

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

**Wednesday, May 29, 2019 – 5:30pm**

El Camino Hospital | Conference Room E (ground floor)  
 2500 Grant Road Mountain View, CA 94040

**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
<b>1. CALL TO ORDER/ROLL CALL</b>	Peter C. Fung, MD, Chair		<b>5:30 – 5:32pm</b>
<b>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Peter C. Fung, MD, Chair		<b>5:32 – 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	Peter C. Fung, MD, 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. Minutes of the Open Session of the Governance Committee Meeting (4/2/3019)  <b>Information</b> b. Progress Against Committees’ FY19 Goals c. Article of Interest	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>motion required</b> <b>5:36 – 5:38</b>
<b>5. REPORT ON BOARD ACTIONS</b>	Peter C. Fung, MD, Chair		<b>information</b> <b>5:38 – 5:43</b>
<b>6. FY20 BOARD &amp; COMMITTEE MASTER CALENDAR</b>	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>possible motion</b> <b>5:43 – 5:48</b>
<b>7. FY20 COMMITTEE GOALS</b>	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>possible motion</b> <b>5:48 – 6:08</b>
<b>8. FY20 COMMITTEE MEMBER AND COMMITTEE CHAIR ASSIGNMENTS</b>	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>possible motion</b> <b>6:08 – 6:18</b>
<b>9. ADJOURN TO CLOSED SESSION</b>	Peter C. Fung, MD, Chair		<b>motion required</b> <b>6:18 – 6:19</b>
<b>10. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</b>	Peter C. Fung, MD, Chair		<b>6:19 – 6:20</b>
<b>11. 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> a. Minutes of the Closed Session of the Governance Committee Meeting (4/2/2019)	Peter C. Fung, MD, Chair		<b>motion required</b> <b>6:20 – 6:21</b>

A copy of the agenda for the Special Committee Meeting will be posted and distributed at least twenty four (24) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
<b>12.</b> Gov't Code Section 54956.9(d)(2) – conference with legal counsel – pending or threatened litigation: - Governance Oversight of ECH Affiliates	Mary Rotunno, General Counsel; Michael Peregrine, Partner, McDermott Will & Emery, LLP		<b>discussion</b> <b>6:21 – 7:01</b>
<b>13. ADJOURN TO OPEN SESSION</b>	Peter C. Fung, MD, Chair		<b>motion required</b> <b>7:01 – 7:02</b>
<b>14. RECONVENE OPEN SESSION/                      REPORT OUT</b> To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		<b>information</b> <b>7:02 – 7:03</b>
<b>15. APPOINTMENT OF AD HOC COMMITTEE TO ASSESS AND MAKE RECOMMENDATIONS REGARDING SYSTEM GOVERNANCE ISSUES</b>	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>possible motion</b> <b>7:03 – 7:08</b>
<b>16. PROPOSED FY20 PACING PLAN</b>	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>possible motion</b> <b>7:08 – 7:12</b>
<b>17. ROUND TABLE DISCUSSION</b>	Peter C. Fung, MD, Chair		<b>discussion</b> <b>7:12 – 7:14</b>
<b>18. ADJOURNMENT</b>	Peter C. Fung, MD, Chair	<i>public comment</i>	<b>motion required</b> <b>7:14 – 7:15pm</b>

**Upcoming Meetings:** (*pending Board approval*) August 13, 2019; October 15, 2019; February 4, 2020; March 31, 2020; June 2, 2020 || **Board/Committee Educational Sessions** (*pending Board approval*): October 23, 2019; April 22, 2020