

Statement issued by Cohen, Rosenthal & Kramer LLP, attorneys for Dr. Boutros

MetroHealth's Board of Trustees Retaliates against Dr. Akram Boutros for Whistle Blowing

Dr. Boutros uncovered that the new CEO was hired outside of public meeting protocol

The MetroHealth Board's actions yesterday are the latest of a series of retaliatory acts against Dr. Boutros after he raised the issue of the unauthorized hiring of the new CEO. He uncovered that the Board members were participating in serial deliberation outside of public meetings and that Vanessa Whiting, the Board Chair, signed agreements and authorized payments hundreds of thousands of dollars without Board approval.

Vanessa Whiting led a retaliatory charge against him for blowing the whistle on these practices. She targeted him for receiving bonuses that were received by all eligible employees.

The "demand" for repayment is evidence of the Board's discriminatory treatment as he is the only employee forced to repay bonuses.

The Board of Trustees took this action to divert attention from their own gross negligence.

The statement released by the Board last night is full of misinformation and outright lies. Dr. Boutros will take legal action.

1. Within 24 hours of being notified of the Board Chair's concerns, Dr. Boutros volunteered to self-report to the Ohio Ethics Commission. To remove the specter of impropriety and permit the Board time to conduct their own assessment, he volunteered to repay the bonuses until they completed their assessment. Dr. Boutros requested the money be put in escrow, but MetroHealth's attorney who was not properly authorized by Board resolution, categorically refused. He began intimidation tactics and used blatantly discriminatory language and tropes based on Dr. Boutros' national origin in his effort to coerce Dr. Boutros to repay earned compensation and hundreds of thousands of dollars he never received from MetroHealth.
2. From 2014 – 2022, Dr. Boutros followed the Board's directives. The Board authorized him, as President and CEO, to take action as delineated in Board resolutions authorizing bonus payments. These resolutions state: "Performance based incentive program payments (performance based variable compensation, one-time recognition, supplemental incentives) shall be distributed to eligible employees based on System and individual performance...The President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution." Throughout his time at MetroHealth, Dr. Boutros was eligible for bonuses. The Board never excluded Dr. Boutros from the pool of employees eligible for the performance based incentive program. Compensation through the supplemental performance incentive program is determined based on a formula set by the Board and the leadership team of the health system. The Board passes resolutions authorizing the pool of funds for bonuses.
3. Dr. Boutros never omitted nor failed to report his full compensation to the Board. As a matter of fact, he was included in all Sullivan Cotter Executive Total Compensation Reviews submitted to the Board. The Board of Trustees, working with general counsel and their own independent

outside consultants, has a fiduciary obligation to solicit information from payroll regarding employee compensation.

4. The Board and its committees conducted the so-called investigation in secrecy and acted in violation of Ohio Open Meetings Act beginning October 12, 2022. Furthermore, they never interviewed Dr. Boutros and denied Dr. Boutros' request for a public hearing on November 9 in violation of the Ohio Revised Code. We are referring these violations to the Cuyahoga County Prosecutor's Office.
5. On November 7, Dr. Boutros refused further coercion by members of the Board to reduce his authorities. On November 9, the Board retaliated by approving immediate limitations to his authorities in violation of his contract. On November 11, Dr. Boutros notified the Board of their breach of contract and Dr. Boutros terminated his contract for good cause.
6. These allegations have laid waste to a decade of extraordinary community benefit created through Dr. Boutros' leadership and has fractured the trust that Dr. Boutros worked hard to rebuild with the community. In addition, this has damaged Dr. Boutros' nationally recognized reputation as well as the reputation of the public institution.