

AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Tuesday, February 4, 2020 – 5:30pm

El Camino Hospital | Conference Room A (ground floor)
 2500 Grant Road Mountain View, CA 94040

PURPOSE: To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/ reappointment process. The Governance Committee ensures the Board and Committees are functioning at the highest level of governance standards.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
1. CALL TO ORDER/ROLL CALL	Peter C. Fung, MD, Chair		5:30 – 5:32pm
2. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 5:32 – 5:33
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	Peter C. Fung, MD, Chair		information 5:33 – 5:36
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 Governance Cmte Meeting (11/26/2019)	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 5:36 – 5:38
5. REPORT ON BOARD ACTIONS ATTACHMENT 5	Peter C. Fung, MD, Chair		information 5:38 – 5:43
6. FY20 BOARD AND COMMITTEE SELF-ASSESSMENT TOOLS ATTACHMENT 6	Erica Osborne, Via Healthcare Consulting	<i>public comment</i>	possible motion 5:43 – 6:08
7. GOVERNANCE COMMITTEE MEMBERSHIP CANDIDATE INTERVIEWS ATTACHMENT 7	Peter C. Fung, MD, Chair		information 6:08 – 6:53
8. RECOMMENDATION FOR APPOINTMENT OF NEW GOVERNANCE COMMITTEE MEMBER(S)	Peter C. Fung, MD, Chair	<i>public comment</i>	possible motion 6:53 – 7:03
9. PROPOSED PROCEDURE FOR DELEGATION OF AUTHORITY TO THE BOARD’S ADVISORY COMMITTEES ATTACHMENT 9	Mary Rotunno, General Counsel	<i>public comment</i>	possible motion 7:03 – 7:13
10. BOARD EDUCATION a. February 2020 Board Retreat b. April 2020 Board and Committee Education Session ATTACHMENT 10	Dan Woods, CEO	<i>public comment</i>	possible motion 7:13 – 7:28

A copy of the agenda for the Special Committee Meeting will be posted and distributed at least twenty four (24) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at (650) 988-7504 prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

AGENDA ITEM	PRESENTED BY		ESTIMATED TIMES
11. ADJOURN TO CLOSED SESSION	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:28 – 7:29
12. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Peter C. Fung, MD, Chair		information 7:29 – 7:30
13. CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval <i>Gov't Code Section 54957.2:</i> a. Minutes of the Closed Session of the Governance Cmte Meeting (11/26/2019)	Peter C. Fung, MD, Chair		motion required 7:30 – 7:31
14. ADJOURN TO OPEN SESSION	Peter C. Fung, MD, Chair		motion required 7:31 – 7:32
15. RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Peter C. Fung, MD, Chair		information 7:32 – 7:33
16. FY20 PACING PLAN ATTACHMENT 16	Peter C. Fung, MD, Chair		discussion 7:33 – 7:36
17. ROUND TABLE DISCUSSION ATTACHMENT 17	Peter C. Fung, MD, Chair		discussion 7:36 – 7:39
18. ADJOURNMENT	Peter C. Fung, MD, Chair	<i>public comment</i>	motion required 7:39 – 7:40pm

Upcoming Meetings:

Regular Meetings: March 31, 2020; June 2, 2020 | Education Sessions: April 22, 2020



**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Tuesday, November 26, 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 5:32pm by Chair Fung. Roll call was taken. Ms. Lai participated via teleconference. All other Committee members were physically 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. In follow-up to item #10 “Governance Committee Recruitment” from the October 15, 2019 meeting, Chair Fung reported that four applications have been received, the Ad Hoc Committee will interview all four applicants, and then bring candidates forward for the entire Committee to interview in February 2020.</p> <p>Motion: To approve the consent calendar: Minutes of the Open Session of the Governance Committee Meeting (10/15/2019).</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<i>Consent Calendar approved</i>
5. REPORT ON BOARD ACTIONS	There were no questions about the Report on Board Actions.	
6. SYSTEM GOVERNANCE AD HOC COMMITTEE REPORT: SVMD BOARD QUALITY COMMITTEE	Committee member Kalbach reported that since the Committee last met on October 15 th , the System Governance Ad Hoc Committee met again and has a revised recommendation regarding SVMD reporting to the ECH Board’s Quality, Patient Care and Patient Experience Committee. The new recommendation is to not establish a separate SVMD Board of Manager’s Quality Committee, but rather to rely on SVMD’s already established operational quality committee to report to the ECH Board’s Quality Committee on a quarterly basis. Bruce Harrison, President, SVMD, explained that SVMD’s operational quality committee has a credentialing committee, a peer review committee, and a utilization committee that report	<i>Governance Structure recommended</i>

	<p>to it. Mary Rotunno, General Counsel, advised that there are no legal consequences to making this change.</p> <p>Motion: To recommend that there be no SVMD Board Quality Committee established and that SVMD will report quarterly to the El Camino Hospital Board of Directors' Quality, Patient Care and Patient Experience Committee on quality of care matters.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	
<p>7. PROPOSED REVISED SVMD, LLC OPERATING AGREEMENT</p>	<p>Mary Rotunno, General Counsel, reviewed the Proposed Revised SVMD, LLC Operating Agreement with the Committee. The Committee discussed the proposed revisions. Ms. Rotunno pointed out that new Section 6.3 allows for the SVMD Board of Managers to establish its own advisory committees at a later date</p> <p>Motion: To recommend that the El Camino Hospital Board of Directors approve the attached Second Amended & Restated Limited Liability Company Operating Agreement incorporating the previous recommendations by the Governance Committee as modified based on discussions at the ECH Board meeting on November 6, 2019.</p> <p>Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Proposed Revised LLC Operating Agreement recommended for approval</i></p>
<p>8. ADJOURN TO CLOSED SESSION</p>	<p>Motion: To adjourn to closed session at 5:59pm.</p> <p>Movant: Moran Second: Kalbach Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None</p>	<p><i>Adjourned to closed session at 5:59pm</i></p>
<p>9. AGENDA ITEM 12: RECONVENE OPEN SESSION/ REPORT OUT</p>	<p>Open session was reconvened at 6:02pm. Agenda items 9-11 were addressed in closed session. During the closed session, the Committee approved the Minutes of the Closed Session of the Governance Committee Meeting (10/15/2019) by a unanimous vote in favor of all members present (Fung, Kalbach, Lai, Moran, Rebitzer).</p>	
<p>10. AGENDA ITEM 13: FY20 PACING PLAN</p>	<p>The Committee requested that candidate interviews and a related discussion and possible recommendation be added to the Pacing Plan for the February meeting.</p>	
<p>11. AGENDA ITEM 14: ROUND TABLE DISCUSSION</p>	<p>The Committee and staff discussed the effectiveness of the meeting.</p>	

12. AGENDA ITEM 19: ADJOURNMENT	Motion: To adjourn at 6:21pm. Movant: Kalbach Second: Moran Ayes: Fung, Kalbach, Lai, Moran, Rebitzer Noes: None Abstentions: None Absent: None Recused: None	<i>Meeting adjourned at 6:21pm</i>
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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

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: February 4, 2020
Subject: Report on Board Actions

Purpose:

To keep the Committee informed with regards to actions taken by the El Camino Hospital and El Camino Healthcare District Boards.

Summary:

1. **Situation:** It is important to keep the Committees informed about Board activity to provide context for Committee work. The list below is not meant to be exhaustive, but includes agenda items the Board voted on that are most likely to be of interest to or pertinent to the work of El Camino Hospital's Board Advisory Committees.
2. **Authority:** This is being brought to the Committees at the request of the Board and the Committees.
3. **Background:** Since the last Governance Committee meeting, the Hospital Board has met twice and the District Board has met once. In addition, since the Board has delegated certain authority to the Compliance and Audit Committee, the Finance Committee, and the Executive Compensation Committee, those approvals are also noted in this report.

Board/Committee	Meeting Date	Approvals
ECH Board	December 11, 2019	- FY20 Periods 3 & 4 Financials - Revised SVMD, LLC Operating Agreement - Letters of Rebuttable Presumption of Reasonableness - Telepsych Services Agreement
	December 16, 2019	- Revised Resolution 2019-12 Authorizing Forward Starting Interest Rate Hedge
ECHD Board	December 11, 2019	- Revised Community Benefit Policy
Finance Committee	November 25, 2019	- LPCH NICU PT/OT Professional Services Agreement - LPCH Neonatologist Agreement
Compliance and Audit Committee	-	- None since last report
Exec Compensation Committee	-	- None since last report

List of Attachments: None.

Suggested Committee Discussion Questions: None.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Erica Osborne, Via Healthcare Consulting
Date: February 4, 2020
Subject: El Camino Hospital Board of Directors and Committee Self-Assessment Process and Surveys

Recommendation:

To discuss and provide input on the proposed 2020 El Camino Hospital Board and Committee Self-Assessment process and customized survey questionnaires.

Summary:

1. **Situation:** Via Healthcare has been engaged to facilitate a comprehensive board and committee self-assessment process for ECH. The process is to include two online surveys (one specific to board and one specific to committee oversight) to be completed by all board and committee members in June 2019. Board members will be asked to evaluate the full board's performance. Committee members will be evaluating the overall performance of the specific committees they serve on. Responses will be used to develop customized assessment reports and recommendations specific to the board and each of its six committees.

The results of the board assessment will be presented and discussed at a board meeting to be scheduled in late summer 2020. The committee reports will be provided to the committees for discussion. The intent would be to have both the board and each committee identify a limited number of desired actions for further strengthening ECH's governance in the next year.

The committee is asked to review the process/attached questionnaires and come prepared to provide input and feedback.

2. **Authority:** In accordance to ECH policies/practices, the Governance Committee is tasked with reviewing and approving the board and committee self-evaluation process and assessment tools.
3. **Background:** Attached are two customized survey questionnaires based on best practices for board and committee oversight responsibilities, customized to ECH's specific circumstances. The board questionnaire included is the same tool as was used last year to allow for a year to year comparison of performance. It is broken down into the six areas of board responsibilities and includes 36 closed-ended statements rated on a Likert scale from 1-5.

The draft committee self-assessment survey includes 16 closed-ended statements designed to evaluate committee performance across the following areas:

- Committee purpose and authority
- Appropriate level of focus
- Committee composition
- Meeting management
- Board-committee communication

4. **Assessment:** None.

Board and Committee Self-Assessment Process and Surveys
February 4, 2020

5. Other Reviews: None.
6. Outcomes: A final version of the questionnaires will be loaded into Survey Monkey and distributed to all ECH Board and committee members as part of the 2020 Self-Assessment process in June 2020. The exact date to be determined.

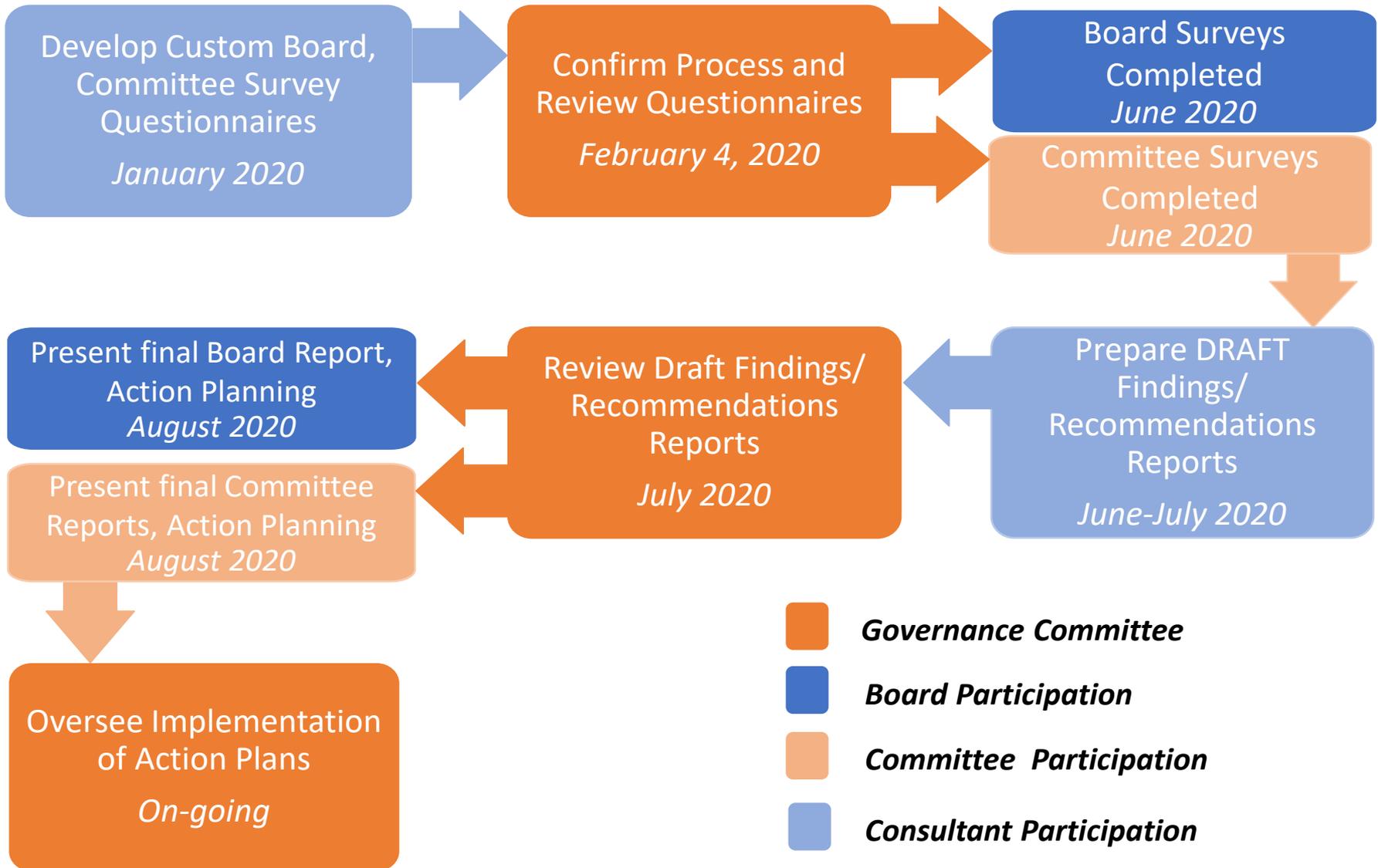
List of Attachments:

1. ECH 2020 Board and Committee Self-Assessment Process Overview
2. The 2020 ECH DRAFT Board Self-Assessment Survey Questionnaire
3. The 2020 ECH DRAFT Committee Self-Assessment Survey Questionnaire

Suggested Committee Discussion Questions:

1. Does the process as proposed effectively evaluate both board and committee performance? Are there any changes you would suggest?
2. While the intent is to keep the board survey format the same to allow for a year to year comparison, we have an opportunity to explore other topics of interest by including open-ended questions if desired. What additional topics do you think could/should be explored to enhance board effectiveness?
3. Are the statements included in the committee assessment questionnaire appropriate in tone and scope? Are there additional areas of performance that should be addressed?

Proposed 2020 El Camino Health Board and Committee Self-Assessment Process



Introduction

Welcome to the El Camino Health 2020 Board Self-Assessment questionnaire. Responses to this survey will be used in conjunction with board member and executive leadership interviews conducted by Via Healthcare Consulting to develop an assessment report and recommendations for board consideration. The report and recommendations will be discussed at the [Date to be Determined] Board session. Please note, your individual answers will be seen by Via Healthcare Consulting *only*.

Instructions to Board Members Completing the Survey

Completing the survey will take approximately 20-30 minutes. Your candid responses are a key part of continued enhancement and improvement for the board; we encourage you to be honest and direct. Individual responses *will not* be shared with other directors or management; information gathered will be used in the aggregate only.

Do not hesitate to indicate you “Don’t Know” to any question if in fact you don’t know. Also use the “Don’t Know” response if it is not clear to you how the board handles the practice. If a question refers to a practice that the board does not follow, please indicate “Not Applicable.” When in doubt about your choice, select the more conservative response (e.g. if your response falls somewhere between “Strongly Agree” and “Agree,” select “Agree.”) Be sure to respond to all the questions.

Use the “Comments” sections to explain your answers (especially for those which you answered “Neutral”, “Disagree”, “Strongly Disagree” or “Don’t Know.”) Written comments will be kept anonymous, as well.

If you have any questions, please contact Erica Osborne (760-271-0557, eosborne@viahcc.com) or Tammy Atherton (602-315-9666, tatherton@viahcc.com) at **Via Healthcare Consulting**. Thank you in advance for your time and thoughtful responses.

This survey is broken down into the following areas of board responsibilities/activities:

- Section I** **Mission and Planning Oversight: Setting Strategic Direction**
- Section II** **Quality Oversight: Monitoring Performance Improvement**
- Section III** **Management Oversight: Enhancing Board-Executive Relations**
- Section IV** **Legal and Regulatory Oversight: Ensuring Organizational Integrity**
- Section V** **Finance and Audit Oversight: Following the Money**
- Section VI** **Board Effectiveness: Optimizing Board Functioning**

Section I Mission and Planning Oversight: Setting Strategic Direction

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
1. The ECH Board receives adequate education on strategic, external and internal environmental issues and trends throughout the year.	5	4	3	2	1	DK	NA
2. The ECH Board spends sufficient time during board and relevant committee meetings discussing strategy.	5	4	3	2	1	DK	NA
3. The ECH Board is appropriately involved in establishing the organization's strategic direction (e.g. creating a long-range vision, setting strategic priorities, and developing/approving the strategic plan).	5	4	3	2	1	DK	NA
4. The ECH Board regularly reviews the organization's performance against community health care needs to ensure it is meeting its obligations as a not-for-profit organization.	5	4	3	2	1	DK	NA
5. The ECH Board and its committees uses the Mission and Vision statements to guide its decision-making.	5	4	3	2	1	DK	NA

Mission and Planning Oversight Comments Section:

Section II Quality Oversight: Monitoring Performance Improvement

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
6. All ECH Board members receive adequate education on the board's responsibilities for quality oversight and/or ECH's quality metrics throughout the year.	5	4	3	2	1	DK	NA
7. The ECH Board receives adequate information regarding performance improvement programs undertaken at ECH.	5	4	3	2	1	DK	NA
8. The ECH Board is well-informed about the quality, safety and patient experience provided by ECH.	5	4	3	2	1	DK	NA
9. The ECH Board has sufficient expertise and competencies in the area of quality and patient safety.	5	4	3	2	1	DK	NA
10. The board oversees the setting of annual goals for the organization's performance on quality, safety and service.	5	4	3	2	1	DK	NA
11. The ECH Board requires corrective action in response to under-performance on the quality and service goals.	5	4	3	2	1	DK	NA

Quality Oversight Comments Section:

Section III Management Oversight: Enhancing Board-Executive Relations

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
12. All ECH Board members understand and respect the distinction between the role of the board and the role of management.	5	4	3	2	1	DK	NA
13. The ECH Board currently has a productive working relationship with the CEO.	5	4	3	2	1	DK	NA
14. The ECH Board currently has a productive working relationship with the executive leadership team.	5	4	3	2	1	DK	NA
15. The ECH Board has a clear process in place for setting the CEO's annual goals.	5	4	3	2	1	DK	NA
16. The full ECH Board participates in the annual evaluation and review of the CEO's performance.	5	4	3	2	1	DK	NA
17. The full board is knowledgeable about all elements of the CEO's compensation.	5	4	3	2	1	DK	NA

Management Oversight Comments Section:

Section IV Legal and Regulatory Oversight: Ensuring Organizational Integrity

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
18. The ECH Board members apprise themselves of all reasonably-available and relevant information before taking action on any significant issue.	5	4	3	2	1	DK	NA
19. ECH Board and committee members recuse themselves from involvement in any activity or decision that might be a conflict of interest.	5	4	3	2	1	DK	NA
20. All ECH Board members keep closed-session board discussions confidential.	5	4	3	2	1	DK	NA
21. The ECH Board has sufficient processes in place to ensure all members of the executive compensation committee are 'independent' (i.e. free from any conflicts of interest).	5	4	3	2	1	DK	NA
22. The ECH Board is knowledgeable about the organization's compliance performance.	5	4	3	2	1	DK	NA

Legal and Regulatory Oversight Comments Section:

Section V Finance and Audit Oversight: Following the Money

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
23. The ECH Board establishes realistic financial goals and objectives for the organization.	5	4	3	2	1	DK	NA
24. The ECH Board regularly monitors the organization's financial and operational performance compared to plans and relevant industry benchmarks.	5	4	3	2	1	DK	NA
25. The ECH Board requires corrective action in response to under-performance on the financial and capital plans.	5	4	3	2	1	DK	NA
26. The ECH Board members demonstrate a good understanding of ECH's business via discussions of key issues.	5	4	3	2	1	DK	NA
27. The ECH Board has sufficient knowledge and processes in place to effectively oversee organization-wide risk (i.e., financial, business, and operational risks).	5	4	3	2	1	DK	NA
28. The ECH Board has sufficient processes in place to ensure all members of the committee that oversee audit are 'independent' (i.e. free from any material conflicts of interest).	5	4	3	2	1	DK	NA

Finance and Audit Oversight Comments Section:

Section VI Board Effectiveness: Optimizing Board Functioning

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
29. ECH Board members understand the reserved powers held by the sole member, the El Camino Healthcare District Board.	5	4	3	2	1	DK	NA
30. ECH Board members understand the roles and responsibilities of the hospital board.	5	4	3	2	1	DK	NA
31. The ECH Board has an appropriate mix of skills, experience and backgrounds.	5	4	3	2	1	DK	NA
32. ECH Board members receive sufficient orientation and on-going education to do their job effectively.	5	4	3	2	1	DK	NA
33. The ECH Board meeting frequency and duration are appropriate.	5	4	3	2	1	DK	NA
34. Board meetings are effective, efficient and promote generative discussion.	5	4	3	2	1	DK	NA
35. ECH Board members ask appropriately challenging questions of the CEO and senior management.	5	4	3	2	1	DK	NA
36. ECH Board members exhibit a willingness to challenge status quo thinking.	5	4	3	2	1	DK	NA
37. The ECH committee structure is appropriate to the current responsibilities of the board.	5	4	3	2	1	DK	NA
38. The ECH board receives sufficient information and context regarding the process committees follow in developing recommendations to the board.	5	4	3	2	1	DK	NA

El Camino Hospital

Board Self-Assessment Questionnaire, 2020

39. Committee reports provide the full board with sufficient information to make informed decisions.	5	4	3	2	1	DK	NA
40. Board and committee meeting materials/presentations are not overly duplicative of each other.	5	4	3	2	1	DK	NA

Board Effectiveness Comments Section:

DRAFT

Additional Comments Section: Please note these comments (as well as this entire questionnaire's responses) will be kept confidential and anonymous.

Conclusion:

Thank you for your contributions and commitment to El Camino Health. Your time, dedication, and experience serving El Camino Health's mission are tremendously valued. Thank you also for taking the time to complete this survey.

If you have any questions about the survey questions or the process, please contact Erica Osborne (760-271-0557, eosborne@viahcc.com) or Tammy Atherton (602-315-9666, tatherton@viahcc.com) at Via Healthcare Consulting. Thank you again.

Introduction

Welcome to the El Camino Health 2020 Committee Self-Assessment questionnaire. Responses to this survey will be used to develop an assessment report and recommendations for board and committee consideration. The report and recommendations will be discussed at the [DATE to be Inserted] meeting. Please note, your individual answers will be seen by Via Healthcare Consulting *only*.

Instructions to Board Members Completing the Survey

Completing the survey will take approximately 15-20 minutes. Your candid responses are a key part of continued enhancement and improvement for the committee; we encourage you to be honest and direct. Individual responses *will not* be shared with other members or management; information gathered will be used in the aggregate only.

Do not hesitate to indicate you “Don’t Know” to any question if in fact you don’t know. Also use the “Don’t Know” response if it is not clear to you how the board handles the practice. If a question refers to a practice that the committee does not follow, please indicate “Not Applicable.” When in doubt about your choice, select the more conservative response (e.g. if your response falls somewhere between “Strongly Agree” and “Agree,” select “Agree.”) Be sure to respond to all the questions.

Use the “Comments” sections to explain your answers (especially for those which you answered “Neutral”, “Disagree”, “Strongly Disagree” or “Don’t Know.”) Written comments will be kept anonymous, as well.

If you have any questions, please contact Erica Osborne (760-271-0557, eosborne@viahcc.com) or Tammy Atherton (602-315-9666, tatherton@viahcc.com) at **Via Healthcare Consulting**. Thank you in advance for your time and thoughtful responses.

1. Name: _____

2. Committee you are responding to the survey about: _____

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree	Don't Know	Not Applicable
3. Committee members understand their roles and responsibilities as specified in the committee charter.	5	4	3	2	1	DK	NA
4. The committee efficiently and effectively carries out responsibilities outlined in its charter or as delegated by the board.	5	4	3	2	1	DK	NA
5. Committee members receive adequate orientation on their committee responsibilities.	5	4	3	2	1	DK	NA
6. The committee receives sufficient information and context to understand and assess the issues under discussion.	5	4	3	2	1	DK	NA
7. The committee maintains focus on important strategic and policy issues.	5	4	3	2	1	DK	NA
8. The committee has an appropriate mix of skills, experience, and backgrounds to meet its responsibilities.	5	4	3	2	1	DK	NA
9. The committee meeting frequency and duration are appropriate.	5	4	3	2	1	DK	NA
10. The number of meeting agenda topics allows for enough time to thoughtfully address all issues.	5	4	3	2	1	DK	NA

11. Committee meeting agendas are designed around strategic priorities and committee responsibilities.	5	4	3	2	1	DK	NA
12. Committee meetings are effective, efficient, and promote generative discussion.	5	4	3	2	1	DK	NA
13. Committee meeting agendas are organized to ensure there is an effective balance between report outs and discussion.	5	4	3	2	1	DK	NA
14. The committee chair provides effective leadership and direction to the committee.	5	4	3	2	1	DK	NA
15. Committee work results in appropriate recommendations to the board.	5	4	3	2	1	DK	NA
16. The committee effectively communicates information to the board that supports the achievement of board goals and organizational strategy.	5	4	3	2	1	DK	NA

17. How can the committee improve its performance in support of the ECH Board?

18. What additional education would you like to receive?

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: El Camino Hospital Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: February 4, 2020
Subject: Governance Committee Membership Candidate Interviews

Recommendation(s):

To interview and consider appointing new Community members to the Governance Committee, subject to approval by the Board.

Summary:

1. **Situation:** The Governance Committee appointed Committee Chair Peter C. Fung MD and Committee Member Pete Moran to an Ad Hoc Committee tasked with bringing forward candidates for the full Committee's consideration.
2. **Authority:** Per the Committee's Charter, the Committee may appoint new Community members of the Committee subject to Board approval.
3. **Background:** The Ad Hoc Committee, supported by staff members Dan Woods, CEO, and Cindy Murphy, Director of Governance Services, developed a position description and questionnaire and sought candidates through the Board and Committee network, the executive leadership team, and advertising in local print media. The Ad Hoc Committee, Mr. Woods, and Ms. Murphy interviewed three candidates, the fourth candidate having withdrawn from consideration prior to a scheduled interview. Following the interviews, the Ad Hoc Committee invited two of the candidates, Mike Kasperzak and Ken Alvares, to interview as finalists with the full Committee.

The Ad Hoc Committee has invited each of the finalists to attend the Governance Committee's February 4, 2020 meeting and briefly present their qualifications for and reasons for interest in joining the Committee. The Committee members will then have an opportunity to ask the finalists questions.

4. **Assessment:** N/A
5. **Other Reviews:** Ad Hoc Committee
6. **Outcomes:** Following the interviews, the Committee will have an opportunity to discuss the candidates and vote on appointment during the following agenda item. If the Committee votes to appoint one or both of the finalists, the appointments will be forwarded to the Board for approval.

List of Attachments:

1. Position Description
2. Ken Alvares – Candidate Profile
3. Mike Kasperzak – Candidate Profile

Suggested Committee Discussion Questions: None.



**EL CAMINO HOSPITAL BOARD OF DIRECTORS
Governance Committee
Position Description**

Revised 9/19/2019

Committee Charter and Responsibilities

See attached.

Committee Membership Requirements

The purpose of the Governance Committee (“Committee”) is to advise the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/reappointment process and succession planning for the Board. The Governance Committee ensures the Board and its Advisory committees are functioning at the highest level of governance standards. This Committee typically meets on Tuesdays five times throughout the year at 5:30 p.m. The Committee position is non-compensated, (*i.e.* volunteer) and has a one-year renewable term. We are seeking to fill one to two positions with individuals meeting the qualifications noted below.

Professional Experience/Competencies

Candidates possessing significant experience in one or more of the following prioritized areas:

- Board Governance
 - Effectiveness
 - Efficiency
 - Board and Management Relationships
- Organizational Leadership Skill
- Healthcare Executive Leadership

Education/Credentials

An advanced degree is preferred, but not required.

Work Style and Personal Traits

- Able to focus comments and participate in effective governance of a hospital
- Inquisitive and thoughtful
- Patient-Centered Orientation
- High integrity
- Mission-driven and caring
- Able to drive change
- Results-oriented
- High energy, possessing a sense of urgency
- Collaborative nature
- Flexibility (healthcare reform is a moving target)
- Clear communicator
- Creative, imaginative, an innovator
- Possessing a sense of humor

KENNETH M. ALVARES

1275 Windimer Dr. Los Altos, Ca. 94024 (650) 799 7449

kalvares@apexgp.com

EDUCATION

UNIVERSITY OF ILLINOIS, Champaign/Urbana, IL Ph.D., Industrial/Organizational Psychology Dissertation Topic: Two Explanations of Temporal Changes in Ability-Skill Relationships: A Test of Civilian and Military Pilots	1970
M.A., Industrial/Organizational Psychology	1970
INDIANA UNIVERSITY, Bloomington, IN B.S., Honors in Psychology	1966

EXPERIENCE

APEX ADVISORY GROUP, Los Altos, CA Apex Advisory Group was created to provide advice and counsel to senior executives of startups and rapidly growing small organizations. The client base consisted of companies in high tech, aviation, real estate, higher education, finance and health care. Founder and CEO	2002 – PRESENT
SUN MICROSYSTEMS, Inc., Palo Alto, CA Sun Microsystems, Inc. is a leading provider of hardware, software and services for establishing enterprise-wide intranets and expanding the power of the internet. With more than \$7 billion in annual revenues, Sun can be found in more than 150 countries worldwide. Executive Vice President & Corporate Officer Responsible for all aspects of Human Resource management, manages Sun's Real Estate Portfolio, leads the Facilities/Workplace Management Group. Heads "Jakarta," a startup business focused on low end Java systems.	1992-2000
NICHOLS INSTITUTE, San Juan Capistrano, CA Nichols Institute provides esoteric diagnostic testing to clients nationwide in the fields of endocrinology, genetics, immunology, microbiology, molecular biology, oncology, serology, special chemistries, toxicology and virology. Vice President, Human Resources As a member of the Corporate Executive Team, I was responsible for all aspects of Human Resource management.	1990-1992
FRITO-LAY, INC., Dallas, TX A \$3 billion consumer products division of PepsiCo, employing 26,000 people in 1,500 locations throughout the United States. Vice President of Personnel	1984-1990 1987-1990

Director, Human Resources 1984-1987

Responsible for the development of all exempt employees and the career management of the top 100 executives. Supervised 12 management development specialists.

BOWLING GREEN STATE UNIVERSITY, Bowling Green, OH 1971-1984

A state university of 15,000 undergraduate and 2,500 graduate students.

Vice Chairman, Psychology Department 1976-1981

Administered the graduate program including curricula design, student evaluation, assistantship/fellowship administration and faculty evaluation.

Director, Institute for Organizational Research and Development 1981-1984

Founded the Institute, an organization bridging academic and corporate environments, and directed its growth into a model program for departments throughout the University.

PERSONNEL DEVELOPMENT, INC., Bowling Green, OH 1975-1984

A management consulting firm specializing in organizational/individual assessment and development.

President

Founded the company and managed its expansion into one of the most respected small management consulting firms in the country with a \$500,000 a year consulting practice and a staff of eight.

UNIVERSITY OF ILLIOIS, Champaign, IL 1970-1971

Aviation Research Scientist

Led the growth of the lab into one of the most respected facilities in the nation. Generated \$7 million in research and supported 35 faculty and students.

BOARD MEMBERSHIPS

Board of Directors, Neighborhood Youth Services, Plano, Texas

Board of Directors, Sea Legs, Inc.

Board of Directors, Texas Foundation for Human Services

Board of Trustees, HCA Willow Park Hospital

Board Member, Collin County Mental Health/Mental Retardation

PROFESSIONAL ASSOCIATIONS

American Psychological Association

American Psychological Society

International Personnel Management Association

American Management Association

Response to Candidate questionnaire: (Ken Alvares)
El Camino Hospital Board of Directors Governance Committee

1. **Governance:** My experience with board governance has spanned multiple industries and decades. As part of my early academic career I owned and operated a consulting firm that provided services to a wide variety of organizations. Hospitals and medical services companies were some of our most long-term clients. Our objectives varied from hospital to hospital, but most of our work was with board chairmen who were concerned about the make-up and effectiveness of their boards. On certain occasions we were involved with board member selection but most of our work involved the creation and implementation of board development strategy and programs. We did some training when appropriate but most of our work involved providing the board chair with ideas about how to increase the effectiveness of his/her board.

Some of our work branched out into more operational areas. In one instance, we assisted the board in investigating the possibility that the CEO of a religious hospital was engaged in activities that might be construed as having “conflict of interest.” In another instance, we worked with the board chairman and the CEO in identifying reasons for some interdepartmental conflict that was disruptive of the hospital’s effectiveness.

I have also worked internally with boards. While I was the Executive Vice President of Sun Microsystems, I served on the compensation committee of the board. Additionally, I also acted on the behalf of the board when serving as the Senior Vice President of Human Resources at Nichols Institute. Nichols Institute was a national esoteric laboratory located in southern California. After my departure, they were acquired by MetPath which was eventually absorbed within Quest diagnostics.

2. **Organizational Leadership skill:** My belief is that the creation of outcome-oriented dashboards, annual Planning (both operational and financial) and performance monitoring systems are central to any senior executive position. I was responsible for a staff of 20 at Nichols Institute so I created dashboards and plans for our group. Additionally, we served in an advisory role to the other divisions in the company as they prepared these critical management tools. Where I learned the most about dashboard, planning and performance monitoring was at Sun Microsystems. I was responsible for an HR group of 600 individuals worldwide. Additionally, I had responsibility for the management of Sun’s \$4 billion investment in the construction of 4 campuses nationwide. In addition to these responsibilities, I oversaw the purchase and operation of the companies aviation fleet. With this diversity of responsibility, it was critical to create and use effective tools like dashboards, annual plans and performance monitoring. Without tools like these, my job would have been impossible.
3. My experience within health care systems, as an employee was, of course, my time with Nichols institute. During my tenure with this diagnostic laboratory, we grew the revenue of the business from \$30 million to \$300 million. Most of this growth was

through acquisitions so I learned, firsthand, about the complexity of mergers and acquisitions. I was on the team that evaluated potential purchases and headed up the team that focused on the integration of acquired entities into the Nichols Corporate structure. We acquired 38 labs in a 24-month period so to say that this was a “complex health care system” would be an understatement.

As I have indicated above, I have worked in a variety of industries. I have worked in one of the most political industries that exists, namely academia. In addition to the 14 years that I spent in the academic world as both a faculty member and as an administrator, I most recently spent 3 years consulting to The University of the Pacific in Stockton. My work there was enmeshed in the political struggles (governance) between the president of the university, the deans and the faculty. Additionally, I have held positions in the consumer industry, the high-tech industry as well and the health care industry.

In addition to my board experience in the private sector, I have also served on the boards of several not for profit companies. These are summarized on my CV but they include, Neighborhood youth services in Texas, Sea Legs, in Southern California, The Texas Foundations for Human Services, Willow Park Hospital, The Collin County Mental Health/Mental retardation organization and the Fran Joswick Therapeutic Riding Center. Once we moved to Northern California, my wife and I served a three-year term on the board of the local chapter of the American Heart Association.

It has been some time since I was required to understand the legal and regulatory issues affecting governance. While at Nichols, I was the point for this kind of information, but I am sure that the regulations have changed significantly since I was immersed in governance regulations. This, as well as an understanding of “Healthcare Districts” would be an area of development for me.

4. **My interest in this position:** There are two reasons why I am interested in a position on this committee.

First, I have grown to respect the work that is being done at El Camino. I have been a patient and I have learned about the work that is being done in the mental health area. Each of these exposures convinced me of the quality of this organization and the people who work here. I would like to, in a tangential way, be a part of that excellence.

Additionally, I have a personal need to make a contribution to the community within which I live. I think that this opportunity would allow me to use my past experiences and the things that I have learned over the years in a way that would benefit this community.

5. **My background:** There are no civil, employment-related or criminal incidents that would disqualify me for this position

6. **Do I have the time necessary for this position?** Yes, I am retired and have a desire to increase my activity level. A position like this would be a perfect way for me to feel both engaged and productive

7. **Conflict of interest:** I do not see any way that a position on this committee would conflict with any of my other commitments.

R. Michael Kasperzak Jr.

1172 Morton Court, Mountain View, California 94040
home: (650) 941-2479 cell: (650) 823-4860 work: (650) 948-5340
email: mkasperzak@gmail.com

Educational Background

Lewis & Clark College, BA 1976
■ *Majors: Economics, Business Administration*

Professional Training

Hastings College of the Law, JD 1982
■ *Hastings Law Journal, Senior Associate Editor*

Commercial Mediation, (40 hour Certified Florida Circuit Court Program), ADRA,
October 1991

U.S. District Court Mediation Training, (16 hours) United States District Court, N. Dist.
Cal., September 1993

Bankruptcy Dispute Resolution Program Training, (6 hours), United States Bankruptcy
Court, N. Dist. Cal., July 25, 1994

Advanced Mediation, (16 hours), ADRA, October 14, 1994

Federal Arbitration Training, (4 hours), United States District Court, N. Dist. Cal.,
December 2, 1994

Partners in Organizational Leadership, John F. Kennedy School of Government,
Harvard University, April 1999

Group Facilitation Methods, Institute for Cultural Affairs, July 16, 1999

Licenses

State Bar of California
■ *Inactive Status* 01/16
■ *Admitted to practice December 3, 1982*

Federal Aviation Administration
■ *Commercial Pilots License*

Professional History

Dispute Resolution Specialists 3/93—2016
*Principal/Mediator: Commercial mediation and alternative dispute
resolution services provider.*

Bronson, Bronson & McKinnon 9/82—2/93
Partner: Practice focused on, but not limited to aviation industry defense litigation, arbitration and mediation.

Elect Air Tool 9/76—4/79
Sales, purchasing and shipping.

ADR Experience

EEOC
■ *Mediator* 4/01—Present

United States District Court
■ *Mediator* 9/93—Present
■ *Arbitrator* 9/93—12/02

Santa Clara County
■ *Office of Human Relations: Mediator* 4/93—Present
■ *Training Institute for Mediation: Trainer* 3/94—Present

Stanford University School of Law
■ *Mediation Trainer* 1/97—Present

California Department of Insurance, Earthquake Mediation Program
■ *Mediator* 7/96—Present

Professional Affiliations

State Bar of California
■ *Inactive Status*

Santa Clara County Bar Association
■ *Board of Trustees* 1/95—12/96

California Dispute Resolution Council 1993—2004
■ *Board of Directors* 1/98—12/99

Mountain View Chamber of Commerce
■ *Chairman* 7/97—6/98
■ *Vice-President Government Division* 12/96—7/97
■ *Board of Directors* 6/94—12/99
■ *Diversity Forum Mountain View* 1/97—2008
— *Co-Chairman* 6/99—2006

Civic & Non-Profit Activities

City of Mountain View
■ *Mayor* 1/03 — 1/04
1/12 — 1/13
■ *Councilmember* 1/99 — 1/07
1/09 — 1/17

■ Vice Mayor 1/02 – 1/03
1/11 – 1/12

–Leadership Assignments

Chairman-Finance Committee
Delegate-League of California Cities General Assembly
Chairman-Procedures Committee
County Expressway Planning Study Policy Advisory Board
South Bay Military Affairs Council
Santa Clara County Cities Association
Chairman-Appointments Review Committee
Chairman-Neighborhood Committee
Chairman-Northwest Flood Zone Advisory Board
Chairman-Transportation Committee
Chairman-Caltrain Policy Advisory Committee
Chairman-Council Technology Committee

■ Environmental Planning Commission

– Commissioner 1/97 – 12/31/99

■ Parks and Recreation Commission

– Commissioner 1/94 – 12/96

– Vice-Chair 1/96 – 12/96

Bay Area Water Supply & Conservation Agency

■ Board Member 06/03 – Present

San Francisco Bay Area Regional Water System Financing Authority

■ Vice Chair 05/03 – 06/07

■ Board Member 05/03 – Present

National League of Cities

■ Board Member 11/12 – 11/16

■ Finance Administrative & Intergovernmental
Relations Steering Committee 12/02 – 12/12

■ Transportation & Infrastructure Policy Committee 9/01 – 12/02

League of California Cities

■ President 10/11 – 10/12

■ Board Member 11/09 – 11/16

■ Revenue & Taxation Policy Committee 9/00 – 9/10

–Vice Chair 11/02 – 11/03

■ Mayors & Councilmembers Academy

– Steering Committee 6/01 – 06

– Graduate –Levels I & II

American Red Cross

National Headquarters

■ First Alternate Nominee, Board of Governors May, 2001

■ Chair, Leadership Institutes 6/03 – 2008

- *Member, 1995 National Convention Resolutions Committee* 5/95
- Palo Alto Area Chapter*
- *Chairman of the Board* 7/92—6/94
- *Development Chair* 7/95—7/97
- *Board Member* 7/85—2012

Lewis & Clark College

- *Board of Trustees*
- *Trustee* 6/98—6/00
- *Alumni Association*
- *President* 6/98—6/00
- *Board Member* 7/95—2006

Honors and Awards

Lewis & Clark College

- *2000 Donald G. Balmer Citation for Outstanding Voluntary Service to the College, November 9, 2000*

Nonprofit Development Center

- *1997 Board Leadership Award, Nominee, April 8, 1997*

Santa Clara County Human Relations Commission

- *Award of Special Merit, February 29, 1996*

American Red Cross, Palo Alto Area Chapter

- *Clara Barton Award For Outstanding Volunteer Leadership, June 1994*

Hastings College of the Law

- *Thurston Society (Top 5% First Year Class Rank), May 1980*

Lewis and Clark College

- *Cum Laude, June 1976*
- *Delta Mu Delta, National Business Honor Society*

**Candidate Questionnaire
El Camino Hospital Board of Directors
Governance Committee
Submitted by R. Michael Kasperzak, Jr.**

1. Governance – Please describe how your professional background demonstrates your knowledge and experience monitoring and strengthening Board policies and procedures related to:

- Board development
- Board efficiency
- Board effectiveness
- Board composition
- Committee Functioning

Having served in local government for over 20 years, I have a keen understanding of Governance principals and how they relate to the governance/management dichotomy. During that period I was actively engaged in developing and facilitating courses and programs on High Performing Boards which covered all of these areas. As a board member of the Institute for Local Government, and as an elected official, I am intimately familiar with the Brown Act and the requirements that it places upon public bodies.

I also did similar work during 30 years spent with the American Red Cross, and developed and taught several high level governance training programs for Chapter Chairman and Executive Directors.

Finally, as an active non-profit board member, I have a wealth of experience in non-profit governance.

2. Organizational Leadership Skill- Please describe how your professional background demonstrates your knowledge and experience in:

- Dashboards
- Annual planning
- Performance monitoring

Both my public service and non-profit experience have afforded me the opportunity to hone my skills in organizational leadership. I have recently been actively engaged in leading strategic planning efforts and am also engaged in an executive search.

3. Hospital or health system executive management – - Please describe how your professional background demonstrates your knowledge and experience in:
 - Governance of a complex healthcare system
 - Governance in a variety of industries
 - Board Experience (for profit or not for profit)
 - Knowledge of legal or regulatory issues affecting governance
 - Understanding of Healthcare Districts

I have no real experience in health systems, though I have had several years of volunteer experience with El Camino Hospital Foundation during the development of the new hospital and was actively involved on several foundation committees. I have also been a candidate for the District board on two occasion, though was unsuccessful in both elections.

4. Why are you interested in being considered as a member of El Camino Hospital's Governance Committee?

As a 40+ resident of Mountain View, and as a volunteer and long time supporter of the hospital, I would like to continue to serve the hospital in some capacity. I have strong governance skills and knowledge and believe serving on the Governance Committee would be the best use of my skills.

5. Are there any civil, employment-related or criminal incidents in your background that we may uncover in a reference or background check?

No.

6. Are you able to make the necessary time commitment?

Yes.

7. Would this position create a conflict of interest with any of your other commitments?

Not to my knowledge.



**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: El Camino Hospital Governance Committee
From: Mary L. Rotunno, General Counsel
Date: February 4, 2020
Subject: Proposed Procedure for Delegating Specific Authority to Board Advisory Committees

Recommendation(s):

To approve the attached proposed procedure for recommendation to the Board of Directors.

Summary:

1. **Situation:** There are a number of Board of Directors (the “Board”) Advisory Committees (“Board Advisory Committees”) made up of members of the Board and other individuals. The Board Advisory Committees may advise the Board and make recommendations to the Board, but neither the Board Advisory Committees nor their members can take action on behalf of El Camino Hospital (“ECH”) without a specific delegation of authority by the Board. The proposed procedure would create an efficient Board-approved process to develop proposals for delegation of specific authority to the Board Advisory Committees to take action on behalf of ECH. No such delegation would be effective without Board approval.
2. **Authority:** The Governance Committee is responsible for recommending to the Board procedures related to Board effectiveness.
3. **Background:** Members of the Board have requested documentation of the process and legal requirements for delegation of authority by the Board to a Board Advisory Committee.
4. **Assessment:** The alternative to approval of the procedure is to continue to review proposed delegations of authority on an ad hoc basis, without a consistent process.
5. **Other Reviews:** The proposed procedure has reviewed by ECH General Counsel and outside counsel.
6. **Outcomes:** After approval of the proposed procedure by this Committee, the procedure will be proposed to the Board for final approval. Upon final approval by the Board, going forward, any proposed delegations of authority will follow this process.

List of Attachments:

1. Proposed Procedure for Delegating Specific Authority to Board Advisory Committees

Suggested Committee Discussion Questions: None.

Proposed Procedure for Delegating Specific Authority to Board Advisory Committees

COVERAGE:

El Camino Hospital Board of Directors, El Camino Hospital Board Advisory Committees, All El Camino Hospital Staff

PURPOSE:

The Board Advisory Committees are made up of members of the Board and other individuals. As such, the Board Advisory Committees may advise the Board but cannot take action on behalf of El Camino Hospital without a specific delegation of authority by the Board.

The purpose of this procedure is to ensure efficient and thorough Board-approved procedures for delegating specific authority to the members of the Board Advisory Committees to take action on behalf of El Camino Hospital for the management of certain activities and affairs of El Camino Hospital.

DEFINITIONS:

Board: El Camino Hospital Board of Directors

Board Advisory Committees: The Compliance and Audit Committee, the Executive Compensation Committee, the Finance Committee, the Governance Committee, the Investment Committee, and the Quality, Patient Care and Patient Experience Committee

REFERENCES:

N/A

PROCEDURE:

- A.** Proposals for delegation of authority to a Board Advisory Committee shall originate from a Board member or one of the Board Advisory Committees and must be submitted in writing to the Governance Committee for evaluation.
- B.** Proposed delegations of authority submitted to the Governance Committee by a Board member or Board Advisory Committee for consideration, or submitted to the Board by the Governance Committee for approval, shall contain the following elements:
 - 1.** The proposal shall recommend the specific language and scope of the proposed delegation of authority.
 - 2.** The proposal shall specifically describe the Board's retained authority.
 - 3.** The proposal shall state that persons exercising authority under the delegation are recognized as "agents" of El Camino Hospital for purposes of such person's right to indemnification by El Camino Hospital.

4. The proposal shall state that any proposed action outside the scope of the Board's approved delegation of authority shall require further Board approval.
- C. The Governance Committee shall obtain advice of legal counsel to confirm whether the specific delegation of authority is consistent with California Law.
- D. The Governance Committee shall consider whether the proposed delegation of authority is consistent with the mission and activities described by the applicable Board Advisory Committee's Charter and whether to recommend the proposed delegation of authority to the Board for approval.
- E. If the Governance Committee recommends that the Board approve a proposed delegation of authority to a Board Advisory Committee, the Board shall consider approval of the proposed delegation of authority.
- F. Resolutions of the Board approving a delegation of authority to a Board Advisory Committee shall be in writing and shall contain the following elements:
 1. The resolution shall specifically define the delegation of authority and the scope of the delegation of authority.
 2. The resolution shall specifically describe the Board's retained authority.
 3. The resolution shall state that persons exercising authority under the delegation are recognized as "agents" of El Camino Hospital for purposes of such person's right to indemnification by El Camino Hospital.
 4. The resolution shall state that any proposed action outside the scope of the Board's approved delegation of authority shall require further Board approval.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: El Camino Hospital Governance Committee
From: Dan Woods, CEO; Cindy Murphy, Director of Governance Services
Date: February 4, 2020
Subject: Board Education

Recommendation(s):

To recommend that Board adopt the proposed Board Education Plan for the remainder of FY20 and the first half of FY21.

Summary:

1. **Situation:** In the first quarter of FY20 the Board participated in a self-assessment that included one-on-one interviews with Via Healthcare Consulting and responding to survey question. As a result of the survey and with the help of the Governance Committee, the Board adopted an action plan that included (1) development of a board education plan, (2) focus on governance of quality and (3) focus on improving meeting effectiveness.
2. **Authority:** The Governance Committee is responsible for recommending board education to the Board
3. **Background:** With the assistance of the Governance Institute (TGI), staff has put together a proposed education plan tailored to help the Board complete its action plan. As proposed, the education plan has five components:
 - A. February 26, 2020: Board Retreat – Quality (led by CMO and Interim CQO)
 - B. April 22, 2020: Joint Board and Committee Education Session – Management vs. Governance. Also recommended is a brief update by the CEO on the Strategic Plan Metrics as well as the Committee Roundtables
 - C. August 2020: Strategic Discussion
 - D. September 2020 – Meeting Effectiveness
 - E. October 2020: Culture and Performance Evaluation

As proposed, the education plan relies on individual “pre-learning” utilizing a variety of TGI resources including publications, webinars and e-learning followed by group discussion at Board meetings. There is also optional attendance at TGI’s April Leadership Conference which has a focused quality governance track.

4. **Assessment:** The proposal will assist the Board in completing its Action Plan.
5. **Other Reviews:** None.
6. **Outcomes:** After approval of the proposed education plan by this Committee, the procedure will be proposed to the Board for final approval. Upon final approval by the Board, staff will work to implement the Plan.

Board Education
February 4, 2020

List of Attachments:

1. Board Action Plan
2. Proposed Board Education Plan (note: there are hyperlinks to proposed materials throughout the document)
3. TGI April Leadership Conference Agenda

Suggested Committee Discussion Questions:

1. Will the proposed education plan help the Board complete its Action Plan?
2. Once adopted, should Board members be required to complete the education plan?
3. Should Board members be encouraged to attend TGI's April Leadership Conference

Board Action Plan

	What	Who	By When	Current Status
Quality Oversight				
	<p>Adopt a customized, actionable approach to effective quality.</p> <ul style="list-style-type: none"> Review and discuss available approaches to quality oversight. Frameworks to consider might include IHI Framework for Governance of Health System Quality, AHRQ High Reliability Organizations, and LEAN Six Sigma among others. Identify and incorporate aspects from the different frameworks to create a customized approach to quality oversight at ECH. 	Quality Committee Chair, CMO	End Q1 2020	
	<p>Hold an educational meeting or series of meetings focused on quality oversight. These sessions will provide:</p> <ul style="list-style-type: none"> Additional education on the board's role in quality oversight including information on quality goals, indicators and how to interpret data. An opportunity to discuss how ECH defines quality and what the organization's approach should be. 	Quality Committee Chair, CMO	Scheduled for October 23, 2019	
Meeting Effectiveness				
	Restructure board meeting presentations to improve focus and promote dialogue.	CEO, Dir Gov Services	December 2019	
	Implement a board meeting evaluation to assess quality of materials, mechanics and results of the meeting.	Board Chair, CEO	September 2019	
Ongoing Governance Education/Training				
	Develop an intentional, multi-year strategy for ongoing board education. The intent would be to identify topics and modalities that would enhance the governance competencies and engagement of the ECH Hospital Board.	Governance Committee	December 2019	
Enhancing Board Culture				
	Convene board members outside the typical board meeting structure to facilitate greater cohesiveness and teamwork on a quarterly or bi-annual basis.	Board Chair, CEO, Dir Gov Services	Ongoing	

The Governance Institute's
EDUCATION CALENDAR
—— • —— 2020 —— • ——

J A N

—— • ——

F E B

Quality

—— • ——

M A R

—— • ——

A P R

Management vs. Governance

—— • ——

M A Y

—— • ——

J U N

—— • ——

J U L

—— • ——

A U G

Strategic Discussion

—— • ——

S E P

Meeting Effectiveness

—— • ——

O C T

Culture & Performance
Evaluation

N O V

D E C

The Governance Institute's annual education calendar is the perfect resource to help incorporate consistent and meaningful education in to your board calendar. You can take the topics and adjust them as it makes sense for your board, or, as your Account Manager, I am happy to help customize education to more closely align with your governance goals and priorities.

This calendar is a compilation of some of my favorite resources that align with many of the topics on which boards are focusing. You will also find different ways you can access our content in order to help make education more engaging and interactive. You can find many other resources on our website by visiting www.governanceinstitute.com.

Enjoy!

Sincerely,



Kelly Honke

khonke@governanceinstitute.com

877.712.8778

February: Quality

Publications:

- The Board's Role in Quality and Patient Safety Performance Measurement

Webinar:

- Board Excellence in Safety and Quality
- Board Oversight of Credentialing

E-Learning Course (visit our website to access courses):

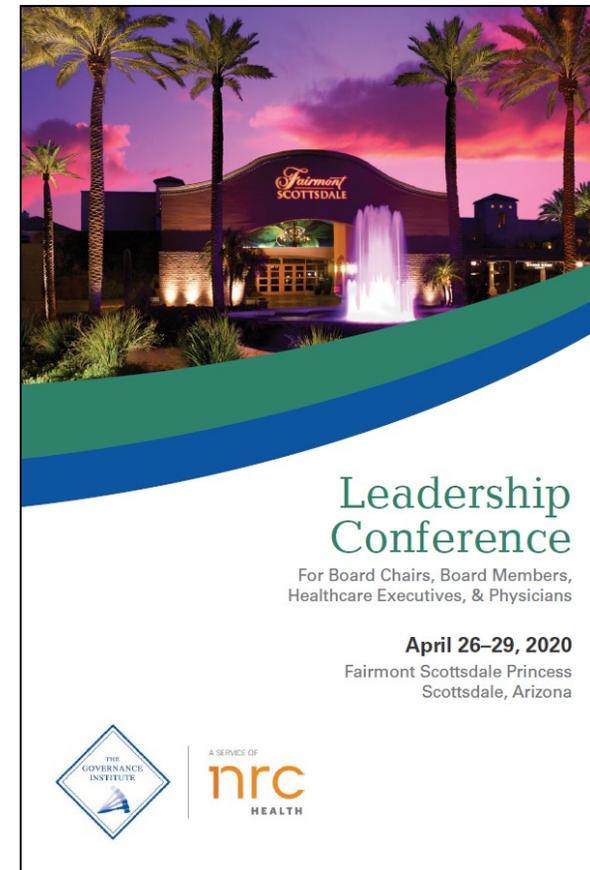
- The Board's Role in Quality

Event (visit our website for event details):

- Leadership Conference

Governance Support Tools:

- Getting at the Right Questions: Quality Committee
- Quality Committee Charter
- Quality Committee Meeting Agenda
- Board and Executive Quality Dashboard
- Sample Strategic Quality and Safety Plan Dashboard



April: Management vs. Governance

E-Learning Course (visit our website to access courses):

- Management vs. Governance

Governance Support Tools:

- Board Calendar: Essential Activities for Good Governance



August: Strategic Discussion

Publications:

- Making Time for Strategic Discussions
- Practical Tips for Better Board Meetings

Governance Support Tools:

- Board Meeting Agenda with Framing Questions

Practical Tips for Better Board Meetings

By Marian C. Jennings and Jennifer Swartz, M. Jennings Consulting

Have you ever attended a board meeting that seemed to drain members of their energy, needlessly repeat materials from previous meetings, or run out of time just when the most important discussions had begun? What about the opposite—a meeting that left members energized and confident about the future, empowered them to contribute, and served to strengthen the organization?

Fortunately, ensuring the latter is largely within your control. With the proper annual board work plan, pre-meeting preparation, effective materials, a well-prepared chair, and board members who understand and are ready to perform their roles and responsibilities, meetings can help the board navigate the turbulent healthcare industry waters and potentially even transform an organization.

This article provides eight practical tips to enhance the effectiveness and efficiency of your board meetings, including opportunities to reduce the frequency of meetings while increasing the time devoted to strategic discussion. In addition, it provides actionable advice about how best to deploy board chairs, the management team, governance support professionals, and board members to facilitate the best possible board performance. Our recommendations build

on The Governance Institute's wealth of in-depth resources on board meeting effectiveness and other governance topics, which are referenced at the end of this article.

Tip #1: "Less Can Be More"—Consider Moving to Six Board Meetings Per Year

"Fewer but somewhat longer meetings" is a succinct way to describe current best practices about the number and frequency of hospital/health system board meetings. As Governance Institute Advisor Guy Masters, M.P.A., says, "The point of longer meetings is not to allow extra time listening to managers present endless details about the business, but rather to allow more time for open questioning and intellectual give-and-take on key issues."

Is your board still regularly meeting 10 or more times per year? According to The Governance Institute's 2019 Biennial Survey of Hospitals and Healthcare Systems, this is true for more than 75 percent of independent hospitals, but only 32 percent of health systems.¹ If it is the case for your board, consider moving to a bimonthly schedule; one we believe is more synchronized with

Key Board Takeaways

To improve the efficiency and effectiveness of board meetings, leaders should:

- If you have not already done so, strongly consider moving to bimonthly board meetings.
- Devote more time to board chair/CEO meeting preparation and structure the agenda so that adequate time can be devoted to discussion of strategic issues.
- Insist that board members come to meetings prepared, enforce agreed-upon "ground rules," encourage active participation in meetings, and close each meeting with a process check.
- Be clear with management about what kind of meeting background information—in what format—will best enable board members to exercise their responsibilities both efficiently and effectively.

the key roles of the board: providing oversight and setting strategic direction. Advantages of this schedule include:

- Allows for committees to meet in the "off months," which facilitates earlier and more synthesized advance board meeting materials with concise, meaningful committee meeting minutes and reports. This, in turn, can allow questions that may arise to be addressed prior to the board meeting itself, freeing up time for more strategic discussions.
- Allows for thoughtful board meeting agenda preparation two or more weeks before the meeting.
- May attract great future board members unable to commit to monthly meetings.
- Provides enough time for the board to see the results—or lack thereof—of a corrective plan of action implemented after the last meeting.
- Allows time for some issues to "resolve themselves" simply given the passage of time.

Data from the 2019 Biennial Survey shows that currently the majority of respondents of all types of organizations meet between two and four hours. Only 30 percent of health systems meet four hours or more. Some leaders, concerned that holding fewer board meetings means just that each meeting



will be twice as long, ask, "Why are we doing this if we are not saving time?" Remember, even if the duration for routine reporting stays the same, you could devote all or nearly all of an additional meeting hour to strategic discussions.

Finally, especially if an organization moves to six meetings per year, we recommend that it use its executive committee to conduct time-sensitive business between meetings, within clearly articulated authorities delegated by the full board. Ideally, the executive committee would include all committee chairs and would help identify key agenda items for the upcoming meeting.

"The point of longer meetings is not to allow extra time listening to managers present endless details about the business, but rather to allow more time for open questioning and intellectual give-and-take on key issues."

—Guy M. Masters, M.P.A., Principal, Premier, Inc. and Governance Institute Advisor

Tip #2: Use an Annual Board Work Plan/Calendar

We recommend using an annual board work plan/calendar, administered by your governance support personnel. This calendar typically is organized around either the six core board responsibilities (quality oversight,

financial oversight, strategic oversight, board self-assessment and development, management oversight, and community benefit and advocacy), high-priority issues/topics for the upcoming year, or the goals in your strategic plan.

Of course, flexibility is required. If an unexpected issue or opportunity arises, the work plan would be modified. Additionally, should a special board meeting be necessary, we recommend that its agenda focus exclusively on the topic at hand and exclude all routine board reporting.

Tip #3: Prepare, Prepare, and Then Prepare Some More

Preparation by the board chair, working collaboratively with the CEO and management team, is critical to the success of any meeting. As outlined in tips five and seven, a productive meeting also, of course, requires that board members arrive fully prepared to participate.

The success or failure of any board meeting begins with the board chair. The Governance Institute describes the board chair as the "first among equals" who is tasked with streamlining the functioning of the board and enhancing board effectiveness. A capable board chair, working productively with management, can lighten the burden of work on the board.

Ultimately, the board chair is responsible for allotting time for presentations and discussion at each meeting. Like most governance experts, we recommend that the chair collaborate with the CEO to develop the agenda, rather than assume sole responsibility or hand the responsibility over completely.

A bimonthly meeting schedule allows the chair to think carefully through each agenda item

at least two weeks before the meeting, leaving time for the management team to gather and develop board-appropriate materials. Then, the board chair and CEO should set a regular time to review the final agenda and agree on how to handle individual items. Another reason for discussing the agenda with the CEO beforehand is that it prevents any "surprises"—items that may catch the CEO or chair off guard—during the meeting.



Tip #4: Don't Let Reporting Crowd Out Strategic Discussions

Ensuring that a board spends half of its meeting time on future-oriented strategic discussions (as recommended by The Governance Institute) requires thoughtful preparation. Using a consent agenda is essential to this effort. According to The Governance Institute's 2019 Biennial Survey, "This year's analysis shows that there is a relationship between using a consent agenda and boards that generally spend more than half of meeting time discussing strategic issues."²

While crafting agendas may seem mundane, it is a critical preparation step for every meeting that can have a profound impact. One helpful tip in preparing the meeting agenda is to allocate board time around four categories of board work: routine, scheduled, emergent, and strategic. Routine items appear on the agenda at every meeting



September: Meeting Effectiveness

Publications:

- Elevating Board Meetings through Intentional Planning and Board Packets
- Effective Board Meetings, 2nd Edition (optional)

Governance Support Tools:

- Board Calendar: Essential Activities for Good Governance
- Timed Board Meeting Agenda
- Worksheet: Committee Meetings

Event (visit our website for event details):

- Governance Support Forum (for staff to attend)



2020 Governance Support Forum

Check back for more information coming soon

September 12–13, 2020

The Broadmoor

Colorado Springs, Colorado

October: Board Culture and Performance

Publications:

- Enhancing Communication Between the Board and Management

E-Learning Course (visit our website to access courses):

- Board Culture and Effectiveness

Board Culture & Effectiveness

Please visit the topic links below.

You have completed 0 of 3 lessons.



Agenda | TGI Leadership Conference | April 26-29, 2020

April 26, 2020

- **Registration** 11:00 AM-6:00 PM
 - **The Changing Demands of Physician Leadership in Evolving Health Systems** 1:00 PM-2:15 PM
Physician Leader Track

Todd Sagin, M.D., J.D. | National Medical Director, Sagin Healthcare Consulting, LLC
 - **Catalyzing Digital Transformation in Healthcare** 2:30 PM-4:00 PM
Concurrent Session

Ryan Bertram & Royce Cheng | Principals, Chartis Digital; The Chartis Group
 - **To Thrive, Survive or Implode: Whether & How Local Hospitals Make It** 2:30 PM-4:00 PM
Concurrent Session

Denise Burke | Partner, Waller Lansden Dortch & Davis, LLP
Independent Cohort
 - **Learning as a Strategic Asset: Building a Coaching Culture** 2:30 PM-4:00 PM
Concurrent Session

Lawrence McEvoy II, M.D. | President & CEO, Epidemic Leadership
Physician Leader Track
 - **Healthcare Reboot: Megatrends** 4:15 PM-6:00 PM
Keynote Address

Michael Dowling | President & CEO, Northwell Health
 - **Networking Reception** 6:00 PM-7:00 PM
-

Agenda | TGI Leadership Conference | April 26-29, 2020

April 27, 2020

➤ **Networking Breakfast** 7:30 AM-8:30 AM

➤ **Through the Consumer's Eyes: Healthcare in the Post-Era** 8:30 AM-9:30 AM
General Session

Ryan Donohue | Director, Program Development, NRC Health

The call for price transparency has reached a deafening roar. Media reports of 'surprise billing', strict mandates from the federal government, and provider reluctance to deal with the time, effort and red tape required to be more price transparent. It's a tough issue that has been woven together by many different stakeholders in healthcare into the massive mess it is now. In this cacophony it can be easy to drown out one voice in particular: the consumer. Long before they put on a gown, and long after they leave, the healthcare consumer is deeply concerned with understanding the prices they'll pay. We will study this perspective and apply it to the larger issue of price transparency in healthcare with aim to better understand the call to share prices. Along the way we'll discuss the role of hospitals and health systems in this important industry issue.

➤ **Enterprise Risk: Understanding, Measuring, & Taking Action** 9:45 AM-10:45 AM
General Session

Marian C. Jennings, M.B.A. | President, M. Jennings Consulting, Inc.

➤ **The Digital Front Door** 11:00 AM-12:00 PM
General Session

Rulon Stacey, Ph.D., FACHE | Managing Director, Navigant Leadership Institute

➤ **Networking Lunch** 12:00 PM-1:00 PM

➤ **Building a Reliable Culture of Safety or Reducing Variations:
What is the Board's Role?** 1:00 PM-2:30 PM
Concurrent Session

Denise Murphy, RN, M.P.H., CIC, CPPS, FAAN | Vice President for Patient Care Systems & Senior Nurse Executive,
BJC HealthCare
Quality Track

Agenda | TGI Leadership Conference | April 26-29, 2020

April 27, 2020 (continued)

- Evolution of System Governance Structure in the U.S. 1:00 PM-2:30 PM
Concurrent Session

Lindsay Laug | Strategic Advisor, The Governance Institute

- **Designing the High-Performance Physician Team in the Era of Physician Burnout** 1:00 PM-2:30 PM
Concurrent Session

Lawrence McEvoy II, M.D. | President & CEO, Epidemic Leadership

Todd Sagin, M.D., J.D. | National Medical Director, Sagin Healthcare Consulting, LLC

Physician Leader Track

- **Governance Learning Cohort Networking Discussion** 2:45 PM-3:45 PM

Speaker to be determined

April 28, 2020

- **Networking Breakfast** 7:30 AM-8:30 AM

- **How the Reshaping of Consolidation Is Remaking Healthcare** 8:30 AM-9:30 AM
General Session

Anu Singh | Managing Director, Kaufman, Hall & Associates, LLC

The core characteristics of healthcare partnership strategies are evolving as hospitals and health systems across the country turn to consolidation to help transform their organizations in the face of new competition and rising industry pressures. The overall strategic focus of partnerships is shifting from aggregation and scale to building coordinated channels of care through sustainable, vertical integration of revenues, expenses, and growth. Ultimately, legacy providers seek to expand and reshape their business models to ensure they remain indispensable to the communities they serve. This session will present the latest data on healthcare consolidation trends, and how partnerships are being used to transform organizations and healthcare overall.

Agenda | TGI Leadership Conference | April 26-29, 2020

- **Healthcare Bond Ratings** 9:45 AM-10:45 AM
General Session

Kevin Holloran | Senior Director, Fitch Ratings

- **Intentional Governance: Board's & Quality** 11:00 AM-12:30 PM
Concurrent Session

Michael Pugh | President, MdP Associates, LLC

Quality Track

Michael Pugh is a national expert on quality and safety in health care delivery systems and focuses much of his consulting practice on helping Boards and Senior Leaders improve their quality management practices and systems. In this interactive workshop, Mr. Pugh will share current thinking on best practices for governing boards and engage participants in thinking about how to effectively and efficiently perform their fiduciary duty for delivering high quality and safe care in their organizations.

- **Why & How Trustees Own the Leadership Culture of the Institutions They Govern** 11:00 AM-12:30 PM
Concurrent Session

Daniel K. Zismer, Ph.D. | Co-Founder & Managing Director, Castling Partners

Systems Cohort

- **Board Oversight of the Hospital Medical Staff: More Important & More Challenging Than Ever!** 11:00 AM-12:30 PM
Concurrent Session

Todd Sagin, M.D., J.D. | National Medical Director, Sagin Healthcare Consulting, LLC

- **Chair/CEO Lunch (Invitation Only)** 12:45 PM-1:45 PM
Special Session

Speaker to be determined

Agenda | TGI Leadership Conference | April 26-29, 2020

April 29, 2020

- **Networking Breakfast** 7:30 AM-8:30 AM
- **Next Generation Healthcare: Using Innovation to Disrupt the Disruptors** 8:30 AM-9:30 AM
General Session

Brian J. Silverstein, M.D. | Director, The Chartis Group
- **Measuring & Moving What Matters: Advancing Well-Being in the Nation** 9:45 AM-11:00 AM
General Session

Somava Saha, M.D., M.S.

Governance Committee

Updated 1/8/2020

FY20 GC Pacing Plan – Q1		
July 2019	August 13, 2019	September 2019
<p style="text-align: center;"><i>No scheduled meeting</i></p> <p><i>At each meeting:</i></p> <p>Regular Consent Calendar Items: Minutes, Committee Recruitment Update, Article of Interest</p> <p>Other Regular Items:</p> <ul style="list-style-type: none"> - Board Recruitment Update - Report on Board Actions 	<ul style="list-style-type: none"> - Consider Hospital Board Member Competencies for FY20/21 - FY20 Board Education Plan <ul style="list-style-type: none"> o Topics for Semi-Annual Board and Committee Education Sessions o Topic for Annual Retreat (February) - Review Annual Board Self-Assessment (BSA) Results and Develop Action Plan - Review Process for Election and Re-Election of NDBM’s to the ECH Board - ECH Leadership Succession Planning - Governance Committee Recruitment 	<p style="text-align: center;"><i>No scheduled meeting</i></p>
FY20 GC Pacing Plan – Q2		
October 15, 2019	November 26, 2019	December 2019
<ul style="list-style-type: none"> - Review Delegations of Authority to Committees - Review Process for Election and Re-Election of Non-District Board Members to the El Camino Hospital Board of Directors - Final Planning October 23 Board Retreat - Assess Progress on FY20 Board Action Plan - System Governance Ad Hoc Committee Report - Governance Committee Recruitment <p style="text-align: center;">Wed., 10/23/2019 Board & Committee Educational Gathering</p>	<ul style="list-style-type: none"> - Proposed Revised SVMD LLC operating Agreement - System Governance Ad Hoc Committee Report (SVMD Board Quality Committee?) 	<p style="text-align: center;"><i>No scheduled meeting</i></p>

Governance Committee

Updated 1/8/2020

FY20 GC Pacing Plan – Q3		
January 2020	February 4, 2020	March 31, 2020
<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Planning April Education Session - Assess progress on FY20 Board Action Plan - Final Planning for February 26th Board Retreat - Review and Recommend Annual Board and Committee Self-Assessment Tool - Proposed Procedure for Delegation of Authority to the Board’s Advisory Committees - <u>Candidate Interviews</u> - <u>Possible Recommendation for Appointment to Committee</u> 	<ul style="list-style-type: none"> - Set FY21 Governance Committee Dates - Develop FY21 Governance Committee Goals - Final Planning April Education Session - <u>Assess Progress on Board Action Plan</u> - <u>Effective Use of Executive Sessions at Board and Committee Meetings</u>
FY20 GC Pacing Plan – Q4		
April 2020	May 2020	June 2, 2020
<i>No scheduled meeting</i>	<i>No scheduled meeting</i>	<ul style="list-style-type: none"> - Review and Recommend all FY20 Committee Goals to Board - Review Proposed Advisory Committee and Committee Chair Assignments - Review Committees’ progress against FY19 Goals - Confirm Self-Assessment Sent to District (from GC charter) - Finalize FY20 Master Calendar (for Board approval in June) - Assess ECH Board Structure
<p>Wed. 4/22/2020 Board & Committee Educational Gathering</p>	<p>Launch Board and Committee Self-Assessment</p>	

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING COVER MEMO**

To: Governance Committee
From: Cindy Murphy, Director of Governance Services
Date: February 4, 2020
Subject: Roundtable Discussion

Purpose:

To review the effectiveness of the Committee's meeting.

Summary:

1. Situation: How effective was this meeting?
2. Authority: N/A
3. Background: We included an excerpt from the Governance Institute's "Elements of Governance" Series titled "Board Committees" in the Committee's February 6, 2018 packet. Committee Chair Fung asked that we include the questions posed in the "Committee Meeting Effectiveness Assessment Options" section for the Committee to discuss at the conclusion of the meeting.
4. Assessment: N/A
5. Other Reviews: N/A
6. Outcomes: N/A

List of Attachments: None.

Suggested Committee Discussion Questions:

1. Brief discussion topics: what worked well/should be repeated? What should be changed/added/deleted?
2. Were the meeting packet and agenda helpful?
3. Did key issues receive sufficient attention?
4. Did we spend the right amount of time on each issue?
5. Was there a significant amount of discussion (vs. presentation)?
6. Were discussions kept at the governance level?
7. Did all members participate fully?
8. Did we hold ourselves accountable to the rules of engagement?