

EXHIBIT 32



April 10, 2018

VIA EMAIL ONLY: gchrist@plaind.com

Ms. Ginger Christ
Healthcare Reporter
The Plain Dealer
1660 W. 2nd St., Suite 200
Cleveland, OH 44113

Re: Public Records Request, Leadership Salaries; Request for Clarification for Public Records Request

Dear Ms. Christ,

We have received your request for public records dated April 4, 2018, and after reviewing your request and earlier communications with Tina Arundel, Manager-Media Relations, we have determined that we need to clarify certain aspects of your request.

Your request states that you seek “information on the compensation (base salary, as well as compensation package) received by members of the executive leadership team,” specifically citing 14 designated individuals, “for 2017 and 2018, as well as any salary or compensation changes (or pending changes) for these individuals in 2018.”

In addition, in certain emails you referred to Board of Trustees’ resolutions that relate to MetroHealth’s performance based variable compensation (PBVC) program.

The first issue of clarification is “base salary”. In terms of “base salary”, we consider this to be the employee’s annualized salary before any deductions for all taxes and other withholding, health insurance and any other non-cash benefits provided to all employees. For example, an employee who worked half of the year, would be paid half of the annualized “base salary.”

The second issue is “compensation package” related to the performance based variable compensation program. Based on your emails with Tina Arundel referencing the March 2018 resolutions dealing with the PBVC program, we understand that you are seeking the performance based variable compensation payments made to the 14 designated individuals paid in 2017 and 2018. Please note, PBVC payments made in 2017 relate to 2016 achievement, and those made in 2018 relate to 2017 achievement.

Consequently, for each of these individuals, we understand your request to be (1) annualized base salary for 2017, (2) PBVC compensation paid in 2017 based upon 2016 performance, (3) 2016 PBVC percentage achievements that are the basis of the PBVC compensation, (4) annualized base salary for 2018, (5) PBVC compensation paid in 2018 based upon 2017 performance, (6) 2017 PBVC percentage

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achievements that are the basis of the PBVC compensation, (7) any changes in annualized base salary that took place in 2017, and year-to-date 2018, (8) any pending changes in annualized base salary, (9) any changes in PBVC percentages that took place in 2017, and year-to-date 2018, and (10) any pending changes in PBVC percentages.

Although we do not maintain a specific document which provides all of this information in such a format, we are prepared to create such a document in response to your request. Please confirm that the response outlined above provides the information that you are looking for and we will provide this to you within ten business days of receipt of your confirmation.

If you have any questions in the meantime, please do not hesitate to contact us at this email account, PublicRecords@MetroHealth.org, which is monitored closely during normal business hours, Monday through Friday from 8 a.m. to 5 p.m.

Office of the General Counsel
The MetroHealth System
2500 MetroHealth Drive
Cleveland, Ohio 44109-1998

EXHIBIT 33

To: Tina Arundel[tarundel@metrohealth.org]; tmcdonald@mcdonald-partners.com[tmcdonald@mcdonald-partners.com]
Cc: Elizabeth Allen[eallen@metrohealth.org]
From: Akram Boutros[/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6FBB5A40B614875BB37DC5D32154797-ABOUTROS]
Sent: Thur 4/26/2018 2:36:04 PM (UTC)
Subject: RE: FI: For our meeting tomorrow
[CEO Presentation to PD.pptx](#)

Hi Tom

We will not be sharing the resolution from 2013. They can find it themselves. Here's the presentation as I discussed with you. I can go through the first part and then you would take over begging with Slide 10. I will support with details for the numerical slides.

Thanks again for all your help and support.

Akram



MetroHealth

Akram Boutros, MD, FACHE

President and Chief Executive Officer
The MetroHealth System | 2500 MetroHealth
Drive Cleveland, OH 44109 | Office (216)
778-5700

From: Tina Arundel
Sent: Wednesday, April 25, 2018 3:49 PM
To: tmcdonald@mcdonald-partners.com; Akram Boutros <aboutros@metrohealth.org>
Cc: Elizabeth Allen <eallen@metrohealth.org>; Kathy Bellflower <kbellflower@metrohealth.org>
Subject: FI: For our meeting tomorrow

Hi Akram and Tom,

Attached is an outline for our editorial board prep meeting. The 2013 Board resolution regarding PBVC is also attached for your reference.

Please let me know if you need anything else before the meeting tomorrow afternoon.

Thank you,

Tina Shaerban Arundel

Manager, Public & Media Relations

P: 440-592-1334

C: 216-978-6083

tarundel@metrohealth.org

The MetroHealth System

5410 Lancaster Drive, Building B-217

Brooklyn Heights, OH 44131

ATTACHMENT

METROHEALTH YEAR-IN-REVIEW

EDITORIAL BOARD MEETING



METROHEALTH'S LEGACY OF ENDURANCE



- 1837 – Established one year after Cleveland is incorporated
- 1937 - Country's sixth largest hospital, with sixteen hospital buildings and 1,650 beds. Revenues – 55% City of Cleveland & 45% Cuyahoga County
- 1948 – Charles Rammelkamp identifies cause and treatment of rheumatic fever
- 1952 – Frederick Robbins isolates and grows poliovirus in human cells
- 1958 – Cleveland City Hospital transferred to County ownership
- 1993 – MetroHealth LifeFlight (est. 1982) is the nation's busiest emergency air transport system
- 2010 – 38% Medicaid, 23% Uninsured, 21% Medicare, 15% Commercial
- 2012 – New CEO hired and changes his mind 2 weeks before starting
- 2013 – Current CEO hired and shows up
- 2017 – 3.7% Operating Margin on 39% Medicaid, 7% Uninsured, 30% Medicare, 25% Commercial

UNPRECEDENTED GROWTH IN SERVICE OF COMMUNITY

2012

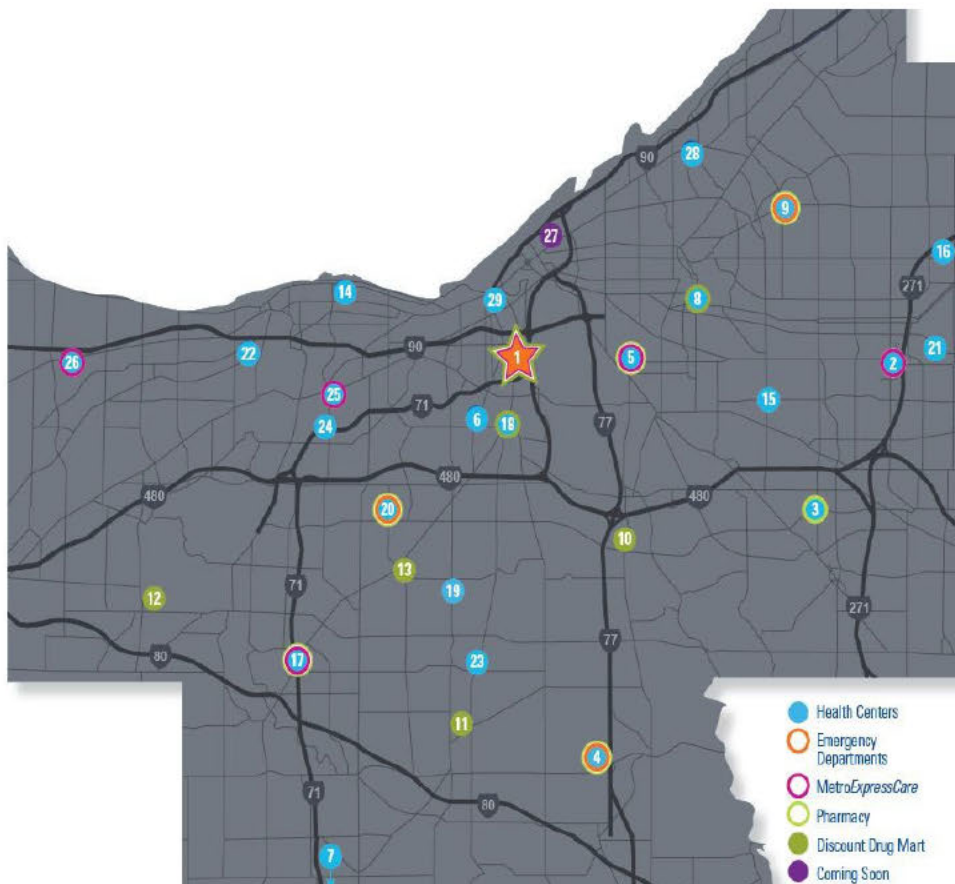
88% of Population within 10 min of MH Outpatient Facility

40% of Population within 15 min of MH Inpatient Facility

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- 1 ASC
- 1 Emergency Depts.
- 31 Care sites
- 3 Pharmacies
- 875,000 visits
- 201,000 unique patients
 - 74,334 Medicaid Pts.
 - 37,682 Uninsured Pts.
- 8,500 Risk lives
- 6,155 Employees

Revenues = \$783 Million

Community Benefit = \$201 Million



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97% of Population within 10 min of MH Outpatient Facility

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2013 – 2017 Community Benefit = \$1.1 Billion (\$145 million more than prior 5 years)
Medicaid Shortfall + Uncompensated Care = \$779 Million (\$96 million more than prior 5 years)

2017 YEAR-IN-REVIEW

- MetroHealth joint venture with Fresenius and Cleveland Clinic (The Ohio Renal Care Group) expands to East Cleveland
- Community Health Cooks training program teaches healthy Latin cooking
- MetroHealth launches Office of Opioid Safety.
- MetroHealth Opens Zubizarretta House for patients with spinal cord injuries
- Know the Risks, a MetroHealth-backed public-education campaign launches and gains recognition as national model
- Issue \$945.7 Million in Bonds – Largest self-fund public hospital project in the history of U.S.

2017 YEAR-IN-REVIEW

- Convert former HealthSpan sites to community hospitals, in Parma and Cleveland Heights.
- Sponsor CiCLEvia, a street festival on West 25th Street, that celebrates people-powered movement
- Team up with Cleveland State team to promote nursing degrees and offer tuition reimbursement
- Create CCH Development Corp. to help revitalize the W25th Street neighborhood
- MetroHealth's Pride Clinic celebrates 10th anniversary
- MetroHealth joint venture (The Ohio Renal Care Group) begins redevelopment of W25 Street with opening of new center.

2017 YEAR-IN-REVIEW

- Third year of classes accepted to the Lincoln-West School of Science and Health
- CWRU and MetroHealth develop dental affiliation to provide expanded oral health services for patients
- Convene North East Ohio's only Transgender job fair for the third consecutive year.
- Metro LifeFlight celebrates 35th anniversary
- MetroHealth is the first hospital in the country to use MissionRehearsal® technology, allowing surgeons to practice on a specific patient's case before performing brain surgery
- The Lofts at Lion Mills, a \$10 million affordable-housing project, supported by MetroHealth Opens

2017 YEAR-IN-REVIEW

- Construction begins in October on new MetroHealth parking garage, the first step in the Campus Transformation project
- MetroHealth Care Partners Receive Shared Savings- In the 2016 performance year, MetroHealth Care Partners delivered cost control at 8.1 percent below CMS' benchmark saving \$9.1 million
- MetroHealth is awarded a new \$1.9 million federal grant to increase distribution of the opioid overdose-reversal drug naloxone
- Unveil community transformation, and announce Hospital-in-a-Park. The first such transformation in the U.S.

AWARDS AND RECOGNITIONS

- The MetroHealth System is named one of the 150 Top Places to Work in Health Care in 2017 by Becker's Hospital Review
- For the fourth consecutive year, The MetroHealth System is recognized as a Most Wired hospital
- MetroHealth is named to the NorthCoast 99 list for the 14th time among the best places to work in Greater Cleveland
- Earn "LGBTQ Healthcare Equality Leader" designation in HRC Foundation's Healthcare Equality Index
- The Healthcare Information and Management Systems Society revalidates MetroHealth as the 16th recipient in the US of Stage 7 hospital and outpatient network EMR

2017 OPERATING PERFORMANCE

- Revenues increase by 44% over five years to \$1.13 billion
- Save Cuyahoga County \$15+ million in 2016/2017 from reduced HHS levy support
- Provide \$230 million in community benefit with \$160 million for uncompensated care and Medicaid Shortfall for patients
- Generated \$13.2 million in County and City employee taxes
- Record Year in many areas
 - 1.38 Million Outpatient Visits
 - 140 Thousand ED Visits
 - 297 Thousand Unique Patients
 - 7,467 Employees
 - 2,000+ Nurses
 - 1,000+ Physicians

HISTORY OF INCENTIVE PROGRAMS AT METROHEALTH

- 2013 - MH is criticized in Plain Dealer story for providing incentives to executives while losing \$6.5 million in 1Q2013
- May 8, 2013 – PD Editorial Board Meeting as reported by Ellen Jan Kleinerman

“Transparency is important, Boutros said. Once plans are solidified for MetroHealth, he wants to make them clear to the staff and the community. “It’s unfair to say ‘Follow me’ when you can’t see where we’re going.”

Boutros said he is aware of the recent criticism over \$738,000 in bonuses given to hospital executives last month.

Both Boutros and McDonald said such compensation is an important tool for measuring the leadership teams’ progress during the year. Both men said they planned to make specific terms of the performance-pay bonuses clear to the public by mid-July -- well before they are given out --to promote better understanding of the system. Boutros said he wants to use a balanced approach to performance pay, with half geared toward overall hospital goals and half toward an employee’s area of expertise.”

PERFORMANCE-BASED VARIABLE COMPENSATION PROGRAM AT METROHEALTH

- **Entirety of program is at-risk compensation**
- Financial trigger established for PBVC activation – one of the strongest protection measures for incentives in industry
- Benchmarks are assessed by nationally-recognized health compensation company, Sullivan-Cotter
- In addition, Board of Trustees directly and separately engage a second nationally-recognized health compensation firm, Findley-Davis to advise it on the benchmarks received from SC, goal setting, and program elements
- MetroHealth is competing against nationally and internationally recognized health systems

PERFORMANCE-BASED VARIABLE COMPENSATION PROGRAM AT METROHEALTH

- Executives are not eligible for cost-of-living adjustments, and have not received any COLA in 5 years. Only changes of scope, are assessed
- Program is metric-driven and is focused on financial, strategic, quality, diversity & community, and operations and patient engagement. New targets are established each year
- **2016 to Present – Separate bank account for receipt of HHS Levy is created to substantiate that support is used solely for reimbursement of direct costs of uninsured and underinsured patients, assuring that no taxpayer dollars are used for executive compensation**

2017 PERFORMANCE-BASED VARIABLE COMPENSATION GOALS

- Financial (20%)
 - Achieve financial operating performance at AA-bond levels
- Strategic (20%)
 - Increase number of unique patients served
 - Increase number of unique lives in risk contracts
- Quality (20%)
 - Improve CMS quality measures
 - Improve ACO quality measures
- Diversity & Community Engagement (20%)
 - Implement progressive inclusion and diversity programs
 - Complete inaugural community needs assessment
- Patient Engagement (20%)
 - Improve call center service levels
 - Improve outpatient provider satisfaction scores

PUBLIC HOSPITAL GROUP AVERAGE PROFILE

Metric	PUBLIC HOSPITAL GROUP AVERAGE (18)	2017 METROHEALTH
Revenues	\$1.027 Billion	\$1.130 Billion
Income excluding taxpayer support	-\$22.5 million -2.2%	\$9.1 million +0.8%
EBIDA excluding taxpayer support	\$33.7 million +3.4%	\$63.7 million +5.6%
Taxpayer Support	\$48.5 million	\$32.4 million
PAYOR MIX		
Commercial	30%	25%
Medicare	40%	30%
Medicaid	18%	39%
Self Pay	7%	5%
Other	5%	2%

MH Payor Mix results in ~\$70 million lower reimbursement than Avg. Public Hospital Peer Group

PUBLIC HOSPITALS - \$0.5 TO \$1.8 BILLION

1.	Carolinas Medical Center	Charlotte, NC
2.	The University of Kansas Health System	Kansas City, KS
3.	Lee Health	Cape Coral, FL
4.	University of Colorado Hospital	Aurora, CO
5.	Parkland Health & Hospital System	Dallas, TX
6.	Broward Health	Fort Lauderdale, FL
7.	Memorial Health System	Springfield, IL
8.	Denver Health Main Campus	Denver, CO
9.	Huntsville Hospital	Huntsville, AL
10.	Lexington Medical Center	West Columbia, SC
11.	El Camino Hospital	Mountain View, CA
12.	Sarasota Memorial Health Care System	Sarasota, FL
13.	West Tennessee Healthcare	Jackson, TN
14.	EvergreenHealth	Kirkland, WA
15.	Cambridge Health Alliance	Cambridge, MA
16.	AnMed Health	Anderson , SC
17.	Carolinas HealthCare System NorthEast	Concord, NC
18.	DCH Regional Medical Center	Tuscaloosa, AL

MHS REVENUES & INCOME 2003-2017

AFTER INCENTIVE PAYMENTS

Metric	2003-2012 10 Years	2013-2017 5 years
Average Annual Revenue Growth	\$26.3 million	\$69.0 million
Average Annual Income	\$5.5 million +0.6%	\$29.6 million +3.0%
Average Annual Earnings	\$47.7 million +7.1%	\$78.1 million +8.0%
Average Taxpayer Support (% of Revenues)	5.5%	3.8%
Average Annual Community Benefit	\$167 million	\$213 million
Executive Compensation as % of Revenues	0.84%	0.56%

EXECUTIVE COMPENSATION 2012 VS. 2017

Metric	2012	2017
Top Executives	15	15
Total Base Salary	\$4.92 million	\$5.46 million
Total 2012 Incentives / 2017 PBVC	\$0.73 million	\$1.69 million
Total Revenues	\$782.9 million	\$1.13 billion
Income	\$10.3 million	\$41.5 million
Earnings	\$54.4 million	\$96.1 million
Annual Revenue Increase = 7.6%		
Annual Income Increase = 32.2%		
Annual Earnings Increase = 12.1%		
Annual Top Executive Increase = 4.82%		

EXHIBIT 34

To: Arlene Anderson[arlene_anderson@sbcglobal.net]; jbs4@case.edu[jbs4@case.edu]; john.m.moss@ubs.com[john.m.moss@ubs.com]; mcs@first-interstate.com[mcs@first-interstate.com]; medee@ccdocle.org[medee@ccdocle.org]; Robert Hurwitz (RH@thecoralcompany.com)[RH@thecoralcompany.com]; terrym@digsubex.com[terrym@digsubex.com]; tmcDonald@mcdonald-partners.com[tmcDonald@mcdonald-partners.com]; vwhiting@vlwhitinglaw.com[vwhiting@vlwhitinglaw.com]
Cc: Michael Phillips[mphillips@metrohealth.org]
From: Akram Boutros[/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=6FBBD5A40B614875BB37DC5D32154797-ABOUTROS]
Sent: Fri 4/27/2018 4:45:04 PM (UTC)
Subject: CONFIDENTIAL - Plain Dealer Editorial Board Meeting - 4/27/2018
[Presentation to PD 042718.pdf](#)
[PD Requested Data.pdf](#)

Good afternoon,

Today, Mr. McDonald and I met with the editorial board of the Plain Dealer/Cleveland.com to discuss our 2017 Year-in-review and respond to public records request for compensation information for 14 executives.

The meeting was well attended with active participation by the editorial board. We discussed the attached presentation, and answered the board's questions. The tone was very positive during the meeting. In addition, I delivered the attached information to the PD. The public records request was specific to these categories of information. I informed the reporter that it may be difficult to understand and does not represent the full picture. I informed her that I would be open to meeting with her next week if she requires additional explanation.

There was a clear understanding that MetroHealth "governmental" status is very limited and that we need to compete in a strong market. They expressed concern that our public status may hinder our growth and success. We assured them that at this time, we are pursuing a success strategy that maintains our public standing.

Please contact me directly on my cell (216) 973-0128 if you have any questions.

Warm regards,

Akram



Akram Boutros, MD, FACHE
President and Chief Executive Officer
The MetroHealth System | 2500 MetroHealth
Drive Cleveland, OH 44109 | Office (216)
778-5700

ATTACHMENT

METROHEALTH SYSTEM YEAR-IN-REVIEW

ADVANCE OHIO/PLAIN DEALER EDITORIAL BOARD MEETING

APRIL 27, 2018



METROHEALTH'S LEGACY OF ENDURANCE



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- 1958 – Cleveland City Hospital transferred to county ownership
- 1993 – MetroHealth LifeFlight (est. 1982) is the nation's busiest emergency air transport system
- 2003-2012 – MetroHealth begins to experience significant operating losses leading to curtailment of services and several reductions-in-force
- 2012 – New CEO hired and changes his mind 2 weeks before starting
- 2013-2017 – MetroHealth produces \$140+ million in operating income and expands services and locations, adds staff and avoids layoffs
- 2017 – 3.7% Operating Margin on 39% Medicaid, 7% Uninsured, 30% Medicare, 25% Commercial

UNPRECEDENTED GROWTH IN SERVICE OF COMMUNITY

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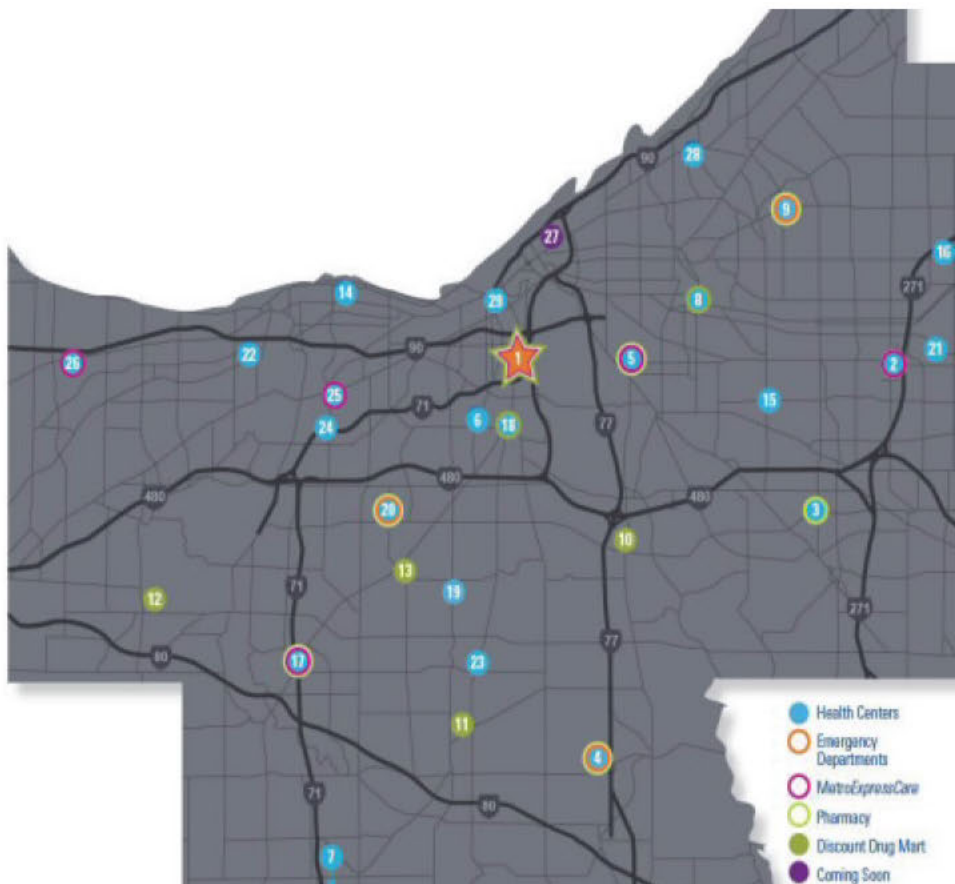
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2017 YEAR-IN-REVIEW IN BRIEF

- Achieved national recognition for lots of firsts
 - Largest self-funded public hospital project in US
 - First Hospital-in-a-Park
 - Remains first high school inside a health system
 - Reduced taxpayer burden for uncompensated care
 - Top performer of Ohio health systems for cost savings for Medicare Accountable Care Organizations
- Expanded services in East Cleveland, Parma, and Cleveland Heights
- Ignited W. 25th Street revitalization
- Best financial performance in 181 year history, and top decile of public hospitals

2017 YEAR-IN-REVIEW - SERVICES

- MetroHealth joint venture (Ohio Renal Care Group) expands to East Cleveland
- MetroHealth launches Office of Opioid Safety.
- MetroHealth Opens Zubizarreta House for patients with spinal cord injuries
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- Third year of classes accepted to the Lincoln-West School of Science and Health
- Convene Northeast Ohio's only Transgender Job Fair for the third consecutive year.
- Unveil community transformation, and announce Hospital-in-a-Park. The first such transformation in the U.S.
- MetroHealth diversity hiring soars as diverse managers make up 41% of all new hires, and diverse + gender-inclusive hires reach 82%. For physicians its 33% and 75%, respectively

2017 YEAR-IN-REVIEW – TRANSFORMATION

- MetroHealth Care Partners Receive Shared Savings – In the 2016 performance year, MetroHealth Care Partners delivered cost control at 8.1% below CMS' benchmark saving \$9.1 million
- Issue \$945.7 million in bonds – Largest self-funded public hospital project in the history of U.S.
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PERFORMANCE-BASED VARIABLE
COMPENSATION PROGRAM



HISTORY OF INCENTIVE PROGRAMS AT METROHEALTH

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MetroHealth financial performance in 2017 is \$115+ million better than the Normalized Average Public Hospital Peer Group

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Total 2012 Incentives / 2017 PBVC	\$0.73 million	\$1.69 million
Total Revenues	\$782.9 million	\$1.13 billion
Income	\$10.3 million	\$41.5 million
Earnings	\$54.4 million	\$96.1 million
Annual Revenue Increase = 7.6%		
Annual Income Increase = 32.2%		
Annual Earnings Increase = 12.1%		
Annual Top Executive Increase = 4.82%		

SUMMARY

- We are living our mission to care for the most vulnerable
- We are igniting West Side development
- We are transparent
- Our PBVC program
 - Does not use taxpayer funds
 - Catalyzes outstanding performance, saving taxpayers millions by self funding bonds and reducing HHS support
 - Elevated services, clinical and financial performance to historic levels
 - Prompted the hiring of ~1,400 people while other health systems laid off people
 - Allows us to stay competitive for top talent
 - Is a critical ingredient for our sustainability

ATTACHMENT

	REQUESTED DATA	1	2	3	4	5	6	7	8	9	10	11			12			
		2017 Annualized Initial Base Salary	2016 PBVC Paid in 2017	2016 PBVC Achievement	2018 Annualized Base Salary	2017 PBVC Paid in 2018	2017 PBVC Achievement	Change in Annualized Base Salary	Date of Change in Annualized Base Salary	Pending Change in Annualized Base Salary	Date of Pending Change in Annualized Base Salary	Change in PBVC	Date of Change in PBVC	Pending Changes in PBVC	50th Percentile Compensation for Camprable Health Systems	75th Perecentile Compensation for Camprable Health Systems	75th Perecentile Compensation for Camprable Health Systems	
NAME	2018 Function																	Notes
Akram Boutros, MD	President & Chief Executive Officer	\$869,003	\$316,317	36.4%	\$930,010	\$398,072	44.3%	\$61,006	7/2/2017	N/A	N/A	N/A	N/A	N/A	\$1,205,500	\$1,471,900	\$1,760,300	
Bernard Boulanger, MD	EVP & Chief Clinical Officer	\$450,008	\$96,658	21.5%	\$499,990	\$160,986	33.9%	\$49,982	7/2/2017	N/A	N/A	N/A	N/A	N/A	\$686,800	\$778,500	\$894,900	
Elizabeth Allen	SVP - External Affairs	\$247,520	\$61,385	24.8%	\$247,520	\$75,768	30.6%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	\$355,300	\$375,800	\$428,400	
Karim Botros	SVP - Chief Strategy & Innovation Officer	\$320,008	\$51,481	16.1%	\$339,997	\$94,390	28.6%	\$19,989	7/2/2017	N/A	N/A	15% to 25%	7/2/2017	N/A	\$460,600	\$558,400	\$621,700	Promoted SVP - Chief Strategy & Innovation Officer on 3/26/2017
Nabil Chehade, MD	SVP - Chief Population Health Officer	\$435,011	\$45,462	25.0%	\$435,011	\$146,211	33.6%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	\$314,800	\$474,100	\$652,300	
Walter Jones	SVP - Campus Transformation	\$280,010	\$37,620	25.4%	\$280,010	\$69,490	30.6%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	\$261,300	\$291,500	\$349,500	
Melissa Kline, RN	VP - Chief Nursing Officer	\$255,008	\$38,060	14.9%	\$280,010	\$42,927	16.0%	\$25,002	7/2/2017	N/A	N/A	N/A	N/A	N/A	\$389,500	\$446,500	\$514,200	Promoted to VP - Patient Care Services 7/2/2018
Michael Stern	EVP & Chief Operating Officer	\$345,010	\$87,374	25.3%	\$425,000	\$120,290	33.2%	\$34,986	7/2/2017	N/A	N/A	N/A	N/A	N/A	\$519,800	\$666,900	\$773,400	Promoted to EVP & Chief Operating Officer on 1/1/2018
Craig Richmond	EVP & Chief Financial Officer	\$420,014	\$108,574	25.9%	\$469,997	\$147,233	33.1%	\$49,983	7/2/2017	N/A	N/A	N/A	N/A	N/A	\$635,000	\$765,400	\$869,200	
Kate Brown	President - MetroHealth Foundation	\$225,014	\$50,144	22.3%	\$225,014	\$58,307	25.9%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	\$301,100	\$366,800	\$460,800	
Jane Platten	SVP - Chief of Staff	\$150,010	\$0	0.0%	\$260,000	\$26,325	17.0%	\$9,984	7/2/2017	N/A	N/A	N/A	N/A	N/A	\$190,400	\$212,400	\$254,668	Promtion to Chief of Staff on 1/1/2018
Sara Laskey	VP - Chief Experience Officer	\$360,006	\$33,373	13.7%	\$379,995	\$35,510	15.8%	\$19,995	7/2/2017	N/A	N/A	N/A	N/A	N/A	\$303,500	\$331,700	\$470,000	Reduction in Administrative Salary for CXO
Michael Phillips	SVP - Chief Legal Officer	\$360,006	\$86,310	24.0%	\$360,006	\$106,651	29.6%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	\$465,500	\$582,600	\$653,500	
Cheryl Wahl	SVP - Chief Compliance & Ethics Officer	\$300,019	\$0	0.0%	\$300,019	\$45,166	31.6%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	\$330,815	\$401,058	\$446,500	New hire 6/27/2017

All Helath and Human Service funds are deposited in a seperate bank account and are used to support individual patients who are uninsured or underinsured. In 2017, MetroHelath delivered nearly \$175 million of care, at cost, to Cuyahoga County resident who are uninsured or who require supplemental support under Medicaid (Medicaid Shortfall). No HHS funds are used for executive compensation. MetroHealth Board of Trustees sets executive compensation, and it follows a rigorous process consistent with best practices for tax-exempt organizations. The board also uses independent third-party advisers to help compare compensation at organizations of similar size, scope and complexity. In addition, performance-based variable compensation is fully at-risk based on threshold financial performance and is ltied to goals that align the work of MetroHealth executives with the quality, patient experience, strategic, community, inclusion & diversity, and financial goals of the organization. Compensation for the top 14 equals less than 1 percent of total compensation for all MetroHealth employees.

EXHIBIT 35

Smith, Hannah M.

From: Akram Boutros
Sent: Sunday, October 3, 2021 10:44 AM
To: Vanessa Whiting
Cc: Michael Phillips; Rob.Rogers@findley.com
Subject: Sullivan Cotter 2021 Compensation Report
Attachments: MetroHealth Report DRAFT 09.28.21DRAFT.pdf; Contract Extension to 2026-10032021.docx

Importance: High

Vanessa, Mike, and Rob,

Attached is the report from Sullivan Cotter. Please note the following:

- It is marked draft because I haven't corrected their assumption about the SERP being cliff vested rather the current over three years. Other than that the report is good to go.
- The median comparative company revenues is \$1.54 Billion in 2021. MetroHealth should approximate that in 2021, and be at \$1.6 Billion in 2022. Since we are setting my salary for 2022, I am requesting the base be slightly higher for 2022 than the 2021 median.
- The TC, with retention bonus and new SERP, will likely exceed the 90th percentile in TC. I believe that a 150% of 90th percentile upper limit is appropriate and commensurate with the performance goals.

Also attached is the revised terms for the agreement.

I appreciate the Board's deliberation, and request that we accelerate this process so as to meet our mutual goal of signing this agreement by end of the month. As such, I suggest that Mike draft an agreement with the salient changes, and await Board approval of key terms to insert after the October 27th meeting. I will then be able to review all the draft language and we can have a completed contract at the end of October.

I remain available to discuss and expedite the process at your convenience.

Regards,

Akram



Akram Boutros, MD, FACHE | President & Chief Executive Officer
O 216-778-5700 | aboutros@metrohealth.org

Executive Assistant: Linda Steimle
O 216-778-5700 | lsteimle@metrohealth.org
MetroHealth Main Campus | 2500 MetroHealth Drive, Cleveland, OH 44109

Akram Boutros, MD
Proposed Terms of New Contract

	Initial Terms 07/09/2021	Revised Terms 10/03/2021	NOTES
Term:	1/1/2022 to 12/31/2026	1/1/2022 to 12/31/2026	
Salary:	2022 - \$1.10 million with 5% annual increase	2022 - \$1.20 million with 5% annual increase.	2021 data median for \$1.54 B health system is \$1.1163. In 2022, MH will approximate \$1.6B
PBVC Target:	Maintain at 35%	Maintain at 35%	
SERP:	Increase from 25% to 35% All SERP paid out by 6/1/2027	Increase from 25% to 35% All SERP paid out by 6/1/2027	
Retention Bonus:	\$0.5 million for each year	\$0.5 million for each year	Accrues annually, held till contract completion
Success Fee:	Determined by BOT at its sole discretion Based on Performance since 6/1/2013 Minimum Amount = \$0 million Maximum Amount = \$2.5 million	Determined by BOT at its sole discretion Based on Performance since 6/1/2013 Minimum Amount = \$0 million Maximum Amount = \$2.5 million	
Post-Term provisions:	2-year agreement as Board Advisor and CEO Consultant starting 1/1/2027 Remain as employee with OPERS Salary at \$650,000 PBVC Target at 25% Office in Executive Suite and assistant Restrictive Covenant increased to Northeast Ohio or all of Ohio Time Commitment – Full time for 3-6 months, averaging 0.6 FTE	None	At Board request

ATTACHMENT

REDACTED

EXHIBIT 36

Approval of Transition Plan & Temporary Modifications to Delegations of Authority

RESOLUTION 19537

WHEREAS, the Board of Trustees previously adopted Policy BOT-07 (Delegations of Authority), which delegated certain authorities to the President and Chief Executive Officer for the management and administration of the hospital system; and

WHEREAS, The MetroHealth System's current President and Chief Executive Officer has announced his retirement and a new President and Chief Executive Officer has been named; and

WHEREAS, it is best practice that the Board of Trustees and the incoming President and Chief Executive Officer have knowledge of and engagement in the activities of the System to ensure a smooth transition; and

WHEREAS, the Board's Governance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the attached amended delegations associated with the President and Chief Executive Officer transition period. This transition plan and amended delegations shall take effect immediately and remain in place through December 31, 2022.

AYES:	Ms. Chappell, Mr. Corlett, Mr. Hairston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting
NAYS:	Ms. Dee
ABSENT:	Mr. Monnolly
ABSTAINED:	
DATE:	November 09, 2022

Attachment A

To facilitate a smooth transition between current and incoming Presidents and Chief Executive Officers and to provide appropriate transparency to the Board of Trustees, the following framework shall be enacted:

1. Transition Oversight Team: The current President and Chief Executive Officer (the "Current CEO") will meet at least weekly with a Transition Oversight Team comprised of members of the Board of Trustees selected by the Board Chairperson, the incoming President and Chief Executive Officer and others as directed by the Board Chairperson.
2. Transition Matters: The Current CEO will provide advance written notice to and allow for discussion with the Transition Oversight Team regarding any material System activities, including each of the following:
 - *Personnel Actions*: any hiring, terminating, changing the role of, increasing or decreasing the compensation for, or providing any kind of bonus compensation to any Executive Vice President, Senior Vice President, or Vice President
 - *Spend or Transfer Greater than \$1M*: any spend greater than \$1M or any transfer among related entities greater than \$1M
 - *New Projects and New Arrangements*: any new MetroHealth projects or arrangements that require more than \$1M of funding
 - *Donations to Nonprofits*: any donation to a nonprofit
 - *Public Meetings / Policy Positions*: any plans for any public meetings, including any annual stakeholders meeting, or issuance of any major public policy position(s) on behalf of MetroHealth

In the event that the Transition Oversight Team does not agree with the Current CEO's proposal on the matter, the Current CEO cannot take the proposed action without Board approval.

If a matter requiring the involvement of the Transition Oversight Team cannot wait until the subsequent Transition Oversight Team meeting, the Current CEO shall contact the Chair of the Transition Oversight Team (as selected by the Board Chairperson).

All delegations of authority set forth in Policy BOT-07 and that are not amended by this Transition Plan shall remain unchanged and in effect.

EXHIBIT 37

The MetroHealth System
2500 MetroHealth Drive
Cleveland, Ohio 44109
Attention: Vanessa Whiting - Chair of the Board

HAND DELIVERED - NOVEMBER 11, 2022 TO VALERIE HAWKINS

Dear Vanessa:

The past several weeks have been difficult for all parties.

While I think everyone is interested in doing what is best for MetroHealth, the patients, and the employees, we seem to be heading toward a very public dispute and litigation. Please know that this is not my preferred approach.

I would very much like to find a mutually beneficial resolution to all current and future issues. I am eager to begin a dispute resolution process that can be led by employment lawyers who are experienced in this approach. I stand ready to engage such an attorney on my side and hope that you are willing to do the same.

In the meantime, to protect my interests, and in compliance with my most recently executed employment agreement, I am submitting the attached as written Notice pursuant to Section 17 of my termination of employment with good reason as defined in Section 12(D)(ii)(b) and (c), and breach of contract under Section 4 for failing to provide benefits "customarily provided by the System to its senior executive officers. . . consistent with the system's policies and practices."

The good reason basis for Section 12(D)(ii)(b) and (c) is a consequence of Board Resolution 19537, which requires me to report to a Transition Oversight Team, comprised of two Board Members and the Incoming CEO on specific matters that I have had authority for during my tenure, and limits my authority by stating "In the event that the Transition Oversight Team does not agree with the Current CEO's proposal on the matter, the Current CEO cannot take the proposed action without Board approval".

In conclusion, I want to reiterate my hope for us to find a mutually beneficial resolution using employment lawyers who are experienced in dispute resolution. I look forward to the Board's prompt attention to this matter.

Sincerely,

A handwritten signature in blue ink, appearing to read "Akram Boutros", followed by a horizontal line.

Akram Boutros, MD, FACHE

CC: Laura McBride – Senior Vice President and Chief Legal Officer - **HAND DELIVERED**
Sonja Rajki – Senior Vice President and Chief Legal Officer - **HAND DELIVERED**

EXHIBIT 38

**WRITTEN NOTICE TO CHAIR OF THE BOARD
AND SENIOR VICE PRESIDENT AND CHIEF LEGAL OFFICER**

November 11, 2022

I am submitting written Notice pursuant to Section 17 of my termination of employment with good reason as defined in Section 12(D)(ii)(b) and (c), and breach of contract under Section 4 for failing to provide benefits "customarily provided by the System to its senior executive officers. . . consistent with the system's policies and practices."

The good reason basis for Section 12(D)(ii)(b) and (c) is a consequence of Board Resolution 19537, which requires me to report to a Transition Oversight Team, comprised of two Board Members and the Incoming CEO on specific matters that I have had authority for during my tenure, and limits my authority by stating "In the event that the Transition Oversight Team does not agree with the Current CEO's proposal on the matter, the Current CEO cannot take the proposed action without Board approval".

Sincerely,

A handwritten signature in blue ink, appearing to read "Akram Boutros", followed by a horizontal line.

Akram Boutros, MD, FACHE