



THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – SEPTEMBER 22, 2022

RESOLUTION DESCRIPTION

RESOLUTION NO.

BOARD

Authorization and Approval to Enter into an Employment
Agreement with a President and Chief Executive Officer

19532

**Authorization and Approval to Enter into an Employment Agreement
with a President and Chief Executive Officer**

RESOLUTION 19532

WHEREAS, Dr. Akram Boutros, The MetroHealth System's President and Chief Executive Officer announced his retirement from the System effective December 31, 2022;

WHEREAS, the Board established a Search Committee to lead the search for a new President and Chief Executive Officer and the Search Committee subsequently selected Prossimo Global Partners and Witt/Kieffer Inc., a national executive search firm, to assist the Search Committee in the process;

WHEREAS, the Search Committee has conducted a comprehensive search and recommended a candidate, Dr. Airica Steed;

WHEREAS, the Board Chair, together with System advisors and legal counsel, has engaged in discussions with the candidate and conducted negotiations with the candidate regarding the terms of an employment contract;

WHEREAS, the Board Chair has reviewed the proposed employment terms with the Board's compensation consultant, which are consistent with the current market for comparable nonprofit and public health system chief executive officers;

WHEREAS, a form of Employment Agreement has been agreed to in principle, subject to the Board's final approval, and the Board Chair has reviewed the qualifications of Dr. Steed and the terms of the proposed Employment Agreement with the Board;

NOW, THEREFORE, BE IT RESOLVED, that in accordance with its authority pursuant to Section 339.07 of the Ohio Revised Code, the Board of Trustees hereby authorizes and approves the proposed Employment Agreement, in the form provided to the Board, between MetroHealth and Dr. Airica Steed providing for Dr. Steed to serve as President and Chief Executive Officer of the System, upon the terms and conditions set forth in the Agreement, effective January 1, 2023. Finalization of this arrangement is subject to completion of all relevant pre-employment screening.

September 22, 2022

BE IT FURTHER RESOLVED, the Chair of the Board of Trustees is hereby authorized and directed to execute and deliver the Agreement on behalf of the Board of Trustees.

AYES: Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Hairston, Mr. Hurwitz,
Mr. Monnolly, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting

NAYS: None

ABSTAINED: None

ABSENT: None

DATE: September 22, 2022