



The MetroHealth System

Board of Trustees

Monday, November 13, 2023

2:00 - 4:00 pm

The MetroHealth System K-107 or via Zoom

Compensation Committee

Special Meeting

The MetroHealth System Board of Trustees

COMPENSATION COMMITTEE

DATE: November 13, 2023

TIME: 2:00 – 4:00 pm

PLACE: The MetroHealth Board Room K107 or via Zoom

AGENDA

- I. **Approval of Minutes**
Minutes of October 11, 2023, committee meeting
 - II. **Information Items**
 - A. Review of Proposed Committee Charter – H. Walker, D. Watson
 - III. **Executive Session**
- Return to Open Meeting

The MetroHealth System Board of Trustees

COMPENSATION COMMITTEE MEETING

Date: Wednesday, October 11, 2023

Time: 4:00 – 6:00 p.m.

MetroHealth K-107 Board Room or via Zoom

Meeting Minutes

Committee Members: Inajo Davis Chappell-R, John Corlett-I, John Moss-I, E. Harry Walker-I

Other Trustees: Robert Hurwitz-R, JB Silvers-I, Vanessa Whiting-I

Staff: Will Dube-I, Laura McBride-I, Airica Steed-I, Dalph Watson-I

Guests: Craig Strom-I, Suzanne Aral Boutros-R, Sal DiFonzo-R

Dr. Walker called the meeting to order at 4:01 p.m. 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 September 11, 2023, Compensation Committee meeting were unanimously approved as submitted.

II. **Information Items**

A. **Planning for 2024 System Goals – D. Watson**

Dalph Watson gave an update on goal planning for 2024. Over the coming weeks, the leadership team will be meeting to finalize proposed goals and ensure that the goals are auditable. The team will then present the proposed goals to the Board for feedback and approval. Ms. Watson stated there is no meeting scheduled for November and asked that the Committee consider a special meeting in November to review the proposals. The Committee agreed.

Dr. Walker then asked for a motion to move to executive session to discuss hospital trade secrets as defined in ORC 1333.61; to discuss the compensation of public employees; and to conference with the public body's attorney concerning disputes involving the public body that are the subject of pending or imminent court action. Mr. Moss made the motion, and it was seconded by Mr. Corlett.

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Upon unanimous roll call vote, members of the public were excused, and the Committee went into executive session to discuss such matters at 4:06 p.m.

Following executive session, the meeting reconvened in open session at approximately 5:52 p.m. at which time the Committee welcomed back members of the public.

Dr. Walker thanked everyone and stated there were no matters to be voted on today.

There being no further business to bring before the Committee, the meeting was adjourned at approximately 5:53 p.m.



The Compensation and Human Capital Committee of the MetroHealth Board of Trustees

Charter

Purpose

The Compensation and Human Capital Committee is responsible for assisting MetroHealth in attracting and retaining qualified and committed employees who will work to achieve MetroHealth's goals of providing high quality care in accordance with its mission. The Committee also oversees the total compensation program for the CEO and other members of senior leadership as determined by Board policy.

Responsibilities

In fulfilling its charge, the Compensation and Human Capital Committee is responsible for the following activities and functions:

Personnel and Workforce Responsibilities

- Oversee workforce optimization matters and receive reports at least annually from the Chief People Officer on such matters, including employee engagement, recruitment strategies, retention, benefit spend, and workforce development initiatives.
- Review and recommend a policy and plan for CEO and senior executive succession and assist in succession planning.
- Periodically review and evaluate the CEO's and senior executives' performance and adherence to the System's Code of Conduct.

Executive Compensation

- Review and propose revisions, as needed, to the Board's policies on executive compensation.
- Review annually and revise, as needed, MetroHealth's executive compensation philosophy and plan to ensure the total compensation program is administered consistent with that philosophy.
- Review and make recommendations regarding the CEO's and other members of senior leadership's total compensation as set forth in Board policy.
- Recommend the compensation, benefits, and perquisites, and the terms of any employment agreement for the CEO.

- Review the compensation, benefits, and perquisites, and the terms of any employment for other members of senior leadership to ensure they are consistent with the organization's executive total compensation philosophy.
- Review and make recommendations regarding all executive incentive compensation plans, including approval of goals for the CEO and any awards payable under such plans.
- Ensure the Committee's independent and direct access to qualified consultants and to independently published compensation survey data.
- Review provider compensation strategies and philosophies used by MetroHealth to properly balance the needs of MetroHealth, the Medical Staff, patients, and the community, in alignment with MetroHealth's mission and overall strategy.

Composition

The Compensation and Human Capital Committee shall be led by a board member with an interest and background in personnel matters and consist of additional board members, as identified by the Board Chairperson.

The Committee shall be staffed by the CEO, the Chief People Officer, the Chief Financial Officer, the Chief Physician Executive, and other relevant leaders of the executive team as needed.

Meeting Schedule

The Committee shall meet at least two times per year.

At least annually, the Committee shall meet separately in an executive session without MetroHealth management, unless requested by the Committee Chair, with each of the following: (a) the Chief People Officer; (b) the Chief Physician Executive; and (c) the Chief Financial Officer.