



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – March 27, 2024**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
<u>MINUTES</u>	
Minutes – Approval of Board Meeting Minutes, February 28, 2024	19608
<u>MEDICAL STAFF</u>	
Approval of Medical Staff Providers, Appointments, Actions and Reappointments for February and March 2024	19609
<u>CONSENT AGENDA</u>	
Acceptance of the 2023 Audit Report for the System's Annual Financial Statements	19610
Approval of the Engagement of Ernst & Young LLP as the System's Internal Audit Partner	19611
Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of PBVC Plan	19612
Approval of Performance-Based Variable Compensation Plan Achievements for 2023	19613
Approval of an Award of Performance-Based Variable Compensation for the President and Chief Executive Officer	19614
Approval of Financial Trigger for Performance-Based Variable Compensation for 2024	19615

Approval of Board Meeting Minutes February 28, 2024

RESOLUTION 19608

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of February 28, 2024, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the minutes of the Regular Meeting of February 28, 2024, as presented.

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hurwitz,
Mr. Moss, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston, Dr. Silvers, Dr. Walker

ABSTAINED: None

DATE: March 27, 2024

**APPROVAL OF MEDICAL STAFF PROVIDERS APPOINTMENTS,
ACTIONS AND REAPPOINTMENTS FOR FEBRUARY AND MARCH 2024**

RESOLUTION 19609

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on February 27, 2024. The Actions will then be reviewed by the Medical Executive Committee on March 8, 2024.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Badgaiyan, Rajendra, MD	Psychiatry		1/30/2024-ET
Brookens, Todd, DO	Emergency Medicine	Life Flight	2/22/2024-R
Eleff, Scott, MD	Anesthesiology		2/13/2024-R
Friedman, Joshua, MD	Pediatrics		1/29/2024-R
Hottois, Michael, MD	Psychiatry		2/23/2024-R
Lowery, Andrea, APRN-CNP	Medicine	Palliative Care	1/15/2024-RT
Lyons, Katherine, MD	Medicine	Internal Medicine	2/6/2024-RL
Mookerjee, Susmita, MD	Medicine	Hospital Medicine	2/9/2024-ET
O'Regan, Catherine, APRN-CNP	Emergency Medicine		2/14/2024-R
Zeng, Ming, MD	Medicine	Radiation Oncology	2/27/2024-R

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on February 27, 2024. The appointments will then be reviewed and accepted by the Medical Executive Committee on March 8, 2024.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Crandall, Mary, MD	Surgery	Trauma/Burn/Critical Care	2/28/2024
Dooley, Mary, Ph.D.	Psychiatry	Psychology	2/28/2024

Bioscientific

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Hughes, Ashley, Ph.D.	Medicine	Research	2/28/2024

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Bradbury, Amy, PA-C	Family Medicine		2/28/2024

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Brown, Jeffrey, MD	Radiology		2/28/2024
Gonzalez Feldman, Edgard, MD	Medicine	Endocrinology	2/28/2024
Guedes Riberio, Bianca, MD	Radiology		2/28/2024
Imam, Ala, MD	Medicine	Gastroenterology	2/28/2024
Jenkins-Garrett, Rachelle, APRN-CNP	Psychiatry		2/28/2024
McPherson, Paul, MD	Pediatrics		2/28/2024
Rabinowitz, Jeffrey, MD	Emergency Medicine	Life Flight	2/28/2024
Zeid, Ahmed, MD	Pediatrics	Pediatric Nephrology	2/28/2024

Non-Reviewable Clean List Files

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Joo, Janice, MD	Neurology		2/28/2024
Kohler, Anna, PT	PM&R		2/28/2024

FEBRUARY 2024 REAPPOINTMENTS

Last Name	First Name	Degree	Department	Division
Astley	Brendan	MD	Anesthesiology	Pain Management
Avram	Anca	MD	Radiology	
Bafus	Blaine	MD	Orthopaedics	
Baig	Farnaz	LPCC	Psychiatry	
Barco	Tanja	APRN-CNP	Medicine/Pediatrics	
Bardaro	Sergio	MD	Surgery	General Surgery
Berry	Shanail	MD	Medicine/Pediatrics	
Beverley	Laurel	MD	Orthopaedics	
Blossom	Marie	MD	Obstetrics & Gynecology	
Boyer	Jaime	PA-C	Orthopaedics	
Brichacek	Tracey	LISW-S	Medicine	Infectious Disease
Buckley	Erin	APRN-CNP	Surgery	Urology
Campbell	Patricia	MD	Geriatric Medicine	
Canestraro	Massimo	CCP	Surgery	Cardiothoracic
Cappaert	William	MD	Surgery	Ophthalmology
Cehade	Nabil	MD	Surgery	Urology
Chepla	Kyle	MD	Surgery	Plastic Surgery
Clark	Tanya	DNP, APRN-CNP	Psychiatry	
Conroy	Kara	PA-C	Otolaryngology	
Crider	Pamela	APRN-CNP	Geriatric Medicine	
Davis	Raeneisha	APRN-CRNA	Anesthesiology	
Di Lorenzo	David	MD	Radiology	
Dunlap	Mark	MD	Medicine	Cardiology
Dutta	Rachna	MD	Radiology	
Emerman	Charles	MD, FAAEM	Emergency Medicine	
Falls	Garietta	MD	Surgery	Vascular Surgery
Farina	Thomas	CCP	Surgery	Cardiothoracic
Finizia	Anthony	MD	Medicine/Pediatrics	
Finkelhor	Robert	MD	Medicine	Cardiology
Fischer	Christine	MD	Geriatric Medicine	
Fitch	Kristina	APRN-CNP	Pediatrics	Neonatology
Foglio	Jenna	OD	Surgery	Optometry
Francis	Sean	PA-C	Emergency Medicine	Correctional Medicine
Frank	Thomas	MD	Obstetrics & Gynecology	
Gibson	Kelly	MD	Obstetrics & Gynecology	Maternal/Fetal Medicine
Gillespie	Christopher	MD	Family Medicine	
Ginley	Thomas	DO, MS	Medicine/Pediatrics	
Glaab	Jonathan	MD	Radiology	
Godfrey	William	MD	Radiology	
Golob	Joseph	MD	Surgery	Trauma/Burn/Critical Care
Grabowski	Robert	DNP, APRN-CNP	Emergency Medicine	Life Flight
Gulati	Reema	MD	Pediatrics	Pediatric Gastroenterology
Gultekin	Ebru	MD	Pediatrics	
Gunder	Christen	APRN-CNP	Family Medicine	
Haase	Kristen	DO	Family Medicine	
Haubrich	Barbara	APRN-CNP	Geriatric Medicine	
Haxhiu-Erhardt	Lendita	MD	Psychiatry	
Hecht	Bryan	MD	Obstetrics & Gynecology	Reproductive Endocrinology
Hellmer	Meredith	LISW-S	Psychiatry	Social Work
Hendryx	Paula	MD	Obstetrics & Gynecology	
Jenkins	Melissa	MD	Medicine	Infectious Disease
Johnson	Kiara	APRN-CNP	Emergency Medicine	
Joseph	Natalie	MD	Surgery	Oncology
Kaelber	David	MD	Medicine/Pediatrics	
Kaniecki	David	DNP, APRN-CNP	Emergency Medicine	Life Flight

FEBRUARY 2024 REAPPOINTMENTS

Karim	Saima	DO	Medicine	Cardiology
Katona	Chad	MD	Surgery	Trauma/Burn/Critical Care
Kaufman	Elizabeth	MD	Medicine	Cardiology
Keith	Michael	MD	Orthopaedics	
Kim	Chong	MD	Physical Medicine & Rehabilitation	
Koehl	Edward	MD	Radiology	
Komuravelly	Arpitha	MD	Medicine/Pediatrics	
Konys	Kara	MD	Obstetrics & Gynecology	
Kopelowitz	Gail	LISW-S	Psychiatry	Social Work
Kreiner	Laura	MD	Surgery	Trauma/Burn/Critical Care
Kuentz	David	DO, MBA	Medicine/Pediatrics	
Lam	Mildred	MD	Medicine	Nephrology
Lamphear	Diana	PA-C	Obstetrics & Gynecology	
Leahy	Candice	APRN-CNS	Geriatric Medicine	
Leake	Tiffany	APRN-CNP	Geriatric Medicine	
Lee	Adrienne	MD	Orthopaedics	
Lenox	Madeleine	MD	Otolaryngology	
Lewis	Michael	MD	Medicine	Hospital Medicine
Liu	Raymond	MD	Orthopaedics	
Ludlow	David	MD	Otolaryngology	
Lukens	Thomas	MD, Ph.D., MS	Emergency Medicine	
Mackall	Jane	MA CCC-A, FAAA	Otolaryngology	Audiology
Magliola	Ronald	MD	Medicine/Pediatrics	
Mansour	David	MD	Medicine/Pediatrics	
Markowski	Todd	APRN-CNP	Anesthesiology	Pain Management
Martino	Derlis	MD	Surgery	Cardiothoracic
Masters	Marie	APRN-CRNA	Anesthesiology	
Matalavage	Anthony	DPM	Orthopaedics	Podiatry
McHenry	Christopher	MD	Surgery	General Surgery
McLoney	Mark	MD	Family Medicine	
Meaney	Kevin	CCP, BS	Surgery	Cardiothoracic
Miller	Brian	MD	Emergency Medicine	
Milliner	Lynn	MD	Pediatrics	Express Care
Milner	Louise	MD	Radiology	
Minotti	Anthony	MD	Radiology	
Moore	Kristin	APRN-CRNA	Anesthesiology	
Moran	Rocio	MD	Pediatrics	Genetics
Morscher	Arnold	MD	Anesthesiology	
Mullin	Katheryn	APRN-CNP	Medicine/Pediatrics	
Murphy	Pamala	MD	Medicine	Internal Medicine
Murray	Marsheena	Ph.D.	Psychiatry	
Myers	Brittany	Ph.D.	Psychiatry	
Narra	Ammaji	MD	Medicine	Internal Medicine
Needlman	Robert	MD	Pediatrics	
Ng	Ranier	DO	Family Medicine	
Nguyen	Carvell	MD	Surgery	Urology
Nielsen	Britt	Psy.D.	Psychiatry	
Niu	Bolin	MD	Medicine	Gastroenterology
Obi	Gabriel	MD	Medicine	Internal Medicine
Ogbogu	King	MD	Physical Medicine & Rehabilitation	
Ondecker	Chanel	APRN-CNP	Pediatrics	Neonatology
Oprea	John	CCP	Surgery	Cardiothoracic
Osysko	Alyssa	APRN-CNP	Medicine	Internal Medicine
Pagel	Shauna	APRN-CNP	Obstetrics & Gynecology	
Papp	Joan	MD, FACEP	Emergency Medicine	
Parsons	Lisa	APRN-CNP	Medicine	Internal Medicine

FEBRUARY 2024 REAPPOINTMENTS

Patel	Swati	MD	Pediatrics	
Patel	Nimitt	MD	Surgery	Trauma/Burn/Critical Care
Petruzzi	Anthony	PA-C	Family Medicine	
Phipps	Karla	APRN-CNP	Pediatrics	Neonatology
Placeway	Jared	DO	Physical Medicine & Rehabilitation	
Prada	Cristian	MD	Anesthesiology	
Prochoroff	Andre	MD	Pediatrics	Pediatric Neurology
Pron	Lilia	APRN-CNP	Psychiatry	
Purses	Anna	APRN-CNP	Surgery	Oncology
Rainey	Heather	MD	Physical Medicine & Rehabilitation	
Rajesh	Fnu	MD	Family Medicine	
Rhoads	Barbara	MD	Obstetrics & Gynecology	
Rizkala	Elie	MD	Pediatrics	Pediatric Neurology
Roberts	David	MD	Pediatrics	
Robinson	Monique	MD	Family Medicine	Express Care
Rodak	Maria	CAA	Anesthesiology	
Rowe	David	MD	Surgery	Plastic Surgery
Rowland-Seymour	Anastasia	MD	Medicine	Internal Medicine
Rubin	Benjamin	LISW-S	Psychiatry	Social Work
Runner	Jennifer	LISW-S	Psychiatry	Social Work
Rutherford	James	APRN-CNP	Emergency Medicine	Life Flight
Ryan	Martin	MD	Medicine	Internal Medicine
Ryan	Thomas	CCP	Surgery	Cardiothoracic
Saab	Georges	MD	Medicine	Nephrology
Sadlon	Stephanie	MD	Medicine/Pediatrics	Express Care
Saker	Souheir	MD	Pediatrics	
Sanders	Kimberly	APRN-CNP	Psychiatry	Correctional Medicine
Schwartz	Krystle	CCP-C	Surgery	Cardiothoracic
Shah	Zahid	MD	Radiology	
Shefner	Laura	MD	Pediatrics	
Shekhawat	Prem	MD	Pediatrics	Neonatology
Siff	Jonathan	MD, MBA, FACEP	Emergency Medicine	
Spirnak	John	MD	Surgery	Urology
Stegmoyer	Robert	MD	Otolaryngology	
Sterbank	Julie	DO, MPH	Pediatrics	Allergy/Immunology
Stewart	Ralph	MD	Surgery	Ophthalmology
Sundback	Susan	APRN-CNP	Emergency Medicine	
Suster	Maureen	MD	Obstetrics & Gynecology	
Tagliaferro	Joseph	DO	Emergency Medicine	
Tamarkin	Stephen	MD	Radiology	
Telmanik	Susann	APRN-CNP	Family Medicine	
Thomas	Biju	MD	Pediatrics	Neonatology
Thompson	Elva	APRN-CNP	Emergency Medicine	
Timberlake-Kwit	Lucinda	CAA	Anesthesiology	
Tinio	Joaquin	MD	Medicine	Internal Medicine
Todia	William	MD	Obstetrics & Gynecology	
Tolentino-Noguera	Rumilia	MD	Family Medicine	
Torres	Augusto	MD	Anesthesiology	
Tracy	David	MD	Emergency Medicine	
Tully	Erika	CAA	Anesthesiology	
Vales	Kimberley	APRN-CNP	Anesthesiology	Pre-Surgical Testing
Vang	Meng	MD	Radiology	
Waghray	Nisheet	MD	Medicine	Gastroenterology
Walsh	Keara	APRN-CNP	Geriatric Medicine	
Warnock	Rebecca	MA CCC-A, FAAA	Otolaryngology	Audiology
Weight	Steven	MD	Obstetrics & Gynecology	

FEBRUARY 2024 REAPPOINTMENTS

Werner	Sandra	MD, MA, FACEP	Emergency Medicine	
Wheatley	Brian	CAA	Anesthesiology	
White	Jecika	APRN-CNP	Pediatrics	
Whitehair	Victoria	MD	Physical Medicine & Rehabilitation	
Wilson	Richard	MD, MS	Physical Medicine & Rehabilitation	
Zach	Sarah	APRN-CRNA	Anesthesiology	
Zalevsky	Daniel	PA-C	Orthopaedics	

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hurwitz,
Mr. Moss, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston, Dr. Silvers, Dr. Walker

ABSTAINED: None

DATE: March 27, 2024

THE METROHEALTH SYSTEM
 MEDICAL EXECUTIVE COMMITTEE
 March 8, 2024
 Virtual

CHAIRPERSON: Natalie Joseph, MD



CALLED TO ORDER: 7:00 AM
 ADJOURNED: 8:33 AM

RECORDER: Trish Gallagher, CPCS, CPMSM

Attendance:



MEC Attendance
 Sheets-place on ME

ITEM	TITLE/PRESENTER	RECOMMENDATION/ACTIONS/MISCELLANEOUS COMMENTS	EVALUATION-Follow-up
Call to Order	Natalie Joseph, MD	<ul style="list-style-type: none"> • Dr. Joseph open the meeting with a welcome and overview of the agenda 	N/A
Minutes of the Previous Meetings	MEC minutes, Credentialing Committee minutes and Medical Record Committee Minutes were reviewed and approved	 February Minutes MEC.docx	Minutes approved/ Present the MEC Minutes to BOT
Presentation	Thomas Collins, MD Credentials Committee Chairperson	Presentation: <ul style="list-style-type: none"> • Clinical Research Faculty Certificate: Clinical Research Faculty Certificate State Board (ohio.gov) • Certificate of Conceded Eminence: Certificate of Conceded Eminence State Board (ohio.gov)  MEC conceded eminence.pptx	MEC Reviewed and found to be in favor of credentialing providers who hold a certificate. The MEC approved moving forward to the BOT for awareness. and approval of the radiologist under contract with UH.

Medical Staff
Appointment
s and Actions

All medical staff appointments were carefully reviewed and presented by the Department Chairpersons. Each candidate is being presented after approval from the Credentials Committee from the previous month. Each Candidate's file was reviewed for any actions or sanctions, clinical competency, work history. All gaps were accounted for and presentation of the practitioner's education and training was discussed. The committee reviewed the requested privileges and verified the provider will function within their scope of education and license. The NPDB reports, malpractice cases and any health issues were discussed, and a legal representative was present at the Credentials Committee.

All additional privileges were discussed and verified ongoing monitoring of NPDB is being performed.



Actions Board
Report February.do











February 2024
Reappointments.xls









Appointments
Board Report Febru

All providers reviewed by the Credentials Committee were approved to move forward to the BOT. All providers were brought forward by their chairpersons and reviewed in great detail.

Motion carries
to approve.
Present to
BOT

<p>APP Update</p>	<p>Megan Flannery, APRN-CNP</p>		<p>No action required</p>
<p>Policies</p>	<p>Ellen Gelles, MD MEC at Large Member</p>	<ul style="list-style-type: none"> Medication Reconciliation PC-48  <p>PC-48 Medication Reconciliation.pdf</p> <p>Ellen Gelles, MD, MEC Member at Large, presented the proposed changes to the MEC. MEC approved the changes to move to Policy Committee</p>	<p>Policy sent to the Policy Committee on March 8, 2024.</p>
<p>Order Sets</p>		<ul style="list-style-type: none"> Prolonged Intermittent Renal Replacement Therapy (to be used in ICU) (Submitted by Dr. Georges Saab, Sandra Duke)  <p>NxStage - PIRRT without Anticoagul</p> <p>(PIRRT Order set approved)</p> <ul style="list-style-type: none"> Behavioral Health Psych ED: (Submitted by Sandra Duke, Michael Dondero and Victoria Bowden - deferred from January 2024 MEC Meeting) <div style="display: flex; justify-content: space-around; align-items: flex-start;"> <div style="text-align: center;">  BH PSYCH ED PEDIATRIC [4866] Sig </div> <div style="text-align: center;">  BH PSYCH ED AGITATION [4837].p </div> <div style="text-align: center;">  BH PSYCH ED AGITATION [4837] Si </div> <div style="text-align: center;">  BH PSYCH ED ADULT [4862].pdf </div> </div> <div style="display: flex; justify-content: space-around; align-items: flex-start; margin-top: 10px;"> <div style="text-align: center;">  BH PSYCH ED ADULT [4862] Sign </div> <div style="text-align: center;">  BH PSYCH ED OPEDIATRIC [4866].pd </div> </div> <p>(Behavioral Order Sets have been deferred since December. At this time the motion to approve carries.)</p> <ul style="list-style-type: none"> IP: Cardiac Telemetry Admission (Submitted by Sandra Duke and Victoria Bowden) 	<p>See comments below each order set</p>

		<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  IP Card Telemetry Admission with revi </div> <div style="text-align: center;">  IP. Cardiac Telemetry Admission </div> </div> <p>(Cardiac Telemetry Order Sets currently in place. This represents only very minor changes. Motion to approve carries.)</p> <ul style="list-style-type: none"> L&D Diabetic Ketoacidosis Admission (Submitted by Sandra Duke, Victoria Bowden, Christina Wadsworth and Emily Gonzales) <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  L&D Diabetic Ketoacidosis Admiss </div> <div style="text-align: center;">  L&D Diabetic Ketoacidosis Admiss </div> </div> <p>(L&D Order Sets -motion to approve carries)</p>	
<p>Therapy Plans</p>		<ul style="list-style-type: none"> Pediatric and Adult Iron Therapy Plans – approval needed: Submitted by Christina Wadsworth and Faith Lilly <div style="text-align: center;">  ThP Iron Plan Adult and Pediatric Updat </div>	<p style="color: red;">Deferred to March MEC</p>
<p>Presentation</p>		<p>SIGC Proposal for MEC approval to proceed with Specialty Infusion Governance Council (SIGC) with authority to approve therapy plans related to Medical Specialties . Presented by Raymond Hong, MD, Department of Medicine, Division of Rheumatology</p> <div style="text-align: center;">  SIGC MEC presentation 2.9.24.pp </div> <p style="background-color: yellow;">Discussion- SIGC Committee will need to report their order sets to the MEC to approval.</p>	<p>SIGC Proposal needs to be sent to the By-Laws Committee.</p>
<p>Meeting Adjourned</p>			

**Executive
Session
MEC
Members
only**

Executive Session:
FPPE Update-S. Mookerjee FPPE ended
January investigation update-January approved investigation not approved by BOT,
provider voluntarily relinquished the privilege due to low volume.

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF
THE METROHEALTH SYSTEM TO ACCEPT THE
2023 AUDIT REPORT FOR THE SYSTEM'S ANNUAL FINANCIAL STATEMENTS**

Recommendation

The Chief Financial Officer recommends that the Board of Trustees of The MetroHealth System accept the audit report for the System's annual financial statements for the year ended December 31, 2023, as prepared and presented by RSM US, LLP.

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 RSM US, LLP to conduct such an audit. RSM's audit is conducted in accordance with Generally Accepted Auditing Standards (GAAS), Government Auditing Standards (GAS), the Uniform Guidance, and 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 RSM audit team conducted an audit conference with members of the Board of Trustees including members of the Audit and Compliance Committee and discussed RSM's independence, the scope of services performed in connection with the audit, and any findings resulting from the audit.

Acceptance of the 2023 Audit Report for the System's Annual Financial Statements

RESOLUTION 19610

WHEREAS, the System's independent auditors, RSM US, LLP, have prepared a report detailing the findings of their annual audit of the System's annual financial statements for the year ended December 31, 2023 (the "2023 Audit Report");

WHEREAS, RSM conducted an audit conference with the members of the Board of Trustees including members of the Audit and Compliance Committee regarding the 2023 Audit Report and discussed the conduct and scope of the audit, including the work with the System's management team; and

WHEREAS, the Audit and Compliance Committee recommends that the Board of Trustees accept the 2023 Audit Report for the System's annual financial statements as prepared and presented by RSM.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby accepts RSM US LLP's 2023 Audit Report for the System's annual financial statements for the year ended December 31, 2023.

AYES:	Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hurwitz, Mr. Moss, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Hairston, Dr. Silvers, Dr. Walker
ABSTAINED:	None
DATE:	March 27, 2024

RECOMMENDATION FOR THE ENGAGEMENT OF ERNST & YOUNG LLP AS THE SYSTEM'S INTERNAL AUDIT PARTNER

Recommendation

The President and Chief Executive Officer recommends that the Board of Trustees of The MetroHealth System authorize the engagement of Ernst & Young LLP ("EY") to perform Internal Audit services and Enterprise Risk Management ("ERM") services on behalf of the Board and the System.

Background

Over the past 15+ years, the Board and the System have engaged an external partner to coordinate the System's Internal Audit function. More recently, the System has drawn upon the external partner to also support the development of the System's ERM program. However, the current external partner's contract expires at the end of March 2024.

As has been discussed with the Board's Audit & Compliance Committee over the past several months, the System publicly issued a request for competitive sealed proposals (the "CSP") seeking to establish a new relationship(s) with an external firm. The CSP was issued in November 2023 and was executed in accordance with the System's procurement processes. The pool of respondents was narrowed to four highly qualified finalists, each of whom made presentations to a committee including representatives from the Audit & Compliance Committee, Ethics & Compliance, Finance, Information Services, and Legal. In February 2024, System leadership and the Board's Audit & Compliance Committee discussed the attributes of the four finalists and the Board authorized the System to negotiate with one or more of the finalists based on that discussion.

Since then, the System has reached a tentative agreement with EY to perform Internal Audit and ERM services. EY was selected because of their extensive experience supporting Internal Audit and ERM functions, their deep and relevant experience in the healthcare industry specifically, and their knowledge of the System. Under the proposed agreement, EY would serve as the System's sole Internal Audit function, with the flexibility to discuss different structures with the System and the Board in the coming months. The proposed engagement would span a 3-year initial term with option for the System to extend the agreement thereafter for two subsequent 1-year terms. Year 1 professional fees will total approximately \$885,500 and associated expenses will not exceed 8% of professional fees. The System will agree on an appropriate and necessary level of effort for these services with EY before the start of Year 2 and Year 3 of the agreement.

Approval of the Engagement of Ernst & Young LLP as the System's Internal Audit Partner

RESOLUTION 19611

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for engagement of Ernst & Young LLP as the System's Internal Audit services and Enterprise Risk Management ("ERM") services partner; and

WHEREAS, the Board's Audit & Compliance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves of the System's engagement of Ernst & Young LLP as the System's Internal Audit services and ERM services partner, for a 3-year engagement, with the System's option to renew the agreement for two subsequent 1-year terms, with fees as negotiated by the System and paid out of general operating funds.

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

AYES:	Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hurwitz, Mr. Moss, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Hairston, Dr. Silvers, Dr. Walker
ABSTAINED:	None
DATE:	March 27, 2024

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

Recommendation

The President and Chief Executive Officer recommends that the Board of Trustees approve amendments to Executive Compensation Policy, BOT-06, and ratify the Performance Based Variable Compensation Plan to guide the System's implementation of the Performance Based Variable Compensation program.

Background

Since 2014, the Board has approved the use of the Performance Based Variable Compensation program ("PBVC 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 compensation consulting firm, Gallagher, to enhance the operations of the PBVC Program.

As a part of this work, it is recommended that the Board's policy on executive compensation, BOT-06, be amended to provide further specificity regarding the parameters of the PBVC Program that are subject to the Board's direction and approval – including the award of PBVC to the President and Chief Executive Officer.

It also was recommended that the System develop a written plan document to guide its implementation of the PBVC Program for eligible employees who report to the President and CEO and whose compensation is subject to the discretion of the President and CEO.

The attached documents reflect these recommendations.

**Approval of Amendments to Executive Compensation
Policy BOT-06 and Ratification of PBVC Plan**

RESOLUTION 19612

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the approval of amendments to Board Policy BOT-06 policy relative to Executive Compensation to, among other things, provide further detail regarding the Board's parameters for the Performance Based Variable Compensation ("PBVC") Program; and

WHEREAS, the Board of Trustees of The MetroHealth System also has been presented a recommendation to ratify the System's PBVC Plan document that will guide the System in implementing the PBVC Program for eligible leaders other than the President and Chief Executive Officer;

WHEREAS, the Human Resources and Compensation Committee 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 (PBVC Plan); and

WHEREAS, based on its review, the Human Resources and Compensation Committee has recommended that the Board of Trustees approve the proposed amendments to Policy BOT-06 and ratify the proposed PBVC Plan as presented.

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

BE IT FURTHER RESOLVED, the Board of Trustees of The MetroHealth System hereby ratifies the PBVC Plan document attached as Exhibit B.

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hurwitz,
Mr. Moss, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston, Dr. Silvers, Dr. Walker

ABSTAINED: None

DATE: March 27, 2024

Exhibit A

Proposed Revisions to Board Policy BOT-06

BOT-06 - Executive Compensation

Key Points

- This policy applies to The MetroHealth System (MHS).
- The Board of Trustees recognizes the need for MHS to attract and retain effective and committed executives to assist MHS in achieving its goals and providing high quality care in accordance with its mission, while acting in accordance with the laws and standards applicable to MHS.
- This policy sets forth the framework that the Board uses to carry out its fiduciary duties in determining appropriate and competitive compensation for the CEO and other MHS Executives¹.

Policy

1. The Board, through the Human Resources & Compensation Committee, shall review the CEO's and Executives' compensation at least annually. This review shall include actual compensation paid during the prior year as well as any proposed changes to the CEO's future compensation, if any.
2. To support the Board's fiduciary and statutory duties, MHS shall retain an independent compensation consultant (or consultants) to assist in providing the Board with information regarding comparable CEO and Executive compensation and related terms.
 - 2.1. The independent compensation consultant shall provide a written report(s) to and communicate directly with the Board's Human Resources & Compensation Committee.
3. CEO Compensation
 - 3.1. The Board sets total compensation for the CEO that is consistent with other comparable nonprofit and public hospitals and health systems and that reflects fair value for the services that MHS receives.
 - 3.2. The Board shall approve all compensation paid to the CEO.
 - 3.3. Any changes in the CEO's total compensation outside of the terms of the CEO's employment agreement must be approved by the Board in advance of payment.
4. Executive Compensation
 - 4.1. In accordance with Policy BOT-07, the CEO has the authority to set the wages, salaries and benefits for other MHS employees, including base salary and other fixed, performance-based, or other incentive compensation.
 - 4.2. However, the wages and salaries set by the CEO for Executives must be consistent with compensation provided by comparable nonprofit and public hospitals and health systems.
 - 4.2.1. The CEO must notify the Board if any Executive's total compensation (including maximum available performance-based variable compensation and all other compensation) will exceed the 90th percentile of the comparable group and request Board approval in advance.
 - 4.2.2. The requirement of Section 4.2.1 for Board approval does not apply to interim Executives who are employed on a temporary basis (less than 12 months) to fill an immediate need. In such a situation, the CEO must notify the Board Chair in writing if an interim Executive's total cash compensation will exceed the 90th percentile, but Board

approval is not required. The CEO shall report to the Board on all interim Executive hires at least annually.

- 4.3. The CEO shall report to the Board's Human Resources and Compensation Committee on each Executives' compensation, including a report of each Executive's base salary and all other components of compensation, at least annually.

5. Performance-Based Variable Compensation (PBVC)

5.1. The Board has authorized performance-based variable compensation (PBVC) to be a component of certain eligible employees' total compensation with the goal of incentivizing leaders to accomplish goals that promote MHS's mission and operations.

5.2. The Board shall approve the amount of PBVC available to the CEO through the CEO's written employment agreement. The CEO may determine the amount of PBVC available to other employees subject to the requirements and limits of this policy.

5.3. *Performance Goals:*

5.3.1. The Board will annually establish System performance goals, including the relative weighting between the goals, that are metric-driven and balanced to achieve short-term and long-term organizational success.

5.3.2. The Board-approved System performance goals reflect the PBVC goals for the CEO. The CEO may determine whether to incorporate individual goal performance for other PBVC-eligible employees.

5.3.3. Each established System performance goal will specify achievements at the following levels: threshold (50% achievement), target (100% achievement); and maximum (150% achievement).

5.3.3.1. Achievement between the threshold and maximum limitations will be calculated on a sliding scale.

5.3.3.2. If the level of achievement on any goal is less than the 50% threshold, no PBVC incentive payments will be made for that goal.

5.4. *PBVC Trigger:*

5.4.1. In conjunction with its approval of annual System performance goals, the Board will also set a trigger (financial or otherwise) that is a prerequisite for any PBVC payout. If MHS does not meet this baseline trigger, there will be no PBVC payout to any employee, regardless of MHS' achievements with respect to the Board-approved goals or any individual goals.

5.5. *Award & Payment:*

5.5.1. Within 30 days of receiving the System's final audited financial statements, the Board shall assess the System's performance relative to each of the approved goals, including the financial trigger, and approve the performance level achieved for each of the approved goals, along with the total performance level achieved across all of the goals.

5.5.2. The Board shall review and approve the proposed PBVC award for the CEO, if any, via written resolution.

5.6. *PBVC Plan:*

5.6.1. The process and parameters for the award of PBVC (including eligibility, timing, etc.) for employees other than the CEO shall be set forth in a written Plan document that shall be approved by the CEO and consistent with this Policy.

BOARD POLICY



- 5.6.2. The Plan shall be reviewed by the Human Resources and Compensation Committee when any material changes are made and at least annually.
- 5.7. The Board reserves the right to review, amend, suspend, and/or terminate PBVC with respect to any or all employees at any time and at its sole discretion.

References

[ORC 339.06, 339.07](#)

Endnotes

¹ Executives are defined as VP and above. For purposes of in-depth market data and comparisons for Board of Trustee review, Executives are defined as SVP and above.

The MetroHealth System
Performance Based Variable Compensation Plan

Article 1
Purpose and Duration

1.1 Purpose of the Plan. In addition to salary and benefits, the annual Performance Based Variable Compensation Plan (PBVC or the Plan) is designed to provide at-risk compensation to employees in leadership positions at The MetroHealth System (MetroHealth or the System) who contribute significantly to the success of the System's charitable mission, measured through the achievement of financial, strategic, quality, inclusion & diversity, operational and other System-wide goals. The objective of this Plan is to retain and reward leaders for positive impacts on MetroHealth and its patients, their families, our community, and the furtherance of MetroHealth's mission, vision, and values. This Plan shall apply to all Participants as defined herein, but does not apply to the President and CEO's receipt of PBVC.

1.2 Effective Date. This Plan shall be effective as of the date identified below.

1.3 Duration of the Plan. The Plan will remain in effect until otherwise amended, canceled, or replaced by the President and CEO of MetroHealth (CEO) or MetroHealth's Board of Trustees.

Article 2
Definitions

Whenever used in the Plan, the following terms shall have the meanings set forth below:

2.1 "Award" means the at-risk amount earned by a Participant based on achievement of the applicable Performance Goals during the Plan Year, and payable according to the terms and conditions set forth in the Plan.

2.2 "Award Notice" means the written notice provided after the end of the Plan Year by the Chief People Officer (CPO) to each Participant setting forth the Participant's Award for the Plan Year and the basis for determining such Award.

2.3 "Base Salary" means the base salary payable to a Participant during the Plan Year before deductions and taxes, as set forth in MetroHealth's payroll records.

2.4 "Board" means the Board of Trustees of MetroHealth.

2.5 "System PBVC Trigger" means the threshold level of MetroHealth's performance, financial or otherwise, that the Board approves for a Plan Year as a condition to be met before any Awards are earned and paid for such Plan Year, as set forth in Board policy.

2.6 "Individual PBVC Trigger" means the threshold level of a Participant's annual performance as a condition to be met before any Awards are earned and paid for such Plan Year.

2.7 "Committee" means the Human Resources and Compensation Committee of the Board, or such other Committee designated by the Board.

2.8 "Disability" means disability as defined in the MetroHealth Group Long-Term Disability Plan at the time at which a determination of Disability is made.

2.9 "Employee" means a person who is employed by MetroHealth.

2.10 "At-risk Opportunity" means the percentage of Base Salary that MetroHealth plans to pay a Participant if the applicable Performance Goals are achieved during the Plan Year and if the terms and conditions set forth in the Plan or the Award Notice are satisfied.

2.11 "Participant" means an Employee who is eligible to participate in the Plan. Eligibility is limited to MetroHealth's leadership, including Executive Vice Presidents, Senior Vice Presidents, Vice Presidents and other leaders as determined and approved by the CEO. This Plan does not apply to the CEO; the CEO's eligibility for and participation in PBVC shall be as determined by the Board.

2.12 "Participation Notice" means the written notice provided to each Participant notifying them of their eligibility and/or change in eligibility for PBVC (e.g., a written offer letter).

2.13 "Performance Goal" means the level(s) of performance that must be attained during a Plan Year to earn an Award.

2.14 "Plan Year" means the fiscal year, or such other period specified by the Committee.

2.15 "Retirement" means a Participant's retirement from the Ohio Public Employees Retirement System (OPERS).

2.16 "Weight" means the relative value assigned to each Performance Goal for the purpose of determining the Award earned by each Participant.

Article 3

Participation and Payment of Awards

3.1 Participation. An eligible Employee will become a Participant in the Plan only upon approval by the CEO. The CEO may add an Employee to the Plan during the Plan Year if the Employee is hired, transferred or promoted into an eligible position. A Participant's eligibility for PBVC, including the At-risk Amount, any Individual PBVC Trigger and the proportion, if any, of Individual Performance Goals, shall be as set forth in the Participant's then-current Participation Notice.

Selection for participation for a Plan Year means the Participant has the opportunity to receive an Award based on the applicable Performance Goals for that Plan Year, but does not guarantee that the Participant will receive an Award. Selection for participation for a Plan Year does not entitle an Employee to be selected or to participate in any subsequent Plan Year.

3.2 Determination of PBVC Triggers. The Board approves a System PBVC Trigger for each Plan Year, in accordance with Board policy. The CEO may also approve an Individual PBVC Trigger for Participants for any given Plan Year.

3.3 Determination of Performance Goals. The Board approves System Performance Goals, including the relative Weights of each Performance Goal, for each Plan Year, in accordance with Board policy. The CEO, or their designee, may also approve Individual Performance Goals for Participants for any given Plan Year. Individual Performance Goals shall be approved within 90 days of the start of the Plan Year.

3.4 Determination of Award. If the System PBVC Trigger for the Plan Year is met, the Committee will assess the Organization's performance relative to each of the System Performance Goals for the Plan Year following the end of the Plan Year and within 30 days of

receiving the System's final audited financial statements. The Board shall approve the performance level achieved for each of the System Performance Goals and the associated Award levels earned, if any.

The CEO and the CPO will assess a Participant's performance relative to any Individual PBVC Trigger and Individual PBVC Goals for the Plan Year based on information provided by the Participant's supervisor and within 60 days following the end of the Plan Year. The CEO shall approve the performance level achieved for Individual Performance Goals, if any, and the associated Award levels earned, if any.

A Participant shall only be eligible to receive an Award if the System PBVC Trigger and any Individual PBVC Trigger has been met.

3.5 Payment of Award. The CPO shall distribute information regarding the performance levels for all applicable (System and Individual) Performance Goals and the associated Awards earned, if any, to each Participant in an Award Notice. MetroHealth shall pay the Awards for a Plan Year within 45 days following the Board's approval of the Award levels associated with the System Performance Goals, subject to the limitations of Section 3.6.

3.6 Termination of Employment. If a Participant ceases to be an Employee of MetroHealth prior to an Award payment for a Plan Year, the Participant's eligibility for an Award for the Plan Year will be canceled and the Participant will not be entitled to any Award payment for the Plan Year, unless:

3.6.1 The Participant ceases to be an Employee of MetroHealth prior to Award payment due to death, Disability, Retirement, or active deployment by the US military, in which case the Participant shall be eligible for a prorated Award payment based on the length of their employment during the Plan Year and the performance as determined under Section 3.4; or

3.6.2 The Participant ceases to be an Employee of MetroHealth after December 31st of the Plan Year and prior to Award payment for that Plan Year due to Retirement, in which case the Participant shall be eligible to receive a full Award payment based on performance as determined under Section 3.4.

3.7 Time of Termination of Employment. For purposes of this Article 3, a Participant ceases to be an Employee of MetroHealth on their last day of employment at MetroHealth,

notwithstanding any period of continued compensation or other payments provided under an employment agreement, severance plan, or other plan or arrangement with MetroHealth.

3.8 Non-transferability. Any Award potentially payable under this Plan may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated by a Participant or any other person, voluntarily or involuntarily.

Article 4 Administration

4.1 Administration. The Plan will be administered by the CEO and the CPO.

4.2 Authority of the Board. The Board has the authority and discretion to establish the System PBVC Trigger, System Performance Goals, Weights, measures, and associated Awards. The Board retains full authority and discretion to terminate or amend the Plan at any time.

4.3 Authority of the CEO. The CEO has the authority and discretion to establish Participant eligibility, any Individual PBVC Trigger, any individual Performance Goals, Weights, measures, and associated individual Awards, and to establish, amend, or waive rules pertaining to the Plan's administration.

4.4 Decisions Binding. Subject to the provisions of the Plan, all determinations and decisions made by the CEO or the Board, and all related orders or resolutions of the Board, will be final, conclusive, and binding on all persons, including MetroHealth, Employees, Participants, and their estates and beneficiaries.

Article 5 Withholding and Offsets

MetroHealth shall deduct and withhold from the Awards any required federal, state, and local income, OPERS and employment tax withholding. MetroHealth also may offset against an Award payable to a Participant under the Plan any amounts then owing to MetroHealth by such Participant.

Article 6
Miscellaneous

6.1 Employment. Nothing in the Plan shall interfere with or limit in any way the right of MetroHealth to terminate or otherwise change the terms and conditions of any Participant's employment at any time, nor confer upon any Participant any right to continue in the employ of MetroHealth.

6.2 Severability. In the event any provision of the Plan is held illegal or invalid for any reason, the illegality or invalidity will not affect the remaining parts of the Plan, and the Plan will be construed and enforced as if the illegal or invalid provision had not been included.

6.3 Requirement of the Law. Administration of this Plan and the payment of Awards under the Plan are subject to all applicable laws, rules, and regulations. MetroHealth intends that this Plan not provide for deferred compensation that would be subject to the requirements of Section 409A of the Internal Revenue Code. The Plan shall be interpreted and administered consistent with such intent.

6.4 Governing Law. To the extent not preempted by federal law, all questions pertaining to the construction, validity, effect and enforcement of the Plan, and all agreements hereunder, will be determined in accordance with and governed by the internal, substantive laws of the State of Ohio.

THE METROHEALTH SYSTEM

By _____
President and CEO
The MetroHealth System

Reviewed and ratified by the Human Resources and Compensation Committee of MetroHealth's Board of Trustees at a meeting duly held on the 27th day of March, 2024.

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF
THE METROHEALTH SYSTEM FOR APPROVAL OF
PERFORMANCE-BASED VARIABLE COMPENSATION PROGRAM ACHIEVEMENTS FOR 2023**

Recommendation

The President and Chief Executive Officer recommends that the Board of Trustees accept and approve the 2023 results as compared to the 2023 Performance-Based Variable Compensation Plan measures and goals, which metrics were previously adopted by the Board.

Background

In 2014, the Board of Trustees of The MetroHealth System approved a Performance Based Variable Compensation program for certain members of senior leadership (the "PBVC 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 new national compensation consulting firm, Gallagher) that such programs are customary and usual in the hospital field.

The Board-approved PBVC Program requires the Board to approve System-wide metrics to incentivize performance over the coming year. In March 2023, the Board approved PBVC metrics for 2023. The metrics were subsequently updated via Board approval in May 2023.

The Plan requires the Board to approve the System's achievements against the approved PBVC Program metrics after the closing of the System's books and the finalizing of the System's annual audit. The Board is simultaneously being presented with a recommendation to accept the 2023 audit report prepared by RSM US, LLP.

The President and Chief Executive Officer has reviewed the System's performance for 2023 against the PBVC metrics approved by the Board. The System's performance was also subject to a review by KPMG, MetroHealth's internal audit provider, which review has been presented to the Human Resources and Compensation Committee by KPMG along with management's responses to the review.

Attachment A provides the presentation of the metrics compared to the performance for 2023.

Approval of Performance-Based Variable Compensation Plan Achievements for 2023

RESOLUTION 19613

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved the Performance Based Variable Compensation program for certain members of leadership (the "PBVC Program");

WHEREAS, the Board of Trustees approved PBVC Program measures and goals to incentivize performance through 2023;

WHEREAS, the System has submitted its results against the 2023 PBVC Program metrics, and such results were subject to a review by KPMG, MetroHealth's internal audit provider;

WHEREAS, the Human Resources and Compensation Committee has reviewed the System's performance, including the calculation of the total proposed awards and the proposed individual awards for Executives, KPMG's review, and management's responses thereto;

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the System's achievements under the PBVC Program for 2023, as set forth in Attachment A; and

WHEREAS, based on its review of all of the information provided by management and KPMG, the Human Resources and Compensation Committee has recommended that the Board of Trustees approve the System's 2023 achievements under the PBVC Program with an overall performance level of 121% of target.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the System's achievements under the Performance-Based Variable Compensation Program for 2023 at the performance level of 121% of target.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or her designee are hereby authorized to take necessary actions consistent with this resolution to implement the PBVC Program for all eligible employees other than the President and Chief Executive Officer.

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hurwitz, Mr. Moss,
Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston, Dr. Silvers, Dr. Walker

ABSTAINED: None

DATE: March 27, 2024

CONFIDENTIAL: THIS DOCUMENT CONTAINS TRADE SECRETS AND INFORMATION THAT IS CONFIDENTIAL AND PROPRIETARY PROPERTY OF THE METROHEALTH SYSTEM AND MAY NOT BE COPIED, PUBLISHED OR DISCLOSED TO OTHERS WITHOUT THE EXPRESS WRITTEN AUTHORIZATION OF AN AUTHORIZED OFFICER OF METROHEALTH.

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

ATTACHMENT A

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE METROHEALTH SYSTEM FOR
APPROVAL OF AN AWARD OF PERFORMANCE-BASED VARIABLE COMPENSATION
FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

Recommendation

The Chief People Officer recommends that the Board of Trustees approve an award of Performance-Based Variable Compensation ("PBVC") for the President and Chief Executive Officer ("CEO") based on the terms of the CEO's Board-approved employment agreement and the Board's approval of the System's accomplishments as compared to the 2023 PBVC Program metrics.

Background

In 2022, the Board of Trustees of The MetroHealth System approved a written employment agreement with the CEO that sets forth, among other things, the terms of the CEO's compensation. Pursuant to the agreement, the CEO is eligible to receive PBVC with a target amount of 35% of the CEO's base salary.

In 2023, the Board approved System-wide metrics to incentivize performance through the PBVC Program. In 2024, the System presented its accomplishments vis-à-vis the Board-approved metrics, which will have been approved by the Board by the time this recommendation is made.

With this foundation, the Chief People Officer calculated the proposed award of PBVC for the President and CEO based on the terms of the CEO's written agreement and the System's Board-approved performance for 2023. Achievement between the threshold and maximum limitations were calculated on a sliding scale. The System's compensation consultant, Gallagher, has also reviewed the proposed calculation and agrees with it. Based on these calculations, it is recommended that the Board approve an award of PBVC to the CEO for 121% performance of the 35% base salary target. This equates to an award of PBVC in the amount of \$381,156.78.

Approval of an Award of Performance-Based Variable Compensation for the President and Chief Executive Officer

RESOLUTION 19614

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved the President and Chief Executive Officer's eligibility to participate in the Performance Based Variable Compensation program (the "PBVC Program") through a written employment agreement;

WHEREAS, the System has submitted its results against the 2023 PBVC Program metrics, which were subject to a review and validation by KPMG, MetroHealth's internal audit provider;

WHEREAS, the Human Resources and Compensation Committee has reviewed the System's 2023 PBVC metric performance, including the calculation of the total proposed award for the President and CEO and the terms of the CEO's written employment agreement; and

WHEREAS, based on its review, the Human Resources and Compensation Committee has recommended that the Board of Trustees approve an award of PBVC for the President and CEO in the amount of 121% of target, which equals an award of \$381,156.78.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the award of PBVC to the President and CEO in the amount of \$381,156.78 for 2023.

BE IT FURTHER RESOLVED, the Chief People Officer and Chief Financial Officer, or their designees, are hereby authorized to take necessary actions consistent with this resolution.

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hurwitz, Mr. Moss,
Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston, Dr. Silvers, Dr. Walker

ABSTAINED: None

DATE: March 27, 2024

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF
THE METROHEALTH SYSTEM FOR APPROVAL OF
FINANCIAL TRIGGER FOR PERFORMANCE-BASED VARIABLE COMPENSATION FOR 2024**

Recommendation

The President and Chief Executive Officer recommends that the Board of Trustees approve a financial trigger that the System must meet or exceed in order for all eligible employees to receive Performance-Based Variable Compensation (“PBVC”).

Background

In 2014, the Board of Trustees of The MetroHealth System approved a Performance Based Variable Compensation program for certain members of senior leadership (the “PBVC Program”). Since its inception, the System has been required to meet or exceed a certain financial benchmark in order for any PBVC to be paid to eligible employees (the “Financial Trigger”). The Financial Trigger has been historically set at the System’s maximum annual debt service amount. In accordance with the amendments to Board Policy BOT-06, the Board will explicitly approve the Financial Trigger each year.

Based on the terms of the System’s bond covenants and other financial obligations, the System requires an EBIDA of \$65.8 million for 2024 in order to meet its financial obligations. Thus, it is recommended that the Board approve a Financial Trigger for PBVC in 2024 at an EBIDA of \$65.8 million. If the System does not meet the Financial Trigger, then no PBVC can be paid, regardless of the System’s accomplishments on the Board-approved goals and metrics.

Approval of Financial Trigger for Performance-Based Variable Compensation for 2024

RESOLUTION 19615

WHEREAS, the Board of Trustees of The MetroHealth System's Policy BOT-06 requires the Board to approval a financial trigger that the System must meet or exceed in order for any Performance Based Variable Compensation to be paid to eligible employees (the "Financial Trigger");

WHEREAS, the Board of Trustees has previously required that the System meet or exceed its maximum annual debt service requirement as the Financial Trigger and seeks to continue to do so for 2024;

WHEREAS, the Human Resources and Compensation Committee has reviewed the recommendation for the Financial Trigger for PBVC for 2024; and

WHEREAS, based on its review, the Human Resources and Compensation Committee has recommended that the Board of Trustees approve a financial trigger for PBVC at an EBIDA of \$65.8 million for 2024.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves a financial trigger for PBVC, as called for in Board Policy BOT-06, at an EBIDA of \$65.8 million for 2024.

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hurwitz,
Mr. Moss, Ms. Whiting

NAYS: None

ABSENT: Mr. Hairston, Dr. Silvers, Dr. Walker

ABSTAINED: None

DATE: March 27, 2024