



Minutes of the Open Session of the  
El Camino Hospital Board of Directors  
Governance Committee

Tuesday, August 13, 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

\*\*via teleconference

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the “Committee”) was called to order at 5:30pm by Chair Fung. Roll call was taken. Committee Member Peter Moran participated via teleconference. 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	<p>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.</p> <p><b>Motion:</b> To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (May 29, 2019); and for information: Board and Committee Recruitment Update, Article of Interest.</p> <p><b>Movant:</b> Kalbach <b>Second:</b> Fung <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>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	Chair Fung highlighted the El Camino Healthcare District’s allocation of funds to the District’s Capital Outlay fund for the Women’s Hospital Renovation and Expansion Project on the Mountain View Campus, the election of District Board Officers, and the appointment of Julia Miller as liaison to the Community Benefit Advisory Council.	
6. FY19 BOARD SELF ASSESMENT RESULTS	Erica Osborne of Via Healthcare Consulting presented the findings and recommendations of the FY19 Board Self-Assessment that was conducted via an online survey and telephone interviews with the Board between May and July 2019. Several members of the executive leadership team who frequently interact with the Board also participated in the interviews. Ms. Osborne and the Committee members discussed the recommendations, particularly the opportunity for the Board to renew and revise its focus on governance of quality care, including closer alignment of the work of the Quality Committee and the Board, and a retreat-style meeting or series of meetings dedicated to education around quality oversight. The Committee members also discussed focusing the Board agendas on fewer items and	

	<p>allowing more time for discussion of those matters critical for Board oversight as opposed to receiving oral reports. Ms. Osborne noted she would incorporate the Committee's feedback into her report to the Board on August 21, 2019</p> <p>No action was taken.</p>	
<b>7. FY20 HOSPITAL BOARD MEMBER COMPETENCIES</b>	<p>The Committee members reviewed the Draft FY20 Competency Matrix and discussed its purpose. Mr. Rebitzer suggested that Healthcare Reform be changed to Healthcare Policy in Competency #5 as being more relevant at this time.</p> <p><b>Motion:</b> To recommend the Board adopt the Draft FY20 Competency Matrix as revised, changing the word "reform" to the word "policy" in Competency #5.</p> <p><b>Movant:</b> Kalbach  <b>Second:</b> Fung  <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><b>FY20 Hospital Board Member Competencies recommended for adoption</b></i>
<b>8. FY20 BOARD EDUCATION PLAN</b>	<p>The Committee discussed the proposed Board Education Plan, commenting that it will be important for the Board to focus on quality and that a multi-year education plan should be put in place that includes bringing in highly qualified presenters for in-house presentations. Committee members also noted that it would be very helpful to get Advisory Committee members involved in attending conferences.</p> <p><b>Motion:</b> To recommend the Board adopt the Proposed Board Education Plan.</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><b>Proposed FY20 Board Education Plan recommended for adoption</b></i>
<b>9. AD HOC COMMITTEE REPORT</b>	<p>Committee Member Kalbach, Chair of the Ad Hoc Committee on System Governance, reported that the Ad Hoc Committee met once with staff members Dan Woods, Mary Rotunno, and Cindy Murphy. He reported that the Ad Hoc Committee discussed addressing system governance issues through developing/revising Bylaws for the SVMD organization and the Charters of the ECH Board Advisory Committees. The Ad Hoc Committee's next scheduled meeting is August 27, 2019 and it will bring a report and recommendations to the October Governance Committee meeting.</p>	<i><b>Ad Hoc Committee Report to be paced for October</b></i>
<b>10. PROCESS FOR ELECTION AND RE-ELECTION OF NDBMS TO THE EL CAMINO HOSPITAL BOARD OF DIRECTORS</b>	<p>The Committee members discussed the process and whether it should be revised: 1) with respect to the number of advisors, 2) to clarify the role and authority of the Chair, and 3) to clarify how the Committee makes decisions. Ms. Lai and Mr. Kalbach offered to work with Cindy Murphy to develop some proposed revisions for the Committee to review at its October meeting.</p> <p>No action was taken.</p>	<i><b>Process to be paced for discussion October</b></i>



<b>11. ECH LEADERSHIP SUCCESSION PLANNING</b>	<p>Kathryn Fisk, CHRO, described the organization's Leadership Development Plan and process for developing identified high potential leaders. She also reported that management has identified internal interim successors for all members of the C-Suite except the CIO. Mr. Moran commented that it is a critical function of the Board to identify an immediate/emergency successor for the CEO.</p>	
<b>12. GOVERNANCE COMMITTEE RECRUITMENT: POSSIBLE AD HOC COMMITTEE APPOINTMENT</b>	<p>The Committee members discussed adding an additional Non-Director member to the Committee and expressed a desire to do so if the right candidate could be found.</p> <p><b>Motion:</b> To appoint Committee members Fung and Moran to an Ad Hoc Committee tasked with working on recruitment of a new Committee member.</p> <p><b>Movant:</b> Fung  <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>	<p><i>Ad Hoc Committee appointed</i></p>
<b>13. ADJOURN TO CLOSED SESSION</b>	<p><b>Motion:</b> To adjourn to closed session at 7:13pm.</p> <p><b>Movant:</b> Kalbach  <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</p>	<p><i>Adjourned to closed session at 7:13pm</i></p>
<b>14. AGENDA ITEM 17: RECONVENE OPEN SESSION/ REPORT OUT</b>	<p>Open session was reconvened at 7:14pm. Agenda items 14-16 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (May 29, 2019) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, Rebitzer).</p>	
<b>15. AGENDA ITEM 18: FY20 PACING PLAN</b>	<p><b>Motion:</b> To approve the FY20 Pacing Plan</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>	<p><i>FY20 Pacing Plan approved</i></p>
<b>16. AGENDA ITEM 19: ROUND TABLE DISCUSSION</b>	<p>The Committee and staff discussed the effectiveness of the meeting.</p>	
<b>17. AGENDA ITEM 20: ADJOURNMENT</b>	<p><b>Motion:</b> To adjourn at 7:21pm.</p> <p><b>Movant:</b> Rebitzer  <b>Second:</b> Kalbach  <b>Ayes:</b> Fung, Kalbach, Lai, Moran, Rebitzer  <b>Noes:</b> None  <b>Abstentions:</b> None  <b>Absent:</b> None</p>	<p><i>Meeting adjourned at 7:21pm</i></p>

	<b>Recused:</b> None	
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**Attest as to the approval of the foregoing minutes by the Governance Committee of El Camino Hospital:**

Peter C. Fung, MD  
Chair, Governance Committee

