

EXHIBIT 29



Executive Total Compensation Review

December 16, 2020



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Introduction



- SullivanCotter was retained by MetroHealth (MH) management to review the competitiveness of the total compensation levels provided to 33 executive positions, including the President and Chief Executive Officer (CEO).
- This analysis reflects compensation data as of January 2020 (pre-COVID) and has been adjusted accordingly based on known and expected compensation actions throughout 2020.
- Our analysis covers all elements of MH's total compensation (TC defined as base salaries plus variable compensation and the employer costs of standard and supplemental benefits and perquisites).
 - Information provided by MH serves as the basis for our assessment. Our assessment is based on the accuracy of the data provided to us, which SullivanCotter has not independently validated. Any additional compensation provided to the covered executives and not included or accurately described in this report, is not covered by our assessment.
- This report provides:
 - A market analysis based on three custom peer groups that reflect organizations similar to MH in complexity and size:
 - Not-for-profit health systems with net revenues ranging from \$743.8M to \$2.8B, with a median net revenue of \$1.46B. Comprised of 105 organizations.
 - Public health systems with net revenues ranging from \$698.0M to \$2.5B, with a median net revenue of \$1.5B. Comprised of 25 organizations.
 - Not-for-profit and public health systems with net revenues ranging from \$698.0M to \$2.8B, with a median net revenue of \$1.48B (130 organizations). This data set combines the two peer groups referenced above.
 - A listing of the peer group organizations can be found in **Appendix A**.
 - A prospective review of projected calendar year 2020 total compensation levels.

Market Trends: Base Salaries



Executive base salary actions are being considered in the context of an organization's performance, COVID-19 recovery plans and the impact on the broader workforce.



Source: SullivanCotter Executive and Employee Compensation Practices Survey Reports.

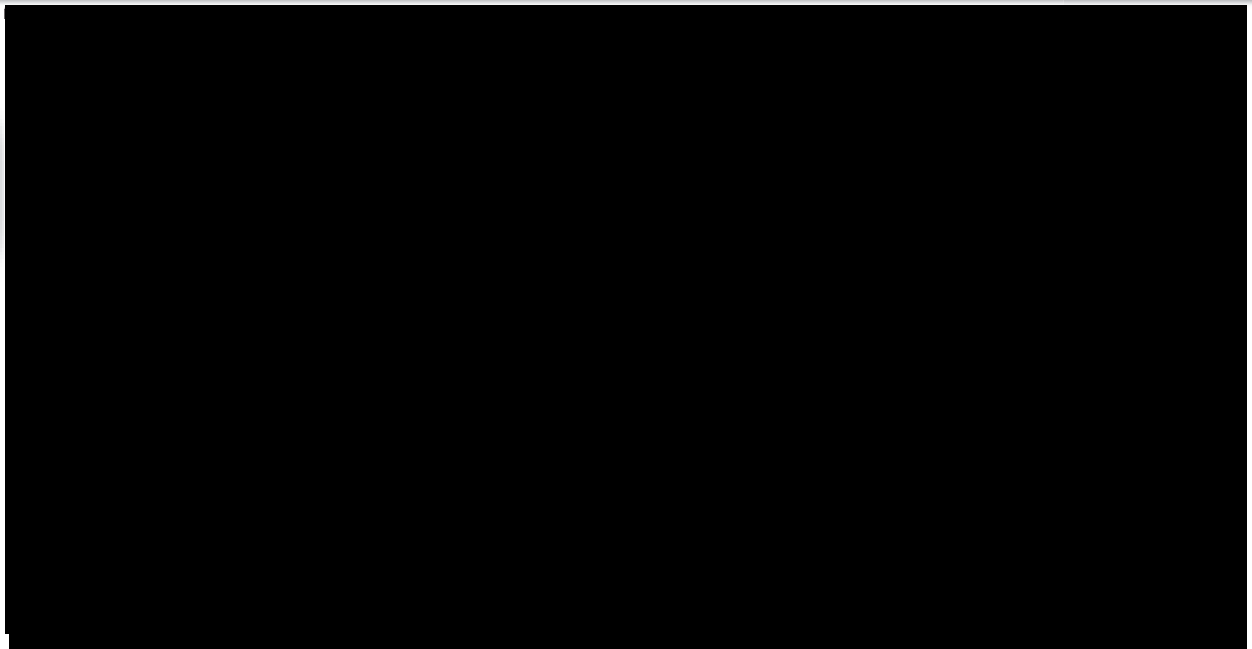


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Market Trends: FY2020 Incentive Plans



Many organizations are considering
or already have implemented changes to their FY2020 incentive plans.



Source: SullivanCotter Executive and Employee Compensation Practices Survey Reports.

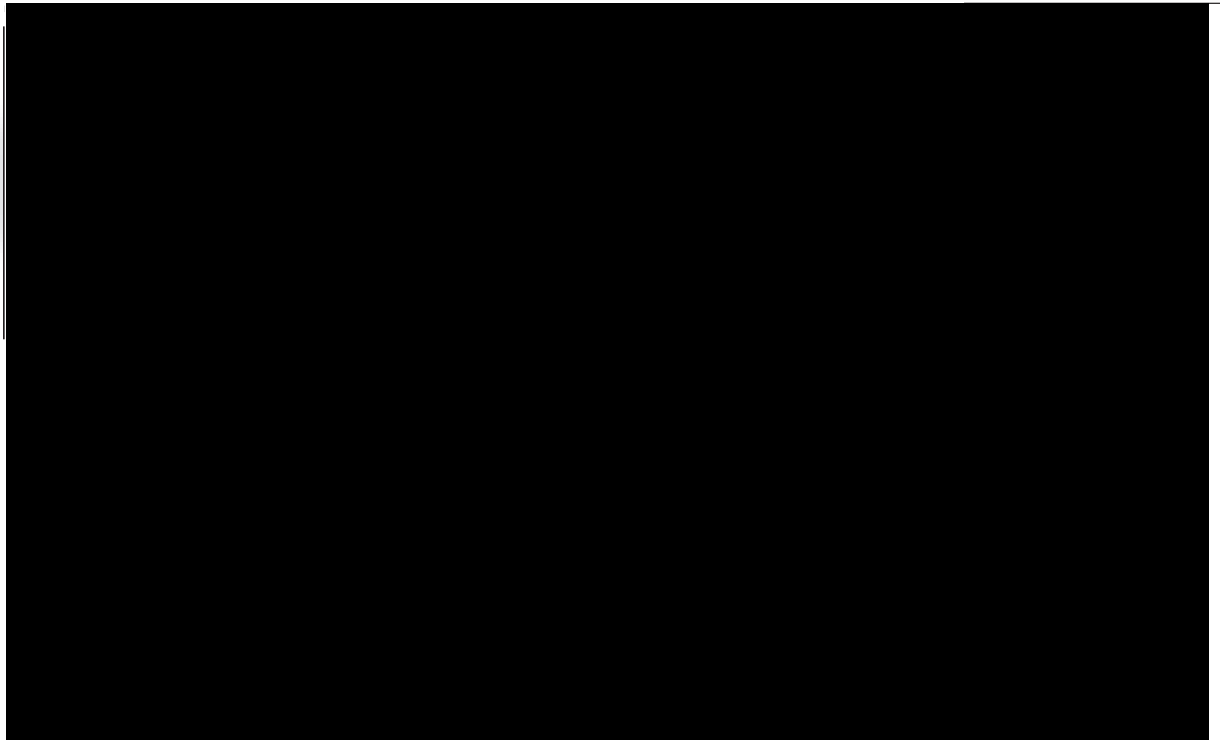


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Market Trends: FY2021 Incentive Plans



Many organizations have begun to consider the impact of COVID-19 on FY2021 incentive plan goal setting.



Source: SullivanCotter Executive and Employee Compensation Practices Survey Reports.

Market Trends: Talent Management



Mitigating risk and managing talent remains vitally important.

Findings



Current base salary falls below the 50th percentile target philosophy; projected target TCC (the expected award) is positioned in the mid-range of the market; projected target TC approximates the 50th percentile; no MH executive exceeds the 90th percentile of the combined peer group.

Component of Compensation	Aggregate Market Position			Observations
	Not-For-Profit	Public Health	Combined	
Current Base Salary	P30	P48	P35	<ul style="list-style-type: none"> MH's aggregate base salary positioning has improved from the September 2019 report (same executives; below 25th to 34th percentile; base salaries increased 13% for 2020) for the combined peer group. Competitiveness varies by individual, with the majority of salaries falling below the market median. Ten executives have salaries in the bottom quartile of the combined peer group; three executives in the public peer group.
Projected Target Total Cash Compensation (TCC = salary + incentives)	P41	P73	P47	<ul style="list-style-type: none"> Annual incentive opportunities are competitive for the CEO and most EVP and SVP level executives and slightly less than competitive for the COO, VP and Director levels. Five executives have target TCC that exceeds the 90th percentile in the public health peer group (Wahl, Brown, Gallo, Dethloff and Bova). If base salaries for executives whose current salary is below the market median were brought to median, aggregate target TCC would approximate the 61st percentile of the combined peer group (cost at target \$2.4 million).
Benefits and Perquisites	Consistent with health care market practices			<ul style="list-style-type: none"> Supplemental retirement benefits are strong relative to the market for those receiving the SERP. Contribution levels are at the higher end of the typical market range because they are based on total cash compensation, rather than base salary (which is more common).
Projected Target Total Compensation (TC = TCC + benefits costs)	P44	P75	P50	<ul style="list-style-type: none"> Target TC compensation is positioned in the mid-range of the market. No executives have target TC that exceeds the 90th percentile of TC in the combined peer group. Four executives exceed the 90th percentile of the public peer group (Boutros, MD, Wahl, Brown and Dethloff) . If base salaries for executives whose current salary is below the market median were brought to median, aggregate target TC would approximate the 64th percentile and the 74th percentile TC at maximum (exceptional performance) of the combined peer group. Tally sheets displaying total compensation costs for each executive are provided in Appendix B.

Conclusions



- While the competitiveness of base salaries improved over 2019 levels, MH remains below market in comparison to the peer group that is likely to represent the primary source of executive talent – Not-For-Profit Health Systems.
- Given the expected slower growth rate for base salaries in the market MH can improve its competitive position by adjusting salaries by more than 2.5%.
- All salary considerations should take into account MH's financial position and COVID-19 recovery efforts, past and potentially negative actions against the workforce and the optics around executive compensation actions in the current pandemic environment.
- In uncertain times and with a negative outlook for the health care industry from credit analysts, MH would be well-served to review its approach to executive compensation to assure:
 - Incentive compensation plans are emphasizing the most important dimensions of organizational performance.
 - Executive pay and organizational performance, as well as relative performance against peers are appropriately aligned.
 - Compensation spend is efficient and monies are directed to the highest performers.

Market Comparisons

Market Comparisons - Base Salary



- The following findings are based on the methodology described in **Appendix C**.
- Base salary** positioning by peer group for each executive is presented in the following table:

Title (Incumbent)	Base Salary Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
President CEO (Boutros, M.D.)	37	81	46
EVP Chief Financial Officer & System Services Officer (Richmond)	<25 (-2%)	54	28
EVP Chief Operating Officer (Stern)	<25 (-1%)	38	28
EVP Chief Clinical Officer (Boulanger, M.D.)	36	34	35
EVP Chief Clinical Transformation Officer (Chehade, M.D.)	41	---	39
EVP Administration & Chief Of Staff (Platten) (1)	---	---	57
SVP Chief Diversity & HR Officer (Nevel)	<25 (-4%)	46	<25 (-1%)
SVP Patient Care Services & Chief Nursing Officer (Kline)	29	37	32
SVP Chief Strategy Officer (Jacono)	<25 (-4%)	29	<25 (-4%)
SVP Chief Compliance & Ethics Officer (Wahl)	62	>90 (+1%)	73
SVP Campus Transformation (Jones)	63	---	64
SVP Chief Development Officer & President MH Foundation (Brown)	56	62	57
SVP Co-General Counsel (Rajki)	<25 (-9%)	31	<25 (-7%)
SVP Co-General Counsel (McBride)	<25 (-9%)	31	<25 (-7%)
SVP, Behavioral Health Operations (Bruner, M.D.) (1)	---	---	58
SVP Communications, Government/Community Relations (Frolik)	<25 (-2%)	---	<25 (-2%)
VP Chief Medical Informatics Officer (Kaelber, M.D.)	<25 (-1%)	---	<25 (-1%)

Market Comparisons - Base Salary (Continued)



Title (Incumbent)	Base Salary Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
VP Chief Quality Officer (Watts, M.D.)	<25 (-14%)	---	<25 (-11%)
VP Chief Information Officer (Fiser)	<25 (-6%)	58	<25 (-3%)
VP Supply Chain (Gallo)	63	77	68
VP Finance (Himes)	45	65	48
VP Hospital Operation (Sukalac)	<25 (-8%)	36	25
VP Financial Planning & Analysis (McCarthy) (1)	---	---	57
VP Human Resources (Southerington)	25	<25 (-7%)	25
VP Facilities & Construction (Dethloff)	75	>90 (+12%)	78
VP Communications, Government/Community Relations (Tobin)	53	63	55
VP Marketing (Vacant)	---	---	---
VP Virtual Care Enterprise (Vacant)	---	---	---
VP/SLA Regional Perioperative Nursing Services (Vacant)	---	---	---
Executive Director, Revenue Cycle Management (Graham)	<25 (-24%)	<25 (-19%)	<25 (-22%)
Director & Chief Public Safety Officer (Bova)	56	75	58
Director Patient Financial Services (Davis)	<25 (-1%)	<25 (-4%)	<25 (-3%)
Director Regional Perioperative Nursing Services (Vacant)	---	---	---
Aggregate Market Position:	30	48	35

(1) Reflects national data as custom peer group data were not available.

Detailed base salary market comparisons by executive are provided in **Appendix D**.

Market Comparisons - Target TCC



- **Target TCC** positioning by peer group for each executive is presented in the following table:

Title (Incumbent)	TCC Target Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
President CEO (Boutros, M.D.)	52	90	57
EVP Chief Financial Officer & System Services Officer (Richmond)	33	77	40
EVP Chief Operating Officer (Stern)	32	55	34
EVP Chief Clinical Officer (Boulanger, M.D.)	46	78	49
EVP Chief Clinical Transformation Officer (Chehade, M.D.)	53	---	57
EVP Administration & Chief Of Staff (Platten) (1)	---	---	65
SVP Chief Diversity & HR Officer (Nevel)	35	71	39
SVP Patient Care Services & Chief Nursing Officer (Kline)	47	78	55
SVP Chief Strategy Officer (Jacono)	28	37	29
SVP Chief Compliance & Ethics Officer (Wahl)	72	>90 (+26%)	76
SVP Campus Transformation (Jones)	72	---	75
SVP Chief Development Officer & President MH Foundation (Brown)	64	>90 (+3%)	66
SVP Co-General Counsel (Rajki)	27	46	30
SVP Co-General Counsel (McBride)	27	46	30
SVP, Behavioral Health Operations (Bruner, M.D.) (1)	---	---	57
SVP Communications, Government/Community Relations (Frolik)	53	---	54
VP Chief Medical Informatics Officer (Kaelber, M.D.)	<25 (-1%)	---	<25 (-1%)

Market Comparisons - Target TCC (Continued)



Title (Incumbent)	TCC Target Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
VP Chief Quality Officer (Watts, M.D.)	<25 (-9%)	---	<25 (-6%)
VP Chief Information Officer (Fiser)	<25 (-7%)	63	<25 (-3%)
VP Supply Chain (Gallo)	64	>90 (+4%)	68
VP Finance (Himes)	53	76	53
VP Hospital Operation (Sukalac)	<25 (-3%)	42	28
VP Financial Planning & Analysis (McCarthy) (1)	---	---	63
VP Human Resources (Southerington)	43	<25 (-5%)	42
VP Facilities & Construction (Dethloff)	81	>90 (+18%)	86
VP Communications, Government/Community Relations (Tobin)	63	79	66
VP Marketing (Vacant)	---	---	---
VP Virtual Care Enterprise (Vacant)	---	---	---
VP/SLA Regional Perioperative Nursing Services (Vacant)	---	---	---
Executive Director, Revenue Cycle Management (Graham)	<25 (-18%)	<25 (-7%)	<25 (-13%)
Director & Chief Public Safety Officer (Bova)	59	>90 (+2%)	63
Director Patient Financial Services (Davis)	27	<25 (-4%)	27
Director Regional Perioperative Nursing Services (Vacant)	---	---	---
Aggregate Market Position:	41	73	47

(1) Reflects national data as custom peer group data were not available.

Detailed TCC market comparisons by peer group for each executive are provided in **Appendix D**.

Market Comparisons - Target TC



- Overall, Target TC market positioning ranges from the 44th percentile to the 75th percentile depending on the peer group referenced.
- Target Total Compensation** positioning by peer group for each executive is presented in the following table:

Title (Incumbent)	TC Target Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
President CEO (Boutros, M.D.)	59	>90 (+8%)	63
EVP Chief Financial Officer & System Services Officer (Richmond)	38	80	45
EVP Chief Operating Officer (Stern)	36	58	38
EVP Chief Clinical Officer (Boulanger, M.D.)	50	80	54
EVP Chief Clinical Transformation Officer (Chehade, M.D.)	61	---	64
EVP Administration & Chief Of Staff (Platten) (1)	---	---	69
SVP Chief Diversity & HR Officer (Nevel)	43	76	49
SVP Patient Care Services & Chief Nursing Officer (Kline)	54	82	62
SVP Chief Strategy Officer (Jacono)	31	38	32
SVP Chief Compliance & Ethics Officer (Wahl)	76	>90 (+27%)	79
SVP Campus Transformation (Jones)	86	---	88
SVP Chief Development Officer & President MH Foundation (Brown)	70	>90 (+6%)	72
SVP Co-General Counsel (Rajki)	<25 (-3%)	40	<25 (-1%)
SVP Co-General Counsel (McBride)	<25 (-3%)	40	<25 (-1%)
SVP, Behavioral Health Operations (Bruner, M.D.) (1)	---	---	60
SVP Communications, Government/Community Relations (Frolik)	74	---	78
VP Chief Medical Informatics Officer (Kaelber, M.D.)	<25 (-4%)	---	<25 (-4%)

Market Comparisons - Target TC (Continued)



Title (Incumbent)	TC Target Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
VP Chief Quality Officer (Watts, M.D.)	<25 (-16%)	---	<25 (-13%)
VP Chief Information Officer (Fiser)	<25 (-11%)	55	<25 (-8%)
VP Supply Chain (Gallo)	61	90	66
VP Finance (Himes)	51	73	51
VP Hospital Operation (Sukalac)	<25 (-5%)	40	25
VP Financial Planning & Analysis (McCarthy) (1)	---	---	63
VP Human Resources (Southerington)	42	<25 (-5%)	41
VP Facilities & Construction (Dethloff)	83	>90 (+19%)	89
VP Communications, Government/Community Relations (Tobin)	66	81	68
VP Marketing (Vacant)	---	---	---
VP Virtual Care Enterprise (Vacant)	---	---	---
VP/SLA Regional Perioperative Nursing Services (Vacant)	---	---	---
Executive Director, Revenue Cycle Management (Graham)	<25 (-19%)	<25 (-9%)	<25 (-15%)
Director & Chief Public Safety Officer (Bova)	54	74	56
Director Patient Financial Services (Davis)	31	25	31
Director Regional Perioperative Nursing Services (Vacant)	---	---	---
Aggregate Market Position:	44	75	50

(1) Reflects national data as custom peer group data were not available.

Detailed TC market comparisons by peer group for each executive are provided in **Appendix D**.

Market Comparisons - Benefits



Summary of Executive Benefits

Standard benefits provided by MH to employees:

- Medical, dental, vision and prescription drugs with cost-share.
- Retiree medical through Ohio Public Employees Retirement System (OPERS).
- Basic life insurance of \$50,000 for executives.
- Employee-paid short-term disability coverage.
- Qualified retirement through OPERS with choice of plans.

Executive benefits that are provided in addition to or in place of standard benefits:

- Executive life insurance of \$450,000 provided through GVUL policies.
- Executive long-term disability coverage of 75% of base salary up to \$32,500 per month.
- Six weeks vacation for the CEO and five weeks vacation for EVPs and SVPs.
- Supplemental retirement (SERP):
 - Provides 25% of total cash compensation to the CEO.
 - Provides 15% of total cash compensation for SVPs
 - Three-year “block” vesting cycles with immediate vesting on death, disability, termination without cause or termination for good reason.
- Severance benefits:
 - SVPs and higher: 18 months of base salary.
 - VPs: 12 months of base salary.
 - Benefit is mitigated after first three months with earnings from subsequent employment.

Findings

This analysis reflects the information contained in our 2018 executive review. We understand that executive benefits have not materially changed, other than enhancements to the SERP contribution rates and new employer-provided long-term disability coverage.

Overall, MH executive benefits are reasonable.

The current costs associated with all benefits and perquisites are displayed on tally sheets in **Appendix B**.

Considerations

1 Disability Protection

The new long-term disability benefit provided to executives is at the upper end of market practice. However, full salary continuation is often provided to executives through the long-term disability elimination period.

2 Supplemental Retirement

MH provides strong benefits relative to the market. The use of block vesting is not common, with retention value building over the period but declining on the vesting date. MH might consider other vesting structures that always maintain a level of retention value.

Appendix A

Custom Peer Groups

A. Custom Peer Groups - NFP Health Systems



Org #	In 2019 Peer Group:	2020 Organization	City	State	Net Revenue (\$M)

A. Custom Peer Groups - NFP Health Systems



Org #	In 2019 Peer Group:	2020 Organization	City	State	Net Revenue (\$M)

A. Custom Peer Groups - NFP Health Systems



Org #	In 2019 Peer Group:	2020 Organization	City	State	Net Revenue (\$M)

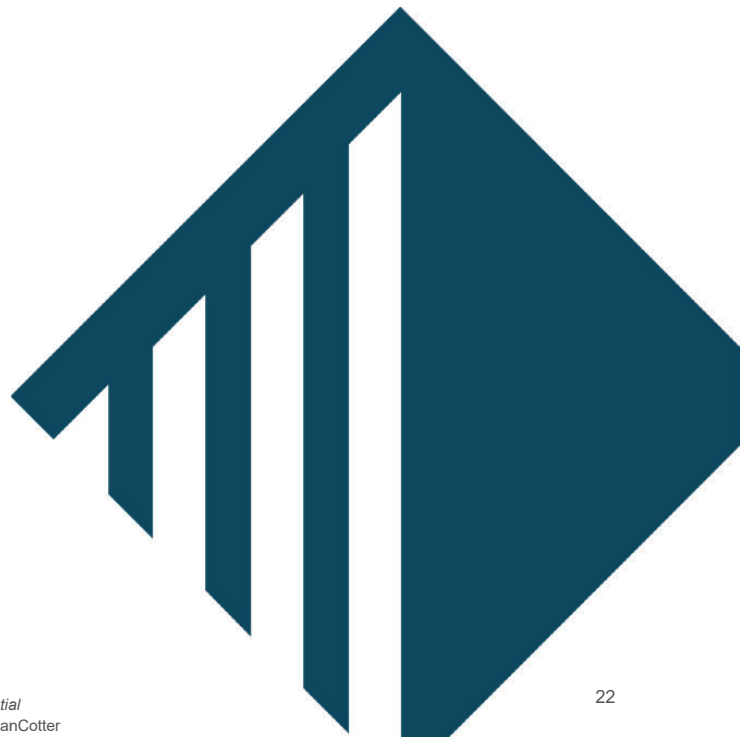
A. Custom Peer Group - Public Health Systems



Org #	In 2019 Peer Group:	2020 Organization	City	State	Net Revenue (\$M)

Appendix B

MH Tally Sheet





B. MH Tally Sheet

- The tally sheet provided in this section displays CY2020 total compensation costs for the MH executives included in this analysis.
 - SullivanCotter worked with MH compensation professionals to develop the tally sheet.
- The tally sheet reflects:
 - Current base salaries.
 - Target bonus.
 - CY2020 estimated benefits and perquisites costs.
- The tally sheet is provided for informational purposes and in support of governance best practices regarding the full disclosure of total compensation.
- The tally sheets reflect compensation and benefits cost information provided and confirmed by MH; the information was not independently validated by SullivanCotter.

B. MH Tally Sheet



Executive:	Boutros, M.D.	Richmond	Stern	Boulanger, M.D.	Chehade, M.D.	Platten
Title:	President CEO	EVP Chief Financial Officer & System Services Officer	EVP Chief Operating Officer	EVP Chief Clinical Officer	EVP Chief Clinical Transformation Officer	EVP Administration & Chief Of Staff
<i>a. Cash Compensation</i>						
♦ Current Base Salary	\$1,000,002	\$549,994	\$524,992	\$524,992	\$450,008	\$360,006
♦ Target Annual Incentive Award	\$350,001	\$137,499	\$131,248	\$131,248	\$112,502	\$90,002
Total Cash Compensation	\$1,350,003	\$687,493	\$656,240	\$656,240	\$562,510	\$450,008
<i>b. Basic Benefits</i>						
♦ Medicare	\$19,575	\$9,969	\$9,515	\$9,515	\$8,156	\$6,525
♦ Medical, Prescription Drug						
♦ Dental and Vision						
♦ Basic life						
♦ Basic AD&D						
♦ Qualified Retirement Program Contributions (OPERS)						
<i>c. Executive Benefits</i>						
♦ Supplemental Life						
♦ Executive Life Insurance (GVUL)						
♦ Executive Long-Term Disability						
♦ Nonqualified 457(f) SERP						
Total Benefit/Perquisite Cost	\$436,350	\$176,605	\$171,176	\$168,850	\$156,274	\$142,443
Total Compensation Cost	\$1,786,353	\$864,098	\$827,416	\$825,090	\$718,784	\$592,451
<i>d. Other Information</i>						
♦ Paid Time Off (Value Payable on Termination)	\$144,231	\$79,326	\$75,720	\$75,720	\$64,905	\$51,924
♦ Sick Leave (Maximum Value Payable on Termination)	\$115,385	\$211,536	\$60,576	\$60,576	\$51,924	\$41,539
♦ Potential Severance Payment	\$1,500,002	\$824,991	\$787,488	\$787,488	\$675,012	\$540,009
♦ Potential Severance Period	18 months	18 months	18 months	18 months	18 months	18 months

Tally sheet notes:

Medical/Rx/Dental/Vision - employer contribution based on plan and tier of coverage elected.

OPERS - based on 2020 limits (\$285,000 if hired at OPERS employer after 1994; \$425,000 if hired at OPERS employer before 1994).

Paid Time Off - based on maximum accumulation of 1.5x annual accrual.

Sick leave - based on max payout of 800 or 240 based on hire date before or after 3/1/11.

MetroHealth does not contribute to Social Security.

B. MH Tally Sheet



Executive:	Nevel	Kline	Jacono	Wahl	Jones	Brown
Title:	SVP Chief Diversity & HR Officer	SVP Patient Care Services & Chief Nursing Officer	SVP Chief Strategy Officer	SVP Chief Compliance & Ethics Officer	SVP Campus Transformation	SVP Chief Development Officer & President MH Foundation
<i>a. Cash Compensation</i>						
♦ Current Base Salary	\$360,006	\$350,001	\$349,960	\$300,019	\$280,010	\$274,997
♦ Target Annual Incentive Award	\$90,002	\$87,500	\$87,490	\$75,005	\$70,003	\$68,749
Total Cash Compensation	\$450,008	\$437,501	\$437,450	\$375,024	\$350,013	\$343,746
<i>b. Basic Benefits</i>						
♦ Medicare	\$6,525	\$6,344	\$6,343	\$5,438	\$5,075	\$4,984
♦ Medical, Prescription Drug						
♦ Dental and Vision						
♦ Basic life						
♦ Basic AD&D						
♦ Qualified Retirement Program Contributions (OPERS)						
<i>c. Executive Benefits</i>						
♦ Supplemental Life						
♦ Executive Life Insurance (GVUL)						
♦ Executive Long-Term Disability						
♦ Nonqualified 457(f) SERP						
Total Benefit/Perquisite Cost	\$133,098	\$128,801	\$115,562	\$110,337	\$114,713	\$104,799
Total Compensation Cost	\$583,106	\$566,302	\$553,012	\$485,361	\$464,726	\$448,545
<i>d. Other Information</i>						
♦ Paid Time Off (Value Payable on Termination)	\$51,924	\$50,481	\$50,475	\$43,272	\$40,386	\$39,663
♦ Sick Leave (Maximum Value Payable on Termination)	\$41,539	\$134,616	\$40,380	\$34,618	\$32,309	\$105,768
♦ Potential Severance Payment	\$540,009	\$525,002	\$524,940	\$450,029	\$420,015	\$412,496
♦ Potential Severance Period	18 months	18 months	18 months	18 months	18 months	18 months

Tally sheet notes:

- Medical/Rx/Dental/Vision - employer contribution based on plan and tier of coverage elected.
- OPERS - based on 2020 limits (\$285,000 if hired at OPERS employer after 1994; \$425,000 if hired at OPERS employer before 1994).
- Paid Time Off - based on maximum accumulation of 1.5x annual accrual.
- Sick leave - based on max payout of 800 or 240 based on hire date before or after 3/1/11.
- MetroHealth does not contribute to Social Security.

B. MH Tally Sheet



Executive:	Rajki	McBride	Bruner, M.D.	Frolik	Kaelber, M.D.	Watts, M.D.
Title:	SVP Co-General Counsel	SVP Co-General Counsel	SVP, Behavioral Health Operations	SVP Communications, Government/Community Relations	VP Chief Medical Informatics Officer	VP Chief Quality Officer
a. Cash Compensation						
♦ Current Base Salary	\$270,005	\$270,005	\$269,277	\$228,010	\$400,005	\$369,990
♦ Target Annual Incentive Award	\$67,501	\$67,501	\$40,392	\$57,003	\$60,001	\$55,499
Total Cash Compensation	\$337,506	\$337,506	\$309,669	\$285,013	\$460,006	\$425,489
b. Basic Benefits	\$4,894	\$4,894	\$4,490	\$4,133	\$6,670	\$6,170
♦ Medicare						
♦ Medical, Prescription Drug						
♦ Dental and Vision						
♦ Basic life						
♦ Basic AD&D						
♦ Qualified Retirement Program Contributions (OPERS)						
c. Executive Benefits						
♦ Supplemental Life						
♦ Executive Life Insurance (GVUL)						
♦ Executive Long-Term Disability						
♦ Nonqualified 457(f) SERP						
Total Benefit/Perquisite Cost	\$61,577	\$61,878	\$60,193	\$101,731	\$65,974	\$49,120
Total Compensation Cost	\$399,083	\$399,384	\$369,862	\$386,744	\$525,980	\$474,609
d. Other Information						
♦ Paid Time Off (Value Payable on Termination)	\$38,943	\$38,943	\$38,838	\$32,886	\$57,693	\$53,364
♦ Sick Leave (Maximum Value Payable on Termination)	\$31,154	\$31,154	\$103,568	\$26,309	\$153,848	\$42,691
♦ Potential Severance Payment	\$405,008	\$405,008	\$269,277	\$342,015	\$400,005	\$369,990
♦ Potential Severance Period	18 months	18 months	12 months	18 months	12 months	12 months

Tally sheet notes:

- Medical/Rx/Dental/Vision - employer contribution based on plan and tier of coverage elected.
- OPERS - based on 2020 limits (\$285,000 if hired at OPERS employer after 1994; \$425,000 if hired at OPERS employer before 1994).
- Paid Time Off - based on maximum accumulation of 1.5x annual accrual.
- Sick leave - based on max payout of 800 or 240 based on hire date before or after 3/1/11.
- MetroHealth does not contribute to Social Security.

B. MH Tally Sheet



Executive:	Fiser	Gallo	Himes	Sukalac	McCarthy	Southerington
Title:	VP Chief Information Officer	VP Supply Chain	VP Finance	VP Hospital Operation	VP Financial Planning & Analysis	VP Human Resources
a. Cash Compensation						
♦ Current Base Salary	\$339,997	\$300,019	\$279,989	\$260,000	\$250,016	\$225,014
♦ Target Annual Incentive Award	\$51,000	\$45,003	\$41,998	\$39,000	\$37,502	\$33,752
Total Cash Compensation	\$390,997	\$345,022	\$321,987	\$299,000	\$287,518	\$258,766
b. Basic Benefits						
♦ Medicare	\$5,669	\$5,003	\$4,669	\$4,336	\$4,169	\$3,752
♦ Medical, Prescription Drug						
♦ Dental and Vision						
♦ Basic life						
♦ Basic AD&D						
♦ Qualified Retirement Program Contributions (OPERS)						
c. Executive Benefits						
♦ Supplemental Life						
♦ Executive Life Insurance (GVUL)						
♦ Executive Long-Term Disability						
♦ Nonqualified 457(f) SERP						
Total Benefit/Perquisite Cost	\$51,443	\$64,485	\$61,654	\$57,379	\$52,560	\$58,127
Total Compensation Cost	\$442,440	\$409,507	\$383,641	\$356,379	\$340,078	\$316,893
d. Other Information						
♦ Paid Time Off (Value Payable on Termination)	\$49,038	\$43,272	\$40,383	\$37,500	\$36,060	\$32,454
♦ Sick Leave (Maximum Value Payable on Termination)	\$39,230	\$34,618	\$32,306	\$100,000	\$28,848	\$25,963
♦ Potential Severance Payment	\$339,997	\$300,019	\$279,989	\$260,000	\$250,016	\$225,014
♦ Potential Severance Period	12 months	12 months	12 months	12 months	12 months	12 months

Tally sheet notes:

- Medical/Rx/Dental/Vision - employer contribution based on plan and tier of coverage elected.
- OPERS - based on 2020 limits (\$285,000 if hired at OPERS employer after 1994; \$425,000 if hired at OPERS employer before 1994).
- Paid Time Off - based on maximum accumulation of 1.5x annual accrual.
- Sick leave - based on max payout of 800 or 240 based on hire date before or after 3/1/11.
- MetroHealth does not contribute to Social Security.

B. MH Tally Sheet



Executive:	Dethloff	Tobin	Graham	Bova	Davis
Title:	VP Facilities & Construction	VP Communications, Government/Community Relations	Executive Director, Revenue Cycle Management	Director & Chief Public Safety Officer	Director Patient Financial Services
a. Cash Compensation					
♦ Current Base Salary	\$190,008	\$159,994	\$198,910	\$137,010	\$126,027
♦ Target Annual Incentive Award	\$28,501	\$23,999	\$29,837	\$10,961	\$10,082
Total Cash Compensation	\$218,509	\$183,993	\$228,747	\$147,971	\$136,109
b. Basic Benefits	\$3,168	\$2,668	\$3,317	\$2,146	\$1,974
♦ Medicare					
♦ Medical, Prescription Drug					
♦ Dental and Vision					
♦ Basic life					
♦ Basic AD&D					
♦ Qualified Retirement Program Contributions (OPERS)					
c. Executive Benefits					
♦ Supplemental Life					
♦ Executive Life Insurance (GVUL)					
♦ Executive Long-Term Disability					
♦ Nonqualified 457(f) SERP					
Total Benefit/Perquisite Cost	\$51,887	\$47,463	\$40,154	\$27,434	\$36,792
Total Compensation Cost	\$270,396	\$231,456	\$268,901	\$175,405	\$172,901
d. Other Information					
♦ Paid Time Off (Value Payable on Termination)	\$27,405	\$23,076	\$28,689	\$19,761	\$18,177
♦ Sick Leave (Maximum Value Payable on Termination)	\$73,080	\$18,461	\$22,951	\$15,809	\$48,472
♦ Potential Severance Payment	\$190,008	\$159,994	\$198,910	\$137,010	\$126,027
♦ Potential Severance Period	12 months	12 months	12 months	12 months	12 months

Tally sheet notes:

- Medical/Rx/Dental/Vision - employer contribution based on plan and tier of coverage elected.
- OPERS - based on 2020 limits (\$285,000 if hired at OPERS employer after 1994; \$425,000 if hired at OPERS employer before 1994).
- Paid Time Off - based on maximum accumulation of 1.5x annual accrual.
- Sick leave - based on max payout of 800 or 240 based on hire date before or after 3/1/11.
- MetroHealth does not contribute to Social Security.

Appendix C

Study Methodology



C. Study Methodology

- SullivanCotter used a market pricing approach to assess the competitiveness and reasonableness of MH's executive total compensation levels. Specifically, we:
 - Collected background information regarding MH's operations, structure, size, and scope.
 - Collected information on the covered executives' current compensation.
 - Collected design information relative to the administration of the cash compensation programs.
 - Affirmed our understanding of each position's functional responsibilities and role within the organization and confirmed with MH management.
 - Selected the appropriate benchmark position match for each position. In some instances, a market adjustment is applied (i.e., premium or discount) to the market data to better reflect MH's position relative to the available benchmark match.
- Created three custom executive compensation peer groups (reflective of MH's executive talent market) from SullivanCotter's - *2020 Survey of Manager and Executive Compensation in Hospitals and Health Systems* database, as follows:
 - Not-for-profit health systems with revenues ranging from \$743.8M to \$2.8B. Excludes pediatric hospitals.
 - Public health systems with revenues ranging from \$698.0M to \$2.5B.
 - Not-for-profit and public health systems with revenues ranging from \$698.0M to \$2.8B.
 - Compared MH's cash compensation levels to the custom peer group data.
 - Reported at the 25th, 50th, 75th and 90th percentiles.
 - Updated to July 1, 2020 at an annualized rate of 1.0%, which is based on latest estimates of health care executive salary increase decisions as a result of COVID-19.
- Developed market total compensation data by combining market data with typical market benefit costs using SullivanCotter's proprietary Comp Plus 360 methodology, which reflects SullivanCotter's client experience and survey data for executive benefit practices within not-for-profit health care.
- Compared LVHN total compensation to the market to determine overall competitive positioning.



C. Study Methodology

- The table below provides definitions of the compensation terms used in this report:

Custom Peer Groups	<p>Custom executive compensation peer groups from SullivanCotter's <i>2020 Management and Executive Compensation in Hospitals and Health Systems</i> database:</p> <ul style="list-style-type: none"> Not-for-profit, independent or affiliated health systems that generate net revenue ranging from between \$698M - \$2.8B, including public health systems. <p>MH's net revenue is \$1.4B.</p>
Base Salary	Fixed amount of compensation paid to an individual for a specified position. Data in this report reflects current base salary.
Annual Incentive Opportunities (as a percent of base salary)	<p>Threshold/target/exceptional annual incentive award opportunities (as a percent of base salary) based on the level of achievement of defined organizational and vary by level. Threshold and exceptional opportunity levels reflect 50% of target and 150% of target.</p> <ul style="list-style-type: none"> CEO: Threshold 17.5%; Target 35.0%; Exceptional 52.5%. EVPs/SVPs: Threshold 12.5%; Target 25.0%; Exceptional 37.5%. VPs: Threshold 7.5%; Target 15.0%; Exceptional 22.5%. Directors: Threshold 4.0%; Target 8.0%; Exceptional 12.0%.
Total Cash Compensation (TCC)	Threshold/target/exceptional TCC includes base salary plus corresponding annual incentive award.
Tally Sheets	<p>Annual employer costs of each element of compensation, including cash compensation, broad-based benefits and supplemental benefits. SERP provides:</p> <ul style="list-style-type: none"> 25% of total cash compensation to the CEO. 15% of total cash compensation for most EVPs/SVPs. Three-year "block" vesting cycles with immediate vesting on death, disability, termination without cause or termination for good reason. <p>Data in the tally sheet reflects estimated 2020 costs for purposes of the analysis. Tally sheets are provided in Appendix B.</p>
Total Compensation (TC)	Threshold/target/exceptional TC includes corresponding TCC plus annual cost of employer-provided benefits.



C. Study Methodology

- The following table summarizes the benchmark approach utilized for each covered position:

Position Title	Incumbent	Survey Job Title	Survey Position Match	Adjustments
President CEO	Akram Boutros, M.D.	President and Chief Executive Officer	Responsible for establishing and achieving short- and long-term objectives and the overall viability of the organization and its entities. Develops policies and procedures and provides guidance with their implementation. Typically reports to the board or senior leadership if owned, leased or contract managed by another corporate organization. This is the most senior executive at a corporate organization or system-owned or -operated hospital facility in which all operations and shared services (e.g., finance, human resources, legal and information services) are managed by this position.	---
EVP Chief Financial Officer & System Services Officer	Craig Richmond	Chief Financial Officer	Responsible for planning, organizing and directing all functions related to the financial management, budgeting, accounting and reimbursement of the organization and its entities. Establishes and implements policies and procedures related to accounting practices. May have responsibility for information systems. Typically reports to the president and chief executive officer.	+10% premium for oversight of IT and Supply Chain.
EVP Chief Operating Officer	Michael Stern	Chief Operating Officer	Responsible for overseeing overall operations of the organization in accordance with plans and budgets. Leads the operations to ensure the organization's short- and long-term goals and objectives are achieved. Reports to the president and chief executive officer. This is the second-highest senior executive.	---
EVP Chief Clinical Officer	Bernard Boulanger, M.D.	Chief Medical Officer	Responsible for planning, coordinating and overseeing the strategic medical affairs of the organization. Establishes and implements standards and policies to align medical staff goals with those of the organization. Ensures medical staff complies with all legal and regulatory requirements. May be responsible for clinical integration, accountable care organization (ACO), medical group, quality and/or patient safety. May also have oversight for population health and value-based care initiatives. Typically reports to the president and chief executive officer or top physician executive/chief physician executive. This position requires an MD.	+10% premium for Chief Academic Officer responsibilities.
EVP Chief Clinical Transformation Officer	Nabil Chehade, M.D.	Top Population Health Executive	Responsible for developing, leading and overseeing the organization's strategic direction and coordination of population health and care management. Collaborates with leadership, physicians, departments and business units to implement and promote the population health program. Typically reports to the president and chief executive officer or top physician executive/chief physician executive.	+20% premium for managed care, contracting, telehealth, and SDOH Programs responsibilities
EVP Administration & Chief Of Staff	Jane Platten	Chief of Staff	Responsible for advising, overseeing and collaborating on strategic and highly complex projects for the president and chief executive officer. Ensures the successful implementation of organization initiatives and corrals senior leadership team around key strategic initiatives. This position is a highly strategic role and typically filled by a senior executive.	+25% premium for oversight of government & community relations; marketing; facilities and police department.



C. Study Methodology

Position Title	Incumbent	Survey Job Title	Survey Position Match	Adjustments
SVP Chief Diversity & HR Officer	Alan Nevel	Chief Human Resources Officer	Responsible for developing and implementing human resources policies and programs. Ensures all human resources programs (e.g., employment, compensation and benefits, employee or labor relations, education and training and employee health and safety) support and are aligned with the organization's human resources strategies. Typically reports to the president and chief executive officer or chief administrative officer.	+10% premium for diversity and inclusion responsibilities.
SVP Patient Care Services & Chief Nursing Officer	Melissa Kline	Chief Nursing Officer/Top Patient Care Executive	Responsible for organizing, planning, directing and evaluating all nursing services functions. May have responsibility over other patient care areas (e.g., social services, emergency medicine, pharmacy, rehabilitation and respiratory care services). Recommends and implements policies and procedures to improve efficiency and delivery of quality nursing services. Typically reports to the president and chief executive officer or chief operating officer. This position requires an RN.	+10% premium for shared oversight of inpatient hospital operations.
SVP Chief Strategy Officer	Julie Jacono	Chief Strategy Officer	Responsible for developing and implementing strategies for short- and long-term growth of the organization. Develops and leads organization-wide strategic planning efforts. Identifies and pursues new business opportunities, investigates diversification into new businesses or service lines and identifies and executes strategic alliances, joint ventures and partnerships. May lead mergers, acquisitions and divestitures. This position is typically responsible for three or more strategic functions and reports to the president and chief executive officer.	+10% premium for commercialization and innovation responsibilities.
SVP Chief Compliance & Ethics Officer	Cheryl Forino Wahl	Top Compliance Executive	Responsible for developing, implementing and overseeing policies, programs and practices to ensure the organization is in compliance with federal, state or local regulations and accreditation standards. Typically reports to the board or top legal services executive. This position may have a JD. This is a senior-level executive.	+10% premium for broader responsibilities than the survey match.
SVP Campus Transformation	Walter Jones	Top Facilities Planning/Construction Executive	Responsible for facility planning, new construction and renovation projects. May also be responsible for facilities operations and maintenance. Typically reports to the chief operating officer or chief financial officer.	---
SVP Chief Development Officer & President MH Foundation	Kate Brown	Top Foundation/Fund Development Executive	Responsible for planning and developing programs and events designed to enhance charitable giving. May serve as president of a separate charitable organization formed for the purpose of supporting the organization. Typically reports to the president and chief executive officer.	---
SVP Co-General Counsel	Sonja Rajki	Top Legal Services Executive (General Counsel)	Responsible for planning and leading all legal activities of the organization. Oversees in-house legal counsel and coordinates activities of outside counsel. Ensures organizational activities and strategic matters meet legal and regulatory requirements. Typically reports to the President and Chief Executive Officer or Chief Administrative Officer.	-20% discount for real-estate and strategic growth focus only.



C. Study Methodology

Position Title	Incumbent	Survey Job Title	Survey Position Match	Adjustments
SVP Co-General Counsel	Laura McBride	Top Legal Services Executive (General Counsel)	Responsible for planning and leading all legal activities of the organization. Oversees in-house legal counsel and coordinates activities of outside counsel. Ensures organizational activities and strategic matters meet legal and regulatory requirements. Typically reports to the President and Chief Executive Officer or Chief Administrative Officer.	-20% discount for litigation and employee side focus only.
SVP, Behavioral Health Operations	Julia Bruner, M.D.	Top Behavioral Health Services Executive	Responsible for planning, directing and managing the overall operations and growth of the organization's behavioral health services. Monitors the financial performance and the quality of services provided. Typically reports to the Chief Operating Officer.	+10% premium for Medical Director of Correctional Health Care role.
SVP Communications, Government/Community Relations	Joseph Frolik	Top Communications Executive	Responsible for planning, developing and implementing all internal and external communication activities. Monitors quality and content of communication materials to ensure consistency and establishes policies and practices to develop and maintain the organization's philosophy and desired image. Typically reports to the Chief Administrative Officer, Chief Strategy Officer or Top Marketing Executive.	---
VP Chief Medical Informatics Officer	David Kaelber, M.D.	Top Medical Informatics Executive	Responsible for developing, implementing and managing the organization's systems that underlie the tools and management of medical information. Acts as liaison between physicians, information services and senior leadership. Typically reports to the chief medical officer or chief information officer.	+25% premium for significant additional responsibilities.
VP Chief Quality Officer	Brook Watts, M.D.	Top Quality Executive (MD)	Responsible for planning, implementing and overseeing the guidelines for clinical quality, patient safety and value initiatives. This position requires an MD to provide physician leadership to quality staff. May oversee quality data collection and reporting. Typically reports to the chief medical officer or president and chief executive officer. This is not a total quality management (TQM) or continuous quality improvement (CQI) job.	+ 10% premium for community and public health responsibilities.
VP Chief Information Officer	David Fiser	Chief Information Officer	Responsible for the direction and planning of all information systems and services. Establishes and implements policies, procedures and standards for all information systems activities. May also oversee digital strategy and/or telecommunications. Typically reports to the president and chief executive officer or chief operating officer.	---
VP Supply Chain	Justin Gallo	Top Supply Chain Management Executive	Responsible for planning, developing and implementing systems and processes that manage and control total purchasing costs of products and services. Areas of responsibility include procurement, inventory management, transportation, distribution and warehousing. Typically reports to the chief financial officer, chief operating officer or president and chief executive officer.	---



C. Study Methodology

Position Title	Incumbent	Survey Job Title	Survey Position Match	Adjustments
VP Finance	Geoff Himes	Second-Level Finance Executive	Assists the Chief Financial Officer in directing and overseeing the financial functions of the organization. Reviews policies and procedures related to the organization's accounting practices. This is the second-highest finance executive position in an organization. Typically reports to the Chief Financial Officer or Chief Administrative Officer.	---
VP Hospital Operation	Nicholas Sukalac	Top Support Services Executive	Responsible for planning, directing and overseeing three or more of the organization's support functions (e.g., housekeeping, maintenance, facilities management, biomedical engineering, nutrition services and security). Typically reports to the chief operating officer or top operations executive.	+10% premium for shared oversight of inpatient hospital operations.
VP Financial Planning & Analysis	Susan McCarthy	Top Decision Support Executive	Responsible for policy related to the development, implementation and maintenance of systems and applications dealing with integrated clinical, financial and operational data. Typically reports to the chief technology officer or chief information officer.	---
VP Human Resources	Deborah Southerington	Second-Level Human Resources Executive	Assists the Chief Human Resources Officer in directing and overseeing all phases of the human resources department of the organization. This is the second-highest human resources executive position in an organization and may oversee one or more of the following: compensation, benefits, employee and labor relations, employment, training and development and organization development. Typically reports to the Chief Human Resources Officer.	
VP Facilities & Construction	Karen Dethloff	Head of Facilities	Responsible for managing and directing the plant operations, construction, environmental services/housekeeping, security and biomedical engineering departments. Typically supervises lower-level managers and supervisors. Ensures departments operate within budget and in accordance with performance standards.	+10% premium for construction responsibilities.
VP Communications, Government/Community Relations	Michael Tobin	Head of Communications	Responsible for managing and directing the internal and external communication activities. Ensures consistency and assists in establishing policies and practices to develop and maintain the organization's philosophy and desired image.	+10% premium for government and community relations responsibilities.
VP Marketing	Vacant	Top Marketing Executive	Responsible for planning, developing and executing a comprehensive marketing strategy to support the brand and objectives of the organization. This includes marketing new and existing programs and services, market research and advertising via various media. May have responsibility for communications and public affairs. Typically reports to the chief administrative officer or chief strategy officer.	---

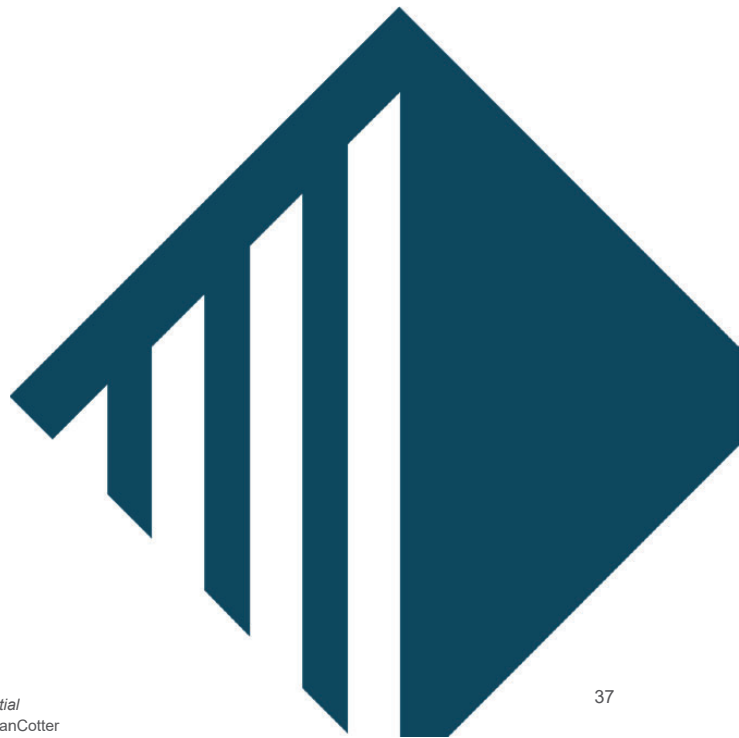
C. Study Methodology



Position Title	Incumbent	Survey Job Title	Survey Position Match	Adjustments
VP Virtual Care Enterprise	Vacant	Top Telemedicine Executive	Responsible for developing, implementing and accessing the telemedicine systems for the organization. Provides recommendations for telemedicine solutions to improve and expedite health care services. Typically reports to the chief operating officer, chief medical officer or chief information officer.	-20% discount for narrower responsibilities than the survey match. Candidate has limited VC/IT experience.
VP/SLA Regional Perioperative Nursing Services	Vacant	Top Service Line Executive - Other	Responsible for the overall strategic leadership and operational oversight for all clinical operations contributing to a single service line or institute. Works in collaboration with physician and administrative leadership for each division and department to develop and implement policies, procedures, budgets and marketing plans to ensure the highest level of care and support and the continued growth and success of a single service line or institute. Typically reports to the President and Chief Executive Officer or Chief Operating Officer.	---
Executive Director, Revenue Cycle Management	Donna Graham	Top Revenue Cycle Executive	Responsible for planning, directing and evaluating the organization's revenue cycle process. Provides leadership for developing and overseeing the processes and systems to improve admission, financial performance and generate cash flow. Typically reports to the chief financial officer.	---
Director & Chief Public Safety Officer	Francis Bova	Head of Security and Safety	Responsible for managing the security and safety functions of the overall organization. Supervises lower-level security supervisors. May also be responsible for compliance with various state and federal laws related to occupational safety and hazardous waste disposal.	---
Director Patient Financial Services	Jennifer Davis	Head of Revenue Cycle	Responsible for maintaining and enhancing the revenue cycle process, including patient accounting, billing, collections, registration, medical records, vendor management, etc. Reviews and develops processes and systems to improve admissions and financial performance and generate cash flow. May supervise lower-level managers or supervisors over specific functions.	---
Director Regional Perioperative Nursing Services	Vacant	Head of Perioperative Services	Responsible for managing and directing all perioperative services, including, but not limited to, main operating rooms, outpatient surgical suites, preadmission testing, preoperative and post anesthesia care units. This includes organizing, planning and evaluating services provided. Ensures department operates within budget and in accordance with performance standards.	---

Appendix D

Custom Peer Group Comparison Tables





D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Current Base Salary	Peer Group	Base Salary Data Effective July 1, 2020				Approximate Market Position	Market Ratio			
			P25	P50	P75	P90		P25	P50	P75	P90
President CEO (Boutros, M.D.)	\$1,000.0	NFP					37				
		PH					81				
		NFP & PH					46				
EVP Chief Financial Officer & System Services Officer (Richmond)	\$550.0	NFP					<25 (-2%)				
		PH					54				
		NFP & PH					28				
EVP Chief Operating Officer (Stern)	\$525.0	NFP					<25 (-1%)				
		PH					38				
		NFP & PH					28				
EVP Chief Clinical Officer (Boulanger, M.D.)	\$525.0	NFP					36				
		PH					34				
		NFP & PH					35				
EVP Chief Clinical Transformation Officer (Chehade, M.D.)	\$450.0	NFP					41				
		PH					---				
		NFP & PH					39				
EVP Administration & Chief Of Staff (Platten)	\$360.0	National					57				
		NFP					---				
		PH					---				
		NFP & PH					---				



D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Current Base Salary	Peer Group	Base Salary Data Effective July 1, 2020				Approximate Market Position	Market Ratio			
			P25	P50	P75	P90		P25	P50	P75	P90
SVP Chief Diversity & HR Officer (Nevel)	\$360.0	NFP PH NFP & PH					<25 (-4%) 46 <25 (-1%)				
SVP Patient Care Services & Chief Nursing Officer (Kline)	\$350.0	NFP PH NFP & PH					29 37 32				
SVP Chief Strategy Officer (Jacono)	\$350.0	NFP PH NFP & PH					<25 (-4%) 29 <25 (-4%)				
SVP Chief Compliance & Ethics Officer (Wahl)	\$300.0	NFP PH NFP & PH					62 >90 (+1%) 73				
SVP Campus Transformation (Jones)	\$280.0	NFP PH NFP & PH					63 --- 64				
SVP Chief Development Officer & President MH Foundation (Brown)	\$275.0	NFP PH NFP & PH					56 62 57				
SVP Co-General Counsel (Rajki)	\$270.0	NFP PH NFP & PH					<25 (-9%) 31 <25 (-7%)				



D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Current Base Salary	Peer Group	Base Salary Data Effective July 1, 2020				Approximate Market Position	Market Ratio			
			P25	P50	P75	P90		P25	P50	P75	P90
SVP Co-General Counsel (McBride)	\$270.0	NFP PH NFP & PH					<25 (-9%) 31 <25 (-7%)				
SVP, Behavioral Health Operations (Bruner, M.D.)	\$269.3	National NFP PH NFP & PH					58 --- --- ---				
SVP Communications, Government/Community Relations (Frolik)	\$228.0	NFP PH NFP & PH					<25 (-2%) --- <25 (-2%)				
VP Chief Medical Informatics Officer (Kaelber, M.D.)	\$400.0	NFP PH NFP & PH					<25 (-1%) --- <25 (-1%)				
VP Chief Quality Officer (Watts, M.D.)	\$370.0	NFP PH NFP & PH					<25 (-14%) --- <25 (-11%)				
VP Chief Information Officer (Fiser)	\$340.0	NFP PH NFP & PH					<25 (-6%) 58 <25 (-3%)				
VP Supply Chain (Gallo)	\$300.0	NFP PH NFP & PH					63 77 68				



D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Current Base Salary	Peer Group	Base Salary Data Effective July 1, 2020				Approximate Market Position	Market Ratio			
			P25	P50	P75	P90		P25	P50	P75	P90
VP Finance (Himes)	\$280.0	NFP PH NFP & PH					45				
							65				
							48				
VP Hospital Operation (Sukalac)	\$260.0	NFP PH NFP & PH					<25 (-8%)				
							36				
							25				
VP Financial Planning & Analysis (McCarthy)	\$250.0	National NFP PH NFP & PH					57				

VP Human Resources (Southerington)	\$225.0	NFP PH NFP & PH					25				
							<25 (-7%)				
							25				
VP Facilities & Construction (Dethloff)	\$190.0	NFP PH NFP & PH					75				
							>90 (+12%)				
							78				
VP Communications, Government/Community Relations (Tobin)	\$160.0	NFP PH NFP & PH					53				
							63				
							55				
VP Marketing (Vacant)	---	NFP PH NFP & PH					---				



D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Current Base Salary	Peer Group		Approximate Market Position	Market Ratio			
					P25	P50	P75	P90
VP Virtual Care Enterprise (Vacant)	---	National NFP PH NFP & PH		---				
VP/SLA Regional Perioperative Nursing Services (Vacant)	---	NFP PH NFP & PH		---				
Executive Director, Revenue Cycle Management (Graham)	\$198.9	NFP PH NFP & PH		<25 (-24%) <25 (-19%) <25 (-22%)				
Director & Chief Public Safety Officer (Bova)	\$137.0	NFP PH NFP & PH		56 75 58				
Director Patient Financial Services (Davis)	\$126.0	NFP PH NFP & PH		<25 (-1%) <25 (-4%) <25 (-3%)				
Director Regional Perioperative Nursing Services (Vacant)	---	NFP PH NFP & PH		---				
Aggregate (Weighted Average) - NFP:				30				
Aggregate (Weighted Average) - PH:				48				
Aggregate (Weighted Average) - NFP & PH:				35				



D. Total Cash Compensation – Incentives

Annual Incentives

- Typical target (on-plan performance) and maximum (exceptional performance) annual incentive opportunities (as a percent of base salary) among national health systems are shown in the following table:

Position/Level	MH		Health Systems ⁽¹⁾	
	Target	Exceptional	Target	Maximum
Chief Executive Officer	35.0%	52.5%		
Chief Financial Officer	25.0%	37.5%		
Chief Medical Officer	25.0%	37.5%		
Chief Operating Officer	25.0%	37.5%		
Senior Vice Presidents	25.0%	37.5%		
Vice Presidents	15.0%	22.5%		
Directors	8.0%	12.0%		

Long-Term Incentives

- MH does not have a long-term plan for its executives.

SullivanCotter's 2019 and 2020 Management and Executive Compensation in Hospitals and Health Systems.



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D. Total Cash Compensation Tables

\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Total Cash Compensation Data Effective July 1, 2020				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
President CEO (Boutros, M.D.)	\$1,000.0	\$1,175.0	\$1,350.0	\$1,525.0	NFP					<25 (-3%)	37	52	64
					PH					71	82	90	>90 (+13%)
					NFP & PH					32	45	57	68
EVP Chief Financial Officer & System Services Officer (Richmond)	\$550.0	\$618.7	\$687.5	\$756.2	NFP					<25 (-13%)	<25 (-2%)	33	44
					PH					42	58	77	87
					NFP & PH					<25 (-10%)	27	40	52
EVP Chief Operating Officer (Stern)	\$525.0	\$590.6	\$656.2	\$721.9	NFP					<25 (-12%)	<25 (-1%)	32	40
					PH					36	45	55	69
					NFP & PH					<25 (-10%)	26	34	43
EVP Chief Clinical Officer (Boulanger, M.D.)	\$525.0	\$590.6	\$656.2	\$721.9	NFP					<25 (-4%)	34	46	57
					PH					<25 (-2%)	43	78	86
					NFP & PH					<25 (-2%)	36	49	61
EVP Chief Clinical Transformation Officer (Chehade, M.D.)	\$450.0	\$506.3	\$562.5	\$618.8	NFP					26	39	53	66
					PH					---	---	---	---
					NFP & PH					26	43	57	69
EVP Administration & Chief Of Staff (Platten)	\$360.0	\$405.0	\$450.0	\$495.0	National					46	56	65	74
					NFP					---	---	---	---
					PH					---	---	---	---
					NFP & PH					---	---	---	---
SVP Chief Diversity & HR Officer (Nevel)	\$360.0	\$405.0	\$450.0	\$495.0	NFP					<25 (-15%)	<25 (-5%)	35	52
					PH					36	54	71	83
					NFP & PH					<25 (-13%)	<25 (-2%)	39	56



D. Total Cash Compensation Tables

\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Total Cash Compensation Data Effective July 1, 2020				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
SVP Patient Care Services & Chief Nursing Officer (Kline)	\$350.0	\$393.8	\$437.5	\$481.3	NFP PH NFP & PH					<25 (-10%)	27	47	61
										34	60	78	87
										<25 (-6%)	37	55	68
SVP Chief Strategy Officer (Jacono)	\$350.0	\$393.7	\$437.5	\$481.2	NFP PH NFP & PH					<25 (-17%)	<25 (-7%)	28	37
										27	32	37	42
										<25 (-16%)	<25 (-5%)	29	38
SVP Chief Compliance & Ethics Officer (Wahl)	\$300.0	\$337.5	\$375.0	\$412.5	NFP PH NFP & PH					50	61	72	79
										>90 (+1%)	>90 (+13%)	>90 (+26%)	>90 (+38%)
										55	66	76	82
SVP Campus Transformation (Jones)	\$280.0	\$315.0	\$350.0	\$385.0	NFP PH NFP & PH					40	57	72	90
										---	---	---	---
										52	63	75	>90 (+1%)
SVP Chief Development Officer & President MH Foundation (Brown)	\$275.0	\$309.4	\$343.7	\$378.1	NFP PH NFP & PH					29	52	64	75
										40	69	>90 (+3%)	>90 (+13%)
										35	55	66	76
SVP Co-General Counsel (Rajki)	\$270.0	\$303.8	\$337.5	\$371.3	NFP PH NFP & PH					<25 (-18%)	<25 (-8%)	27	36
										30	38	46	64
										<25 (-16%)	<25 (-6%)	30	40
SVP Co-General Counsel (McBride)	\$270.0	\$303.8	\$337.5	\$371.3	NFP PH NFP & PH					<25 (-18%)	<25 (-8%)	27	36
										30	38	46	64
										<25 (-16%)	<25 (-6%)	30	40



D. Total Cash Compensation Tables

\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Total Cash Compensation Data Effective July 1, 2020				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
SVP, Behavioral Health Operations (Bruner, M.D.)	\$269.3	\$289.5	\$309.7	\$329.9	National NFP PH NFP & PH					31	47	57	67
										---	---	---	---
										---	---	---	---
										---	---	---	---
SVP Communications, Government/Community Relations (Frolik)	\$228.0	\$256.5	\$285.0	\$313.5	NFP PH NFP & PH					<25 (-4%)	35	53	78
										---	---	---	---
										<25 (-4%)	35	54	80
VP Chief Medical Informatics Officer (Kaelber, M.D.)	\$400.0	\$430.0	\$460.0	\$490.0	NFP PH NFP & PH					<25 (-14%)	<25 (-7%)	<25 (-1%)	43
										---	---	---	---
										<25 (-14%)	<25 (-7%)	<25 (-1%)	43
VP Chief Quality Officer (Watts, M.D.)	\$370.0	\$397.7	\$425.5	\$453.2	NFP PH NFP & PH					<25 (-21%)	<25 (-15%)	<25 (-9%)	<25 (-3%)
										---	---	---	---
										<25 (-19%)	<25 (-13%)	<25 (-6%)	25
VP Chief Information Officer (Fiser)	\$340.0	\$365.5	\$391.0	\$416.5	NFP PH NFP & PH					<25 (-19%)	<25 (-13%)	<25 (-7%)	<25 (-1%)
										45	55	63	72
										<25 (-15%)	<25 (-9%)	<25 (-3%)	30
VP Supply Chain (Gallo)	\$300.0	\$322.5	\$345.0	\$367.5	NFP PH NFP & PH					34	49	64	76
										77	86	>90 (+4%)	>90 (+11%)
										44	57	68	77
VP Finance (Himes)	\$280.0	\$301.0	\$322.0	\$343.0	NFP PH NFP & PH					36	45	53	60
										61	68	76	89
										37	45	53	61



D. Total Cash Compensation Tables

\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Total Cash Compensation Data Effective July 1, 2020				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
VP Hospital Operation (Sukalac)	\$260.0	\$279.5	\$299.0	\$318.5	NFP PH NFP & PH					<25 (-16%)	<25 (-10%)	<25 (-3%)	29
										31	36	42	47
										<25 (-11%)	<25 (-5%)	28	37
VP Financial Planning & Analysis (McCarthy)	\$250.0	\$268.8	\$287.5	\$306.3	National NFP PH NFP & PH					28	46	63	77
										---	---	---	---
										---	---	---	---
										---	---	---	---
VP Human Resources (Southerington)	\$225.0	\$241.9	\$258.8	\$275.6	NFP PH NFP & PH					<25 (-4%)	31	43	59
										<25 (-17%)	<25 (-11%)	<25 (-5%)	29
										<25 (-4%)	30	42	55
VP Facilities & Construction (Dethloff)	\$190.0	\$204.3	\$218.5	\$232.8	NFP PH NFP & PH					53	74	81	87
										>90 (+3%)	>90 (+11%)	>90 (+18%)	>90 (+26%)
										69	78	86	>90 (+3%)
VP Communications, Government/Community Relations (Tobin)	\$160.0	\$172.0	\$184.0	\$196.0	NFP PH NFP & PH					45	54	63	72
										63	72	79	86
										50	58	66	74
VP Marketing (Vacant)	---	---	---	---	NFP PH NFP & PH					---	---	---	---
										---	---	---	---
VP Virtual Care Enterprise (Vacant)	---	---	---	---	National NFP PH NFP & PH					---	---	---	---
										---	---	---	---
										---	---	---	---
										---	---	---	---



D. Total Cash Compensation Tables

\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		No Incentive	Threshold	Target	Exceptional
VP/SLA Regional Perioperative Nursing Services (Vacant)	---	---	---	---	NFP PH NFP & PH	---	---	---	---
Executive Director, Revenue Cycle Management (Graham)	\$198.9	\$213.8	\$228.7	\$243.7	NFP PH NFP & PH	<25 (-28%) <25 (-19%) <25 (-25%)	<25 (-23%) <25 (-13%) <25 (-19%)	<25 (-18%) <25 (-7%) <25 (-13%)	<25 (-12%) 25 <25 (-8%)
Director & Chief Public Safety Officer (Bova)	\$137.0	\$142.5	\$148.0	\$153.5	NFP PH NFP & PH	49 66 49	54 74 56	59 >90 (+2%) 63	63 >90 (+6%) 70
Director Patient Financial Services (Davis)	\$126.0	\$131.1	\$136.1	\$141.2	NFP PH NFP & PH	<25 (-5%) <25 (-11%) <25 (-6%)	<25 (-1%) <25 (-7%) <25 (-2%)	27 <25 (-4%) 27	31 25 31
Director Regional Perioperative Nursing Services (Vacant)	---	---	---	---	NFP PH NFP & PH	---	---	---	---
Aggregate (Weighted Average) - NFP:						<25 (-7%)	29	41	53
Aggregate (Weighted Average) - PH:						40	55	73	82
Aggregate (Weighted Average) - NFP & PH:						<25 (-2%)	35	47	59



D. Total Compensation Tables

\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Total Compensation Data Effective July 1, 2020				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
President CEO (Boutros, M.D.)	\$1,436.4	\$1,611.4	\$1,786.4	\$1,961.4	NFP					35	48	59	70
					PH					80	88	>90 (+8%)	>90 (+18%)
					NFP & PH					43	54	63	73
EVP Chief Financial Officer & System Services Officer (Richmond)	\$726.6	\$795.3	\$864.1	\$932.8	NFP					<25 (-6%)	28	38	47
					PH					51	67	80	89
					NFP & PH					<25 (-2%)	34	45	56
EVP Chief Operating Officer (Stern)	\$696.2	\$761.8	\$827.4	\$893.0	NFP					<25 (-5%)	29	36	43
					PH					41	48	58	69
					NFP & PH					<25 (-2%)	31	38	46
EVP Chief Clinical Officer (Boulanger, M.D.)	\$693.8	\$759.5	\$825.1	\$890.7	NFP					30	40	50	61
					PH					35	59	80	87
					NFP & PH					31	43	54	64
EVP Chief Clinical Transformation Officer (Chehade, M.D.)	\$606.3	\$662.5	\$718.8	\$775.0	NFP					37	49	61	73
					PH					---	---	---	---
					NFP & PH					39	53	64	75
EVP Administration & Chief Of Staff (Platten)	\$502.4	\$547.4	\$592.5	\$637.5	National					54	62	69	76
					NFP					---	---	---	---
					PH					---	---	---	---
SVP Chief Diversity & HR Officer (Nevel)	\$493.1	\$538.1	\$583.1	\$628.1	NFP & PH					---	---	---	---
					NFP					<25 (-6%)	30	43	57
					PH					50	64	76	86
					NFP & PH					<25 (-4%)	34	49	63



D. Total Compensation Tables

\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Total Compensation Data Effective July 1, 2020				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
SVP Patient Care Services & Chief Nursing Officer (Kline)	\$478.8	\$522.6	\$566.3	\$610.1	NFP PH NFP & PH					<25 (-1%)	39	54	65
										52	72	82	90
										32	50	62	73
SVP Chief Strategy Officer (Jacono)	\$465.5	\$509.3	\$553.0	\$596.8	NFP PH NFP & PH					<25 (-10%)	<25 (-2%)	31	38
										29	34	38	43
										<25 (-9%)	25	32	39
SVP Chief Compliance & Ethics Officer (Wahl)	\$410.4	\$447.9	\$485.4	\$522.9	NFP PH NFP & PH					58	68	76	82
										>90 (+8%)	>90 (+17%)	>90 (+27%)	>90 (+37%)
										63	73	79	84
SVP Campus Transformation (Jones)	\$394.7	\$429.7	\$464.7	\$499.7	NFP PH NFP & PH					57	70	86	>90 (+6%)
										---	---	---	---
										63	73	88	>90 (+7%)
SVP Chief Development Officer & President MH Foundation (Brown)	\$379.8	\$414.2	\$448.5	\$482.9	NFP PH NFP & PH					50	60	70	76
										62	85	>90 (+6%)	>90 (+14%)
										52	62	72	77
SVP Co-General Counsel (Rajki)	\$331.6	\$365.3	\$399.1	\$432.8	NFP PH NFP & PH					<25 (-20%)	<25 (-11%)	<25 (-3%)	30
										26	33	40	47
										<25 (-18%)	<25 (-10%)	<25 (-1%)	32
SVP Co-General Counsel (McBride)	\$331.9	\$365.6	\$399.4	\$433.1	NFP PH NFP & PH					<25 (-20%)	<25 (-11%)	<25 (-3%)	30
										26	33	40	47
										<25 (-18%)	<25 (-10%)	<25 (-1%)	32



D. Total Compensation Tables

\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Total Compensation Data Effective July 1, 2020				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
SVP, Behavioral Health Operations (Bruner, M.D.)	\$329.5	\$349.7	\$369.9	\$390.1	National NFP PH NFP & PH					38	51	60	68
										---	---	---	---
										---	---	---	---
										---	---	---	---
SVP Communications, Government/Community Relations (Frolik)	\$329.7	\$358.2	\$386.7	\$415.2	NFP PH NFP & PH					36	51	74	90
										---	---	---	---
										36	51	78	89
VP Chief Medical Informatics Officer (Kaelber, M.D.)	\$466.0	\$496.0	\$526.0	\$556.0	NFP PH NFP & PH					<25 (-15%)	<25 (-10%)	<25 (-4%)	29
										---	---	---	---
										<25 (-15%)	<25 (-10%)	<25 (-4%)	29
VP Chief Quality Officer (Watts, M.D.)	\$419.1	\$446.9	\$474.6	\$502.4	NFP PH NFP & PH					<25 (-26%)	<25 (-21%)	<25 (-16%)	<25 (-11%)
										---	---	---	---
										<25 (-23%)	<25 (-18%)	<25 (-13%)	<25 (-8%)
VP Chief Information Officer (Fiser)	\$391.4	\$416.9	\$442.4	\$467.9	NFP PH NFP & PH					<25 (-22%)	<25 (-17%)	<25 (-11%)	<25 (-6%)
										38	47	55	63
										<25 (-18%)	<25 (-13%)	<25 (-8%)	<25 (-3%)
VP Supply Chain (Gallo)	\$364.5	\$387.0	\$409.5	\$432.0	NFP PH NFP & PH					34	48	61	73
										76	83	90	>90 (+6%)
										44	56	66	76
VP Finance (Himes)	\$341.6	\$362.6	\$383.6	\$404.6	NFP PH NFP & PH					36	43	51	57
										59	66	73	82
										36	44	51	58



D. Total Compensation Tables

\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Total Compensation Data Effective July 1, 2020				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
VP Hospital Operation (Sukalac)	\$317.4	\$336.9	\$356.4	\$375.9	NFP PH NFP & PH					<25 (-16%)	<25 (-11%)	<25 (-5%)	25
										29	35	40	45
										<25 (-11%)	<25 (-6%)	25	33
VP Financial Planning & Analysis (McCarthy)	\$302.6	\$321.3	\$340.1	\$358.8	National NFP PH NFP & PH					31	47	63	76
										---	---	---	---
										---	---	---	---
										---	---	---	---
VP Human Resources (Southerington)	\$283.1	\$300.0	\$316.9	\$333.8	NFP PH NFP & PH					<25 (-3%)	30	42	56
										<25 (-15%)	<25 (-10%)	<25 (-5%)	26
										<25 (-3%)	30	41	53
VP Facilities & Construction (Dethloff)	\$241.9	\$256.1	\$270.4	\$284.6	NFP PH NFP & PH					64	77	83	89
										>90 (+7%)	>90 (+13%)	>90 (+19%)	>90 (+25%)
										75	82	89	>90 (+4%)
VP Communications, Government/Community Relations (Tobin)	\$207.5	\$219.5	\$231.5	\$243.5	NFP PH NFP & PH					50	58	66	74
										67	75	81	87
										54	61	68	76
VP Marketing (Vacant)	---	---	---	---	NFP PH NFP & PH					---	---	---	---
										---	---	---	---
										---	---	---	---
VP Virtual Care Enterprise (Vacant)	---	---	---	---	National NFP PH NFP & PH					---	---	---	---
										---	---	---	---
										---	---	---	---
										---	---	---	---



D. Total Compensation Tables

\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		No Incentive	Threshold	Target	Exceptional
VP/SLA Regional Perioperative Nursing Services (Vacant)	---	---	---	---	NFP PH NFP & PH	---	---	---	---
Executive Director, Revenue Cycle Management (Graham)	\$239.1	\$254.0	\$268.9	\$283.8	NFP PH NFP & PH	<25 (-28%) <25 (-19%) <25 (-25%)	<25 (-23%) <25 (-14%) <25 (-20%)	<25 (-19%) <25 (-9%) <25 (-15%)	<25 (-14%) <25 (-4%) <25 (-10%)
Director & Chief Public Safety Officer (Bova)	\$164.4	\$169.9	\$175.4	\$180.9	NFP PH NFP & PH	43 58 44	49 66 50	54 74 56	58 >90 (+1%) 63
Director Patient Financial Services (Davis)	\$162.8	\$167.9	\$172.9	\$177.9	NFP PH NFP & PH	<25 (-1%) <25 (-6%) <25 (-2%)	27 <25 (-3%) 27	31 25 31	35 31 34
Director Regional Perioperative Nursing Services (Vacant)	---	---	---	---	NFP PH NFP & PH	---	---	---	---
Aggregate (Weighted Average) - NFP:						<25 (-2%)	33	44	54
Aggregate (Weighted Average) - PH:						47	61	75	83
Aggregate (Weighted Average) - NFP & PH:						28	39	50	60