human Resources and Compensation Committee charter as described in **Exhibit A**.

Background

The Human Resources and Compensation Committee of the Board has updated its charter to reflect naming updates to the System's at-risk compensation plan as described in **Exhibit A.**

April 29, 2026

APPROVAL OF HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER UPDATES

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RESOLUTION 19742

WHEREAS, the Board of Trustees ("**Board**") of The MetroHealth System ("**System**") and the Governance Committee of the Board recommends that the Board approve modifications to the Human Resources and Compensation Committee charter as described in **Exhibit A**;

WHEREAS, the Governance Committee of the Board has reviewed the modifications to the Human Resources and Compensation Committee charter and now recommends their approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves the modifications to the Human Resources and Compensation Committee charter as described.

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	April 29, 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 April 29, 2026, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary

Exhibit A

April 29, 2026

MetroHealth

The Charter of the Human Resources and Compensation Committee of The MetroHealth System Board of Trustees

Purpose
The Human Resources and Compensation Committee ("Committee") is responsible for assisting The MetroHealth System ("MetroHealth") in attracting and retaining qualified and committed employees who will work to achieve MetroHealth's goals of providing high quality care in accordance with its mission. The Committee also oversees the total compensation program for the President and Chief Executive Officer ("CEO") and other members of executive leadership as determined by policies of the MetroHealth Board of Trustees ("Board").

Responsibilities
In fulfilling its charge, the Committee is responsible for the following activities and functions:

I. Workforce Responsibilities
- Oversee workforce optimization matters and receive reports at least annually from the Chief Human Resources Officer on employee engagement, recruitment and retention strategies, benefit plan design and annual spend, workforce development initiatives, and other matters.
- Review and recommend a policy and succession plan for the CEO, and make available upon request executive succession plans.
- Annually review and evaluate the CEO's performance and adherence to the MetroHealth's Code of Conduct.

II. CEO and Executive Compensation (including At-Risk Compensation Plan)
- Review and propose revisions, as needed, to the Board's policies on executive compensation.
- Review annually and revise, as needed, MetroHealth's executive compensation philosophy and ~~at risk Performance Based Variable Compensation~~At-Risk Compensation Plan ("~~PBVC~~ ARC Plan") to ensure the total compensation program is administered accordingly.
- Review and make recommendations regarding the CEO's and other members of executive leadership's total compensation as set forth in Board policy.
- Recommend the compensation, benefits, and all other components of total compensation for the CEO in advance of payment, as well as the terms of any employment agreement for the CEO as set forth in Board policy.
- In accordance with Board policy, review the compensation, benefits, and all other components of total compensation for members of executive leadership to ensure they are consistent with the organization's executive total compensation philosophy, ~~PBVC~~ ARC Plan, and any awards payable under the ~~PBVC~~ ARC Plan.
- In accordance with Board policy, review and make recommendations regarding all other executive incentive compensation plans, including approval of goals for the CEO and any awards payable under such plans.
- Ensure the Committee's independent and direct access to qualified consultants and to independently published compensation survey data.
- Review provider compensation strategies and philosophies used by MetroHealth to properly balance the needs of MetroHealth, the Medical Staff, patients, and the community, in alignment with MetroHealth's mission and overall strategy.

Composition

The Committee shall be led by a board member with an interest and background in personnel matters and consist of additional board members, as identified by the Board Chairperson. All Committee members shall be free from any material conflicts of interest that preclude them from making decisions pertaining to executive compensation. The Committee shall be staffed by the following members of management: the CEO, the Chief Human Resources Officer, the Chief Financial Officer, the Chief Physician Executive and Clinical Officer, and other relevant leaders of the executive team as needed. For issues or actions pertaining to executive leadership compensation, the Committee shall be staffed by the CEO and the Chief Human Resources Officer only, with any executive excused at any point the Committee discusses or approves of any issues or actions that may apply to such executive directly. All Trustees are invited to attend the Committee meetings, but only members of the Committee may vote on matters before the Committee.

Meeting Schedule

The Committee shall meet at least two times per year, or more frequently as needed. The Committee shall end each meeting in executive session without any MetroHealth executives or management present to discuss and approve any issues or actions that directly impact executives. At least annually, the Committee shall meet separately in executive session with each of the following: (a) the Chief Human Resources Officer; (b) the Chief Physician Executive and Clinical Officer; and (c) Chief Legal Officer; and (d) the Chief Financial Officer.

RECOMMENDATION FOR THE APPROVAL OF
CHANGE IN NONPROFIT AFFILIATION

Recommendation

The Governance Committee ("Committee") of the Board of Trustees ("Board") for The MetroHealth System ("System") recommends a change to the System's affiliation with a nonprofit business entity as further described in Exhibit A.

Background

The Board previously approved the System's affiliation with a nonprofit business entity for the purpose of providing certain health services. The Committee, with the support of System leadership, now recommends a change to the System's affiliation with the nonprofit business entity as more fully described in Exhibit A.

April 22, 2026

APPROVAL OF CHANGE IN NONPROFIT AFFILIATION

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RESOLUTION 19743

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") previously approved the System's affiliation with a nonprofit business entity for the purpose of providing certain health services;

WHEREAS, the Board has been presented a recommendation by the Governance Committee ("Committee") of the Board regarding a change to the System's affiliation in the nonprofit business entity as more fully described in Exhibit A; and

WHEREAS, the Committee has reviewed this recommendation and, with the support of System leadership, now recommends its approval to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes and directs the System's President and Chief Executive Officer or her designee to prepare and execute the documentation necessary to effectuate the change to the System's affiliation in the nonprofit business entity as more fully described in Exhibit A.

AYES:	Mr. Arnold, Mr. Corlett, Mr. Dziedzicki, Ms. Garcia, Ms. Mendez, Mr. Moss, Mr. Summers, Dr. Walker
NAYS:	None
ABSENT:	None
ABSTAINED:	None
DATE:	April 29, 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 April 29, 2026, at which a quorum was present.

James A. Wellons, Esq.
Corporate Secretary

April 22, 2026

Exhibit A

April 22, 2026