

The MetroHealth System Board of Trustees

COMPENSATION COMMITTEE

Date: Monday, November 13, 2023

Time: 2:00 – 4:00 pm

MetroHealth K107 Board Room or via Zoom

Meeting Minutes

Committee Members:	Inajo Davis Chappell-I, John Corlett-R, E. Harry Walker-I, John Moss-I
Other Trustees:	Maureen Dee-R, John Hairston-R, Robert Hurwitz-R, J.B. Silvers-R,
Staff:	Joseph Frolik-I, Derrick Hollings-I, Laura McBride-I, Deborah Southerington-I, Airica Steed-I, Dalph Watson-I,
Guests:	Suzanne Aral-Boutros-R, Veronica Despoth-R, Sal DiFonzo-R, Jerrod Holloway-R, Craig Strom-I, Julie Washington-R

Dr. Walker called the meeting to order at 2:02pm in accordance with Section 339.02(K) of the Ohio Revised Code.

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

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

II. Information Items

A. Review of Proposed Committee Charter

Dr. Walker introduced Ms. Watson to discuss the proposed Compensation Committee Charter.

Ms. Watson informed attendees that it is proposed that the Committee's scope be expanded to include people-related matters in addition to executive compensation. Ms. Watson also shared a high-level summary of the Committee Charter, including a

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proposed change in the name of the committee to reflect the broader scope. After committee discussion, it was agreed that the committee's name should be changed to the: Human Resources and Compensation Committee.

Ms. Chappell shared her appreciation for the expansion, and requested the Bylaws be reviewed to ensure alignment with the expanded scope of the Committee.

Dr. Walker asked for a motion to recess into executive session to discuss hospital trade secrets as defined in ORC 1333.61; and to discuss the compensation of public employees. 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 2:10p.

Following the executive session, the meeting reconvened in open session at approximately 3:40pm.

Ms. McBride provided a timeline on the 2024 Goals review and approval process, including that the proposed PBVC goals for 2024 will be presented to the Board during the December 20th meeting and approved during the January 2024 Board Meeting.

Ms. Chappell shared appreciation for the executive compensation consultants, Mr. Strom and Mr. DiFonzo, confirming the design and structure of MetroHealth's 2024 PBVC Goals are aligned with industry standards.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 3:45pm.

Dalph Watson, JD
EVP, Chief People Officer