



**THE METROHEALTH SYSTEM BOARD OF TRUSTEES  
RESOLUTIONS – 3/26/2025**

<b><u>RESOLUTION DESCRIPTION</u></b>	<b><u>RESOLUTION NO.</u></b>
<b><u>MINUTES</u></b>	
Minutes – Approval of Board Meeting Minutes March 19, 2025	19677
<b><u>MEDICAL STAFF</u></b>	
Approval of Medical Staff Providers, Appointments, Actions and Reappointments for February 2025	19678
<b><u>CONSENT AGENDA</u></b>	
Acceptance of the 2024 Audit Report for the System’s Annual Financial Statements	19679
Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of 2025 Performance-Based Variable Compensation Plan	19680
Approval of 2024 System Performance Goals Achievement Results	19681
Approval of 2024 Award of Performance-Based Variable Compensation for the President and Chief Executive Officer	19682
Approval of 2025 System Performance Goals	19683
Approval of 2025 Performance-Based Variable Compensation Financial Trigger	19684
<b><u>OTHER BOARD ITEMS</u></b>	
Resolution of Appreciation for Maureen Dee	19685

## Approval of Board Meeting Minutes March 19, 2025

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### RESOLUTION 19677

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Special Meeting of March 19, 2025, 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 Special Meeting of March 19, 2025, as presented.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
Dr. Jacobs, Ms. Mendez, Mr. Moss,  
Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: March 26, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.

  
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James A. Wellons, Esq.  
Corporate Secretary

**APPROVAL OF MEDICAL STAFF PROVIDERS APPOINTMENTS, ACTIONS AND  
REAPPOINTMENTS FOR FEBRUARY 2025**

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**RESOLUTION 19678**

**Appointments**

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on February 25, 2025. The appointments will then be reviewed and accepted by the Medical Executive Committee on March 14, 2025.

**Active**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Govindan Nair, Ragesh, MD	Pediatrics	Neonatology	2/26/2025
Jadwin, Joshua, MD	Radiology		2/26/2025

**Associate**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Crapanzano, Abigail, PA-C	Emergency Medicine		2/26/2025
Farnan, Theresa, PA-C	Emergency Medicine		2/26/2025
Hall, Blaine, APRN-CNP	Geriatric Medicine		2/26/2025

**Privileged Non-Member**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Desai, Shyam, MD	Anesthesiology		2/26/2025
Vettraino, Ivana, MD	OB/GYN	Maternal Fetal Medicine	2/26/2025

**Non-Reviewable Clean List Files**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Effective</i>
Aslan, Channdara, PA-C	Family Medicine		2/26/2025
Davis, Jawanner, APRN-CNP	Family Medicine		2/26/2025
Henninger, Heather, PT	PM&R		2/26/2025
Loredo, Amber, APRN-CNP	Family Medicine		2/26/2025
Moore, Lindsey, APRN-CNP	Family Medicine		2/26/2025

**FEBRUARY REAPPOINTMENTS 2025**

<b>Last Name</b>	<b>First Name</b>	<b>Degree</b>	<b>Department</b>	<b>Division</b>
Anderson	John	MD	Radiology	
Boudreau	Monique	PT	Physical Medicine & Rehabilitation	
Brethauer	Pamela	MD	Radiology	
Cooper	Lindsay-Dawn	APRN-CNP	Geriatric Medicine	
Erbayat	Ebru	MD	Neurology	
Hansen	Kristine	PT	Physical Medicine & Rehabilitation	
Hart	Lisa	APRN-CNP	Psychiatry	
Hornack	Katherine	APRN-CNP	Neurology	
Katzenmeyer-White	Crystal	APRN-CNP	Neurology	
Monford Dent	Tyffani	Psy.D.	Psychiatry	
Nasky	Kevin	DO	Psychiatry	

Ove	Roger	MD	Radiation Oncology	
Rivera	Ralph	LISW-S	Psychiatry	Social Work
Shah	Sapna	MD	Medicine	Endocrinology
Song	Jung	APRN-CNS	Medicine	Hematology/Oncology
Vaisberg	Ilya	APRN-CNP	Emergency Medicine	Life Flight



The following actions to the MetroHealth System Medical Staff will be reviewed by the Credentials Committee on February 25, 2025. The Actions will then be reviewed by the Medical Executive Committee on March 14, 2025.

### **Resignations**

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Ashley, Nancy, APRN-CNP	Neurology		2/6/2025-R
Dhaliwal, Japji, APRN-CNP	Geriatric Medicine		2/20/2025-R
Garg, Garima, MD	Psychiatry		2/24/2025-R
Infeld, Michael, MD	Medicine	Pulmonary Medicine	2/3/2025-RT
Prada, Cristian, MD	Anesthesiology		12/31/2024-RT
Randall, Kerry, APRN-CNP	Family Medicine	Express Care	1/23/2025-R
Simenc, Brendan, PA-C	Emergency Medicine		2/6/2025-R
Whitten, Jennifer, LPCC-S	Psychiatry	Social Work	2/6/2025-R
R. Rahman, MD	Surgery	Surgical Oncology	03/07/2025-R

### **Department Change**

<i>Name</i>	<i>Department From</i>	<i>Department To</i>	<i>End Date</i>
Jacobs, Breana, APRN-CNP	Emergency Medicine	Pediatrics	2/10/2025

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

ET-Employment Terminated

CT-Contract Terminated

THE METROHEALTH SYSTEM  
MEC Meetings 2025  
WEBEX and In Person  
February 14, 2025

**CHAIRPERSON:** Natalie Joseph, MD

CALLED TO ORDER: 7:05 am

ADJOURNED: 9:03 am





**RECORDER:** Patricia Gallagher

**Members remote:** Dr. Joseph, Dr. Tagliaferro, Dr. Stepnick, Dr. Wilson, Dr. Ove, Dr. Krishnamurthy, Dr. Heintschel, Dr. Gelles, Dr. Crandall, Dr. Curley, Dr. Kelly, Dr. Milliner, Dr. Ardelt, Dr. Wilber, Dr. Dietz, Dr. Loeffler, Dr. Adebambo, Dr. Collins, Dr. Perzy, Dr. Baker

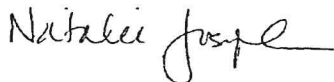
Excused Absent: Dr. Emerman

**Guests:** Jay Koren, Dr. David Kaelber, Jackie Woolnough

**Executive Officers:** NA

ITEM	TITLE/PRESENTER	RECOMMENDATION/ACTIONS/MISCELLANEOUS COMMENTS	EVALUATION/ FOLLOW-UP
Call to Order	Dr. Joseph		
Minutes of the Previous Meetings	MEC minutes and Credentialing Committee minutes. Minutes were reviewed and approved	 MEC Minutes 01.10.2025 without  Attachments.zip	Forward to February BOT
Medical Staff Appointments and Actions	All medical staff appointments and actions of the Medical Staff Credentials committee from January 28, 2025, were carefully reviewed by the Medical Executive Committee and approved.	All appointments were reviewed. List attached  Appointments Board Report Febru  February Reappointments 20	Motion carries to approve. Forward for March BOT

ITEM	TITLE/PRESENTER	RECOMMENDATION/ACTIONS/MISCELLANEOUS COMMENTS	EVALUATION/FOLLOW-UP
QI Minutes	<ul style="list-style-type: none"> <li>Approval of January 2025 minutes</li> </ul>	Minutes reviewed	Minutes approved
Therapy Plans	<ul style="list-style-type: none"> <li>Secukinumb (Consentyx), intravenous plans (new); subcutaneous plans (updated)</li> <li>Ublituximab (Briumvi)</li> </ul>	Plans reviewed	Therapy Plans approved
Protocols	<ul style="list-style-type: none"> <li>Immunization Protocol</li> <li>Hypoglycemia</li> </ul>	<p>Was not reviewed during meeting, email was distributed for electronic approval</p> <p>Protocol reviewed</p>	<p>Protocol approved electronically</p> <p>Policy approved</p>
Presentation	<ul style="list-style-type: none"> <li>Electronic Informed Consent by Jay Koren and David Kaelber, MD</li> <li>Laboratory Test Denials, Jaclyn Woolnough</li> </ul>	<p>Dr. Kaelber covered the process for eConsents. Questions relating to surgery and clinics were raised. Further conversations will be scheduled to address concerns.</p> <p>Informational</p>	<p>Informational</p> <p>Informational</p>

MEC Chairperson Approval: 

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
Dr. Jacobs, Ms. Mendez, Mr. Moss,  
Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: March 26, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.



James A. Wellons, Esq.  
Corporate Secretary

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF  
THE METROHEALTH SYSTEM TO ACCEPT THE  
2024 AUDIT REPORT FOR THE SYSTEM'S ANNUAL FINANCIAL STATEMENTS**

**Recommendation**

The Audit and Compliance Committee and Chief Financial Officer recommend that the Board of Trustees ("Board") of The MetroHealth System ("System") accept the audit report for the System's annual financial statements for the year ended December 31, 2024, as prepared and presented by Plante & Moran, PLLC ("Plante Moran").

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

## Acceptance of the 2024 Audit Report for the System's Annual Financial Statements

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### RESOLUTION 19679

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System")'s independent auditors, Plante & Moran, PLLC ("Plante Moran") have prepared a report detailing the findings of their annual audit of the System's annual financial statements for the year ended December 31, 2024 (the "2024 Audit Report");

WHEREAS, Plante Moran conducted an audit conference with the members of the Board, including members of the Audit and Compliance Committee, regarding the 2024 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 and Chief Financial Officer recommend that the Board accept the 2024 Audit Report for the System's annual financial statements as prepared and presented by Plante Moran.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby accepts Plante Moran's 2024 Audit Report for the System's annual financial statements for the year ended December 31, 2024.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
Dr. Jacobs, Ms. Mendez, Mr. Moss,  
Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: March 26, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.



James A. Wellons, Esq.  
Corporate Secretary

**RECOMMENDATION FOR THE APPROVAL OF AMENDMENTS TO  
EXECUTIVE COMPENSATION POLICY BOT-06 AND RATIFICATION OF  
2025 PERFORMANCE-BASED VARIABLE COMPENSATION PLAN**

**Recommendation**

The President and Chief Executive Officer recommends that the Board of Trustees ("Board") approve amendments to Executive Compensation Policy, BOT-06, and ratify the Performance-Based Variable Compensation Plan document for the 2025 plan year to guide The MetroHealth System's ("System") implementation of the Performance-Based Variable Compensation program ("PBVC Program").

**Background**

Since 2014, the Board has approved the use of the at-risk compensation program, the 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 executive compensation consulting firm, Gallagher, to continue to enhance the operations of the PBVC Program.

In accordance with this work, the Board's policy on executive compensation, BOT-06, and the PBVC plan document are reviewed and, as appropriate, updated on an annual basis by the Human Resources and Compensation Committee of the Board.

Exhibit A ("Amended Policy BOT-06") and Exhibit B ("PBVC plan document for the 2025 plan year") reflect the Human Resources and Compensation Committee's recommended updates to these documents.

The Human Resources and Compensation Committee of the Board hereby recommends that the Board approve the proposed amendments to Policy BOT-06 and ratify the proposed PBVC Plan document for the 2025 plan year as presented.

**Approval of Amendments to Executive Compensation Policy BOT-06  
and Ratification of 2025 Performance-Based Variable  
Compensation Plan**

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**RESOLUTION 19680**

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System ("System") has been presented a recommendation for the approval of amendments to the Board's Executive Compensation Policy, BOT-06;

WHEREAS, the Board also has been presented a recommendation to ratify the System's PBVC plan document for the 2025 plan year, which 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 of the Board 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 document for the 2025 plan year"); and

WHEREAS, based on its review, the Human Resources and Compensation Committee of the Board has recommended that the Board approve the proposed amendments to Policy BOT-06 and ratify the proposed PBVC Plan document for the 2025 plan year as presented.

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

BE IT FURTHER RESOLVED, the System's Board hereby ratifies the PBVC Plan document for the 2025 plan year attached as Exhibit B.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
Dr. Jacobs, Ms. Mendez, Mr. Moss,  
Mr. Summers, Dr. Walker

NAYS: None

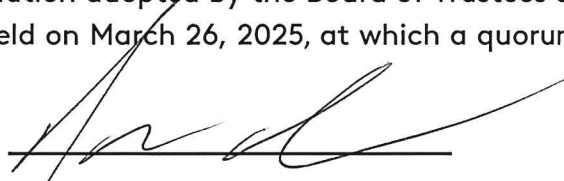
ABSENT: Ms. Garcia

ABSTAINED: None

DATE: March 26, 2025



I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.

A handwritten signature in black ink, appearing to read 'J. Wellons', is written over a solid horizontal line.

James A. Wellons, Esq.  
Corporate Secretary

# BOARD POLICY

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## **BOT-06 - Executive Compensation**

### Key Points

- This policy applies to The MetroHealth System ("MHS").
- The Board of Trustees of MHS ("Board") 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 President and Chief Executive Officer ("CEO") and other MHS Executives.<sup>1</sup>

### Policy

1. The Board, through the Human Resources and Compensation Committee, shall review the CEO's and Executives' Total Compensation<sup>2</sup> 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 Total 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(s) shall provide a written report(s) to and communicate directly with the Board's Human Resources and 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 from the CEO.
  - 3.2. The Board shall approve all Total 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 Board Policy BOT-07 – Delegations of Authority, the CEO has the authority to set the wages, salaries, and benefits for other MHS employees, including base salary and, 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, benefits, and all other compensation) will exceed the 90th percentile of the comparable group and request Board approval in advance. The requirement of this section 4.2.1 for Board approval does not apply to interim Executives who are employed on a temporary basis (i.e., 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' Total Compensation, including a report of each Executive's base salary and all other components of compensation, at least annually.

5. Performance-Based Variable Compensation

- 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 MHS performance goals, including the relative weighting between the goals, which are metric-driven and balanced to achieve short-term and long-term organizational success.

- 5.3.2. The Board-approved MHS 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 MHS 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 MHS 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's achievements with respect to the Board-approved goals or any individual goals.

5.5. *Award & Payment:*

- 5.5.1. Within 30 days of receiving MHS's final audited financial statements, the Board shall assess MHS'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.

- 5.6.2. The written plan document shall be reviewed and approved 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

### Dates

Initiated: November 2022; Reviewed/Revised: February 2023, March 2024, March 2025

### Endnotes

- <sup>1</sup> "Executive" is defined as VP and above. For purposes of in-depth market data and comparisons for the Board's review, however, the term "Executives" is defined as SVP and above.
- <sup>2</sup> "Total Compensation" is defined as base salary, incentive compensation (including performance-based variable compensation), benefits, and all other compensation.

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/equity, engagement and retention, operational, academic, 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 the Performance Plan Year beginning January 1, 2025.

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 "Participant" means an Employee who is eligible to participate in the Plan. Eligibility is limited to MetroHealth's leadership, including Senior Executive Vice Presidents, 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.

2.2 "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.

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

2.4 "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.

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

2.6 "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.

2.7 "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.

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

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

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

2.11 "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.

2.12 "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 level earned by the CEO, if any.

If applicable, the CEO and the CHRO 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 CHRO 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 provided the Employee was employed for at least one calendar quarter of the Plan Year and the 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 CHRO.

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 Effective Date \_\_\_\_\_

*Reviewed and ratified by the Human Resources and Compensation Committee of MetroHealth's Board of Trustees at a meeting duly held on the 26th day of March, 2025.*

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF  
THE METROHEALTH SYSTEM FOR APPROVAL OF  
2024 SYSTEM PERFORMANCE GOALS ACHIEVEMENT RESULTS**

**Recommendation**

The President and Chief Executive Officer ("CEO") recommends that the Board of Trustees ("Board") of The MetroHealth System ("System") accept and approve the 2024 System performance goals achievement results as compared to the 2024 System performance goals, which goals, measures, and metrics were previously approved by the Board.

**Background**

In 2014, the Board approved an at-risk compensation program, the Performance-Based Variable Compensation program ("PBVC Program"), for certain members of senior leadership with the assistance and advice of Sullivan Cotter, an independent national compensation consulting firm, and at the recommendation of the President and CEO. The System has determined (and recently reaffirmed, through its current national executive compensation consulting firm, Gallagher) that such at-risk compensation programs are customary and usual in the hospital field, with the goal of incentivizing leaders to accomplish goals that promote the System's mission and operations.

The PBVC Program requires the Board to annually establish and approve 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. In January 2024, the Board approved System performance goals for 2024, which reflect the PBVC goals and metrics for the CEO. In conjunction with its approval of annual System performance goals, the PBVC Program requires the Board to 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's achievements with respect to the Board-approved goals or any individual goals. In March 2024, the Board approved the financial trigger for the 2024 PBVC Program.

The PBVC Program requires the Board to 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 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 2024 audit report prepared by Plante & Moran, PLLC. The CEO has reviewed the System's performance for 2024 against the Board approved performance goals and metrics. The System's performance was also subject to a review by the System's Internal Audit Department, which review has been presented to the Human Resources and Compensation Committee of the Board.

Attachment A provides the presentation of the 2024 System performance goals achievement results against the Board-approved System performance goals and metrics.

## Approval of 2024 System Performance Goals Achievement Results

\*\*\*\*\*

### RESOLUTION 19681

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

WHEREAS, the Board previously approved System performance goals for 2024 to incentivize performance and a PBVC trigger;

WHEREAS, the System has submitted its performance results and achievements against the previously approved 2024 System performance goals, and such results were subject to a review by the System's Internal Audit Department ("Internal Audit");

WHEREAS, the Human Resources and Compensation Committee of the Board has reviewed the System's performance, including the calculation of the total proposed achievements, as well as Internal Audit's review;

WHEREAS, based on its review of all information provided by management and Internal Audit, the Human Resources and Compensation Committee of the Board has recommended that the Board approve the 2024 System performance goals achievements under the PBVC Program for 2024 with an overall performance and achievement level of 109.14% of target; and

WHEREAS, the Board has been presented a recommendation to approve the 2024 System performance goals achievements under the PBVC Program for 2024, as set forth in Attachment A; and

NOW, THEREFORE, BE IT RESOLVED, the System's Board o hereby approves the 2024 System performance goals achievements under the PBVC Program for 2024 at the performance level of 109.14% 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 and pursuant to the terms of the 2024 PBVC Program for all eligible employees other than the President and Chief Executive Officer.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
Dr. Jacobs, Ms. Mendez, Mr. Moss,  
Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: March 26, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.



James A. Wellons, Esq.  
Corporate Secretary

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## **ATTACHMENT A**

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE METROHEALTH SYSTEM FOR  
APPROVAL OF 2024 AWARD OF PERFORMANCE-BASED VARIABLE COMPENSATION  
FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

**Recommendation**

The Human Resources and Compensation Committee of Board and the Chief Human Resources Officer recommends that the Board of Trustees ("Board") of The MetroHealth System ("System") approve an award of Performance-Based Variable Compensation ("PBVC") for Dr. Christine Alexander-Rager, the President and Chief Executive Officer ("CEO"), based on the terms of Dr. Alexander's Board-approved employment agreement, the terms of Dr. Alexander's employment with the System prior to her engagement as CEO, and the Board's approval of the 2024 System performance goals achievement results.

**Background**

The Board approved a written employment agreement with the CEO that sets forth, among other things, the terms of the CEO's compensation effective October 8, 2024. Pursuant to the agreement, the CEO is eligible to receive PBVC with a target amount of 35% of the CEO's base salary. Prior to the effective date of the CEO's employment agreement, the CEO's PBVC target was set at 25% of her base salary while she served as Interim EVP, Chief Physician Executive and Clinical Officer and Acting CEO (from January 18, 2024 through October 8, 2024), and 15% of her base salary while she served as Chairperson of Family Medicine (January 1, 2024 through January 18, 2024).

In 2024, the Board approved System performance goals and metrics to incentivize performance through the PBVC program. In 2025, the System presented its accomplishments against the Board approved System performance goals, which will have been approved by the Board by the time this recommendation is made.

With this foundation, the Chief Human Resources Officer calculated the proposed PBVC award for the CEO based on the terms of the CEO's written agreement, the terms of the CEO's employment with the System prior to her engagement as CEO, and the Board approved System performance goals achievement results for 2024. Based on these calculations, it is recommended that the Board approve an award of PBVC to the CEO for 109.14% performance of the base salary target commensurate with the applicable terms of the CEO's employment throughout 2024. This equates to an award of PBVC in the amount of \$187,840.42.



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

\*\*\*\*\*

**RESOLUTION 19682**

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

WHEREAS, the System has submitted its achievement results against the 2024 System performance goals, which were subject to a review and validation by Internal Audit;

WHEREAS, the Human Resources and Compensation Committee of Board has reviewed the System's 2024 System performance goals achievement results, including the calculation of the total proposed award for the CEO and the terms of the CEO's written employment agreement; and

WHEREAS, based on its review, the Human Resources and Compensation Committee of the Board has recommended that the Board approve an award of PBVC for the CEO in the amount of 109.14% of target, which equals an award of \$187,840.42.

NOW, THEREFORE, BE IT RESOLVED, the System's Board hereby approves the award of PBVC to the President and CEO in the amount of \$187,840.42 for 2024.

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

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
Dr. Jacobs, Ms. Mendez, Mr. Moss,  
Mr. Summers, Dr. Walker

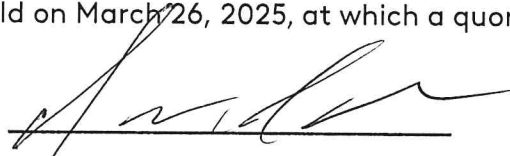
NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: March 26, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.

A handwritten signature in black ink, appearing to read 'J. Wellons', is written over a solid horizontal line.

James A. Wellons, Esq.  
Corporate Secretary

**RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE  
METROHEALTH SYSTEM FOR APPROVAL OF 2025 SYSTEM  
PERFORMANCE GOALS**

**Recommendation**

The President and Chief Executive Officer of The MetroHealth System ("System") is recommending that the System's Board of Trustees ("Board") approve the System's performance goals for 2025. These proposed goals have been reviewed by the System's national executive compensation consulting firm, Gallagher, which has confirmed that the goals are appropriate and aligned with industry best standards. The goals embody a balanced approach across the following domains: financial health; strategy and growth; quality/equity, safety, and experience; employee engagement and retention; and academic.

**Background**

In 2014, the Board approved an at-risk compensation program, the Performance-Based Variable Compensation program ("PBVC Program"), for certain members of senior leadership 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 current national executive compensation consulting firm, Gallagher) that such at-risk compensation programs are customary and usual in the hospital field, with the goal of incentivizing leaders to accomplish goals that promote the System's mission and operations.

The PBVC Program requires the Board to annually establish and approve System performance goals, including the relative weighting between the goals, which are metric-driven and balanced to achieve short-term and long-term organizational success.

## Approval of 2025 System Performance Goals

\*\*\*\*\*

### RESOLUTION 19683

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

WHEREAS, the President and Chief Executive Officer has presented the Board a recommendation for the approval of System performance goals and metrics for the 2025 PBVC Program.

NOW, THEREFORE, BE IT RESOLVED, the System's Board hereby approves the 2025 System performance goals as described in the attachment hereto, to be utilized in connection with the overall compensation methodology. No awards will be paid unless the System achieves the Board approved PBVC trigger.

AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
Dr. Jacobs, Ms. Mendez, Mr. Moss,  
Mr. Summers, Dr. Walker

NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: March 26, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.

  
\_\_\_\_\_  
James A. Wellons, Esq.  
Corporate Secretary

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Exhibit A

RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE  
METROHEALTH SYSTEM FOR APPROVAL OF 2025 PERFORMANCE-  
BASED VARIABLE COMPENSATION FINANCIAL TRIGGER

**Recommendation**

The Human Resources and Compensation Committee of the Board of Trustees ("Board") and President and Chief Executive Officer recommends that the Board approve a financial trigger that The MetroHealth System ("System") must meet or exceed in order for all eligible employees to receive at-risk performance-based variable compensation.

**Background**

In 2014, the Board approved the PBVC 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"). In accordance with Board Policy BOT-06, the Board will explicitly approve the Financial Trigger each year.

It is recommended that the Board approve a Financial Trigger for PBVC in 2025 at an Adjusted EBIDA of \$100.0 million. If the System does not meet the Financial Trigger, then no PBVC will be paid, regardless of the System's accomplishments on the Board-approved System performance goals and metrics.

**Approval of 2025 Performance-Based Variable Compensation  
Financial Trigger**

\*\*\*\*\*

**RESOLUTION 19684**

WHEREAS, the Board of Trustees ("Board") of The MetroHealth System's Policy BOT-06 requires the Board to approve 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 Human Resources and Compensation Committee of the Board has reviewed the recommendation for the Financial Trigger for PBVC for 2025; and

WHEREAS, based on its review, the Human Resources and Compensation Committee of the Board has recommended that the Board approve a financial trigger for PBVC at an Adjusted EBIDA of \$100.0 million for 2025.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves a PBVC financial trigger, as required pursuant to Board Policy BOT-06, at an Adjusted EBIDA of \$100.0 million for 2025.

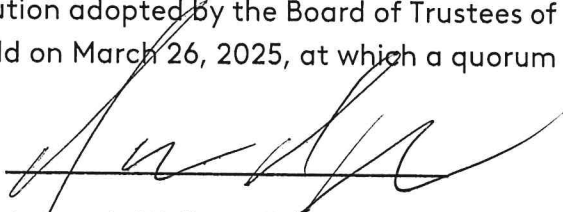
AYES: Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
Dr. Jacobs, Ms. Mendez, Mr. Moss,  
Mr. Summers, Dr. Walker  
NAYS: None

ABSENT: Ms. Garcia

ABSTAINED: None

DATE: March 26, 2025

I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.

  
\_\_\_\_\_  
James A. Wellons, Esq.  
Corporate Secretary

**RESOLUTION OF APPRECIATION FOR  
MAUREEN DEE**

\*\*\*\*\*

**RESOLUTION 19685**

WHEREAS, Maureen Dee, joined The MetroHealth System Board of Trustees in 2014 and helped guide Cuyahoga County's public healthcare system through 10 years of innovation and growth to its current status as a national model for how super safety-net hospitals can offer exemplary care and address the myriad non-medical issues that impact the health of the communities they serve, all while remaining financially healthy and sustainable;

WHEREAS, her rich experiences as behavioral health provider and staunch advocate for vulnerable populations helped MetroHealth create, refine and execute groundbreaking initiatives including Medicaid expansion, a \$1 billion campus transformation, the Institute for H.O.P.E., the Lincoln-West School of Science and Health, and the movement toward value-based payments and accountable care organizations;

WHEREAS, her calm, analytical approach to Board leadership, as an active participant in committee work and Chair of the Patient Experience, Community Engagement, Racial Equity, Inclusion & Diversity, Health Equity and Diversity and Audit Compliance Committees, throughout the years, helped MetroHealth navigate many challenges, including the COVID-19 pandemic with its continuing, disruptive impacts on public health and the healthcare industry;

NOW THEREFORE BE IT RESOLVED that the Board of Trustees of The MetroHealth System thanks Maureen Dee for her service as a Trustee and for her commitment to MetroHealth's mission to bring health equity to everyone, regardless of their station in life, and wishes her well in all her future endeavors.

AYES:           Mr. Arnold, Mr. Corlett, Ms. Dumas, Mr. Dziedzicki,  
                    Dr. Jacobs, Ms. Mendez, Mr. Moss,  
                    Mr. Summers, Dr. Walker

NAYS:           None

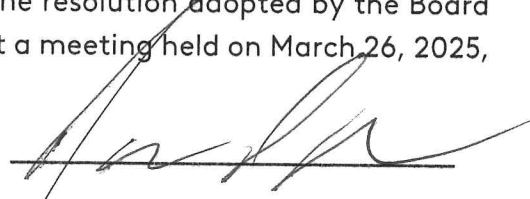
ABSENT:        Ms. Garcia

ABSTAINED:   None

DATE:           March 26, 2025



I, the undersigned Corporate Secretary of The MetroHealth System, hereby certify that the foregoing is the text of the resolution adopted by the Board of Trustees of The MetroHealth System at a meeting held on March 26, 2025, at which a quorum was present.

A handwritten signature in dark ink, appearing to read 'James A. Wellons', is written over a horizontal line.

James A. Wellons, Esq.  
Corporate Secretary