The MetroHealth System Board of Trustees

HUMAN RESOURCES & COMPENSATION COMMITTEE MEETING
Date: Wednesday, March 25, 2026
Time: 1:00pm - 3:00pm
MetroHealth System Board Room (K107) / Virtual

Committee Members:	John Corlett-I[1], John Moss-R, E. Harry Walker, M.D.-I
Other Trustees:	Michael Suemmers-I, Ronald Dziedzicki-I, Dolores (Lola) Garcia-R, Nancy Mendez-I,
Staff:	Christine Alexander-Rager, M.D.-I, Kelly Andolek-I, Robin Barre-I, Peter Benkowski-I, Robert (Doug) Bruce, M.D.-R, John Chae, M.D.-I Nabil Chehade, M.D.-R, Corey Clay-I, Jennifer Esposito-I, Joseph Golob, M.D.-I, Ryan Johnson-I, Matthew Kaufmann-I, Christina Morales-I, Candy Mori, RN-I, Allison Poulios-I, Jeff Rooney-I, Tamiyka Rose-I, Brendan Sorg-R, Deborah Southerington-I, David Stepnick, M.D.-I, James Wellons-I
Invited Guests:	
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 1:09 pm, 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 17, 2025, Human Resources & Compensation Committee meeting were approved by majority vote as submitted.

II. Information Items

A. BOT-06 Executive Compensation Board Policy Amendments Mr. Corlett introduced Deborah Southerington, SVP, Human Resources, and Mr. Corey Clay to discuss proposed amendments to the Board of Trustees BOT-06 Executive Compensation Board Policy, as well as a review of at-risk compensation plan documents and proposed amendments.

[1] I-In-person, R-Remote

Key edits highlighted:

- The primary change described was renaming the Performance-Based Variable Compensation (PBVC) plan to the At-Risk Compensation Plan.
- A documented change in section "1.1" was highlighted as requested by Internal Audit: provide an annual report to the committee summarizing audited results of CEO and executive total pay (cash compensation).
- End note updates were described, including expansion of the "executive" definition to include certain contractors performing work at VP level or above, and expansion/clarification of "total cash compensation" to include examples of other incentives subject to internal audit.

B. Amendments to HR & Compensation Committee Charter
Deborah Southerington noted that changes presented were not a full charter review; the purpose was to update references from PBVC to the At-Risk Compensation Plan. A full charter review was anticipated mid-year. The draft charter will advance to the Governance Committee for finalization and approval by the Board.

C. Review of At-Risk Compensation (ARC) Plan Document and Proposed Amendments
Deborah Southerington discussed the annual review/approval of the At-Risk Compensation Plan document used to administer the program; required to be updated and brought to the board for approval each year per BOT06.
Key edits highlighted:

- Update terminology by replacing references to "PBVC" with "At-Risk Compensation Plan."
- Add clarity in Section 1.1 distinguishing the CEO's at-risk plan as defined in the CEO contract versus this plan document.
- Minor grammar/clarity edits consistent with prior policy edits.

III. Executive Session

Mr. Corlett asked for a motion to move into executive session to discuss hospital trade secrets as defined by 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. Moss, seconded.

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

Following executive session, the meeting reconvened in open session at approximately 2:32 pm.

IV. **Recommendation/Resolution Approvals**

A. Resolution of Appreciation of the System's Accomplishments in 2025
Mr. Corlett asked for a motion to approve the Resolution of Appreciation of the System's Accomplishments in 2025, which was given, seconded and approved unanimously. The recommendation will advance to the full Board for approval.

B. Resolution for Approval of Amendments to Executive Compensation Policy BOT-06 and Ratification of 2026 At-Risk Compensation Plan
Mr. Corlett asked for a motion to approve the Resolution of Amendments to Executive Compensation Policy BOT-06 and Ratification of 2026 At-Risk Compensation Plan, which was given, seconded and approved unanimously. The recommendation will advance to the full Board for approval.

C. Resolution for Approval of 2026 System Performance Goals
Mr. Corlett asked for a motion to approve the Resolution for Approval of 2026 System Performance Goals, which was given, seconded and approved unanimously. The recommendation will advance to the full Board for approval.

D. Resolution for Approval of 2026 ARC Financial Threshold
Mr. Corlett asked for a motion to approve the Resolution for Approval of 2026 ARC Financial Threshold, which was given, seconded and approved unanimously. The recommendation will advance to the full Board for approval.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 2:34 pm.

THE METROHEALTH SYSTEM

John Corlett, Chairperson