

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, March 23, 2021 – 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: 760-083-0558#. 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 Committee Meeting (02/02/2021) b. FY22 Governance Committee Meeting Dates Information c. FY21 Pacing Plan	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:36 – 5:39
5. REPORT ON BOARD ACTIONS ATTACHMENT 5	Peter C. Fung, MD, Chair		information 5:39 – 5:44
6. PLANNING BOARD EDUCATION ATTACHMENT 6	Dan Woods, CEO		discussion 5:44 – 6:04
7. ASSESS GOVERNANCE STRUCTURE RESILIENCY DURING COVID-19 PANDEMIC RESPONSE AND RECOVERY	Peter C. Fung, MD, Chair Dan Woods, CEO		discussion 6:04 – 6:19
8. APPOINTMENT OF RFP AD HOC COMMITTEE RE: GOVERNANCE CONSULTANT AND COMMITTEE REPORT ATTACHMENT 8	Peter C. Fung, MD, Chair; Ken Alvares, Committee Member	<i>public comment</i>	possible motion 6:19 – 6:24

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
9. PROPOSED RESOLUTION 2021-04 PROPOSED (TEMPORARY) SUSPENSION OF EL CAMINO HOSPITAL BYLAWS ARTICLE VIII, SECTION 8.3 ATTACHMENT 9	Peter C. Fung, MD, Chair; Dan Woods, CEO	<i>public comment</i>	possible motion 6:24 – 6:39
10. PROPOSED REVISED BOARD OFFICER NOMINATION AND SELECTION PROCEDURE ATTACHMENT 10	Dan Woods, CEO	<i>public comment</i>	possible motion 6:39 – 6:44
11. REVIEW ADVISORY COMMITTEE STRUCTURE/OPERATION ATTACHMENT 11	Peter C. Fung, MD, Chair		discussion 6:44 – 7:04
12. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:04 – 7:05
13. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 7:05 – 7:06
14. 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 Committee Meeting (2/2/2021)	Peter C. Fung, MD, Chair		motion required 7:06 – 7:07
15. ADJOURN TO OPEN SESSION	Peter C. Fung, MD, Chair		motion required 7:07 – 7:08
16. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		information 7:08 – 7:09
17. AD HOC COMMITTEE APPOINTMENT: COMMITTEE MEMBER RECRUITMENT ATTACHMENT 17	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:09 – 7:14
18. ROUND TABLE DISCUSSION ATTACHMENT 18	Peter C. Fung, MD, Chair		discussion 7:14 – 7:19
19. ADJOURNMENT	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:19 – 7:20pm



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, February 2, 2021**

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 5:31pm by Chair Fung. A verbal roll call was taken. Ms. Lai joined the meeting at 5:35pm during Agenda Item 4: Consent Calendar. All other Committee members were present at roll call. All Committee members participated via videoconference pursuant to Santa Clara County’s shelter in place order. 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	<p>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.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (10/20/2020) and for information: Article of Interest; FY21 Pacing Plan; FY221 Board Action Plan Status.</p> <p>Movant: Kalbach Second: Kasperzak Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	<p>Chair Fung referred the Committee members to the report in the packet and highlighted the election of Carol Somersille, MD and re-election of Julia Miller and John Zoglin to the El Camino Healthcare District Board.</p> <p>In response to Chair Fung’s question regarding the special election for LACFO, Cindy Murphy, Director of Governance Services, reported that one of the Open Space Special District Board Members won the alternate position and that their terms are for four years.</p>	

	<p>Chair Fung reported that the District Board approved the re-allocation of \$1,000,000 to a Community Vaccination Program.</p> <p>Chair Fung noted that the District Board formed an Ad Hoc Committee for the election and re-election of Non-District Board Hospital Board members.</p>	
<p>6. PLANNING BOARD EDUCATION: UNDERSTANDING SYSTEMNESS AND PROMOTING SYSTEM ALIGNMENT</p>	<p>Dan Woods, CEO, explained that of hospital “systemness” will be included in the discussion at the Hospital Board’s strategic planning session on February 24, 2021 with the strategic advisors. He commented that “systemness” from a patient’s perspective is a seamless environment and transfer throughout care (primary, specialty care, hospital), and physician alignment and medical record systems are integral.</p>	
<p>7. DRAFT RESOLUTION 2021-02</p>	<p>Mr. Kalbach described the impetus for and details of the proposal. He noted that there were challenges with the Hospital Board review of the Community Benefit plan in FY20; Lanhee Chen, Board Chair, asked Governance Committee to review the process on the Hospital side. He explained that the proposal is to form a Committee under the CEO’s purview and have the Finance Committee of the Hospital Board approve the Hospital’s Community Benefit Plan.</p> <p>Mr. Woods explained that the intent is to create a streamlined process at a governing level and to reduce the amount of Board time spent on lower dollar programs. He outlined the structure of grant funding: 1) Hospital dollars and 2) District taxpayer dollars. Both are sets of funding (Hospital and District) currently reviewed and recommended by the Community Benefit Advisory Council (CBAC).</p> <p>Mr. Woods further described the proposal, noting that 1) the grants would be reviewed and recommended by this internal committee to align grant funding with health system strategy, 2) the Finance Committee is an appropriate body to approve this funding as they already review strategic presentations and authorize funds in other areas, and 3) the Finance Committee would be delegated authority for approval of up to \$5 million and the approvals would be reported to the Board for information.</p> <p>The Committee and staff engaged in a robust discussion about the proposal:</p> <ul style="list-style-type: none"> - The perspectives added by the CBAC - Differences in structure between the Hospital and District Community Benefit grant funding – including the geography of District funds (which must be used to support those who live, work, or go to school in the District) - How the community voice is heard and captured in the process - Funding priorities (supporting the underserved in the community, health outside the walls of the hospital, IRS definition of community benefit) - Long-term grantees - No foreseen impacts to staff; the reviewing/approving body would change, but Community Benefit staff would still be researching, supporting grantees through the application process, and preparing summaries and recommendations - Potential blowback due to a perceived reduction in the level of transparency, more financially rather than community-focused. - Guidelines and intent for how funding is distributed, how to codify/structure that intent, and what would govern the decision making of the Hospital’s reviewing body 	<p><i>Draft Revised Finance Committee Charter, Draft Revised ECH Community Benefit Policy, and Draft Resolution 2021-02 recommended for approval</i></p>

	<p>Chair Fung suggested either 1) involvement of the CBAC with the Hospital’s reviewing committee or 2) calling out the intent/guidelines to follow specifically in the policy.</p> <p>Mr. Woods commented that the issue to be addressed is Hospital Board time spent reviewing \$5,000 to \$20,000 grants.</p> <p>Motion: To recommend that the El Camino Hospital Board approve the proposed changes to the Finance Committee Charter, Revised ECH Community Benefit Grants Policy, and <i>Resolution 2021-02</i>.</p> <p>Movant: Kalbach Second: Rebitzer Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>8. FY21 BOARD MEMBER COMPETENCIES</p>	<p>Chair Fung suggested 1) changing Competency #2 from “long-range strategic planning” to “strategy and strategic planning” and 2) include diversity on the list.</p> <p>The Committee discussed how to include diversity and the importance of thoughtfully defining it (gender, ethnicity, race, age, experience, profession (doctors, nurses)).</p> <p>Mr. Alvares commented that competencies should reflect what is needed by the organization now; he requested additional background to support why this is the right list, which is customized and timely, not just a general list of “good” qualities for all board members.</p> <p>The Committee discussed 1) their comfort with the current list, 2) the historical process for developing and tweaking this list of competencies, 3) additional proposed competencies: technology, “systemness,” experience with forward/backward integration, board effectiveness, culture (innovators, team builders), and 4) whether the competencies should be on the Board or with advisors, consultants, and/or management.</p> <p>Ms. Lai commented that diversity should be defined and could potentially be two line items, one for gender/ethnicity/age and one for experience/professions/backgrounds.</p> <p>Motion: To recommend that the Board approve the proposed FY21 competencies with the addition of diversity of gender, ethnicity, age, and profession.</p> <p>Movant: Fung</p> <p>Friendly Amendment (Rebitzer): To add diversity, but to allow time to come up with a more considered definition and make that amendment at a later date.</p> <p>Ms. Murphy explained that this approval is somewhat time sensitive as the District Board is beginning to deploy its Ad Hoc Committee, which will use these competencies to review the election and re-election of Non-District Hospital Board members. She suggested that a thoughtfully considered definition of diversity could be added for next year. Mr. Kasperzak commented that even if diversity is not specifically articulated on the list, it can still be considered.</p>	<p><i>Proposed FY21 Competencies recommended for approval</i></p>

	<p>Mr. Woods and Ms. Murphy discussed Ad Hoc Committee’s use of the competency list as a data point (along with candidate interviews and other surveys) rather than a decision maker.</p> <p>Motion: To recommend that the Board approve the proposed list with no changes.</p> <p>Movant: Fung Second: Moran Ayes: Alvares, Fung, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: Kalbach Absent: None Recused: None</p> <p>Mr. Alvarez requested to start this process earlier for FY22 and to include more context for the proposed competencies.</p>	
9. PLANNING APRIL 2021 EDUCATION SESSION	<p>Ms. Murphy reviewed the proposed agenda for the April 2021 Joint Board and Committee Education Session to update the Committees on state of implementation of strategic plan and the Board’s strategic planning process and results.</p>	
10. ADJOURN TO CLOSED SESSION	<p>Motion: To adjourn to closed session at 5:40 pm.</p> <p>Movant: Kasperzak Second: Moran Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Adjourned to closed session at 5:40 pm</i>
11. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT	<p>Open session was reconvened at 5:42. Agenda items 12-14 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (10/13/2020) by a unanimous vote in favor of all members present by teleconference (Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer).</p>	
12. AGENDA ITEM 16: ROUND TABLE DISCUSSION	<p>The Committee reviewed the effectiveness of the meeting, noting that there was room for improvement at this meeting. The Committee members thanked Ms. Murphy for her work for the Committee and the organization.</p>	
13. AGENDA ITEM 17: ADJOURNMENT	<p>Motion: To adjourn at 5:45pm.</p> <p>Movant: Moran Second: Kalbach Ayes: Alvares, Fung, Kalbach, Kasperzak, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Meeting adjourned at 5:45pm</i>

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

Peter C. Fung, MD
Chair, Governance Committee



Governance Committee Meetings
Proposed FY22 Dates

RECOMMENDED GC DATE TUESDAYS	CORRESPONDING HOSPITAL BOARD DATE
Tuesday, August 3, 2021	Wednesday, August 18, 2021
Tuesday, October 5, 2021	Wednesday, October 13, 2021
Tuesday, February 1, 2022	Wednesday, February 9, 2022
Tuesday, March 22, 2022	Wednesday, April 13, 2022
Tuesday, May 31, 2022	Wednesday, June 8, 2022

Governance Committee

Updated February 11, 2021

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 style="color: red;">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 	<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 - February Board Retreat Planning - Governance Committee Self-Assessment Results <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

Updated February 11, 2021

FY21 GC Pacing Plan – Q3		
January 2021	February 2, 2021	March 23, 2021
<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Planning April Education Session - Assess Progress on FY21 Board Action Plan - FY21 Board Member Competencies - Board Education (1 and 2) - Delegation of Authority to Approve ECH Community Benefit Grant Funding to the Finance Committee (Revise CB Policy) 	<ul style="list-style-type: none"> - Set FY22 Governance Committee Dates - 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 - Board Education (3-8) - Review Advisory Committee Structure - Discuss RFP – Appoint Committee - Possible Bylaws Suspension - Review Board Officer Nomination and Selection Procedures
FY20 GC Pacing Plan – Q4		
April 2021	May 2021	June 1, 2021
<i>No scheduled meeting</i> Wed. 4/28/2021 Board & Committee Educational Gathering	<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Review and Recommend all FY22 Committee Goals to Board - Develop FY22 GC Committee Goals - 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 - Board Education - Assessing Board Diversity - Review and Recommend Annual Board Self-Assessment Tool

El Camino Hospital
Board Education Topics for Consideration during FY21

At its October 13, 2020 meeting, the Governance Committee approved the following topics and requested that they be paced for discussion throughout the year. The Committee will review each topic and make recommendations as to how to best educate the Board in these areas.

	Meeting Date	Education Topic	Presenter
1.	February 2021	Building an Outpatient Strategy	
2.	February 2021	Understanding System-ness and Promoting System Alignment	
3.	March 2021	Building a Reliable Culture of Safety	
4.	March 2021	Board Oversight of Quality in the Telehealth Era	
5.	February 2021	Technology and Cyber Security	
6.	June 2021	Assessing and Renewing Board Governance	
7.	June 2021	Diversity	
8.	June 2021	Best Practices in Board Succession Planning	

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: March 23, 2021
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 time we provided this report to the Governance Committee, the Hospital Board has met twice and the District Board has met twice. In addition, since the Board has delegated certain authority to the Executive Compensation Committee, the Compliance and Audit Committee and the Finance Committee, those approvals are also noted in this report.

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
ECH Board	February 10, 2021	<ul style="list-style-type: none"> - FY21 Period 5 and 6 Financials - Delegated Authority to the Finance Committee to Approve the Annual Community Benefit Fund - Revised Community Benefit Grants Policy - Revised Finance Committee Charter - \$149,000,000 in Funding for ECH Women's Hospital Expansion Project - Hospital Board Member Competencies - Appointed Director Carol Somersille to the Finance and Investment Committees - LPCH NICU PSA Payment - Enterprise Telepsychiatry Services Renewal - Medical Staff Bylaws Revisions

Report on Board Actions
 March 23, 2021

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
	March 10, 2021	<ul style="list-style-type: none"> - Closed Session Quality Committee Report including Credentials and Privileges Report - PBX Operator Scope of Service - Enterprise Mental Health and Addiction Aspire Program Physician Psychiatric Contract with ECMA
ECHD Board	January 26, 2021	<ul style="list-style-type: none"> - Elected Lanhee J. Chen to 3rd Term as a Member of the El Camino Hospital Board of Directors - Appointed ECH Board Member Election Ad Hoc Committee - Approved Reallocation of \$900,000 in funding for COVID-19 Vaccinations
	February 10, 2021	<ul style="list-style-type: none"> - Approved \$149,000,000 in funding for ECH Women's Hospital Funding
Executive Compensation Committee	N/A	
Compliance and Audit Committee	N/A	
Finance Committee	N/A	

List of Attachments: None.

Suggested Committee Discussion Questions: None.

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

To: Governance Committee
From: Dan Woods, CEO
Date: March 23, 2021
Subject: Board Education Planning

Purpose: To discuss how the Committee would like to advance education with respect to the other education topics listed on page 3 of the Committee Pacing Plan.

Summary:

1. **Situation:** At its October 13, 2020 meeting, the Committee reviewed a proposed Board education plan and asked staff to incorporate eight items into Governance Committee agendas for the coming year to address the Committee's understanding and how to support the Board and other stakeholders on these topics.
2. **Authority:** One of the Governance Committee's chartered responsibilities is to plan for Board Education.
3. **Background:** Although we cancelled the February Board Retreat, the Board had a two hour Strategic Planning Session during its March 10, 2021 meeting during which we provided education on systemness. Page 3 of the Pacing Plan reflects the remaining educational items for FY21.
4. **Assessment:** N/A
5. **Other Reviews:** N/A
6. **Outcomes:** N/A

List of Attachments:

Suggested Committee Discussion Questions: How would the committee like to advance education with respect to the other education topics listed on page 3 of the Committee Pacing Plan?

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

To: Governance Committee
From: Peter C. Fung, MD, Committee Chair; Ken Alvares, Committee Member
Date: March 23, 2021
Subject: Appointment of Governance Consultant RFP Ad Hoc Committee and Committee Report

Recommendation:

To appoint Committee Chair Peter C. Fung, MD and Committee member Ken Alvares to an Ad Hoc Committee to oversee an RFP process and make recommendations regarding ongoing governance consultant support for the Committee and the Board.

Summary:

1. **Situation:** Via Healthcare Consulting has served as ECH's governance consultant since 2015. It is a best practice for organizations to periodically review consulting arrangements and make changes as warranted by changes in the environment and organizational needs.
2. **Authority:** Per its Charter, the Committee has the authority to select, recommend engagement, and supervise any consultant hired by the Board to advise the Board or Committee on governance-related issues. In addition, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of members to be appointed, and the specific task or assignment to be considered by the advisory committee.
3. **Background:** In accordance with the Committee's request at our last meeting, members Fung and Alvares met with CEO Dan Woods and Director of Governance Services, Cindy Murphy to develop an RFP and Process Timeline. We finalized the RFP and sent it to three consultants for review. Interested Candidates are to submit a notice of intent to submit proposal no later than March 19, 2021.
4. **Assessment:** Appointment of an Ad hoc Committee to oversee the RFP process will ensure the Committee has a voice throughout the process.
5. **Other Reviews:** None.
6. **Outcomes:** N/A
7. **List of Attachments:**
 1. Attachment 1 - RFP

Suggested Committee Discussion Questions:

1. What questions do Committee members have about the RFP Process and timeline?
2. Do Committee members have any suggestions regarding criteria for selection of a governance consultant?

Addressee:

Sent via electronic mail to:

March 11, 2021

Request for Proposal

El Camino Health (“El Camino”) is in the process of selecting an independent firm to serve as a consultant to the Governance Committee (“the Committee”) and the El Camino Hospital Board of Directors (“the Board”). The goal of the engagement is to assist the Board and its Advisory Committees in continuing their evolution as an effective and efficient governing body.

Scope of Engagement

The scope of the engagement for proposal is as follows.

Governance Evaluation: Examine all aspects of the governance structure, including, for example, board size, composition, terms, use of committees, and governance documentation, along with the board's authority and role and how it is (or is not) being fulfilled. Make recommendations for improvement to the board in the form of a multi-year "governance roadmap" that the boards and our executive leadership can follow to elevate our governance.

1. Conduct an Annual Board Self-Assessment
2. Based on information gathered in the above, develop a Board Action Plan for Board approval
3. Conduct a Biennial Committee Self-Assessments for the Board’s Six Advisory Committees
4. Based on information gathered in the above, develop Committee Action Plans
5. Provide oversight for completion of Board and Committee Action Plans
6. Advise Board on how to implement succession planning (Board and Board Leadership)
7. Provide key governance advice to the CEO and the Board Chair

Key Facts

The Governance Committee will select the consulting firm; review findings, recommendations, and alternatives; and, determine which recommendations are presented to the Board and Committees for consideration and approval.

Proposal Structure

Your firm is invited to submit a written proposal describing the benefits that El Camino will derive by selecting your firm. Please structure your proposal as follows:

1. Provide a written executive summary of your proposal (maximum three pages).
2. Provide background on your firm, history, consulting practice clients in the healthcare industry, the engagement team, roles, office location(s), and professional experience.
3. Describe your process regarding developing El Camino's annual/biennial Board and Committee Self Assessments.
4. Describe your role and impact on governing bodies from the perspective of multiple stakeholders.
5. Describe your role and impact in evolving governance practices to improve effectiveness and alignment with business strategy.
6. Describe your role and available resources/tools to support Board's with CEO performance assessment process
7. Outline fees assuming a commitment to a three-year engagement and fee structure. Include outline of proposed services in the second and third year of the agreement. When presenting the pricing for your services, please break out the fees for each activity.
8. Provide three references for hospitals for which you have done similar work for high performing Boards

If you plan to submit a proposal, please contact Cindy Murphy at cindy.murphy@elcaminohealth.org no later than March 19, 2021 to confirm your intent.

El Camino Hospital Background

As background on the Hospital, copies of the El Camino Hospital Bylaws and Advisory Committee Charters are attached.

Time Line

Our timetable is projected to be as follows:

1. 3/17/21 – Individual Conference Calls with Candidates to Address Questions
2. 3/19/21 – Candidates to Notify Staff of Intent to Submit Proposal
3. 3/23/21 – Ad Hoc Committee Reports to Governance Committee
4. 4/7/21 – Responses to RFP due
5. 4/14/21 – Ad Hoc Committee Meets
 - a. Review Responses to RFP
 - b. Develop Interview Questions and Rating Tool

c. Select Finalists

6. 4/15/21 – Staff Notifies Finalists and Solicits/Contacts References
7. 6/1/21 – Committee Interviews Finalists and Selects Consultant

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

To: Governance Committee
From: Peter C. Fung, M.D. Committee Chair
Dan Woods, CEO
Date: March 23, 2021
Subject: Extending the Term of the Current Board Chair

Recommendation:

Recommend the El Camino Hospital (ECH) Board approve a motion or resolution temporarily suspending Section 8.3 of the ECH bylaws thereby allowing the current Hospital Board Chair to serve as chairperson for an additional one or two years past the two term limit which expires June 30, 2021. This action will facilitate continuity of Board leadership during the COVID-19 pandemic, implementation of the Hospital's updated strategic plan and Board Chair succession planning. This action will also require approval by the District Board to comply with the intent of Section 18.1 of the Hospital bylaws.

Summary:

1. **Situation:** The current Hospital Board Chair has served as chairperson for two terms and his 2nd two-year term is expiring on June 30, 2021. To preserve continuity in Board leadership for the Hospital, it is in the best interests of the organization to have the current Board Chair serve an additional one or two-year term, as additional time is needed to oversee implementation of the updated strategic plan and develop a Board Chair succession plan.
2. **Authority:** Section 8.3 of the Hospital bylaws states that a Director may not serve more than two consecutive terms as chairperson. Section 18.1 of the bylaws provides that the bylaws may be adopted, repealed, amended or restated upon a majority vote of Directors and approval of the District.
3. **Background:** Hospital Bylaws Sections 8.3 and 18.1 are set forth below for your reference:

8.3 **Term of Board Officers.** Each officer shall hold office for a two (2) year term or until his or her successor is elected and qualified, subject to any employment agreement; provided that a Director may not serve more than two (2) consecutive terms as Chairperson.

18.1 **Amendments.** The Articles or these Bylaws may be adopted, repealed, amended or restated or new Articles or Bylaws may be adopted upon a majority vote of the authorized number of Directors (excluding vacancies and Directors with a conflict of interest). No such adoption, repeal, amendment, restatement or new Articles or Bylaws shall be effective until approved by the Member. Moreover, the Articles and Bylaws may be adopted, repealed, amended or restated or new Bylaws adopted upon the vote of the Member.
4. **Assessment:** Rather than a permanent amendment to the bylaws, the Board can pass a motion or resolution to temporarily suspend Section 8.3 of the bylaws and extend the term of the current Board Chair for an additional one or two years. This action requires a majority vote of Hospital Directors and approval by the District Board.

5. Outside Counsel Legal Review. Colin Coffey at Best Best & Krieger, LLP reviewed the ECH bylaws and advised that a motion or resolution for a temporary suspension of Section 8.3 of the bylaws allowing a one-time extension for a one or two year term for the current Board Chair is legally permissible. Even though this is not a formal amendment to the bylaws, outside counsel recommends obtaining District Board approval because it is a significant departure from the current bylaws.

Suggested Committee Discussion Questions:

1. Does the committee have any concerns with a temporary suspension of the two term limit in the bylaws to allow the current Board chair to serve an additional one or two years?
2. Is the District Board likely to approve a one-time extension of Board chair term limit under the current circumstances?

ATTACHMENT 10

**EL CAMINO HOSPITAL
COMMITTEE MEETING MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: March 23, 2021
Subject: Draft Revised Hospital Board Officers Nomination and Selection Procedures

Recommendation(s):

To recommend Board approval of the Draft Revised Hospital Board Officers Nomination and Selection Procedures.

Summary:

1. Situation: The current Board Officer terms expire on June 30, 2021 and the next Board Officer Election is scheduled for the May 12, 2019 Board meeting.
2. Authority: Per its Charter, this Committee is responsible for recommending to the full Board policies, processes, and procedures related to board development, board effectiveness, Board composition, and other governance matters.
3. Background: In May 2013, 2015, 2017 and 2010, the Board officer Election was conducted using the attached procedures and Board Chair competencies that were approved by the Board following recommendation of the this Committee.
4. Assessment: Staff is recommending two revisions 1) updating the dates for submitting declarations of interest and positions statements, and 2) changing the reference to the Director of Governance Services to the CEO during this staff transition. The Committee may want to discuss whether the Procedures and Competencies are working well for the Board and propose other revisions.
5. Other Reviews: None.
6. Outcomes: The Board should approve a revision no later than the April 7th Board meeting so that it is in place in preparation for the May 12th Board meeting.

List of Attachments:

1. Draft Revised Hospital Board Officers Nomination and Selection Procedures
2. Board Chair Competencies

Suggested Committee Discussion Questions:

1. Are the Procedures and Competencies still relevant and working well for the Board or would the Committee like to propose other revisions?

**HOSPITAL BOARD OFFICERS
NOMINATION AND SELECTION PROCEDURES
FOR FY218**

Draft Revised/Approved 03/21/2019

Any current director of the El Camino Hospital Board is eligible to serve as a Hospital Board Officer. The new Hospital Board Officer terms begin July 1, 20219. El Camino Hospital Board Officer elections shall be held in May of odd numbered years. Following the election, it shall be the role of the Board Chair-Elect to work with the Hospital CEO in May and June to develop a slate of Board Advisory Committee Chairs and members for the following fiscal year and to present the slate to the Board for approval in June.

Hospital Board Chair:

1. Interested Directors will declare their interest to the ~~CEO Director of Governance Services (Cindy Murphy)~~ by close of business April 22, 20219. The ~~CEO Director of Governance Services~~ will notify the Board of all declarations of interest by close of business April 23, 20219. Any other interested Directors will then declare their interest to the ~~CEO Board Liaison~~ by close of business on April 26, 20219. The ~~CEO Board Liaison~~ will notify the Board of any additional declarations of interest by close of business April 27, 20219. Interested Directors will prepare a one-page Position Statement that summarizes the candidate's interest and relevant experience as it relates to the attached Hospital Board Chair competencies, no later than close of business April 29, 20219.
2. Position Statements will be distributed to Board members along with other routine Hospital Board materials one week in advance of the May 12, 20219 meeting.
3. Position Statements will be made available to the public and posted on the El Camino Hospital website when the Hospital Board materials are issued to the Board.
4. Standard questions for Hospital Board Chair:
 - a. What do you see as the ECH strategic priorities over the coming two years?
 - b. Name three defining roles of an effective Board Chair.
 - c. How would you judge the success of your leadership and the Board at the end of your term?
5. At the May 12, 20219 meeting, Interested Directors will present the information below, in public session, in the sequence outlined. Approximately 25 minutes will be allocated to each Interested Director: five (5) minutes for the Position Statement, ten (10) minutes for responses to standard questions, and (10) ten minutes to respond to general questions from the board and public:
 - a. Each interested director will read his or her Position Statement
 - b. Each interested director will provide responses to the standard questions. (Directors will present one question at a time in random order.)
 - c. The Public will be invited to ask Interested Directors any questions related to the candidate's interest in the position, and relevant experience as it relates to the Hospital Board Chair competencies

- d. The Board will be invited to ask Interested Directors any additional questions related to an Interested Director's candidacy.
6. Upon review and discussion of the candidates, the Board will vote in public session. The current Chair will facilitate the discussion and voting process.
 7. The Hospital Board Chair will be elected by the Board in accordance with the following procedure at a meeting where a quorum is present.
 - a. Preliminary Balloting
 - i. Each Board member shall vote for a candidate via roll call.
 - ii. In the event a majority is not achieved, the vote will be announced for each candidate and the candidate receiving the lowest number of votes will be dropped from the next ballot.
 - iii. This procedure will continue until one candidate receives a majority of the votes cast.
 - iv. -In the event a tie vote occurs (e.g., 3-3 or 4-2-2), Interested Directors may be asked additional questions by Hospital Board members and the balloting procedure will continue until a majority is achieved by one candidate.
 - b. Selection of a Board Chair
 - i. Following the preliminary balloting, the Board shall consider a motion to elect the candidate who has received the majority of the votes in his/her favor.
 - ii. If a motion pursuant to Section 7(b)(i) is not adopted by a majority of the Board members present at the meeting when a quorum is present, the Board shall continue to consider motions until a Board Chair is elected.

Hospital Vice-Chair:

1. At the May ~~128~~, 2021~~9~~ Hospital Board meeting, Interested Directors will announce their candidacy following the successful election of the Hospital Board Chair.
2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.
3. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.

Hospital Secretary/Treasurer:

1. At the May ~~128~~, 2021~~9~~ Hospital Board meeting, Interested Directors will announce their candidacy following the successful election of the Hospital Board Chair and the Hospital Vice-Chair.
2. Interested Directors will be asked questions, which relate to the candidate's experience, by other Hospital Board members in public session.
3. Voting will follow the same procedure as described in the Hospital Board Chair selection and appointment process above.

**COMPETENCY CRITERIA Approved by the ECH Board April 10, 2013; April 8, 2015;
April 2017; March 13, 2019**

HOSPITAL BOARD CHAIR COMPETENCIES

Authors: Neal Cohen, MD (Former Board Chair) and Mark Sickles (Former Governance Committee member)

Original: April 10, 2013

Leadership Effectiveness

- Communicates a compelling and inspired vision of the future
- Aligns interests and efforts
- Inspires and motivates
- Orchestrates multiple activities to accomplish goals
- Achieves results representing “business as unusual”
- Engages the entire board in discussion, deliberation and decision making
- Creates a healthy and respectful dissatisfaction with the status quo

Innovative and Generative Thinking

- Engenders creative thinking on the part of all board members and facilitates transformation of ideas into effective actions that produce extraordinary results
- Fosters the creative process in others
- Thoughtfully identifies what may be missing from analysis and decision making to generate renewal and breakthrough

Organizational Awareness

- Enhances performance of people working at all levels of the organization
- Manages the organization at the strategic and systems level to reduce variation and dysfunction and increase predictability, harmony, and sustainable success
- Makes things happen through others without direct involvement
- Leverages people’s strengths while managing their developmental needs

Collaborative Spirit

- Ensures that the organization sets goals and objectives that are developed collaboratively and are supported by the entire organization
- Ensures the nature and degree of teamwork matches the task at hand
- Creates common ground to foster cooperation
- Transforms conflict into breakthrough
- Seeks information from a variety of sources before making decisions

Professionalism

- Maintains the highest level of integrity in all interactions with staff, leadership and the community at large
- Cool under pressure
- Fosters organizational integrity
- Holds things together during tough times
- Engages in fact-based conversations and root cause problem-solving
- Utilizes resources effectively and efficiently to get things done
- Inspires respect and trust throughout the organization that causes loyalty, dedication, and optimal performance

Strategy

- Ability to guide the board and leadership in identifying creative approaches to addressing current and anticipated challenges within the organization and, from these, determine the appropriate initiatives to pursue to gain competitive advantage and optimize the likelihood of long term success

Fiduciary Responsibilities

Ability to ensure:

- Maintains a commitment to ensuring positive net present value where operating income exceeds the annual cost of capital to the extent possible
- All work is dedicated to meeting or exceeding the expectations of all stakeholders
- Integrity and accuracy of financial statements and reporting systems

Risk & Risk Management

Ability to ensure the systematic approach to risk assessment and to defining risk management strategies related to the following:

- Investment
- Organizational Structure and Function
- Asset Management
- Strategy
- Operations/Finances
- Size/Diversity
- Compliance
- Reputation

Quality and Compliance

Ability to ensure:

- Internal standards far exceed external compliance standards of governmental and regulatory agencies
- Active identification and elimination of non-value-added work
- Pursuit of six sigma: zero defects, zero variability, and zero lead-times
- A customer-centric culture based on safety, efficacy and affordability

Governance

Ability to ensure:

- Alignment of interests and efforts of all stakeholders
- Shared understanding and pursuit of vision, mission, and strategy
- An approach to governance that causes effective leadership and management throughout the organization

ATTACHMENT 11

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

To: Governance Committee
From: Dan Woods, CEO
Date: March 23, 2021
Subject: Review Advisory Committee Structure and Operation

Purpose:

To review the El Camino Hospital Board Advisory Committee Structure, Meeting Frequency and Meeting Times and discuss possible changes.

Summary:

1. **Situation:** In 2012, the El Camino Hospital (ECH) Board of Directors expanded its committee structure and established a cadence for meetings (see attached).
2. **Authority:** Per its Charter, the Committee is responsible for (1) recommending improvements or changes to the on-going governance process and procedures of the Hospital Board in order to enhance overall efficiency of the Board and Advisory Committee Structure and (2) ensuring the Board develops a master Board meeting calendar to establish a cadence of information flow and dialogue, such that the Board has sufficient time to review the minutes and recommendations of the committees. The cadence must accommodate a flow of approvals from Committee to the full Board.
3. **Background:** Since 2012, the Advisory Committee structure and cadence has remained the same with the following exceptions:
 - During FY13 and FY14 the Governance Committee met 10x/Year. Now it meets 5x/year.
 - There was a Strategic Planning Ad Hoc Committee for approximately 18 months during FY15 and FY16.
 - In FY15 and FY16 there was an IT Ad Hoc Committee to oversee the build and deployment of EPIC.
 - In FY19, The Finance Committee added an April meeting to preview the annual budget.
 - Two committees moved their meeting times from 5:30pm to 4:00pm and 5:00pm
4. **Assessment:** The attached chart reflects that ECH's Advisory Committees, on average, meet more frequently than recommended best practice and later in the day than other organizations surveyed. The Governance Institute (TGI) also advised staff that ECH's Committee Structure (i.e. types of committees) is aligned with many other TGI members. The only noted difference is that many organizations have Strategic Planning Committees
5. **Other Reviews:** None.
6. **Outcomes:** N/A
7. **List of Attachments:**
 1. Attachment 1 – Comparison Chart
 2. Best Practice (meeting frequency)

Review Advisory Committee Structure and Operation
March 23, 2021

Suggested Committee Discussion Questions:

1. What are the pros/cons of mid-day Committee meetings for ECH?
2. Could any of ECH's Advisory Committees meet less frequently?
3. Should the ECH Board consider changing anything about its Committee Structure?

Comparison: Types of Committees and Meeting Times

	El Camino Hospital	El Camino Healthcare District	Washington*	Salinas Valley	Marin General Hospital	Marin Healthcare District**	Palomar Health
Regular Board	5:30pm	5:30pm	7:30 am or 6:00pm	4:00pm	5:00pm	7:00pm	5:30pm
Special Board	5:30pm	5:30pm					6:30pm
Quality	5:30pm			8:30am	5:00		3:00pm or 5:30pm
Finance	5:30pm			12:00pm	5:00		12:00pm
Investment	5:30pm				1:00		
Governance	5:30pm				5:00		2:30pm
Executive Compensation	4:00pm						
Compliance and Audit	5:00pm				4:00		5:00pm
Temporary Committees	varies	varies					
Transformation, Strategic Planning and Governance				8:30am			
Personnel, Pension and Investment				12:00pm			
Community Advocacy				8:30am			
Community Relations							5:00pm or 6:00pm
Strategic and Facilities Planning					5:00		3:00pm
Executive Committee					4:00		
Credentialing Committee					6:00		
Human Resources					5:00		5:00pm or 6:00pm

* No Board Committees -
Board meets 3x/month

** Committees not listed
on Website: Chair
Determines Meeting Times

Board and Committee Meeting Frequency

	El Camino	Governance Institute Best Practice
Regular Hospital Board	10x/Year	6x/Year
Special Hospital Board	6x/Year	As Needed
Regular District Board	6x/year	N/A
Special District Board	3-4x/year	N/A
Quality	10x/Year	4-6x/Year
Finance	7x/Year	Monthly or as Needed
Investment	5x/Year	Quarterly
Governance	5x/Year	Quarterly
Executive Compensation	4-5x/Year	No Recommendation (4)
Compliance and Audit	6x/Year	Quarterly
Total	Approximately 63	Approximately 38

ATTACHMENT 17

**EL CAMINO HOSPITAL
HOSPITAL BOARD ADVISORY COMMITTEE MEMBER NOMINATION AND
SELECTION POLICY**

**XX.XX HOSPITAL BOARD ADVISORY COMMITTEE COMMUNITY MEMBER
NOMINATION AND SELECTION POLICY**

A. Coverage:

El Camino Hospital Board Advisory Committees

B. Adopted:

June 12, 2013;

C. Policy:

It is the policy of ECH that appointment of Hospital Board Advisory Committee Community Members to vacant or newly created positions follow the procedure set forth in the attached Document entitled:

Hospital Board Advisory Committee Community Member Nomination and Selection Procedure

1. Length of Service and Term Limits for Committee Members

As provided in the Committee Charters, Committee Community Members will serve a term of one (1) year, renewable annually.

D. Reviewed:

Governance Committee March 31, 2015; October 13, 2020
ECH Board Approved April 8, 2015, November 11, 2020

**EL CAMINO HOSPITAL
HOSPITAL BOARD ADVISORY COMMITTEE COMMUNITY MEMBER
NOMINATION AND SELECTION PROCEDURES**

Adopted February 12, 2014

Revised (Approved) April 8, 2015; November 11, 2020

**01.07 HOSPITAL BOARD ADVISORY COMMITTEE COMMUNITY MEMBER
NOMINATION AND SELECTION PROCEDURES**

A. Coverage: El Camino Hospital Board Advisory Committees

B. Adopted: 2/12/2014

C. Procedure Summary:

The nomination and selection of each Hospital Board Advisory Committee (Advisory Committee) member (Member) shall follow the procedures below.

D. Procedure for Nominating and Appointing an Advisory Committee Community Member:

1. Eligibility and Qualifications

Each Advisory Committee shall determine minimum qualifications and competencies for its Members. In addition, the Governance Committee will periodically conduct a strategic assessment of the respective Advisory Committee's membership needs and ensure that it evolves with the Hospital's strategy.

2. Nomination and Declaration

- a. Nominations for Advisory Committee Community Membership may be received from any source.
- b. The Director, Governance Services will notify the Board, the Advisory Committee members, the Executive Leadership Team and the public of all vacancies for which new Advisory Committee Community Members are being recruited.
- c. A candidate shall submit an application to the Director, Governance Services that includes reason(s) the candidate wishes to serve, the candidate's relevant experience and qualifications, potential conflicts of interest including any personal or professional connections to ECH, a release to permit ECH Human Resources to conduct a background check, and specifies which Advisory Committees that the candidate wishes to be considered for.
- d. If the interested candidate is currently serving on another Advisory Committee at ECH, the candidate shall notify the Chair(s) of the Advisory Committee with a vacancy and the Advisory Committee on which they are serving. The interested candidate shall also notify the Director, Governance Services, provide all application materials, and be subject to all other requirements of this procedure.

- e. All candidates will be considered in the candidate due diligence process.
- f. In the event that no qualified candidates can be found through the routine recruitment procedures of the Hospital, the Committee may, in its discretion, obtain the services of a recruiting firm to identify qualified candidates.

3. Review of Candidates and Selection of New Members.

- a. Any committee recruiting new members shall appoint an Ad Hoc Committee comprised of two members to recruit new members. The Committee Chair shall be given first right of refusal to serve as a member of the Ad hoc Committee,
- b. The Director, Governance Services will forward the names and resumes of all applicants to the Executive Sponsor and the members of the Ad hoc Committee for review.
- c. The Ad hoc Committee, in consultation with the Executive Sponsor, shall (1) select and interview first round candidates and (2) select finalists for interview by the full Committee.
- d. The Committee will interview finalists and recommend appointments to the Board for approval
- e. The Board shall appoint the Advisory Committee Members in accordance with the Hospital Bylaws.

4. Obtaining Approval to Increase the number of Community Members of an Advisory Committee

- a. If an Advisory Committee Chair proposes to increase the number of Community Members of such Chair's Advisory Committee, then the Advisory Committee Chair must submit a brief description of the need (e.g., gap in skill-set) for an increase in membership to the Governance Committee.
- b. Upon review of the request, the Governance Committee shall make a recommendation to the Board whether the Community membership of such Advisory Committee should be increased.

ATTACHMENT 18

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

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: March 23, 2021
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?