



**Minutes of the Open Session of the
Governance Committee
Tuesday, April 2, 2019
El Camino Hospital | Conference Room A (ground floor)
2500 Grant Road, Mountain View, CA 94040**

Members Present

Peter C. Fung, MD, Chair
Gary Kalbach, Vice Chair
Christina Lai
Peter Moran
Bob Rebitzer

Members Absent

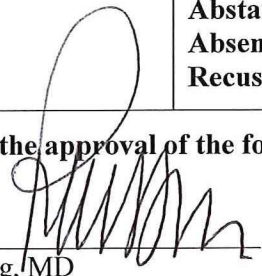
None

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the Special meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:38pm by Chair Fung. A silent roll call was taken. All Committee members were present at roll call.	
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Fung asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
3. PUBLIC COMMUNICATION	None.	
4. CONSENT CALENDAR	<p>Chair Fung asked if any member of the Committee or the public wished to remove an item from the consent calendar. Chair Fung removed Item 4b: FY20 Governance Committee Meeting dates. The Committee requested that the August 2019 meeting be moved to August 13th and the April 2020 meeting be moved to March 31, 2020.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (March 5, 2019); FY20 Governance Committee Meeting Dates (as amended above); and for information: Progress Against Committee Goals.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Fung and Mr. Kalbach answered the Committee members’ questions about the written report.	
6. ANNUAL BOARD ASSESSMENT TOOL	<p>Erica Osborne from Via Healthcare Consulting provided an overview of the Proposed Annual Board Self-Assessment Tool.</p> <p>Following discussion and with input from Ms. Osborne, the Committee members requested the following changes:</p> <ol style="list-style-type: none"> 1. Move Section V up to Section III, making Sections III and IV now Sections IV and V respectively. 2. Section I: Reverse the order of the questions (“Q”) 3. Section II: <ul style="list-style-type: none"> - Change the order: Q10 → Q6; Q8 → Q7; Q6 → Q8; Q7 → Q9; 	<i>Annual Board Assessment tool recommended</i>

	<p>Q9 → Q10</p> <ul style="list-style-type: none"> - Add a question addressing whether the Board has sufficient expertise and competency to satisfy its duty to oversee quality <p>4. Section V (Now Section III):</p> <ul style="list-style-type: none"> - Add a question related to the Board's working relationship with members of the leadership team other than the CEO. - Question 22: add the words "understand and" before the word "respect." - Remove Question 27 <p>5. Section III (Now Section IV): Add Committee members to Q12</p> <p>6. Section IV (now Section V): No changes</p> <p>7. Section VI:</p> <ul style="list-style-type: none"> - Add a question about appropriateness of frequency and duration of meetings - Add a question addressing Board meeting structure enabling effective, efficient, and generative discussions <p>Motion: To recommend the Board approve the Proposed Annual Board Self-Assessment Tool with the amendments as above.</p> <p>Movant: Kalbach Second: Lai Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p> <p><u>Follow Up:</u> Erica Osborne was asked to make the changes as requested and to have Chair Fung review them before submission to the Board.</p>	
<p>7. PROPOSED FY20 GC GOALS</p>	<p>The Committee discussed the Proposed FY20 Governance Committee Goals. Mr. Moran suggested a goal around ensuring management has a leadership succession plan in place. Chair Fung suggested that discussion be had when the Pacing Plan is discussed.</p> <p>Motion: To approve the Proposed FY20 Governance Committee Goals.</p> <p>Movant: Kalbach Second: Rebitzer Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<p><i>FY20 Governance Committee Goals approved</i></p>
<p>8. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 7:06pm pursuant to <i>Gov't Code Section 54957.2</i> for approval of the Minutes of the Closed Session of the Governance Committee Meeting (March 5, 2019).</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstain: None Absent: None Recused: None</p>	<p><i>Adjourned to closed session at 7:06pm</i></p>
<p>9. AGENDA ITEM 12: RECONVENE</p>	<p>Open session was reconvened at 7:09pm. Agenda items 9-11 were addressed in closed session. During the closed session, the Committee</p>	

OPEN SESSION/ REPORT OUT	approved the Minutes of the Closed Session of the Governance Committee Meeting (March 5, 2019) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, Rebitzer).	
10. AGENDA ITEM 13: FY19 COMMITTEE PACING PLAN	<p>Mr. Woods asked the Committee members if they would like to add to the Pacing Plan a discussion and possible a recommendation to the Board regarding the level of detail currently provided in the monthly financial report to the Board. It was suggested to first have that discussion with the Finance Committee. Other changes to the Pacing Plan included:</p> <ul style="list-style-type: none"> - Add a discussion about management's leadership succession plan in August 2020 - Chair Fung asked that the discussion about the possible changes to the ECH Bylaws be moved to August 2019 - Move Annual Review of Advisory Committee Composition to August 2019; In the meantime, the Committee requested that Ms. Murphy ask each of the Committees to consider whether they have a full set of the right competencies represented in their committee membership to cover all of their chartered oversight responsibilities. - In accordance with Ms. Lai's request, the Committee agreed to move the June 4, 2019 meeting to May 29, 2019. 	
11. AGENDA ITEM 14: ROUND TABLE DISCUSSION	The Committee discussed the effectiveness of the meeting.	
12. AGENDA ITEM 15: ADJOURNMENT	<p>Motion: To adjourn at 7:35pm.</p> <p>Movant: Kalbach</p> <p>Second: Moran</p> <p>Ayes: Fung, Kalbach, Lai, Moran, Rebitzer</p> <p>Noes: None</p> <p>Abstain: None</p> <p>Absent: None</p> <p>Recused: None</p>	<i>Meeting adjourned at 7:35pm</i>

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


 Peter C. Fung, MD
 Chair, Governance Committee