TAHOE FOREST
HOSPITAL DISTRICT

2025-11-04 Board Executive Compensation Committee

Tuesday, November 4, 2025 at 11:00 a.m.

10800 Donner Pass Rd, Suite 200, Truckee CA 96161

Tahoe Forest Hospital - Aspen Conference Room

TAHOE FOREST
HOSPITAL DISTRICT

Meeting Book - 2025-11-04 Board Executive Compensation Committee

Board Executive Compensation Committee

TAHOE FOREST
HOSPITAL DISTRICT

BOARD EXECUTIVE COMPENSATION COMMITTEE AGENDA

Tuesday, November 4, 2025 at 11:00 a.m.
Tahoe Forest Hospital – Aspen Conference Room
10800 Donner Pass Rd, suite 200, Truckee, CA 96161

1. **CALL TO ORDER**

2. **ROLL CALL**

3. **CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA**

4. **INPUT – AUDIENCE**
This is an opportunity for members of the public to address the Committee on items which are not on the agenda. Please state your name for the record. Comments are limited to three minutes. Written comments should be submitted to the Board Clerk 24 hours prior to the meeting to allow for distribution. Under Government Code Section 54954.2 – Brown Act, the Committee cannot take action on any item not on the agenda. The Committee may choose to acknowledge the comment or, where appropriate, briefly answer a question, refer the matter to staff, or set the item for discussion at a future meeting.

5. **APPROVAL OF MINUTES: 10/27/2025**◈ .... ATTACHMENT

6. **ITEMS FOR DISCUSSION AND/OR RECOMMENDATION**◈
   6.1. President & Chief Executive Officer Job Description◈ .... ATTACHMENT
   Executive Compensation Committee will review the President & Chief Executive Officer's job description
   6.2. Policy Review◈
   Executive Compensation Committee will review and discuss the following board policies:
   6.2.1. Chief Executive Officer Performance Evaluation, ABD-01 .... ATTACHMENT
   6.2.2. President & Chief Executive Officer Compensation, ABD-02................................. ATTACHMENT
   6.3. Fiscal Year 2026 President & CEO Incentive Compensation◈.............................. ATTACHMENT*
   Executive Compensation Committee review and consider proposed metrics for the Fiscal Year 2026 President & CEO Incentive Compensation goals.

7. **CLOSED SESSION**
   7.1. Approval of Closed Session Minutes◈
      7.1.1. 11/04/2025 Board Executive Compensation Committee
   7.2. Public Employee Performance Evaluation (Government Code § 54957)
      Title: President & Chief Executive Officer
   7.2. Conference with Labor Negotiator (Government Code § 54957.6)
      Name of District Negotiator(s) to Attend Closed Session: Alyce Wong
      Unrepresented Employee: President & Chief Executive Officer

◈ Denotes Action Item

8. OPEN SESSION

8.1. Fiscal Year 2025 President & CEO Incentive Compensation ◈ .... ATTACHMENT*
Executive Compensation Committee review and consider President & CEO Incentive Compensation payout criteria for FY 2025.

9. REPORT OF ACTIONS TAKEN IN CLOSED SESSION

10. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

11. NEXT MEETING DATE

12. ADJOURN

*Denotes material (or a portion thereof) may be distributed later.

Note: It is the policy of Tahoe Forest Hospital District to not discriminate in admissions, provisions of services, hiring, training and employment practices on the basis of color, national origin, sex, religion, age or disability including AIDS and related conditions. Equal Opportunity Employer. The telephonic meeting location is accessible to people with disabilities. Every reasonable effort will be made to accommodate participation of the disabled in all of the District's public meetings. If particular accommodations for the disabled are needed or a reasonable modification of the teleconference procedures are necessary (i.e., disability-related aids or other services), please contact the Executive Assistant at (530) 582-3583 at least 24 hours in advance of the meeting.

◈ Denotes Action Item

TAHOE FOREST
HOSPITAL DISTRICT

BOARD EXECUTIVE COMPENSATION COMMITTEE
DRAFT MINUTES

Monday, October 27, 2025 at 10:00 a.m.
Tahoe Forest Hospital – Aspen Conference Room
10800 Donner Pass Rd, suite 200, Truckee, CA 96161

1. CALL TO ORDER
Meeting was called to order at 10:00 p.m.

2. ROLL CALL
Board: Alyce Wong, Chair; Dale Chamblin, Board Member

Staff in attendance: Anna Roth, President & CEO; Crystal Felix, Chief Financial Officer; Louis Ward, Chief Operating Officer; Brian Evans, MD, Chief Medical Officer; Kim McCarl, Administrative Services Officer; Tere LeBaron, Interim Chief Human Resources Officer; Sarah Jackson, Executive Assistant / Clerk of the Board

3. CLEAR THE AGENDA/ITEMS NOT ON THE POSTED AGENDA
No change were made.

4. INPUT – AUDIENCE
No public comment was received.

5. APPROVAL OF MINUTES OF: 05/20/2025
Director Chamblin moved to approve the Board Executive Compensation Committee minutes of April 09, 2025 as amended, seconded by Director Wong.

President & CEO introduced Tere LeBaron of Alvarez & Marsal. She has been acting as our contracted co-Interim Chief Human Resources Officer while we are conducting our CHRO search. She provided a brief self-introduction.

Ms. LeBaron advised that as an Executive Compensation Specialist, she recommends that when certain topics come up on the agenda such as Incentive Compensation (6.4.) and other metrics topics, she recommends that the staff be excused and the topic be addressed between the Board Members, the CEO, and the compensation specialist.

COO, CFO, CMO, ASO departed the meeting at 10:16 a.m.

6. ITEMS FOR DISCUSSION AND/OR RECOMMENDATION◈
6.1. President & Chief Executive Officer Job Description◈
Executive Compensation Committee will review the President & Chief Executive Officer's job description

Ms. LeBaron reviewed the current and draft job descriptions. She observed they appear more tactical versus strategic. She would like to draft a new strategic job description that would be reviewed by the CEO prior to coming back to the Committee and Board for approval.

Discussion was held on the job description format and moving forward into a more strategic description. CEO would encourage the Board to be involved with the review of the job description throughout the process.

Ms. LeBaron will send a new draft version to the CEO, and Executive Compensation Committee Board Members concurrently at the end of the week.

6.2. Policy Review◈
Executive Compensation Committee will review and discuss the following board policies:
6.2.1. Chief Executive Officer Performance Evaluation, ABD-01

Ms. LeBaron recommends edits to ABD-01, Procedure, E: removing the Chief Human Resources Officer and adding the "Executive Compensation Committee to review the job description…"

6.2.2. President & Chief Executive Officer Compensation, ABD-02

Ms. LeBaron recommends edits to policy. Would like to recommend edits the Total Compensation with a base salary set at the 50^{th} percentile and to build from there based on experience. Total compensation could go up to the 75^{th} percentile based on the situation.

Director Wong recommends edits to the Risk statement as well.

Director Wong recommended approval of ABD-01 with the recommended edits and requested Ms. LeBaron revise ABD-02, Director Chamblin seconded.

6.3. Fiscal Year 2025 President & CEO Incentive Compensation◈
Executive Compensation Committee review and consider President & CEO Incentive Compensation payout criteria for FY 2025.

Extensive discussion was held regarding the CEO contract and the philosophy surrounding the FY 2025 CEO Incentive Compensation.

Item 6.3 will be brought back to next Board Executive Compensation Committee Meeting.

6.4. Fiscal Year 2026 President & CEO Incentive Compensation◈
Executive Compensation Committee review and consider proposed metrics for the Fiscal Year 2026 President & CEO Incentive Compensation goals.

Discussion was deferred. Item 6.4 will be brought back to next Board Executive Compensation Committee Meeting.

7. <u>CLOSED SESSION</u>
7.1. Public Employee Performance Evaluation (Government Code § 54957)

DRAFT

Title: President & Chief Executive Officer

Discussion was held on a privileged item.

7.2. Conference with Labor Negotiator (Government Code § 54957.6)
Name of District Negotiator(s) to Attend Closed Session: Alyce Wong
Unrepresented Employee: President & Chief Executive Officer

Discussion was held on a privileged item.

8. REVIEW FOLLOW UP ITEMS / BOARD MEETING RECOMMENDATIONS

The following items will be brought to the next meeting:
CEO Job Description, Policy ABD-02, FY 2025 CEO Incentive Compensation, FY 2026 CEO Incentive Compensation.

9. NEXT MEETING DATE

November 4, 2025 at 11:00 a.m.

10. ADJOURN

Meeting adjourned at 11:54 a.m.

DRAFT

Tahoe Forest Health District (TFHD)
Draft Date: October 27, 2025

Job Title:	President & CEO		Job Number:		0001001	
Department:	Administration		Reports To:		BOD	
Bargaining Unit:	Non-Represented		Benefit Group:		Chief	
Codes:	FLSA:	Exempt	EEO:	0	Finance Code	0
Prepared by:	Director, Human Resources		Date:	06/05/2002		
Revised by:	Board Executive Compensation Committee		Date:	06/14/2022		
Approved by:	Board of Directors		Date:	06/23/2022		

Reports to: Board of Directors

Position Summary: The CEO serves in a key strategic and integrative role that is responsible for leading the execution and delivery of health care services to the community and maximizing the efficiency of the District's health delivery operations. This is a highly visible, interactive, and inclusive position that requires direct and continuous interaction with Board, Community, and leadership of all components of the District.

Duties and Responsibilities

Governance

- Assists, counsels, and advises the Board of Directors on establishing District policies and acts as their agent in implementing them. Recommends policy positions on legislation, government operations, and public matters as needed.
- Board Communication to approved plans and budgets and explaining any variances.
- Advises the Board on public District authority and changes in state statutory guidelines and requirements.
- Develop strategic and annual operating plans to document and achieve the District's long- and short-term goals.

Strategy

- Develops and implements strategies and goals focused on quality, innovation, clinical excellence, operational efficiency, growth, and policy for the District.
- Leads the executive team in evaluating and responding to workforce, reimbursement, market, legislative, and regulatory changes.
- Recommends strategies to enhance services by introducing new lines of business or improving existing ones across the District.

Leadership

- Leads the executive team, overseeing all operations and ensuring accountability for strategic and operational planning.
- Works closely with the Medical Group to implement patient care strategies and achieve clinical, quality, operational, and financial goals.
- Develops systems to communicate a unified strategic vision and key organizational messages to leadership, stakeholders, and external partners across the District.
- Identifies and eliminates obstacles to effective execution.
- Cultivates a culture of openness and trust by actively listening to employees, physicians, patients, and stakeholders, ensuring their voices are heard and valued.
- Promotes transparent communication across all levels of the organization, sharing key decisions, challenges, and successes to build confidence and alignment with the hospital's mission and goals.
- Establishes and maintains an effective organizational structure, overseeing the selection, employment, evaluation, compensation, and development of executives within direct responsibility.

Operations

- Leads the development and implementation of long-range objectives, plans, and programs aligned with District goals, ensuring strategic, patient care, operational, and financial objectives are met.
- Develops, implements, and monitors performance standards and measures to assess and improve outcomes, ensuring effective execution of programs and processes.
- Oversees the preparation and evaluation of capital and operating budgets, ensuring adequate resources and effective financial and operational controls.
- Identifies practice, patient care, and program needs, ensuring the development and implementation of initiatives to address those needs.
- Collaborates with the leadership team to drive growth, develop new ventures, and ensure operational execution.
- Ensures the development of reporting systems that support clinical and community missions, compliance with regulatory standards, and delivery of quality healthcare services.
- Stays informed of industry trends, promotes quality service, ensures regulatory compliance, and supports organizational change.
- Recommends improvements to the organization, integration, and effectiveness of patient care and business functions.
- Builds and maintains positive relationships with employees, providers, and stakeholders, fostering a culture of trust and collaboration.

Policy

- Ensures the development and implementation of policies advances the health system's strategic and operating goals.

Qualifications:

- At least ten years of senior leadership experience in a health system, including five years as a hospital CEO, with a proven ability to navigate the complexities of health system operations.
- Demonstrated success in advancing clinical services, healthcare delivery, and business development in a matrixed, multi-site health system, with experience in strategy, operations, business planning, performance management, and finance.
- Expertise in healthcare finance, budgeting, and implementing programs focused on quality outcomes, staff and physician engagement, patient access, service excellence, quality assurance, and clinical resource management.
- Commitment to exceeding regulatory and accreditation standards, with experience in education, patient care, utilization review, risk management, cost containment, and total quality management.
- Leadership acumen to guide the executive team, collaborate with stakeholders, the Board of Directors, community providers, and the medical group, and develop goals and strategies for the District.
- Proven ability to translate strategic priorities into operational reality, aligning communication, resources, processes, and measurement systems to achieve sustainable results.
- Commitment to service excellence, continuous performance improvement, and fostering innovative thinking to address challenges and promote collaboration.
- Thorough understanding of healthcare delivery across all settings, with the ability to respond effectively to industry changes, competitor actions, legal/regulatory shifts, and technological trends.
- Strong emotional intelligence, interpersonal, and communication skills to build effective relationships, promote collaboration, and manage complex interpersonal dynamics empathetically.
- Experience in selecting and implementing new systems to enhance operational efficiency.
- Ability to develop strategies and structures that foster cooperation within the health system and build alliances with other providers, payers, educational institutions, and organizations.
- Evidence of the ability to thrive in a dynamic environment, promote collaboration, and make complex decisions effectively.
- Proven ability to advance the organization’s strategic vision and communicate it effectively to diverse stakeholders, including senior management, providers, patients, employees, donors, and the community.
- Bias toward action.
- A leadership approach that emphasizes collegiality, teamwork, participation, communication, and a service orientation.

CURRENT JOB DESCRIPTION

Tahoe Forest Health System – Job Description

Job Title:	President & CEO		Job Number:	0001001	
Department:	Administration		Reports To:	BOD	
Bargaining Unit:	Non-Represented		Benefit Group:	Chief	
Codes:	FLSA:	Exempt	EEO: 0	Finance Code	0
Prepared by:	Director, Human Resources		Date: 06/05/2002		
Revised by:	Board Executive Compensation Committee		Date: 06/14/2022		
Approved by:	Board of Directors		Date: 06/23/2022		

SUMMARY:
Directs all functions of the District to achieve the mission and vision of the organization in accordance with the overall policies established by the Board of Directors, and in compliance with regulatory guidelines, in order that the strategic objectives of the hospital can be attained; provides leadership and direction in ensuring the efficient, economical, effective utilization of hospital resources to meet the identified needs of the service region through quality medical and health service programs.

ESSENTIAL DUTIES AND RESPONSIBILITIES: include the following:
Assists, counsels, and advises the Board of Directors on the establishment of District policies; acts as agent of the Board in carrying out such policies.

Recommends District policy positions regarding legislation, government, administrative operation and other matters of public policy as required.

Assists the Board of Directors in effectively fulfilling their responsibilities by keeping the Board informed, on a monthly basis, of the operating results of the District; compares monthly operations to Board approved plans and budgets explaining variances that may arise.

Assists and advises the Board with respect to public District authority and changes in state statutory guidelines and requirements.

Develops appropriate strategic and annual operating plans that document the long and short-term goals and objectives of the District.

Actively pursues and supports the appraisals and development of new programs which could benefit the long-range success and survival of the District.

Establishes concise reporting relationships for all positions and departments in the District. Establishes methods which will foster the achievement of District goals and objectives and support the efficiency and effectiveness of all operations through proper communication and coordination.

Coordinates all operations with the medical staff, its committee structure and its leadership; demonstrates a proactive and positive relationship with the medical staff.

Ensures a consistency of purpose and mutuality of interest between the operations and bylaws of the medical staff and the policies and bylaws of the District.

Develops and maintains Quality Improvement and Process Improvement programs designed to enhance quality and customer satisfaction.

Establishes operating policies and procedures for all departments, delegating specific responsibility for documentation, monitoring, compliance, and reporting or results to subordinates, as required.

Establishes and maintains a comprehensive budgeting program for the District. This program includes an appropriate consideration of operational, financial and statistical information needed to efficiently and effectively control all District operations.

Consistently generates sufficient net income to meet established financial goals.

Develops strong marketing and public relations programs.

Ensures the competitive viability and continuance of the hospital marketing plan in the marketplace.

Through various marketing techniques, encourages the development of services which promote District growth and expanded potential constituencies.

Ensures the coordination of Auxiliary and Foundation bylaws and operations with the bylaws and operations of the District.

Establishes a proper, consistent image of the District and its operations.

Personally represents the District to a variety of individuals, community groups, and health industry organizations.

Maintains active professional contacts through local, state and national associations in order to effectively network, as required.

Actively participates in outside programs and community affairs in order to represent the District, as appropriate.

Demonstrates the ability to effectively represent the District at national, state and local meetings, conferences and conventions, as required.

Remains current with national and local issues affecting District administration and their potential impact on the District; serves as a well-informed advisor to the Board of Directors.

Demonstrates System Values in performance and behavior.

Complies with System policies and procedures.

Other duties as may be assigned.

QUALIFICATIONS:
To perform this job successfully, an individual must be able to perform each essential duty satisfactorily. The requirements listed below are representative of the knowledge, skill, and/or ability required. *Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.*

SUPERVISORY RESPONSIBILITIES:
Carries out supervisory responsibility in accordance with the organization's policies and applicable laws. Responsibilities include interviewing, hiring and training employees; planning, assigning and direction work; appraising performance, rewarding and disciplining employees; addressing complaints and resolving problems.

EDUCATION AND EXPERIENCE:
Bachelor's degree required. Master's degree in Hospital Administration (MHA) or Business Administration (MBA) or related field or Doctoral degree (Ph.D.) preferred. Minimum of five years experience in Health Care Administration.

LICENSES, CERTIFICATIONS:
Required: Valid driver's license
Preferred: None

OTHER EXPERIENCE/QUALIFICATIONS:
Current membership in professional organization preferred (e.g. H.F.M.A., A.C.H.E.).

COMPUTER/BUSINESS SKILLS:
Ability to use office machines. Demonstrated ability to use word processing and other Microsoft Office programs.

LANGUAGE SKILLS:
Ability to read, analyze, and interpret the most complex documents. Ability to respond effectively to the most sensitive inquiries or complaints. Ability to write speeches and articles using original or innovative techniques or style. Ability to make effective and persuasive speeches and presentations on controversial or complex topics to top management, public groups, and/or boards of directors.

MATHEMATICAL SKILLS:
Ability to work with mathematical concepts such as probability and statistical inference, and fundamentals of plane and solid geometry and trigonometry. Ability to apply concepts such as fractions, percentages, ratios, and proportions to practical situations.

PURPOSE OF CONTACTS:
The purpose is to justify, defend, negotiate, or settle matters involving significant or controversial issues. Work at this level involves active participation in conferences, meetings, hearings or presentations involving problems or issues of considerable consequence or importance.

REASONING SKILLS:
Ability to define problems, collect data, establish facts, and draw valid conclusions. Ability to interpret an extensive variety of technical instructions in mathematical or diagram form and deal with several abstract and concrete variables.

Reference physical job description template 1

I have read and received a copy of this job description:

______________________	______________________	______________
Print Name	Signature	Date

Status **Pending** PolicyStat ID **19117669**

Origination Date	01/1991	Department	Board - ABD
Last Approved	N/A	Applicabilities	System
Last Revised	11/2025		
Next Review	3 years after approval		

TAHOE FOREST HEALTH SYSTEM

Chief Executive Officer Performance Evaluation, ABD-01

COPY

RISK:

Failure to conduct an annual performance evaluation may result in the President & Chief Executive Officer (CEO) not meeting the expectations of the Board of Directors.

POLICY:

A formal system of performance evaluation shall be established for the President & Chief Executive Officer (CEO) and shall be completed annually by the Board of Directors.

To establish a process or processes designed to assess the effectiveness of the CEO in leading the organization and achieving its strategic goals and to ensure that the ~~President &~~ CEO is performing the duties to achieve Tahoe Forest Hospital District's Mission and Vision and are reflective of the organization's values.

It is the objective of the formal performance evaluation system to:

~~A. To reveal areas in which the President & CEO has opportunities for growth; and~~

~~B. To optimize the performance of the President & CEO of the Tahoe Forest Hospital District.~~

~~PROCEDURE:~~

A. Ensure the CEO's performance aligns with the District's mission, vision, and strategic goals.

B. Provide constructive feedback to the CEO to foster continuous improvement and alignment with organizational priorities.

C. Monitor the CEO's leadership effectiveness, organizational performance and community relationships.

D. Establish clear expectations and a transparent evaluation process.

PROCEDURE:

A. The Board of Directors will set an initial meeting with the President & CEO on or around October 1 each year, at which time the President & CEO will present both a Succession Plan and an overview of opportunities and accomplishments of the prior fiscal year.

B. The performance evaluation appraisal form will be distributed to the Board of Directors no later than November 1. Completed evaluations should be sent to the Board's General Counsel no later than November 15.

C. The President & CEO 's performance will be formally reviewed by the full board no later than November 30 and will be documented through a written report by the Board's Counsel. Upon the ~~board~~Board's approval, a formal review letter will be presented to the President & CEO by two board members.

D. At the time of the performance evaluation, an annual review of the President & CEO's Employment Agreement will also be conducted. The Board will have the option to extend the Employment Agreement.

E. The ~~Chief Human Resources Officer~~Board Executive Compensation Committee will review the job description of the President & CEO each year no later than November 30 and inform the President & CEO and Board of Directors of any recommended modifications.

F. TFHD Board of Directors will provide ongoing feedback to the President & CEO relating to ~~his/her~~their performance.

COPY

All Revision Dates

11/2025, 07/2022, 09/2019, 03/2018, 01/2014, 01/2012, 02/2010, 03/2008, 07/2004

Approval Signatures

Step Description	Approver	Date
	Anna Roth: President & CEO	Pending
	Sarah Jackson: Executive Assistant, Clerk of the Board	11/2025

Status Pending PolicyStat ID 19117657

Origination Date	06/2000	Department	Board - ABD
Last Approved	N/A	Applicabilities	System
Last Revised	11/2025		
Next Review	3 years after approval		

President & Chief Executive Officer Compensation, ABD-02

COPY

RISK

Failure to follow this compensation policy may result in President & Chief Executive Officer (CEO) compensation that is ~~unfair~~inequitable or un-competitive or outside of market best practices, ~~inequitable and not competitive~~resulting in an inability to recruit and retain executive talent.~~ Compensation could also be paid outside of best market practices.~~

~~POLICY~~POLICY

It is the responsibility of the Board Executive Compensation Committee to annually review ~~executive~~the President & Chief Executive Officer's compensation and manage the ~~President & Chief Executive Officer~~ contract renewal process. The Board Executive Compensation Committee is composed of two board members and is appointed annually by the Board Chair.

~~PROCEDURE~~PROCEDURE

A. **Total Compensation**
The Executive Compensation Committee will review benchmark survey data from various sources including, but not limited to, the California Hospital Association Executive Compensation Survey, third party compensation ~~expert~~experts, and other targeted or aggregated survey data. ~~Survey comparisons~~Selected survey benchmarks will be ~~to like~~based on healthcare systems that are similar in size ~~healthcare systems. Review of standalone facilities and healthcare systems will include the size of the organization~~, scope of services offered, gross/net revenue, patient discharges, operating expenses, number of FTE's, number of beds and scope of responsibility (e.g. Bi-state organizations, Multi-specialty Clinic services) and other applicable information.
It is the Board's intention to provide total compensation comparable to industry standards with a focus on mountain community healthcare systems. Due to the housing market forces in our area, additional housing-related (which may be higher than survey benchmarks) benefits may

be included in a total compensation package.
Total compensation for the President & Chief Executive Officer position with TFHD may include, but not limited to:

1. Base salary
2. Personal leave
3. Long Term Sick Leave
4. Life insurance benefit
5. Automobile allowance
6. Housing assistance
7. Health, dental and vision insurance
8. Long Term Disability policy
9. Participation in Money Purchase Pension Plan
10. Employer match into 457 Deferred Compensation Plan
11. Discretionary deferred compensation
12. Incentive Compensation Plan
13. Severance agreement

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B. ~~**Target**~~
~~The Board maintains the discretion to pay base compensation in excess of the 50th percentile based on other factors such as experience and results and to pay total compensation up to the 100th percentile based on extraordinary results. "At Risk" compensation and other rewards will be targeted at above industry standards to offset base pay at the 50th percentile. It is our intention to provide total compensation comparable to industry standards with a focus on mountain community healthcare systems. Due to the housing market forces in our area, additional housing related benefits may be included in a total compensation package. These benefits may be more generous than industry standards due to local market and housing conditions.~~**Target**

While base pay will target the 50th percentile of survey benchmarks, the Board, at its discretion will determine base compensation on other factors such as experience and results. These factors may cause total compensation (base and incentive pay) to exceed the 50th percentile of survey benchmarks.

C. **Other factors**
Other factors such as competitive market forces, each individual's job responsibilities are also considered in TFHD compensation and benefit decisions. These may include:

1. Organizational complexity (the number and variety of services and/or organizational units).
2. Current and future management challenges (such as bankruptcies, major financing, construction projects, consolidations, increased competition, etc.).
3. The availability or lack of availability of staff experts.
4. The depth and breadth of the executive's knowledge and experience.

5. The rate of organizational growth.
6. The executive's value in the labor market as reflected, in part, by his salary history elsewhere.
7. The hospital's prior success in recruiting and retaining competent executive personnel.
8. Fees charged for comparable services by recognized hospital management companies.

D. **Incentive Compensation**

1. The Executive Compensation Committee will meet no later than April 30 each year to develop the President & CEO's Incentive Compensation metrics for the next fiscal year. The Board of Directors will approve the metrics prior to the start of the fiscal year.
2. The Board of Directors will meet after the audited financial statements have been presented and no later than November 30 to determine the payout of the previous fiscal year Incentive Compensation award.

COPY

All Revision Dates

11/2025, 07/2022, 10/2019, 07/2019, 03/2018, 01/2014, 01/2010, 03/2008, 06/2000

Approval Signatures

Step Description	Approver	Date
	Anna Roth: President & CEO	Pending
	Sarah Jackson: Executive Assistant, Clerk of the Board	11/2025