

# **EXHIBIT 16**

Approval of 2018 Metrics for Performance Based Variable Compensation Plan

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RESOLUTION 19186

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved a Performance Based Variable Compensation plan for senior leadership (the “Plan”); and

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for Plan performance metrics for 2018.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the 2018 Plan Measures and Goals as described in the attachment hereto, to be utilized in connection with the overall compensation methodology. These metrics embody a balanced approach including financial, strategic, quality, community, diversity, operational and patient satisfaction goals. No awards will be paid unless the System achieves the Adjusted EBIDA “trigger”, which will be calculated net of the Performance Based Variable Compensation awards.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. McDonald, Mr. Monnolly, Mr. Moss, Mr. Schneider, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Hurwitz

ABSTAINED: None

DATE: March 28, 2018

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#### 2018 PBVC METRICS

2018 Goal / Measure	Weight	Performance Level			2017 ACTUAL
		Minimum (50%)	Target (100%)	Maximum (150%)	
<b>Financial (20%)</b>					
1. Adjusted EBIDA <sup>1</sup> (\$ thousands)	20%				
<b>Strategic (20%)</b>					
1. Share of Wallet of Current Patient Populations <sup>2</sup> *** (Operating Revenue / Margin Improvement)	10%				
2. Implementation of Share of Wallet Initiatives <sup>3</sup>	10%				
<b>Quality (20%)</b>					
1. Aggregate Ambulatory Care Quality Score <sup>4</sup>	10%				
2. Aggregate Acute Care Quality Score <sup>5</sup>	10%				
<b>Community &amp; Diversity (20%)</b>					
1. Aggregate Diversity Score <sup>6</sup>	20%				
<b>Efficiency &amp; Engagement (20%)</b>					
1. Labor Expense as a % of Total Operating Revenue <sup>7</sup> *** (Adj Operating Income / Margin Improvement)	10%				
2. Primary Care First Contact Resolution in NSC <sup>8</sup>	10%				

<sup>1</sup> Plan includes a "trigger" equal to the minimum EBIDA which approximates BBB- S&P Health System Results published in 2017 (after PBVC). Adjusted EBIDA Excludes Board-approved non-recurring charges and the GASB 68 Pension accounting adjustment.

<sup>2</sup> Includes all attributable patient populations in December 2017 (excluding self-pay). Operating Revenue / Margin Improvement highlights the \$ increase from achieving the metric and the % increase over the operating income (margin) target from achieving the metric, respectively.

<sup>3</sup> Implementation of any number of the Board-approved Share-of-Wallet projects, anytime during 2018.

<sup>4</sup> Ambulatory care aggregate quality score (Detailed and approved by Quality Committee)

<sup>5</sup> Acute care aggregate quality score (Detailed and approved by Quality Committee)

<sup>6</sup> Aggregate inclusion & diversity metrics score (Detailed and approved by Diversity Committee)

<sup>7</sup> Annual cumulative Salary+Benefits (excluding GASB68) / Total Operating Revenue. Adjusted Operating Income / Margin Improvement highlights the \$ increase from achieving the metric and the % increase over the operating income (margin) target from achieving the metric, respectively.

<sup>8</sup> 4th Quarter measure of Network Service Center resolution of caller request during first call.

# **EXHIBIT 17**

Acceptance of the 2018 Results Compared to the 2018 Plan Measures and Goals and Acceptance of  
Achievements of Goals for the Performance Based Variable Compensation Program

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RESOLUTION 19270

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved the Performance Based Variable Compensation plan for senior leadership (the “Plan”) and the Plan performance metrics for 2018;

WHEREAS, the Audit Committee of the Board of Trustees of The MetroHealth System has recommended that the Board of Trustees accept and acknowledge the System’s 2018 results as compared with the 2018 metrics and the achievement of the goals for the 2018 Performance Based Variable Compensation Program; and

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the achievements for the 2018 Plan performance metrics.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System’s 2018 performance results as compared to the 2018 Plan Measures and Goals previously adopted by the Board; and

BE IT FURTHER RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System’s 2018 performance results as compared to the 2018 Plan Measures and Goals previously adopted by the Board, as verified by the final 2018 Net Operating Income through the finalization of the System’s audited financial statements; and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES: Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson, Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

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#### 2018 PBVC METRICS RESULTS

2018 Goal / Measure	Weight	Performance Level			2018 ACTUAL	% OF TARGET
		Minimum (50%)	Target (100%)	Maximum (150%)		
Financial (20%)						
1. Adjusted EBIDA <sup>1</sup> (\$ thousands)	20%					
Strategic (20%)						
1. Share of Wallet of Current Patient Populations <sup>2</sup> *** (Operating Revenue / Margin Improvement)	10%					
2. Implementation of Share of Wallet Initiatives <sup>3</sup>	10%					
Quality (20%)						
1. Aggregate Ambulatory Care Quality Score <sup>4</sup>	10%					
2. Aggregate Acute Care Quality Score <sup>5</sup>	10%					
Community & Diversity (20%)						
1. Aggregate Diversity Score <sup>6</sup>	20%					
Efficiency & Engagement (20%)						
1. Labor Expense as a % of Total Operating Revenue <sup>7</sup> *** (Adj Operating Income / Margin Improvement)	10%					
2. Primary Care First Contact Resolution in NSC <sup>8</sup>	10%					
AGGREGATE ACHIEVEMENT					148.3%	

<sup>1</sup> Plan includes a "trigger" equal to the minimum EBIDA which approximates BBB+ S&P Health System Results published in 2017 (after PBVC). Adjusted EBIDA Excludes Board-approved non-recurring charges and the GASB 68 & 75 accounting adjustment

<sup>2</sup> Includes all attributable patient populations in December 2017 (excluding self-pay). Operating Revenue / Margin Improvement highlights the \$ increase from achieving the metric and the % increase over the operating income (margin) target from achieving the metric, respectively.

<sup>3</sup> Implementation of any number of the Board-approved Share-of-Wallet projects, anytime during 2018

<sup>4</sup> Ambulatory care aggregate quality score (Detailed and approved by Quality Committee)

<sup>5</sup> Acute care aggregate quality score (Detailed and approved by Quality Committee)

<sup>6</sup> Aggregate inclusion & diversity metrics score (Detailed and approved by Diversity Committee)

<sup>7</sup> Annual cumulative Salary+Benefits (excluding GASB 68 & 75) / Total Operating Revenue. Adjusted Operating Income / Margin Improvement highlights the \$ increase from achieving the metric and the % increase over the operating income (margin) target from achieving the metric, respectively.

<sup>8</sup> 4th Quarter measure of Network Service Center resolution of caller request during first call

Based upon these 2018 results above, the total incentive program funding shall not exceed \$7,800,000. This amount has been fully accrued in the calculation of the System's financial results as reflected in its audited financial statements. Incentive program payments (PBVC, one-time recognition, supplemental incentives) shall be distributed to eligible employees based on corporate and individual performance. The average incentive payment is approximately 20-5% of the base salary. The President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

# **EXHIBIT 18**

Approval of 2019 Metrics for Performance Based Variable Compensation Plan

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RESOLUTION 19285

WHEREAS, the President and Chief Executive Officer has presented a recommendation for the approval of 2019 Metrics for the Performance Based Variable Compensation Plan;

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the 2019 Plan Measures and Goals as described in the attachment hereto, to be utilized in connection with the overall compensation methodology. These metrics embody a balanced approach including financial, strategic, quality, operational, consumer focus/community engagement, diversity and innovation goals. No awards will be paid unless the System achieves the Adjusted EBIDA "trigger", which will be calculated net of the Performance Based Variable Compensation awards.

AYES: Ms. Anderson, Ms. Dee (via phone), Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Moss

ABSTAINED: None

DATE: March 27, 2019

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(This Resolution is written in a format conforming to the System's customary resolutions presented to the Board, recognizing that the Metrics in the form of the attachment were presented to the Board but the language of the Resolution was orally presented by the President and Chief Executive Officer and the Board Chair.)



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DRAFT - FOR DISCUSSION PURPOSES ONLY

## 2019 PBVC METRICS

2018 Goal / Measure	Weight	Performance level			Baseline
		Minimum (50%)	Target (100%)	Maximum (150%)	
<b>Financial (30%)</b>					
1. Adjusted EBIDA <sup>1</sup> (\$ thousands)	30%				
<b>Strategy/Growth (15%)</b>					
1. Referral Conversion Rate <sup>2</sup>	7.5%				
2. Share of Wallet: PMPY Improvement <sup>3</sup>	7.5%				
<b>Operations/Quality (15%)</b>					
1. Aggregate Ambulatory & Acute Care Care Quality Score <sup>4</sup>	15%				
<b>Consumer Focus/Community Engagement (15%)</b>					
1. Aggregate "Likelihood to Recommend" Score <sup>5</sup>	15%				
<b>Human Capital/Learning &amp; Growth (15%)</b>					
1. Aggregate Learning & Diversity Score <sup>6</sup>	15%				
<b>Innovation (10%)</b>					
1. Aggregate Digital Transformation Score <sup>7</sup>	10%				

<sup>1</sup> Plan includes a "trigger" equal to the minimum EBIDA which approximates the maximum annual debt service. [REDACTED] is the high range of our budget and represents A-/AA- credit. [REDACTED] represents the mid-point and A-/A credit. Adjusted EBIDA Excludes Board-approved non-recurring charges and the GASB 68 & 75 accounting adjustment. (Detailed and approved by Finance Committee Chair)

<sup>2</sup> Number of annual referrals completed / number of annual referrals generated. Assesses how effective MetroHealth is with matching the patient to the appropriate level of care more quickly, which is an integral part of managing an episode of care and ensuring high-quality outcomes. (Detailed and approved by Finance Committee Chair)

<sup>3</sup> SOW change will be reported as a percentage improvement on the dollars spent at MetroHealth per unique member per year (PMPY). System level financial implications of these thresholds based on 2018 patient volumes are approximated total net revenue changes of: threshold [REDACTED]; target [REDACTED]; and max [REDACTED]. Final revenue impacts will be dependent on 2019 patient volumes.

<sup>4</sup> Composite score of adult wellness, pediatric wellness and acute care C. diff measures. (Detailed and approved by Quality Committee)

<sup>5</sup> Composite measure of experience for the four main care settings and weighted by patient volume/system impact: Ambulatory Network Clinics (40% of score), Hospital (30% of score), Emergency Department (20% of score) and Express Care (10% of score). (Detailed and approved by Quality Committee)

<sup>6</sup> Composite score of Talent, Workforce, and Diverse Spend metrics

# **EXHIBIT 19**

Acceptance of the 2019 Results Compared to the 2019 Plan Measures and Goals and Acceptance of  
Achievements of Goals for the Performance Based Variable Compensation Program

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RESOLUTION 19354

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved the Performance Based Variable Compensation plan for senior leadership (the "Plan") and the Plan performance metrics for 2019;

WHEREAS, the Audit Committee of the Board of Trustees of The MetroHealth System has recommended that the Board of Trustees accept and acknowledge the System's 2019 results as compared with the 2019 metrics and the achievement of the goals for the 2019 Performance Based Variable Compensation Program; and

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the achievements for the 2019 Plan performance metrics.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System's 2019 performance results as compared to the 2019 Plan Measures and Goals previously adopted by the Board; and

BE IT FURTHER RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System's 2019 performance results as compared to the 2019 Plan Measures and Goals previously adopted by the Board, as verified by the final 2019 Net Operating Income through the finalization of the System's audited financial statements; and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES: Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno,  
Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: None

ABSTAINED: None

DATE: March 25, 2020



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**2019 PBVC MEASURES AND GOALS**

2019 Goal / Measure	Weight	Performance Level			2019 ACTUAL	% OF TARGET
		Minimum (50%)	Target (100%)	Maximum (150%)		
<b>Financial (30%)</b>						
1. Adjusted EBIDA <sup>1</sup> (\$ thousands)	30%					
<b>Strategy/Growth (15%)</b>						
1. Referral Conversion Rate <sup>2</sup>	7.5%					
2. Share of Wallet: PMPY Improvement <sup>3</sup>	7.5%					
<b>Operations/Quality (15%)</b>						
1. Aggregate Ambulatory & Acute Care Care Quality Score <sup>4</sup>	15%					
<b>Consumer Focus/Community Engagement (15%)</b>						
1. Aggregate "Likelihood to Recommend" Score <sup>5</sup>	15%					
<b>Human Capital/Learning &amp; Growth (15%)</b>						
1. Aggregate Learning & Diversity Score <sup>6</sup>	15%					
<b>Innovation (10%)</b>						
1. Aggregate Digital Transformation Score <sup>7</sup>	10%					
<b>AGGREGATE ACHIEVEMENT</b>						<b>134.5%</b>

<sup>1</sup> Plan includes a "trigger" equal to the minimum EBIDA which approximates the maximum annual debt service. [REDACTED] is the high range of our budget and represents A-/AA- credit. [REDACTED] represents the mid-point and A-/A credit. Adjusted EBIDA Excludes Board-approved non-recurring charges and the GASB 68 & 75 accounting adjustment. The numbers presented include the PBVC accrual. (Detailed and approved by Finance Committee Chair)

<sup>2</sup> Number of annual referrals completed / number of annual referrals generated. Assesses how effective MetroHealth is with matching the patient to the appropriate level of care more quickly, which is an integral part of managing an episode of care and ensuring high-quality outcomes. (Detailed and approved by Finance Committee Chair)

<sup>3</sup> SOW change will be reported as a percentage improvement on the dollars spent at MetroHealth per unique member per year (PMPY). System level financial implications of these thresholds based on 2018 patient volumes are approximated total net revenue changes of: threshold [REDACTED]; target [REDACTED]; and max [REDACTED]. Final revenue impacts will be dependent on 2019 patient volumes.

<sup>4</sup> Composite score of adult wellness, pediatric wellness and acute care C. diff measures. (Detailed and approved by Quality Committee)

<sup>5</sup> Composite measure of experience for the four main care settings and weighted by patient volume/system impact: Ambulatory Network Clinics (40% of score), Hospital (30% of score), Emergency Department (20% of score) and Express Care (10% of score). (Detailed and approved by Quality Committee)

<sup>6</sup> Composite score of Talent, Workforce, and Diverse Spend metrics (Detailed and approved by Diversity Committee)

<sup>7</sup> Composite score of Telehealth & Advanced Computing MOUs/Agreements, and Passage of IP legislation metrics

Based upon these 2019 results above, the total incentive program funding shall not exceed \$8,600,000. This amount has been fully accrued in the calculation of the System's financial results as reflected in its audited financial statements. Incentive program payments (PBVC, one-time recognition, supplemental incentives) shall be distributed to eligible employees based on corporate and individual performance. The average incentive payment is approximately 19.3% of the base salary. The President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

March 2020

# **EXHIBIT 20**

Acceptance of the 2020 Results Compared to the 2020 Plan Measures and Goals and Acceptance of  
Achievements of Goals for the Performance Based Variable Compensation Program

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RESOLUTION 19423

WHEREAS, the Board of Trustees of The MetroHealth System has previously approved the Performance Based Variable Compensation plan for senior leadership (the “Plan”) and the Plan performance metrics for 2020;

WHEREAS, the Audit and Compliance Committee of the Board of Trustees of The MetroHealth System has recommended that the Board of Trustees accept and acknowledge the System’s 2020 results as compared with the 2020 metrics and the achievement of the goals for the 2020 Performance Based Variable Compensation Program; and

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the achievements for the 2020 Plan performance metrics.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System’s 2020 performance results as compared to the 2020 Plan Measures and Goals previously adopted by the Board; and

BE IT FURTHER RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the achievements for the System’s 2020 performance results as compared to the 2020 Plan Measures and Goals previously adopted by the Board, as verified by the final 2020 Net Operating Income through the finalization of the System’s audited financial statements; and

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES: Ms. Dee, Ms. Davis Chappell, Mr. Hairston, Mr. Hurwitz, Ms. Kirk, Mr. Moss,  
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: March 24, 2021

2020 PBVC MEASURES AND GOALS	
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Based upon these 2020 results above, the total incentive program funding shall not exceed \$9,500,000. This amount has been fully accrued in the calculation of the System's financial results as reflected in its audited financial statements. Incentive program payments (PBVC, one-time recognition, supplemental incentives) shall be distributed to eligible employees based on System and individual performance. The average incentive payment is approximately 21.7% of the base salary. The President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.