

The MetroHealth System Board of Trustees

HUMAN RESOURCES & COMPENSATION COMMITTEE MEETING

Date: Wednesday, March 12, 2025

Time: 2:30pm - 5:00 pm

Virtual via Zoom

Committee Members: John Corlett, John Moss, E. Harry Walker, M.D.

Other Trustees: Maureen Dee, Sharon Dumas, Ronald Dziedzicki, Nancy Mendez, Michael Summers

Staff: Kelly Andolek, Robin Barre, Chris Briddell, Nabil Chehade, M.D., Corey Clay, Will Dube, Jennifer Esposito, Derrick Hollings, Dr. Nichole Oocumma, Allison Poullos, Tamiyka Rose, Patty Seneff, Deborah Southerington, James Wellons

Invited Guests: Craig Strom (Gallagher)

Meeting Minutes

Mr. Corlett called the meeting to order at 2:31pm, 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 December 18, 2024, Human Resources & Compensation Committee meeting was unanimously approved as submitted.

II. Information Items

A. BOT-06 Executive Compensation Board Policy Amendments – D. Southerington, C. Clay

Mr. Corlett introduced Deborah Southerington, SVP, Human Resources and Corey Clay, Associate General Counsel – Labor & Employment, to discuss proposed amendments of the BOT-06 Executive Compensation Board policy. The Human Resources & Compensation committee charter requires an annual review of executive compensation policies. The BOT-06 Executive Compensation policy outlines the framework used in determining appropriate compensation for both the Chief Executive Officer and MetroHealth executives, defined as Vice

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President and above. The policy also outlines the Board's authority for setting total compensation for the CEO along with the CEO's authority for setting executive compensation. The policy was reviewed internally by the Legal and Human Resources teams who recommended revisions, which was included in the meeting materials for review. Mr. Summers inquired about the history of the policy which Ms. Southerington answered the policy was most recently updated in March 2024. The policy will be updated and revisited at a special committee meeting scheduled on March 26, 2025, with resolution finalization and submitted to the full Board for approval.

B. Review of Performance Based Variable Compensation Plan (PBVC) Document and Proposed Amendments – *D. Southerington, C. Clay*

Ms. Southerington presented a review of the performance based variable compensation plan (PBVC) document with proposed amendments that was included in the meeting material. The document was created last year as a mechanism to place more controls over the executive compensation program. The PBVC plan is designed to provide at-risk compensation to eligible employees in leadership positions at MetroHealth. A portion of a leader's salary is at-risk, and the amount earned is based on the achievement of applicable performance goals during the Plan year. The PBVC plan document is reviewed annually, and minor revisions were made to the document this year under the current review. Ms. Southerington noted in section 1.1 of the PBVC document, the purple edits show an update of the defined goals for this year, and in the section 2.1 under article 2, Executive Vice President and Senior Executive Vice President were added to align with job titles currently used. Additional edits were made to section 3.6.1, which inserted clarifying language regarding the entitlement to PBVC payments to eligible employees under certain circumstances such as death, disability, retirement or active deployment by the US military. Mr. Dziedzicki asked for review and confirmation that these provisions complied with USERRA. Ms. Southerington stated that such a review will occur, and the PBVC plan document for 2025 will be finalized and circulated to the Committee with a board resolution.

III. Executive Session

Mr. Corlett asked for a motion to move into executive session to discuss hospital trade secrets as defined in ORC 1333.61 and to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, or the investigation of charges or complaints against a public official, and to conference with the public body's attorney to discuss disputes

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involving the public body that are the subject of pending or imminent court action as defined by ORC 121.22(G). Dr. Walker made a motion and Mr. Dziedzicki seconded. Upon unanimous roll call vote, the Committee went into executive session to discuss such matters at 2:47pm.

Following executive session, the meeting reconvened in open session at approximately 4:23pm.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 4:23pm.

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Deborah Southerington, SVP, Human Resources