

AGENDA
EXECUTIVE COMPENSATION COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Thursday, November 7, 2019 – 4:00pm
 El Camino Hospital | Conference Room A (ground floor)
 2500 Grant Road Mountain View, CA 94040

PURPOSE: To assist the El Camino Hospital (ECH) Board of Directors (“Board”) in its responsibilities related to the Hospital’s executive compensation philosophy and policies. The Executive Compensation Committee shall advise the Board to meet all applicable legal and regulatory requirements as it relates to executive compensation.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Bob Miller, Chair		4:00-4:01pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair		4:01 – 4:02
3. PUBLIC COMMUNICATION 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	Bob Miller, Chair		information 4:02 – 4:05
4. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the ECC Meeting (9/19/2019) Information b. Progress Against FY20 ECC Goals c. FY20 CEO Performance Assessment Timeline d. FY20 Organizational Goal Update e. Article of Interest	Bob Miller, Chair	<i>public comment</i>	motion required 4:05 – 4:06
5. REPORT ON BOARD ACTIONS	Bob Miller, Chair		information 4:06 – 4:11
6. LETTER OF REBUTTABLE PRESUMPTION OF REASONABLENESS	Lisa Stella, Mercer	<i>public comment</i>	motion required 4:11 – 4:21
7. ASSESS EFFECTIVENESS OF DELEGATION OF AUTHORITY	Cindy Murphy, Director of Governance Services		discussion 4:21 – 4:31
8. REVIEW EXECUTIVE COMPENSATION POLICIES a. Compensation Philosophy b. Base Salary Administration Policy c. Executive Performance Incentive Plan Policy	Bob Miller, Chair	<i>public comment</i>	possible motion(s) 4:31 – 5:30
9. ADJOURN TO CLOSED SESSION	Bob Miller, Chair		motion required 5:30 – 5:31
10. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Miller, Chair		5:31 – 5:32

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<p>11. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i></p> <p>Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the ECC Meeting (9/19/2019)</p>	Bob Miller, Chair		motion required 5:32 – 5:33
<p>12. Health & Safety Code 32016(b) for a report and discussion involving health care facility trade secrets; <i>Gov't Code Section 54957.6</i> for a conference with labor negotiator Dan Woods:</p> <ul style="list-style-type: none"> - FY20 Individual Executive Incentive Goals <ul style="list-style-type: none"> a. Proposed FY20 President, Foundation Goals; b. Proposed Revised FY20 General Counsel Goals 	Dan Woods, CEO		possible motion 5:33 – 5:45
<p>13. ADJOURN TO OPEN SESSION</p>	Bob Miller, Chair		motion required 5:45 – 5:46
<p>14. RECONVENE OPEN SESSION/ REPORT OUT</p> <p>To report any required disclosures regarding permissible actions taken during Closed Session.</p>	Bob Miller, Chair		information 5:46 – 5:47
<p>15. 6-MONTH EXECUTIVE COMPENSATION CONSULTANT REVIEW</p>	Bob Miller, Chair		discussion 5:47 – 5:57
<p>16. FY20 PACING PLAN</p>	Bob Miller, Chair		discussion 5:57 – 5:59
<p>17. CLOSING COMMENTS</p>	Bob Miller, Chair		discussion 5:59 – 6:00
<p>18. ADJOURNMENT</p>	Bob Miller, Chair	<i>public comment</i>	motion required 6:00pm

Upcoming Meetings:

Regular Meetings: April 2, 2020; May 28, 2020

Educational Sessions: April 22, 2020