

The MetroHealth System Board of Trustees

COMPENSATION COMMITTEE

Meeting Minutes

Board Members: Ms. Inajo Davis-Chappell-I, Mr. John Corlett-I, Ms. Maureen Dee-I, Mr. Robert Hurwitz-R, Mr. John Moss-R, Dr. Harry Walker-I, Ms. Vanessa Whiting-R

Staff: Dr. William Lewis-I, Dr. Joseph Golob-I, Ms. Sarah Alpert-I, Mr. Joseph Frolik-I, Mr. William Dube-I, Ms. Laura McBride-I, Ms. Sonja Rajki-I, Ms. Deb Southerington-I, Ms. Amanda Calabrese-I, Dr. Airica Steed-R, Dr. Jennifer Bailit-R, Dr. Nabil Chehade-R, Mr. Alan Nevel-R, Ms. Julie Jacono-R, Dr. Olusegun Ishmael-R, Dr. Brian Mercer-I

Guests: Ms. Jasmine Boutros-R, Ms. Suzanne Boutros-R, Ms. Shannon Boutros-I, Ms. Gail Long-R, Mr. Mark Servodidio-R, Mr. R. Long-R, Mr. Dalton Perry-R

DATE: Wednesday, February 22, 2023

TIME: 5:00 – 6:30 pm

PLACE: MetroHealth K-107 or via Zoom
<https://us02web.zoom.us/j/85233824569>

Dr. Walker called the meeting to order at 5:02pm.

I. Approval of Minutes

The minutes of the January 11, 2023, Compensation Committee meeting were unanimously approved as submitted.

II. Information Items

Executive Compensation Consultant next steps

Mr. Servodidio presented a summary of the RFP process that was implemented after the Committee's last meeting, including the process he and Human Resources undertook in their evaluation of the executive compensation consultants who submitted RFP responses. Mr. Servodidio also presented on the processes that would facilitate the System's and the Board's use of a single executive compensation consultant.

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Mr. Moss expressed concerns with the recommendation to have one firm that reported to both management and the board. The Committee then engaged in a discussion around the Board's and management's relationship with the firm and opportunities to remedy these concerns.

The Committee agreed that, to keep the processes going and address the System's needs, the System should move forward to engage one of the RFP respondents who can provide the necessary data. The Board will then continue to assess what type of advisor it would want to assist the Board in focusing on CEO compensation. Ms. McBride read the recommendation for the approval of the engagement of an executive compensation consultant. Upon a motion made and seconded, the Board unanimously approved the resolution.

RESOLUTION NO. 19559

PBVC Plan & Procedures preparation Ms. Southerington provided a brief update on HR's ongoing efforts to consolidate the Board's and the System's policies and procedures for the Performance-Based Variable Compensation (PBVC) plan. Ms. Southerington reported that she believes these materials and information will be ready to be presented at the March 22, 2023, Compensation Committee meeting.

Dr. Walker asked for a motion to recess into executive session to discuss hospital trade secrets as defined in ORC 1333.61 and the compensation of a public employee. The motion was made by Ms. Chappell and seconded by Mr. Moss. The Committee held a roll call vote with all members 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 5:38pm.

Following the executive session, the meeting reconvened in open session at approximately 6:30 pm.

There being no further business, the Committee adjourned the meeting at 6:33 pm.

Deborah Southerington
SVP, Human Resources