



Minutes of the Open Session of the  
Governance Committee  
Wednesday, May 29, 2019

El Camino Hospital | Conference Room E (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**

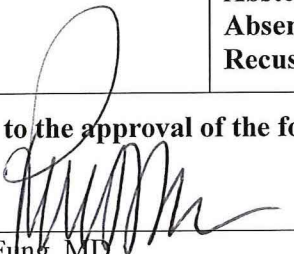
None

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 5:34pm by Chair Fung. A silent roll call was taken. Christina Lai joined the meeting at 5:36pm during Agenda Item 4: Consent Calendar. All other 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	Chair Fung asked if any member of the Committee or the public wished to remove an item from the consent calendar. No items were removed.  <b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (April 2, 2019); and for information: Progress Against Committee Goals; Article of Interest.  <b>Movant:</b> Moran <b>Second:</b> Kalbach <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Fung described the recent District Board actions at the May 20 and May 21, 2019 meetings, including the appointment of Don Watters (effective immediately through December 4, 2020) and Jack Po, MD, PhD (effective July 1, 2019 through June 30, 2022) to the El Camino Hospital Board. Dr. Fung thanked Ms. Lai for her participation as an advisor to the District's ECH Board Member Election Ad Hoc Committee. Mr. Kalbach, Mr. Rebitzer, and Dan Woods, CEO described the Joint Meeting of the Finance Committee and the Board at its May 28, 2019 regarding the FY20 budget.	
6. FY20 BOARD & COMMITTEE MASTER CALENDAR	The Committee discussed options for the October and November Hospital Board meetings not on the typical second Wednesday schedule.  Chair Fung suggested that the Committee consider recruiting additional member(s) to the Committee. As recommended by staff, the Committee requested pacing a recruitment discussion in August.	<i>Recruitment discussion paced for August</i>  <i>FY20 Master</i>

	<p><b>Motion:</b> To recommend the Board approve the FY20 Board &amp; Committee Master Calendar including Hospital Board meetings on October 10, 2019 and November 6, 2019.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Rebitzer  <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<i>Calendar recommended</i>
7. <b>FY20 COMMITTEE GOALS</b>	<p>In response to Mr. Moran's questions, Ms. Murphy noted that the Quality Committee has faced attendance and turnover issues during FY19. She described the current recruitment efforts with the Quality Committee's Ad Hoc Committee. The Committee discussed the change in Quality Committee leadership and the contributions of the community members.</p> <p><b>Motion:</b> To recommend that the Board approve the Proposed FY20 Committee Goals.</p> <p><b>Movant:</b> Moran  <b>Second:</b> Kalbach  <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<i>FY20 Committee Goals recommended for approval</i>
8. <b>FY20 COMMITTEE MEMBER AND COMMITTEE CHAIR ASSIGNMENTS</b>	<p>Ms. Murphy described the proposed slate from the Board Chair with the inclusion of the two newly appointed Hospital Board members, Dr. Po and Mr. Watters.</p> <p><b>Motion:</b> To recommend that the Board approve the Proposed FY20 Committee Member and Committee Chair Assignments.</p> <p><b>Movant:</b> Rebitzer  <b>Second:</b> Moran  <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<i>FY20 Slate recommended for approval</i>
9. <b>ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 6:01pm.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Moran  <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None  <b>Recused:</b> None</p>	<i>Adjourned to closed session at 6:01pm</i>
10. <b>AGENDA ITEM 14: RECONVENE OPEN SESSION/ REPORT OUT</b>	<p>Open session was reconvened at 6:44pm. Agenda items 10-13 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (April 2, 2019) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, Rebitzer).</p>	

<b>11. AGENDA ITEM 15: APPOINTMENT OF AD HOC COMMITTEE TO ASSESS AND MAKE RECOMMENDATI ONS REGARDING SYSTEM GOVERNANCE ISSUES</b>	<b>Motion:</b> To appoint Gary Kalbach and Pete Moran to the Ad Hoc Committee to assess and make recommendations regarding system governance issues.  <b>Movant:</b> Fung <b>Second:</b> Lai <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>System Governance Ad Hoc Committee appointed</i>
<b>12. AGENDA ITEM 16: PROPOSED FY20 PACING PLAN</b>	The Committee requested the following additions to the Pacing Plan: <ul style="list-style-type: none"> <li>- August 2019 meeting: Committee Recruitment discussion</li> <li>- October 2019 meeting: Ad Hoc Committee Report</li> </ul> <b>Motion:</b> To approve the FY20 Pacing Plan with the above additions.  <b>Movant:</b> Kalbach <b>Second:</b> Moran <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>FY20 Pacing Plan approved</i>
<b>13. AGENDA ITEM 17: ROUND TABLE DISCUSSION</b>	The Committee and staff discussed the effectiveness of the meeting.	
<b>14. AGENDA ITEM 18: ADJOURNMENT</b>	<b>Motion:</b> To adjourn at 6:51pm.  <b>Movant:</b> Kalbach <b>Second:</b> Moran <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer <b>Noes:</b> None <b>Abstentions:</b> None <b>Absent:</b> None <b>Recused:</b> None	<i>Meeting adjourned at 6:51pm</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