

The MetroHealth System Board of Trustees

HUMAN RESOURCES & COMPENSATION COMMITTEE MEETING

Date: Wednesday, March 26, 2025

Time: 1:00pm - 3:00pm

MetroHealth System Board Room (K107) / Virtual via YouTube Stream

Committee Members:	John Corlett-I, John Moss-R, E. Harry Walker, M.D.-I ¹
Other Trustees:	Sharon Dumas-I, Ronald Dziedzicki-I, Dolores (Lola) Garcia, Michael Summers-I
Staff:	Christine Alexander-Rager, M.D.-I, Kelly Andolek-I, Robin Barre-I, Robert (Doug) Bruce, M.D.-I, Chris Briddell-I, John Chae, M.D.-I, Corey Clay-I, Will Dube-I, Jennifer Esposito-R, Derrick Hollings-I, Allison Poullos-R, Tamiyka Rose-I, Patricia Seneff-R, Deborah Southerington-I, James Wellons-I
Invited Guests:	John Furlong-R, Taryn Tudhope -R
Guests:	Guests not invited by the Human Resources & Compensation Committee are not listed as they are considered members of the audience, and some were not appropriately identified.

Meeting Minutes

Mr. Corlett called the meeting to order at 1:11pm, 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 March 12, 2025, Human Resources & Compensation Committee meeting was unanimously approved as submitted.

II. 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 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.

¹ I-In-person, R-Remote

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Upon unanimous roll call vote, the Committee went into executive session to discuss such matters at 1:15pm.

Following executive session, the meeting reconvened in open session at approximately 2:42pm.

III. Recommendation/Resolution Approvals

A. Resolution for Approval of 2024 System Performance Goals Achievement Results

Prior to the resolution vote, Mr. Corlett asked legal counsel to provide a brief synopsis of the proposed recommendation regarding the approval of PBVC achievements for 2024. Counsel explained that five resolutions were up for approval, all related to the performance-based goals and compensation for the 2024–2025 period. The first resolution involved the approval of the 2024 system performance goals and the corresponding achievement results. These goals were established by the Board early in the previous year, and the system's performance was evaluated against them. The final achievement score, as calculated by management and verified by internal audit, was 109.14% of the target. With no further questions or remarks, Mr. Corlett called for a motion for the approval of 2024 System Performance Goals Achievement Results, which was given, seconded, and the resolution was passed to be presented to the Board of Trustees for approval.

B. Resolution for Approval of 2024 Award of Performance-Based Variable Compensation for the President and Chief Executive Officer

Based on the 109.14% 2024 system performance goals achievement rate, the CEO was entitled to a compensation award totaling \$107,840.42. This amount was calculated by Human Resources and audited for accuracy. With no further questions or remarks, Mr. Corlett called for a motion for the approval of 2024 Award of Performance-Based Variable Compensation for the President and Chief Executive Officer, which was given, seconded, and the resolution was passed to be presented to the Board of Trustees for approval.

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C. Resolution for Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of 2025 Performance-Based Variable Compensation Plan

Prior to the resolution vote, Deborah Southerington, SVP Human Resources, provided a summary of the changes to the BOT-06 Executive Compensation Policy and the ratification of the 2025 Performance-Based Variable Compensation Plan which were reviewed in detail during the March 12, 2025, committee meeting. Ms. Southerington explained that the Executive Compensation Policy and the Performance-Based Variable Compensation (PBVC) Plan are reviewed annually, as required by policy and recommended by the organization's executive compensation consultant, Gallagher. The proposed amendments were relatively minor and had been presented with tracked changes for transparency. With no further questions or remarks, Mr. Corlett called for a motion for Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of 2025 Performance-Based Variable Compensation Plan, which was given, seconded, and the resolution was passed to be presented to the Board of Trustees for approval.

D. Resolution for Approval of 2025 System Performance Goals

Prior to the resolution vote, Ms. Southerington provided a summary of the 2025 system proposed performance goals, emphasizing that they were metric-driven and designed to balance short-term and long-term organizational success. These goals were aligned with the PBVC Plan and the Executive Compensation Policy. A specific discussion point involved the research goal, which had been affected by ongoing developments at the National Institutes of Health (NIH). Due to these uncertainties, the committee agreed to adopt a modified research goal, (Option 1) that would be implemented if the situation at NIH persisted, which this option sets the achievement threshold at 90%. With no further questions or remarks, Mr. Corlett called for a motion for the Approval of 2025 System Performance Goals, which was given, seconded, and the resolution was passed to be presented to the Board of Trustees for approval.

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E. Resolution for Approval of 2025 Performance-Based Variable Compensation Financial Trigger

Prior to the resolution vote, Ms. Southerington explained that the 2025 PBVC plan required the Board to set a minimum financial achievement threshold—referred to as the financial trigger—that must be met for any incentive compensation to be paid. For the 2025 plan year, the financial achievement trigger was set at \$100 million. With no further questions or remarks, Mr. Corlett called for a motion for the Approval of 2025 Performance-Based Variable Compensation Financial Trigger, which was given, seconded, and the resolution was passed to be presented to the Board of Trustees for approval.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 2:49 pm.

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Deborah Southerington, SVP, Human Resources