



**Minutes of the Open Session of the
Special Meeting to Conduct a Study Session of the
El Camino Hospital Board of Directors
Wednesday, April 24, 2019
El Camino Hospital | Conference Rooms E&F (ground floor)**

Board Members Present

Jeffrey Davis, MD
Peter C. Fung, MD
Gary Kalbach
Julie Kliger
George O. Ting, MD
John Zoglin, Vice Chair

Board Members Absent

Lanhee Chen, Chair
Julia E. Miller, Secretary/Treasurer
Bob Rebitzer

Members Excused

None

Agenda Item	Comments/Discussion	Approvals/ Action		
<p>1. CALL TO ORDER/ ROLL CALL</p>	<p>The open session meeting of the Board of Directors of El Camino Hospital (the “Board”) was called to order at 6:15 pm by Vice Chair Zoglin. A silent roll call was taken. Directors Chen, Miller, and Rebitzer were absent.</p> <p>The following Advisory Committee Members and Leadership Team members joined the meeting:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <p><u>Committee Members</u></p> <p><i>Compliance and Audit Cmte</i> Christine Sublett</p> <p><i>Executive Comp Cmte</i> Teri Eyre Bob Miller</p> <p><i>Governance Cmte</i> Christina Lai</p> <p><i>Investment Cmte</i> Nicola Boone John Conover Brooks Nelson</p> <p><i>Quality Cmte</i> Melora Simon</p> </td> <td style="width: 50%; vertical-align: top;"> <p><u>Leadership Team</u></p> <p>Mark Adams, MD, CMO Kathryn Fisk, CHRO Jim Griffith, COO Bruce Harrison, President, SVMD Iftikhar Hussain, CFO Ken King, CASO Deb Muro, CIO Cindy Murphy, Director of Governance Services Cheryl Reinking, RN, CNO Mary Rotunno, General Counsel Diane Wigglesworth, Sr. Director, Corporate Compliance Dan Woods, CEO</p> </td> </tr> </table>	<p><u>Committee Members</u></p> <p><i>Compliance and Audit Cmte</i> Christine Sublett</p> <p><i>Executive Comp Cmte</i> Teri Eyre Bob Miller</p> <p><i>Governance Cmte</i> Christina Lai</p> <p><i>Investment Cmte</i> Nicola Boone John Conover Brooks Nelson</p> <p><i>Quality Cmte</i> Melora Simon</p>	<p><u>Leadership Team</u></p> <p>Mark Adams, MD, CMO Kathryn Fisk, CHRO Jim Griffith, COO Bruce Harrison, President, SVMD Iftikhar Hussain, CFO Ken King, CASO Deb Muro, CIO Cindy Murphy, Director of Governance Services Cheryl Reinking, RN, CNO Mary Rotunno, General Counsel Diane Wigglesworth, Sr. Director, Corporate Compliance Dan Woods, CEO</p>	
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<p>2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES</p>	<p>Vice Chair Zoglin asked if any Board members may have a conflict of interest with any of the items on the agenda. No conflicts were reported.</p>			
<p>3. EFFECTIVE GOVERNANCE AT THE COMMITTEE LEVEL</p>	<p>Erica Osborne from Via Healthcare Consulting presented information regarding governance at the committee level. Ms. Osborne defined the components of fiduciary, strategic, and generative governance and described generative thinking and how that can be applied to board and committee work. She also reviewed some committee best practices that can maximize committee effectiveness, including clearly defined purpose, effective leadership, strategic focus, well-facilitated meetings, thoughtfully appointed members and regular evaluation and assessment. Those present asked questions and offered their feedback and opinions about the material presented. Divided into four small groups, each group discussed and answered one pre-determined question related to the presentation. Staff was asked to compile the questions and answers and distribute to the Board and Committee members.</p>			

4. COMMITTEE ROUNDTABLES	Divided into small groups, the Board, Advisory Committee, and Leadership Team members discussed the work of the Advisory Committees. None of the small groups constituted of quorum of the Board or any of the Advisory Committees.	
5. ADJOURNMENT	Motion: To adjourn at 8:00pm. Movant: Kalbach Second: Fung Ayes: Davis, Fung, Kalbach, Kliger, Ting, Zoglin Noes: None Abstentions: None Absent: Chen, Miller, Rebitzer Recused: None	<i>Meeting adjourned at 8:00pm</i>

Attest as to the approval of the foregoing minutes by the Board of Directors of El Camino Hospital:



Lanhee Chen
Chair, ECH Board of Directors



Julia E. Miller
Secretary, ECH Board of Directors

Prepared by: Cindy Murphy, Director of Governance Services