



**Minutes of the Open Session of the  
Executive Compensation Committee  
of the El Camino Hospital Board of Directors  
Tuesday, September 28, 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**

**Bob Miller, Chair\*\***  
**Julie Kliger, Vice-Chair\*\***  
**George Ting, MD\*\***  
**Teri Eyre\*\***  
**Jaison Layney\*\***  
 \*\*via teleconference

**Members Absent**

None

**Others Present**

**Dan Woods, CEO**  
**Greg Souza, Interim CHRO**  
**Julie Johnston, Director, Total Rewards**  
**Heidi O'Brien, Mercer\*\***  
**Rob Kirkpatrick, Mercer\*\***  
**Hope Walczak, Director, Total Rewards\*\***  
**Stephanie Iljin, Supervisor**  
**Shiraz Ali, Director, Office of the CEO**

| <b>Agenda Item</b>   | <b>Comments/Discussion</b>  | <b>Approvals/<br/>Action</b>             |
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| <b>1. CALL TO ORDER/<br/>ROLL CALL</b>                           | The open session meeting of the Executive Compensation Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at <b>4:03 pm</b> by Chair Bob Miller. 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.<br><br>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.   |  |
| <b>2. POTENTIAL<br/>CONFLICT OF<br/>INTEREST<br/>DISCLOSURES</b> | Chair Miller asked the Committee members for declarations of conflict of interest with any agenda items, and none were noted.   |  |
| <b>3. PUBLIC<br/>COMMUNICATION</b>                               | None.   |  |
| <b>4. CONSENT CALENDAR</b>                                       | Chair Miller asked if a member of the Committee or the public wished to remove an item from the consent calendar; none were removed. Jaison Layney recommended revising the 5/27 open session minutes to reflect that two committee members were absent on agenda items 17, 18, 19, and 22 and did not vote as indicated.<br><br><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting (5/27/2021) as revised, Policy Revisions; and for information: Progress Against FY21 Committee Goals.<br><br><b>Movant:</b> Layney<br><b>Second:</b> Eyre<br><b>Ayes:</b> Eyre, Miller, Ting, Kliger<br><b>Noes:</b> None<br><b>Abstentions:</b> None<br><b>Absent:</b> None<br><b>Recused:</b> None | <b>Consent<br/>calendar<br/>approved</b> |
| <b>5. REPORT ON BOARD<br/>ACTIONS</b>                            | Chair Miller asked the Committee for feedback and/or questions on the Report on the Board Actions, as further detailed in the packet.   |  |
| <b>6. PROPOSED FY21<br/>ORGANIZATIONAL<br/>PERFORMANCE</b>       | Dan Woods, CEO, presented the FY21 organizational performance incentive plan score to the Committee.  |  |

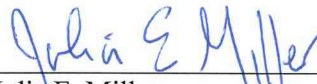
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| <p><b>INCENTIVE PLAN SCORE</b></p>  | <p><b>Motion:</b> To recommend the Organizational Performance Incentive Plan Score to the El Camino Health Board for approval.</p> <p><b>Movant:</b> Ting<br/> <b>Second:</b> Layney<br/> <b>Ayes:</b> Eyre, Miller, Ting, Layney<br/> <b>Noes:</b> None<br/> <b>Abstentions:</b> Kliger<br/> <b>Absent:</b> None<br/> <b>Recused:</b> None</p>   |  |
| <p><b>7. ADJOURN TO CLOSED SESSION</b></p>  | <p><b>Motion:</b> To adjourn to closed session at <b>4:35 pm</b>.</p> <p><b>Movant:</b> Ting<br/> <b>Second:</b> Kliger<br/> <b>Ayes:</b> Eyre, Miller, Ting, Layney, Kliger<br/> <b>Noes:</b> None<br/> <b>Abstentions:</b> None<br/> <b>Absent:</b> None<br/> <b>Recused:</b> None</p>  | <p><i>Adjourned to closed session at 4:35 pm</i></p>           |
| <p><b>8. AGENDA ITEM 16: PROPOSED FY21 PERFORMANCE INCENTIVE PLAN PAYOUTS</b></p> | <p>The open session was reconvened at <b>5:34 pm</b>.<br/>         Agenda items 8-15 were addressed in the closed session.<br/>         During the closed session, the Committee approved the Closed Session minutes of the 5/27/2020 ECC Meeting, Proposed FY21 Individual Executive Performance Incentive Plan Goals, and discussed Proposed FY21 Performance Incentive Payout Plans, FY22 Executive Base Salaries and Salary Ranges.</p> <p><b>Motion:</b> To approve proposed Proposed FY21 Performance Incentive Plan Payouts with removal of payouts for Chief Medical Officer and Chief Nursing Officer</p> <p><b>Movant:</b> Layney<br/> <b>Second:</b> Kliger<br/> <b>Ayes:</b> Eyre, Miller, Ting, Layney, Kliger<br/> <b>Noes:</b> None<br/> <b>Abstentions:</b> None<br/> <b>Absent:</b> None<br/> <b>Recused:</b> None</p> | <p><i>Approved FY21 Performance Incentive Plan Payouts</i></p> |
| <p><b>9. AGENDA ITEM 17: PROPOSED FY22 EXECUTIVE SALARY RANGES</b></p>            | <p><b>Motion:</b> To approve Proposed FY22 Executive Salary Ranges</p> <p><b>Movant:</b> Eyre<br/> <b>Second:</b> Layney<br/> <b>Ayes:</b> Eyre, Miller, Ting, Layney, Kliger<br/> <b>Noes:</b> None<br/> <b>Abstentions:</b> None<br/> <b>Absent:</b> None<br/> <b>Recused:</b> None</p>   | <p><i>Approved Proposed FY22 Executive Salary Ranges</i></p>   |

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| <p><b>10. AGENDA ITEM 18:<br/>PROPOSED FY22<br/>EXECUTIVE BASE<br/>SALARIES</b></p> | <p><b>Motion:</b> To approve Proposed FY22 Executive Base Salaries<br/><b>Movant:</b> Layney<br/><b>Second:</b> Kliger<br/><b>Ayes:</b> Eyre, Miller, Ting, Layney, Kliger<br/><b>Noes:</b> None<br/><b>Abstentions:</b> None<br/><b>Absent:</b> None<br/><b>Recused:</b> None</p>   | <p><i>Approved<br/>Proposed FY22<br/>Executive Base<br/>Salaries</i></p> |
| <p><b>11. AGENDA ITEM 19: AD<br/>HOC COMMITTEE<br/>REPORT</b></p>                   | <p>Jaison Layney and Teri Eyre provided an update on the Ad Hoc Committee's efforts towards finding a Community Member to add to the Executive Compensation Committee. The Ad Hoc Committee expects to bring forward two finalists at the next Committee meeting for the Committee's review and selection of a Community Member.</p> |  |
| <p><b>12. AGENDA ITEM 20:<br/>FY22 PACING PLAN<br/>AND GOALS</b></p>                | <p>The Committee reviewed the FY22 Pacing Plan and Goals.<br/>The Committee agreed to submit a recommended change of process to the Governance Committee for approval. This change would remove the need to approve the Letter of Reasonableness for either the Committee or the Board of Directors.</p>                             |  |
| <p><b>13. AGENDA ITEM 21:<br/>CLOSING COMMENTS</b></p>                              | <p>Per Teri's request, at a future meeting, the Committee will review the process for compensating new executives that are hired mid-year and balancing the hiring bonus with incentive pay.<br/><br/>Chair Miller thanked the Committee, all staff and other participants for their work and insights.</p>                          |  |
| <p><b>14. AGENDA ITEM 22:<br/>ADJOURNMENT</b></p>                                   | <p><b>Motion:</b> To adjourn at 5:43 pm.<br/><b>Movant:</b> Kliger<br/><b>Second:</b> Ting<br/><b>Ayes:</b> Eyre, Miller, Ting, Layney, Kliger<br/><b>Noes:</b> None<br/><b>Abstentions:</b> None<br/><b>Absent:</b> None<br/><b>Recused:</b> None</p>   | <p><i>Meeting<br/>adjourned at<br/>5:43 pm</i></p>                       |

**Attest as to the approval of the foregoing minutes by the Executive Compensation Committee and the Board of Directors of El Camino Hospital.**



Bob Miller  
Chair, Executive Compensation Committee



Julia E. Miller  
Secretary, ECH Board of Directors

Prepared by: Shiraz Ali, Director, Office of the CEO