

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, August 4, 2020 – 5:30pm
 El Camino Hospital | 2500 Grant Road 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:

1-669-900-9128, MEETING CODE: 369-007-4917#. No participant code. Just press #.

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
1. CALL TO ORDER/ROLL CALL	Peter C. Fung, MD, Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 5:32 – 5:33
3. PUBLIC COMMUNICATION a. Oral Comments <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> b. Written Correspondence	Peter C. Fung, MD, Chair		information 5:33 – 5:36
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the Governance Cmte Meeting (6/2/2020) Information b. FY21 Pacing Plan c. Board and Committee Recruitment Update d. Article of Interest	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS ATTACHMENT 5	Peter C. Fung, MD, Chair		information 5:38 – 5:43
6. ANNUAL BOARD AND COMMITTEE ASSESSMENT RESULTS AND BOARD ACTION PLAN ATTACHMENT 6	Erica Osborne, Via Healthcare Consulting	<i>public comment</i>	possible motion 5:43 – 6:23
7. FY20/21 BOARD MEMBER COMPETENCIES ATTACHMENT 7	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:23 – 6:53
8. OCTOBER 2020 BOARD AND COMMITTEE EDUCATION SESSION ATTACHMENT 8	Cindy Murphy, Director of Governance Services	<i>public comment</i>	possible motion 6:53 – 7:03
9. FEBRUARY 2021 BOARD RETREAT PLANNING ATTACHMENT 9	Dan Woods, CEO	<i>public comment</i>	possible motion 7:03 – 7:13

A copy of the agenda for the Regular Committee Meeting will be posted and distributed at least seventy-two (72) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
10. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:13 – 7:14
11. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 7:14 – 7:15
12. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Governance Cmte Meeting (6/2/2020)	Peter C. Fung, MD, Chair		motion required 7:15 – 7:17
13. ADJOURN TO OPEN SESSION	Peter C. Fung, MD, Chair		motion required 7:17 – 7:19
14. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		information 7:19 – 7:20
15. ROUND TABLE DISCUSSION ATTACHMENT 15	Peter C. Fung, MD, Chair		discussion 7:20 – 7:24
16. ADJOURNMENT	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:24 – 7:25pm



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, June 2, 2020**

Pursuant to State of California Executive Order N-29-20 dated March 18, 2020, El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

Members Present

Ken Alvares**
Peter C. Fung, MD, Chair**
Gary Kalbach, Vice Chair**
Michael Kasperzak**
Christina Lai**
Peter Moran**
Bob Rebitzer**

Members Absent

None
 **via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:30pm by Chair Fung. A verbal roll call was taken. All Committee members were present and participated via teleconference and videoconference pursuant to Santa Clara County’s shelter in place order. Ms. Lai joined the meeting at 5:33pm during Agenda Item 3: Public Communication. A quorum was present pursuant to State of California Executive Orders N-25-20 dated March 12, 2020 and N-29-20 dated March 18, 2020.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	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. Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (3/31/2020) and for information: FY20 Pacing Plan. Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	Consent Calendar approved
5. REPORT ON BOARD ACTIONS	Chair Fung outlined ECH’s financial performance in March 2020. He thanked the executive team for their work during this challenging time. He also described the recent actions of the District Board at their April and May 2020 meetings, including a Declaration of a Local Emergency and approval of District funding for a COVID-19 community testing program. In response to Committee questions, Dan Woods, CEO, further described the District’s community testing program, including collaboration with the County on processes and funding those who do not qualify for insurance reimbursement. Mr. Woods noted that all ECH employees are being tested	

	<p>and are completing daily wellness monitoring checklists. Mr. Rebitzer suggested that pooled testing procedures could reduce costs and may be appropriate for ECH’s population.</p>	
<p>6. PROGRESS AGAINST FY20 COMMITTEE GOALS</p>	<p>Cindy Murphy, Director of Governance Services, outlined the progress against FY20 Committee goals, including explanations for where Committees have either deferred or not achieved their goals.</p>	
<p>7. PROPOSED FY21 MASTER CALENDAR</p>	<p>The Committee discussed the October 2020 Board and Committee Education Session. The proposed agenda will be brought for the Committee’s review at its August 2020 meeting. Staff is currently considering whether it will be a virtual gathering; ideally, it would be an interaction session. Mr. Kasperzak cautioned that it may be difficult to hold a productive virtual meeting longer than 90 minutes.</p> <p>Ms. Murphy and Mr. Woods introduced the timeline and plan to kick off the strategic planning process with the Hospital Board in July 2020. Ms. Murphy reported that the FY21 budget approvals (generally in June 2020) have been deferred to August 2020.</p> <p>Motion: To recommend that the Board approve the FY21 Master Calendar.</p> <p>Movant: Kalbach Second: Moran Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY21 Master Calendar recommended for approved</i></p>
<p>8. PROPOSED FY21 GOVERNANCE COMMITTEE GOALS</p>	<p>The Committee discussed a goal to review of Board effectiveness and efficiency, including potential metrics (length of meetings, board members working well together, size of packets, time to resolution, level of preparedness, repeated discussion of issues), past work in this area, and measurement (through the Board Self-Assessment).</p> <p>The Committee also discussed a goal related to governance resiliency and responsiveness in an unprecedented situation (<i>e.g.</i>, Was the management team able to quickly obtain direction and answers from the Board? Did management overstep its authority? Were there unintended consequences?). Mr. Moran suggested conducting this review post-pandemic. Mr. Rebitzer noted that the Compliance and Audit Committee should review operational readiness and enterprise risk. Mr. Woods described 1) the level of support and frequent communication with the Board and Board Chair during this time and 2) the challenges of reconciling differing philosophies on organizational goal setting and incentives, especially in a time of crisis. Mr. Kalbach suggested implementing a superstructure, like an Executive Committee, to make interim decisions in an emergency.</p> <p>Committee members suggested that the Governance Committee examine potential structural/Committee and policy gaps, especially those illuminated by crisis.</p> <p>Ms. Murphy suggested that she work with Mr. Moran and Chair Fung on approval of the final goal language to include in the Board packet.</p> <p>Motion: To recommend the FY21 Governance Committee goals to the Board as presented with the following amendment: 1) to push goal #3 down to #4 and 2) add a goal #3: “to assess the governance structure’s resiliency in</p>	<p><i>FY21 Governance Committee Goals recommended for approval</i></p>

	<p>light of the COVID-19 pandemic,” and for staff to work with Chair Fung and Mr. Moran to develop the metrics and timeline for presentation to the Board on June 10, 2020.</p> <p>Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>9. PROPOSED FY21 ADVISORY COMMITTEE GOALS</p>	<p>Ms. Murphy explained that the Finance Committee has a proposed goal to review the COVID-19 recovery plan.</p> <p>The Committee suggested adding a goal for the Compliance Committee to review the COVID-19 operational recovery.</p> <p>In response to Chair Fung’s question on the Investment Committee goals, Mr. Kalbach and Ms. Murphy explained that 1) a new Chief Financial Officer should be involved in asset allocation review, 2) the timing was the suggest of the interim CFO, and 3) the asset allocation policies were reviewed at the Investment Committee’s May 2020 meeting.</p> <p>Motion: To recommend that the Board approve the FY21 Advisory Committee Goals including the amendment to suggest that the Compliance and Audit Committee consider adopting an FY21 goal that assesses the organization’s response to COVID-19 pandemic.</p> <p>Movant: Kalbach Second: Rebitzer</p> <p>Chair Fung noted that this would be a retroactive, not a prospective review. Mr. Alvares requested that the Governance Committee receive a copy of the COVID-19 response report in order to make recommendations for future governance resiliency.</p> <p>Ms. Lai suggested that this review be tied to the business continuity and disaster recovery plan. The Committee suggested that the review could look at how the plan operated in a specific situation (COVID-19 pandemic), how will it operate in the future (<i>e.g.</i>, if the crisis had been worse), and what the organization has learned.</p> <p>There was no vote on the previous motion. The following motion was made:</p> <p>Motion: To recommend that the Board approve the proposed FY21 Advisory Committee goals, with the suggestion of an amendment to the Compliance and Audit Committee’s goal #2 to add language regarding the effectiveness of the response for the COVID-19 pandemic and the forecasted effectiveness if there had been a surge.</p> <p>Movant: Lai Second: Moran Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY21 Advisory Committee Goals recommended for approval</i></p>
<p>10. PROPOSED FY21 COMMITTEE AND LIAISON</p>	<p>Chair Fung thanked the Committee members for their continued service.</p> <p>Motion: To recommend that the Board approve the FY21 Committee and</p>	<p><i>FY21 Committee and Liaison</i></p>

<p>ASSIGNMENTS</p>	<p>Liaison Assignments. Movant: Moran Second: Kasperzak Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Assignments recommended for approval</i></p>
<p>11. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 6:48 pm. Movant: Kalbach Second: Kasperzak Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Adjourned to closed session at 6:48pm</i></p>
<p>12. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 6:50pm. Agenda items 11-14 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (3/31/2020) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer).</p>	
<p>13. AGENDA ITEM 16: FY21 PACING PLAN</p>	<p>The Committee requested that their governance resiliency review be paced for Q3 (the March 30, 2021 meeting), contingent on the Board’s approval of the FY21 Governance Committee goals. Motion: To approve the FY21 Pacing Plan. Movant: Kalbach Second: Alvares Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>FY21 Pacing Plan</i></p>
<p>14. AGENDA ITEM 17: ROUND TABLE DISCUSSION</p>	<p>The Committee and staff discussed the efficiency and effectiveness of the meeting.</p>	
<p>15. AGENDA ITEM 18: ADJOURNMENT</p>	<p>Motion: To adjourn at 7:03pm. Movant: Kalbach Second: Kasperzak Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Meeting adjourned at 7:03pm</i></p>

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

Peter C. Fung, MD
Chair, Governance Committee

Governance Committee

Approved June 2, 2020 (Revised June 30, 2020)

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

Approved June 2, 2020 (Revised June 30, 2020)

FY21 GC Pacing Plan – Q3		
January 2021	February 2, 2021	March 30, 2021
<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Planning April Education Session - Final Planning for February Board Retreat - Review and Recommend Annual Board Self-Assessment Tool - Assess Progress on FY21 Board Action Plan - Review Board Officer Nomination and Selection Procedures 	<ul style="list-style-type: none"> - Set FY22 Governance Committee Dates - Develop FY22 Governance Committee Goals - Final Planning April Education Session - Review Process for Election and Re-Election of NDBM's to the ECH Board - Assess Governance Structure Resiliency During COVID-19 Pandemic Response and Recovery
FY20 GC Pacing Plan – Q4		
April 2021	May 2021	June 1, 2021
<i>No scheduled meeting</i>	<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Review and Recommend all FY22 Committee Goals to Board - Assess Progress on FY21 Board Action Plan - Review Proposed FY22 Advisory Committee and Committee Chair Assignments - Review Committees' progress against FY21 Goals - Confirm Self-Assessment Sent to District (from GC charter) - Finalize FY22 Master Calendar (for Board approval in June) - Assess ECH Board Structure
<p>Wed. 4/28/2021 Board & Committee Educational Gathering</p>	<p>Launch Board Self-Assessment</p>	

**EL CAMINO HOSPITAL
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 4, 2020
Subject: Update on Board and Advisory Committee Recruitment

Purpose:

To inform the Governance Committee regarding recruitment efforts for the Board's Advisory Committees.

Summary:

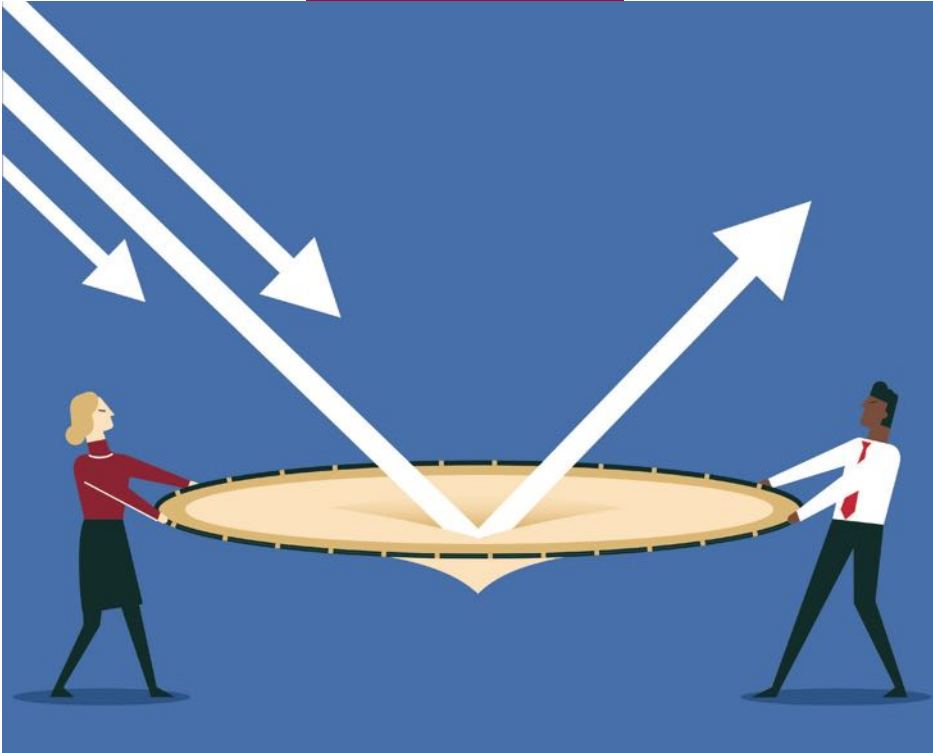
1. **Situation:**
 - A. **Advisory Committees:** The Finance Committee (FC) currently consists of three Board members and 3 Community Members, one member having left the committee in FY20. Per its Charter the Committee may have up to four Community members.
 - B. **Board of Directors:** Director Watters' first term expires in December 2020; he is eligible for three additional three year terms. Director Kalbach's first term expires on June 30, 2021; he is eligible for two additional three year terms, and perhaps a third two and one – half year term. However, if Director Kalbach runs for office and is re-elected to the District Board in November, the District Board could choose to re-elect him to the El Camino Hospital Board for a four year term at that time. Director Chen's second term expires on June 30, 2021. He is eligible for two additional three year terms.
2. **Authority:** Review of Board and Advisory Committee composition are within the Governance Committee's chartered responsibilities.
3. **Background:**
 - A. **Advisory Committees:** The FC is interviewing two candidates at an upcoming meeting and will likely make a recommendation to the Board for a new member at the Board's August 12th or September 9th meeting.
 - B. **Board of Directors:** The District Board's Pacing Plan provides for the appointment of an Ad Hoc Committee in October to consider and make recommendations regarding the re-election of Directors Kalbach, Watters and Chen. I expect the Ad hoc Committee will begin its work shortly thereafter.
4. **Assessment:** N/A
5. **Other Reviews:** N/A
6. **Outcomes:** N/A

List of Attachments:

None.

Trustee Insights

VIEWPOINT



Getting to the New Normal in Health Care

The board's role in crisis recovery

BY ERICA M. OSBORNE
AND KARA WITALIS

During these unprecedented and rapidly changing times, governing boards may be asking: What now? How do we best prepare for an uncertain future? How can we best serve our organization and community through crisis to recovery?

Whether it is overseeing the

Transforming Governance

COVID-19 recovery process or responding to a natural disaster, a school shooting or civil unrest, the board can play a pivotal role in ensuring that employees receive

the support needed to heal and that the organization and community receive the resources they need to restore and rebuild.

Following is practical guidance for board members as their organiza-

tions transition from crisis response to the long road to recovery. Although many of the practices speak directly to the COVID-19 pandemic, they also can be applied more broadly to other major crises.

Foster healing

During and throughout crisis recovery, board members have an opportunity to be inspirational leaders and promote a whole-person and wholehearted caring approach. This might mean asking whether leaders, staff and caregivers have the necessary resources to heal from the traumatic experiences of front-line caregiving. Asking about the well-being of the front-line staff sends a clear message of caring. The board should ensure the organization has strategies and programs in place (e.g., counseling, support groups and financial assistance benefits) that address the emotional, physical and financial toll of managing the crisis and treating patients. Likewise, the board should understand what programs are necessary to ensure the community has appropriate resources and programs to recover.

Focus on safety and quality

The board has a fiduciary duty to ensure the provision of high-quality, safe care regardless of the circumstance, and this should remain a top priority as organizations

manage and recover from a crisis. As hospitals and health systems ease back into providing more clinical care not related to COVID-19, even as the pandemic continues, the board should understand how leadership will balance the need to provide necessary services while minimizing risk to patients and health care personnel. The board should understand the criteria that must be met in order to safely reopen for routine care, how quality patient care will be maintained, how staff will be kept safe, and the organization's approach to prioritizing and accommodating high-risk or at-risk populations. Access to testing, availability of non-COVID ICU beds, utilization of telehealth and availability of personal protective equipment all are considerations to discuss.

The Centers for Disease Control and Prevention has issued a [“non-COVID-19 care framework”](#) that includes key considerations for health systems as they seek to provide the safest way possible to resume care delivery. The AHA has released [“COVID-19 Pathways to Recovery”](#) with considerations and resources for hospitals and health systems.

Express gratitude

Offering gratitude and appreciation to hospital executives, providers and other staff is important during the peak of a crisis – and it continues to be during recovery. Acknowledging the innovative, often heroic, ways management and staff are responding to challenges encountered during the crisis supports their efforts and builds an environment of

empowerment and solidarity for the entire organization. A formal, written thank-you from the board acknowledging the dedication of leadership and staff and providing words of encouragement and support can help sustain morale and commitment for the long haul.

Ensure an appropriate assessment of the organization's response to the crisis

The board should use a post-crisis assessment, conducted by management, to understand what is working and what is not with the organization's performance. Boards should ask: Are communication channels effective? Is technology adequate? What efforts are in place to revise emergency preparedness plans, and what funding is necessary to implement these changes? What community agencies and organizations should we partner with to maximize our collective impact?

Rebuild community trust and confidence

During the COVID-19 crisis, health systems have experienced unprecedented underutilization of important medical services for patients with urgent or emergent health care needs not related to COVID-19, as well as the delay of non-emergent surgeries and procedures. Patients, their families and communities in general are fearful that a visit to the hospital or clinic will put them at greater risk of contracting COVID-19. However, delayed urgent and emergent care can cause the very real risk for severe illness and harm and, in the worst cases, death.

To that extent, trustees have an opportunity to encourage the public to return to a new normal by returning to the hospital for needed care services. They should assure community members that the hospital remains a trusted organization and is ready to care for them, and that they should not delay needed care for fear of COVID-19.

Support the work toward financial recovery

Delayed and deferred care also has caused many organizations' revenues to drop by 50% or more. This reduction has occurred while expenses have soared as spending is required to prepare and care for COVID-19 patients. As such, hospitals and health systems must retool and determine what new operational or financial goals are reasonable by year's end. Projections must be recast and objectives reset. Board members must be ready to consider these goals and ensure that they best meet their organization's needs. Health care organizations that are positioned to adapt quickly to the new normal will be able to meet the needs of their communities more effectively.

Leverage community connections for philanthropic donations

Responding to COVID-19 has had a huge financial toll on hospitals and health systems. During and immediately following a crisis, private donors are frequently eager to make meaningful contributions to support recovery. Trustees have an opportunity to leverage their connections to

bolster their organization's financial resources with philanthropy. The board can help identify areas of greatest need and set expectations for fundraising efforts.

Advocate again and again

Here, again, is one of the board's core roles. Board members should continue to follow up with legislative representatives to obtain funding or change regulations that hampered the health care field's ability to respond effectively during the crisis. Advocating for the organization with legislative representatives and promoting the organization with the

public also are great ways to foster support for those needs that have been identified.

Finally, as their organizations begin the journey to recovery, board members must of course remember to stay true to their primary role of oversight. Boards that get buried in the weeds of operations have the potential to distract attention from the necessary actions required to ensure success. Instead, the board can provide true strategic value by monitoring recovery efforts, ensuring necessary resources are available and keeping focused on future opportunities and challenges.

Healing from the prolonged

COVID-19 pandemic or other major crises will take caring, acknowledgment, diligence and, most of all, time. A board's oversight is critical in supplying all of these.

Erica M. Osborne (esborne@viahcc.com) is a principal with Via Healthcare Consulting and based in Carlsbad, California. **Kara Witalis** (kwitalis@viahcc.com) is a senior consultant with Via Healthcare Consulting and based in Albany, California.

Please note that the views of the authors do not always reflect the views of the AHA.



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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 4, 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 twice. 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.

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	June 10, 2020	<ul style="list-style-type: none"> - FY20 Period 10 Financials - FY21 Community Benefit Grant Program Funding - Medical Staff Report - Deferral of Revisions to Executive Salary Ranges for FY21 - Medical Director Agreements - FY21 Board and Committee Master Calendar - FY21 Advisory Committee Goals - FY21 Advisory and Committee Liaison Agreements - Restructuring of FY 20 Incentive Goals
	July 8, 2020	No Approvals
ECHD Board	June 16, 2020	<ul style="list-style-type: none"> - FY20 YTD Financials - Allocation of \$7,830,671 in FY18 Capital Outlay Funds to Mountain View Women’s Hospital Expansion Project - Modification to District Funded Community COVID-19 Testing Program Authorization - Funding for FY21 Community Benefit Grant Program - Appointed Director Miller as Liaison to the Community Benefit Advisory Council
	July 15, 2020	<ul style="list-style-type: none"> - Appointment of Ad Hoc Committee to Review Compliance Issue

Report on Board Actions
August 4, 2020

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
Finance Committee		- None since last report
Compliance and Audit Committee		- None since last report
Exec. Comp Committee		- 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 MEMO**

To: Governance Committee
From: Erica Osborne, Via Healthcare Consulting
Date: July 26, 2020
Subject: Results of the El Camino Health 2020 Board and Committee Self-Assessment Surveys

Recommendation(s): Review and discuss the 2020 El Camino Health (ECH) Board and Committee Self-Assessment survey results.

Summary:

1. **Situation:** Via Healthcare was engaged to facilitate a comprehensive board and committee self-assessment process for ECH. It included two online surveys (one specific to board and one specific to committee oversight) completed by board and committee members in July 2020. Board members were asked to evaluate the full board's performance. Committee members evaluated the overall performance of the specific committees they serve on. Responses were used to develop customized assessment reports and recommendations specific to the board and each of its six committees.

The committee is asked to review the 2020 results and provide input on both recommendations and the proposed process for presenting the committee results.

2. **Authority:** In accordance to ECH policies/practices, the Governance Committee is tasked with reviewing board and committee self-evaluation results prior to being presented to the ECH Board.
3. **Background:** Attached are the 2020 Board Self-Assessment Assessment (BSA) and the 2020 Committee Self-Assessment (CSA) Reports. These include an executive summary of results, a set of proposed recommendations, proposed education topics, as well as the survey results. Please note that the BSA includes year over year comparison of survey responses for 2019 and 2020.

All ten board members participated in the BSA for a response rate of 100%. The committee response rate was slightly less with 37 out of 44 responses, an 87% response rate.

4. **Assessment:** Please see the executive summaries in attached reports.
 - An executive summary of the BSA results can be found on page 3 of the Board Self-Assessment Results.
 - An executive summary of CSA results across the committee structure can be found on page 5 of the Committee Self-Assessment Results, individual executive summaries for each committee can be found in the Appendices, pages 8-56.
5. **Other Reviews:** None.
6. **Outcomes:** The results of the board and committee assessments will be presented and discussed at the September 9, 2020 ECH Board meeting. Individual committee reports will be provided to the committees for discussion at dates still to be determined. The intent would be to have both the board and each committee identify a limited number of desired actions for further strengthening ECH's governance in the next year.

BSA and CSA
August 4, 2020

List of Attachments:

1. ECH 2020 DRAFT Board Self-Assessment Results
2. The 2020 ECH DRAFT Committee Self-Assessment Results

Suggested Committee Discussion Questions:

1. What if anything is surprising you about the results?
2. What other areas do you view as opportunities for the board? for the committees?
3. What should the process look like for presenting the committee results? Identifying annual goals?
4. Who should monitor and evaluate progress on overall committee goals?



2020

DRAFT Board Self-Assessment

Prepared by



Table of Contents

Introduction and Executive Summary.....	3
Recommendations	5
Education Topics and Methods	6
Board Self-Assessment Survey Results	7

Introduction and Executive Summary

In the interest of enhancing its governance effectiveness, members of the El Camino Hospital (ECH) Board of Directors participated in a board self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for Board consideration.

Governance best practices call for boards to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help the board ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

Board performance has improved over the last year as indicated by increased ratings across five of the six areas of responsibility. The largest year to year increases were in the area of quality oversight with more moderate increases across management, finance and audit, legal and regulatory and board effectiveness. Board members indicated less confidence in the area of Mission and Planning where ratings decreased in four out of the five statements.

- All members agree or strongly agree the Board's current relationship with the CEO and executive team is collegial and productive as indicated by the respective scores of 4.70 and 4.40. The group also indicates it is comfortable engaging the team, asking tough questions and challenging assumptions when necessary.
- The Board understands its responsibilities and is actively involved in the fiduciary oversight of management and operations, ensuring legal and regulatory compliance and stewarding organizational assets.
- Members apprise themselves of relevant information before taking action and recuse themselves from activities where there might be a conflict.
- Most agree the board is actively engaged in setting and monitoring organizational goals though there is less agreement on how effective the board is in holding management accountable for corrective actions in the area of quality and financial oversight.

While the board appears confident in its ability to provide effective fiduciary oversight, there is a clear desire to broaden the board's focus and deepen its analysis of strategic issues that impact the organization's ability to fulfill its mission.

- Members would like to spend more meeting time engaged in strategic discussions around such topics as community health needs, broader long-term quality goals, and enterprise risk management.
- In addition to devoting more time to strategy as the normal course of business, some indicate that it may be time to consider conducting a strategic review. The implications of the ongoing pandemic, a lack of clarity regarding the board's vision for the organization and some concern that the board is not as involved in strategic direction setting may be driving this (*Please note the data presented in this report was collected prior to the July 8, 2020 Board meeting which served as the kick-off meeting for ECH's new strategic planning process*).
- Finally, while not explicitly stated, there continues to be room to build on the partnership with management and improve communication with the committees. Enhanced collaboration and communication will ensure that the board is better informed about both current performance and future strategic issues.

These assessment results will be discussed with board members at the September 9, 2020 board meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the board as a whole, not of the individual members. In addition, it was focused on the governance by the board, not management or operations.

Overview of the Process

This year's board self-assessment process involved the administration of a customized questionnaire to board members via the Microsoft Forms online survey tool. Board members were asked to rate their level of agreement on a scale of 1-5 – from

strongly agree to strongly disagree – to 40 statements across six areas of board responsibility. Each section also invited open-ended responses.

In addition, members were asked to select educational opportunities they would like to see in the coming year. All ten ECH Board members responded.

The six areas of Board responsibility covered by the survey were:

- Mission and Planning Oversight: Setting Strategic Direction
- Quality Oversight: Monitoring Performance Improvement
- Management Oversight: Enhancing Board-Executive Relations
- Legal and Regulatory Oversight: Ensuring Organizational Integrity
- Finance and Audit Oversight: Following the Money
- Board Effectiveness: Optimizing Board Functioning

Recommendations

Based on the results of the 2020 ECH Board Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider adopting practices in each of the areas, as follows:

RECOMMENDATIONS

1. Ensure the Board is actively engaged in the upcoming strategic planning process introduced at the July 8, 2020 ECH Board meeting. Topics for the Board to consider might include:
 - Lessons learned from and strategic implications of the Covid-19 pandemic
 - Continued relevance of assumptions foundational to the current ECH strategic plan
 - Review of ECH's Mission, Vision and Values
 - The need for a Board Strategy Committee
2. Ensure agenda items, meeting materials and discussions are more intentionally framed according to the strategic plan, the Board's role, and the mission/vision/values of the organization.
3. Consider holding a discussion with the executive team to identify ways to continue to build trust and promote greater collaboration between the two parties.
4. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on the committee self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
5. Revisit meeting frequency to determine whether current schedule is optimal and adds value.
6. Consider the development of a more intentional approach to new board member recruitment that focuses on increasing ethnic and racial diversity while maintaining the caliber of the current membership.

Education Topics and Methods

Based on the results of the 2020 ECH Board Self-Assessment Process the following education topics and methods for providing this important information have been listed below in order of response frequency.

EDUCATION TOPICS FOR THE COMING YEAR

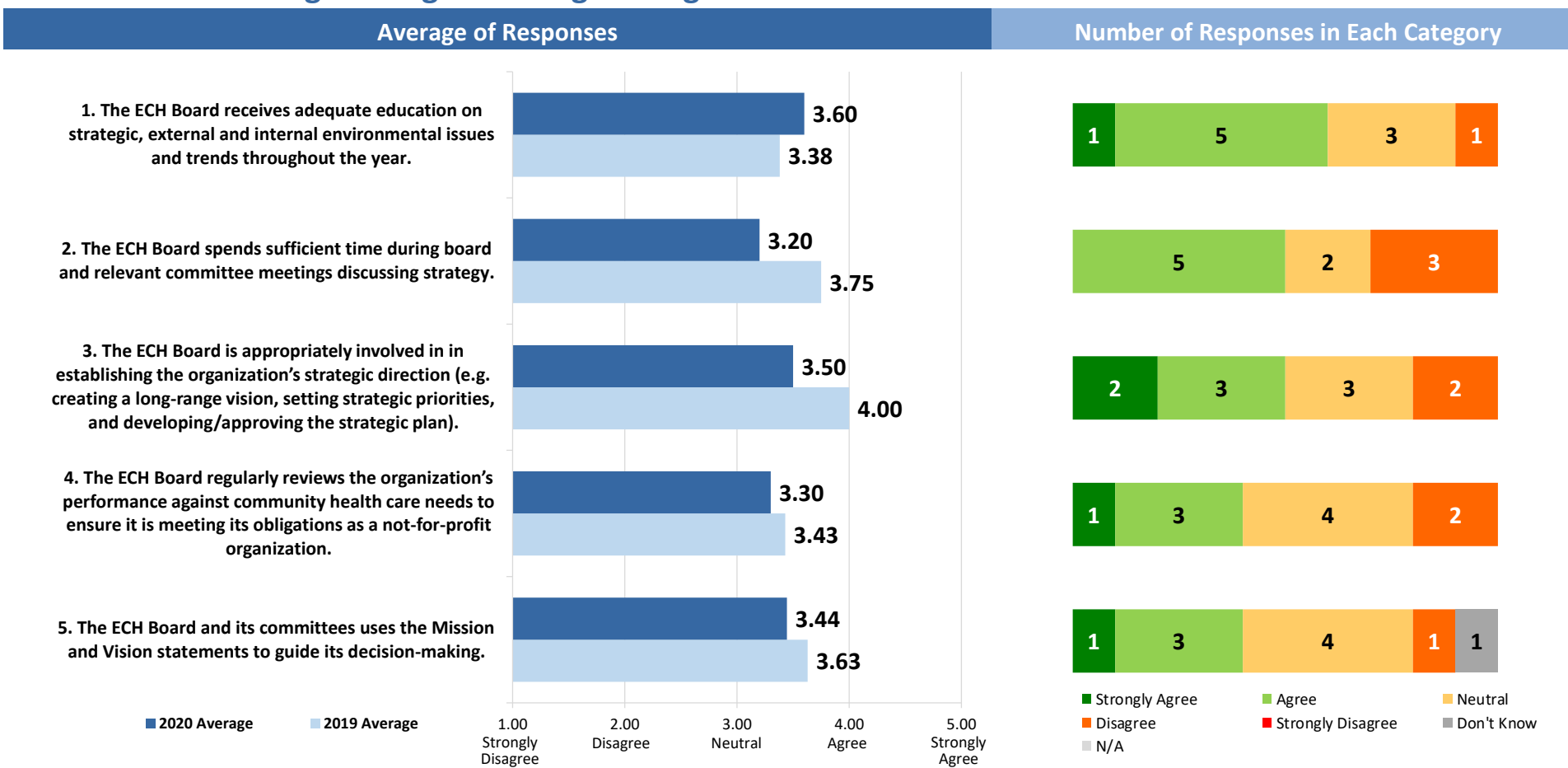
1. Market disruptors and the impact (7)
2. Understanding systemness and promoting system alignment (7)
3. Quality, safety, and engagement (7)
4. Governance and effectiveness (vs management), board roles and fiduciary responsibilities (6)
5. Technology and cyber security (4)
6. Community health (3)
7. Legislative updates (1)
8. Board's role in crisis management (1)
9. Physician strategies (1)
10. Physician leadership training (1)
11. Understanding the difference between strategies and tactics (1)

METHODS OF EDUCATION

1. Education at annual retreat (7)
2. Special education sessions conducted by outside expert (6)
3. Presentation during board or committee meetings (6)
4. Webinars (5)
5. External education conferences (4)
6. Articles (2)

Board Self-Assessment Survey Results

Mission and Planning Oversight: Setting Strategic Direction

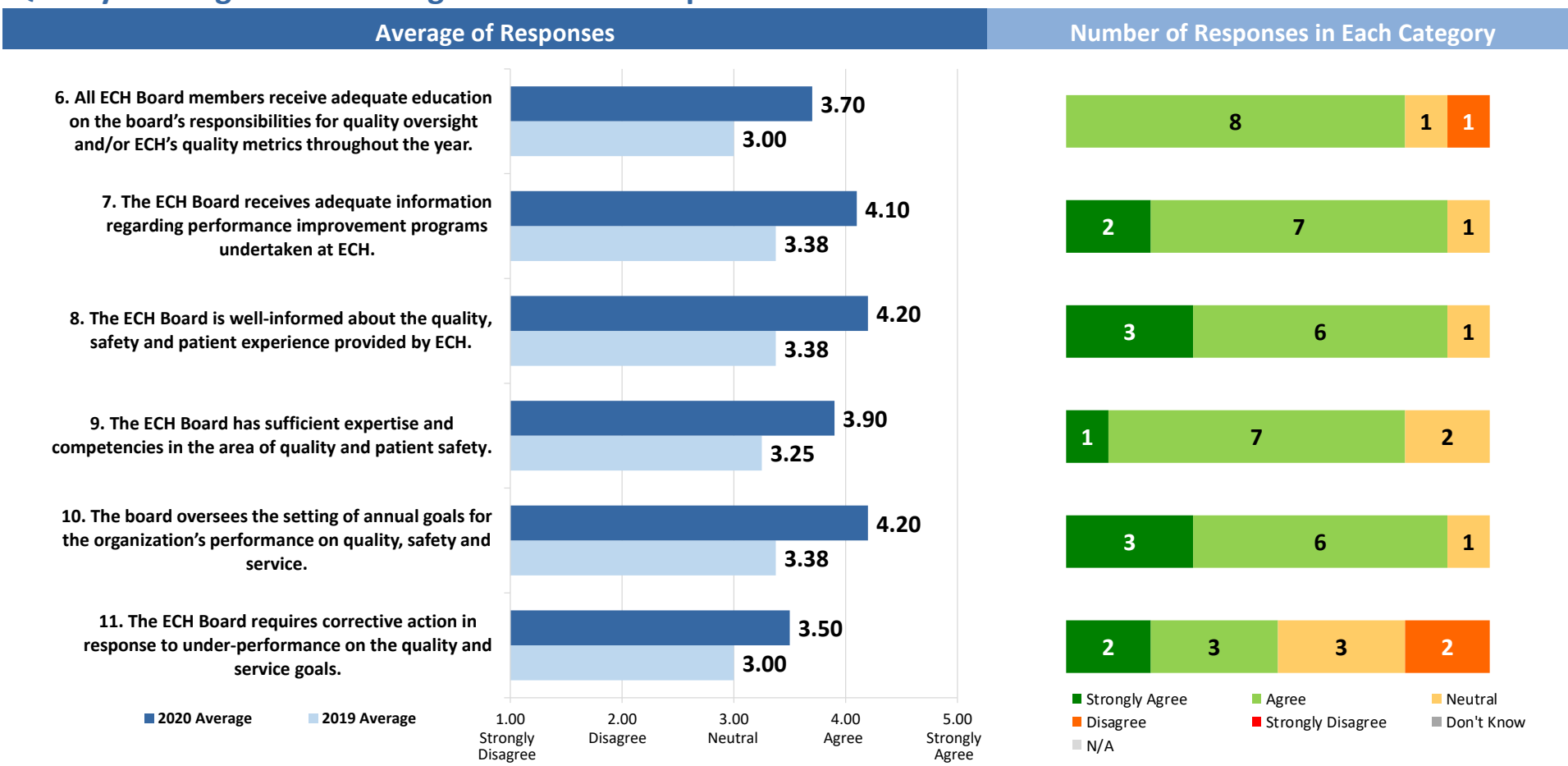


Summary of Comments for Mission and Planning Oversight:

- There is probably quite a lot the board can do to make sure it's better educated on strategy, and to figure out what our actual strategic mission is. Right now it's not clear we have a vision. We are doing more day-to-day maintenance oversight of the organization.
- We are still too deep in the current state and thinking tactically. The agenda is still reports, soliciting shallow questions.
- The board could improve in this area. During this unusual pandemic, strategy conversations are more important and were removed at the last Board meeting.
- Not sure the Mission statement itself has been cited even once in the last two years. Although there is a "strategic initiative" being planned, there should be strategic discussions as a course of business, not just a special initiative. No substantive discussions on the physician strategy except periodic short comments.
- Time for a major strategic review.

- We could benefit from the Board and management having a consistent understanding of strategy and strategic analysis.
- I believe the Board and Leadership have advanced in terms of focusing the agenda on strategic guidance. I do think there are more opportunities to compare ECH in light of competitors and there are more opportunities to discuss ECH as part of the community and the needs of the community. We do not regularly discuss information regarding community feedback or input, regarding their needs or desires for the health system. I think this would be additive.
- There is little to almost no oversight of the Hospital Board on the Community Benefit Advisory Council (CBAC) charged with the important avenue of information, as well as method of influence to the community health care. There is a representative as a liaison members. The guidance of the community funding is only discussed infrequently on the Board level.

Quality Oversight: Monitoring Performance Improvement



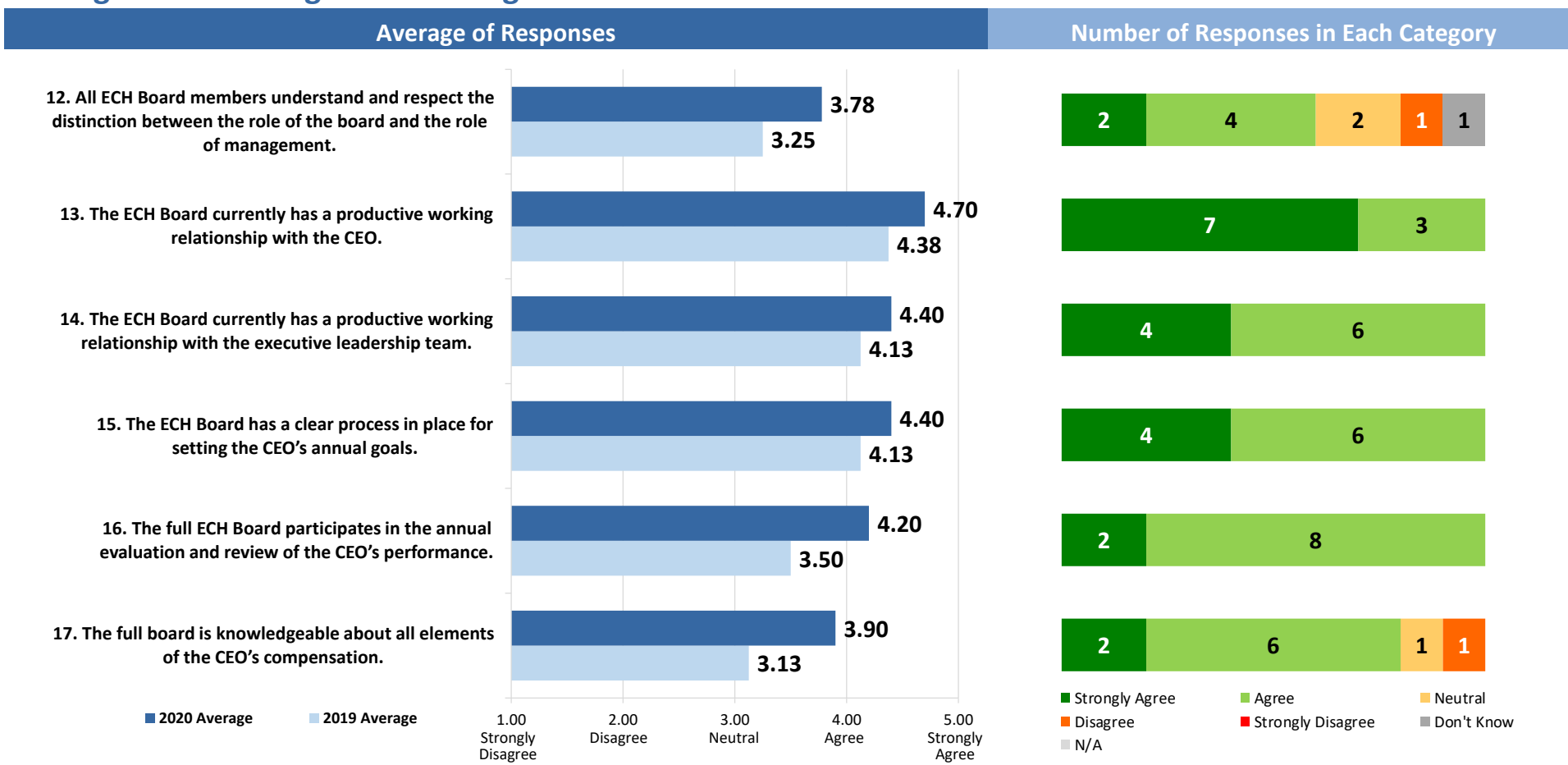
Summary of Comments for Quality Oversight:

- Still bit of a dynamic within board that quality committee members don't appear to believe appropriate for rest of board to question quality outcomes and goals independent of the Quality committee in Board Meetings.
- Feels as if we receive uneven communication of quality performance. Metrics where goals are surpassed are highlighted and under-performance is explained away. Would like a more even presentation of the data.
- We are not all (management and board) yet on the same recognition of "quality." Like to see the physicians on the board/committee take stronger leadership positions in conversations on quality during board meetings and lead the Quality Committee discussions.
- There is insufficient time devoted for discussion of underperformance on quality and service goal, either in deep diving about the causes and any and all possible corrective possibilities.
- We are too focused on day-to-day quality issues vs. what is the bigger quality goal for the next five years, and how we are tracking on that macro level vs. the year-to-year

organizational goals.

- Re: Question 11, I am not sure I understand it, so I've put a neutral response. Question 10 is a statement of fact so I am not sure what is being asked. I agree that this is my understanding of the Board's responsibility, so I agree with this statement. I think there are more opportunities for outside expertise that know quality, culture of safety and reliability. Past presenters have not done an adequate job, which is unfortunate. Educational offerings provided through the Governance Institute (for example) is extremely useful. The Board and Leadership have taken an active role in improving communication and materials on this topic. It is also incumbent on the Board Members to engage in self-education so that they can feel educated and informed.
- Management is making needed improvements.

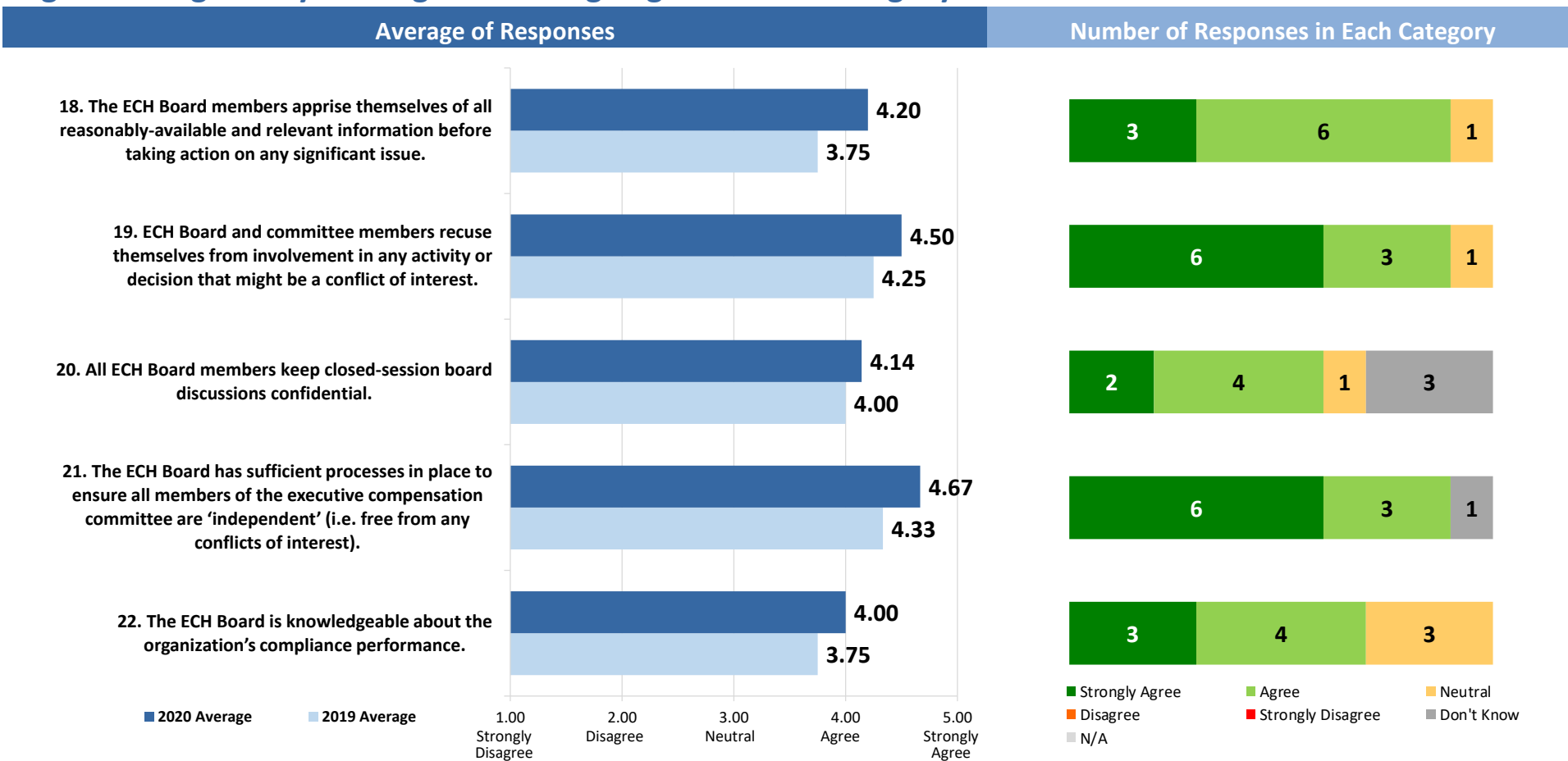
Management Oversight: Enhancing Board-Executive Relations



Summary of Comments for Management Oversight:

- “All” members have differing understandings of this. It might be useful for both management and the board to have a shared point of view on this. It would help the Board and Management use the same “point of view” when developing decks/PowerPoint, and when discussing the information contained within them.
- CEO has made excellent growth and changes in the past two years, which has been full of challenges, especially now with the pandemic. Has made significant changes to the executive team with possible further changes to be addressed. Adjustment in culture of ECH would be a huge improvement.
- Individual Board members need to be cognizant of taking excessive staff time, including the CEO's.
- Doing OK here.

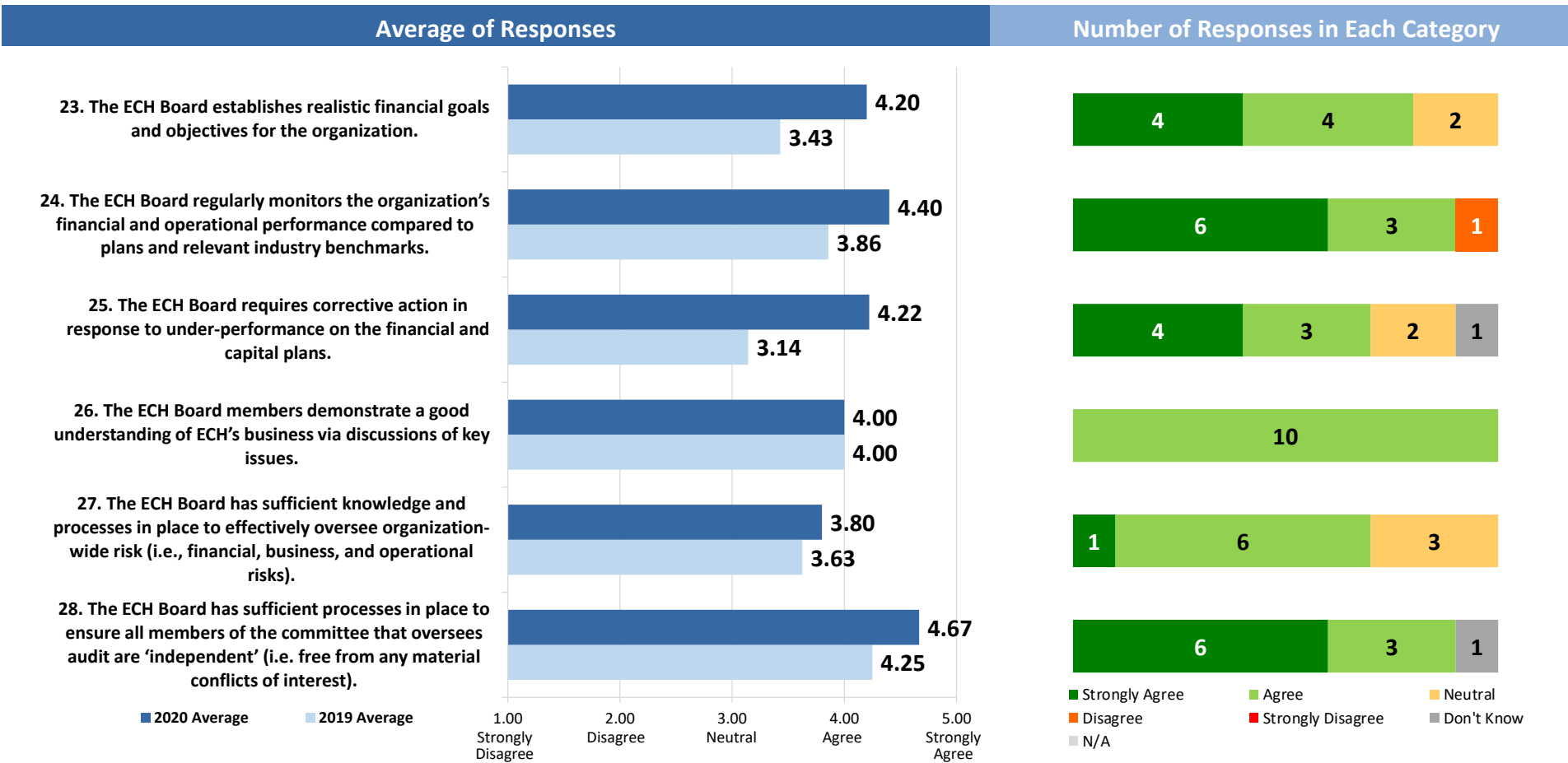
Legal and Regulatory Oversight: Ensuring Organizational Integrity



Summary of Comments for Legal and Regulatory Oversight:

- Board discussions are often truncated due to time constraints arbitrarily set on the agenda which sometimes causes the board to not achieve full comprehension to give appropriate direction.
- Not consistent across the Board. At times, issues were not made crystal clear for the members.
- Not sure we spend enough time here on enterprise risk management - across IT Security, HIPAA, business model and other risks.
- I am not in a position to answer Q 20. I cannot speak for any other Board member. I keep closed-door session materials and discussions confidential.

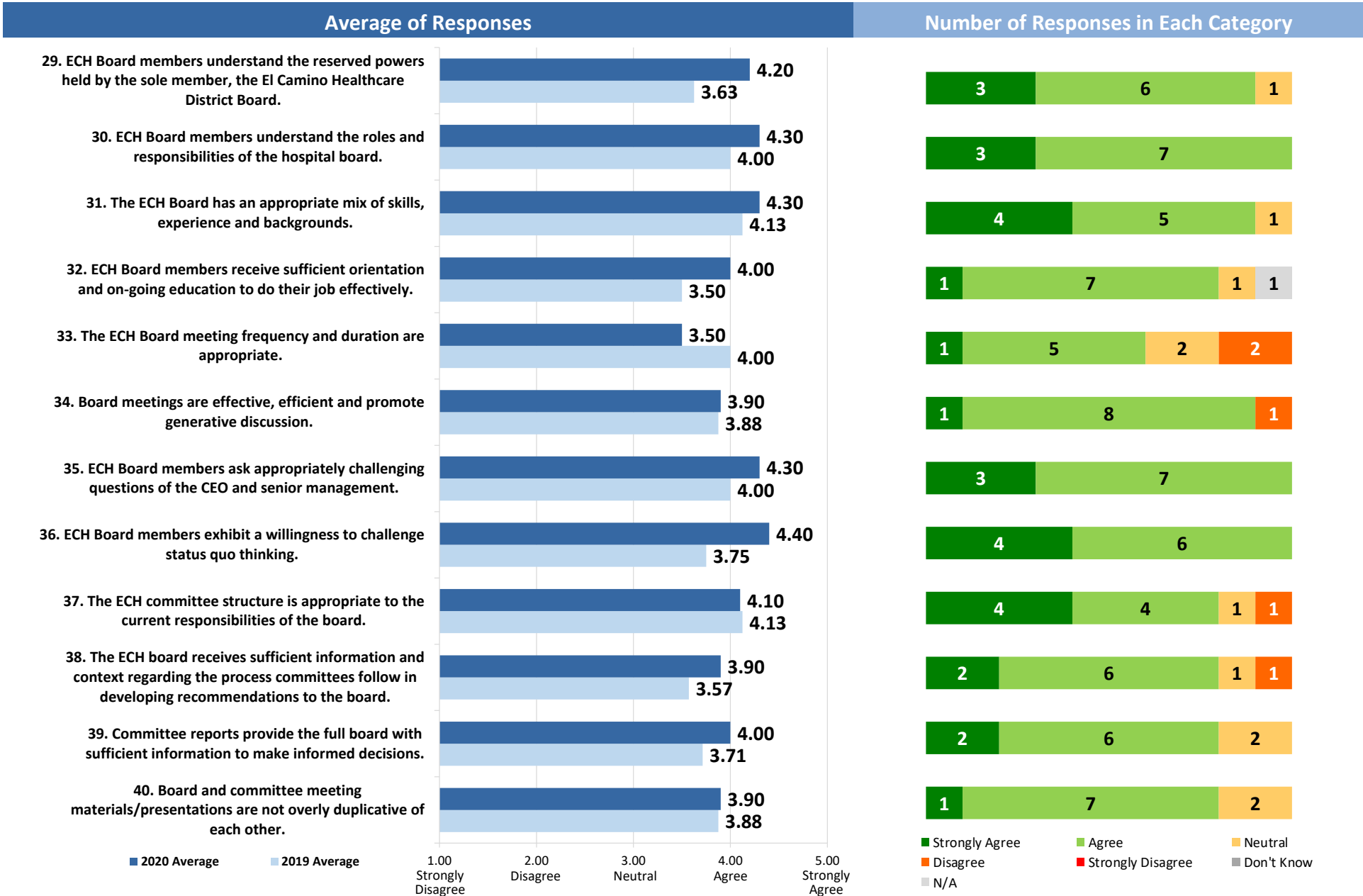
Finance and Audit Oversight: Following the Money



Summary of Comments for Finance and Audit Oversight:

- The COVID-19 situation will place the management and the Board to test if the financial and audit oversight is adequate.
- Historically, we have not set appropriate financial goals with performance consistently outstripping projection by an inappropriately high double digit %. Appeared in route that direction again this year before COVID.

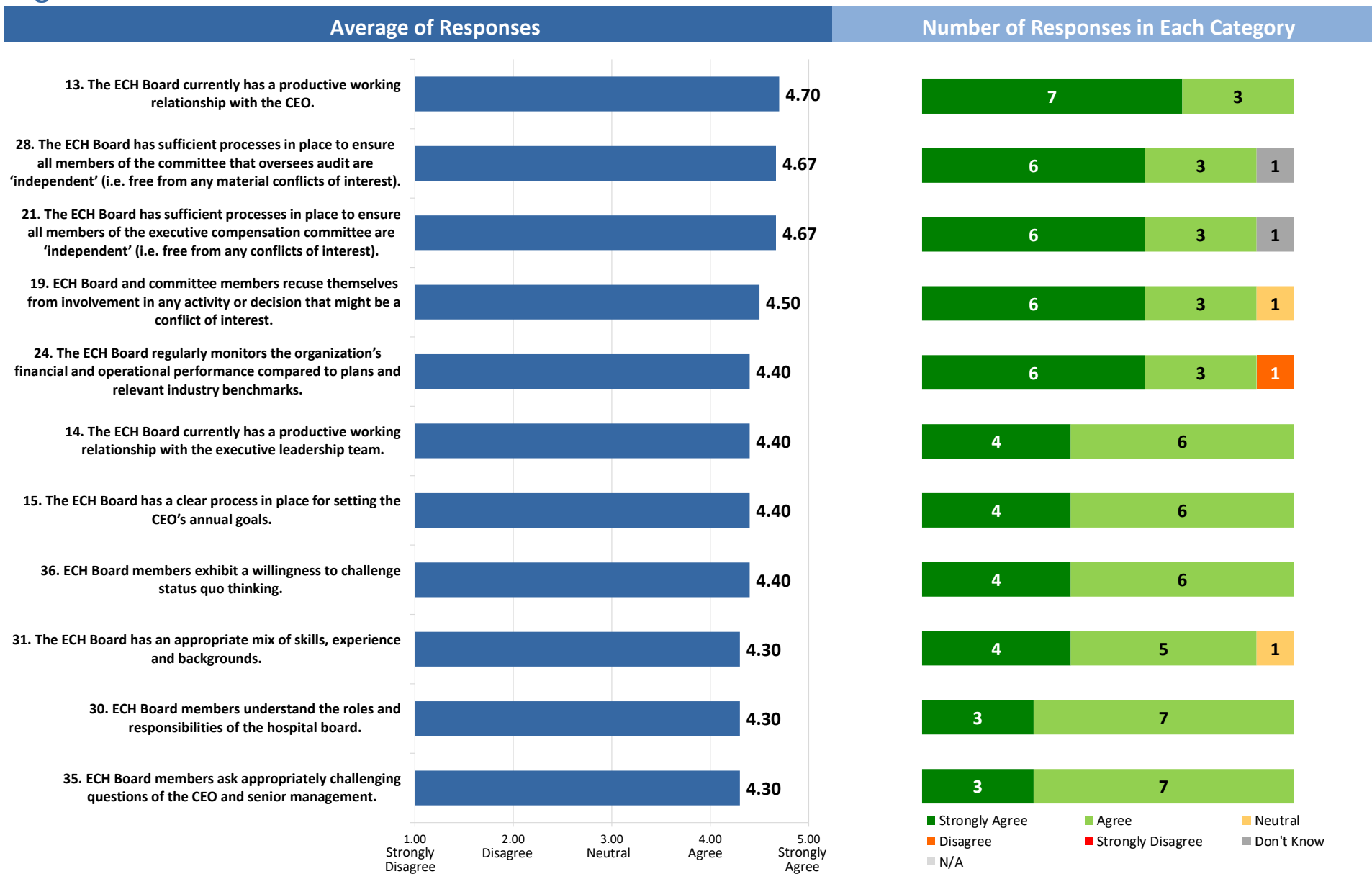
Board Effectiveness: Optimizing Board Functioning



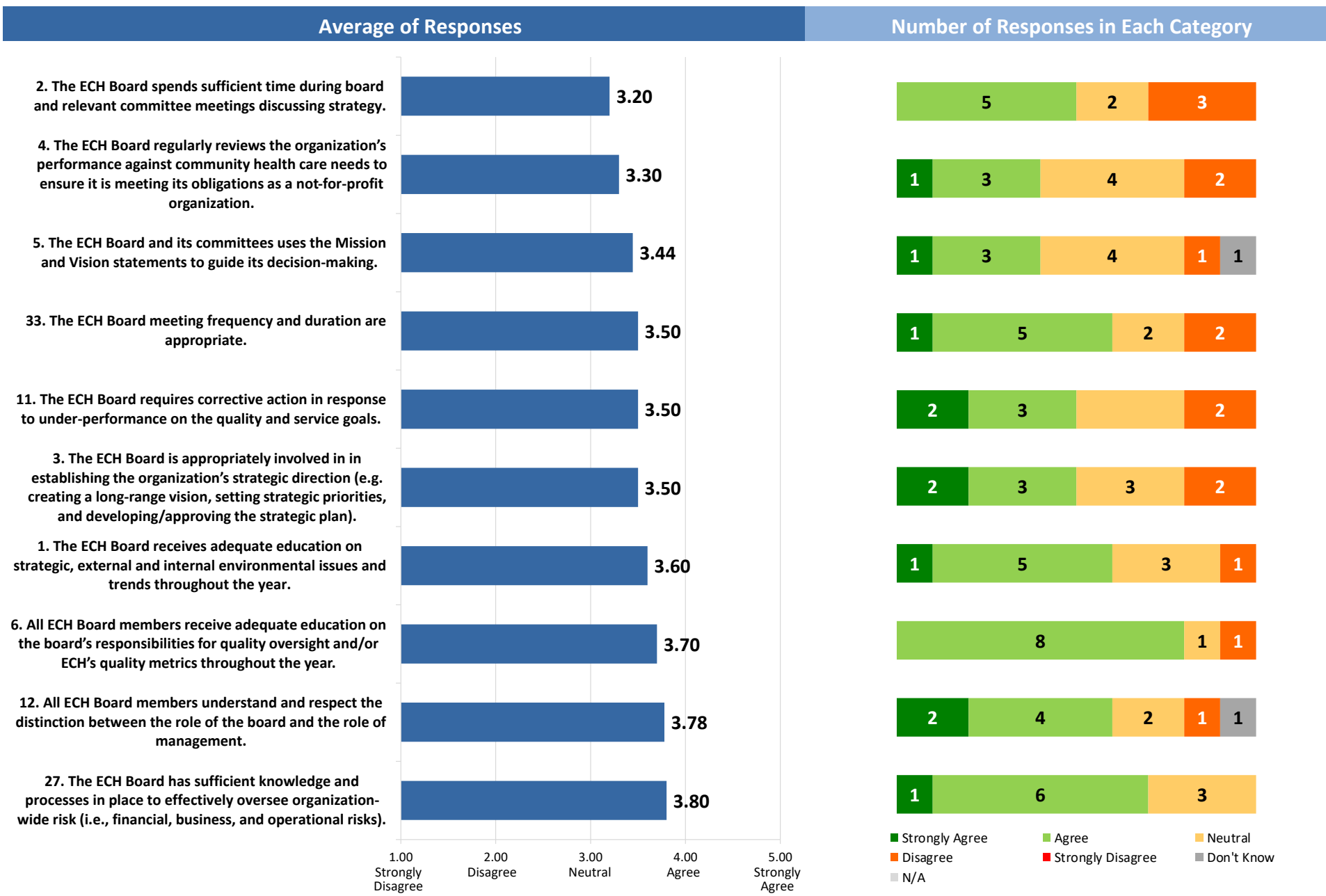
Summary of Comments for Board Effectiveness Oversight:

- #37 A strategy committee or something like it may address some of my concerns expressed in the "Mission and Planning" set of questions.
- We are missing a Strategic Planning Committee.
- While I am comfortable with the cadence of the meeting calendar, I believe the meetings are too long. I believe presentation time should not last longer than 15 minutes, which then would allow more time in the agenda for Board discussion of that agenda item. When presentations run longer than this, the presentation trends toward management rather than strategy activities. This, in turn, compels the Board to respond to all the information provided, and then the discussion either focuses on management activities or vectors off topic all-together.
- 350 pages of pre-reading doesn't seem to me to be "board level."
- We probably have too many board meetings, and the topics sometimes are unnecessarily detailed because there is a lack of context at a governance level given for some topics.
- There have been great improvement but continual work is necessary to ensure that the Board is more effective and enough time is carved for generative and strategic discussions. Members are frequently outspoken to challenge the status quo.
- The Board would benefit from more opportunities for social interaction to promote teamwork.
- Executive team continues to improve. Need to ensure neutral, unbiased presentation of data so that the board can trust the information provided and focus on supporting the executive team.
Tough balance of proper information from committees. Not sure we always get clear picture of pros/cons on issues discussed by committees. And information is often hidden away in reports that are less likely to be reviewed and understood. Always some unavoidable duplication for committee members with board presentation materials.

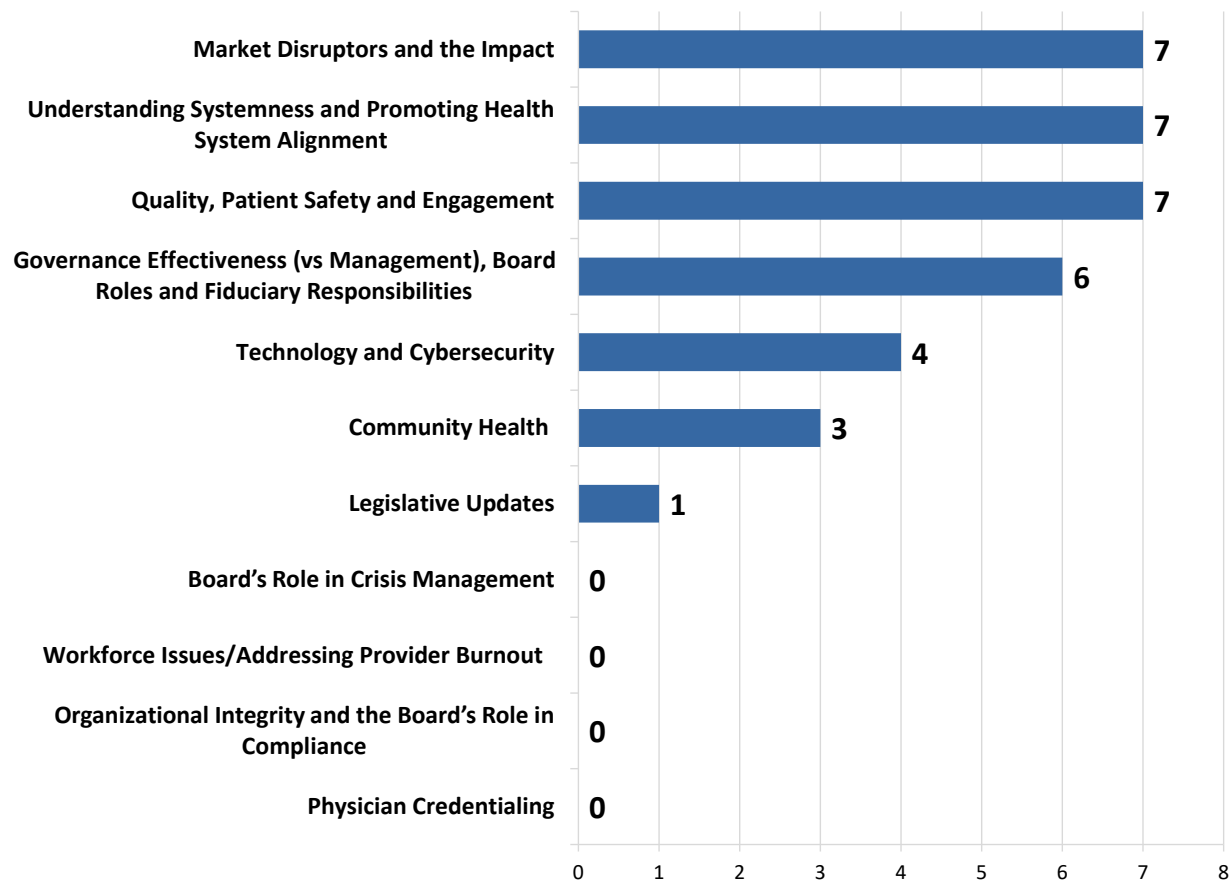
Highest Rated Statements Across All Sections



Lowest Rated Statements Across All Sections



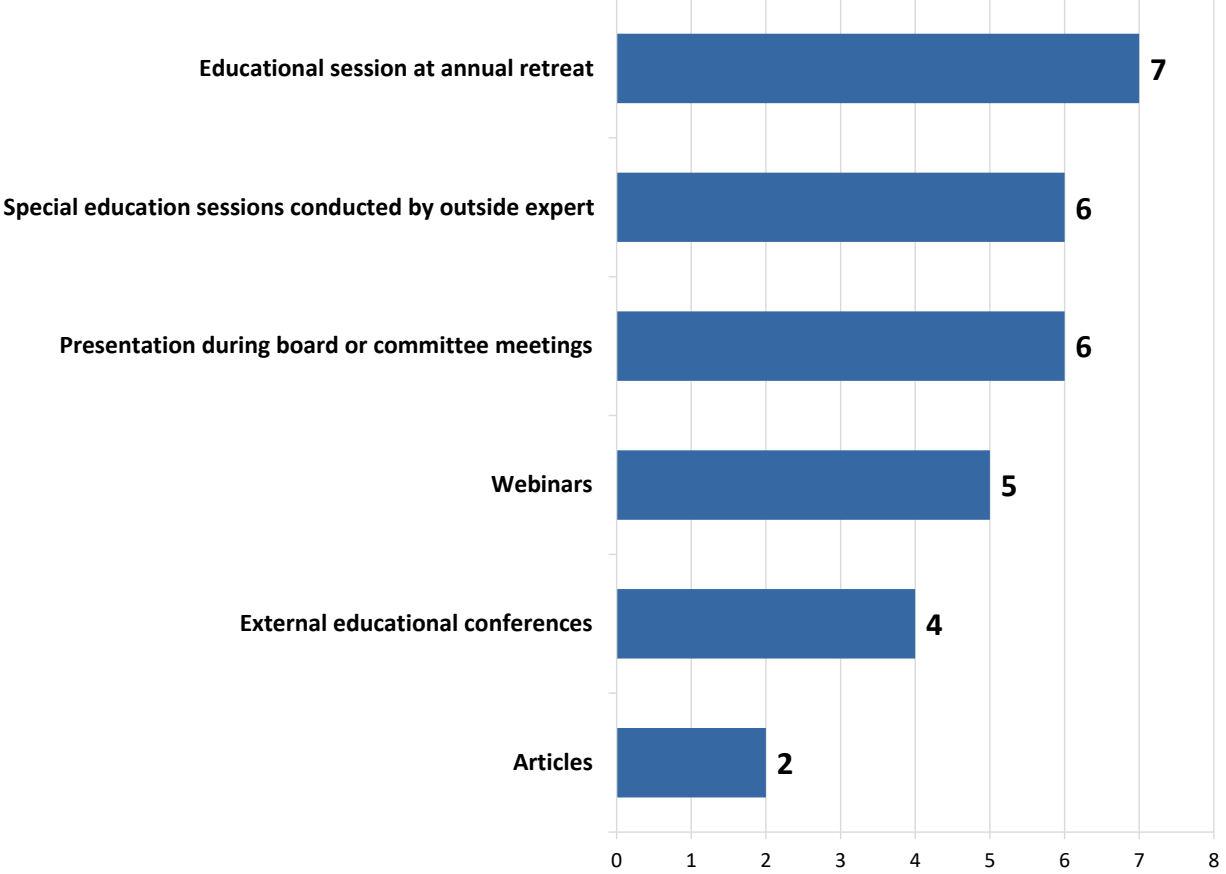
Education Topics for the Coming Year



Suggestions for Additional Education Topics:

- I strongly believe physician strategy at this point is a governance, not management issue, and that we have a glaring deficiency on discussing what that strategy is and why it is important. There is no Board consensus on any of the major issues with physicians, or what options are available, or should be taken.
- Some discussion of physician leadership training and what we should be doing.
- Understanding what strategies are vs. what priorities are.
- If the above can be prioritized, I would like to have education and/or discussion immediately on the Board's role in crisis management as we are still in the midst of a pandemic crisis.
- Meeting community health needs due to the economic impacts from shelter in place.

Methods of Education



Suggestions for Additional Learning Modalities:

- Presentations at a special board room would be welcomed. I prefer the annual retreat to be an exchange of ideas for growth and strategic planning. Not a structured retreat; more for relationship building and envisioning ECH future.

Additional Board Member Comments

- There are different governance styles, and differing ideas about what is governance and what is management. It would be useful to have a discussion about different views: among Board members and Board vs. management opinions. How does management vs. governance decide on important strategy issues?
- We need to figure out how to increase the diversity of the board/committee.
- Our Board Chair is a “class act!”
- We are much improved!



2020

Draft Board Committee
Self-Assessment Report

Prepared by



Table of Contents

Introduction and Executive Summary.....	3
Recommendations	4
Overview of Committee Self-Assessment Results.....	5
Appendix.....	7
Compliance & Audit Committee Assessment Report, p. 8	
Executive Compensation Committee Assessment Report, p. 16	
Finance Committee Assessment Report, p. 24	
Governance Committee Assessment Report, p. 32	
Investment Committee Assessment Report, p. 40	
Quality, Patient Care and Patient Experience Committee Assessment Report, p. 48	

Introduction and Executive Summary

In the interest of enhancing their committee effectiveness, members of the El Camino Hospital (ECH) Board committees participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for consideration both across the ECH Board committee structure and for each individual committee.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to the board, the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance

Executive Summary

Overall, most ECH committee members believe things are going well. Committee performance across the areas of responsibilities assessed was rated highly, with only one of the 15 areas rated falling below a mean score of 4.0. Key areas of strength include:

- Committee leadership received the highest score at 4.53 and was supported by comments across most committees.
- Members indicate the committees have a strong understanding of their roles and responsibilities, and generally carry them out effectively and efficiently.
- Many are of the opinion that the committees are well-constituted from a skills and experience perspective though there may be room to continue to strengthen this.
- Meeting frequency and duration are believed to be appropriate for most committees. However, some commented that there is not always enough time to balance routine matters and robust discussion.

In addition to areas of strengths, the assessment also identified several opportunities for improvement:

- There is a strong desire across the committees to continue to enhance bi-directional communication between the board and the committees. Committee members would like to receive more information and feedback from the board regarding ECH's strategic direction and priorities.
- Agendas are often perceived as being overly full, are not always organized around strategic priorities, and are focused more on report outs than true generative discussion.
- Materials, while improved, do not appear to be consistent across the committees. Some packets continue to lack sufficient information and context to enable members to feel comfortable they are making informed recommendations to the board. Specifically, more information regarding Silicon Valley Medical Development (SVMD) and other service lines appears to be a priority for several of the committee members.

These assessment results will be discussed with board members at the September 9, 2020 board meeting. Each committee will also review and discuss their individual results at a future meeting, dates still to be determined. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committees as a whole, not of the individual committee members. In addition, it was focused on the governance by the board and its committees, not management or operations.

Overview of the Process

A customized questionnaire to committee members was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement on a scale of 1-5 – from strongly agree to strongly disagree – to 15 statements of committee effectiveness. The self-assessment also invited open-ended responses. 37 out of 44 responses were received, indicating an 87% response rate.

Recommendations

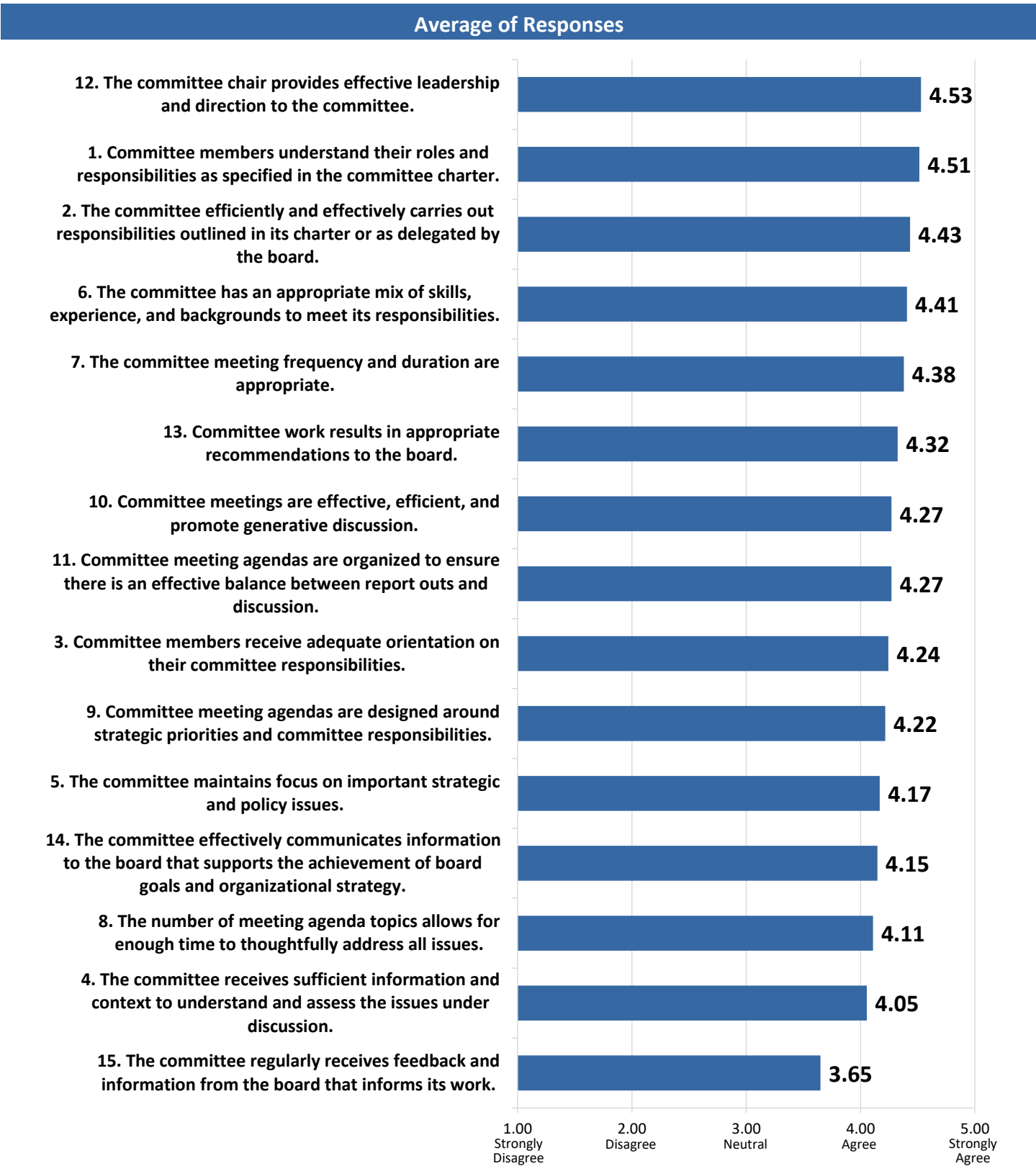
Based on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider adopting these practices across the committee structure, as follows:

RECOMMENDATION

1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on the Board self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee’s work as well as feedback on the committee’s performance and the board’s rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Conduct a review of the current committee orientation process to ensure:
 - Committee members are aware of and take advantage of this valuable practice.
 - Current practices are up-to-date, comprehensive and utilize best practices.
3. Redesign meeting agendas so they limit number of topics and increase time for strategic and generative discussions.
4. Direct staff to continue to refine meeting materials so packets are smaller, more focused and contain appropriate and relevant contextual information to support the committee’s work.
5. Consider whether all committees would benefit from the development of a more intentional approach to new committee member recruitment that focuses on increasing ethnic and racial diversity while maintaining the caliber of the current membership.

Overview of Committee Self-Assessment Results

Overall Committee Self-Assessment Results—Highest to Lowest Rated



Appendix



2020

Draft Compliance & Audit
Committee Self-Assessment Report

Prepared by



Table of Contents

Introduction and Executive Summary.....	10
Recommendations	11
Committee Self-Assessment Survey Results	12

Introduction and Executive Summary

In the interest of enhancing its committee effectiveness, members of the El Camino Hospital (ECH) Compliance & Audit Committee (CAC) participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for the committee's consideration.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to board, the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

There is strong alignment among committee members that things are going well as indicated by ratings of 4.0 or higher in all but one area of focus. Key areas of strength include:

- There is full agreement among members that the chair is "extremely prepared" and provides effective leadership and direction to the committee as indicated by a score of 5.0.
- Committee composition has improved significantly, and the high level of engagement and tenure of most members is perceived as contributing the committee's effectiveness.
- Committee materials are generally believed to be highly relevant and support the committee's ability to effectively carry out its responsibilities. One member did comment that additional information regarding Silicon Valley Medical Group will improve the committee's ability to discharge its responsibilities.

In addition to areas of strengths, the assessment also identified several opportunities for improvement:

- As with all committees, more effective bi-directional communication between the committee and the board would better inform the committee's work. Members specifically identified a need to engage with the board more directly on issues of risk.
- Ensuring that committee agendas allow sufficient time for in-depth discussions scored somewhat lower than other areas.
- Frequent turnover of board committee members and security leadership is disruptive and may limit the committee's effectiveness around risk oversight.

These assessment results will be discussed with committee members at the September 2020 committee meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committee as a whole, not of the individual committee members. In addition, it was focused on the governance of the organization, not its management or operations.

Overview of the Process

A customized committee assessment was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement with 15 statements of committee effectiveness using a scale of 1 to 5 from strongly agree to strongly disagree. The self-assessment also invited open-ended responses. All five CAC members responded.

Recommendations

Based on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider the following recommendations. In addition, additional education topics requested are listed.

RECOMMENDATIONS

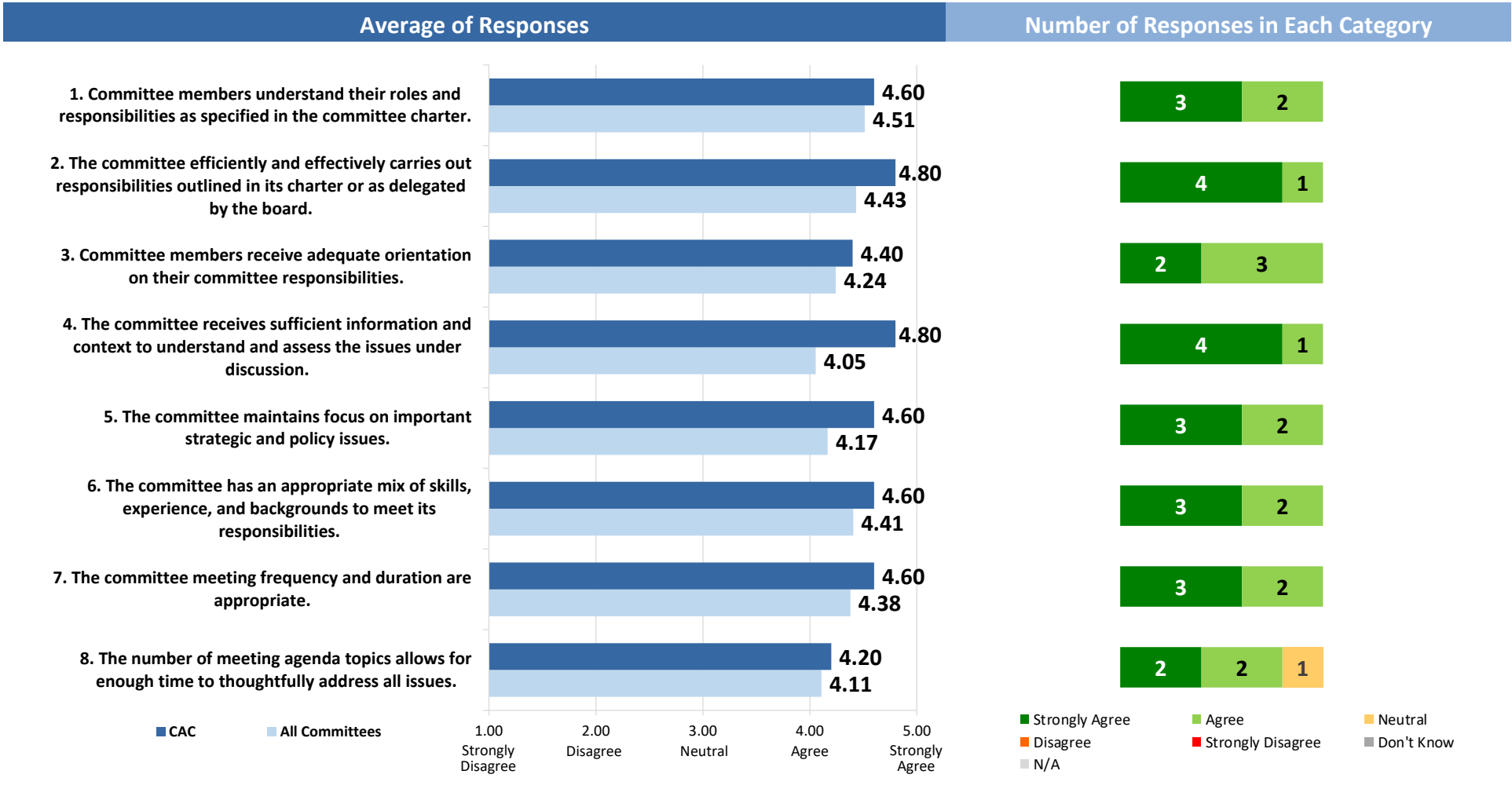
1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on Board self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Discuss and identify ways to better engage the board around the issue of enterprise risk.
3. Revisit board committee member terms to determine whether current length of service of all members allows for the necessary continuity given the complexity of the issues facing the committee.
4. Ensure that agendas are structured to allow adequate time for in-depth discussion of issues.

ADDITIONAL EDUCATION TOPICS TO BE COVERED OVER THE NEXT YEAR:

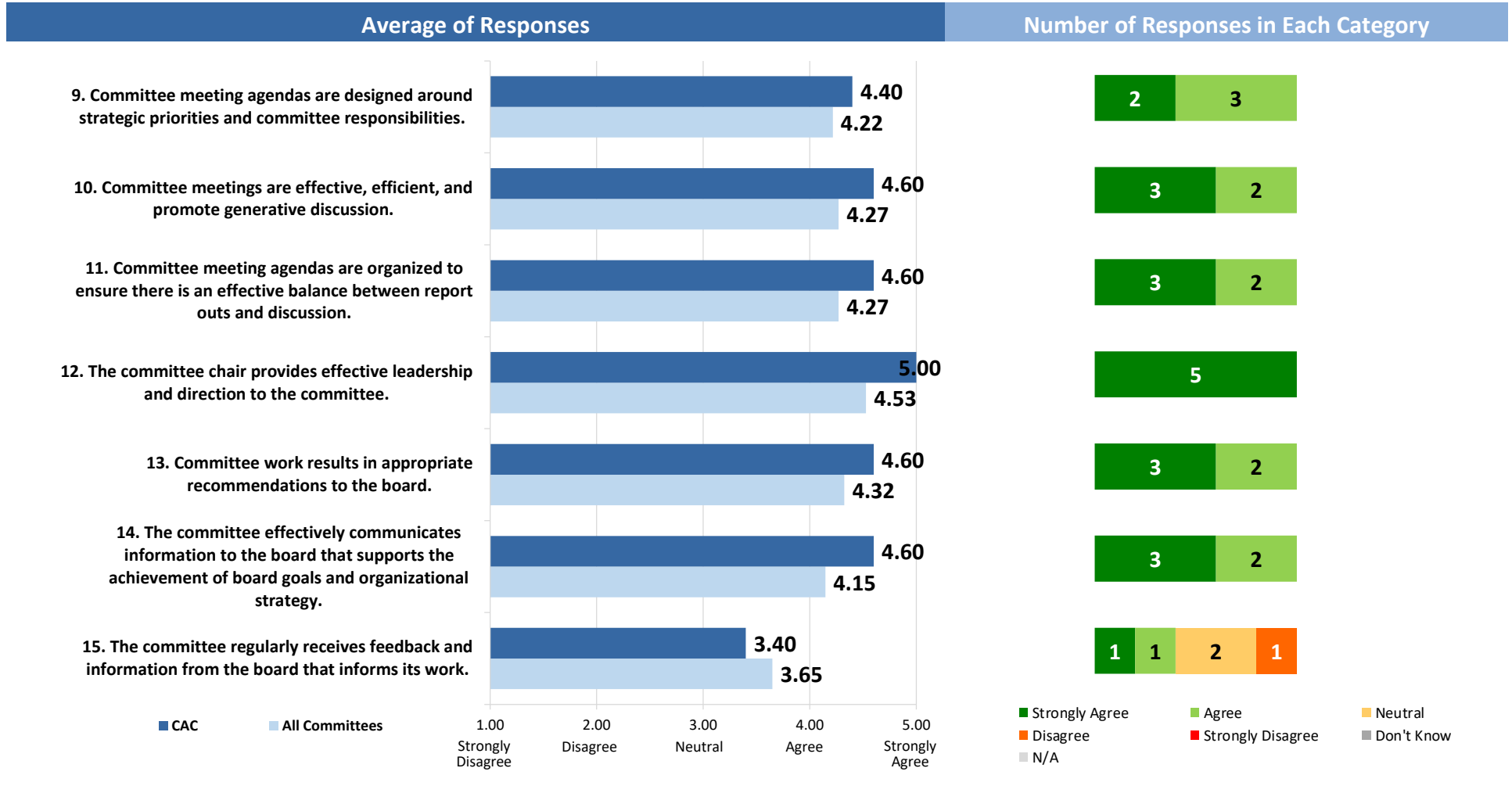
1. "Role of a board member in financial auditing oversight" to ensure a deeper expertise in what to look for in financial or general business audits
2. Healthcare compliance requirements as they are annually updated by the OIG workplan
3. Material regulatory changes

Committee Self-Assessment Survey Results

Compliance & Audit Committee Self-Assessment Results



Compliance & Audit Committee Self-Assessment Results (cont.)



Summary of Comments for Committee Performance Improvement:

- The chair is extremely well prepared and effective.
- Awesome leadership by our committee chair!
- We would like to hear from the Board about its strategic goals, so that we can try to support that work.
- It would be helpful to get an annual update on the Board's priorities, changes to those priorities, and the drivers for those changes.
- Much better facts/figures on SVMD. Committee cannot discharge its responsibilities without more/better information on what/how SVMD is doing. Have a sense that they are keeping our staff executive at arms length.
- The committee materials and presentation of information are consistently relevant and effective. This, coupled with members who take their responsibilities seriously, makes for a highly engaged committee, which is greatly appreciated.
- The makeup of the committee and the skillsets brought by each member (as well as the Chair) has improved significantly over the past few years.
- The CAC community members have expertise and longevity with the committee which is extremely helpful. It's been somewhat disruptive (and not efficient) to have such a quick rotation of Board members on the CAC. It often takes the Board members 6-9 months to ramp up on the issues, and then they rotate off, which results in limited helpful input from them on the CAC.
- There are challenges for the Committee to provide oversight of appropriate risk mitigation strategies related to information/cyber security with frequent turnover over of security leadership.
- I would like to see more opportunity to report directly to the Board on risk issues related to our Committee work.
- Fewer topics/more time on each topic.
- Looking forward to integration of physical security into the overall security risk model.

Suggestions for Additional Education:

- "Role of a board member in financial auditing oversight" - the committee is lacking deep expertise in what to look for in financial or general business audits.
- Additional education on healthcare compliance requirements as they are annually updated by the OIG workplan.
- Material regulatory changes.



2020

Draft Executive Compensation
Committee

Prepared by



Table of Contents

Introduction and Executive Summary.....	18
Recommendations	19
Committee Self-Assessment Survey Results	20

Introduction and Executive Summary

In the interest of enhancing their committee effectiveness, members of the El Camino Hospital (ECH) Executive Compensation Committee (ECC) participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the issues that were raised during the process and includes recommendations for the committee's consideration.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to board, the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

ECC members strongly believe the committee is performing well as indicated by ratings of 4.0 or higher in all areas. Key areas of strength include:

- All members indicate they are confident that the committee understands and effectively and efficiently carries out its responsibilities.
- The majority of members believe the number of agenda topics allows for the adequate exploration and discussion of relevant issues.
- Most believe meetings are well run and the committee chair provides strong and appropriate leadership in directing the work of the committee as indicated by a score of 4.60.

While the committee believes it is functioning well, the assessment identified several opportunities for improvement.

- As with all committees, more effective bi-directional communication between the committee and the board would better inform the committee's work.
- Several members suggested that additional exposure and education regarding the principles of executive compensation and the committee's work would be beneficial to the board.
- While most agree that current orientation practices are appropriate, committee might consider reviewing its process to ensure all members understand what is available. It might also be an opportunity to determine how it could be enhanced.

These assessment results will be discussed with committee members at the September 2020 committee meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committee as a whole, not of the individual committee members. In addition, it was focused on the governance of the committee, not management or operations.

Overview of the Process

A customized committee assessment was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement with 15 statements of committee effectiveness using a scale of 1-5 from strongly agree to strongly disagree. The self-assessment also invited open-ended responses. Six out of seven ECC members responded.

Recommendations

Based on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider the following recommendations. In addition, additional education topics requested are listed below.

RECOMMENDATIONS

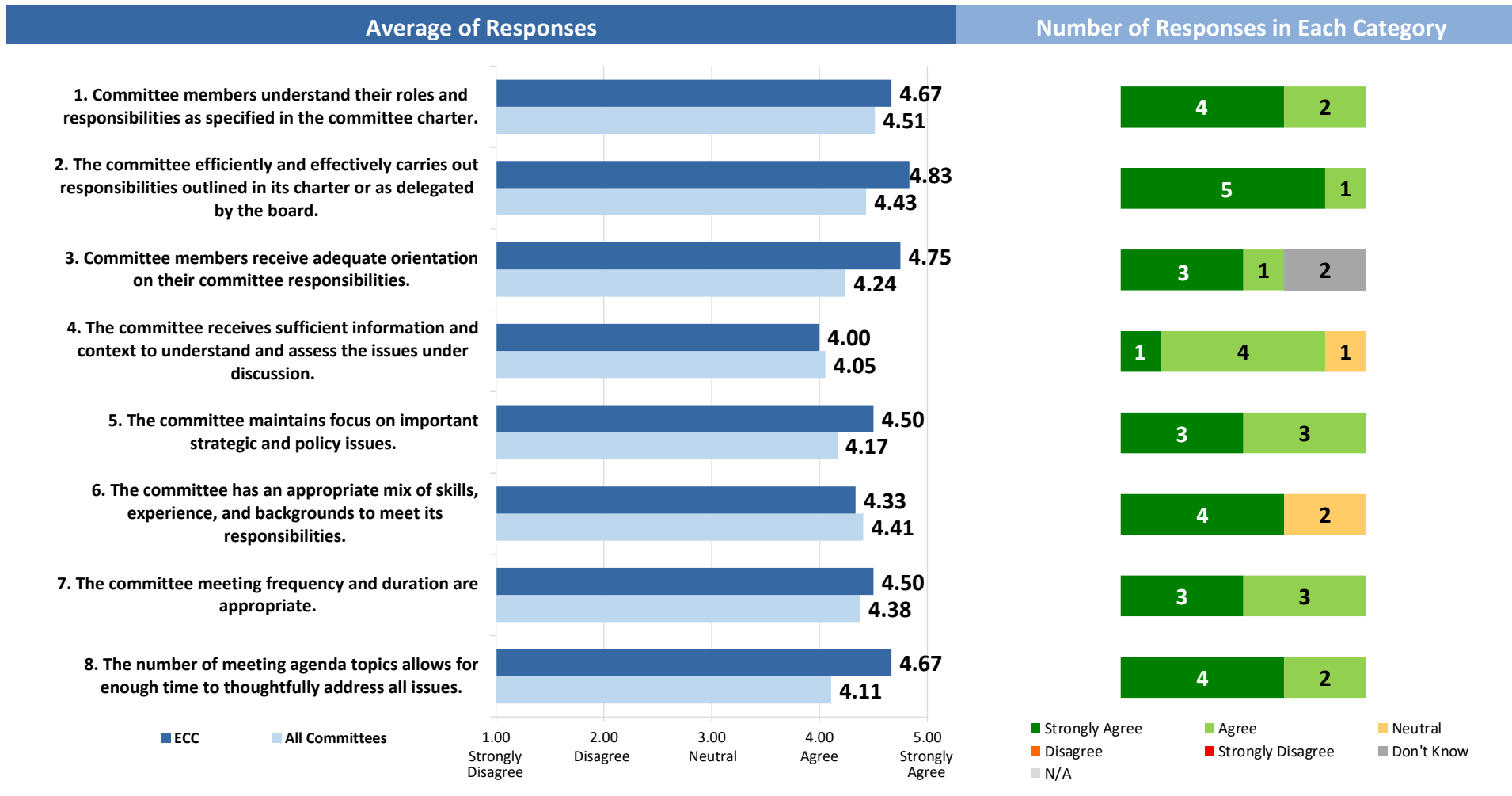
1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on Board self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee’s work as well as feedback on the committee’s performance and the board’s rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Ensure that agendas are structured to allow adequate time for in-depth discussion of issues.
3. Request time on the board’s calendar to discuss and provide additional information on the principles and requirements of executive compensation and the committee’s work.
4. Conduct a review of the current committee orientation process to:
 - Ensure members of all committees are aware of and take advantage of this valuable practice; and
 - Current practices are up to date, comprehensive and utilize best practices.

ADDITIONAL EDUCATION TOPICS TO BE COVERED OVER THE NEXT YEAR:

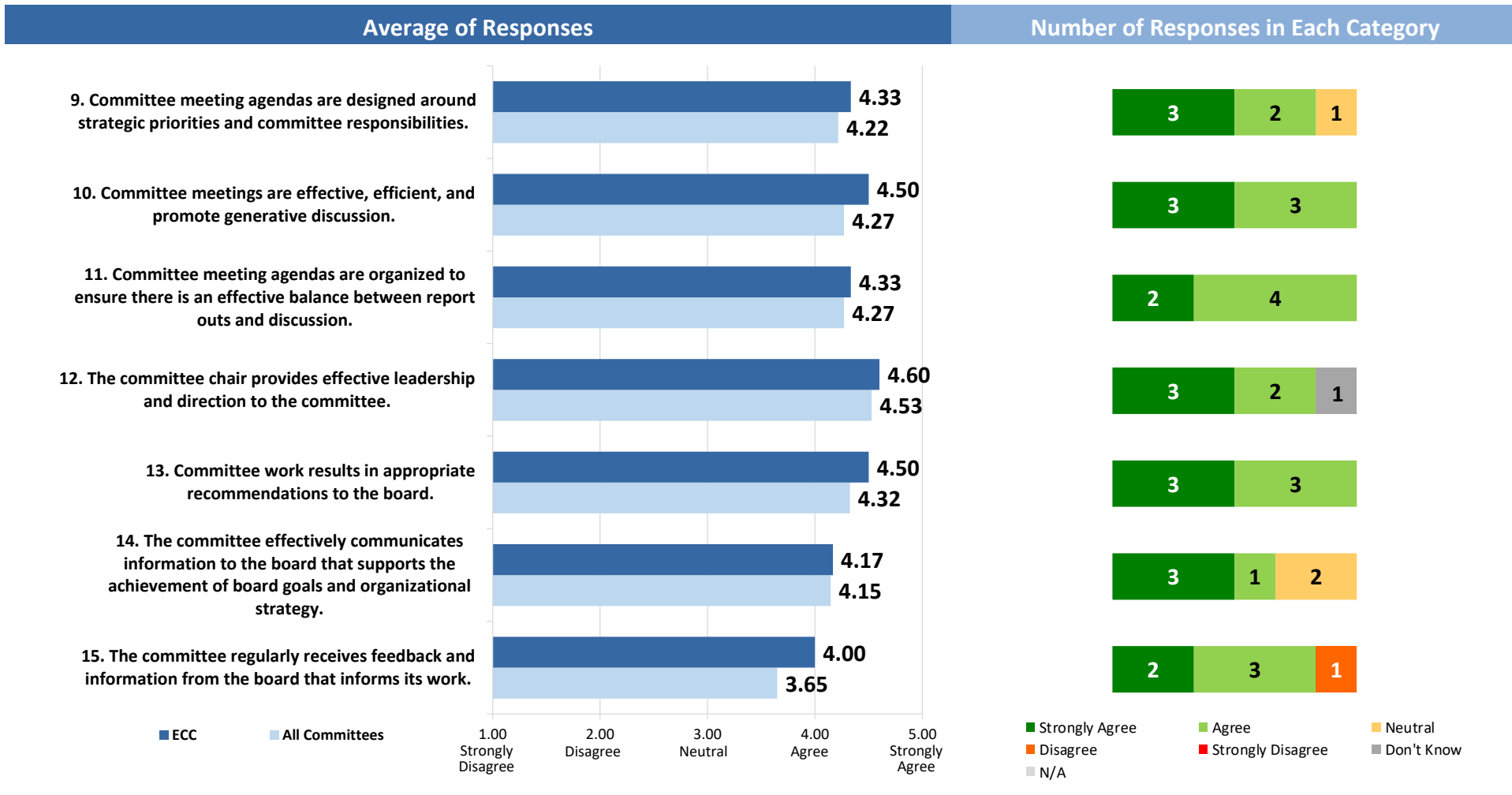
1. Current HR philosophy
2. Executive Compensation philosophy in the industry
3. Quality, patient experience measures, metrics and philosophy so that members understand the unique issues to hospitals and the complexity of hospitals
4. How to evaluate compensation vs. flight risk/attrition
5. Financial, quality and other objectives that drive the health care system's efforts and success
6. Overview of ECH's financials

Committee Self-Assessment Survey Results

Executive Compensation Committee Self-Assessment Results



Executive Compensation Committee Self-Assessment Results (cont.)



Summary of Comments for Committee Performance Improvement:

- Continued updates from CEO and Board about strategic direction and priorities for the hospital.
- More clarity on the board’s perspective.
- Understanding the uniqueness of a hospital and health system as a “business” vs. other industries.
- Receive trended historical data from Executive team relating to performance and trends over time.
- Provide more education to the Board on Executive Compensation principles that underlie the Committee's recommendations.
- I believe the committee structure provides a valuable mechanism to provide input and influence Board decisions.
- Several members of the committee don’t have the necessary experience/background on compensation design— at times we overprescribe the “joe” to management.

Suggestions for Additional Education:

- The committee would benefit from having education on current HR philosophy, Executive Compensation philosophy in the industry. Also, the committee would benefit from receiving education on quality, patient experience measures, metrics and philosophy so that members understand the unique issues to hospitals and the complexity of hospitals.
- How to evaluate compensation vs. flight risk/attrition.
- Better understanding of the financial, quality and other objectives that drive the health care system's efforts and success.
- Better understanding of ECH's financials.



2020

Draft Finance Committee
Self-Assessment Report

Prepared by



Table of Contents

Introduction and Executive Summary.....	26
Recommendations	27
Committee Self-Assessment Survey Results	28

Introduction and Executive Summary

In the interest of enhancing its committee effectiveness, members of the El Camino Hospital (ECH) Finance Committee participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for the committee’s consideration.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to board, the community and external regulators. In today’s rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

FC members agree that the committee continues to progress with the majority indicating they agree or strongly agree to 13 out of the 15 statements. Key areas of strength include:

- Most members appear confident the committee understands and effectively and efficiently carries out its responsibilities.
- The FC maintains appropriate focus and is a forum where members actively explore key strategic issues and questions.
- Committee composition includes an appropriate mix of skills and perspectives.
- All members agree or strongly agree that the committee chair provides strong and appropriate leadership in directing the work of the committee as indicated by a score of 4.33.

While things appear to be going fairly well, both the survey scores and the comments signal members believe there is room for improvement. It is also worth noting that the FC committee members consistently rated this committee’s performance lower than the mean scores of all of the other ECH Board committees.

The assessment identified the following opportunities for improvement:

- Committee members would like more time to conduct in depth analyses on topics that come before the committee. Several members expressed concerns that at times it feels like the committee is “rubberstamping” managements work rather than adding value to the process.
- As with all committees, more effective bi-directional communication between the committee and the board would better inform the committee’s work.
- Members would like to receive more relevant contextual information from management, especially related to the strategic evaluation of service lines.
- There may be an opportunity to explore the dynamic between the executive team and the committee to determine ways to enhance transparency and collaboration.

These assessment results will be discussed with committee members at the September 2020 committee meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committee as a whole, not of the individual committee members. In addition, it was focused on the governance of the organization, not its management or operations.

Overview of the Process

A customized committee assessment was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement with 15 statements of committee effectiveness using a scale of 1-5 from strongly agree to strongly disagree. The self-assessment also invited open-ended responses. All six FC members responded.

Recommendations

Based on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider the following recommendations. In addition, additional education topics requested are listed.

RECOMMENDATIONS

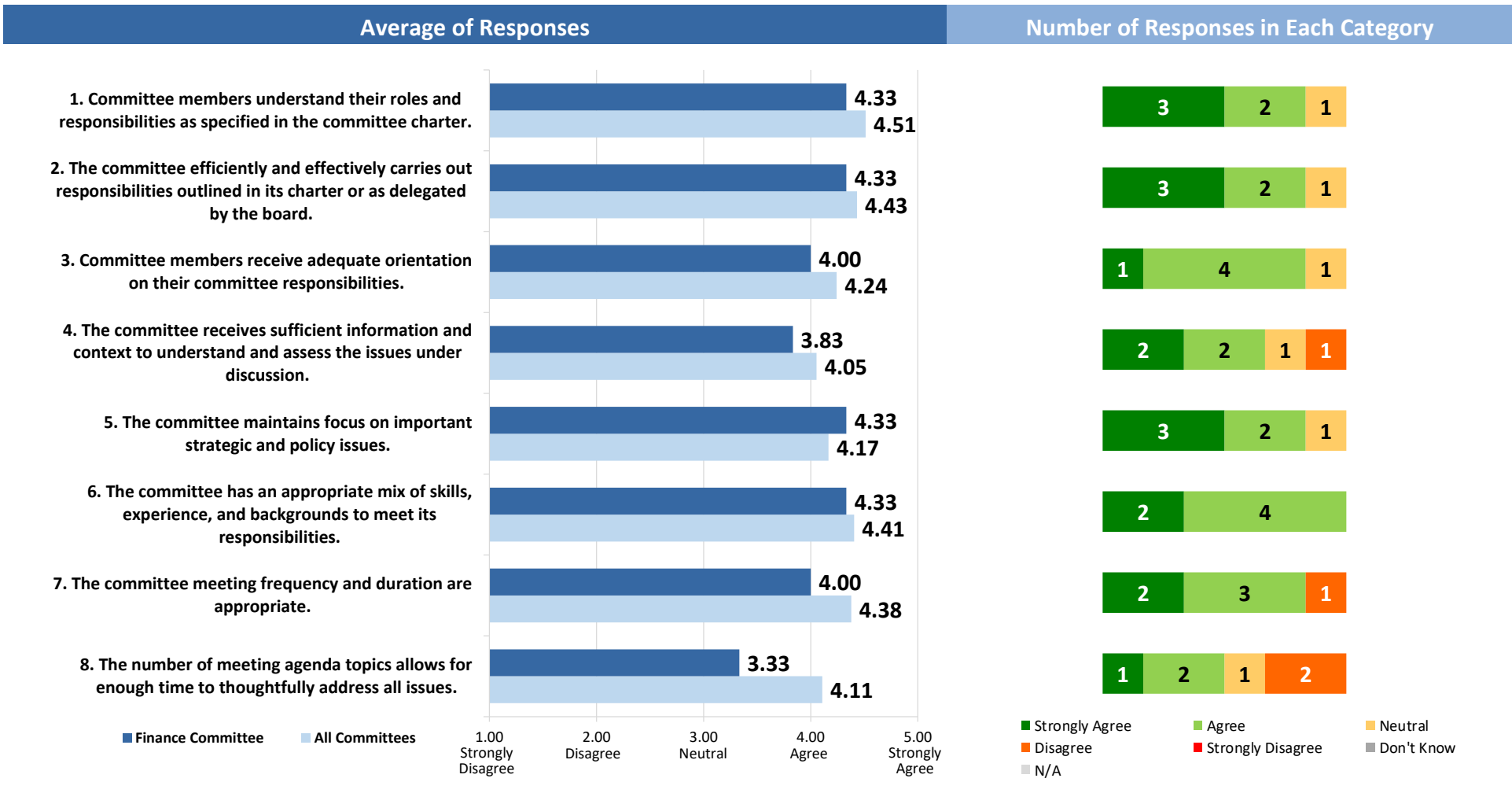
1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on Board self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Ensure that agendas are structured to limit the number of topics and allow adequate time for in-depth discussion of issues and strategic and generative discussions.
3. Conduct a review of meeting materials for content and use of time to ensure that packets are focused, limited in size, contain only the most appropriate and relevant contextual information to support the committee's work.

ADDITIONAL EDUCATION TOPICS TO BE COVERED OVER THE NEXT YEAR:

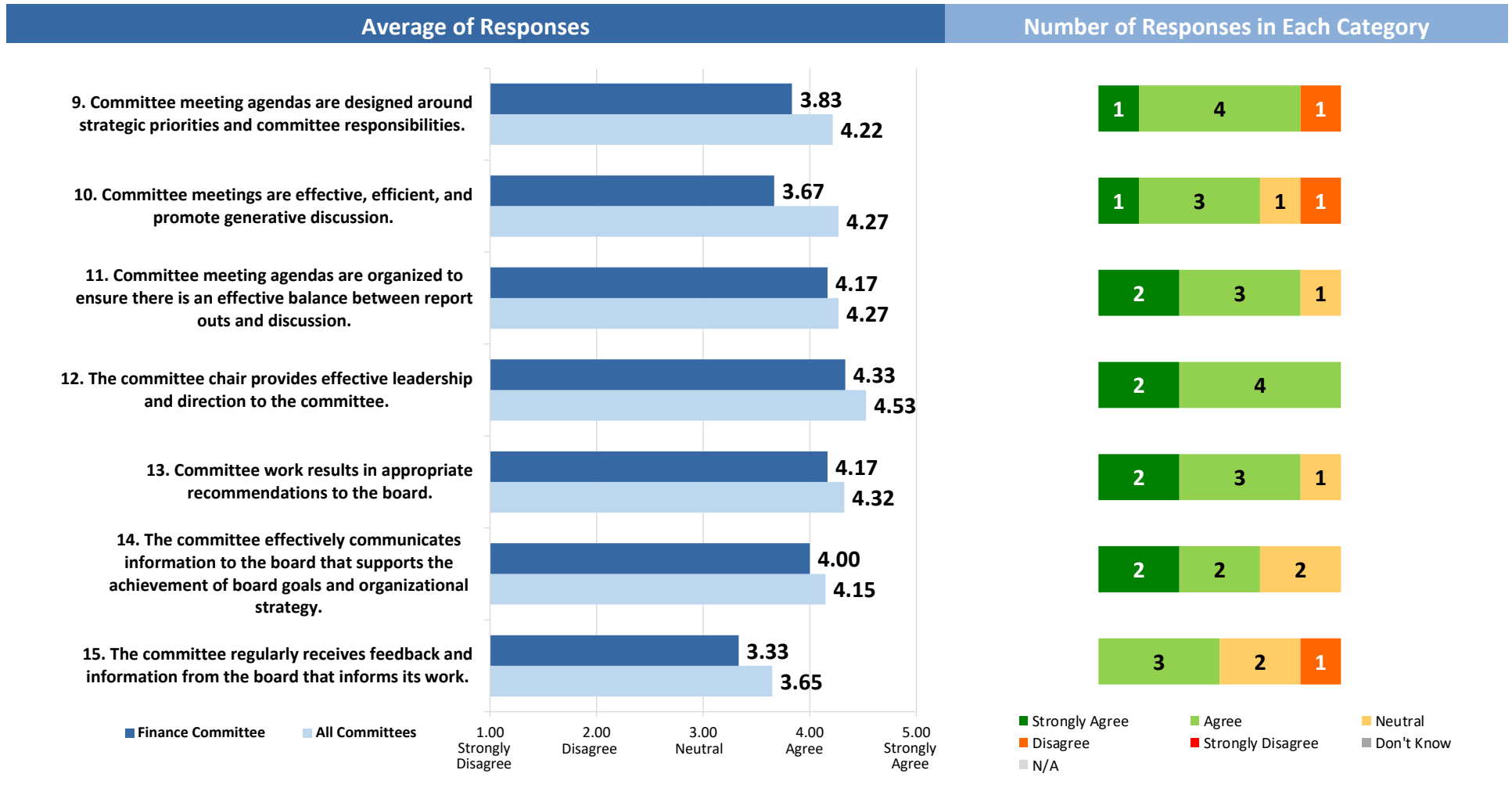
1. Competitive positioning - what are we doing to differentiate and grow our business?
2. Take a look at more operational issues that directly impact finances
3. Overview of key board strategies that finance committees at best practice top performing health systems focus on
4. Medicare's increasing emphasis on at risk compensation for doctors.
5. Compensation on new delivery vehicles like tele-/video-medicine

Committee Self-Assessment Survey Results

Finance Committee Self-Assessment Results



Finance Committee Self-Assessment Results (cont.)



Summary of Comments for Committee Performance Improvement:

- The committee needs to focus on less and go more in depth in the meetings in order to provide more meaningful advice to the board and others. The meeting agendas are quite packed and the packets have 150 pages of information which is reviewed page by page in the meeting at a rapid pace.
- Finance Committee is the one place where strategic questions get explored. But we don't have enough time to complete our "routine" review/approval responsibilities and fully discuss important strategic issues. Consider setting up a Strategic Planning Committee. Supposedly, Board Acts in this capacity. Unfortunately, not enough time/staff support for them to do the actual committee work required to do this well.
- The CEO has started sitting in executive session. Not sure why, but it doesn't always promote transparent dialogue. The committee should also be comfortable pushing back or asking tough questions with the expectation that management will respond with an answer or plan. Sometimes feel like we're going through the steps but not being particularly effective or transformative.
- Receive more appropriate information from executive team, particularly in strategic evaluation of service lines.
- The Finance Committee chair and members have the appropriate skills, but I think the committee is seen as a rubber stamp to the health system administration.
- More dialogue to vet issues. I'd like to see greater accountability by management. At times, I feel like we're rubber stamping.
- In the current environment, continue to place more emphasis on cost containment.
- Will need to closely monitor how we manage rolling budget in 2021.

Suggestions for Additional Education:

- Competitive positioning - what are we doing to differentiate and grow our business?
- Take a look at more operational issues that directly impact finances.
- Education on what key board strategies that the finance committees at best practice top performing health systems are focused on.
- Increasing emphasis by Medicare on at risk compensation for doctors. Also, compensation on new delivery vehicles like tele-/video-medicine.



2020

Draft Governance Committee
Self-Assessment Report

Prepared by



Table of Contents

Introduction and Executive Summary.....	34
Recommendations	35
Committee Self-Assessment Survey Results	36

Introduction and Executive Summary

In the interest of enhancing its committee effectiveness, members of the El Camino Hospital (ECH) Governance Committee participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for the committee's consideration.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to board, the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

GC members strongly believe the committee is performing well as is indicated by ratings of 4.0 or higher in all but one of the areas of focus. Key areas of strength include:

- All members indicate they are confident that the committee understands and effectively and efficiently carries out its responsibilities.
- There is strong agreement that the committee receives sufficient information and education to be able to appropriately assess issues and provide informed recommendations to the board.
- All believe meeting frequency and duration are appropriate and that meetings are effective and promote meaningful discussion.

While the committee believes it is working well, the assessment did identify several opportunities to further strengthen its performance.

- As with all committees, more effective bi-directional communication between the committee and the board would better inform the committee's work.
- Although there is agreement that current composition is appropriate, the group may benefit from even further attention to diversity (i.e., gender, race, ethnicity, age) when recruiting new members.
- The committee would like discussions framed around giving greater consideration to new and different perspectives.
- While most agree that current orientation practices are appropriate, the committee might consider reviewing its process to ensure all members understand what is available. It might also be an opportunity to determine how it could be enhanced.

These results will be discussed with committee members at the September 2020 committee meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committee as a whole, not of the individual committee members. In addition, it was focused on the governance of the organization, not its management or operations.

Overview of the Process

A customized committee assessment was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement with 15 statements of committee effectiveness using a scale of 1-5 from strongly agree to strongly disagree. The self-assessment also invited open-ended responses. Six out of seven GC members responded.

Recommendations

Based on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider the following recommendations. In addition, additional education topics requested are listed.

RECOMMENDATIONS

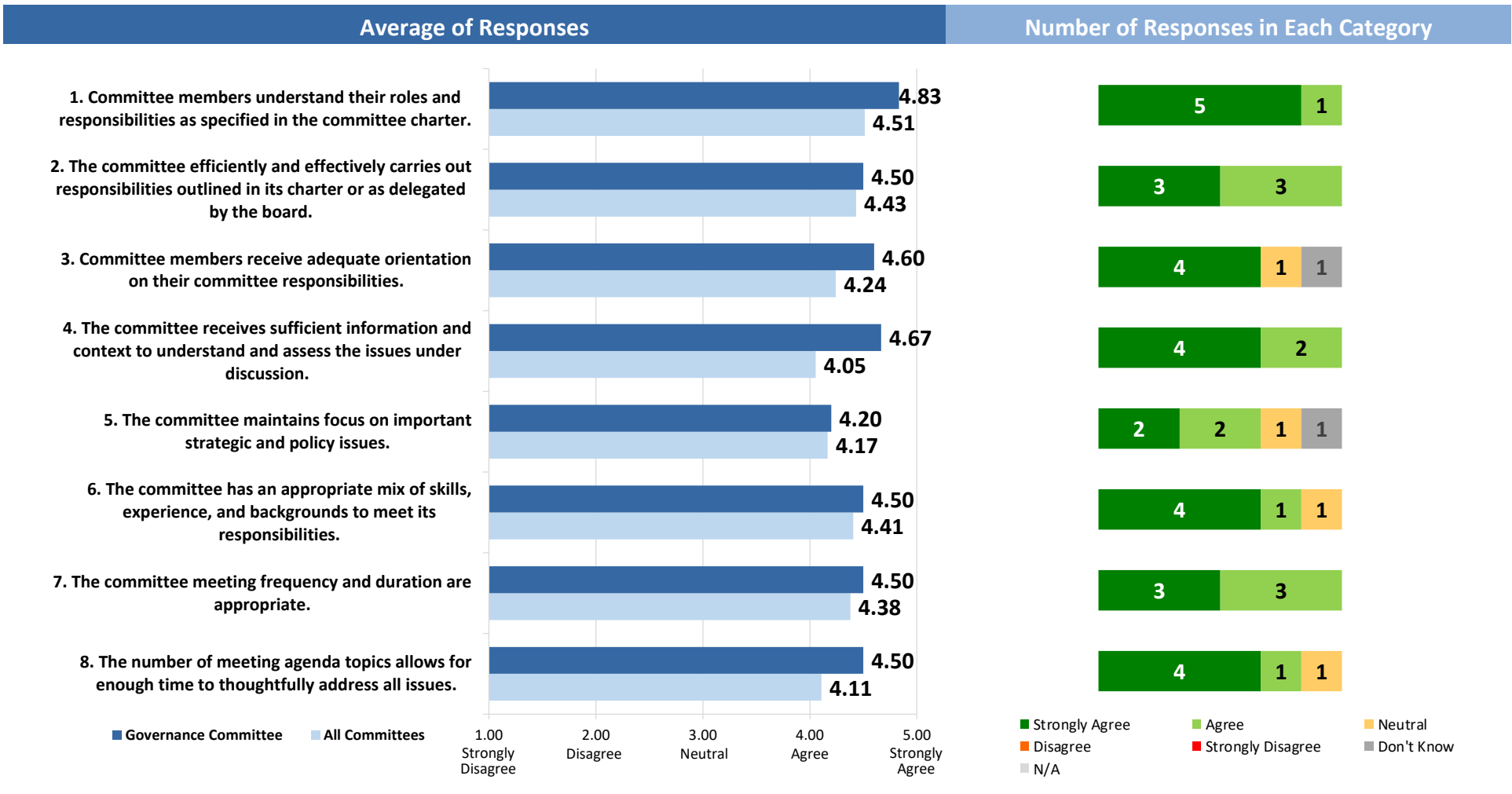
1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on the Board self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Consider whether all committees would benefit from the development of a more intentional approach to new committee member recruitment that focuses on increasing ethnic and racial diversity while maintaining the caliber of the current membership.
3. Conduct a review of the current committee orientation process to:
 - Ensure members of all committees are aware of and take advantage of this valuable practice
 - Current practices are up to date, comprehensive and utilize best practices.
4. Discuss and identify ways to better engage the board around the issue of governance effectiveness.

ADDITIONAL EDUCATION TOPICS TO BE COVERED OVER THE NEXT YEAR:

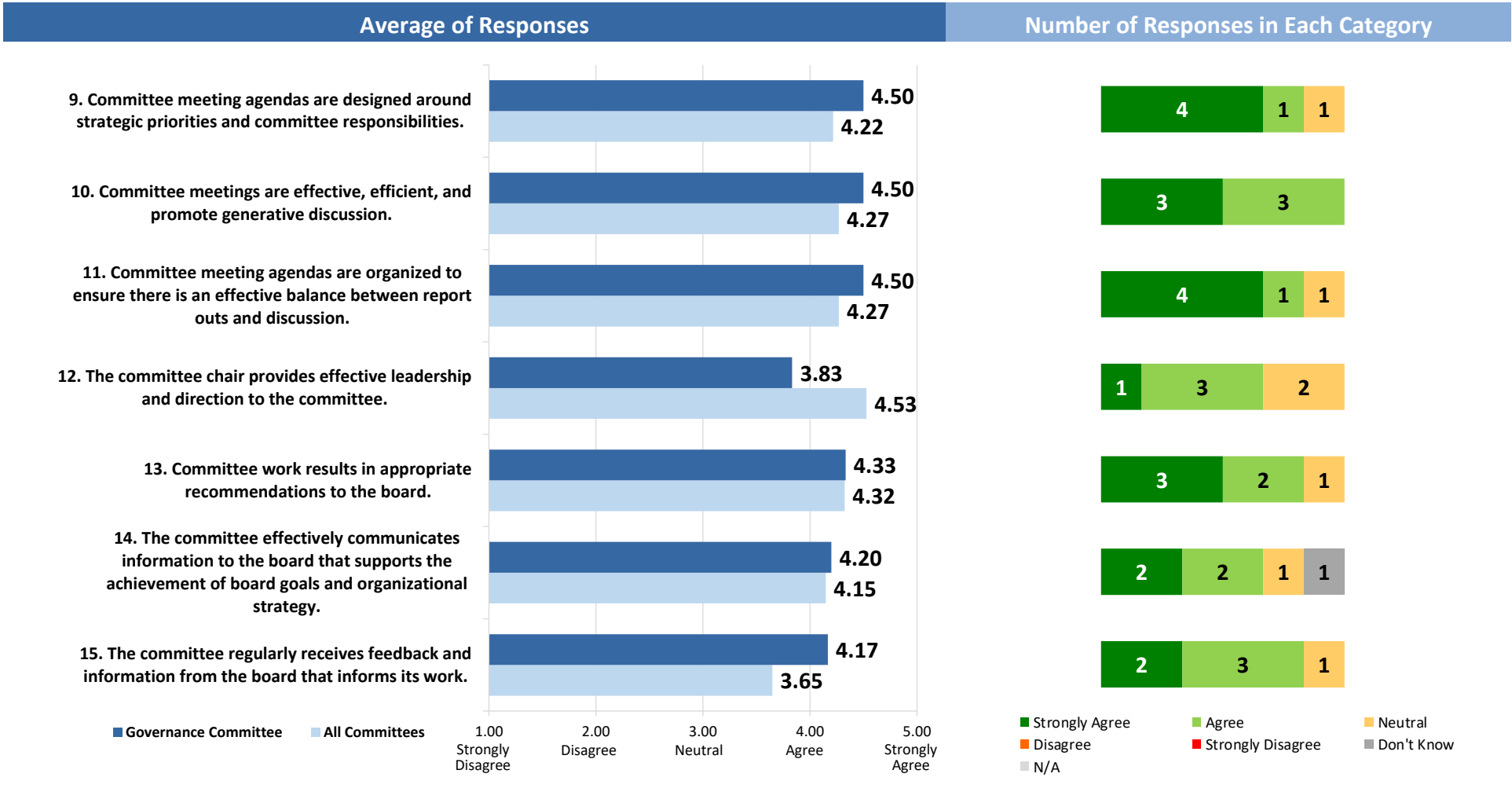
1. Review of the ECH Governance committee orientation process, including topics covered and information shared
2. Industry information, particularly market and trend information

Committee Self-Assessment Survey Results

Governance Committee Self-Assessment Results



Governance Committee Self-Assessment Results (cont.)



Summary of Comments for Committee Performance Improvement:

- Committee is highly effective today, but needs to constantly "sharpen the saw" to make sure we are focused on high value matters. We have recently added two new members and need to make sure we get the most out of them without losing high effectiveness.
- Majority of committee members and staff members have agreed that the Governance Committee is one of the highest performing committees of the Board.
- There may be need for better reporting to the Board rather than items placed on consent agenda without much discussion during the Board meetings.
- The Chair is at times hard to follow. He appears to have pre-conceived opinions and is not always open to new ideas.
- We should give more consideration to diversity (gender, ethnicity, age, experience) when recruiting new members.

Suggestions for Additional Education:

- There have been heavy emphasis on education on Governance issues in the last 1 to 2 years. Hopefully the newer members, as well as the older members, will take advantage of the educational opportunities available.
- More information on what orientation new Governance Committee members received
- Industry information, particularly market and trend information



2020

Draft Investment Committee
Self-Assessment Report

Prepared by



Table of Contents

Introduction and Executive Summary.....	42
Recommendations	43
Committee Self-Assessment Survey Results	44

Introduction and Executive Summary

In the interest of enhancing its committee effectiveness, members of the El Camino Hospital (ECH) Investment Committee participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for the committee's consideration.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to board, the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

Overall, members believe the IC is effective in carrying out its responsibilities as is indicated by ratings of 4.0 or higher in all but one of the areas of focus. Key areas of strength include:

- All members are in full agreement that the committee chair provides strong and appropriate leadership in directing the work of the committee as indicated by a score of 5.00
- The current balance of skills, expertise and expertise promotes healthy constructive discussion.
- Members are provided sufficient information and education to be able to discuss and evaluate current issues.
- Committee meeting agendas are strategically focused and allow for enough time to thoughtfully address all issues.
- Most believe meeting frequency and duration are appropriate and that meetings are effective and promote meaningful discussion.

In addition to areas of strengths, the assessment identified several opportunities for improvement.

- Members indicate they would like more guidance from the board regarding topics of interest and concern as well as feedback on overall committee performance. It is important to note that this is an issue raised by all of the committees during this assessment cycle.
- While there is agreement that current committee composition is appropriate, the group may benefit from consideration of individual with additional skills or perspectives that would further strengthen the current level of expertise.

These assessment results will be discussed with committee members at the September 2020 committee meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committee as a whole, not of the individual committee members. In addition, it was focused on the governance of the organization, not its management or operations.

Overview of the Process

A customized committee assessment was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement with statements of committee effectiveness using a scale of 1-5 from strongly agree to strongly disagree. The self-assessment also invited open-ended responses. All six IC members responded.

Recommendations

Based on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider the following recommendations. In addition, additional education topics requested are listed.

RECOMMENDATIONS

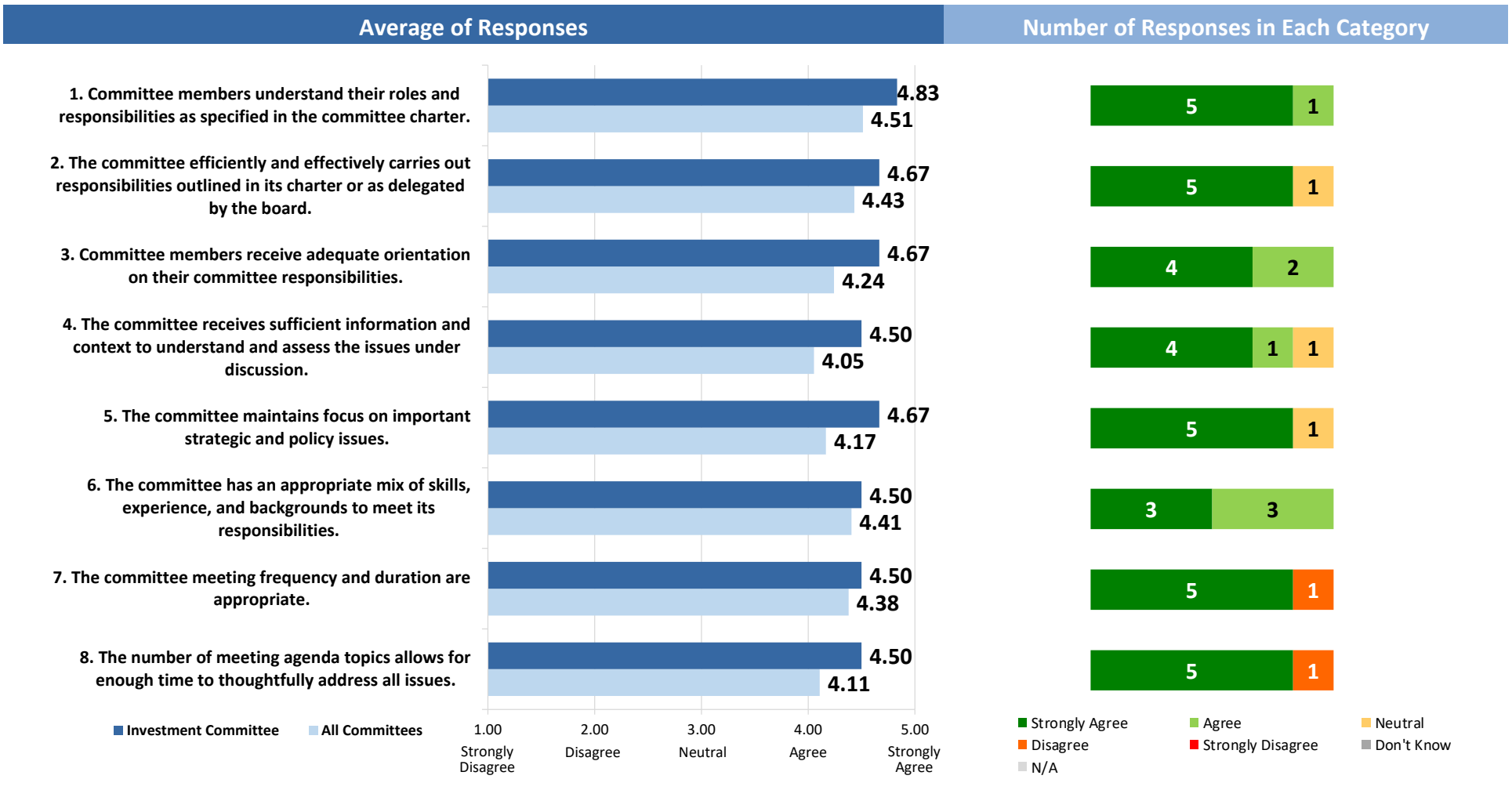
1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on the committee self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Consider whether the addition of a few active benefit managers to the committee would further strengthen the current level of expertise.

ADDITIONAL EDUCATION TOPICS TO BE COVERED OVER THE NEXT YEAR:

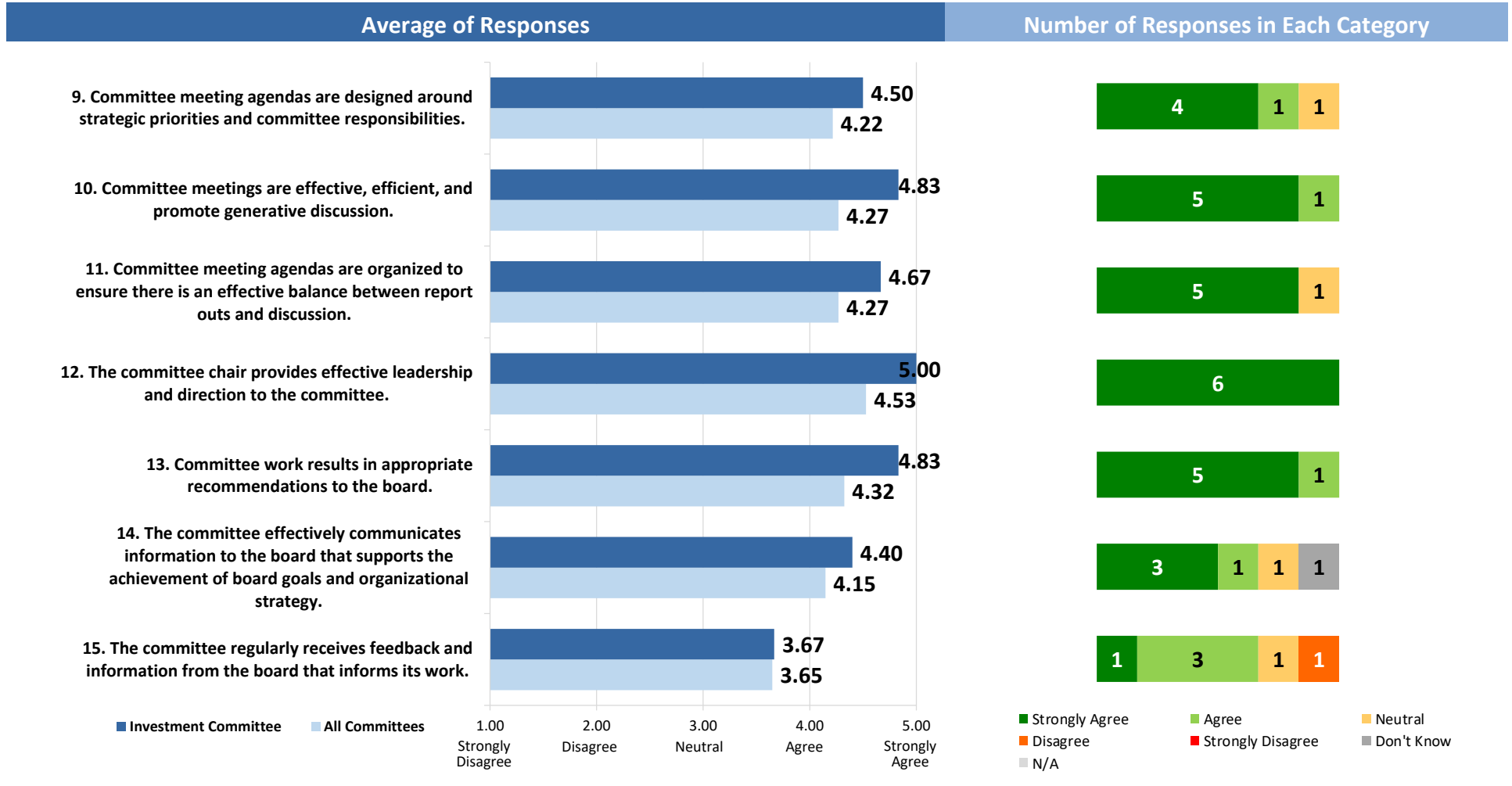
1. More frequent review of investment strategy and balance that includes more time listening to the consultants.

Committee Self-Assessment Survey Results

Investment Committee Self-Assessment Results



Investment Committee Self-Assessment Results (cont.)



Summary of Comments for Committee Performance Improvement:

- Good balance of members and healthy constructive discussion of issues. I think this is an important committee of professionals who add value to the health care district.
- Committee seems well aligned with the objectives of the Health Care District. Maintenance and growth of the investment funds is critical to the funding priorities of the hospital. All well aligned.
- I don't know that we've ever heard how the Board thinks of the Investment Committee's (IC) performance. Perhaps that's because it hasn't been a problem, and we have always had a Chair who was on the Board. The pandemic and the markets' performance may change this and with my taking on the Chair role as I'm not a Board member, this will be more important.
- The IC does not receive a lot of guidance on what topics/issues are of interest or concern to the board. Perhaps this is due to the Board not having question/concerns. It would be helpful to know more about the Board's goals, objectives and concerns for the IC.
- The committee would benefit from a few active investment managers on the committee.
- The committee had a good chair and strong vice chair.
- I feel the meetings were too abbreviated for complex discussion and analysis.
- This has been a good committee!

Suggestions for Additional Education:

- Basically our work experience and knowledge allows us to have good discussions with our advisors and the Board members.
- Possibly review investment strategy and balance more frequently and include more time listening to the consultants.



2020

DRAFT Quality, Patient Care and
Patient Experience Committee
Self-Assessment Report

Prepared by



Table of Contents

Introduction and Executive Summary.....	50
Recommendations	51
Committee Self-Assessment Survey Results	52

Introduction and Executive Summary

In the interest of enhancing its committee effectiveness, members of the El Camino Hospital (ECH) Quality, Patient Care and Patient Experience Committee (QC) participated in a committee self-assessment process in the summer of 2020. Erica Osborne, Principal at Via Healthcare Consulting, provided the consulting and analysis for this effort. This report provides a summary of the findings that were identified during the process and includes recommendations for the committee's consideration.

Governance best practices call for boards and their committees to regularly evaluate performance and adopt improvements to fulfill their duties and responsibilities more effectively. This type of governance assessment can help a committee ensure that its structures, composition, policies and practices provide a platform for thorough oversight and deliberation, effective policy making, efficient decision making, and strong ties with and accountability to board, the community and external regulators. In today's rapidly changing marketplace, effective and efficient governance has never been more important to organizational performance.

Executive Summary

QC members believe the committee has worked hard over the last year to improve its performance and create greater alignment with the board on what constitutes effective quality and safety oversight at ECH. The key areas of strength include:

- Most members agree or strongly agree the QC chair provides effective leadership and direction during meetings as indicated by the highest rated survey score of 4.50.
- The current QC composition is believed to be appropriate and includes an appropriate mix of skills and perspectives.
- All members agree they understand their roles and responsibilities as specified in the charter and most believe they are effectively carrying them out.
- The current meeting frequency and duration is appropriate and allows the QC to fulfill its responsibilities.

While several members commented that there has been improvement, both the survey scores and comments indicate that members believe there is still significant room for improvement. It is also worth noting that the QC committee members consistently rated this committee's performance lower than the mean scores of the other ECH Board committees.

The assessment identified the following opportunities for improvement:

- To promote more robust discussion and the enhance committee's ability to make informed decisions, members would like additional relevant and contextual information to be provided in the meeting packets.
- There is a need for clear articulation of what is being asked of committee members for each of the topics covered (i.e., What does the committee need to accomplish and how does this relate to their responsibilities?)
- Restructuring of presentations would promote open discussion rather than the review of facts on a slide.
- Several members indicated the need to enhance communication between the committee and the executive team. At times, the relationship between the two hinders the committee's ability to effectively serve the board and the organization.

These assessment results will be discussed with committee members at the September 2020 committee meeting. It is important to note that this assessment process was designed to gauge the effectiveness and efficiency of the committee as a whole, not of the individual committee members. In addition, it was focused on the governance of the organization, not its management or operations.

Overview of the Process

A customized committee assessment was administered via the Microsoft Forms online survey tool. Committee members were asked to rate their level of agreement with 15 statements of committee effectiveness using a scale of 1-5 – from strongly agree to strongly disagree. The self-assessment also invited open-ended responses. Eight out of 13 QC members responded.

Recommendations

Based on the results of the 2020 ECH Committee Self-Assessment Process and our extensive experience in the area of governance effectiveness, Via Healthcare Consulting recommends ECH consider the following recommendations. In addition, additional education topics requested are listed.

RECOMMENDATIONS

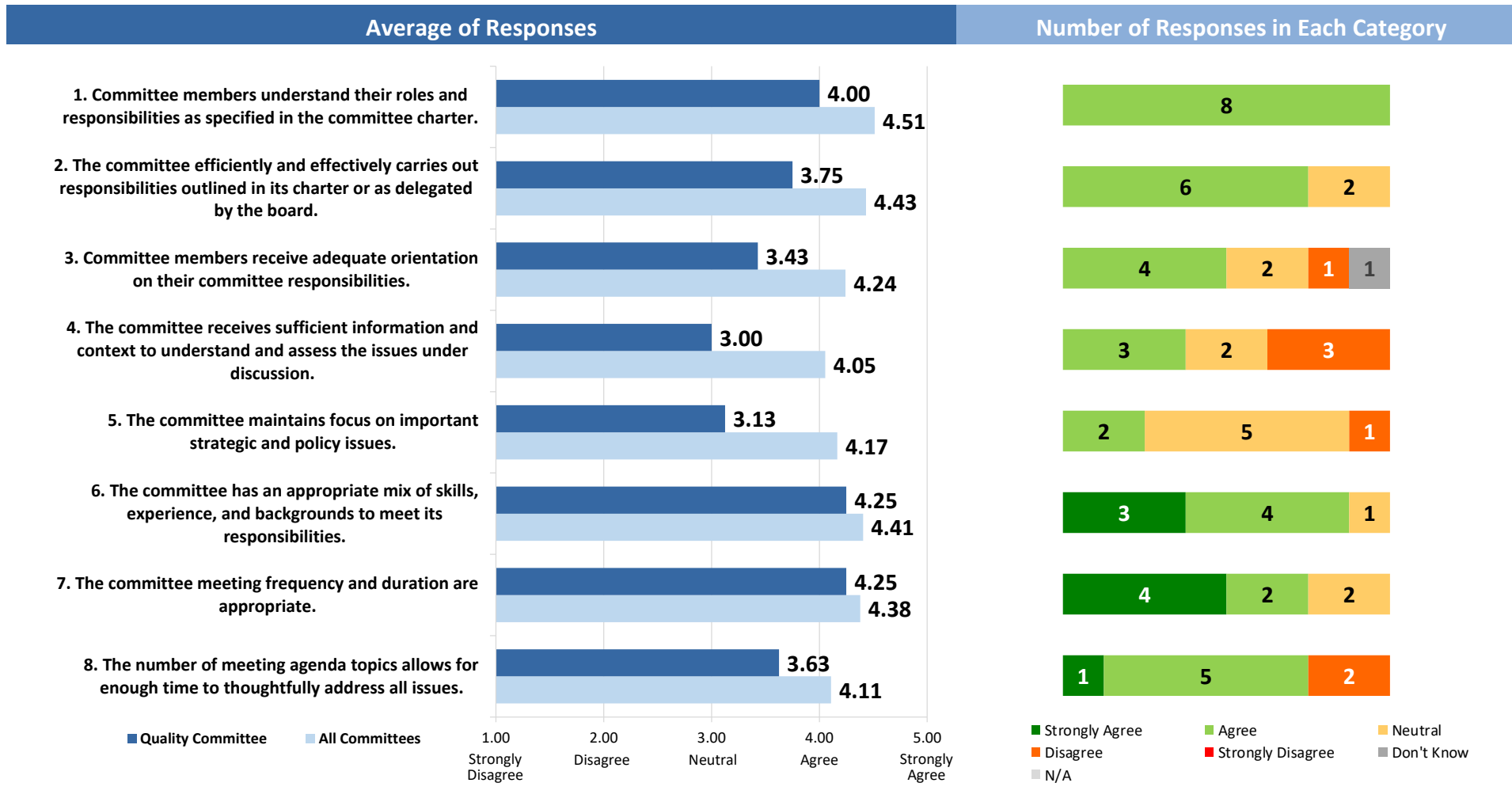
1. Board and committee leadership should engage the executive team in developing a more effective mechanism for communication between the board and committees (*Please note this is also included as a recommendation on the Board self-assessment*).
 - Committee Chairs (or Committee Vice-Chairs when the Chair is a non-board member) should work with staff to create a more robust report out on board actions. These reports could include frequent updates on ECH strategic goals, priorities and drivers to better inform the committee's work as well as feedback on the committee's performance and the board's rationale for accepting or rejecting committee recommendations.
 - Committee members should participate in the semi-annual Joint ECH Board and Committee Educational Sessions scheduled for October 2020 and April 2021. At these meetings the CEO can provide updates on progress against the current strategic plan and information on the new strategic process.
2. Continue to refine meeting materials to promote robust discussions that actively engage members in providing a true value-add to the oversight of quality and safety at ECH.
 - Include sufficient relevant and contextual information to appropriately orient the committee to the issues being considered.
 - Clearly define each agenda topic's purpose, its relation to the committee's responsibilities, and how members can use the information to provide value.
 - Call out strategic considerations and key takeaways for each agenda item.
 - Include thought-provoking questions to help focus discussions on key issues that require deliberation.
 - Restructure presentations so they promote open discussion rather than the review of facts on a slide.
3. Consider the need for a facilitated discussion with the executive team to address committee members' concerns regarding the current relationship and its impact on the committee's effectiveness. The objective should focus on building trust and promoting greater collaboration between the two parties

ADDITIONAL EDUCATION TOPICS TO BE COVERED OVER THE NEXT YEAR:

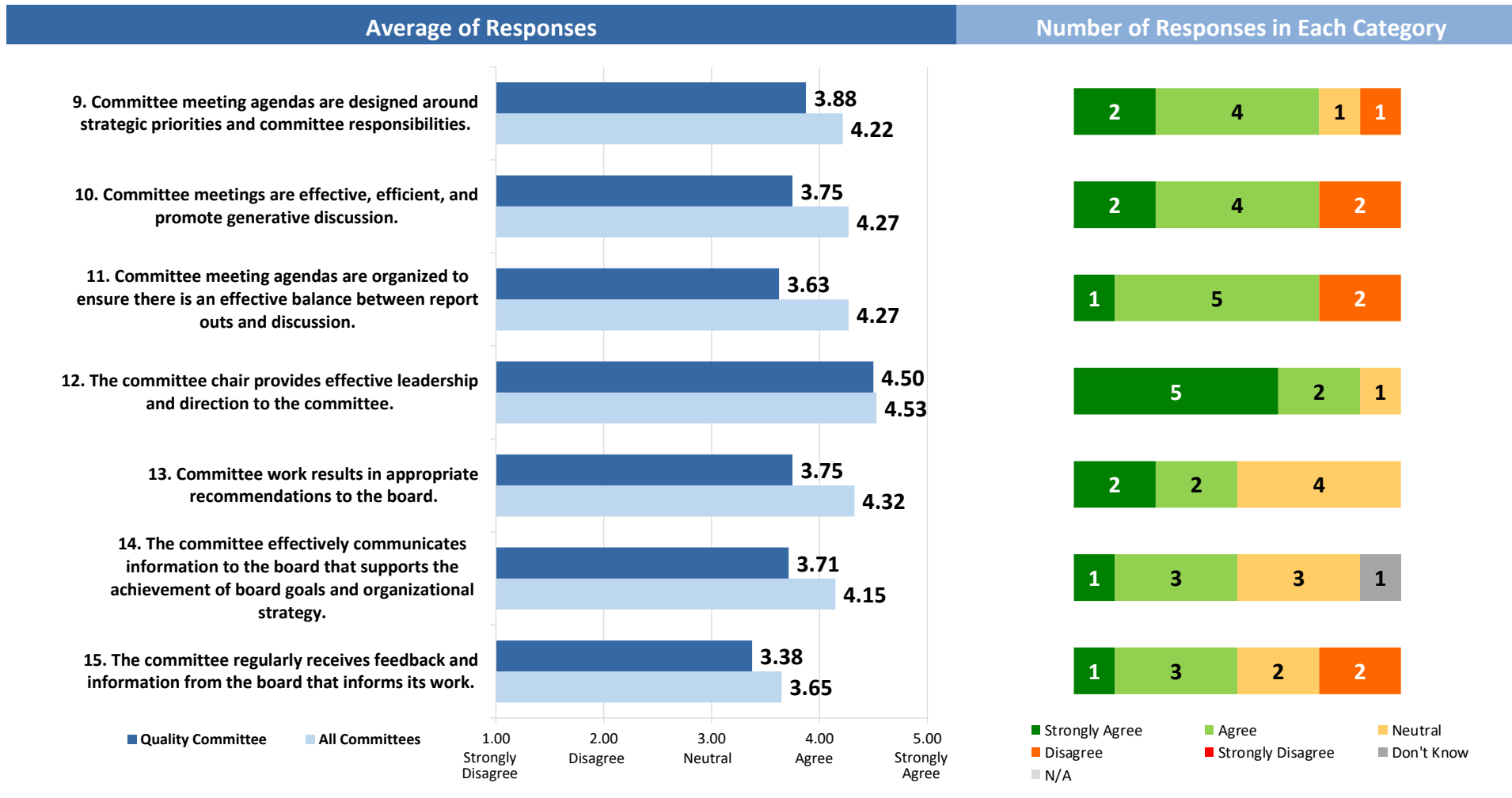
1. Effective governance for board committees
2. High reliability in healthcare
3. The culture of safety in healthcare
4. What "best practice" governance looks like from the perspective of some other organizations- particularly for peer review, credentialing, and discussions

Committee Self-Assessment Survey Results

Quality, Patient Care and Patient Experience Committee Self-Assessment Results



Quality, Patient Care and Patient Experience Committee Self-Assessment Results



Summary of Comments for Committee Performance Improvement:

- The Quality Committee (QC) is required to review certain items and make recommendations to the Board for approval. Relevant contextual information for some of those items isn't always available. This has been brought up at the meetings several times. These items are often reviewed and discussed at length at other more specialized/technical committees before coming to the QC, and a summary of the discussions/decisions is seldom included as part of the QC. Given that the QC meeting may not be the best forum to repeat the detailed review already done as there is not enough time and not the same deep expertise as the technical committees, providing some context and summary of what the experts discussed and concluded would greatly enable the QC members to make an 'informed' recommendation to the Board.
- Most data provided to the QC has been reviewed already by relevant hospital committees and departments. Seeing documentation of those discussions along with their interpretation of the data is helpful to understand what has been discussed regarding this data by others closer to the work. Hearing from more service line leadership, those who are closest to the work, would help provide more context for the data, interventions to improve the data, and their point of view on how the QC can best support their work in our role.
- I think the committee could be more effective if we focus each meeting on a few focus areas, have more concrete problem statements upfront (or at least, "what is the committee trying to accomplish" statement), and then spend time considering some open-ended questions rather than just reading/reviewing information on a slide. This would provoke more discussion and lead to us aligning on solutions/ideas/etc. Those solutions should be written down and proposed or presented to the Board (depending on what our objective was from the problem statement). We should leave every meeting knowing that we made an impact because we sat together for three hours.
- Pulling out to the big picture goal more often. We discuss numbers/statistics/evaluations in the context of performance, but don't spend much time (1) aligning on what we're trying to accomplish, and (2) open-ended discussing of how we might accomplish it, which ultimately feeds into the improvement of the numbers/statistics/evals in performance. Otherwise, we're just reading off information that is already fact.
- Agenda appears at times chaotic. There are more reporting and insufficient time for discussions. The materials do not appear to be around the strategic responsibilities of the QC and to the Board. There was no feedback information loop back to the committee members.
- I'd appreciate more closed loop communication from the board - e.g., how did they react to our recommendations, what questions did they have, what would they like us to focus on next?
- I'm not sure how the Board perceives our effectiveness. I don't know if we get that feedback from them, or what success looks like for our committee. I just don't know if this sort of thing is socialized.
- At times, interactions between the Committee and the hospital executives hinders QC from being more effective in its service of the Board and of the Health System. It needs to be examined and improved. There's an 'us' vs. 'them' dynamic that is not conducive to the partnership that is needed to work together to improve quality. Executives are often on the defensive and dismissive of concerns or questions brought by the members of the Committee. The tone of the meeting is often tense. It doesn't feel like we are all on the same team, working together in earnest to examine the organization's weaknesses with the goal of improving the quality of care for our patients and families.
- This year has been a big one for this committee, and I feel like we are working more in lockstep with the board, and better understand what the board asks and needs of us. To strengthen that further, we could support and challenge management to develop a set of leading and lagging indicators that indicate the degree to which ECH is succeeding on its journey to be a high reliability organization. The current STEEP dashboard is a good start, but leaves something to be desired. In addition, we need to maintain focus on how ECH is keeping patients safe in the context of the public health emergency and further integrate the ambulatory operations of ECH.

- I think the committee has evolved over the last year and is much higher performing and more effective. When possible, doing more team building and socializing would be welcomed.
- I was disturbed by the lack of skill and insight management has brought to the question of health equity. I hope this will be addressed in the very near term, particularly as ECH is a district hospital.
- Some of the committee members sometimes ask questions that are too operational/detailed. We should figure out how to better stay in the governance level.
- Additional member training may be necessary.

Suggestions for Additional Education:

- I think the committee would benefit from education regarding effective governance for board committees, high reliability in healthcare, and culture of safety in healthcare.
- I would welcome the opportunity to see what "best practice" governance looks like from the perspective of some other organizations - particularly for peer review, credentialing, and discussions.
- I'd appreciate more closed loop communication from the board - e.g., how did they react to our recommendations, what questions did they have, what would they like us to focus on next?
- Most data provided to the Committee has been reviewed already by relevant hospital committees and departments. Seeing documentation of those discussions along with their interpretation of the data is helpful to understand what has been discussed regarding this data by others closer to the work. Hearing from more service line leadership, those who are closest to the work, would help provide more context for the data, interventions to improve the data, and their point of view on how the Committee can best support their work in our role.

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

To: El Camino Hospital Board of Directors
From: Dan Woods, CEO
Date: August 4, 2020
Subject: FY21 Hospital Board Member Competencies

Recommendation(s): To recommend that the El Camino Hospital Board recommend that the El Camino Healthcare District Board adopt the Draft Competency Matrix.

Summary:

1. **Situation:** In FY20, the Governance Committee recommended and the Board adopted a revised competency matrix (see attached). Using the competency matrix, all Board members evaluated themselves and all other Board members resulting in identification of gaps in overall Board competencies. The gap analysis was then used to inform Board member reappointment efforts.
2. **Authority:** One of the Governance Committee's chartered responsibilities is to define the necessary skill sets, diversity, and other attributes required for Board members to support Hospital strategy, goals, community needs and current market conditions and make recommendations to the Board regarding Board composition.
3. **Background:** The Board has, over time, modified the highest priority competencies in response to changing Hospital strategy, goals, community needs and market conditions. Competency 3 (leadership of high performing organizations in other industries including Board experience) replaced healthcare industry experience and experience in clinical integration/continuum of care in FY19. The first term of Director Watters expires in December 2020, Director Kalbach's first term expires on June 30, 2021, and Director Chen's second term expires on June 30, 2021. The District Board's Ad Hoc Committee will likely begin to evaluate their reappointment after the Ad Hoc Committee is appointed in October.
4. **Assessment:** There is a need to confirm the Board competencies for FY21
5. **Other Reviews:** None.
6. **Outcomes:** Recommendation for FY21 Board Competency Matrix. The El Camino Healthcare District Board has the ultimate authority to determine necessary competencies for El Camino Hospital Board Directors.

List of Attachments:

1. FY20 Board Competency Matrix

Suggested Committee Discussion Questions:

1. Is the FY20 Competency Matrix adequate for FY21? Or is there a need for additional or different competencies due to changes in the industry or El Camino Health's regional market?
2. What are the top priority Board competencies for FY21?

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 4, 2020
Subject: October Joint Board and Committee Education Session

Recommendation(s):

To recommend that the Board approve the agenda for the Agenda for the Joint Board and Committee Education Session.

Summary:

1. **Situation:** The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning.
2. **Authority:** It is within the Committee’s chartered responsibilities to recommend educational activities Hospital Board and Committee member education, training and development.
3. **Background:** During the joint educational session in April 2020, which was canceled due to the pandemic, we had planned to discuss “Achieving Optimal Governance” during which we hoped to engage in a discussion comparing and contrasting the roles of management, the Committees and the Board. In addition, the community members of the Board’s Advisory Committees continue to express interest in at least annual updates on the Strategic Plan Implementation. Finally, the organization is undertaking a strategic planning process that we hope will culminate in approval of an updated strategic plan by April 2021.

Recommendation: A decision will be made at a later date whether this meeting will be in person or virtual.

- A. Full Group – Update on the current Strategic Plan Implementation: Dan Woods
- B. Full Group – Introduction to Current Strategic Planning Process: Dan Woods
- C. Small Group Break-Out Sessions – Achieving Optimal Governance: led by Members of the Governance Committee. There is pre learning material provided by the Governance Institute and staff will prepare presentation materials.

4. **Assessment:** N/A
5. **Other Reviews:** None.
6. **Outcomes:** N/A

List of Attachments: None.

Suggested Committee Discussion Questions: None.

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 4, 2020
Subject: Annual Board Retreat

Recommendation(s):

To recommend that the Board approve an educational topic for the Annual Board Retreat in February 2021.

Summary:

1. **Situation:** The Board continues to request ongoing education to support its work. As well, ongoing Board education is considered a best practice, vital to effective Board functioning.
2. **Authority:** It is within the Committee's chartered responsibilities to recommend educational activities Hospital Board education, training and development.
3. **Background:** This year's Annual Board Self-Assessment revealed that Board members are most interested in education on the following topics:
 - a. Market disruptors and the impact
 - b. Understanding systemness and promoting system alignment
 - c. Quality, safety, and engagement
 - d. Governance and effectiveness (vs management), board roles and fiduciary responsibilities
 - e. Technology and cyber security

Recommendation: We expect that items a and b above will be addressed throughout the strategic planning process, item c was addressed last year, resulting in the new STEEEP Quality Dashboard the Board will be using to oversee quality, and item d will be addressed at the October 28th Educational Session. Therefore, staff recommends that the Annual Board Retreat be focused on Technology and Cyber Security. Not only has the Board not spent much time on this topic, but our Information Services Division has engaged in a large project focused on improvements in IT Security over the last several years, which the Compliance and Audit Committee oversees.

4. **Assessment:** N/A
5. **Other Reviews:** None.
6. **Outcomes:** N/A

List of Attachments: None.

Suggested Committee Discussion Questions: None.

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: August 4, 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?