



**Minutes of the Open Session of the  
Executive Compensation Committee  
of the El Camino Hospital Board of Directors  
Thursday, November 4, 2021**

Pursuant to Government code section 54953(e)(1), El Camino Health will not be providing a physical location to the public for this meeting. Instead, the public is invited to join the open session meeting via teleconference at:

**Members Present**

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

**Members Absent**

\*\*via teleconference

**Others Present**

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

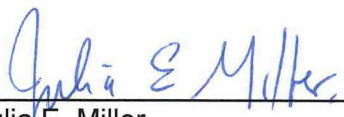
Agenda Item	Comments/Discussion	Approvals/ Action
<p><b>1. CALL TO ORDER/ ROLL CALL</b></p>	<p>The open session meeting of the Executive Compensation Committee of El Camino Hospital (the "<u>Committee</u>") was called to order at <b>4:00</b> pm by Chair Bob Miller. A verbal roll call was taken. All Committee members that were present participated via teleconference and videoconference pursuant to Santa Clara County's shelter in place order.</p> <p>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.</p>	
<p><b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b></p>	<p>Chair Miller asked the Committee members for declarations of conflict of interest with any agenda items, and none were noted.</p>	
<p><b>3. PUBLIC COMMUNICATION</b></p>	<p>None.</p>	
<p><b>4. CONSENT CALENDAR</b></p>	<p>Chair Miller asked if any member of the Committee or the public wished to remove an item from the consent calendar. None were removed.</p> <p>Mr. Layney clarified his original request to revise 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. Chair Miller asked the ECH staff to make the requested corrections.</p> <p>Chair Miller further requested that "review and approve the letter of reasonableness" be reflected as a closed consent calendar item on the committee goals and pacing plan.</p> <p><b>Motion:</b> To approve the amended Minutes of the Open Session of the ECC Meeting (9/28/2021) and pacing plan.</p> <p><b>Movant:</b> Layney <b>Second:</b> Kliger <b>Ayes:</b> Eyre, Kliger, Layney, Miller, and Ting <b>Noes:</b> None <b>Abstentions:</b> None</p>	

	<p><b>Absent:</b> None  <b>Recused:</b> None</p>	
5. <b>REPORT ON BOARD ACTIONS</b>	<p>Chair Miller reported that the Board reviewed and approved the recommended changes to the Executive Compensation Committee Charter, namely the revised process of the Letter of Rebuttable Presumption.</p>	
6. <b>EXECUTIVE COMPENSATION COMMITTEE CANDIDATE INTERVIEWS</b>	<p>Chair Miller and committee members interviewed the following two finalists for Executive Compensation Committee membership:</p> <ol style="list-style-type: none"> <li>1. Estrella Parker</li> <li>2. Alessandra Yockelson</li> </ol>	
7. <b>RECOMMEND TO APPOINT EXECUTIVE COMPENSATION COMMITTEE MEMBERS</b>	<p>Chair Miller asked the Committee for their feedback on the two finalists, and a brief discussion ensued.</p> <p><b>Motion:</b> To recommend that the Board increase the number of community members on the committee maximum from 4 to 5 and appoint both Estrella and Alessandra for those vacancies.</p> <p><b>Movant:</b> Eyre  <b>Second:</b> Ting  <b>Ayes:</b> Eyre, Kliger, Layney, Miller, and Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p> <p>The Committee noted that if the Board approves the recommendation and both candidates do not accept, continued recruitment would not occur.</p>	
8. <b>EXECUTIVE RELOCATION PROGRAM</b>	<p>Chair Miller introduced Heidi O'Brien from Mercer and asked for further detail on the Executive Relocation Program. Ms. O'Brien reviewed the recommendations, and a discussion ensued.</p> <p>Ms. Eyre expressed concern regarding number 4 of the policy; use of an ECH-owned home. Chair Miller expressed the same concern, and Ms. Eyre advised that this item be removed.</p> <p>Mr. Souza requested that if number 4 of the policy is removed, we add a temporary housing allowance in place of number 4.</p> <p>Ms. Eyre advised removing the word "policy" from the recommendations.</p> <p>Chair Miller clarified that this is an informative discussion, and the Committee is here to provide support.</p> <p>Mr. Woods suggested that the word policy be replaced with "Guidelines."</p> <p>There was consensus from the committee members with the proposed revisions.</p>	
9. <b>FY21 CEO PERFORMANCE REVIEW PROCESS AND FY22 RECOMMENDATIONS</b>	<p>Chair Miller asked Heidi O'Brien from Mercer to present the FY21 CEO Performance Review Process and provide details to the committee members regarding the recommendation to ensure that the FY22 Review is aligned with the Board's pacing of CEO Score and Payout. A brief discussion ensued.</p>	

	<i>*Mr. Layney left the meeting at 5:48 pm.</i>	
<b>10. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at <b>5:49 pm</b>.</p> <p><b>Movant:</b> Ting  <b>Second:</b> Kliger  <b>Ayes:</b> Eyre, Kliger, Miller, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Layney  <b>Recused:</b> None</p>	<b>Adjourned to closed session at 5:49 pm</b>
<b>11. AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT</b>	<p>The open session was reconvened at <b>6:26 pm</b>.</p> <p>Agenda items 11-13 were addressed in the closed session.</p> <p>The Committee approved the Closed Session Minutes of the 9/28/2021 ECC Meeting and the Individual Executive Goals Update during the closed session.</p>	
<b>12. AGENDA ITEM 15: FY21 PACING PLAN AND GOALS</b>	<p>Chair Miller and the Committee addressed this during agenda item # 4 consent calendar.</p>	
<b>13. AGENDA ITEM 16: SEMI-ANNUAL EXECUTIVE COMPENSATION CONSULTANT REVIEW</b>	<p>Chair Miller opened the discussion for the Semi-Annual Executive Compensation Consultant Review.</p> <p>The Committee reviewed the effectiveness of the currently engaged Executive Compensation Consultant. The Committee's consensus was that the materials presented by Mercer are well reasoned and bring forward a meaningful process.</p>	
<b>14. AGENDA ITEM 17: CLOSING COMMENTS</b>	None	
<b>15. AGENDA ITEM 18: ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at <b>6:32 pm</b>.</p> <p><b>Movant:</b> Ting  <b>Second:</b> Kliger  <b>Ayes:</b> Eyre, Kliger, Miller, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Layney  <b>Recused:</b> None</p>	<b>Meeting adjourned at 6:32 pm</b>

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

  
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 Bob Miller  
 Chair, Executive Compensation Committee

  
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 Julia E. Miller  
 Secretary, ECH Board of Directors

Prepared by: Stephanie Iljin, Manager of Administration