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
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
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
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
- 2 Inpatient facilities
- 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

2017

97% of Population within 10 min of MH Outpatient Facility
82% of Population within 15 min of MH Inpatient Facility
- 4 Inpatient facilities
- 3 ASCs
- 4 Emergency Depts.
- 74 Care sites
- 9 Pharmacies
- 1,300,000 visits
- 296,000 unique patients
  - 125,528 Medicaid Pts.
  - 20,736 Uninsured Pts.
- 147,000 Risk lives
- 7,467 Employees

Revenues = $1.128 Billion
Community Benefit = $231 Million

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 advice 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

<table>
<thead>
<tr>
<th>Metric</th>
<th>PUBLIC HOSPITAL GROUP AVERAGE (18)</th>
<th>2017 METROHEALTH</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenues</td>
<td>$1.027 Billion</td>
<td>$1.130 Billion</td>
</tr>
<tr>
<td>Income excluding taxpayer support</td>
<td>-$22.5 million</td>
<td>-$22.5 billion</td>
</tr>
<tr>
<td>EBIDA excluding taxpayer support</td>
<td>$33.7 million</td>
<td>$33.7 million</td>
</tr>
<tr>
<td>Taxpayer Support</td>
<td>$48.5 million</td>
<td>$32.4 million</td>
</tr>
</tbody>
</table>

**PAYOR MIX**

<table>
<thead>
<tr>
<th>Payor Type</th>
<th>PUBLIC HOSPITAL GROUP AVERAGE (18)</th>
<th>2017 METROHEALTH</th>
</tr>
</thead>
<tbody>
<tr>
<td>Commercial</td>
<td>30%</td>
<td>25%</td>
</tr>
<tr>
<td>Medicare</td>
<td>40%</td>
<td>30%</td>
</tr>
<tr>
<td>Medicaid</td>
<td>18%</td>
<td>39%</td>
</tr>
<tr>
<td>Self Pay</td>
<td>7%</td>
<td>5%</td>
</tr>
<tr>
<td>Other</td>
<td>5%</td>
<td>2%</td>
</tr>
</tbody>
</table>

MH Payor Mix results in ~$70 million lower reimbursement than Avg. Public Hospital Peer Group.
# PUBLIC HOSPITALS - $0.5 TO $1.8 BILLION

<table>
<thead>
<tr>
<th></th>
<th>Hospital Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Carolinas Medical Center</td>
<td>Charlotte, NC</td>
</tr>
<tr>
<td>2</td>
<td>The University of Kansas Health System</td>
<td>Kansas City, KS</td>
</tr>
<tr>
<td>3</td>
<td>Lee Health</td>
<td>Cape Coral, FL</td>
</tr>
<tr>
<td>4</td>
<td>University of Colorado Hospital</td>
<td>Aurora, CO</td>
</tr>
<tr>
<td>5</td>
<td>Parkland Health &amp; Hospital System</td>
<td>Dallas, TX</td>
</tr>
<tr>
<td>6</td>
<td>Broward Health</td>
<td>Fort Lauderdale, FL</td>
</tr>
<tr>
<td>7</td>
<td>Memorial Health System</td>
<td>Springfield, IL</td>
</tr>
<tr>
<td>8</td>
<td>Denver Health Main Campus</td>
<td>Denver, CO</td>
</tr>
<tr>
<td>9</td>
<td>Huntsville Hospital</td>
<td>Huntsville, AL</td>
</tr>
<tr>
<td>10</td>
<td>Lexington Medical Center</td>
<td>West Columbia, SC</td>
</tr>
<tr>
<td>11</td>
<td>El Camino Hospital</td>
<td>Mountain View, CA</td>
</tr>
<tr>
<td>12</td>
<td>Sarasota Memorial Health Care System</td>
<td>Sarasota, FL</td>
</tr>
<tr>
<td>13</td>
<td>West Tennessee Healthcare</td>
<td>Jackson, TN</td>
</tr>
<tr>
<td>14</td>
<td>EvergreenHealth</td>
<td>Kirkland, WA</td>
</tr>
<tr>
<td>15</td>
<td>Cambridge Health Alliance</td>
<td>Cambridge, MA</td>
</tr>
<tr>
<td>16</td>
<td>AnMed Health</td>
<td>Anderson, SC</td>
</tr>
<tr>
<td>17</td>
<td>Carolinas HealthCare System NorthEast</td>
<td>Concord, NC</td>
</tr>
<tr>
<td>18</td>
<td>DCH Regional Medical Center</td>
<td>Tuscaloosa, AL</td>
</tr>
</tbody>
</table>
## MHS REVENUES & INCOME 2003-2017
### AFTER INCENTIVE PAYMENTS

<table>
<thead>
<tr>
<th>Metric</th>
<th>2003-2012 10 Years</th>
<th>2013-2017 5 years</th>
</tr>
</thead>
<tbody>
<tr>
<td>Average Annual Revenue Growth</td>
<td>$26.3 million</td>
<td>$69.0 million</td>
</tr>
<tr>
<td>Average Annual Income</td>
<td>$5.5 million</td>
<td>$29.6 million</td>
</tr>
<tr>
<td></td>
<td>+0.6%</td>
<td>+3.0%</td>
</tr>
<tr>
<td>Average Annual Earnings</td>
<td>$47.7 million</td>
<td>$78.1 million</td>
</tr>
<tr>
<td></td>
<td>+7.1%</td>
<td>+8.0%</td>
</tr>
<tr>
<td>Average Taxpayer Support (% of Revenues)</td>
<td>5.5%</td>
<td>3.8%</td>
</tr>
<tr>
<td>Average Annual Community Benefit</td>
<td>$167 million</td>
<td>$213 million</td>
</tr>
<tr>
<td>Executive Compensation as % of Revenues</td>
<td>0.84%</td>
<td>0.56%</td>
</tr>
</tbody>
</table>
## EXECUTIVE COMPENSATION 2012 VS. 2017

<table>
<thead>
<tr>
<th>Metric</th>
<th>2012</th>
<th>2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Top Executives</td>
<td>15</td>
<td>15</td>
</tr>
<tr>
<td>Total Base Salary</td>
<td>$4.92 million</td>
<td>$5.46 million</td>
</tr>
<tr>
<td>Total 2012 Incentives / 2017 PBVC</td>
<td>$0.73 million</td>
<td>$1.69 million</td>
</tr>
<tr>
<td>Total Revenues</td>
<td>$782.9 million</td>
<td>$1.13 billion</td>
</tr>
<tr>
<td>Income</td>
<td>$10.3 million</td>
<td>$41.5 million</td>
</tr>
<tr>
<td>Earnings</td>
<td>$54.4 million</td>
<td>$96.1 million</td>
</tr>
</tbody>
</table>

Annual Revenue Increase = 7.6%
Annual Income Increase = 32.2%
Annual Earnings Increase = 12.1%
Annual Top Executive Increase = 4.82%
EXHIBIT 34
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. They 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
ATTACHMENT
METROHEALTH'S LEGACY OF ENDURANCE

- 1837 – Established one year after Cleveland is incorporated
- 1937 - Country’s sixth largest hospital, with 16 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
- 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

**2012**
- 88% of Population within 10 min of MH Outpatient Facility
- 40% of Population within 15 min of MH Inpatient Facility
  - 2 Inpatient facilities
  - 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

**2017**
- 97% of Population within 10 min of MH Outpatient Facility
- 82% of Population within 15 min of MH Inpatient Facility
  - 4 Inpatient facilities
  - 3 ASCs
  - 4 Emergency Depts.
  - 74 Care sites
  - 9 Pharmacies
  - 1,300,000 visits
  - 296,000 unique patients
    - 125,528 Medicaid Pts.
    - 20,736 Uninsured Pts.
  - 147,000 Risk lives
  - 7,467 Employees

Revenues = $1.128 Billion  
Community Benefit = $231 Million

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 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
MetroHealth joint venture (Ohio Renal Care Group) expands to East Cleveland
MetroHealth launches Office of Opioid Safety.
MetroHealth Openes Zubizarreta House for patients with spinal cord injuries
Converts former HealthSpan sites to community hospitals in Parma and Cleveland Heights
CWRU and MetroHealth develop dental affiliation to provide expanded oral health services for patients
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
2017 YEAR-IN-REVIEW - COMMUNITY

- Know the Risks, a MetroHealth-backed public-education campaign, launches and gains recognition as national model
- Sponsor CiCLEvia, a street festival on W. 25th Street that celebrates people-powered movement
- Community Health Cooks teaches healthy Latin cooking
- The Lofts at Lion Mills, a $10 million affordable-housing project supported by MetroHealth, opens
- Create CCH Development Corp. to help revitalize the W. 25th Street neighborhood
- Team up with Cleveland State to promote nursing degrees and offer tuition reimbursement
- MetroHealth is awarded a new $1.9 million federal grant to increase distribution of the opioid overdose-reversal drug naloxone
2017 YEAR-IN-REVIEW - DIVERSITY

- MetroHealth’s Pride Clinic celebrates 10th anniversary
- 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
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.

MetroHealth joint venture (Ohio Renal Care Group) begins redevelopment of W25 Street with opening of new center.

Construction begins in October on new MetroHealth parking garage, the first step in the Campus Transformation project.
2017 YEAR-IN-REVIEW – OPERATIONS

- 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
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 – the best places to work in Greater Cleveland – for the 14th time
• 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
PERFORMANCE-BASED VARIABLE COMPENSATION PROGRAM
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
- Base salary changes are limited to changes in responsibility and span of control
- 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 ensure 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

<table>
<thead>
<tr>
<th>Metric</th>
<th>Public Hospital Group Average (18)</th>
<th>2017 MetroHealth</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenues</td>
<td>$1.027 Billion</td>
<td>$1.130 Billion</td>
</tr>
<tr>
<td>Income, excluding taxpayer support</td>
<td>-$22.5 million</td>
<td>$9.1 million</td>
</tr>
<tr>
<td>EBIDA, excluding taxpayer support</td>
<td>$33.7 million</td>
<td>$63.7 million</td>
</tr>
<tr>
<td>Taxpayer Support</td>
<td>$48.5 million</td>
<td>$32.4 million</td>
</tr>
</tbody>
</table>

### Payor Mix

<table>
<thead>
<tr>
<th>Payor</th>
<th>Public Hospital Group Average 18</th>
<th>2017 MetroHealth</th>
</tr>
</thead>
<tbody>
<tr>
<td>Commercial</td>
<td>30%</td>
<td>25%</td>
</tr>
<tr>
<td>Medicare</td>
<td>40%</td>
<td>30%</td>
</tr>
<tr>
<td>Medicaid</td>
<td>18%</td>
<td>39%</td>
</tr>
<tr>
<td>Self Pay</td>
<td>7%</td>
<td>7%</td>
</tr>
<tr>
<td>Other</td>
<td>5%</td>
<td>0%</td>
</tr>
</tbody>
</table>

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

MetroHealth financial performance in 2017 is $115+ million better than the Normalized Average Public Hospital Peer Group.
### PUBLIC HOSPITALS - $0.5 TO $1.8 BILLION

<table>
<thead>
<tr>
<th></th>
<th>Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Carolinas Medical Center (Atrium Health)</td>
<td>Charlotte, NC</td>
</tr>
<tr>
<td>2</td>
<td>The University of Kansas Health System</td>
<td>Kansas City, KS</td>
</tr>
<tr>
<td>3</td>
<td>Lee Health</td>
<td>Cape Coral, FL</td>
</tr>
<tr>
<td>4</td>
<td>University of Colorado Hospital</td>
<td>Aurora, CO</td>
</tr>
<tr>
<td>5</td>
<td>Parkland Health &amp; Hospital System</td>
<td>Dallas, TX</td>
</tr>
<tr>
<td>6</td>
<td>Broward Health</td>
<td>Fort Lauderdale, FL</td>
</tr>
<tr>
<td>7</td>
<td>Memorial Health System</td>
<td>Springfield, IL</td>
</tr>
<tr>
<td>8</td>
<td>Denver Health Main Campus</td>
<td>Denver, CO</td>
</tr>
<tr>
<td>9</td>
<td>Huntsville Hospital</td>
<td>Huntsville, AL</td>
</tr>
<tr>
<td>10</td>
<td>Lexington Medical Center</td>
<td>West Columbia, SC</td>
</tr>
<tr>
<td>11</td>
<td>El Camino Hospital</td>
<td>Mountain View, CA</td>
</tr>
<tr>
<td>12</td>
<td>Sarasota Memorial Health Care System</td>
<td>Sarasota, FL</td>
</tr>
<tr>
<td>13</td>
<td>West Tennessee Healthcare</td>
<td>Jackson, TN</td>
</tr>
<tr>
<td>14</td>
<td>EvergreenHealth</td>
<td>Kirkland, WA</td>
</tr>
<tr>
<td>15</td>
<td>Cambridge Health Alliance</td>
<td>Cambridge, MA</td>
</tr>
<tr>
<td>16</td>
<td>AnMed Health</td>
<td>Anderson, SC</td>
</tr>
<tr>
<td>17</td>
<td>Carolinas HealthCare System NorthEast</td>
<td>Concord, NC</td>
</tr>
<tr>
<td>18</td>
<td>DCH Regional Medical Center</td>
<td>Tuscaloosa, AL</td>
</tr>
<tr>
<td>Metric</td>
<td>2003-2012 10 Years</td>
<td>2013-2017 5 years</td>
</tr>
<tr>
<td>-------------------------------------</td>
<td>--------------------------</td>
<td>-------------------------</td>
</tr>
<tr>
<td>Average Annual Revenue Growth</td>
<td>$26.3 million</td>
<td>$69.0 million</td>
</tr>
<tr>
<td>Average Annual Income</td>
<td>$5.5 million +0.6%</td>
<td>$29.6 million +3.0%</td>
</tr>
<tr>
<td>Average Annual Earnings</td>
<td>$47.7 million +7.1%</td>
<td>$78.1 million +8.0%</td>
</tr>
<tr>
<td>Average Taxpayer Support (% of Revenues)</td>
<td>5.5%</td>
<td>3.8%</td>
</tr>
<tr>
<td>Average Annual Community Benefit</td>
<td>$167 million</td>
<td>$213 million</td>
</tr>
<tr>
<td>Executive Compensation as % of Revenues</td>
<td>0.84%</td>
<td>0.75%</td>
</tr>
</tbody>
</table>
# Executive Compensation 2012 vs. 2017

<table>
<thead>
<tr>
<th>Metric</th>
<th>2012</th>
<th>2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Top Executives</td>
<td>15</td>
<td>15</td>
</tr>
<tr>
<td>Total Base Salary</td>
<td>$4.92 million</td>
<td>$5.46 million</td>
</tr>
<tr>
<td>Total 2012 Incentives / 2017 PBVC</td>
<td>$0.73 million</td>
<td>$1.69 million</td>
</tr>
<tr>
<td>Total Revenues</td>
<td>$782.9 million</td>
<td>$1.13 billion</td>
</tr>
<tr>
<td>Income</td>
<td>$10.3 million</td>
<td>$41.5 million</td>
</tr>
<tr>
<td>Earnings</td>
<td>$54.4 million</td>
<td>$96.1 million</td>
</tr>
</tbody>
</table>

- **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
<table>
<thead>
<tr>
<th>Name</th>
<th>2018 Function</th>
<th>2017 Annualized Initial Base Salary</th>
<th>2016 PBVC Paid in 2017</th>
<th>2016-2017 PBVC</th>
<th>2018 Annualized Base Salary</th>
<th>2017 PBVC Paid in 2018</th>
<th>2017-2018 PBVC</th>
<th>Change in Annualized Base Salary Date of Change in Annualized Base Salary</th>
<th>Pending Change in Annualized Base Salary Date of Change in PBVC</th>
<th>Pending Changes in PBVC</th>
<th>Change in PBVC Date of Change in PBVC</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Akram Boutros, MD</td>
<td>President &amp; Chief Executive Officer</td>
<td>$869,003</td>
<td>$316,317</td>
<td>36.4%</td>
<td>$930,010</td>
<td>$398,072</td>
<td>44.3%</td>
<td>$61,006 7/2/2017 N/A N/A N/A N/A N/A N/A $1,205,500 $1,471,900 $1,760,300</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bernard Bassigni, MD</td>
<td>EVP &amp; Chief Clinical Officer</td>
<td>$450,008</td>
<td>$96,658</td>
<td>21.5%</td>
<td>$499,990</td>
<td>$160,986</td>
<td>33.9%</td>
<td>$49,982 7/2/2017 N/A N/A N/A N/A N/A N/A $686,800 $747,100 $804,900</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Elizabeth Atwell</td>
<td>EVP General Affairs</td>
<td>$347,520</td>
<td>$61,385</td>
<td>24.8%</td>
<td>$373,730</td>
<td>$184,842</td>
<td>38.6%</td>
<td>N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Elyna Bittie</td>
<td>EVP Chief Strategy &amp; Innovation Officer</td>
<td>$501,008</td>
<td>$96,658</td>
<td>19.1%</td>
<td>$539,990</td>
<td>$164,982</td>
<td>30.8%</td>
<td>$30,992 7/2/2017 N/A N/A N/A N/A N/A N/A $639,000 $738,900 $833,700</td>
<td>Provenced EVP - Chief Strategy &amp; Innovation Officer on 5/24/2017</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>bolt Chethalth, MD</td>
<td>EVP - Chief Population Health Officer</td>
<td>$405,008</td>
<td>$14,612</td>
<td>36.2%</td>
<td>$420,000</td>
<td>$746,334</td>
<td>46.9%</td>
<td>N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert Jones</td>
<td>EVP Campus Transformation</td>
<td>$260,000</td>
<td>$17,320</td>
<td>25.4%</td>
<td>$281,000</td>
<td>$184,842</td>
<td>30.8%</td>
<td>N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathleen Kim, RN</td>
<td>VP - Chief Nursing Officer</td>
<td>$375,000</td>
<td>$61,385</td>
<td>16.0%</td>
<td>$399,990</td>
<td>$184,982</td>
<td>30.8%</td>
<td>$25,982 7/2/2017 N/A N/A N/A N/A N/A N/A $565,000 $670,500 $780,100</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael Cera</td>
<td>EVP &amp; Chief Operating Officer</td>
<td>$405,000</td>
<td>$87,374</td>
<td>22.3%</td>
<td>$432,000</td>
<td>$140,000</td>
<td>30.5%</td>
<td>$149,986 7/2/2017 N/A N/A N/A N/A N/A N/A $650,900 $745,900 $814,900</td>
<td>Provenced to EVP - Chief Operating Officer on 3/1/2018</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Craig Richthofen</td>
<td>EVP &amp; Chief Financial Officer</td>
<td>$450,000</td>
<td>$106,579</td>
<td>25.6%</td>
<td>$461,992</td>
<td>$172,103</td>
<td>36.8%</td>
<td>$50,993 7/2/2017 N/A N/A N/A N/A N/A N/A $593,000 $678,400 $773,400</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sara Brown</td>
<td>President - MetroHealth Foundation</td>
<td>$625,000</td>
<td>$55,144</td>
<td>12.8%</td>
<td>$623,000</td>
<td>$138,218</td>
<td>22.3%</td>
<td>$5,012 7/2/2017 N/A N/A N/A N/A N/A N/A $628,012 $645,400 $700,300</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jane Flaten</td>
<td>EVP - Chief of Staff</td>
<td>$150,000</td>
<td>$0</td>
<td>0.0%</td>
<td>$250,000</td>
<td>$126,313</td>
<td>17.0%</td>
<td>$9,984 7/2/2017 N/A N/A N/A N/A N/A N/A $160,984 $176,200 $191,100</td>
<td>Promotion to Chief of Staff on 1/1/2018</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ann LeVasseur</td>
<td>EVP - Chief Experience Officer</td>
<td>$200,000</td>
<td>$23,273</td>
<td>11.7%</td>
<td>$275,000</td>
<td>$151,513</td>
<td>17.6%</td>
<td>$95,995 1/2/2013 N/A N/A N/A N/A N/A N/A $295,000 $335,700 $400,500</td>
<td>Reduction in Administrative Salary for CXO</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael Phillips</td>
<td>EVP - Chief Legal Officer</td>
<td>$365,000</td>
<td>$13,239</td>
<td>10.0%</td>
<td>$379,995</td>
<td>$35,510</td>
<td>15.8%</td>
<td>$19,995 7/2/2017 N/A N/A N/A N/A N/A N/A $394,900 $430,400 $470,900</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cheryl Wahl</td>
<td>EVP - Chief Compliance &amp; Ethics Officer</td>
<td>$360,000</td>
<td>$0</td>
<td>0.0%</td>
<td>$360,000</td>
<td>$138,218</td>
<td>22.3%</td>
<td>N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

All Health and Human Service funds are deposited in a separate bank account and are used to support individual patients 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 advisors 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 tied 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.

Note: The data provided includes the annualized salary, the change in annualized base salary, and the change in PBVC for each executive officer. The change in annualized base salary is based on the difference between the current and previous year's annualized salary. The change in PBVC is based on the difference between the current and previous year's PBVC. The pending change in annualized base salary and PBVC indicates the expected change that will occur in the next fiscal year.
EXHIBIT 35
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
<table>
<thead>
<tr>
<th>Term</th>
<th>Initial Terms 07/09/2021</th>
<th>Revised Terms 10/03/2021</th>
<th>NOTES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salary</td>
<td>1/1/2022 to 12/31/2026</td>
<td>1/1/2022 to 12/31/2026</td>
<td>2021 data median for $1.54 B health system is $1.1163. In 2022, MH will approximate $1.6B</td>
</tr>
<tr>
<td>PBVC Target</td>
<td>2022 - $1.10 million with 5% annual increase</td>
<td>2022 - $1.20 million with 5% annual increase.</td>
<td></td>
</tr>
<tr>
<td>SERP</td>
<td>Maintain at 35%</td>
<td>Maintain at 35%</td>
<td></td>
</tr>
<tr>
<td>Retention Bonus</td>
<td>Increase from 25% to 35%</td>
<td>Increase from 25% to 35%</td>
<td></td>
</tr>
<tr>
<td></td>
<td>All SERP paid out by 6/1/2027</td>
<td>All SERP paid out by 6/1/2027</td>
<td></td>
</tr>
<tr>
<td>Success Fee</td>
<td>$0.5 million for each year</td>
<td>$0.5 million for each year</td>
<td>Accrues annually, held till contract completion</td>
</tr>
<tr>
<td></td>
<td>Determined by BOT at its sole discretion</td>
<td>Determined by BOT at its sole discretion</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Based on Performance since 6/1/2013</td>
<td>Based on Performance since 6/1/2013</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Minimum Amount = $0 million</td>
<td>Minimum Amount = $0 million</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Maximum Amount = $2.5 million</td>
<td>Maximum Amount = $2.5 million</td>
<td></td>
</tr>
<tr>
<td>Post-Term provisions</td>
<td>2-year agreement as Board Advisor and CEO Consultant starting 1/1/2027</td>
<td>None</td>
<td>At Board request</td>
</tr>
<tr>
<td></td>
<td>Remain as employee with OPERS Salary at $650,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>PBVC Target at 25%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Office in Executive Suite and assistant</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Restrictive Covenant increased to Northeast Ohio or all of Ohio</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Time Commitment – Full time for 3-6 months, averaging 0.6 FTE</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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.

<table>
<thead>
<tr>
<th>AYES:</th>
<th>Ms. Chappell, Mr. Corlett, Mr. Hairston, Mr. Hurwitz, Mr. Moss, Dr. Silvers, Dr. Walker, Ms. Whiting</th>
</tr>
</thead>
<tbody>
<tr>
<td>NAYS:</td>
<td>Ms. Dee</td>
</tr>
<tr>
<td>ABSENT:</td>
<td>Mr. Monnolly</td>
</tr>
<tr>
<td>ABSTAINED:</td>
<td></td>
</tr>
<tr>
<td>DATE:</td>
<td>November 09, 2022</td>
</tr>
</tbody>
</table>
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
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,

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
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,

Akram Boutros, MD, FACHE