

**AGENDA**  
**GOVERNANCE COMMITTEE OF THE**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**

**Tuesday, March 31, 2020 – 5:30pm**

El Camino Hospital | 2495 Hospital Drive Mountain View, CA 94040

PURSUANT TO STATE OF CALIFORNIA EXECUTIVE ORDER N-29-20 DATED MARCH 18, 2020, EL CAMINO HEALTH WILL NOT BE PROVIDING A PHYSICAL LOCATION FOR THIS MEETING. INSTEAD, THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION MEETING VIA TELECONFERENCE AT:

**1-866-365-4406, MEETING CODE: 9407053#**

**PURPOSE:** To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/ reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

| AGENDA ITEM   | PRESENTED BY  |                       | ESTIMATED TIMES                              |
|---|---|-----------------------|--|
| <b>1. CALL TO ORDER/ROLL CALL</b>   | Peter C. Fung, MD, Chair  |                       | <b>5:30 – 5:32pm</b>                         |
| <b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>  | Peter C. Fung, MD, Chair  |                       | <b>information</b><br><b>5:32 – 5:33</b>     |
| <b>3. PUBLIC COMMUNICATION</b><br>a. Oral Comments<br><i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes on issues or concerns not covered by the agenda.</i><br>b. Written Correspondence  | Peter C. Fung, MD, Chair  |                       | <b>information</b><br><b>5:33 – 5:36</b>     |
| <b>4. CONSENT CALENDAR</b><br><i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i><br><br><b>Approval</b><br>a. <a href="#">Minutes of the Open Session of the Governance Cmte Meeting (2/4/2020)</a> | Peter C. Fung, MD, Chair  | <i>public comment</i> | <b>motion required</b><br><b>5:36 – 5:38</b> |
| <b>5. REPORT ON BOARD ACTIONS</b><br><a href="#">ATTACHMENT 5</a>   | Peter C. Fung, MD, Chair  |                       | <b>information</b><br><b>5:38 – 5:43</b>     |
| <b>6. FY20 BOARD AND COMMITTEE SELF-ASSESSMENT TOOLS</b><br><a href="#">ATTACHMENT 6</a>  | Erica Osborne, Via Healthcare Consulting                              | <i>public comment</i> | <b>possible motion</b><br><b>5:43 – 5:53</b> |
| <b>7. BEST PRACTICES FOR EXECUTIVE SESSIONS AT BOARD AND COMMITTEE MEETINGS</b><br><a href="#">ATTACHMENT 7</a>   | Erica Osborne, Via Healthcare Consulting;<br>Peter C. Fung, MD, Chair |                       | <b>discussion</b><br><b>5:53 – 6:13</b>      |
| <b>8. AESS PROGRESS ON BOARD ACTION PLAN</b><br><a href="#">ATTACHMENT 8</a>  | Cindy Murphy, Director of Governance Services                         |                       | <b>discussion</b><br><b>6:13 – 6:28</b>      |
| <b>9. FY21 COMMITTEE PLANNING</b><br>a. <a href="#">FY21 Meeting Dates</a><br>b. <a href="#">FY21 Committee Goals</a><br>c. <a href="#">FY21 Committee Pacing Plan</a>  | Cindy Murphy, Director of Governance Services                         | <i>public comment</i> | <b>possible motion</b><br><b>6:28 – 6:43</b> |
| <b>10. ADJOURN TO CLOSED SESSION</b>  | Peter C. Fung, MD, Chair  | <i>public comment</i> | <b>motion required</b><br><b>6:43 – 6:44</b> |

| AGENDA ITEM   | PRESENTED BY             |                       | ESTIMATED TIMES                          |
|---|--------------------------|-----------------------|--|
| <b>11. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>   | Peter C. Fung, MD, Chair |                       | <b>information<br/>6:44 – 6:45</b>       |
| <b>12. CONSENT CALENDAR</b><br><i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i><br><br><b>Approval</b><br><i>Gov't Code Section 54957.2:</i><br>a. Minutes of the Closed Session of the Governance Cmte Meeting (2/4/2020)                              | Peter C. Fung, MD, Chair |                       | <b>motion required<br/>6:45 – 6:46</b>   |
| <b>13.</b> <i>Health &amp; Safety Code 32106(b)</i> for a report and discussion involving health care facility trade secrets and <i>Health &amp; Safety Code Section 32155</i> for a report of the Medical Staff; deliberations concerning reports on Medical Staff quality assurance matters:<br>- COVID-19 Response | Dan Woods, CEO           |                       | <b>discussion<br/>6:46 – 6:56</b>        |
| <b>14. ADJOURN TO OPEN SESSION</b>  | Peter C. Fung, MD, Chair |                       | <b>motion required<br/>6:56 – 6:57</b>   |
| <b>15. RECONVENE OPEN SESSION/ REPORT OUT</b><br><br>To report any required disclosures regarding permissible actions taken during Closed Session.  | Peter C. Fung, MD, Chair |                       | <b>information<br/>6:57 – 6:58</b>       |
| <b>16. FY20 PACING PLAN</b><br><a href="#">ATTACHMENT 16</a>  | Peter C. Fung, MD, Chair |                       | <b>discussion<br/>6:58 – 7:01</b>        |
| <b>17. ROUND TABLE DISCUSSION</b><br><a href="#">ATTACHMENT 17</a>  | Peter C. Fung, MD, Chair |                       | <b>discussion<br/>7:01 – 7:04</b>        |
| <b>18. ADJOURNMENT</b>  | Peter C. Fung, MD, Chair | <i>public comment</i> | <b>motion required<br/>7:04 – 7:05pm</b> |

**Upcoming Meetings:** Regular Meetings: June 2, 2020



**Minutes of the Open Session of the  
Governance Committee of the  
El Camino Hospital Board of Directors**

**Tuesday, February 4, 2020**

**El Camino Hospital | Conference Room A (ground floor)  
2500 Grant Road, Mountain View, CA 94040**

**Members Present**

**Peter C. Fung, MD, Chair**  
**Gary Kalbach, Vice Chair**  
**Peter Moran**  
**Bob Rebitzer**

**Members Absent**

**Christina Lai**

\*\*via teleconference

| Agenda Item   | Comments/Discussion   | Approvals/<br>Action                                 |
|---|---|--|
| <b>1. CALL TO ORDER/<br/>ROLL CALL</b>  | The open session of the regular meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:29pm by Chair Fung. A silent roll call was taken. Committee member Christina Lai was absent. Dan Woods, CEO, and Cindy Murphy, Director of Governance Services, and Erica Osborne from Via Healthcare Consulting participated via teleconference. All other Committee members were present at roll call.   |  |
| <b>2. POTENTIAL<br/>CONFLICT OF<br/>INTEREST<br/>DISCLOSURES</b>  | Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.  |  |
| <b>3. PUBLIC<br/>COMMUNICATION</b>  | None.   |  |
| <b>4. CONSENT<br/>CALENDAR</b>  | Chair Fung asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed.<br><br><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (11/26/2019).<br><br><b>Movant:</b> Kalbach<br><b>Second:</b> Moran<br><b>Ayes:</b> Fung, Kalbach, Moran, Rebitzer<br><b>Noes:</b> None<br><b>Abstentions:</b> None<br><b>Absent:</b> Lai<br><b>Recused:</b> None                           | <i>Consent<br/>Calendar<br/>approved</i>             |
| <b>5. AGENDA ITEM 7:<br/>GOVERNANCE<br/>COMMITTEE<br/>MEMBERSHIP<br/>CANDIDATE<br/>INTERVIEWS</b>                         | This item was taken out of order.<br><br>The Committee interviewed two candidates: Ken Alvarez and Mike Kasperzak for a position on the Committee. Each candidate described their background and answered questions from the Committee about their qualifications, interest in the role, and recommendations for the organization’s governance.   |  |
| <b>6. AGENDA ITEM 8:<br/>RECOMMEND-<br/>ATION FOR<br/>APPOINTMENT<br/>OF NEW<br/>GOVERNANCE<br/>COMMITTEE<br/>MEMBERS</b> | Following the interviews, the Committee discussed the candidates, overall Committee membership, and consideration of diversity in recruitment efforts. In response to Committee questions, Cindy Murphy, Director of Governance Services explained that the Charter currently allows for two (2) to four (4) community members serving on the Committee.<br><br><b>Motion:</b> To recommend that the Board appoint Mr. Alvarez and Mr. Kasperzak to the Governance Committee.<br><br><b>Movant:</b> Kalbach | <i>Appointments<br/>recommended<br/>for approval</i> |

|  |  |   |
|--|--|---|
|  | <p><b>Second:</b> Moran<br/> <b>Ayes:</b> Fung, Kalbach, Moran, Rebitzer<br/> <b>Noes:</b> None<br/> <b>Abstentions:</b> None<br/> <b>Absent:</b> Lai<br/> <b>Recused:</b> None</p> <p>Dan Woods, CEO, encouraged the Committee to consider Committee membership as a pipeline for future Hospital Board members.</p>  |   |
| <p><b>7. AGENDA ITEM 5: REPORT ON BOARD ACTIONS</b></p>                        | <p>There were no questions from the Committee.</p>   |   |
| <p><b>8. AGENDA ITEM 6: FY20 BOARD AND COMMITTEE SELF-ASSESSMENT TOOLS</b></p> | <p>Erica Osborne from Via Healthcare Consulting described the proposed FY20 Board and Committee Self-Assessment Tools and process, including:</p> <ul style="list-style-type: none"> <li>- Two surveys used to evaluate the Hospital Board and Committee performance respectively. The timeline for survey completion, analysis, and review will run from June (the end of the fiscal year) to August. The only change from the prior year’s format is the omission of interviews; Ms. Osborne recommended conducting interviews with Board members every other year.</li> <li>- Reports for the Board and each of the specific Committees.</li> <li>- Board discussion of the results at a meeting outside of the regular Board meeting schedule, to allow for an environment that encourages candid conversation.</li> </ul> <p>The Committee discussed the order of the questions in the survey. Ms. Osborne noted that the Board assessment tool is intentionally the same as last year to allow for year-over-year comparison.</p> <p>The Committee requested the addition of the following types questions regarding Board education: 1) a list of proposed topics to be ranked in order of interest, 2) open-ended (broadly, what topics would the Board like to see), and 3) what is each member’s preferred format for education (webinars, speakers, articles, etc.).</p> <p>Ms. Osborne explained that the proposed Committee assessment will review areas of best practice for Committee-level governance. She also recommended adding a question to measure how effectively the Board communicates information to the Committees.</p> <p>Ms. Osborne noted that the Board and the Governance Committee will receive all of the Board and Committee survey results and each of the other Advisory Committees will receive their Committee’s specific results. The discussion about the results will serve as the foundation for an Action Plan for each group. Ms. Osborne recommended and the Committee agreed that the Board should be <i>informed</i> about the results of the Committee surveys, and the individual Committees should be responsible for Action Plan development.</p> <p>Chair Fung requested that the revised Board and Committee assessment tools be brought back at the next Committee meeting.</p> <p>Ms. Osborne discontinued participation in the meeting at 7:04pm.</p> |   |
| <p><b>9. PROPOSED PROCEDURE FOR DELEGATION OF AUTHORITY TO THE BOARD’S</b></p> | <p>Mary Rotunno, General Counsel, reviewed the Proposed Procedure for Delegation of Authority to the Board’s Advisory Committees with the Committee, which would be followed for any future delegations.</p> <p>In response to Committee questions, Ms. Rotunno explained that 1) the</p>  | <p><i>Proposed Procedure recommended for approval</i></p> |

|                                   |   |   |
|-----------------------------------|---|---|
| <p><b>ADVISORY COMMITTEES</b></p> | <p>current delegation of authority to the Executive Compensation Committee allows for the Committee to make final approvals regarding non-CEO executive compensation (on base salaries, salary ranges, and incentive goals), which are provided to the Board for information, 2) the procedure emphasizes that requests must be in writing and come to the Governance Committee for review, 3) language was added by outside counsel to ensure compliance with the Corporations Code requirements for delegations of authority, and 4) delegations are limited to what is proposed in writing and nothing more.</p> <p><b>Motion:</b> To recommend that the Board approve the Proposed Procedure.</p> <p><b>Movant:</b> Moran<br/> <b>Second:</b> Kalbach<br/> <b>Ayes:</b> Fung, Kalbach, Moran, Rebitzer<br/> <b>Noes:</b> None<br/> <b>Abstentions:</b> None<br/> <b>Absent:</b> Lai<br/> <b>Recused:</b> None</p> <p>Mr. Rebitzer left the meeting at 7:10pm</p>  |   |
| <p><b>10. BOARD EDUCATION</b></p> | <p>Mark Adams, MD, CMO joined the meeting via teleconference and described 1) the conversation started at the Joint Session of the Hospital Board and the Quality Committee, 2) ongoing organizational changes related to quality, and 3) future opportunities for Board education in this area. Mr. Woods and Dr. Adams noted that it has been challenging to find the desired type of speaker for the upcoming February 2020 Board Retreat related to quality.</p> <p>The Committee suggested that the Board Retreat focused on quality and the corresponding quality webinars, readings, and e-learnings be deferred until the purpose of the retreat is solidified and an ideal speaker/facilitator can be scheduled. Mr. Moran commented that quality is a key strategic area, so there should be education in this area as part of this year’s Board Education plan.</p> <p>Ms. Murphy provided an overview of the proposed Board Education topics, noting that these are intended to address the areas identified in the Board Action Plan. She described the proposed agenda for the April education session (a Joint meeting of the Hospital Board and all Advisory Committee members): discussion on “achieving optimal governance,” a CEO update on the strategic plan, and Committee roundtables.</p> <p>She noted that the plan was designed to align the topics and timing with the Board’s Pacing Plan (adjusting for the busier times of year, like in May-June when the Board’s agenda is often packed with approvals at the end of the fiscal year).</p> <p>Mr. Woods commented that a longer-term (5-10 year) strategic plan is in development and this education can help prepare the organizational leadership for that kind of planning.</p> <p>The Committee voiced their support of the diversity of topics and variety of formats (articles, e-Learnings, and webinars) for the materials.</p> <p>In response to questions from the Committee, Ms. Murphy noted that the webinars and e-Learning are some of the best that she has seen, and that they average 25-35 minutes in duration. She also commented that the articles vary in length.</p> <p><b>Motion:</b> To postpone February 2020 Board Retreat and quality-related</p> | <p><i>Board Education Plan recommended for approval</i></p> |

|   |   |  |
|---|---|--|
|   | <p>education to later in the year when an ideal retreat can be scheduled and to recommend that the Board approve the rest of the plan.</p> <p><b>Movant:</b> Kalbach<br/><b>Second:</b> Moran<br/><b>Ayes:</b> Fung, Kalbach, Moran<br/><b>Noes:</b> None<br/><b>Abstentions:</b> None<br/><b>Absent:</b> Lai, Rebitzer<br/><b>Recused:</b> None</p> <p>Ms. Rotunno left the meeting at 7:27pm.</p> |  |
| <b>11. ADJOURN TO CLOSED SESSION</b>                          | <p><b>Motion:</b> To adjourn to closed session at 7:27pm.</p> <p><b>Movant:</b> Kalbach<br/><b>Second:</b> Moran<br/><b>Ayes:</b> Fung, Kalbach, Moran<br/><b>Noes:</b> None<br/><b>Abstentions:</b> None<br/><b>Absent:</b> Lai, Rebitzer<br/><b>Recused:</b> None</p>   | <i>Adjourned to closed session at 7:27pm</i> |
| <b>12. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</b> | <p>Open session was reconvened at 7:28pm. Agenda items 12-14 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (11/26/2019) by a unanimous vote in favor of all members present (Fung, Kalbach, Moran). Ms. Lai and Mr. Rebitzer were absent.</p>   |  |
| <b>13. AGENDA ITEM 16: FY20 PACING PLAN</b>                   | <p>Chair Fung commented that the Board and Committee Assessment Tools will be paced for the Committee's March 31, 2020 meeting and that he will be absent for that meeting.</p>   |  |
| <b>14. AGENDA ITEM 17: ROUND TABLE DISCUSSION</b>             | <p>The Committee and staff discussed the effectiveness of the meeting.</p>  |  |
| <b>15. AGENDA ITEM 18: ADJOURNMENT</b>                        | <p><b>Motion:</b> To adjourn at 7:31pm.</p> <p><b>Movant:</b> Kalbach<br/><b>Second:</b> Fung<br/><b>Ayes:</b> Fung, Kalbach, Moran<br/><b>Noes:</b> None<br/><b>Abstentions:</b> None<br/><b>Absent:</b> Lai, Rebitzer<br/><b>Recused:</b> None</p>  | <i>Meeting adjourned at 7:31pm</i>           |

**Attest as to the approval of the foregoing minutes by the Governance Committee of El Camino Hospital:**

\_\_\_\_\_  
Peter C. Fung, MD  
Chair, Governance Committee

**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING COVER MEMO**

**To:** Governance Committee  
**From:** Cindy Murphy, Director of Governance Services  
**Date:** March 31, 2020  
**Subject:** Report on Board Actions

**Purpose:**

To keep the Committee informed with regards to actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

**Summary:**

1. **Situation:** It is important to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last Governance Committee meeting, the Hospital Board has met twice and the District Board has met once. In addition, since the Board has delegated certain authority to the Compliance and Audit Committee, the Finance Committee and the Executive Compensation Committee those approvals are also noted in this report.

| <b>Board/Committee</b> | <b>Meeting Date</b> | <b>Actions (Approvals unless otherwise noted)</b>   |
|------------------------|---------------------|---|
| ECH Board              | February 12, 2020   | <ul style="list-style-type: none"> <li>- FY20 Periods 5 &amp; 6 Financials</li> <li>- Revised Executive Compensation Philosophy Adding the Chief Quality Officer (CQO) as a Participant in the Executive Compensation Program</li> <li>- FY20 Chief Quality Officer Base Salary and Salary Range</li> <li>- Stroke Panel on Call Arrangement with Peter C. Fung MD</li> <li>- Appointment of Jack Po, MD to the Compliance and Audit Committee (left the Investment Committee)</li> <li>- Appointments to SVMD, LLC Board of Managers</li> <li>- Revised Quality Committee Charter (1) adding Chiefs of the Medical Staff as ex officio members and Vice Chiefs as alternates and (2) including review of Medical Staff Credentialing and Privileges Report as part of the Committee's scope of responsibility</li> <li>- Procedure for Delegating Authority to the Board's Committees</li> <li>- Appointments of Ken Alvares and Mike Kasperzak to the Governance Committee</li> <li>- FY20/21 Board Education Plan</li> <li>- Bariatric Surgery Call Panel</li> <li>- MV Interventional Radiology Call Panel</li> </ul> |

Report on Board Actions  
 March 31, 2020

| <b>Board/Committee</b>                | <b>Meeting Date</b> | <b>Actions (Approvals unless otherwise noted)</b>   |
|---------------------------------------|---------------------|---|
|                                       | March 11, 2020      | - Medical Staff Report including the Credentials and Privileges Report<br>- Relocation of Outpatient Behavioral Health Services Clinic  |
| <b>ECHD Board</b>                     | January 28, 2020    | - Authorization of the CEO to Execute Consent Agreement transferring Grant Funds to Ravenswood under certain conditions<br>- Revised Process for Election and Re Election of Non-District Board Members to the Hospital Board |
| <b>Finance Committee</b>              |                     | - None since last report  |
| <b>Compliance and Audit Committee</b> |                     | - None since last report  |
| <b>Exec. Comp Committee</b>           |                     | - None since last report  |

4. Assessment: N/A

5. Other Reviews: N/A

6. Outcomes: N/A

**List of Attachments**: None.

**Suggested Committee Discussion Questions**: None.



**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING COVER MEMO**

**To:** Governance Committee  
**From:** Erica Osborne, Via Healthcare Consulting  
**Date:** March 31, 2020  
**Subject:** 2020 Board and Committee Self-Assessment Survey Questionnaires

**Recommendation(s):**

Review and finalize the 2020 El Camino Hospital (ECH) Board and Committee Self-Assessment survey questionnaires.

**Summary:**

1. **Situation:** At the February 4, 2020 ECH Governance Committee meeting, members discussed the proposed 2020 Board and Committee Self-Assessment survey questionnaires and provided feedback. Via Healthcare Consulting (Via) was asked to incorporate changes and bring back to the committee for consideration and action.
2. **Authority:** In accordance to ECH policies/practices, the Governance Committee is tasked with reviewing and approving the assessment tools used in the annual Board and (bi-annual) Committee Self-Assessment Process.
3. **Background:** Via has been engaged to design and facilitate a comprehensive board and committee self-assessment process for the ECH Board. The process is to include two online surveys completed by all board and committee members in June 2020. Responses will be used to develop customized assessment reports and recommendations specific to the board and each of its six committees.

The results of the board assessment will be presented and discussed at a board meeting to be scheduled in late summer 2020. The committee reports will be provided to the committees for discussion. The intent would be to have the board and each committee identify a limited number of desired actions for further strengthening ECH's governance in the next year.

4. **Assessment:** The two surveys have been revised to include the following changes:
  - A section exploring specific ongoing education topics and preferred modalities was added to the board survey questionnaire.
  - A statement regarding the effectiveness of communication from the board to the committees was added to the committee survey questionnaire.

Red-lined versions are attached for the committee's consideration.

5. **Other Reviews:** None.
6. **Outcomes:** Final versions of the tools will be loaded into Survey Monkey and distributed to all ECH board and committee members as part of the 2020 Board and Committee Self-Assessment process in June 2020. The exact date to be determined.

2020 Board and Committee Self-Assessments  
March 31, 2020

**List of Attachments:**

1. Red-line version of the revised 2020 ECH Board Self-Assessment Survey Questionnaire
2. Red-line version of the revised 2020 ECH DRAFT Committee Self-Assessment Survey Questionnaire

**Suggested Committee Discussion Questions:**

1. Are there additional educational topics or modalities that Committee members believe should be included?

## Introduction

Welcome to the El Camino Health 2020 Board Self-Assessment questionnaire. Responses to this survey will be used in conjunction with board member and executive leadership interviews conducted by Via Healthcare Consulting to develop an assessment report and recommendations for board consideration. The report and recommendations will be discussed at the [Date to be Determined] Board session. Please note, your individual answers will be seen by Via Healthcare Consulting *only*.

## Instructions to Board Members Completing the Survey

Completing the survey will take approximately 20-30 minutes. Your candid responses are a key part of continued enhancement and improvement for the board; we encourage you to be honest and direct. Individual responses *will not* be shared with other directors or management; information gathered will be used in the aggregate only.

Do not hesitate to indicate you “Don’t Know” to any question if in fact you don’t know. Also use the “Don’t Know” response if it is not clear to you how the board handles the practice. If a question refers to a practice that the board does not follow, please indicate “Not Applicable.” When in doubt about your choice, select the more conservative response (e.g. if your response falls somewhere between “Strongly Agree” and “Agree,” select “Agree.”) Be sure to respond to all the questions.

Use the “Comments” sections to explain your answers (especially for those which you answered “Neutral”, “Disagree”, “Strongly Disagree” or “Don’t Know.”) Written comments will be kept anonymous, as well.

If you have any questions, please contact Erica Osborne (760-271-0557, [eosborne@viahcc.com](mailto:eosborne@viahcc.com)) or Connie Serna (909-373-7661, [cserna@viahcc.com](mailto:cserna@viahcc.com)) at **Via Healthcare Consulting**. Thank you in advance for your time and thoughtful responses.

This survey is broken down into the following areas of board responsibilities/activities:

- Section I**      **Mission and Planning Oversight: Setting Strategic Direction**
- Section II**     **Quality Oversight: Monitoring Performance Improvement**
- Section III**    **Management Oversight: Enhancing Board-Executive Relations**
- Section IV**    **Legal and Regulatory Oversight: Ensuring Organizational Integrity**
- Section V**     **Finance and Audit Oversight: Following the Money**
- Section VI**    **Board Effectiveness: Optimizing Board Functioning**
- Section VII**   **Ongoing Governance Education**

**Section I Mission and Planning Oversight: Setting Strategic Direction**

|  | Strongly Agree | Agree | Neutral | Disagree | Strongly Disagree | Don't Know | Not Applicable |
|--|----------------|-------|---------|----------|-------------------|------------|----------------|
| 1. The ECH Board receives adequate education on strategic, external and internal environmental issues and trends throughout the year.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 2. The ECH Board spends sufficient time during board and relevant committee meetings discussing strategy.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 3. The ECH Board is appropriately involved in in establishing the organization's strategic direction (e.g. creating a long-range vision, setting strategic priorities, and developing/approving the strategic plan). | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 4. The ECH Board regularly reviews the organization's performance against community health care needs to ensure it is meeting its obligations as a not-for-profit organization.                                      | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 5. The ECH Board and its committees uses the Mission and Vision statements to guide its decision-making.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |

**Mission and Planning Oversight Comments Section:**

Section II Quality Oversight: Monitoring Performance Improvement

|   | Strongly Agree | Agree | Neutral | Disagree | Strongly Disagree | Don't Know | Not Applicable |
|---|----------------|-------|---------|----------|-------------------|------------|----------------|
| 6. All ECH Board members receive adequate education on the board's responsibilities for quality oversight and/or ECH's quality metrics throughout the year. | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 7. The ECH Board receives adequate information regarding performance improvement programs undertaken at ECH.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 8. The ECH Board is well-informed about the quality, safety and patient experience provided by ECH.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 9. The ECH Board has sufficient expertise and competencies in the area of quality and patient safety.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 10. The board oversees the setting of annual goals for the organization's performance on quality, safety and service.                                       | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 11. The ECH Board requires corrective action in response to under-performance on the quality and service goals.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |

Quality Oversight Comments Section:

**Section III Management Oversight: Enhancing Board-Executive Relations**

|  | Strongly Agree | Agree | Neutral | Disagree | Strongly Disagree | Don't Know | Not Applicable |
|--|----------------|-------|---------|----------|-------------------|------------|----------------|
| 12. All ECH Board members understand and respect the distinction between the role of the board and the role of management. | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 13. The ECH Board currently has a productive working relationship with the CEO.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 14. The ECH Board currently has a productive working relationship with the executive leadership team.                      | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 15. The ECH Board has a clear process in place for setting the CEO's annual goals.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 16. The full ECH Board participates in the annual evaluation and review of the CEO's performance.                          | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 17. The full board is knowledgeable about all elements of the CEO's compensation.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |

Management Oversight Comments Section:

**Section IV Legal and Regulatory Oversight: Ensuring Organizational Integrity**

|   | Strongly Agree | Agree | Neutral | Disagree | Strongly Disagree | Don't Know | Not Applicable |
|---|----------------|-------|---------|----------|-------------------|------------|----------------|
| 18. The ECH Board members apprise themselves of all reasonably-available and relevant information before taking action on any significant issue.                                | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 19. ECH Board and committee members recuse themselves from involvement in any activity or decision that might be a conflict of interest.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 20. All ECH Board members keep closed-session board discussions confidential.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 21. The ECH Board has sufficient processes in place to ensure all members of the executive compensation committee are 'independent' (i.e. free from any conflicts of interest). | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 22. The ECH Board is knowledgeable about the organization's compliance performance.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |

**Legal and Regulatory Oversight Comments Section:**

**Section V Finance and Audit Oversight: Following the Money**

|  | Strongly Agree | Agree | Neutral | Disagree | Strongly Disagree | Don't Know | Not Applicable |
|--|----------------|-------|---------|----------|-------------------|------------|----------------|
| 23. The ECH Board establishes realistic financial goals and objectives for the organization.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 24. The ECH Board regularly monitors the organization's financial and operational performance compared to plans and relevant industry benchmarks.                                    | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 25. The ECH Board requires corrective action in response to under-performance on the financial and capital plans.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 26. The ECH Board members demonstrate a good understanding of ECH's business via discussions of key issues.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 27. The ECH Board has sufficient knowledge and processes in place to effectively oversee organization-wide risk (i.e., financial, business, and operational risks).                  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 28. The ECH Board has sufficient processes in place to ensure all members of the committee that oversee audit are 'independent' (i.e. free from any material conflicts of interest). | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |

**Finance and Audit Oversight Comments Section:**



Section VI Board Effectiveness: Optimizing Board Functioning

|   | Strongly Agree | Agree | Neutral | Disagree | Strongly Disagree | Don't Know | Not Applicable |
|---|----------------|-------|---------|----------|-------------------|------------|----------------|
| 29. ECH Board members understand the reserved powers held by the sole member, the El Camino Healthcare District Board.                            | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 30. ECH Board members understand the roles and responsibilities of the hospital board.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 31. The ECH Board has an appropriate mix of skills, experience and backgrounds.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 32. ECH Board members receive sufficient orientation and on-going education to do their job effectively.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 33. The ECH Board meeting frequency and duration are appropriate.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 34. Board meetings are effective, efficient and promote generative discussion.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 35. ECH Board members ask appropriately challenging questions of the CEO and senior management.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 36. ECH Board members exhibit a willingness to challenge status quo thinking.   | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 37. The ECH committee structure is appropriate to the current responsibilities of the board.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 38. The ECH board receives sufficient information and context regarding the process committees follow in developing recommendations to the board. | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |

|   |   |   |   |   |   |    |    |
|---|---|---|---|---|---|----|----|
| <p>39. Committee reports provide the full board with sufficient information to make informed decisions.</p> | 5 | 4 | 3 | 2 | 1 | DK | NA |
| <p>40. Board and committee meeting materials/presentations are not overly duplicative of each other.</p>    | 5 | 4 | 3 | 2 | 1 | DK | NA |

**Board Effectiveness Comments Section:**

DRAFT

**Section VII Ongoing Governance Education**

41. Which of the following major education topic(s) do we need to focus on in the coming year? Please check all that apply.

- Governance Effectiveness, Board Roles and Fiduciary Responsibilities
- Quality, Patient Safety and Engagement
- Physician Credentialing
- Understanding Systemness and Promoting Health System Alignment
- Organizational Integrity and the Board’s Role in Compliance
- Workforce Issues/Addressing Provider Burnout
- Technology and Cybersecurity
- Legislative Updates
- Community Health
- Market Disruptors and the Impact

42. Please list any topics you are interested in receiving education on that do not fall within the categories listed above:

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43. How would you like to receive continuing education in the future? Please check all that apply.

- Presentation during board or committee meetings
- Special education sessions conducted by outside expert
- Educational session at annual retreat
- External educational conferences
- Webinars
- Articles

44. Please list any other learning modalities you would be interested in that were not included above:

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Additional Comments Section: Please note these comments (as well as this entire questionnaire's responses) will be kept confidential and anonymous.

**Conclusion:**

Thank you for your contributions and commitment to El Camino Health. Your time, dedication, and experience serving El Camino Health's mission are tremendously valued. Thank you also for taking the time to complete this survey.

If you have any questions about the survey questions or the process, please contact Erica Osborne (760-271-0557, [eosborne@viahcc.com](mailto:eosborne@viahcc.com)) or Connie Serna (909-373-7661, [cserna@viahcc.com](mailto:cserna@viahcc.com)) at Via Healthcare Consulting. Thank you again.

## Introduction

Welcome to the El Camino Health 2020 Committee Self-Assessment questionnaire. Responses to this survey will be used to develop individual committee assessment reports and recommendations for the committees to consider. The reports and recommendations will be discussed at future committee meetings. Please note, your individual answers will be seen by Via Healthcare Consulting *only*.

## Instructions to Board Members Completing the Survey

Completing the survey will take approximately 15-20 minutes. Your candid responses are a key part of continued enhancement and improvement for the committee; we encourage you to be honest and direct. Individual responses *will not* be shared with other members or management; information gathered will be used in the aggregate only.

Do not hesitate to indicate you “Don’t Know” to any question if in fact you don’t know. Also use the “Don’t Know” response if it is not clear to you how the board handles the practice. If a question refers to a practice that the committee does not follow, please indicate “Not Applicable.” When in doubt about your choice, select the more conservative response (e.g. if your response falls somewhere between “Strongly Agree” and “Agree,” select “Agree.”) Be sure to respond to all the questions.

Use the “Comments” sections to explain your answers (especially for those which you answered “Neutral”, “Disagree”, “Strongly Disagree” or “Don’t Know.”) Written comments will be kept anonymous, as well.

If you have any questions, please contact Erica Osborne (760-271-0557, [eosborne@viahcc.com](mailto:eosborne@viahcc.com)) or Connie Serna (909-373-7661, [cserna@viahcc.com](mailto:cserna@viahcc.com)) at **Via Healthcare Consulting**. Thank you in advance for your time and thoughtful responses.

1. Name: \_\_\_\_\_

2. Committee you are responding to the survey about: \_\_\_\_\_

|   | Strongly Agree | Agree | Neutral | Disagree | Strongly Disagree | Don't Know | Not Applicable |
|---|----------------|-------|---------|----------|-------------------|------------|----------------|
| 3. Committee members understand their roles and responsibilities as specified in the committee charter.                         | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 4. The committee efficiently and effectively carries out responsibilities outlined in its charter or as delegated by the board. | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 5. Committee members receive adequate orientation on their committee responsibilities.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 6. The committee receives sufficient information and context to understand and assess the issues under discussion.              | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 7. The committee maintains focus on important strategic and policy issues.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 8. The committee has an appropriate mix of skills, experience, and backgrounds to meet its responsibilities.                    | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 9. The committee meeting frequency and duration are appropriate.  | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |
| 10. The number of meeting agenda topics allows for enough time to thoughtfully address all issues.                              | 5              | 4     | 3       | 2        | 1                 | DK         | NA             |

|   |   |   |   |   |   |    |    |
|---|---|---|---|---|---|----|----|
| 11. Committee meeting agendas are designed around strategic priorities and committee responsibilities.  | 5 | 4 | 3 | 2 | 1 | DK | NA |
| 12. Committee meetings are effective, efficient, and promote generative discussion.   | 5 | 4 | 3 | 2 | 1 | DK | NA |
| 13. Committee meeting agendas are organized to ensure there is an effective balance between report outs and discussion.                       | 5 | 4 | 3 | 2 | 1 | DK | NA |
| 14. The committee chair provides effective leadership and direction to the committee.   | 5 | 4 | 3 | 2 | 1 | DK | NA |
| 15. Committee work results in appropriate recommendations to the board.   | 5 | 4 | 3 | 2 | 1 | DK | NA |
| 16. The committee effectively communicates information to the board that supports the achievement of board goals and organizational strategy. | 5 | 4 | 3 | 2 | 1 | DK | NA |
| 17. The committee regularly receives information from the board that informs its work.  | 5 | 4 | 3 | 2 | 1 | DK | NA |

18. How can the committee improve its performance in support of the ECH Board?

19. What additional education would you like to receive?

Additional Comments Section: Please note these comments (as well as this entire questionnaire's responses) will be kept confidential and anonymous.

**Conclusion:**

Thank you for your contributions and commitment to El Camino Health. Your time, dedication, and experience serving El Camino Health's mission are tremendously valued. Thank you also for taking the time to complete this survey.

If you have any questions about the survey questions or the process, please contact Erica Osborne (760-271-0557, eosborne@viahcc.com) or Connie Serna (909-373-7661, cserna@viahcc.com) at Via Healthcare Consulting. Thank you again.



## **Guidelines for Ensuring Productive Executive Sessions\***

Executive sessions are typically meetings-within-meetings that allow boards and, at times, committees to engage in candid discussions without the presence of staff and outside stakeholders. When done properly, these sessions can create a “safe space” for members to discuss sensitive matters openly and honestly, help foster trust among the directors and allow for better independent decision-making. The prospect of keeping certain discussions private can also be a great advantage to organizations that are subject to open meeting laws or have meeting minutes maintained by staff.

### **Purpose:**

Holding executive sessions can go a long way in establishing a strong sense of connection and communication among board/committee members and between the board/committee members and the CEO. It enables the groups to engage in dialogue that may be difficult to hold during regular meetings when staff, and in the case of public hospitals, the press and members of the community are present. These sessions serve to:

- Provide a venue for discussing confidential or sensitive matters
- Encourage exploration of different courses of action that may be difficult or unpopular
- Provide a safe space for building member-to-member relationships and resolving conflicts among board/committee members
- Provide an opportunity, for those sessions where the chief executive officer (CEO) is invited, for dialogue about concerns or issues that may not be appropriate to share with staff or others

### **Participants:**

The purpose of the executive session typically determines who should attend. Oftentimes, closed sessions include board or committee members only, with no staff present. However, there are many occasions when the CEO, staff or a professional advisor may be asked to participate in the discussions to provide insight and perspective.

### **Common Topics:**

*Issues commonly discussed during executive sessions with the CEO present include:*

- Roles, responsibilities and expectations of the board and CEO
- Staff performance and disciplinary matters
- Legal issues and settlements
- Major strategic or business transactions
- Management of a crisis

*Reasons for holding executive sessions with only board/committee members:*

- CEO performance and compensation
- Legal issues involving the CEO
- Succession planning for the CEO
- Board/committee practices, disputes and performance issues
- Presentation and discussion of the annual audit

### **Process:**

As with any governance practice, it is important to have a common understanding as to how and when executive sessions are to be held. Following some simple rules of engagement can help promote a constructive partnership between the board/committees and staff while still allowing for the discussion of sensitive and confidential topics. These rules include:

- Work with the CEO to develop a board policy that explains:
  - How to call for and conduct executive sessions
  - How to determine who participates and when
  - How to identify the issues to be discussed
  - How to document and communicate the discussions to management and other stakeholders
- Encourage the board/committee chair and CEO to collaborate in setting executive session agendas
- Ensure executive sessions are short and highly focused (avoid ad-hoc, free-for-all discussions)
- Provide a timely summary of the discussions to the CEO for those sessions he or she does not attend
- Avoid using these sessions for “operating under the radar” of the regular board/committee meetings
- Hold sessions with the CEO’s support and approval

\*Adapted from the following sources:

“Building Bonds: Pathways to Better Board/CEO Relationships,” *BoardBrief*, The Walker Company, BoardSource, <https://boardsource.org/resources/executive-sessions/>; “Executive Session Tips,” Nonprofit Law Blog, <http://www.nonprofitlawblog.com/executive-session-tips/>,

**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING COVER MEMO**

**To:** El Camino Hospital Board of Directors  
**From:** Cindy Murphy, Director of Governance Services  
**Date:** March 31, 2020  
**Subject:** Board Action Plan Review

**Purpose:**

To review progress towards completion of the 2019-2020 El Camino Hospital (ECH) Board Action Plan.

**Summary:**

1. **Situation:** Attached is the 2019-2020 ECH Board Action Plan, which was developed based on the results of the 2019 Board Self-Assessment (BSA). It is broken down into the four areas of focus including quality oversight, meeting effectiveness, ongoing education/training, and board culture.
2. **Authority:** In accordance with its Charter, the Governance Committee is tasked with overseeing implementation of the annual Board Action Plan.
3. **Background:** Via Healthcare conducted a comprehensive BSA process for the ECH Board in the summer of 2019. The process included an online survey completed by all Board members as well as interviews with Board members and executive leadership. The results of the assessment and a set of recommendations were developed and presented to the ECH Board in August 2019. At the August 21, 2019 ECH Board meeting, Board members discussed the findings, identifying and prioritizing a list of enhancement actions the Board could undertake to improve its effectiveness over the next year. The Board approved the attached action plan on November 6, 2019 and it represents the agreed upon actions that the full Board decided to pursue.
4. **Assessment:** Progress in the 4 areas is noted below:
  - A. **Quality Oversight** – The Board held a joint meeting with the Quality Committee in October. The Quality Committee is in process of developing a Dashboard for the Board to facilitate quality oversight using the STEEEP methodology. Additional work in other areas was delayed pending the arrival of ECH's Chief Quality Officer which has now also been delayed.
  - B. **Meeting Effectiveness** –
    - i. There has been more consistent use of cover memos, but making them effective continues to be a challenge.
    - ii. Board members completed meeting evaluation surveys for September – February meetings. The survey form and results are attached. Challenges include less than 100% participation and some Board members only responding to questions 1, 5 and 6.
    - iii. Board meetings are temporarily being conducted remotely which may have some impact on the effectiveness of the meetings.

Board Action Plan  
March 31, 2020

- C. Ongoing Education/Training - The Board approved an education plan and staff has stepped up efforts to keep Board members informed about educational opportunities. Unfortunately, the April 22<sup>nd</sup> Board and Committee Education Session will be cancelled due to State of California shelter in place and social distancing orders. The Committee might consider encouraging Board and Committee members to participate in the self-learning materials and follow-up with discussion at their upcoming committee meetings. As well, the Governance Institute cancelled a late April conference with a focused quality oversight track that several Board, Committee and Staff members were planning to attend.
  - D. Board Culture – The Board held two social gatherings in FY20. In August, Board members, Board staff, and their guests participated in a pasta making class and enjoyed dinner together. This event was very well attended. In December, Board members and their guests enjoyed a meal out together. This event was less well attended due to scheduling difficulties. A third event was planned for May 5<sup>th</sup>. That day is now being held for a potential Board meeting and we are looking for a back-up date in June or July for a social gathering.
- 5. Other Reviews: None.
  - 6. Outcomes: Some progress has been made. Recent shelter in place and social distancing orders are impeding progress on completing some planned activities in the areas of education, meeting effectiveness and culture.

**List of Attachments:**

- 1. 2019-2020 El Camino Hospital Board Action Plan
- 2. Board Meeting Evaluation Form
- 3. Board Meeting Evaluation Results

**Suggested Committee Discussion Questions:**

- 1. What other suggestions for Board education, culture and meeting effectiveness does the Committee have under the current circumstances?

# Board Action Plan

|  | What  | Who                                | By When                        | Current Status |
|--|---|------------------------------------|--------------------------------|----------------|
| <b>Quality Oversight</b>                     |   |                                    |                                |                |
|  | <p>Adopt a customized, actionable approach to effective quality.</p> <ul style="list-style-type: none"> <li>Review and discuss available approaches to quality oversight. Frameworks to consider might include IHI Framework for Governance of Health System Quality, AHRQ High Reliability Organizations, and LEAN Six Sigma among others.</li> <li>Identify and incorporate aspects from the different frameworks to create a customized approach to quality oversight at ECH.</li> </ul> | Quality Committee Chair, CMO       | End Q1 2020                    |                |
|  | <p>Hold an educational meeting or series of meetings focused on quality oversight. These sessions will provide:</p> <ul style="list-style-type: none"> <li>Additional education on the board's role in quality oversight including information on quality goals, indicators and how to interpret data.</li> <li>An opportunity to discuss how ECH defines quality and what the organization's approach should be.</li> </ul>  | Quality Committee Chair, CMO       | Scheduled for October 23, 2019 |                |
| <b>Meeting Effectiveness</b>                 |   |                                    |                                |                |
|  | Restructure board meeting presentations to improve focus and promote dialogue.  | CEO, Dir Gov Services              | December 2019                  |                |
|  | Implement a board meeting evaluation to assess quality of materials, mechanics and results of the meeting.  | Board Chair, CEO                   | September 2019                 |                |
| <b>Ongoing Governance Education/Training</b> |   |                                    |                                |                |
|  | Develop an intentional, multi-year strategy for ongoing board education. The intent would be to identify topics and modalities that would enhance the governance competencies and engagement of the ECH Hospital Board.   | Governance Committee               | December 2019                  |                |
| <b>Enhancing Board Culture</b>               |   |                                    |                                |                |
|  | Convene board members outside the typical board meeting structure to facilitate greater cohesiveness and teamwork on a quarterly or bi-annual basis.  | Board Chair, CEO, Dir Gov Services | Ongoing                        |                |

**El Camino Hospital  
Board of Directors  
Meeting Evaluation Form  
Date: December 11, 2019**

|   | Exceed<br>Expectations | Meets<br>Expectations |   | Below<br>Expectations |   |
|---|------------------------|-----------------------|---|-----------------------|---|
| 1) Overall, the meeting agenda was clear and included appropriate topics for Board consideration  | 5                      | 4                     | 3 | 2                     | 1 |
| 2) The following agenda items did not warrant spending Board time (please circle)   |                        |                       |   |                       |   |
| Quality Committee Report<br>FY20 Period 4 Financials<br>El Camino Health Enterprise Structure<br>Revised SVMD, LLC Operating Agreement<br>Investment Committee Report<br>Medical Staff Report<br>Los Gatos Plan Update<br>Consent Calendar: Letters of Rebuttable Presumption, Report on Educational Activity, Update on Major Capital Projects<br>CEO Report |                        |                       |   |                       |   |
| 3) The Board materials for the following agenda items <b>were not</b> at a "governance level" (please circle)   |                        |                       |   |                       |   |
| Quality Committee Report<br>FY20 Period 4 Financials<br>El Camino Health Enterprise Structure<br>Revised SVMD, LLC Operating Agreement<br>Investment Committee Report<br>Medical Staff Report<br>Los Gatos Plan Update<br>Consent Calendar: Letters of Rebuttable Presumption, Report on Educational Activity, Update on Major Capital Projects<br>CEO Report |                        |                       |   |                       |   |
| 4) The Board materials for the following agenda items <b>were</b> at a "governance level" and an appropriate number of pages. (please circle)   |                        |                       |   |                       |   |
| Quality Committee Report<br>FY20 Period 4 Financials<br>El Camino Health Enterprise Structure<br>Revised SVMD, LLC Operating Agreement<br>Investment Committee Report<br>Medical Staff Report<br>Los Gatos Plan Update<br>Consent Calendar: Letters of Rebuttable Presumption, Report on Educational Activity, Update on Major Capital Projects<br>CEO Report |                        |                       |   |                       |   |
| 5) There was enough time on the agenda for discussion and the Board used its time for relevant and productive discussion  | 5                      | 4                     | 3 | 2                     | 1 |
| 6) The Board kept its discussion focused on governance level issues of quality, strategy and policy   | 5                      | 4                     | 3 | 2                     | 1 |

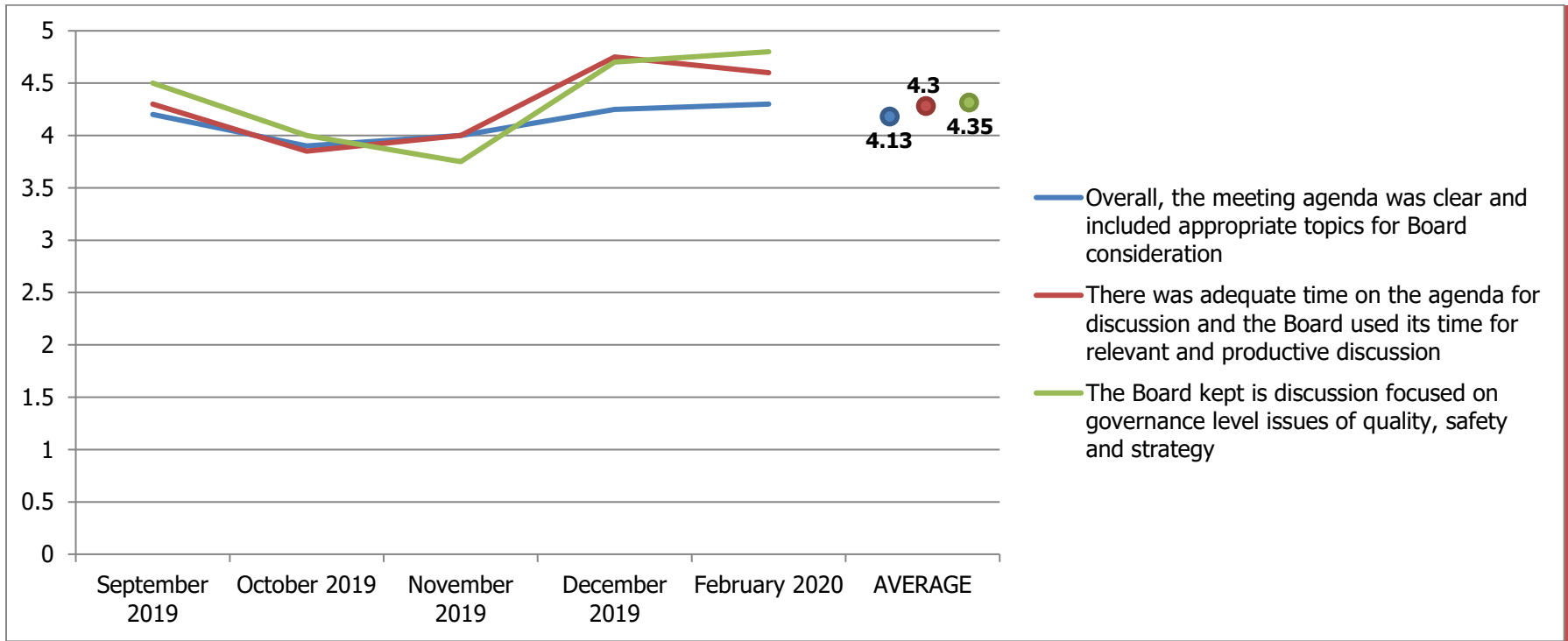
**Please provide further feedback here, particularly on any items you rated 3 or lower:**

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# Board Meeting Evaluation



## **Governance Committee Meetings** **Proposed FY21 Dates**

| <b>RECOMMENDED GC DATE<br/>TUESDAYS</b> | <b>CORRESPONDING<br/>HOSPITAL BOARD DATE</b> |
|---|--|
| <b>Tuesday, August 4, 2020</b>          | Wednesday, August 19, 2020                   |
| <b>Tuesday, October 6, 2020</b>         | Wednesday, October 14, 2020                  |
| <b>Tuesday, February 2, 2021</b>        | Wednesday, February 10, 2021                 |
| <b>Tuesday, March 30, 2021</b>          | Wednesday, April 7, 2021                     |
| <b>Tuesday, June 2, 2021</b>            | Wednesday, June 9, 2021                      |

## DRAFT FY21 COMMITTEE GOALS

### Governance Committee

#### PURPOSE

The purpose of the Governance Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are function at the highest level of governance standards.

**STAFF:**        **Dan Woods**, Chief Executive Officer (Executive Sponsor); **Cindy Murphy**; Director of Governance Services

The CEO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

| GOALS   | TIMELINE                              | METRICS  |
|---|---------------------------------------|--|
| <b>1.</b> Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies | Q1 FY21<br><br>Q4 FY21<br><br>Q4 FY21 | <ul style="list-style-type: none"> <li>- Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board</li> <li>- Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board</li> <li>- Assess implementation of changes to ECH Board Structure and make recommendations</li> </ul> |
| <b>2.</b> Promote, enhance, and sustain competency-based, efficient, effective governance   | Q4 FY20 –Q1 FY21<br><br>Q1- FY21      | <ul style="list-style-type: none"> <li>- FY20 Self-Assessment Survey Completed (Q4 FY20– Q1 FY21)</li> <li>- FY21 Self-Assessment Tool recommended to the Board (Q3) and survey completed (Q4 FY21 – Q1 FY22)</li> <li>- Reports are completed and made available to the Board and the District Board (Q1)</li> <li>- Develop FY21 Board Action Plan (Q1)</li> </ul>   |
| <b>3.</b> Develop Board and Committee Education Plan for FY21   | Q2 FY21<br><br>Q1 FY21                | <ul style="list-style-type: none"> <li>- Develop and recommend FY21 Board and Committee Education Plan</li> <li>- Recommend FY21 Annual Retreat Agenda to the Board</li> </ul>   |

#### SUBMITTED BY:

**Chair:** Peter C. Fung, MD

**Executive Sponsor:** Dan Woods

To be approved by the ECH Board of Directors June 2020



**Governance Committee**

*Draft For Review March 31, 2020*

| <b>FY21 GC Pacing Plan – Q1</b>   |   |  |
|---|---|--|
| July 2020   | <b>August 4, 2020</b>   | September 2020   |
| <p style="text-align: center;"><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p><b>Regular Consent Calendar Items:</b> Minutes, Committee Recruitment Update, Article of Interest</p> <p><b>Other Regular Items:</b></p> <ul style="list-style-type: none"> <li>- Board Recruitment Update</li> <li>- Report on Board Actions</li> <li>- Roundtable</li> </ul> | <ul style="list-style-type: none"> <li>- Consider Hospital Board Member Competencies for FY21/22</li> <li>- Planning for October Joint Education Session</li> <li>- Planning for February Board Retreat</li> <li>- Review Annual Board and Committee Self-Assessment (BSA) Results and Develop Action Plan for the Board</li> </ul> | <p style="text-align: center;"><i>No scheduled meeting</i></p> |
| <b>FY21 GC Pacing Plan – Q2</b>   |   |  |
| <b>October 6, 2020</b>  | November 2020   | December 2020  |
| <ul style="list-style-type: none"> <li>- Final Planning for October Joint Education Session</li> <li>- FY21/22 Board Education Plan</li> <li>- Review Policy and Procedure for Advisory Committee Member Nomination and Selection</li> </ul> <p style="text-align: center;"><b>Wed., 10/28/2020</b><br/><b>Board &amp; Committee Joint Education Session</b></p>                | <p style="text-align: center;"><i>No Scheduled Meeting</i></p>  | <p style="text-align: center;"><i>No scheduled meeting</i></p> |

**Governance Committee**

*Draft For Review March 31, 2020*

| <b>FY21 GC Pacing Plan – Q3</b>  |  |  |
|--|--|--|
| January 2021   | February 2, 2021   | March 30, 2021   |
| <i>No scheduled meeting</i>  | <ul style="list-style-type: none"> <li>- Planning April Education Session</li> <li>- Final Planning for February Board Retreat</li> <li>- Review and Recommend Annual Board Self-Assessment Tool</li> <li>- Assess Progress on FY21 Board Action Plan</li> <li>- Review Board Officer Nomination and Selection Procedures</li> </ul> | <ul style="list-style-type: none"> <li>- Set FY22 Governance Committee Dates</li> <li>- Develop FY22 Governance Committee Goals</li> <li>- Final Planning April Education Session</li> <li>- Review Process for Election and Re-Election of NDBM's to the ECH Board</li> </ul>   |
| <b>FY20 GC Pacing Plan – Q4</b>  |  |  |
| April 2021   | May 2021   | June 1, 2021   |
| <i>No scheduled meeting</i>  | <i>No scheduled meeting</i>  | <ul style="list-style-type: none"> <li>- Review and Recommend all FY22 Committee Goals to Board</li> <li>- Assess Progress on FY21 Board Action Plan</li> <li>- Review Proposed FY22 Advisory Committee and Committee Chair Assignments</li> <li>- Review Committees' progress against FY21 Goals</li> <li>- Confirm Self-Assessment Sent to District (from GC charter)</li> <li>- Finalize FY22 Master Calendar (for Board approval in June)</li> <li>- Assess ECH Board Structure</li> </ul> |
| <p><b>Wed. 4/28/2021</b><br/> <b>Board &amp; Committee Educational Gathering</b></p> | <p><b>Launch Board Self-Assessment</b></p>   |  |

**Governance Committee**

Updated ~~31/238/2020~~

| <b>FY20 GC Pacing Plan – Q1</b>  |   |  |
|--|---|--|
| July 2019  | <b>August 13, 2019</b>  | September 2019   |
| <p style="text-align: center;"><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p><b>Regular Consent Calendar Items:</b> Minutes, Committee Recruitment Update, Article of Interest</p> <p><b>Other Regular Items:</b></p> <ul style="list-style-type: none"> <li>- Board Recruitment Update</li> <li>- Report on Board Actions</li> </ul>  | <ul style="list-style-type: none"> <li>- Consider Hospital Board Member Competencies for FY20/21</li> <li>- FY20 Board Education Plan                             <ul style="list-style-type: none"> <li>o Topics for Semi-Annual Board and Committee Education Sessions</li> <li>o Topic for Annual Retreat (February)</li> </ul> </li> <li>- Review Annual Board Self-Assessment (BSA) Results and Develop Action Plan</li> <li>- Review Process for Election and Re-Election of NDBM’s to the ECH Board</li> <li>- ECH Leadership Succession Planning</li> <li>- Governance Committee Recruitment</li> </ul> | <p style="text-align: center;"><i>No scheduled meeting</i></p> |
| <b>FY20 GC Pacing Plan – Q2</b>  |   |  |
| <b>October 15, 2019</b>  | November 26, 2019   | December 2019  |
| <ul style="list-style-type: none"> <li>- Review Delegations of Authority to Committees</li> <li>- Review Process for Election and Re-Election of Non-District Board Members to the El Camino Hospital Board of Directors</li> <li>- Final Planning October 23 Board Retreat</li> <li>- Assess Progress on FY20 Board Action Plan</li> <li>- System Governance Ad Hoc Committee Report</li> <li>- Governance Committee Recruitment</li> </ul> <p style="text-align: center;"><b>Wed., 10/23/2019</b><br/><b>Board &amp; Committee Educational Gathering</b></p> | <ul style="list-style-type: none"> <li>- Proposed Revised SVMD LLC operating Agreement</li> <li>- System Governance Ad Hoc Committee Report (SVMD Board Quality Committee?)</li> </ul>  | <p style="text-align: center;"><i>No scheduled meeting</i></p> |

**Governance Committee**

Updated ~~31/238/2020~~

| <b>FY20 GC Pacing Plan – Q3</b>   |  |  |
|---|--|--|
| January 2020  | February 4, 2020   | March 31, 2020   |
| <i>No scheduled meeting</i>   | <ul style="list-style-type: none"> <li><del>—</del> Planning April Education Session</li> <li>-</li> <li>- Final Planning for February 26<sup>th</sup> Board Retreat</li> <li>- Review and Recommend Annual Board and Committee Self-Assessment Tool</li> <li>- Proposed Procedure for Delegation of Authority to the Board’s Advisory Committees</li> <li>- Candidate Interviews</li> <li>- Possible Recommendation for Appointment to Committee</li> </ul> | <ul style="list-style-type: none"> <li>- Set FY21 Governance Committee Dates</li> <li><del>—</del> Develop FY21 Governance Committee Goals</li> <li>- <del>Final Planning April Education Session</del></li> <li>- Assess Progress on Board Action Plan</li> <li><del>—</del> Effective Use of Executive Sessions at Board and Committee Meetings</li> <li>- <u>Review and Recommend Annual Board and Committee Assessment Tool</u></li> </ul> |
| <b>FY20 GC Pacing Plan – Q4</b>   |  |  |
| April 2020  | May 2020   | June 2, 2020   |
| <i>No scheduled meeting</i>   | <i>No scheduled meeting</i>  | <ul style="list-style-type: none"> <li>- Review and Recommend all FY20 Committee Goals to Board</li> <li>- Review Proposed Advisory Committee and Committee Chair Assignments</li> <li>- Review Committees’ progress against FY19 Goals</li> <li>- Confirm Self-Assessment Sent to District (from GC charter)</li> <li>- Finalize FY20 Master Calendar (for Board approval in June)</li> <li>- Assess ECH Board Structure</li> </ul>           |
| <p style="text-align: center;"><b>April 22nd Board and Committee Education Session Cancelled.</b><br/><b>Wed. 4/22/2020</b><br/><b><del>Board &amp; Committee Educational Gathering</del></b></p> | <b>Launch Board and Committee Self-Assessment</b>  |  |

**EL CAMINO HOSPITAL BOARD OF DIRECTORS  
COMMITTEE MEETING COVER MEMO**

**To:** Governance Committee  
**From:** Cindy Murphy, Director of Governance Services  
**Date:** March 31, 2020  
**Subject:** Roundtable Discussion

**Purpose:**

To review the effectiveness of the Committee's meeting.

**Summary:**

1. Situation: How effective was this meeting?
2. Authority: N/A
3. Background: We included an excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" in the Committee's February 6, 2018 packet. Committee Chair Fung asked that we include the questions posed in the "Committee Meeting Effectiveness Assessment Options" section for the Committee to discuss at the conclusion of the meeting.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

**List of Attachments:** None.

**Suggested Committee Discussion Questions:**

1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?
2. Were the meeting packet and agenda helpful?
3. Did key issues receive sufficient attention?
4. Did we spend the right amount of time on each issue?
5. Was there a significant amount of discussion (vs. presentation)?
6. Were discussions kept at the governance level?
7. Did all members participate fully?
8. Did we hold ourselves accountable to the rules of engagement?