



**Minutes of the Open Session of the  
Executive Compensation Committee  
of the El Camino Hospital Board of Directors  
Thursday, March 3, 2022**

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.

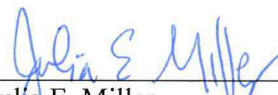
<p><b><u>Members Present</u></b>  <b>Bob Miller</b>, Chair  <b>Julie Kliger</b>, Vice-Chair**  <b>Teri Eyre**</b>  <b>Jaison Layney**</b>  <b>Estrella Parker**</b> (joined at 4:19 pm)  <b>George Ting, MD</b>  <b>Alessandra Yockelson**</b> (left at 4:45 pm)</p>	<p><b><u>Members Absent</u></b>  None  **via teleconference</p>	<p><b><u>Others Present</u></b>  <b>Dan Woods</b>, CEO  <b>Tamara Stafford</b>, Director, Talent Development/EWHS  <b>Julie Johnston</b>, Director, Total Rewards  <b>Heidi O'Brien</b>, Mercer**  <b>Shiraz Ali</b>, Director, Office of the CEO  <b>Michele Collaco</b>, Executive Assistant</p>
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<b>Agenda Item</b>	<b>Comments/Discussion</b>	<b>Approvals/ Action</b>
<b>1. CALL TO ORDER/ ROLL CALL</b>	<p>The open session meeting of the Executive Compensation Committee of El Camino Hospital (the "<u>Committee</u>") was called to order at 4:00 pm by Chair Bob Miller. A verbal roll call was taken. All Committee members were present except for Estrella Parker.</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>	
<b>2. INTRODUCTION OF NEW COMMITTEE MEMBERS</b>	Chair Miller briefly introduced the new Executive Compensation Committee Members, Alessandra Yockelson and Estrella Parker.	
<b>3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Miller asked if any Committee members had a conflict of interest with any agenda items. No conflicts were noted.	
<b>4. PUBLIC COMMUNICATION</b>	None.	
<b>5. CONSENT CALENDAR</b>	<p>Chair Miller 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><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Executive Compensation Committee Meeting (11/04/2021)</p> <p><b>Movant:</b> Ting  <b>Second:</b> Layney  <b>Ayes:</b> Eyre, Kliger, Layney, Miller, Ting, Yockelson  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Parker  <b>Recused:</b> None</p>	<b><i>Consent calendar approved</i></b>
<b>6. REPORT ON BOARD ACTIONS</b>	<p>Chair Miller asked the Committee for any questions or feedback on the Report on the Board Actions, as further detailed in the packet.</p> <p>None were noted.</p>	
<b>7. COMMITTEE PLANNING</b>	<p>Chair Miller reviewed the Proposed FY23 Committee Goals/Pacing Plan and requested the following revisions:</p> <ul style="list-style-type: none"> <li>Semi-annual evaluation of the ECC consultant changed to an annual evaluation and paced on the plan towards the end of the fiscal year</li> </ul>	

	<ul style="list-style-type: none"> <li>• Addition of Executive Performance Evaluations Process and Executive Benefits (not conducted every year)</li> <li>• Reschedule the RFP to November meeting cadence</li> </ul>	
8. <b>ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 4:10 pm.</p> <p><b>Movant:</b> Ting  <b>Second:</b> Kliger  <b>Ayes:</b> Eyre, Kliger, Layney, Miller, Ting, Yockelson  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Parker  <b>Recused:</b> None</p>	<i>Adjourned to closed session at 4:10 pm</i>
9. <b>AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</b>	<p>The open session was reconvened at 5:22 pm.</p> <p>Agenda items 9-14 were addressed in the closed session.</p> <p>During the closed session, the Committee approved the Closed Session Minutes of the 11/04/2021 ECC Meeting by a unanimous vote of all members present (Eyre, Kliger, Layney, Miller, Ting, Yockelson).</p>	
10. <b>AGENDA ITEM 16: PROGRESS AGAINST FY22 COMMITTEE GOALS AND PACING PLAN</b>	<p>Chair Miller asked that the Review Potential Policy Changes be noted as not applicable in Q3 of the goals and pacing plan. The verbiage on Q4 Review and Approve FY23 individual Executive Incentive Goals will be changed to FY23 Individual Executive Strategic Pick List.</p>	
11. <b>AGENDA ITEM 17: CLOSING COMMENTS</b>	<p>There were no additional comments from the Committee.</p>	
12. <b>AGENDA ITEM 18: ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at 5:27 pm.</p> <p><b>Movant:</b> Ting  <b>Second:</b> Kliger  <b>Ayes:</b> Eyre, Kliger, Layney, Miller, Parker, Ting  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Yockelson  <b>Recused:</b> None</p>	<i>Meeting adjourned at 5:27 pm</i>

**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: Michele Collaco, Executive Assistant II, Administration