

**AGENDA**  
**GOVERNANCE COMMITTEE OF THE**  
**EL CAMINO HOSPITAL BOARD OF DIRECTORS**

**Wednesday, October 25, 2022– 5:30 pm**

El Camino Hospital | 2500 Grant Road Mountain View, CA 94040

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:

**1-669-900-9128**, MEETING CODE: **995-7941-3087#**. 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 that the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>1. CALL TO ORDER/ROLL CALL</b>	Lanhee Chen, Chair		<b>5:30 – 5:31pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Lanhee Chen, Chair		<b>information</b> <b>5:31 – 5:33</b>
<b>3. PUBLIC COMMUNICATION</b> 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	Lanhee Chen, Chair		<b>information</b> <b>5:33 – 5:36</b>
<b>4. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <b>Approval</b> a. <a href="#">Minutes of the Open Session of the Governance Committee Meeting (08/31/2022)</a> b. <a href="#">Governance Committee Pacing Plan</a>	Lanhee Chen, Chair	<i>public comment</i>	<b>motion required</b> <b>5:36 – 5:38</b>
<b>5. <a href="#">REPORT ON BOARD ACTIONS</a></b>	Lanhee Chen, Chair		<b>information</b> <b>5:38 – 5:43</b>
<b>6. <a href="#">INCLUSION, DIVERSITY, EQUITY, AND BELONGING</a></b>	Dan Woods, Chief Executive Officer Deanna Dudley, Chief Human Resources Officer		<b>discussion</b> <b>5:43 – 6:03</b>
<b>7. GOVERNANCE BEST PRACTICES</b> – <a href="#">FY23 Committee Goals Crosswalk Update</a>	Dan Woods, Chief Executive Officer	<i>public comment</i>	<b>possible motion</b> <b>6:03 – 6:23</b>
<b>8. POLICY REVISION</b> – <a href="#">Board and Advisory Committee Continuing Education Policy</a>	Lanhee Chen, Chair	<i>public comment</i>	<b>possible motion</b> <b>6:23 – 6:33</b>

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>9. EDUCATION PLANNING</b> – <a href="#">Joint Board and Committee Education Session February 2023</a>	Dan Woods, Chief Executive Officer	<i>public comment</i>	<b>possible motion 6:33 – 7:00</b>
<b>10. ADJOURN TO CLOSED SESSION</b>	Lanhee Chen, Chair	<i>public comment</i>	<b>motion required 7:00– 7:01</b>
<b>11. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Lanhee Chen, Chair		<b>information 7:01 – 7:01</b>
<b>12. CONSENT CALENDAR</b> <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> <b>Approval</b> <i>Gov't Code Section 54957.2:</i> – Minutes of the Closed Session of the Governance Committee Meeting (08/31/22)	Lanhee Chen, Chair		<b>motion required 7:02 – 7:03</b>
<b>13. ADJOURN TO OPEN SESSION</b>	Lanhee Chen, Chair		<b>motion required 7:03– 7:04</b>
<b>14. RECONVENE OPEN SESSION/ REPORT OUT</b>	Lanhee Chen, Chair		<b>information 7:04 – 7:05</b>
To report any required disclosures regarding permissible actions taken during Closed Session.			
<b>15. ROUNDTABLE</b>	Lanhee Chen, Chair		<b>discussion 7:05 – 7:09</b>
<b>16. ADJOURNMENT</b>	Lanhee Chen, Chair	<i>public comment</i>	<b>motion required 7:09 – 7:10 pm</b>

**Upcoming Committee Meetings:** February 7, 2023; May 2, 2023

**Upcoming Education/Retreat Sessions:** February 2023 (Education); August 2023 (Retreat)



**Minutes of the Open Session of the  
Governance Committee of the  
El Camino Hospital Board of Directors  
Wednesday, August 31, 2022**

Pursuant to Government Code Section 54953(e)(1), 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\*\***  
**Lanhee Chen, Chair**  
**Michael Kasperzak**  
**Julia Miller**  
**Don Watters\*\***

**Members Absent**  
**Christina Lai**  
  
*\*Director Kasperzak was absent during roll call; but arrived at 5:31 pm*

\*\*via teleconference

**Others Present**  
**Dan Woods, CEO**  
**George Anderson, Spencer Stuart\*\***  
**Holly Beeman, MD, Chief Quality Officer**  
**Stephanie Iljin, Manager of Administration**  
**Erica Osborne, Via Healthcare Consulting (Via)\*\***  
**Marianne Vicencio, Via\*\***

Agenda Item	Comments/Discussion	Approvals/ Action
<b>1. CALL TO ORDER/ ROLL CALL</b>	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at <b>5:30 pm</b> by Lanhee Chen, Chair. A verbal roll call was taken. A quorum was present under Government Code Section 54953(e)(1).	<b><i>Called to order at 5:30 pm</i></b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Chair Chen asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
<b>3. PUBLIC COMMUNICATION</b>	None.	
<b>4. CONSENT CALENDAR</b>	<p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (06/02/2022), and for information: Pacing Plan.</p> <p>Director Watters requested that agenda item 4a. <i>Minutes of the Open Session of the Governance Committee Meeting (06/02/2022)</i> be revised to reflect that the Committee Goals (#8) and Committee Pacing Plans (#9) were approved with the provision that all the committees revise both their goals/pacing plans to reflect the strategic framework and value proposition that were approved by the board. This is to be done by the end of the calendar year.</p> <p>The discussion of revised committee goals and pacing plans will be added to the next governance committee meeting agenda.</p> <p><b>Movant: Watters</b>  <b>Second: Miller</b>  <b>Ayes:</b> Alvares, Chen, Kasperzak, Miller, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Lai</p>	<p><b><i>The Consent Calendar was approved.</i></b></p> <p><b><i>Follow up:</i></b>            The discussion of revised committee goals and pacing plans will be added to the next governance committee meeting agenda.</p>

	<b>Recused:</b> None	
<p><b>5. GOVERNANCE BEST PRACTICE</b></p>	<p>Dan Woods, CEO, introduced George Anderson from Spencer Stuart who provided a debrief on the annual board self-assessment results.</p> <p>Mr. Anderson reported the annual assessment was complete with a 100% response rate from the board. All board members were asked questions regarding the board, while committee questions were answered only by board members that sat on that committee.</p> <p>Key takeaways include:</p> <ul style="list-style-type: none"> <li>• The board strives for and is making steady improvements in overall performance. This is reflected by the high aggregate scores on individual contributions to the board and that the board and executive management exhibit mutual trust and respect.</li> <li>• Succession planning for the board and its committees was identified as the greatest area of opportunity. It was included on board action plan approved by the board on December 8, 2021 and remains a work in progress.</li> <li>• Additional areas of opportunity explored by the committee included:             <ul style="list-style-type: none"> <li>○ The need for continued focus on the distinction between governance versus management.</li> <li>○ The onboarding process for new board members, including education on the role of the board</li> </ul> </li> </ul>	
<p><b>6. REPORT ON BOARD ACTIONS</b></p>	<p>Chair Chen reported on the Board Actions, as detailed in the packet materials. Mr. Woods reported he is pleased to have a new chief operating officer and soon, a new chief human resources officer on the leadership team.</p>	
<p><b>7. VICE CHAIR APPOINTMENT</b></p>	<p>Chair Chen recommended that Don Watters be appointed to vice chair of the committee. No discussion or public comment.</p> <p><b>Motion:</b> To approve appointing Don Watters as vice chair of the Governance Committee.  <b>Movant:</b> Chen  <b>Second:</b> Miller  <b>Ayes:</b> Alvares, Chen, Kasperzak, Miller, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Lai  <b>Recused:</b> None</p>	
<p><b>8. DIVERSITY, EQUITY, AND INCLUSION (DEI)</b></p>	<p>Mr. Woods reported that the organization is in the process of developing a new request for proposal (RFP) for a new DEI consultant.</p> <p>Holly Beeman, MD, chief quality officer, explained the strategy that is being employed to identify gaps in health equity in patient outcomes.</p>	

	<p>Members engaged in discussion, and questions were asked and answered.</p>	
<p><b>9. EDUCATION PLANNING</b></p>	<p>The committee then engaged in a discussion regarding board education planning. Mr. Woods reviewed the proposed topics and requested the committee provide feedback on the draft FY23 Board Education Plan which includes the following topics:</p> <ol style="list-style-type: none"> <li>1. Forecasted Trends and Environment Factors; Determining Key Areas of Emphasis for FY24</li> <li>2. FY23 Successes and Lessons Learned.</li> </ol> <p>As part of the discussion, committee members made the following suggestions:</p> <ul style="list-style-type: none"> <li>• Committee members could be brought into these education discussions as a way to better inform and prepare them to step into a board role.</li> <li>• Include a deeper dive into ECH’s competition as part of the trends and environmental factors.</li> <li>• Consider taking an “inside-outside” approach to the education sessions. Outside speakers could be engaged to provide a longer term, wider perspective on environment trends and factors while ECH staff could provide context from the inside point of view.</li> </ul>	
<p><b>10. RECOMMENDATION FOR ADVISORS TO THE APPOINTMENT AND RE-APPOINTMENT OF NON-ELECTED / APPOINTED BOARD MEMBERS TO THE EL CAMINO HOSPITAL BOARD OF DIRECTORS</b></p>	<p>Chair Chen stated that this agenda item is not a governance committee item so there was no motion or discussion.</p>	
<p><b>11. ADJOURN TO CLOSED SESSION</b></p>	<p><b>Motion:</b> To adjourn to closed session at <b>6:37</b> pm.  <b>Movant:</b> Miller  <b>Second:</b> Chen  <b>Ayes:</b> Alvares, Chen, Kasperzak, Miller, Watters  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> Lai  <b>Recused:</b> None</p>	<p><b><i>Adjourned to closed session at 6:37 pm</i></b></p>
<p><b>12. AGENDA ITEM 15: RECONVENE OPEN SESSION/ REPORT OUT</b></p>	<p>The open session was reconvened at <b>6:38</b> pm. Agenda items 12 and 13 were addressed in the closed session. During the closed session, the Committee approved the Closed Session Minutes of the 06/02/22 Governance Committee meeting by a unanimous vote of all the Committee members present. Committee members Alvares, Chen, Kasperzak, Miller, and Watters were present. Director Lai was absent.</p>	

<b>13. AGENDA ITEM 16: ROUND TABLE DISCUSSION</b>	During Covid-19 restrictions, education conferences were cancelled, but there is a desire by the committee to ensure all board members are encouraged to begin attending conferences once again.  The committee also discussed a desire to have an off-site meeting to allow for more time for input and discussion, and team building activities.	
<b>14. AGENDA ITEM 17: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at <b>6:44</b> pm.  <b>Movant:</b> Alvares <b>Second:</b> Watters <b>Ayes:</b> Alvares, Chen, Kasperzak, Miller, Watters <b>Noes :</b> None <b>Abstentions:</b> None <b>Absent:</b> Lai <b>Recused:</b> None	<b><i>The meeting was adjourned at 6:44 pm.</i></b>

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

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Lanhee Chen  
Chair, Governance Committee

Governance Committee												
AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	8/31	SEP	10/25	NOV	DEC	JAN	2/7	MAR	APR	5/7	JUN
<b>STANDING AGENDA ITEMS</b>												
Consent Agenda items		✓		✓				✓			✓	
Approve Minutes		✓		✓				✓			✓	
<b>DISCUSSION ITEMS / COMMITTEE ACTIONS</b>												
Board Education		✓						✓				
Board Actions		✓										
Assess ECH Board Structure		✓										
Confirm Self-Assessment Sent to District		✓										
GC Self-Assessment Results		✓										
Review Policy and Procedure for Advisory Committee Member Nomination Selection								✓				
Policy Review - Per Policy Review Timeline (under development)											✓	
Assess Progress against Board Against Plan											✓	
Hospital Board Member Competencies, Including Diversity								✓				
Delegation of Authority to Approach ECH Community Benefit Grant Funding to Finance Committee								✓				
Set Gov. Committee Dates								✓				
Assess Governance Structure Resiliency								✓				
Review Advisory Committee Structure								✓				
Develop next FY Gov. Committee Goals											✓	
Review Advisory Committee and Committee Chair Assignments											✓	
Review Progress Against Goals											✓	
Finalize Next FY Master Calendar											✓	
<b>PLANNING SESSIONS</b>												
Plan for February Joint Education Session		✓		✓								
Board Education Plan								✓				
Plan for August Board Retreat								✓				

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

**To:** Governance Committee  
**From:** Lanhee Chen, Governance Committee Chair  
**Date:** October 25, 2022  
**Subject:** Report on Board Actions

**Purpose:**

To keep the Committee informed regarding actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

**Summary:**

1. **Situation:** It is essential to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive; still, it includes agenda items the Board voted on that are most likely to be of interest to or pertinent to 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 once. In addition, since the Board has delegated specific authority to the Executive Compensation Committee, the Compliance and Audit Committee, and the Finance Committee, those approvals are also noted in this report.

<b>Board/Committee</b>	<b>Meeting Date</b>	<b>Actions</b> (Approvals unless otherwise noted)
<b>ECH Board</b>	September 14, 2022	<ul style="list-style-type: none"> <li>- Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings</li> <li>- Exception to Physician Financial Arrangements Policy</li> <li>- Neuro-Interventional Call Panel (MV)</li> <li>- Policies, Plans, and Scope of Services</li> </ul>
	October 12, 2022	<ul style="list-style-type: none"> <li>- Continuation of Resolution 2021-10 of the Board of Directors Making Findings and Determinations Under AB 361 for Teleconference Meetings</li> <li>- Policies, Plans, and Scope of Services</li> <li>- FY22 CEO Performance Incentive Individual Score</li> <li>- FY22 Audited Financial Report</li> <li>- FY22 CEO Performance Incentive Plan Payout</li> <li>- FY23 CEO Base Salary</li> <li>- FY22 Organization Performance Incentive Plan Score</li> </ul>
<b>ECHD Board</b>	October 18, 2022	<ul style="list-style-type: none"> <li>- FY22 Year-End Community Benefit Report</li> <li>- Annual Adoption of Community Benefit Grants Policy</li> <li>- FY24 Community Benefit Board Policy Guidance and FY23 Update</li> </ul>



Report on Board Actions  
 October 25, 2022

Board/Committee	Meeting Date	Actions (Approvals unless otherwise noted)
<b>Executive Compensation Committee</b>	September 13, 2022	<ul style="list-style-type: none"> <li>- Proposed FY22 individual performance incentive plan scores</li> <li>- Proposed FY22 performance incentive play payouts</li> <li>- Proposed FY23 individual executive strategic pick goals (Chief Quality Officer and Chief Growth Officer)</li> <li>- Proposed FY23 executive salary ranges</li> <li>- Proposed FY23 executive base salaries</li> <li>- Proposed FY23 CEO base salary range</li> </ul>
<b>Compliance and Audit Committee</b>	September 28, 2022	<ul style="list-style-type: none"> <li>- FY 2022 Consolidated Financial Statements, 403 (b) and Cash Balance Audit Results</li> </ul>
<b>Finance Committee</b>	September 27, 2022	<ul style="list-style-type: none"> <li>- N/A</li> </ul>

**List of Attachments:** None.

**Suggested Committee Discussion Questions:** None.

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

**To:** Governance Committee  
**From:** Dan Woods, Chief Executive Officer  
**Date:** October 25, 2022  
**Subject:** El Camino Health Inclusion, Diversity, Equity and Belonging

**Purpose:** To keep the Committee informed regarding progress in evolving the El Camino Health (ECH) culture to emphasize Inclusion, Diversity, Equality and Belonging (I-DEB).

**Summary:**

1. **Situation:** The ECH Board of Directors has emphasized the need to evaluate and potentially evolve ECH's culture regarding I-DEB. The goal is to collaborate with the Board of Directors, Board Committees, and staff to understand the views, beliefs and needs of the Board and ECH as a whole.
2. **Authority:** The Governance Committee is to advise and assist the El Camino Hospital Board of Directors in matters related to governance, board development, board effectiveness, and board composition. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards. The Committee has taken the responsibility to partner with management to engage a consultant who will help ECH continue moving the organization's I-DEB efforts forward.
3. **Background:** In August, management distributed a Request for Proposal (RFP) to three consulting advisors for diversity, equity, and inclusion advisory and consulting services. This RFP focused on supporting the Board and its Committees. ECH received one response. Given the low response rate, management updated the scope of work in the Request for Proposal to include the Board, its Committees, and the ECH organization.
4. **Assessment:** Over the years, ECH leadership has made diversity a higher emphasis. Recent actions include establishing the I-DEB Steering Committee, which is focused on aligning leadership and initiatives with the demographics of ECH staff and service area.

ECH has also created a Director of Diversity position to help lead the organization's I-DEB efforts and monitor its progress.

To continue advancing its efforts in regards to diversity, equity, inclusion and belonging, ECH created an initial Request for Proposal for diversity, equity and inclusion advisory and consulting services. The response rate to the initial RFP was low which has caused a delay in the timing for this work. The organization has revised the RFP to broaden the scope of opportunity – expanding to include

the Board, its Committee and the ECH organization. Management believes the expanded scope will allow the organization to receive multiple responses to its Request for Proposal which in turn will help ECH continue its focus on enhancing diversity, equity, inclusion, and belonging throughout the organization.

The revised Request for Proposal was distributed to four firms in October, and responses are due in November. Oral presentations, decision, and negotiation of a service agreement are targeted for completion in December.

5. Other Reviews: None

6. Outcomes:

Diversity Director – Management is in the final stages of recruitment with a top candidate.

Health Equity – This work focused on understanding how race, ethnicity, and social determinants of health (SDOH) effect the quality of care patients receive at ECH. An ECH taskforce will study data from patient self-reporting in the areas of language, race, ethnicity, and social determinants of health (SDOH) to better understand health outcomes at ECH and develop strategies for closing gaps that may exist.

**List of Attachments: None**

**Suggested Discussion Questions: None**

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

**To:** Governance Committee  
**From:** Dan Woods, CEO  
**Date:** October 25, 2022  
**Subject:** Committee Goals linked to ECH's Value Proposition and Strategic Framework

**Purpose:**

To update the Governance Committee on the initiative to align committee goals and pacing plans to El Camino Health's Value Proposition and Strategic Framework.

**Summary:**

1. **Situation:** The Governance Committee requested that each Board Committee review the goals and pacing plans to ensure alignment between the goals/metrics and the new Value Proposition and Strategic Framework (strategic plan).
2. **Authority:** It is within the Committee's chartered responsibilities to support board advisory committee alignment with organizational strategy and goals.
3. **Background:** All committee goals and pacing plans were approved at the June 02, 2022 Governance Committee meeting, with the provision that the committees revise their goals and pacing plans to reflect the strategic framework and value proposition that were approved by the board.
4. **Assessment:** Each committee's goals are being consolidated into "crosswalks" to gauge alignment with the value proposition and the strategic plan. A draft example of crosswalk is in the attached document – Governance Committee Goals Crosswalk.
5. **Other Reviews:** None
6. **Outcomes:** A timeline of the projected completion dates can be found in Appendix A. At the February 07, 2023 Governance Committee meeting, all committee goals and pacing plans will be presented demonstrating alignment with ECH's strategic plan.

**List of Attachments:** Governance Committee Goals Crosswalk

**Suggested Committee Discussion Questions:**

1. Does the Committee agree that the sample "crosswalk" between committee goals and metrics illustrates the linkage between them and the ECH's strategic plan?
2. Do the proposed completion dates meet the committee's requirements?

## Appendix A – Projected Completion dates, Value Proposition Statement, and Strategic Framework

*Progress on board committees’ work to link committee goals and metrics to El Camino Health’s strategic plan*

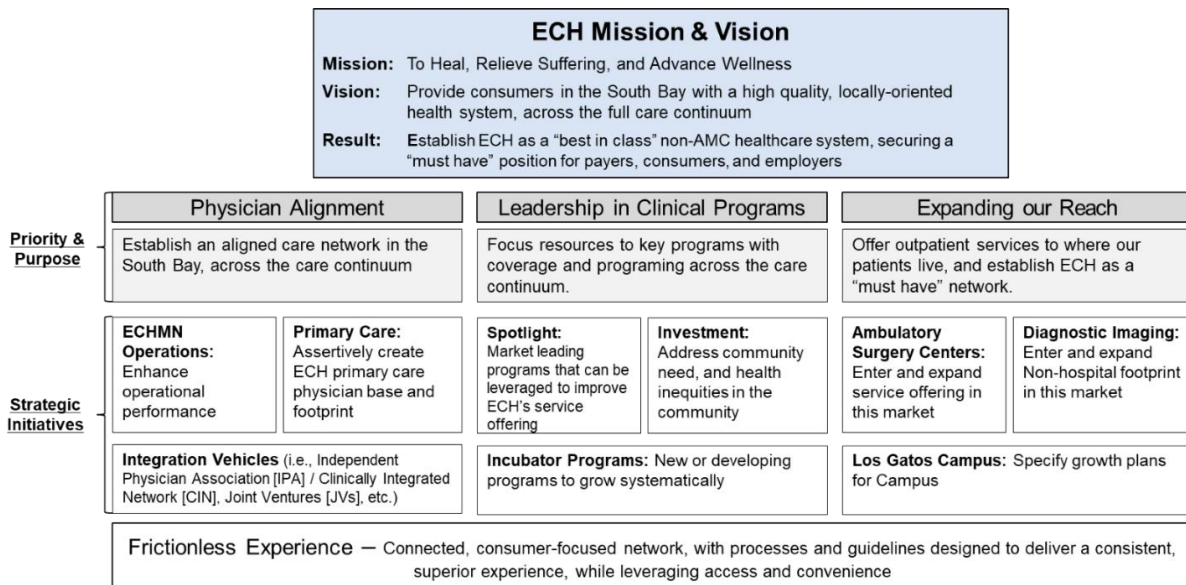
ECH Board Committee	Responsible Executive	Status	Estimated Completion Date
Governance Committee	Dan Woods	In progress	10/25/22
Executive Comp Committee		In progress	11/03/22
Compliance & Audit Cmte	Diane Wigglesworth	Complete	10/18/22
Finance Committee	Carlos Bohorquez	In progress	11/21/22
Investment Committee		In progress	11/14/22
Quality Committee	Holly Beeman, MD	In Progress	11/07/22

### Health System Value Proposition Statement

#### ENTERPRISE VALUE PROPOSITION STATEMENT

**“Setting the standard for the best healthcare experience in the Bay Area by delivering dependable clinical excellence in a caring, convenient way”**

### Strategic Plan Framework



## FY23 COMMITTEE GOALS

### Governance Committee

#### PURPOSE

The purpose of the Governance Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital 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 function at the highest level of governance standards.

#### **STAFF: Dan Woods, Chief Executive Officer (Executive Sponsor)**

The CEO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	METRICS	Value Proposition	Strategic Framework
Review the governance structure of the Hospital Board, conduct research, and make recommendations on preferred competencies	<ul style="list-style-type: none"> <li>Recommendation for high-priority Hospital Board member competencies made to Hospital and District Board.</li> <li>Chair nominates Governance Committee member to serve on District Board Ad Hoc Committee and participate in the Non-District Board Member recruitment/interview process as requested by the District Board.</li> <li>Assess implementation of changes to ECH Board Structure and make recommendations</li> </ul>	<p>Highly competent board members are one pillar that ensures the board, and its committees can help fulfill ECH’s mission, and deliver on the Value Proposition.</p> <p>The Quality &amp; Patient Experience Committee currently oversees performance of aligned metrics which cover the three high level objectives of the Value Proposition - <i>Best Healthcare Experience, Dependable clinical excellence, and Caring and Convenient</i></p>	<p>Highly competent board members understand the critical role aligned physicians play in ensuring ECH’s growth, while also understanding and pursuing the opportunities for clinical leadership.</p> <p>Ad Hoc Committees and structure assessments will ensure alignment with Board Committees and the new areas of service in the strategic plan – Ambulatory Surgery, and Diagnostic Imaging</p>
Promote, enhance, and sustain competency based, efficient, effective governance	<ul style="list-style-type: none"> <li>Prior FY Self-Assessment Survey Completed</li> <li>Self-Assessment Tool recommended to the Board and survey completed</li> <li>Reports are completed and made available to the Board and the District Board</li> <li>Develop Board Action Plan</li> </ul>	Board and committee self-assessments highlight that the board is receiving the right information, the right materials, and has the required skill sets to oversee the various committees. High functioning board oversight allows for:	Board and committee self-assessments call out the members strengths and opportunities for improvement, to ensure that the right leadership is in place to promote growth, clinical leadership and physician alignment with ECH.

GOALS	METRICS	Value Proposition	Strategic Framework
Develop Board and Committee Education Plan	<ul style="list-style-type: none"> <li>• Develop and recommend FY24 Board and Committee Education Plan</li> <li>• Recommend FY23 Annual Retreat Agenda to the Board</li> </ul>	<p>Board and Committee continuing education is key to ECH's success. The Board must oversee that management is executing to the strategic direction set out in the framework, and value proposition. Educational events provide a venue for understanding the macro industry trends and possible solutions management is implementing to sustain the best healthcare experience, with high quality, and convenience.</p>	<p>Board and committee education ensure the board and committees can focus on future trends to safeguard ECH's continued leadership in clinical programs, and expanding ECH's reach, both of which require alignment between ECH and physicians. The healthcare landscape is changing, and ongoing education is critical to ensure that ECH remains nimble and responsive to shifting external factors.</p>

**Chair:** Lanhee Chen

**Executive Sponsor:** Dan Woods, CEO

DRAFT

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

**To:** Governance Committee  
**From:** Dan Woods, CEO  
**Date:** October 25, 2022  
**Subject:** Board and Committee Education Policy

**Recommendation:**

To recommend that Governance Committee approve the Board and Committee Education Policy through FY 2024.

**Summary:**

1. **Situation:** During the COVID-19 pandemic, conferences and travel were curtailed, including for board education purposes. At the August 31, 2022, Governance Committee meeting, the committee agreed to encourage all board members to resume attending educational conferences.
2. **Authority:** It is within the Committee's chartered responsibilities to recommend a policy, budget and annual plan for Hospital Board and Committee member education, training, and development.
3. **Background:** The Board and Committee Education Policy ("the Policy") was last reviewed and approved as revised on November 14, 2018. At that time, the total allowance for Board and Committee Education was increased from \$75,000 to \$90,000 through FY21. The current total annual budget for board and committee education is \$90,000. The individual limit is \$5,000, and the committee chair's approval limit is \$5,000.
4. **Assessment:** The Board and Committee Education Policy has been revisited to assess the adequacy of travel allowances.
5. **Other Reviews:** None
6. **Outcomes:** Management recommends extending the current total (\$90,000), and individual (\$5,000) budgets through FY24.

**List of Attachments:**

1. Board and Committee Education Policy (including Appendix A & B).

**Suggested Committee Discussion Questions:**

1. Are the proposed limits sufficient to support Board and Committee training?



**TITLE:** Board and Advisory Committee Continuing Education Policy  
**CATEGORY:** Administrative  
**LAST APPROVAL:** November 14, 2018

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**TYPE:**  Policy  Protocol  Scope of Service/ADT  
 Procedure  Standardized Process/Procedure

**SUB-CATEGORY:** Board

**OFFICE OF ORIGIN:** Administration

**ORIGINAL DATE:** November 14, 2012

**I. COVERAGE:**

All Members of the El Camino Hospital Board of Directors and Board Advisory Committees

**II. PURPOSE:**

- To set forth the budget parameters for Board and Advisory Committee education, including both in-house training, such as study sessions, and off site programs offered by institutions such as the Estes Park Institute, the Center for Healthcare Governance and the Governance Institute.
- To establish procedures for budgeting, reporting back to the Board, and requesting funding and reimbursement for educational activities.

**III. POLICY STATEMENT:** It is the policy of the El Camino Hospital Board of Directors to provide Board Directors and Advisory Committee Members with ongoing governance and healthcare education, to strengthen the skill set of each Director and Committee member and to ensure the Board and its Committees are maintaining contemporary knowledge on topics of general Board duties, changes in the healthcare industry, healthcare governance and other areas specific to Committee responsibility.

**IV. DEFINITIONS:**

N/A

**V. REFERENCES:**

Appendices A and B attached.

**VI. PROCEDURE:**

- A. **Board and Advisory Committee Education Goals:** The Board and Advisory Committees will identify their educational goals both individual and collective, and submit them to the Governance Committee on an annual

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basis. These goals should be tied to, or in support of, Board, Committee, or Hospital goals. The Board and Committees should also identify the programs or training opportunities (in-house or off-site) to fulfill their learning objectives.

**B. Expectations of Board and Advisory Committees:**

1. Board of Directors:

- a. Group Education: El Camino Hospital (“ECH”) will coordinate occasional group training where the full Board, along with the senior management team, can receive education on the latest trends in the healthcare industry and further their understanding of governance. At the Board’s discretion, committee members may be invited to partake in the event.
- b. Individual Education: Board directors are encouraged to individually attend one off-site program at ECH’s expense, on an annual basis, that best suits their development as a hospital director.

2. Board Advisory Committees:

- a. Group Education: In addition to any committee-specific in-house training provided by ECH throughout the year, committees are expected to identify how they can achieve their educational goals. For example, a committee may elect to attend an off-site training event or collaborate with another committee to invite a guest speaker.
- b. Individual Education: While it is the expectation of the Board that outside committee members keep up with their own continuing education in their professions, the Board recognizes that additional education and training will further enhance their ability to serve on the committees. As such, outside committee members who wish to individually attend an education program/conference may submit a request for funding to their committee chair.

- C. Return on Investment:** The Board should be able to justify the cost of all Board education (in-house and off-site) and be able to demonstrate a return on investment. In support of that goal, individuals who attend off-site educational trainings are expected to submit a one-page summary highlighting the key learnings that would be shared with other members. The summary should describe how the new learning will enhance the

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performance of the committee, board and/or the hospital. The summary shall be submitted to the Director of Governance Services within 30 days of attendance at off-site educational trainings and shall be provided to the full Board via inclusion on the Board's consent calendar for information at the next regularly scheduled Board meeting following submission. See, Appendix B.

**D. Budget and Delegated Authority:**

1. The Governance Committee, in collaboration with the CEO and Finance Committee, will develop a budget for Board and committee member education for adoption by the Board, which shall be reviewed in conjunction with review of this policy very third year. This budget will enable both collective and individual educational opportunities. The amounts will be based on market data, while taking into consideration the needs of the Board and committee members.
2. The Board will delegate authority to the Board Chair (and to the Chair of the Governance Committee in the case of the Board Chair's requests) to approve requests for education by a Board member that exceed the per member/per event limits in the budget. The Board will delegate authority to each committee chair to approve education and training requests up to a specific amount, which the Board will establish annually. The Board will delegate authority to the Board Chair to consider and approve or reject any request above this amount.
3. The total annual budget for Board and Committee member education, as well as the approval limit for Committee chairs, as approved by the Board will be noted, and updated as necessary, in the appendix of this policy.
4. The Governance Committee will recommend to the Board how remaining funds, if any, should be managed. Unused funds may not be rolled over into the next fiscal year.
5. ECH shall pay all costs associated with the program, i.e., registration fees, travel and lodging. Directors and Committee members shall adhere to the ECH reimbursement policy.

**E. Requesting Funding for Training:**

1. Directors need only inform the Board Chair of their request to participate in a training event provided that the total fees do not exceed

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the established event limitation amount set forth in the Appendix to this Policy. If the amount exceeds this limit, the request will be reviewed by the Board Chair and approved, conditioned (e.g., reducing the amount allocated to the Director by the amount of the excess), modified or rejected.

2. Committee members shall submit to their Committee chair a request for training no less than 30 days prior to the program’s registration deadline. Upon consideration, the Committee chair may approve the request for training provided that the total costs do not exceed the per Committee member event limit established by the Board. If the amount requested exceeds the limit, the request will be sent to the Board Chair for consideration.
3. Any requests made by the Board Chair for approval of amounts in excess of the limits set forth in the Appendix to this Policy shall be submitted to the Chair of the Governance Committee for approval.
4. Board or Committee members shall request reimbursement by submitting Form 2085 to the CEO for approval within 30 days of completing training.

F. **Point of Contact:** The Director of Governance Services is the primary point of contact for Board and Committee members with respect to the process concerning continuing education and training for Board and Committee members.

**VII. APPROVAL:**

<b>APPROVING COMMITTEES AND AUTHORIZING BODY</b>	<b>APPROVAL DATES</b>
Originating Committee or UPC Committee	Governance Committee
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Board of Directors:	

Historical Approvals:	11/14/12, 3/12/14, 8/13/14, 5/13/15,
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**NOTE:** Printed copies of this document are uncontrolled. In the case of a conflict between printed and electronic versions of this document, the electronic version prevails.

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2/14/18; 11/14/18

**VIII. ATTACHMENTS (if applicable):**

Appendix A - Budget for FY ~~2019~~2023-20212024

Appendix B – Report on Educational Activity

## Appendix A

Fiscal Year: 2023-2024

	Limit Amount
Total Annual Training Budget for Board and Committees	\$90,000
Individual Limit for Hospital Directors	\$5,000 per person
Committee Chair Approval Limit	\$5,000 per committee

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

**To:** El Camino Hospital Board of Directors  
**From:** Name, Board Member  
**Date:** Board Meeting Date  
**Subject:** Report on Educational Activity

**Purpose:** For information.

**Summary:**

Conference Title:

Sponsoring Organization:

1. **Key Educational Points, Lessons Learned:** (Please use as much space as necessary)
  - Point 1
  - Point 2
  - Point 3
  
2. Has the conference improved your ability to fulfill your obligations as a member of the ECH Board? If so, how?  
  
Answer goes here
  
3. Were there speakers that ECH should consider inviting?  Yes  No
  
4. Do you recommend this conference to other members of the Board?  Yes  No

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

**To:** Governance Committee  
**From:** Dan Woods, CEO  
**Date:** October 25, 2022  
**Subject:** Education Planning

**Recommendation:**

To recommend the Board approve the following topic for the Joint Board and Committee Education Session for February 2023:

*Determining Key Areas of Emphasis for FY24: Forecasted Trends and Environmental Factors. Specific trends and environmental factors to be covered would include diversity, technology, and cyber-security as well as a deep dive into El Camino Health's competitive landscape.*

**Summary:**

1. **Situation:** The Board has requested ongoing education to support its work. Ongoing Board education is considered a best practice for effective Board functioning.
2. **Authority:** It is within the Committee's chartered responsibilities to recommend activities to facilitate Hospital Board and Committee member education, training, and development.

**Background:** At the August 31, 2022 Governance Committee, members reviewed and discussed the proposed topic "Forecasted Trends and Environmental Factors: Determining Key Areas of Emphasis for FY24" for the February 2023 Joint Board and Committee meeting.

Members agreed this topic was an important one and expressed interest in adding specificity around the trends and environmental factors to be covered. They also proposed engaging an outside speaker to provide a longer term, wider perspective on environmental trends and factors in addition to having the ECH staff provide context from the inside point of view.

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

**List of Attachments:** None.

**Suggested Committee Discussion Questions:**

1. Does the Committee still agree that these are the appropriate topics for the February Joint Board and Committee Education Session?