

# The MetroHealth System Board of Trustees

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## COMPENSATION COMMITTEE

Wednesday, January 11, 2023

4:00 – 5:30 pm

The Glick Center – Conference Room AC2-311A or via Zoom

### Meeting Minutes

|                           |                                                                                                                                                                                                         |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Committee Members:</b> | Ms. Inajo Davis-Chappell-I, Mr. John Corlett-I, Ms. Maureen Dee-I, Mr. John Hairston-R, Mr. Robert Hurwitz-R, Mr. John Moss-I, Dr. JB Silvers-I, Dr. Harry Walker-R, Ms. Vanessa Whiting-I <sup>1</sup> |
| <b>Staff :</b>            | Ms. Sarah Alpert-I, Ms. Laura Black-I, Mr. Corey Clay-I, Mr. Joe Frolik-I, Ms. Laura McBride-I, Ms. Patricia Seneff-R, Ms. Sonja Rajki-R, Ms. Deb Southerington-R, Dr. Airica Steed-R                   |
| <b>Guest:</b>             | Dr. Akram Boutros-R, Ms. Jasmine Boutros-R, Ms. Suzanne Boutros-R, Ms. Tess Boutros-R, Ms. Lydia Coutre-R, Ms. Gail Long-R, Ms. LeVine Ross-R, Mr. Mark Servodidio-R, Ms. Julie Washington-I            |

Ms. Whiting called the meeting to order at 4:00 pm.

(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**

None

#### II. **Information Items**

##### **A. Introduction – *Vanessa Whiting***

Ms. Whiting informed all present that the function of the oversight of executive compensation, which was previously located under the Executive Committee, has now been removed in order to establish a stand-alone Compensation Committee. Ms. Whiting informed the committee that Dr. Harry Walker will be appointed as chair of this particular committee. Dr. Walker was the former senior vice president

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<sup>1</sup> I-In-person, R-Remote

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of Ambulatory Services at MetroHealth and was involved in developing the compensation program for physicians.

The committee members will be: Mr. John Moss, Ms. Inajo Davis-Chappell; Mr. John Corlett and Dr. Harry Walker.

Dr. Walker introduced himself and informed the group of the importance of the committee. Dr. Walker indicated he has experience working with Ambulatory Operations with programs for physicians based on quality and productivity and is looking forward to working with his fellow board members to continue to develop MetroHealth's executive compensation program in a positive direction.

### **B. Proposed meeting cadence and timeline – *Deb Southerington***

Dr. Steed introduced Ms. Southerington, who currently serves as Senior Vice President, Human Resources Operations. Ms. Southerington introduced herself and introduced Ms. Patricia Seneff (Mgr. Compensation) and Sarah Alpert (Dir. Total Rewards). Ms. Southerington, Ms. Seneff, and Ms. Alpert each gave a brief overview of their respective experience, background and their roles at MetroHealth.

Ms. Southerington presented the proposed cadence of the Committee meetings, informing the group that the meetings for the Compensation Committee have been scheduled (January, March and October), with an additional potential meeting to be scheduled in February 2023. The purpose of today's meeting is to review the draft RFP for executive compensation consultants. The meeting to be proposed for February 2023 would include the review and assessment of the auditor's recommendations.

In the March 2023 meeting, Ms. Southerington anticipates that the executive compensation consultants would be selected and potentially introduced either in-person or virtually. The March meeting would also include the review of 2022 PBVC performance, including the actual proposed PBVC payments for executives. The Committee noted that there is no CEO PBVC to be paid for 2022 because Dr. Steed started just in December 2022. The March review would also include any bonuses paid within the last year. Lastly, Ms. Southerington stated for the October meeting, they would like the consultants to attend and present market data for the CEO role and Executives across the System.

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Ms. McBride informed the group that the plan is to ensure that at the March 2023 meeting, after the acceptance of the audit and the PBVC results from the previous year, the committee would review concrete payroll data. She noted that updated market data is generally not available until summer which is why the data would be reviewed by the committee in the October meeting.

### **C. RFP for executive compensation and benefits consultants – *Deb Southerington***

Ms. Chappell asked if the process could be reviewed for the committee members in order to ascertain where each step would fall with the committee. Ms. Southerington explained that Human Resources will spearhead this process from all top-level executives down and they will utilize the outside consultants to help frame the program, by asking key questions, (1) what will be our philosophy; (2) what should the program look like; and (3) and where would you like MetroHealth to be with executive compensation. Human Resources will then report back to the committee with recommendations, etc., and will work hand-in-hand with the consultants, utilizing their market data. HR will rely on their external benchmarking to position MetroHealth to be leading in executive compensation and to assist MetroHealth with retention and recruiting, ensuring that the System is not lagging behind the market.

Ms. Whiting asked Ms. Southerington to expand upon the upon the vendor selection process and asked Mr. Mark Servodidio to speak to the board regarding his involvement in this process. Mr. Servodidio informed the committee about his background, including his role with Prossimo Global Partners. Prossimo specializes in human capital challenges and opportunities within organizations; from assessment to development to other human capital needs. Mr. Servodidio's role is to help facilitate the coordination of the RFP in terms of taking a look at all potential vendors, their ability to service MetroHealth, and narrowing down the potential finalists to three or four vendors for final selection.

### **D. Future PBVC Program planned review – *Dr. Airica Steed***

Dr. Steed shared her thoughts on the PBVC program. First, Dr. Steed noted that the base PBVC Program for 2022 has been completed and approved by the Board of Trustees. Given that the year has concluded, no modifications will be forthcoming and we will go forward with the metrics as presented. However, given the complexity and level of review which has transpired, Dr. Steed recommends

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pausing on the supplemental PBVC program for 2022. As it relates to 2023, Dr. Steed is recommending that the PBVC program as previously approved by the Board move forward, although she is asking to pause slightly to evaluate the current goals and metrics within the program. Once that evaluation is complete, Dr. Steed will come back to the Committee for any further recommendations or approval regarding base and supplemental PBVC programs for 2023.

Ms. McBride identified, and the Committee confirmed, the next steps: Ms. Southerington and Mr. Servodidio will be working with Dr. Steed on the RFP for the compensation consultants and issuing the RFP in accordance with the System's standard procurement processes. Ms. Southerington and Mr. Servodidio will complete the initial reviews of the respondents and identify 3-4 finalists for the Committee's consideration. The finalist(s) will then be presented to the Board for approval. The Committee members confirmed that they would like to be involved in interviewing the finalists. The Committee also confirmed that, although Board approval is not required because the consultants can be procured in accordance with the System's normal procedures, the Committee would like to make recommendations to the full Board for the Board's approval.

### III. Executive Session

None

There being no further business to bring before the Committee, the meeting was adjourned at approximately 4:41 pm.

Deborah Southerington  
Senior Vice President, Human Resources

