



THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – February 28, 2024

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
<u>MINUTES</u>	
Minutes – Approval of Board Meeting Minutes, January 24, 2024	19603
<u>MEDICAL STAFF</u>	
Approval of Medical Staff Providers, Appointments, Actions and Reappointments for February 2024	19604
<u>CONSENT AGENDA</u>	
Approval of the Engagement of an Internal Audit Partner	19605
<u>OTHER BOARD ITEMS</u>	
Approval of Executive Compensation	19606
Approval of Update in Nonprofit Joint Venture	19607

## Approval of Board Meeting Minutes January 24, 2024

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### RESOLUTION 19603

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of January 24, 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 January 24, 2024, as presented.

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

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: February 28, 2024

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

\*\*\*\*\*

**RESOLUTION 19604**

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on January 30, 2024. The appointments will then be reviewed and accepted by the Medical Executive Committee on February 9, 2024.

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Moreland, Connie, MD	OB/GYN		1/31/2024
Pujara, Akshat, MD	Radiology		1/31/2024
Steib, John, DO	Anesthesiology		1/31/2024

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
de la Pena Heather, APRN-CNP	Family Medicine		1/31/2024

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Kumar, Vikramjeet, MD	Medicine	Endocrinology	1/31/2024
Shahla, Leena, MD	Medicine	Endocrinology	1/31/2024
Singh, Harinder, MD	Pediatrics	Pediatric Cardiology	1/31/2024

The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on January 30, 2024. The Actions will then be reviewed by the Medical Executive Committee on February 9, 2024.

**Resignations**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Gay, Alishea, APRN-CNP	Family Medicine		1/19/2024-R
Pohlchuck, Annette, APRN-CNP	Medicine	Cardiology	1/12/2024-R
Vernon, Lance, DDS	Dental Medicine		1/12/2024-R
Zahreddine, Badri, MD	Anesthesiology		1/30/2024-R

**Staff Category Change**

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Date</i>
O'Regan, Catherine, APRN-CNP	Associate	Privileged Non-Member	1/9/2024

**Clinical Privilege Withdrawal**

<i>Name</i>	<i>Privileges Withdrawn</i>	<i>Date</i>
Ferguson, Catherine, DPM	Core III Podiatry Privileges	1/8/2024

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

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

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: February 28, 2024

THE METROHEALTH SYSTEM  
 MEDICAL EXECUTIVE COMMITTEE  
 February 9, 2024  
 Virtual and K-107

CHAIRPERSON: Natalie Joseph, MD



CALLED TO ORDER: 7:00 AM  
 ADJOURNED: 9:00 AM

RECORDER: Carol Herbert

Attendance:



MEC Attendance  
 Sheets-place on MEC

ITEM	TITLE/PRESENTER	RECOMMENDATION/ACTIONS/MISCELLANEOUS COMMENTS	EVALUATION-Follow-up
Call to Order	Natalie Joseph, MD	<ul style="list-style-type: none"> <li>• <b>Welcome Emerging Leaders</b></li> <li>• <b>CLER Visit Update</b></li> <li>• <b>Bariatric Site Visit</b></li> <li>• <b>President Elect Nominations</b></li> <li>• <b>Coming out Elections at the University</b></li> </ul>	N/A
Minutes of the Previous Meetings	MEC minutes, Credentialing Committee minutes and Medical Record Committee Minutes were reviewed and approved	 MEC Minutes, January 12, 2024.do	Minutes approved/ Present the MEC Minutes to BOT
Presentation		<p><b>Presentation of Clinical Practice Guideline for Prostate Cancer Screening:</b>            Presented by Carvel Nguyen, MD, Department of Surgery, Division of Urology</p>  prostateCPG - 2023 - final PDF.pdf	Approved CPG

<p>Medical Staff Appointment s and Actions</p>	<p>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.</p> <p>All additional privileges were discussed and verified ongoing monitoring of NPDB is being performed.</p>	<p><b>The following Appointments to the MetroHealth System Medical Staff were reviewed by the Credentials Committee on January 30, 2024. The appointments will then be reviewed and accepted by the Medical Executive Committee on February 9, 2024.</b></p> <table border="1"> <thead> <tr> <th><u>ActiveName</u></th> <th><u>Department/Division</u></th> <th><u>Effective</u></th> </tr> </thead> <tbody> <tr> <td>Moreland, Connie, MD</td> <td>OB/GYN</td> <td>1/31/2024</td> </tr> <tr> <td>Pujara, Akshat, MD</td> <td>Radiology</td> <td>1/31/2024</td> </tr> <tr> <td>Steib, John, DO</td> <td>Anesthesiology</td> <td>1/31/2024</td> </tr> </tbody> </table> <p><b>Associate</b></p> <table border="1"> <thead> <tr> <th><u>Name</u></th> <th><u>Department/Division</u></th> <th><u>Effective</u></th> </tr> </thead> <tbody> <tr> <td>de la Pena Heather, APRN-CNP</td> <td>Family Medicine</td> <td>1/31/2024</td> </tr> </tbody> </table> <p><b>Privileged Non-Member</b></p> <table border="1"> <thead> <tr> <th><u>Name</u></th> <th><u>Department/Division</u></th> <th><u>Effective</u></th> </tr> </thead> <tbody> <tr> <td>Kumar, Vikramjeet, MD</td> <td>Medicine/Endocrinology</td> <td>1/31/2024</td> </tr> <tr> <td>Shahla, Leena, MD</td> <td>Medicine/Endocrinology</td> <td>1/31/2024</td> </tr> <tr> <td>Singh, Harinder, MD</td> <td>Pediatrics/Pediatric Cardiology</td> <td>1/31/2024</td> </tr> </tbody> </table> <p><b>The following actions to the MetroHealth System Medical Staff were reviewed by the Credentials Committee on January 30, 2024. The Actions will then be reviewed by the Medical Executive Committee on February 9, 2024.</b></p> <p><b>Resignations</b></p> <table border="1"> <thead> <tr> <th><u>Name</u></th> <th><u>Department/Division</u></th> <th><u>End Date</u></th> </tr> </thead> <tbody> <tr> <td>Gay, Alishea, APRN-CNP</td> <td>Family Medicine</td> <td>1/19/2024-R</td> </tr> <tr> <td>Pohlchuck, Annette, APRN-CNP</td> <td>Medicine/Cardiology</td> <td>1/12/2024-R</td> </tr> <tr> <td>Vernon, Lance, DDS</td> <td>Dental Medicine</td> <td>1/12/2024-R</td> </tr> <tr> <td>Zahreddine, Badri, MD</td> <td>Anesthesiology</td> <td>1/30/2024-R</td> </tr> </tbody> </table> <p><b>Staff Category Change</b></p> <table border="1"> <thead> <tr> <th><u>Name</u></th> <th><u>Category From/Category To</u></th> <th><u>Date</u></th> </tr> </thead> <tbody> <tr> <td>O'Regan, Catherine, APRN-CNP</td> <td>Associate/Privileged Non-Member</td> <td>1/9/2024</td> </tr> </tbody> </table> <p><b>Clinical Privilege Withdrawal</b></p> <table border="1"> <thead> <tr> <th><u>Name</u></th> <th><u>Privileges Withdrawn</u></th> <th><u>Date</u></th> </tr> </thead> <tbody> <tr> <td>Ferguson, Catherine, DPM</td> <td>Core III Podiatry Privileges</td> <td>1/8/2024</td> </tr> </tbody> </table>	<u>ActiveName</u>	<u>Department/Division</u>	<u>Effective</u>	Moreland, Connie, MD	OB/GYN	1/31/2024	Pujara, Akshat, MD	Radiology	1/31/2024	Steib, John, DO	Anesthesiology	1/31/2024	<u>Name</u>	<u>Department/Division</u>	<u>Effective</u>	de la Pena Heather, APRN-CNP	Family Medicine	1/31/2024	<u>Name</u>	<u>Department/Division</u>	<u>Effective</u>	Kumar, Vikramjeet, MD	Medicine/Endocrinology	1/31/2024	Shahla, Leena, MD	Medicine/Endocrinology	1/31/2024	Singh, Harinder, MD	Pediatrics/Pediatric Cardiology	1/31/2024	<u>Name</u>	<u>Department/Division</u>	<u>End Date</u>	Gay, Alishea, APRN-CNP	Family Medicine	1/19/2024-R	Pohlchuck, Annette, APRN-CNP	Medicine/Cardiology	1/12/2024-R	Vernon, Lance, DDS	Dental Medicine	1/12/2024-R	Zahreddine, Badri, MD	Anesthesiology	1/30/2024-R	<u>Name</u>	<u>Category From/Category To</u>	<u>Date</u>	O'Regan, Catherine, APRN-CNP	Associate/Privileged Non-Member	1/9/2024	<u>Name</u>	<u>Privileges Withdrawn</u>	<u>Date</u>	Ferguson, Catherine, DPM	Core III Podiatry Privileges	1/8/2024
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Motion carries to approve. Present to BOT

CC=Contract Complete, Fellowship Complete  
 R=Resigned  
 RL-Relocated  
 RT-Retired  
 ET-Employment Terminated  
 CT-Contract Terminated

**January Reappointments: The following Chairs must abstain from voting for themselves for reappointments: Bode Adebambo, Catherine Curley, Greg Heintschel and Holly Perzy, Jack Wilber. MEC at Large Member Ellen Gelles.**




**Other Members: Tom Collins and Colin Crowe on MEC but not voting members unless representing Dr. Emerman and Dr. Adebambo.**

Last Name	First Name	Degree	Department	Division
Abou-Haidar	Antoinette	MD	Family Medicine	
Adebambo	Ifeolorunbode	MD	Family Medicine	
Ali	Ali	DO	Anesthesiology	
Auckley	Dennis	MD	Medicine	Pulmonary Medicine
Avery	Ann	MD	Medicine	Infectious Disease
Ayache	Mirna	MD	Medicine	Pulmonary Medicine
Bare	Rudd	MD	Emergency Medicine	
Barrett	Katherine	DNP, APRN-CNP	Family Medicine	Express Care
Bassett	Michael	MD	Anesthesiology	
Bates	Craig	MD, MS, FACEP	Emergency Medicine	
Berko	Eric	Ph.D.	Family Medicine	
Brandt	Christopher	MD	Surgery	General Surgery
Breahna	Ovidiu	CAA	Anesthesiology	
Bullard	David	MD, MEd	Emergency Medicine	
Cai	Dan	MD, Ph.D.	Pathology	
Campea	Kristine	APRN-CNP	Family Medicine	Express Care
Chae	John	MD, ME	Physical Medicine & Rehabilitation	

Chang	Timothy	MD	Dermatology	
Chang	Anthony	MD	Anesthesiology	
Collins	Thomas	MD, FACEP	Emergency Medicine	
Cornes Ribadas	Kristen	APRN-CNP	Family Medicine	
Crowe	Colin	MD	Family Medicine	
Curley	Catherine	MD	Medicine	Hospital Medicine
D'Abramo	Catherine	MD	Emergency Medicine	
Dacek	Amanda	APRN-CNP	Emergency Medicine	
Dardir	Noha	MD	Family Medicine	
Dasarathy	Jaividhya	MD	Family Medicine	
Dechant	Hallie	MD, MPP	Medicine	Internal Medicine
Douglass	Karen	MD	Emergency Medicine	
Draiss	Jacquelyn	PA-C	Emergency Medicine	
D'Souza	Carol	MD	Medicine	Internal Medicine
Duns	Mary Michele	APRN-CNP	Pediatrics	Comprehensive Care
Edwards	Virginia	APRN-CNP	Neurology	
Effron	David	MD, FACEP	Emergency Medicine	
Einstadter	Douglas	MD	Medicine	Internal Medicine
Eisen	Matthew	MD	Medicine	Internal Medicine
Eversman	George	MD	Emergency Medicine	
Ferrall	Emily	APRN-CNP	Family Medicine	
Frolkis	Calen	MD	Medicine	Hospital Medicine
Ganelli	Alicia	APRN-CNP	Family Medicine	Express Care
Geletka	Stephanie	CAA	Anesthesiology	
Gelles	Lisa	MD	Dermatology	
Glagola	Sandra	DO	Medicine	Hospital Medicine
Greco	Peter	MD	Medicine	Internal Medicine



		Hammond	Robert	Psy.D.	Psychiatry	Correctional Medicine
		Hartman	Holly	APRN-CNP	Emergency Medicine	
		Harvey	Scott	CAA	Anesthesiology	
		Heintschel	Gregory	DDS	Dental Medicine	Oral Health
		Hong	Raymond	MD	Medicine	Rheumatology
		Infeld	Michael	MD	Medicine	Pulmonary Medicine
		Izquierdo	Marcos	MD	Anesthesiology	
		Jones	Robert	DO, FACEP	Emergency Medicine	
		Kelly	Shannon	CAA	Anesthesiology	
		Khiyami	Amer	MD	Pathology	
		Kindwall-Keller	Tamila	DO	Medicine	Hematology/Oncol ogy
		Kolluru	Leela	MD	Medicine	Hospital Medicine
		Koning	Marissa	MD	Emergency Medicine	
		Kourouni	Ismini	MD	Medicine	Pulmonary Medicine
		Kozub	Thomas	APRN-CRNA	Anesthesiology	
		Kucherak	Candace	APRN-CNP	Family Medicine	Express Care
		Lewis	William	MD	Medicine	Cardiology
		Marwaha	Yuwakshi	DDS	Dental Medicine	Oral Health
		Mercer	Brian	MD	Obstetrics & Gynecology	Maternal/Fetal Medicine
		Miller	Paul	MD	Medicine	Cardiology
		Molton	Mandisa	APRN-CNP	Medicine	Internal Medicine
		Moore	Timothy	MD	Neurosurgery	
		Murad	Khalil	MD, MS	Medicine	Cardiology
		O'Toole	Elizabeth	MD	Medicine	Palliative Care
		Patel	Nikhil	MD	Medicine	Hospital Medicine
		Perzy	Holly	MD, MMM	Medicine/Pediatr ics	
		Quealy	Kathleen	MD	Medicine	Cardiology
		Rosenberg	Leon	MD	Neurology	
		Rovner	Aleksandr	MD	Medicine	Cardiology

		<table border="1"> <tr> <td>Saraiya</td> <td>Parth</td> <td>MD</td> <td>Medicine</td> <td>Hospital Medicine</td> </tr> <tr> <td>Siddiqi</td> <td>Najmul</td> <td>MD</td> <td>Medicine</td> <td>Cardiology</td> </tr> <tr> <td>Sivak</td> <td>Edward</td> <td>MD</td> <td>Medicine</td> <td>Pulmonary Medicine</td> </tr> <tr> <td>Slone</td> <td>Robin</td> <td>APRN-CNP</td> <td>Family Medicine</td> <td>Express Care</td> </tr> <tr> <td>Wallace</td> <td>David</td> <td>DO</td> <td>Anesthesiology</td> <td></td> </tr> <tr> <td>Weinberger</td> <td>Elisheva</td> <td>DO</td> <td>Medicine</td> <td>Rheumatology</td> </tr> <tr> <td>Wells</td> <td>Jennifer</td> <td>APRN-CNP</td> <td>Neurology</td> <td></td> </tr> <tr> <td>Wilber</td> <td>John</td> <td>MD</td> <td>Orthopaedics</td> <td></td> </tr> <tr> <td>Winkelman</td> <td>Marc</td> <td>MD</td> <td>Neurology</td> <td></td> </tr> <tr> <td>Ziv</td> <td>Ohad</td> <td>MD</td> <td>Medicine</td> <td>Cardiology</td> </tr> </table>	Saraiya	Parth	MD	Medicine	Hospital Medicine	Siddiqi	Najmul	MD	Medicine	Cardiology	Sivak	Edward	MD	Medicine	Pulmonary Medicine	Slone	Robin	APRN-CNP	Family Medicine	Express Care	Wallace	David	DO	Anesthesiology		Weinberger	Elisheva	DO	Medicine	Rheumatology	Wells	Jennifer	APRN-CNP	Neurology		Wilber	John	MD	Orthopaedics		Winkelman	Marc	MD	Neurology		Ziv	Ohad	MD	Medicine	Cardiology	
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<b>APP Update</b>	Megan Flannery, APRN-CNP	 APP MEC 2.9.pptx	No action required																																																		
<b>Policies</b>		<ul style="list-style-type: none"> <li>Medication Reconciliation PC-48 (Submitted by Tim Spuckler, Policy Management Office)</li> </ul>  PC-48 Medication Reconciliation.pdf  Ellen Gelles, MD, MEC Member at Large, will present changes and comments gathered electronically prior if any. Action for approval.	To be deferred to March MEC																																																		
<b>Order Sets</b>		<ul style="list-style-type: none"> <li>Prolonged Intermittent Renal Replacement Therapy (to be used in ICU) (Submitted by Dr. Georges Saab, Sandra Duke)</li> </ul>  NxStage - PIRRT without Anticoagul  <b>(PIRRT Order set approved)</b> <ul style="list-style-type: none"> <li>Behavioral Health Psych ED: (Submitted by Sandra Duke, Michael Dondero and Victoria Bowden - deferred from January 2024 MEC Meeting)</li> </ul>	See comments below each order set																																																		



BH PSYCH ED  
PEDIATRIC [4866] Sig



BH PSYCH ED  
AGITATION [4837].p



BH PSYCH ED  
AGITATION [4837] Si



BH PSYCH ED  
ADULT [4862].pdf



BH PSYCH ED  
ADULT [4862] Sign O



BH PSYCH ED  
PEDIATRIC [4866].pd

**(Behavioral Order Sets have been deferred since December. At this time the motion to approve carries.)**

- IP: Cardiac Telemetry Admission (Submitted by Sandra Duke and Victoria Bowden)



IP Card Telemetry  
Admission with revi



IP. Cardiac  
Telemetry Admission

**(Cardiac Telemetry Order Sets currently in place. This represents only very minor changes. Motion to approve carries.)**

- L&D Diabetic Ketoacidosis Admission (Submitted by Sandra Duke, Victoria Bowden, Christina Wadsworth and Emily Gonzales)



L&D Diabetic  
Ketoacidosis Admiss



L&D Diabetic  
Ketoacidosis Admiss

**(L&D Order Sets -motion to approve carries)**


**Therapy Plans**

- Pediatric and Adult Iron Therapy Plans – approval needed: Submitted by Christina Wadsworth and Faith Lilly



ThP Iron Plan Adult  
and Pediatric Updat

Deferred to March MEC

<p><b>Presentation</b></p>		<p><b>SIGC Proposal</b> 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>  <p>SIGC MEC presentation 2.9.24.pp</p> <p>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><b>Meeting Adjourned</b></p>			
<p><b>Executive Session MEC Members only</b></p>		<p><b>Executive Session:</b></p> <p>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.</p>	

## RECOMMENDATION FOR THE APPROVAL OF THE ENGAGEMENT OF AN INTERNAL AUDIT PARTNER

### Recommendation

The President and Chief Executive Officer recommends that the Board of Trustees of The MetroHealth System authorize the engagement of a partner to perform Internal Audit services and Enterprise Risk Management (“ERM”) services on behalf of the Board and the System.

### Background

The Board and the System has engaged external partners to coordinate the System’s Internal Audit function for several years. Although the System has used various program structures over time, most recently, the System has fully outsourced the Internal Audit function to the external partner. The current external partner’s contract expires at the end of March 2024.

After discussion with the Board’s Audit & Compliance Committee, the System publicly issued a request for competitive sealed proposals (the “CSP”) seeking to establish a new relationship(s) with an external firm to support the Internal Audit function and the ERM program. The CSP was issued in November and was executed in accordance with the System’s procurement processes. Respondents were asked to provide detail on their internal audit and ERM experience and expertise, along with technology tools to support their work. Respondents were also asked to share their perspectives on the different models used to by healthcare entities to perform the Internal Audit function: fully outsourced, co-sourced, or fully insourced.

Twelve firms responded to the CSP. This pool of firms was narrowed to four finalists, each of whom made presentations to a committee including representatives from the Audit & Compliance Committee, Ethics & Compliance, Finance, Information Services, and Legal. All of the finalists have significant experience in internal audit services and enterprise risk management generally and healthcare specifically.

It is recommended that the President and CEO be authorized to negotiate and enter into an agreement with at least one of the finalists in accordance with the System’s assessment of the responses, which was previously shared with the Audit & Compliance Committee.

## Approval of the Engagement of an Internal Audit Partner

\*\*\*\*\*

### RESOLUTION 19605

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the authority to engage an internal audit partner from among the respondents to the System's publicly issued request for competitive sealed proposals; 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 a partner to support the internal audit program and report to the Board, to be paid out of general operating funds.

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

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

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: February 28, 2024

## RECOMMENDATION FOR THE APPROVAL OF EXECUTIVE COMPENSATION

### Recommendation

The President and Chief Executive Officer recommends that the Board of Trustees of The MetroHealth System authorize a 4% increase in the base salary for an executive, consistent with the 4% general wage adjustment provided to certain employees earlier this month.

### Background

Historically, leaders who participate in the Performance-Based Variable Compensation (PBVC) program have been excluded from the non-bargaining general wage increases. As a result, many of these directors and executives have not received base salary adjustments for years. The System's executive compensation consultant, Gallagher, has opined that it is unusual for leaders to not receive annual salary adjustments. To remedy this deviation from market practices, this group of leaders was included in the 4% general wage adjustment that was announced and implemented as of February 4, 2024.

The Board's policy on Executive Compensation, BOT-07, provides that the CEO must notify the Board if any Executive's total cash compensation (including PBVC or other compensation) will exceed the 90<sup>th</sup> percentile of the comparable group and request Board approval. In preparing for the general wage adjustment, the People Division's Compensation Department identified one executive who would exceed the 90<sup>th</sup> percentile when the general wage adjustment is implemented. The Compensation Department also identified another executive whose unique role and expertise makes it difficult to benchmark and so, in an abundance of caution, is included for approval.

Given both executives' significant contributions to the System and unique areas of expertise, it is recommended that both executives receive the 4% general wage adjustment, as discussed with the Board of Trustees.

## Approval of Executive Compensation

\*\*\*\*\*

### RESOLUTION 19606

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation by the President and Chief Executive Officer for the approval of executive compensation above or near the 90<sup>th</sup> percentile of the comparable group for two specific executives; and

WHEREAS, the System's executive compensation consultant, Gallagher, has opined that a 4% general wage adjustment for such leaders that was provided to other leaders and groups of employees earlier this month is industry standard.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves of a 4% general wage adjustment to the base salaries of Dr. John Chae and Dr. David Kaelber, effective as of February 4, 2024.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to take such actions consistent with this resolution.

AYES:	Ms. Chappell, Mr. Corlett, Ms. Dee, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Hairston, Mr. Hurwitz
ABSTAINED:	None
DATE:	February 28, 2024



Approval of Update in Nonprofit Joint Venture

\*\*\*\*\*

RESOLUTION 19607

WHEREAS, the Board of Trustees of The MetroHealth System previously approved The MetroHealth System's participation in an Ohio nonprofit business entity for the purpose of providing certain health services; and

WHEREAS, the President and Chief Executive Officer and Chief Financial Officer now recommend a change to The MetroHealth System's participation in the Ohio nonprofit business entity as more fully described in Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and directs the President and Chief Executive Officer and such other executive officers as she may designate, to prepare and execute the documentation necessary to effectuate the change to The MetroHealth System's participation in the Ohio nonprofit business entity as more fully described in Exhibit A.

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

NAYS: None

ABSENT: Mr. Hairston, Mr. Hurwitz

ABSTAINED: None

DATE: February 28, 2024

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## **Exhibit A**